

ORCO GERMANY S.A.
Société Anonyme
42, rue de la Vallée
L-2661 Luxembourg
R.C.S. LUXEMBOURG B 102254

**DRAFT RESOLUTIONS PROPOSED TO
THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY
TO BE HELD ON 30 MAY 2013**

Dear Shareholders,

Please find below draft resolutions that will be proposed to the Shareholders at the Annual General Meeting of the Shareholders of the Company (the "**Meeting**") to be held at the registered office of the Company, 42, rue de la Vallée, L-2661 Luxembourg], on **30 May 2013 at 10:00**, to discuss and to vote on the agenda (the "**Agenda**") indicated below.

The Agenda of the Meeting is the following:

AGENDA

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 approved auditors in respect of the performance of their duties during the financial year ended 31 December 2012.**
7. **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.**

PROPOSED RESOLUTIONS

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.
No resolution is required on this item.
2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2012.

Proposed resolution:

After presentation and review of the statutory annual accounts, 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 the Meeting resolves to approve 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.

Proposed resolution:

After presentation and review of the consolidated annual accounts, 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 the Meeting resolves to approve 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.

Proposed resolution:

The Meeting resolves to allocate the financial results in relation to the financial year ended 31 December 2012 as follows:

The statutory loss for the financial year ended 31 December 2012 amounting to EUR 23,282,686 shall be carried forward. The total results to be carried forward shall be as follows:

Result brought forward as of December 31, 2012	EUR	(195,433,627)
Result of the fiscal year ending December 31, 2012	EUR	(23,282,686)
Total Result to be carried forward to the following fiscal year	EUR	(218,716,311)

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.

Proposed resolution:

In accordance with Article 74 of the Luxembourg law on commercial companies dated 10 August 1915, as amended from time to time, the Meeting resolves to give full discharge 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 approved auditors in respect of the performance of their duties during the financial year ended 31 December 2012.

Proposed resolution:

The Meeting resolves to give full discharge to the auditors of the Company in respect of the performance of their duties during the financial year ended 31 December 2012.

7. 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.

Proposed resolution:

The Meeting resolves to appoint [● and ●] as auditors (réviseurs d'entreprises) of the Company for a period of six months starting from the date of the Meeting.