

PROXY FORM

The undersigned.....

being the 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 (the "**Company**"),

1. wish to attend the Annual General Meeting in person.

2. will not attend the Annual General Meeting of the Shareholders to be held at the registered office of the Company on June 30, 2009 at 01:00 p.m. CET, to discuss and to vote on the following agenda:

1. presentation and approval of the reports of the board of directors for the statutory and consolidated annual accounts of the Company and of the independent auditors (*réviseurs d'entreprises*) for the financial year ended December 31, 2008;
2. presentation and approval of the statutory annual accounts for the financial year ended December 31, 2008;
3. presentation and approval of the consolidated annual accounts for the financial year ended December 31, 2008;
4. allocation of the financial results;
5. discharge to be granted to the members of the board of directors and to the independent auditors in respect of the performance of their duties during the financial year ended December 31, 2008;
6. acknowledgment and approval of the resignation of Mr. Luc Leroi as director of the Company with effect as of March 22, 2009;
7. decision to revoke Mr. Steven Davis as director of the Company with immediate effect;
8. appointment of Mr. Brad Taylor as director with immediate effect and for a term ending on the date of the annual general meeting approving the Company's accounts for the financial year 2009.

and irrevocably gives power to _____ in his/her capacity as the chairman of the Annual General Meeting (the "**Chairman**"), to vote in my name and as he 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:

Proposal of resolution	Vote for	Vote against	Abstention
1.) presentation and approval of the reports of the board of directors for the statutory and consolidated annual accounts of the Company and of the independent auditors (<i>réviseurs d'entreprises</i>) for the financial year ended December 31, 2008;			
2.) presentation and approval of the statutory annual accounts for the financial year ended December 31, 2008;			
3.) presentation and approval of the consolidated annual accounts for the financial year ended December 31, 2008;			

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<p>4.) allocation of the financial results;</p> <p>5.) discharge to be granted to the members of the board of directors and to the independent auditors in respect of the performance of their duties during the financial year ended December 31, 2008;</p> <p>6.) acknowledgment and approval of the resignation of Mr. Luc Leroi as director of the Company with effect as of March 22, 2009;</p> <p>7.) decision to revoke Mr. Steven Davis as director of the Company with immediate effect;</p> <p>8.) appointment of Mr. Brad Taylor as director with immediate effect and for a term ending on the date of the annual general meeting approving the Company's accounts for the financial year 2009.</p>			
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If amendments or new resolutions were to be validly presented, I irrevocably give power to the Chairman of the 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 1, 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 _____

<p>For individual person</p>	<p>For legal entity</p>
<p>_____</p> <p>Name and first name</p>	<p>_____</p> <p>Company's name</p> <p>_____</p> <p>Name of authorized signatories and title</p>

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OBSERVATIONS

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