



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

<p>For the Extraordinary General Meeting of the shareholders (the "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 <u>28 May 2014 at 12:00</u> CET at the registered office of the Company at 40, Rue de la Vallée, L-2661 Luxembourg.</p>	<p><u>Number and form of Company shares held on the Record Date (i.e. 14 May 2014) at 23:59:</u></p> <p>.....</p>
	<p><u>Number of votes that Principal (as defined below) wishes to cast for voting at the Meeting:</u></p> <p>.....</p>

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 Meeting in person.

2. I, as Principal, will not attend the Meeting, and  
I empower a scrutineer of the 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.

.....

.....

\*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 Meeting.

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

.....

.....

\* 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 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 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. Decision to decrease the corporate capital of the Company from its present amount of EUR 114,507,629.- to EUR 11,450,762.90 without cancellation of shares, by decreasing the accounting par value of the existing shares from EUR 1.- to EUR 0.10 per share with allocation of the reduction proceeds to a reserve (which is available for distribution after the expiry of a period of 30 days following the publication of the minutes of the Meeting in the Luxembourg Mémorial C, Recueil des Sociétés et Associations). The purpose of such decrease of the share capital is to adapt the share capital and the accounting par value of shares to the prevailing market situation, notably the Company's share price.

For  Against  Abstention

2. Subject to approval of the point 1 of the agenda, decision to approve, the report issued by the board of directors according to article 32-3 (5) of the Luxembourg law on commercial companies dated 10 August 1915, as amended from time to time (the "LCA"), relating to the possibility of the board of directors 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 point 3 of the agenda.

For  Against  Abstention

3. Subject to approval of the points 1 and 2 of the agenda, decision to modify, renew and replace the existing authorised share capital and to set it to an amount of twenty million euro (EUR 20,000,000.00) for a period of five (5) years from the date of the general meeting of the shareholders held on 28 May 2014 (or in case of adjourning or reconvening the general meeting because no quorum has been reached, the date of the adjourned or reconvened general meeting), which would authorize the issuance of up to two hundred million (200,000,000) new ordinary shares in addition to the 114,507,629 shares currently outstanding. Decision to grant to the board of directors of the Company, based on the report drawn up by the board of directors as referred to in Article 32-3 (5) of the LCA, all powers for a period of five (5) years in order to carry out capital increases within the framework of the authorised capital under the conditions and methods it will set with the possibility to cancel or limit any preferential subscription right of the shareholders on the issue of new shares to be issued within the framework of the authorised corporate capital, being understood that all financial instruments carrying an entitlement to, or the right to subscribe for, shares issued until the expiry of that period may still be converted or exercised subsequently to that date.

For  Against  Abstention

4. Subject to approval of the points 1, 2 and 3 of the agenda, decision to amend the articles of association of the Company to reflect points 1, 2 and 3 above.

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 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 Meeting, vote in the name and on behalf of the Principal on any resolution submitted to said 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 MEETING**

**In order to attend the 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 14 May 2014** (the "**Record Date**", i.e. the day falling fourteen (14) days before the date of the Meeting).

The Record Date Confirmation must be in writing and indicate that a shareholder holds the Company shares and wishes to participate in the 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 23:59 **on the Record Date, i.e. 14 May 2014**, to:

Orco Property Group S.A.

40, rue de la Vallée

L-2661 Luxembourg

Tel: + 352 26 47 67 1;

Fax: + 352 26 47 67 67;

email: [generalmeetings@orcogroup.com](mailto: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 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' depository or the financial institution where the shares are on deposit.

Shareholders wishing to attend the 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 23 May 2014**, to:

Orco Property Group S.A.  
40, rue de la Vallée  
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 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 Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organisation of the 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....., 2014

Signature

Name: .....

Title / Represented by: .....