

## ATTENDANCE AND PROXY FORM

For the General meeting (the « Meeting») of the shareholders of:

**ORCO Property Group** (the « Company »)

to be held on **15 September 2009**,

at the registered office at, **40, Parc d'Activités Capellen**,

**L- 8308 Capellen, Luxembourg, at 2 p.m. CET**

Number of shares: _____ _____
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**Shareholder's identification:**

The undersigned (the "Principal"),

**Name:**

**Contact details:**

- **Address:**

- **E-mail address:**

- **Telephone number:**

**Choose one of the 3 options and tick the corresponding box, then date and sign below:**

- 1.** I, as Principal, wish to attend the Meeting.
- 2.** I, as Principal, will not attend the Meeting. I empower any member of the Board of Directors of the Company present at the Meeting (the « Attorney »), unless a different proxy holder is named below, to vote in my name and on my behalf as the Attorney may deem fit on all the items of the agenda.

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\*Indicate the last name, first name, address, e-mail address and telephone number of the proxy holder who you appoint if you do not wish to grant proxy to any director of the Company, present to the Meeting.

- 3.** I, as Principal, will not attend the Meeting. I empower any member of the Board of Directors of the Company present at the Meeting (the « Attorney ») to vote in my name and on my behalf with the following voting instructions.

Please indicate with an « X » in the appropriate boxes how you wish to vote on the relevant resolutions. The omission to tick any boxes with respect to any resolution shall allow the Attorney to vote on his full discretion on the proposed resolution.

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| (i) In light of a special report prepared by the Board of Directors of the Company and of the draft safeguard plan, amendment of article 5 of the articles of association of the Company so as to renew and increase the authorized share capital to an amount up to €500,000,000 (with authorisation of the Board of Directors to cancel or limit any and all preferential right of subscription), in order to allow implementation of, amongst others, the safeguard plan, a public offering to the shareholders of the Company, an incentive plan to the management, a private placement to one or more shareholders or new investors, in each case whether by issuance of warrants, bonds, shares and/or convertible securities. | (ii) Approval of issuance of shares and/or warrants to ColOG S.à r.l. or any related entity ("Colony"), allowing Colony to subscribe for shares to be issued under the authorised share capital, up to an amount of €80million, together with any ancillary actions thereto. |
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For  Against  Abstention

For  Against  Abstention

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| <p>(iii) Continuation of the activity of the Company based on the statutory accounts of the Company ending on June 30, 2009, notwithstanding the fact that the cumulated losses exceed more than 75% of the share capital of the Company pursuant to Article 100 of the Luxembourg law on commercial companies.</p> <p style="text-align: right;">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> | <p>(iv) Authorisation for the Company to acquire up to 10% of the share capital of the Company issued as of the date of the General Meeting of its own shares for a period of 5 years at a price not inferior to EUR 1.- and not superior to EUR 150.-.</p> <p style="text-align: right;">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> |
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For  Against  Abstention

If amendments or new resolutions were to be proposed, I irrevocably give power to the Attorney to vote in my name and on my behalf as it may deem fit, unless I tick the box below:

I abstain

**Powers of the Attorney:**

The Attorney may represent the Principal at the Meeting or any adjourned meeting of the general meeting of shareholders convened for the purpose of resolving on the above agenda, vote in the name and on behalf of the Principal on any resolution submitted to said meeting, sign any documents, delegate under his own responsibility the present power of attorney to another representative and, in general, do whatever seems appropriate or useful.

For the purpose of the foregoing, the Attorney may, in the name and on behalf of the Principal, sign and execute all minutes, elect domicile and do and perform such other acts or things as may be required for the carrying out of this proxy, promising ratification.

**Important**

**This attendance and proxy form shall be received by Orco Property Group, to the attention of Sarah Vidal, at 25, rue de Balzac, F-75008 Paris, not later than on 11 September at noon (12 a.m.) CET as further described in the convening notice. Any attendance and proxy form received after such deadline shall be disregarded.**

**For shares held through a clearing system, the present attendance and proxy form must be accompanied by a blocking certificate as further described in the convening notice.**

By signing this attendance and proxy form, the Principal hereby consents that the featured data are collected, processed and used for the purpose of the organization of the Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organisation of the Meeting.

This attendance and proxy form is governed by, and shall be construed in accordance with Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this attendance and proxy form.

Executed in	on	, 2009
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<b>Signature</b>		
Name: -----		
Title / Represented by: -----		