

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Orascom Construction PLC (the “**Company**”) will be conducted electronically via mobile and web application (the “**Virtual AGM Facility**”) on May 20, 2020 at 4.00 p.m. (UAE time) 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 2019 together with the notes to those financial statements and the auditor’s report on those financial statements be and are hereby approved.
Resolution 2	THAT Jerome Guiraud be and is hereby reappointed as the Chairman of the Board of the Company in accordance with the Company’s articles of association.
Resolution 3	THAT Sami Haddad be and is hereby reappointed as a non-executive independent director of the Company in accordance with the Company’s articles of association.
Resolution 4	THAT Johan Camiel Beerlandt be and is hereby reappointed as a non-executive director of the Company in accordance with the Company’s articles of association.
Resolution 5	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 6	THAT, subject to Resolution 5 above being passed, the Board be and are hereby generally and unconditionally authorised to determine the remuneration for the external auditor, KPMG LLP.
Resolution 7	THAT, subject to and based on the recommendation of the Board, the Company declare an annual dividend of US\$ 0.21 per share based on the financial statements of the Company as at and for the financial year ended 31 December 2019.

By order of the Board  
Date: April 27, 2020  
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 7 are 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 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.*

#### **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 2019 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](http://www.orascom.com).

#### **Resolutions 2, 3 and 4 - Reappointment and appointment 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. Jerome Guiraud, Sami Haddad and Johan Camiel Beerlandt will retire from office as directors of the Company at the AGM and are seeking re-election.

## **Resolutions 5 and 6 - 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 2020 financial year. Resolutions are proposed to reappoint KPMG LLP as auditor and to authorise the Board to determine their remuneration.

## **Resolution 7 - Dividend**

The Company has announced that it will declare a US\$ 0.21 per share dividend through 2020 and, subject to and based on the recommendation of the Board, the shareholders will need to approve declaring and paying a dividend based on the financial statements of the Company as at and for the financial year ended 31 December 2019.

## **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 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 Wednesday May 6, 2020 (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.

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 or via phone line 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 or via phone line 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 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 Wednesday May 13, 2020. 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 via phone line, 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 13, 2020. 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 or attend and vote via the phone line, please **complete and return the Online Attendance Request Form** to our Registrar. Further instructions will be provided directly to you upon receipt of the duly completed Online Attendance Request Form. On the day of the AGM you will then need to follow the step by step instructions set out in the user guide for the Virtual AGM Facility attached to this Notice.

*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 or via phone line. 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 or via phone line, 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 13, 2020; and
- (b) at the time of the AGM, log into the Virtual AGM Facility as a guest.

To access the Virtual AGM Facility as a guest, please refer to the instructions in the user guide and 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.

To access the meeting as a guest via the phone line, please dial the following phone number and enter the PIN set out below:

Meeting Phone Line: +61 1800 572 288

PIN (guests only): 123456

If attending the Virtual AGM via phone line as a guest, you will be required to provide your details for record keeping purposes.

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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 Market Services who can be contacted by e-mail [paula.rakei@linkmarketservices.com](mailto:paula.rakei@linkmarketservices.com) telephone +971(0)4401 9983 or fax +61 2 9287 0309.

## 2. Online and phone line 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 or via phone line, 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, login will be available from 3:30 p.m. (UAE time) on May 20, 2020. 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 or via phone line may submit written questions through the Virtual AGM Facility or via phone line. Questions should be asked to the meeting in English. Beneficial shareholders without a NIN account attending the AGM through the Virtual AGM Facility or via phone line 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.

Details of how to submit questions via phone line will be provided once connected to the conference line.

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.