



Société anonyme (joint stock company)
Registered Office: 48, boulevard Grande-Duchesse Charlotte L-1330, Luxembourg
Registration number Luxembourg B 44996

SUPPLEMENT DATED 23 MAY 2006 TO THE PROSPECTUS DATED 17 MAY 2006

Issue of a convertible Bond in a nominal amount of € 149 999 928 without preferential subscription rights.

A request to approve the Supplement has been filed with the de la *Commission de Surveillance du Secteur Financier* in Luxembourg (the « CSSF », or Financial Sector Supervisory Authority) as the relevant authority (the « Relevant Authority ») in accordance with the law of 10 July 2005 concerning Prospectuses for securities.

The *Commission de Surveillance du Secteur Financier*, which is the Relevant Authority in Luxembourg as set down by the Prospectus Directive, must provide the “Autorité des marchés financiers” (AMF) a certificate of approval declaring that the Supplement has been drawn up in accordance with the Prospectus Directive.

May 23nd 2006

This Supplement to the Prospectus must be read together with the Securities Note, the Summary both dated 17 May 2006 and the Registration Document dated 14 November 2005 which constitute a Prospectus for the purposes of the Directive 2003/71/EC.

Copies of the Registration Document, the Summary, the Securities Note and this Supplement to the Prospectus are available free of charge from:

- Orco Property Group, registered at 48, boulevard Grande-Duchesse Charlotte, L-1330, Luxembourg
Telephone number: 00 352 26 47 671
Email: lferoi@orcogroup.com
Email: bfritsch@orcogroup.com

The documents can also be viewed on the Luxembourg Stock Exchange website (www.bourse.lu) and Orco Property Group website (www.orcogroup.com).

Certifications of persons responsible for the prospectus

After taking all reasonable measures to this effect, we certify that to our knowledge all data in this Supplement is realistic. The data includes all the information needed by investors to form an opinion on the assets, business and financial position, profit and outlook of Orco Property Group and its subsidiaries as well as the rights attached to the securities offered. There are no omissions that would alter the scope.

Executed in Luxembourg,

Luc Leroi
Director

Arnaud Bricout.
Director

Amendments

A. The Issuer decided to reduce the amount of the issue to 149 999 928 EUR represented by 1 086 956 bonds of 138 EUR. The issue price is set at 138 EUR.

B. The Issuer decided to adapt the section 4.1.8.1.3.2. due to the new issue price:

4.1.8.1.3.2. Early redemption in case of change of control

In case of change of control the bondholders are entitled to make a decision among the following scenarios:

- The bondholder may keep its bonds which will become convertible in the new shares with a new ratio defined as the ratio applicable to the take over bid (TOB) on the Issuer or,
- The bondholder may request the redemption of the bonds with a premium above par granting them an IRR of 5,65 %, 60 days after the issue date of a Notice by the Issuer, or
- The bondholder may request a payment in cash at a price per bond defined:
Conversion ratio applicable to the bond the day before the TOB multiplied by the price of the Issuer's share in the TOB increased by a compensation premium corresponding to the average price over the last 30 trading days of the convertible bond minus the average share price of the Issue over the last 30 trading days multiplied by the conversion ratio applicable the day before the TOB or,
- The bondholders will have the right during a period of 60 days starting from the delivery date of a Notice by the Issuer to benefit from a new conversion price depending on the date on which the change in control occurs:

	Conversion price
Until 1 st June 2007	95,20
2/6/2007 – 1/6/2008	101,28
2/6/2008 – 1/6/2009	107,74
2/6/2009 – 1/6/2010	114,63
2/6/2010 – 1/6/2011	121,93
2/6/2011 – 1/6/2012	129,72
> 1/6/2012	138

C. The Issuer also decided also complete section 4.2.1. Conversion of the Bond as follows:

4.2.1. One Bond shall carry the right to receive one new share in Orco Property Group. Conversion can be requested from the issue date until 15 May 2013.

4.2.1.1 Adjustment of conversion ratio for exceptional dividend payment

In case of payment of a dividend being qualified by the Board of Directors as an exceptional dividend, the conversion ratio will be adjusted by applying the following formula:

$$E' = E \times (M/(M-F))$$

E' = adjusted conversion ratio

E = applicable ratio before the exceptional dividend payment

M = VWAP on the shares during the relevant fiscal year the exceptional dividend relates to

F = exceptional dividend amount

The total amount of the dividends for one fiscal year may not be higher than 50 % of the net consolidated profit.

4.2.1.2 Adjustment of conversion ratio according to dividend payments

In case that prior to 31st May 2013 or any earlier date of redemption, the Issuer distributes to its shareholders with respect to any of its fiscal years (that is, charged or provided for in the accounts for such fiscal year) an aggregate amount of Dividends (as defined below) on its Shares which results, on a per share basis, in such aggregate of Dividends exceeding 5 %

of the VWAP on the shares during the relevant fiscal year the dividends relate to, the aggregate amount of Dividends shall be an Extraordinary Dividend or **EDY**, the Exchange Price shall as from the Distribution record Date (as defined below) for the Dividend giving rise to an adjustment under this section 4.2.1.2, be multiplied by the figure calculated by applying the following formula:

$$1 - \mathbf{EDY} + \mathbf{NDY}$$

Where

NDY or Normal Dividend yield is the dividend yield in the fiscal year which preceded the distribution or distributions, giving rise to the application of this section 4.2.1.2 (such dividend yield calculated on the VWAP of shares during such fiscal year on the Euronext Paris stock exchange).

Dividend means the gross dividend amount expressed in EUR as decided by the Board of Directors for distribution.