



ORCO PROPERTY GROUP
Société Anonyme
40, Parc d'Activités Capellen
L-8308 Capellen
R.C.S. LUXEMBOURG **B 44.996**
(hereinafter «the Company»)

**Notice of ordinary general meeting to be held
on April 24, 2008**

Dear Shareholders,

You are invited to attend the ordinary general meeting (hereinafter «the General Meeting») to be held at the registered office of the Company on April 24, 2008 at 2:00 p.m., and to vote on the following agenda:

1. presentation of the reports of the Board of Directors and of the statutory auditors (*Réviseurs d'Entreprises*);
2. presentation and approval of the consolidated accounts and annual accounts ending on December 31st, 2007;
3. allocation of the results;
4. dividend for the annual accounts ending on December 31, 2007:
Proposition to allow a gross dividend of EUR 1.40.- (ISIN LU0122624777) as for the financial year 2007 payable as per Shareholder's choice either in cash or in Orco Property Group shares, which price will be equal to 90 % of the average closing rate of the last twenty trading sessions before the day of the decision of allocation i.e. April 23, 2008, reduced by the gross amount of the dividend, that is EUR 1.40.-. The coupons clipping date will be set on April 25, 2008;
5. discharge to be granted to the members of the Board of Directors and to the statutory auditors for the year ending on December 31, 2007;
6. renewal of mandates;
7. miscellaneous.

Attendance to the General Meeting:

- Shareholders wishing to attend the General Meeting shall notify their intent at the latest on April 21, 2008, to one of the following persons:
 - NATIXIS, Service Assemblées, 10 Rue des Roquemonts, F-14099 Caen, Cedex 9; or
 - to their financial intermediary; or
 - directly to the Company.
- Shareholders wishing to be represented at the General Meeting shall provide NATIXIS with a proxy. Such proxy duly filled up with the shareholder name shall be provided to its financial intermediary or Natixis at the latest on April 21, 2008. The proxy form will be available either at the offices of NATIXIS, or at the registered office of the Company, or at their financial intermediary premises.
- Shareholders of bearer shares wishing to attend in person or represented at the General Meeting shall also provide a statement of participation (*attestation de participation*), issued by the financial intermediary holding their securities, such statement indicating the number of shares held. The shareholders who do not have this statement may not participate to the vote.

Withholding threshold:

- As indicated in the press release of February 4, 2005 available on the following Website address: www.orcogroup.com, the shareholders decided that any shareholder is under the obligation to immediately inform the Company in writing of the crossing either up or down of the thresholds set at 2.5 %, 5 %, 10 %, 15 %, 20 %, 33 %, 50 % and 66 %. Shareholders who do not inform the Company will not be able to use their voting right for the Ordinary General Meeting of Shareholders of the Company. For information and to this date, three shareholders informed the company about a withholding rate higher than 2.5 %.

Yours faithfully,

The Board of Directors

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