

PROXY FORM
ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ORCO GERMANY S.A. TO BE HELD
ON 16 JUNE 2010

Shareholder identification (last name, first name, address, corporate designation, registered office):

The undersigned.....

being the holder of share(s) (ISIN code: LU0251710041) of **ORCO GERMANY S.A.**, a *société anonyme*, existing under the laws of Luxembourg having its registered office at 40, Parc d'Activités Capellen, L-8308 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 102.254 (the "**Company**"),

1. wish to attend the Annual General Meeting of Shareholders to be held at the registered office of the Company on **June 16, 2010 at 01:00 p.m. CET** (the "**Annual General Meeting**") in person.

2. will not attend the Annual General Meeting. I irrevocably give power to the **managing director of the Company Mr. Rainer Bormann** in his capacity as chairman of the Annual General Meeting (the "**Chairman**") (or any other director of the Company acting as Chairman of the Annual General Meeting), to vote in my name and on my behalf and as the Chairman deems fit on all resolutions on the entire agenda in addition to all amendments or new resolutions that would be validly presented to the Annual General Meeting, unless a different proxyholder is named below:

.....
*

*Indicate the last name, first name and address of the proxyholder that you appoint if you do not wish to grant proxy to the Chairman of the Annual General Meeting.

3. will not attend the Annual General Meeting and irrevocably gives power with the following voting instructions (when applicable) to the Chairman of the Annual General Meeting:

<i>Resolutions</i>	1	2	3	4	5	6	7	8	9	10	11	12	13	14
For														
Against														
Abstention														

If amendments or new resolutions were to be validly presented, I irrevocably give power to the Chairman of the Annual General Meeting, to vote in my name and as he deems fit, unless I tick the box below:

I abstain

Any blank form will be considered as an irrevocable proxy to the Chairman of the Annual General Meeting, to vote in the name and on behalf of the shareholder and as he deems fit. Any lack of choice that is clearly expressed on the various voting instruction options provided above or any contradictory choice will be considered as a choice under option 2, with an irrevocable proxy to the Chairman of the Annual General Meeting, to vote in the name and on behalf of the shareholder and as he deems fit.

Made on _____, at _____

For individual person

For legal entity

Name and first name

Company's name

Name of authorized signatories and title

IDENTIFICATION OF SHAREHOLDERS

a. The signatory is requested to accurately enter his/her name (in block capital letters) and his/her first name.

In case of legal entities, the corporate denomination and registered office must be indicated as well as the name, first name, and authority of the signatory.

If the signatory is not a shareholder (for example: a receiver, guardian, etc.), he must mention his name, first name and the capacity in which he signs the form.

b. A shareholder can be represented by a proxy of his choice who does not need to be a shareholder.

c. By signing, I consent that the featured data are collected, processed and used for the purpose of the organization of the Annual General Meeting and the voting on the resolutions. The Company is the controller. The data may be transmitted to entities involved in the organisation of the Annual General Meeting. I have a right of access to, and the right to rectify, the data that concerns me. Data may be stored for thirty years.

d. Capitalized terms used herein and not otherwise defined shall have the meaning as defined in the convening notice including the proposed resolutions.

This 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.

ATTENDANCE TO THE ANNUAL GENERAL MEETING

Shareholders wishing to be represented at the Annual General Meeting shall provide the representative of their choice with 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.