

## Press Release

NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION. THIS DOCUMENT IS NOT AN EXTENSION INTO THE UNITED STATES OF THE OFFER MENTIONED BELOW AND IS NOT AN OFFER TO SELL SECURITIES OR THE SOLICITATION OF AN OFFER TO BUY SECURITIES IN THE UNITED STATES. PLEASE SEE THE IMPORTANT NOTICES AT THE END OF THIS DOCUMENT

Amsterdam, the Netherlands / 18 October, 2013 8:20 PM

### Extension of the Re-Opened Exchange Offer for Remaining OCI Global Depositary Receipts

On 30 September 2013, OCI N.V. announced the re-opening of an exchange offer to acquire all of the outstanding Regulation S global depositary receipts (GDRs) of Orascom Construction Industries S.A.E. (OCI S.A.E.) in exchange for ordinary shares in OCI N.V. (the "Offer").

As of the latest filings on 17 October 2013, OCI N.V. now owns 99.22% of OCI S.A.E and the total number of GDRs which remain outstanding is 312,697.

To enable holders of GDRs who have not yet accepted the Offer to tender their GDRs, such holders will be given the opportunity to tender their GDRs until 12 noon (New York time) / 5 p.m. (London time) on 25 October 2013 (the "Revised Closing Date"). Holders of GDRs who have not yet tendered their GDRs can tender their GDRs in the same manner and subject to the same conditions as described in the offer document issued by OCI N.V. on 30 September 2013 and available on the website of OCI N.V. ([www.ocinv.nl](http://www.ocinv.nl)).

Please note that, in respect of the Revised Closing Date, each clearing system and each direct and indirect participant in those systems will establish its own cut-off date and time for giving instructions to accept the Offer, which will be earlier than the Revised Closing Date.

Settlement of any acceptances received on or prior to 12 noon (New York time) / 5 p.m. (London time) on 25 October 2013 will take place by 31 October 2013.

The extension of the Offer does not affect the settlement of any acceptances received prior to the previous closing date of 12 noon (New York time) / 5 p.m. (London time) on 15 October 2013, which will take place by 21 October 2013.

Following the Revised Closing Date, the Group intends, subject to receipt of all relevant regulatory approvals, to terminate the existing deposit agreement relating to the GDRs (the "Deposit Agreement") and to apply for the cancellation of the listing of the GDRs on the Official List and for the cancellation of trading of the GDRs on the London Stock Exchange.



## Press Release

Termination of the Deposit Agreement will lead to reduced liquidity in and marketability of the GDRs. De-listing of the GDRs will reduce significantly the liquidity and marketability of any GDRs in respect of which the Offer has not been accepted. Following receipt of notice of the termination of the Deposit Agreement, the Depositary will give notice to the holders of the GDRs that cancellation of the facility will occur and such holders may then surrender their GDRs and request delivery of the OCI S.A.E. shares underlying their GDRs free of the usual cancellation fee. Upon cancellation of the facility, if a GDR holder does not request delivery to it of the OCI S.A.E. shares underlying its GDRs within the time specified by the Deposit Agreement, such OCI S.A.E. shares may be sold on behalf of such holder by the Depositary and the net proceeds of sale returned to such holder upon surrender of its GDRs. If a GDR holder surrenders its GDRs and requests delivery of the OCI S.A.E. shares underlying its GDRs, the relevant GDRs will be cancelled.

For additional information, eligible GDR holders are invited to contact our Information Agent, DF King, or Bank of New York Mellon at:

**DF King Worldwide:**

Tel.: (+44) 207 920 9700  
Email: [oci@kingworldwide.com](mailto:oci@kingworldwide.com)

**Bank of New York Mellon:**

Tony Tooma  
Vice President Middle East Relationship Management  
Tel.: (+1) 212 815 2136  
Email: [tony.tooma@bnymellon.com](mailto:tony.tooma@bnymellon.com)



## Press Release

### About OCI N.V.:

OCI N.V. is a global nitrogen-based fertilizer producer and engineering & construction contractor based in the Netherlands. The Fertilizer Group owns and operates nitrogen fertilizer plants in the Netherlands, the United States, Egypt and Algeria and has an international distribution platform spanning from the Americas to Asia. The Fertilizer Group ranks among the world's top fertilizer producers with a fertilizer production capacity of nearly 7 million metric tons. The Construction Group provides international engineering and construction services primarily on infrastructure, industrial and high-end commercial projects in the United States, Europe, the Middle East, North Africa and Central Asia for public and private clients. The Construction Group ranks among the world's top global contractors. OCI N.V. employs more than 75,000 people in 35 countries around the globe and is listed on the NYSE Euronext in Amsterdam.

For additional information contact:

**Investor Relations Department:**

Omar Darwazah  
Email: [odarwazah@orascomci.co.uk](mailto:odarwazah@orascomci.co.uk)

Erika Wakid  
Email: [ewakid@orascomci.co.uk](mailto:ewakid@orascomci.co.uk)

Hassan Badrawi  
Email: [hbadrawi@orascomci.co.uk](mailto:hbadrawi@orascomci.co.uk)  
Director

**For additional information on OCI N.V.:**

[www.ocinv.nl](http://www.ocinv.nl)

Mijnweg 1,  
6167 AC Geleen,  
The Netherlands

OCI N.V. stock symbols: OCI / OCLNA / OCI.AS / OCINY

Tel: +44 207 439 4801

Fax: +44 207 439 4802



## Press Release

***This press release does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any shares or other securities of the Company, nor shall any part of it nor the fact of its distribution form part of or be relied on in connection with any contract or investment decision relating thereto, nor does it constitute a recommendation regarding the securities of the Company.***

*This press release may not be published, distributed, transmitted or otherwise sent into the United States of America (including its territories and possessions, every State in the United States and the District of Columbia). This press release does not constitute an extension into the United States of any offer mentioned in this press release, nor does this press release constitute nor form part of an offer to sell securities or the solicitation of an offer to buy securities in the United States. Holders of the company's securities who are located or resident in the United States or who are acting for the account or benefit of, such persons will not be eligible to participate in the offer described in this press release. Offer documents will not be distributed or sent into the United States.*

*Some of the information in this press release may contain projections or other forward-looking statements regarding future events or the future financial performance of the Company. You can identify forward-looking statements by terms such as "expect", "believe", "anticipate", "estimate", "intend", "will", "could", "may", or "might", the negative of such terms or other similar expressions. These statements are only predictions and actual events or results may differ materially. The Company does not intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Many factors could cause the actual results to differ materially from those contained in the Company's projections or forward-looking statements, including, among others, general economic conditions, its competitive environment, as well as many other risks specifically related to the Company and its operations.*

*The information contained herein does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities referred to herein in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any jurisdiction. The securities referred to herein may not be offered, or sold in the United States absent registration under the US Securities Act of 1933 (the "Securities Act") or another exemption form, or in a transaction not subject to, the registration requirement of the Securities Act.*

*These materials and information contained herein are not a public offer or advertisement of securities in the Netherlands, and are not an offer, or an invitation to make offers, to purchase, sell, exchange or transfer any shares or global depository receipts in the Netherlands.*

*This press release is directed in the United Kingdom only at (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"); (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order and to (iii) persons to whom it would otherwise be lawful to distribute it.*