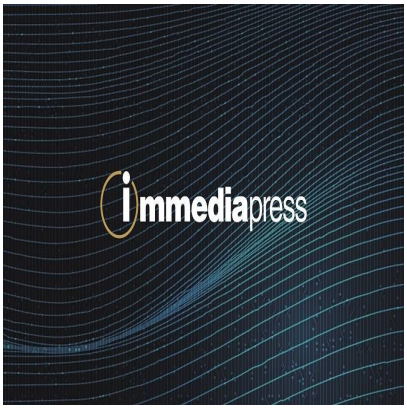


NNS declares offer for OCI unconditional

Descrizione

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COMUNICATO STAMPA â?? CONTENUTO PROMOZIONALE

LIMASSOL, Cyprus, Nov. 17, 2026 /PRNewswire/ â?? This is a press release by NNS Holding (Cyprus) Limited (â??NNSâ?•). This press release is issued pursuant to the provisions of Section 16, paragraph 1 and 2 and Section 17, paragraph 1 of the Dutch Decree on public takeover bids (Besluit openbare biedingen Wft) (the â??Decreeâ?•) in connection with the cash offer by NNS for all the issued and outstanding shares in the capital of OCI N.V. (â??OCIâ?• or the â??Companyâ?•) (the â??Offerâ?•). This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in OCI. Any such offer is made only by means of the offer memorandum approved by the Netherlands Authority for the Financial Markets (Stichting Autoriteit FinanciÃ«le Markten, the â??AFMâ?•) and relating to the Offer (the â??Offer Memorandumâ?•). Capitalised terms not otherwise defined in this press release have the meaning as set forth in the Offer Memorandum. This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful.

NNS is pleased to announce that during the Offer Period, that expired today at 17:40 hours CET, 21,023,870 Shares have been tendered under the Offer, representing approximately 9.95% of the Shares[1] (the â??Tendered Sharesâ?•) and an aggregate value of EUR 86,197,867. Following Settlement, NNS and Mr. Nassef Sawiris, who together qualify as the offeror (bieder) within the meaning of Article 1:1 of the Dutch Financial Supervision Act (Wet op het financieel toezicht) (the â??Offerorâ?•), will hold in aggregate 142,559,578 Shares, including the 121,145,978 Shares already held by NNS and the 389,730 Shares held directly by Mr. Nassef Sawiris on the date of this announcement, representing approximately 67.45% of the Shares.

All Offer Conditions described in Section 5.5.1 (Offer Conditions) of the Offering Memorandum have been satisfied and NNS declares the Offer unconditional (doet gestand). Settlement of the Offer will take place on 20 November 2026. Remaining Shares can be tendered during the Post-Closing Acceptance Period, commencing on 18 November 2026 at 09:00 hours CET and ending on 24

November 2026 at 17:40 CET.

Non-Tendering Shareholders

In accordance with the Non-Tender Undertakings, the Non-Tendering Shareholders, together holding 19,167,618 Shares representing approximately 9.07% of the Shares, have not tendered their Shares under the Offer.

Settlement

With reference to the Offer Memorandum, Shareholders who accepted the Offer shall receive a cash amount of EUR 4.10 (cum dividend), without interest, per Tendered and Delivered Share.

Settlement of the Offer shall occur and payment of the Offer Price for each Tendered and Delivered Share shall be made on 20 November 2026 (the â??Settlement Dateâ?•). NNS cannot guarantee that Shareholders having tendered their Shares for acceptance will receive the payment on the Settlement Date.

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Post-Closing Acceptance Period

NNS hereby announces that Shareholders who did not tender their Shares during the Offer Period will have the opportunity to tender their Shares, under the same terms and conditions applicable to the Offer, during the Post-Closing Acceptance Period (na-aanmeldingstermijn) which will start tomorrow, 18 November 2026, at 09:00 hours CET, and end on 24 November 2026, at 17:40 hours CET. Please see Section 4.8 (Post-Closing Acceptance Period) of the Offer Memorandum for additional information.

NNS will publicly announce the results of the Post-Closing Acceptance Period, including the total amount and percentage of Shares held by the Offeror, no later than the third Business Day following the last day of the Post-Closing Acceptance Period, in accordance with Article 17, paragraph 4 of the Decree. NNS shall accept all Shares validly tendered (or defectively tendered, provided that such defect has been waived by the Offeror) during the Post-Closing Acceptance Period.

During the Post-Closing Acceptance Period, Shareholders have no right to withdraw Shares tendered under the Offer during the Offer Period or the Post-Closing Acceptance Period. Payment of the Offer Price for each Share tendered during the Post Closing Acceptance Period will be made no later than the fourth Business Day after expiration of that period.

As of the relevant settlement date, revocation (herroeping), dissolution (ontbinding) or annulment (vernietiging) of the tendering, sale or transfer (levering) of any Share tendered during a Post-Closing Acceptance Period is not possible.

Post-closing measures

Any Statutory Buy-Out Proceedings or Post-Closing Restructuring Measures are expected only to be considered by NNS in the event that Rembrandt II cannot be implemented for whatever reason as described in more detail in Section 5.10 (Possible Post-Closing Restructuring Measures and future legal structure) of the Offer Memorandum.

Further implication of the Offer being declared unconditional

Shareholders considering not tendering their Shares under the Offer during the Post-Closing Acceptance Period should carefully review the sections of the Offer Memorandum that further describe NNSâ?? intentions, such as (but not limited to) Section 5.9 (Consequences of the Offer for non-tendering Shareholders) and Section 5.10 (Possible Post-Closing Restructuring Measures and future legal structure) of the Offering Memorandum, which describe implications to which such Shareholders may become subject in the event such Shareholders remain a Shareholder in OCI.

Offer Memorandum

Digital copies of the Offer Memorandum are available on the website of NNS (https://www.nnsholding.com). The website of NNS does not constitute a part of, and is not incorporated by reference into, the Offer Memorandum.

Legal adviser

Stibbe N.V. is acting as legal adviser to NNS.

For more information:

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Press enquiries NNSNNS Holding (Cyprus) Limited,197 Arch. Makariou III Avenue,1st Floor, Gala Tower,CY-3030, Limassol,Cyprusenquiries@nns.com.cy

Settlement Agent

ABN AMRO Bank N.V.Gustav Mahlerlaan 101082 PP Amsterdamcorporate.broking@nl.abnamro.com

About NNS Holding (Cyprus) Limited

NNS, part of the privately owned NNS Group founded in 2008 by Nassef Sawiris, is a private limited company incorporated under the laws of Cyprus, with its registered office in Limassol, Cyprus. NNS manages and invests the familyâ??s capital across a diversified multi-asset platform across public and private equities, credit, and real estate, while also partnering with external investors in joint ventures.

All press releases and other documents related to the Offer are published on NNSâ?? website (https://www.nnsholding.com/).

General restrictions

This press release contains information that qualifies or may qualify as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation. The information in this press release is not intended to be complete. This press release is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This press release does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire the securities of OCI in any jurisdiction. The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this press release should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, NNS disclaims any responsibility or liability for the

violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither NNS nor any of its advisers assumes any responsibility for any violation of any such restrictions. Any person who is in any doubt as to his or her position with respect to this press release as the information included therein should consult an appropriate professional adviser without delay.

Media Contact: Bjorn SchuurmansEmail: enquiries@nns.com.cy

[1] OCIâ??s issued share capital includes 388,439 Shares held in treasury by OCI. The Offer does not extend to the Shares held in treasury by OCI.

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