



**Orco Property Group**

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

**CONVENING NOTICE  
OF THE COMPANY'S EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 27 JUNE 2013**

Dear Shareholders,

You are invited to attend the extraordinary 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 **27 June 2013 at 10:00 CET**, to discuss and to vote on the agenda indicated below.

**AGENDA**

1. **Decision to adjust the current amount of the authorised share capital of the Company, in order to reflect transactions already completed by the board of directors of the Company (the "Board") and the Company under the current authorised share capital clause and to set the amount of the authorised share capital at EUR 215,681,924.-.**
2. **Decision to approve the report issued by the Board according to article 32-3 (5) of the Luxembourg law on commercial companies dated 10 August 1915, as amended from time to time, relating to the possibility of the Board to cancel or limit any preferential subscription right of the shareholders upon the increases of capital in the framework of the authorized share capital as mentioned in points 3, 4, 5 and 6 of the agenda.**
3. **Subject to the approval of point 2 of the agenda, decision to amend the existing authorised share capital clause by increasing it by an amount of EUR 10,000,000.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 5,000,000 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 10,000,000.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 5,000,000 new shares of the Company resulting from the exercise of new incentive warrants or stock options issued under a management long term incentive plan with an exercise price of EUR 2.50 giving right to one share per warrant or stock option (with final terms to be determined by the Board within the limits of this authorisation) to be issued by the Board under such authorised share capital as increased by the amount of EUR 10,000,000.-, to the management of the Company.**
4. **Subject to the approval of point 2 of the agenda, decision to amend the existing authorised share capital clause by increasing it by an amount of EUR 13,333,334.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 6,666,667 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 13,333,334.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 6,666,667 new shares to Gamala Limited, Kingstown Capital, LP, Alchemy Special Opportunités Fund II L.P., Crestline Ventures Corp. and Stationway Properties Limited at a price of EUR 2.25 per share (with final details to be determined by the Board within the limits of this authorisation).**

5. Subject to the approval of point 2 of the agenda, decision to amend the existing authorised share capital clause by increasing it by an amount of EUR 9,977,326.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 4,988,663 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 9,977,326.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 4,988,663 new shares to the holders of the currently outstanding warrants of the Company upon the exercise of such warrants.
  
6. Subject to the approval of point 2 of the agenda, decision to amend the existing authorised share capital clause by increasing it by an amount of EUR 30,000,000.- (with the possibility for the Board to limit or cancel the preferential subscription rights, where applicable), which equates to 15,000,000 new ordinary shares and to grant to the Board all powers for the remaining period of the authorised capital as currently set out in the articles of association of the Company in order to carry out capital increases within the framework of such authorised capital as increased by the amount of EUR 30,000,000.-, it being understood that such additional amount of authorised share capital shall only be used by the Board for the purposes of issuing 15,000,000 new shares of the Company resulting from the exercise of up to 15,000,000 warrants (with an exercise price at a discount of up to 10% of the market share price but no lower than the accounting par value of EUR 2, giving right to one share per warrant) to be issued by the Board under such authorised share capital to a financial intermediary under an equity line / PACEO (Programme d'Augmentation de Capital par Exercice d'Options) having a term of 2 years (with final details of the equity line to be determined by the Board within the limits of this authorisation).
  
7. Decision to amend article 5 of the Company's articles of association to reflect the changes made pursuant to points 1, 3, 4, 5 and 6 of this agenda. For example, if all resolutions are passed, the existing authorized share capital clause would be amended by setting it to an amount of EUR 278,992,584 (EUR 215,681,924 for point 1 for the 107,840,962 shares currently outstanding, EUR 10,000,000 for point 3, EUR 13,333,334 for point 4, EUR 9,977,326 for point 5 and EUR 30,000,000 for point 6).

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#### 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 23:59 on the Record Date. **The Record Date is Thursday, 13 June 2013** (the "Record Date", i.e. the day falling fourteen (14) days before the date of the Meeting).

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](http://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 23:59 **on the Record Date, i.e. Thursday, 13 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](mailto:generalmeetings@orcogroup.com)

**Attendance and Proxy form:** A template form is available on the Company's website at [www.orcogroup.com](http://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. The Proof of Shareholding shall be issued by the bank, the professional securities' depository 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](mailto: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](http://www.orcogroup.com) and, in particular, in the "Shareholder Corner":

- the present convening notice;
- the total number of shares and the voting rights in the Company as at the date of this convening notice;
- the draft resolutions of the Meeting. Any draft resolution(s) submitted by shareholder(s) shall be added to the website as soon as possible after the Company has received them;
- the Board report regarding the possibility to cancel or limit any preferential subscription right of the shareholders;
- 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](http://www.orcogroup.com) and, in particular, the "Shareholder Corner".

**Quorum Requirement:** The Meeting shall not validly deliberate, unless one half at least of the corporate capital is represented and if the agenda of the meeting includes the statutory changes considered.



In the event that the first of the above conditions is not fulfilled, a second meeting may be convened by publishing this convening notice in the Luxembourg official gazette (*Mémorial C, Recueil des Sociétés et Associations*), a Luxembourg newspaper and in such media which may reasonably be expected to be relied upon for the effective dissemination of information to the public throughout the European Economic Area, and which are accessible rapidly and on a non-discriminatory basis, seventeen (17) days prior to the date of the reconvened meeting **provided that** (i) the first Meeting was properly convened; and (ii) the agenda for the reconvened Meeting does not include any new item.

The second meeting shall deliberate validly whatever the part of the corporate capital represented thereat.

At both meetings, resolutions, in order to be adopted, must be carried by a majority of two-thirds of the votes cast. Votes cast shall not include votes attaching to shares in which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

**Right to add new items on the agenda:** One or more shareholders together representing at least five per cent of the share capital has the right to (i) put one or more items on the agenda of the Meeting and (ii) table draft resolutions for items included or to be included on the agenda of the Meeting.

Such requests must:

- be in writing and sent to the Company by post (at the following address: Orco Property Group, 42, rue de la Vallée, L-2661 Luxembourg) or electronic means (at the following email address: [generalmeetings@orcogroup.com](mailto:generalmeetings@orcogroup.com)) and be accompanied by a justification or draft resolution to be adopted in the Meeting;
- include the postal or electronic address at which the Company may acknowledge receipt of the requests;
- be received by the Company at least **twenty two (22) days** before the date of the Meeting, i.e. **5 June 2013**.

The Company shall acknowledge receipt of requests referred to above within (forty-eight) 48 hours from receipt. The Company shall prepare a revised agenda including such additional items on or before the fifteenth (15th) day before the date of the Meeting.

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](mailto:generalmeetings@orcogroup.com)

Luxembourg, 27 May 2013

Yours faithfully,

**The board of directors of the Company**