



Société Anonyme

Registered office: 40, Parc d'Activités Capellen,
L-8308 Capellen
RCS Luxembourg B 44 996
(the « Company »)

Share Buy-Back Program of the Company

Introduction

ORCO PROPERTY GROUP, *Société Anonyme*, incorporated and existing under Luxembourg law, officially listed on the *Marché Euronext S.A.* in Paris, on the Budapest Market, on the Prague Market and on the Warsaw Market, is a real estate and hotel investor, promoter and manager in Central Europe (ISIN Code LU 0122624777).

In application of the EC/2004/109 Directive dated 15 December 2004, also known as the « Transparency » Directive and its transposition law dated 11 January 2008, of the EC/2003/6 Directive dated 28 January 2003, also known as the « Market Abuse » Directive and its transposition law dated 9 May 2006, and of European Regulation n° 2273/2003 dated 22 September 2003 taken in application of the « Market Abuse » Directive (the « European Regulation »), the purpose of the present note is to describe the objectives, finalities and modalities of the programme of redemption of its own shares implemented by the Company, as well as its estimated impact on the situation of its shareholders.

Synthesis of the operation's main characteristics

- Issuer:

Orco Property Group, a company officially listed on the Paris Euronext, Budapest, Prague and Warsaw markets.

Mnemonics: ORC

ISIN Code: LU 0122624777

FTSE Classification: 862-Real Estate Participation and Promotion

- Shares redemption programme

- Shares concerned: Orco Property Group shares (LU 0122624777).
- The maximum portion of the corporate capital whose redemption is authorised by the Company's General Meeting and proposed in this programme is in the amount of 10% of the capital of the Company.
- The maximum redemption price is set at forty euros (€ 40.-) per share.
- The minimum sales price is set at two euros (€ 2.-) per share.
- Programme's extent: 18 months ending on 26 October 2011.

I. - Date of the General Meeting of shareholders having authorised the programme

General Meeting of the shareholders of the Company held on 26 April 2010

II. - Legal framework

Those aspects relative to the share redemption programme are set forth in the provisions of the EC/2004/109 Directive dated 15 December 2004, also known as the « Transparency » Directive and its transposition law dated 11 January 2008, of the EC/2003/6 Directive dated 28 January 2003, also known as the « Market Abuse » Directive and its transposition law dated 9 May 2006, and of European Regulation n° 2273/2003 dated 22 September 2003.

The aspects relative to company law are for their part governed by the Luxembourg law dated 10 August 1915.

The redemption of shares is also set forth in Article 8 of the Articles of Association of the Company below:

" The Company may acquire its own shares, either on its own or through a person acting in its own name but for the account of the Company, subject to the following conditions:

1) the authorisation to acquire such shares is granted by the General Meeting, which shall set the modalities governing the purchases considered, and in particular the maximum number of shares to be acquired, the period for which the authorisation is granted, which may not exceed eighteen months, and in case of a purchase against valuable consideration, the minimum and maximum considerations;

2) the par value or, lacking any par value, the accounting par of the shares thus acquired, inclusive of the shares which the Company would have previously acquired and would hold in its portfolio, as well as any shares acquired by a person acting in its own name but for the account of the Company, may not in any case exceed 10 % of the subscribed corporate capital;

3) acquisitions may not have as their effect to lower the net corporate assets below the subscribed corporate capital plus such reserves either law or the Articles of Association bar from being distributed;

4) the operation may only bear on fully paid up shares.

The Board of Directors shall be bound to ensure that, at the time of any authorized acquisition, the conditions listed under items 2, 3 and 4 above be fully complied with.

Whenever the acquisition of its own shares is necessary to prevent any significant and imminent damage to the Company, the condition defined under item 1 above shall not apply. In such event, the next following General Meeting must be informed by the Board of Directors regarding the grounds and the objective of such acquisitions as may have been carried out, the number and par value, or lacking any par value, the accounting par of the acquired shares, the fraction of the subscribed corporate capital they represent, as well as the consideration paid for such shares.

The condition under item 1 above shall not apply where the shares are shares acquired either by the Company or by a person acting in its own name but for the account of the Company, for the purpose of being distributed to its own staff personnel.

The distribution of such shares must be carried out within twelve months of their acquisition.”

III. - Number of shares and portion of the capital held by the issuer as at 26 April 2010

As at 26 April 2010 the corporate capital of the issuer comprised 14,053,866 shares.

As at that date, the Company held 9761 equity shares representing 0.0695 % of the capital.

IV. - Objectives of the new redemption programme

Pursuant to the implementation of the European Regulation, the objectives of this Share Buy-Back Program are the capital reduction of the Company (in value or in number of shares), the conversion of bonds and/or warrants and other debt financial instruments exchangeable into equity instruments issued by the Company, the improvement of the balance sheet structure, stock options plans and employee share option programs or other allocations of shares to employees of the issuer or of an associate company, improvement of the shareholding value in order to have the flexibility to intervene in the market if necessary or to have the possibility to meet obligations arising from above.

The realisation of those different objectives must be carried out in abidance with regulations in force and taking into account those precisions provided by the four supervisory authorities at the places of listing regarding complementary market practices concerning the one or more liquidity contracts that could eventually be entered into with an investment services provider and the purchase for the purpose of conservation and later remittance to exchange or for payment within the framework of possible outside growth operations.

V. - Maximum portion of the capital, maximum number and characteristics of capital shares

The maximum portion of the capital which redemption is authorised by the General Meeting held on 26 April 2010 amounts to 10% of the Company's corporate capital, i.e., 1,405,386 shares as at the present date. Taking into account the number of shares already held by the Company as at 26 April 2010 (9,761 shares), the number of additional shares ORCO PROPERTY GROUP may redeem is 1,395,625 shares. That number may vary depending on issues, redemptions or sales of shares carried out by the Company.

As a consequence, the maximum which the Company is susceptible of paying out in the hypothesis of redemptions at a maximum price of forty euros (€ 40.-) such as determined by the General Meeting, would amount to fifty five million eight hundred and twenty five thousand euros (€ 55,825,000.-).

The Company undertakes to remain at all times within the limits regarding the direct or indirect holding of 10% of its corporate capital, in accordance with the provisions of Articles 49-2 and following of the Luxembourg law of 10 August 1915 on commercial companies, as subsequently amended.

The shares may be redeemed, resold or transferred by any means either on the market or by mutual agreement, including by way of the redemption of batches of shares that may reach the aggregate of the redemption programme. Such operations may be carried out at any time in abidance with stock exchange regulations in force.

VI. - Duration of the redemption programme

Eighteen months from the date of the General Meeting of the shareholders of the Company held on 26 April 2010, i.e., until 26 October 2011.

VII. - Result of the precedent programme (22 February 2008)

The General Meeting of shareholders held on 22 February 2008 authorised the Board of Directors to implement a shares redemption programme over a period of eighteen months, i.e., until 22 August 2009.

The tables below provide the detail of the operations carried out since the implementation of this redemption programme.

Tables – Synthetic declaration of operations carried out by the Issuer over its own shares from 22February 2008 to 26 April 2010:

Percentage of the self-held corporate capital both directly and indirectly as at 26 April 2010: 0.0695%

Number of shares cancelled along the past 26 months: 0

Number of shares (shares) held in portfolio as at 26 April 2010: 9,761

Market value of the portfolio as at 26 April 2010 (rate: € 7.90): 77,111.90

Gross accrued flows	Purchases	Sales
Number of shares (shares)	131,660	297,485
Average transaction rate	20.15	11.29
Amounts	2,652,851.89	3,358,687.01

The transactions carried within the framework of share redemption programmes are justified by the realisation of purchase or sale operations depending on the market situation such as set out in the objectives of the present program.