

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the “EGM”) of Orascom Construction PLC (the “Company”) will be held in Dubai, United Arab Emirates, at Gate Village 1, Office 301-303, Level 3, on 11 October 2023 at 9:30 a.m. (UAE time). Shareholders may participate by attending the meeting in person, represented by proxy or by connecting electronically via mobile and web application (the “Virtual EGM Facility”), for the purpose of considering and, if thought fit, passing the following resolutions:

Resolution 1	That, subject to and based on the recommendation of the Board, the Company declare a dividend of US\$ 0.2750 per share based on the financial statements of the Company as at 31 December 2022, and such dividend to be paid on 31 October 2023 (the “Payment Date”) to the members of the Company holding the Company’s ordinary shares on 24 October 2023 (the “Record Date”).
Resolution 2	The Company shall pay the dividend in US\$ to the members holding ordinary shares on Nasdaq Dubai at the Record Date and in Egyptian Pounds (subject to the US\$/EGP sell exchange rate announced by the Central Bank of Egypt on 11 October 2023, the date of the EGM) to the members holding ordinary shares on the Egyptian Exchange at the Record Date.
Resolution 3	Osama Anwar Bishai in his capacity as Chief Executive Officer, and each of Alexandre Lousada, Walid Ibrahim and Dina Abbas be and are hereby authorized to take any necessary steps requested by Nasdaq Dubai and/or the Egyptian Exchange, and any regulatory bodies to finalize the dividend payment.

By order of the Board
Date: September 18, 2023
Heba Iskander
Company Secretary

Registered Office
PO Box 507031
Office 301-303, Level 3
Gate Village Building 1
Dubai International Financial Centre

EXPLANATORY NOTES

Resolutions 1 to 3 are proposed as ordinary resolutions. 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 EGM Facility, in-person 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.

Resolutions 1 and 2 - Dividends

The Board has recommended that the Company declare a US\$ 0.2750 per share dividend based on the financial statements of the Company as at and for the financial year ended 31 December 2022. The Board has resolved that, subject to receiving the requisite shareholder approval, the Company pay the dividend in US\$ to the members holding ordinary shares on Nasdaq Dubai at the Record Date (24 October 2023) and in Egyptian Pounds (subject to the US\$/EGP sell exchange rate announced by the Central Bank of Egypt on 11

October 2023, the date of the Extraordinary General Meeting) to the members holding ordinary shares on the Egyptian Exchange at the record date (24 October 2023).

Resolution 3 - Executing the Dividend Payment Process

Osama Anwar Bishai in his capacity as Chief Executive Officer, and each of Alexandre Lousada, Walid Ibrahim and Dina Abbas be and are hereby authorized to take any necessary steps requested by Nasdaq Dubai and/or the Egyptian Exchange, and any regulatory bodies to finalize the dividend payment.

NOTES

Shareholding

As at the date of this Notice, there are 116,761,379 ordinary shares of US\$ 1 each in issue. However, there are 110,243,935 ordinary shares outstanding of US\$ 1 each with equal voting rights. The Company holds 6,517,444 ordinary shares of US\$ 1 each as treasury shares with no voting rights, and will not receive any dividends in connection with these treasury shares. The Company is currently in the process of cancelling these treasury shares.

Proxies

Holders of ordinary shares entitled to attend the EGM (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 September 27, 2023 (the EGM record date) shall be entitled to vote at the EGM 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 EGM.

If the EGM 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 EGM but will enable the beneficial owners to attend and to vote online at the EGM 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 EGM 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 EGM in-person or online through the Virtual EGM Facility

If you would like to have your shares voted without attending the EGM in-person or through the Virtual EGM 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 NIN¹ account) or to our Registrar² (if you have a NIN account) as soon as possible, however, no later than 12 p.m. on October 4, 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 EGM in-person or through the Virtual EGM 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 EGM in-person or online through the Virtual EGM Facility

If you are a beneficial owner who has a NIN account and would like to attend the EGM in-person or through the Virtual EGM Facility, or if you would like to be represented by a person of your choice, please fill out the Attendance Request Form and return it signed and dated to our Registrar as soon as possible, however, no later than 12 p.m. on October 4, 2023. Our Registrar will submit your attendance request details to the tabulation agent. If you subsequently desire to change your personal representative, or to vote without attending the EGM in-person or through the Virtual EGM 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 EGM through the Virtual EGM Facility and vote online, please complete and return the Attendance Request Form and then follow the step by step instructions set out in the user guide for the Virtual EGM Facility attached to this Notice. Further instructions will be provided upon receipt of a completed Attendance Request Form.

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

Only those beneficial owners who have a NIN account are entitled to vote online through the Virtual EGM 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 EGM through the Virtual EGM 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 October 4, 2023; and
- (b) at the time of the EGM, log into the Virtual EGM Facility as a guest.

To access the Virtual EGM 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 EGM Facility attached to this Notice.

2. Attendance

Completion and return of the Voting Instruction Form will not prevent beneficial owners with a NIN account from voting in-person or online through the Virtual EGM Facility, provided you have subsequently changed

¹ A NIN account is an account set-up for a shareholder directly with the NASDAQ Dubai Central Securities Depository (CSD)

² Our registrar is Link Group who can be contacted by e-mail: meetingsadvisoryteam@linkgroup.co.uk

your instruction to register your attendance in-person or through the Virtual EGM Facility in the manner specified above.

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

If you are intending to attend the EGM through the Virtual EGM Facility, log-in will be available from 9:00 am. (UAE time) on October 11, 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 EGM through the Virtual EGM Facility may submit written questions through the Virtual EGM Facility. Questions should be asked to the meeting in English. Beneficial shareholders without a NIN account attending the EGM through the Virtual EGM Facility may listen but may not submit questions or vote.

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

For those attending the EGM in-person, please note that questions should be asked to the meeting in English.

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 EGM.