



THE NOMINATION COMMITTEE PROPOSALS - AGM 2010

Proposals: Item 2, 9, 10, 11 and 12

Item 2, Chairman of the meeting

The Nomination Committee¹ proposes that Sören Lindström, *advokat*, is elected Chairman at the Annual General Meeting.

Item 9, Number of Board members and auditors

The Nomination Committee proposes that the Board of Directors shall consist of six ordinary Board Members and no Deputy Directors. It is noted that auditors were elected at the Annual General Meeting year 2007 for the period until the end of the Annual General Meeting 2011 and such election is therefore not necessary.

Item 10, Remuneration to the Board of Directors and auditors

The Nomination Committee proposes that the Chairman of the Board of Directors shall receive a remuneration amounting to SEK 450,000 (SEK 350,000) and that each member of the Board of Directors shall receive a remuneration amounting to SEK 190,000 (SEK 175,000). The total proposed remuneration to the Board of Directors therewith amounts to SEK 1,400,000 (SEK 1,225,000).

In addition, the Nomination Committee proposes that the Chairman of the Board of Directors shall be authorised to allocate SEK 150,000 (SEK 100,000) for committee work if deemed appropriate by the Chairman. In the event that the Chairman of the Board of Directors participates in committee work, the Chairman shall be entitled to the same remuneration as other members of that committee.

In accordance with previous procedures, fees to the auditors shall be paid in accordance with approved account.

It is noted that the Nomination Committee recommends that a member of the Board of Directors shall own shares in the Company.

Item 11, Election of Board members

The Nomination Committee proposes re-election of the Board Members Markus Gerdien, Patrik Enblad, Lars Granlöf, Eva Redhe Ridderstad and Carl Rosvall and that Staffan Persson is elected as new Board Member. Katarina Bonde has declined re-election.

The Nomination Committee proposes that Markus Gerdien shall be re-elected as Chairman of the Board of Directors.

¹ The Nomination Committee represents approximately 39,9 percent of the votes (before the issue in kind in connection with the public offer for Neonet) and consists of Kerstin Stenberg (Swedbank Robur fonder), Peter Rudman (Nordeas fonder), Stefan Roos (SEB Asset Management S.A.), Peter Larsson (Monterro Holdings Ltd) och Frank Larsson (Handelsbanken Fonder). Stefan Roos has been the Chairman of the Nomination Committee. Criteria for election of and convening the Nomination Committee can be found on the company's web page www.orcsoftware.com.

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Item 12, Resolution regarding principles for appointment of the Nomination Committee

The four largest shareholders in accordance with Euroclear's registers of registered shareholders on the last banking day of August (per group of owners), who wish to participate, shall appoint one representative each to the Nomination Committee no later than six months prior to the Annual General Meeting. In addition, the Chairman of the Board of Directors shall be a member and act as convener of the Nomination Committee. In the event that one or more shareholders decline their right hereof, the next largest shareholder shall be entitled to a corresponding right.

The names of the members of the Nomination Committee shall be made public as soon as the members have been appointed. The Chairman of the Nomination Committee shall, unless the members decide otherwise, be the member that represents the shareholder with the largest voting power. The Chairman of the Board of Directors or any other member of the Board of Directors is, however, not to be the Chairman of the Nomination Committee. The Nomination Committee shall hold its mandate until a new Nomination Committee is appointed. The members of the Nomination Committee shall not be entitled to any remuneration.

A member shall resign from the Nomination Committee if the shareholder who has appointed that member is no longer one of the four largest shareholders, where after a new shareholder, in order of ownership in the company, shall be entitled to appoint a member. Unless there are special reasons, however, no changes in the composition of the Nomination Committee shall occur if only minor changes in voting power have taken place or if the change occurs later than two months before the Annual General Meeting. However, a member of the Nomination Committee shall resign automatically if the shareholder who has appointed such member has sold his entire holding in the company.

Shareholders that have appointed a representative to the Nomination Committee shall be entitled to dismiss such member and appoint a new representative as a member of the Nomination Committee. Changes in the composition of the Nomination Committee shall be publicly announced as soon as such changes have occurred. The Nomination Committee shall prepare a proposal to be presented for approval at the Annual General Meeting (and extra general meeting if applicable) regarding the appointment of Chairman of the meeting, members of the Board of Directors, Chairman of the Board of Directors, remuneration to the Board of Directors, principles for the appointment of the Nomination Committee and, if applicable, the appointment of auditors as well as remuneration to the auditors. The company shall upon request from the Nomination Committee, provide administrative resources in order to facilitate the Nomination Committee's work. If required, the company shall be responsible for reasonable expenses related to external consultants that the Nomination Committee deems necessary in order to fulfil its duties.

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The Nomination Committee

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