

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

**DRAFT RESOLUTIONS PROPOSED TO  
THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY  
TO BE HELD ON 10 MARCH 2014**

Dear Shareholders,

Please find below draft resolutions that will be proposed to the Shareholders at the Ordinary General Meeting of the Shareholders of the Company (the "**Meeting**") to be held at the registered office of the Company, 40, rue de la Vallée, L-2661 Luxembourg, on **10 March 2014 at 13:00 CET**, to discuss and to vote on the agenda (the "**Agenda**") indicated below.

The Agenda of the Meeting is the following:

**AGENDA**

1. **Appointment of Mr. Martin Němeček as Board member of the Company.**
2. **Removing of Mr. Jean-François Ott as Board member of the Company.**
3. **Removing of Mr. Nicolas Tommasini as Board member of the Company.**
4. **Removing of Mr. Aleš Vobruba as Board member of the Company.**
5. **Removing of Mr. Brad Taylor as Board member of the Company.**
6. **Appointment of Mr. Edward Hughes to the Board of Directors of the Company.**
7. **Appointment of Mr. Jean-François Ott to the Board of Directors of the Company.**
8. **Appointment of Mr. Tomáš Salajka to the Board of Directors of the Company.**
9. **Appointment of Mr. Nicolas Tommasini to the Board of Directors of the Company.**
10. **Appointment of Mr. Radovan Vitek to the Board of Directors of the Company.**
11. **Decision to remove Deloitte as the auditors (*réviseurs d'entreprises*) of the Company.**

**PROPOSED RESOLUTIONS**

1. **Appointment of Mr. Martin Němeček as Board member of the Company.**

Proposed resolution:

*The Meeting resolves to appoint Mr. Martin Němeček to the Board of the Company with immediate effect and until the annual general meeting of the Company to be held in 2015 approving the annual accounts for the financial year ending 31 December 2014.*

2. **Removing of Mr. Jean-François Ott as Board member of the Company.**

Proposed resolution:

*The Meeting resolves to remove Mr. Jean-François Ott from the Board of the Company with immediate effect.*

**3. Removing of Mr. Nicolas Tommasini as Board member of the Company.**

Proposed resolution:

*The Meeting resolves to remove Mr. Nicolas Tommasini from the Board of the Company with immediate effect.*

**4. Removing of Mr. Aleš Vobruba as Board member of the Company.**

Proposed resolution:

*The Meeting resolves to remove Mr. Aleš Vobruba from the Board of the Company with immediate effect.*

**5. Removing of Mr. Brad Taylor as Board member of the Company.**

Proposed resolution:

*The Meeting resolves to remove Mr. Brad Taylor from the Board of the Company with immediate effect.*

**6. Appointment of Mr. Edward Hughes to the Board of Directors of the Company.**

Proposed resolution:

*The Meeting resolves to appoint Mr. Edward Hughes to the Board of Directors of the Company with immediate effect and until the annual general meeting of the Company to be held in 2015 approving the annual accounts for the financial year ending 31 December 2014.*

**7. Appointment of Mr. Jean-François Ott to the Board of Directors of the Company.**

Proposed resolution:

*The Meeting resolves to appoint Mr. Jean-François Ott to the Board of Directors of the Company with immediate effect and until the annual general meeting of the Company to be held in 2015 approving the annual accounts for the financial year ending 31 December 2014.*

**8. Appointment of Mr. Tomáš Salajka to the Board of Directors of the Company.**

Proposed resolution:

*The Meeting resolves to appoint Mr. Tomáš Salajka to the Board of Directors of the Company with immediate effect and until the annual general meeting of the Company to be held in 2015 approving the annual accounts for the financial year ending 31 December 2014.*

**9. Appointment of Mr. Nicolas Tommasini to the Board of Directors of the Company.**

Proposed resolution:

*The Meeting resolves to appoint Mr. Martin Němeček to the Board of Directors of the Company with immediate effect and until the annual general meeting of the Company to be held in 2015 approving the annual accounts for the financial year ending 31 December 2014.*

**10. Appointment of Mr. Radovan Vitek to the Board of Directors of the Company.**

Proposed resolution:

*The Meeting resolves to appoint Mr. Radovan Vitek to the Board of Directors of the Company with immediate effect and until the annual general meeting of the Company to be held in 2015 approving the annual accounts for the financial year ending 31 December 2014.*

**11. Decision to remove Deloitte as the auditors (*réviseurs d'entreprises*) of the Company.**

Proposed resolution:

*The Meeting resolves to remove Deloitte as the auditors (*réviseurs d'entreprises*) of the Company with immediate effect.*

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