

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 ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY
TO BE HELD ON 28 MAY 2014**

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, 40, rue de la Vallée, L-2661 Luxembourg], on **28 May 2014 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 2013.**
2. **Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2013.**
3. **Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2013.**
4. **Allocation of the financial results in relation to the financial year ended 31 December 2013.**
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 2013.**
6. **Discharge to be granted to the auditors in respect of the performance of their duties during the financial year ended 31 December 2013.**
7. **Approval of the attendance fees for the independent Directors of the Company.**

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 2013.

No resolution is required on this item.

2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2013.

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 2013 the Meeting resolves to approve the statutory annual accounts for the financial year ended 31 December 2013.*

3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2013.

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 2013 the Meeting resolves to approve the consolidated annual accounts for the financial year ended 31 December 2013.

4. Allocation of the financial results in relation to the financial year ended 31 December 2013.

Proposed resolution:

The Meeting resolves to allocate the financial results in relation to the financial year ended 31 December 2013 as follows:

The statutory profit for the financial year ended 31 December 2013 amounts to EUR 9,044,224 of which EUR 452,211 shall be allocated to Legal reserve and the residual amount of EUR 8,592,013 shall be carried forward. The total results to be carried forward shall be as follows:

Result brought forward as of December 31, 2013	EUR	(218,716,311)
Result of the fiscal year ending December 31, 2013	EUR	9,044,224
Allocation of profit to Legal reserve	EUR	(452,211)
Total Result to be carried forward to the following fiscal year	EUR	(210,124,298)

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 2013.

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 2013.

6. Discharge to be granted to the approved auditors in respect of the performance of their duties during the financial year ended 31 December 2013.

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 2013.

7. Approval of the attendance fees for the independent Directors of the Company.

Proposed resolution:

The Meeting resolves to approve, with the effect as of 1 January 2014, the payment of attendance fees to all independent, non-executive Directors of the Company in the amount of EUR 3,000 per calendar month as a base fee and empowers the Board of Directors to decide at its sole discretion about the payment of additional fees up to EUR 3,000 per calendar month to independent, non-executive Directors of the Company.