



Corporate Presentation

September 2013

About OCI N.V.

Listing Information:

- OCI N.V. is incorporated in the Netherlands and is listed on the NYSE Euronext in Amsterdam
- First day of trading was 25 January 2013
- Primary trading line currency is EUR
- OCI N.V. also has a level 1 over-the-counter ADR program on the OTCQX International Premier marketplace
- AMX inclusion as of 23 September 2013, and AEX inclusion is targeted in 2014
- Expect inclusion in other pan-European indices upon inclusion in the AMX

Company Overview

OCI N.V. Introduction

- OCI N.V. is a global nitrogen-based fertilizer producer and engineering & construction company with operations and plants across the United States, Europe, the Middle East, North Africa, and Central Asia
- The Sawiris family collectively owns 57% of the outstanding shares
- Currently employs approximately 75,000 people worldwide
- OCI N.V. has a one-tier Board of Directors, consisting of two executive and three non-executive directors. The independent non-executive directors comprise Michael Bennett (former CEO of Terra Industries and OCI N.V. Chairman), Arif Naqvi (founder and CEO of Abraaj Capital) and Jan Ter Wisch (former partner at Allen & Overy). The executive directors are Nassef Sawiris (CEO) and Salman Butt (CFO)

Fertilizer Group



- Top 5 global nitrogen-based fertilizer producer with production capacity approaching 7 mtpa that owns and operates production facilities in the Netherlands, the United States, Egypt, and Algeria
- New nitrogen fertilizer Greenfield of up to 2 mtpa under construction in Iowa
- Controls a global distribution platform spanning Africa, Europe, Latin America and North America

Construction Group



- OCI Construction Group is one of the largest contractors in the MEA region
- The group specializes in infrastructure, industrial and high-end commercial projects
- 30 June 2013 construction backlog: US\$ 6.34 billion
- Weitz was fully consolidated in Q1 2013 with its backlog and balance sheet consolidated in Q4 2012

Consolidated Results Highlights

Consolidated Financials			
<i>US\$ million</i>	H1 2013	H1 2012	Change
Revenue from Continuing Operations	3,096.3	2,627.0	17.9%
Gross Profit from Continuing Operations	556.6	668.8	-16.8%
<i>Gross Profit Margin</i>	<i>18.0%</i>	<i>25.5%</i>	<i>(-) 750bp</i>
EBITDA from Continuing Operations	367.4	534.1	-31.2%
<i>EBITDA Margin</i>	<i>11.9%</i>	<i>20.3%</i>	<i>(-) 850bp</i>
Income from Operations	225.7	406.3	-44.4%
Interest Income	10.9	12.9	-15.5%
Interest Expense	(143.0)	(102.4)	-39.6%
Foreign Exchange Gain (Loss)	128.0	3.7	3359.5%
Net Financing Cost	(4.1)	(85.8)	95.2%
Net Income	56.0	201.7	-72.2%
<i>Net Income Margin</i>	<i>1.8%</i>	<i>7.7%</i>	<i>(-) 590bp</i>
Earnings Per Share	0.41	0.98	-58.6%
	30-Jun-13	31-Dec-12	Change
Total Debt	5,476.6	4,816.8	13.7%
Net Debt	4,661.0	3,790.5	23.0%
Shareholders' Equity	1,409.5	1,846.2	-23.7%
ROE	6.9%	8.2%	(-) 130bp

*2013 figures are based on unaudited financials. 2012 figures are based on audited financials. Financials have been prepared in accordance with IFRS as adopted by the European Union. ROE for 2012 excludes provisions for tax settlement

OCI N.V.'s Acquisition of Orascom Construction Industries (OCI S.A.E.)

- OCI N.V. owns 97.44% of OCI S.A.E.
- The Company remitted US \$1 billion to Egypt and converted these funds into Egyptian Pounds through the Central Bank of Egypt in order to finance the total cash elections of 29,180,180 shares

Tender Offer Completion

- OCI N.V. has completed the execution of all cash and share elections related to its acquisition of OCI S.A.E.
- Holders of OCI S.A.E. shares holding, in aggregate, 44,894,668 shares, accepted the offer, of which 15,714,488 shares elected the swap option and 29,180,180 elected the cash offer
- OCI N.V. now owns 97.44% of OCI S.A.E. excluding employees' share options in issue
- The remaining shares in OCI S.A.E. include 0.47% in Global Depository Receipts (GDRs) on the London Stock Exchange, 0.51% in American Depository Receipts (ADRs) on the over-the-counter (OTC) market in the United States, and 1.58% on the EGX
- The Company is committed to providing remaining local shareholders in OCI S.A.E. with an opportunity to tender their shares to OCI N.V. during a six month window ending 28 January 2014

Transaction Rationale

- Enhanced international credit profile:** A listing on NYSE Euronext Amsterdam gives OCI deeper access to capital markets such as the Eurobond market. In addition, we expect to attain higher credit ratings from global rating agencies facilitating the debt financing
- Enhanced investor profile:** A listing on NYSE Euronext Amsterdam will serve to attract a wider investor base, increasing share liquidity and allowing the Company to pursue its current investment mandate
- Growth opportunities:** The transaction will help raise the Group's profile in the international investment and banking communities and create more growth opportunities
- International governance:** The international listing further underscores the Company's commitment to international governance and financial control standards

Key Shareholder Structure Remains Unchanged

- Majority of shareholder structure unchanged:** the Sawiris family owns 57% and the Abraaj Group owns 6%
- Commitments secured from US investor group for up to US\$ 1 billion to finance the acquisition of local minorities in Egypt as part of the tender offer, with investor group comprising:
 - Cascade Investment, L.L.C.**, an entity wholly owned by Bill Gates, managing about US\$ 100 billion in assets for two clients: the Gates Family & the Gates Foundation
 - Southeastern Asset Management**, value investors managing about US\$ 33 billion in assets
 - Davis Selected Advisers**, an investment management firm managing more than US\$ 50 billion in assets

Settlement with Egyptian Tax Authority

- OCI reached a settlement with the Egyptian Tax Authority to pay EGP 7.1 billion in ten semi-annual installments through December 2017
- The Company is currently exploring its legal options for this matter

Background

- OCI S.A.E. reached a final agreement with the Egyptian Tax Authority (ETA) on the alleged tax claims for the years 2007 to 2010 related to the divestment of Orascom Building Materials Holding (OBMH) to Lafarge
- The agreed amount is based on the originally disclosed tax claim by the ETA of EGP 4.7 billion including accrued interest and delay fees
- OCI S.A.E. has EGP 182 million of tax credits with the ETA that will be set off against future tax payments
- In conjunction with this agreement, the ETA has determined that there was no tax evasion by the Company and is exonerating management and the Company from any wrongdoing related to the transaction
- OCI N.V. loaned OCI S.A.E. the necessary funds in foreign currency to finance the initial payment which was channeled into the country through the Central Bank of Egypt

Payments & Accounting Treatment

- The payments shall start with an initial payment of EGP 2.5 billion in Q2 2013, EGP 900 million in December 2013, six equal instalments of EGP 450 million and two final instalments of EGP 500 million in 2017 totalling the agreed to EGP 7.1 billion
- The income statements for the years 2013 to 2017 will reflect interest expense and foreign exchange gain or loss on the outstanding balance

Amendments to Existing Natural Gas Supply Agreements for EFC and EBIC

Introduction	<ul style="list-style-type: none"> ▪ Egyptian Fertilizer Company (EFC) reached a preliminary natural gas supply agreement on the amendment to its existing natural gas supply agreement with the Egyptian Natural Gas Company (GASCO), which came into effect on 1 July 2013 ▪ The amendment comes after months of negotiations and serves as a crucial milestone in ensuring a reliable natural gas supply to the plant moving forward ▪ OCI N.V. has reached similar revised terms of preliminary agreement for EBIC and will announce them upon finalization
EFC Arbitration	<ul style="list-style-type: none"> ▪ In June 2011, Egyptian Natural Gas Holding Company (EGAS) and GASCO commenced arbitral proceedings under the auspices of the Cairo Regional Centre for International Commercial Arbitration (CRCICA) against EFC regarding EFC's long term natural gas supply agreement disputing its commercial terms ▪ In May 2013, the international arbitral tribunal, constituted in accordance with the applicable CRCICA arbitration rules, rendered its award in favor of EFC and concluded that the terms of the agreement, specifically the contractually agreed-upon natural gas price and volume of supply, are valid, legally binding, and apply to the exclusion of any contrary pricing decrees
Rationale for Supply Agreement Amendment	<ul style="list-style-type: none"> ▪ Despite the ruling in favor of EFC, OCI N.V.'s management recognized that it was in the interest of both parties to reach amicable and mutually-agreed-to terms in the form of an amendment to the gas supply agreement ▪ Furthermore, management recognized that it was in the interest of both parties to revise the gas supply agreement for EBIC, even though EBIC was never involved in an arbitration case with EGAS and GASCO ▪ Over the last few months, OCI N.V. has taken necessary measures with the Algerian and Egyptian governments to ensure that it maintains its position as a low-cost producer in a world where nitrogen fertilizer prices are expected range between US\$ 350 and US\$ 400 per metric ton ▪ These changes to the gas supply agreements for EFC and EBIC, along with the new commercial terms for Sorfert, hedge further downside risk and ensure sustainable and reliable production at our plants
Contract Amendment	<ul style="list-style-type: none"> ▪ The amendment incorporates an increased revenue sharing mechanism between GASCO as supplier and EFC as buyer and producer of urea to share the upside benefit resulting from higher selling prices ▪ Linked to the quantities supplied thereby incentivizing GASCO to fulfill the contractual quantities of gas supply to the plant. ▪ The natural gas pricing formula is contingent upon a minimum volume of gas supply to the plant as well as the weighted-average selling price (WAP) of urea for EFC and of international price of ammonia for EBIC

Fertilizer Group



The Fertilizer Group Profile

- With the addition of Iowa Fertilizer Company, total design sellable capacity for nitrogen-based fertilizers increases to 8.6 million metric tons and 10.4 million tons including merchant ammonium sulphate by 2016
- OCI has an option to develop a 3 mtpa urea and nitrates complex in Brazil upon confirmation of EBX Group gas reserves
- Sorfert commissioned in August and announced first urea shipment of 20 thousand tons in September
- Announcement of proposed IPO of minority stake in Beaumont methanol and ammonia production business through a Master Limited Partnership (MLP)

Fertilizer Group Overview

- Five production assets in Europe (the Netherlands), the USA, and North Africa (Egypt, Algeria), have a combined sellable capacity of c. 6.6 million metric tons per annum (mtpa) of nitrogen-based fertilizer, increasing to 8.6 mtpa in 2016 with the addition of the Iowa Fertilizer Company and OCI Beaumont's post-expansion capacity
- Fertilizers produced include ammonia, urea, calcium ammonium nitrate (CAN), urea ammonium nitrate (UAN) and other intermediary products; also sells ammonium sulphate (AS) out of the Netherlands and Belgium
- Downstream product portfolio includes:
 - World's largest melamine producer with assets in Europe and China producing 0.19 mtpa
 - World's largest merchant methanol producer with 0.75 mtpa at OCI Beaumont, increasing to 0.9 mtpa in 2014
 - World's largest AS distributor with 1 mtpa from Lanxess and 750 mtpa from DFI (a DSM subsidiary)
- North African facilities are among the lowest-cost producers in the world
- Global in-house distribution network with a strong presence in Europe and strategic joint ventures in Brazil and the USA

Design Capacities - ktpa¹

Plant	Ammonia		Urea	UAN	CAN	Fertilizer for sale	Methanol	Melamine	DEF
	Gross	Net							
Egyptian Fertilizers Company ²	800	-	1,550	-	-	1,550	-	-	-
Egypt Basic Industries Corporation	730	730	-	-	-	730	-	-	-
OCI Nitrogen	1,130	350	500 ³	250	1,400	2,000	-	190	-
Sorfert Algérie	1,600	800	1,260	-	-	2,060	-	-	-
OCI Beaumont	265	265	-	-	-	265	730	-	-
Total 2013	4,525	2,145	2,810	250⁵	1,400	6,605	730	190	-
Iowa Fertilizer Company	800	185	250 ⁴	1,505	-	1,940	-	-	315
OCI Beaumont Post Expansion	305	305	-	-	-	305	913	-	-
Total 2016	5,365	2,370	3,060	1,755	1,400	8,585	913	190	315

Note: All tonnage is metric, Iowa Fertilizer Company volumes are estimates

¹ Table not adjusted for OCI's stake in considered plant

² UAN line constructed to capitalize on seasonal UAN price premiums over urea (swing capacity)

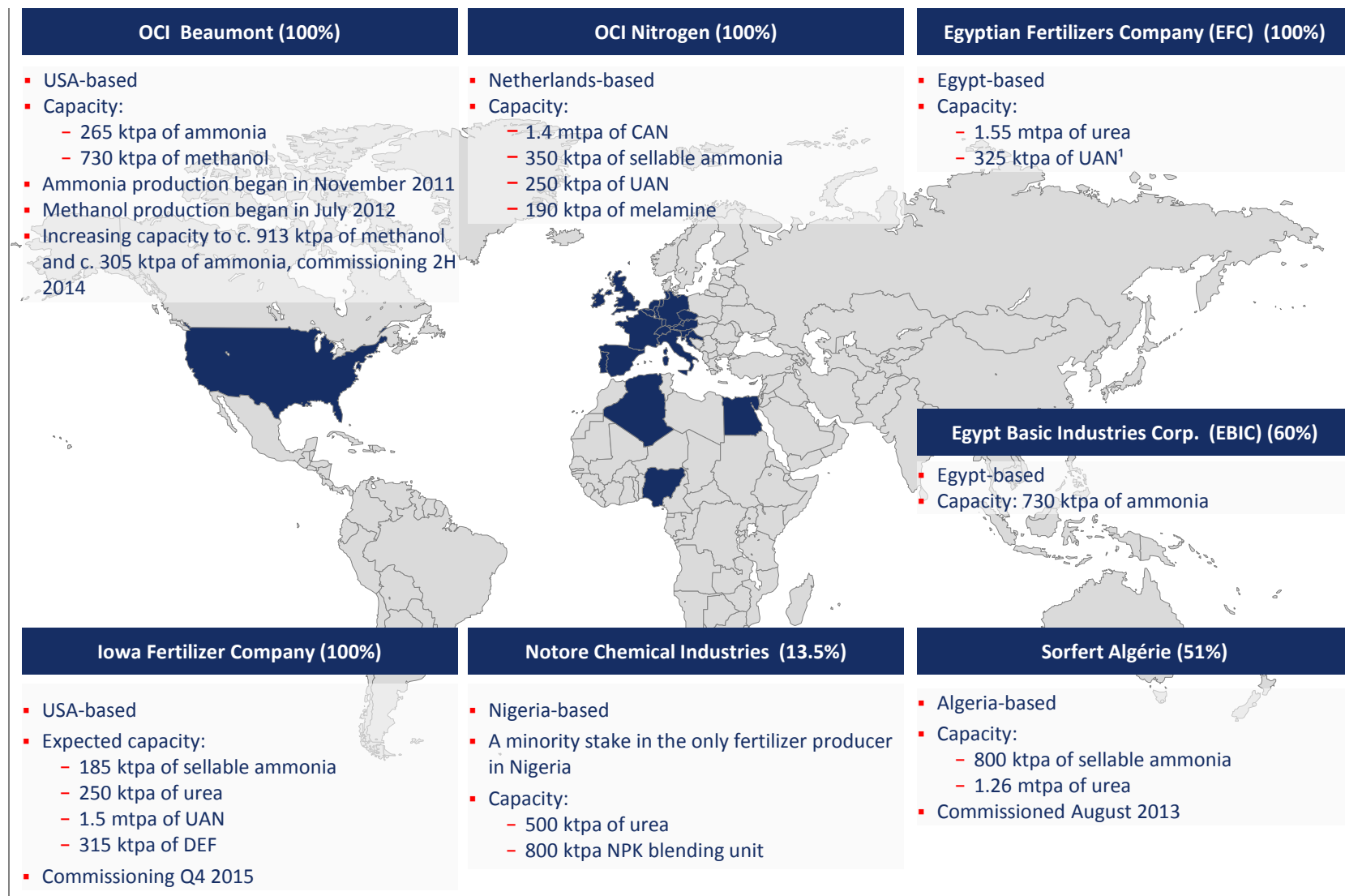
³ Captive capacity

⁴ Urea sellable capacity increases to 420 ktpa if no DEF is produced

⁵ Excludes EFC UAN swing capacity



Production Facilities



1 UAN will be produced at Fertilizer Group's discretion subject to market conditions. Product capacities are swing capacities based on the product mix produced.

Organic Growth Initiatives: New Capacity Coming On-Stream

OCI Beaumont

- Full capacity utilization rates achieved in Q4 2012
- 2013 is first full year of full impact from both ammonia and methanol
- Largest integrated ammonia-methanol plant in North America
- Adding c. 15% capacity to ammonia and c. 25% to methanol through a US\$ 150 million debottlenecking scheduled for completion in H2 2014
- Debottlenecking project expected payback period of 2-3 years
- Expansion capitalizes on a newly rehabilitated plant with well priced gas and competitive location on Gulf Coast as well as strong ammonia / methanol economics in the US market on the back of attractive natural gas feedstock costs
- Announced proposed IPO of minority stake

Iowa Fertilizer Company

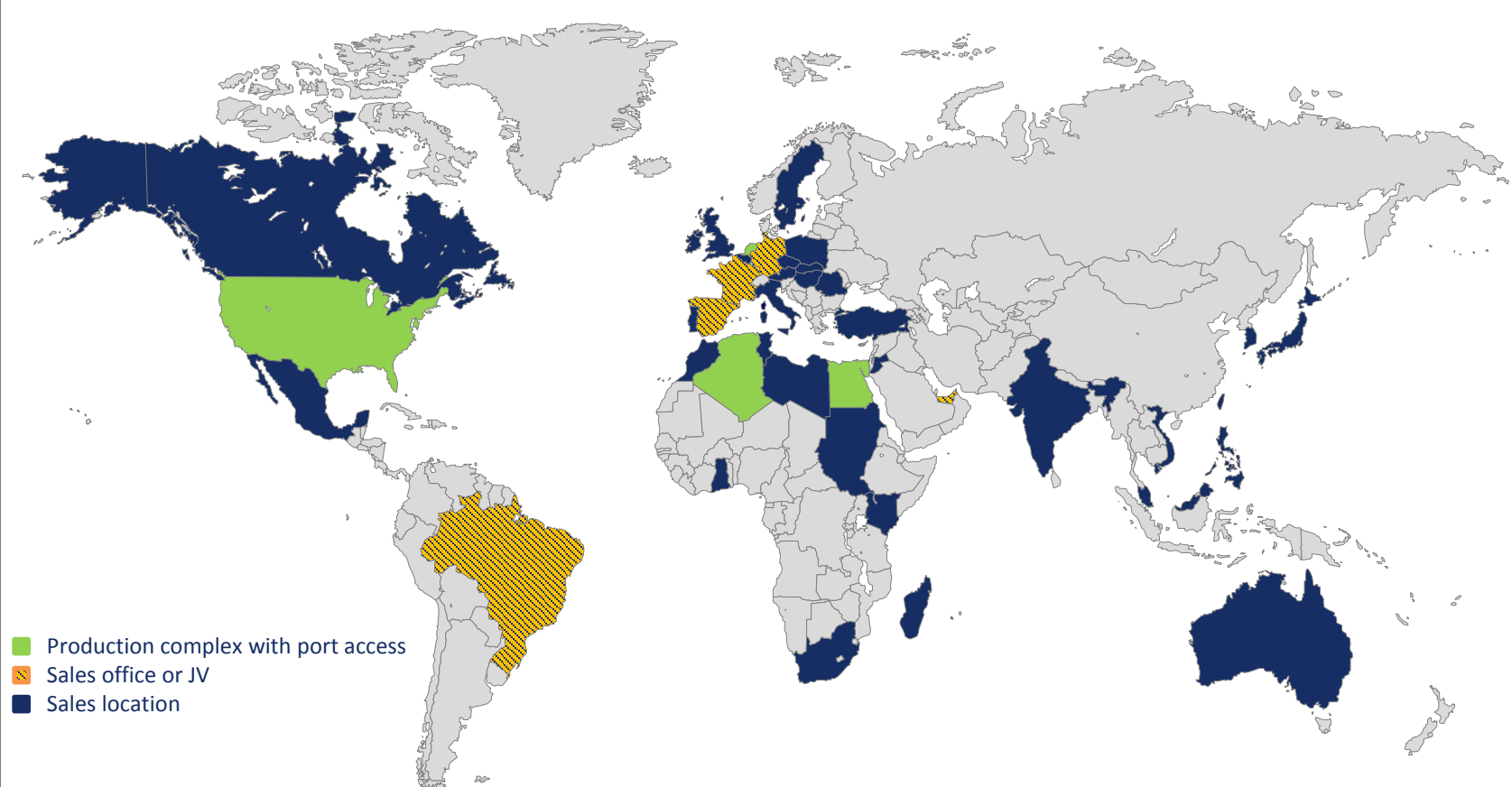
- First mover advantage in the US
- Received all critical permits required for permanent construction
- Broke ground on 19 November 2012
- Scheduled to begin commissioning in Q4 2015 to produce up to 2 million tons of nitrogen fertilizer and DEF
- Orascom Engineering & Construction is the EPC contractor
- Total estimated investment cost is approximately US\$ 1.8 billion
- Issued US\$ 1.2 billion Midwest Disaster Area tax-exempt bond. The bond was 3x oversubscribed and has an average interest rate of 5.12%
- Company also contributed US\$ 570 million to the equity escrow account to achieve full financial closure for the Greenfield project as part of the requirements of the Bond financing
- The bond issuance is rated BB- by both S&P and Fitch and represents the largest non-investment grade transaction ever sold in the US tax-exempt market

Sorfert

- The plant has received all key permits and the full ramp-up of both production lines was achieved in August, with first urea shipment of 20 thousand tons sold in September
- Sorfert is expected to contribute to consolidated earnings during the fourth quarter of this year

OCI Global Distribution Presence

- OCI has developed a global distribution network with a strong presence in Europe and strategic joint ventures in Brazil and the USA
- While OCI maintains good relations with major international fertilizer traders, the majority of OCI sales are direct to customers
- Sales to more than 35 countries
- Port access in Europe, the United States Gulf Coast, and North Africa
- Global warehousing capacity (excluding FITCO JV) exceeds 1.1 million metric tons of liquid and dry bulk storage capacity



Indoor ship loading facility at the port of Stein, Limburg



Warehouse at port of Stein, Limburg



FITCO/OCI Warehouse in Brazil

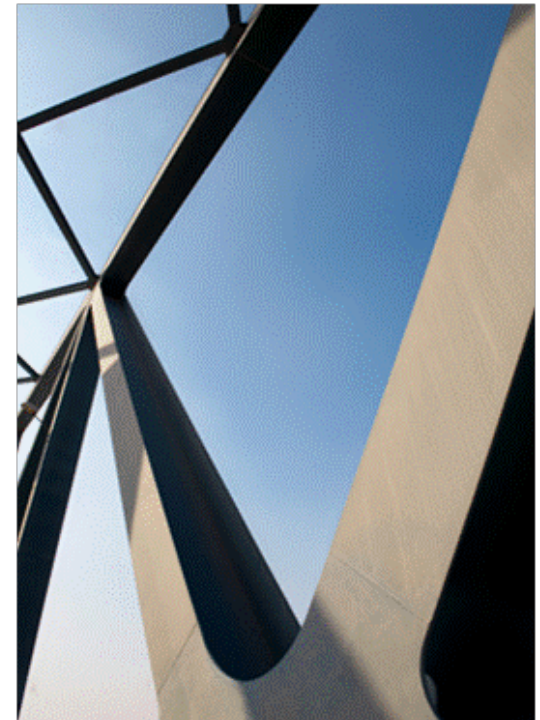
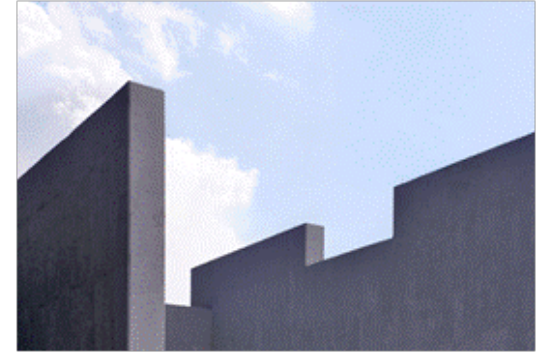


Liquid storage warehouses in Spain







Ammonia tanks at OCI Terminal Europoort, Port of Rotterdam, Holland

Construction Group



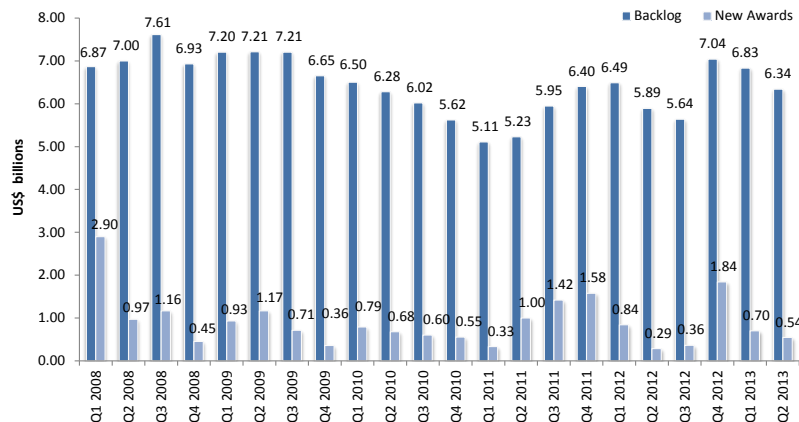
The Construction Group Profile

- Consolidated construction backlog as at 30 June 2013: US\$ 6.34 billion
- Diversified geographic presence with a wide range of core competencies
- Access to both emerging and mature markets
- Growth opportunities in Africa and Eastern Europe

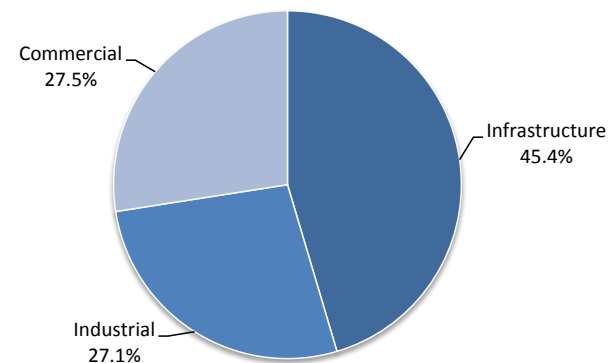
Brand	Overview
	<ul style="list-style-type: none"> Ownership: 100% Core markets: Egypt, Algeria, Abu Dhabi and Saudi Arabia 2013 ENR Rankings: 141 on International Contractors list; 182 on Global Contractors list Leading MENA industrial and infrastructure contractor Key clients include Sonatrach, Petrofac, KBR, Uhde, and FLSmidth; key partners include Vinci, Bouygues, and Alstom
	<ul style="list-style-type: none"> Ownership: 100% Core markets: US Government, Middle East and Central Asia 2013 ENR Rankings: 102 on Top 400 Contractors list Top ten US Government contractor for the last ten years and preferred contractor in MENA and Central Asian institutional and federal projects; constructing SIDRA Medial Center, world's largest hospital, in Qatar Key clients include Qatari Foundation and US Army Corps of Engineers; key partners include Grupo OHL
	<ul style="list-style-type: none"> Ownership: 100% Core markets: US mainland and territories 2013 ENR Rankings: 65 on Top 400 Contractors list Top 50 US contractor present in 12 states as well as US territories; largest contractor in the state of Iowa Key clients include US federal and state government, AVIVA, Prudential, AT&T, and Wells Fargo
	<ul style="list-style-type: none"> Ownership: 50% Core markets: Europe, Middle East and North Africa 2013 ENR Rankings: 63 on International Contractors list; 104 on Global Contractors list Leading MENA and European infrastructure and high-end commercial contractor with more than 100 years of contracting experience Constructed Burj Khalifa, the world's tallest building, and Maastoren, the tallest building in the Netherlands Key clients include Siemens, Qatar Petroleum, Samsung, and ProRail

Construction Group Highlights – Backlog and New Awards

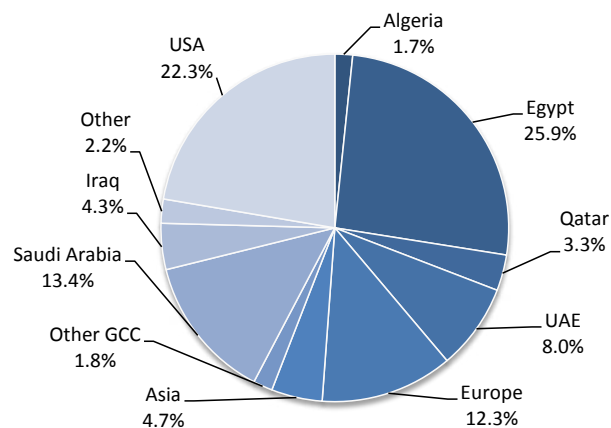
Backlog & New Awards by Quarter



30 June 2013 Backlog by Sector

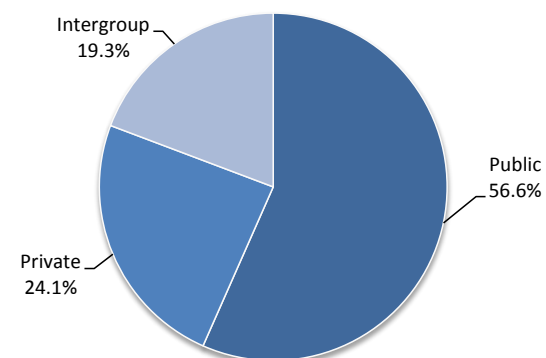


30 June 2013 Backlog by Geography



*Other includes: Australia , Cameroon, Equatorial Guinea , Morocco, Nigeria, Niger, Senegal and Syria

30 June 2013 Backlog by Client



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The Company's backlog or orderbook is based on management's estimates of awarded, signed and ongoing contracts which have not yet completed, and serves as an indication of total size of contracts to be executed.



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