

## Report from the Annual General Meeting of Orc Software<sup>1</sup>

**The Annual General Meeting of Orc Software was held today, April 14, 2010, at the company's head office on Kungsgatan in Stockholm.**

### **Dividend**

The Annual General Meeting approved the Board of Directors' proposed dividend of SEK 10.00 per share. The record date for dividends is April 19, 2010. The dividends are expected to be disbursed by Euroclear Sweden AB on April 22, 2010.

### **Remuneration to the Board of Directors and auditors**

The Annual General Meeting resolved to approve fees for the Board of Directors in an amount of SEK 190,000 per Board member and SEK 450,000 for the Board Chairman. The total proposed remuneration to the Board of Directors therewith amounts to SEK 1,400,000. In addition, the Chairman was authorized to allocate a total of SEK 150,000 for work on the Board committees. Fees for the auditors will be paid according to approved invoice.

### **Board of Directors**

Regular Board members Markus Gerdien, Patrik Enblad, Lars Granlöv, Eva Redhe Ridderstad and Carl Rosvall were re-elected. Staffan Persson was elected as new Board member. Markus Gerdien was re-elected as Chairman of the Board. Katarina Bonde declined re-election.

### **Authorization for the Board of Directors to repurchase and transfer treasury shares**

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to authorize the Board of Directors to repurchase and transfer treasury shares. In summary, the proposal authorizes the Board of Directors to repurchase and transfer shares in the company on one or several occasions during the period until the next Annual General Meeting. The company's own shares may be repurchased up to an amount where the company's holding of its own shares does not at any time exceed 10 percent of the total number of shares in the company. The re-purchase of shares will take place on the NASDAQ OMX Stockholm at a price per share that falls within the registered price interval for the share at any given time, defined as the interval between the highest bid price and the lowest offer price. The transfer of shares will take place on the NASDAQ OMX Stockholm according to the same price conditions as a repurchase, or in conjunction with the acquisition of a company or business operation on market-based terms. The motive for the authorization is to give the Board of Directors greater freedom of action and opportunity to continuously adapt its capital structure and thereby contribute to increased shareholder value, as well as to finance future acquisitions.

### **Authorization for the Board of Directors to issue new shares**

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to authorize the Board of Directors to issue new shares. In summary, the proposal authorizes the Board of Directors, during the period until the next Annual General Meeting, to issue new shares:

- (i) with pre-emptive rights for the shareholders to subscribe for the new shares; and
- (ii) with exclusion of pre-emptive rights for the company's shareholders to subscribe for the new shares in connection with an acquisition.

The authorization may be utilized on one or several occasions for the issuance of shares in a maximum number that is equal to no more than 10% of total number of registered shares at the time of the authorization. The issue price will be determined based on the market value of the share at the respective date of issue. The motive for the authorization is to increase the company's financial flexibility and provide opportunity for the Board of Directors to finance acquisitions, whereby the

<sup>1</sup> N.B. The English text is a translation of the Swedish text. In case of discrepancy between the Swedish and the English text the Swedish version shall prevail.

company's shares may be used as full or partial consideration and/or issued to institutional investors against cash consideration and these cash funds then used to finance an acquisition in full or in part.

**Adoption of principles for appointment of the Nomination Committee**

The Annual General Meeting resolved to adopt the Nomination Committee's proposal regarding criteria for appointment of the Nomination Committee.

**Principles for remuneration of senior executives**

The Annual General Meeting resolved to adopt the Board of Directors' proposal regarding principles for remuneration of senior executives.

**Proposal regarding a conditional amendment to the Articles of Association**

The Annual General Meeting resolves in accordance with the Board's proposal to approve a conditional amendment to the Articles of Association.

**Statutory Board meeting**

A statutory Board meeting was held after the Annual General Meeting.

For the full details of each proposal adopted by the Annual General Meeting, please refer to [www.orcsoftware.com](http://www.orcsoftware.com).

CEO Thomas Bill's presentation is available at [www.orcsoftware.com](http://www.orcsoftware.com).

**For further information please contact:**

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**About Orc Software**

Orc Software (SSE: ORC) is the leading global provider of powerful solutions for the global financial industry in the critical areas of advanced trading and low latency connectivity. Orc's competitive edge lies in its depth of knowledge of the derivatives trading world gained by deploying advanced solutions for sophisticated traders for over 20 years.

The company's solutions are gathered in the two main areas of Orc Trading and Orc Connect, and provide the tools for making the best trading and connectivity decisions with strong analytics, unmatched market access, powerful automated trading functionality, high performance cross-asset capabilities, ultra-low latency and risk management.

Orc's customers include leading banks, trading and market making firms, exchanges, brokerage houses, institutional investors and hedge funds.

Orc provides the world's leading financial centers with sales and quality support and training services from its offices across the EMEA, the Americas and Asia Pacific.

For more information visit: [www.orcsoftware.com](http://www.orcsoftware.com)