



€400,000,000 5.000% Senior Secured Notes due 2023	
Rule 144A Notes Common Code: 171346541 ISIN Number: XS1713465414 CUSIP: 171346541	Regulation S Notes Common Code: 171346568 ISIN Number: XS1713465687 CUSIP: 171346568

CONDITIONAL NOTICE OF REDEMPTION

September 29, 2020

OCI N.V. hereby gives notice (the "**Notice**") to the holders of its €400,000,000 5.000% Senior Secured Notes due 2023 (the "**Notes**") of the conditional redemption of all of the aggregate principal amount of the outstanding Notes in accordance with Article 3 of the indenture dated as of April 26, 2018 among OCI N.V., as issuer (the "**Issuer**"), the guarantors party thereto, BNY Mellon Corporate Trustee Services Limited, as trustee (the "**Trustee**") and security agent, and the other parties thereto (the "**Indenture**") and paragraph 5(e) of the Notes. All capitalized terms used herein and not defined shall have the meanings assigned to such terms in the Indenture.

The terms and conditions of redemption are as follows:

1. The redemption date for the Notes will be October 9, 2020 (the "**Redemption Date**"). The redemption of the Notes is conditional upon satisfaction of the Condition Precedent (as defined and further described in paragraph 8 of this Notice). In the Issuer's sole discretion, the Redemption Date may be moved to such earlier or later date as specified by the Issuer, or such redemption may not occur and this Notice may be rescinded in the event the Condition Precedent shall not have been satisfied by the Redemption Date, or by the Redemption Date as so moved; provided that, in each case, (a) the Redemption Date is at least 10 days and not more than 60 days after the date of this Notice and (b) the Issuer sends a supplemental notice to this Notice indicating the Redemption Date as so moved. In addition, the Issuer may elect to send one or more additional notices of redemption, which shall not affect the continuing validity of this Notice (or any supplemental notice thereto).
2. The redemption price will be 102.5000% of the aggregate principal amount of the Notes outstanding, plus accrued and unpaid interest and Additional Amounts, if any, to, but not including, the Redemption Date. Accordingly, the aggregate redemption amount for the Notes is expected to be €419,666,666.67 (the "**Redemption Amount**"), which is 102.5000% of the aggregate principal amount of the €400,000,000.00 of outstanding Notes plus €9,666,666.67 of accrued and unpaid interest.
3. In order for Holders of Notes to collect the Redemption Amount, the Notes called for redemption must be surrendered to the Paying Agent, which is The Bank of New York Mellon, London Branch, One Canada Square, London E14 5AL, United Kingdom, Attention: Paying Agent.
4. The Notes must be surrendered to the Paying Agent to collect the applicable Redemption Amount set forth under paragraph 2 above.

5. Unless the Issuer defaults in paying the Redemption Amount on the Redemption Date, interest and Additional Amounts, if any, on the Notes cease to accrue on and after the Redemption Date.
6. The Notes being called for redemption are being redeemed pursuant to paragraphs 5(e) of the Notes.
7. The CUSIP, ISIN and Common Code numbers in relation to the Notes being redeemed are as set forth above. No representation is made by the Issuer, the Trustee or the Paying Agent as to the correctness or accuracy of the CUSIP, ISIN or Common Code numbers listed in this Notice or printed on the Notes.
8. The redemption of the Notes is conditional upon the receipt by the Issuer of funding in an amount sufficient (as determined by the Issuer in its sole and absolute discretion) to fund the Redemption Amount on the Redemption Date (the "**Condition Precedent**"). In the event that, in the Issuer's reasonable belief, the Condition Precedent will be satisfied at a date other than the Redemption Date, the Issuer may move the Redemption Date by issuing a supplemental notice to the Trustee and the holders of the Notes at least one day prior to the Redemption Date; provided that (a) the Redemption Date is at least 10 days and not more than 60 days after the date of this Notice and (b) the Issuer sends a supplemental notice to this Notice indicating the Redemption Date as so moved.

Any questions regarding this Conditional Notice of Redemption should be directed to the Issuer at:

OCI N.V.
Honthorststraat 19
1071 DC Amsterdam
The Netherlands

Issued by: OCI N.V.
Dated: September 29, 2020

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