



Press Release

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OCI N.V. Confirms Demerger Record Date as Close of Trading on 6 March 2015

On 16 February 2015, OCI N.V. (Euronext: OCI) announced the formal commencement of proceedings to effect a demerger of the company's engineering and construction business from its fertilizer and chemicals business (the **Demerger**). The demerged construction business will be called Orascom Construction Limited (**OC** or **Orascom Construction**) (ISIN: AEDFXA14NUL7) and will be dually listed on NASDAQ Dubai and the Egyptian Exchange (the **EGX**) as a global engineering and construction company.

OCI N.V. confirms that the Demerger is expected to take place through a USD 1.4 billion reduction in OCI N.V.'s share capital whereby OCI N.V. shareholders will receive one Orascom Construction share for every two OCI N.V. shares they own as at close of trading on 6 March 2015 (the **Record Date**).

The Demerger will result in OCI N.V. continuing to be listed on the Euronext Amsterdam as a global producer of nitrogen fertilizers, methanol and other natural gas based chemical products.

Orascom Construction will be dually listed on NASDAQ Dubai and the EGX as a global engineering and construction company. The Admission of Orascom Construction shares to the Official List of Securities of the DFSA, and Admission to Trading on NASDAQ Dubai is expected on 9 March 2015, and on the Egyptian Exchange between 9-11 March 2015. Timing of commencement of trading on the Egyptian Exchange will be announced in due course upon receipt of final necessary approvals from the Egyptian Exchange.

For a description of the implementation of the Demerger, please refer to OCI N.V.'s press release dated 16 February 2015 and entitled "*OCI N.V. to effect Demerger on 7 March 2015*", found at www.oci.nl.

For more information on Orascom Construction's issuance of new shares on the Egyptian Exchange through a private placement, please visit www.orascom.com.

For all previous announcements and documents related to the Egyptian Offer, Admission and the Demerger, please visit <http://www.oci.nl/demerger/>

Previous announcements comprise:

- 16 February 2015: *OCI N.V. to effect Demerger on 7 March 2015*
- 19 February 2015: *Orascom Construction Limited issues pathfinder offering circular and announces price range for the Egyptian Offer for Qualified Institutional Investors*
- 24 February 2015: *Orascom Construction announces full coverage of the Qualified Institutional Tranche of its Egyptian Offering*
- 4 March 2015: *Orascom Construction announces price for the Egyptian Offer*



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About OCI N.V.

OCI N.V. is a global producer of natural gas-based fertilizers based in the Netherlands. OCI N.V. produces nitrogen fertilizers, methanol and other natural gas based chemical products, serving agricultural and industrial customers from the Americas to Asia. We rank among the world's largest nitrogen fertilizer producers with current production capacity of nearly 7 million metric tons in the Netherlands, the United States, Egypt and Algeria. We are the largest global melamine producer and the largest merchant methanol producer in the United States.



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Important Information

Each of EFG-Hermes UAE Limited, EFG Hermes Promoting and Underwriting S.A.E., Bank of America Merrill Lynch, Barclays, CI Capital, HSBC Bank Middle East Limited, and Rabobank is acting solely for the Company and no one else in connection with the Demerger, Admission and the Egyptian Offer and will not regard any other person as a client in relation to the Demerger, Admission or the Egyptian Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in connection with the Demerger, Admission or the Egyptian Offer.

Subsequent to the date of this announcement the information contained and referred to herein is subject to change or amendment without notice. Facts, figures and/or other items referred to or contained herein may change after the date of this announcement, and the authors shall have no liability to update this announcement to reflect any such changes. The delivery of this announcement at any time after the date of this announcement will not under any circumstance be deemed to create or evidence any implication that there has been no change in Orascom Construction's or OCI N.V.'s affairs since the date of this announcement, or that the information set forth in this announcement is correct as of any date after the date hereof.

No offer or invitation to acquire shares in Orascom Construction Limited or OCI N.V. is being made by or in connection with this announcement. Any decision to purchase or subscribe for securities in connection with the Egyptian Offer should be made solely in the case of the private placement to qualified institutional investors, high net worth individuals, on the basis of the final offering circular in connection with this private placement and in the case of the private placement to persons reasonably believed to be qualified institutional buyers and professional high net worth individuals, on the basis of the private placement offering notice that has been published in relation to the Egyptian Offer.

Neither the Demerger Shares nor the New Shares are being registered under the United States Securities Act of 1933, as amended (the **Securities Act**) and may not be offered or sold in the United States (as absent registration or an exemption from or in a transaction not subject to, the registration requirements under the Securities Act and applicable state and other securities laws of the United States). No public offering will be made in or into the United States. Holders of Demerger Shares or New Shares that are affiliates of Orascom Construction Limited will be subject to limitations on their ability to freely resell the Demerger Shares and the New Shares in the United States, including certain restrictions under Rule 144 under the Securities Act. Affiliate holders of the Demerger Shares and the New Shares may not resell the Demerger Shares or the New Shares without registration under the Securities Act except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. In addition, sales and transfers of Demerger Shares and/or New Shares will be subject to certain restrictions on transfers.

This announcement does not constitute an offer to sell, exchange or transfer any securities of Orascom Construction Limited or OCI N.V. and is not soliciting an offer to purchase, exchange or transfer such securities in any jurisdiction where the offer, sale, exchange or transfer is not permitted or to any person or entity to whom it is unlawful to make that offer, sale, exchange or transfer. This announcement contains certain forward-looking statements. Such forward-looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. Each of Orascom Construction Limited and OCI N.V. disclaims any obligation to update any forward-looking statements contained herein, except as required pursuant to applicable law.