

ORCO GERMANY S.A.
Société Anonyme
40, Parc d'Activités Capellen
L-8308 Capellen
R.C.S. LUXEMBOURG **B 102254**
(hereinafter the «Company»)

**Notice of Annual General Meeting
of the shareholders of the Company to be held on June 30, 2009**

Dear Shareholders,

You are invited to attend the Annual General Meeting of the Shareholders of the Company (hereinafter «Annual General Meeting») to be held at the registered office of the Company on June 30, 2009 at 01:00 p.m., 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.

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 June 26, 2009. 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, 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.

Disclosure notification threshold:

- Subject to compliance with the threshold notification obligations of the Luxembourg law of 11th January 2008 on the transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market and by article 14 of the Company's articles of incorporation, there is no limit to the maximum number of votes that may be exercised by the same person, whether in his/her own name or as proxy. Shareholders who do not inform the Company in compliance with the above mentioned regulation and statutory rules will not be able to use their voting right on the Annual General Meeting.

Yours faithfully,
The Board of Directors

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