



## Press Release

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### Closing 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 3 December 2013, GDR holders holding a total of 921,845 GDRs have accepted the offer to exchange their GDRs for OCI N.V. shares. OCI N.V. now owns 99.32% of OCI S.A.E and the total number of GDRs which remain outstanding is 112,345.

The Offer has now closed. Settlement of any acceptances received on or prior to 12 noon (New York time) / 5 p.m. (London time) on 3 December 2013 will take place by 9 December 2013.

As soon as practicable, 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.

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.



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

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### 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.

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

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

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

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## Press Release

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