



TERMS OF REFERENCE STRATEGY & SUSTAINABILITY COMMITTEE

ADOPTED BY THE BOARD ON 28th SEPTEMBER 2022

ORASCOM CONSTRUCTION PLC

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1. INTRODUCTION

- (a) The Board shall establish and maintain the Strategy & Sustainability Committee, as a standing committee of the Board, to provide an advisory role with a focus on: (i) the Company's long-term strategic plans; and (ii) matters related to sustainability, including, but not limited to Health Safety and Environment (“**HSE**”). The main roles and responsibilities of the Strategy & Sustainability 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 Strategy & Sustainability Committee shall be responsible for advising the Board in relation to any of the responsibilities and proposed resolutions as referred to in Clause 4.

3. COMPOSITION

- (a) The members of the Strategy & Sustainability Committee shall be appointed by the Board and may be replaced at any time by the Board.
- (b) The Committee shall consist of a minimum of three (3) Directors, two of whom shall be Non-Executive Directors, to be appointed at the discretion of the Board.
- (c) The Board shall appoint the chair of the Strategy & Sustainability Committee, which shall be a Non-Executive Director.
- (d) The Company Secretary shall extend his support and responsibilities to the Strategy & Sustainability Committee.

4. DUTIES AND POWERS

- (a) The Strategy & Sustainability Committee has the following duties and responsibilities:
 - (i) reviewing and providing guidance to management with respect to the Company's long-term strategic plans;
 - (ii) evaluating diversification opportunities into new products or markets;
 - (iii) reviewing and evaluating modifications to the Company's long-term strategic plans to reflect changes in market or business conditions;
 - (iv) examining strategic investments, as well as all acquisition and disposals that could have a material impact;
 - (v) reviewing progress against the previous year's strategic plan, to highlight short-term and possible long-term changes and to identify strategic possibilities for further development;
 - (vi) monitoring and periodically discussing the Company's sustainability goals, targets, risk management and objectives, including the progress made in these areas;

- (vii) implementing (as the Committee deems fit) and reviewing the status of the Company's sustainability policy, and to assess the effectiveness of any sustainability programs and initiatives;
 - (viii) monitoring and periodically discussing the current and emerging topics, technologies and trends relating to sustainability, including new or emerging opportunities and projects that may affect the business, operations, performance or public image of the Company or that are otherwise pertinent to the Company and its' stakeholders;
 - (ix) reviewing the Company's sustainability disclosures in the Annual Report, as well as any periodic disclosures on sustainability;
 - (x) reviewing the status of the Company's HSE policies and performance, including ensuring compliance with applicable laws/regulations and programs to manage risk, and assessing the effectiveness of HSE programs and initiatives in support of the Company's HSE policy;
 - (xi) reviewing and monitoring the Company's HSE performance statistics;
 - (xii) reviewing the Company's communication practices with employees and contractors concerning the importance of developing a culture of HSE responsibilities; and
 - (xiii) ensuring all reviews cover the identified topics and areas of strategic importance with clear objectives and timeframe for completion.
- (b) The Strategy & Sustainability Committee may only exercise such powers as are explicitly attributed or delegated to it by the Board and it may never exercise powers beyond those exercisable by the Board as a whole.

5. MEETINGS

- (a) The Strategy & Sustainability Committee shall meet as often as required, but at least twice per year, for a proper functioning of the Strategy & Sustainability Committee.
- (b) Meetings of the Strategy & Sustainability Committee shall be called by the Company Secretary and chair of the Strategy & Sustainability Committee.
- (c) Appropriate notice of the meetings shall be made to the Strategy & Sustainability Committee's members and the agenda for the meeting shall be circulated to the Strategy & Sustainability Committee's members at least seven (7) business days before the date of the meeting.
- (d) The chair of the Strategy & Sustainability Committee shall set the agenda for meetings, chair the Strategy & Sustainability Committee meetings and ensure and actively promote the proper functioning of the Strategy & Sustainability Committee.
- (e) The quorum necessary for any Strategy & Sustainability Committee meeting shall be at least three Directors, one of whom must be the chair of the Strategy & Sustainability Committee.
- (f) Only members of the Strategy & Sustainability Committee have the right to attend the Committee's meetings, although other individuals may be invited to attend all or part of any Strategy & Sustainability Committee meeting as and when deemed appropriate.

- (g) The Company Secretary shall minute the proceedings and decisions of all Strategy & Sustainability Committee meetings.

6. REPORTING TO THE BOARD

- (a) Where the Board makes a request for information from the Strategy & Sustainability Committee, the Strategy & Sustainability Committee shall provide the Board with a report of its deliberations, findings and recommendations. The minutes of meetings of the Strategy & Sustainability Committee shall be made available to all members of the Board as soon as possible after the meeting concerned.
- (b) At the request of the Board, the chair of the Strategy & Sustainability Committee shall provide the Board with information and findings that materialise through the discussions of the Strategy & Sustainability Committee.
- (c) Every Non-Executive Director has unrestricted access to all records of the Strategy & Sustainability Committee.
- (d) The Annual Report shall include a description of the Strategy & Sustainability Committee's work and responsibilities.

7. MISCELLANEOUS

- (a) The Strategy & Sustainability Committee shall periodically review and the Terms of Reference and report its conclusions to the Board. Where appropriate, the Strategy & Sustainability 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 Strategy & Sustainability Committee.