Deloitte Audit
Société à responsabilité limitée

560, rue de Neudorf
L-2220 Luxembourg
B.P. 1173
L-1011 Luxembourg

Tel: +352 451 451
Fax: +352 451 452 992
www.deloitte.lu

To the Shareholders of
Orco Property Group, Société Anoyme
42, rue de la Vallée,
L-2661 Luxembourg

REVIEW REPORT ON INTERIM FINANCIAL INFORMATION

Introduction

We have reviewed the accompanying condensed consolidated interim balance sheet of Orco Property Group, Société Anonyme ("Orco Property Group", the "Company" or the "Group") as of 30 June 2012, and the related condensed consolidated interim income statement, condensed consolidated interim statement of comprehensive income, condensed consolidated interim statement of changes in equity and condensed consolidated interim cash flow statement for the 6 month period then ended and the accompanying explanatory notes (collectively the "condensed consolidated interim financial information"). The Board of Directors is responsible for the preparation and fair presentation of this condensed consolidated interim financial information in accordance with International Accounting Standard 34, *Interim Financial Reporting*, as adopted in the European Union. Our responsibility is to express a conclusion on condensed consolidated interim financial information based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Société à responsabilité limitée au capital de 35.000 €
RCS Luxembourg B 67.895
Autorisation d'établissement : 10022179

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial information is not prepared, in all material respects, in accordance with International Accounting Standard 34, Interim Financial Reporting, as adopted in the European Union.

Emphasis of Matter

Going concern of the Group

We draw attention to note 2.1 in the condensed consolidated interim financial information which describes the basis upon which the Board of Directors has deemed it appropriate to utilise the going concern assumption in preparing the condensed consolidated interim financial information.

As at 30 June 2012, the Group has substantial outstanding debt service obligations, including a significant amount of short term financing amounting to EUR 567 million. A significant portion of such financing is classified as short-term as a consequence of pending negotiations with credit institutions and covenant breaches.

A significant number of subsidiaries and joint ventures included within the accompanying interim condensed consolidated financial statements require funding to continue in operation as a going concern. The Board of Directors has determined that; considering that all individual amounts due to credit institutions are structured in such a fashion that the consequence of each single default would solely impact distinct real estate assets provided as collateral; the eventuality that a subsidiary is unable to continue in operation as a going concern should not have a direct impact on the Group's ability to continue in operation as a going concern. Moreover, in the eventuality that a guarantee granted prior to the opening of the Safeguard procedure is exercised further to an unsuccessful financing negotiation, this would not have a short term impact of the Group's cash flows as repayment would occur in accordance with the term out Plan approved in May 2010 and amended in May 2012.

The Board of Directors and the management are actively working on negotiating with the financing banks in order to either prolong the short term loans or solve the covenants breaches that result in their classification as current.

Furthermore, the implementation of the "Safeguard Plan" referred to in Note 2.1. is based on a business plan approved by Board of Directors that assumes; inter alia; operational achievements and successful restructuring of the activities of certain subsidiaries.

The Group's ability to continue in operation as a going concern is primarily dependent upon the successful completion of the aforementioned negotiations which are currently underway with the financing banks, and the successful implementation of the Safeguard Plan as described above.

The matters described above, together with the other elements described in note 2.1. in the condensed consolidated interim financial statements are indicative of the existence of material uncertainties that may cast significant doubt about the Group's ability to continue as a going concern.

Our conclusion is not qualified in respect of this matter.

Going concern of certain subsidiaries

Included within the short term liabilities mentioned above amounting to EUR 567 million, are amounts due to credit institutions in relation to the GSG portfolio. This debt amounts to EUR 286 million and falls due on 31 August 2012, the working day subsequent to the approval of the accompanying condensed consolidated interim financial statements and the issuance of this report.

During 2012, GSG and its financing bank have signed three successive standstill agreements which, further to partial repayments in March, April and May 2012, defer the repayment obligation related to the remaining of EUR 286 million until 31 August 2012. The last standstill agreement includes two major conditions subsequent, these being:

(i) the provision of an unbinding term sheet by a new banking pool in relation to the refinancing of the larger part of the current loan; and
(ii) the provision of an executed and binding letter of intent in relation to the sale of real estate assets that would provide sufficient proceeds to fund the difference between the current loan and the refinancing obtained as per i) above.

Condition (i) has been fulfilled on 28 August 2012 as the Group has obtained a signed term-sheet from a pool of 4 German banks for fresh financing of approximately EUR 270 million. Condition (ii) has not been fulfilled as of the date of this report. Despite the non-fulfilment of the latter condition; and considering:

a) the progress that has been made with a number of potential purchasers in relation to the sale of certain real estate assets; and
b) the fact that, when considering the signed term-sheet referred to above, the portion of the current loan that shall be reimbursed through the proceeds from the sale of real estate assets amounts to EUR 16 million; and
c) the state of the negotiations with the current bank;

the Board of Directors is of the opinion that it shall succeed in obtaining a further extension to the current loan in a manner that will provide sufficient time to finalize the refinancing.

The failure of such negotiations would result in the current financing bank having the possibility to exercise its pledge on the Group's shares in GSG and might initiate a sales process of the portfolio leading to a potential liquidation of the whole entity if the cash collected from such process would not be sufficient. In such a scenario, the Board of Directors would be required to present the assets and liabilities stemming from GSG on a break-up basis.

Pending the completion of such negotiations, and on the basis of the considerations listed above, the Board of Directors has determined that it is still appropriate to continue to record the relevant GSG assets and liabilities at their going concern value. The contribution of GSG in the condensed consolidated interim statement of financial position as of 30 June 2012 is disclosed in note 2.1.

The matters described above, together with the other elements described in note 2.1 in the condensed consolidated interim financial information are indicative of the existence of a material uncertainty that may cast significant doubt about the ability of certain significant subsidiaries to continue in operation as a going concern.

Our conclusion is not qualified in respect of this matter.

For Deloitte Audit, *Cabinet de révision agréé*

Christiane Chadoeuf, *Réviseur d'entreprises agréé*
Partner

30 August 2012