



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

<p>For the Ordinary General Meeting of the shareholders (the "General Meeting") of :</p> <p><u>ORCO PROPERTY GROUP S.A., R.C.S. Luxembourg B 44.996</u> (the "Company")</p> <p><u>to be held on Monday 4 February 2013 at 14:00 at the registered seat of the Company at 42, rue de la Vallée, L-2661 Luxembourg.</u></p>	<p><u>Number and form of Company shares held on the Record Date (i.e. Monday 21 January 2013) by 23:59:</u></p> <p>.....</p> <p><u>Number of votes that Principal (as defined below) wishes to cast for voting at the General Meeting:</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 in person.

2. I, as Principal, will not attend the General Meeting, and I empower the scrutineer of the General Meeting or any representative* as such is appointed below (the "Representative") to vote in my name and on my behalf as the Representative may deem fit on all the resolutions submitted for all 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 whom you appoint. If the information provided hereto are not complete, your power will be deemed given to a scrutineer of the General Meeting.

3. I, as Principal, will not attend the General Meeting and I empower the scrutineer of the General Meeting or any representative* as such is appointed below (the "Representative") to vote in my name with the following voting instructions**.

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* 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 scrutineer of 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 Representative to vote at his full discretion on the proposed resolution:

1. Acknowledgement of resignation of Mr. Bertrand Des Pallieres as director of the Company.

NO VOTING REQUIRED BUT THE FOLLOWING STATEMENT SHALL BE MADE:

It is presented to the General Meeting that Mr. Bertrand Des Pallieres resigned from his office as director of the Company on 3 January 2013.

2. Decision to remove Mr. David Ummels as director of the Company, with immediate effect.

Proposed resolution:

The General Meeting resolves to remove Mr. David Ummels as director of the Company, with

immediate effect.

For Against Abstention

3. Decision to remove Mr. Benjamin Colas as director of the Company, with immediate effect.

Proposed resolution:

The General Meeting resolves to remove Mr. Benjamin Colas as director of the Company, with immediate effect.

For Against Abstention

4. Decision to appoint Mr. Guy Shanon of Kingstown Capital Management, LP as director of the Company, with immediate effect and until the annual ordinary general meeting of shareholders of the Company to be held in 2013 approving the annual accounts of the Company for the financial year ended in 2012.

Proposed resolution:

The General Meeting resolves to appoint Mr. Guy Shanon of Kingstown Capital Management, LP as director of the Company, with immediate effect and until the annual ordinary general meeting of shareholders of the Company to be held in 2013 approving the annual accounts of the Company for the financial year ended in 2012.

For Against Abstention

5. Decision to appoint Mr. Ian Cash of Alchemy Special Opportunities LLP as director of the Company, with immediate effect and until the annual ordinary general meeting of shareholders of the Company to be held in 2013 approving the annual accounts of the Company for the financial year ended in 2012.

Proposed resolution:

The General Meeting resolves to appoint Mr. Ian Cash of Alchemy Special Opportunities LLP as director of the Company, with immediate effect and until the annual ordinary general meeting of shareholders of the Company to be held in 2013 approving the annual accounts of the Company for the financial year ended in 2012.

For Against Abstention

6. Decision to appoint Mr. Alex Leicester of Alchemy Special Opportunities LLP as director of the Company, with immediate effect and until the annual ordinary general meeting of shareholders of the Company to be held in 2013 approving the annual accounts of the Company for the financial year ended in 2012.

Proposed resolution:

The General Meeting resolves to appoint Mr. Alex Leicester of Alchemy Special Opportunities LLP as director of the Company, with immediate effect and until the annual ordinary general meeting of shareholders of the Company to be held in 2013 approving the annual accounts of the Company for the financial year ended in 2012.

For Against Abstention

7. Decision to appoint Mr. Radovan Vitek of Crestline Ventures Corp. and Gamala Limited as director of the Company, with immediate effect and until the annual ordinary general meeting of shareholders of the Company to be held in 2013 approving the annual accounts of the Company for the financial year ended in 2012.

Proposed resolution:

The General Meeting resolves to appoint Mr. Radovan Vitek of Crestline Ventures Corp. and Gamala Limited as director of the Company, with immediate effect and until the annual ordinary general meeting of shareholders of the Company to be held in 2013 approving the annual accounts of the Company for the financial year ended in 2012.

For Against Abstention

8. Decision to appoint Mr. Martin Němeček of Crestline Ventures Corp. and Gamala Limited as director of the Company, with immediate effect and until the annual ordinary general meeting of shareholders of the Company to be held in 2013 approving the annual accounts of the Company for the financial year ended in 2012.

Proposed resolution:

The General Meeting resolves to appoint Mr. Martin Němeček of Crestline Ventures Corp. and Gamala Limited as director of the Company, with immediate effect and until the annual ordinary general meeting of shareholders of the Company to be held in 2013 approving the annual accounts of the Company for the financial year ended in 2012.

For Against Abstention

9. Decision to appoint Mr. Jiří Dederá of Crestline Ventures Corp. and Gamala Limited as director of the

Company, with immediate effect and until the annual ordinary general meeting of shareholders of the Company to be held in 2013 approving the annual accounts of the Company for the financial year ended in 2012.

Proposed resolution:

The General Meeting resolves to appoint Mr. Jiří Dedera of Crestline Ventures Corp. and Gamala Limited as director of the Company, with immediate effect and until the annual ordinary general meeting of shareholders of the Company to be held in 2013 approving the annual accounts of the Company for the financial year ended in 2012.

For Against Abstention

If amendments or new resolutions were to be presented, I irrevocably give power to the Representative 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 Representative:

The Representative 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 Representative 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.

ATTENDING THE GENERAL MEETING

In order to attend the General 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 General Meeting).

The Record Date Confirmation must be in writing and indicate that a shareholder holds the Company shares and wishes to participate in the General 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 S.A.
42, rue de la Vallee
L-2661 Luxembourg
Tel: + 352 26 47 67 1;
Fax: + 352 26 47 67 67;
email: generalmeetings@orcogroup.com

Attendance and Proxy form: This Attendance and Proxy form must be duly completed and signed by shareholders wishing to attend or be represented at the General 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' depositary or the financial institution where the shares are on deposit.

Shareholders wishing to attend the General 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 S.A.
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 General Meeting.

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....., 2013

Signature

Name:

Title / Represented by: