



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

<p>For the Extraordinary 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>to be held on 28 June 2012 at 14:00 CET at the hotel SOFITEL Kirschberg, 4, Rue du Fort Niedergrunewald, L-2015 Luxembourg</p>	<p><u>Number of Company shares held on the Record Date (i.e. 14 June 2012):</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 any member of the Board of Directors of the Company present at 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 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 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 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 Representative to vote at his full discretion on the proposed resolution:

- Decision to increase the authorized share capital by EUR 63,582,861.50 (with possibility for the board of directors of the Company to limit or cancel the preferential subscription rights, where applicable), which equates to 15,508,015 new ordinary shares, so that the Company has sufficient authorized share capital to implement the substitution of approximately 89.9% of the bonds issued by the Company into shares of the Company (as detailed in item 2 below), the issuance of new shares of the Company as the second payment on the bonds convertible into shares, the issuance of new shares of the Company to other creditors of the Company under the Plan de Sauvegarde and the issuance of new shares of the Company to the holders of warrants issued by the Company;  
For  Against  Abstention
- Decision to convert 89.9% of the bonds issued by the Company into up to 65,000,000 new ordinary shares and to approve the Company's share capital increase related thereto, and to delegate the power to the board of directors

of the Company to implement such capital increase within the framework of the authorized share capital of the Company, as it may be amended from time to time;

For  Against  Abstention

3. Decision to amend article 5 of the Company's articles of association to reflect the decisions rendered in points 1 and 2 above;

For  Against  Abstention

4. Decision to amend article 13, paragraph 2 of the Company's articles of association to reflect recent changes in Luxembourg law regarding the delegation of powers to managing directors;

For  Against  Abstention

5. Decision to amend article 19 of the Company's articles of association to reflect recent changes in Luxembourg law regarding general meetings;

For  Against  Abstention

6. Decision to amend article 20 of the Company's articles of association to change the Company's annual meeting beginning in 2013 to the last Thursday in May at 2:00pm, or if that day is a legal holiday, to the previous business day;

For  Against  Abstention

7. Decision to amend article 23 of the Company's articles of association to reflect recent changes in Luxembourg law regarding extraordinary general meetings.

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 midnight (00:00) on the Record Date. **The Record Date is 14 June 2012** (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](http://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 midnight (00:00) **on the Record Date, i.e. 14 June 2012**, 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 to 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 midnight (00:00) on the Record Date. The Proof of Shareholding shall be issued by the bank, the professional securities' depository 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 25 June 2012** 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.

<p><b>Executed in</b> ..... <b>on</b>....., <b>2012</b></p> <p><b>Signature</b></p> <p><b>Name:</b> .....</p> <p><b>Title / Represented by:</b> .....</p>
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