



Press Release

Amsterdam, The Netherlands / 14 April, 2017

OCI N.V. Terminates Negotiations to Acquire All Publicly Held Common Units of OCI Partners LP

OCI N.V. (Euronext: OCI) today announced that it has terminated negotiations with the conflicts committee of the board of directors of OCI Partners LP (NYSE: OCIP) regarding OCI's previously announced offer to acquire all publicly held common units of OCIP in exchange for OCI shares.

The conflicts committee declined to accept OCI's proposal of an exchange ratio of 0.5200 OCI N.V. shares for each publicly held common unit of OCIP, which represented an 8.3% premium over the closing price of OCIP common units and a 25.6% premium over the 30-trading day average OCIP/OCI exchange ratio as of 5 December 2016, the date prior to which the proposal was made.

OCI believes that since there is potential for a significant increase in OCI's share price in the future over current levels, increasing the exchange ratio is not in the interest of its shareholders and, therefore, no acceptable definitive agreement can be reached with the conflicts committee at this time regarding the proposed transaction.

OCI currently owns 79.88% of issued and outstanding common units of OCIP.



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About OCI N.V.

OCI N.V. (Euronext: OCI) is a global producer and distributor of natural gas-based fertilizers & industrial chemicals based in the Netherlands. OCI produces nitrogen fertilizers, methanol and other natural gas based products, serving agricultural and industrial customers from the Americas to Asia. OCI ranks among the world's largest nitrogen fertilizer producers, and can produce more than 8.4 million metric tons of nitrogen fertilizers and industrial chemicals at production facilities in the Netherlands, the United States, Egypt and Algeria. OCI is listed on Euronext in Amsterdam.

About OCI Partners LP

OCI Partners LP (NYSE: OCIP) owns and operates an integrated methanol and ammonia production facility that is strategically located on the Texas Gulf Coast near Beaumont. OCIP is headquartered in Nederland, Texas and currently has a methanol production design capacity of 912,500 metric tons per year and an ammonia production design capacity of 331,000 metric tons per year. OCI currently owns 79.88% of issued and outstanding common units of OCIP.

Forward Looking Statements

Certain statements contained in this document constitute forward-looking statements relating to the business, markets and/or industry of the OCI N.V. ("OCI") or OCI Partners LP ("OCIP"). 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 OCI's or OCIP'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 OCI'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. OCI and OCIP do 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. None of OCI, OCIP or any of their controlling equity-holders, 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.

No Offer or Solicitation

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, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.



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OCI stock symbols: OCI / OCLNA / OCLAS / OCINY

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