



ATTENDANCE AND PROXY FORM
(to be completed in full)

<p>For the annual general meeting of the shareholders (the “Annual General Meeting”) of <u>ORCO Property Group S.A.</u> (the “Company”)</p> <p>to be held on 26 April 2012,</p> <p>at the registered office of the Company, 42, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg, at 14:00 CET.</p>	<p><u>Number of shares held as of midnight on 12 April 2012 (the “Record Date”):</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 Annual General Meeting.

2. I, as Principal, will not attend the Annual General Meeting, and I empower any member of the Board of Directors of the Company present at the Annual General Meeting to be my attorney (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. Alternatively, if indicated below, I empower the representative named below to be my Attorney.

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

3. I, as Principal, will not attend the Annual General Meeting, and I empower any member of the Board of Directors of the Company present at the Annual General Meeting to be my attorney (the “Attorney”) to vote in my name and on my behalf with the following voting instructions. Alternatively, if indicated below, I empower the representative named below to be my Attorney.

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

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

1. Decision to postpone the Annual General Meeting For Against Abstention

If amendments or new resolutions are 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 from all amendments and new resolutions.

Powers of the Attorney:

The Attorney may represent the Principal at the Annual General Meeting or any other adjourned or re-convened meeting of the annual general meeting of shareholders convened for the purpose of resolving on the agenda of the Annual General Meeting, vote in the name and on behalf of the Principal on any resolution submitted to said Annual 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.

Record Date:

The Record date is **12 April 2012** (i.e. the day falling fourteen (14) days before the date of the Annual General Meeting). Please note that only persons who are shareholders on the Record Date shall have the right to participate and vote in the Annual General Meeting. **The shareholders must provide the Company with a document proving that she / he holds Company shares as of midnight (00:00) on the Record Date (the "Proof of Shareholding").**

Important

This Attendance and Proxy Form, the Proof of Shareholding and personal identification (an official identification document such as a residence permit, passport or driver's license) must be received by the Company no later than 20 April 2012 at 12:00 CET, as described in the convening notice, to:

ORCO PROPERTY GROUP S.A.
42, RUE DE LA VALLEÉ
L-2661 LUXEMBOURG
Tel: + 352 26 47 67 1
Fax: + 352 26 47 67 67
email: generalmeetings@orcogroup.com

Any Attendance and Proxy Form received after this deadline shall be disregarded.

Please send a copy of the Attendance and Proxy Form, the Proof of Shareholding and personal identification, first by email or facsimile, followed by the signed originals to the address stated above mentioning the date on which they were first sent by email or facsimile.

By signing this Attendance and Proxy Form, the Principal hereby consents to the collection and use of the provided data for the purpose of the Annual General Meeting and that such data may be transmitted to entities involved in the organisation of the Annual General Meeting.

This Attendance and Proxy Form is governed by, and shall be construed in accordance with, Luxembourg law. The courts of Luxembourg have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this Attendance and Proxy Form.

Executed in on..... 2012

Signature

Name:

Title / Represented by: