



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

**DRAFT RESOLUTIONS PROPOSED TO
THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY
TO BE HELD ON 31 MAY 2018**

Dear Shareholders,

Please find below draft resolutions that will be proposed to the Shareholders at the Annual General Meeting of the Shareholders of the Company (the "**Meeting**") to be held at the registered office of the Company at 40, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg, on **31 May 2018 at 14:00 CET**, to discuss and to vote on the agenda indicated below.

AGENDA

1. **Presentation of the reports of the Board of Directors and of the approved auditors (*réviseurs d'entreprises agréé*) of the Company for the financial year ended 31 December 2017.**
2. **Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2017.**
3. **Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2017.**
4. **Allocation of the financial results in relation to the financial year ended 31 December 2017.**
5. **Discharge to be granted to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2017.**
6. **Discharge to be granted to the auditors in respect of the performance of their duties during the financial year ended 31 December 2017.**
7. **Decision to appoint Mr. Jiri Dederá to the Board of Directors of the Company until the Annual General Meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.**
8. **Decision to appoint Mr. Edward Hughes to the Board of Directors of the Company until the Annual General Meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.**
9. **Decision to appoint Mr. Erik Morgenstern to the Board of Directors of the Company until the Annual General Meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.**
10. **Subject to approval of item 7 of the agenda, decision to appoint Mr. Jiri Dederá as the Managing Director (*administrateur délégué*) of the Company until the Annual General Meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.**

11. **Decision to appoint KPMG Luxembourg Société cooperative as the auditors of the Company until the Annual General Meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.**

PROPOSED RESOLUTIONS

1. Presentation of the reports of the Board of Directors and of the approved auditors (*réviseurs d'entreprises agréé*) of the Company for the financial year ended 31 December 2017.

No resolution is required on this item.

2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2017.

Proposed resolution:

After presentation and review of the statutory annual accounts, the reports of the Board of Directors and of the approved auditors (réviseurs d'entreprises agréé) of the Company for the financial year ended 31 December 2017, the Meeting resolves to approve the statutory annual accounts for the financial year ended 31 December 2017.

3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2017.

Proposed resolution:

After presentation and review of the consolidated annual accounts, the reports of the Board of Directors and of the approved auditors (réviseurs d'entreprises agréé) of the Company for the financial year ended 31 December 2017, the Meeting resolves to approve the consolidated annual accounts for the financial year ended 31 December 2017.

4. Allocation of the financial results in relation to the financial year ended 31 December 2017.

Proposed resolution:

The Meeting resolves to allocate the financial results in relation to the financial year ended 31 December 2017 as follows:

The statutory profit for the financial year ended 31 December 2017 amounting to EUR 35,448,759 shall be carried forward. The total results to be carried forward shall be as follows:

Result brought forward as of December 31, 2016	EUR	(1,007,769,088)
Result of the fiscal year ending December 31, 2016	EUR	35,448,759
Allocation to Other reserves	EUR	-
Own Equity instruments variation	EUR	-
Total Result to be carried forward to the following fiscal year	EUR	(972,280,329)

5. Discharge to be granted to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2017.

Proposed resolution:

In accordance with Article 461-7 of the Luxembourg law on commercial companies dated 10 August 1915, as amended from time to time, the Meeting resolves to give full discharge to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2017.

6. Discharge to be granted to the approved auditors in respect of the performance of their duties during the financial year ended 31 December 2017.

Proposed resolution:

The Meeting resolves to give full discharge to the auditors of the Company in respect of the performance of their duties during the financial year ended 31 December 2017.

7. Decision to appoint Mr. Jiri Dederá to the Board of Directors of the Company until the Annual General Meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.

Proposed resolution:

The Meeting resolves to appoint Mr. Jiri Dederá to the Board of Directors as of the date of the Meeting until the Annual General Meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.

8. Decision to appoint Mr. Edward Hughes to the Board of Directors of the Company until the Annual General Meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.

Proposed resolution:

The Meeting resolves to appoint Mr. Edward Hughes to the Board of Directors as of the date of the Meeting until the annual general meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.

9. Decision to appoint Mr. Erik Morgenstern to the Board of Directors of the Company until the Annual General Meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.

Proposed resolution:

The Meeting resolves to appoint Mr. Erik Morgenstern to the Board of Directors as of the date of the Meeting until the annual general meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.

10. Subject to approval of item 7 of the agenda, decision to appoint Mr. Jiri Dederá as the Managing Director (*administrateur délégué*) of the Company until the Annual General Meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.

Proposed resolution:

*Subject to the approval of item 7 of the agenda, the Meeting resolves to appoint Mr. Jiri Dederá as the Managing Director (*administrateur délégué*) of the Company as of the date of the Meeting until the annual general meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.*



11. Decision to appoint KPMG Luxembourg *Société cooperative* as the auditors of the Company until the Annual General Meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.

Proposed resolution:

The Meeting resolves to appoint KPMG Luxembourg Société cooperative as an auditor (réviseur d'entreprises agréé) of the Company until the Annual General Meeting of 2019 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2018.

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