



Orco Property Group
Société Anonyme
42, rue de la Vallée
L-2661 Luxembourg
R.C.S. LUXEMBOURG B 44.996
(the "Company")

**Convening notice
of the Extraordinary General Meeting of the shareholders of the Company
to be held on Monday 4 February 2013**

Dear shareholders,

You are invited to attend the Extraordinary General Meeting of the shareholders of the Company (the "**Meeting**") to be held at the registered seat of the Company at 42, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg, on **Monday 4 February 2013 at 13:00**, to discuss and vote on the agenda (the "**Agenda**") indicated below.

The Meeting is convened in accordance with article 70 of the Luxembourg law on commercial companies dated 10 August 1915, as amended from time to time (the "**LCA**"), further to the following request:

Crestline Ventures Corp. and Gamala Limited, being shareholders of the Company and together holding approximately 29.7 percent of the share capital of the Company (the "**Requesting Shareholders**"), requested the Company on 28 December 2012 to convene a general meeting of the shareholders of the Company with the following agenda:

1. Decision to decrease the corporate capital of the Company from its present amount of EUR 442,147,944.20 to EUR 215,681,924 without cancellation of shares, by decreasing the accounting par value of the existing shares from EUR 4.10 to EUR 2 per share with allocation of the reduction proceeds to a reserve (which is available for distribution after the expiry of a period of thirty (30) days following the publication of the minutes of the Extraordinary General Meeting in the Luxembourg Mémorial C, Recueil des Sociétés et Associations). The purpose of such decrease of the share capital is to adapt the share capital and the accounting par value of shares to the prevailing market situation, notably the Company's share price.
2. Subject to approval of point above, decision to modify, renew and replace the existing authorized share capital and to set it to an amount of EUR 261,459,248 (with the possibility for the board of directors of the Company to limit or cancel the preferential subscription rights, where applicable), which represents an increase by EUR 45,777,324 and would authorize the issuance of up to 22,888,662 new ordinary shares in addition to the 107,840,962 shares currently outstanding, out of which 4,988,662 shares shall be reserved for new shares to be issued upon the exercise of currently outstanding warrants of the Company.

As such, the board of directors of the Company has convened the Meeting. The board reserves the right to provide comments on the agenda items at a later stage. Given that items requested by the Requesting Shareholders require approval of the Board report regarding the possibility to cancel or limit preferential subscription right and also changes of the Company's articles of association, the Agenda of the Meeting is the following:

AGENDA

1. ***Decision to decrease the corporate capital of the Company from its present amount of EUR 442,147,944.20 to EUR 215,681,924 without cancellation of shares, by decreasing the accounting par value of the existing shares from EUR 4.10 to EUR 2 per share with allocation of the reduction proceeds to a reserve (which is available for distribution after the expiry of a period of thirty (30) days following the publication of the minutes of the Extraordinary General Meeting in the Luxembourg***



*Mémorial C, Recueil des Sociétés et Associations). The purpose of such decrease of the share capital is to adapt the share capital and the accounting par value of shares to the prevailing market situation, notably the Company's share price.**

2. *Decision to approve, subject to approval of the point 1 of the agenda, the report issued by the board of directors according to article 32-3 (5) of the Luxembourg law on commercial companies dated 10 August 1915, as amended from time to time, relating to the possibility of the board of directors to cancel or limit any preferential subscription right of the shareholders upon the increases of capital in the framework of the authorized share capital as mentioned in points 3 of the agenda.*
3. *Subject to approval of points 1 and 2 of the agenda, decision to modify, renew and replace the existing authorized share capital and to set it to an amount of EUR 261,459,248 (with the possibility for the board of directors of the Company to limit or cancel the preferential subscription rights, where applicable), which represents an increase by EUR 45,777,324 and would authorize the issuance of up to 22,888,662 new ordinary shares in addition to the 107,840,962 shares currently outstanding, out of which 4,988,662 shares shall be reserved for new shares to be issued upon the exercise of currently outstanding warrants of the Company.**
4. *Decision to amend the Company's articles of association to reflect the changes pursuant to points 1 and 3 of the agenda.*

*Items requested by the Requesting Shareholders.

ATTENDING THE MEETING

In order to attend the Meeting, shareholders must provide the Company with the following three items as explained in greater detail below: (i) Record Date Confirmation, (ii) Attendance and Proxy form, and (iii) Proof of Shareholding.

Record Date Confirmation: This document shall be provided to the Company by a shareholder at the latest by 23:59 on the Record Date. **The Record Date is Monday 21 January 2013** (the "Record Date", i.e. the day falling fourteen (14) days before the date of the Meeting).

The Record Date Confirmation must be in writing and indicate that a shareholder holds the Company shares and wishes to participate in the Meeting. A template form of the Record Date Confirmation is available on the Company's website at www.orcogroup.com.

The Record Date Confirmation must be sent to the Company by post or electronic means so that it is received by the Company at the latest by 23:59 **on the Record Date, i.e. Monday 21 January 2013**, to:

Orco Property Group

42, rue de la Vallée

L-2661 Luxembourg

Tel: + 352 26 47 67 1;

Fax: + 352 26 47 67 67;

email: generalmeetings@orcogroup.com

Attendance and Proxy form: A template form is available on the Company's website at www.orcogroup.com and is to be duly completed and signed by shareholders wishing to attend or be represented at the Meeting.

Proof of Shareholding: This document must indicate the shareholder's name and the number of Company shares held at 23:59 on the Record Date. The Proof of Shareholding shall be issued by the bank, the professional securities' depository or the financial institution where the shares are on deposit.



Shareholders wishing to attend the Meeting must send the Attendance and Proxy form together with the relevant Proof of Shareholding by post or electronic means so that they are received by the Company at the latest by noon (12:00 noon) on **Wednesday 30 January 2013**, to:

Orco Property Group

42, rue de la Vallee

L-2661 Luxembourg

Tel: + 352 26 47 67 1;

Fax: + 352 26 47 67 67;

email: generalmeetings@orcogroup.com

Please note that only persons who are shareholders at the Record Date and have timely submitted their Record Date Confirmation, Attendance and Proxy form, and Proof of Shareholding shall have the right to participate and vote in the Meeting.

Documentation and information: The following documents and information are available for the shareholders on our website: www.orcogroup.com and, in particular, in the "Shareholders Corner":

- the present convening notice;
- the total number of shares and the voting rights in the Company as at the date of this convening notice;
- the draft resolutions of the Meeting. Any draft resolution(s) submitted by shareholder(s) shall be added to the website as soon as possible after the Company has received them;
- the Board report regarding the possibility to cancel or limit any preferential subscription right of the shareholders;
- the Record Date Confirmation template form; and
- the Attendance and Proxy form.

The above documents may also be obtained by shareholders upon written request sent to the following postal address: Orco Property Group, 42, rue de la Vallée, L-2661 Luxembourg.

For further information, visit our website: www.orcogroup.com and, in particular, the "Shareholders Corner".

Quorum Requirement: The Meeting shall not validly deliberate, unless one half at least of the corporate capital is represented and if the agenda of the meeting includes the statutory changes considered.

In the event that the first of the above conditions is not fulfilled, a second meeting may be convened by publishing this convening notice in the Luxembourg official gazette (*Mémorial C, Recueil des Sociétés et Associations*), a Luxembourg newspaper and in such media which may reasonably be expected to be relied upon for the effective dissemination of information to the public throughout the European Economic Area, and which are accessible rapidly and on a non-discriminatory basis, seventeen (17) days prior to the date of the reconvened meeting **provided that** (i) the first Meeting was properly convened; and (ii) the agenda for the reconvened Meeting does not include any new item.

The second meeting shall deliberate validly whatever the part of the corporate capital represented thereat.



At both meetings, resolutions, in order to be adopted, must be carried by a majority of two-thirds of the votes cast. Votes cast shall not include votes attaching to shares in which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

Right to add new items on the agenda: One or more shareholders together representing at least five per cent of the share capital has the right to (i) put one or more items on the agenda of the Meeting and (ii) table draft resolutions for items included or to be included on the agenda of the Meeting.

Such requests must:

- be in writing and sent to the Company by post (at the following address: Orco Property Group, 42, rue de la Vallée, L-2661 Luxembourg) or electronic means (at the following email address: generalmeetings@orcogroup.com) and be accompanied by a justification or draft resolution to be adopted in the Meeting;
- include the postal or electronic address at which the Company may acknowledge receipt of the requests;
 - be received by the Company at least **twenty two (22) days** before the date of the Meeting, i.e. **Sunday 13 January 2013.**

The Company shall acknowledge receipt of requests referred to above within (forty-eight) 48 hours from receipt. The Company shall prepare a revised agenda including such additional items on or before the fifteenth (15th) day before the date of the Meeting.

If you need further assistance or information, please contact : Orco Property Group, 42, rue de la Vallée, L-2661 Luxembourg, Tel: + 352 26 47 67 1; Fax: + 352 26 47 67 67; email: generalmeetings@orcogroup.com

Luxembourg, on 2 January 2013,

Yours faithfully,

The Board of Directors of the Company