

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) an Extraordinary General Meeting of the Company be convened to be held at the offices of Allen & Overy LLP, 11th Floor, Burj Daman Building, Al Sa'ada Street, DIFC, Dubai, United Arab Emirates on Wednesday September 28, 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 resolution as a special resolution:

Resolution 1	THAT, subject to the receipt of all required regulatory approvals prevailing in the UAE and Egypt, the Company purchase 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 and such that the aggregate number of shares for all purchases does not exceed 1,000,000 shares) 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 reduce its share capital through the cancellation of the Purchase Shares.
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- (b) any director of the Company and each of Hussein Marei, Khaled Eldardiry and Heba Iskander be and is hereby authorised to sign any agreement, letter, form, application, resolution or other document that may be necessary or desirable to give effect to the matters contemplated in the resolution above (including, without limitation, to take all necessary steps as prescribed under the applicable law of the DIFC and to make any and all necessary filings with any relevant authorities in order to give effect to the matters contemplated in the resolutions above and all other matters ancillary thereto).