

ATTENDANCE AND PROXY FORM

<p>For the sole general Meeting (the « Meeting ») of the bondholders of :</p> <p style="text-align: center;"><u>ORCO Property Group</u></p> <p style="text-align: center;">société anonyme having its registered seat at 40, Parc d'Activités Capellen, L-8303 Capellen, Luxembourg, RCS Luxembourg Number B44996</p> <p style="text-align: center;">(the « Company »)</p> <p>to be held on 24 September 2009, at 11 a.m. (Paris time)</p> <p>at the Paris Commercial Court, 1, quai de Corse, Salle 7, 75004 Paris, France,</p> <p>Bonds with redeemable warrants issued on 18 November 2005 for an aggregate nominal value of EUR 50,272,605.30 and due on 2010 (ISIN: FR0010249599)</p> <p>Floating bonds issued on 3 February 2006 for an aggregate nominal value of CZK 1,500,000,000.- and due on 2011 (ISIN: CZ0000000195)</p> <p>Convertible bonds issued on 30 June 2005 for an aggregate nominal value of EUR 24,169,193.39 and due on 2012 (ISIN: XS0223586420)</p> <p>Convertible bonds issued on 1 June 2006 for an aggregate nominal value of EUR 199,999,950.- and due on 2013 (ISIN: FR0010333302)</p> <p>Bonds with redeemable warrants issued on 28 March 2007 for an aggregate nominal value of EUR 175,000,461.60 and due on 2014 (ISIN: XS0291838992), including those bonds being part of "units" listed under ISIN XS0291840626,</p> <p>(the "Bonds")</p>	<p><u>Owner of (state number of Bonds, in figures and letters):</u></p> <hr/> <p><u>bonds (ISIN : FR0010249599) Orco Property Group :</u></p> <hr/> <p><u>bonds (ISIN : CZ0000000195) Orco Property Group :</u></p> <hr/> <p><u>bonds (ISIN : XS0223586420) Orco Property Group :</u></p> <hr/> <p><u>bonds (ISIN : FR0010333302) Orco Property Group :</u></p> <hr/> <p><u>bonds (ISIN : XS0291838992) Orco Property Group :</u></p> <hr/> <p><u>bonds (ISIN : XS0291840626) Orco Property Group :</u></p>
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<p>Bondholder identification:</p> <p>The undersigned (the "Principal"),</p> <p>Name:</p> <p>Contact details:</p> <p>- Address:</p> <p>- E-mail address: Telephone number:</p>	
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Choose one of the 2 options and tick the corresponding box, then date and sign below:

<input type="checkbox"/> 1.	I, as Principal, wish to attend the Meeting.
<input type="checkbox"/> 2.	<p>I, as Principal, will not attend the Meeting. I empower an agent present at the Meeting (the "Agent"), to vote in my name and on my behalf to his entire discretion all the resolutions of all the items of the agenda.</p> <p>(a</p> <p>.....</p> <p>(a) Indicate the last name, first name, address, e-mail address and telephone number of the proxy holder whom you appoint.</p>

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Powers of the Agent:

The Agent may represent the Principal at the Meeting for the purpose of resolving on the agenda, vote in the name and on behalf of the Principal on any resolution submitted to the Meeting, sign any documents, delegate under his own responsibility the present proxy to another representative and, in general, do whatever seems appropriate or useful to the implementation and the execution of the present proxy.

For the purpose of the foregoing, the Agent may, in the name and on behalf of the Principal, sign all minutes, elect domicile, do and perform such other acts or things as may be required for the carrying out of this proxy, promising ratification.

Important

For bonds held through a clearing system, the present proxy must be accompanied by any document describing evidence of the holding of Bonds as further described in the convening notice. Bondholders are invited to provide Maître Laurent Le Guernevé, as court-appointed administrator of the Company, (address: 41 rue du Four - 75006 Paris; fax: 01 45 44 95 19, email: scpaj@41ruedufour.fr) with evidence of their holding of Bonds before 21 September 2009.

By signing this proxy, the Principal hereby consents that the featured data are collected, processed and used for the purpose of the the Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organization of the Meeting.

This proxy is governed by, and shall be construed in accordance with France law. Paris courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this attendance and proxy form.

<p>Executed in on....., 2009</p> <p>Signature</p> <p>Name:</p> <p>Title / Represented by:</p>
