

Registered number 1752

WRITTEN BOARD RESOLUTIONS

OF

ORASCOM CONSTRUCTION PLC

We, the undersigned, being all the directors of Orascom Construction PLC (the **Company**) entitled to receive notice of board meetings and to vote on these resolutions, having carefully considered the matters referred to below, hereby pass the following resolutions as resolutions in writing in accordance with the articles of association of the Company.

RESOLVED THAT:

the Annual General Meeting of Orascom Construction PLC (the **“Company”**) will be held at Nasdaq Dubai Ltd, level 8, The Exchange (GV11), Dubai International Financial Center, Dubai, United Arab Emirates on May 21, 2019 at 9.30 a.m. 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 2018 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 Osama Bishai will retire from office by rotation and is hereby reappointed as a director and the Chief Executive Officer of the Company in accordance with the Company’s articles of association.
Resolution 3	THAT Mustafa Abdel Wadood will retire from office by rotation as a non-executive independent director of the Company with effect from the close of the meeting pursuant to the terms of the articles of association of the Company and that the vacancy caused by such retirement shall be filled with the appointment of Wiktor Sliwinski as a non-executive director of the Company in accordance with the Company’s articles of association.
Resolution 4	THAT Khaled Bishara will retire from office by rotation 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\$ 0.30 per share based on financial statements of the Company as at 31 December 2018.
Resolution 8	THAT, following the issue of DIFC Law No. 5 of 2018 (the “New Companies Law”), the amended articles of association produced to the meeting and, for the purposes of identification, initialed by the Chairman and marked ‘A’ be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles.