



OCI N.V. Roadshow Presentation

30 September – 3 October 2013

Company Overview

Listing Information:

- Listed on the NYSE Euronext Amsterdam on 25 January 2013
- Market capitalization of EUR 5.2 billion as at 27 September 2013
- Trading as part of the AMX Index on 23 September 2013, and AEX Index inclusion is expected in 2014
- Further inclusion in pan-European indices is expected imminently
- OCI N.V. has a level 1 over-the-counter ADR program on the OTCQX International Premier marketplace

- A leading global nitrogen fertilizer producer and engineering & construction contractor.
- **Re-domiciled:** from Egypt to The Netherlands through an exchange and tender offer for Egypt-listed OCI S.A.E.
 - Currently owns 97.4% of OCI S.A.E. and is taking the necessary steps to acquire the remaining shares.
- **Fertilizer Group:**
 - Top 5 five global nitrogen-based fertilizer producer with a production capacity of c. 7 million tons per annum (mtpa);
 - Facilities in The Netherlands, USA, Egypt and Algeria;
 - An international distribution platform spanning 5 continents.
- **Construction Group:**
 - Primarily focused on infrastructure, industrial and high-end commercial projects;
 - Present in the Middle East, North Africa, Europe, USA and Central Asia;
 - Backlog of US\$ 6.34 billion as at 30 June 2013.
- **Ownership:** The Sawiris family collectively owns 57% of the outstanding shares.
- Employs approximately 75,000 people worldwide.

Fertilizer Group



Construction Group

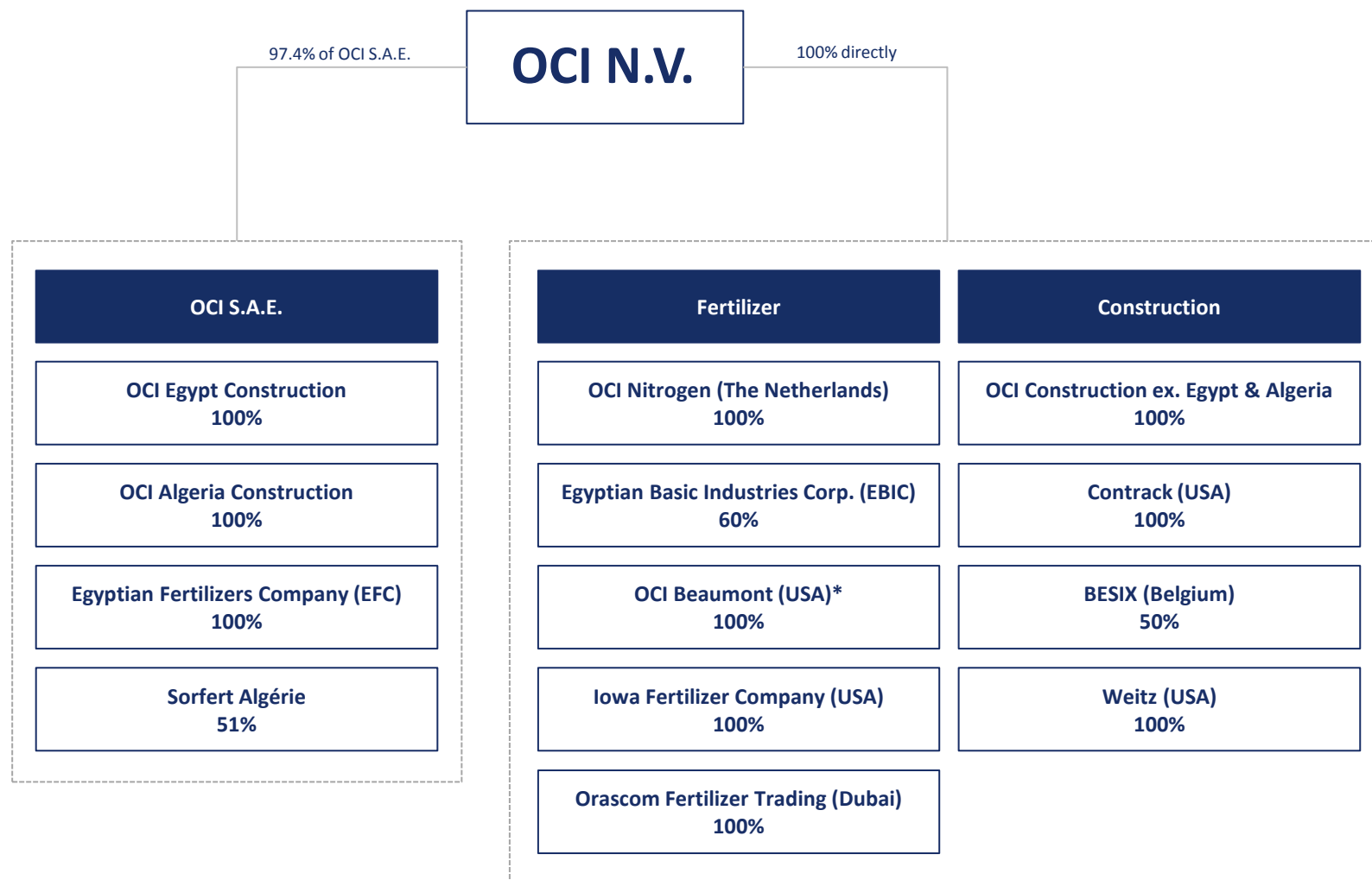


Company History



Ownership Structure Post-Completion of Tender Offer

- OCI N.V. directly owns all international operations through The Netherlands
- OCI S.A.E. owns the Egyptian and Algerian construction operations, EFC and Sorfert



Note: chart depicts effective operational structure; does not reflect Company legal structure.

*Announced IPO of up to 25% of entity.

Fertilizer Group: Ramping-Up Capacity

- OCI Nitrogen is the second largest CAN producer in Europe and the largest melamine producer 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 - ktpa ¹									
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	-	-
Year End 2013	4,525	2,145	2,810	250⁵	1,400	6,605	730	190	-
OCI Beaumont Post Expansion	305	305	-	-	-	305	913	-	-
Year End 2014	4,565	2,185	2,810	250⁵	1,400	6,645	913	190	-
Iowa Fertilizer Company	800	185	250 ⁴	1,505	-	1,940	-	-	315
Year End 2016	5,365	2,370	3,060	1755⁵	1,400	8,585	913	190	315

- Sorfert commenced full production in August and exports in September.
- Addition of c. 2.2 mtpa from Iowa Fertilizer Company and OCI Beaumont debottlenecking.
- OCI Beaumont announced an IPO of 21.7%-25.0% of the Master Limited Partnership.
 - World's largest merchant methanol producer.
- World's largest melamine producer.
- World's largest AS distributor with 1 mtpa from Lanxess and 750 mtpa from DFI (a DSM subsidiary).

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

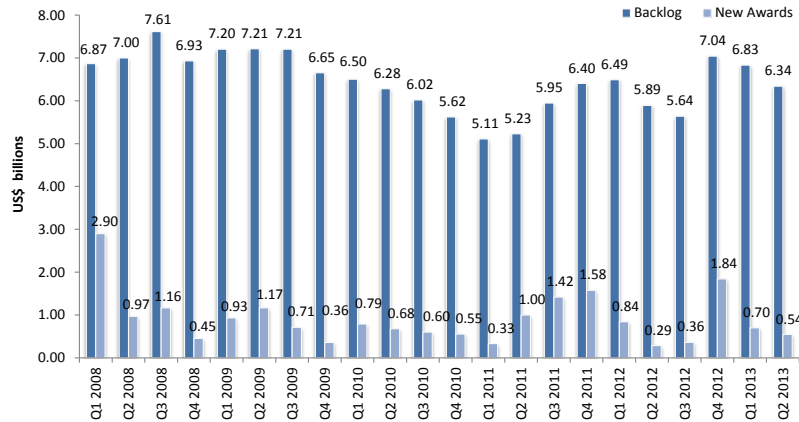
¹ Table not adjusted for OCI's stake in considered plant; ² UAN line constructed to capitalize on seasonal UAN price premiums over urea (swing capacity); ³ Captive capacity; ⁴ Urea sellable capacity increases to 420 ktpa if no Diesel Exhaust Fluid is produced;

⁵ Excludes EFC UAN swing capacity.

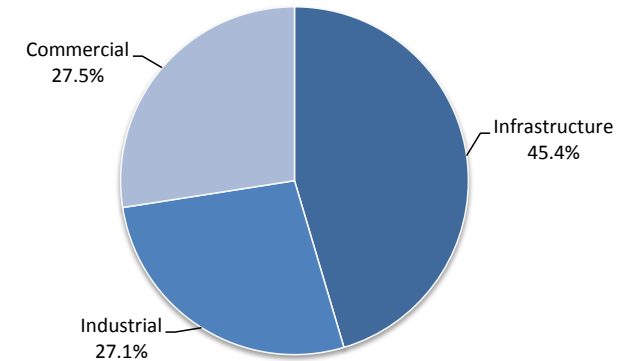


Construction Group: Expanding in New Markets

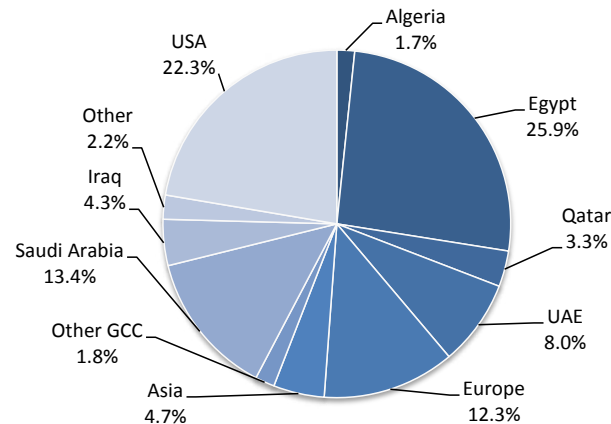
Backlog & New Awards by Quarter



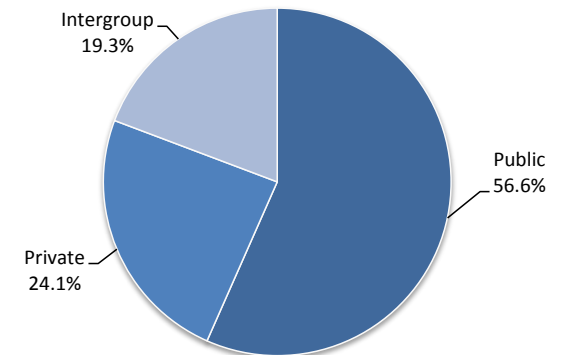
30 June 2013 Backlog by Sector



30 June 2013 Backlog by Geography



30 June 2013 Backlog by Client



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

Transformational Year

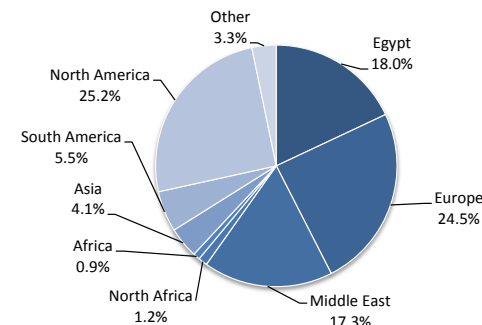
October 2012	Charged with tax claim by the Egyptian government	<ul style="list-style-type: none"> Settled in April 2013 for EGP 7.1 billion (c. US\$ 1 billion) over ten installments. The Company is exploring legal options.
November 2012	Gas curtailments at EFC / EBIC	<ul style="list-style-type: none"> Forced renegotiations of supply contracts. Cash flow reduction due to gas curtailments.
January 2013	OCI N.V. lists on the NYSE Euronext Amsterdam	<ul style="list-style-type: none"> Begins trading on 25 January 2013. Converts trading line to EUR from USD in August 2013 to facilitate higher liquidity.
January 2013	OCI N.V. launches GDR Exchange Offer	<ul style="list-style-type: none"> Offer concluded on 21 February 2013 with 99% acceptance, representing 75.7% of OCI S.A.E. ownership. OCI intends to re-open exchange offer for remaining GDRs on 30 September 2013.
May 2013	Iowa Fertilizer Co. issues US\$ 1.2 billion bond in US tax-exempt market	<ul style="list-style-type: none"> 3x oversubscribed and was the largest non-investment grade transaction ever sold in the US tax-exempt market. Equity of US\$ 570 million paid to an escrow account; capex fully pre-funded.
May 2013	Sonatrach and OCI renegotiate commercial agreement	<ul style="list-style-type: none"> Incorporates increased revenue sharing mechanism at certain levels. Maintains low production cost and ensured timely commissioning of Sorfert. Production started in August and exports in September.
June 2013	OCI N.V. launches tender offer for OCI S.A.E. local shares	<ul style="list-style-type: none"> 89.4% responded to the offer, resulting in 97.44% OCI N.V. ownership in OCI S.A.E. Announced launch of tender offer extension for remaining shares on 25 September 2013 to be conducted in October 2013 and January 2014.
August 2013	Amends gas supply agreements for EFC / EBIC	<ul style="list-style-type: none"> Amended the supply agreements to ensure reliable future supply.

Well-Diversified Portfolio

Diversified Revenue Base

- OCI N.V.'s diverse revenue base serves as a natural hedge against country risk.
- No single region exceeds 25% of total revenue.

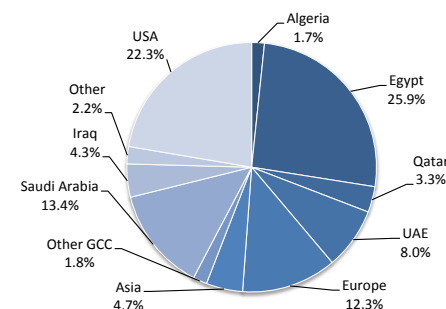
H1 2013 Revenue Breakdown



Diversified Construction Backlog

- Egyptian construction operations account for 25.9% of construction backlog as at 30 June 2013.
 - Includes US\$ 810 million JICA-funded (Japan) Egyptian museum.
- Construction Group is expanding in key new markets such as Saudi Arabia, Iraq and USA.

30 June 2013 Backlog Breakdown



EFC & Sorfert

- Among the lowest cost fertilizer producers in the world.
- Both entities are leveraged with non-recourse financing.

Looking Forward: Rebalancing to Financial Strength

- An improved credit profile, the ramp up of Sorfert and increased operating rates at the Egyptian plants allows management to focus on shareholder value creation

Cash Outflows in H1 2013

- Equity of US\$ 570 million for Iowa Fertilizer Company fully paid to an escrow account.
 - First tax settlement payment of US\$ 360 million.
 - Transaction costs for OCI N.V. tender offer for OCI S.A.E. shares.
 - Reduction in EFC and EBIC cash generation.
- Resulted in increased gross debt.

Improving Net Debt Position Going Forward

- **Rapid deleveraging:** through divestment proceeds and ramp-up of fertilizer capacity.
- **Convertible bond and equity offerings:** proceeds of EUR 439 million, extending debt maturity profile.
- **Growth capex** all fully pre-funded:
 - Iowa Fertilizer equity in escrow account;
 - OCI Beaumont debottlenecking to be financed by IPO proceeds.
- **Low maintenance capex requirement.**
- **Divestment proceeds:**
 - Proceeds of US\$ 430 million received from the sale of Gavilon agribusiness—further proceeds expected from sale of Gavilon energy business;
 - Up-streamed cash from the OCI Beaumont MLP IPO;
 - Minority stake in Notore.
- **Ramp-up of production:** Sorfert and resumption of operating rates at Egyptian plants.

Appendix

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 29180,180 shares
- Key shareholders remain unchanged

Tender Offer Completion

- OCI N.V. launched a share exchange offer with a cash alternative for OCI S.A.E.'s outstanding ordinary shares listed on the EGX on 27 June 2013, concluding with OCI N.V. owning 97.4% of OCI S.A.E.
 - 89.4% of the offer size responded, with 58.1% tendering for cash and 31.3% for swap;
 - Cascade Investment, Southeastern Asset Management and Davis Selected Advisers provided US\$ 1 billion to finance the cash elections.
- OCI N.V. is extending the tender offer for the remaining 3.3 million local shares at the MTO price of EGP 255 per share.
 - The first extension period will be 29 Sept – 3 October 2013 and the second extension period will be 19 – 23 January 2014.
- The Company intends to re-open the exchange offer for the remaining GDRs on 30 September 2013.
- Also expects to make an announcement for holders of American Depositary Shares (ADSs) representing ordinary shares of OCI S.A.E. in due course, subject to receipt of all relevant regulatory approvals.

Transaction Rationale

- **Enhanced international credit profile:** deeper access to capital markets.
- **Enhanced investor profile:** attracts a wider investor base and facilitates higher share liquidity.
- **Growth opportunities:** raises the Group's international profile and creates more growth opportunities.
- **International governance:** international listing further underscores the Company's commitment to international governance and financial control standards.
- **NYSE Euronext Amsterdam listing:**
 - All up-streamed cash and dividends from the US operations to The Netherlands are tax exempt;
 - OCI already has a large operational presence in The Netherlands where it owns and operates a 2 mtpa diversified fertilizer and gas-based products complex.

Consolidated Interim 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%
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%

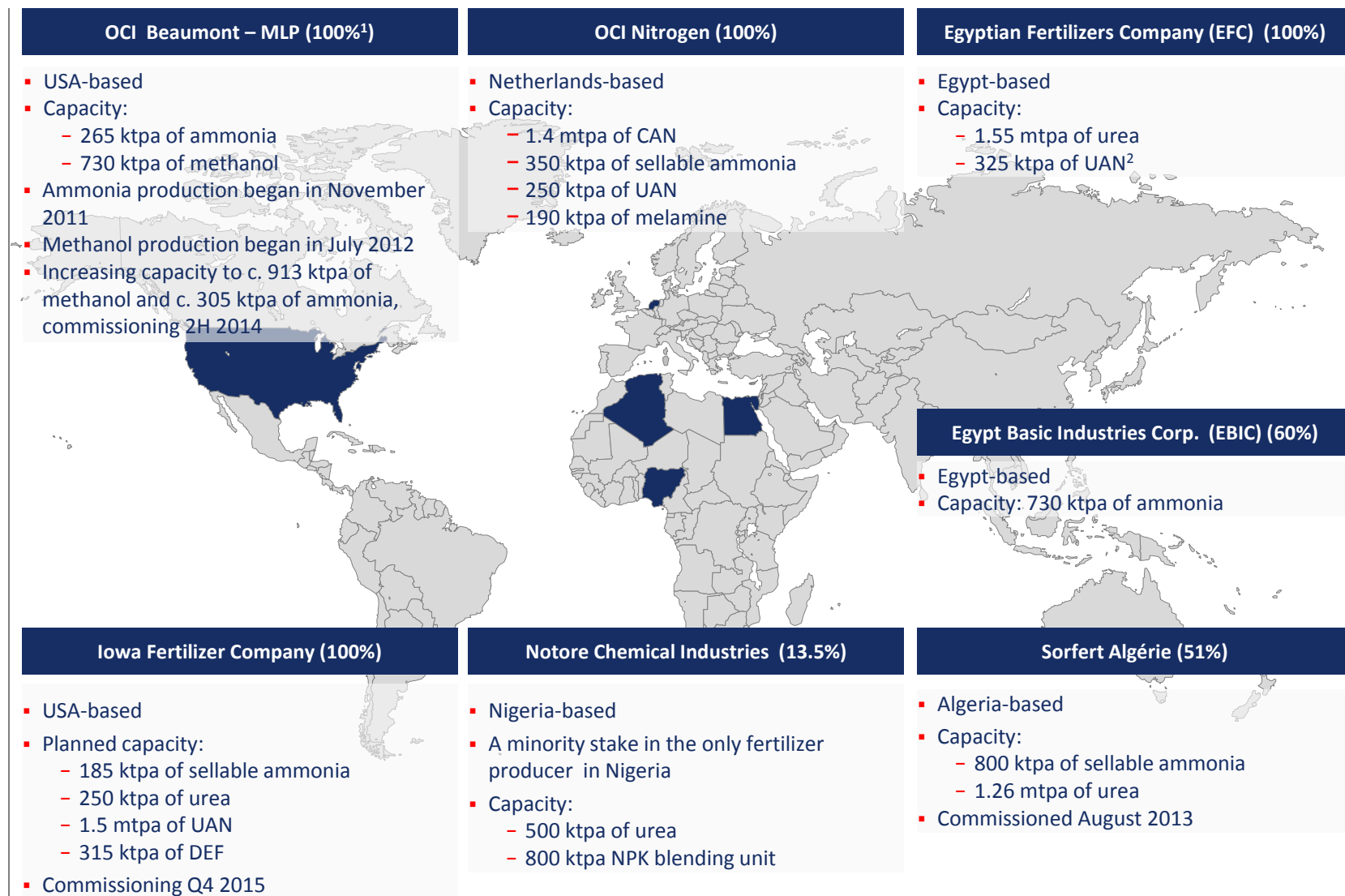
	30-Jun-13	31-Dec-12	Change
Total Debt	5,476.6	4,816.8	13.7%
Net Debt	4,661.0	3,790.5	23.0%
Shareholders' Equity	1,409.5	1,846.2	-23.7%
ROE	6.9%	8.2%	(-) 130bp

- Effects of gas curtailments at EFC and EBIC during H1 2013.
- Net Income includes impact of US\$ 45.1 million in one-off fees related to the OCI N.V. tender offer for OCI S.A.E. and impact of US\$ 23.6 million minority interest reflecting OCI N.V. ownership in OCI S.A.E. of 75.7% as at 30 June 2013.
 - Excluding these one-off items, H1 2013 net income totaled US\$ 124.7 million, a 38.2% decrease y-o-y.

*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

Fertilizer Group

Fertilizer Production Facilities

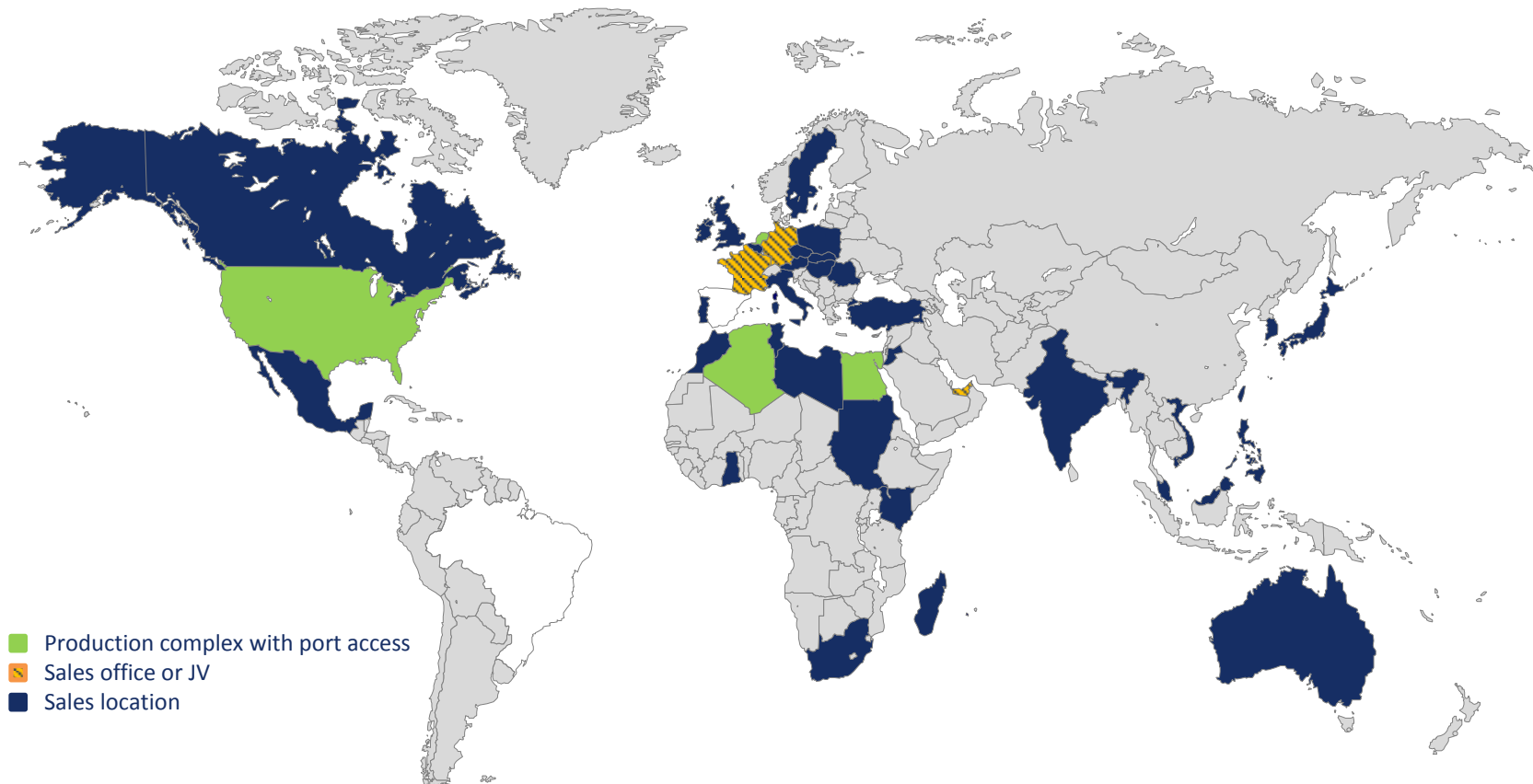


¹ Announced IPO of up to 25% of entity.

² UAN will be produced at Fertilizer Group's discretion subject to market conditions. Product capacities are swing capacities based on the product mix produced.

OCI Fertilizer Global Distribution Presence

- 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 (ex. FITCO JV in Brazil) 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

Fertilizer Organic Growth Initiatives: New Capacity Coming On-Stream

OCI Beaumont

- Largest integrated ammonia-methanol plant in North America.
- Competitive location on Gulf Coast, strong ammonia / methanol economics in the US market on the and attractive natural gas feedstock costs.
- Newly rehabilitated – full capacity utilization rates achieved in Q4 2012.
- Adding c. 15% capacity to ammonia and c. 25% to methanol through a US\$ 150 million debottlenecking scheduled for completion in H2 2014 – expected payback period of 2-3 years.
- Announced IPO of minority stake.

Iowa Fertilizer Company

- In the heart of the corn belt.
- First mover advantage in the US for greenfield plants – broke ground on 19 November 2012.
- Scheduled to begin commissioning in Q4 2015.
- 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%.
- Equity of US\$ 570 million already in escrow account.
- 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

- Exports already begun (September 2013).
- First contribution to consolidated earnings expected during the fourth quarter of this year.

Construction Group

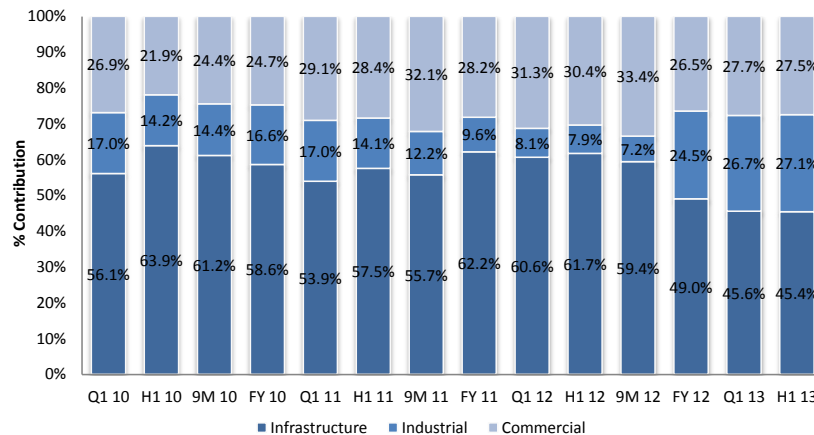
Construction Group Structure

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

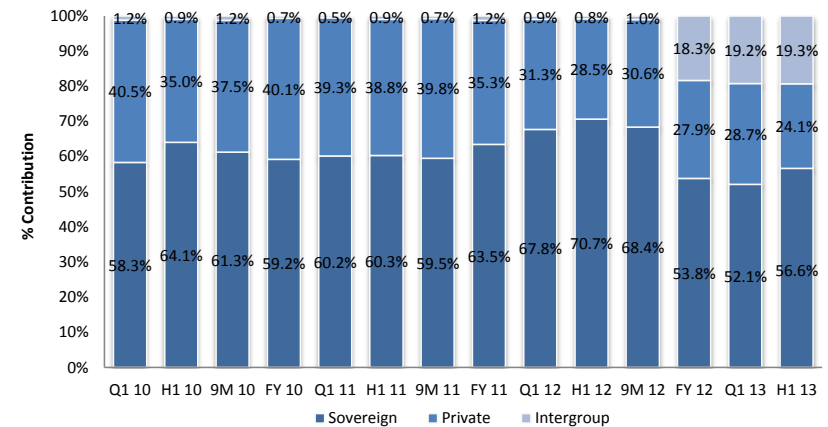
Brand	Overview
	<ul style="list-style-type: none"> Core markets: Egypt, Algeria, Abu Dhabi and Saudi Arabia. 2013 ENR Rankings: 141 on International Contractors list; 182 on Global Contractors list. Leading MENA industrial and infrastructure contractor. Key clients include Petrofac, KBR, FLSmidth; key partners include Vinci, Bouygues, Alstom.
	<ul style="list-style-type: none"> Core markets: USA and territories, the Middle East and Central Asia. 2013 ENR Rankings: 102 on Top 400 Contractors list. Preferred US Government contractor for the last 10 years in Central Asia and MENA. Constructing SIDRA Medial Center, world's largest hospital, in Qatar. Key clients include US Army Corps of Engineers, Qatari Foundation; key partners include Grupo OHL.
	<ul style="list-style-type: none"> Core markets: USA. 2013 ENR Rankings: 65 on Top 400 Contractors list. Top 50 US contractor present in 12 states; largest contractor in the state of Iowa. Key clients include AVIVA, Prudential, AT&T, and Wells Fargo.
	<ul style="list-style-type: none"> Core markets: Europe, Middle East and North Africa. 2013 ENR Rankings: 63 on International Contractors list; 104 on Global Contractors list. Leading 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 – Evolution of Backlog

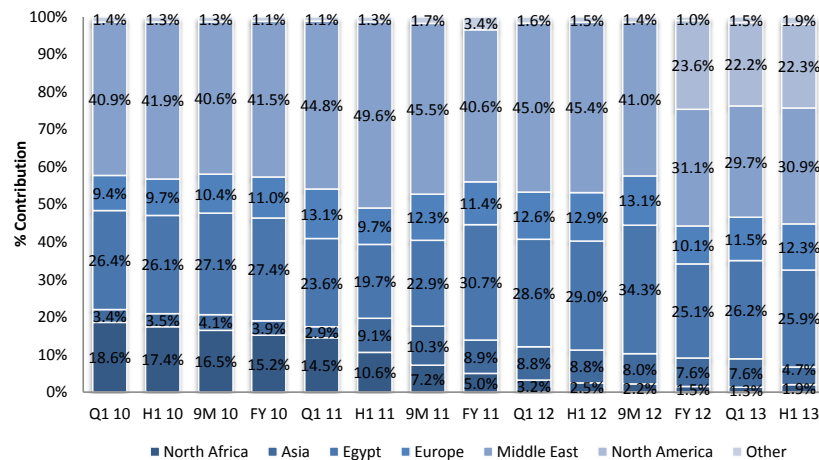
Evolution of Backlog Split by Sector



Evolution of Backlog Split by Client



Evolution of Backlog Split by Region



Disclaimer

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION. THIS DOCUMENT IS NOT AN EXTENSION INTO THE UNITED STATES OF THE OFFER MENTIONED BELOW AND IS NOT AN OFFER TO SELL SECURITIES OR THE SOLICITATION OF AN OFFER TO BUY SECURITIES IN THE UNITED STATES.

This document has been provided to you for information purposes only. This document does not constitute an offer of, or an invitation to invest or deal in, the securities of OCI N.V.

Certain statements contained in this document constitute forward-looking statements relating to OCI N.V. (the "Company"), its business, markets and/or industry. These statements are generally identified by words such as "believe," "expect," "anticipate," "intends," "estimate," "forecast," "project," "will," "may," "should" and similar expressions. Forward-looking statements involve known and unknown risks, uncertainties and other factors, many of which are outside of the Company's control and are difficult to predict, that may cause actual results to differ materially from any future results expressed or implied from the forward-looking statements.

The forward-looking statements contained herein are based on the Company's current plans, estimates, assumptions and projections. Various factors could cause actual future results, performance or events to differ materially from those described in these statements. The Company does not make any representation as to the future accuracy of the assumptions underlying any of the statements contained herein. The information contained herein is expressed as of the date hereof and may be subject to change. Neither the Company nor any of its controlling shareholders, directors or executive officers or anyone else has any duty or obligation to supplement, amend, update or revise any of the forward-looking statements contained in this document.

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.

OCI



For OCI N.V. investor relations enquiries contact:

Hassan Badrawi
hbadrawi@orascomci.co.uk
T: +44 207 439 4801

Omar Darwazah
odarwazah@orascomci.co.uk
M +20 12 681 7970

Erika Wakid
ewakid@orascomci.co.uk
M +20 12 855 8779

OCI N.V. corporate website: www.ocinv.nl