



Press Release

Luxembourg 29 June, 2012

Orco Property Group

Ordinary and Extraordinary General Meeting of OPG Shareholders

Equitization of bonds into OPG shares unanimously approved

The ordinary general meeting of shareholders was held on 28 June 2012 in Luxembourg (the "**Ordinary Meeting**"), chaired by Mr. Silvano Pedretti, with approximately 50.6 percent of the voting rights present or represented.

Presentations delivered during the Ordinary Meeting are available on www.orcogroup.com

The Ordinary Meeting approved the annual statutory and consolidated accounts for the financial year ending 31 December 2011. The approved consolidated annual accounts result in a loss of approximately EUR 53.3 million for the group, whereas the approved statutory annual accounts result in a statutory loss of approximately EUR 51.8 million.

The Ordinary Meeting granted a discharge to the members of the Company's board of directors as well as to the auditors for the performance of their duties in 2011.

In line with the Company's plan to strengthen its corporate governance and establish a board consistent with its new shareholding, the Ordinary Meeting confirmed the co-optation of Mr. Benjamin Colas and Mr. David Ummels to the board of directors as of 25 May 2012 and until the general meeting approving the Company's annual accounts for the financial year ending 31 December 2012.

The resolutions were adopted by 100 percent of the votes cast (votes cast do not include abstentions).

The extraordinary general meeting of shareholders was held on 28 June 2012 in Luxembourg (the "**Extraordinary Meeting**"), chaired by Mr. Silvano Pedretti and certified by the notary Mr. Carlo Wersandt, with approximately 50.6 percent of the voting rights present or represented, meeting the quorum required to hold an extraordinary general meeting.

Presentations delivered during the Extraordinary Meeting are available on www.orcogroup.com

The Extraordinary Meeting unanimously approved the Company's proposal to increase its authorized share capital by an additional EUR 66,582,861.50, which equates to 15,508,015 shares. As such, the Company can substitute approximately 89.9% of its bonds into new shares of the Company, issue new shares as the second payment on the bonds convertible into shares issued to former ORCO Germany bondholders and issue new shares to non-bondholder creditors under the Company's Safeguard plan. The Extraordinary meeting also decided to have sufficient authorized share capital to timely issue shares in the event existing warrant holders exercise their warrants.

The Extraordinary Meeting unanimously approved the increase of the share capital from its current value of EUR 145,203,164.60 by an amount of up to EUR 266,500,000 through the creation and issue of up to 65 million new shares of the Company, against the conversion and contribution in kind to the Company of approximately 89.9 percent of the bonds issued by the Company valued at approximately EUR 493.3 million

The Extraordinary Meeting also approved various amendments of the Company's articles of association to reflect recent changes in Luxembourg corporate law.

Following the approval by the Extraordinary Meeting of a resolution proposed by one of the Company's shareholders, the Board of Directors is now comprised of 8 members: Chairman Jean-François Ott, Benjamin Colas, Alexis Juan, Bernard Kleiner, Bertrand des Pallières, Nicolas Tommasini, David Ummels and Guy Wallier.

Jean-François Ott declared: "Now that the equitization plan has been approved by our shareholders, we will be issuing the new OPG shares and OPG notes once the regulator issues a visa to the prospectus, which we are expecting over the coming weeks. This is a major step for the Company ; we can now focus on real estate."

For more information, visit our shareholder corner on www.orcogroup.com