

# VOTING CERTIFICATE

The undersigned.....  
 .....

being the holder of ..... Warrant(s) registered under ISIN code: **LU0234878881** (the “**Warrants 2012**”), issued by ORCO PROPERTY GROUP (the “**Company**”), a *société anonyme*, established and having its registered office at 40, Parc d’Activités Capellen, L-8308 Capellen, registered with the Luxembourg Trade and Companies Register under the number B 44996,

1. wish to attend the General Meeting in person.

2. will not attend the general meeting of the holders of the Warrants 2012 to be held at the registered office of the Company on January 20, 2010 at 11:00 a.m. CET (the “**General Meeting**”), to discuss and to vote on the following agenda:

Item	Vote for	Vote against	Abstention
<p>1. Approval of the amendment of the terms and conditions of the Warrants 2012 in particular the exercise price, the exercise parity and the redemption conditions thereof.</p> <p>2. Approval of the amendment of the payment conditions of the exercise price of Warrants 2012 by the sale of Bonds 2010.</p> <p style="text-align: center;"><b><u>PROPOSED AMENDMENTS</u></b></p> <p><b>1. Amendment of the terms and conditions of the Warrants 2012 in particular the exercise price, the exercise parity and the redemption conditions thereof.</b></p> <p>As of the date of the Meeting, the current terms of the Warrants 2012 are the following:</p> <p style="padding-left: 20px;">(i) Exercise Price of the Warrants 2012:</p> <p>As of the date of the Meeting, pursuant to section 4.2.1.7.1 of the Prospectus, and as a result of previous adjustments made in accordance with the terms and conditions of the Warrants 2012, each Warrant 2012 entitles its holder to subscribe to 1.03 new Share (as defined in the Prospectus, the “<b>Exercise Parity</b>”) at the exercise price of €68.61 to be paid in cash (the “<b>Exercise Price</b>”).</p> <p style="padding-left: 20px;">(ii) The redemption of the Warrants 2012 at the Company’s option:</p> <p>As of the date of the Meeting, the first paragraph of the section 4.2.1.11.2.1 of the Prospectus provides that the Company may redeem all or part of the outstanding Warrants 2012, at its sole discretion, at any time from November 19, 2007 until November 18, 2012 at a unit price of € 0.01 provided that the average price (weighted for the volume of transactions of the Orco Property Group share on the Euronext Paris S.A. Eurolist market), of the ten stock exchange trading sessions preceding the publication of the early redemption announcement, of the products (1) of the closing prices of the Orco Property Group share on the Euronext Paris S.A. Eurolist Market and (2) of the Exercise Parity in force at each of these sessions exceeds 96.05€ (the “<b>Current Soft Call Price</b>”).</p> <p>The Meeting is invited to resolve to amend the current terms of the Warrants 2012 as follows:</p> <p style="padding-left: 20px;">(i) New Exercise Price and New Exercise Parity</p> <p>The Meeting is invited to resolve to amend the current terms of the Warrants 2012 under section 4.2.1.7.1 so as to read as follows:</p> <p><i>“Without prejudice to the provisions of paragraph 4.2.2.4 “Adjustment rules applicable in the occurrence of an event that has an effect on the underlying instrument”, (i) until February 15, 2010, one Redeemable Share Subscription Warrant shall carry the right to subscribe to 8.7 new shares in Orco Property Group (hereinafter the “Exercise Parity” applicable until February 15, 2010) subject to the payment of an exercise price of € 60.90 (hereinafter the “Exercise Price” applicable until February 15, 2009) to be paid in cash, simultaneously to the exercise of the Redeemable Share Subscription Warrants and (ii) from February 16, 2010, one Redeemable Share Subscription Warrant shall carry the right to subscribe to 1.03 new share in Orco Property Group (hereinafter the “Exercise Parity” applicable from February 16, 2010) subject to the payment of an exercise price of € 7.21 (hereinafter the “Exercise Price” applicable from February 16, 2010) to be paid in cash, simultaneously to</i></p>			

## VOTING CERTIFICATE

*the exercise of the Redeemable Share Subscription Warrants.*

(ii) The redemption of the Warrants 2012 at the Company's option:

The Meeting is invited to resolve to modify,

- i) until February 15, 2010, the Current Soft Call Price to € 87.00 for a first tranche of the Warrants 2012 (one third of the outstanding Warrants 2012), to € 130.50 for a second tranche of the Warrants 2012 (half of the outstanding Warrants 2012) and € 174.00 for a third and last tranche of the Warrants 2012 (all of the outstanding Warrants 2012) so as to allow the Company to redeem the outstanding Warrants 2012, at its sole discretion, at any time until February 15, 2010 at a unit price of € 0.01 provided that the average price (weighted for the volume of transactions of the Orco Property Group share on the Euronext Paris S.A. Eurolist market), of the ten stock exchange trading sessions preceding the publication of the early redemption announcement (as defined later in this paragraph), of the products (1) of the closing prices of the Orco Property Group share on the Euronext Paris S.A. Eurolist Market and (2) of the Exercise Parity in force at each of these sessions exceeds € 87.00 for the first tranche, € 130.50 for the second tranche and € 174.00 for the third and last tranche (the "New Soft Call Prices" applicable until February 15, 2010),
- ii) as from February 16, 2010, the Current Soft Call Price to € 10.30 for a first tranche of the Warrants 2012 (one third of the outstanding Warrants 2012), to € 15.45 for a second tranche of the Warrants 2012 (half of the outstanding Warrants 2012) and € 20.60 for a third and last tranche of the Warrants 2012 (all of the outstanding Warrants 2012) so as to allow the Company to redeem the outstanding Warrants 2012, at its sole discretion, at any time until November 18, 2012 at a unit price of € 0.01 provided that the average price (weighted for the volume of transactions of the Orco Property Group share on the Euronext Paris S.A. Eurolist market), of the ten stock exchange trading sessions preceding the publication of the early redemption announcement (as defined later in this paragraph), of the products (1) of the closing prices of the Orco Property Group share on the Euronext Paris S.A. Eurolist Market and (2) of the Exercise Parity in force at each of these sessions exceeds € 10.30 for the first tranche, € 15.45 for the second tranche and € 20.60 for the third and last tranche (the "New Soft Call Prices" applicable from February 16, 2010).

To reflect the foregoing it is proposed that the section 4.2.1.11.2.1 of the Prospectus be deleted and replaced by the following:

*"On giving notice (which shall be irrevocable) to the Holders of Redeemable Share Subscription Warrants, the Issuer may, at any time, until the end of the Exercise Period, redeem the outstanding Redeemable Share Subscription Warrants, by tranches, at a price of € 0.01 per Redeemable Share Subscription Warrant.*

*The first tranche shall be made up of one third of the outstanding Redeemable Share Subscription Warrants as of the date of the relevant notice of redemption to the Holders of Redeemable Share Subscription Warrants. The Issuer may proceed with the redemption of this first tranche provided that the average price (weighted for the volume of transactions of the Orco Property Group share on the Euronext Paris S.A. Eurolist market), of the ten stock exchange trading sessions preceding the publication of the early redemption announcement (as defined later in this paragraph), of the products (1) of the closing prices of the Orco Property Group share on the Euronext Paris S.A. Eurolist Market and (2) of the Exercise Parity in force at each of these sessions exceeds € 87.00 until February 15, 2010 and €10.30 as from February 16, 2010.*

*The second tranche shall be made up of half of the outstanding Redeemable Share Subscription Warrants as of the date of the relevant notice of redemption to the Holders of Redeemable Share Subscription Warrants. The Issuer may proceed with the redemption of this second tranche provided that the average price (weighted for the volume of transactions of the Orco Property Group share on the Euronext Paris S.A. Eurolist market), of the ten stock exchange trading sessions preceding the publication of the early redemption announcement (as defined later in this paragraph), of the products (1) of the closing prices of the Orco Property Group share on the Euronext Paris S.A. Eurolist Market and (2) of the Exercise Parity in force at each of these sessions exceeds € 130.50 until February 15, 2010 and €15.45 as from February 16, 2010.*

*The third tranche shall be made up of all of the outstanding Redeemable Share Subscription*

## VOTING CERTIFICATE

Warrants as of the date of the relevant notice of redemption to the Holders of Redeemable Share Subscription Warrants. The Issuer may proceed with the redemption of this third tranche provided that the average price (weighted for the volume of transactions of the Orco Property Group share on the Euronext Paris S.A. Eurolist market), of the ten stock exchange trading sessions preceding the publication of the early redemption announcement (as defined later in this paragraph), of the products (1) of the closing prices of the Orco Property Group share on the Euronext Paris S.A. Eurolist Market and (2) of the Exercise Parity in force at each of these sessions exceeds € 174.00 until February 15, 2010 and €20.60 as from February 16, 2010.

In the event that the Issuer redeems some of the Redeemable Share Subscription Warrants remaining in circulation, the number of Redeemable Share Subscription Warrants to be redeemed (hereinafter "**Number of Redeemable Share Subscription Warrants to be Redeemed**") shall amount, for each tranche of redemption to the number rounded down to the lowest whole number of Redeemable Share Subscription Warrants. One month prior to the partial early redemption date, the financial intermediaries shall establish the number of Redeemable Share Subscription Warrants which are to be redeemed early by applying the ratio of the Number of Redeemable Share Subscription Warrants to be Redeemed and the number of Redeemable Share Subscription Warrants remaining in circulation to the number of Redeemable Share Subscription Warrants appearing in each account, rounding off the result thus obtained to the next lowest whole number. Application will be made to admit these Redeemable Share Subscription Warrants to trading on the Euronext Paris S.A. Eurolist Market under a new ISIN code until their redemption date. The number of Redeemable Share Subscription Warrants which are not redeemed early shall be carried over, where applicable, to the third and last tranche.

A "**Stock Exchange Day**" shall mean a Working Day on which Euronext Paris S.A. provides quotation of shares other than a day on which the quotations cease before the normal closing time.

For the purpose of this paragraph, a "**Working Date**" is a day (other than a Saturday or Sunday) when the banks in Paris are open and when Euroclear France operates.

*Announcement to holders of Redeemable Share Subscription Warrants of the redemption of Redeemable Share Subscription Warrants*

The Company's decision to redeem Redeemable Share Subscription Warrants early shall be published in advance at least one month before the Redeemable Share Subscription Warrants redemption date in an announcement in a Luxembourg daily newspaper, a French national financial newspaper and in a Euronext Paris S.A. announcement (hereinafter, the "**Early Redemption Announcement**").

In the event that the Company redeems the Redeemable Share Subscription Warrants, Holders of the Redeemable Share Subscription Warrants may avoid such redemption by exercising their Redeemable Share Subscription Warrants until the date set for the redemption in accordance with the stipulations of Section 4.2.1.7.3. After this date, the Redeemable Share Subscription Warrants shall be redeemed by the Company and cancelled."

	<b>Vote for</b>	<b>Vote against</b>	<b>Abstention</b>
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### **2 .Amendment of the payment conditions of the exercise price of the Warrants 2012 by the sale of Bonds 2010.**

As of the date of the Meeting, pursuant to section 4.2.1.7.1 of the Prospectus, and as a result of previous adjustments made in accordance with the terms and conditions of the Warrants 2012, each Warrant 2012 entitles its holder to subscribe to 1.03 new Share (as defined in the Prospectus, the "**Exercise Parity**") at the exercise price of €68.61 to be paid in cash (the "**Exercise Price**"). However, for every 10 Warrants 2012 exercised, Warrant holders may pay for their subscription of €686.10 (10 x €68.61) by the sale to the Company of one Bond 2010 (as defined below) with a nominal value of €686.10 made due and payable to this effect at a price of €686.10.

The bonds issued by OPG and registered under ISIN code: FR0010249599 (the « **Bonds 2010** »).

The Meeting is invited to resolve to amend the current terms of the Warrants 2012 as follows:

Subject to a general meeting of the holders of the Bonds 2010 approving the amendment of the Section 4.1.8.1.3.2 of the Prospectus, such amendment pertaining to the terms and

## VOTING CERTIFICATE

conditions of the Bonds 2010, and subject to the general meeting of the holders of the Warrants 2012 having approved the above first resolution, the Meeting is invited to resolve to amend the current terms of the Warrants 2012 under section 4.2.1.7.1 so as to read as follows:

*“Without prejudice to the provisions of paragraph 4.2.2.4 “Adjustment rules applicable in the occurrence of an event that has an effect on the underlying instrument”, (i) until February 15, 2010, one Redeemable Share Subscription Warrant shall carry the right to subscribe to 8.7 new shares in Orco Property Group (hereinafter the “Exercise Parity”) subject to the payment of an exercise price of 60.90 € to be paid in cash, simultaneously to the exercise of the Redeemable Share Subscription Warrants, and (ii) as from February 16, 2010, one Redeemable Share Subscription Warrant shall carry the right to subscribe to 1.03 new share in Orco Property Group (hereinafter the “Exercise Parity”) subject to the payment of an exercise price of 7.21 € to be paid in cash, simultaneously to the exercise of the Redeemable Share Subscription Warrants.*

*However, for every N (as defined below) Redeemable Share Subscription Warrants exercised, bearers may pay for their subscription of A € (as defined below) by (i) the sale to the Company of 1 Bond with an initial nominal value of 686.10 € (see Section 4.1.8.1.3.2 “Early redemption at the option of the bearers exercising the Redeemable Share Subscription Warrants and payment by offset of the share subscription amount by exercise of the Redeemable Share Subscription Warrants”) made due and payable to this effect at a price equal to its outstanding principal amount as of the date of the sale (“ONV”) and (ii) the payment in cash of R € (as defined below),*

Where

*“N” means the number rounded up to the nearest whole number calculated by the following formula:*

$$ONV / K;$$

*“A” means the amount calculated by the following formula:*

$$N \times K ;$$

*“K” means the applicable Exercise Price as of the date of the exercise of such Redeemable Share Subscription Warrants ;*

*“R” means the amount calculated by the following formula:*

$$A - ONV. ”$$

and irrevocably gives power to \_\_\_\_\_ in his/her capacity as the chairman of the General Meeting (the “**Chairman**”), to vote in my name and as he deems fit on all resolutions on the entire agenda in addition to all amendments or new resolutions that would be validly presented to the General Meeting, unless a different proxy holder is named below:

.....  
 .....\*

\*Indicate the last name, first name and address of the proxy holder that you appoint if you do not wish to grant proxy to the Chairman of the General Meeting.

## VOTING CERTIFICATE

Any blank form will be considered as an irrevocable proxy to the Chairman of the General Meeting, to vote in the name and on behalf of the Warranholder 2012 and as he deems fit. Any lack of choice that is clearly expressed on the various voting instruction options provided above or any contradictory choice will be considered as a choice under option 1, with an irrevocable proxy to the Chairman of the General Meeting, to vote in the name and on behalf of the bondholder and as he deems fit.

Made on \_\_\_\_\_, at \_\_\_\_\_

For individual person

For legal entity

\_\_\_\_\_  
Name and first name

\_\_\_\_\_  
Company's name

\_\_\_\_\_  
Name of authorized signatories and title

### OBSERVATIONS

- a. The signatory is requested to accurately enter his name (in block capital letters) and his first name. In case of legal entities, the corporate denomination and registered office must be indicated as well as the name, first name, and authority of the signatory.
  - If the signatory is not a Warranholder 2012 (for example: a receiver, guardian, etc.), he must mention his name, first name and the capacity in which he signs the form.
  - b. A Warranholder 2012 can be represented by a proxy of his choice who does not need to be a Warranholder 2012.
  - c. By signing, I consent that the featured data are collected, processed and used for the purpose of the organization of the General Meeting and the voting on the resolutions. The Company is the controller. The data may be transmitted to entities involved in the organisation of the General Meeting. I have a right of access to, and the right to rectify, the data that concerns me. Data may be stored for thirty years.
  - d. Capitalized terms used herein and not otherwise defined shall have the meaning as defined in the convening notice including the proposed resolutions.
- This 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.