

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 ordinary general meeting to be held extraordinarily
on November 20, 2008**

Dear Shareholders,

You are invited to attend the ordinary general meeting to be held extraordinarily (hereinafter the "General Meeting") at the registered office of the Company on November 20, 2008 at 2:00 p.m., and to vote on the following agenda:

1. appointment of new director;
2. miscellaneous.

Attendance to the General Meeting:

- Shareholders wishing to attend the General Meeting shall notify their intent at the latest on November 17, 2008 to the Company by fax (+352 26 47 67 67) or by email to the following persons: amsemik@orcogroup.com or ebriquet@orcogroup.com;
- Shareholders wishing to be represented at the General Meeting shall provide the representative of their choice with proxy including their voting instructions. Such proxy duly filled up with the shareholder name shall be provided to the Company at the latest on November 17, 2008. This notice and a proxy form will be available either at the registered office of the Company or by contacting us by fax (+352 26 47 67 67) or on the following website: www.orcogermany.de/investor-relations;
- Shareholders of bearer shares wishing to attend in person or being represented at the General Meeting shall also provide a statement of participation (*attestation de participation*), issued by the financial intermediary holding their securities, such statement indicating the number of shares held. The Shareholders who do not have this statement may not participate in the vote.

Withholding threshold:

- As reminded in Article 14 of the updated by-laws of the Company, 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 %. Shareholders who do not inform the Company will not be able to use their voting right at the General Meeting.

Yours faithfully,

The Board of Directors