



**ORCO GERMANY S.A.**  
*Société Anonyme*  
48, Boulevard Grande-Duchesse Charlotte  
L-1330 Luxembourg  
R.C.S. LUXEMBOURG **B 102254**  
(hereinafter the «Company»)

**Notice of Extraordinary General Meeting  
on December 13<sup>th</sup>, 2007**

Dear Shareholders,

Notice is hereby given that an Extraordinary General Meeting of Shareholders of the Company (hereinafter «Extraordinary General Meeting») will be held before Me Henri HELLINCKX, notary public, on December 13<sup>th</sup>, 2007 at 2:00 p.m. at 101, Rue Cents, L-1319 Luxembourg, with the following 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.

Participation modes to the Extraordinary General Meeting:

- Shareholders who wish to attend the Extraordinary General Meeting will have to notify it at the latest on December 10<sup>th</sup>, 2007 to the Company by fax (+352 26 47 67 67) or per E-mail : [amsemik@orcogroup.com](mailto:amsemik@orcogroup.com);
- Shareholders who wish to be represented at the Extraordinary General Meeting should provide the representative of their choice with proxy including their voting instructions. The proxy will have to reach the Company, at the latest on December 10<sup>th</sup>, 2007. The proxy form and this notice will be available at the offices of the Company: 48, Bd Grande-Duchesse Charlotte L-1330 Luxembourg or by contacting us by fax (+352 26 47 67 67) or per E-mail : [amsemik@orcogroup.com](mailto:amsemik@orcogroup.com) or on the Company's website [www.orcogroup.de/investors](http://www.orcogroup.de/investors).
- Shareholders present or represented should get a certificate stating that their shares have been blocked (*certificat d'immobilisation* or verification certificate) and providing their ownership. Shareholders present or represented who do not have such certificate will not be allowed to vote.

Withholding threshold:

- As reminded in the articles 14 of the updated by-laws of the Company available on the following Website address: [www.orcogroup.de](http://www.orcogroup.de), shareholders decided that any shareholder is under the obligation to immediately inform the Company in writing of the crossing either up or down of the thresholds set at 2,5%, 5%, 10%, 15%, 20%, 25%, 33%, 50% and 66%. Any shareholder who does not inform the Company will not be able to use his voting right on the next General Meeting.

The assembly can validly deliberate only if half of the share capital is represented. Insofar, as such quorum is not represented, a second Extraordinary General Meeting will be held.

Yours faithfully,

The Board of Directors

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