

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Orascom Construction PLC (the “**Company**”) will be held in Dubai, United Arab Emirates, at Gate Village 1, Office 301-303, Level 3, on May 31st, 2023 at 9:30 a.m. (UAE time). Shareholders may participate by attending the meeting in person or represented by proxy or by connecting electronically via mobile and web application (the “**Virtual AGM Facility**”), 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.

By order of the Board
Date: May 8, 2023
Heba Iskander
Company Secretary

Registered Office
PO Box 507031
Unit Office 301 to 303, level 3
Gate Village Building 1
Dubai International Financial Centre

EXPLANATORY NOTES

Resolutions 1 to 6 are ordinary resolutions and Resolution 7 is a special resolution. To pass an ordinary resolution, such number of votes must be passed in favour of the resolution which exceed 50 per cent of all the votes cast (voting online through the Virtual AGM Facility or by proxy) at a general meeting. A special resolution shall be passed by at least seventy-five per cent (75%) of the votes of such shareholders voting (online through the Virtual AGM Facility or by proxy) at a general meeting.

Should any shareholder be in doubt as to how they should vote on any resolution and/or as to how a resolution may affect them, they should seek advice from their financial advisor, legal advisor or other professional advisor as soon as possible.

The following shareholders shall not have the right to vote on Resolutions 6 and 7: Ms. Melinda French Gates (the holder of the shares to be purchased) and the Sawiris Family and entities held for their benefit. In addition, Board members Jérôme Guiraud and Wiktor Sliwinski, who are affiliated with one or more entities related to the Sawiris Family and entities held for their benefit, abstained from voting on Board resolutions related to Resolutions 6 and 7.

Resolution 1 - Approval of the financial statements and the auditor's report

The Company is required to present its audited financial statements for the year ended 31 December 2022 and the accompanying auditor's report to shareholders at its AGM for discussion and, if thought fit, approval. This provides the shareholders with an opportunity to discuss the performance of the Company during the year, its management and prospects for the future.

Copies of the audited financial statements and the auditor's report are available on the Company's website at www.orascom.com.

Resolution 2 and 3 - Reappointment of directors

The Company's articles of association provide that at each annual general meeting of the Company one-third of the directors shall retire from office and, if willing to act, be reappointed by the shareholders.

Sami Haddad will retire from office as a non-executive director of the Company at the AGM and is seeking re-election.

Nada Shousha will retire from office as a non-executive director of the Company at the AGM and is seeking re-election.

Resolutions 4 and 5 – Auditor

The Company's auditor must be appointed at each annual general meeting to hold office from conclusion of that meeting until conclusion of the next annual general meeting. KPMG LLP is recommended to the shareholders by the Board for reappointment for the Company's 2023 financial year. Resolutions are proposed to reappoint KPMG LLP as auditor and to authorise the Board to determine their remuneration.

Resolution 6 and 7 – Purchase and cancellation of Company's own shares

The Company's Board of Directors resolved in its Board meeting held on May 8, 2023 that, subject to obtaining all required regulatory approvals, the Company purchases 6,517,444 of its own shares (the "Shares"), corresponding to 5.58% of the Company's total issued share capital, from Ms. Melinda French Gates, for the price of USD 3.00 per share, amounting to a total of USD 19,552,332.00.

The proposed transaction is compliant with the Company's articles of association.

Following the acquisition referred to above, the Shares shall be 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. The Company's share capital will be reduced as a result of the Shares cancellation. Following this reduction of capital, the Company will have 110,243,935 ordinary shares of US\$ 1 each in issue, each with equal voting rights.

The table below displays the ownership of shareholders holding a participation in excess of 5%, as a percentage of the Company's total outstanding shares and based on the latest regulatory filings, before and after the Company's acquisition of the Shares.

Name of shareholder	Number of shares¹	% Before Transaction	% After Transaction
Sawiris Family and entities held for their benefit	60,481,391	51.80%	54.86%
Mr Nassef Sawiris and entities held for his benefit	40,265,048	34.48%	36.52%
Mr Samih Sawiris, his family members and entities held for their benefit	13,776,618	11.80%	12.50%
Mr Naguib Sawiris, his family members and entities held for their benefit	6,439,725	5.52%	5.84%
Sustainable Capital Africa Alpha Fund	18,869,086	16.16%	17.12%
Melinda French Gates	6,517,444	5.58%	-

A copy of the contract setting out the terms for the purchase by the Company of its shares will be sent to the shareholders and is available for inspection by shareholders at the Company's registered office, at Gate Village 1, Office 301-303, Level 3, Dubai, United Arab Emirates.

Restricted Persons, as referenced in DFSA MKT 3.4, are not permitted to engage in dealing in the Company's shares until the acquisition of the Shares referenced in Resolution 6 is completed and disclosed to the market.

NOTES

Shares in issue

As at the date of this Notice, there are 116,761,379 ordinary shares of US\$ 1 each in issue, each with equal voting rights.

Proxies

Holders of ordinary shares entitled to attend the AGM (in person or online) and vote may appoint one or more proxies to attend and, on a poll, vote in their place at general meetings of the Company. Any proxy so appointed need not also be a shareholder.

Entitlement to attend and vote

Only those shareholders entered on the relevant register of shareholders as of 5.00 p.m. (UAE time) on Wednesday May 17, 2023 (the record date) shall be entitled to vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 5.00 p.m. (UAE time) on the record date shall be disregarded in determining the rights of any person to attend or vote at the AGM.

¹ Based on regulatory disclosures.

If the AGM is adjourned, entitlement to attend and vote will be determined by reference to the relevant register of shareholders at 5.00 p.m. (UAE time) on the originally stated record date.

Nominee registration

All the shares traded on NASDAQ Dubai are registered in the name of NASDAQ Dubai Guardian Limited as nominee for the beneficial owners. NASDAQ Dubai Guardian Limited will not exercise the right to vote prior to the meeting or to attend and to participate at the AGM but will enable the beneficial owners to attend and to vote online at the AGM and/or to exercise voting rights by issuing proxies upon the instruction of beneficial owners. NASDAQ Dubai Guardian Limited will adopt the record date referred to above to determine the entitlement of beneficial owners to attend and vote online at the AGM and/or to exercise voting rights. In order to facilitate this please carefully read and follow the instructions laid-out in the following section.

Voting/attendance request for beneficial owners

1. Options for attending and voting

Beneficial owners who do not wish to attend the AGM online through the Virtual AGM Facility

If you would like to have your shares voted without attending the AGM through the Virtual AGM Facility, please fill out the Voting Instruction Form and return it signed and dated to your broker or custodian (if you do not have a NIN² account) or to our Registrar³ (if you have a NIN account) as soon as possible, however, no later than 12 p.m. on Wednesday May 24, 2023. Your broker (or custodian or the Registrar) will submit your votes to the tabulation agent. If you subsequently desire to change your voting, or to attend the AGM through the Virtual AGM Facility, please contact your broker (or custodian or the Registrar) prior to the deadline specified by them in order to facilitate your changes. The tabulation agent will provide your voting instructions to NASDAQ Dubai Guardian Limited who will submit the vote on your behalf to the Chairman of the meeting.

Beneficial owners who have a NIN account and wish to attend the AGM online through the Virtual AGM Facility

If you are a beneficial owner who has a NIN account and would like to attend the AGM through the Virtual AGM Facility, or if you would like to be represented by a person of your choice, please fill out the Online Attendance Request Form and return it signed and dated to our Registrar as soon as possible, however, no later than 12 p.m. on Wednesday May 24, 2023. Our Registrar will submit your online attendance request details to the tabulation agent. If you subsequently desire to change your personal representative, or to vote without attending the AGM through the Virtual AGM Facility, please contact the Registrar prior to the deadline specified by them in order to facilitate your changes.

If you would like to attend the AGM through the Virtual AGM Facility and vote online, please complete and return the Online Attendance Request Form and then follow the step by step instructions set out in the user guide for the Virtual AGM Facility attached to this Notice. Further instructions will be provided upon receipt of a completed Online Attendance Request Form.

² A NIN account is an account set-up for a shareholder directly with the NASDAQ Dubai Central Securities Depository (CSD)

³ Our registrar is Link Group who can be contacted by e-mail: meetingsadvisoryteam@linkgroup.co.uk; or telephone: +971(0)4401 9983.

Beneficial owners who do not have a NIN account and wish to attend the AGM online through the Virtual AGM Facility

Only those beneficial owners who have a NIN account are entitled to vote online through the Virtual AGM Facility. If you are a beneficial owner who does not have a NIN account, and you wish to have your shares voted and to attend the AGM through the Virtual AGM Facility, you should:

- (a) fill out the Voting Instruction Form and return it signed and dated to your broker or custodian as soon as possible, however no later than 12 p.m. on Wednesday May 24, 2023 and
- (b) at the time of the AGM, log into the Virtual AGM Facility as a guest.

To access the Virtual AGM Facility, please login using your relevant details (including your name, title and address) and then follow the step by step instructions set out in the user guide for the Virtual AGM Facility attached to this Notice.

2. Online attendance

Completion and return of the Voting Instruction Form will not prevent beneficial owners with a NIN account from voting online through the Virtual AGM Facility, provided you have subsequently changed your instruction to register your attendance through the Virtual AGM Facility in the manner specified above.

Please note that you will not be able to vote through the Virtual AGM Facility if you have not registered for attendance via our Registrar as outlined above.

If you are intending to attend the AGM through the Virtual AGM Facility, log-in will be available from 9:00 a.m. (UAE time) on May 31st, 2023. During the meeting you must ensure that you are connected to the internet at all times in order to vote when the Chairman commences polling on the resolutions being put to the meeting. Therefore, it is your responsibility to ensure connectivity for the duration of the meeting.

Questions

Beneficial owners with a NIN account (or their appointed proxy) attending the AGM through the Virtual AGM Facility may submit written questions through the Virtual AGM Facility. Questions should be asked to the meeting in English. Beneficial shareholders without a NIN account attending the AGM through the Virtual AGM Facility may listen but may not submit questions or vote.

Details of how to submit a written question through the Virtual AGM Facility are set out in the user guide for the Virtual AGM Facility attached to this Notice.

Please note that not all questions may be able to be answered during the time set aside for questions at the meeting. In this case, your question will be answered by email or post after the meeting.

Results

The results of voting on the resolutions will be posted on the Company's website after the AGM.