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### **Orco Property Group SA General Meetings held on December 16, 2009**

Paris, December 17, 2009

**The general meetings of holders of Bonds 2010 and Bonds 2014 were adjourned to January 13, 2010. The quorum for the general meeting of holders of Warrants 2012 was not reached and this general meeting will therefore be reconvened at the earliest on January 18, 2010. The general meeting of holders of Warrants 2014 was held yesterday and approved the resolutions relative to the amendments of the terms and conditions of the Warrants 2014.**

The amendments put to vote aim at improving the terms of the equitization of Bonds 2010, Bonds 2014 through Warrants 2012 and Warrants 2014 and would allow the redemption of Bonds 2010 and Bonds 2014 at their full principal amount, provided that their redemption proceeds are used as payment for the subscription of shares at 7 Euros per share, upon the exercise of respectively Warrants 2012 and Warrants 2014. The set off of the redemption proceeds of bonds against the subscription price of Orco Property Group shares would represent an opportunity offered to 2010 and 2014 Bondholders to be repaid of their bonds through the sale of the Orco Property Group shares resulting from this set off.

This restructuring would result, if all of the Warrants 2012 and Warrants 2014 are exercised by remittance of Bonds 2010 and Bonds 2014, in a maximum capital increase of 183 million Euro and a maximum reduction of bond indebtedness (including redemption premium and interests) of 234 million Euro.

#### ***Information given to the participants during the meetings***

It was indicated during the meetings that, if all of the Warrants 2012 and Warrants 2014 are exercised by remittance of Bonds 2010 and Bonds 2014, the pro forma Net Asset Value per Orco Property Group Share would be comprised between 9 Eur and 10 Eur (maximum dilution).

The Bonds 2010 and the Bonds 2014 which would not be repaid by way of set off with the payment of the subscription price of OPG shares issued upon exercise of Warrants 2012 or Warrants 2014, as the case may be, would be treated in accordance with the Paris Commercial Court decision on the basis of a rescheduling over a maximum period of 10 years.



The representative of the holders of Bonds 2010 and Bonds 2014 has asked for further information regarding the outstanding number of Warrants 2012 and Warrants 2014 and their owners. As per the Company's knowledge, the outstanding numbers of Warrants 2012 and of Warrants 2014 as of December 14, 2009 are respectively 21,161 and 2,871,021.

Among the Warrants 2014:

- approximately 285,000 are still attached to Bonds 2014 under the units registered under ISIN code XS0291840626 (the "Bonds Cum Warrants"),
- approximately 1,475,000 are owned by the top managers of Orco Property Group. Part of them were held by CEREM (an Orco Property Group subsidiary) as of the end of 2008 and were used as a payment in kind of part of the remuneration of the top management of Orco Property Group in 2009 as per a resolution of the board of directors of November 18, 2009
- and approximately 1,100,000 are in the public.

Orco Property Group has been informed by its top managers owning Warrants 2014 that in order to provide Orco Property Group with some necessary stability of its capital, they intend to become long term reference shareholders of Orco Property Group and therefore:

- are prepared to establish with the 2014 Bondholders a common vehicle to which they will bring their Warrants 2014 while 2014 Bondholders will bring their Bonds 2014 in order for this common vehicle to get Orco Property Group shares. The liquidity of these shares shall be organized by the common vehicle over a reasonable period of time,
- are ready, for those 2014 Bondholders which will prefer to hold directly Orco Property Group shares and enter into a shareholders' agreement, to exchange part of their Warrants 2014 against Bonds 2014.

Concerning the other categories of bonds (Bonds 2011, Bonds 2012 and Bonds 2013), Orco Property Group is still studying possible restructuring alternatives.

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Bonds 2010: ISIN Code: FR 0010249599

Bonds 2014: ISIN Code: XS 0291838992 and XS0291840626

Warrants 2012: ISIN Code: LU0234878881

Warrants 2014: ISIN Code: XS0290764728

For further information on these meetings, please consult the convening notices available on Orco's website [www.orcogroup.com](http://www.orcogroup.com), or contact: Nicolas Tommasini, Tel : +33 1 40 67 67 23, [ntommasini@orcogroup.com](mailto:ntommasini@orcogroup.com).



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