

Orascom Construction Industries Annual and Extraordinary General Meetings

May 17th, 2012

INVITATION TO THE ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS SCHEDULED FOR THURSDAY 17 MAY 2012, AT 8:30 AM AND 9:30 AM RESPECTIVELY AT THE NILE CITY SOUTH TOWER, CAIRO, EGYPT



INDEX:

i. Agenda of Resolutions to be Voted on at the 2012 Annual General Meeting.....2

ii. Admission to the Annual General Meeting and voting procedure.....5

iii. Agenda of Resolutions to be Voted on at the 2012 Extraordinary General Meeting.....6

iv. Admission to the Extraordinary General Meeting and voting procedure.....13

I. AGENDA OF RESOLUTIONS TO BE VOTED ON AT THE ANNUAL GENERAL MEETING:

Resolution 1

To approve the Board of Directors' report on the activities and on the standalone unconsolidated financial statements of the Parent Company (Orascom Construction Industries S.A.E.) for the fiscal year ended 31 December 2011.

Description:

The Board of Directors (hereunder referred to as the "Board" as well) will present the activities of Orascom Construction Industries S.A.E ("Parent Company") standalone for shareholders' approval as required by Egyptian regulations. The standalone Parent Company is represented by the unconsolidated financial statements reflecting part of the OCI Construction Group operations in Egypt.

OCI has produced audited consolidated financial statements which are posted on the Company's website at www.orascomci.com. The standalone unconsolidated financial statements are considered to be the relevant statutory accounts for the issuance of dividends.

Resolution 2

To approve the Auditor's report on the standalone unconsolidated financial statements of the Parent Company for the fiscal year ended 31 December 2011.

Description:

KPMG Hazem Hassan will present the auditor's report on the stand alone financial statements for the Parent Company for the fiscal year ended 31 December 2011.

Resolution 3

To approve the standalone financial statements of the Parent Company for the fiscal year ended 31 December 2011.

Description:

The Board of Directors will present the standalone unconsolidated Parent Company financial statements as per law 159 1981.

Resolution 4

To authorize the Board of Directors to distribute up to EGP 3 billion of retained earnings as at 31 December 2011 through interim and year-end distributions at its discretion.

Description:

The Board of Directors seeks to achieve flexibility in the implementation and timing of the interim and year-end cash dividend distribution. The last two cash dividend distributions were implemented using similar approvals granted the previous year.

Resolution 5

To approve the release of the members of the Board of Directors from associated responsibility during the fiscal year ended 31 December 2011.

Description:

The Board of Directors customarily seeks a summary approval from its shareholders on all decisions taken throughout the year during the AGM as required by Egyptian law, and thereby seeks to be released from any responsibility for the relevant fiscal year.

Resolution 6

To approve the remuneration for the Board of Directors of the Company during the fiscal year ending 31 December 2011.

Description:

Remuneration remains unchanged at the equivalent of US\$ 55,000 for each independent executive on the Board of Directors. Executive Directors to waive their board remuneration fees.

Resolution 7

To approve the re-appointment of the Company's auditor and determine fees for the fiscal year ending 31 December 2011.

Description:

The shareholders are requested to delegate the negotiation of the auditor's fees for the fiscal year ended 31 December 2011 to the Board of Directors' Audit Committee comprised of non-executive directors. The fees will be capped at EGP 450,000.

Resolution 8

To approve charitable donations made by the Company during the fiscal year ended 31 December 2011 and to authorize the Board of Directors to make charitable donations during the fiscal year ending 31 December 2012 in excess of EGP 1,000 and to approve a ceiling for such donations of EGP 12 million.

Description:

Donations require AGM approval.

II. ADMISSION TO THE ANNUAL GENERAL MEETING AND VOTING PROCEDURE

i. Each shareholder has the right to attend the General Meeting in person or by delegation. No shareholder other than a board member may delegate any board member to attend the meeting. The delegation is acceptable only if it is in writing, and the representative is a shareholder. No shareholder may delegate representation in the General Meeting for votes exceeding 10% of the total nominal shares of the capital of the Company and no more than 20% of the shares represented at the meeting.

ii. Shareholders wishing to attend the Annual General Meeting are required to show that a statement of account issued by one of the authorized banks or one of the custodian banks has been deposited at the head office of the Company at least three working days prior to the date of convening the General Meeting, along with a certificate indicating that the shares reflected in the statement of account are frozen.

iii. Shareholders may inspect the information and documents relating to items (1), (2), and (3) on the Ordinary General Meeting agenda at Company's head office Legal Department at the following address:

NILE CITY SOUTH TOWER, 19TH FLOOR
2005 A CORNICHE EL NIL
CAIRO, EGYPT 11221

iv. In order for inquiries from shareholders to be addressed in the General Meeting, such inquiries must be submitted in written form and sent to the Company's head office at least three working days prior to the General Meeting via registered mail or by physical delivery.

v. The Annual General Meeting may only deal with items on the agenda.

vi. For Holders of Global Depository Receipts ("GDRs"):

Any holder of GDRs wishing to attend the meeting in person must contact the Depository Bank of New York Mellon:

Attention Of: **Tony Tooma**
Vice President
Tel: (+1 212) 815-2136
Address: Bank of New York Mellon
101 Barclay Street
NY-NY 10286

GDR holders can vote by the Voting Instruction Card provided by the Depository Bank of New York Mellon. Voting instructions will be distributed by Bank of New York Mellon directly and indirectly through relevant channels.

III. AGENDA OF RESOLUTIONS TO BE VOTED ON AT THE EXTRAORDINARY GENERAL MEETING:

Resolution 1

Approve the proposal submitted by the Board of Directors of the Company concerning the demerger of the Company into two separate companies, as well as approve the ratification of the rationale and the reasons for the demerger as described below.

Description:

The Demerger Proposal

On 20 December 2011, the Board of Directors of OCI (the Board) announced its decision to submit a proposal to the EGM to demerge the Company along its business lines of construction and fertilizers into two separate and independent legal entities in accordance with the Companies Law No. 159 of 1981 and the other laws, decrees and regulations of relevance. The Board believes that this demerger will effectively position each business to capitalize on its growth opportunities and to create value for shareholders.

This proposal contemplates demerging the Company into two companies, whereby all of the fertilizer business/companies will continue to be owned by the Company, which will be renamed OCI Fertilizers S.A.E (OCI Fertilizers) after completion of the demerger, and all of the construction business/companies (the Demerged Assets) will be transferred to a new demerged company to be called Orascom Engineering & Construction S.A.E. (Orascom Engineering & Construction). The demerger of assets and liabilities between OCI Fertilizers and Orascom Engineering & Construction will be executed on the basis of book value according to the audited financial statements of the Company for the financial year ended 31 December 2011.

The demerger will be carried out by the reduction of the par value of the issued shares of Orascom Construction S.A.E. (the "Demerging Company"), and the creation of a new company as a result of the demerger, called Orascom Engineering & Construction S.A.E. (the "Demerged Company"), whose capital shall be equal to the amount deducted from the par value of the Demerging Company's shares. The Demerging Company shall be renamed OCI Fertilizers and shall retain the fertilizer business and all related rights and obligations (and affiliated companies). The Demerged Company shall take over the construction business and all related rights and obligations (and affiliated companies).

The shareholders of the Demerged Company shall acquire, without consideration, one share for each share in the Demerging Company as at the last date of trading prior to implementing the demerger and according to the list of shareholders issued by Misr for Central Clearing, Depository & Registry ("MCDR") on the same date. The splitting of the current value of the shares of the Company which is EGP 5 between the Demerging Company and the Demerged Company shall be at the rate of 4.25 to 0.75. The board of directors shall be authorized to ratify any change on the said rate according to the result of the evaluation conducted by the General Authority for Investment and Free Zones ("GAFI").

Rationale for the Proposed Demerger

The Company's construction business is one of the largest in the region with construction activities spanning more than 25 countries. The Company has also been developing its international fertilizer business. Since 2010, the fertilizer business has grown strongly and it has overtaken the construction business in terms of overall EBITDA and net income contribution to the Company. For the full year ended 31 December 2011, 69.5% of consolidated EBITDA and 71.9% of consolidated net income of OCI was contributed by the fertilizer business while 30.5% of consolidated EBITDA and 28.1% of consolidated net income was contributed by the construction business.

Fertilizers and construction offer distinct value propositions to investors. Given the growth in size of the fertilizer business and its contribution to the overall operating profits, the Company's Board of Directors believes that it is the right time to demerge the construction business from the fertilizer business. This demerger should enhance investor understanding and transparency of the businesses and allows each business to pursue its independent development strategy. The Board envisages the benefits of this demerger will include:

1. **Share liquidity:** Creates two separately listed companies offering discrete investment propositions, each with clear market valuations. This should serve to attract a wider investor base, and therefore liquidity, in each company's shares.
2. **Business transparency:** Allows for a better understanding of each company's business, prospects and impact of sector-focused events on its performance.
3. **Flexibility:** Provides greater flexibility for both groups to manage their own resources and pursue strategies appropriate to their markets.
4. **Growth opportunities:** Allows each business to participate actively in consolidation opportunities in their respective markets.
5. **Efficient capital structure:** Enables each business to adopt a capital structure, balance sheet and financing strategy which more efficiently meet its individual requirements.
6. **Enhanced Credit Profile:** Improves lenders' ability to evaluate each independent businesses, thereby increasing balance sheet effectiveness
7. **Improved management focus:** Sharpens management focus, helping the two businesses to maximize their performance and make full use of their available resources.
8. **Alignment of incentives:** Aligns management's and employees' rewards more directly with business and stock market performance, helping to attract, retain and motivate the best people.

Resolution 2

Approve the Detailed Demerger Proposal presented to the EGM, and authorize the Board of Directors of the Company to assign all the construction contracts to the Demerged Company without prejudice to the rights of the Lenders according to the procedures, legal rules and the provisions of each contract separately; and authorize the Board of Directors to appoint one of its members as Board representative in this process.

Description:

The Detailed Demerger Proposal was made available, in both Arabic and English, on the corporate website and at the Company's premises on 1 May 2012 for shareholders' review. The Detailed Demerger Proposal contains the split of assets, obligations, equity rights, revenues and expenses between the Demerging Company and the Demerged Company according to terms and provisions presented in the Detailed Demerger Proposal.

The Board of Directors shall have the right to authorize one of its members in signing all documents and taking all procedure required to assign all construction contract to the Demerged Company, including the issuance of securities, guarantees and collaterals, as well as payment of compensation, if required.

Resolution 3

Approve the implementation of the demerger based on the book value of the Company and according to the consolidated audited financial statements as at 31 December 2011, keeping into consideration the principal transactions implemented since such time.

Description:

The Demerger Contract, in which the implementation of the demerger based on the book value of the Company is detailed, was made available on the Company's website and premises on 1 May 2012 for shareholders' review.

The Company's consolidated audited financial statements as at 31 December 2011 were published on the Company's website and premises, and presented to the Egyptian Stock Exchange (EGX) on 18 April 2012. In addition, the standalone and consolidated reviewed financial statements for both the Demerging and the Demerged companies were made available on the Company's website and premises.

Resolution 4

Approve the draft Demerger Contract made available for shareholders' review on the Company's website and premises on 1 May 2012.

Description:

The draft Demerger Contract includes the following items to be approved:

4.1 Considering 31 December 2011 to be the date taken as basis of demerger, following which all procedures for the implementation of the demerger are to take place as outlined in the Company's official application, available on the company website in both English and Arabic.

4.2 Decreasing the authorized capital to EGP 4,250,000,000 (four billion and two hundred fifty million Egyptian pounds) and the issued capital to become EGP 887,988,280.75 (eight hundred seventy eight million and nine hundred eighty eight thousand and two hundred eighty and seventy five piasters), fully paid and divided into 208,938,419 shares (two hundred and eight million nine hundred thirty eight thousand and four hundred nineteen shares) at a par value of EGP 4.25 (four Egyptian pounds and twenty five piasters).

All shares are ordinary and nominal shares. Decreasing the issued capital shall be carried out through decreasing the par value of the issued share against the issuance of new shares in the Demerged Company without consideration, within a value equivalent to the amount decreased from the par value of the issued share capital of the Company.

4.3 Amending articles (2), (3), (6), (7) & (21) of the Statutes as mentioned herein below:

Article (2) before amendment

The name of the Company is Orascom Construction Industries (Egyptian joint stock company).

Article (2) after amendment

The name of the Company is OCI Fertilizers, a joint stock company.

Article (3) before amendment

1. General constructions, manufacturing of equipment, machines, tools, materials and construction materials, supply and erection of such equipment, undertaking the infrastructure works and technical and providing consultancy for engineering works for project implemented by the Company, and importing all necessary equipment and machines necessary undertaking its objects.

2. Lease of equipment and machines as well as export and import activities.

The Company may have an interest in or participate in any manner in companies carrying out activities similar to its own activities or which may contribute to the fulfillment of its object in Egypt or abroad. The Company may also be merged in the above mentioned companies, purchase

or be affiliated with same in accordance with the provisions of the Law and its Executive Regulations.

Article (3) after amendment

The objective of the Company is to prepare studies in the broad field of petrochemicals including, but not limited to, nitrogen-based fertilizers. In addition the company will strive to maintain and improve the performance of petrochemical-related equipment and machinery, offer technical consultancy in the field, set up systems for management of the maintenance of such equipment and offer technical support for petrochemical and fertilizer plants according to the latest technology systems in each respective field.

The Company may have an interest in or participate in any manner in companies carrying out activities similar to its own activities or which may contribute to the fulfillment of its object in Egypt or abroad. The Company may also be merged in the above mentioned companies, purchase or be affiliated with same in accordance with the provisions of the Law and its Executive Regulations.

Article (6) before amendment

The authorized capital of the Company shall be 5 billion Egyptian pounds and the issued capital of the Company shall be EGP 1,044,692,095 (one billion forty four million six hundred ninety two thousand and ninety five Egyptian pounds), divided into 208,938,419 nominal shares at a par value of five Egyptian pounds. All shares are ordinary and nominal shares.

Article (6) after amendment

The authorized capital of the Company shall be EGP [4,250,000,000] (four billion and two hundred and fifty million Egyptian pounds) and the issued capital of the Company shall be EGP [887,988,280.75] (eight hundred seventy eight million and nine hundred eighty eight thousand and two hundred eighty and seventy five piaster), fully paid and divided into [208,938,419] shares (two hundred and eight million nine hundred thirty eight thousand and four hundred nineteen shares) at a par value of EGP[4.25] (four Egyptian pounds and twenty five piaster). All shares are ordinary and nominal shares.

Article (7) before amendment

The issued capital of the Company shall be divided into 208,938,419 nominal shares. Subscription to the capital shall be as follows:

Name	Nationality	# of Shares	Nominal Value EGP	Currency of Payment	%
The Bank of New York Mellon	USA	148,054,617	740,273,085	EGP	70.86%
Samih Onsi Naguib Sawiris	Egyptian	3,086,389	15,431,945	EGP	1.47%
ESOP/ Employees		2,019,958	10,099,790	EGP	0.97%
Other Shareholders		55,777,455	278,887,275	EGP	26.7%
Total		208,938,419	1,044,692,095		100%

The issued capital is fully paid and the increase in capital amounting to EGP 10,099,790 has been fully paid from the special reserves according to the financial statements as at 31 December 2008 approved by the Economic Performance Sector on 7 February 2010.

Article (7) after amendment

The issued capital of the Company shall be divided into 208,938,419 nominal shares. Subscription to the capital shall be as follows:

Name	Nationality	# of Shares	Nominal Value EGP	Currency of Payment	%
The Bank of New York Mellon	USA	151,674,829	644,618,023.25	EGP	7259%
4545 Lazard Emerging Markets Equity Portfolio	USA	4,318,112	18,351,976	EGP	2.07%
Abu Dhabi Investment Authority	UAE	4,090,445	17,384,391.25	EGP	1.98%
Samih Onsi Naguib Sawiris	Egyptian	3,086,389	13,117,153.25	EGP	1.48%
Genesis Emerging Commingled	London	2,392,098	10,166,416.50	EGP	1.14%
Genesis Emerg Mkts	London	2,221,980	9,443,415	EGP	1.06%
Other Shareholders		41,154,566	174,906,905.50	EGP	19.70%
Total		208,938,419	887,988,280.75		100%

The issued capital of the Company has been fully paid.

Article (21) before amendment

The Company shall be managed by a board of directors composed of at least seven members and a maximum of twenty one members to be appointed by the general shareholders meeting. The juridical person may be represented by more than one member in the board of directors. The board of directors shall be composed of the following members:

Name	Nationality	The Entity Represented by the Member	Capacity
Nassef Onsi Naguib Sawiris	Egyptian	Himself	Chairman & Managing Director
Onsi Naguib Sawiris	Egyptian	Himself	Member
Osama Anwar Beshai	Egyptian	Himself	Managing Director
Alaa El Din Hassouna Saba	Egyptian	Himself	Member
Salman Butt	Pakistani	Himself	Managing Director
Hassan Abdallah	Egyptian	Himself	Member
Karim Camel-Toueg	Egyptian	Himself	Member
Jérôme Guiraud	French	Himself	Member
Sami Haddad	Lebanese	Himself	Member
Aref Massoud Naqvi	Pakistani	Abraaj Capital	Member

Article (21) after amendment

The Company shall be managed by a board of directors, consisting of a minimum of (8) members and a maximum of (21) who shall be appointed by the general assembly. A juristic person may be represented by more than one member on the Board of Directors. The proposed Board of Directors consists of the following members:

Name	Nationality	The Entity Represented by the Member	Capacity
Nassef Onsi Naguib Sawiris	Egyptian	Himself	Chairman & Managing Director
Salman Butt	Pakistani	Himself	Managing Director
Hassan Abdallah	Egyptian	Himself	Member
Jérôme Guiraud	French	Himself	Member
Sami Haddad	Lebanese	Himself	Member
Hassan Badrawi	Egyptian	Himself	Member
Renso Zwiers	Dutch	Himself	Member
Aref Massoud Naqvi	Pakistani	Abraaj Capital	Member

4.4 Approve the Articles of Incorporation and Statutes of the Demerged Company which shall have the name of Orascom Engineering and Construction, SAE, with head office at Nile Tower Building, South Tower, Cornish El Nil, Cairo, with authorized capital of EGP 750,000,000 (seven hundred and fifty million Egyptian pounds) and issued capital of EGP 156,703,814.25 (one hundred and fifty six million seven hundred three thousand and eight hundred and fourteen Egyptian pounds), divided into 208,938,419 shares (two hundred and eight million nine hundred thirty eight thousand and four hundred and nineteen shares), at a par value of EGP 0,75 (seventy five piasters). The first board of directors shall be composed of (9) members. The auditor of the Company shall be Mr. Ihab Fawzi Akl (Senior Partner at KPMG Hazem Hassan).

Resolution 5

Approve the continuation of listing the shares of the Demerging Company on the Egyptian Stock Exchange, on the London Stock Exchange in the form of General Depository Receipts (GDRs), and on the Nasdaq's Over-the-Counter (OTC) market in the United States in the form of Level 1 American Depository Receipts (ADRs).

Description:

The Company's shares shall continue to trade on the Egyptian Stock Exchange, on the London Stock Exchange in the form of GDRs, and on the Nasdaq's OTC market in the United States in the form of Level (1) ADRs, under the new name of OCI Fertilizers.

Resolution 6

Approve the simultaneous listing of the Demerged Company on the Egyptian Stock Exchange and on the London Stock Exchange in the form of GDRs, and launch of Level 1 ADRs traded on the Nasdaq's OTC market in the United States substantially on the same terms and conditions to those of the Demerging Company, according to the rules applied in each country.

Description:

The Demerged Company's listing structure shall be identical to the Demerging Company's. The Demerged Company shall be listed on the Egyptian Stock Exchange, with GDRs listed on the London Stock Exchange, and Level 1 ADRs on the Nasdaq's OTC market.

Resolution 7

Approve the refinancing plan and procedures carried out or proposed to be carried out with the Company's lenders.

Description:

In October 2011, the Company announced the signing of new facility agreements for the purpose of refinancing of all the medium-term loans (MTLs) and revolving facilities. The new facilities were obtained by the following wholly owned fertilizer subsidiaries: Egyptian Fertilizers Company and OCI Fertilizer Holding Limited and OCI Nitrogen B.V. The new facilities were up-streamed to the Company through intercompany loans. Accordingly, the Company used said new facilities for the prepayment of all MTLs and revolving facilities. It has been agreed upon between the Company and its subsidiaries that OCI Fertilizers will repay to the subsidiaries such facilities from future profit distributions. The approval of the ordinary general assembly of each of the subsidiaries on the facilities granted to the Company has been obtained.

Assignment of all overdraft agreements and credit facilities to the Demerged Company upon completion of the demerger. In the event that none of the banks approve the assignment of any facility or overdraft agreement, the Company shall pay these credit facilities immediately to the banks according to the relevant agreements.

Assignment of all construction contracts concluded by the Demerging Company to the Demerged Company, after obtaining the client's prior approval. In the event that a client refuses to approve the assignment of the contract concluded with Orascom Construction Industries, SAE to the Demerged Company, the Demerging Company shall be liable to guarantee, jointly with the Demerged Company, the fulfillment of obligations and undertakings contained in each contract separately, until the end of the implementation period.

Concerning the contingent liabilities, which may arise to the Demerging Company after completion of the demerger, procedures shall be carried out to transfer and assign all such contingent liabilities related to construction activities to the Demerged Company according to the Detailed Demerger Proposal. This shall include all contingent liabilities, including but not limited to all final outstanding amounts, claims, judgments rendered by courts, final arbitration awards and claims related to decennial liability.

In the event that it is difficult to determine whether a certain liability results from the activity of the Demerging or Demerged Company, such liability shall be divided between the Demerging Company and the Demerged Company based on the net value of each company pro rata to the net value of the Company on the demerger date.

Payment of all other indebtedness, not mentioned above, prior to the demerger implementation.

Resolution 8

Authorize the Board of Directors of the Company to carry out all necessary resolutions, acts and procedures related to the Company's employees in the light of separating the fertilizers business from the construction business.

Description:

All employees will be allocated to the fertilizer or construction business based on the nature of their jobs. Some shared services shall remain in place for a period of time and fall under a transitional

services agreement between the Demerged Company and the Demerging Company governed by a Transitional Services Contract. The Board of Directors is authorized to determine the scope of the Transitional Services Contract and related decisions.

Resolution 9

Approve the establishment of the incentive plan for the employees, managers and executive board members of the Demerged Company under the name of “ESOP for the Demerged Company” and with the same terms and conditions of the ESOP of the Demerging Company.

Description:

The shares allocated for the ESOP shall be issued by the board of directors of the Demerged Company immediately following the execution of the demerger process with the same number of shares allocated for the ESOP of the Demerging Company, as at the last date of trading prior to demerger execution.

Resolution 10

Approve concluding the transitional services contract between the Demerging Company and the Demerged Company.

Description:

Some services such as Information Technology (IT), Internal Audit, Insurance, and Administrative Services will be shared between Demerging Company and the Demerged Company through a contractual arrangement. The duration of such arrangement will be for renewable one year periods on the basis of a predetermined fee. Such agreement would be in force until both entities reach a stage where they can provide such services efficiently and independently.

Resolution 11

Authorize the Board of Directors to carry out all necessary acts and decisions related to demerger, its implementation, the refinancing plan, the issuance of performance guarantees to the affiliated companies of the Company to guarantee the performance of its obligations before the lenders.

Description:

The EGM authorizes Mr. Nassef Sawiris, Mr. Salman Butt, and Mr. Osama Bishai as the Board Members authorized to carry out all the required procedures and sign all contracts, necessary or proposed documents related to the implementation of the resolutions of this EGM before all governmental and non-governmental entities, including but not limited to EFSA, GAFI, the Egyptian Stock Exchange, MCDR and the Notary Public Offices. They may also delegate third parties in all or part of the foregoing.

IV. ADMISSION TO THE EXTRAORDINARY GENERAL MEETING AND VOTING PROCEDURE

i. Each shareholder has the right to attend the General Meeting in person or by delegation. No shareholder other than a board member may delegate any board member to attend the meeting. The delegation is acceptable only if it is in writing, and the representative is a shareholder. No shareholder may delegate representation in the General Meeting for votes exceeding 10% of the total nominal shares of the capital of the Company and no more than 20% of the shares represented at the meeting.

ii. Shareholders wishing to attend the Annual General Meeting are required to show that a statement of account issued by one of the authorized banks or one of the custodian banks has been deposited at the head office of the Company at least three working days prior to the date of convening the General Meeting, along with a certificate indicating that the shares reflected in the statement of account are frozen.

iii. Shareholders may inspect the information and documents relating to items (1), (2), and (3) on the Ordinary General Meeting agenda at Company's head office Legal Department at the following address:

NILE CITY SOUTH TOWER, 19TH FLOOR
2005 A CORNICHE EL NIL
CAIRO, EGYPT 11221

iv. Questions should be submitted in writing at the head office of the Company or sent by registered mail or delivered by hand against receipt at least three full days prior to the meeting.

v. The Extraordinary General Meeting may only deal with items on the agenda.

vi. For Holders of Global Depository Receipts ("GDRs"):

Any holder of GDRs wishing to attend the meeting in person must contact the Depository Bank of New York Mellon:

Attention Of: **Tony Tooma**
Vice President
Tel: (+1 212) 815-2136
Address: Bank of New York Mellon
101 Barclay Street
NY-NY 10286

GDR holders can vote by the Voting Instruction Card provided by the Depository Bank of New York Mellon. Voting instructions will be distributed by Bank of New York Mellon directly and indirectly through relevant channels.

V. OCI CONTACT INFORMATION

Investor Relations Department:

investor.relations@orascomci.com

Hassan Badrawi
Director

Omar Darwazah
Email: omar.darwazah@orascomci.com

Erika Wakid
Email: erika.wakid@orascomci.com

General Counsel:

Hussein Marei
Email: hussein.marei@orascomci.com

Tel: +202 2461 1039/1036/0727

Fax: +202 2461 9409

For additional information on OCI: www.orascomci.com

Orascom Construction Industries (OCI)
Nile City Towers – South Tower
2005A Corniche El Nil, Cairo, Egypt
OCI stock symbols: OCIC.CA / ORCI EY / OCICqL / ORSD / ORSCY