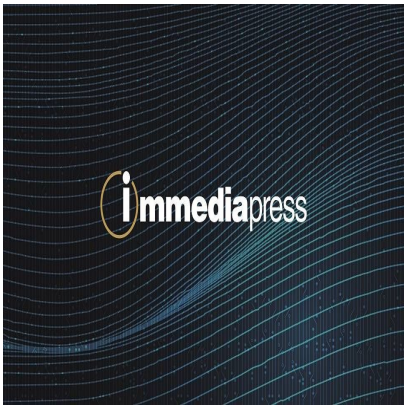


Update on voluntary public offer by NNS for OCI

Descrizione

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COMUNICATO STAMPA â?? CONTENUTO PROMOZIONALE

This is a press release by NNS Holding (Cyprus) Limited (â??NNSâ?• or the â??Offerorâ?•). This press release is issued pursuant to the provisions of Section 7, paragraph 1 sub a of the Dutch Decree on public takeover bids (Besluit openbare biedingen Wft) (the â??Decreeâ?•) in connection with the voluntary public offer(theâ?•Offerâ?•
)byNNSforalltheissuedandoutstandingordinarysharesinthecapitalofOCIGlobal N.V. (â??OCIâ?• or the â??Companyâ?•). This press release does not constitute an offer, or any solicitation of anyoffer,tobuyorsubscribeforanysecuritiesinOCI.Anyofferwillbemadeonlybymeansofanoffer memorandum (the â??Offer Memorandumâ?•) approved by the DutchAuthority for the Financial Markets (Autoriteit FinanciÃ«le Markten, the â??AFMâ?•). This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, any jurisdiction in which such release, publication or distribution would be unlawful.

LIMASSOL, Cyprus, June 29, 2026 /PRNewswire/ â??
Today,NNSannouncesthatithassubmittedadraftOfferMemorandum to theAFMin connection with its intentionto launch a voluntary all-cashpublic offerfor allthe issuedandoutstandingsharesinthecapitalofOCI(eachaâ?•Shareâ?•)atanofferpriceofEUR 4.10 (cum dividend) per Share. NNS is committed to proceeding with the Offer at the earliest possible date.

FinancingoftheOffer

NNS has sufficient funds readily available to finance the Offer through available cash resources. From these available cash resources, NNS will be able to finance the Offer and the payment of fees and expenses related to the Offer.

Offer Conditions

The obligation of NNS to declare the Offer unconditional (het bod gestand doen) will be subject to a limited number of customary offer conditions, including (i) any required competition clearances having been obtained; (ii) no AFM notification under section 5:80 Wft preventing investment firms from

cooperating with settlement; (iii) no governmental order or measure prohibiting completion of the Offer; and (iv) no permanent suspension or ending of trading in the Shares on Euronext Amsterdam.

The Offer is not subject to a minimum acceptance threshold. Consequently, the Offeror will accept any Shares validly tendered, regardless of the number of Shares tendered, provided the offer conditions are satisfied or waived.

Non-Tender Undertakings

The Offeror has entered into irrevocable non-tender undertakings (the â??Non-Tender Undertakingsâ?•) with certain members of the Sawiris family who hold Shares in the Company (each a â??Non-Tendering Shareholderâ?•), together holding 19,167,618 Shares, representing approximately 9.07% of OCIâ??s issued share capital.

Pursuant to the Non-Tender Undertakings, each Non-Tendering Shareholder has irrevocably undertaken to NNS not to tender or deliver any of its Shares under the Offer, including any Shares acquired between the date of the relevant Non-Tender Undertaking and the expiry of the Offer Period.

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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 through a diversified multi-asset platform spanning public and private equities, credit, and real estate, while also partnering with external investors in joint ventures. NNS is OCIâ??s largest shareholder.

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

General restrictions

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 advisors assumes any responsibility for any violation of any such restrictions. Any shareholder who is in any doubt as to his or her position should consult an appropriate professional advisor without delay.

Forward-looking statements

Certain statements in this press release may be considered â??forward-looking statementsâ?•. Forward-looking statements include those preceded by, followed by or that include the words

â??anticipate,â?• â??expect,â?• â??believe,â?• â??could,â?• â??continue,â?• â??ongoing,â?• â??estimate,â?• â??intend,â?• â??may,â?• â??plan,â?• â??potential,â?• â??project,â?• â??should,â?• â??target,â?• â??will,â?• â??wouldâ?• and similar words. These forward-looking statements speak only as of the date of this press release. Although NNS believes that the assumptions upon which its forward-looking statements are based are reasonable, it can give no assurance that these forward-looking statements will prove to be correct. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical experience or from future results expressed or implied by such forward-looking statements. Potential risks and uncertainties include, but are not limited to, (i) risks relating to the completion of the Offer and the transaction in the anticipated timeframe or at all; (ii) risks relating to the receipt of regulatory approvals without unexpected delays or conditions and the possibility of regulatory action; (iii) risks relating to significant costs related to the transaction; (iv) the expected financial and operating performance and future opportunities following the completion of the transaction; (v) disruption from the transaction making it more difficult to maintain business and operational relationships; (vi) risks relating to potential litigation that arises as a result of the transaction; and (vii) risks and uncertainties discussed in NNSâ??s press releases and public filings.

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Neither NNS nor any of its advisors accepts any responsibility for any financial information contained in this press release relating to the business, results of operations or financial condition. NNS expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based, unless required by law.

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