OCI Global

OCI Global Share Settlement FAQ

1. What are my options as an OCI shareholder?

NNS Holding (Cyprus) Limited ("**NNS**") has launched a cash offer of EUR 4.10 per OCI share (the "**Offer**"). If you do not accept the Offer or otherwise sell your OCI Shares, and the proposed combination of OCI with Orascom Construction (the "**Combination**") is completed, you will participate in the Combination and become entitled to receive shares in Orascom Construction ("**OC**"), such shares being referred to in these FAQs as "**OC Shares**". OC is currently primarily listed on the Abu Dhabi Securities Exchange ("**ADX**") and secondarily listed on the Egyptian Exchange ("**EGX**").

Your main options are set out below:

- ***Option 1: Accept the Offer***

If you validly tender your OCI Shares into the Offer, you will receive EUR 4.10 in cash for each OCI share accepted under the Offer. You will not participate in the Combination in respect of those shares and will not receive OC Shares in respect of them.

- ***Option 2: Sell your OCI Shares***

You may instruct your bank, broker or custodian to sell your OCI Shares on Euronext Amsterdam before the relevant trading deadline.

- ***Option 3: Retain your OCI Shares and receive OC Shares***

If you do not accept the Offer or otherwise sell your OCI Shares, and the Combination is completed, you will become entitled to receive 0.4634 OC Shares for every 1 OCI share held, before applicable Dutch dividend withholding tax, fractional share adjustments and any other applicable adjustments. To receive your OC Shares directly through ADX, you will need to provide the required ADX settlement information and any required proof of ownership through your bank, broker or custodian.

- ***Practical Step if your existing intermediary cannot support the receipt or holding of OC Shares***

If your existing bank, broker or custodian cannot support the receipt or holding of OC Shares, you may be able to transfer your OCI Shares to another financial intermediary that can support the relevant transaction and settlement arrangements. Any such transfer should be initiated as early as possible and well in advance of any applicable transaction deadlines, as account opening, custody transfers and settlement arrangements may require additional processing time.

If you retain your OCI Shares but the required NIN, ADX settlement information and any required proof of ownership have not been provided by the applicable deadline, the OC Shares attributable to you will initially be held through an interim suspense account maintained through the Abu Dhabi CSD arrangements (the "Suspense Account"). The Suspense Account will be established for a period of at least six months following completion of the Combination and may be extended. At or around the end of that period, OC management will determine the appropriate arrangements for any OC Shares that remain in the Suspense Account. This may include extending the Suspense Account arrangements, establishing a foundation under the laws of the Abu Dhabi Global Market

("ADGM") (the "Foundation"), or implementing another appropriate structure no less attractive to the relevant shareholders. Further details will be communicated if and when any additional arrangements are implemented.

The expected process is summarized below:

Stage	What happens?	What do I need to do?
Offer period	Shareholders decide whether to accept the EUR 4.10 cash Offer.	Decide whether you wish to accept the Offer, sell your OCI Shares or retain them and participate in the Combination.
Offer settlement	Shareholders who validly tender into the Offer receive EUR 4.10 per OCI share in cash.	No further action is generally required if you have validly instructed your financial intermediary to accept the Offer.
Combination implementation	Subject to the applicable conditions being satisfied, OCI's business is combined with OC.	Shareholders who retain their OCI Shares remain entitled to participate in the Combination.
OC Share distribution	OCI shareholders who retained their shares become entitled to receive OC Shares.	Confirm that your financial intermediary can support receipt of OC Shares and provide the required ADX settlement information.
Share delivery	OC Shares are delivered to shareholders for whom the required settlement information has been provided through the applicable ADX settlement process.	Provide any requested investor number, account and settlement information through your financial intermediary.
Suspense Account	OC Shares attributable to shareholders for whom the required settlement information has not been provided are held through the Suspense Account. The Suspense Account will be established for a period of at least six months and may be extended.	Complete the required onboarding process and provide a valid NIN, the necessary ADX settlement information and sufficient proof of ownership to facilitate delivery of your OC Shares and any accrued dividends.
Further arrangements, if required	At or around the end of the initial period of at least six months, OC management will determine the appropriate arrangements for any remaining OC Shares. This may include extending the Suspense Account, establishing the Foundation or implementing another appropriate structure no less attractive to the relevant shareholders.	Continue to provide the required information to facilitate delivery of your OC Shares. Further information will be provided if additional arrangements are implemented.

Please note: The precise timing and mechanics of each step remain subject to completion of the Offer, regulatory approvals, market infrastructure processes and other implementation requirements. OCI will announce indicative and definitive dates and any further relevant information as they become available.

2. What happens if you accept the Offer?

If you accept the Offer, you will receive EUR 4.10 in cash for each OCI share validly tendered and accepted under the Offer. The cash proceeds will be paid through the bank, broker or custodian through which you hold your OCI Shares in accordance with the applicable Offer settlement arrangements. If your OCI Shares are validly tendered and accepted under the Offer, you will cease to hold those OCI Shares. You will not participate in the Combination in respect of those shares or receive OC Shares in respect of them.

3. What happens if you retain your OCI Shares?

If you do not tender your OCI Shares into the Offer and the Combination is completed, you will participate in the Combination and become entitled to receive OC Shares. Once the Offer period has expired, you will no longer be able to tender your OCI Shares into the Offer. Your gross entitlement will be 0.4634 OC Shares for every 1 OCI Share held. The actual number of OC Shares ultimately delivered to you may be lower as a result of Dutch dividend withholding tax, fractional share treatment and any other applicable adjustments. Further details are set out below and shareholders should consult their own tax advisers regarding their individual circumstances.

The OC Shares will be shares in the surviving combined company. OC is currently primarily listed on the Abu Dhabi Securities Exchange (“ADX”) and secondarily listed on the Egyptian Exchange (“EGX”). Following completion of the Combination and the contemplated transaction steps, OCI will be dissolved and its listing on Euronext Amsterdam will be terminated. To receive your OC Shares directly through ADX, the required ADX settlement information and any required proof of ownership must be provided through your bank, broker or custodian. This will include a valid ADX Investor Number (a “NIN”) associated with the relevant securities account and any other account or settlement information required under the applicable arrangements. Depending on how your investments are held, the relevant NIN may be your own NIN or, where supported by your bank, broker or custodian, a NIN provided through the applicable custody arrangement. If the required NIN and ADX settlement information and any required proof of ownership have not been provided by the applicable deadline, the OC Shares attributable to you will initially be held through the Suspense Account pending completion of the required delivery process.

4. How to check whether your broker supports ADX?

You should contact the bank, broker or custodian through which you currently hold your OCI Shares and ask whether it can receive, hold and trade shares listed on ADX. You should do this as early as possible and well before any deadline communicated by OCI or your intermediary.

Information on financial intermediaries that have provided relevant confirmations to OCI regarding the services they may be able to support, together with any broker-specific guidance, will be made available separately where appropriate. Any such information is provided for convenience only, will not purport to be exhaustive, and does not constitute a recommendation. Shareholders should contact the relevant intermediary directly to confirm the services available to them, any applicable onboarding requirements, fees and eligibility criteria.

Important: Even if a broker supports trading on ADX, you should confirm whether it can participate in the settlement process for the distribution of OC shares and whether any additional onboarding, account-opening or documentation requirements apply in your particular circumstances.

5. What is a NIN?

A NIN is the unique investor identification number used by ADX for clearing, settlement and trading purposes. It enables securities positions and transactions to be identified within the ADX market infrastructure. For purposes of the Combination, a valid NIN must be associated with the ADX securities account into which your OC Shares are to be delivered. Depending on the arrangements offered by your bank, broker or custodian, this may be your own individual NIN; or a NIN provided through the applicable custody structure.

In many cases, you may therefore not need to obtain a personal NIN yourself. You should first contact your existing bank, broker or custodian to confirm the arrangements available to you.

Important: A NIN is not, by itself, a brokerage or trading account. To receive, hold and trade OC Shares on ADX, you will also need an appropriate securities account and brokerage or custody arrangement that provides the required ADX access.

6. How to obtain and provide a NIN?

Your first step should be to contact the bank, broker or custodian through which you currently hold your OCI Shares and ask whether it can receive and hold OC Shares on ADX and whether it can provide the required NIN and ADX settlement details on your behalf.

If you need to obtain your own NIN, ADX currently permits applications through various channels, including an ADX-accredited brokerage firm, the ADX mobile application, ADX customer service offices and, where applicable, the TAMM platform. The documentation required depends on the type and circumstances of the investor. For individuals, this generally includes appropriate identification documents and evidence of an IBAN in the investor's name. Additional requirements may apply to non-UAE residents, companies and other institutional investors.

Once the required NIN and ADX securities account details have been obtained, they should be provided through your financial intermediary in accordance with the applicable transaction settlement instructions**.** Your intermediary will then submit the relevant information through the settlement process so that your OC Shares can be credited to the appropriate ADX account.

Important: Obtaining a NIN does not, by itself, guarantee that your OC Shares can be received or traded. You should also confirm with your bank, broker or custodian that it can receive, hold and, where applicable, facilitate trading of OC Shares through the ADX settlement infrastructure.

7. How does Dutch dividend withholding tax affect the number of OC Shares received?

The distribution of OC Shares will generally be subject to Dutch dividend withholding tax at the applicable rate. OCI has stated that any Dutch dividend withholding tax payable in connection with the distribution of OC Shares will be funded through the sale by OCI of the requisite number of OC Shares. As a result, the number of OC Shares ultimately delivered to shareholders who are not eligible for relief at source may be lower than their gross entitlement.

For shareholders who are not eligible for relief at source, OCI will sell the required number of OC Shares and use the cash proceeds to fund the Dutch dividend withholding tax obligation. Those cash proceeds will be remitted directly to the Dutch tax authorities and will not actually be paid to or received by the relevant shareholders. However, the relevant amounts remitted on behalf of those shareholders are treated for Dutch tax purposes as having been paid to them.

Certain shareholders may be entitled to relief at source or may subsequently be able to claim a credit or refund in respect of Dutch dividend withholding tax, depending on their individual circumstances. Shareholders should seek independent tax advice regarding the application of Dutch dividend withholding tax to their particular situation.

No gross-up or additional compensation will be paid in respect of Dutch dividend withholding tax.

Illustrative example only and not intended to constitute tax advice:

If a shareholder holds 1,000 OCI Shares, their gross entitlement would be 463.4 OC Shares. The actual number of OC Shares delivered may be lower if OCI is required to sell a portion of those shares to fund Dutch dividend withholding tax. The exact number of shares delivered will depend on the applicable tax treatment and the value of the relevant OC Shares at the relevant time.

8. What happens if you fail to provide the required NIN and settlement information in time?

If the required NIN and ADX settlement information have not been provided by the applicable deadline, the OC Shares attributable to you will not initially be delivered to an ADX securities account. Instead, those OC Shares and any related entitlements will be recorded through the Suspense Account pending completion of the required onboarding and settlement process. While the OC Shares remain in the Suspense Account, they will not be available to you for trading or other dealings. Any dividends accruing during this period will be held by the Abu Dhabi CSD pending completion of the applicable delivery requirements.

Once a valid NIN and the other required ADX settlement information have been provided, together with sufficient proof of ownership across all applicable custody layers of the OCI Shares at the record date for the Distribution, the relevant OC Shares and any accrued dividends can be processed for transfer to the appropriate ADX securities account, subject to the applicable settlement arrangements and procedures. Your bank, broker, custodian or other financial intermediary may be required to provide the information necessary to facilitate these arrangements.

The Suspense Account will be established for a period of at least six months following completion of the Combination and may be extended. At or around the end of that period, OC management will determine the appropriate arrangements for any OC Shares that remain in the Suspense Account. This may include extending the Suspense Account, establishing the Foundation or implementing another appropriate structure no less attractive to the relevant shareholders.

9. How the Suspense Account works?

The Suspense Account is an interim arrangement for OCI shareholders who are due to receive OC Shares but for whom the information required to deliver those shares directly through ADX has not been provided by the applicable deadline.

If the required NIN, ADX settlement information and any required proof of ownership have not been provided by the applicable deadline, the OC Shares attributable to you will be held through the Suspense Account pending delivery. The Suspense Account will be established for a period of at least six months following completion of the Combination and may be extended.

While your OC Shares remain in the Suspense Account: the OC Shares will not be available to you for trading; voting rights and other corporate actions cannot, in principle, be exercised; dividends accruing on the OC Shares will be held by the Abu Dhabi CSD and will not be paid directly to you during this period; and the OC Shares and any related

entitlements will remain recorded through the Suspense Account pending completion of the applicable delivery requirements or implementation of any further arrangements.

If you provide the required NIN and ADX settlement information, sufficient proof of ownership across all applicable custody layers of OCI Shares at the record date for the Distribution, and complete the applicable onboarding process while your OC Shares remain in the Suspense Account, the relevant OC Shares and any accrued dividends can then be processed for transfer to the appropriate ADX securities account, subject to the applicable settlement arrangements and procedures.

At or around the end of the initial period of at least six months, OC management will determine the appropriate arrangements for any OC Shares that remain in the Suspense Account. Depending on the circumstances at that time, OC management may extend the Suspense Account, establish the Foundation or implement another appropriate structure no less attractive to the relevant shareholders.

Shareholders will be informed of any material changes to the applicable arrangements.

Important: While your OC Shares remain in the Suspense Account, you will not be able to trade those shares, and voting rights and other corporate actions cannot, in principle, be exercised.

10. What happens after the initial period of at least six months?

At or around the end of the initial period of at least six months, OC management will review the position of any OC Shares that remain in the Suspense Account and determine the appropriate next steps. This may include extending the Suspense Account, establishing the Foundation or implementing another appropriate structure no less attractive to the relevant shareholders. Any such decision will be communicated to shareholders at the relevant time.

If implemented, the Foundation will temporarily hold the OC Shares attributable to the relevant shareholders. While the relevant OC Shares are held by the Foundation, only the Foundation may vote those shares and the Foundation will collect and hold dividends accruing on them. Once a shareholder has provided a valid NIN and sufficient proof of ownership across all applicable custody layers of OCI Shares at the record date for the Distribution, the Foundation will transfer the relevant OC Shares together with any accrued dividends to that shareholder's ADX securities account.

If NINs are not provided within a period of at least twelve months, to be communicated separately on OC's website with at least three months' notice, the Foundation will consider all possible options for the relevant OC Shares, including a sale thereof, subject to applicable laws and regulations. The net proceeds will be remitted to the relevant shareholder (or beneficiary under the applicable arrangement), once sufficient proof of ownership across all applicable custody layers of OCI Shares at the record date for the Distribution has been provided.

Shareholders should continue to provide the required NIN and ADX settlement information, together with sufficient proof of ownership across all applicable custody layers of OCI Shares at the record date for the Distribution, so that their OC Shares and any accrued dividends can be delivered to the appropriate ADX securities account.

Important: Any decision to extend the Suspense Account, establish the Foundation or implement another appropriate structure will be made by OC management based on the circumstances at the relevant time. Further details will be communicated if and when any additional arrangement is implemented.

11. What happens to fractional share entitlements?

Because the exchange ratio is 0.4634 OC Shares for every 1 OCI share held, not all shareholders will be entitled to receive a whole number of OC Shares. Fractional OC Share entitlements will be calculated and settled at the level of the relevant institution admitted to Euroclear Nederland rather than through ADX. Each bank, broker or custodian will be responsible for allocating or settling client-level fractional entitlements in accordance with its contractual arrangements with its clients.

12. When can you trade the OC Shares and how to move shares between ADX and EGX?

OC Shares are the same class of shares regardless of whether they are held through ADX or EGX. However, ADX and EGX operate through separate trading, custody and settlement systems. OC is currently primarily listed on ADX and secondarily listed on EGX. For purposes of the Combination, the OC Shares distributed to OCI shareholders are intended to be delivered through the ADX settlement arrangements.

If you want to hold or trade your shares on ADX:

You will need the appropriate ADX securities account and custody or brokerage arrangements, including a valid NIN associated with the relevant account. Once your OC Shares have been credited to your ADX securities account and are available for trading, you may trade them on ADX if your broker or custodian provides ADX trading access.

If you want to hold or trade your shares on EGX:

You will need the appropriate Egyptian brokerage, custody and investor account arrangements required to hold and trade OC Shares through EGX. The OC Shares distributed in connection with the Combination are intended to be delivered initially through the applicable ADX settlement arrangements. Receiving OC Shares through ADX does not automatically create a tradable position on EGX.

If you want to move your OC Shares between ADX and EGX

Transfers of OC Shares between ADX and EGX can generally be facilitated through the relevant brokers and custodians, subject to the applicable market, settlement, regulatory and operational procedures. The process is generally initiated through the shareholder’s broker or custodian and requires the shareholder to have the appropriate account arrangements in place in the receiving market. Processing times, documentation requirements and fees may apply.

Egyptian brokers, including EFG Hermes, are generally able to onboard foreign investors and facilitate trading on EGX, subject to the applicable know-your-customer, anti-money laundering, custody, account-opening and regulatory requirements.

13. Where to obtain help?

Most shareholder questions can be addressed by your existing bank, broker or custodian, which should be your first point of contact. Your financial intermediary should be able to confirm:

- whether it can receive and hold OC Shares through ADX;
- whether it can provide a NIN and the required ADX settlement information on your behalf;
- whether you need to obtain your own NIN;

- whether it can provide ADX trading access;
- what account information, documentation or instructions you need to provide; and
- what deadlines apply to you.

ADX and NIN enquiries

For questions specifically relating to obtaining a NIN or opening an account capable of receiving or trading OC Shares through ADX, investors may contact ADX directly or an ADX-accredited brokerage firm.

Combination and alternative arrangement enquiries

For questions relating to the Combination, the distribution of OC Shares, the Suspense Account or any subsequent arrangements, investors should refer to the official transaction materials and communications published by OCI.

EGX access and trading enquiries

Investors seeking assistance with access to EGX, including account-opening, custody arrangements and transfers between ADX and EGX, may contact EFG Hermes, which is generally able to assist foreign investors subject to the applicable know-your-customer, anti-money laundering, custody, account-opening and regulatory requirements.

EFG Hermes contact details:

Telephone Number: +971 4 363 4000 | Email: efg-hermescallcenter@efg-hermes.com