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Amsterdam, The Netherlands / 19 March 2018

**OCI N.V. announces that its invitation to holders of its €339,000,000 3.875% convertible bonds due 2018 to tender their bonds for purchase (the “Buyback”) has received soft-commitments for more than 85% of the convertible bond notional.**

Following the invitation dated 16 March 2018 (such invitation, the “**Offer**”) to holders (the “**Bondholders**”) of its €339,000,000 3.875% Senior Unsecured Convertible Bonds due 2018 (the “**Bonds**”) that are eligible holders to tender their Bonds for purchase, OCI N.V. (the “**Company**”) would like to announce that it has received soft-commitments for more than 85% of the convertible bond notional.

The Buyback offer is expected to close today, 19 March 2018, at 5.45pm CET and the Company will then announce the final results of the Buyback.

All tender instructions relating to the Bonds in the Offer shall be subject to the terms and conditions of the announcement of the invitation to tender dated 16 March 2018, including the Deemed Representations, Warranties and Undertakings by Bondholders submitting Tender Instructions in the Offer” set out as Annex 1 to such announcement.

J.P. Morgan Securities plc acted as dealer manager (the “**Dealer Manager**”) in respect of the Offer.

**Information on Dealer Manager**

The Dealer Manager and its respective affiliates have provided, from time to time, and in the future may provide, certain commercial banking, investment banking and financial advisory services to the Company and its affiliates, for which they have received, and in the future will receive, customary fees. In the future, they may also provide investment banking and financial advisory services to the Company and its affiliates for customary fees. At any given time, the Dealer Manager may trade Bonds or other securities of the Company for its own account or for the accounts of customers, and, accordingly, may hold a long or short position in the Bonds or other securities of the Company, and may tender securities as part of the Offer.

**Regulatory Information**

This announcement is released by OCI N.V. and contains information that qualified or may have qualified as “inside information” for the purposes of Article 7 of the Market Abuse Regulations (EU) 596/2014 (MAR) encompassing information relating to the offer described above.

For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Hassan Badrawi, Chief Financial Officer of OCI N.V..

**Requests for information in relation to the Offer and the Consent Solicitation may be directed to:**

**THE COMPANY**

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

**DEALER MANAGER**

J.P. Morgan Securities plc  
25 Bank Street  
Canary Wharf  
London E14 5JP  
United Kingdom

Attention: ECM Syndicate  
Telephone: +44 207 134 2650  
Email: [EqL\\_LM@jpmorgan.com](mailto:EqL_LM@jpmorgan.com)

**SOLICITATION AGENT**

Lucid Issuer Services Limited  
Tankerton Works  
12 Argyle Walk  
London WC1H 8HA  
United Kingdom  
Telephone: +44 (0)20 7704 0880  
Attention: Arlind Bytyqi / Paul Kamminga  
Email: [oci@lucid-is.com](mailto:oci@lucid-is.com)