



ATTENDANCE AND PROXY FORM

(to be fully and compulsorily completed)

<p>For the Ordinary 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><u>to be held on 6 January 2014 at 12 (noon) CET (following adjournment of the meeting of 6 December 2013) at the registered seat of the Company at 40, rue de la Vallée, L-2661 Luxembourg.</u></p>	<p><u>Number and form of Company shares held by 23:59 on the Record Date (i.e. Friday 22 November 2013):</u></p> <p>.....</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>
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The Company convened the Ordinary General Meeting of the shareholders of the Company (the "Meeting") which was 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.

Alchemy Special Opportunities Fund II LP and Kingstown Capital Management LP, shareholders together holding at least one fifth of the share capital of the Company, requested the adjournment of the Meeting to four (4) weeks. Gamala Limited, shareholder holding at least one fifth of the share capital of the Company, also requested the adjournment of the Meeting to four (4) weeks.

Accordingly, in application of article 67 (5) of the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time, no resolutions were taken on any points of the agenda of the Meeting on 6 December 2013 and the Meeting was adjourned until 6 January 2014 at 12 (noon) CET at which time all voting will take place on the same agenda points.

Shareholders who have already submitted their Meeting documents (Record Date Confirmation, Attendance and Proxy Form, and Proof of Shareholding) may participate on 6 January 2014 without resubmitting these documents. Shareholders who can prove that they were shareholders on the Record Date of 22 November 2013 but who have not yet submitted their Meeting documents have until 12 (noon) CET of 2 January 2014 to submit their Meeting documents to participate at the Meeting on 6 January 2014.

Shareholders who became shareholders on or after 23 November 2013 will not be able to participate at the Meeting on 6 January 2014.

<p>Shareholder identification:</p> <p>The undersigned (the "Principal"),</p> <p>Name:</p> <p>Contact details:</p> <p>- Address:</p> <p>- E-mail address:..... Telephone number:</p>
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Choose one of the 3 options and tick the corresponding box, then date and sign below:

<p><input type="checkbox"/> 1. I, as Principal, wish to attend the Meeting in person.</p>

<p><input type="checkbox"/> 2. I, as Principal, will not attend the Meeting, <u>and</u> I empower the scrutineer of the Meeting or any representative* as such is appointed below (the "Representative") to vote in my name and on my behalf <u>as the Representative may deem fit</u> on all the resolutions submitted for all items of the agenda.</p> <p>.....</p> <p>.....</p> <p><small>*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.</small></p>

3. I, as Principal, will not attend the Meeting and
I empower the scrutineer of the 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 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 remove Mr. Nicolas Tommasini from the Board of Directors of the Company.
Proposed resolution:
The Meeting resolves to remove Mr. Nicolas Tommasini from the Board of Directors as of the date of the Meeting.
For Against Abstention
2. Decision to remove Mr. Guy Wallier from the Board of Directors of the Company.
Proposed resolution:
The Meeting resolves to remove Mr. Guy Wallier from the Board of Directors as of the date of the Meeting.
For Against Abstention
3. Decision to remove Mr. Alexis Juan from the Board of Directors of the Company.
Proposed resolution:
The Meeting resolves to remove Mr. Alexis Juan from the Board of Directors as of the date of the Meeting.
For Against Abstention
4. Decision to remove Mr. Guy Shanon from the Board of Directors of the Company.
Proposed resolution:
The Meeting resolves to remove Mr. Guy Shanon from the Board of Directors as of the date of the Meeting.
For Against Abstention
5. Decision to remove Mr. Ian Cash from the Board of Directors of the Company.
Proposed resolution:
The Meeting resolves to remove Mr. Ian Cash from the Board of Directors as of the date of the Meeting.
For Against Abstention
6. Decision to remove Mr. Jiří Dederá from the Board of Directors of the Company.
Proposed resolution:
The Meeting resolves to remove Mr. Jiří Dederá from the Board of Directors as of the date of the Meeting.
For Against Abstention
7. Removal of Mr. Radovan Víték from the Board of Directors of the Company.
Proposed resolution:
The Meeting resolves that Mr. Radovan Víték is removed from the Board of Directors of the Company with immediate effect.
For Against Abstention
8. Removal of Mr. Edward Hughes from the Board of Directors of the Company.
Proposed resolution:
The Meeting resolves that Mr. Edward Hughes is removed from the Board of Directors of the Company with immediate effect.
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 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 proxy to another representative and do whatever seems appropriate or useful to the implementation and the execution of the present proxy.

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 12 (noon) CET on 2 January 2014. **The Record Date is still 22 November 2013 (the "Record Date") which means that even though the Record Date Confirmation can be submitted to the Company on or before 12 (noon) CET of 2 January 2014, shareholders must still prove that they were shareholders on the Record Date of 22 November 2013. Shareholders who became shareholders on or after 23 November 2013 will not be able to participate at the Meeting on 6 January 2014.**

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.

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 12 (noon) CET of 2 January 2014**, 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

Attendance and Proxy Form: A template form is available on the Company's website at 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' 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 12 (noon) CET of 2 January 2014**, 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

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.

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>Executed in on</p> <p>Signature</p> <p>Name:</p> <p>Title / Represented by:</p>
