

AMENDED ATTENDANCE AND PROXY FORM
(to be fully and compulsory completed)

<p>For the Annual General Meeting of the shareholders (the "Meeting") of : <u>ORCO GERMANY S.A., R.C.S. Luxembourg B 102254</u> (the "Company")</p> <p>to be held on 28 May 2014 at 10:00 CET at the registered office of the Company at 40, Rue de la Vallée, L-2661 Luxembourg.</p>	<p><u>Number and form of Company shares held on the Record Date (i.e. 14 May 2014) at 23:59:</u></p> <p>.....</p>
	<p><u>Number of votes that Principal (as defined below) wishes to cast for voting at the Meeting:</u></p> <p>.....</p>

In accordance with article 4 of the law dated 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, Gamala Limited, being a shareholder of the Company holding more than 5 percent of the share capital of the Company (the "Requesting Shareholder 1") requested, in its letter dated 5 May 2014, to add the following points to the agenda of the Meeting:

1. Decision to appoint Mr. Oliver Schlink, born on 6 September 1970, residing in Carstenstrasse 62 in 12205 Berlin, Germany to the Board of Directors of the Company until the Annual General Meeting of 2015 concerning the approval of the annual accounts for the Company for the financial year ending 31 December 2014.
2. Decision to appoint Mr. Philippe Magistretti, born on 27 July 1956, residing in 4, rue de Toules, CH-3963 Crans, to the Board of Directors of the Company until the Annual General Meeting of 2015 concerning the approval of the annual accounts for the Company for the financial year ending 31 December 2014.
3. Decision to amend the articles of association as is necessary for appointing Mr. Philippe Magistretti and Mr. Oliver Schlink.

Alchemy Special Opportunities Fund II LP, being a shareholder of the Company holding more than 5 percent of the share capital of the Company (the "Requesting Shareholder 2" and together with the Requesting Shareholder 1 as the "Requesting Shareholders") also requested, in its letter dated 6 May 2014, to add the following point to the agenda of the Meeting:

1. Decision to appoint Mr. Ian Cash to the Board of Directors of the Company until the Annual General Meeting of 2015 concerning the approval of the annual accounts for the Company for the financial year ending 31 December 2014.

Given that the current articles of association enable the appointment of the maximum number of six members to the Board of Directors of the Company, while four members are currently appointed, the Board of Directors proposes in line with point 3 requested by the Requesting Shareholder 1, the modification of the article 6 of the Company's articles of association and the cancelation of the limitation of the maximum number of Board members, in order to enable appointment of the Board members proposed by the Requesting Shareholders, if approved by the Meeting:

1. Decision to amend the article 6 of the Company's articles of association in order to the cancel the limitation of the maximum number of Board members of the Company.

Following the requests of the Requesting Shareholders, the agenda of the Meeting is revised as follows (the "Revised Agenda"):

REVISED 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.
8. Decision to amend the article 6 of the Company's articles of association in order to cancel the limitation of the maximum number of Board members of the Company.
9. Decision to appoint Mr. Oliver Schlink, born on 6 September 1970, residing in Carstennstrasse 62 in 12205 Berlin, Germany to the Board of Directors of the Company until the Annual General Meeting of 2015 concerning the approval of the annual accounts for the Company for the financial year ending 31 December 2014.
10. Decision to appoint Mr. Philippe Magistretti, born on 27 July 1956, residing in 4, rue de Toules, CH-3963 Crans, to the Board of Directors of the Company until the Annual General Meeting of 2015 concerning the approval of the annual accounts for the Company for the financial year ending 31 December 2014.
11. Decision to appoint Mr. Ian Cash to the Board of Directors of the Company until the Annual General Meeting of 2015 concerning the approval of the annual accounts for the Company for the financial year ending 31 December 2014.

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Notes to the Revised Agenda:

Item 8 deals with the amendment of the articles of association of the Company. As such, this agenda item falls under rules governing an extraordinary general meeting of shareholders with specific quorum and majority requirements. Please refer to the amended convening notice of the Meeting for more details. Please also note that as a result of the addition of the item 8, the Meeting will be held in front of a Luxembourg notary public.

<p>Shareholder identification:</p> <p>The undersigned (the "Principal"),</p> <p>Name:</p> <p>Contact details:</p> <p>- Address:</p> <p>- E-mail address:..... Telephone number:</p>

Choose one of the 3 options and tick the corresponding box, then date and sign below:

<p><input type="checkbox"/> 1. I, as Principal, wish to attend the Meeting in person.</p>

<p><input type="checkbox"/> 2. I, as Principal, will not attend the Meeting, <u>and</u> I empower a scrutineer of the Meeting or any representative* as such is appointed below (the "Representative") to vote in my name and on my behalf <u>as the Representative may deem fit</u> on all the resolutions submitted for all items of the agenda.</p> <p>.....</p> <p>.....</p> <p><small>*Indicate the last name, first name, address, e-mail address and telephone number of the proxy holder whom you appoint. If the information provided hereto are not complete, your power will be deemed given to a scrutineer of the Meeting.</small></p>

<p><input type="checkbox"/> 3. I, as Principal, will not attend the Meeting <u>and</u> I empower a scrutineer of the Meeting or any representative* as such is appointed below (the "Representative") to vote in my name <u>with the following voting instructions**</u>.</p> <p>.....</p> <p>.....</p> <p><small>* Indicate the last name, first name, address, e-mail address and telephone number of the proxy holder whom you appoint. If the information provided hereto are not complete, your power will be deemed given to a scrutineer of the Meeting.</small></p> <p><small>**Please tick with an « X » the appropriate below boxes how you wish to vote on each of the relevant items of the agenda of the Meeting. The omission to tick any box with respect to any resolution shall allow the Representative to vote at his full discretion on the proposed resolution:</small></p>

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 VOTING REQUIRED
2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2013.
For Against Abstention
3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2013.
For Against Abstention
4. Allocation of the financial results in relation to the financial year ended 31 December 2013.
For Against Abstention
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.
For Against Abstention
6. Discharge to be granted to the auditors in respect of the performance of their duties during the financial year ended 31 December 2013.
For Against Abstention
7. Approval of the attendance fees for the independent Directors of the Company.
For Against Abstention
8. Decision to amend the article 6 of the Company's articles of association in order to the cancel the limitation of the maximum number of Board members of the Company.
For Against Abstention
9. Decision to appoint Mr. Oliver Schlink, born on 6 September 1970, residing in Carstennstrasse 62 in 12205 Berlin, Germany to the Board of Directors of the Company until the Annual General Meeting of 2015 concerning the approval of the annual accounts for the Company for the financial year ending 31 December 2014.
For Against Abstention
10. Decision to appoint Mr. Philippe Magistretti, born on 27 July 1956, residing in 4, rue de Toules, CH-3963 Crans, to the Board of Directors of the Company until the Annual General Meeting of 2015 concerning the approval of the annual accounts for the Company for the financial year ending 31 December 2014.
For Against Abstention
11. Decision to appoint Mr. Ian Cash to the Board of Directors of the Company until the Annual General Meeting of 2015 concerning the approval of the annual accounts for the Company for the financial year ending 31 December 2014.
For Against Abstention

If amendments or new resolutions were to be presented, I irrevocably give power to the Representative to vote in my name and on my behalf as it may deem fit, unless I tick the box below:

I abstain

Powers of the Representative:

The Representative may represent the Principal at the Meeting or any other adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the agenda of the Meeting, vote in the name and on behalf of the Principal on any resolution submitted to said Meeting or adjourned or re-convened meeting, sign any documents, delegate under his own responsibility the present power of attorney to another representative and, in general, do whatever seems appropriate or useful to the implementation and the execution of the present power of attorney.

For the purpose of the foregoing, the Representative may, in the name and on behalf of the Principal, sign and execute all minutes, elect domicile and do and perform such other acts or things as may be required for the carrying out of this proxy, promising ratification.

ATTENDING THE MEETING

In order to attend the Meeting, shareholders must provide the Company with the following three items as explained in greater detail below: (i) Record Date Confirmation, (ii) Attendance and Proxy Form, and (iii) Proof of Shareholding.

Record Date Confirmation: This document shall be provided to the Company by a shareholder at the latest by 23:59 on the Record Date. **The Record Date is 14 May 2014** (the "**Record Date**", i.e. the day falling fourteen (14) days before the date of the Meeting).

The Record Date Confirmation must be in writing and indicate that a shareholder holds the Company shares and wishes to participate in the Meeting. A template form of the Record Date Confirmation is available on the Company's website at www.orcogermany.de.

The Record Date Confirmation must be sent to the Company by post or electronic means so that it is received by the Company at the latest by 23:59 **on the Record Date, i.e. 14 May 2014**, to:

Orco Germany S.A.

40, rue de la Vallée

L-2661 Luxembourg

Tel: + 352 26 47 67 1;

Fax: + 352 26 47 67 67;

email: generalmeetings@orcogermany.de

Attendance and Proxy form: This Attendance and Proxy form must be duly completed and signed by shareholders wishing to attend or be represented at the Meeting.

Proof of Shareholding: This document must indicate the shareholder's name and the number of Company shares held at 23:59 on the Record Date. The Proof of Shareholding shall be issued by the bank, the professional securities' depository or the financial institution where the shares are on deposit.

Shareholders wishing to attend the Meeting must send the Attendance and Proxy form together with the relevant Proof of Shareholding by post or electronic means so that they are received by the Company at the latest **by noon (12:00 noon) on 23 May 2014**, to:

Orco Germany S.A.

40, rue de la Vallée

L-2661 Luxembourg

Tel: + 352 26 47 67 1;

Fax: + 352 26 47 67 67;

email: generalmeetings@orcogermany.de

Please note that only persons who are shareholders at the Record Date and have timely submitted their Record Date Confirmation, Attendance and Proxy form, and Proof of Shareholding shall have the right to participate and vote in the Meeting.

By signing this Attendance and Proxy Form, the Principal hereby consents that the featured data are collected, processed and used for the purpose of the Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organisation of the Meeting.

This Attendance and Proxy Form is governed by, and shall be construed in accordance with Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this Attendance and Proxy Form.

Executed in on , 2014

Signature

Name:

Title / Represented by: