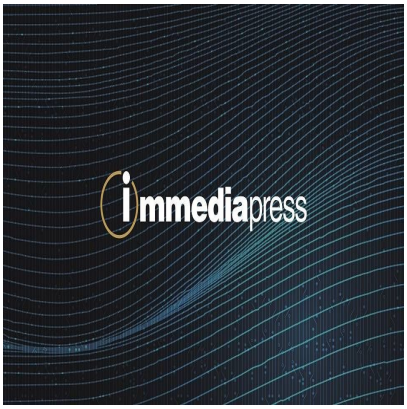

NNS: Results of the Post-Closing Acceptance Period for the cash offer for OCI

Descrizione

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COMUNICATO STAMPA â?? CONTENUTO PROMOZIONALE

This is a press release by NNS Holding (Cyprus) Limited (â??NNSâ?•). This press release is issued pursuant to the provisions of Section 17, paragraph 4 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 NetherlandsAuthority 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.

Results of the Post-Closing Acceptance Period for the cash offer for OCI:

LIMASSOL, Cyprus, Nov. 24, 2026 /PRNewswire/ â?? NNS announces that during the Post-Closing Acceptance Period, which expired today at 17:40 hours CET, 2,796,566 additional Shares[1] have been tendered under the Offer, representing approximately 1.32% of the Shares and an aggregate value of approximately EUR 11,465,920.60. Together with the 142,169,848 Shares already held by NNS and the 389,730 Shares held directly by Mr. Nassef Sawiris, 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 145,356,144 Shares, representing approximately 68.77% of the Shares.

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, did not tender their Shares under

the Offer.

Settlement

With reference to the Offer Memorandum, Shareholders who tendered their Shares during the Post-Closing Acceptance Period shall receive a cash amount of EUR 4.10 (cum dividend), without interest, per Share tendered under the Offer.

Settlement of the Shares tendered during the Post-Closing Acceptance Period shall occur and payment for each such Share shall be made on 27 November 2026, being no later than the fourth Business Day after expiry of the Post-Closing Acceptance Period. NNS cannot guarantee that Shareholders having tendered their Shares for acceptance will receive the payment on this date.

Post-closing measures

Rembrandt II is expected to be implemented following settlement of the Offer. 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.

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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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Settlement Agent

ABN AMRO Bank N.V. Gustav Mahlerlaan 10 1082 PP
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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.

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[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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Categoria

1. Comunicati

Tag

1. ImmediaPress

Data di creazione
Novembre 24, 2026
Autore

redazione

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