



TERMS OF REFERENCE NOMINATION COMMITTEE

ADOPTED BY THE BOARD ON 28TH OF MAY 2015

ORASCOM CONSTRUCTION PLC

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1. INTRODUCTION

- (a) The Board shall establish and maintain the Nomination Committee, as a standing committee of the Board, to lead the process for appointments and make recommendations to the Board relating to the appointment of Board members and the Senior Management. The main roles and responsibilities of the Nomination Committee shall be set out in these written terms of reference (**Terms of Reference**) and be made available on the Company's website.
- (b) The Terms of Reference have been prepared by the Board pursuant to Clause 11 of the By-Laws.
- (c) All capitalised terms and expressions shall have the meanings set out in Clause 2 of the By-Laws, except where a contrary meaning is set out below.

2. RESPONSIBILITIES

The Nomination Committee shall be responsible for advising the Board in relation to any of the responsibilities and proposed resolutions as referred to in Clause 3(d).

3. COMPOSITION

- (a) A majority of members of the Nomination Committee shall be independent non-executive Directors.
- (b) The chair of the Nomination Committee should be an independent Non-Executive Director. Independence of Directors shall be assessed in accordance with Clause 3.5 of the By-Laws.
- (c) Members of the Nomination Committee shall be appointed by the Board and may be replaced at any time by the Board.
- (d) The Company Secretary shall extend his support and responsibilities to the Nomination Committee.

4. DUTIES AND POWERS

- (a) The Nomination Committee has the following duties:
 - (i) drafting a job specification and preparing an objective assessment for the appointment of the Chairman. The relevant assessment includes an assessment of the time commitment expected and the need for availability during crises;
 - (ii) evaluating the balance of skills, knowledge, independence and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for any particular appointments; and
 - (iii) consider using an external consultancy or an open advertising process in the appointment of the Chairman or a Non-Executive Director of the Board.
- (b) When exercising its duties regarding the composition of the Board, the Nomination Committee shall observe the criteria on the composition of the Board as set out in Clause 3.5 of the By-Laws.
- (c) The Nomination Committee may only exercise such powers as are explicitly attributed or delegated to it by the Board and may never exercise powers beyond those exercisable by the Board as a whole.

5. MEETINGS

- (a) The Nomination Committee shall meet as often as required for a proper functioning of the Nomination Committee.

- (b) Meetings of the Nomination Committee shall be called by the Company Secretary and chair of the Nomination Committee.
- (c) Appropriate notice of the meetings shall be made to the Nomination Committee's members and the agenda for the meeting shall be circulated to the Nomination Committee's members at least seven (7) business days before the date of the meeting.
- (d) The chair of the Nomination Committee shall set the agenda for meetings, chair the Nomination Committee meetings and ensure and actively promote the proper functioning of the Nomination Committee.

6. REPORTING TO THE BOARD

- (a) Where the Board makes a request for information from the Nomination Committee, the Nomination Committee shall provide the Board with a report of its deliberations, findings and recommendations. The reports of meetings of the Nomination Committee are distributed among all members of the Board as soon as possible after the meeting concerned.
- (b) At the request of the Board, the chair of the Nomination Committee shall provide the Board with information and findings that materialise through the discussions of the Nomination Committee.
- (c) The chair of the Nomination Committee shall be available in the Annual General Meeting to answer any shareholder questions relating to the duties and responsibilities of the Nomination Committee.
- (d) Every Non-Executive Director has unrestricted access to all records of the Nomination Committee.

7. MISCELLANEOUS

- (a) The Nomination Committee shall periodically review and the Terms of Reference and report its conclusions to the Board. Where appropriate, the Nomination Committee shall recommend any proposed changes to the Board.
- (b) The Board can at all times amend these Terms of Reference and/or revoke any powers granted by it to the Nomination Committee.
- (c) A separate section of the Company's Annual Report should describe the work of the Nomination Committee, including the process it has used in relation to Board appointments. An explanation should be given if neither an external consultancy nor an open advertising process has been used in the appointment of the Chairman or a Non-Executive Director of the Board.