



**Orco Property Group**

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

**Amended draft resolutions proposed to  
the Ordinary General Meeting of the shareholders of the Company  
scheduled for 6 December 2013 and adjourned to 6 January 2014**

Dear shareholders,

The Company convened the Ordinary General Meeting of the shareholders of the Company (the “**Meeting**”) which was held at the registered seat of the Company at 40, rue de la Vallée, L-2661 Luxembourg, on 6 December 2013 at 12:00 noon.

Alchemy Special Opportunities Fund II LP and Kingstown Capital Management LP, shareholders together holding at least one fifth of the share capital of the Company, requested the adjournment of the Meeting to four (4) weeks. Gamala Limited, shareholder holding at least one fifth of the share capital of the Company, also requested the adjournment of the Meeting to four (4) weeks.

**Accordingly, in application of article 67 (5) of the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time, no resolutions were taken on any points of the agenda of the Meeting on 6 December 2013 and the Meeting was adjourned until 6 January 2014 at 12 (noon) CET at which time all voting will take place on the same agenda points.**

Please find below draft resolutions that will be proposed to the shareholders at the Meeting on 6 January 2014.

**AGENDA**

1. Decision to remove Mr. Nicolas Tommasini from the Board of Directors of the Company.
2. Decision to remove Mr. Guy Wallier from the Board of Directors of the Company.
3. Decision to remove Mr. Alexis Juan from the Board of Directors of the Company.
4. Decision to remove Mr. Guy Shanon from the Board of Directors of the Company.
5. Decision to remove Mr. Ian Cash from the Board of Directors of the Company.
6. Decision to remove Mr. Jiří Dederá from the Board of Directors of the Company.
7. Removal of Mr. Radovan Vitek from the Board of Directors of the Company.
8. Removal of Mr. Edward Hughes from the Board of Directors of the Company.

**PROPOSED RESOLUTIONS**

1. Decision to remove Mr. Nicolas Tommasini from the Board of Directors of the Company.

Proposed resolution:

*The Meeting resolves to remove Mr. Nicolas Tommasini from the Board of Directors as of the date of the Meeting.*

2. Decision to remove Mr. Guy Wallier from the Board of Directors of the Company.

Proposed resolution:

*The Meeting resolves to remove Mr. Guy Wallier from the Board of Directors as of the date of the Meeting.*

3. Decision to remove Mr. Alexis Juan from the Board of Directors of the Company.

Proposed resolution:

*The Meeting resolves to remove Mr. Alexis Juan from the Board of Directors as of the date of the Meeting.*

4. Decision to remove Mr. Guy Shanon from the Board of Directors of the Company.

Proposed resolution:

*The Meeting resolves to remove Mr. Guy Shanon from the Board of Directors as of the date of the Meeting.*

5. Decision to remove Mr. Ian Cash from the Board of Directors of the Company.

Proposed resolution:

*The Meeting resolves to remove Mr. Ian Cash from the Board of Directors as of the date of the Meeting.*

6. Decision to remove Mr. Jiří Dederá from the Board of Directors of the Company.

Proposed resolution:

*The Meeting resolves to remove Mr. Jiří Dederá from the Board of Directors as of the date of the Meeting.*

7. Removal of Mr. Radovan Vitek from the Board of Directors of the Company.

Proposed resolution:

*The Meeting resolves that Mr. Radovan Vitek is removed from the Board of Directors of the Company with immediate effect.*

8. Removal of Mr. Edward Hughes from the Board of Directors of the Company.

Proposed resolution:

*The Meeting resolves that Mr. Edward Hughes is removed from the Board of Directors of the Company with immediate effect.*