



Press Release

24 May 2012

Orco Property Group – Q1 2012 financial information and audited 2011 reports

POST ERRATUM

First Quarter financial highlights

- Quarter on quarter revenues stable at 33 Million
- Q1 operating result at EUR 7 Million
- Q1 net profit at EUR 3 Million vs. a net loss of 4 Million
- Expected full year revenues between EUR 160 and 180 Million
- Post bonds' restructuring NAV estimated at EUR 5.8 per share and LTV at 56%

Key recent achievements:

- Sale of Radio Free Europe Building in Prague for USD 80 Million in cash, USD 2 Million in concessions, plus a USD 12 Million note convertible into a 20% stake in the parent company of the entity acquiring the building.
- Initiation of Bubny Master Plan Change passed unanimously by Prague City Council on 22 May 2012, a major step in the process of obtaining a new master plan for the whole Bubny development area by the end of 2013.
- OG deleverage executed with 85% of bonds or EUR 109 Million that have been equitized through the issue of 18 million new OPG shares (repayment of the first tranche of the OCA convertible).
- OPG deleverage in process:
 - All bondholders General Assemblies approved the bond restructuring at overwhelming majorities (April and May 2012).
 - Approval by the Tribunal de Commerce de Paris on 21 May 2012 to modify the Safeguard plan following the proposed bonds' restructuring.

- The conversion of OPG bonds and remaining OCA into OPG shares and the issuance of new OPG notes shall occur following approval by OPG Shareholders end of June. Listing of the new OPG shares shall follow CSSF approval of prospectus.
- OG's subsidiary GSG and its financing bank have signed a standstill agreement until 15 June 2012 which defers the repayment obligation related to the remaining EUR 286 Million financing for GSG portfolio after partial repayments in March, April and May 2012. Such extension together with OG deleverage will allow the Group to further advance in its refinancing process.
- Closing over Q1 2012 of EUR 18 Million asset sales at 12% on average above prior DTZ value for net proceeds of EUR 7 million.

Message from the management:

Jean-François OTT, President and CEO of ORCO declares :

“The past few months have seen a turning point for Orco, which has now successfully restructured its balance sheet with the equitization of more than EUR 600 Million of corporate liabilities, including the write-off of all OG corporate bonds, and reducing our Global LTV to 56%. When considering recent asset sales, or the upside potential of our portfolio, our NAV per share, currently at EUR 5.8 post restructuring, looks conservative.

Deleveraging and elimination of liquidity risks provide us with the opportunity to turnaround Orco and launch a new chapter of value creation. Our strategy for 2012 and onwards is to remain focused on commercial properties in our core markets – Berlin, Prague, Warsaw and Budapest. Our yielding rental commercial portfolio has in my view a huge leasing upside, and will drive revenues through active asset management and leasing take up. We will keep developing or investing in mixed used projects – in Berlin (Gebauer or GSG), in Prague (Bubenska) or in Budapest (Szervita) for example. We will continue to crystalize value creation through selective assets sale.

Orco manages EUR 2.0 Billion of real estate assets including Endurance, with 1.1 Million sqm of commercial properties. We have a strong 20-year track record of pre-leasing to develop and more than 1.0 Million sqm in our pipeline in our 4 core cities. I am convinced more than ever that Orco is a great investment and our progress will ultimately be reflected in our share price over 2012.”

For a full version of Jean-François OTT message, please refer to the 2011 Management Report, chapter 1.

Bonds' restructuring and share capital:

The two main remaining steps for the finalization of the bonds' restructuring are now the drafting of the different securities notes that need to be issued after approval by the CSSF (for the listing of the new Company shares, the new OG shares and for the public exchange offer into the New Notes for the remaining OG and OPG bonds) and the holding of the OPG shareholders' general assembly to be convened by the end of June to approve the issuance of the new shares in consideration for the OPG bonds. The issuance of the new OPG shares in consideration of the OG bonds is made under the authorized capital.

The OPG bonds that would not be presented to the public exchange offer into new notes (10% of the OPG bonds and 15% of the OG bonds) will continue to be repaid under the initial Safeguard repayment schedule.

OPG issued on 14 May 2012, 18,361,540 new ordinary shares as a first payment on the Obligations Convertibles en Actions (ISIN XS0741974009) issued by OPG on 9 May 2012 against the contribution of approximately 84.5% of the Orco Germany bonds. OPG's share capital has increased from EUR 69,920,850.60 represented by 17,053,866 shares to EUR 145,203,164.60 represented by 35,415,406 shares. The new shares are temporarily registered under ISIN code LU0772552906 and cannot be publicly traded until a prospectus has been approved by the CSSF.

Once the implementation of the Joint Agreement is complete, OPG's share capital will increase from approximately 17 million shares, prior to the first restructuring step, to 35 million shares as of the date of publication of this report, to approximately 108 million shares, and the only Group bond debt will be at the OPG level for an amount of EUR 75 million. Total OPG corporate liabilities will be EUR 94 million while OG should be completely deleveraged.

Based on December 2011 audited figures and with an assumption of 100% participation in the New Notes offer, OPG's NAV will then be an estimated EUR 5.8 per share.

Taking into account the contemplated bonds' restructuring, the Q1 2012 interest expenses would have reached EUR 11.5 Million, with a maximum of EUR 1.7 Million New Notes interest on a quarterly basis, compared to the EUR 20.3 Million actually recognized in the profit and loss statement.

The restructuring of OPG and OG bonds, besides ensuring the going concern of the Group, allows the Group to lower its LTV to approximately 56% and provides the platform for the Group to maximize the potential value of its portfolio.

Audited financial information for the year ended 31 December 2011:

The Board of Directors approved in its meeting of 23 May 2012 the final audited consolidated and statutory financial information. The management report with a detailed operational analysis of the Group assets and activities together with the IFRS financial statements are now available on www.orcogroup.com. The major changes with the estimated unaudited figures published on 28 March 2012 are summarized in the following tables:

	12 months 2011 Audited	12 months 2011 Publication 28th of March	Changes
Revenue	157,602	157,602	-
Operating income	31,984	32,014	(29)
Operating expenses	(149,641)	(149,216)	(425)
Operating result	39,945	40,400	(455)
Financial result	(87,053)	(77,201)	(9,852)
Profit/(loss) before income taxes	(47,108)	(36,801)	(10,307)
Income taxes	(5,455)	(6,077)	622
Profit from continuing operations	(52,563)	(42,878)	(9,685)
Profit after tax from discontinued operations	1,105	1,105	0
Net profit / (loss) for the period	(51,458)	(41,773)	(9,685)
Total profit/(loss) attributable to:			
Non controlling interests	1,799	1,753	45
Owners of the Company	(53,257)	(43,526)	(9,730)

Two major adjustments with a material impact on the net result are to be reported:

- Impairment on the Fillion investment by lack of adequate documentation from the Fillion company in Moscow although post-closing in May 2012 the Company agreed to share swap its 10% stake in Fillion against a stake in the top holding for a net equity value of USD 30 Million.
- Change of acquisition cost of Endurance Fund units from MSREI: this has an impact on the P&L revaluation but no impact on the balance sheet, NAV or equity as the securities were recorded at their fair value as of December 2011.

The equity variation resulting from the Fillion impairment, and likely to be reversed in 2012 based on the share swap agreement, is the major explanation of the EPRA NAV variation: EUR 22.40 per share against 22.62 as published in the 28th of March which represents a decrease by 1%.

The EUR -0.5 Million on current assets are related to the impairment calculation on the Mostecka project.

	31 December 2011 Audited	31 December 2011 Publication 28th of March	Changes
NON-CURRENT ASSETS	1,190,417	1,194,992	(4,575)
Intangible and tangible assets	1,076,964	1,076,964	-
Financial assets at fair value through profit or loss	46,787	40,741	6,046
Non current loans and receivables	66,666	77,265	(10,598)
Deferred tax assets	0	22	(22)
CURRENT ASSETS	511,956	512,284	(328)
Inventories	382,279	382,807	(528)
Other current assets	129,677	129,477	200
TOTAL ASSETS	1,702,373	1,707,276	(4,903)
EQUITY	275,199	279,341	(4,142)
LIABILITIES	1,427,174	1,427,934	(760)
Non-current liabilities	509,439	510,057	(618)
<i>o/w Deferred tax liabilities</i>	92,508	93,126	(618)
Current liabilities	917,735	917,877	(142)
TOTAL EQUITY & LIABILITIES	1,702,373	1,707,275	(4,902)

I. Unaudited Profit and Loss Statement

For comparability reasons, the comments in this press release will refer to the 2011 pro forma income statement.

	3 months 2012	3 months 2011 Pro forma*	3 months 2011
Revenue	32,626	33,212	39,146
<i>Sale of goods</i>	5,710	7,174	7,174
<i>Rent</i>	17,684	16,988	22,909
<i>Hotels, Extended Stay & Restaurants</i>	3,088	3,054	3,054
<i>Services</i>	6,145	5,996	6,009
Net gain / (loss) from fair value adjustments on investment property	(412)	0	0
Other operating income	1,314	519	514
Net result on disposal of assets	2,208	434	433
Cost of goods sold	(5,368)	(7,009)	(6,866)
Employee benefits	(6,372)	(6,681)	(10,171)
Amortisation, impairments and provisions	(697)	(884)	(1,220)
Other operating expenses	(16,028)	(15,463)	(16,425)
Operating result	7,271	4,128	5,411
Interest expenses	(20,331)	(20,077)	(20,441)
Interest income	809	775	1,336
Foreign exchange result	12,055	7,309	7,038
Other net financial results	2,658	5,497	5,516
Financial result	(4,809)	(6,497)	(6,551)
Profit/(loss) before income taxes	2,462	(2,367)	(1,140)
Income taxes	(774)	(1,570)	(1,981)
Profit from continuing operations	1,688	(3,937)	(3,121)
Profit / (loss) after tax from discontinued operations	-	816	-
Net profit / (loss) for the period	1,688	(3,122)	(3,121)
Total profit/(loss) attributable to:			
Non controlling interests	(1,146)	1,252	1,252
Owners of the Company	2,834	(4,374)	(4,373)

(*) 'Pro forma' is the 2011 Income Statement for 3 months with an amended presentation of its contribution of the Russian assets classified as a discontinued operation. The net impact of the pro forma 2011 is now presented on the line "Profit / (loss) after tax from discontinued operations. The Russian assets sale has been completed the 14th of October 2011.

Quarter on quarter, Q1 revenue is stable at EUR 32.6 Million compared to EUR 33.2 Million as a result of a decrease in development revenues partially compensated by an increase in Property Investments revenues. Operating result excluding net result on disposal of assets and net gain from fair value adjustments on investment property increased by EUR 1.7 Million. Financial results are strongly impacted by a gain of EUR 12.1 million from foreign exchange differences mainly due to the drop of the Hungarian Forint and the Polish Zloty against the Euro, and interest expenses that include EUR 10.5 Million of interest on to be restructured bonds (which pro forma would turn into EUR 1.7 Million of interest post restructuring).

A. Revenue by segment

In EUR Thousand	Development	Property Investments	Total
	Revenue 2012	7,312	25,316
Revenue 2011 Pro forma	9,070	24,148	33,217
Variation	(1,758)	1,168	(589)

a. Property Investments

Year-on-year, Property Investments revenue increased by EUR 1.2 Million, reaching EUR 25.3 Million.

- Commercial rental portfolio

Rental revenue increased year-on-year by EUR 1.0 Million mainly due to the increased occupancy in GSG commercial spaces (EUR 0.4 Million) and the recognition of the first revenue of Budapest Stock Exchange with the partial opening of the ground floor area (EUR 0.3 Million).

In Q1 2012, the rental activity demonstrates a continuous improvement of the operational performance. Quarter-on-quarter, occupancy rate improved by 130 bps thanks to significant letting progress made on the GSG portfolio (headline rents EUR 5.1 / SQM in Q1 2012 vs EUR 5.01 / SQM as of December 2012) and, in the Czech republic, on the logistic asset of Stribro (net take up of 6,155 sqm).

On a Year-on-Year basis, the occupancy rate increased steadily on all the parts of the portfolio. In Germany, GSG demonstrates an increase of 210bps of its occupancy to 78% despite the disposal in Q1 2012 of the assets BergfriedStr. and Kufurstenstr. 13-14 let at a 82% occupancy rate on average. Average rent on GSG increase slightly while the Group is pursuing its efforts to rent assets location in more challenging leasable area. GSG headline rent significantly increased over the past 12 months (EUR 5.10 / SQM in Q1 2012 vs EUR 4.89 / SQM in Q1 2011)

Portfolio per Country	GLA (SQM)			Occupancy (%)			Average Rent EUR/SQM		
	March 2012*	December 2011*	March 2011*	March 2012*	December 2011*	March 2011*	March 2012*	December 2011*	March 2011*
Prague, Czech Republic*	151,249	151,249	151,555	83.2%	77.8%	74.6%	7.39	7.27	7.04
Budapest, Hungary**	29,462	29,598	29,598	15.3%	15.3%	9.2%	14.66	13.58	19.91
Warsaw, Poland	36,598	36,630	36,630	94.9%	94.9%	77.1%	3.02	2.81	3.22
Bratislava, Slovakia	8,220	8,220	8,220	44.3%	40.6%	28.8%	6.74	6.60	8.31
Capellen, Luxembourg	7,744	7,744	7,744	85.9%	85.9%	85.9%	22.34	22.29	22.58
GSG - Berlin, Germany	806,872	815,132	815,441	78.4%	77.8%	76.3%	4.62	4.69	4.59
Germany (other than GSG)	32,372	35,720	40,319	88.4%	84.7%	81.5%	9.05	8.89	9.27
Portfolio Data	1,072,517	1,084,293	1,089,507	78.0%	76.7%	74.2%	5.33	5.33	5.29

In Central Europe, the operational performance of the portfolio is improving. In Prague, the main drivers are Na Porici now let at 72% (vs 60% in Q1 2011), and Stribro (55% vs 38% in Q1 2011). In Bubenska, the Group is currently planning the re development of the asset to take advantage of the full potential GLA of 30,549 sqm. Meanwhile, the asset is let with short term leases. The Group completed the sale of the mature asset of Radio Free Europe (let at 100%) in Q2 2012. In Slovakia, the Group is pursuing its strategy of filling up with minimum capital expense the retail center of Dunaj (44.3% vs 28.8% in Q1 2011) awaiting

redevelopment in the mid term. In Budapest, the Paris Department Store is the main driver of the increase of occupancy (66% vs 39% in Q1 2011). The Group is actively working on the marketing of the Vaci 188 office building which remains fully vacant, and on the Szervita Complex after light refurbishment.

The new retail center Vaci 1 in Budapest attracts tangible interests from potential tenant attracted by the prime location of the assets and the unique features, despite the current risk averse mood of the Hungarian retailers. Current tenants located at the ground floor enjoy very significant footfall. As of the 1 January 2012, the asset is now part of the rental portfolio. For purpose of comparability, it will be included in the occupancy figures of the portfolio of asset in Hungary at the closing of June 2012.

- Hospitality

The increase in Revpar for by 5.3% led to a total revenue increase of 3.8% to approximately EUR 6 Million (EUR 3.5 Million in the Group's consolidated income statement). Thanks to the strong cost containment plan in place, the net operating profit at EUR 1.0 million increased by 15.3% compared to last year (EUR 0.9 million in Q1 2011). The activity over Q1 2011 continued to demonstrate the performance of our portfolio despite mixed market situations in the CEE region. As for the Suncani Hvar portfolio in Croatia, the season has not yet started; revenue prospects look positive.

b. Development

- Commercial

Quarter on quarter, commercial revenue slightly decreased to EUR 2.0 Million from EUR 2.4 million over the same period in 2011; mainly upon the sale of noncore assets in Germany and the Czech Republic over 2011.

In Germany, the Group is improving the operating performance of Sky Office. The occupancy rate is now at 88% with fit out work relating to new tenants being currently processed. The Group is actively working on the sale of the asset with a target for signature by end June 2012.

In Prague, the master plan change on Bubny has reached a key mile stone with the unanimous vote by the Prague City Council on 22 May 2012. The new master plan for the whole Bubny development area is expected to be valid by the end of 2013. The demolition work for the shopping mall area is completed since Q3 2011. The final closing of the Unibail Rodamco Joint Venture is expected for Q3 2012 after completion of final administrative formalities.

- Residential

Residential development sales have decreased by EUR 1.4 million to EUR 5.3 Million over the first quarter 2011, particularly in the Czech Republic mainly as a result of decreased inventories. 31 units have been delivered in the first three months of 2012 compared to 38 over the same period in 2011. The Group's repositioning from mass development to specific opportunistic developments led to a reduced number of new projects launched in the year 2010 and 2011.

In Q1 2012, the Group successfully started the pre-sales of the project Mezihori in Prague. The construction of the seven stories building comprising 142 residential units started in May 2012 in the area of Palmovka, Prague 8. As of May 2012, 24% of the project is pre-sold and the financing is secured. For projects under construction, which include Zlota 44 in Warsaw, Benice 1 and Mezihori, total backlog amounts to 437 units of which 87 are covered by future purchase or reservation contracts.

As to completed projects, the total backlog is made of 164 completed residential units, for total expected sales of EUR 27.9 Million with a remaining bank debt of EUR 2.2 Million. 33 of the completed units are covered by a future purchase or a reservation contract.

In Warsaw, 40% of the façade of Zlota 44 is now finished and completion of the construction is scheduled in mid-2013. Opening of the first show apartment is to be ready in June to draw visits of potential clients and international journalists visiting during EURO 2012.

B. Operating expenses

Operating expenses include the items “Employee benefits” and “Other operating expenses” of the income statement and amount to EUR 22.4 Million as of March 2012, slightly increased by EUR 0.3 Million compared to March 2011.

The changes result mainly from contradictory evolutions as an increase of EUR 0.4 Million for Hvar (resulting from an improved accruals accounting) and EUR 0.3 Million for GSG (lower than rental and service charges revenue increases) partially compensated by Sky Office for EUR 0.2 Million. Overheads, as service companies operating expenses, remained constant.

C. Adjusted EBITDA

The adjusted EBITDA amounts to EUR 6.2 million at the end of the first quarter of 2012 compared to EUR 4.0 million in 2011.

In the Property Investments business line, the increase of EUR 3.5 million results from a higher level of occupancy, an improvement of the rental revenue and contained operational costs both in Services and Rental activities.

In the development business line, the decrease by EUR 1.3 million to EUR -1.9 million as of end of March is mainly related to the lower revenue in the number of residential units sold recognized in P&L.

	Development	Property Investments	TOTAL
Operating Result 2012	727	6,544	7,271
Net gain or loss from fair value adjustments on investment property	(27)	439	412
Amortisation, impairments and provisions	(563)	1,260	697
Net result on disposal of assets	(2,056)	(152)	(2,208)
Adjusted EBITDA 2012	(1,919)	8,092	6,173
Adjusted EBITDA 2011 - Pro Forma	(605)	4,609	4,004
Variation YoY	(1,314)	3,483	2,169

Adjusted EBITDA is the recurring operational cash result calculated by deduction from the operating result of non-cash items and non-recurring items (Net gain or loss on fair value adjustments – Amortisation, impairments and provisions – Net gain or loss on the sale of abandoned developments – Net gain or loss on disposal of assets) and the net results on sale of assets or subsidiaries.

D. Net gain or loss on the sale of assets

During the first three months of 2012, EUR 17.7 Million in asset sales have been recognized in the income statement, mainly in Berlin with small assets for EUR 13.1 Million, the Przy Parku plot in Poland for EUR 2.5 Million and Pivovar Vrchlabi in the Czech Republic for EUR 2.1 Million: These sales, executed at prices exceeding prior DTZ value on average by 12%, generated net accounting profit of EUR 2.2 Million and a net cash inflow of EUR 6.5 Million.

E. Financial Result

Interests

In Q1 interest expense amounted to EUR 20.3 Million and slightly increased (EUR 0.3 Million) compared to last year over the same period. Excluding the interests on bonds amounting to EUR 10.5 Million in Q1 2012 versus EUR 8.8 Million in Q1 2011 the interests expenses improved by EUR 1.5 Million.

Net interest expense for the first 3 months of 2012 amounts to EUR 19.5 Million compared to total Adjusted EBITDA of EUR 6.2 Million:

- Bank loan interest on rental properties amounts to EUR 6.7 Million compared to an adjusted EBITDA contribution of EUR 7.3 Million mostly driven by GSG and assets with improving performance such as Hradcanska.
- Bank loan interest on development projects at EUR 1.5 Million compared to an adjusted EBITDA contribution of -EUR 1.9 Million
- Bank loan interest on hospitality properties amounts to EUR 1.5 Million compared to an adjusted EBITDA contribution of -EUR 1.1 Million.
- Interest income amounts to EUR 0.8 Million.

Taking into account the current bonds' restructuring, the interest expenses would have reached EUR 11.5 Million, with a maximum of EUR 1.7 Million on a quarterly basis. Over the whole year 2011, the bonds interests amounted to EUR 38.1 Million compared to a post restructuring bond interests amount of EUR 6.8 Million or a reduction of EUR 31.3 Million.

Foreign exchange differences:

In Q1 2012, most Central Europe currencies strengthened against the Euro resulting in a EUR 12.1 Million gain compared to a gain of EUR 7.3 Million in Q1 2011. These positive foreign exchange differences mainly arise on CEE financing liabilities which are usually in Euros and USD, while the operational currency of the local company is the local currency. The main contributors are Hungarian assets with a net gain of EUR 6.2 Million of which Vaci (+EUR 2.3 Million) and Paris Department Sore (+0.9 Million), the building Radio Free Europe (+ EUR 2.7 Million) and Polish assets (+EUR 2.2 Million) of which Marki (+EUR 0.7 Million)

Other net financial results:

Other net financial results for Q1 2012 of EUR 2.7 Million are essentially related to changes in the fair value of interest derivative instruments in the amount of EUR 3.7 Million mainly as a result of elapsing time. This decrease is compensated by the absence this year of transactions related to own bonds recognized last year in liabilities at amortized cost with the difference reported under Other net financial results.

	1st quarter 2012	1st quarter 2011 Pro forma	1st quarter 2011
Change in carrying value of liabilities at amortised cost	-	(287)	(268)
Change in fair value and realised result on derivative instruments	2,972	6,718	6,718
Change in fair value and realised result on other financial assets	(134)	(247)	(247)
Other net finance gains or losses	(180)	(687)	(687)
Total	2,658	5,497	5,516

II. Unaudited consolidated interim balance sheet

in EUR Thousand		
ASSETS		
	31 March 2012	31 December 2011
NON-CURRENT ASSETS	1,136,969	1,190,417
Intangible assets	47,313	47,783
Investment property	816,071	872,316
Property, plant and equipment	159,053	156,865
Hotels and owner occupied buildings	144,709	142,659
Fixtures and fittings	13,932	14,206
Financial assets at fair value through profit or loss	47,321	46,787
Non current loans and receivables	67,101	66,666
Deferred tax assets	110	0
CURRENT ASSETS	576,572	511,956
Inventories	399,278	382,279
Trade receivables	32,510	36,145
Other current assets	32,723	32,279
Current financial assets	484	29
Cash and cash equivalents	35,060	37,095
Assets held for sale	76,517	24,129
TOTAL	1,713,541	1,702,373
EQUITY & LIABILITIES		
	31 March 2012	31 December 2011
EQUITY	284,887	275,199
Equity attributable to owners of the Company	274,198	263,195
Non controlling interests	10,689	12,004
LIABILITIES	1,428,654	1,427,174
Non-current liabilities	491,306	509,439
Bonds	172,502	163,380
Financial debts	212,672	239,225
Provisions & other long term liabilities	12,890	14,326
Derivative instruments	0	0
Deferred tax liabilities	93,242	92,508
Current liabilities	937,348	917,735
Current bonds	121,030	119,923
Financial debts	617,868	620,835
Trade payables	14,443	16,366
Advance payments	35,416	35,250
Derivative instruments	31,915	41,153
Other current liabilities	68,611	68,316
Liabilities linked to assets held for sale	48,065	15,892
TOTAL	1,713,541	1,702,373

III. Outlook :

Over 2012, the Group expects to achieve revenues between EUR 160 Million and EUR 180 Million excluding the potential sale of the Sky Office building in Düsseldorf, which the Group intends to close in the coming months.

**For more information, visit our
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