



**Orco Property Group**

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

**AMENDED CONVENING NOTICE  
ORDINARY GENERAL MEETING OF THE COMPANY’S SHAREHOLDERS  
TO BE HELD ON 6 DECEMBER 2013**

Dear Shareholders,

The Company convened the Ordinary General Meeting of the shareholders of the Company (the “**Meeting**”) to be held at the registered seat of the Company at 40, rue de la Vallée, L-2661 Luxembourg, on **6 December 2013 at 12:00 noon**. The convening notice for the Meeting was published on 6 November 2013 in the Luxembourg official gazette (*Mémorial C, Recueil des Sociétés et Associations*), and the Luxembourg newspaper Tageblatt.

The Meeting was convened further to a request of Gamala Limited, being a shareholder holding approximately 22.86 percent of the share capital of the Company (the “**Requesting Shareholder 1**”).

In accordance with article 4 of the law dated 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, Kingstown Capital Management, LP and Alchemy Special Opportunities Fund II LP, being shareholders of the Company holding together approximately 23.47 percent of the share capital of the Company (jointly as the “**Requesting Shareholder 2**” and together with the Requesting Shareholder 1 as the “**Requesting Shareholders**”) proposed, in their joint letter dated 14 November 2013, to add the following points to the agenda of the Meeting:

1. Removal of Mr. Radovan Vitek from the Board of Directors of the Company.
2. Removal of Mr. Edward Hughes from the Board of Directors of the Company.

Following the request of the Requesting Shareholder 2, the agenda of the Meeting is revised as follows (the “**Revised Agenda**”):

**REVISED AGENDA**

1. Decision to remove Mr. Nicolas Tommasini from the Board of Directors of the Company.
2. Decision to remove Mr. Guy Wallier from the Board of Directors of the Company.
3. Decision to remove Mr. Alexis Juan from the Board of Directors of the Company.
4. Decision to remove Mr. Guy Shanon from the Board of Directors of the Company.
5. Decision to remove Mr. Ian Cash from the Board of Directors of the Company.
6. Decision to remove Mr. Jifí Dederá from the Board of Directors of the Company.
7. Removal of Mr. Radovan Vitek from the Board of Directors of the Company.
8. Removal of Mr. Edward Hughes from the Board of Directors of the Company.

**Notes to the Revised Agenda**

In relation to the Revised Agenda, the Requesting Shareholders also proposed draft resolutions which are published on the website of the Company.



## **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 22 November 2013** (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. 22 November 2013**, 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 on the Record Date. The Proof of Shareholding shall be issued by the bank, the professional securities' depositary 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 12:00 noon on **2 December 2013**, 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 amended convening notice;
- the total number of shares and the voting rights in the Company as at the date of the initial convening notice;
- the amended draft resolutions of the Meeting;
- 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:**

The Meeting shall validly deliberate regardless of the corporate capital represented. Resolutions, in order to be adopted, must be carried by a majority 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.

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, 20 November 2013

Yours faithfully,

**The Board of Directors of the Company**