



A public limited liability company (*société anonyme*) with an issued share capital of € 23,005,644.50 and an additional authorised share capital of € 81,871,48880

Registered Office: 40 rue de la Vallée, L-2661 Luxembourg
Luxembourg trade and companies register number B.102.254

SECURITIES NOTE AND SUMMARY DATED 25 SEPTEMBER 2013

Admission to trading of 153,256,130 shares issued on 27 September 2012 and 28,028,982 shares issued on 6 June 2013 (181,285,112 shares total).

Orco Germany, a public limited liability company (*société anonyme*), incorporated under the laws of the Grand Duchy of Luxembourg (“**Luxembourg**”), having its registered office at 40 rue de la Vallée, L-2661 Luxembourg and registered with the Luxembourg companies and trade register under number B.102.254 (“**OG**”, the “**Company**” or the “**Issuer**”, and together with its subsidiaries, the “**Group**”) issued 153,256,130 new shares of the Company (the “**First New Shares**”) at a price of EUR 0.712 per share on 27 September 2012 (the “**First Issue**”), against the contribution in kind to the Company of 125,130 of the bonds issued by the Company on 24 May 2007, registered under ISIN code XS0302623953 (“**OG Bonds**”) valued at EUR 109,118,365.20 and issued 28,028,982 new shares of the Company (the “**Second New Shares**”, and together with the First New Shares, the “**New Shares**”) at a price of EUR 0.712 per share on 6 June 2013 (the “**Second Issue**”, and together with the First Issue, the “**Issue**”), against the contribution in kind to the Company of 22,885 OG Bonds valued at EUR 19,956,635.40.

The ordinary shares of the Company (the “**Shares**”) are currently listed on the General Standard Segment of the Regulated Market of the Frankfurter Wertpapierbörse (the “**Frankfurt Stock Exchange**”).

This document comprises a securities note (the “**Securities Note**”) and a summary (the “**Summary**”) dated 25 September 2013 relating to the New Shares. The registration document dated 25 September 2013 relating to the Issuer (the “**Registration Document**”) together with the Securities Note and the Summary constitute a prospectus (the “**Prospectus**”) for the purpose of article 5.3 of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading (the “**Prospectus Directive**”) and article 8.3 of the Luxembourg act dated 10 July 2005 on prospectuses for securities (the “**Prospectus Act**”).

An application for approval of the Prospectus has been made to the Luxembourg competent authority, the Commission de surveillance du secteur financier (the “**CSSF**”), in its capacity as the competent authority in Luxembourg under the Prospectus Act 2005 and the Prospectus Directive.

THE CSSF ASSUMES NO RESPONSIBILITY AS TO THE ECONOMICAL AND FINANCIAL SOUNDNESS OF THE TRANSACTION AND THE QUALITY OR SOLVENCY OF THE ISSUER IN LINE WITH THE PROVISION OF ARTICLE 7 (7) OF THE PROSPECTUS ACT. In submitting the Prospectus to the CSSF, the Company requests the CSSF to provide the German competent authority, the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, the “**BaFin**”), with a certificate of approval certifying that the Prospectus has been drawn up in accordance with the Prospectus Act and the Prospectus Directive. The notification made by the CSSF to the aforementioned competent authority shall be accompanied by the translation of the summary produced under the Company’s responsibility.

In accordance with article 16 of the Prospectus Act, copies of the Securities Note, the Summary and the Registration Document will be available in printed form, free of charge:

- at the registered office of the Company:
Orco Germany S.A., 40 rue de la Vallée, L-2661 Luxembourg
Telephone number: 00 352 26 47 671
Email: luxembourg@orcogroup.com; and
- at the registered office of the Share Agent (as defined in the Prospectus)
BNP Paribas Securities Services S.C.A. – Zweigniederlassung Frankfurt am Main,
Europa-Allee 12, 60327 Frankfurt am Main, Germany.

The documents can also be viewed on the websites of the Frankfurt Stock Exchange (www.deutsche-boerse.com), the Luxembourg Stock Exchange (www.bourse.lu) and the Company (www.orcogermany.de).

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No person is or has been authorised to give any information or make any representations other than those contained or incorporated in this Prospectus and, if given or made, such information or representations must not be relied upon as having been so authorised by OG. The delivery of this Prospectus shall not, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer or the Group since the date of this document or that the information in or incorporated in this Prospectus is correct as of any subsequent time.

This Prospectus does not constitute or form part of an offer to sell, or solicitation of an offer to subscribe for, Shares to any person in the United States or in any jurisdiction in which such offer or solicitation is unlawful.

The New Shares have not been publicly offered for sale, purchase or barter in any country.

The distribution of this Prospectus in certain jurisdictions may be restricted by law. No action has been or will be taken by the Issuer to permit a public offering of the New Shares or to permit the possession or distribution of this Prospectus in any jurisdiction where action for that purpose may be required. Persons into whose possession this Prospectus comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The contents of this Prospectus should not be construed as legal, business or tax advice. Each prospective investor should consult his or its own legal adviser, independent financial adviser or tax adviser for legal, financial or tax advice.

SUMMARY OF THE PROSPECTUS

Summaries are made up of disclosure requirements known as ‘Elements’. These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of ‘not applicable’.

Section A – Introduction and Warnings		
A.1	Introduction and Warnings	<p>This summary should be read as introduction to the Prospectus.</p> <p>Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor.</p> <p>Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.</p>

Section B – Issuer		
B.1	Legal and Commercial Name	Orco Germany (“OG”, the “Company” or the “Issuer”)
B.2	Domicile / Legal Form / Legislation / Country of Incorporation	Orco Germany is a public limited liability company (<i>société anonyme</i>) incorporated and operating under the laws of Luxembourg, having its registered office at 40 rue de la Vallée, L-2661 Luxembourg.
B.3	Key Factors of Operation and Principal Activities	Orco Germany is a real estate group with a portfolio located in Germany, mainly in Berlin. It invests in, manages, develops and leases out commercial property. The headquarters of the group are situated in Berlin.
B.4a	Known Trends	In 2013 and going forward, banks will remain the fundamental lenders acting on the property investment market, with former market participants like Eurohypo, Westdeutsche Immobilienbank, foreign banks and CMBS lenders have retreated or are wound down and have not been fully replaced by the entry of insurance companies into the commercial lending business. New bank lending business will be more selective and restricted to higher quality properties. It is expected that uncertainty will continue to linger and bank loans will remain scarce due to the equity requirements set by the European central bank complicating the interbank and customer lending process. Fundamentally, banks will continue to downsize the share of their risk assets. It is expected that despite the creditworthiness of the German real estate market, only investors with high equity capital and proven competence will have access to long term bank loans. Nevertheless, low interest rates and solid distribution yields will positively impact investment performance with respect to German commercial properties. Pfandbrief bonds will continue to be an

		important stilt of the German market while the issuance of corporate bonds and entries into the capital market will form key elements for companies to deal with future investments.																																																												
B.5	Description of Group	The Company is part of a group of subsidiaries active in the real estate industry in Central and Eastern Europe. The parent company is Orco Property Group (“OPG”). The term “Group” refers to the Company and all of its subsidiaries.																																																												
B.6	Notifiable Voting Rights	To the best of the Company’s knowledge, the following table sets out information regarding the ownership of the Company’s shares as of the date of the Summary:																																																												
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	Different Voting Rights	Not Applicable; none of the shareholders have different voting rights.																																																												
	Control	As of the date of the Securities Note and Summary, the Company is 83.21% owned by OPG (88.22% including OPG’s indirect subsidiary, Brillant 1419 GmbH & Co. Verwaltungs KG)																																																												
B.7	Selected Financial Information	The selected financial information below was extracted from the consolidated financial information of the Issuer as at 31 December 2010, 31 December 2011, 31 December 2012, 30 June 2012 and 30 June 2013, prepared in accordance with International Financial Reporting Standards as adopted by the European Union (“IFRS”):																																																												
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		(*) As adjusted and described in note 2.1.3 to the audited financial statements for the year ended 31 December 2012. No significant changes to the Company's financial condition and operating results occurred subsequent to the periods covered by the selected financial information above.
B.8	Pro Forma Financial Information	Not Applicable; there is no pro forma financial information.
B.9	Profit Forecast	Not Applicable; no profit forecast or estimate is made.
B.10	Audit Report Qualifications	Not Applicable; there are no qualifications in the audit report.
B.11	Working Capital	Not Applicable; the Issuer's working capital is sufficient for the Issuer's present requirements.

Section C – Securities

C.1	Type and class of Securities, ISIN	153,256,130 new ordinary shares (the “ First New Shares ”) issued by the Company on 27 September 2012 under ISIN code LU0839039459 and 28,028,982 new ordinary shares (the “ Second New Shares ”, and together with the First New Shares, the “ New Shares ”) issued by the Company on 6 June 2013 are being admitted to trading pursuant to the Prospectus (the “ Issue ”). Upon approval of the Prospectus, the New Shares will be assimilated to the previously listed shares, ISIN code LU0251710041.
C.2	Currency	The New Shares are issued in euros.
C.3	Number of Issued Shares and Par Value	The issued share capital of the Company is € 23,005,644.50, divided into 230,056,445 ordinary shares (the “ Shares ”). All of the Shares are fully paid. The accounting par value is € 0.10 per Share.
C.4	Rights Attached to the Shares	The New Shares are subject to the provisions of the articles of incorporation of the Company. The First New Shares carry beneficial rights from 1 January 2012 and the Second New Shares carry beneficial rights from 1 January 2013. Each share of the Company gives the right to one vote in general meetings of the Company and entitles each shareholder to dividends.
C.5	Restrictions on the Free Transferability of the Shares	The New Shares were originally issued without a prospectus and cannot be traded until a prospectus is approved. Upon approval of the Prospectus, the New Shares will be assimilated to the previously listed shares.
C.6	Application for Admission to Trading on a Regulated Market	Application will be made for the New Shares to be admitted to trading on the General Standard Segment of the Regulated Market of the <i>Frankfurter Wertpapierbörse</i> (the “ Frankfurt Stock Exchange ”), which is a regulated market pursuant to Directive 2004/39/EC.
C.7	Dividend Policy	Dividends are distributed by the Shareholders at the general meeting of the Shareholders as proposed by the Board of Directors by deduction from the distributable sums in accordance with applicable legal stipulations.

Section D – Risks

D.1	Key Risks Relating to the Issuer and its Business	<p><i>Changes in the general economic and cyclical parameters, especially a continuation of the financial crisis, may negatively influence the Group's business activity</i></p> <p>The worldwide financial crisis negatively affected the Group's business model and may continue to affect the Group's actual and future profitability. The crisis has resulted in decreased liquidity and availability of credit, which may continue to weaken the Group's abilities to refinance its debts. Furthermore, the crisis negatively affects the sales prices and rents for real estate investments. Additionally, vacancies may increase due to low growth rates.</p> <p><i>The Group may be exposed to an oversupply in its key markets</i></p> <p>Due to the general worldwide financial crisis and the tightening of financial conditions,</p>
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D.3	Key Risks Relating to the Shares	<p><i>Shareholders may face potential dilution of their shareholdings in the future</i></p> <p>The Issuer has securities and instruments giving access to capital outstanding which are further described in the Registration Document. The exercise of the warrants is subject to certain conditions. However, they will dilute the holding of the Shareholders if exercised.</p> <p>In addition, the holding and voting rights of the Shareholders may be diluted as a result of certain events, such as the issuance of additional Shares.</p> <p><i>Future sale of Shares may affect their market value</i></p> <p>Sales, or the possibility of sales, of substantial numbers of Shares in the public markets, including sales by the Company's principal shareholders, following the Issue could have a material adverse effect on the market price of the Shares.</p> <p><i>The market price of the Shares could prove to be volatile</i></p> <p>The price of the Shares may be subject to volatility due in particular to variations in the Company's actual or forecasted operating results, changes in profit forecasts or a failure to meet the profit expectations of securities analysts, a decrease in the market</p>

		<p>value of the Company's portfolio, general economic conditions and other factors.</p> <p><i>The Shareholders could suffer a total loss in the value of their Shares in the event of the Company's insolvency</i></p> <p>In the event of insolvency of the Company, its financial and trade creditors will be entitled to receive payment from the Company's assets before any assets are distributed to its Shareholders. Most of the Company's properties have been pledged as collateral for debt financing and are encumbered with mortgages. If the Company were to be declared bankrupt, there is a high likelihood that all or substantially all of the Company's assets would be used to satisfy claims of its creditors and investors in Shares would suffer a partial or complete loss of their investment.</p> <p><i>Legal and tax advice</i></p> <p>Potential investors are invited to consult their own advisors regarding the legal, tax, accounting and related aspects of investing in the Shares.</p> <p><i>Trading in the Shares on the Frankfurt Stock Exchange may be suspended</i></p> <p>The Frankfurt Stock Exchange has the right to suspend trading in shares of a listed company if the company fails to comply with the respective regulations of those exchanges or if such suspension is necessary to protect the interests of market participants or the orderly functioning of the market is temporarily endangered. Any suspension of trading could adversely affect our share price.</p>
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Section E – Offer		
E.1	Net Proceeds	Not Applicable; there are no cash proceeds as the subscription price of the Issue was paid by a contribution of 148,015 bonds issued by Orco Germany (the “ OG Bonds ”, ISIN XS0302623953), valued at € 129,075,000.60, including interest and redemption premium.
	Total Expenses	The total expenses of the Issue, corresponding to the fees due to the auditors and the depositaries and to the sundry publishing and administrative costs, amount to approximately EUR 30,000.
E.2a	Reasons for Offer	The Issue constitutes final step in the Group's bond restructuring.
	Use of Proceeds	Not Applicable; there are no cash proceeds.
	Net Amount of the Proceeds	Not Applicable; there are no cash proceeds. The subscription price of the Issue amounts to € 129,075,000.60, paid by the contribution of OG Bnds.
E.3	Terms and Conditions of the Offer	<p>The First New Shares were issued on 27 September 2012 to OPG and its subsidiary, Brillant 1419 GmbH & Co. Verwaltungs KG, and the Second New Shares were issued on 6 June 2013 to OPG (the “Subscribers”) who subscribed for the New Shares pursuant to subscription agreements entered into with the Company on 26 September 2012 and 3 June 2013 (the “Subscription Agreements”).</p> <p>The issue price of the New Shares is €0.712 per NewShare (the “Issue Price”).</p>
E.4	Interests Material to the Offer	Not Applicable; the Company is not aware of any interests material to the Issue which are held by persons involved in the Issue.
E.5	Selling Entity	Not Applicable; the Company has issued the New Shares as the second payment on the Convertible Bonds.
	Lock-ups	There is no lock-up on the New Shares.
E.6	Dilution	A shareholder of the Company owning 1% of the share capital of the Company prior to the Issue owns 0.212% of the share capital after the Issue.

E.7	Expenses Charged to Investors	Not Applicable; no expenses are charged to investors by the Company.
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SECURITIES NOTE

1. PERSONS RESPONSIBLE FOR THE SECURITIES NOTE

1.1 Persons responsible for the Securities Note

Mr. Nicolas Tommasini and Mr. Jean-François Ott, directors of Orco Germany.

1.2 Persons responsible for the financial information

Mr. Nicolas Tommasini
Orco Germany
40, rue de la Vallée, L-2661 Luxembourg
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Emails: ntommasini@orcogroup.com

1.3 Declaration by the persons responsible for the Securities Note

Having taken all reasonable care to ensure that such is the case, we hereby declare that the information contained in this Securities Note is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import.

Executed in Luxembourg, 25 September 2013

Mr. Nicolas Tommasini
Director

Mr. Jean-François Ott
Director

2. RISK FACTORS

Before making any investment decision, prospective investors are invited to read the detailed information set out elsewhere in this Securities Note. This section presents the main risk factors and prospective investors are required to reach their own views prior to making any investment decision. Most of the factors set out below are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.

2.1 Shareholders may face potential dilution of their shareholdings in the future

The Issuer has securities and instruments giving access to capital (warrants) outstanding which are further described in the Registration Document. The exercise of the warrants is subject to certain conditions. However, they will dilute the holding of the Shareholders if exercised.

The holding and voting rights of the Shareholders may be diluted as a result of the issuance by the board of directors of the Company (the “**Board of Directors**”) of additional Shares within the authorised capital with exclusion of the existing shareholders’ pre-emptive rights.

2.2 Future sale of Shares may affect their market value

Sales, or the possibility of sales, of substantial numbers of Shares in the public markets, including sales by the Company’s principal shareholders, following the Issue could have a material adverse effect on the market price of the Shares or could affect the Company’s ability to obtain further capital through an offering of equity securities. Subsequent equity offerings may reduce the percentage ownership of the Company’s existing Shareholders.

2.3 Returns on the Shares may be limited to capital appreciation

The distribution of dividends is subject to the discretion of the general meeting of the Shareholders. If the majority of the shareholders present or represented at the general meeting decides not to declare and pay dividends, then returns on investments in the Shares in the foreseeable future will be limited to capital appreciation, if any, and the ability of Shareholders to realise any such returns may be limited by perennial illiquidity in the trading market for the Shares.

2.4 The market price of the Shares could prove to be volatile

The market price of the Shares depends to a large extent on the value of the Company’s real estate portfolio. After the Issue, the price of the Shares may be subject to volatility due in particular to variations in the Company’s actual or forecasted operating results, changes in profit forecasts or a failure to meet the profit expectations of securities analysts, a decrease in the market value of the Company’s portfolio, general economic conditions and other factors. The general volatility of share prices, in particular within the real estate sector, may also lead to price pressure on the Shares without there necessarily being a reason for this in the business or the earnings outlook of the Company

2.5 The Shareholders could suffer a total loss in the value of their Shares in the event of the Company’s insolvency

In the event of insolvency of the Company, its financial and trade creditors will be entitled to receive payment from the Company’s assets before any assets are distributed to its Shareholders. Most of the Company’s properties have been pledged as collateral for debt financing and are encumbered with mortgages. If the Company were to be declared bankrupt, there is a high likelihood that all or substantially all of the Company’s assets would be used to satisfy claims of its creditors and investors in Shares would suffer a partial or complete loss of their investment.

2.6 Legal and tax advice

Potential investors are invited to consult their own advisors regarding the legal, tax, accounting and related aspects of investing in the Shares.

2.7 Deduction at source

Dividends with respect to the Shares will generally be subject to Luxembourg withholding tax at a rate of currently 15% of the gross dividends. This withholding tax may be reduced or eliminated pursuant to an applicable tax treaty or pursuant to Luxembourg domestic tax rules.

2.8 Trading in the Shares on the Frankfurt Stock Exchange may be suspended

The Frankfurt Stock Exchange has the right to suspend trading in shares of a listed company if the company fails to comply with the respective regulations of those exchanges (such as specific disclosure requirements) or if such suspension is necessary to protect the interests of market participants or the orderly functioning of the market is temporarily endangered. There can be no assurance that trading in the Shares will not be suspended. Any suspension of trading could adversely affect our share price.

2.9 The Shares may be excluded from trading on the Frankfurt Stock Exchange

If a company listed on the Frankfurt Stock Exchange fails to fulfill certain requirements or obligations under its laws and regulations, and/or if the orderly stock exchange trading, the safety of trading thereon or investors' interests are endangered, the Shares can be excluded from trading on the exchange.

3. ESSENTIAL INFORMATION

3.1 Working capital statement, equity and indebtedness

Taking into account the financial statements as at 30 June 2013, the Company is of the opinion that the working capital available for the Company is sufficient for its present requirements, for at least a period of 12 months from the date of the publication of this Prospectus.

The following table shows the capitalisation and indebtedness of the Group as of 30 June 2013.

The table below should be read in conjunction with “Operating and Financial Review” and the Group’s condensed interim consolidated financial statements included elsewhere in this Prospectus. There have been no material changes to the information set out below since 30 June 2013.

	As of 30 June 2013
	Actual
	(EUR thousands)
Cash and cash equivalent	8 840
Trading securities	0
Total liquidity	8 840
Current bank debt	33 695
Other current financial debt	23
Current financial debt	33 718
Net current financial indebtedness	24 878
Non-current bank debt	251 943
Bonds issued	42
Other non-current financial debt	10 613
Non-current financial indebtedness	262 598
Net financial indebtedness	287 476

Notes:

- (1) Secured debt consists of banks loans, equity loans, and finance lease liabilities which are entered into by subsidiaries of the Company and are secured by mortgages on properties or pledges on shares of the relevant subsidiaries. As of 30 June 2013, the total bank loans amounted to EUR 286 million.
- (2) Unguaranteed/unsecured debt consists of bonds issued by the Company. As of 30 June 2013, the total bonds issued by the Company amounted to EUR 42 thousand

3.2 Interest of persons involved in the Issue

The New Shares have been exclusively subscribed by OPG and its indirect subsidiary, Brillant 1419 GmbH & Co. Verwaltungs KG. The Company is not aware of any interests material to the Issue which are held by persons involved in the Issue. The New Shares have been issued and subscribed by OPG and its subsidiary, Brillant 1419 GmbH & Co. Verwaltungs KG (the “**Subscribers**”) as further described in Section 5.1.1.2 (Subscription undertakings) on page 24 of this Securities Note.

3.3 Use of proceeds

The subscription price of the Issue amounts to € 129,075,000.60 and was paid in full by a contribution in kind of the OG Bonds held by OPG and its indirect subsidiary, Brillant 1419 GmbH & Co. Verwaltungs KG. As such, there are no net cash proceeds. However, the Issue is highly beneficial for the Company since it will reduce the Group’s net debt. The value of the contribution in kind of the OG Bonds has been appraised by the auditor HRT Révision S.A. in accordance with Luxembourg laws. The total expenses of the Issue, corresponding to the fees due to advisors and the financial intermediaries and to the sundry publishing and administrative costs, amount to approximately EUR 30,000.

4. INFORMATION CONCERNING THE ISSUE

4.1. Description of the New Shares - Type, category and Settlement Date of the New Shares

The existing Shares are ordinary shares admitted to trading under ISIN code: LU0251710041 on the Frankfurt Stock Exchange. The Shares are classified under sector 86: “Real Estate” and sub-sector 862: “Real Estate Holding and Development” in the FTSE.

The New Shares that will be issued under the Issue will be subject to the provisions of the articles of incorporation of the Company. The First New Shares will carry beneficial rights from 1 January 2012 and the Second New Shares will carry beneficial rights from 1 January 2013. They shall carry the right in respect of such financial year 2012 and subsequent financial years, to the same dividend (equal by reference to their accounting par value) as that which may be paid in relation to the other Shares carrying the same beneficial rights.

They shall therefore rank *pari passu* with such other Shares with effect from the due date for payment of the dividend relating to the preceding financial year, or, if none is distributed, after the annual meeting considering the accounts for said financial year.

4.2 Jurisdiction and applicable law

4.2.1 Applicable law

The terms and conditions of the New Shares and of the Shares are governed by Luxembourg law.

4.2.2 Competent courts

The competent courts in the event of disputes shall be the ones under whose jurisdiction the registered office of the Company falls without prejudice to the latter’s right to take action before any other competent court under Luxembourg law.

4.3 Form and method of delivery of the New Shares

The Shares (including for the avoidance of doubt the New Shares) have the same accounting par value and are of the same category. The Shares will be either in the form of registered shares or in the form of bearer shares, at the option of the Shareholder, except to the extent otherwise provided by law.

The Shareholder can sell or transfer the shares subject to the relevant statutory limitations.

The Shares are indivisible and the Company only recognises one holder per Share. If there are several owners per Share, the Company will be entitled to suspend the exercise of all rights attached until the appointment of a unique person as owner of the Shares. It will be the same in the case of conflict between the usufructuary and the bare owner or between a debtor and the creditor.

Settlement and delivery of the Shares

Clearstream Banking AG, Frankfurt, with offices at Neue Börsenstrasse 1, D-60487 Frankfurt/Main (“**Clearstream**”), is the central depository system through which all of the Shares listed and traded on the Frankfurt Stock Exchange are held on behalf of persons holding securities accounts with the financial intermediaries (*intermédiaire financier habilité*) authorised to maintain accounts therein.

Shares are held and transferred through book-entry form in accounts opened with one or more financial intermediaries with Clearstream.

The persons shown in securities accounts of a financial intermediary authorised to maintain accounts with Clearstream as the holders of the Shares will not be entitled to receive physical delivery of definitive certificates evidencing interests in the Shares, will not be considered owners or holders thereof and will only be able to transfer their interests in accordance with the rules and procedures of Clearstream and other relevant additional clearing systems.

Shareholders may also hold Shares by being directly recorded in the Shareholders register kept in Luxembourg by or on behalf of the Company or by directly holding a bearer Share, thus taking their Shares out of the Clearstream clearing system.

Transfer of Shares and settlement (delivery and payment) of transactions on the Frankfurt Stock Exchange will, however, only be effected through a settlement system recognised by the Frankfurt Stock Exchange.

Only Shares in bearer form held directly or indirectly through Clearstream can be traded on the Frankfurt Stock Exchange. Shareholders directly recorded in the Company's Shareholder register or holding definitive bearer Shares must therefore, in order to be able to trade their Shares on the Frankfurt Stock Exchange, deposit them first with Clearstream.

Settlement of the transactions executed on the Frankfurt Stock Exchange will be cleared through Clearstream, and will be recorded in book-entry form on securities accounts of a financial intermediary authorised to maintain accounts with Clearstream.

Trades in the Shares concluded on the Frankfurt Stock Exchange will not result in any change in the holder of the Global Certificate.

4.4 Issue currency

The New Shares will be issued in euros.

4.5 Rights and restrictions attached to the Shares

The New Shares will be subject to all the provisions of the Company's articles of incorporation.

Pursuant to the current articles of incorporation of the Company, the main rights attached to the New Shares are described below.

Dividend rights

The New Shares were issued at the accounting par value (i.e. € 0.10) with a share premium of € 0.612.

Dividends expire according to the legal term of limitation, i.e. 10 years.

By law, and subject to any preference shares that may be issued in future, the holders of ordinary shares are entitled to receive dividends in proportion to the amount of capital that they represent.

Dividends are distributed by the Shareholders at the general meeting of the Shareholders as proposed by the Board of Directors by deduction from the distributable sums in accordance with applicable legal stipulations.

Interim dividends may be paid by the Board of Directors within the conditions provided for by the articles of association of the Company.

The credit balance on the profit and loss account, after deduction of the general expenses, social charges, write-offs and provisions for past and future contingencies as determined by the board of directors of the Company, represents the net profit.

Pursuant to Luxembourg law, the Company must allocate at least one twentieth of the net profits to the creation of a reserve which allocation ceases to be compulsory when the reserve has reached 10% of the issued share capital.

The remaining balance of the net profit is at the disposal of the general meeting of the shareholders of the Company, which can decide to distribute such profit in the forms of dividends to the shareholders. The amount of any dividends paid to the shareholders of the Company may not exceed the amount of the profits at the end of the last financial year plus any profits carried forward and any amounts drawn from reserves which are available for that purpose, less any losses carried forward and sums to be placed in reserve in accordance with the law or the articles of association.

Dividends, when payable, will be distributed at the time and place fixed by the board of directors of the Company within the limits of the decision of the general meeting of the shareholders of the Company.

Interim dividends may be paid by the board of directors of the Company within the conditions provided for by the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "**Companies Act 1915**"). Subject to Luxembourg law, and subject to any preference shares that may be issued in future, all Shares (including for the avoidance of doubt, the New Shares) are entitled to participate equally in dividends when, and if declared by the annual ordinary general meeting of the shareholders of the Company, out of funds legally available for such purposes.

Consequently, any shareholder, irrespective of their place of residence, shall receive dividends pro rata to the number of Shares held, when dividends are payable and are distributed by the general meeting of the shareholders of the Company.

Distributions that have not been claimed within five years after the date on which they became due and payable revert to the Company. No interest shall be paid on dividends declared but not paid which are held by the Company on behalf of Shareholders.

Dividend restriction

Not applicable

Rights to share in any surplus in the event of liquidation

Each Share carries entitlement to ownership of the corporate assets, the sharing of profits and the liquidation surplus in a proportion equal to the portion of share capital it represents, taking into consideration, where applicable, any amortized and non-amortized, paid-up and non paid-up capital, of the nominal amount of the shares and of the right of the shares of different categories.

Shareholders only incur the losses of the company in amounts equal to their contributions.

The decisions to liquidate, dissolve or wind-up the Company require the approval of at least two-thirds of the votes cast at a general meeting of the shareholders of the Company where at least 50% of the issued capital is present or represented.

Redemption or Conversion Provisions

The articles of association of the Company do not provide for any redemption or conversion provisions.

Voting rights

In accordance with the Companies Act 1915, each Share carries entitlement to one vote at the general meetings of Shareholders.

Convening of Shareholders who hold their Shares with Clearstream

The annual general meeting of the Shareholders meets in Luxembourg, at the registered office of the Company or at any other location indicated in the convening notice on the last Thursday of May at 10:00 am, Luxembourg time. If that day is a legal holiday, the meeting shall be held on the next following business day. Extraordinary general meetings of the Shareholders are convened in accordance with Luxembourg law and the articles of incorporation of the Company.

The Company shall send the information pertaining to Shareholders, among other things information relating to the general meetings, including the agenda of said meetings and, for extraordinary general meetings of the Shareholders, the place and time of such meetings, directly to Clearstream (and to BNP Paribas Securities Services S.C.A. which is responsible for the servicing of the Shares). The latter shall promptly notify the authorised financial intermediaries affiliated to Clearstream requesting such information, in addition to the convening notices published by the Company in Luxembourg in accordance with its articles of incorporation.

Exercise of the voting rights of Shareholders who hold their Shares with Clearstream

In order to exercise their voting rights, Shareholders who hold their Shares through Clearstream shall:

- notify their intention to exercise their voting rights by submitting a record date confirmation form;
- give their voting instructions in the form of a proxy to their authorised financial intermediary which shall send them to BNP Paribas Securities Services S.C.A. which is responsible for servicing the Shares, which in turn shall send these voting instructions before the general meeting of the Shareholders to the representative appointed in the proxy who shall exercise them in accordance with the instructions given. It is however specified that BNP Paribas Securities Services S.C.A. may be appointed as representative; and
- prove their status as Shareholder. This proof must be in the form of a certificate drawn up free of charge by the authorised financial intermediary which is the account holder of the Shareholder, confirming the holding of the Shares registered in this account as of the record date for the meeting.

Preferential subscription rights

In accordance with the Companies Act 1915, Shareholders are entitled to a preferential right of subscription to new Shares, which may be limited or cancelled by the general meeting of the Shareholders or by the Board of Directors, if authorised by the former.

Corporate Actions

Exercise of Shareholders rights

Any persons holding their Shares through a securities settlement system must rely on the rules and procedures of Clearstream to exercise any rights and obligations of a holder of Shares.

Any persons holding their Shares through a securities settlement system may attend and vote at a general meeting of Shareholders by presenting at the place indicated by the Board of Directors at least five days prior to the date set for the meeting a certificate indicating, inter alia, the number of Shares held and delivered by the broker, bank, custodian, dealer or other qualified intermediary with which the Shares are held.

The Shares which are the object of such a certificate must be blocked until after the holding of the general meeting of Shareholders and may be transferred only after the holding of such meeting; such blocking will result from the certificate.

Accountholders may vote by ballot paper (formulaire), subject to the internal rules of the relevant securities settlement system, by giving relevant instructions as to how to exercise their vote to the broker, bank, custodian, dealer or other qualified intermediary with which their Shares are held.

Payments on the Shares through the clearing system

Any persons holding their Shares through a securities settlement system must look solely to Clearstream for its share of each payment made by the Company in relation to all the rights arising under the Global Certificate, subject to and in accordance with the rules and procedures of Clearstream.

Such accountholders shall have no claim directly against the Company in respect of payments due on the Shares for so long as the Shares are represented by the Global Certificate and such obligations of the Company will be discharged by payment to BNP Paribas Securities Services S.C.A., which is in charge of the securities (service des titres) and financial services (service financier) in respect of Shares held through Clearstream.

Those who hold interests in the Global Certificate through Clearstream will receive payments subject to and in accordance with the rules and procedures of the relevant clearing system.

Distribution of dividends and other payments with respect to the book-entry interests in the Shares held through Clearstream will be credited, to the extent received by BNP Paribas Securities Services S.C.A., to the cash accounts of Clearstream accountholders in accordance with the Clearstream system rules and procedures.

4.6 Resolutions and authorisations by virtue of which the New Shares will be issued

4.6.1 Resolution of the extraordinary general meeting of Shareholders

At the extraordinary general meeting of the Shareholders of 26 April 2012, the Shareholders resolved to increase the share capital of the Company by an amount of up to € 18,136,104.90 and to give power to the Board of Directors to implement it.

4.6.2 Decision of the Board of Directors

In its meetings on 30 August 2012 and 23 May 2013, the Board of Directors voted in favour of issuing the New Shares without preferential subscription rights for Shareholders to the Subscribers and granted powers to authorized representatives to effectively issue the shares on behalf of the Company.

The subscription price of the New Shares amounted to € 129,129,067.08 and was fully paid by the contribution in kind of the OG Bonds held by OPG and its subsidiary, Brillant 1419 GmbH & Co. Verwaltungs KG. As such, there are no net cash proceeds. The value of the contribution in kind of the OG Bonds has been appraised by the auditor HRT Révision S.A. in accordance with Luxembourg laws.

4.7 Issue date of the New Shares

The First New Shares were issued on 27 September 2012 and the Second New Shares were issued on 6 June 2013.

4.8 Restriction on the free trading of the New Shares

None.

4.9 Applicable legislation on public offerings

Directive 2004/25/EC of the European Parliament and of the Council of April 21, 2004 (the ‘‘**Takeover Directive**’’) and the Luxembourg act dated 19 May 2006 on public takeovers (the ‘‘**Public Takeovers Act**’’), which has implemented the Takeover Directive into Luxembourg law, provide that the law applicable for supervising a takeover bid in respect of the Company (and related questions, such as matters relating to the consideration offered in the context of a takeover bid, in particular the price, and matters relating to the takeover bid procedure, in particular the information on the offeror’s decision to make a bid, the contents of

the offer document and the disclosure of the bid) would be the law of the EU Member State (or an EEA Member State) where the shares in the Company have first been admitted to trading and listed on a regulated market (as determined by Directive 2004/39/EC), *i.e.* German law.

The Takeover Directive however specifies that matters regarding company law (and related questions such as, for instance, matters relating to the information to be provided to the employees of the Company), in particular the question relating to the percentage of voting rights which give control over a company and any derogation from the obligation to launch an offer or the conditions under which the board of the Company may undertake any action which might result in the frustration of the bid, will exclusively be governed by the applicable rules of the EU Member State in which the Company in question has its registered office, *i.e.* Luxembourg law. Other laws and regulations may impose obligations with respect to mandatory takeover bids.

4.9.1 Mandatory Bid

The Takeover Directive specifies that where a person, acquires a specified percentage of voting rights in that company, giving him/her control of that company, it shall be required to launch a mandatory bid, subject to certain derogations. The percentage giving control is a matter of Luxembourg law and is 33 1/3%.

If such a mandatory bid has to be launched, the Securities Acquisition and Corporate Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*, or *WpÜG*) provide for the conditions for filing such a mandatory bid.

4.9.2 Right of squeeze-out

Pursuant to Luxembourg law, should any offeror hold Company's securities representing not less than 95% of the capital carrying voting rights and 95% of the voting rights of the Company as a result of a takeover bid, such offeror would be entitled to squeeze-out minority Shareholders.

In accordance with Luxembourg rules, such offeror may exercise such right of squeeze-out within three months following the end of the initial takeover bid.

Except in specific cases, the CSSF will review the consideration offered in the context of such squeeze-out. In this respect, the offeror shall provide the CSSF with a valuation of the Shares, appropriately taking into account the valuation derived from the value of the assets, the profits, the stock market value, the existence of subsidiaries and the future prospects of the Company.

4.9.3 Sell-out

Pursuant to the Public Takeovers Act, should a bidder hold securities representing more than 90% of the Company's capital carrying voting rights following a bid made to all the holders of the Company's securities for all of their securities, a minority Shareholder would be entitled to require the offeror to buy his/her securities from him/her at a fair price.

The CSSF will review the consideration offered in the context of such sell-out. In this respect, the offeror shall provide the CSSF with a valuation of the Shares, appropriately taking into account the valuation derived from the value of the assets, the profits, the stock market value, the existence of subsidiaries and the future prospects of the Company.

4.9.4 Board opinion

The Board of Directors shall publish a document setting out its opinion on the takeover bid and the reasons on which it is based, including the bid's impact on the Company's interests, and analyzing, in particular, the bid's impact on employment and the bidder's proposed strategy for the Company.

4.9.5 Employees' information

The Public Takeover Act involves employees' representatives in the takeover process by providing for the duty of the Company's board to inform the employees of the Company about the takeover bid.

4.9.6 Breakthrough rules

The Shareholders of the Company may elect, by special Shareholders' vote to be notified to the CSSF and to the supervisory authorities of Member States in which the Shares are admitted to trading on regulated markets or where such admission has been requested, to apply the breakthrough rules. If such breakthrough rules apply, (i) any share transfer restrictions contained in certain Shareholders' agreements shall not be binding on the offeror and (ii) at the general meeting of the Shareholders which decides on any defensive measures any restrictions on voting rights provided for in the articles of association of the target company or in certain Shareholders' agreements shall not have effect.

4.9.7 Defensive measures

The Shareholders of the Company may elect, by special Shareholders' vote to be notified to the CSSF and to the supervisory authorities of Member States in which the Shares are admitted to trading on regulated markets or where such admission has been requested, to prohibit its management from taking defensive measures, other than seeking a competing bid, during a takeover bid, without being authorized to do so by a separate resolution passed at a Shareholders' meeting.

4.9.8 Disclosure obligations

The information provided under this paragraph is not intended to be exhaustive and other laws or regulations imposing similar or additional disclosure obligations on the Company may exist on specific stock exchanges where the shares are listed.

The law of 11 January 2008 concerning transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market and transposing the Directive 2004/109/EC of the European Parliament and of the Council of 15 December 2004 on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on regulated market provides that every time a natural person or legal entity acquires or disposes of shares, where Luxembourg is the home Member State of the issuer, so that the proportion of shares held by that shareholder reaches, exceeds or falls below the thresholds of 5%, 10%, 15%, 20%, 25%, 33 1/3%, 50% or 66 2/3%, he must notify the issuer of the proportion of voting rights held.

Shareholders must also notify the issuer of the proportion of voting rights, where that proportion reaches, exceeds or falls below the thresholds mentioned above as a result of events changing the breakdown of voting rights. In cases, where the issuer of shares itself acquires or disposes of own shares, a publication requirement is triggered when thresholds of 5% and 10% are reached, exceeded or undercut. Such person must notify the CSSF and the company whose shares or securities representing such shares are listed on stock exchanges situated or operating within one or more EU member states, of the proportion of such person's or legal entity's voting rights following that acquisition or disposal.

All the information contained in the shareholder's notification to the issuer must be published by the issuer at the latest three business days upon receipt. The information must be submitted to the CSSF at the latest at the moment of its publication.

In Luxembourg, the shareholder's declaration can be notified either in the French, German or English language to such listed company and to the CSSF within six calendar days after the transaction took place.

For the purposes of determining whether a natural person or legal entity shall be regarded as holding a certain percentage of voting rights, the voting rights held by third parties which are controlled by that person or entity, or for which that person or entity has entered into a written agreement which obliges them to adopt by concerted exercise of the voting rights they hold a lasting common policy towards the management of the listed company, are also taken into consideration. In case of a group of undertakings, the required disclosure may under certain circumstances be made by the parent undertaking on behalf of the group member actually acquiring or disposing of the shares.

The disclosure requirements do not apply to the acquisition or disposal of a major holding by a professional dealer in securities insofar as the acquisition or disposal is effected in his capacity as a professional dealer in securities and insofar as the acquisition is not used by the dealer to intervene in the management of the company concerned.

The voting rights attached to the shares of the company owned by any person who has failed duly to notify the company and the CSSF in one of the above circumstances are suspended as long as sufficient information regarding the acquisition or disposal of the shares in the company is not duly notified and published. In addition, upon request of the company, a shareholder of the company or a third party having an interest, a Luxembourg court (if competent) may nullify a resolution adopted by the general meeting of the shareholders of the company, if it determines that such resolution has only been adopted through the exercise of the suspended voting rights.

According to Article 14 of the articles of incorporation of the Company, any Shareholder exceeding, either up or down, the thresholds of 2.5%, 5%, 10%, 15%, 20%, 25%, 33 1/3%, 50% and 66 2/3% of total voting rights shall be bound to inform the Company regarding that fact, and the Company shall in turn be bound to inform its supervisory authorities within eight days of the event. No sanction is provided by the articles of incorporation for failure of the Shareholder to do so, although there may be other sanctions and penalties imposed by law, including fines and/or the suspension of voting rights.

4.10 Recent takeover bids

No takeover bid was launched with respect to the capital of OG during the last financial year or the current financial year.

4.11 Taxation in Luxembourg

The statements herein regarding taxation in Luxembourg are based on the laws in force in Luxembourg as of the date of this Securities Note and are subject to any changes in law. The following summary does not purport to be a comprehensive description of all the tax considerations which may be relevant to a decision to purchase, own or dispose of the Shares. Each prospective holder or beneficial owner of Shares should consult its tax advisor as to the Luxembourg tax consequences of the ownership and disposition of the Shares.

The Issuer takes responsibility for the deduction of withholding tax.

4.11.1 Dividends

Any amount paid by a Luxembourg entity under the form of a dividend should be subject to a 15% withholding tax.

Luxembourg resident corporate Shareholders

However no dividend withholding tax applies on dividends paid by to a Luxembourg resident corporate Shareholder (that is, a fully taxable *collectivité* within the meaning of Article 159 of the Luxembourg Income Tax Law), which meets the qualifying participation test (that is, a shareholding exceeding 10% or having an acquisition cost in excess of €1.2 million held for a minimum one year holding period). If such exemption from dividend withholding tax does not apply, a Luxembourg resident corporate Shareholder will be entitled to a tax credit.

Luxembourg resident individual Shareholders

Luxembourg withholding tax on dividends paid to a Luxembourg resident individual Shareholder will entitle such Luxembourg Shareholder to a tax credit.

Non-Luxembourg resident Shareholders

Non-Luxembourg Shareholders, provided they are resident in a country with which Luxembourg has concluded a treaty for the avoidance of double taxation, may be entitled to claim treaty relief under the conditions and subject to the limitations set forth in the relevant treaty.

A non-resident corporate Shareholder resident in a EU Member State will be able to claim an exemption from Luxembourg dividend withholding tax under the conditions set forth in the EU Parent-Subsidiary Directive as implemented in Luxembourg

4.11.2 Capital gains

Luxembourg resident individual Shareholders

For Luxembourg individuals, income in the form of dividends or capital gains will normally be subject to individual income tax at the applicable progressive rate (the top marginal tax rate is 38%), plus an unemployment fund contribution levied thereon at the rate of 2.5%. Such dividends may benefit from the 50% exemption set forth in Article 115(15a) of the Luxembourg Income Tax Law, subject to fulfillment of the conditions set out therein. Capital gains will only be taxable if they are realized on a sale of shares, which takes place within the first six months following their acquisition, or if the relevant Shareholder holds a participation of more than 10%.

Luxembourg resident corporate Shareholders

For Luxembourg companies, income in the form of dividends or capital gains will be subject to corporate income tax and municipal business tax. The combined rate for these two taxes (including an unemployment fund contribution of 4%) is 28.59% in the city of Luxembourg. Such dividends may benefit either from the 50% exemption set forth in Article 115(15a) of the Luxembourg Income Tax Law or from the full exemption set forth in Article 166 of the Luxembourg Income Tax Law, subject in each case to fulfillment of the respective conditions set out therein. Capital gains realized on the sale of shares may benefit from the full exemption provided for by Article 166 of the Luxembourg Income Tax Law and by the Grand Ducal Decree of December 21, 2001, as amended, subject in each case to fulfillment of the conditions set out therein.

Non-Luxembourg resident Shareholders

An individual or corporate non-Luxembourg Shareholder who/which realizes a gain on disposal thereof (and who/which does not have a permanent establishment in Luxembourg to which the shares would be attributable) will only be subject to Luxembourg taxation on capital gains arising upon disposal of such shares

if such Shareholder has (together with his or her spouse and underage children) directly or indirectly held more than 10% of the capital, at anytime during the past five years, and either (i) such Shareholder has been a resident of Luxembourg for tax purposes for at least 15 years and has become a non-resident within the last five years preceding the realization of the gain, subject to any applicable tax treaty, or (ii) the disposal of shares occurs within six months from their acquisition, subject to any applicable tax treaty.

A corporate non-Luxembourg Shareholder (that is, a *collectivité* within the meaning of Article 159 of the Luxembourg Income Tax Law), which has a permanent establishment in Luxembourg to which the shares would be attributable, will bear corporate income tax and municipal business tax on dividends received and/or a gain realized on a disposal of such shares under the same conditions applicable to a Luxembourg resident corporate Shareholder, as set out above.

Finally, under Luxembourg tax laws currently in force, no Luxembourg withholding tax is due on the payment of a liquidation surplus.

4.12 Taxation in Germany

The following paragraphs, which are intended as a general guide on stamp duty and withholding tax only, are based on current legislation and German tax authority practice. They summarise certain aspects of German taxation only which may be applicable to the Shares but do not purport to be a comprehensive description of all tax considerations which may be relevant to a decision to purchase, hold, transfer or redeem the Shares. In particular, this general summary does not consider any specific facts or circumstances that may apply to a particular purchaser. Potential holders of the Shares who are in any doubt about their tax position on purchase, ownership, transfer or exercise or non-exercise or redemption, as the case may be, of any Shares should consult their own tax advisers.

4.12.1 German Residents for Taxation Purposes

Taxation of Capital Gains

German resident individual shareholders:

Capital gains realised by German individual tax residents from the disposal, redemption, repayment or assignment of Shares held as non-business assets are subject to German income tax and solidarity surcharge (sec. 20 para. 2 no. 3 of the German Income Tax Act). German tax resident individuals are persons whose residence or habitual abode is located in Germany.

The rate of income tax in Germany increases progressively, ranging from 0% to 45%. Furthermore, solidarity surcharge (*Solidaritätszuschlag*) is charged at a rate of 5.5% of the income tax amount. An individual holder may in addition be subject to church tax.

Generally income deriving from capital investments is subject to a final flat tax of 25% (*Abgeltungssteuer*) plus a solidarity surcharge thereon, which is currently levied at 5.5% (in total 26.375%), if the holder is an individual and does not hold the Shares as a business asset for tax purposes. If the holder of the Shares holds the Shares with a German Disbursing Agent, such flat tax then will be directly withheld by such German Disbursing Agent (see below). An individual holder may in addition be subject to church tax.

Apart from an annual lump-sum deduction (*Sparer-Pauschbetrag*) for investment type income of € 801 (€1,602 for married couples filing jointly) investors holding the Shares as private assets will not be entitled to deduct expenses incurred in connection with the investment in the Shares from their income. In addition, such holders could not offset losses from the investment in the Shares against other type of income (e.g., employment income).

Such capital gains may also be subject to German Trade Tax at a rate of ca. 15%, if the Shares form part of the assets of a German trade or business.

The taxable capital gain will be the difference between the proceeds from the disposition, redemption, repayment or assignment on the one hand and the acquisition and disposal costs on the other hand.

German resident corporate shareholders:

Capital gains realised by German corporate tax residents from the disposal, redemption, repayment or assignment of Shares are subject to German corporation tax and solidarity surcharge. German corporate tax residents are corporate entities whose statutory seat or place of effective management and control is located in Germany.

The German corporate tax rate amounts to 15%. Furthermore, solidarity surcharge (*Solidaritätszuschlag*) is charged at a rate of 5.5% of the income tax amount.

Such capital gains may also be subject to German Trade Tax at a rate of ca. 15%, if the Shares form part of the assets of a German trade or business.

The taxable capital gain will be the difference between the proceeds from the disposition, redemption, repayment or assignment on the one hand and the acquisition and disposal costs on the other hand.

Withholding tax

If:

- (i) Shares are held in a custodial account which the holder of the Shares maintains with
- a German credit institution or
 - a German financial services institution, each as defined in the German Banking Act (Gesetz über das Kreditwesen)
 - including a German branch of a foreign credit institution or of a foreign financial services institution, but excluding a foreign branch of a German credit institution or a German financial services institution (a “German Bank”) or
 - a German share trader (Wertpapierhandelsunternehmen) or
 - a German securities trading bank (Wertpapierhandelsbanken)
- or one of these entities executes the sale of the Shares; and
- (ii) the relevant entity pays or credits the relevant payments under the Shares (a “**German Disbursing Agent**”); and
- (iii) the respective payments fulfil certain conditions according to German Income Tax Act, the German Disbursing Agent would withhold or deduct German withholding tax at a rate of 26.375% (including solidarity surcharge).

In general, no withholding tax will be levied if the holder of Shares is

- an individual whose Shares do not form part of the property of a German trade or business and
- who filed a certificate of exemption (Freistellungsauftrag) with the German Disbursing Agent but only to the extent the interest income derived from the Shares together with other investment income does not exceed the maximum exemption amount shown on the certificate of exemption. Similarly, no withholding tax will be deducted if the holder of Shares has submitted to the German Disbursing Agent a certificate of non assessment (Nichtveranlagungsbescheinigung) issued by the relevant local tax office.

Generally, withholding tax will also apply with regard to proceeds from Shares held as business assets, provided the requirements as set forth above are met. In this case, a withholding tax charge will not be a final tax, but might result in a tax credit or refund of the withholding tax.

4.12.2 Non Residents for German Taxation Purposes

Non-residents of Germany are, in general, exempt from German income taxation, unless the respective payments qualify as taxable income from German sources within the meaning of sec. 49 of the German Income Tax Act. For example, income would be taxable if the Shares are held in a German permanent establishment. In this case, a holder of the Shares will be subject to limited taxation in Germany and income tax or corporation tax, solidarity surcharge as well as withholding tax on the respective income may become due. In addition, interest income and capital gains may be subject to trade tax.

Under certain circumstances, non-residents may benefit from tax reductions or tax exemptions under Double Tax Treaties entered into with Germany.

German Investment Tax Act

The Shares should not qualify as investment fund units, which would trigger the application of the German Investment Tax Act. According to a circular issued by the German Federal Financial Supervisory Authority

(*Bundesanstalt fuer Finanzdienstleistungsaufsicht / BaFin*) on 22 December 2008, a foreign investment fund unit only exists if the investor has a direct legal relationship to the foreign investment fund, which, however, has not to be a membership-like relationship. If the investor only obtains a contractual claim against the issuer of certificates (based on the value of the notional underlying assets), instead of obtaining a direct legal interest in the underlying assets, and the issuer is not obliged to invest the issue proceeds in certain fund assets as mentioned in the German Investment Act, no foreign investment fund unit exists. This is true even where the issuer in practice holds such fund assets for hedging purposes in its own portfolio.

Inheritance and Gift Tax

No inheritance or gift taxes with respect to any Instrument will arise under the laws of Germany, if,

- in the case of inheritance tax, neither the decedent nor the beneficiary, or,
- in the case of gift tax, neither the donor nor the donee,

is a resident of Germany and such instrument is not attributable to a German trade or business for which a permanent establishment is maintained, or a permanent representative has been appointed, in Germany.

Exceptions from this rule apply to certain German expatriates.

Other taxes

No stamp, issue, registration or similar taxes or duties will be payable in Germany in connection with the issuance, delivery or execution of the Shares.

4.13 Shareholders in other jurisdictions

Company shareholders subject to a taxation scheme other than those mentioned above, in particular taxpayers whose transactions relating to shares exceed simple management of private assets or who have recorded their shares as assets in their balance sheet should refer to the taxation scheme applicable in their particular case.

5. CONDITIONS OF THE ISSUE OF NEW SHARES

5.1 Conditions, provisional schedule and conditions of subscription

5.1.1 Conditions of the issue

5.1.1.1 Cancellation of the Preferential Subscription Rights of Shareholders for the benefit of the Subscribers

The New Shares were issued by the Company represented by authorized representatives pursuant to the decisions of the Board of Directors dated 30 August 2012 and 23 May 2013 further to which the cancellation of the preferential subscription right of the existing Shareholders has been approved.

5.1.1.2 Subscription undertakings

On 27 September 2012, 153,256,130 new ordinary shares (the “**First New Shares**”) were issued and allotted to and subscribed by OPG (141,724,871 First New Shares) and its subsidiary, Brillant 1419 GmbH & Co. Verwaltungs KG (11,531,259 First New Shares) against the contribution in kind of € 109,118,365.20 of OG Bonds held by them. On 6 June 2013, OPG subscribed for 28,028,982 new ordinary shares (the “**Second New Shares**”) against the contribution in kind of € 19,956,63540 of OG Bonds held by it.

The Prospectus has been drawn up for the purpose of the listing of the New Shares.

5.1.2 Amount of the Issue

181,361,049 New Shares were issued for a subscription price of €129,129,067.08.

5.1.3 Issue Dates and procedures

- | | |
|--------------------|--|
| 26 April 2012: | Meeting of the shareholders of the Company to approve the terms of the issue. |
| 30 August 2012: | Meeting of the Board of Directors to approve the terms of the First New Shares. |
| 27 September 2012: | Issuance of the First New Shares. |
| 23 May 2013: | Meeting of the Board of Directors to approve the terms of the Second New Shares. |
| 6 June 2013: | Issuance of the Second New Shares. |
| 25 September 2013: | Approval of the Prospectus by the CSSF. |

26 September 2013: Notification of certificate of approval by the CSSF to the BaFin.
October 2013: Admission to trading of the New Shares on the Frankfurt Stock Exchange.

5.1.4 Revocation of the Issue

Not applicable

5.1.5 Reduction of the amount of the Issue

The Subscribers subscribed to the total amount of the issue. The total amount of the issue was not be reduced.

5.1.6 Minimum and/or maximum amount of subscription

Not applicable

5.1.7 Withdrawing period of subscription

Not applicable

5.1.8 Closing dates and payment and delivery conditions of the New Shares

The New Shares were issued on 26 April 2012 to OPG and its subsidiary, Brillant 1419 GmbH & Co. Verwaltungs KG, and on 6 June 2013 in exchange for the contribution in kind of the € 129,129,067.08 of OG Bonds held by them.

The settlement and delivery of the First New Shares took place on 27 September 2012 and the settlement and delivery of the Second New Shares took place on 6 June 2013.

5.1.9 Method of publication of the results of the offer

Not applicable.

5.1.10 Cancellation of Shareholders' preferential subscription rights in favour of the Subscribers

In its decisions of 30 August 2012 and 23 May 2013, the Board of Directors has decided to approve the cancellation of the preferential subscription rights of Shareholders to the New Shares in favour of the Subscribers.

5.2 Distribution and allocation of New Shares

The New Shares were privately placed. The New Shares were issued to OPG and its subsidiary, Brillant 1419 GmbH & Co. Verwaltungs KG.

The Issuer has not undertaken any action that would permit an offer to the public (in the sense of the Prospectus Directive) of the New Shares or possession or distribution of the Prospectus or any other offering material in any jurisdiction where action for that purpose is required. OPG and its subsidiary, Brillant 1419 GmbH & Co. Verwaltungs KG, were the only subscribers to the New Shares.

5.3 Issue Price

OPG and its subsidiary, Brillant 1419 GmbH & Co. Verwaltungs KG, subscribed to the New Shares for a unit price of €0.712 per New Share.

5.4 Placement and underwriting

The Subscribers undertook to subscribe to the New Shares as described under Section 5.1.1.2.

Share Agent

The Issuer has appointed BNP Paribas Securities Services S.C.A. – Zweigniederlassung Frankfurt am Main, with registered office at Europa-Allee 12, 60327 Frankfurt am Main, Germany, registered with the Registergericht Frankfurt am Main HR B 50955, as share agent (the “**Share Agent**”, “**BPSS**”). The duties of the Share agent are to centralize documentation for Shareholders to exercise their voting rights at general meetings, to centralize any payments made to Shareholders such as dividends and to coordinate with the Issuer and Clearstream in order to maintain settlement and delivery of the Shares through Clearstream.

6. ADMISSION TO TRADING OF THE NEW SHARES

Application will be made for the New Shares to be admitted to trading on the regulated market on which securities of the same class of securities are already admitted to trading, i.e., the Prime Standard Segment (Regulated Market) of the Frankfurter Wertpapierbörse (the “**Frankfurt Stock Exchange**”), which is a regulated market pursuant to Directive 2004/39/EC.

The New Shares shall be listed under ISIN code: LU0251710041.

7. DILUTION

The table below summarizes the consequence of the Issue for a Shareholder owning 1% of the share capital of the Company prior to the Issue:

	Shareholder's stake
Before the Issue	1.000%
After the Issue	0.212%

The table below summarizes the effect of the Issue on the share of the equity capital (according to the consolidated financial statements of the Company as of 30 June 2013) for a Shareholder owning one Share in the Company prior to the Issue:

	Share of equity capital
Before the Issue	EUR 0.10
After the Issue	EUR 0.10

ORCO GERMANY S.A.

Issuer, société anonyme

40 rue de la Vallée, L-2661 Luxembourg

BNP Paribas Securities Services S.C.A.

Share Agent

Zweigniederlassung Frankfurt am Main, Europa-Allee 12, 60327 Frankfurt am Main, Germany

HRT Révision S.A.

External auditor to the Company

163 Rue de Kiem, L-8030 Strassen, Luxembourg

KPMG Luxembourg S.à r.l.

External auditor to the Company

9, allée Scheffer, L-2520 Luxembourg