

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an 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 **August 12, 2025**, at 4:00 p.m. (UAE time). Shareholders may participate by attending the meeting in person or 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	To approve the migration of the primary listing venue for the Company’s shares to the Abu Dhabi Securities Exchange (ADX) while maintaining the Egyptian Exchange (EGX) as the Company’s secondary listing venue, through a listing of the Company’s shares on the ADX and the delisting of the Company’s shares from Nasdaq Dubai, subject to obtaining the necessary regulatory approvals. The listing of the Company’s shares on the EGX shall remain unchanged.
Resolution 2	To approve the transfer of the Company’s incorporation from the Dubai International Financial Centre (DIFC) to the Abu Dhabi Global Market (ADGM), for continuance as a company registered under the ADGM Companies Regulations, subject to obtaining the required regulatory approvals.
Resolution 3	To approve the new Articles of Association of the Company, in accordance with the following: <ul style="list-style-type: none">i) “Articles of Association A” (attached to this EGM notice), compliant with the DIFC and ADX laws and regulations, to become effective upon the listing of the Company’s shares on the ADX;ii) “Articles of Association B” (attached to this EGM notice), compliant with the ADGM and ADX laws and regulations, to become effective upon the issuance of a certificate of continuance by the ADGM registrar.

By order of the Board
Date: **July 28, 2025**
Heba Iskander
Company Secretary
Dubai International Financial Centre

Registered Office
PO Box 507031
Unit Office 301-303, Level 3
Gate Village Building 1

EXPLANATORY NOTES

Resolutions 1 to 3 are special resolutions. A special resolution shall be passed by at least seventy-five per cent (75%) of the votes of such shareholders voting, in person, 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.

Resolution 1

The Company will publish further information on the listing migration, including the expected effective date for suspension and cessation of trading on Nasdaq Dubai and commencement of trading on ADX, in due course.

Resolution 3

The approval of two sets of Articles of Association (the “Articles”) is required as a result of:

- i) the need for the Articles to be compliant with the DIFC and the ADX laws and regulations, from the date the Company’s shares are listed in the ADX, while remaining a Company incorporated in the DIFC; and
- ii) the Articles having to be compliant with the ADGM and ADX laws and regulations, once the transfer of the Company’s incorporation from the DIFC to the ADGM occurs, with the issuance of a certificate of continuance by the ADGM registrar.

NOTES

Shares in issue

As at the date of this Notice, there are 110,243,935 ordinary shares of US\$ 1 each in issue, each with equal voting rights.

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 **August 5, 2025 (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

If you would like to have your shares voted without attending the EGM, or being represented by proxy in the EGM, 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 **August 8, 2025**. 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, or to be represented in the EGM by proxy, 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 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 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 **August 8, 2025**. 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 **August 8, 2025**, 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

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 MUFG Corporate Markets who can be contacted by e-mail: meetingsadvisoryteam@cm.mpms.mufg.com; or telephone: +971(0)4401 9983.

3:30 p.m. (UAE time) on **August 12, 2025**, 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.