

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of Orascom Construction PLC (the “Company”) will be held on May 13<sup>th</sup>, 2026 at 4:30 p.m. (UAE time). Shareholders may participate, in person or represented by proxy, by attending the meeting at 1501, F15, Tamouh Tower, Al Reem Island, Abu Dhabi, United Arab Emirates, or by connecting electronically in accordance with the instructions provided herein below, for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

Resolution 1	THAT the financial statements (standalone and consolidated) as at and for the financial year ended 31 December 2025 be and are hereby approved.
Resolution 2	THAT the report of the Company’s external auditor for the financial year ended 31 December 2025 be and is hereby approved.
Resolution 3	THAT the Directors’ report on the company activities for the financial year ended 31 December 2025, be and is hereby approved.
Resolution 4	THAT the Board of Directors are released of liability for the financial year ended 31 December 2025.
Resolution 5	THAT Sami Haddad be and is hereby reappointed as a non- executive director of the Company, in accordance with the Company’s articles of association.
Resolution 6	THAT Nada Shousha be and is hereby reappointed as a non-executive director of the Company, in accordance with the Company’s articles of association.
Resolution 7	THAT KPMG Lower Gulf Limited be and is hereby appointed as independent external auditor of the Company for the financial year ending 31 December 2026.
Resolution 8	THAT, subject to Resolution 7 above being passed, the Board be and are hereby generally and unconditionally authorized to determine the remuneration for the external auditor, KPMG Lower Gulf Limited, for the financial year ending 31 December 2026.

By order of the Board  
Date: April 20<sup>th</sup>, 2026  
Heba Iskander  
Company Secretary

Registered Office  
1501, F15, Tamouh Tower  
Al Reem Island  
Abu Dhabi  
United Arab Emirates

## **EXPLANATORY NOTES**

Resolutions 1 to 8 are ordinary resolutions. An ordinary resolution is a resolution passed by simple majority.

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.

### **Resolutions 1 to 3 - Approval of the financial statements, the directors' report and the auditor's report**

The Company is required to present its audited financial statements for the year ended 31 December 2025, the accompanying auditor's report and the directors' 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, the auditor's report and the directors' report are available on the Company's website at [www.orascom.com](http://www.orascom.com).

### **Resolutions 5 and 6 - Reappointment of Board Members**

The Company's articles of association provide that at every annual general meeting of the Company, any directors (i) who have been appointed by the directors since the last annual general meeting, or (ii) who were not appointed or reappointed at one of the preceding two annual general meetings, must retire from office and may offer themselves for reappointment by the shareholders.

**Sami Haddad** will retire from office by rotation as a non-executive director of the Company at the AGM and is seeking re-election, in accordance with the Company's Articles of Association.

**Nada Shousha** will retire from office by rotation as a non-executive director of the Company at the AGM and is seeking re-election, in accordance with the Company's Articles of Association.

### **Resolutions 7 and 8 – Appointment and Remuneration of the External Auditor**

KPMG Lower Gulf Limited is recommended to the shareholders by the Board for the Company's 2026 financial year. Resolutions are proposed to appoint KPMG Lower Gulf Limited as auditor and to authorize the Board to determine their remuneration.

## **Proxies**

Holders of ordinary shares entitled to attend the AGM and vote may appoint one or more proxies to attend and 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**

Shareholders of the Company and proxyholders, whether individuals or corporate entities, who wish to attend the General Assembly meeting are required to register their attendance electronically in order to be able to vote on the meeting agenda items.

Registration will open on 21 April 2026 at 4:30 PM (UAE time) and will close on Wednesday, 13 May 2026 at 4:30 PM (UAE time). To register and view further details, please visit the following website: <https://smartagm.ac/orascom-construction-13-05-2026/>.

Upon successful registration and verification, approved shareholders and proxyholders will receive the meeting link and login credentials (username and password) via email. Participants will be able to ask questions, vote on agenda items, and view the live audio and video stream of the meeting.

Only those shareholders entered on the relevant register of shareholders as of 5.00 p.m. (UAE time) on May 12, 2026 (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.

### **Quorum**

A quorum shall exist at any general meeting of the Company if members holding at least a simple majority of the aggregate number of voting rights attaching to the entire issued share capital of the Company attend the meeting (in person or by proxy).

In case quorum is not reached in the first meeting, the second meeting shall be convened on 20 May 2026 at 4.30 p.m. UAE time and the proxies issued for the first meeting shall be valid.

### **Recording**

The virtual meeting will be recorded. Shareholders are entitled to discuss the items listed on the agenda and ask questions to the Board of Directors and the auditors of the Company.