

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.

**RESOLVED THAT:**

- (a) the resignation of Nassef Sawiris as a director of the Company (a copy of which has been provided to all of the directors) be accepted with effect from the date of these resolutions;
- (b) Jerome Guiraud be appointed as a director of the Company with effect from the date of these resolutions to hold office until the dissolution of the next Annual General Meeting of the Company (unless he is reappointed as a director at that meeting);
- (c) Jerome Guiraud be appointed as the chairman of the board of directors of the Company with effect from the date of these resolutions; and
- (d) the Annual General Meeting of the Company be convened to be held at Lecture Room, Level 2, Gate Village 2, DIFC, Dubai, United Arab Emirates on 25 May 2016 at 10 a.m. (or at such other time, date or place as the Chairman, in his discretion, may determine) for the purpose of considering and, if thought fit, passing the following resolutions (resolutions 1 to 7 being proposed as ordinary resolutions and resolution 8 being proposed as a special resolution):

Resolution 1	THAT the Company's financial statements as at and for the financial year ended 31 December 2015 together with the notes to those financial statements and the auditor's report on those financial statements be and are hereby approved.
Resolution 2	THAT Salman Butt be and is hereby reappointed as a non-executive director of the Company in accordance with the Company's articles of association.
Resolution 3	THAT Arif Naqvi be and is hereby reappointed as a non-executive director of the Company in accordance with the Company's articles of association.
Resolution 4	THAT Sami Haddad be and is hereby reappointed as a non-executive independent director of the Company in accordance with the Company's articles of association.
Resolution 5	THAT Jerome Guiraud be and is hereby reappointed and confirmed as a non-executive director of the Company in accordance with the Company's articles of association.
Resolution 6	THAT KPMG LLP be and is hereby reappointed as independent external auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company at which audited financial statements are laid.
Resolution 7	THAT, subject to Resolution 5 above being passed, the Board be and are hereby generally and unconditionally authorised to determine the remuneration for the external auditor, KPMG LLP.
Resolution 8	THAT, subject to the receipt of all required regulatory approvals, the Company purchase 280,113 ordinary shares of US\$1 each in the capital of the Company from Cementech Limited (the "Purchase Shares") and, following such purchase, the Company reduce its share capital from US\$ 118,041,492 to US\$ 117,761,379 through the cancellation of the Purchase Shares.

## SIGNATURES

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Nassef Sawiris  
Date:

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Osama Bishai  
Date:

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Arif Naqvi  
Date:

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Salman Butt  
Date:

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Sami Haddad  
Date:

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Khaled Bichara  
Date:

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Azmi Mikati  
Date: