

Registered number 1752

WRITTEN BOARD RESOLUTIONS
OF
ORASCOM CONSTRUCTION PLC

We, the undersigned, being all the directors of Orascom Construction PLC (the **Company**) entitled to receive notice of board meetings and to vote on these resolutions, having carefully considered the matters referred to below, hereby pass the following resolutions as resolutions in writing in accordance with the articles of association of the Company.

The Board resolved that:

- 1) The Company declare and pay an interim dividend of US\$ 0.2313 per share to be paid to the members of the Company holding the Company's ordinary shares on 23 January 2022 (the **"Record Date"**);
- 2) The Company shall pay the abovementioned dividend on 31 January 2022 (the **"Payment Date"**);
- 3) The Company shall pay the dividend in US\$ to the members holding ordinary shares on NASDAQ Dubai at the Record Date and in Egyptian Pounds (subject to the US\$/EGP sell exchange rate announced by the Central Bank of Egypt on the date of this board resolution) to the members holding ordinary shares on the Egyptian Exchange at the Record Date;
- 4) Osama Anwar Bishai in his capacity as Chief Executive Officer and the legal representative of the Company, and each of Alexandre Lousada, Walid Ibrahim and Dina Abbas be and are hereby authorized to take any necessary steps requested by Nasdaq Dubai Stock Exchange and any regulatory bodies and/or the Egyptian Stock Exchange, to finalize the dividend payment;
- 5) The report prepared by HLB for Financial Consultancies on Securities (S.A.E), as an independent financial advisor, with regards to determining the fair value of (i) Orascom Trading (S.A.E.), (ii) National Equipment Company (S.A.E.) and (iii) Orascom Free Zone-Onsi Sawiris and Partners (Limited Partnership Company), for the purpose of acquiring the above mentioned three companies, be and is hereby approved*; and
- 6) The Board recommend* to the Company shareholders the acquisition of the three companies mentioned in item 5) above and an Extraordinary General Assembly (EGM) be convened for the shareholders to deliberate on such potential acquisition. The EGM shall be conducted electronically via mobile and web application on December 27, 2021, at 4:30 p.m. (UAE time), for the purpose of considering and, if thought fit, passing the following resolution:

- a) Approval of the report prepared by HLB for Financial Consultancies on Securities (S.A.E), as an independent financial advisor, with regards to determining the fair value of (i) Orascom Trading (S.A.E.), a joint stock company incorporated under the laws of Egypt with the commercial registration no. 1142, (ii) National Equipment Company (S.A.E.), a joint stock company existing under the laws of Egypt with the commercial registration no. 111023, and (iii) Orascom Free Zone- Onsi Sawiris and Partners (Limited Partnership Company), incorporated under the laws of Egypt with the commercial registration no. 108231, for the purpose of acquiring a maximum of 100% of the share capital of the above mentioned three companies.
- b) Approve the acquisition of 100% of the total share capital of Orascom Trading (S.A.E), National Equipment Company (S.A.E.) and Orascom Free Zone - Onsi Sawiris and Partners (Limited Partnership Company), for a total cash consideration of USD35,000,000 (United States Dollars thirty-five million), including the execution of the sale and purchase agreement(s) and other required legal documents.

Resolutions (1) to (4) have been unanimously approved.

* Mr. Jérôme Guiraud and Mr. Wiktor Sliwinski abstained from voting on resolutions (5) and (6) above, in line with corporate governance best practices. Resolutions (5) and (6) have been approved with the favourable votes of all remaining Directors.