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### **OCI N.V. Announces Plans for a Registered Exchange Offer**

OCI N.V. today announced that it intends to file a registration statement with the U.S. Securities and Exchange Commission, to register an exchange offer (the “Exchange Offer”) of American Depositary Shares (“ADSs”) representing ordinary shares of OCI N.V. to be offered in exchange for ADSs representing ordinary shares of Orascom Construction Industries, S.A.E. (“OCI S.A.E.”). Pursuant to the Exchange Offer, holders of OCI S.A.E. ADSs will be able to exchange all, some or none of their ADSs in OCI S.A.E. for ADSs of OCI N.V. The terms of the Exchange Offer have not yet been determined. Additional information will be included in the registration statement once publicly filed.

OCI N.V. established its level I sponsored ADS program on 15 May, 2013. OCI N.V.’s ADSs trade over-the-counter under the symbol OCINY.

#### **DISCLOSURES UNDER RULE 135**

A registration statement relating to the ADSs of OCI N.V. to be issued in the Exchange Offer is expected to be filed with the Securities and Exchange Commission, but has not been filed or become effective. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities. This announcement is being issued pursuant to, and in accordance with, Rule 135 under the Securities Act of 1933, as amended.

#### **CAUTIONARY STATEMENT FOR THE PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**

This news release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to be covered by the safe harbors created thereby. Words and phrases such as “is anticipated,” “is estimated,” “is expected,” “is planned,” “is scheduled,” “is targeted,” “believes,” “intends,” “objectives,” “projects,” “strategies” and similar expressions are used to identify such forward-looking statements. However, the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements relating to the expected filing of the registration statement with respect to the Exchange Offer, the expected timing of the Exchange Offer and the purpose of the Exchange Offer are based on management’s expectations, estimates and projections on the date this news release was prepared. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict, including the risks related to prevailing conditions in the U.S capital markets and the risk that the Exchange Offer may not occur. Therefore, actual outcomes and results may differ materially from what is expressed in such forward-looking statements. OCI is under no obligation (and expressly disclaims any such obligation) to update or alter its forward-looking statements, whether as a result of new information, future events or otherwise.



## Press Release

For additional information contact:

**OCI Investor Relations Department:**

Omar Darwazah  
Email: [odarwazah@orascomci.co.uk](mailto:odarwazah@orascomci.co.uk)

Erika Wakid  
Email: [ewakid@orascomci.co.uk](mailto:ewakid@orascomci.co.uk)

Niels Molewijk  
Email: [nmolewijk@orascomci.co.uk](mailto:nmolewijk@orascomci.co.uk)

Hassan Badrawi  
Director

Tel: +31 6 53 36 65 22