



OCI Partners LP

2Q 2014 Results Presentation
August 2014



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. will contribute to OCI Partners LP in connection with this offering. 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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The Partnership has filed a registration statement (including a prospectus) with the SEC for the offering to which this presentation relates. Before you invest, you should read the prospectus in that registration statement and other documents the Partnership has filed with the SEC for more complete information about the partnership and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the Partnership, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by emailing [BofA Merrill Lynch at dg.prospectus_requests@bam.com](mailto:BofA_Merrill_Lynch_at_dg.prospectus_requests@bam.com) or by calling either Barclays at (888) 603-5847 or Citigroup at (800) 831-9146.

OCI Partners LP’s registration statement has not yet become effective and OCI Partners LP’s common units representing limited partnership interests may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. The offering of the common units representing limited partner interests is being made by means of the prospectus only, copies of which may be obtained from the underwriters as noted above.

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.

Financial Overview

2Q 2014 Results Summary

- Second quarter of 2014 reflects no unplanned downtime

US\$ million	Three Months Ended		Change			
	June 30					
	2014	2013				
Revenues	113,447	106,901	6.1%			
Cost of Goods Sold	55,937	48,501	15.3%			
Depreciation Expense	5,695	5,566	2.3%			
Selling, General and Administrative Expenses	6,238	8,348	-25.3%			
Income from Operations (before interest expense, other income (expense) and income tax expense)	45,577	44,486	2.5%			
Interest Expense	4,710	4,424	6.5%			
Interest Expense - Related Party	51	4,026	-98.7%			
Other Income (Expense)	587	2	-			
Income from Operations (before tax expense)	41,403	36,038	14.9%			
Income Tax Expense	477	500	-4.6%			
Net Income	40,926	35,538	15.2%			
	30-Jun-14	31-Dec-13				
Total Debt	389,260	390,876	-0.4%			
Net Debt	283,284	207,899	36.3%			
000 Metric Tons	H1 2014	Q2 2014	Q1 2014	H1 2013	Q2 2013	Q1 2013
Ammonia	129.3	73.2	56.1	113.5	55.7	57.8
Methanol	306.1	161.6	144.5	352.3	169.5	182.8

**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 less the current portion and unamortized debt discount*

Financial Overview

Cash Available for Distribution

Unaudited Cash Available for Distribution

April 1, 2014 through June 30, 2014

US\$ thousand

EBITDA 51,859

Less:

Net Debt Service Costs 12,662

Income Tax payments 477

Working Capital Reserves 80

Cash Available for Distribution \$ 38,640

Distribution per unit \$ 0.48

Number of common units 80,500

Appendix

Appendix

Income Statement

	Three-Months Ended June 30,		Six-Months Ended June 30,	
	2014	2013	2014	2013
Revenues	\$ 113,447	\$ 106,901	\$ 213,026	\$ 219,062
Cost of goods sold (exclusive of depreciation)	55,937	48,501	108,434	94,453
Depreciation expense	5,695	5,566	11,356	11,078
Selling, general and administrative expenses	6,238	8,348	12,529	16,446
Income from operations before interest expense, other income and income tax expense	45,577	44,486	80,707	97,085
Interest expense	4,710	4,424	10,537	6,683
Interest expense—related party	51	4,026	101	8,437
Other income	587	2	755	11
Income from operations before tax expense	41,403	36,038	70,824	81,976
Income tax expense	477	500	891	974
Net income	\$ 40,926	\$ 35,538	\$ 69,933	\$ 81,002
Earnings per limited partner unit:				
Common unit (basic and diluted)	\$ 0.51	\$	\$ 0.87	
Weighted average number of limited partner units outstanding:				
Common units (basic and diluted)	80,500,000		80,500,000	

Appendix

Balance Sheet

	As of	
	June 30, 2014	December 31, 2013
Assets		
Current assets:		
Cash and cash equivalents	\$ 105,976	\$ 182,977
Restricted cash	282	282
Accounts receivable	37,080	45,014
Inventories	9,343	3,986
Advances due from related parties	99	350
Other current assets and prepaid expenses	1,698	3,629
Total current assets	154,478	236,238
Property, plant, and equipment, net of accumulated depreciation of \$44,940 and \$33,584, respectively	423,777	361,007
Other non-current assets	12,524	7,135
Total assets	\$ 590,779	\$ 604,380
Liabilities and Partners' Capital		
Current liabilities:		
Accounts payable	\$ 22,094	\$ 19,430
Accounts payable—related party	25,818	30,097
Other payables and accruals	2,817	2,603
Current maturities of the term loan facility	3,980	4,000
Accrued interest	2,399	2,647
Accrued interest—related party	118	—
Other current liabilities	4,435	2,581
Total current liabilities	61,661	61,358
Term loan facility	389,260	390,876
Accrued interest—related party	—	17
Other non-current liabilities	959	758
Total liabilities	451,880	453,009
Partners' capital:		
Common unitholders — 80,500,000 units issued and outstanding at June 30, 2014 and December 31, 2013	138,899	151,371
General partner's interest	—	—
Total partners' capital	138,899	151,371
Total liabilities and partners' capital	\$ 590,779	\$ 604,380

Appendix

Statement of Changes in Equity

	Member's Capital (deficit)	Retained Earnings	Total Member's Capital	Common Units		Total Partners' Capital
				Units	Amount	
Balance, December 31, 2012	\$ 4,000	\$ 52,118	\$ 56,118	—	\$ —	\$ —
Distributions	(260,000)	—	(260,000)	—	—	—
Net income	—	81,002	81,002	—	—	—
Balance June 30, 2013	\$ (256,000)	\$ 133,120	\$ (122,880)	—	\$ —	\$ —
Balance, December 31, 2013	\$ —	\$ —	\$ —	80,500,000	\$ 151,371	\$ 151,371
Distributions	—	—	—	—	(82,405)	(82,405)
Net income	—	—	—	—	69,933	69,933
Balance, June 30, 2014	\$ —	\$ —	\$ —	80,500,000	\$ 138,899	\$ 138,899

Appendix

Cash Flow Statement

	<u>2014</u>	<u>2013</u>
Cash flows from operating activities:		
Net income	\$ 69,933	\$ 81,002
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation expense	11,356	11,078
Amortization of debt issuance costs	1,242	2,006
Deferred income tax expense	201	—
Decrease (increase) in:		
Accounts receivable	7,934	(8,787)
Inventories	(5,357)	(4,534)
Prepaid interest	—	(6,362)
Advances – related party	251	(4,456)
Other current assets and prepaid expenses	1,644	(378)
Increase (decrease) in:		
Accounts payable	370	(2,190)
Accounts payable – related party	602	777
Other payables, accruals, and current liabilities	1,487	(3,668)
Accrued interest	(2,440)	208
Accrued interest - related party	101	(20,201)
Net cash provided by operating activities	<u>87,324</u>	<u>44,495</u>
Cash flows from investing activities:		
Purchase of property, plant, and equipment	(56,441)	(8,804)
Net cash used in investing activities	<u>(56,441)</u>	<u>(8,804)</u>
Cash flows from financing activities:		
Proceeds from borrowings	—	360,000
Repayment of debt	(1,995)	(125,000)
Debt issuance costs	(5,983)	(4,025)
Cash Distribution to Member	—	(260,000)
Remittance of cash to OCI USA for transferred trade receivables	(17,500)	—
Distribution to Unitholders	(82,405)	—
Net cash provided by (used in) financing activities	<u>(107,883)</u>	<u>(29,025)</u>
Net increase (decrease) in cash and cash equivalents	(77,000)	6,666
Cash and cash equivalents, beginning of period	182,977	41,708
Cash and cash equivalents, end of period	\$ <u>105,976</u>	\$ <u>48,374</u>
Supplemental cash disclosures:		
Cash paid during the period for income taxes	\$ 1,350	\$ 900
Cash paid during the period for interest, net of amount capitalized	9,543	4,196
Cash paid during the period for interest, net of amount capitalized – related party	—	35,000
Supplemental non-cash disclosures:		
Accruals of property, plant and equipment purchases	\$ 4,760	\$ 2,865
Accruals of property, plant and equipment purchases – related party	13,079	1,884
Capitalized interest	2,192	—
Capitalized interest - related party	—	—