



ORCO GERMANY S.A.
Société Anonyme
40, Parc d'Activités Capellen
L-8308 Capellen
R.C.S. LUXEMBOURG **B 102.254**
(hereinafter the «**Company**»)

**Convening Notice of the Annual General Meeting of the Shareholders of the Company
to be held on June 16, 2010**

Dear Shareholders,

You are invited to attend the annual general meeting of the shareholders of the Company (hereinafter the «**Annual General Meeting**») to be held at the registered office of the Company on June 16, 2010 at 01:00 p.m., to discuss and to vote on the following agenda:

1. **Presentation and approval of the management report of the Board of Directors and the reports of the independent auditors of the Company on the statutory annual accounts and on the consolidated financial statements for the financial year ended December 31, 2009**
2. **Approval of the Annual Accounts for the financial year ended December 31, 2009**
3. **Approval of the Consolidated Financial Statements for the financial year ended December 31, 2009**
4. **Allocation of financial results in relation to the financial year ended December 31, 2009**
5. **Discharge of the members of the Board of Directors**
6. **Discharge of the independent auditors of the Company**
7. **Statutory elections of members of the Board of Directors**
8. **Delegation of day-to-day management functions to members of the Board of Directors**
9. **Renewal of mandate of independent auditor (*réviseur d'entreprises*)**
10. **Decision by Shareholders to continue the activities of the Company**

Attendance to the Annual General Meeting

- Shareholders wishing to be represented at the Annual General Meeting shall provide the representative of their choice with the proxy including their voting instructions. Such proxy duly filled up with the shareholder name and a blocking certificate (as further described below) shall be provided to the Company at the latest on **10 June 2010**. The proxy form will be available either at the registered office of the Company, or by contacting the Company by fax (+352 26 47 67 67), or on the Company's website at www.orcogermany.de/investor-relations.html.

- Shareholders who elect to attend the Annual General Meeting in person must ask their financial intermediary (bank, financial institution or other intermediary) with whom their shares are on deposit, to send a blocking certificate for their shares to the Company's registered office. The blocking certificate must indicate clearly the precise identity of the owner of the Company's shares, the number of shares being blocked, the date from which such shares are being blocked, which must be **no later than 10 June 2010**, and a statement that the relevant shares are registered in the local bank or broker's records in the holder's name and shall be blocked until the close of the Annual General Meeting. The shareholder must bring a copy of the blocking certificate to the Annual General Meeting. Shareholders, present or represented, who do not have this blocking certificate may not participate to the vote.
- Shareholders of bearer shares wishing to attend in person or represented at the Annual General Meeting shall also provide a statement of participation (*attestation de participation*), issued by the financial intermediary holding their securities, such statement indicating the number of shares held. The shareholders who do not have this statement may not participate to the vote.

Disclosure notification threshold

- Subject to compliance with the threshold notification obligations of the Luxembourg law of 11th January 2008 on the transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market and by article 14 of the Company's articles of incorporation, there is no limit to the maximum number of votes that may be exercised by the same person, whether in his/her own name or as proxy. Shareholders who do not inform the Company in compliance with the above mentioned regulation and statutory rules will not be able to use their voting right on the Annual General Meeting.

Yours faithfully,

The Board of Directors