



Press Release

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OCI N.V. Announces the Launch of an Offering of \$1,000 Million (equivalent) of Senior Secured Notes Due 2023

OCI N.V. (Euronext: OCI) ("OCI" or "the Company") today announced that it is launching an offering of \$1,000 million (equivalent) of senior secured notes due 2023 (the "Notes"). The Notes will be denominated in USD and EUR. 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 interest rate, offering price and principal amount of each series of the Notes along with certain other terms will be determined at the time of pricing of the offering, subject to market conditions.

The Company intends to use the proceeds from the sale of the Notes, along with drawings under a revolving credit facility and term loan 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.

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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This document is not an offer of securities for sale in the United States. The Notes may not be sold in the United States absent registration or an exemption from registration under the Securities Act. The Company does not intend to register the Notes and any related guarantees in the United States or to conduct a public offering of the Notes and such guarantees in the United States.

This communication does not constitute an offer of securities to the public in the United Kingdom. No prospectus has been or will be approved in the United Kingdom in respect of the Notes. This communication is being distributed to and is directed only at (i) persons who are outside the United Kingdom or (ii) persons who are investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "Relevant Persons"). Any investment activity to which this communication relates will only be available to and will only be engaged with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

In member states of the EEA, this announcement and any offer of securities if made subsequently is directed only at persons who are "qualified investors" within the meaning of Article 2(1)(e) of the Prospectus Directive ("Qualified Investors"). Any person in the EEA who acquires securities in any offer of securities (an "investor") or to whom any offer of securities is made will be deemed to have represented and agreed that it is a Qualified Investor. Any investor will also be deemed to have represented and agreed that any securities acquired by it in the offer have not been acquired on behalf of persons in the EEA other than Qualified Investors or persons in the UK and other Member States (where equivalent legislation exists) for whom the investor has authority to make decisions on a wholly discretionary basis, nor have the securities been acquired with a view to their offer or resale in the EEA to persons where this would result in a requirement for publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive. The Company and others will rely upon the truth and accuracy of the foregoing representations and agreements.

This press release may include projections and other "forward-looking" statements within the meaning of applicable securities laws. Any such projections or statements reflect the current views of the Company about further events and financial performance. No assurances can be given that such events or performance will occur as projected and actual results may differ materially from these projections.



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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.

For additional information contact:

OCI N.V. Investor Relations Department:

Hans Zayed
Director
Email: hans.zayed@oci.nl

Tel: +31 (0) 6 18 251 367

For additional information on OCI:

www.oci.nl

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

Honthorststraat 19
1071 DC Amsterdam
The Netherlands