

**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) Subject to obtaining the approval from the Company’s shareholders and the required regulatory approvals, the Company proceeds with the purchase of 6,517,444 of its own shares (the “Shares”), representing 5.58% of the Company’s total issued share capital, from Ms. Melinda French Gates, for the price of USD 3.00 per share;
- 2) Following the acquisition referred to in Resolution 1) above, and subject to the Company’s shareholders approval, the Shares are cancelled within a period between three (3) and twelve (12) months from the date of acquisition, being held by the Company as treasury shares until such cancellation occurs;
- 3) Osama Anwar Bishai in his capacity as Chief Executive Officer, and each of Alexandre Lousada, Hesham Elhalaby, Walid Ibrahim and Dina Abbas be and are hereby authorized to take any necessary steps required under the applicable laws and regulations and/or by the Dubai Financial Services Authority (DFSA), Nasdaq Dubai Stock Exchange, the Egyptian Stock Exchange, the Companies Registrar or any other regulatory authorities to finalise the purchase and subsequent cancellation of shares referred to in Resolutions 1) and 2) above;
- 4) The Annual General Meeting of the Company be convened on May 31<sup>st</sup>, 2023 at 9:30 a.m. UAE time, in accordance with the attached notice, for the purpose of considering and, if thought fit, passing the following resolutions:

Resolution 1	THAT the Company’s financial statements as at and for the financial year ended 31 December 2022 together with the notes to those financial statements and the Director’s and auditor’s reports on those financial statements be and are hereby approved.
Resolution 2	THAT Sami Haddad 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 Nada Shousha 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 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 5	THAT, subject to Resolution 4 above being passed, the Board be and are hereby generally and unconditionally authorised to determine the remuneration for the external auditor, KPMG LLP.
Resolution 6	THAT, subject to obtaining the required regulatory approvals, the Company proceeds with the purchase of 6,517,444 of its own shares (the “Shares”), representing 5.58% of the Company’s total issued share capital, from Ms. Melinda French Gates, for the price of USD 3.00 per share.
Resolution 7	THAT, following the acquisition referred to in Resolution 6 above, the Shares are cancelled within a period between three (3) and twelve (12) months from the date of acquisition, being held by the Company as treasury shares until such cancellation occurs.

\*Mr. Jérôme Guiraud and Mr. Wiktor Sliwinski abstained from voting on resolutions 1) to 3).