

**Registered number 1752**

**WRITTEN BOARD RESOLUTIONS**  
**OF**  
**ORASCOM CONSTRUCTION LIMITED**

We, the undersigned, being all the directors of Orascom Construction Limited (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.

**WHEREAS:**

1. At an Extraordinary General Meeting of the Company held on 28 September 2016, the following resolution was passed as a special resolution:  
  
“THAT, subject to the receipt of all required regulatory approvals, the Company purchases ordinary shares of US\$1 each in the capital of the Company (at a price per share to be determined by the Board based on prevailing regulatory requirements) through an offer to be made to those shareholders of the Company who hold their shares on the Egyptian Exchange (the “Purchase Shares”) and, following such purchases, the Company reduces its share capital through the cancellation of the Purchase Shares.”
2. The Board wishes to determine the price per share to be paid for the shares in the Company to be purchased (the **Purchase Shares**), the aggregate number of shares to be purchased and to authorise the implementation of the share buyback authorised by the shareholders (the **Share Buyback**).

**RESOLVED THAT:**

- (a) the Share Buyback be approved;
- (b) the price per share to be paid for the Purchase Shares shall be EGP 74.05 per Purchase Share;
- (c) the Company shall purchase a total of 1,000,000 shares; and
- (e) any director of the Company and each of Hussein Marei and Khaled Eldardiry be and is hereby authorised to sign any agreement, letter, form, application, resolution, purchase orders or other document that may be necessary or desirable to implement the Share Buyback or otherwise give effect to the matters contemplated in the resolution above (including, without limitation, to make any and all necessary filings with any relevant authorities in order to implement the Share Buyback or otherwise give effect to the matters contemplated in the resolutions above and all other matters ancillary thereto).