

PROXY

The undersigned.....
.....

holder of share(s) of ORCO GERMANY S.A., a société anonyme, established and having its registered office at 40, Parc d'Activités Capellen, L-8308 Capellen, registered with the Luxembourg Trade and Companies Register under the number B 102254 (hereinafter the "Company")

give(s) by the present proxy full power of substitution to¹
.....
.....

in order to represent me/us at the Annual General Meeting of the Shareholders to be held at the registered office of the Company on May 8, 2009 at 2:00p.m. and in my/our name and on my/our behalf to act and vote on the following agenda :

1. Presentation of the unaudited annual accounts and unaudited consolidated accounts of the Company ending on December 31st, 2008 ;
2. Decision to postpone the Annual General Meeting convened to approve the audited annual accounts and audited consolidated accounts ending on December 31st, 2008;
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.

Given and signed in, on2009

(Name and signature of the undersigned)

(Name of the representative(s))

¹ specify: either Mr Rainer Bormann, Managing Director, or any other person, in that case mention Name, First Name, Address.