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Amsterdam, The Netherlands / 19 March 2018

OCI announces the successful conclusion of its invitation to holders of its €339,000,000 3.875% convertible bonds due 2018 to tender their bonds for purchase (the “Buyback”)

Following the approval of its Board of Directors on 15 March 2018, OCI N.V. (the “**Company**”) has successfully concluded the invitation dated 16 March 2018 (such invitation, the “**Offer**”) to holders (the “**Bondholders**”) of its €339,000,000 3.875% Senior Unsecured Convertible Bonds due 2018 (the “**Bonds**”) that are eligible holders to tender their Bonds for purchase by the Company.

The Offer was accepted by Bondholders holding an aggregate amount of Bonds equal to €323,500,000, corresponding to 95.4% of the outstanding Bonds.

Therefore, the Company will not proceed with the Consent Solicitation and instead will exercise redemption rights under the existing conditions for the Bonds not tendered in the Offer. Settlement of the Bonds tendered in the Offer is expected to occur on 22 March 2018 (the “**Tender Settlement Date**”) with the redemption right in relation to Bonds not offered for tender in the Offer being exercised in accordance with the existing conditions of the Bonds in the near term.

All tender instructions relating to the Bonds in the Offer shall be subject to the terms and conditions of the announcement of the invitation to tender dated 16 March 2018, including the Deemed Representations, Warranties and Undertakings by Bondholders submitting Tender Instructions in the Offer” set out as Annex 1 to such announcement.

J.P. Morgan Securities plc acted as dealer manager (the “**Dealer Manager**”) in respect of the Offer.

Information on Dealer Manager

The Dealer Manager and its respective affiliates have provided, from time to time, and in the future may provide, certain commercial banking, investment banking and financial advisory services to the Company and its affiliates, for which they have received, and in the future will receive, customary fees. In the future, they may also provide investment banking and financial advisory services to the Company and its affiliates for customary fees. At any given time, the Dealer Manager may trade Bonds or other securities of the Company for its own account or for the accounts of customers, and, accordingly, may hold a long or short position in the Bonds or other securities of the Company, and may tender securities as part of the Offer.

Regulatory Information

This announcement is released by OCI N.V. and contains information that qualified or may have qualified as “inside information” for the purposes of Article 7 of the Market Abuse Regulations (EU) 596/2014 (MAR) encompassing information relating to the offer described above.

For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Hassan Badrawi, Chief Financial Officer of OCI N.V..

Requests for information in relation to the Offer and the Consent Solicitation may be directed to:

THE COMPANY

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DEALER MANAGER

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