

Orascom Development Holding AG

Report of the Board of Directors pursuant to Art. 132 FMIA

The board of directors of Orascom Development Holding AG ("**Board of Directors**") with registered office in Altdorf, Switzerland ("**Orascom**" or the "**Company**") hereby issues its report pursuant to art. 132 para. 1 of the Swiss Financial Market Infrastructure Act ("**FMIA**") and art. 30 – 32 of the Swiss Takeover Ordinance ("**TOO**") regarding the public tender offer by LPSO Holding Ltd., George Town, Cayman Islands ("**Offeror**") for all publicly held registered shares of Orascom (each a "**Orascom Share**") with a nominal value of CHF 5.00 each ("**Offer**").

1 Introduction

Based on an in-depth review of the Offer and taking into account the fairness opinion of IFBC AG, ("**IFBC**") dated 17 December 2024 ("**Fairness Opinion**") (see section 2.1 below), which forms an integral part of this report ("**Board Report**"), and due to potential conflicts of interest (see section 4.1 below), the Board of Directors decided unanimously on 17 December 2024 to abstain from making a recommendation to the shareholders regarding the acceptance or rejection of the Offer. The Board of Directors hereinafter solely presents the advantages and disadvantages of the Offer pursuant to art. 132 para. 1 FMIA and art. 30 para. 3 TOO in order to facilitate the shareholders' decision whether to accept or reject the Offer.

2 Advantages and Disadvantages of the Offer

2.1 Offer Price and Fairness Opinion

The price offered by the Offeror amounts to CHF 5.60 net in cash for each Orascom Share ("**Offer Price**"). The Offer Price implies a premium of approximately 38.3% to the closing price of the Orascom Shares on 16 December 2024 and a 40.7% premium to the volume-weighted average price of the Orascom Shares during the sixty (60) trading days ("**VWAP**") prior to the publication of the offer prospectus ("**Offer Prospectus**") on 16 December 2024 (being CHF 3.98).

In order to enable the shareholders to assess the Offer Price and due to potential conflicts of interest of the members of the Board of Directors (see section 4.1), the Board of Directors has mandated IFBC to act as independent expert and to issue a fairness opinion to assess the financial appropriateness of the Offer Price from a financial perspective for shareholders. Since the Offeror and the persons acting in concert with the Offeror already hold 77.50% of the share capital and voting rights of Orascom, the Offer is not a change of control offer (*Kontrollwechsel-Angebot / offre de prise de contrôle*) within the meaning of art. 9 para. 6 TOO. The minimum price rule does thus not apply and the Offeror is, even though that the Orascom Shares are deemed illiquid, not required to have the Orascom Shares valued in accordance with art. 42 para 4 of the FINMA Financial Market Infrastructure Ordinance.

In the fairness opinion dated 17 December 2024, IFBC concluded, based on its analysis, that the Offer Price is fair from a financial point of view. Based on and subject to the assumptions set out therein, IFBC determined, based on the cash flow based SOTP (sum-of-the-parts) approach, a value per Orascom Share within a range of CHF 3.76 to CHF 5.26 per Orascom Share. The fairness opinion can be ordered in German, French and English at no cost at

Orascom (ir@orascomdh.com) or downloaded under www.orascomdh.com/investor-relations/tender-offer.

2.2 Liquidity of the Orascom Shares

The Orascom Shares are currently deemed illiquid under the Swiss Takeover Board Circular no. 2 Liquidity in the context of takeover law dated 26 February 2010. If a substantial number of Orascom Shares are tendered to the Offeror, the liquidity of Orascom Shares will further decrease, making it more challenging for shareholders to sell Orascom Shares at any time and therefore to exit their investment in Orascom.

2.3 Effects of a potential Delisting

The Board of Directors further considered that the Offeror, together with the persons acting in concert with the Offeror, already holds 77.50% of the share capital and voting rights of Orascom and takes note of the Offeror's intention to have Orascom delisted from SIX Swiss Exchange ("**SIX**") following the settlement of the Offer.

The Offer thus presents Orascom's public shareholders with an opportunity to immediately convert their Orascom Shares into cash prior to the delisting as following the delisting, Orascom Shares would no longer be publicly traded and shareholders of Orascom would no longer be able to sell their Orascom Shares over the stock exchange. The Board of Directors also takes note of and refers to section E.3.1 of the Offer Prospectus.

2.4 Inability to Participate in Future Development

A potential delisting (see section 2.3 above) decreases the regulatory burden on the Company and reduces costs associated with being a public company, which may have a positive impact on Orascom and, therefore, the value of the Orascom Shares. Shareholders who tender their Orascom Shares into the Offer will not benefit from a potential future increase in the value of Orascom Shares.

2.5 Business Rationale

To the knowledge of the Board of Directors, the Offer has no impact on the existing agreements or investments of Orascom.

2.6 Condition of the Offer

The Offer remains subject to the condition that no judgment, award, decision, order or other authoritative measure shall have been issued temporarily or permanently, in full or in part, preventing, prohibiting or declaring illegal the Offer, its acceptance, the settlement or the acquisition of the shares in the Company by the Offeror (section B.6 of the Offer Prospectus). The condition shall be in force and effect until the settlement.

The Board of Directors considers this condition to be reasonable and in the interest of the Company as well as its stakeholders.

2.7 Delisting and Squeeze-out

The Board of Directors notes that the Offeror intends to delist Orascom from SIX following the settlement of the Offer, and, for an interim period, apply for an exemption from certain disclosure and publicity obligations under the listing rules of SIX until the date of the delisting. For the effects of the delisting see section 2.3 above.

The Board of Directors takes note that as part of the delisting, the Offeror intends to apply for the cancellation of the remaining Orascom Shares in accordance with art. 137 FMIA against payment of the Offer Price if the Offeror, together with the persons acting in concert with the Offeror, should hold more than 98% of the voting rights of Orascom after the settlement of the

Offer. The Board of Directors further takes note that if the Offeror, together with the persons acting in concert with the Offeror, holds between 90% and 98% of the voting rights of Orascom after the settlement of the Offer, the Offeror does currently not intend to merge with Orascom, or to merge Orascom with a Swiss company directly or indirectly controlled by the Offeror or any person acting in concert with the Offeror, in each case pursuant to art. 8 para. 2 and art. 18 para. 5 of the Swiss Merger Act, whereby the remaining shareholders of Orascom would not receive any shares in the surviving entity but would receive a cash compensation or other consideration. However, the Board of Directors notes that the Offeror does not rule out that such a merger will be implemented in the future. In such case, the tax consequences of such a squeeze-out may be more negative than the tax consequences of an acceptance of the Offer. The tax consequences are described in detail in section L.5 of the Offer Prospectus.

3 Agreements between the Offeror and Orascom

For a summary of the agreements in place between the Offeror and Orascom, please refer to the Offer Prospectus in section E.4.

4 Potential Conflicts of Interest and Measures

4.1 Board of Directors

The Board of Directors is composed of the following members:

- Naguib S. Sawiris, chairman;
- Franz Egle;
- Eskandar Tooma;
- Jürgen Fischer;
- Amine Omar Tazi-Riffi; and
- Maria Davidson.

Information on the activities performed by the aforementioned members of the Board of Directors can be found in the 2023 annual report of Orascom under www.orascomdh.com/investor-relations/financial-info.

There is no agreement between the Offeror (or a person acting in concert with the Offeror), Orascom and/or the members of the Board of Directors regarding the election or re-election of the members of the Board of Directors. To the knowledge of the Board of Directors, they will continue to act as members of the Board of Directors after the Settlement.

Since the Offeror and the persons acting in concert with the Offeror already hold 77.50 % of the share capital and voting rights of Orascom, all current members of the Board of Directors have been elected with the votes of the Offeror. Against this background, all members of the Board of Directors are in a potential conflict of interest pursuant to the practice of the Swiss Takeover Board and the Board of Directors has resolved to obtain the Fairness Opinion to assess whether the Offer is fair from a financial perspective (see section 2.1).

In addition:

- Naguib S. Sawiris is part of the Major Shareholder Group (as defined in the Offer Prospectus) and is as such acting in concert with the Offeror;
- Eskander Tooma is a financial advisor to various members of the Major Shareholder Group;

- Franz Egle from time to time provides consultancy services in the area of public relations and communications to members of the Major Shareholder Group. He is also a member of the board of directors of Andermatt Swiss Alps AG. 51% of the share capital and voting rights of Andermatt Swiss Alps AG are held by Samih O. Sawiris through a wholly-owned entity and the remaining 49% are held by Orascom;
- Jürgen Fischer from time to time provides consultancy services in the area of hotels and hospitality to members of the Major Shareholder Group. He is also a member of the board of directors of Andermatt Swiss Alps AG; and
- Amine Omar Tazi-Riffi provides strategic consultancy services to members of the Major Shareholder Group.

Other than as mentioned herein, (i) no member of the Board of Directors has entered into any contractual or other relationship with the Offeror or the persons acting in concert with the Offeror (except for Orascom and its direct and indirect subsidiaries), and there is currently no intention to enter into any such relationship, (ii) no member of the Board of Directors holds any equity in the Offeror or the persons acting in concert with the Offeror (except for the shares held in Orascom set forth in section 4.3 below) or its affiliates, and (iii) the members of the Board of Directors are neither employees nor members of any corporate body of the Offeror or the persons acting in concert with the Offeror (except for Orascom and its direct and indirect subsidiaries).

4.2 Group Executive Management

The group executive management is composed of the following members:

- Omar El Hamamsy, Group Chief Executive Officer;
- Ashraf Nessim, Group Chief Financial Officer;
- Tarek Gadallah, Group General Counsel.

Information on the activities performed by the aforementioned members of the group executive management of Orascom can be found in the 2023 annual report of Orascom under www.orascomdh.com/investor-relations/financial-info.

Omar El Hamamsy also acts as a consultant to members of the Major Shareholder Group under a consultancy agreement entered with SOS Holding, George Town, Cayman Islands, a company acting in concert with the Offeror with respect to the Offer.

The members of the group executive management are designated by the Board of Directors.

Other than as mentioned herein, no member of the group executive management (i) has entered into any contractual or other relationship with the Offeror or the persons acting in concert with the Offeror (except for Orascom and its direct and indirect subsidiaries), and there is currently no intention to enter into any such relationship; (ii) holds any equity in the Offeror or the persons acting in concert with the Offeror (except for Orascom and its direct and indirect subsidiaries) and (iii) is an employee or member of any corporate bodies of the Offeror or the persons acting in concert with the Offeror (except for Orascom and its direct and indirect subsidiaries) or of companies having significant business relationships with the Offeror.

4.3 Financial Consequences of the Offer for the Board of Directors and Group Executive Management of Orascom

The Offer will not have any financial consequence for any member of the Board of Directors or the group executive management of Orascom. However, the Board of Directors assumes that its members will continue to receive compensation for their mandate as members of the Board of Directors for the duration of such mandate.

Orascom has no incentive plans for its employees or members of the Board of Directors in place that would be triggered or affected by the Offer. In addition, the members of the Board of Directors and management of Orascom will not receive any additional compensation or benefits in connection with the Offer.

As of the date of this Board Report, the members of the Board of Directors hold the following numbers of Orascom Shares:

Name	Number of Orascom Shares	In %¹
Naguib S. Sawiris ²	46,364,101	77.50
Franz Egle	145,159	0.24
Jürgen Fischer	161,641	0.27
Eskandar Tooma	200,000	0.33
Amine Omar Tazi-Riffi	0	0
Maria Davidson	7,717	0.01

¹ Based on total of outstanding registered shares of Orascom in the amount of 59,882,366 registered shares.

² Including shares held by persons acting in concert with the Offeror (except for the Company and its direct and indirect subsidiaries). This includes 126,021 Orascom Shares which are directly held in his name.

As of the date of this Board Report, the members of the group executive management do not hold any Orascom Shares.

5 Intentions of Qualified Shareholders of Orascom

Apart from the Offeror (and the persons acting in concert with the Offeror), the Board of Directors is not aware of any shareholder holding 3% or more of the voting rights of Orascom.

6 Defensive Measures pursuant to Art. 132 para. 2 FMIA

The Board of Directors has not taken any defensive measures against the Offer and has no intention of taking any defensive measures in the future or proposing to an ordinary or extraordinary shareholders' meeting of Orascom to take any such measures.

7 Financial Reporting

The annual report as of 31 December 2023 of Orascom was published on 22 April 2024. In addition, Orascom published its interim financial statements for the six months ended 30 June 2024 and for the nine months ended 30 September 2024 on 14 August 2024 and 14 November 2024, respectively. The annual report and interim financial statements are available under www.orascomdh.com/de/investor-relations/financial-info.

Other than the transaction to which this Board Report relates, the Board of Directors is not aware of any significant changes in the assets and liabilities, financial condition, profits and losses and business perspectives of Orascom since 30 September 2024, which could influence the decision of the shareholders of Orascom regarding the Offer of the Offeror.

Altdorf, 17 December 2024