



OCI Partners LP

3Q 2014 Results Presentation
November 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”).

Forward-looking statements should not be read as a guarantee of future performance or results and will not be accurate indications of the times at or by which such performance or results will be achieved. Forward-looking information is based on information available at the time and/or management’s good faith belief with respect to future events, and is subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. OCI Partners LP undertakes no obligation to update or revise any such forward-looking statements.

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

3Q 2014 Results Summary

- Third quarter of 2014 reflects 72 days and 85 days of methanol and ammonia production units respectively

US\$ million	Three Months Ended September 30		Change
	2014	2013	
Revenues	90,471	95,750	-5.5%
Cost of Goods Sold	56,295	48,813	15.3%
Depreciation Expense	5,852	5,549	5.5%
Selling, General and Administrative Expenses	5,314	5,369	-1.0%
Income from Operations (before interest expense, other income (expense) and income tax expense)	23,010	36,059	-36.2%
Interest Expense	4,157	5,015	-17.1%
Interest Expense - Related Party	51	3,998	-98.7%
Loss on extinguishment of debt	-	2,493	-100.0%
Other Income (Expense)	80	7	-
Income from Operations (before tax expense)	18,882	24,650	-23.4%
Income Tax Expense	283	428	-33.9%
Net Income	18,599	24,132	-22.9%
	30-Sep-14	31-Dec-13	
Total Debt	388,429	390,876	-0.6%
Net Debt	321,818	207,899	54.8%

Sales Volumes

000 Metric Tons	9M 2014	Q3 2014	H1 2014	Q2 2014	Q1 2014	9M 2013	Q3 2013	H1 2013	Q2 2013	Q1 2013
Ammonia	185.3	56.0	129.3	73.2	56.1	189.4	75.9	113.5	55.7	57.8
Methanol	463.1	157.0	306.1	161.6	144.5	487.8	135.5	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

July 1, 2014 through September 30, 2014

US\$ thousand

EBITDA 28,942

Less:

Net Debt Service Costs 6,295

Income Tax payments 283

Working Capital Reserves 656

Cash Available for Distribution \$ 21,708

Distribution per unit \$ 0.26

Actual distribution \$ 21,708,797

Number of common units 83,495,372

Appendix

Appendix

Income Statement

	Three- Months Ended September 30,		Nine- Months Ended September 30,	
	2014	2013	2014	2013
Revenues	\$ 90,471	\$ 95,790	\$ 303,497	\$ 314,852
Cost of goods sold (exclusive of depreciation)	56,295	48,813	164,729	143,266
Depreciation expense	5,852	5,549	17,208	16,627
Selling, general and administrative expenses	5,314	5,369	17,843	21,815
Income from operations before interest expense, other income and income tax expense	23,010	36,059	103,717	133,144
Interest expense	4,157	5,015	14,694	11,698
Interest expense—related party	51	3,998	152	12,435
Loss on extinguishment of debt	—	2,493	—	2,493
Other income	80	7	835	18
Income from operations before tax expense	18,882	24,560	89,706	106,536
Income tax expense	283	428	1,174	1,402
Net income	\$ 18,599	\$ 24,132	\$ 88,532	\$ 105,134
Earnings per limited partner unit:				
Common unit (basic and diluted)	\$ 0.23	\$	\$ 1.10	
Weighted average number of limited partner units outstanding:				
Common units (basic and diluted)	80,500,000		80,500,000	

Appendix

Balance Sheet

	As of	
	September 30, 2014	December 31, 2013
Assets		
Current assets:		
Cash and cash equivalents	\$ 66,611	\$ 182,977
Restricted cash	—	282
Accounts receivable	28,594	45,014
Inventories	4,880	3,986
Advances due from related parties	97	350
Other current assets and prepaid expenses	<u>2,222</u>	<u>3,629</u>
Total current assets	102,404	236,238
Property, plant, and equipment, net of accumulated depreciation of \$50,792 and \$33,584, respectively	479,947	361,007
Other non-current assets	12,076	7,135
Total assets	<u>\$ 594,427</u>	<u>\$ 604,380</u>
Liabilities and Partners' Capital		
Current liabilities:		
Accounts payable	\$ 27,581	\$ 19,430
Accounts payable—related party	40,498	30,097
Other payables and accruals	4,928	2,603
Current maturities of the term loan facility	3,980	4,000
Accrued interest	2,371	2,647
Accrued interest—related party	169	—
Other current liabilities	<u>6,539</u>	<u>2,581</u>
Total current liabilities	86,066	61,358
Term loan facility	388,429	390,876
Accrued interest—related party	—	17
Other non-current liabilities	1,074	758
Total liabilities	<u>475,569</u>	<u>453,009</u>
Partners' capital:		
Common unitholders — 80,500,000 units issued and outstanding at September 30, 2014 and December 31, 2013	118,858	151,371
General partner's interest	—	—
Total partners' capital	<u>118,858</u>	<u>151,371</u>
Total liabilities and partners' capital	<u>\$ 594,427</u>	<u>\$ 604,380</u>

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	—	105,134	105,134	—	—	—
Balance September 30, 2013	\$ (256,000)	\$ 157,252	(98,748)	—	\$ —	\$ —
Balance, December 31, 2013	\$ —	\$ —	\$ —	80,500,000	\$ 151,371	\$ 151,371
Distributions	—	—	—	—	(121,045)	(121,045)
Net income	—	—	—	—	88,532	88,532
Balance, September 30, 2014	\$ —	\$ —	\$ —	80,500,000	\$ 118,858	\$ 118,858

Appendix

Cash Flow Statement

Cash flows from operating activities:		
Net income	\$ 88,532	\$ 105,134
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation expense	17,208	16,627
Amortization of debt issuance costs	2,025	2,780
Loss on extinguishment of debt	—	2,493
Deferred income tax expense	316	568
Decrease (increase) in:		
Restricted Cash	282	—
Accounts receivable	16,420	539
Inventories	(894)	(1,178)
Prepaid interest	—	(2,363)
Advances – related party	253	(8,131)
Other current assets and prepaid expenses	947	(4,285)
Increase (decrease) in:		
Accounts payable	(2,477)	(5,324)
Accounts payable – related party	1,196	2,368
Other payables, accruals, and current liabilities	4,173	(3,126)
Accrued interest	(4,278)	1,544
Accrued interest - related party	152	(20,201)
Net cash provided by operating activities	123,855	87,445
Cash flows from investing activities:		
Purchase of property, plant, and equipment	(92,681)	(20,811)
Net cash used in investing activities	(92,681)	(20,811)
Cash flows from financing activities:		
Proceeds from borrowings	—	354,600
Repayment of debt	(2,990)	(125,000)
Debt issuance costs	(5,983)	(11,864)
Cash Distribution to Member	—	(260,000)
Initial public offering expenses	—	(2,570)
Remittance of cash to OCI USA for transferred trade receivables	(17,522)	—
Distribution to Unitholders	(121,045)	—
Net cash provided by (used in) financing activities	(147,540)	(44,834)
Net increase (decrease) in cash and cash equivalents	(116,366)	21,800
Cash and cash equivalents, beginning of period	182,977	41,708
Cash and cash equivalents, end of period	\$ 66,611	\$ 63,508
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	12,944	6,999
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	\$ 14,623	\$ 1,209
Accruals of property, plant and equipment purchases – related party	27,187	4,600
Capitalized interest	4,002	—