



ATTENDANCE AND PROXY FORM
(to be fully and compulsory completed)

<p>For the general meeting of the shareholders (the « General Meeting ») of : <u>ORCO Property Group S.A.</u> (the « Company »)</p> <p>to be held on 29 April 2010, at Paul Eischen Restaurant, 69, Parc d'Activités Capellen, L-8308 Capellen, Grand-Duchy of Luxembourg, at 2:00 p.m</p>	<p><u>Number of shares :</u></p> <p>.....</p>
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Shareholder 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 General Meeting.

2. I, as Principal, will not attend the General Meeting, and
I empower any member of the Board of Directors of the Company present at the General Meeting or any attorney as such is appointed below (the "Attorney ") to vote in my name and on my behalf as the Attorney may deem fit on all the resolutions submitted for all items of the agenda.

(a)

.....

(a) Indicate the last name, first name, address, e-mail address and telephone number of the proxy holder whom you appoint. If the information provided hereto are not complete, your power will be deemed given to a member of the Board of Directors of the Company present at the General Meeting.

3. I, as Principal, will not attend the General Meeting and
I empower any member of the Board of Directors of the Company present at the General Meeting or any attorney as such is appointed below (the "Attorney") to vote in my name with the following voting instructions.

(a)

.....

(a) Indicate the last name, first name, address, e-mail address and telephone number of the proxy holder whom you appoint. If the information provided hereto are not complete, your power will be deemed given to a member of the Board of Directors of the Company present at the General Meeting.

Please tick with an « X » the appropriate below boxes how you wish to vote on each of the relevant items of the agenda of the General Meeting. The omission to tick any box with respect to any resolution shall allow the Attorney to vote at his full discretion on the proposed resolution:

1. Communications including, among others, an update on the current legal and financial situation of the Company;
No vote is required on this item of the agenda
2. Miscellaneous.

If amendments or new resolutions were to be presented, 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 General Meeting or any other adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the agenda of the General Meeting, vote in the name and on behalf of the Principal on any resolution submitted to said General Meeting or adjourned or re-convened 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 to the implementation and the execution of the present power of attorney.

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 sent no later than on 26 April 2010 at noon (12:00 noon) CET, as described in the convening notice, to:

**CACEIS Corporate Trust,
14 rue Rouget de Lisle,
F- 92189 Issy les Moulineaux
Tel: + 33 1 57 78 32 32;
Fax: + 33 1 49 08 05 82 or + 33 1 49 08 05 83;
email: ct-assemblees@caceis.com**

Any attendance and proxy form received after such deadline shall be disregarded.

If applicable, the present attendance and proxy form must be accompanied by a blocking certificate as further described in the convening notice.

Please send the attendance and proxy form and, if applicable, the blocking certificate by email or facsimile first and then the originals signed to the address stated above mentioning the date on which they have already been sent by email or facsimile.

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 General Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organisation of the General 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....., 2010

Signature

Name:

Title / Represented by: