



**Orco Property Group**

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

**Draft resolutions proposed to  
the Extraordinary General Meeting of the shareholders of the Company  
to be held on 27 June 2013**

Dear shareholders,

Please find below draft resolutions that will be proposed to the shareholders at the Extraordinary General Meeting of the shareholders of the Company (the "**Meeting**") to be held at the registered office of the Company at 42, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg, on **27 June 2013 at 10:00**, to discuss and to vote on the agenda indicated below.

**AGENDA**

1. **Decision to adjust the current amount of the authorised share capital of the Company, in order to reflect transactions already completed by the board of directors of the Company (the "Board") and the Company under the current authorised share capital clause and to set the amount of the authorised share capital at EUR 215,681,924.-.**
2. **Decision to approve the report issued by the Board 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 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, 4, 5 and 6 of the agenda.**
3. **Subject to the approval of point 2 of the agenda, decision to amend the existing authorised share capital clause by increasing it by an amount of EUR 10,000,000.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 5,000,000 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 10,000,000.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 5,000,000 new shares of the Company resulting from the exercise of new incentive warrants or stock options issued under a management long term incentive plan with an exercise price of EUR 2.50 giving right to one share per warrant or stock option (with final terms to be determined by the Board within the limits of this authorisation) to be issued by the Board under such authorised share capital as increased by the amount of EUR 10,000,000.-, to the management of the Company.**
4. **Subject to the approval of point 2 of the agenda, decision to amend the existing authorised share capital clause by increasing it by an amount of EUR 13,333,334.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 6,666,667 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 13,333,334.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 6,666,667 new shares to Gamala Limited, Kingstown Capital, LP, Alchemy Special Opportunités Fund II L.P., Crestline Ventures**

Corp. and Stationway Properties Limited at a price of EUR 2.25 per share (with final details to be determined by the Board within the limits of this authorisation).

5. Subject to the approval of point 2 of the agenda, decision to amend the existing authorised share capital clause by increasing it by an amount of EUR 9,977,326.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 4,988,663 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 9,977,326.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 4,988,663 new shares to the holders of the currently outstanding warrants of the Company upon the exercise of such warrants.
6. Subject to the approval of point 2 of the agenda, decision to amend the existing authorised share capital clause by increasing it by an amount of EUR 30,000,000.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 15,000,000 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 30,000,000.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 15,000,000 new shares of the Company resulting from the exercise of up to 15,000,000 warrants (with an exercise price at a discount of up to 10% of the market share price but no lower than the accounting par value of EUR 2, giving right to one share per warrant) to be issued by the Board under such authorised share capital to a financial intermediary under an equity line / PACEO (Programme d'Augmentation de Capital par Exercice d'Options) having a term of 2 years (with final details of the equity line to be determined by the Board within the limits of this authorisation).
7. Decision to amend article 5 of the Company's articles of association to reflect the changes made pursuant to points 1, 3, 4, 5 and 6 of this agenda. For example, if all resolutions are passed, the existing authorized share capital clause would be amended by setting it to an amount of EUR 278,992,584 (EUR 215,681,924 for point 1 for the 107,840,962 shares currently outstanding, EUR 10,000,000 for point 3, EUR 13,333,334 for point 4, EUR 9,977,326 for point 5 and EUR 30,000,000 for point 6).

#### PROPOSED RESOLUTIONS

1. Decision to adjust the current amount of the authorised share capital of the Company, in order to reflect transactions already completed by the board of directors of the Company (the "Board") and the Company under the current authorised share capital clause and to set the amount of the authorised share capital at EUR 215,681,924.-.

**Proposed resolution:**

*The Meeting decides to amend the existing authorised share capital clause by setting it to an amount of two hundred fifteen million six hundred eighty-one thousand nine hundred twenty-four euros (EUR 215,681,924.-).*

2. Decision to approve the report issued by the Board 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 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, 4, 5 and 6 of the agenda.

**Proposed resolution:**

*The Meeting decides to approve the report issued by the Board 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 to cancel or limit any preferential subscription right of the shareholders upon the increases of capital in the framework of the authorised share capital as mentioned in points 3, 4, 5 and 6 of the agenda.*

3. Subject to the approval of point 2 of the agenda, decision to amend the existing authorised share capital clause by increasing it by an amount of EUR 10,000,000.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 5,000,000 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 10,000,000.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 5,000,000 new shares of the Company resulting from the exercise of new incentive warrants or stock options issued under a management long term incentive plan with an exercise price of EUR 2.50 giving right to one share per warrant or stock option (with final terms to be determined by the Board within the limits of this authorisation) to be issued by the Board under such authorised share capital as increased by the amount of EUR 10,000,000.-, to the management of the Company.

**Proposed resolution:**

*The Meeting decides to amend the existing authorised share capital clause by increasing it by an amount of EUR 10,000,000.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 5,000,000 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 10,000,000.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 5,000,000 new shares of the Company resulting from the exercise of new incentive warrants or stock options issued under a management long term incentive plan with an exercise price of EUR 2.50 giving right to one share per warrant or stock option (with final terms to be determined by the Board within the limits of this authorisation) to be issued by the Board under such authorised share capital as increased by the amount of EUR 10,000,000.-, to the management of the Company.*

4. Subject to the approval of point 2 of the agenda, decision to amend the existing authorised share capital clause by increasing it by an amount of EUR 13,333,334.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 6,666,667 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 13,333,334.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 6,666,667 new shares to Gamala Limited, Kingstown Capital, LP, Alchemy Special Opportunities Fund II L.P., Crestline Ventures Corp. and Stationway Properties Limited at a price of EUR 2.25 per share (with final details to be determined by the Board within the limits of this authorisation).

**Proposed resolution:**

*The Meeting decides to amend the existing authorised share capital clause by increasing it by an amount of EUR 13,333,334.- (with the possibility for the Board to limit or cancel the preferential subscription rights,*

where applicable), which equates to 6,666,667 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 13,333,334.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 6,666,667 new shares to Gamala Limited, Kingstown Capital, LP, Alchemy Special Opportunities Fund II L.P., Crestline Ventures Corp. and Stationway Properties Limited at a price of EUR 2.25 per share (with final details to be determined by the Board within the limits of this authorisation).

5. Subject to the approval of point 2 of the agenda, decision to amend the existing authorised share capital clause by increasing it by an amount of EUR 9,977,326.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 4,988,663 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 9,977,326.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 4,988,663 new shares to the holders of the currently outstanding warrants of the Company upon the exercise of such warrants.

**Proposed resolution:**

*The Meeting decides to amend the existing authorised share capital clause by increasing it by an amount of EUR 9,977,326.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 4,988,663 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 9,977,326.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 4,988,663 new shares to the holders of the currently outstanding warrants of the Company upon the exercise of such warrants.*

6. Subject to the approval of point 2 of the agenda, decision to amend the existing authorised share capital clause by increasing it by an amount of EUR 30,000,000.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 15,000,000 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 30,000,000.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 15,000,000 new shares of the Company resulting from the exercise of up to 15,000,000 warrants (with an exercise price at a discount of up to 10% of the market share price but no lower than the accounting par value of EUR 2, giving right to one share per warrant) to be issued by the Board under such authorised share capital to a financial intermediary under an equity line / PACEO (Programme d'Augmentation de Capital par Exercice d'Options) having a term of 2 years (with final details of the equity line to be determined by the Board within the limits of this authorisation).

**Proposed resolution:**

*The Meeting decides to amend the existing authorised share capital clause by increasing it by an amount of EUR 30,000,000.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 15,000,000 new ordinary shares and to grant to the Board all powers*



*for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 30,000,000.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 15,000,000 new shares of the Company resulting from the exercise of up to 15,000,000 warrants (with an exercise price at a discount of up to 10% of the market share price but no lower than the accounting par value of EUR 2, giving right to one share per warrant) to be issued by the Board under such authorised share capital to a financial intermediary under an equity line / PACEO (Programme d'Augmentation de Capital par Exercice d'Options) having a term of 2 years (with final details of the equity line to be determined by the Board within the limits of this authorisation).*

7. Decision to amend article 5 of the Company's articles of association to reflect the changes made pursuant to points 1, 3, 4, 5 and 6 of this agenda. For example, if all resolutions are passed, the existing authorized share capital clause would be amended by setting it to an amount of EUR 278,992,584 (EUR 215,681,924 for point 1 for the 107,840,962 shares currently outstanding, EUR 10,000,000 for point 3, EUR 13,333,334 for point 4, EUR 9,977,326 for point 5 and EUR 30,000,000 for point 6).

**Proposed resolution:**

*The Meeting resolves to amend the second paragraph of article 5 of the Company's articles of association to reflect the changes made pursuant to points 1, 3, 4, 5 and 6 of this agenda, so as to read:*

*"Authorized capital*

*The corporate capital may be increased up to an amount of [EXACT NUMBER TO BE DETERMINED PURSUANT TO VOTING OUTCOME] (EUR [EXACT NUMBER TO BE DETERMINED PURSUANT TO VOTING OUTCOME]) through the creation and issue of new shares without nominal value enjoying the same rights and privileges as already existing shares."*