



2014 Results Presentation

29 April 2015

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Disclaimer

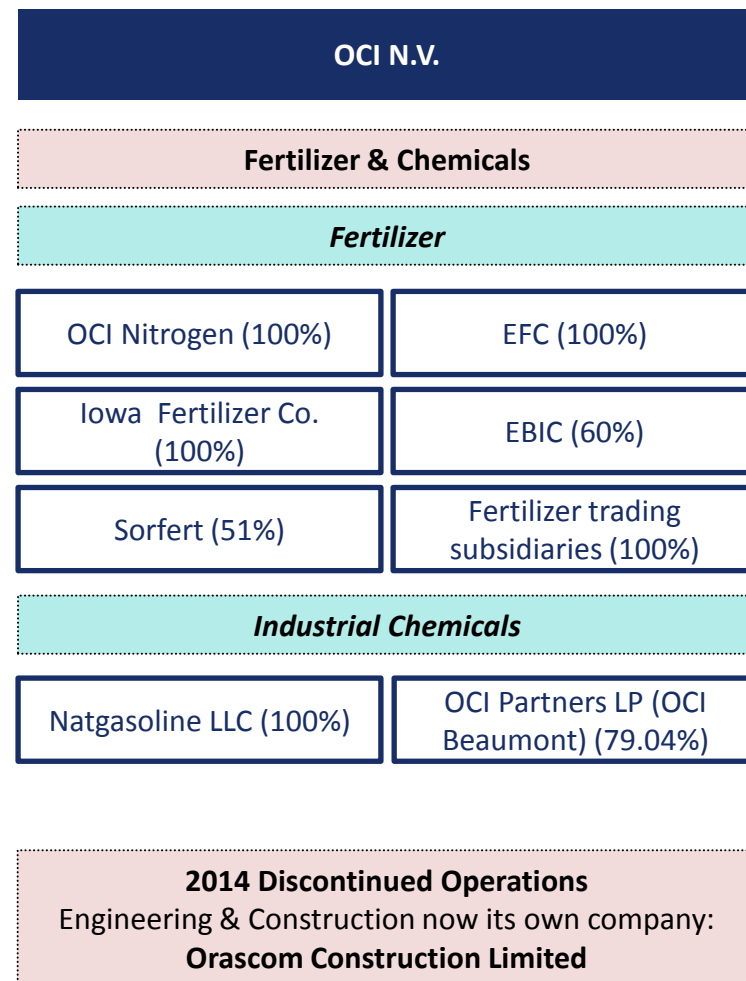
2014 Transformation

Successful Demerger of Engineering & Construction Group

- Successfully spun off Engineering & Construction Group to form Orascom Construction Limited (OC):
 - OC listed on NASDAQ Dubai on 9 March 2015 and EGX on 11 March 2015
 - \$ 1.4 bn repayment of capital to OCI N.V. shareholders, equivalent to c.EUR 6 per share

- **OCI N.V. is now a pure-play nitrogen fertilizer and industrial chemicals company**

- **Impact of demerger on financials:**
 - The Engineering & Construction Group has been classified as “Discontinued Operations” in the consolidated statement of Profit or Loss
 - The assets & liabilities of the Engineering & Construction Group have been presented as assets & liabilities held for demerger in the Consolidated statement of Financial Positions
 - The 2013 financials in the consolidated statement of Profit or Loss have been restated to reflect only the Fertilizer & Chemical business



2014 Results Highlights

EBITDA Growth of 23% in 2014, Poised for Further Growth in 2015 – 2016

RESULTS HIGHLIGHTS

- **Total fertilizer & chemicals volume sold reached 7.4 million metric tons, an 11.7% improvement over 2014:**
 - OCI N.V. production volumes sold reached 5.1 million metric tons, an increase of 23.2% over 2013
 - Significant contribution from Sorfert, which sold nearly 1.4 million tons in its first full year of operations

- **Summary of Consolidated Results for FY 2014:**
 - Revenues from continuing operations increased by 8.4% to \$ 2,685.8 million
 - EBITDA from continuing operations, excluding one-off items, increased by 23.2% to \$ 833.5 million
 - EBITDA margin improved from 27.3% in 2013 to 31.0% in 2014
 - Net income from continuing operations improved 41.7% to \$ 444.1 million

- **One-off events have had positive impact on net income:**
 - Reversal of the balance of the tax liability following the favorable verdict in the tax claim in Egypt
 - Offset by non-recurring foreign exchange losses of \$ 72.9 million related to an inter-company loan and other one-offs

- **The main factors driving revenue and profitability growth were:**
 - A significant contribution from Sorfert, in its first full year of operation despite intermittent shutdowns in the first quarter
 - Higher results at OCI Nitrogen which benefited from a solid nitrate market and lower gas prices
 - OCI Beaumont also performed well, albeit that the plant did not reach its full potential due to unplanned shutdowns
 - EFC and EBIC suffered from limited availability of natural gas in the second half of 2014

2014 Results

Financial Highlights¹⁾

\$ million unless otherwise stated	2014	2013 ⁴⁾	% Δ
Revenue	2,685.8	2,477.5	8.4%
EBITDA excluding one-off items	833.4	676.3	23.2%
EBITDA Margin	31.0%	27.3%	
Depreciation & Amortization	-308.4	-218.3	
One-off items	-309.4	71.9	
Reported operating profit	215.6	529.9	-59.3%
Net Financing Costs	-250.4	-203.2	23.2%
Income from Associates (net of tax)	15.8	7.4	
Income tax	565.0	-71.1	
Minorities	-121.2	36.0	
Net Income before discontinued operations²⁾	444.1	313.3	41.7%
Net Income Margin	16.5%	12.6%	
Discontinued operations ²⁾	-115.4	-18.1	
Net income after discontinued operations²⁾	328.7	295.2	11.3%
Basic EPS from continuing operations (\$)	2.168	1.538	41.0%
Diluted EPS from continuing operations (\$)	2.161	1.493	44.7%

\$ million	2014	2013	% Δ
Total Assets ³⁾	10,577.3	10,487.8	0.9%
Total Assets (continuing operations)	8,038.8	7,863.8	2.2%
Total Equity	2,537.8	2,087.6	21.6%
Gross Interest-Bearing Debt	5,040.7	5,118.3	-1.5%
Net Debt	4,194.1	3,548.1	18.2%
Capital expenditure	1,211.0	687.0	76.3%

1) 2013 and 2014 results represent continuing operations (the Fertilizer & Chemicals business), unless otherwise stated.

2) After non-controlling interest

3) Including \$ 2,538.5 million "Assets held for demerger"

4) Pro forma and unaudited

- 2013 financials have been restated:
 - Fertilizer & Chemicals business reported as continuing operations
 - Adoption of IFRS 11 resulting in deconsolidation of certain JVs
 - Demerged Construction & Engineering Group classified as Discontinued Operations
 - The assets & liabilities of the Engineering & Construction Group have been presented as assets & liabilities held for demerger in the Consolidated statement of Financial Positions
- EBITDA of continuing operations includes corporate costs, previously not included in segmental profits

2014 Results

Debt Overview

- As at 31 December 2014, OCI N.V. had total gross debt outstanding of \$ 5,040.7 million
- Net debt of \$ 4,194.1 million as at 31 Dec. 2014 is an 18.1% increase over 31 Dec. 2013, driven by capex for IFCO and Natgasoline
- The majority of OCI N.V.'s total debt outstanding is held at the operating company level and is financed through operating cash flows

Consolidated Debt Breakdown as at 31 December 2014

\$ millions	Description	Companies	Gross Debt	Cash	Net debt
Joint Venture Debt	<ul style="list-style-type: none"> Debt at entities where OCI's stake is less than 100% Debt is non-recourse to OCI N.V., although fully consolidated on the group's balance sheet 	<ul style="list-style-type: none"> Sorfert EBIC OCI Beaumont 	1,764.5	167.7	1,596.8
Operating Company Debt	<ul style="list-style-type: none"> 100% owned operating companies' debt is organized against operating company cash flow and is non-recourse to HoldCo Corporate support is available from OCI N.V. with Board approvals 	<ul style="list-style-type: none"> OCI Nitrogen EFC OFT 	1,119.5	107.4	1,012.1
Project Finance Debt	<ul style="list-style-type: none"> Project finance debt which can remain with companies after completion of construction All project finance debt is ring-fenced and non-recourse to OCI N.V. Debt is raised through banks or capital markets Long tenures financed by operating cash flow 	<ul style="list-style-type: none"> IFCo 	1,172.3	426.4	745.9
Holding Company Debt	<ul style="list-style-type: none"> Full responsibility of OCI N.V. Supported by investment asset values and dividends received from subsidiaries 	<ul style="list-style-type: none"> OCI N.V. Other 	984.4	145.1	839.3
Total			5,040.7	846.6	4,194.1

Outlook

■ 2015 Outlook

- *Expect improvements in EBITDA and net income in 2015*
- *Compared with 2014, we expect to sell additional product volumes, in particular from Sorfert Algeria, which was still in ramp-up phase in early 2014*
- *A strong US Dollar and lower gas prices in Europe and the United States have been favourable in Q1 2015, in particular for OCI Nitrogen*
- *Both ammonia and methanol lines at OCI Beaumont were offline from the end of January and restarted in April. OCI Beaumont will be able to produce at the increased capacity levels from April onwards*
- *The Egyptian government has taken several short and longer term measures to address the country's gas supply issue and we expect these efforts to improve supply of natural gas from the second quarter of 2015 onwards*

■ Natural gas monetization focus following demerger of Engineering & Construction Group as of 9 March 2015

- *Pure play fertilizer & chemicals company offering distinct investment propositions*

■ Growth initiatives 2014 - 2016

- *On track to increase sellable capacity by 60% from 7.7 mtpa at end-2014 to c.12 mtpa by 2017*
- *New production capacities driving earnings and cash flow*

Appendix – Volumes and Prices

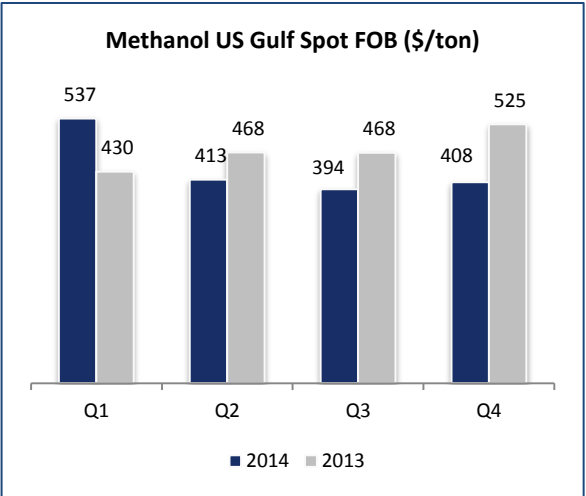
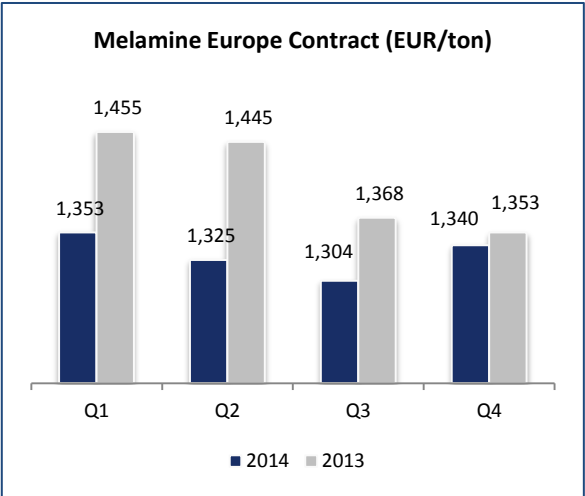
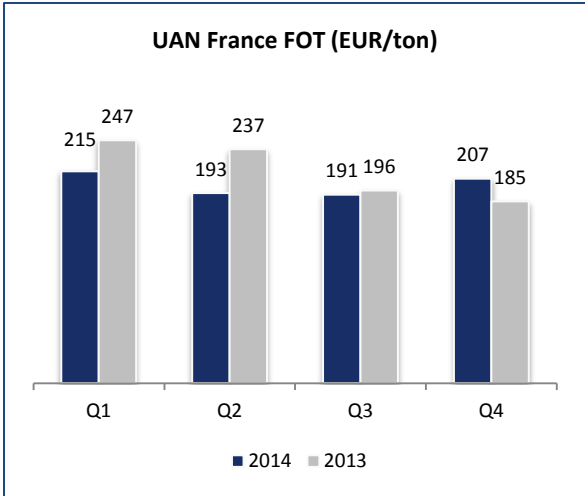
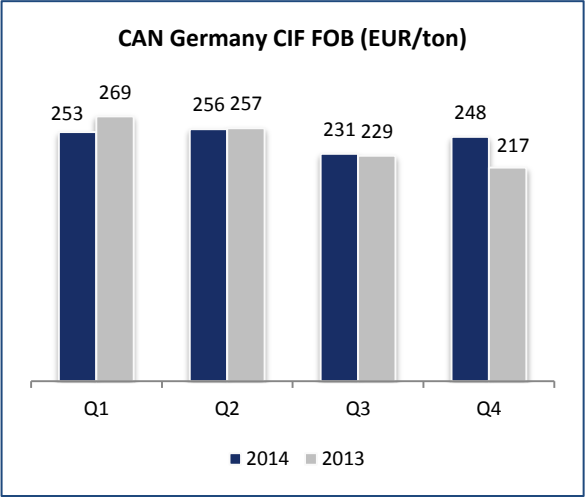
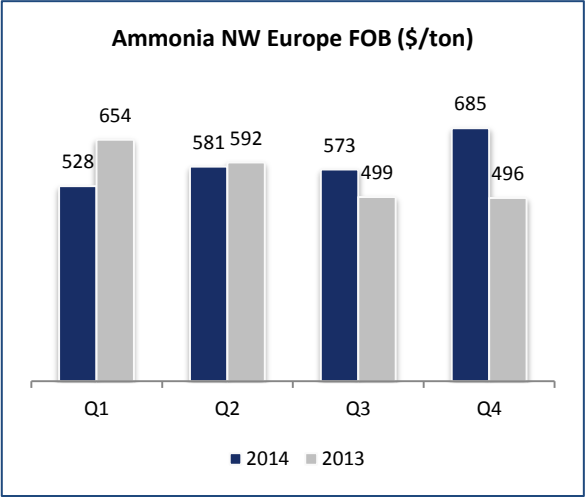
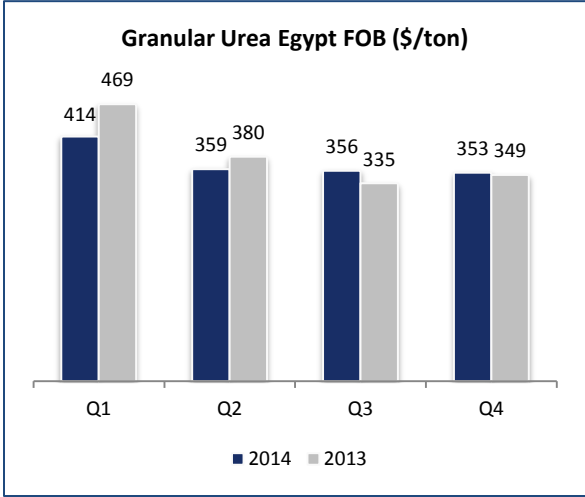
Operational Highlights

2014 Product Sales Volumes

'000 metric tons	2014	2013	% Δ	Q1 2014	Q2 2014	Q3 2014	Q4 2014
Granular urea							
<i>OCI Product Sold</i>	1,470.0	834.0	76.3%	430.1	315.3	394.6	330.0
<i>Third Party Traded</i>	56.2	594.1	nm	25.6	0.9	5.3	24.4
Total Granular Urea	1,526.2	1,428.1	6.9%	455.7	316.2	399.9	354.4
Ammonia							
<i>OCI Product Sold</i>	1,333.4	1,029.9	29.5%	313.0	360.2	390.9	269.3
<i>Third Party Traded</i>	528.8	179.6	194.4%	112.0	135.4	168.3	113.1
Total Ammonia	1,862.2	1,209.5	54.0%	425.0	495.6	559.2	382.4
Calcium Ammonium Nitrate (CAN)							
<i>OCI Product Sold</i>	1,158.7	1,131.0	2.4%	383.0	177.3	318.5	279.9
Total CAN	1,158.7	1,131.0	2.4%	383.0	177.3	318.5	279.9
Urea Ammonium Nitrate (UAN)							
<i>OCI Product Sold</i>	321.1	358.1	-10.3%	104.9	50.3	87.4	78.5
<i>Third Party Traded</i>	76.0	105.9	-28.2%	36.3	7.3	23.5	8.9
Total UAN	397.1	464.0	-14.4%	141.2	57.6	110.9	87.4
Ammonium Sulphate (AS)							
<i>Third Party Traded</i>	1,694.6	1,648.5	2.8%	475.4	389.5	403.1	426.6
Total AS	1,694.6	1,648.5	2.8%	475.4	389.5	403.1	426.6
Total Fertilizers							
<i>OCI Product Sold</i>	4,283.2	3,353.0	27.7%	1,231.0	903.1	1,191.4	957.7
<i>Third Party Traded</i>	2,355.6	2,528.1	-6.8%	649.3	533.1	600.2	573.0
Total Fertilizers	6,638.8	5,881.1	12.9%	1,880.3	1,436.2	1,791.6	1,530.7
Industrial Chemicals							
Melamine	165.5	146.5	13.0%	41.8	43.6	38.3	41.8
Methanol	613.7	610.9	0.5%	144.4	161.1	157	151.2
Total industrial chemicals	779.2	757.4	2.9%	186.2	204.7	195.3	193.0
Total							
<i>OCI Product Sold</i>	5,062.4	4,110.4	23.2%	1,417.2	1,107.8	1,386.7	1,150.7
<i>Third Party Traded</i>	2,355.6	2,528.1	-6.8%	649.3	533.1	600.2	573.0
Total Product Volumes	7,418.0	6,638.5	11.7%	2,066.5	1,640.9	1,986.9	1,723.7

Operational Highlights

2014 Benchmark Prices



Appendix – Financial Statements

Consolidated Income Statement

\$ millions	2014	2013 Restated
Revenue	2,685.8	2,477.5
Cost of sales	-1,949.4	-1,864.6
Gross profit	736.4	612.9
Other income	15.2	294.5
Selling, general and administrative expenses	-265.1	-202.9
Other expenses	-4.7	-85.3
Transaction cost / Donation cost	-266.2	-89.3
Operating profit / (loss)	215.6	529.9
Finance income	21.8	76.8
Finance cost	-272.2	-280.0
Net finance cost	-250.4	-203.2
Income from associates (net of tax)	15.8	7.4
Profit / (loss) before income tax	-19.0	334.1
Income tax	565.0	-71.1
Net profit / (loss) from continuing operations	546.0	263.0
Net profit / (loss) from discontinued operations (net of tax)	-96.1	-3.8
Total net profit / (loss)	449.9	259.2
Profit / (loss) attributable to:		
Owners of the Company (continuing operations)	444.1	313.3
Owners of the Company (discontinued operations)	-115.4	-18.1
Non-controlling interest	121.2	-36.0
Net profit / (loss)	449.9	259.2
Earnings / (loss) per share for total operations (\$)		
Basic earnings (loss) per share	1.604	1.449
Diluted earnings (loss) per share	1.603	1.408
Earnings / (loss) per share for continuing operations (\$)		
Basic earnings per share	2.168	1.538
Diluted earnings per share	2.161	1.493

Consolidated Results from Continuing Operations

EBITDA Bridge | Non-Operating Events & One-off Items

\$ million	2014	2013	One-off item in P&L
Operating profit as reported	215.6	529.9	
Depreciation & amortization	308.4	218.3	
Donation cost	266.2	-	Donation Costs
Transaction cost	-	89.3	Transaction Costs
Gain on sale of Gavilon	-9.0	-262.1	Other income
Change in fair value of natural gas hedge	4.8	31.0	Other expenses
Reported EBITDA	786.0	606.4	
Expenses related to expansion projects	37.4	-	Selling, General, and Admin Expenses
Expenses related to tax dispute liability	10.0	-	Selling, General, and Admin Expenses
Sorfert idled capacity expenses	-	54.3	Other expenses
Prepayment of long-term contract	-	15.6	Selling, General, and Admin Expenses
Total one-off items	-309.4	71.9	
Operating profit excluding one-off items	525.0	458.0	
EBITDA excluding one-off items	833.4	676.3	

Consolidated Results from Continuing Operations

Net Income Bridge / Non-Operating Events & One-off Items

- The net impact of the reversal of the tax dispute liability amounts to \$ 337.9 million
- Foreign exchange losses in 2014 are related to intercompany financing of our activities in the United States through Euro-denominated funding. The loss has no impact on our external financial position.

\$ million	2014	2013	One-off item in P&L
Net income from continuing operations	444.1	313.3	
One-off items in EBITDA	309.4	-71.9	
Tax dispute settlement reversal	-557.0	-	Income tax
Interest on tax settlement (non-cash)	-36.6	36.6	Finance expenses
Forex gain on tax settlement	-9.5	-44.1	Finance income
Forex loss on intercompany loans	72.9	-	Finance expenses
Tax relief one-off items	-15.2	-22.3	Income tax
Sorfert idled capacity expenses - adjustment for minorities	-	-26.6	Non-controlling interest
Total one-off items in net income	-236.0	-128.3	
Net income from continuing operations excl. one-offs	208.1	185.0	

Consolidated Balance Sheet - Assets

\$ millions	2014	2013 Pro forma/ unaudited	2013 Restated
Assets			
Non-current assets			
Property, plant and equipment	5,272.4	4,509.3	4,773.4
Goodwill and other intangible assets	932.9	964.1	984.3
Trade and other receivables	49.7	43.1	76.8
Equity accounted investees	37.9	36.1	517.1
Other investments	22.9	50.0	51.0
Deferred tax assets	50.1	60.6	67.6
Total non-current assets	6,365.9	5,663.2	6,470.2
Current assets			
Inventories	178.5	186.0	367.5
Trade and other receivables	344.0	444.4	1,282.1
Contracts receivables	-	-	375.4
Other investments	31.2	-	-
Current income tax receivable	272.6	-	-
Cash and cash equivalents	846.6	1,570.2	1,990.2
Assets held for sale	-	-	2.4
Assets held for demerger	2,538.5	2,624.0	-
Total current assets	4,211.4	4,824.6	4,017.6
Total assets	10,577.3	10,487.8	10,487.8

Consolidated Balance Sheet – Equity and Liabilities

\$ millions	2014	2013 Proforma/ unaudit	2013 Restated
Equity			
Share capital	273.3	272.1	272.1
Share premium	1,447.6	1,441.8	1,441.8
Reserves	196.5	109.6	109.6
Retained earnings	201.5	-102.2	-102.2
Equity attributable to owners of the Company	2,118.9	1,721.3	1,721.3
Non-controlling interest	418.9	366.3	366.3
Total equity	2,537.8	2,087.6	2,087.6
Liabilities			
Non-current liabilities			
Loans and borrowings	4,638.5	4,441.1	4,497.2
Trade and other payables	30.9	16.7	75.8
Provisions	19.4	19.2	19.2
Deferred tax liabilities	343.4	371.4	375.7
Income tax payables	-	207.4	414.7
Total non-current liabilities	5,032.2	5,055.8	5,382.6
Current liabilities			
Loans and borrowings	402.2	677.2	1,428.0
Trade and other payables	432.7	283.0	1,002.3
Billing in excess of construction contracts	-	-	140.9
Provisions	301.1	35.1	108.2
Income tax payables	58.7	202.7	338.2
Liabilities held for demerger	1,812.6	2,146.4	-
Total current liabilities	3,007.3	3,344.4	3,017.6
Total liabilities	8,039.5	8,400.2	8,400.2
Total equity and liabilities	10,577.3	10,487.8	10,487.8

Cash Flow Statement

\$ millions	2014	2013 Restated
Net profit / (loss) from continuing operations	449.9	259.2
Adjustments for:		
Net profit / (loss) from discontinued operations	96.1	3.8
Depreciation and amortization	308.4	218.3
Interest income	-9.0	-6.0
Interest expense	199.2	278.5
Foreign exchange gain and loss and others	60.2	-69.3
Share in income of equity accounted investees	-15.8	-7.4
Gain from assets held for sale	-9.0	-262.1
Share-based payment transactions	11.9	11.6
Income tax expense	-565.0	71.1
Transaction cost	-	89.3
Changes in:		
Inventories	7.5	-25.8
Trade and other receivables	88.6	11.5
Trade and other payables	140.8	-69.1
Provisions	262.3	15.3
Cash flows:		
Interest paid	-284.5	-308.1
Interest received from equity accounted investees	9.0	6.0
Income taxes paid	-30.6	-48.8
Income tax litigation payment	-	-180.2
Transaction expense paid	-	-242.0
Cash flow from / (used in) operating activities (continuing operations)	720.0	-254.2
Investments in property, plant and equipment	-1,211.0	-687.0
Proceeds from sale of other investments	9.0	1,829.9
Proceeds from sale of other investments	33.0	33.0
Cash flow from / (used in) investing activities (continuing operations)	-1,169.0	1,175.9

Cash Flow Statement (Continued)

\$ millions	2014	20131 Restated
Proceeds share issuance	-	355.6
Proceeds from sale of treasury share	37.7	91.2
Purchase of treasury shares	-62.1	-20.5
Proceeds from borrowings	550.0	2,573.3
Repayment of borrowings	-433.2	-2,098.9
Orascom Construction Industries S.A.E. shares acquired		-90.0
Dividends paid	-57.1	-39.7
Financing related to discontinued operations	-390.0	-459.0
Cash flows from / (used in) financing activities (continuing operations)	-354.7	312.0
Net cash flows from / (used in) continuing operations	-803.7	1,233.7
Cash flows from / (used in) operating activities	-27.4	-423.4
Cash flows from / (used in) investing activities	-69.6	5.0
Cash flows from / (used in) financing activities	45.9	410.6
Net cash flows from / (used in) discontinued operations	-51.1	-7.8
Net increase (decrease) in cash and cash equivalents	-854.8	1,225.9
Cash and cash equivalents at 1 January	1,990.2	762.5
Currency translation adjustments	-20.2	1.8
Cash and cash equivalents at 31 December	1,115.2	1,990.2
Presentation in the statement of financial position		
Cash and cash equivalents	846.6	1990.2
Bank overdraft	-100.3	-
Less cash and cash equivalents in discontinued operations	368.9	-
Cash and cash equivalents at 31 December	1,115.2	1,990.2

Appendix – Other Information

OCI N.V. Listing Information

Listing Information

- Trading on Euronext Amsterdam since 25 January 2013 (NYSE Euronext: OCI)
- **Current number of shares:** 210,113,854 (31 December 2014: 205,911,570)
- **Demerger of Construction business effective 9 March 2015:**
 - *\$ 1.4 bn repayment of capital to OCI N.V. shareholders, equivalent to c.EUR 6 per share*
- **Market cap:** EUR 5.9 billion as at 24 April 2015
- **Options trading:** Euronext introduced options on OCI N.V. shares as of 13 December 2013
- **Index inclusions:** trading as part of the AEX, STOXX Europe 600, Euronext 100 indices
- **OCI Partners:** listed 21.7% of the Master Limited Partnership (MLP) on NYSE on 4 October 2013
 - *Following capital contributions in exchange for common units in 2014 and 2015, OCI N.V. owns 79.88%*

A Globally Cost Competitive Product Portfolio

Design Capacities ¹												
Plant	Country	Ownership	Ammonia					Total Fertilizer for sale*	Methanol	Melamine ⁸	DEF	Total Chemicals for sale*
			Gross	Net ⁶	Urea	UAN ⁷	CAN					
Egyptian Fertilizers Company ²	Egypt	100%	800	-	1,550	-	-	1,550	-	-	-	1,550
Egypt Basic Industries Corp.	Egypt	60%	730	730	-	-	-	730	-	-	-	730
OCI Nitrogen ³	Netherlands	100%	1,150	350	-	350	1,450	2,150	-	200	-	2,350
Sorfert Algérie	Algeria	51%	1,600	800	1,260	-	-	2,060	-	-	-	2,060
OCI Beaumont	USA	79%	265	265	-	-	-	265	730	-	-	995
Year End 2014			4,545	2,145	2,810	350	1,450	6,755	730	200	-	7,685
OCI Beaumont (after expansion ⁴)	USA	79%	305	305	-	-	-	305	913	-	-	1,218
Iowa Fertilizer Company ⁵	USA	100%	770	185	420	1,505	-	2,110	-	-	315	2,425
Year End 2015			5,355	2,370	3,230	1,855	1,450	8,905	913	200	315	10,333
Natgasoline LLC	USA	100%	-	-	-	-	-	-	1,750	-	-	1,750
Year End 2016			5,355	2,370	3,230	1,855	1,450	8,905	2,663	200	315	12,083

- **Cost competitive on global basis:**

- Early mover advantage in the US, where natural gas prices are amongst the lowest in the world due to shale gas boom
- Presence in heart of US market: currently the US imports up to 80% of methanol and up to 40% of ammonia demand
- Existing low-cost production base in Egypt and Algeria

- OCI Nitrogen is the **second largest CAN producer** in Europe and the **largest melamine producer** in the world

- Natgasoline will be the **largest methanol production facility** in the US

- OCI Beaumont is currently the **largest integrated methanol producer** in North America

* Note: all tonnage is in thousand metric tons per year and refers to total design capacity, Iowa Fertilizer Company and Natgasoline LLC volumes are estimates. Design capacities at OCI Nitrogen and IFCo cannot all be achieved at the same time

¹ Table not adjusted for OCI's stake in considered plant; ² Also has a 325 thousand metric ton per year (ktpa) UAN line to capitalize on seasonal UAN price premiums over urea (swing capacity); ³ Also has 500 ktpa of captive urea liquor capacity used to produce downstream products; ⁴ OCI Beaumont Expansion is expected design capacity once the debottlenecking initiative is completed; ⁵ IFCo design capacities apart from net ammonia are maximum expected capacities and cannot all be achieved at the same time; ⁶ Net ammonia is remaining capacity after downstream products are produced; ⁷ Excludes EFC UAN swing capacity; OCI Nitrogen max. UAN capacity cannot be achieved when producing max. CAN capacity; ; ⁸ split as 150 ktpa in Geleen and 50 ktpa in China (Chinese capacity does not account for 49% stake and exclusive right to offtake 90%)

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