

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

<p>For the annual general meeting of the shareholders (the « Annual General Meeting ») of :</p> <p><u>ORCO Property Group S.A.</u> (the « Company »)</p> <p>to be held on 28 April 2011,</p> <p>Paul Eischen Restaurant, 69, Parc d'Activités Capellen, L-8308 Capellen, Grand-Duchy of Luxembourg, at 02:00 p.m</p>	<p><u>Number of shares :</u></p> <p>.....</p>
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**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 Annual General Meeting.

2. I, as Principal, will not attend the Annual General Meeting , and  
I empower any member of the Board of Directors of the Company present at the Annual General Meeting **OR** any attorney as such is appointed below (the “Attorney ”) to vote in my name and on my behalf as the Attorney may deem fit on all the resolutions submitted for all items of the agenda.

(a) .....

.....

(a) 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 member of the Board of Directors of the Company present at the Annual General Meeting.

3. I, as Principal, will not attend the Annual General Meeting and  
I empower any member of the Board of Directors of the Company present at the Annual General Meeting **OR** any attorney as such is appointed below (the “Attorney”) to vote in my name with the following voting instructions.

(a) .....

.....

(a) 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 member of the Board of Directors of the Company present at the Annual General 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 Annual General Meeting. The omission to tick any box with respect to any resolution shall allow the Attorney to vote at his full discretion on the proposed resolution:

- |   |   |
|---|---|
| <p>1. Presentation of the reports of the board of directors and of the auditors (<i>réviseurs d'Entreprises</i>) of the Company for the financial year ended 31 December 2010;</p> <p align="right">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> | <p>4. Allocation of the financial results in relation to the financial year ended 31 December 2010;</p> <p align="right">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p>  |
| <p>2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2010;</p> <p align="right">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p>  | <p>5. Discharge to be granted to the members of the board of directors in respect of the performance of their duties during the financial year ended 31 December 2010;</p> <p align="right">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> |
| <p>3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2010;</p> <p align="right">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p>   | <p>6. Discharge to be granted to the auditors in respect of the performance of their duties during the financial year ended 31 December 2010;</p> <p align="right">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p>                          |
|   | <p>7. Approval of an authorization granted to the Company to acquire its own shares and</p>   |

approval of the terms and conditions which set such authorization;

**For  Against  Abstention**

8. Acknowledgment of the resignation, as of 19 May 2010, from the Company's board of directors, of **S.P.M.B. a.s.**, a Czech company, having its registered office at Brno, Řípská 1142/20, okres Brno-město, PSČ 627 00, registered in the Czech Republic under number IC 46347178, represented by its permanent legal representative, Mrs. Eva Janečková;

**For  Against  Abstention**

9. Acknowledgment of the resignation, as of 1 April 2011, from the Company's board of directors, of **GEOFIN a.s.**, a Czech company, having its registered office at Velká 2984/23 -Trimex office centrum, CZ-70200 Moravská – Ostrava, registered in the Czech Republic under number IC 25342533, represented by its permanent legal representative, Mr. Daniel Barč;

**For  Against  Abstention**

10. Acknowledgment of the resignation, as of 4 April 2011, from the Company's board of directors, of **PROSPERITA INVESTICNI SPOLECNOST a.s.**, a Czech company, having its registered office at Ostrava, Moravská Ostrava, Nádražní 213/10, PSČ 702 00 (previously 751, U Centrumu, CZ-73514, Orlova Lutyne), registered in the Czech Republic under number IC 26857791, represented by its permanent legal representative, Mr. Miroslav Kurka;

**For  Against  Abstention**

11. Decision to appoint, with no delay, **Mr. Gabriel Lahyani**, company director, born on 16 October 1961, residing at Via Valadier 33, 00196 - Rome, Italy, as new director of the Company until the ordinary general meeting concerning the approval of the annual accounts of the Company relating to the accounting year ending 31 December 2012;\*

**For  Against  Abstention**

12. Decision to appoint, with no delay, **Mr. Bertrand Des Pallieres**, company director, born on 22 November 1966 residing at 7, rue du Mont Blanc, 1203 Geneva, Switzerland, as new director of the Company until the ordinary general meeting concerning the approval of the annual accounts of the Company relating to the accounting year ending 31 December 2012;\*

**For  Against  Abstention**

13. Decision to appoint, with no delay, **Mr. Richard Lonsdale-Hands**, company director, born on 8 July 1953, with professional address as 25, rue Balzac, 75406 Paris Cedex 08, as new director of the Company until the ordinary general meeting concerning the approval of the annual accounts of the Company relating to the accounting year ending 31 December 2012; \*

**For  Against  Abstention**

14. Decision to dismiss, with no delay, PricewaterHouseCoopers, having its registered office at 400, route d'Esch, L-1471 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 65477, as the auditor (*réviseurs d'entreprises*) of the Company;

**For  Against  Abstention**

15. Decision to appoint, with no delay, an auditor (*réviseurs d'entreprises*) of the Company, to be proposed to the Annual General Meeting by the Board of Directors, in the event of dismissal of PricewaterHouseCoopers pursuant to the previous item of the Agenda;

**For  Against  Abstention**

\*Please note that mandates of the current directors of the Company have been renewed and confirmed by the Company's general meeting of shareholders on 26 April 2010, until the ordinary general meeting concerning the approval of the annual accounts of the Company relating to the accounting year ending 31 December 2012. As such, the renewal of their mandate is not on the agenda of the Annual General Meeting, and the duration of mandates of the new candidates for the Company directors is proposed accordingly.

If amendments or new resolutions were to be presented, I irrevocably give power to the Attorney 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 Attorney:**

The Attorney may represent the Principal at the Annual General 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 General Meeting, vote in the name and on behalf of the Principal on any resolution submitted to said Annual General 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 Attorney 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.

**Important**

**This attendance and proxy form shall be sent no later than by noon on 22 April 2011, as described in the convening notice, to:**

ORCO PROPERTY GROUP  
42, RUE DE LA VALLEE  
L-2661 LUXEMBOURG  
Tel: + 352 26 47 67 1;  
Fax: + 352 26 47 67 67;  
email: [generalmeetings@orcogroup.com](mailto:generalmeetings@orcogroup.com)

**Any attendance and proxy form received after such deadline shall be disregarded.**

**If applicable, the present attendance and proxy form must be accompanied by a blocking certificate as further described in the convening notice.**

**Please send the attendance and proxy form and, if applicable, the blocking certificate by email or facsimile first and then the originals signed to the address stated above mentioning the date on which they have already been sent by email or facsimile.**

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 Annual General Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organisation of the Annual General 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....., 2011**

**Signature**

**Name:** .....

**Title / Represented by:** .....