



Press Release

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OCI N.V. Prices the Offering of \$650 Million and €400 Million of Senior Secured Notes Due 2023

OCI N.V. (Euronext: OCI) ("OCI" or the "Company") today announced the pricing of a dual-tranche bond offering consisting of \$650 million senior secured fixed rate notes due 2023 (the "Dollar Notes") and €400 million senior secured fixed rate notes due 2023 (the "Euro Notes", and together with the Dollar Notes, the "Notes"). The Dollar Notes will bear interest at a rate of 6.625% per annum and the Euro Notes will bear interest at a rate of 5.0% per annum. Both series of notes are issued at par. The Notes will be senior secured obligations of the Company and will be guaranteed by certain of the Company's subsidiaries. Interest will be payable semi-annually. The transaction is expected to close on 26 April 2018, subject to customary closing conditions.

The Company has also entered into a new revolving credit facility and term loan facility (together the "New Facilities"). The new revolving credit facility has a total commitment of \$700 million with a 5-year maturity. The new term loan facility has a total commitment of \$400 million equivalent denominated in euros and with a 4-year maturity.

The Company intends to use the proceeds from the sale of the Notes, along with drawings under the new revolving credit and term loan facilities and a cash repayment from OCIP, (i) to repay outstanding amounts under the Company's bridge facility, which was used to finance the tender offer for the Company's existing convertible notes, (ii) to redeem the Company's convertible notes; (iii) to repay outstanding shareholder debt; (iv) to repay bank debt at the Company's subsidiary, OCI Nitrogen N.V.; and (v) to repay the Company's outstanding bank debt (together, the "Refinancing") as well as to pay fees and expenses incurred connection with the Refinancing.

The Refinancing aims to continue the Company's strategy of optimizing its capital structure which it launched in 2017 by refinancing debt at various subsidiaries and moving towards a robust financing structure at the holding company level, as individual projects have reached or are on the verge of reaching full production.

Nassef Sawiris, Chief Executive Officer of OCI N.V. commented: "We are pleased with the strong support from investors to OCI's debut bond offering. Following this important transaction, we remain firmly committed to the next phase of our strategy to focus on free cash flow generation and a healthy trajectory for deleveraging."

Hassan Badrawi, Chief Financial Officer of OCI N.V. commented: "This is another important step in optimizing and simplifying our capital structure, following the recent transactions at OCIP and IFCo, the buyback of the convertible



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bond, and the on-going refinancing at EFC. With the completion of our growth program during 2018, we believe the company is well on track with its volume-driven ramp-up and balance sheet optimization.”

The Notes have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act") or any state securities laws and may not be offered or sold in the United States or for the account or benefit of any United States citizen or in any way distributed in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. The Notes will be offered only to qualified institutional buyers in the United States in accordance with Rule 144A under the Securities Act and to non-US persons outside the United States in reliance on Regulation S under the Securities Act.

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About OCI N.V.

OCI N.V. (Euronext: OCI) is a global producer and distributor of natural gas-based fertilizers & industrial chemicals based in the Netherlands. OCI produces nitrogen fertilizers, methanol and other natural gas based products, serving agricultural and industrial customers from the Americas to Asia. OCI is a leading global nitrogen fertilizer producer with over 9.6 million metric tons of capacity. OCI is also on track to become one of the world's largest methanol producers with almost 3.7 million metric tons of capacity. OCI is listed on Euronext in Amsterdam.

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OCI stock symbols: OCI / OCI.NA / OCI.AS / OCINY

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