



## OCI N.V. Investor Presentation

*May 2016*

# OCI N.V. Profile

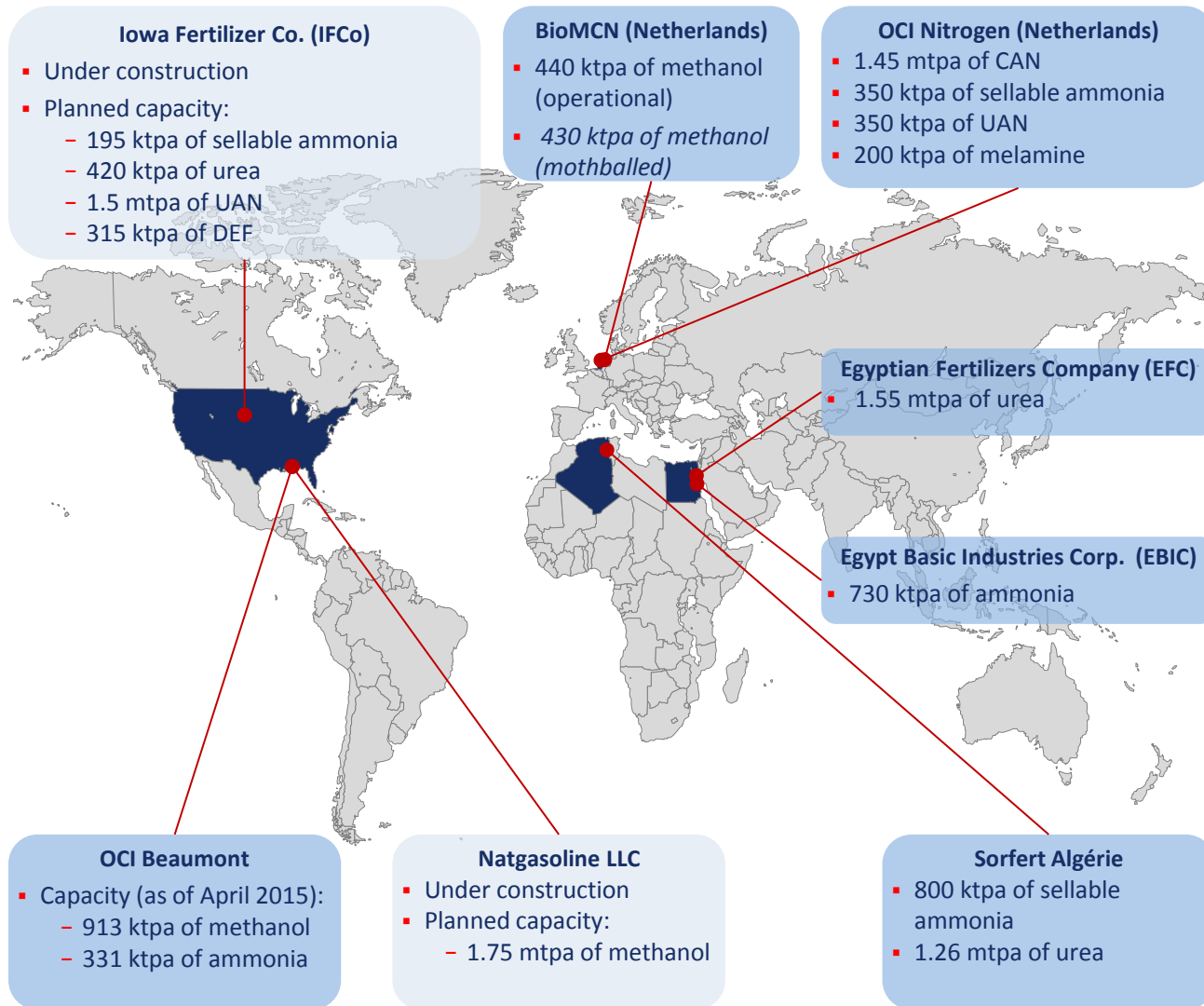
## Summary Overview

- **Leading global natural gas-based fertilizer & chemicals producer**
  - Production facilities in the United States, the Netherlands, Egypt and Algeria complemented by global distribution network
  - Top 5 five global nitrogen-based fertilizer producer: current total sellable fertilizer & chemical capacity of 8.4 million metric tons increasing to c.12.6 million metric ton by 2017
  - Globally competitive position with access to low cost natural gas feedstock
  - Two greenfield facilities under construction, Iowa Fertilizer Company (IFCo) and Natgasoline
- **2015 and 2016: Transformational Years**
  - Demerger of the Construction & Engineering business in March 2015; Orascom Construction Ltd. now listed on NASDAQ Dubai & EGX
  - Announced OCI and CF Industries combination agreement in August 2015
  - Natgasoline: new 50% strategic partner, Consolidated Energy AG (“CEL”), adds expertise across the value chain
- **Trading on Euronext Amsterdam (NYSE Euronext: OCI)**



# OCI's Asset Portfolio – Fertilizer & Chemicals

## 6 Operating Facilities in 4 Countries and 2 Under Construction



Iowa Fertilizer Company



OCI Nitrogen, Netherlands



Natgasoline – aerial site view

**Competitive position with access to low cost natural gas feedstock**

## Fertilizer & Chemicals – Current and Future Capacity Additions

Design Capacities <sup>1</sup> ('000 metric tons)			Ammonia		Total Fertilizer							Total Fertilizer & Chemicals
Plant	Country	Ownership <sup>2</sup>	Gross	Net <sup>3</sup>	Urea	UAN <sup>4</sup>	CAN	For Sale	Methanol	Melamine <sup>5</sup>	DEF	For Sale
Egyptian Fertilizers Company	Egypt	100%	800	-	1,550	-	-	1,550	-	-	-	1,550
Egypt Basic Industries Corp.	Egypt	60%	730	730	-	-	-	730	-	-	-	730
OCI Nitrogen	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 <sup>6</sup>	USA	80%	331	331	-	-	-	331	913	-	-	1,244
BioMCN <sup>7</sup>	Netherlands	100%	-	-	-	-	-	-	440	-	-	440
<b>Current design capacity</b>			<b>4,611</b>	<b>2,211</b>	<b>2,810</b>	<b>350</b>	<b>1,450</b>	<b>6,821</b>	<b>1,353</b>	<b>200</b>	<b>0</b>	<b>8,374</b>
Iowa Fertilizer Company <sup>8</sup>	USA	100%	875	195	420	1,505	-	2,120	-	-	315	2,435
<b>Year-end 2016</b>			<b>5,486</b>	<b>2,406</b>	<b>3,230</b>	<b>1,855</b>	<b>1,450</b>	<b>8,941</b>	<b>1,353</b>	<b>200</b>	<b>315</b>	<b>10,809</b>
Natgasoline LLC	USA	50%	-	-	-	-	-	-	1,750	-	-	1,750
<b>2017</b>			<b>5,486</b>	<b>2,406</b>	<b>3,230</b>	<b>1,855</b>	<b>1,450</b>	<b>8,941</b>	<b>3,103</b>	<b>200</b>	<b>315</b>	<b>12,559</b>

- OCI Beaumont – 25% increase in ammonia and methanol capacity achieved in Q2 2015
- Iowa Fertilizer Company (IFCo) 94.3% complete as at 31 March 2016 – expected to start production in September / October 2016
- Natgasoline LLC 51.3% complete as at 31 March 2016 – expected start of production in H2 2017

<sup>1</sup> Iowa Fertilizer Company and Natgasoline LLC volumes are estimates; <sup>2</sup> Capacities in table not adjusted for OCI's stake in considered plant; <sup>3</sup> Net ammonia is remaining capacity after downstream products are produced; <sup>4</sup> Excludes EFC UAN swing capacity of 325 ktpa; OCI Nitrogen max. UAN capacity cannot be achieved when producing max. CAN capacity; <sup>5</sup> Split as 150 ktpa in Geleen and 50 ktpa in China (Chinese capacity does not account for 49% stake and exclusive right to off-take 90%); <sup>6</sup> OCI Beaumont debottlenecking initiative completed in April 2015; <sup>7</sup> Acquired June 2015 - does not include mothballed line of 430 ktpa; <sup>8</sup> IFCo expected capacities apart from net ammonia are maximum expected capacities and cannot all be achieved at the same time.

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## Fertilizer Assets - Overview

# OCI Nitrogen (Netherlands) - Superior Position in Europe

## *Location and Branded Product Mix Provide Competitive Advantage*

- **One of the largest global single sites**
  - *Highly integrated ammonia / nitrate production*
  - *On-site facilities / utilities shared with DSM, SABIC, Lanxess and others*
- **Located near NW Europe customer base**
  - *Majority of sales in key EU6 nitrate markets*
  - *Top 10 customers account for >50% of sales*
- **Highest netback close to plant**
  - *Strong advantage versus potential imports*
- **Focus on value added products**
  - *Calcium Ammonium Nitrate OCIN's largest end product*
  - *High nitrate premium supported by excellent branding*

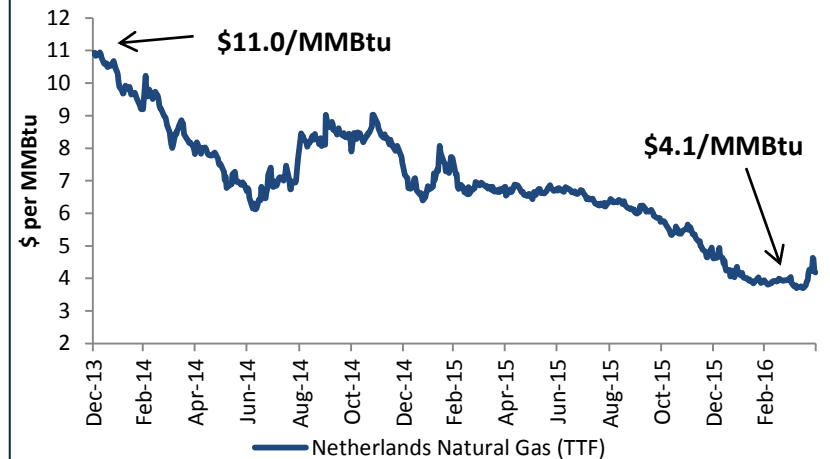


## European Operations Benefit from Low Gas Price

- European natural gas prices have declined substantially since 2013:
  - Netherlands TTF natural gas prices: Q4 2015 down 14% on average compared to Q3 2015
  - And down 26% in Q1 2016 compared to Q4 2015
  - Netherlands TTF natural gas prices currently c.\$4.1/MMBtu



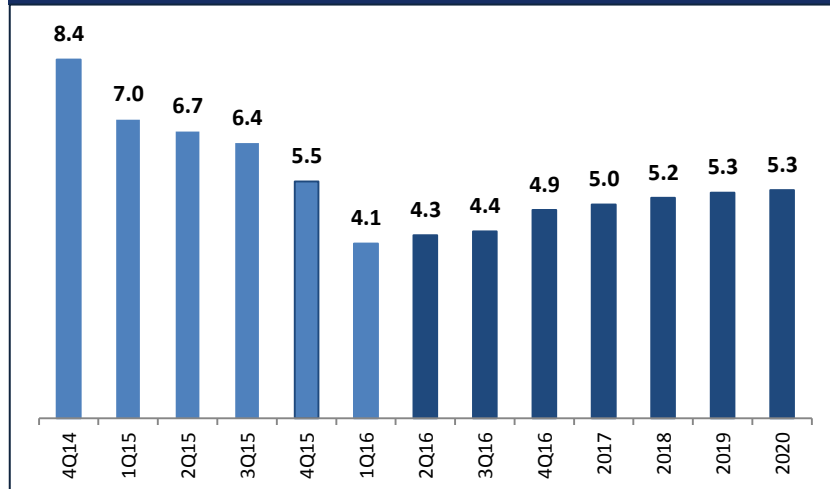
Netherlands Natural Gas Spot Prices 2014 – 2016 YTD\*



- Futures suggest lower natural gas prices will continue to remain low:
  - TTF futures (ICIS) 2020 just above \$5 / MMBtu 2017 – 2020
- Highly competitive position in Europe as result of combination of low gas prices and focus on value added products



Netherlands Natural Gas Spot Prices and Futures 2014 – 2020

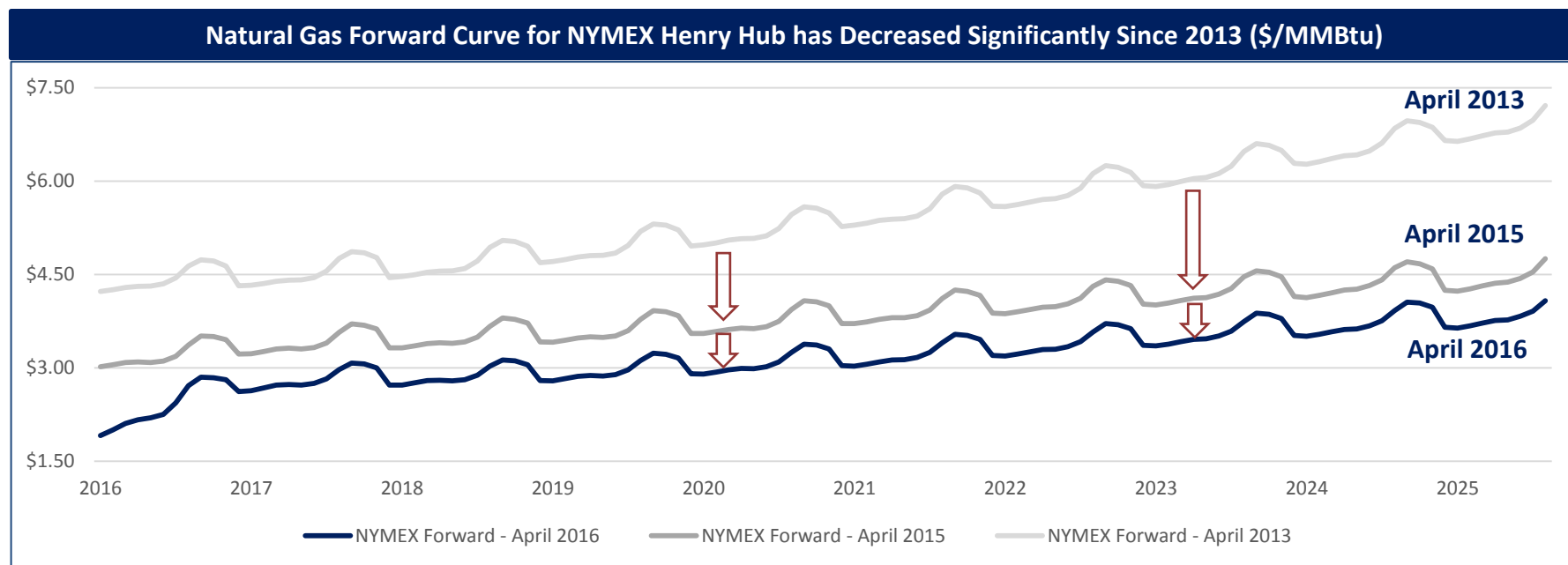


\* To COB 15 May 2016

Source: OCI, Bloomberg, ICIS

# North American Producers Expected to Remain Highly Profitable

## *IFCo - Optionality to Source Gas from Both Southern and Northern Markets*



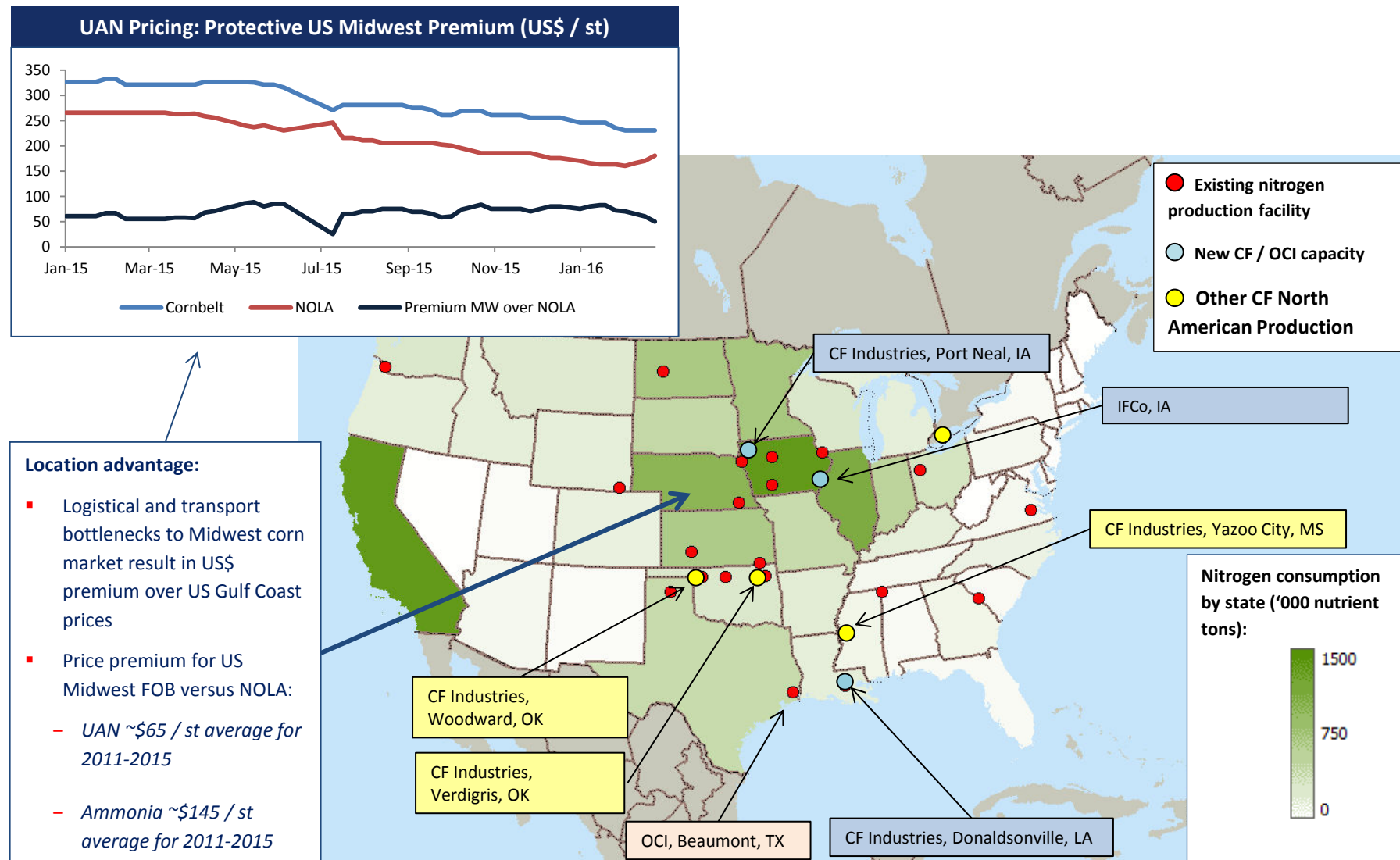
Source: Bloomberg

- **Low and declining natural gas prices in the US:**
  - US natural gas prices (Henry Hub) currently around \$ 2.0 / MMBtu
- Current pricing on the forward curve suggests cost for natural gas will remain low
- As a result, North American producers are amongst the lowest cost producers globally
- At current product selling prices and gas prices, North American producers can achieve high cash margins
- With oversupply of natural gas in Northeastern/Canadian markets, several northern gas markets currently or are forecasted to trade at a discount to Henry Hub (Gulf gas). IFCo can take advantage of this



# Producers in US Midwest Benefit from Significant Price Premium over Gulf Coast

## IFCo is Direct Beneficiary



Source: OCI, Green Markets

## United States Expected to Remain Import market in Foreseeable Future

### *OCI/CF Only Agri-Focused Expansions to Materialize*

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- Since 2012, at Least 24 new North American projects have been announced
- However, to date, only 3 new nitrogen fertilizer plants have proceeded to construction
  - 17 projects cancelled / construction has not started
  - 4 projects with industrial focus proceeding
- New capacity additions set to peak in 2016, both globally and in the United States
  - No further additions expected 2017 – 2020 in the US
- US nitrogen industry is expected to remain a net importer

Committed new projects 2016 – 2020 <sup>1)</sup>	End market	Start-up
CF Donaldsonville	Nitrogen Fertilizer	2016
Simplot	Industrial	2016
Dyno Nobel	Industrial	2016
IFCo	Nitrogen Fertilizer	2016
CF Port Neal	Nitrogen Fertilizer	2016
LSB	Industrial	2016
BASF & Yara	Industrial	2017

*1) Includes proposed new plants designed to produce at least 75K ammonia tons per year*

*Source: CRU, Integer, OCI*

# IFCo – Greenfield Expansion Project

## Overview

- Greenfield nitrogen fertilizer and industrial chemical production facility
- IFCo's diversified nitrogen fertilizer product portfolio includes design capacities of 1.5 mt of UAN, 875 kt of ammonia and 420 kt of urea, in addition to 315 kt of diesel exhaust fluid (DEF)
- Located in Wever, IA
- Technology is supplied by KBR (ammonia), Stamicarbon (urea solution), and Uhde (urea granulation and UAN)



OSBL Utilities

## EPC Progress

- Overall project 94.3% complete as at 31 March 2016
- Engineering and procurement effectively complete at 99%
- Utilities near construction complete with 18 out of 20 systems pre-commissioned
- Onset of favorable weather has allowed the night shift to resume and further progress on certain activities that were limited by winter conditions such as hydrotests, painting, insulation, etc.
- Central Control Room for the facility has been commissioned
- Ammonia: storage tanks pre-commissioned, power substations commissioned, all equipment in place, 5 systems pre-commissioned and currently 5 systems under pre-commissioning
- Downstream: storage tanks pre-commissioned, all 5 process tanks pre-commissioned, all equipment in place, positive progress on welding of pipes (c.95% complete)



Ammonia Tanks

## IFCo – Construction Progress

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## IFCo – Construction Progress



Ammonia Compressors



Central Control Room



Water Treatment Plant



Nitric Acid Tank - Downstream

# Upside Potential from Egyptian Operations

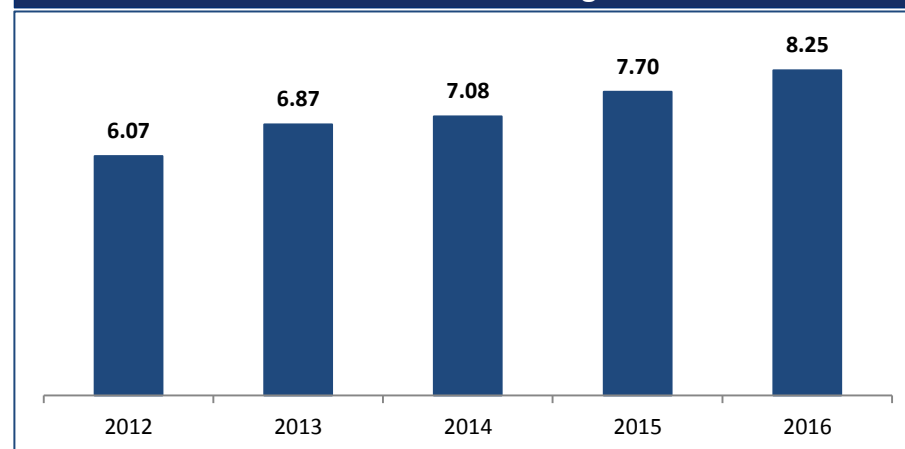
## Improving Gas Supply in Egypt

- **Egyptian government ramps up LNG imports**
  - Lower global LNG pricing and availability of LNG conducive to continued supply to industry
  - First shipments of imported LNG arrived in April 2015
  - A second floating storage and regasification unit (FSRU) arrived in Egypt at the end of September and was fully commissioned by the end of October 2015
  - EGAS is launching tender to lease a third FSRU to be operational by Q1 2017
- **Egypt's domestic production of natural gas expected to improve from 2017:**
  - Two recent large discoveries of natural gas fields (ENI's Zohr and BP's West Nile Delta) are expected to start production in 2017
  - ENI's discovery of a "supergiant" gas field in the Egyptian offshore, is the largest ever found in the Mediterranean
  - Field could hold a potential of 30 tcf of lean gas in place, representing one of the world's largest natural gas finds

## Upside Potential

- **Improved gas supply from November 2015**
  - EFC has been operating at utilization rates in excess of 80% in last two months of 2015 and in Q1 2016
  - EBIC expected to operate at up to 50% rate as second FSRU has docked at EBIC's jetty, temporarily restricting exports
- **Devaluation of EGP vs USD**
  - Cost structure and debt in EGP benefit from devaluation
- **Local market for urea demand growing**

Official EGP – USD Exchange Rate\*



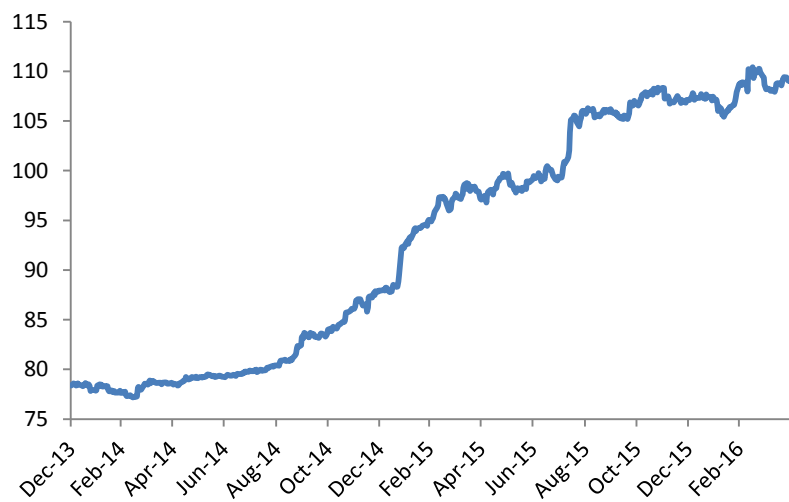
\* 2016 YTD

# Sorfert Deleveraging Rapidly

## Strong Cash Flow Generation

- Benefits from competitive low price long-term gas contract
- Significant contributor to Consolidated Group EBITDA – expect first dividend in Q2/Q3 2016
- Rapid deleveraging in Sorfert set to continue as a result of strong cash flow generation and devaluation of Algerian Dinar (DZD)
  - *DZD devalued by 25% during 2015 on average vs 2014*
  - *DZD 2016 YTD has devalued 7% vs average for 2015*
- Net debt at year-end 2015 about \$ 700 m, down from c.\$ 900 m as at 30 June 2015

## Algerian Dinar (DZD) vs US\$ Exchange Rate



## Plant Overview

- 1.26 mtpa urea and 1.8 mtpa gross ammonia export-focused production complex in Algeria
- New facility, started up at end-2013
- OCI ownership 51%, Sonatrach 49%
- Strategic location with easy port access
- Largest integrated nitrogen fertilizer producer in Africa



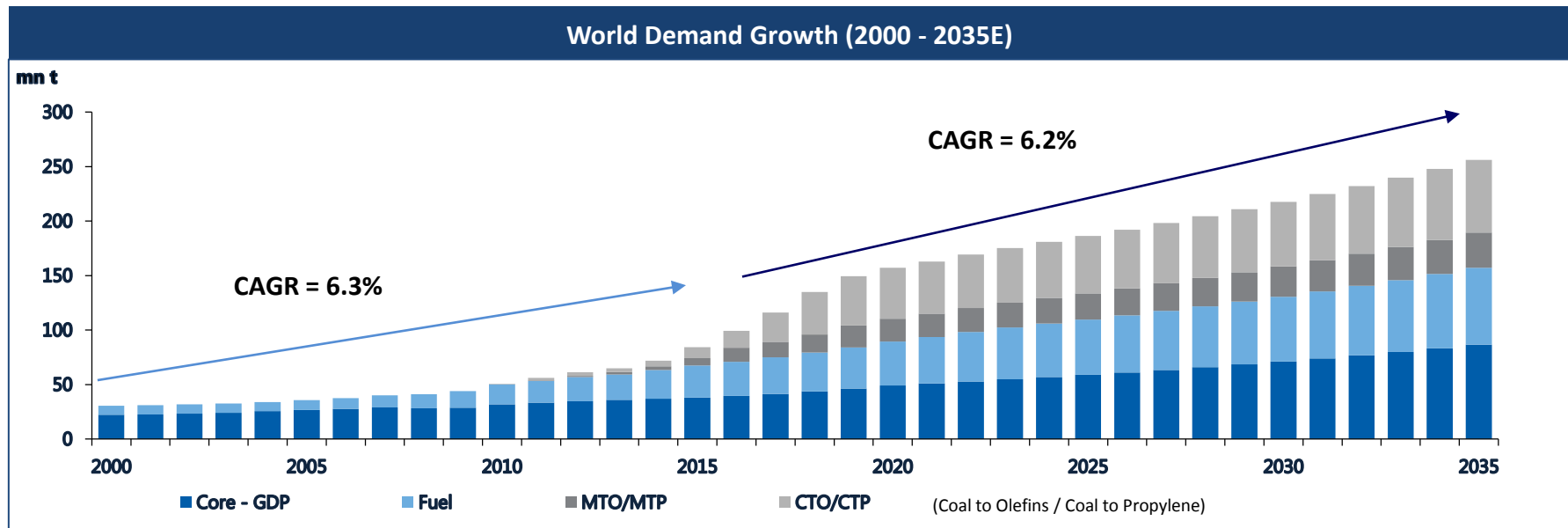
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## Methanol Assets - Overview



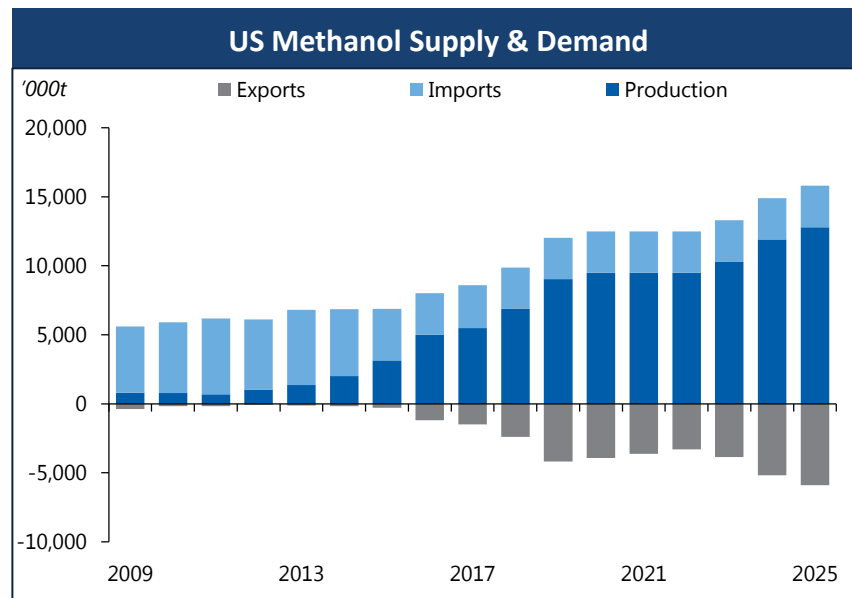
## Methanol – Robust Long-Term Demand Growth >6% Per Year Expected

- Methanol is one of the world's most widely used industrial chemicals with diversity of applications – from paints and plastics, furniture and carpeting, to car parts and windshield wash fluid
- Historical demand growth has been robust and is forecasted to remain so in the long term:
  - Global methanol consumption grew at a **CAGR of 6.3% from 2000 to 2015** and **10.3% from 2009-2014**
  - Methanol demand is expected to grow at a **CAGR of 6.2% over the next 20 years** driven by steady growth for its core derivatives, alongside growth from fuel applications and MTO/MTP
  - *MTO (methanol-to-olefins) in China strong driver of demand growth: it accounted for almost 18% of demand in 2015*
  - *Additional four MTO plants expected to be completed in 2016, adding 6.5 million metric tons of merchant methanol demand*



# Methanol Demand Expected to Outstrip Supply Growth in the United States

- In 2014, the U.S. imported approximately 4.8 million metric tons of methanol to meet its supply deficit (69% of consumption)
- U.S. methanol demand is expected to increase at a CAGR of 6.3% between 2015 and 2020, driven by GDP
- At the same time, supply growth is expected to remain limited in the US from 2016 - 2019
  - *US expected to remain net importer of methanol in the foreseeable future*
- **Even in current environment of low natural gas spot prices and current weighted average methanol prices, methanol economics remain one of the highest returns of any natural gas monetization**
  - *With natural US gas prices currently around \$2.0/MMBtu, US producers are at low end of the global methanol cost curve*
  - *Several non-US methanol producers are believed to be running unsustainably at or below cash cost*



Source: Argus JJ&A

US Methanol Capacity Expansion ('000 mt)				
Timing	Name	Location	Ownership	Capacity
2012	OCI Beaumont	Beaumont, TX	OCI	730
2013	LyondellBasell	Channelview, TX	LyondellBasell	780
2015	Methanex Geismar 1	Geismar, LA	Methanex	1,000
	Pampa Fuels LLC	Pampa, TX	G2X Energy	65
	<b>OCI Beaumont</b>	<b>Beaumont, TX</b>	<b>OCI</b>	<b>185</b>
	Fairway LLC	Clear Lake, TX	Celanese/Mitsui JV	1,300
2016	Methanex Geismar 2	Geismar, LA	Methanex	1,000
2017	Natgasoline LLC	Beaumont, TX	OCI/CEL	1,750

# OCI Partners

## Facility Overview

- OCI's facility near Beaumont, TX ("OCI Beaumont") is an integrated methanol and ammonia facility strategically located on the Texas Gulf Coast
- OCI N.V. acquired the Beaumont plant from Eastman Chemical Company in May 2011. Previously the Beaumont plant was owned by Terra Industries and DuPont, and was shut down from 2004 until OCI's acquisition in 2011
- Following a comprehensive upgrade, methanol and ammonia production commenced in July 2012 and December 2011, respectively
- OCI Partners completed all work related to debottlenecking project in Q1 2015, with ammonia and methanol lines restarted in Q2 2015



## Capacity

Product	Pre – Debottlenecking Capacity		Production During Full Year 2014	Current Production Capacity post-Debottlenecking Project		Product Storage Capacity
	Metric Tons/Day	Metric Tons/ Year	Metric Tons	Metric Tons/ Day	Metric Tons/ Year	Metric Tons
Methanol	2,000	730,000	617,031	2,500	912,500	42,000 (two tanks)
Ammonia	726	264,990	259,214	907	331,000	33,000 (two tanks)

# Natgasoline – Greenfield Scheduled for Completion in 2017

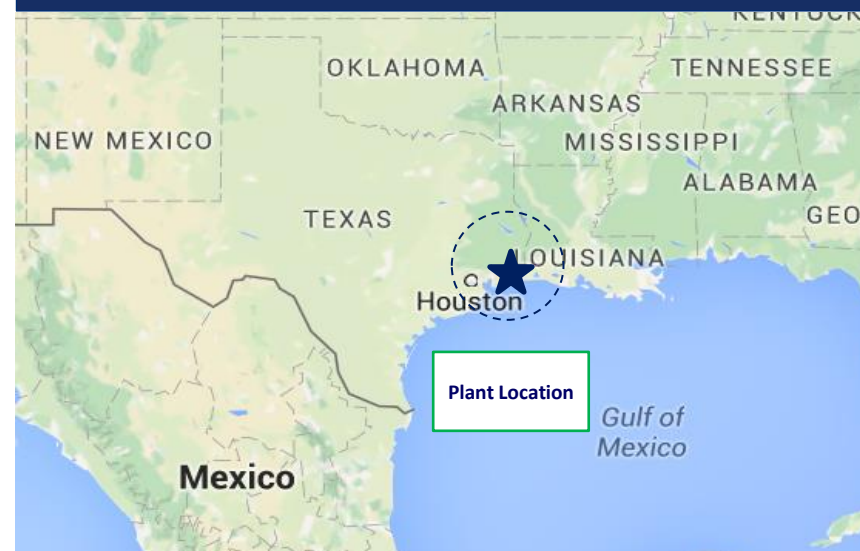
## Natgasoline LLC Overview

- World scale greenfield methanol production complex currently under development, located in Beaumont, Texas
- Expected to produce approximately 1.75 million metric tons of methanol per year
- Well positioned in the US Gulf Coast to take advantage of the growing demand for methanol, with ease of access to domestic US demand as well as to international markets including Europe and Asia
- Air Liquide Global E&C Solutions is supplying proven Lurgi MegaMethanol® process technology
- Natgasoline will benefit from operational expertise of its sponsors CEL and OCI - both are global leaders in methanol and related petrochemical production

## Significant Progress to Date

- **Commissioning expected Q3 2017**
- **Overall project progress 51.3% complete as of 31 March 2016**
- **Engineering:** Air Liquide's progress is approximately 97%
- **Procurement:** All long-lead and proprietary equipment purchased and majority delivered to site
- **Construction:** Site preparation and piling work complete with foundation work, piping installation and steel erection well underway

## Project Location – Beaumont, TX



# Natgasoline – New Strategic Partner

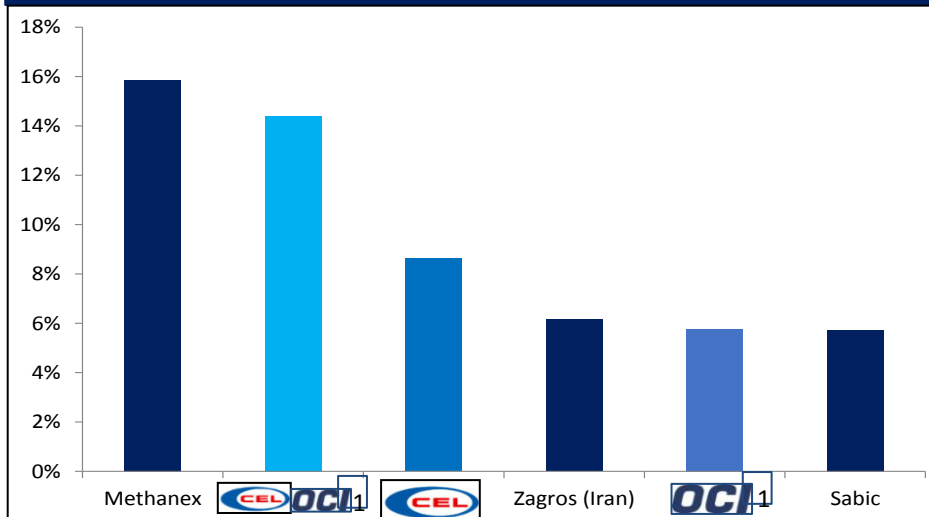
## ■ New 50% Strategic Partner:

- In April 2016, OCI and CEL entered into definitive agreements for an investment by CEL in a 50% stake in Natgasoline in participation with OCI

## ■ CEL adds expertise across the value chain:

- One of the world's largest merchant producers of methanol based on capacity; currently sells ~4.1 mtpa of methanol
- Largest marketer of methanol in North America and 2nd largest globally
- Large distribution network (including a dedicated fleet of 11 ocean-going vessels)
- Vast methanol EPC experience: built more than 10 plants with a total of \$3.2 billion investment over past 15 years

2015 Estimated Global Merchant Market Share for Methanol



1) Represents 100% of methanol capacity at OCI Beaumont and includes Natgasoline capacity.

Sample of CEL Methanol Tankers



### Pigeon Point

- Capacity: 48,315 MT
- Type: Chemical Tanker
- Flag: UK
- Year Built: 2005



### Caroni Plain

- Capacity: 39,572 MT
- Type: Chemical Tanker
- Flag: Hong Kong
- Year Built: 2008









**Reformer Box Erection**



**Intermediate Methanol Storage Tanks**



**Pipe Rack Erection**



**Columns and ASU**

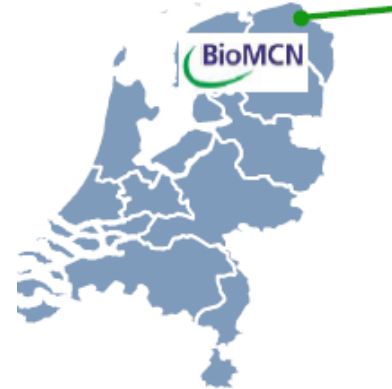
# BioMCN

## *Unlocking Strategic Value*

### BioMCN Overview

- OCI acquired BioMCN in June 2015 for EUR 15M
- BioMCN is one of Europe's largest methanol producers and a pioneer in bio-methanol
- Consists of two plants, of which one operational (440 ktpa) and one mothballed (430 ktpa)
- The plant site is located at the Chemical Park Delfzijl, The Netherlands, is connected to the national natural gas grid and has easy logistical access to major European end markets via road, rail, barge and sea freight
- BioMCN sources bio-gas from waste digestion plants through the Dutch national gas grid by purchasing bio-gas certificates to label methanol as biomethanol

### Strategic Location in The Netherlands



### Strategic Value

- Low investment cost for entry into European market, 15 – 20% market share
- Methanol consumption in Western Europe is currently more than 7 mtpa, of which more than 5 mtpa is imported - deficit is expected to continue to increase for foreseeable future.
- Entry into the biomethanol market
- Weaker European natural gas market will lower future feedstock costs



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## OCI N.V. History

# Company History

1950 - Present	Construction	<ul style="list-style-type: none"> <li>Established in the 1950s by Onsi Sawiris as a construction contractor in Egypt</li> <li>Developed into a leading industry player across the Middle East, Asia, USA and Europe</li> </ul>
1996 - 2007	Cement Build-Up	<ul style="list-style-type: none"> <li>Developed cement group from a single production line in Egypt with capacity of 1.5 mtpa to become a top 10 worldwide producer by 2007</li> <li>Portfolio comprised an emerging market-wide platform of nearly 44 mtpa spanning 12 countries</li> </ul>
1999	IPO	<ul style="list-style-type: none"> <li>Floated on the Egyptian Exchange in 1999 at a value of c. \$ 600 m</li> </ul>
2007	Cement Divestment	<ul style="list-style-type: none"> <li>Divested the cement business to Lafarge at an EV of \$ 15 bn</li> <li>Distributed \$ 11 bn in cash dividends and retained \$ 2 bn which was seed money for fertilizer initiatives</li> </ul>
2008 - Present	Natural Gas Based Products	<ul style="list-style-type: none"> <li>Purchased EFC, increased its stake in EBIC to 60%, and started greenfield construction in Algeria</li> <li>Acquired Royal DSM N.V.'s Agro &amp; Melamine businesses in 2010</li> <li>Acquired and rehabilitated OCI Beaumont in 2011 and listed OCI Partners in October 2013</li> <li>Started construction of IFCo, a c. 2mtpa production complex in Iowa, USA in November 2012</li> <li>Established Natgasoline that will construct a world scale greenfield methanol plant in Beaumont, Texas</li> </ul>
2013 - 2014	Creation of OCI N.V.	<ul style="list-style-type: none"> <li>OCI N.V. lists on the NYSE Euronext Amsterdam and acquires OCI S.A.E. (former parent listed in Egypt)</li> <li>Started production at Sorfert in Algeria in August 2013</li> </ul>
2015 - 2016	Transformation	<ul style="list-style-type: none"> <li>Orascom Construction demerged: \$ 1.4 bn repayment of capital to OCI N.V. shareholders</li> <li>OCI N.V. becomes pure-play natural gas-based fertilizer &amp; chemicals company</li> <li>OCI and CF Industries combination agreement announced in August 2015</li> <li>Natgasoline: CEL becomes 50% strategic partner</li> </ul>

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## *Listing Information*

# OCI N.V. Listing Information

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## Listing Information

- Headquartered in Amsterdam, The Netherlands
- Trading on Euronext Amsterdam since 25 January 2013 (NYSE Euronext: OCI)
- **Number of shares:** 210,113,854
- **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*
- **Options trading:** Euronext introduced options on OCI N.V. shares as of 13 December 2013
- **Index inclusions:** trading as part of the AMX, 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%*

# Disclaimer

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## Forward Looking Statements

Certain statements contained herein are “forward-looking statements”. These forward-looking statements address certain plans, activities or events which OCI expects will or may occur in the future and relate to, among other things, the business combination transactions involving OCI, the new holding company and CF, financing of the proposed transactions, the benefits, effects and timing of the proposed transactions, future financial and operating results, the combined company’s plans, objectives, expectations (financial or otherwise) and intentions. Various risks, uncertainties and other factors could cause actual results to differ materially from those expressed in any forward-looking statement, including the possibility that the various closing conditions for the transactions may not be satisfied or waived, including the ability to obtain regulatory approvals of the transactions on the proposed terms and schedule; the risk that competing offers will be made; the failure of OCI or CF shareholders to approve the transactions; the risk that access to financing, including for refinancing of indebtedness of the new holding company or CF, may not be available on a timely basis and on reasonable terms; the outcome of pending or potential litigation or governmental investigations; the risk that the businesses will not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; uncertainty of the expected financial performance of the combined company following completion of the proposed transactions; the combined company’s ability to achieve the cost savings and synergies contemplated by the proposed transactions within the expected time frame; disruption from the proposed transactions making it more difficult to maintain relationships with customers, employees or suppliers; changes in tax laws or interpretations, including but not limited to changes that could increase the new holding company’s or CF’s consolidated tax liabilities, or that would result, if the transactions were consummated, in the new holding company being treated as a domestic corporation for U.S. federal tax purposes, or that could impose U.S. federal income taxes in connection with the spin-off from OCI; and general economic conditions that are less favorable than expected. Consequently, all of the forward-looking statements made by OCI, the new holding company or CF in this and in other documents or statements are qualified by factors, risks and uncertainties, including, but not limited to, those set forth under the headings titled “Forward Looking Statements” and “Risk Factors” in CF’s most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission (the “SEC”) up to the date hereof, which are available at the SEC’s website <http://www.sec.gov>.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Neither OCI, the new holding company, nor CF undertake to update or revise these forward-looking statements even if experience or future changes make it clear that projected results expressed or implied in such statements will not be realized, except as may be required by law.

# Disclaimer

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## **Important Additional Information and Where to Find It**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval.

In connection with the proposed transactions, the new holding company for the combination of CF Industries Holdings, Inc. and the European, North American and global distribution business of OCI has filed with the SEC an amended registration statement on Form S-4 (SEC File No. 333-207847) that includes as prospectuses a shareholders circular of OCI and a preliminary proxy statement of CF. After the registration statement has been declared effective by the SEC, the shareholders circular/prospectus will be made available to OCI shareholders and a definitive proxy statement/prospectus will be mailed to CF shareholders. INVESTORS AND SHAREHOLDERS ARE URGED TO CAREFULLY READ THESE DOCUMENTS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO), AND ALL OTHER DOCUMENTS RELATING TO THE TRANSACTIONS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTIONS. You may obtain a copy of the shareholders circular/prospectus and the proxy statement/prospectus (when available) and other related documents filed by OCI, the new holding company and CF with the SEC regarding the proposed transactions, free of charge, through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov), by directing a request to OCI's Investor Relations department at [investor.relations@oci.nl](mailto:investor.relations@oci.nl), tel. +31 6 1825 1367, or to CF's Investor Relations department at [investorrelations@cfindustries.com](mailto:investorrelations@cfindustries.com), tel. +1-847-405-2550. Copies of the shareholders circular/prospectus, the proxy statement/prospectus and the filings with the SEC that will be incorporated by reference therein (when available) can also be obtained, free of charge, through OCI's website at [www.oci.nl](http://www.oci.nl) under the heading "Investor Relations" and through CF's website at [www.cfindustries.com](http://www.cfindustries.com) under the heading "CF Industries (CF) Investors" and then under the heading "SEC Filings".

## **Participants in the Solicitation**

OCI, the new holding company, CF and their respective directors, executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies in favor of the proposed transactions. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of proxies in favor of the proposed transactions is set forth in the proxy statement/prospectus/shareholders circular filed with the SEC. You can find information about OCI's executive and non-executive directors in its 2015 annual report filed on April 29, 2016 available on OCI's website at [www.oci.nl](http://www.oci.nl) under the heading "Investor Relations" and about CF's directors and executive officers in its definitive proxy statement filed with the SEC on March 31, 2016. You can obtain free copies of these documents from OCI or CF using the contact information above.

# ***OCI***



For OCI N.V. investor relations enquiries contact:

Hans Zayed

[hans.zayed@oci.nl](mailto:hans.zayed@oci.nl)

T +31 (0) 6 18 25 13 67

OCI N.V. corporate website: [www.oci.nl](http://www.oci.nl)