

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Orascom Construction PLC (the “**Company**”) will be conducted electronically via mobile and web application (the “Virtual EGM Facility”) on December 27, 2021, at 4:30 p.m. (UAE time) for the purpose of considering and, if thought fit, passing the following resolutions:

Resolutions:	<ol style="list-style-type: none"><li>1) Approval of the report prepared by HLB for Financial Consultancies on Securities (S.A.E), as an independent financial advisor, with regards to determining the fair value of (i) Orascom Trading (S.A.E.), a joint stock company incorporated under the laws of Egypt with the commercial registration no. 1142, (ii) National Equipment Company (S.A.E.), a joint stock company existing under the laws of Egypt with the commercial registration no. 111023, and (iii) Orascom Free Zone- Onsi Sawiris and Partners (Limited Partnership Company), incorporated under the laws of Egypt with the commercial registration no. 108231, for the purpose of acquiring a maximum of 100% of the total share capital of the above mentioned three companies.</li><li>2) Approve the acquisition of 100% of the total share capital of Orascom Trading (S.A.E), National Equipment Company (S.A.E.) and Orascom Free Zone - Onsi Sawiris and Partners (Limited Partnership Company), for a total cash consideration of USD35,000,000 (United States Dollars thirty-five million), including the execution of the sale and purchase agreement(s) and other required legal documents.</li></ol>
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By order of the Board  
Date: December 5, 2021  
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 and 2 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 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.*

*Given that the three companies named in Resolutions 1 and 2 are wholly owned by the Sawiris Family, the Sawiris Family and entities held for their benefit, who collectively own 51.8% of Orascom Construction PLC shares outstanding, will abstain from voting. Board members Jérôme Guiraud and Wiktor Sliwinski abstained from voting on all Board resolutions related to this transaction, in-line with corporate governance best practice.*

### DOCUMENTS attached to this notice:

- i) Orascom Construction PLC Board Resolution dated 5 December 2021;
- ii) Report issued by HLB for Financial Consultancies on Securities (S.A.E), assessing the fair value of the entities proposed to be acquired.

## NOTES

### Shareholding

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 EGM online and vote may appoint one or more proxies to attend online 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 December 13, 2021 (the 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 online through the Virtual EGM Facility*

If you would like to have your shares voted without attending the EGM 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 NIN<sup>1</sup> account) or to our Registrar<sup>2</sup> (if you have a NIN account) as soon as possible, however, no later than 12 p.m. on December 20, 2021. 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 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

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

<sup>2</sup> Our registrar is Link Group who can be contacted by e-mail: [meetingsadvisoryteam@linkgroup.co.uk](mailto:meetingsadvisoryteam@linkgroup.co.uk)

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 online through the Virtual EGM Facility*

If you are a beneficial owner who has a NIN account and would like to attend the EGM through the Virtual EGM 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 December 20, 2021. 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 EGM 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 Online 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 Online 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 December 20, 2021; 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. 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 EGM Facility, provided you have subsequently changed your instruction to register your attendance through the Virtual EGM Facility in the manner specified above.

Please note that you will not be able to vote 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 4.00 p.m. (UAE time) on December 27, 2021. 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.

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.