

**FORM OF PROXY**

I / We, the undersigned, .....

being the holder of .....(in words:.....) shares

of the company ORCO GERMANY S.A., established and having its registered office at 48, Boulevard Grande-Duchesse Charlotte, L-1330 Luxembourg, registered in Luxembourg under the number B-102254 (hereinafter referred to as the "Company"),

gives by the present proxy full power of substitution to

Mr. Luc LEROI, having his professional address at 48, Boulevard Grande-Duchesse Charlotte, L-1330 Luxembourg

or

Mr. Olivier LANSAC, having his professional address at 48, Boulevard Grande-Duchesse Charlotte, L-1330 Luxembourg,

or

Mr. Alexander SEMIK, having his professional address at 48, Boulevard Grande-Duchesse Charlotte, L-1330 Luxembourg,

in order to represent me / us at the Extraordinary General Meeting of the Shareholders to be held before Me Henri Hellinckx, notary public, residing at 101, Rue Cents, L-1319 Luxembourg, on December 13<sup>th</sup>, 2007 at 2:00 p.m. and in our name and on our behalf to act and vote on the following agenda:

**AGENDA:**

- 1) Amendment of the first paragraph of Article 2 of the articles of incorporation so that it should thereafter read as follows: "The registered office is established in Capellen."
- 2) Transfer of the registered office to Capellen;
- 3) Miscellaneous.

The proxyholder is furthermore authorised to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the present proxy, and to proceed, in accordance with the requirements of the Luxembourg law, to any registration with the Trade Register and to any publication in the "Memorial", while the undersigned promises to ratify all said actions taken by the proxyholder whenever requested.

The present proxy will remain in force if this general meeting, for whatsoever reason, is to be continued or postponed.

Given and signed in....., on ....., 2007

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Signature: