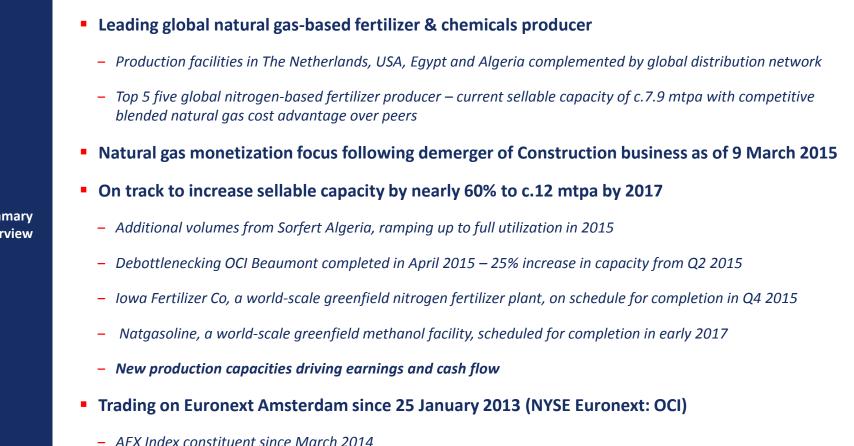


## **OCI N.V. Corporate Presentation**

# A Global Fertilizer and Industrial Chemicals Company

May 2015

## **OCI N.V. Post-Demerger** Pure-Play Fertilizer & Chemicals Offering Distinct Investment Propositions







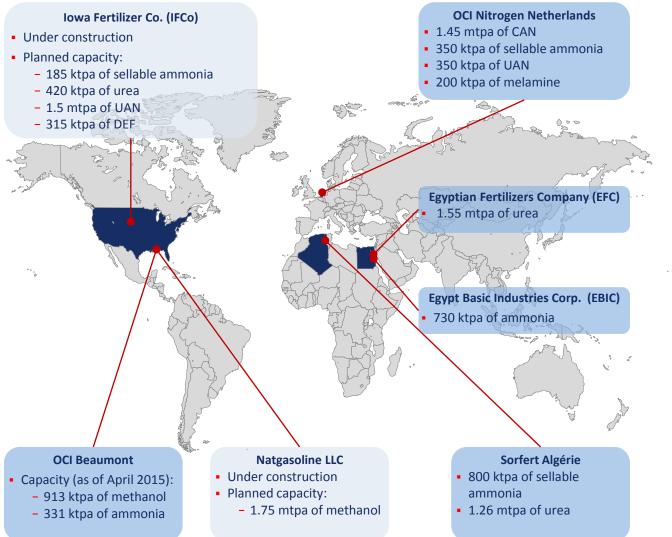


Summary Overview

## Company History

1950 - Present	Construction	<ul> <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> <li>Developed cement group from a single production line in Egypt with capacity of 1.5 mtpa to become 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> <li>Floated on the Egyptian Exchange in 1999 at a value of c. \$ 600 mn</li> </ul>
2007	Cement Divestment	<ul> <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> <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	Transformation into OCI N.V.	<ul> <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	Construction Demerger	<ul> <li>Orascom Construction demerged: dual listing on NASDAQ Dubai and Egyptian Exchange</li> <li>\$ 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> </ul>

## 5 Operating Production Facilities in 4 Countries and 2 Under Construction





Iowa Fertilizer Company World scale greenfield fertilizer plant

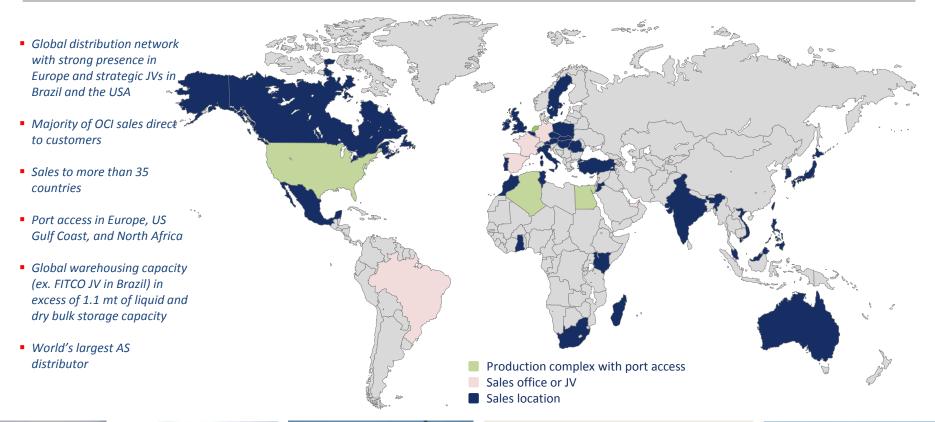


Sorfert, Algeria Largest fertilizer complex in Africa



Competitive position with access to low cost natural gas feedstock in United States and North Africa

## **Global Distribution Network**





Indoor ship loading facility at the port of Stein, Limburg



FERTIPAR

Warehouse at port of Stein, Limburg FITCO/OCI Warehouse in Brazil

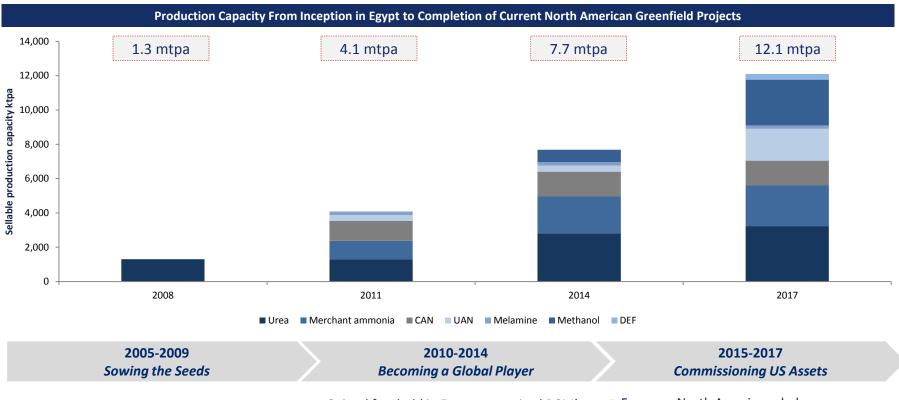


Liquid storage warehouses in Spain



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





## Total Production Capacity on Track to Reach More Than 12 MTPA by 2017

Acquired 30% stake in EBIC in 2005 and additional 30% stake in 2009

Acquired EFC in 2008

Gained foothold in Europe: acquired DSM's fertilizer and melamine assets in 2010

First entry into the US: acquisition and rehabilitation of OCI Beaumont in 2011

Start ramp-up Sorfert in Algeria in 2014

Focus on North American shale gas

monetization strategy

Debottlenecking OCI Beaumont completed April 2015

IFCo expected start production in 2015

Natgasoline completion early 2017



On track to become top 3 global nitrogen fertilizer producer and largest US merchant methanol producer

## Commissioning US Assets 2015 - 2017

Design Capacities <sup>1</sup>			Ammo	onia				Total Fertilizer				Total Fertilizer & Chemicals
Plant	Country	Ownership <sup>6</sup>	Gross	Net <sup>7</sup>	Urea	UAN <sup>8</sup>	CAN	For Sale	Methanol	Melamine <sup>9</sup>	DEF	For Sale
Egyptian Fertilizers Company <sup>2</sup>	Egypt	100%	800	-	1,550	-	-	1,550	-	-	-	1,550
Egypt Basic Industries Corp.	Egypt	60%	730	730	-	-	-	730	-	-	-	730
OCI Nitrogen <sup>3</sup>	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>₄</sup>	USA	80%	331	331	-	-	-	331	913	-	-	1,244
Current design capacity			4,611	2,211	2,810	350	1,450	6,821	913	200	0	7,934
lowa Fertilizer Company⁵	USA	100%	770	185	420	1,505	-	2,110	-	-	315	2,425
2016			5,381	2,396	3,230	1,855	1,450	8,931	913	200	315	10,359
Natgasoline LLC	USA	100%	-	-	-	-	-	-	1,750	-	-	1,750
2017			5,381	2,396	3,230	1,855	1,450	8,931	2,663	200	315	12,109

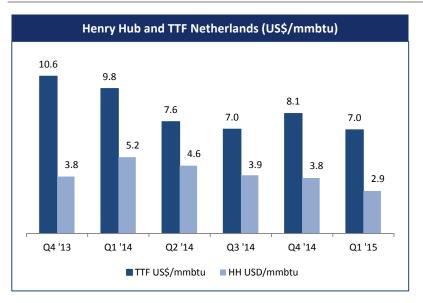
- OCI Nitrogen is the second largest CAN producer in Europe and the largest melamine producer in the world
- OCI Beaumont currently operates the largest integrated methanol plant in North America 25% increase in ammonia and methanol capacity from Q2 2015 onwards
- Iowa Fertilizer Company (IFCO) on schedule for completion in Q4 2015
- Natgasoline will be the largest methanol production facility in the US: completion early 2017

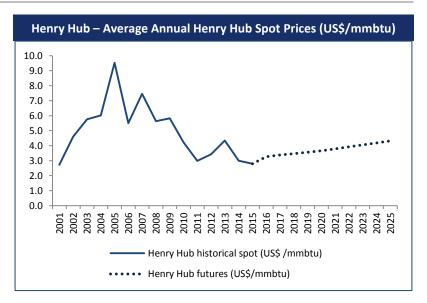
<sup>&</sup>lt;sup>1</sup> All tonnage is in thousand metric tons per year and refers to total design capacity, Iowa Fertilizer Company and Natgasoline LLC volumes are estimates. Design capacities at OCI Nitrogen and IFCo cannot all be achieved at the same time; <sup>2</sup> Also has a 325 thousand metric ton per year (ktpa) UAN line to capitalize on seasonal UAN price premiums over urea (swing capacity); <sup>3</sup> Also has 500 ktpa of captive urea liquor capacity used to produce downstream products; <sup>4</sup> OCI Beaumont Expansion is expected design capacity following completion of the debottlenecking initiative in April 2015; <sup>5</sup> IFCo is scheduled to start production in Q4 2015 - design capacities apart from net ammonia are maximum expected capacities and cannot all be achieved at the same time; <sup>6</sup> Table not adjusted for OCI's stake in considered plant; <sup>7</sup> Net ammonia is remaining capacity after downstream products are produced; <sup>8</sup> Excludes EFC UAN swing capacity; OCI Nitrogen max. UAN capacity cannot be achieved when producing max. CAN capacity; <sup>9</sup> Split as 150 ktpa in China (Chinese capacity does not account for 49% stake and exclusive right to offtake 90%)



## **Cost Competitive on Global Basis**

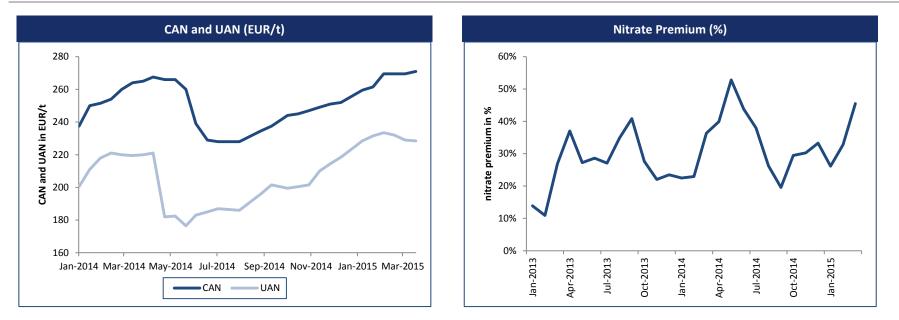
## Lower Sustainable Natural Gas Price Environment in US and Europe





#### Lower spot gas prices have a direct positive impact on our operations in The Netherlands and the United States

- OCI Beaumont in the US sources natural gas from the spot-market as will IFCO and Natgasoline once operational natural gas NYMEX futures project low Henry Hub Spot prices until at least 2025:
  - Below \$4.00 per mmbtu until 2022
  - Below \$4.50 per mmbtu until 2026
- Natural gas prices in Europe have declined beneficial to OCI Nitrogen, which sources natural gas from the spot market:
  - Average 12-months futures price for TTF is €21.4 / MWh (US\$ 7.0 / mmbtu at current USD:EUR exchange rates)
  - Average 2019 futures price for TTF is €23.4 / MWh (US\$ 7.7 / mmbtu at current USD:EUR exchange rates)



### OCI Nitrogen – Decreasing Gas Feedstock Costs and High Nitrate Premium

- Calcium ammonium nitrate (CAN) is OCI Nitrogen's (The Netherlands) most important product
- CAN has benefitted from tight supply-demand, resulting in regular seasonal monthly increases:
  - Supported by falling EUR/USD exchange rates
  - Increasing nitrate margins, as a result of decreasing natural gas prices
- Low gas price environment since 2014: Q1 2015 spot prices are down 28% (in US\$) from Q1 2014 (and -13% in EUR)
- Record ammonia margins in 2014 margins remain high despite lower ammonia prices due to low gas costs

## OCI Beaumont Debottlenecking Completed April 2015

	<ul> <li>Largest integrated ammonia-methanol plant in North America</li> </ul>
	<ul> <li>Competitive location on Gulf Coast, strong ammonia / methanol economics in the US market and attractive natural gas feedstock costs</li> </ul>
OCI Beaumont	<ul> <li>Acquired and rehabilitated in 2011 – full capacity utilization rates achieved in Q4 2012</li> </ul>
Deaumont	<ul> <li>Completed IPO of 21.7% of OCI Partners LP (OCIP), the owner and operator or OCI Beaumont, in October 2013</li> </ul>
	— Net proceeds to OCI were \$ 295 million, current market value to OCI is c.\$ 1.3 billion
	— Following capital contributions in exchange for common units in 2014 and 2015, OCI N.V. owns 79.88%
25% Increase	<ul> <li>Debottlenecking and turnaround project, completed in April 2015, has generated 25% increase in ammonia and methanol production design capacity and is expected to have improved production reliability</li> </ul>
in Capacity from Q2 2015	<ul> <li>Project to meet full capacity utilization from Q2 2015 onwards</li> </ul>
	<ul> <li>Expect increased margins; current headcount unchanged</li> </ul>

	Methanol Custome	rs		Ammonia Custome	rs
	Terms	Delivery (LTM)		Terms	Delivery (LT
Contract Life:	2-5 Years / Renewable	Pipeline Barge	Contract Life: N	Nonthly	Barge
Pricing:	Jim Jordan Minus	34%	Pricing: T	ampa CFR Minus	
Payment Terms	: 25-30 Days	66%	Payment Terms: 3	0 Days	100%
Key Customers:			Key Customers:	RENTECH & Transam	monia KO

## Upside Potential from Sorfert Algeria and Egyptian Operations

	Sorfert ramping up successfully:
	– 1.4 million metric tons of ammonia and urea sold in 2014
Sorfert	– Running at times above design capacity and on track to reach full potential in 2015
(Algeria)	<ul> <li>Sorfert benefits from a competitive low price long-term gas contract</li> </ul>
	<ul> <li>Significant contributor to Consolidated Group EBITDA in 2014</li> </ul>
	Rapid deleveraging in Sorfert due to strong cash flow as well as forex translation gains
	Egyptian government has taken several steps to address gas supply issue:
	– First shipments of imported LNG arrived in April 2015 which has improved supply to the fertilizer industry
	<ul> <li>Blended cost (domestic + gas imports) to government below levels charged to industry</li> </ul>
EFC & EBIC	<ul> <li>Expect improved natural gas supply from Q2 2015 onwards resulting from government's efforts</li> </ul>
(Egypt)	- Upside potential for our Egyptian operations if higher utilization rates persist
	EFC and EBIC remain globally competitive:
	<ul> <li>Formula-based pricing natural gas feedstock cost to OCI</li> </ul>
	Tormana based pricing natural gas jecustock cost to oer





Greenfield Projects

## Iowa Fertilizer Company Greenfield – Completion Q4 2015

Plant Overview	<ul> <li>Greenfield nitrogen fertilizer plant (ammonia, urea, UAN and DEF)</li> <li>First world scale natural gas-based greenfield nitrogen fertilizer plant built in the United States in nearly 25 years</li> <li>Strategic location: in the heart of US Midwest corn belt</li> <li>Broke ground on 19 November 2012 and scheduled to begin production in Q4 2015</li> <li>Construction capabilities: leveraged Orascom Engineering &amp; Construction as the EPC contractor</li> <li>Investment cost: approximately \$ 1.9 bn</li> </ul>
Financing	<ul> <li>Issued \$ 1.2 bn Midwest Disaster Area tax-exempt bond - average interest rate of 5.12%</li> <li>Bond issuance is rated BB- by both S&amp;P and Fitch and represents the largest non-investment grade transaction ever sold in the US tax-exempt market</li> </ul>

Construction on Schedule: c.88% complete as of 31 Mar 2015





## Barriers to Entry are High in North America

#### Limited new nitrogen fertilizer capacity expected in North America

#### Nitrogen facilities are time and capital intensive

- Capex for greenfield construction now significantly higher than 2012, depending on size, capacity and financing of project
- Typical nitrogen plant can take 5-7 years from conception to production
- Project financing difficult to source
- Cheap debt or project bonds not readily available for smaller developers

#### Diminishing value proposition of US greenfield projects

- Limited availability of EPC contractors and labour for new projects
- Difficulty in securing fixed price EPC
- Rapidly increasing capital costs and first mover's advantage have negatively impacted profitability of upcoming facilities
- Not all announced projects will materialize
- The United States set to remain a net importer of nitrogen fertilizer until at least 2020
  - Limited new capacity (green- or brownfield)
  - Delays in start of construction or announced cancellations



## Natgasoline LLC Greenfield – Scheduled for Completion Early 2017

#### Natgasoline LLC

- World scale greenfield methanol production complex currently under development
- Expected to produce approximately 1.75 million metric tons of methanol per year
- Located in Beaumont, Texas, on plot adjacent to OCI Beaumont
- Air Liquide Global E&C Solutions will supply proven Lurgi MegaMethanol<sup>®</sup> process technology, which was developed for world-scale methanol plants with capacities greater than one million metric tons per annum
- Agreement with Air Liquide to purchase oxygen and other industrial gases over the fence

#### **Construction Progress**

- All required permits received during Q3 2014
- Crucial EPA permit on 29 September 2014
- Procurement of long lead items has been completed
- Construction has started scheduled for completion in early 2017







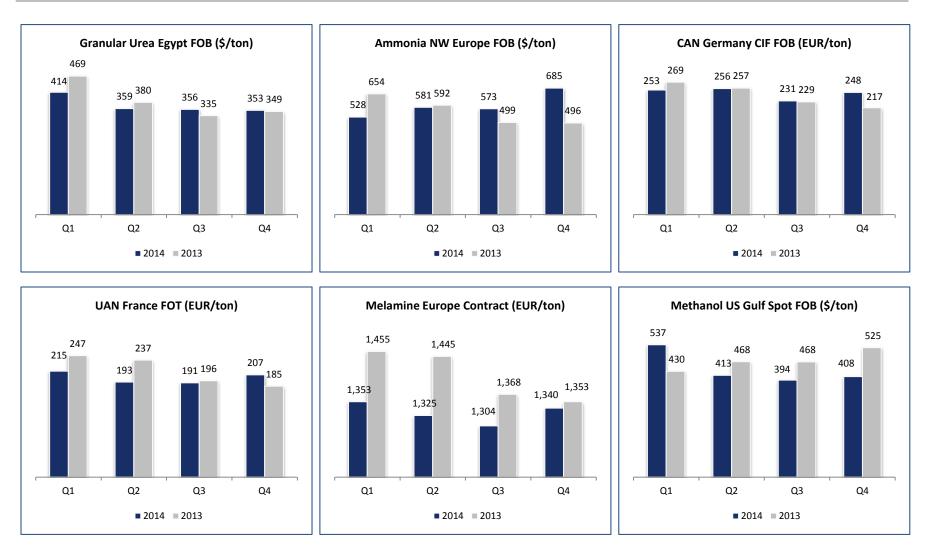
Product Volumes and Prices in 2014

## Operational Highlights 2014 Product Sales Volumes

'000 metric tons	2014	2013	%Δ	Q1 2014	Q2 2014	Q3 2014	Q4 2014
Granular urea							
OCI Product Sold	1,470.0	834.0	76.3%	430.1	315.3	394.6	330.0
Third Party Traded	56.2	594.1	nm	25.6	0.9	5.3	24.4
Total Granular Urea	1,526.2	1,428.1	6.9%	455.7	316.2	399.9	354.4
Ammonia							
OCI Product Sold	1,333.4	1,029.9	29.5%	313.0	360.2	390.9	269.3
Third Party Traded	528.8	179.6	194.4%	112.0	135.4	168.3	113.1
Total Ammonia	1,862.2	1,209.5	54.0%	 425.0	495.6	559.2	382.4
Calcium Ammonium Nitrate (CAN)							
OCI Product Sold	1,158.7	1,131.0	2.4%	383.0	177.3	318.5	279.9
Total CAN	1,158.7	1,131.0	2.4%	383.0	177.3	318.5	279.9
Urea Ammonium Nitrate (UAN)							
OCI Product Sold	321.1	358.1	-10.3%	104.9	50.3	87.4	78.5
Third Party Traded	76.0	105.9	-28.2%	36.3	7.3	23.5	8.9
Total UAN	397.1	464.0	-14.4%	141.2	57.6	110.9	87.4
Ammonium Sulphate (AS)							
Third Party Traded	1,694.6	1,648.5	2.8%	475.4	389.5	403.1	426.6
Total AS	1,694.6	1,648.5	2.8%	475.4	389.5	403.1	426.6
Total Fertilizers							
OCI Product Sold	4,283.2	3,353.0	27.7%	1,231.0	903.1	1,191.4	957.7
Third Party Traded	2,355.6	2,528.1	-6.8%	649.3	533.1	600.2	573.0
Total Fertilizers	6,638.8	5,881.1	12.9%	1,880.3	1,436.2	1,791.6	1,530.7
Industrial Chemicals							
Melamine	165.5	146.5	13.0%	41.8	43.6	38.3	41.8
Methanol	613.7	610.9	0.5%	144.4	161.1	157	151.2
Total industrial chemicals	779.2	757.4	2.9%	186.2	204.7	195.3	193.0
Total							
OCI Product Sold	5,062.4	4,110.4	23.2%	1,417.2	1,107.8	1,386.7	1,150.7
Third Party Traded	2,355.6	2,528.1	-6.8%	 649.3	533.1	600.2	573.0
Total Product Volumes	7,418.0	6,638.5	11.7%	2,066.5	1,640.9	1,986.9	1,723.7



# Operational Highlights 2014 Benchmark Prices





2014 Financial Statements

## **Consolidated Income Statement**

Cost of sales         -1,949.4         -1,864           Gross profit         736.4         6612           Other income         15.2         294           Selling, general and administrative expenses         -265.1         -200           Other expenses         -4.7         -85           Transaction cost / Donation cost         -266.2         -48           Operating profit / (loss)         215.6         529           Finance income         212.8         76           Finance cost         -272.2         -280           Net finance cost         -270.4         -203           Income from associates (net of tax)         115.8         77           Net profit / (loss) before income tax         -11.0         334           Income tax         -150.0         -273.2         -280           Net profit / (loss) from continuing operations (net of tax)         -15.8         77           Net profit / (loss) from continuing operations (net of tax)         -96.1         -33           Total net profit / (loss)         449.9         255           Profit / (loss) attributable to:         -         -           Owners of the Company (continuing operations)         -115.4         -16           Non-controlling interest         <	\$ millions	2014	2013 Restated
Gross profit         736.4         612           Other income         15.2         294           Selling, general and administrative expenses         -265.1         -209           Other expenses         -4.7         -88           Transaction cost / Donation cost         -266.2         -88           Operating profit / (loss)         215.6         529           Finance income         21.8         76           Finance cost         -272.2         -286           Vet finance cost         -250.4         -203           Income from associates (net of tax)         15.8         7           Profit / (loss) before income tax         119.0         334           Income tax         565.0         -71           Net profit / (loss) from continuing operations         546.0         263           Net profit / (loss) from discontinued operations (net of tax)         -96.1         -3           Total net profit / (loss)         70444.1         313           Owners of the Company (continuing operations)         444.1         313           Owners of the Company (discontinued operations)         -115.4         -16           Non-controlling interest         121.2         -36           Net profit / (loss) per share         1.604 <td>Revenue</td> <td>2,685.8</td> <td>2,477.5</td>	Revenue	2,685.8	2,477.5
Other income         15.2         294           Selling, general and administrative expenses         -265.1         -202           Other expenses         -4.7         -85           Transaction cost / Donation cost         -266.2         -85           Operating profit / (loss)         215.6         529           Finance cost         212.6         529           Finance cost         -272.2         -280           Net finance cost         -250.4         -203           Income from associates (net of tax)         115.8         7           Profit / (loss) before income tax         -19.0         334           Income tax         565.0         -711           Net profit / (loss) from continuing operations         546.0         263           Net profit / (loss) from discontinued operations (net of tax)         -96.1         -3           Total net profit / (loss) from discontinued operations)         449.9         259           Owners of the Company (continuing operations)         449.9         259           Owners of the Company (discontinued operations)         -115.4         -120           Owners of the Company (discontinued operations)         -249.9         259           Earnings / (loss) per share for total operations (\$)         449.9         2	Cost of sales	-1,949.4	-1,864.6
Selling, general and administrative expenses         -265.1         -202           Other expenses         -4.7         -85           Transaction cost / Donation cost         -266.2         -85           Operating profit / (loss)         215.6         529           Seling, general and administrative expenses         21.8         76           Operating profit / (loss)         21.8         76           Finance income         21.8         76           Finance cost         -272.2         -280           Net finance cost         -275.4         -203           Income from associates (net of tax)         115.8         77           Profit / (loss) before income tax         -19.0         334           Income tax         565.0         -71           Net profit / (loss) from continuing operations         546.0         263           Net profit / (loss) from discontinued operations (net of tax)         -96.1         -33           Total net profit / (loss) from discontinued operations)         449.9         2259           Owners of the Company (continuing operations)         -115.4         -115           Non-controlling interest         121.2         -36           Non-controlling interest         12603         1.40           Prof	Gross profit	736.4	612.9
Other expenses         -4.7         -85           Transaction cost / Donation cost         -266.2         -85           Operating profit / (loss)         215.6         529           Finance income         21.8         76           Finance cost         -272.2         -280           Net finance cost         -250.4         -203           Income from associates (net of tax)         15.8         77           Profit / (loss) before income tax         -19.0         334           Income tax         565.0         -71           Net profit / (loss) from continuing operations (net of tax)         -96.1         -33           Total net profit / (loss) from discontinued operations (net of tax)         -96.1         -33           Total net profit / (loss)         2439         255           Profit / (loss) attributable to:	Other income	15.2	294.5
Transaction cost / Donation cost         -266.2         -88           Operating profit / (loss)         215.6         529           Finance income         21.8         76           Finance cost         -272.2         -2800           Net finance cost         -250.4         -2003           Income from associates (net of tax)         15.8         77           Profit / (loss) before income tax         -19.0         334           Income tax         565.0         -71           Net profit / (loss) from continuing operations         546.0         2633           Net profit / (loss) from discontinued operations (net of tax)         -96.1         -333           Owners of the Company (continuing operations)         444.1         3133           Owners of the Company (discontinued operations)         -115.4         -18           Non-controlling interest         -115.4         -18           Non-controlling interest         -13.0         -255           Earnings / (loss) per share for total operations (\$)         449.9         255           Basic earnings (loss) per share         1.603         1.44           Diluted earnings (loss) per share         1.603         1.44           Diluted earnings per share         1.603         1.40	Selling, general and administrative expenses	-265.1	-202.9
Operating profit / (loss)         215.6         529           Finance income         21.8         76           Finance cost         -272.2         -280           Net finance cost         -270.4         -203           Income from associates (net of tax)         15.8         77           Profit / (loss) before income tax         -19.0         334           Income tax         565.0         -71           Net profit / (loss) from continuing operations         546.0         263           Net profit / (loss) from discontinued operations (net of tax)         -96.1         -3           Total net profit / (loss)         -96.1         -3           Owners of the Company (continuing operations)         444.9         255           Owners of the Company (discontinued operations)         -115.4         -18           Owners of the Company (discontinued operations)         -115.4         -18           Owners of the Company (discontinued operations)         212.2         -36           Net profit / (loss) per share for total operations (\$)         249.9         259           Earnings / (loss) per share         1.604         1.4           Diluted earnings (loss) per share         1.603         1.4           Earnings / (loss) per share         1.603         1	Other expenses	-4.7	-85.3
Finance income       21.8       76         Finance cost       -272.2       -280         Net finance cost       -250.4       -203         Income from associates (net of tax)       15.8       7         Profit / (loss) before income tax       -19.0       334         Income tax       565.0       -71         Net profit / (loss) from continuing operations (net of tax)       -96.1       -3         Net profit / (loss) from discontinued operations (net of tax)       -96.1       -3         Total net profit / (loss) attributable to:       -       -         Owners of the Company (continuing operations)       444.1       313         Owners of the Company (discontinued operations)       -115.4       -18         Owners of the Company (discontinued operations)       -115.4       -18         Owners of the Company (discontinued operations)       449.9       259         Earnings / (loss) per share for total operations (\$)       449.9       259         Basic earnings (loss) per share       1.604       1.4         Diluted earnings (loss) per share       1.603       1.4         Earnings / (loss) per share for continuing operations (\$)       -       -         Basic earnings per share       2.168       1.55	Transaction cost / Donation cost	-266.2	-89.3
Finance cost         -272.2         -280           Net finance cost         -250.4         -203           Income from associates (net of tax)         115.8         7           Profit / (loss) before income tax         115.8         7           Income tax         565.0         -71           Net profit / (loss) from continuing operations         546.0         263           Net profit / (loss) from discontinued operations (net of tax)         -96.1         -3           Total net profit / (loss)         -96.1         -3           Profit / (loss) attributable to:         -96.1         -3           Owners of the Company (continuing operations)         -444.9         259           Owners of the Company (discontinued operations)         -115.4         -18           Non-controlling interest         -121.2         -36           Net profit / (loss)         449.9         259           Earnings / (loss) per share for total operations (\$)         -115.4         -18           Basic earnings (loss) per share         1.604         1.4           Diluted earnings (loss) per share         1.603         1.4           Earnings / (loss) per share for continuing operations (\$)         -         -           Basic earnings per share         2.168         1.55 <td>Operating profit / (loss)</td> <td>215.6</td> <td>529.9</td>	Operating profit / (loss)	215.6	529.9
Net finance cost-250.4-203Income from associates (net of tax)15.87Profit / (loss) before income tax-19.0334Income tax565.0-71Net profit / (loss) from continuing operations546.0263Net profit / (loss) from discontinued operations (net of tax)-96.1-3Total net profit / (loss)449.9259Profit / (loss) attributable to:	Finance income	21.8	76.8
Income from associates (net of tax)15.8Profit / (loss) before income tax-19.0Income tax565.0Net profit / (loss) from continuing operations546.0Net profit / (loss) from discontinued operations (net of tax)-96.1Total net profit / (loss)449.9Profit / (loss) attributable to:	Finance cost	-272.2	-280.0
Profit / (loss) before income tax-19.0334Income tax565.0-71Net profit / (loss) from continuing operations546.0263Net profit / (loss) from discontinued operations (net of tax)-96.1-3Total net profit / (loss)449.9259Profit / (loss) attributable to:	Net finance cost	-250.4	-203.2
Income tax565.0-71Net profit / (loss) from continuing operations546.0263Net profit / (loss) from discontinued operations (net of tax)-96.1-3Total net profit / (loss)449.9259Profit / (loss) attributable to:Owners of the Company (continuing operations)444.1313Owners of the Company (discontinued operations)-115.4-18Non-controlling interest121.2-36Net profit / (loss) per share for total operations (\$)449.9259Earnings / (loss) per share1.6041.4Diluted earnings (loss) per share1.6031.44Earnings / (loss) per share for continuing operations (\$)Basic earnings per share2.1681.55	Income from associates (net of tax)	15.8	7.4
Net profit / (loss) from continuing operations546.0263Net profit / (loss) from discontinued operations (net of tax)-96.1-3Total net profit / (loss)449.9259Profit / (loss) attributable to:	Profit / (loss) before income tax	-19.0	334.1
Net profit / (loss) from discontinued operations (net of tax)-96.1-3Total net profit / (loss)449.9259Profit / (loss) attributable to:	Income tax	565.0	-71.1
Total net profit / (loss)449.9259Profit / (loss) attributable to:Owners of the Company (continuing operations)444.1313Owners of the Company (discontinued operations)-115.4-18Non-controlling interest121.2-36Net profit / (loss)449.9259Earnings / (loss) per share for total operations (\$)449.9259Basic earnings (loss) per share1.6041.44Diluted earnings (loss) per share1.6031.44Earnings / (loss) per share for continuing operations (\$)2.1681.55	Net profit / (loss) from continuing operations	546.0	263.0
Profit / (loss) attributable to:444.1Owners of the Company (continuing operations)444.1Owners of the Company (discontinued operations)-115.4Non-controlling interest121.2Net profit / (loss)449.9Earnings / (loss) per share for total operations (\$)1.604Basic earnings (loss) per share1.603Diluted earnings (loss) per share for continuing operations (\$)1.603Basic earnings per share2.168Basic earnings per share1.503	Net profit / (loss) from discontinued operations (net of tax)	-96.1	-3.8
Owners of the Company (continuing operations)444.1313Owners of the Company (discontinued operations)-115.4-115.4Non-controlling interest121.2-36Net profit / (loss)449.9259Earnings / (loss) per share for total operations (\$)-116.041.44Basic earnings (loss) per share1.6031.44Diluted earnings (loss) per share for continuing operations (\$)-116.031.44Basic earnings per share2.1681.55	Total net profit / (loss)	449.9	259.2
Owners of the Company (discontinued operations)-115.4-18Non-controlling interest121.2-36Net profit / (loss)449.9259Earnings / (loss) per share for total operations (\$)-16041.44Basic earnings (loss) per share1.6031.44Diluted earnings (loss) per share for continuing operations (\$)-16031.44Basic earnings per share for continuing operations (\$)-16031.44Basic earnings per share2.1681.55	Profit / (loss) attributable to:		
Non-controlling interest121.2-36Net profit / (loss)449.9259Earnings / (loss) per share for total operations (\$)1.6041.44Basic earnings (loss) per share1.6031.44Diluted earnings (loss) per share1.6031.44Basic earnings per share for continuing operations (\$)1.6031.44Basic earnings per share for continuing operations (\$)1.6031.44Basic earnings per share1.6031.44Basic earnings per share1.55	Owners of the Company (continuing operations)	444.1	313.3
Net profit / (loss)449.9259Earnings / (loss) per share for total operations (\$)Basic earnings (loss) per share1.6041.44Diluted earnings (loss) per share1.6031.44Earnings / (loss) per share for continuing operations (\$)Basic earnings per share2.1681.54	Owners of the Company (discontinued operations)	-115.4	-18.1
Earnings / (loss) per share for total operations (\$)Basic earnings (loss) per shareDiluted earnings (loss) per shareEarnings / (loss) per share for continuing operations (\$)Basic earnings per share2.168	Non-controlling interest	121.2	-36.0
Basic earnings (loss) per share1.6041.4Diluted earnings (loss) per share1.6031.4Earnings / (loss) per share for continuing operations (\$)2.1681.5	Net profit / (loss)	449.9	259.2
Basic earnings (loss) per share1.6041.4Diluted earnings (loss) per share1.6031.4Earnings / (loss) per share for continuing operations (\$)2.1681.5	Earnings / (loss) per share for total operations ( $\hat{s}$ )		
Diluted earnings (loss) per share1.6031.403Earnings / (loss) per share for continuing operations (\$)2.1681.503Basic earnings per share2.1681.503		1 604	1.449
Earnings / (loss) per share for continuing operations (\$)Basic earnings per share2.1681.51			1.449
Basic earnings per share 2.168 1.5		1.005	1.400
		2 160	1.538
Diluted earnings per share 7.161 1.4	Diluted earnings per share	2.108	1.538



## Consolidated Results from Continuing Operations EBITDA Bridge | Non-Operating Events & One-off Items

\$ million	2014	2013	One-off item in P&L
Operating profit as reported	215.6	529.9	
Depreciation & amortization	308.4	218.3	
Donation cost	266.2	-	Donation Costs
Transaction cost	-	89.3	Transaction Costs
Gain on sale of Gavilon	-9.0	-262.1	Other income
Change in fair value of natural gas hedge	4.8	31.0	Other expenses
Reported EBITDA	786.0	606.4	
Expenses related to expansion projects	37.4	-	Selling, General, and Admin Expenses
Expenses related to tax dispute liability	10.0	-	Selling, General, and Admin Expenses
Sorfert idled capacity expenses	-	54.3	Other expenses
Prepayment of long-term contract	-	15.6	Selling, General, and Admin Expenses
Total one-off items	-309.4	71.9	
Operating profit excluding one-off items	525.0	458.0	
EBITDA excluding one-off items	833.4	676.3	

## Consolidated Results from Continuing Operations Net Income Bridge | Non-Operating Events & One-off Items

- The net impact of the reversal of the tax dispute liability amounts to \$ 337.9 million
- Foreign exchange losses in 2014 are related to intercompany financing of our activities in the United States through Eurodenominated funding. The loss has no impact on our external financial position.

\$ million	2014	2013	One-off item in P&L
Net income from continuing operations	444.1	313.3	
One-off items in EBITDA	309.4	-71.9	
Tax dispute settlement reversal	-557.0	-	Income tax
Interest on tax settlement (non-cash)	-36.6	36.6	Finance expenses
Forex gain on tax settlement	-9.5	-44.1	Finance income
Forex loss on intercompany loans	72.9	-	Finance expenses
Tax relief one-off items	-15.2	-22.3	Income tax
Sorfert idled capacity expenses - adjustment for minorities	-	-26.6	Non-controlling interest
Total one-off items in net income	-236.0	-128.3	
Net income from continuing operations excl. one-offs	208.1	185.0	



## Consolidated Balance Sheet - Assets

\$ millions	2014	2013 Pro forma/ unaudited	2013 Restated
Assets			
Non-current assets			
Property, plant and equipment	5,272.4	4,509.3	4,773.4
Goodwill and other intangible assets	932.9	964.1	984.3
Trade and other receivables	49.7	43.1	76.8
Equity accounted investees	37.9	36.1	517.1
Other investments	22.9	50.0	51.0
Deferred tax assets	50.1	60.6	67.6
Total non-current assets	6,365.9	5,663.2	6,470.2
Current assets			
Inventories	178.5	186.0	367.5
Trade and other receivables	344.0	444.4	1,282.1
Contracts receivables	-	-	375.4
Other investments	31.2	-	-
Current income tax receivable	272.6	-	-
Cash and cash equivalents	846.6	1,570.2	1,990.2
Assets held for sale	-	-	2.4
Assets held for demerger	2,538.5	2,624.0	-
Total current assets	4,211.4	4,824.6	4,017.6
Total assets	10,577.3	10,487.8	10,487.8



## Consolidated Balance Sheet – Equity and Liabilities

ć ustilione	2014	2013	2013	
\$ millions		Proforma/ unaudit	Restated	
Equity				
Share capital	273.3	272.1	272.1	
Share premium	1,447.6	1,441.8	1,441.8	
Reserves	196.5	109.6	109.6	
Retained earnings	201.5	-102.2	-102.2	
Equity attributable to owners of the Company	2,118.9	1,721.3	1,721.3	
Non-controlling interest	418.9	366.3	366.3	
Total equity	2,537.8	2,087.6	2,087.6	
Liabilities				
Non-current liabilities				
Loans and borrowings	4,638.5	4,441.1	4,497.2	
Trade and other payables	30.9	16.7	75.8	
Provisions	19.4	19.2	19.2	
Deferred tax liabilities	343.4	371.4	375.7	
Income tax payables	-	207.4	414.7	
Total non-current liabilities	5,032.2	5,055.8	5,382.6	
Current liabilities				
Loans and borrowings	402.2	677.2	1,428.0	
Trade and other payables	432.7	283.0	1,002.3	
Billing in excess of construction contracts	-	-	140.9	
Provisions	301.1	35.1	108.2	
Income tax payables	58.7	202.7	338.2	
Liabilities held for demerger	1,812.6	2,146.4		
Total current liabilities	3,007.3	3,344.4	3,017.6	
Total liabilities	8,039.5	8,400.2	8,400.2	
Total equity and liabilities	10,577.3	10,487.8	10,487.8	



## 2014 Results Debt Overview

- As at 31 December 2014, OCI N.V. had total gross debt outstanding of \$ 5,040.7 million
- Net debt of \$4,194.1 million as at 31 Dec. 2014 is an 18.1% increase over 31 Dec. 2013, driven by capex for IFCO and Natgasoline
- The majority of OCI N.V's total debt outstanding is held at the operating company level and is financed through operating cash flows

\$ millions	Description	Companies	Gross Debt	Cash	Net debt
Joint Venture Debt	<ul> <li>Debt at entities where OCI's stake is less than 100%</li> <li>Debt is non-recourse to OCI N.V., although fully consolidated on the group's balance sheet</li> </ul>	<ul> <li>Sorfert</li> <li>EBIC</li> <li>OCI Beaumont</li> </ul>	1,764.5	167.7	1,596.8
Operating Company Debt	<ul> <li>100% owned operating companies' debt is organized against operating company cash flow and is non-recourse to HoldCo</li> <li>Corporate support is available from OCI N.V. with Board approvals</li> </ul>		1,119.5	107.4	1,012.1
Project Finance Debt	<ul> <li>Project finance debt which can remain with companies after completion of construction</li> <li>All project finance debt is ring-fenced and non-recourse to OCI N.V.</li> <li>Debt is raised through banks or capital markets</li> <li>Long tenures financed by operating cash flow</li> </ul>	· IFCo	1,172.3	426.4	745.9
Holding Company Debt	<ul> <li>Full responsibility of OCI N.V.</li> <li>Supported by investment asset values and dividends received from subsidiaries</li> </ul>	· OCI N.V. · Other	984.4	145.1	839.3
Total		·	5,040.7	846.6	4,194.1

## **Cash Flow Statement**

	2014	2013
\$ millions	2014	Restated
Net profit / (loss) from continuing operations	449.9	259.2
Adjustments for:		
Net proft / (loss) from discontinued operations	96.1	3.8
Depreciation and amortization	308.4	218.3
Interest income	-9.0	-6.0
Interest expense	199.2	278.5
Foreign exchange gain and loss and others	60.2	-69.3
Share in income of equity accounted investees	-15.8	-7.4
Gain from assets held for sale	-9.0	-262.1
Share-based payment transactions	11.9	11.6
Income tax expense	-565.0	71.1
Transaction cost	-	89.3
Changes in:		
Inventories	7.5	-25.8
Trade and other receivables	88.6	11.5
Trade and other payables	140.8	-69.1
Provisions	262.3	15.3
Cash flows:		
Interest paid	-284.5	-308.1
Interest received from equity accounted investees	9.0	6.0
Income taxes paid	-30.6	-48.8
Income tax litigation payment	-	-180.2
Transaction expense paid	-	-242.0
Cash flow from / (used in) operating activities (continuing operations)	720.0	-254.2
Investments in property, plant and equipment	-1,211.0	-687.0
Proceeds from sale of other investments	9.0	1,829.9
Proceeds from sale of other investments	33.0	33.0
Cash flow from / (used in) investing activities (continuing operations)	-1,169.0	1,175.9



## Cash Flow Statement (Continued)

\$ millions	2014	20131
Ş millions		Restated
Proceeds share issuance	-	355.6
Proceeds from sale of treasury share	37.7	91.2
Purchase of treasury shares	-62.1	-20.5
Proceeds from borrowings	550.0	2,573.3
Repayment of borrowings	-433.2	-2,098.9
Orascom Construction Industries S.A.E. shares acquired		-90.0
Dividends paid	-57.1	-39.7
Financing related to discontinued operations	-390.0	-459.0
Cash flows from / (used in) financing activities (continuing operations)	-354.7	312.0
Net cash flows from / (used in) continuing operations	-803.7	1,233.7
Cash flows from / (used in) operating activities	-27.4	-423.4
Cash flows from / (used in) investing activities	-69.6	5.0
Cash flows from / (used in) financing activities	45.9	410.6
Net cash flows from / (used in) discontinued operations	-51.1	-7.8
Net increase (decrease) in cash and cash equivalents	-854.8	1,225.9
Cash and cash equivalents at 1 January	1,990.2	762.5
Currency translation adjustments	-20.2	1.8
Cash and cash equivalents at 31 December	1,115.2	1,990.2
Presentation in the statement of financial position		
Cash and cash equivalents	846.6	1990.2
Bank overdraft	-100.3	-
Less cash and cash equivalents in discontinued operations	368.9	-
Cash and cash equivalents at 31 December	1,115.2	1,990.2



Listing Information



#### **Listing Information**

- 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
- Market cap: EUR 5.5 billion as at 14 May 2015
- Options trading: Euronext introduced options on OCI N.V. shares as of 13 December 2013
- Index inclusions: trading as part of the AEX, 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%

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