



Orco Property Group

Société Anonyme
42, rue de la Vallée
L-2661 Luxembourg
R.C.S. LUXEMBOURG B 44.996
(the "Company")

**THE COMPANY'S ANNUAL GENERAL MEETING
ORIGINALLY SCHEDULED FOR 30 MAY 2013 ADJOURNED TO 27 JUNE 2013**

Dear Shareholders,

The Company convened the Annual General Meeting of the shareholders of the Company (the "**Meeting**") to be held at the registered office of the Company at 42, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg, on 30 May 2013 at 14:00 CET. The convening notice for the Meeting was published on 30 April 2013 and an amended convening notice was published on 15 May 2013 in the Luxembourg official gazette (*Mémorial C, Recueil des Sociétés et Associations*), and the Luxembourg newspaper Tageblatt.

The Meeting was held on 30 May 2013 at the registered office of the Company in Luxembourg. Pursuant to article 67 (5) of the 1915 law, Alchemy Special Opportunities Fund II LP and Kingstown Capital Management LP, shareholders together holding more than 20% of the share capital of the Company, requested that the Meeting be adjourned. Accordingly, no voting occurred on 30 May 2013 and the Meeting was adjourned until **27 June 2013 at 14:00 CET** at which time all voting will take place on the same agenda.

Shareholders who have already submitted their Meeting documents (i.e. (i) Record Date Confirmation, (ii) Attendance and Proxy Form, and (iii) Proof of Shareholding) may participate at the Meeting on 27 June 2013 without resubmitting these documents. Shareholders who have not yet submitted their Meeting documents must submit their Meeting documents by noon on 21 June 2013 in order to participate at the Meeting on 27 June 2013, provided they were shareholders of the Company on the Record Date of 16 May 2013.

Shareholders who became shareholders of the Company on or after 17 May 2013 will not be able to participate at the Meeting on 27 June 2013.

AGENDA OF THE MEETING

1. Presentation of the reports of the Board of Directors and of the approved auditors (*réviseurs d'entreprises agréé*) of the Company for the financial year ended 31 December 2012.
2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2012.
3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2012.
4. Allocation of the financial results in relation to the financial year ended 31 December 2012.
5. Discharge to be granted to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2012.
6. Discharge to be granted to the auditors in respect of the performance of their duties during the financial year ended 31 December 2012.

7. Decision to appoint Mr. Ian Cash to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
8. Decision to appoint Mr. Jiri Dederá to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
9. Decision to appoint Mr. Alexis Juan to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
10. Acknowledgement of resignation of Mr. Bernard Kleiner as Director of the Company.
11. Decision to appoint Mr. Alex Leicester to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
12. Decision to appoint Mr. Martin Nemecek to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
13. Decision to appoint Mr. Jean-Francois Ott to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
14. Decision to appoint Mr. Guy Shanon to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
15. Decision to appoint Mr. Nicolas Tommasini to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
16. Decision to appoint Mr. Radovan Vitek to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
17. Decision to appoint Mr. Guy Wallier to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
18. Subject to approval of item 13 of the agenda, decision to appoint Mr. Jean-François Ott as the Managing Director (*administrateur délégué*) of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
19. Decision to appoint the auditors (*réviseurs d'entreprises*) of the Company to be proposed to the Meeting by the Board of Directors, for a period of six months starting from the date of the Meeting.

Additional items proposed by Gamala Limited, a shareholder of the Company holding at least five percent of the share capital of the Company:

20. Decision to appoint Dr. Christian Kaltenbrunner, born on 3 December 1955, residing in Vienna, Glanzinggasse 34, Postal Code 1190, Austria, to the Board of Directors of the Company until the Annual



General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.

21. Decision to appoint Mr. Gabriel A. Benezra, born on 23 April 1969, residing in Geneva, Switzerland, having the professional address in Geneva, 20 rue Sénebier, Postal Code 1205, Switzerland, to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
22. Decision to appoint Mr. Philip Joseph Aim, born on 22 April 1973, residing in 16, rue d'Orléans, 92200 Neuilly, France, to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
23. Decision to appoint Mr. Edward Moss Hughes, born on 31 October 1966, residing in Prague 6, U Vorliku 320/13, Postal Code 160 00, Czech Republic, to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
24. Decision to appoint Mr. Ryan Brown, born on 14 May 1972, residing in Prague 6, Generala Píky 518/2, 160 00, Czech Republic, to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.

* * * *

ATTENDING THE MEETING

In order to attend the Meeting, shareholders must provide the Company with the following three items as explained in greater detail below: (i) Record Date Confirmation, (ii) Attendance and Proxy Form, and (iii) Proof of Shareholding.

Record Date Confirmation: This document shall be provided to the Company by a shareholder at the latest by noon on Friday, 21 June 2013. **The Record Date is still Thursday, 16 May 2013 (the "Record Date") which means that even though the Record Date Confirmation can be submitted to the Company on or before 21 June 2013, shareholders must still prove that they were shareholders as of 16 May 2013.**

The Record Date Confirmation must be in writing and indicate that a shareholder holds the Company shares and wishes to participate in the Meeting. A template form of the Record Date Confirmation is available on the Company's website at www.orcogroup.com.

The Record Date Confirmation must be sent to the Company by post or electronic means so that it is received by the Company at the latest by noon on **Friday, 21 June 2013**, to:

Orco Property Group

42, rue de la Vallée

L-2661 Luxembourg

Tel: + 352 26 47 67 1;

Fax: + 352 26 47 67 67;

email: generalmeetings@orcogroup.com



Attendance and Proxy form: A template form is available on the Company's website at www.orcogroup.com and is to be duly completed and signed by shareholders wishing to attend or be represented at the Meeting.

Proof of Shareholding: This document must indicate the shareholder's name and the number of Company shares held at 23:59 on the Record Date of **Thursday, 16 May 2013**. The Proof of Shareholding shall be issued by the bank, the professional securities' depositary or the financial institution where the shares are on deposit.

Shareholders wishing to attend the Meeting must send the Attendance and Proxy form together with the relevant Proof of Shareholding by post or electronic means so that they are received by the Company at the latest by noon (12:00 noon) on **Friday, 21 June 2013**, to:

Orco Property Group
42, rue de la Vallée
L-2661 Luxembourg
Tel: + 352 26 47 67 1;
Fax: + 352 26 47 67 67;
email: generalmeetings@orcogroup.com

Please note that only persons who are shareholders at the Record Date and have timely submitted their Record Date Confirmation, Attendance and Proxy form, and Proof of Shareholding shall have the right to participate and vote in the Meeting.

Documentation and information: The following documents and information are available for the shareholders on our website: www.orcogroup.com and, in particular, in the "Shareholder Corner":

- the amended convening notice;
- the total number of shares and the voting rights in the Company as at the date of this notice;
- the documents to be submitted to the Meeting (in particular the reports of the board of directors and of the approved auditors (*réviseurs d'entreprises agréé*), the statutory annual accounts for the financial year ended 31 December 2012 and the consolidated annual accounts for the financial year ended 31 December 2012);
- the draft resolutions of the Meeting.
- the Record Date Confirmation form; and
- the Attendance and Proxy form.

The above documents may also be obtained by shareholders upon written request sent to the following postal address: Orco Property Group, 42, rue de la Vallée, L-2661 Luxembourg.

For further information, visit our website: www.orcogroup.com and, in particular, the "Shareholder Corner".

Quorum Requirement: The Meeting shall validly deliberate regardless of the corporate capital represented. Resolutions, in order to be adopted, must be carried by a majority of the votes cast.

If you need further assistance or information, please contact : Orco Property Group, 42, rue de la Vallée, L-2661 Luxembourg, Tel: + 352 26 47 67 1; Fax: + 352 26 47 67 67; email: generalmeetings@orcogroup.com



Luxembourg, 30 May 2013

Yours faithfully,

The Board of Directors of the Company