



OCI Partners LP

3Q 2015 Results Presentation
October 2015



Safe Harbor Provision

Unless the context otherwise requires, references in this presentation to “our partnership,” “we,” “our,” “us” and similar terms, when used in a historical context, refer to the business and operations of OCI Beaumont LLC, a Texas limited liability company (“OCIB”) that OCI USA Inc. contributed to OCI Partners LP in connection with the Initial Public Offering (IPO) for periods prior . When used in the present tense or future tense, those terms and “OCI Partners LP” and “OCIP” refer to OCI Partners LP, a Delaware limited partnership, and its subsidiaries, including OCIB. References to “our general partner” refer to OCI GP LLC, a Delaware limited liability company and a wholly owned subsidiary of OCI USA Inc. References to “OCI” refer to OCI N.V., a Dutch public limited liability company, and its consolidated subsidiaries other than us, our subsidiaries and our general partner. References to “OCI USA” refer to OCI USA Inc., a Delaware corporation, which is an indirect wholly owned subsidiary of OCI. References to “OCI Fertilizer” refer to OCI Fertilizer International B.V., a Dutch private limited liability company, which is an indirect wholly owned subsidiary of OCI.

This presentation may contain forward-looking statements that are based upon current expectations and involve a number of risks and uncertainties. Statements that are predictive in nature, that depend upon or refer to future events or conditions or that include the words “will,” “believe,” “expect,” “anticipate,” “intend,” “estimate” and other expressions that are predictions of or indicate future events and trends and that do not relate to historical matters identify forward-looking statements. Statements concerning our current estimates, expectations and projections about our future results, performance, prospects and opportunities and other statements, concerns, or matters that are not historical facts are “forward-looking statements,” as that term is defined under United States securities laws. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements.

Investors are cautioned that the following important factors, among others, may affect these forward-looking statements. These factors include but are not limited to: risks and uncertainties with the respect to the quantities and costs of natural gas, the costs to acquire feedstocks and the price of the refined products we ultimately sell; management’s ability to execute its strategy; our competitive position and the effects of competition; the projected growth of the industry in which we operate; changes in the scope, costs, and/or timing of capital projects; general economic and business conditions, particularly levels of spending relating to demand for methanol and ammonia; our ability to operate as an MLP; changes in the regulatory and/or environmental landscape; potential conflicts of interest between OCI USA and other unitholders; and other risks contained in our registration statement (including a prospectus) filed with the United States Securities and Exchange Commission (the “SEC”).

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This presentation is not, and under no circumstances is to be construed to be, a prospectus, offering memorandum, advertisement and is not an offer to sell securities. The SEC and state securities regulators have not reviewed or determined if this presentation is truthful or complete.

Non-GAAP Financial Measures Disclosure

Today’s presentation includes certain non-GAAP financial measures as defined under Regulation G of the Securities Exchange Act of 1934, as amended. A reconciliation of those measures to the most directly comparable GAAP measures is available in the appendix to this presentation.

Sponsor Transaction

- On August 6, 2015, OCI announced that it had entered into a definitive agreement to combine its North American, European and Global Distribution businesses with CF Industries Holdings, Inc.'s (NYSE: CF) global assets in a transaction (the "CF-OCI Combination Transaction") valued at approximately \$8 billion based on CF Industries Holdings, Inc.'s ("CF") then-current share price, including the assumption of approximately \$1.95 billion in net debt. Under the terms of the combination agreement, CF will become a subsidiary of a new holding company domiciled in the United Kingdom (the "new U.K. Company"), and OCI will contribute, among other subsidiaries and interests, its 100% membership interest in our general partner and its 79.88% limited partner interest in us to the new U.K. Company. As stated in CF's filings with the Securities and Exchange Commission (the "SEC"), in conjunction with entering into the CF-OCI Combination Transaction, on August 6, 2015, CF obtained financing commitments from Morgan Stanley Senior Funding, Inc. and Goldman Sachs Bank USA to finance the transactions contemplated by the combination agreement and for general corporate purposes. The proceeds of such committed financing are expected to be made available under a senior unsecured bridge term loan facility in an aggregate principal amount of up to \$4 billion. The closing of the CF-OCI Combination Transaction requires the approval of shareholders of both OCI and CF and is subject to receipt of certain regulatory approvals and other customary closing conditions.
- Subject to closing, the CF-OCI Combination Transaction will constitute a change of control under our Term Loan B Credit Facility and our Revolving Credit Facility, which is an event of default under these credit facilities. We expect that these credit facilities will be refinanced in connection with the closing of the CF-OCI Combination Transaction. However, there is no assurance that such refinancing will occur on acceptable terms or at all. Upon a default, unless waived, our lenders would have all remedies available to a secured lender and could elect to terminate their commitments, cease making further loans, cause their loans to become immediately due and payable in full, institute foreclosure proceedings against us or our assets and force us and our subsidiary into bankruptcy or liquidation.

Financial Overview

3Q 2015 Results Summary

US\$ million	Three Months Ended		Change
	September 30		
	<u>2015</u>	<u>2014</u>	
Revenues	103,683	90,471	14.6%
Cost of Goods Sold	52,109	56,295	-7.4%
Depreciation Expense	15,547	5,852	165.7%
Selling, General and Administrative Expenses	<u>5,193</u>	<u>5,314</u>	-2.3%
Income from Operations (before interest expense, other income (expense) and income tax expense)	30,834	23,010	34.0%
Interest Expense	7,278	4,157	75.1%
Interest Expense - Related Party	51	51	0.0%
Gain (loss) on disposition of fixed assets	11	-	
Other Income (Expense)	<u>(20)</u>	<u>80</u>	
Income from Operations (before tax expense)	23,496	18,882	24.4%
Income Tax Expense	<u>353</u>	<u>283</u>	24.7%
Net Income	<u><u>23,143</u></u>	<u><u>18,599</u></u>	24.4%
	<u>30-Sep-15</u>	<u>31-Dec-14</u>	
Total Debt	466,905	395,015	18.2%
Net Debt	437,230	323,205	35.3%

Sales Volumes

000 Metric Tons	<u>9M 2015</u>	<u>Q3 2015</u>	<u>Q2 2015</u>	<u>Q1 2015</u>	<u>9M 2014</u>	<u>Q3 2014</u>	<u>Q2 2014</u>	<u>Q1 2014</u>
Ammonia	157.9	73.3	49.1	35.4	185.3	56.0	73.2	56.1
Methanol	433.5	221.6	158.9	52.9	463.1	157.0	161.6	144.5

**Net Debt is defined as Total Debt minus Cash and Cash Equivalents*

**Total Debt is equivalent to Total Long Term Debt which consists of the unpaid portion of Term Loan B Credit Facility and Revolving Credit Facility*

Appendix

Appendix

Income Statement

OCI PARTNERS LP

Condensed Consolidated Statements of Operations
 Three and Nine-Month Periods Ended September 30, 2015 and 2014
 (Unaudited)
 (Dollars in thousands, except per unit data)

	Three-Months Ended September 30,		Nine-Months Ended September 30,	
	2015	2014	2015	2014
Revenues	\$ 100,402	\$ 90,471	\$ 217,103	\$ 303,497
Revenues—related party	3,281	—	3,893	—
Total Revenue	103,683	90,471	220,996	303,497
Cost of goods sold (exclusive of depreciation)	49,121	53,043	108,465	154,642
Cost of goods sold (exclusive of depreciation)—related party	2,988	3,252	13,323	10,087
Total Cost of goods sold (exclusive of depreciation)	52,109	56,295	121,788	164,729
Selling, general and administrative expenses	4,302	4,142	11,789	14,172
Selling, general and administrative expenses—related party	891	1,172	3,376	3,671
Total Selling, general and administrative expenses	5,193	5,314	15,165	17,843
Depreciation expense	15,547	5,852	34,279	17,208
Income from operations before interest expense, other income and income tax expense	30,834	23,010	49,764	103,717
Interest expense	7,278	4,157	11,569	14,694
Interest expense—related party	51	51	152	152
Gain (loss) on disposition of fixed assets	11	—	16	—
Other income (expense)	(20)	80	100	835
Income from operations before tax expense	23,496	18,882	38,159	89,706
Income tax expense	353	283	646	1,174
Net income	\$ 23,143	\$ 18,599	\$ 37,513	\$ 88,532
Earnings per limited partner unit:				
Common unit (basic and diluted)	\$ 0.27	\$ 0.23	\$ 0.44	\$ 1.10
Weighted average number of limited partner units outstanding:				
Common units (basic and diluted)	86,997,590	80,500,000	85,624,926	80,500,000

Appendix

Balance Sheet

OCI PARTNERS LP

Condensed Consolidated Balance Sheets
September 30, 2015 and December 31, 2014
(Dollars in thousands, except per unit data)

	As of	
	September 30, 2015 (unaudited)	December 31, 2014
Assets		
Current assets:		
Cash and cash equivalents	\$ 29,675	\$ 71,810
Accounts receivable	25,671	35,807
Accounts receivable—related party	1,319	—
Inventories	5,706	6,152
Advances due from related parties	18	97
Other current assets and prepaid expenses	5,999	3,664
Total current assets	68,388	117,530
Property, plant, and equipment, net of accumulated depreciation of \$90,385 and \$56,689, respectively	688,889	545,258
Other non-current assets	1,188	1,529
Total assets	\$ 758,465	\$ 664,317
Liabilities and Partners' Capital		
Current liabilities:		
Accounts payable	\$ 19,952	\$ 37,144
Accounts payable—related party	13,278	37,278
Other payables and accruals	6,907	11,285
Revolving credit facility, net	24,946	—
Current maturities of the term loan facility	4,480	3,980
Accrued interest	2,872	2,310
Accrued interest—related party	152	220
Other current liabilities	4,495	5,282
Total current liabilities	77,082	97,499
Term loan facility, net	421,534	377,577
Other non-current liabilities	1,825	1,177
Total liabilities	500,441	476,253
Partners' capital		
Common unitholders —86,997,590 issued and outstanding at September 30, 2015 and 83,495,372 units issued and outstanding at December 31, 2014	258,024	188,064
General partner's interest	—	—
Total partners' capital	258,024	188,064
Total liabilities and partners' capital	\$ 758,465	\$ 664,317

Appendix

Statement of Changes in Equity

OCI PARTNERS LP

Condensed Consolidated Statements of Partners' Capital
Nine-Months Ended September 30, 2015 and 2014
(Unaudited)
(Dollars in thousands, except per unit data)

	Common Units		Total Partners' Capital
	Units	Amount	
Balance, December 31, 2013	80,500,000	\$ 151,371	\$ 151,371
Distributions	—	(26,314)	(26,314)
Distributions—Related Party	—	(94,731)	(94,731)
Net income	—	88,532	88,532
Balance September 30, 2014	80,500,000	\$ 118,858	\$ 118,858
Balance, December 31, 2014	83,495,372	\$ 188,064	\$ 188,064
Distributions	—	(5,775)	(5,775)
Distributions—Related Party	—	(21,778)	(21,778)
Capital Contribution	3,502,218	60,000	60,000
Net income	—	37,513	37,513
Balance, September 30, 2015	86,997,590	\$ 258,024	\$ 258,024

Appendix

Cash Flow Statement

OCI PARTNERS LP

Condensed Consolidated Statements of Cash Flows
 Nine-Months Ended September 30, 2015 and 2014
 (Unaudited)

(Dollars in thousands, except per unit data)

	2015	2014
Cash flows from operating activities:		
Net income	\$ 37,513	\$ 88,532
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation expense	34,279	17,208
Amortization of debt issuance costs	2,680	2,025
Deferred income tax expense	648	316
(Gain) loss on disposition of fixed assets	(16)	—
Decrease (increase) in:		
Restricted cash	—	282
Accounts receivable	10,136	16,420
Accounts receivable – related party	(1,319)	—
Inventories	446	(894)
Advances due from related party	79	253
Other non-current assets, other current assets and prepaid expenses	(2,137)	947
Increase (decrease) in:		
Accounts payable	(2,120)	(2,477)
Accounts payable – related party	2,056	1,196
Other payables, accruals, and current liabilities	3,736	4,173
Accrued interest	(8,024)	(4,278)
Accrued interest – related party	(68)	152
Net cash provided by operating activities	<u>77,889</u>	<u>123,855</u>
Cash flows from investing activities:		
Purchase of property, plant, and equipment	(221,619)	(92,681)
Proceeds from sale of scrap equipment	2,503	—
Net cash used in investing activities	<u>(219,116)</u>	<u>(92,681)</u>
Cash flows from financing activities:		
Proceeds from revolving credit facility	40,000	—
Proceeds from term loan b credit facility	50,000	—
Repayment of debt	(18,110)	(2,990)
Cash contributions by member	60,000	—
Debt issuance costs	(5,023)	(5,983)
Remittance of cash to OCI USA for transferred trade receivables	(222)	(17,522)
Distributions to Unitholders	(5,775)	(26,314)
Distributions to Unitholders – related party	(21,778)	(94,731)
Net cash provided by (used in) financing activities	<u>99,092</u>	<u>(147,540)</u>
Net increase (decrease) in cash and cash equivalents	(42,135)	(116,366)
Cash and cash equivalents, beginning of period	71,810	182,977
Cash and cash equivalents, end of period	<u>\$ 29,675</u>	<u>\$ 66,611</u>
Supplemental cash disclosures:		
Cash paid during the period for income taxes	\$ 1,200	\$ 1,350
Cash paid during the period for interest, net of amount capitalized	8,327	12,944
Cash paid during the period for interest, net of amount capitalized – related party	220	—
Supplemental non-cash disclosures:		
Accruals of property, plant and equipment purchases	\$ 1,325	\$ 14,623
Accruals of property, plant and equipment purchases – related party	—	27,187
Capitalized interest	8,586	4,002