



**ORCO PROPERTY GROUP**

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

**CONVENING NOTICE  
OF THE COMPANY'S EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 2 MAY 2016**

Dear Shareholders,

You are invited to attend the extraordinary 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 **2 May 2016 at 9:00 CET**, in the presence of a Luxembourg notary public to discuss and to vote on the agenda indicated below.

The Meeting is convened in accordance with article 70 of the Luxembourg law on commercial companies dated 10 August 1915, as amended from time to time (the "**LCA**") and article 3 of the law dated 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, with the following points on the agenda:

**AGENDA**

1. Decision to decrease the corporate capital of the Company from its present amount of EUR 31,450,762.90 to EUR 3,145,076.29 without cancellation of shares, by decreasing the accounting par value of the existing shares from EUR 0.10 to EUR 0.01 per share, without distribution of the reduction proceeds to the shareholders of the Company, such reduction proceeds being allocated to a non-distributable reserve of the Company. 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.
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 LCA, relating to the possibility for 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.
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 euros (EUR 20,000,000.00) for a period of five (5) years from the date of the general meeting of the shareholders held on 2 May 2016 (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 billion (2,000,000,000) new ordinary shares in addition to the 314,507,629 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.



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.

\* \* \*

#### **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 CET on the Record Date. **The Record Date is 18 April 2016** (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 CET on the Record Date, i.e. 18 April 2016**, to:

**Orco Property Group**  
**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:** A template form is available on the Company’s website at [www.orcogroup.com](http://www.orcogroup.com) and is to 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 CET 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. **Please note that Proof of Shareholding is not necessary for those shareholders whose shares are still recorded as registered shares in the Company’s shareholders register.**

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) CET on 28 April 2016**, to:

**Orco Property Group**  
**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)**



**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.**

**Documentation and information:** The following documents and information are available for the shareholders on our website: [www.orcogroup.com](http://www.orcogroup.com) and, in particular, in the "Shareholder Corner":

- the present convening notice;
- the total number of shares and the voting rights in the Company as at the date of this convening notice;
- the draft resolutions of the Meeting. Any draft resolution(s) submitted by shareholder(s) shall be added to the website as soon as possible after the Company has received them;
- the report issued by the board of directors according to article 32-3 (5) of the LCA to be approved by the Meeting, relating to the possibility for the board of directors to cancel or limit any preferential subscription right of the shareholders;
- the Record Date Confirmation form; and
- the Attendance and Proxy Form

The above documents may also be obtained by shareholders upon written request sent to the following postal address: Orco Property Group, 40, rue de la Vallée, L-2661 Luxembourg.

For further information, visit our website: [www.orcogroup.com](http://www.orcogroup.com) and, in particular, the "Shareholder Corner".

**Quorum Requirement:**

With respect to all items of the Agenda, the Meeting shall not validly deliberate, unless at least one half of the corporate capital is represented and if the agenda of the meeting includes the statutory changes to be considered. In the event that such quorum condition is not fulfilled, a second meeting may be convened by publishing this convening notice in the Luxembourg official gazette (*Mémorial C, Recueil des Sociétés et Associations*), a Luxembourg newspaper and in such media which may reasonably be expected to be relied upon for the effective dissemination of information to the public throughout the European Economic Area, and which are accessible rapidly and on a non-discriminatory basis, seventeen (17) days prior to the date of the reconvened meeting provided that (i) the first Meeting was properly convened; and (ii) the agenda for the reconvened Meeting does not include any new item.

The second meeting shall deliberate validly whatever the part of the corporate capital represented thereat.

At both meetings, resolutions, in order to be adopted, must be carried by a majority of two-thirds of the votes cast. Votes cast shall not include votes attaching to shares in which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

**Right to add new items on the agenda:** One or more shareholders together representing at least five per cent of the share capital has the right to (i) put one or more items on the agenda of the Meeting and (ii) table draft resolutions for items included or to be included on the agenda of the Meeting.

Such requests must:

- be in writing and sent to the Company by post (at the following address: Orco Property Group, 40, rue de la Vallée, L-2661 Luxembourg) or electronic means (at the following email address: [generalmeetings@orcogroup.com](mailto:generalmeetings@orcogroup.com)) and be accompanied by a justification or draft resolution to be adopted in the Meeting;



- include the postal or electronic address at which the Company may acknowledge receipt of the requests;
- be received by the Company at least **twenty two (22) days** before the date of the Meeting, i.e. **10 April 2016**.

The Company shall acknowledge receipt of requests referred to above within (forty-eight) 48 hours from receipt. The Company shall prepare a revised agenda including such additional items on or before the fifteenth (15th) day before the date of the Meeting.

If you need further assistance or information, please contact : Orco Property Group, 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)

Luxembourg, 1 April 2016

Yours faithfully,

**The board of directors of the Company**