



Fairness Opinion

Orascom Development Holding AG

Assessment of the financial adequacy of the voluntary public takeover offer by LPSO Holding Ltd. for the outstanding shares of Orascom Development Holding AG

Zurich, 17 December 2024



Content

1	Introduction	Page 4
2	Company description and market analysis	Page 9
3	Valuation	Page 26
4	Conclusion	Page 51
5	Appendix	Page 54



1 Introduction

1.1 Background

Page 4

1.2 Our mandate

Page 5

1.3 Our approach

Page 6

1.4 Sources

Page 7

1 Introduction

1.1 Background



Orascom Development Holding AG is a developer of fully integrated and infrastructure-supported destinations and listed on the SIX Swiss Exchange

Orascom Development Holding AG (hereinafter also referred to as “Orascom”, “ODH”, the “group”, or the “target company”) is a leading international developer of vibrant communities by developing fully integrated and infrastructure-supported destinations.

Orascom has more than 34 years of experience and a proven international track record of creating unique projects and developing integrated towns, which combine residential areas with private villas and apartments, hotels, leisure and commercial amenities, including golf courses, marinas, sports facilities, retail shops and restaurants. The group owns a land bank of more than 100 million square meters across Egypt, Oman, Montenegro, Switzerland, United Kingdom, United Arab Emirates and Morocco.

ODH is headquartered in Altdorf, Uri (Switzerland). Currently, the group employs a total of approximately 9’500 employees across Europe, the Middle East, and North Africa. In the financial year (“FY”) 2023, the group generated a revenue volume of CHF 655.2 million and an adjusted EBITDA of CHF 174.4 million.¹

Orascom’s shares have been listed on the SIX Swiss Exchange (“SIX”) since 2008, while the Egyptian subsidiary Orascom Development Egypt (“ODE”) is listed on the Egyptian Stock Exchange since 2015. As of 16 December 2024, Orascom had a market capitalization of CHF 242.3 million. The group’s share capital consists of 59’822’366 shares with a nominal value of CHF 5.00 each.²

¹ Orascom prepares its consolidated financial statements in CHF in line with the International Financial Reporting Standards (“IFRS”); Adjusted EBITDA is an alternative performance measure defined by ODH excluding non-cash items such as provisions, impairments and FX gains.

² Source: SIX Swiss Exchange.

On 17 December 2024, LPSO Holding Ltd.³ (hereinafter also referred to as “LPSO”, or “offeror”) published a voluntary public takeover offer (“the offer”), pursuant to which the offeror agreed to acquire all publicly held registered shares of Orascom at a price of CHF 5.60 in cash per share (“offer price”).

1.2 Our mandate

The present Fairness Opinion provides an independent valuation analysis of Orascom

On 14 November 2024, the board of directors (“BoD”) of Orascom mandated IFBC AG (“IFBC”) to prepare a Fairness Opinion to independently assess the financial fairness of the offer price. This report was prepared exclusively for the purpose of assisting the BoD of Orascom in the financial assessment of the offer. The Fairness Opinion may only be used for the financial assessment of the offer by the BoD of Orascom. The use for any other purposes other than assessing the financial fairness of the offer price is not permitted. In particular, the Fairness Opinion does not constitute a recommendation to the public shareholders to accept or reject the offer.

IFBC is an independent corporate finance advisor and does not receive any compensation depending on the valuation results or the success of the transaction

IFBC issues this Fairness Opinion as an independent corporate finance advisor and receives a common market fee for its services. IFBC does not receive any compensation that depends on the statements in this valuation report nor is IFBC entitled to receive a success fee if the proposed transaction is successfully completed. IFBC confirms that they are particularly qualified to issue Fairness Opinions within the meaning of Article 30(6) of the Ordinance of the Takeover Board on Public Takeover Offers and that it is independent of the offeror, the target company as well as the persons acting in concert with them.

When preparing the Fairness Opinion, IFBC relied on the accuracy and completeness of the information received by the management of Orascom. It is further assumed that the information received has been prepared reasonably, reflecting the best and most current available estimates and good faith judgements of Orascom’s management. IFBC’s responsibility is restricted to the careful and professional assessment and verification of the plausibility of the information and calculations provided. In providing this opinion, IFBC has conducted neither an audit nor a due diligence.

The valuation date is 16 December 2024

The results of our independent valuation analyses were submitted to the Orascom BoD on 16 December 2024, the last trading day prior to the publication of the transaction and the corresponding offer prospectus. The valuation is based on the

³ A direct wholly owned subsidiary of LPSO Foundation Company, which is controlled by Mr. Samih O. Sawiris. The family members Samih O. Sawiris, Naguib S. Sawiris, Taya Sawiris, Tary Sawiris, Talia Sawiris and Ines Sawiris as well as SOS Holding and Thursday Holding are acting in concert with the offeror, LPSO Holding Ltd.

group's interim financial statement as of 30 June 2024, the corresponding FY 2024 forecast (6+6), the current business plan which the BoD of Orascom approved on 15 December 2023, further information provided, and assumptions made by the management of Orascom. The management of Orascom also confirms that there have been no significant events or transactions preceding the publication of this valuation report that are not included in the above-stated information base.

1.3 Our approach

The assessment of the financial fairness of the offer by LPSO to the shareholders of Orascom is based on independent valuation considerations of IFBC. These rely on the following analyses which are described in detail within this report:

- Analyses of the company's business model and of the current market environment
- Analysis of historical financial data
- Assessment of the forecasts (6+6) for FY 2024 and the business plan for FY 2024 to 2030 approved by Orascom BoD
- Company valuation and determination of the value per share based on the discounted cash flow method, applying a sum-of-the-parts approach ("SOTP")
- Analysis of share price and current target share prices published by the analysts

No consideration has been given to the tax, legal or other issues at the level of the individual shareholders in the assessment of the financial fairness of the offer made by LPSO to the shareholders of Orascom. Accordingly, only general statements on the financial fairness of the offer from the perspective of public shareholders are possible in the context of this Fairness Opinion.

1.4 Sources

IFBC's assessment is based on the analysis of the following information among others:

- Audited annual reports of Orascom (consolidated) for FY 2021 to 2023
- Orascom interim financial statements (consolidated) as of 30 June 2024 (unaudited)
- FY 2024 forecast (6+6)
- Business plan for FY 2024 to 2030 approved by the BoD of Orascom on 15 December 2023
- Current information and assumptions derived from discussions with the management of Orascom
- Capital market and financial data of selected peer companies (source: LSEG Data & Analytics)
- Other publicly available information



2 Company description and market analysis

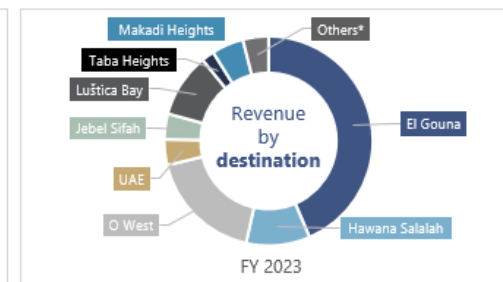
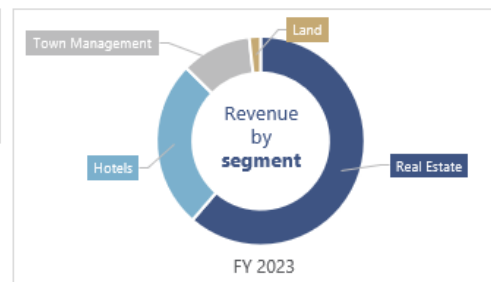
- 2.1 Overview of Orascom Page 9
- 2.2 Orascom business model Page 10
- 2.3 Historical financials of Orascom Page 17
- 2.4 Market analysis Page 20

2 Company description and market analysis

2.1 Overview of Orascom

Orascom, headquartered in Altdorf, Uri (Switzerland), is a leading fully integrated real estate and town developer owning a land bank of more than 100 million square meters across Egypt, Oman, Montenegro, Switzerland, United Kingdom (“UK”), United Arab Emirates (“UAE”) and Morocco.

Orascom develops vibrant and integrated communities. These developments blend residential areas, private villas, and apartments with hotels and amenities, including golf courses, marinas, sports facilities, retail outlets, restaurants, as well as essential infrastructure, creating vibrant spaces for living, working, and recreation. Orascom’s portfolio consist of eleven operating destinations with 33 Hotels and over 7’000 rooms as well as three currently not yet operating destinations The group currently employs a total of approximately 9’500 employees across Europe, the Middle East, and North Africa.⁴



*Others include Fayoum and Corporate.

⁴ Source: Orascom investor presentation, September 2024; Currently not yet operating destinations comprise of As Sodah Island and City Walk in Oman as well as Chbika in Morocco.

The real estate segment accounted for approximately 61% of Orascom's revenue in FY 2023, while the hotels segment contributed roughly 26% to the group's revenue. The remaining 13% originate from town management⁵ (11%) and sale of developed land (2%). According to the geographical breakdown by destination, around 44% of revenue in 2023 was generated through ODH's far most developed destination El Gouna, Egypt.

The major shareholders group around Mr. Samih O. Sawiris currently hold 77.5% of the company's shares.⁶

2.2 Orascom business model

2.2.1 Overview of the Orascom business model

Business model

Orascom develops integrated towns and tourism destinations that combine residential and commercial properties. The company acquires large plots of land to build cities featuring private villas, apartments, holiday homes, office spaces, shopping centres, and recreational facilities. Orascom also constructs and operates hotels, including leisure amenities such as golf courses, marinas, and water sports centres. By integrating residential areas with hotels, leisure and commercial amenities such as retail shops, restaurants, and essential infrastructure, Orascom creates vibrant communities that cater to living, working, and recreation.

Developed properties are either sold or leased, with commercial properties often leased on a long-term basis. Hotels are either self-managed by Orascom or operated through strategic franchise partnerships or independent branding. Town facilities and infrastructure (e.g. schools and hospitals) are also integrated into these urban projects, with facilities such as hospitals and water desalination plants typically owned and operated by one of Orascom's majority-owned subsidiaries or rented out to a third-party operator (such as schools).

Land banks are held primarily by way of contractual rights and usufructs with the option to acquire legal title.

⁵ Referred to as commercial assets by Orascom in external financial and investor publications.

⁶ Source: Management of Orascom; LPSO Holding, Thursday Holding and SOS Holding are owned by Samih O. Sawiris, Naguib S. Sawiris, Taya Sawiris, Tary Sawiris, Talia Sawiris and Ines Sawiris.

The company comprises of four core business segments:

Orascom portfolio

Real estate

Geographically diversified real estate portfolio includes contracted residential units that are constructed and subsequently sold. The services encompass property management, sales, and rental of real estate projects.



Town management

Town management includes the construction and operation of leisure and commercial assets such as golf courses, 7 world-class marinas, sports facilities, retail shops, and restaurants as well as supporting facilities such as utilities, hospitals, and schools to enhance quality of life in the communities. Town facilities and infrastructure are typically owned and operated by one of the majority-owned subsidiaries, like hospitals and water desalination plants, or leased to third-party operators, such as schools.



Land

Large undeveloped land banks strategically located close to developed areas allow for land sales to third parties, divestitures, co-developments with partners, and joint ventures.



Hotel

Hospitality portfolio includes 33 premium and luxury hotels with more than 7'000 rooms. Orascom acts as a hotel owner and operator with facilities that are either self-managed by Orascom Hotels Management or by selected third-party hotel managers under management contracts. The hotels are operated alongside franchise partners or as independently branded properties.

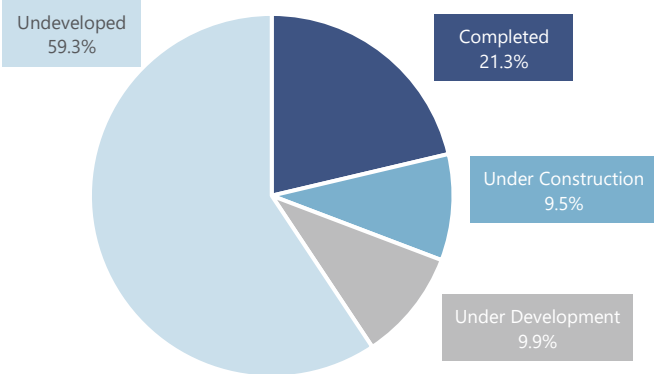


Orascom’s land bank

Orascom comprises 101.4 million square meters of land bank across seven countries of which 21.6 million square meters are fully completed. In addition, 60.2 million square meters are undeveloped, 9.6 million square meters are under construction and 10.0 million square meters under development.

Definition of land categories

Orascom distinguishes between four land categories, based on whether infrastructure has already been built on the land plot. If both the primary infrastructure and the real estate project are completed, the land is classified as “completed”. When infrastructure is in place, but the building construction associated with a given real estate project is not yet fully finished, the category “under construction” is assigned. As long as the primary infrastructure is not yet finished (e. g. roads, power and water supply network), the land category is designated as “under development”. Finally, if the land has no infrastructure at all (raw land), it is classified “undeveloped”.



Orascom’s destinations

Orascom’s portfolio spans 7 countries and 11 fully integrated, operational towns, along with 3 currently not yet operating destinations in early stages of development, and a total of 33 hotels across all destinations.

Destination		Total Land Bank (in million m ²)	Number of Hotels
1 Egypt	El Gouna	36.92	18
	Makadi Heights	3.75	0
	Taba Heights	4.27	6
	Fayoum	1.08	1
	O West (partially operational)	4.23	0
2 Oman	Hawana Salalah	13.60	3
	Jebel Sifah	6.20	1
	As Sodah Island (non-operating)	1.00	0
	City Walk (non-operating)	0.04	0
3 UAE	The Cove	0.29	1
4 Switzerland	Andermatt Swiss Alps	1.57	2
5 Montenegro	Luštica Bay	6.92	1
6 United Kingdom	West Carclaze Garden Village (partially operational)	6.54	0
7 Morocco	Chbika (non-operating)	15.00	0



Minimum building obligation

An important aspect of Orascom's business activities is acquiring land for tourism project development, often involving non-binding commitments related to these projects. Through its subsidiaries, the group has executed several development agreements with the governments of Oman, Morocco, Montenegro, and Egypt. Each agreement specifies the land allocated for each project, along with the group's development responsibilities and timelines. Specifically, the group is subject to minimum building obligations ("MBOs") outlined in the agreements, which may include commitments to develop a specified number of hotels and other amenities, such as golf courses, waterparks, or additional facilities.

The primary risks associated with these obligations involve potential delays or failure to complete the developments or investments within the agreed timelines.⁷

Oman

In Oman, the group has two development agreements (Sifah and Salalah project). Orascom has been working to meet MBOs for tourism development projects under development agreements with the Omani Government. Initially, timelines for hotel and facility completion were extended, with further amendments made to adjust project scope, such as modifying the number of hotels and introducing options for either an aquarium or additional hotel rooms.

In March 2017, the Omani Government approved the group's requests to merge room requirements for both projects and reduce the golf course size due to water resource concerns. Subsequent addenda in 2018 and 2019 provided additional extensions for MBO completion, with final deadlines extended to January 2024. By 31 December 2023, construction of a new hotel, adding 123 rooms, was completed, fulfilling all outstanding MBO requirements.

Morocco

Orascom signed a development agreement with the Government of Morocco in January 2007 for the development of the Oued Chbika tourist area. The agreement outlines a timeline for key project elements but does not specify MBOs. Despite ongoing efforts, Orascom has faced significant delays from the Government, particularly in obtaining necessary permits, which has hindered progress accordingly. Due to these delays, Orascom requested an extension until 2020. Negotiations continued, and a draft amendment to the agreement was finalized in 2019, which extends the development timeline and specifies Government obligations (including airport construction and the provision of the necessary infrastructure). However, this amendment has not yet been signed by the end of 2023. Additionally, Orascom's authorization to occupy the maritime public domain expired in December 2022. The company is currently working on renewing the authorization with the Ministry.

⁷ Sources: Orascom annual report 2023; Information provided by the management of Orascom.

In conclusion, Orascom is still facing delays due to the Government's failure to provide necessary permits and infrastructure. An agreement to extend the development timeline is close to being finalized.

Montenegro

In Montenegro, the development agreement outlines three phases for the project. The completion of the initial phase was due by 2017, which includes a four-star hotel, marina, golf course, and town center. However, delays by the Government of Montenegro in fulfilling its obligations (such as land expropriations and infrastructure development) have led to extensions in the timeline for completing the MBOs. Despite these delays, the group has constructed a hotel (Chedi) with 111 rooms, which began operating in July 2018. The marina is partially operational, and the golf course construction is in progress. The group is entitled to an automatic extension of the MBO deadlines due to the Government's failure to meet its obligations.

Egypt

In February 2023, ODE signed an agreement with Egyptian authorities for the development of the remaining land in El Gouna. The Tourism Development Authority approved a new master plan, which outlines the hotel development milestones, namely the completion of a further 1'000 hotel rooms by 2032, and the realization of additional 1'000 hotel rooms every 10 years starting from 2032.

2.2.2 Strategy

Orascom's strategy

By focusing on the acquisition of large tracts of land that offer enough space to develop communities and towns, Orascom creates value for medium- and long-term stakeholder through sustainable growth. To sustain profitable growth, Orascom focuses on four main performance drivers, creating a business that is agile and cost-efficient.

- **Monetization acceleration:** Orascom focuses on accelerating free cash flow by monetizing assets through land sales, divestitures, co-developments, and joint ventures. The company's own land banks hold significant future value potential, which can be further optimized by divesting non-core assets.
- **Commercial and operational uplift:** Boosting commercial performance and profitability by driving real estate sales with strong margins and optimizing operations across all destinations through cost control and efficiency improvements.
- **Growing recurring income base:** Orascom aims to grow a stable and long-term income base by investing in high-margin, recurring revenue assets such as hotels, marinas, and retail outlets, aimed at capturing consistent cash flow streams.
- **Institutionalization of ODH along with human capital:** Orascom places great importance on driving human capital. The strategy therefore focuses on building a world-class leadership team by hiring over 250 key employees in key functions, launching four corporate-level centres of excellence (among other things, with a focus on digitization) to improve operational efficiency and growth.

Geographical diversification through international projects

Orascom executes projects in different regions and countries, which reduces risk through portfolio diversification. However, the exposure in Egypt is significant and represents a fundamental risk for ODH, especially with the added focus on emerging destinations in Orascom's portfolio.

Sustainability at Orascom

Orascom aims to transform the real estate and hospitality sectors by embedding sustainable solutions into its core business operations. Sustainability is a key trend in both the real estate and tourism markets.

For Orascom, sustainability is a central consideration in the planning and execution of its projects, forming a core pillar of its growth strategy. Every project is designed with a strong focus on environmental sustainability, emphasizing the use of eco-friendly technologies throughout the implementation process.

Orascom brings its environmental, social and governance ("ESG") ambitions to life by prioritizing economic resilience, stakeholder engagement, ecological impact, and ethical leadership:

- **Economic Resilience:** Orascom supports local economies by creating jobs, promoting diverse developments, and prioritizing the use of local suppliers.
- **Stakeholder / Community management:** Stakeholders are actively involved in decision-making to incorporate diverse perspectives. The broader impact of business decisions on society and the environment is carefully considered.
- **Ecological impact:** Orascom takes proactive measures to address its ecological footprint, focusing on energy efficiency, biodiversity conservation, and water preservation.
- **Ethical leadership:** A comprehensive code of ethics guides decision-making at all levels of the organization, ensuring ethical practices throughout.

E. g., the El Gouna project demonstrates Orascom's commitment to sustainability through the implementation of various initiatives. For instance, a 7.2-megawatt photovoltaic system was installed to reduce reliance on conventional energy sources. Additionally, electric vehicles were introduced for operational activities, bicycle parking spaces expanded, and ride-sharing apps promoted to encourage eco-friendly mobility. Another initiative involves the adoption of water filtration systems, which help reduce the use of single-use plastics and save over 100'000 plastic bottles annually.

2.3 Historical financials of Orascom

Key events in the recent past

Orascom's recent company history has been marked by an international expansion and diversification strategy. A demanding business environment, comprised of rising construction costs, geopolitical conflicts and the devaluation of the Egyptian pound ("EGP") affected the group's business and has marked the last few years:

- Strategic diversification and new projects strengthened the business portfolio, driving growth and generating more stable, recurring revenue streams
- The institutionalization of operations allowed for substantial growth in sale and contributed to a robust top-line performance
- Orascom invested in enhancing performance in international market to mitigate the impact of the effects of EGP devaluation, demand volatility, and currency fluctuations in emerging markets
- Rising construction costs negatively impacted Orascom's financial results

Historical key performance indicators of Orascom

Historical key performance indicators of Orascom

in CHF million	FY 2021	FY 2022	FY 2023	YTD 06/2024
Revenue	538.5	689.7	655.2	306.4
<i>Revenue growth p. a. in %</i>	39.6%	28.1%	-5.0%	n/a
Adjusted EBITDA*	130.9	186.7	174.4	98.5
<i>Adjusted EBITDA margin in %</i>	24.3%	27.1%	26.6%	32.1%
CAPEX	57.6	101.7	125.8	42.2
<i>CAPEX in % of revenue</i>	10.7%	14.7%	19.2%	13.8%
Net debt**	353.8	433.7	353.2	359.0
Book value of equity	518.8	442.8	535.6	437.2

*Adjusted for non-cash items (e. g. provisions, impairments and FX gains) in accordance with alternative performance measure definition of ODH.

** Incl. shareholder loan.

Sources: Orascom annual reports 2021 - 2023 and interim financial statement as of 30 June 2024.

Historical development of revenue

In FY 2021, total revenue increased by 39.6% compared with the previous year to CHF 538.5 million. Revenue from real estate increased by 55.5%, hotel revenue by 39.7% and revenue from town management by 41.4%. The growth in revenues was primarily driven by the faster construction progress across all destinations.

In FY 2022, total revenue increased by 28.1% to CHF 689.7 million, with the real estate segment contributing with an increase of 21.7%, the hotel segment 63.2% and town management 19.1%. Further improvement in the portfolio mix led to growth in the recurring income business, with recurring revenue share increasing from 29% in FY 2021 to 33% in FY 2022.

Total revenue decreased by 5% to CHF 655.2 million in FY 2023. The decline was driven by a decrease in the real estate segment (-13.3%) and town management (-14.5%). This was primarily driven by the impact of the devaluation of the EGP and the high exposure to Egyptian destinations. In contrast, hotel revenue increased by 19.4%, despite the negative impact of the EGP devaluation and geopolitical tensions. Additionally, a land sale contributed CHF 11.5 million to the total revenue in FY 2023, representing 2% of the overall revenue.

In FY 2023, the real estate segment accounted for 72.3% (including town management with 10.9%) of total revenue. In 2023, the share of recurring business⁸ was further increased (37% in FY 2023).

Despite the challenging market environment, Orascom was able to increase total revenue by 20.7% in the first half of 2024 (compared to the first half 2023).⁹

Historical development of the adjusted EBITDA margin

Ongoing improvement of the operational performance of the hotel segment and town management, led to increased productivity. This was reflected in an adjusted EBITDA margin of 24.3% in FY 2021. Despite ongoing challenges impacting the hospitality segment due to the COVID-19 pandemic.

In FY 2022 an adjusted EBITDA margin of 27.1% was achieved, driven by strong top-line results and further enhanced operational performance.

A consistently high EBITDA margin of 26.6% was maintained in FY 2023, driven by accelerated total revenue per available room¹⁰ growth combined with operational excellence and enhanced quality and profitability of services and amenities. Despite increased construction costs in the real estate segment, a solid EBITDA margin was achieved in the first half of 2024, supported by the continued impact of implemented operational excellence measures, which are still delivering positive results.

Historical development of CAPEX

Investments ("CAPEX") ranged from 10.7% to 19.2% of revenue between FY 2021 and 30 June 2024. In 2023, investments in Egypt included renovations aimed at enhancing customer experience, contributing to improved performance.

Historical development of net debt and equity

In 2019, the company issued a CHF 100.0 million bond, marking its first public bond issuance in its history. The proceeds from this bond were used to finance the investments to support the further development of the company's destinations. The bond matured in October 2024 and was instantly refinanced with a successful placement of a new bond worth CHF 100.0 million with a 4.0% coupon and a five-year tenor. In addition, the largest Egyptian subsidiary, ODE signed a USD 155.0 million loan facility with the International Finance Corporation ("IFC") which will primarily be used to partially refinance ODE's existing debt and fund potential growth opportunities, particularly in El Gouna. Despite a challenging market environment, Orascom was able to maintain a stable balance sheet in FY 2023 and in 2024.

⁸ Based on recurring revenue generating assets such as hotels, marinas, golf courses, restaurants and retail outlets.

⁹ As of 30 June 2023, total revenue amounted to CHF 253.8 million.

¹⁰ Total revenue per available room includes also other guest-related revenue such as food and beverage, entertainment, laundry, and other services.

2.4 Market analysis

Orascom develops integrated communities in Europe, the Middle East, and North Africa. Therefore, the group is active in the integrated urban development, property construction, real estate as well as the hotel and tourism sector.

The market analysis focuses on the two main segments of real estate and tourism, addressing current challenges and trends within each sector.

Real estate

Long-term trends such as demographics, digitalization, and decarbonization reshape investment priorities

Industry experts foresee increased investment activity in real estate markets driven by clearer monetary policies in the U.S., Europe, and Asia Pacific. This optimism is rooted in expectations of stabilization in pricing as buyers and sellers adjust to persistently high interest rates, although significant recovery in the sector may not materialize until 2025. A challenging geopolitical landscape marked by ongoing conflicts and numerous elections, contribute to uncertainty and hinder long-term infrastructure planning. Despite the prevailing economic challenges, experts express some relief as inflation and interest rates seem to have peaked. Clarity on monetary policy, particularly in the U.S. and Asia Pacific, has bolstered confidence. However, uncertainties, especially geopolitical risks stemming from ongoing conflicts in Ukraine and Gaza, pose potential disruptions and complicate future forecasts.¹¹

In addition, long-term trends such as demographics, digitalization, and decarbonization are reshaping investment priorities, with an increasing emphasis on ESG considerations. This shift calls for a transformative approach to real estate that aligns with sustainability goals, creating new investment opportunities within the industry.

Alternative sectors become more attractive

Real estate investors are increasingly shifting focus away from sectors heavily influenced by the macroeconomic climate, such as office and retail spaces. Instead, they are prioritizing sectors driven by stable demographic trends. These areas include various types of residential properties such as rental units, student housing, and senior living facilities, logistics infrastructure and warehouses, as well as real estate in the healthcare sector. All of these areas are considered more resilient, as demand is strongly driven by long-term demographic needs, with macroeconomic developments playing a less significant role. Recently collected data shows that more capital is being invested in industrial and residential spaces than in traditional office and retail space.¹²

¹¹ PwC and the Urban Land Institute (2024), Emerging Trends in Real Estate Global Outlook 2024, p. 4/7/8.

¹² PwC and the Urban Land Institute (2024), Emerging Trends in Real Estate Global Outlook 2024, p. 12.

Real estate market in the Middle East and North Africa region	The real estate market in the Middle East and North Africa (“MENA”) region, particularly in the countries of the Arabian Peninsula, is showing strong growth and positive outlook for 2024. ¹³ Despite global economic turbulence in 2023, the real estate market environment in this region developed stable. ¹⁴ The total value of real estate projects, both in planning and underway, in the respective economies (Bahrain, Kuwait, Oman, Qatar, Saudi Arabia, and the UAE) is projected to reach approximately USD 1.68 trillion in 2024, (USD 1.38 trillion in 2023). ¹⁵
Residential prices in the Gulf States	In the residential sector, price performance for apartments and villas has shown consistent positive trends throughout 2023 within the Gulf States, with villa sales primarily influenced by plot area. ¹⁶ Additionally, anticipated population growth of 2-3% may further strengthen the real estate market, and potential interest rate reductions in late 2024 could enhance financing accessibility. Nevertheless, the ongoing geopolitical tensions remain a significant risk factor in this case as well. ¹⁷
Egypt’s real estate market	Egypt’s real estate market has experienced significant growth in recent years, especially in cities like Cairo, with steadily rising demand for residential properties. In Cairo, over 7’000 residential units were completed in the first months of 2024. At the same time, both sales and rental prices recorded increases. ¹⁸ According to Mordor Intelligence, the Egypt residential real estate market is estimated to reach a value of USD 20.02 billion in 2024 and is projected to grow at a compound annual growth rate (“CAGR”) of 11.0%, expected to reach USD 33.67 billion by 2029. ¹⁹
The real estate market in Europe	The European real estate market is in the early stages of recovery, with inflationary pressures easing and economic growth surprising on the upside. While transaction volumes remain low due to a gap in price expectations between buyers and sellers, demand for high-quality assets, especially in logistics and residential sectors, continues to rise. Despite a challenging market environment, the sector is showing signs of stabilization, with increasing rents in areas like office spaces and residential properties driven by supply shortages. ²⁰

¹³ CBRE (2024), Real Estate Market Outlook 2024 Middle East, p. 5.

¹⁴ Sidra Capital (2024), GCC Real Estate Outlook: 2024 Marked by Optimism and Predictability, p. 3.

¹⁵ Sidra Capital (2024), GCC Real Estate Outlook: 2024 Marked by Optimism and Predictability, p. 4.

¹⁶ CBRE (2024), Real Estate Market Outlook 2024 Middle East, p. 11.

¹⁷ Sidra Capital (2024), GCC Real Estate Outlook: 2024 Marked by Optimism and Predictability, p. 7.

¹⁸ JLL (2024), Egypt Construction Market Intelligence Report Q1 2024, p. 4-5.

¹⁹ Mordor Intelligence. Egypt residential real estate market size.

²⁰ UBS Real Estate Outlook – Europe, Edition May 2024, A new cycle begins.

According to Mordor Intelligence, the size of the European residential real estate market is expected to reach USD 1.95 trillion in 2024 and grow at a CAGR of 4.5%, expected to reach USD 2.43 trillion by 2029.²¹

Demographic factors are driving housing demand, with number of households in many European capital cities projected to increase by 3% over the next five years.²²

Rising construction costs and geopolitical tensions could delay interest rate cuts

The outlook in Europe faces risks primarily of a geopolitical nature. An escalation of the crisis in the Middle East or heightened geopolitical tensions in other regions could undermine confidence among market participants and lead to increased raw material prices. Rising commodity prices, in turn, may trigger higher inflation rates, which could delay anticipated interest rate cuts or even prompt further increases in policy rates.

Tourism and Hospitality

Tourism and Hospitality in the GCC countries

Across most Gulf States, the hotel sector saw continued growth in visitor numbers throughout 2023, with key performance indicators largely surpassing pre-COVID 19 levels. Market sentiment remains broadly positive, and according to CBRE, visitor numbers across the Gulf States are expected to keep rising in 2024. In Bahrain, for example, new luxury resorts and city hotels are set to open, while in Saudi Arabia, the hospitality market is also evolving with the creation of new domestic destinations. Notably, properties at lower price points, often tied to retail and entertainment hubs, have outperformed exclusive five-star resorts in occupancy. In Abu Dhabi and Dubai, beachfront luxury hotels are expected to maintain a leading position, while in the UAE, various government initiatives aim to promote the potential of previously overlooked areas.²³

Tourism in Egypt

For the Egyptian economy, Tourism is a key revenue source, and the sector has recovered significantly since the pandemic. In 2023, the travel and tourism sector's contribution to Egypt's GDP grew by nearly 24%, while international visitor spending surged by 38.5% year-on-year.²⁴

Tourism in Europe

Looking at the European market as a whole, it is anticipated that international leisure tourism will experience a significant recovery in 2024. However, the ongoing conflicts in Ukraine and the Middle East may lead some travellers to shift their itineraries towards Northern and Western Europe, as observed in previous times of conflict. According to CBRE, they expect

²¹ Mordor Intelligence, Europe residential real estate market size & share analysis – growth trends & Forecasts 2024-2029.

²² Mordor Intelligence, Europe residential real estate market size & share analysis – growth trends & Forecasts 2024-2029.

²³ CBRE (2024), Real Estate Market Outlook 2024 Middle East, p. 13.

²⁴ World Travel & Tourism Council (2024), Travel & Tourism in Egypt injected a record.

that revenue per available room growth will decelerate to a high single-digit rate in 2024. Furthermore, the luxury and resort segments are projected to continue outperforming other sectors. Since consumer demand from high-income groups are less sensitive to macroeconomic headwinds.²⁵

Between 2009 and 2022, the overall hotel supply in Europe experienced a CAGR of 1.4%. However, in 2024, this growth is projected to slow to just 1% CAGR. The UK and Germany lead the way in European hotel development, accounting for more than one-third of the total hotel projects planned between 2024 and 2028. In contrast, other markets such as France, Spain, and Italy are forecasted to see limited new hotel developments while attracting the highest numbers of international visitors in 2024 and beyond.²⁶

Sustainability as main market trend

Sustainability as a main market trend in real estate

ESG is anticipated to be the most important factor in the real estate sector by 2050, with nearly 90% of Emerging Trends Europe survey respondents affirming this outlook. However, challenging market conditions may hinder progress on ESG initiatives, even as the industry recognizes ESG's potential to boost long-term value and income.²⁷

Mainly in Europe sustainability will increasingly shape real estate decisions. Various market participants will seek greater alignment with their ESG goals, and the demand for improved data on the costs and benefits of sustainability initiatives will intensify.²⁸ The European Commission anticipates that by 2030, solar energy will become the predominant energy source in the European Union. As a result, various incentives and financing strategies for transitioning to renewable energy are expected to be increasingly implemented. In addition to addressing energy security challenges, solar energy will play a significant role in reducing greenhouse gas emissions. For occupants, solar systems can help lower occupancy costs, while for investors and property owners, the installation of solar systems offers opportunities to enhance the value of the property.²⁹

Cities are central to tackling global sustainability challenges, producing 75% of global emissions. Urban growth has accelerated deforestation, biodiversity loss, and habitat reduction, with 70% of global food produced for urban areas contributing to environmental degradation. Sustainable transformation requires reevaluating key city systems, such as

²⁵ CBRE (2024), Real Estate Market Outlook 2024 Europe, p. 30.

²⁶ CBRE (2024), Real Estate Market Outlook 2024 Europe, p. 31.

²⁷ PwC and the Urban Land Institute (2024), Emerging Trends in Real Estate Global Outlook 2024, p. 13.

²⁸ CBRE (2024), Real Estate Market Outlook 2024 Europe, p. 2/38.

²⁹ CBRE (2024), Real Estate Market Outlook 2024 Europe, p. 37.

infrastructure, mobility, food, economy, and urban planning, to reduce emissions and waste, enhance green spaces, and support sustainable lifestyles. Focusing on sustainable infrastructure, cities must prioritize long-lasting buildings, efficient public transport, and walkable neighbourhoods. Food systems should promote urban agriculture and waste reduction, while economic systems must balance growth with natural capital conservation. By embedding sustainability into urban planning and involving communities, cities can foster healthier, resilient environments for their residents.³⁰

³⁰ Deloitte Middle East Real Estate Predictions 2024, p. 19-23.



3 Valuation

3.1 Valuation approach

Page 26

3.2 Sum-of-the-parts Valuation

Page 28

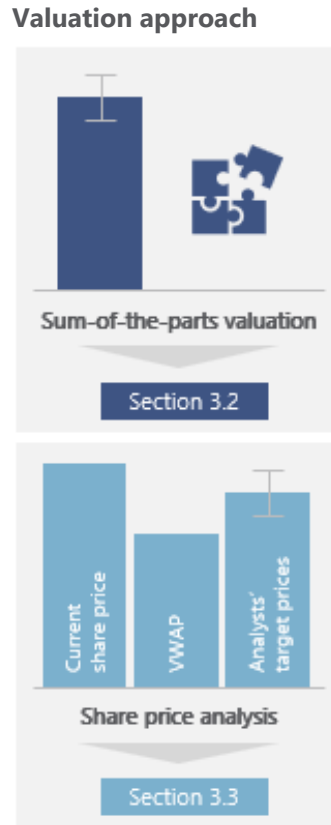
3.3 Share analysis and analysts' estimates

Page 47

3 Valuation

3.1 Valuation approach

To best account for the specific characteristics of Orascom’s business operations, we primarily rely on a cash flow-based SOTP approach to value ODH. In addition, we consider the results of the share price analysis



We value Orascom based on a stand-alone basis and apply different valuation approaches to assess the fairness of the offer made by the LPSO from a financial point of view. In accordance with the publication of the offer prospectus dated 17 December 2024, ODH’s value per share is calculated as of the relevant valuation date being 16 December 2024.

Within our valuation framework, the cash flow-based Sum-of-the-parts approach holds the greatest significance, since it is most suitable to account for the specific characteristics of Orascom’s different operating segments. In this context, the operating enterprise value for the hotel and the real estate segment³¹ are separately determined.

In the case of the hotel segment, the discounted cash flow valuation (“DCF approach”) is based on a regular infinite model approach in which the portion of value attributable to the period after the year 2030 is expressed as terminal value (“TV”). In contrast, IFBC relies on a finite observation period when assessing the value of the real estate segment. In this case we consider the planned construction and sales of real estate units as well as land plots alongside the therefore necessary town management development until the end of the business plan projections in 2030. To account for the undeveloped land at this point in time accordingly, the value of the remaining land bank estimated by the management as per end of 2030 is additionally considered.

³¹ Comprising real estate, town management, land and construction.

In this particular case trading and transaction multiples do not yield meaningful results

To cross-check the results from cash flow-based valuations usually market-based methods derived from the valuations of listed peer companies (trading multiples) as well as prices paid in comparable transactions (transaction multiples) are applied.

However, in this particular case, a valuation neither based on trading multiples nor on transaction multiples yield meaningful and conclusive results because of the following reasons:

- Corporate costs incurring on country as well as on group level are not allocated to the single operating segments, historically as well as in the business plan. Therefore, ODH's segment-specific EBITDA- and cash flow-levels tend to be overstated in direct comparison with the relevant peer companies. As a consequence, relatively higher EV/EBITDA multiples of the peers applied on higher absolute segment-specific EBITDA-levels of ODH would lead to overvaluation.
- As the cash flow-based valuation of the real estate segment³² relies on a finite observation period, the valuation results cannot be cross-checked by a multiple-based valuation approach which considers an infinite timeframe. From a corporate finance point of view derived results would not be meaningful.
- Analysts covering ODH do generally also not rely on multiple-based valuation approaches in their assessment.

Correspondingly, the value per share resulting from the SOTP-analysis is solely compared to ODH's current share price, the group's volume weighted average price ("VWAP") of the last 60 trading days and the latest target prices published by the analysts.

³² For the part of operations within the segment related to the construction and sale of real estate units.

3.2 Sum-of-the-parts Valuation

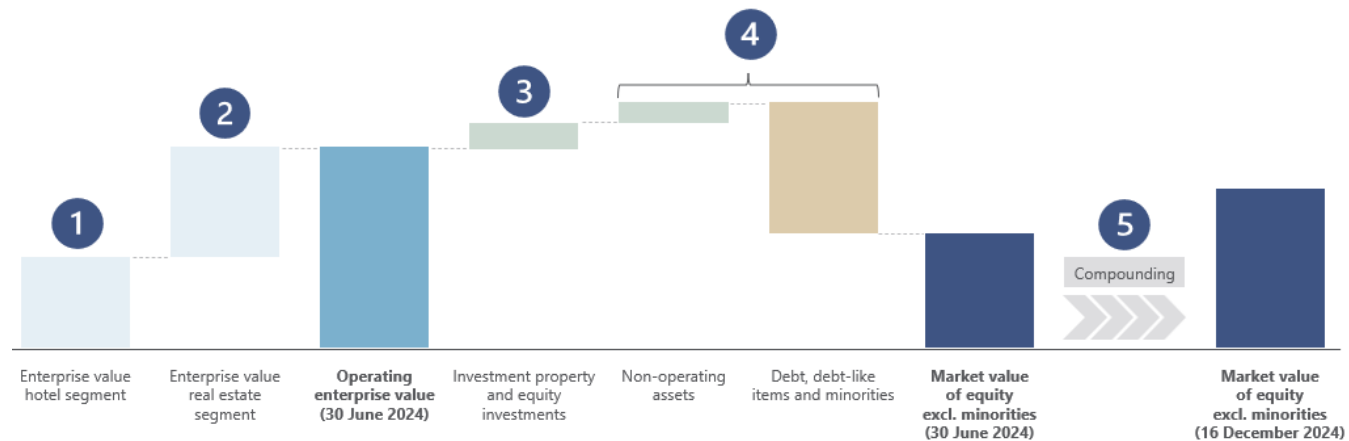
3.2.1 Introduction to the valuation methodology and determination of cost of capital

The applied cash flow-based SOTP approach is in line with corporate finance theory as well as common best practice in company valuations. To account for the different business models of the segments, the value of an individual business unit (segment) is derived by discounting the expected future free cash flows (“FCF”) with the weighted average cost of capital (“WACC”) at the defined valuation date.

In line with the described valuation approach the hotel segment and the real estate segment are separately determined. Additionally, the unique characteristics of the different destinations within the two segments are considered by valuing each destination individually. The resulting values per destination are then aggregated to derive the two segment-specific enterprise values (“EV”). As part of the SOTP approach, the present values of the corporate costs are proportionally allocated to the two segments based on their derived EVs. Through the value-based allocation of corporate costs emerging from corporate entities in Egypt, Oman, Montenegro, Morocco and Switzerland an overall operating EV for Orascom (consolidated) can be determined.

Based on the described valuation approach, Orascom’s market value of equity (excl. minority interests), as of 16 December 2024 is derived as follows:

Illustrative presentation of the SOTP approach for determining the market value of equity value of ODH



Hotel segment

- 1 To value the hotel segment, a DCF approach with an indefinite timeframe is applied on destination level (including terminal value). The expected free cash flows for a detailed planning period from 1 July 2024 to the end of FY 2030 are calculated using the forecast 2024 (6+6), the business plan approved by the BoD and related management information. The portion of value attributable to the period after FY 2030 is expressed as terminal value. The expected FCFs of the business plan and the calculated terminal value are then discounted to 30 June 2024 by applying the segment-specific WACC for each destination, accordingly. The enterprise value as of 30 June 2024 for the entire hotel segment is then derived from the resulting present values of the future expected FCFs and the TVs by destination.

Real estate segment

- 2 In contrast, the enterprise value of the real estate segment is calculated based on a combined approach. For the valuation of ODH's operations related to the construction and sale of real estate units a DCF model with a finite timeframe is applied corresponding to a state-of-the-art approach when valuing projects and real estate. For this specific case, this method is assessed as most robust from a corporate finance point of view, since cash flow generation is solely of non-recurring nature and expectations exclusively dependent on reliable predictions regarding the amount of real estate units built and subsequently sold over a certain time period. Therefore, only real estate projects currently in the pipeline of ODH and reflected in the business plan are taken into consideration (current portfolio). In consultation with Orascom's management all projects initiated within the planning period are estimated to be finalized no later than by the end of FY 2037. Correspondingly, no additional TV component is applicable. Instead, the period of the valuation model is extended accordingly to fully capture all expected cash in- and outflows until project finalization.

As part of the Real estate segment, Town management encompasses the construction of necessary primary infrastructure and commercial assets, e. g., the development of recreational facilities, schools, and hospitals. Thus, Town management forms the foundation for a successful sale of real estate units. Once the primary infrastructure on the land has been established and real estate units are sold, commercial assets take on a recurring component. This includes the maintenance of golf courses and sports facilities, the rental of retail spaces and restaurants, and revenues from utilities and services tied to town amenities. These recurring elements ensure sustained value generation. This integrated approach aligns the initial infrastructure investment with the long-term profitability of the real estate projects. Correspondingly, the value contribution of the town management as part of the entire real estate segment is determined with the same methodological approach as for the hotel segment, meaning a DCF valuation based on an infinite timeframe.

In addition, prepaid sales commissions as well as finished but unsold units as recorded on the balance sheet as per 30 June 2024 are considered. The same applies to the land bank (undeveloped and unsold land) estimated to remain after the realization of ODH's current project pipeline at the end of the planning period (after 2030). It is further assumed that Orascom will not acquire any additional land during the business plan period, meaning the total land bank possessed will remain unchanged.

Investment property and equity investments

3

Consideration of investment property³³ as well investments in associates³⁴ at fair value. To avoid double-counting rental business-related cash flow streams as well as income from associates were eliminated when calculating the FCFs as a basis for determining the segment-specific EVs.

Non-operating assets, debt, debt-like items and minorities

4

Based on Orascom's interim financial statements as of 30 June 2024, the non-operating assets are added to the operating enterprise value (excess cash), and the interest-bearing liabilities, debt-like items³⁵ and minority interests are deducted. This results in the market value of equity (excl. minority interests) as of 30 June 2024.

Market value of equity and value per share as of 16 December 2024

5

The calculated equity value is compounded to the valuation date as of 16 December 2024 and then divided by the number of shares outstanding to determine the value per share as of 16 December 2024.

Determination of segment-specific WACC for Orascom by country

In accordance with the described SOTP valuation approach, segment-specific WACC for hotels, real estate and town management by destination are calculated to account for an appropriate risk-free rate level and an individual consideration of associated country risk.

The following table summarizes the general methodological approach for determination of the segment- and destination-specific WACC parameter for Orascom.³⁶

³³ Real estate property held by the group generating rental income from tenancy agreements (e. g. commercial space in shopping malls at specific destinations).

³⁴ Investments in associates include Andermatt Swiss Alps AG ("ASA"), Jordan Company for Projects and Touristic Development and Red Sea for Construction & Development. ODH owns 49% of ASA.

³⁵ Net deferred tax asset and liabilities, short- and long-term provisions and retirement benefit obligations.

³⁶ For further details, see section 5.1 in the appendix.

Parameter	Description
Currency-weighted risk-free rate	<ul style="list-style-type: none"> Higher value of the defined minimum rate (floor of real interest rate of 0.00% + long-term expected inflation) and the rolling average yield (1 month) of the 10-year Swiss government zero bond. Consideration of the long-term inflation difference between Switzerland and the relevant foreign countries in accordance with the relevant currencies of each segment by destination. Sources: LSEG Data & Analytics, IMF World Economic Outlook (October2024), management of ODH.
Market risk premium	<ul style="list-style-type: none"> The market risk premium reflects the long-term difference between the return of a market portfolio and the risk-free rate. It reflects the additional premium an investor expects of an investment in stocks compared to a risk-free investment. In accordance with best practice, a sustainable implied market risk premium of 6.00% is applied. Source: IFBC.
Unlevered beta	<ul style="list-style-type: none"> The unlevered beta captures the systematic, non-diversifiable risk of a company that is entirely financed by equity. To increase the statistical significance of the beta analysis, statistically significant betas of peer group companies are analyzed in addition to the beta of ODH. For hotels, real estate and town management separate peer groups have been compiled. The median unlevered beta of the three peer groups as of 30 November 2024 (last month-end before the valuation date) are based on weekly returns over a period of 2 years. Sources: LSEG Data & Analytics, management of ODH.
Leverage-factor	<ul style="list-style-type: none"> The leverage factor is calculated considering segment-specific target capital structures as well as the relevant tax rates per destination (the Hamada approach).
Levered beta	<ul style="list-style-type: none"> The levered beta measures the systematic risk and reflects both the operating as well as the financial risk of each segment.
Risk premium	

Parameter	Description
Size premium	<ul style="list-style-type: none"> • Empirical and practical evidence shows that smaller companies have significantly higher cost of equity than companies with high market capitalization. • For this reason, a size premium is considered. The size premium is derived using statistical methods based on the company's market capitalization. • Considering the market capitalization of ODH and our valuation considerations, a size premium of 1.99% (9th decile of the size premiums according to Kroll) is applied. • Sources: LSEG Data & Analytics; Kroll as of 31 December 2023.
Country risk premium	<ul style="list-style-type: none"> • The country risk premium is estimated based on a relative volatility approach which clusters countries in different risk baskets. The clustering of countries is based on sovereign credit ratings. • Additionally, the segment-specific levered beta is considered. • Sources: LSEG Data & Analytics, IFBC.
Cost of equity	
Currency-weighted base rate	<ul style="list-style-type: none"> • Higher value of the defined minimum rate (floor of real interest rate of 0.00% + long-term expected inflation) and the rolling average yield (1 month) of the 5-year swap rate. • Consideration of the long-term inflation difference between Switzerland and the relevant foreign countries in accordance with the relevant currencies of each segment by destination. • Sources: LSEG Data & Analytics, IMF World Economic Outlook (October 2024), management of ODH.
Credit spread	<ul style="list-style-type: none"> • Based on the current market data with respect to the current spread of ODH's outstanding bond. • Sources: LSEG Data & Analytics.
Tax rate	<ul style="list-style-type: none"> • Expected long-term tax rate per destination. • Source: management of ODH.
Tax-adjusted cost of debt	

Parameter	Description
Share of equity	<ul style="list-style-type: none"> Definition of segment-specific target capital structure based on the capital structure of the corresponding peer group.
Share of net debt	<ul style="list-style-type: none"> Sources: LSEG Data & Analytics, management of ODH.
Segment-specific WACC (by destination)	

3.2.2 Business plan of hotel segment

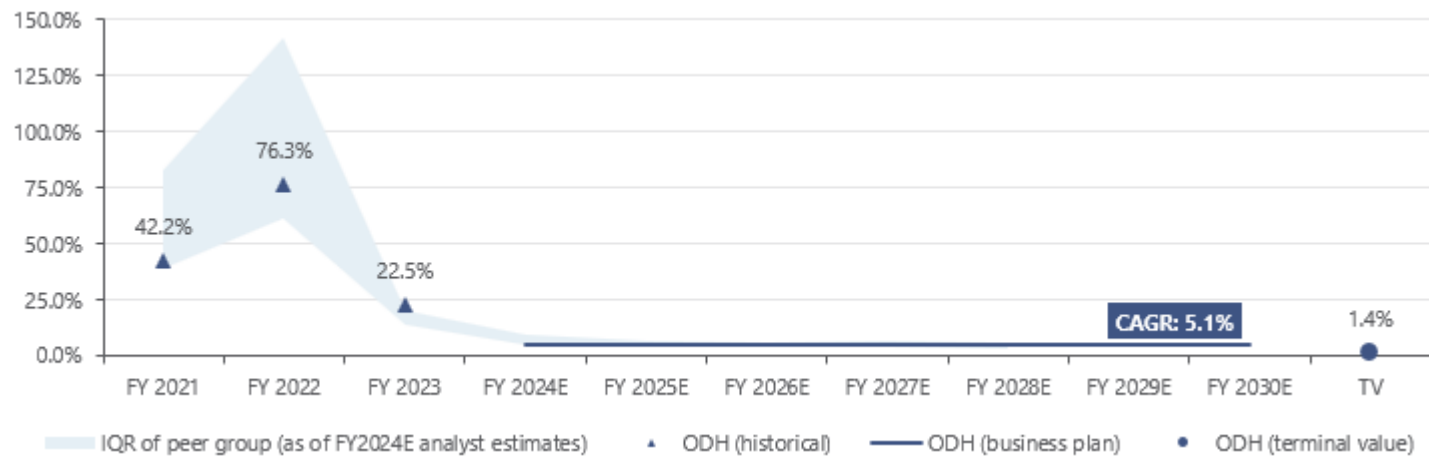
The estimated future free cash flows are based on the forecast (6+6) for FY 2024, the business plan for FY 2025 to 2030 and additional information provided as well as assumptions made by the management

Assumptions regarding the development of hotel segment revenue

The projected FCFs of ODH’s hotel segment for FY 2024 to 2030 are based on the forecast (6+6) FY 2024 and the business plan for FY 2025 to 2030, which was approved by the BoD of ODH on 15 December 2023, as well as additional information and assumptions made by the management. The assumptions on the sustainable values as the basis for determining the TV were confirmed by management.

We have assessed the information and assumptions of the management of ODH regarding the hotel segment from an independent point of view and evaluated their plausibility. For this purpose, the key assumptions in the business plan were compared with the analysts' estimates for the identified peer companies, among others. The most important assumptions are described hereinafter.

Comparison of historical and projected growth rates of Orascom’s hotel segment and the peer companies



Sources: LSEG Data & Analytics, business plan and information provided by the management of Orascom.

The COVID-19 pandemic had a significant impact on hospitality operations, globally. Consequently, with relaxed travel restrictions as of FY 2021, Orascom’s revenue volume as well as those of the peer companies instantly recovered leading to skyrocketing revenue growth rates in FY 2021 and FY 2022. Orascom’s revenue growth in FY 2023 relatively slowed down

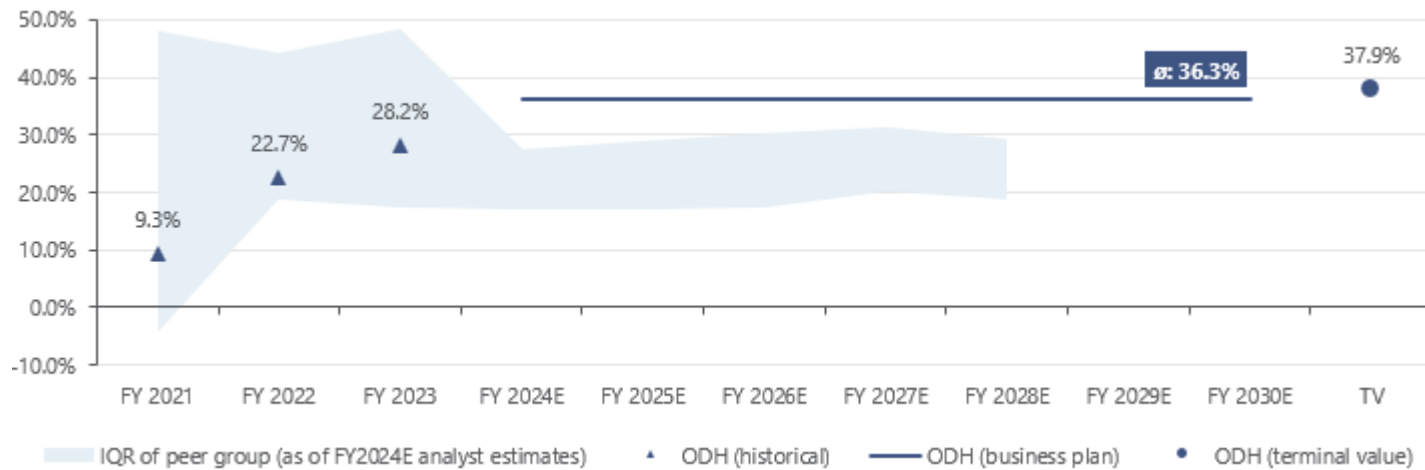
despite a further increase in occupancy rates, primarily due to the devaluation of the EGP. However, compared to peer group companies, the realized revenue growth in FY 2023 amounting to 22.5% is slightly above the interquartile range of the peer companies (25% to 75% quartile or "IQR").

In FY 2024 to FY 2030 management expects a CAGR of 5.1%. The projected annual growth rate is thus at the upper end of the IQR of analysts' forecasts for peer companies. Median annual expected growth rates range within 7.0% (FY 2024) and 4.5% in (FY 2028).

For the TV, a sustainable growth rate of 1.4% is assumed, corresponding to the weighted long-term inflation expectations of the relevant destinations.³⁷

EBITDA margin assumptions of the hotel segment

Comparison of historical and projected EBITDA margins of Orascom's hotel segment and the peer companies³⁸



Sources: LSEG Data & Analytics, business plan and information provided by the management of Orascom.

³⁷ Source: IMF, World Economic Outlook, October 2024.

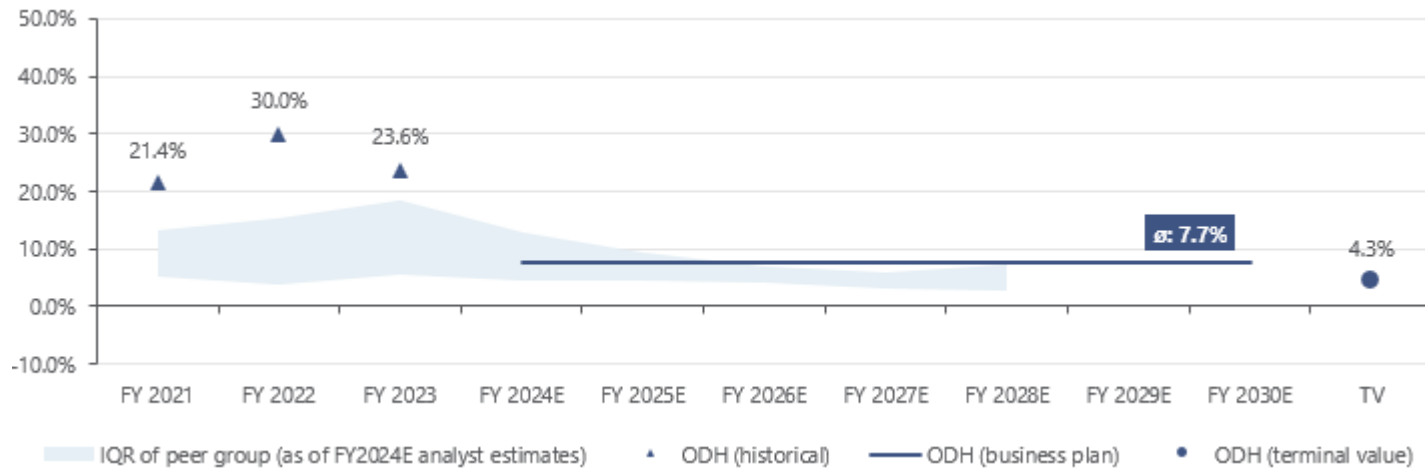
³⁸ IFRS 16 and ASC 842-related effects have been eliminated in the historical and future EBITDAs of the peer companies to ensure consistent comparability between the companies analysed.

Orascom’s EBITDA margin of 9.3% in FY 2021, 22.7% in FY 2022, and 28.2% in FY 2023, is within the peer group’s IQR. Through the restructuring of internal processes and the resulting increase in operational excellence, Orascom was able to achieve a continuous margin improvement for its hotel segment in recent years alongside positively impacting pandemic recovery effects.

The IQR of the analysts’ forecast EBITDA margins of the peer companies, for FY2024 to FY 2028 is between 17.1% and 31.2%. Projected EBITDA margins for Orascom’s hotel segment are expected to be above this range, with an average of 36.3% in FY 2024 to FY 2030. Orascom’s management considers an EBITDA margin of 37.9% sustainable in the long-term. The assumed sustainable EBITDA margin of Orascom exceeds the analyst’s estimates for the segment-specific peer companies as of FY 2028. However, it must be noted that historical and projected margins shown for ODH tend to be overstated in direct comparison to the peer companies considered, since corporate costs are not allocated on segment level and are therefore not included in the underlying EBITDA.

Assumptions regarding CAPEX associated with the hotel segment

Comparison of historical and projected CAPEX in % of revenue of Orascom’s hotel segment and the peer companies



Sources: LSEG Data & Analytics, business plan and information provided by the management of Orascom.

The historical investments of Orascom are visibly above the IQR of the hotel segment-specific peer companies, reflecting the high level of investment in the development of new and the renovation of existing hotels to sustain the attractiveness of ODH's hospitality services.

In direct comparison, for FY 2024 to FY 2030, Orascom's management expects a significantly lower average investment ratio of 7.7%. However, compared to the IQR of analysts' estimates for the peer companies, average annual CAPEX in % of revenue still develops at the upper end, which is to be associated, but not exclusively, with the outstanding MBOs of Orascom.

Orascom's management expects a CAPEX level of 4.3% of revenue in the long-term. In the TV, depreciation is also assumed to be equal to the forecast long-term level of CAPEX.

Taxes

Based on the estimates of ODH management, destination-specific imputed long term tax rates are assumed for FY 2024 to 2030 and the TV. The relevant long-term tax rates vary between 15.0% and 22.5%.³⁹

Recent development and outlook as of 30 June 2024

In the first half of 2024, Orascom announced the conclusion of two significant monetization deals. One of them refers to the planned sale of The Cove Rotana Hotel in Ras El Khaimah located in the UAE. As of 30 June 2024 the corresponding assets and liabilities are recorded as held for sale on the balance sheet of the group. With respect to the valuation of the hotel segment, projected cashflows associated with The Cove were eliminated in the underlying business plan and the expected proceeds from the sale are considered as a separate value component in the EV-to-Equity Bridge.

3.2.3 Business plan real estate segment

The estimated future free cash flows are based on the forecast (6+6) for FY 2024, the business plan for FY 2025 to 2030 and additional information provided as well as assumptions made by the management

Analogously to the hotel segment, the projected FCFs for ODH's real estate operations for FY 2024 to 2030 are based on the forecast (6+6) FY 2024 and the business plan for FY 2025 to 2030, which was approved by the BoD of ODH on 15 December 2023, as well as additional information and assumptions made by the management. In addition, to fully capture revenues, expenses and associated cash in- and outflows expected to incur with the construction and the subsequent sale of real estate units as per end of the planning period, a corresponding fade-out period of seven additional years until FY 2037 was considered.

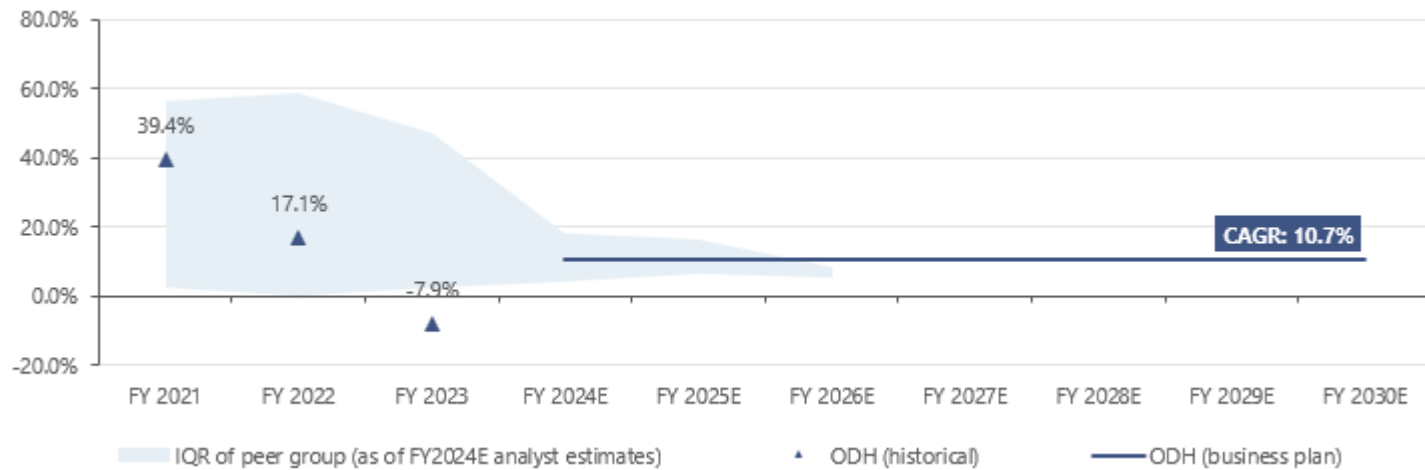
The assumptions on the sustainable values as the basis for determining the TV, applicable for the town management part only, were confirmed by management.

³⁹ Egypt: 22.50%; Oman: 15.00%; Montenegro: 15.00%.

We have assessed the information and assumptions of the management of ODH regarding the real estate segment from an independent point of view and evaluated their plausibility. For this purpose, the key assumptions in the business plan were compared with the analysts' estimates for the identified peer companies, among others. The most important assumptions are described hereinafter.

Assumptions regarding the development of real estate segment revenue

Comparison of historical and projected growth rates of Orascom’s real estate segment and the peer companies



Sources: LSEG Data & Analytics, business plan and information provided by the management of Orascom.

Orascom’s revenue growth in FY 2021 (39.4%) and FY 2022 (17.1%) was within the IQR of the peer companies and in FY 2023 (-7.9%) significantly below the IQR of the peer group companies. The decline in revenue growth, ultimately turning negative, was primarily driven by the high exposure to Egyptian destinations and the corresponding impact of the devaluation of the EGP.

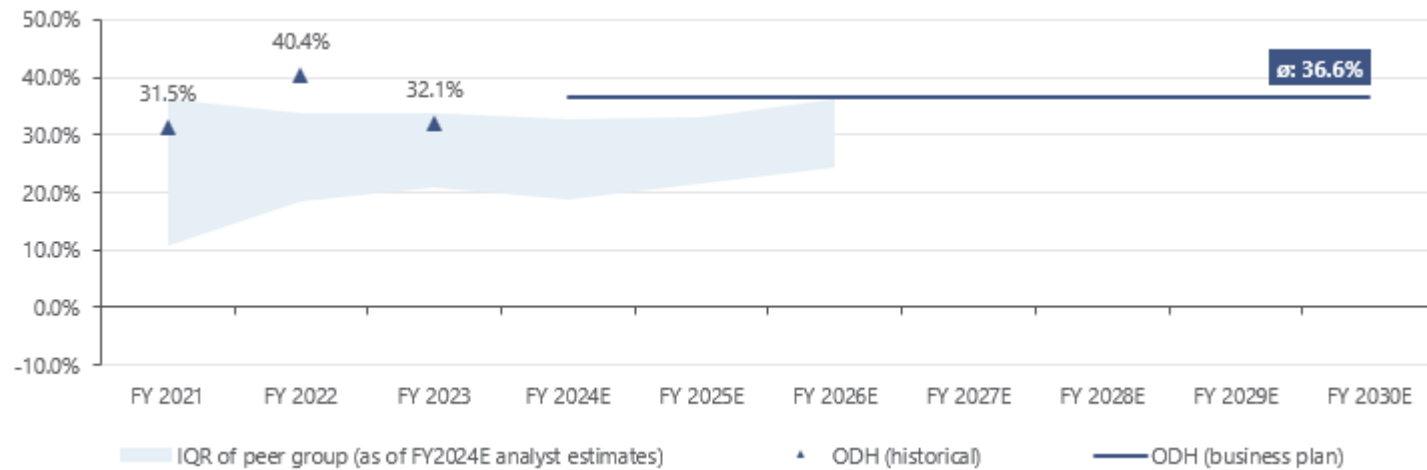
In FY 2024 to FY 2030 management expects a CAGR of 10.7%. The average annual growth rate from FY 2026E is at the upper end of the IQR of analysts’ forecasts for the peer companies.⁴⁰ The growth assumed by Orascom in its business plan is

⁴⁰ In contrast to the benchmarking of the hotel segment business plan, the IQR of the peer group is only assessed as meaningful until FY 2026 due to insufficient number of analyst forecasts sfor periods thereafter.

supported by the expected growth within the real estate segment. Beyond FY 2030, annual revenue growth is negative, since the vast majority of revenue volume originates from the construction and sale of real estate units and corresponding income streams stemming from the completion of the current project portfolio are subject to fade out. For the town management part only, a TV growth rate corresponding to the long-term inflation expectations in accordance with the relevant destinations is applied.

EBITDA margin assumptions regarding the real estate segment

Comparison of historical and projected EBITDA margins of Orascom’s real estate segment and the peer companies ⁴¹



Sources: LSEG Data & Analytics, business plan and information provided by the management of Orascom.

Orascom’s EBITDA margin of 31.5% in FY 2021 and 32.1% in FY 2023 is within the IQR, the EBITDA margin of 40.4% in FY 2022 is visibly above the IQR of the peer companies. The result in 2022 was driven by strong top-line results and enhanced operational performance which disproportionately counteracted the ongoing devaluation of EGP.

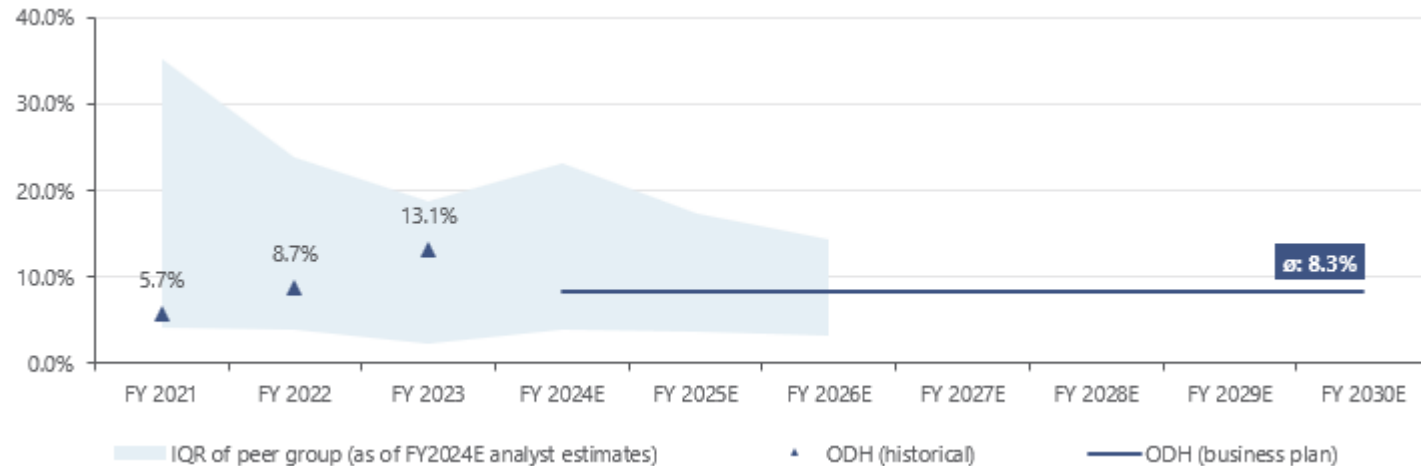
⁴¹ IFRS 16 and ASC 842-related effects have been eliminated in the historical and future EBITDAs of the peer companies to ensure consistent comparability between the companies analysed.

The IQR of the EBITDA margins of the peer companies forecasted by analysts for FY 2024 to FY 2026 is between 18.6% and 36.2%.⁴² Orascom’s management expects EBITDA margin slightly above the upper end of the IQR, with an average of 36.6% in FY 2024 to FY 2030. As for the hotel segment, historical and projected margins shown for ODH’s real estate segment tend to be overstated in direct comparison to the peer companies considered, since corporate costs are not allocated on segment level and are therefore not included in the underlying EBITDA.

For the recurring operations part related to the town management within the real estate segment, a sustainable EBITDA margin of 15.8% is applied in the TV.⁴³

Assumptions regarding CAPEX associated with the real estate segment

Comparison of historical and projected CAPEX in % of revenue for Orascom's real estate segment and the peer companies



Sources: LSEG Data & Analytics, business plan and information provided by the management of Orascom.

⁴² In contrast to the benchmarking of the hotel segment business plan, the IQR of the peer group is only assessed as meaningful until FY 2026 due to insufficient number of analyst forecasts for periods thereafter.

⁴³ Adjusted for income and expenses related to the rentals business.

In FY 2021 to FY 2023, Orascom's real estate segment-specific annual investment amount ranged between CHF 25.3 million and CHF 63.1 million, corresponding to an investment ratio (CAPEX as a percentage of revenue) between 5.7% and 13.1%. The vast majority of the CAPEX related to the real estate segment arise from town management for the construction of primary as well as secondary infrastructure. CAPEX in % of revenue for FY 2021 to FY 2023 are within the IQR of the peer companies.⁴⁴

For FY 2024 to FY 2030, Orascom's management forecasts an average investment ratio of 8.3%, which is mid-range of the IQR of analysts' estimates for the peer companies. It is assumed by the management that the planned CAPEX until the end of 2030 are sufficient to successfully realize the projected construction and sale of real estate units.

Since the construction and sale of additional real estate units associated with future projects that have not yet started are not reflected in the business plan, the sustainable CAPEX level assumed for the valuation of the town management operations only considers maintenance for existing primary and secondary infrastructure as per end of FY 2030 and no further growth investments.

Taxes

Based on the estimates of ODH management, destination-specific imputed long term tax rates are assumed for FY 2024 to 2030 and the TV. The relevant long-term tax rates vary between 15.0% and 25.0%.⁴⁵

Recent development and outlook as of 30 June 2024

Orascom announced the successful sale of a land plot of 145'266 sqm at El Gouna for CHF 29.5 million during the first half of 2024. Beyond that, another land plot at El Gouna comprising of 110'000 sqm was recently sold for CHF 33 million as announced by the group on 12 November 2024. Such land sale was accordingly reflected in the valuation of the real estate segment including the consideration of the agreed payment terms over the next five years.⁴⁶

⁴⁴ In contrast to the benchmarking of the hotel segment business plan, the IQR of the peer group is only assessed as meaningful until FY 2026 due to insufficient number of analyst forecasts for periods thereafter.

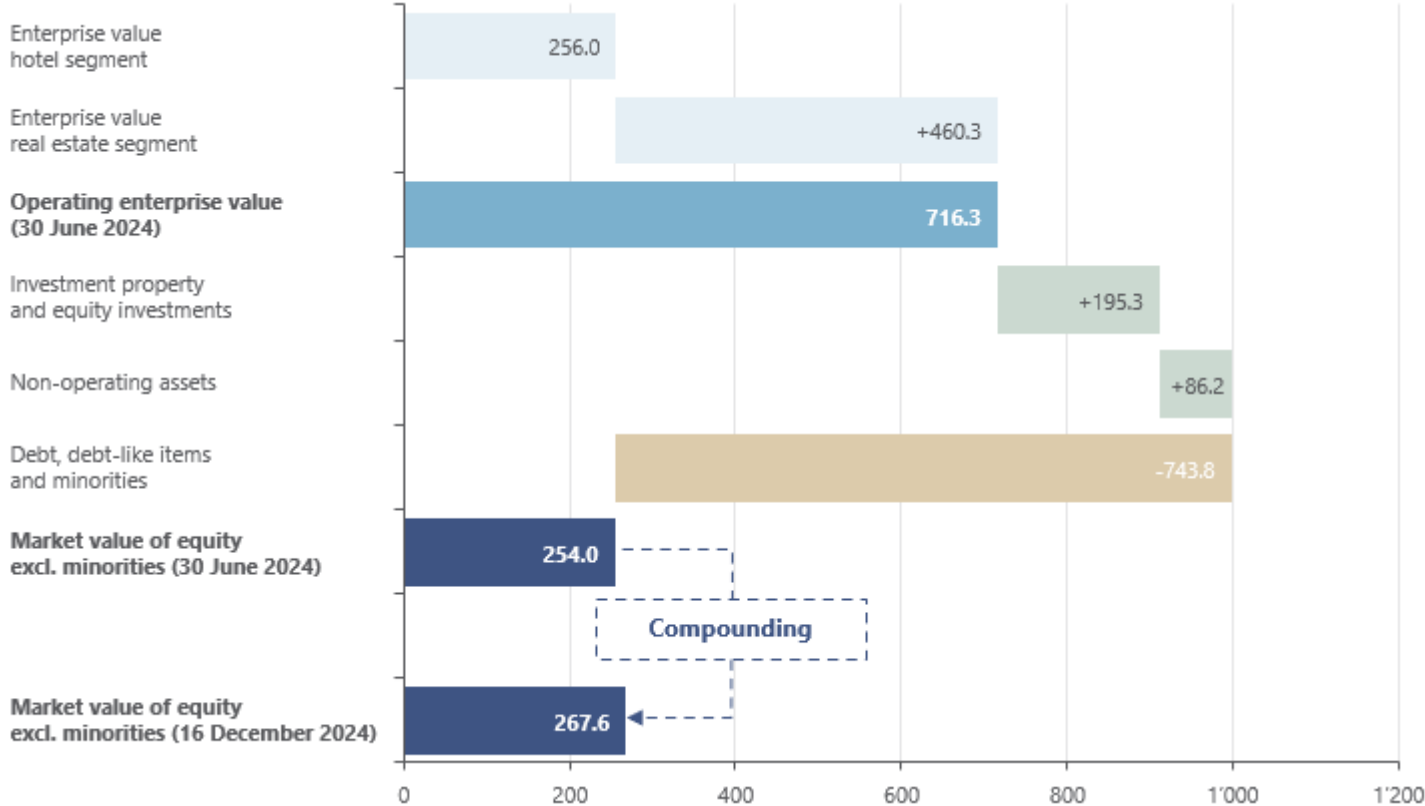
⁴⁵ Egypt: 22.50%; Oman: 15.00%; Montenegro: 15.00%; United Kingdom: 25.00%.

⁴⁶ See press release of ODH, Orascom Development Holding announces the sale of a land plot in its flagship destination, El Gouna, for CHF 33 million, 12 November 2024.

3.2.4 Determination of equity value

The equity value resulting for Orascom as of 16 December 2024 amounts to CHF 267.6 Mio.

Determination of Orascom's equity value as of 16 December 2024 (in CHF million)



Source: IFBC

Calculation of the equity value

According to the cash flow-based SOTP approach the enterprise values of the hotel as well as the real estate segment were determined separately⁴⁷ by discounting the expected FCFs by destination with the corresponding segment- and destination specific WACC. This yields an operating enterprise value for Orascom of CHF 716.3 million as of 30 June 2024.⁴⁸

Investment property and equity investments (at fair value) as well as the non-operating assets are added and debt, debt-like items and minorities are deducted from the operating enterprise value as of 30 June 2024 to correspondingly derive the market value of equity.

Investment property and equity investments of CHF 195.3 million mainly comprises of real estate property held by the group generating rental income from tenancy agreements (e. g. leased out commercial spaces to third parties at specific destinations) as well as the 49% equity stake in Andermatt Swiss Alps AG⁴⁹.

Non-operating assets totalling CHF 86.2 million as of 30 June 2024 mainly consist of excess cash, as a result of a management assessment conducted and independently validated by IFBC regarding the level of liquidity required for operations.

Debt, debt-like items and minorities which together amount to CHF 743.8 million as per 30 June 2024 are deducted from the operating enterprise value. The portion of interest-bearing financial liabilities corresponds to a total amount of CHF 556.5 million (incl. shareholder loan). The differential amount is mainly attributable to current and non-current provisions as well as minority interests.

The equity value resulting for Orascom as of 30 June 2024 in the amount of CHF 254.0 million is ultimately compounded to the valuation date. This results in an equity value as of 16 December 2024 of CHF 267.6 million.

⁴⁷ Based on the derived EVs of the two segments, the fair value of corporate costs was allocated proportionally to the two segments as part of the SOTP approach.

⁴⁸ Incl. book value of remaining land bank as per end of 2030, prepaid sales commissions as well as finished but unsold units as per 30 June 2024.

⁴⁹ The fair value of ASA considered in the valuation is based on a valuation assessment conducted by the management. Such valuation assessment has been conducted as part of the audit process of ODH's standalone financial statements as of 31 December 2023 as part of the annual impairment testing process.

Value per share in CHF

As of 16 December 2024, a total of 59'822'366 shares have been issued. According to the management, Orascom currently holds 221'271 of these shares as treasury shares, which must therefore be deducted from the total number of shares issued. The relevant number of outstanding shares amount to 59'601'095. Dividing the equity value of CHF 267.6 million as of 16 December 2024 by this number of shares results in a value per share of CHF 4.49.

Sensitivity analyses on the underlying key value drivers of the hotel segment valuation

Hotel segment | Sensitivity analyses with respect to the value per share of Orascom as of 16 December 2024 (in CHF)

		Δ sustainable EBITDA margin in %				
		-50bps	-25bps	-	+25bps	+50bps
Δ WACC	-50bps	4.87	4.90	4.94	4.98	5.02
	-25bps	4.64	4.67	4.71	4.75	4.79
	-	4.42	4.45	4.49	4.53	4.56
	+25bps	4.21	4.25	4.28	4.31	4.35
	+50bps	4.01	4.05	4.08	4.11	4.15

		Δ annual CAPEX-level in % of revenue				
		+50bps	+25bps	-	-25bps	-50bps
Δ WACC	-50bps	4.79	4.87	4.94	5.02	5.09
	-25bps	4.56	4.64	4.71	4.78	4.86
	-	4.35	4.42	4.49	4.56	4.63
	+25bps	4.14	4.21	4.28	4.35	4.42
	+50bps	3.94	4.01	4.08	4.15	4.22

Source: IFBC.

The figures in the tables on the left show the sensitivity analyses with respect to the value per share of Orascom when changing the main value drivers in the valuation of the hotel segment.

A change in the underlying destination-specific WACC by ± 50bps and the sustainable EBITDA margin assumed in the TV by ± 50bps results in a value range of CHF 4.01 to CHF 5.02 per share.

An identical change in the WACC with a simultaneous adjustment of the annual CAPEX as a percentage of revenue by ± 50bps results in a value per share ranging from CHF 3.94 to CHF 5.09.

Sensitivity analyses on the underlying key value drivers of the real estate segment valuation

Real estate segment | Sensitivity analyses with respect to the value per share of Orascom as of 16 December 2024 (in CHF)

	Δ annual EBITDA margin in %				
	-50 bps	-25 bps	-	+25 bps	+50 bps
Δ in WACC					
-50 bps	4.59	4.76	4.92	5.08	5.24
-25 bps	4.38	4.54	4.70	4.86	5.02
-	4.17	4.33	4.49	4.65	4.81
+25 bps	3.97	4.13	4.29	4.44	4.60
+50 bps	3.78	3.93	4.09	4.24	4.40

	Δ annual CAPEX-level in % of revenue				
	+50 bps	+25 bps	-	-25 bps	-50 bps
Δ in WACC					
-50 bps	4.57	4.75	4.92	5.09	5.26
-25 bps	4.36	4.53	4.70	4.87	5.04
-	4.15	4.32	4.49	4.66	4.83
+25 bps	3.95	4.12	4.29	4.45	4.62
+50 bps	3.76	3.92	4.09	4.25	4.42

Source: IFBC.

The second sensitivity analysis is conducted c. p. with respect to the real estate segment.

A change in the underlying destination-specific WACC by ± 50 bps and the year-specific EBITDA margins over the planning period by ± 50 bps results in a range for the value per share of Orascom from CHF 3.78 to CHF 5.24.

An identical change in the WACC with a simultaneous adjustment of the annual CAPEX as a percentage of revenue by ± 50 bps results in a value per share ranging from CHF 3.76 to CHF 5.26.

Summary

- Due to the different business models of the segments and the resulting implications for the valuation of Orascom, the valuation was carried out applying a SOTP approach rather than on a consolidated basis. Applying a cash flow-based SOTP approach to determine the enterprise value is in line with corporate finance theory as well as common best practice in company valuations.
- The assumptions regarding the free cash flows are based on the forecast (6+6) for FY 2024, the business plan for FY 2025 to 2030, which was approved by the BoD of Orascom on 15 December 2023, and the interim financial statements as of 30 June 2024, as well as the information provided, and assumptions made by the management.
- To determine the market value of the equity segment-specific cost of capital for hotel, real estate and town management operations by destination were applied.
- The resulting value per share as of 16 December 2024 amounts CHF 4.49.
- The sensitivity analyses result in a value range per share from CHF 3.76 to CHF 5.26.
- The result of the cash flow-based SOTP valuation is given the highest importance in this Fairness Opinion as such approach is in line with recognized corporate finance theory and common best practice and allows ODH's specific company-circumstances to be properly reflected in the valuation.

3.3 Share analysis and analysts' estimates

Development of the share price

Orascom had its IPO on 14 May 2008 with an initial price per share of CHF 152.0. Since then, the stock has experienced a negative trend reaching a value of CHF 22.5 in March 2009, before recovering and rising to CHF 87.3 in September 2009. After this recovery, the downward trend continued.

Over the past 12 months, the share price of ODH has declined by 17.1%. During that time period, the price fluctuated between CHF 3.75 (27 June 2024) and CHF 5.00 (18 December 2023).

On 16 December 2024, the last trading day before the publication of the offer prospectus, the share traded at a closing price of CHF 4.05. The VWAP of the last 60 trading days was CHF 3.98 as of 16 December 2024.

Development of Orascom's share price over the last twelve months (in CHF)



Sources: LSEG Data & Analytics, SIX Swiss Exchange.

Premiums resulting from the offer price on the share price and VWAP

The offer price is CHF 5.60 per Orascom share. The premium on the offer price compared to the closing price at the last trading day prior to the publication of the prospectus (16 December 2024) is therefore 38.3%. Compared to the VWAP (60 trading days) as of 16 December 2024, the offer includes a premium of 40.7%.⁵⁰

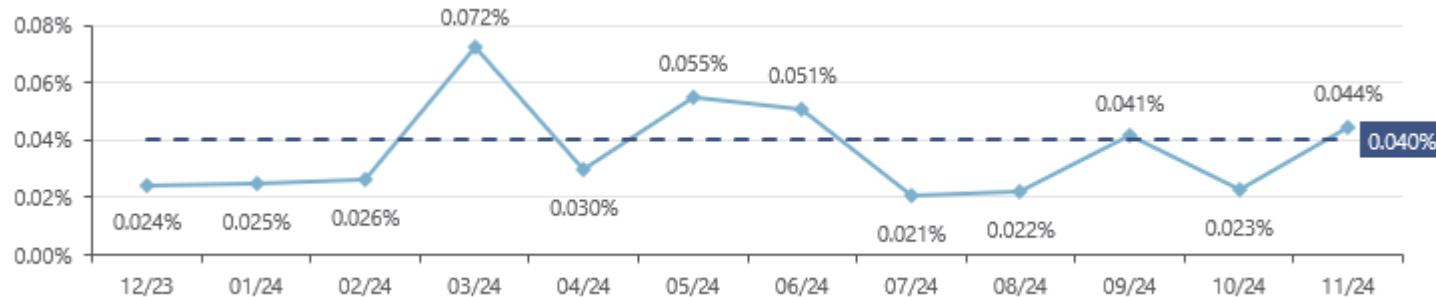
⁵⁰ For further information on the premiums paid in public takeover bids in Switzerland since 2011, see section 5.3 in the appendix.

Liquidity analysis

Under current takeover law, shares of companies included in the Swiss Leader Index (“SLI”) are classified as liquid. Furthermore, securities that are not part of the SLI are classified as liquid “provided that the monthly median of the daily volume of a security relative to the free float has been at least 0.04% in 10 of the 12 months prior to the publication of the offer or the pre-announcement.”⁵¹ Since Orascom’s shares are not part of the SLI, the liquidity of the share is assessed on the basis of the trading volume analysis.

Taking into account the trading volumes on the SIX, the median trading volume of Orascom shares during the 12-month period prior to the publication of the prospectus exceeds the applicable threshold of 0.04% in 4 out of 12 months. If the trading volumes of Orascom shares on other stock exchanges and trading platforms⁵² are also taken into account, the median trading volume of Orascom shares during the 12-month period prior to the publication of the offer prospectus is above the threshold of 0.04% in 5 out of 12 months. Consequently, the Orascom shares are considered as illiquid under Swiss takeover law. Due to the illiquidity of Orascom’s shares, the share price (current market price and VWAP) is therefore only of limited significance and can only serve to a limited extent as a reference value for the assessment of the financial fairness of the offer.

Monthly median values of the number of Orascom shares traded as a percentage of the free float (considering stock exchanges and trading platforms in Switzerland and abroad)



Sources: LSEG Data & Analytics, IFBC analysis, management information of Orascom.

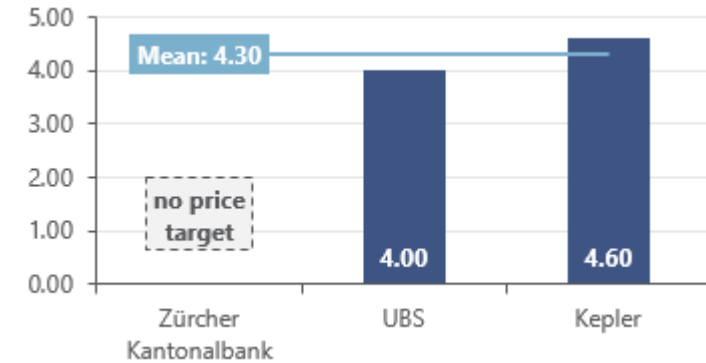
⁵¹ cf. Swiss Takeover Board: TOB Circular No. 2 on liquidity in the context of takeover law, 26 February 2010.

⁵² Among others, the following stock exchanges and trading platforms were considered: Aquis, BATS, CBOE, CHI – X Europe, OTC-X and London Stock Exchange.

Analysts' target prices

Three analysts actively publish reports for Orascom, with two of them providing target prices.⁵³ The target prices were last reviewed between mid of November and December 2024. The current target price of UBS is CHF 4.00. Kepler currently sets the price target for Orascom's share at CHF 4.60. The average of both current target prices published is CHF 4.30. Compared to the average target price, the offer price of CHF 5.60 offered by LPSO contains a premium of 30.2%.

Analysts' target prices (in CHF)



Summary

- Orascom shares are illiquid within the meaning of the applicable Swiss takeover law. For that reason, both the share price and the VWAP of the last 60 trading days can only be used as reference value to a limited extent when assessing the financial fairness of the offer made by LPSO.
- On 16 December 2024, the last trading day prior to the publication of the offer prospectus, Orascom's share price closed at CHF 4.05. The VWAP at that time was CHF 3.98. The implied premium compared to the share price at the offer price of CHF 5.60 is 38.3%. Compared to the VWAP, the implied premium amounts to 40.7%.
- The premium on the offer made by the offeror compared to the share price and the VWAP is thus significantly above the historical median of the premiums paid in voluntary public takeover bids in Switzerland.
- The analysts' target prices currently range between CHF 4.00 to CHF 4.60, with an average of CHF 4.30. As a result, the average derived from the current target prices is slightly below the value per share according to the SOTP valuation and significantly below the offer price of CHF 5.60. Because there are only two analysts' estimates available, the published target prices are only of secondary importance in the financial assessment of the offer.

⁵³ Sources: LSEG Data & Analytics, analysts' reports on Orascom from Kepler, UBS and Zürcher Kantonalbank.



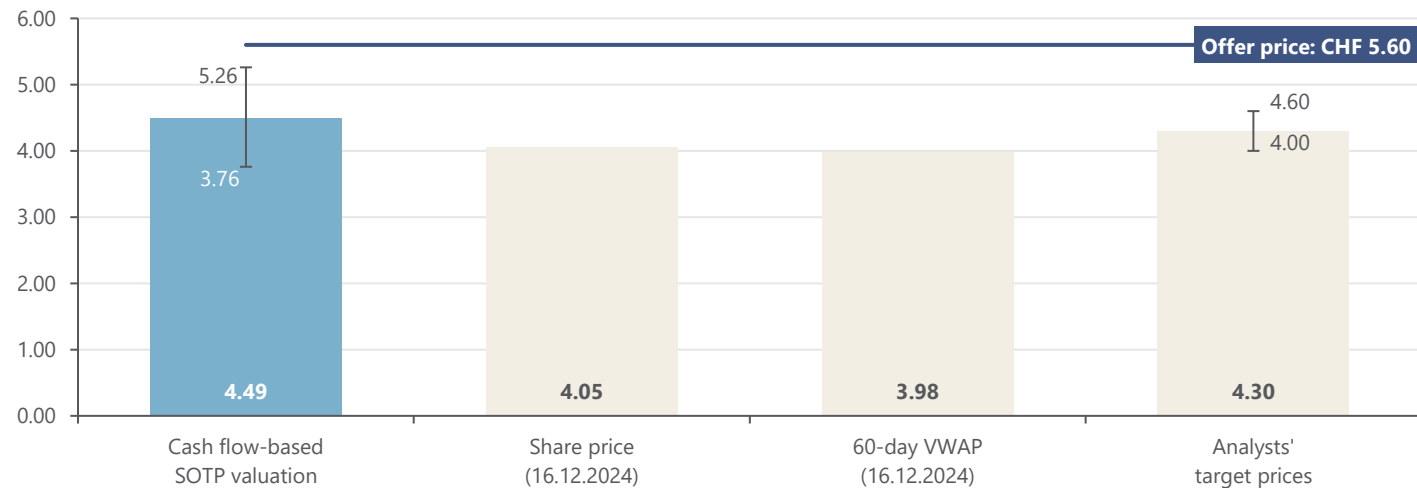
| 4 Conclusion

4 Conclusion

Based on the analyses described in the previous sections and based on the assessment and evaluation of all the information provided, IFBC has come to the following conclusion with regard to the financial fairness of the voluntary public takeover offer made by LPSO for the outstanding shares of Orascom:

Overview of the valuation results

Overview of the valuation results for Orascom as of 16 December 2024 (value per share in CHF)



Source: IFBC.

- In accordance with the individual characteristics of Orascom's different business operations the valuation was carried out applying a cash flow-based Sum-of-the-parts approach rather than on a consolidated basis to determine the value per share of Orascom.
- Due to certain restrictions, in particular unallocated corporate costs as well as the finiteness of cash flow generation from the current real estate project portfolio included in the business plan, trading as well as transaction multiples were not applicable, as they would not have resulted in meaningful and reliable results.

- The SOTP valuation results in a value per share of CHF 4.49 with a value range from CHF 3.76 to CHF 5.26 as of 16 December 2024. The valuation result is mainly sensitive to the annual EBITDA margin as well as CAPEX level assumed in the business plan and to the applied cost of capital. In the context of this Fairness Opinion, the result of the SOTP valuation is given the highest importance since this approach follows recognized corporate finance theory and best practice in company valuation and best accounts for the company-specific circumstances of Orascom.
- Given the low trading volume, the shares of Orascom are considered as illiquid under Swiss takeover law. Therefore, both the share price and the VWAP of the last 60 trading days are considered to be of limited significance when assessing the financial fairness of the offer made by LPSO.
- Compared to the closing price of CHF 4.05 on 16 December 2024, the last trading day prior to the publication of the offer prospectus, the offer price of CHF 5.60 per ODH share corresponds to a premium of 38.3%. A comparison between the offer price and the VWAP (60 days) of CHF 3.98 as of 16 December 2024 results in a premium of 40.7%.

Final assessment of the offer

Based on our analyses, valuation considerations and the results presented, IFBC considers the offer price of CHF 5.60 per Orascom share to be fair from a financial point of view. This conclusion is based on the following considerations:

- The offer is supported by the SOTP valuation.
- The offer price on 16 December 2024 is significantly higher than the closing price and VWAP of the previous 60 trading days.

Zurich, 17 December 2024



Dr. Thomas Vettiger
Managing Partner



Jan Hunziker
Manager



5 Appendix

- | | | |
|-----|--------------------------------------------------------------------|---------|
| 5.1 | Weighted average cost of capital (WACC) | Page 54 |
| 5.2 | Beta analysis as of 30 November 2024 | Page 56 |
| 5.3 | Premium analysis of public tender offers in Switzerland since 2011 | Page 59 |
| 5.4 | List of abbreviations | Page 60 |

5 Appendix

5.1 Weighted average cost of capital (WACC)

5.1.1 Hotel segment-specific WACC by destination

Parameter	Hotel segment		
	Egypt	Oman	Montenegro
Risk-free rate ¹⁾	1.00%	2.00%	1.90%
Beta unlevered	0.86	0.86	0.86
Beta levered	0.98	0.99	0.99
Market risk premium	6.00%	6.00%	6.00%
Size premium	1.99%	1.99%	1.99%
Country risk premium	4.40%	2.37%	4.45%
Cost of equity	13.25%	12.30%	14.27%
Base rate ¹⁾	1.00%	2.00%	1.90%
Credit spread	3.50%	3.50%	3.50%
Tax rate	22.50%	15.00%	15.00%
Cost of debt (tax-adjusted)	3.49%	4.68%	4.59%
Share of equity	85.00%	85.00%	85.00%
Share of debt	15.00%	15.00%	15.00%
WACC (rounded, 10bps)	11.80%	11.20%	12.80%

1) The segment-specific business plan for Egyptian destinations were converted into CHF based on forward rates. Therefore, the segment-specific WACC applied for Egyptian destinations corresponds to a WACC in CHF considering interest rate level and long-term inflation expectations of/for Switzerland to ensure a consistent handling of inflation in the valuation.

5.1.2 Real estate segment-specific WACC by destination

Parameter	Town management operations			Real estate operations			
	Egypt	Oman	Montenegro	Egypt	Oman	Montenegro	UK
Risk-free rate ¹⁾	1.00%	2.00%	1.90%	1.00%	2.00%	1.90%	2.00%
Beta unlevered	0.60	0.60	0.60	0.90	0.90	0.90	0.90
Beta levered	0.85	0.87	0.87	1.02	1.04	1.04	1.02
Market risk premium	6.00%	6.00%	6.00%	6.00%	6.00%	6.00%	6.00%
Size premium	1.99%	1.99%	1.99%	1.99%	1.99%	1.99%	1.99%
Country risk premium	3.83%	2.10%	3.94%	4.60%	2.48%	4.66%	0.31%
Cost of equity	11.92%	11.34%	13.07%	13.73%	12.68%	14.76%	10.41%
Base rate ¹⁾	1.00%	2.00%	1.90%	1.00%	2.00%	1.90%	2.00%
Credit spread	3.50%	3.50%	3.50%	3.50%	3.50%	3.50%	3.50%
Tax rate	22.50%	15.00%	15.00%	22.50%	15.00%	15.00%	25.00%
Cost of debt (tax-adjusted)	3.49%	4.68%	4.59%	3.49%	4.68%	4.59%	4.13%
Share of equity	65.00%	65.00%	65.00%	85.00%	85.00%	85.00%	85.00%
Share of debt	35.00%	35.00%	35.00%	15.00%	15.00%	15.00%	15.00%
WACC (rounded, 10bps)	9.00%	9.00%	10.10%	12.20%	11.50%	13.20%	9.50%

1) The segment-specific business plan for Egyptian destinations were converted into CHF based on forward rates. Therefore, the segment-specific WACC applied for Egyptian destinations corresponds to a WACC in CHF considering interest rate level and long-term inflation expectations of/for Switzerland to ensure a consistent handling of inflation in the valuation.

5.2 Beta analysis as of 30 November 2024

5.2.1 Hotel segment

Company	Country	Local currency	Leverage ¹⁾	Adj. Levered Beta ²⁾	Adj. Unlevered Beta
			11/2024	11/2024	11/2024
Orascom Development Holding AG	Switzerland	CHF	0.73	0.91	0.53
Accor SA	France	EUR	0.13	1.09	0.97
Altin Yunus Cesme Turistik Tesisler AS	Turkey	TRY	0.00	1.15	1.15
Dalata Hotel Group PLC	Ireland; Republic of	EUR	0.18	0.97	0.82
Hilton Worldwide Holdings Inc	United States of America	USD	0.14	0.96	0.84
Hyatt Hotels Corp	United States of America	USD	0.13	1.23	1.09
InterContinental Hotels Group PLC	United Kingdom	USD	0.10	0.83	0.75
Marriott International Inc	United States of America	USD	0.14	1.02	0.90
Melia Hotels International SA	Spain	EUR	0.63	1.16	0.71
Merit Turizm Yatirim ve Isletme AS	Turkey	TRY	0.00	0.97	0.97
Minor Hotels Europe & Americas SA	Spain	EUR	0.13	0.48	0.43
Pandox AB	Sweden	SEK	1.02	1.05	0.52
Petrokent Turizm AS	Turkey	TRY	0.00	0.82	0.82
PPHE Hotel Group Ltd	Netherlands	GBP	0.90	0.54	0.29
Scandic Hotels Group AB	Sweden	SEK	0.10	0.95	0.87
Whitbread PLC	United Kingdom	GBP	0.02	1.01	0.99
Median			0.13	0.99	0.86

1) Leverage: 2-year average (net debt x (1-tax rate) / equity).

2) Adj. weekly beta (2 years) as of 30 November 2024.

Values in grey are excluded from the analysis due to a lack of statistical significance.

Source: LSEG Data & Analytics.

5.2.2 Real estate segment (town management operations)

Company	Country	Local currency	Leverage ¹⁾	Adj. Levered Beta ²⁾	Adj. Unlevered Beta
			11/2024	11/2024	11/2024
Orascom Development Holding AG	Switzerland	CHF	0.73	0.91	0.53
Ananti Inc	Korea; Republic (S. Korea)	KRW	0.55	0.61	0.40
BAAN Holding Group Company SJSC	Saudi Arabia	SAR	0.50	0.69	0.46
Compagnie des Alpes SA	France	EUR	0.42	0.85	0.60
Genting Singapore Ltd	Singapore	SGD	0.00	0.60	0.60
Lamda Development SA	Greece	EUR	0.43	0.94	0.66
Oriental Land Co Ltd	Japan	JPY	0.00	0.83	0.83
Parken Sport & Entertainment A/S	Denmark	DKK	0.92	0.28	0.15
St Joe Co	United States of America	USD	0.14	1.21	1.06
Tatry Mountain Resorts as	Slovak Republic	EUR	1.84	n/a	n/a
TWC Enterprises Ltd	Canada	CAD	0.03	0.46	0.44
Unibail-Rodamco-Westfield SE	France	EUR	1.42	1.09	0.45
United Development Company QPSC	Qatar	QAR	0.76	0.76	0.43
Median			0.50	0.85	0.60

1) Leverage: 2-year average (net debt x (1-tax rate) / equity).

2) Adj. weekly beta (2 years) as of 30 November 2024.

Values in grey are excluded from the analysis due to a lack of statistical significance.

Source: LSEG Data & Analytics.

5.2.3 Real estate segment (real estate operations)

Company	Country	Local currency	Leverage ¹⁾	Adj. Levered Beta ²⁾	Adj. Unlevered Beta
			11/2024	11/2024	11/2024
Orascom Development Holding AG	Switzerland	CHF	0.73	0.91	0.53
Aldar Properties PJSC	United Arab Emirates	AED	0.09	1.22	1.12
Dar Al Arkan Real Estate Development Company SJSC	Saudi Arabia	SAR	0.24	0.99	0.80
Deyaar Development PJSC	United Arab Emirates	AED	0.00	1.17	1.17
Egyptian Resorts Co SAE	Egypt	EGP	0.00	0.70	0.70
Emaar Properties PJSC	United Arab Emirates	AED	0.00	1.41	1.41
Ezdan Holding Group QPSC	Qatar	QAR	0.41	1.42	1.01
Lennar Corp	United States of America	USD	0.01	1.07	1.05
Mirvac Group	Australia	AUD	0.36	1.06	0.78
Neinor Homes SA	Spain	EUR	0.20	0.72	0.60
RAK Properties PJSC	United Arab Emirates	AED	0.36	0.97	0.72
Sunway Bhd	Malaysia	MYR	0.31	1.38	1.06
Median			0.22	1.06	0.90

1) Leverage: 2-year average (net debt x (1-tax rate) / equity).

2) Adj. weekly beta (2 years) as of 30 November 2024.

Values in grey are excluded from the analysis due to a lack of statistical significance.

Source: LSEG Data & Analytics.

5.3 Premium analysis of public tender offers in Switzerland since 2011⁵⁴

Year	Target company	Buyer / Investor	Offer price (in CHF)	60-day VWAP (in CHF)	Premium	Success rate
2011	Newave Energy Holding SA	ABB Schweiz AG	56.00	41.20	35.9%	95.3%
2011	Escor Casinos & Entertainment AG	Highlight Communications AG	17.50	17.43	0.4%	39.2%
2011	Feintool International Holding AG	Artemis Beteiligungen II AG	350.00	326.90	7.1%	72.2%
2011	Edipresse SA	Lamunière S.A., Epalinges, Suisse; bearer shares	450.00	324.70	38.6%	37.6%
2011	EGL AG	Axpo Holding AG	850.00	703.73	20.8%	98.0%
2013	Acino Holding AG	Pharma Strategy Partners GmbH	115.00	75.27	52.8%	93.6%
2013	Fortimo Group AG	Forty Plus AG, Fortimo Group	136.00	114.30	19.0%	98.6%
2013	Tornos Holding AG	Walter Fust	4.70	4.53	3.8%	14.3%
2014	Swisslog Holding	KUKA Aktiengesellschaft	1.35	1.18	14.4%	92.2%
2014	Advanced Digital Broadcast Holding SA	4T S.A	15.50	12.89	20.2%	73.4%
2014	Nobel Biocare Holding AG	Danaher Corporation	17.10	13.85	23.5%	77.2%
2015	Micronas Semiconductor Holding AG	TDK Corporation	7.50	4.40	70.5%	90.5%
2016	Kuoni Reisen Holding AG	Kiwi Holding IV Sarl (EQT)	370.00	275.86	34.1%	87.2%
2016	Syngenta AG	CNAC Saturn (NL) B.V. (ChemChina)*	490.34	374.02	31.1%	94.7%
2016	gategroup Holding AG	HNA Aviation Air Catering Holding Co.	53.00	38.69	37.0%	96.1%
2016	Charles Vögele AG	Sempione Retail AG (OVS)	6.38	6.38	0.0%	94.1%
2017	Actelion Ltd	Janssen Holding GmbH (Johnson & Johnson)	280.00	191.20	46.4%	92.5%
2018	Goldbach Medien	Tamedia	35.50	34.22	3.7%	96.9%
2018	Hügli Holding AG	Bell Food Group AG	915.00	800.00	14.4%	97.6%
2018	Bank Cler AG	Basler Kantonalbank	52.00	42.30	22.9%	93.3%
2019	CEVA	CMA CGM S.A	30.00	20.24	48.2%	95.7%
2019	Edmond de Rothschild (Suisse) S.A.	Edmond de Rothschild Holding SA	17'945.00	15'169.1	18.3%	93.3%
2019	Alpiq Holding AG	Schweizer Kraftwerksbeteiligungs AG	70.00	72.50	-3.4%	13.1%
2020	Sunrise	Liberty Global plc	110.00	83.17	32.3%	96.6%
2021	Vifor Pharma AG	CSL Behring AG	167.42	118.25	41.6%	93.9%
2022	Spice Private Equity AG	GP Swiss AG	15.56	14.47	7.6%	81.8%
2022	Bobst Group SA	JBF Finance SA	78.00	69.70	11.9%	66.2%
2022	Valora Holding AG	Impulsora de Marcas e Intangibles, S.A.	260.00	165.30	57.3%	96.6%
2023	Datacolor AG	Werner Dubach	760.00	660.50	15.1%	93.5%
2023	Von Roll Holding AG	Elantas GmbH	0.86	0.84	2.4%	67.4%
2023	Schaffner Holding AG	Tyco Electronics (Schweiz) Holding II GmbH	505.00	289.33	74.5%	98.7%
2023	Crealogix Holding AG	Vencora UK Limited	60.00	49.45	21.3%	76.0%
2024	Aluflexpack AG	Constantia Flexibles GmbH	14.45	8.43	71.5%	92.1%
2024	Lalique Group AG	Silvio Denz	40.00	31.30	27.8%	94.4%
Median					22.1%	93.3%

*Including special dividend paid prior to the transaction.

⁵⁴ The overview includes voluntary tender offers in cash. Tender offers for investment and real estate companies have been excluded.

5.4 List of abbreviations

ASA	Andermatt Swiss Alps AG	IFC	International Finance Corporation
BoD	Board of directors	IFRS	International Financial Reporting Standards
bps	Base points	IMF	International Monetary Fund
c. p.	Ceteris paribus	IQR	Interquartile range
CAGR	Compound annual growth rate (average annual growth rate)	LPSO, Offeror	LPSO Holding Ltd
CAPEX	Capital expenditures	MBO	Minimum building obligation
CHF	Swiss Franc	MENA	Middle East and North Africa
DCF	Discounted cash flow	ODE	Orascom Development Egypt
DCF approach	Discounted cash flow valuation	Offer price	The offer price per Orascom share is CHF 5.60 in cash
E	Expected	Orascom, ODH, group, target company	Orascom Development Holding AG
EBITDA	Earnings before interest, taxes, depreciation and amortization	SIX	SIX Swiss Exchange
EGP	Egyptian pound	SLI	Swiss Leader Index
ESG	Environmental, social and governance	SOTP	Sum-of-the-parts approach
EV	Enterprise value	The offer	Voluntary public takeover offer
FCF	Free cash flow	TOB	Swiss Takeover Board
FY	Financial year	TV	Terminal value
GCC	Gulf Cooperation Council	UAE	United Arab Emirates
IFBC	IFBC AG	UK	United Kingdom

USD	US-Dollar
VWAP	Volume weighted average price

WACC	Weighted average cost of capital
YTD	Year-to-Date
