



Extra General Meeting

16 December, 2011

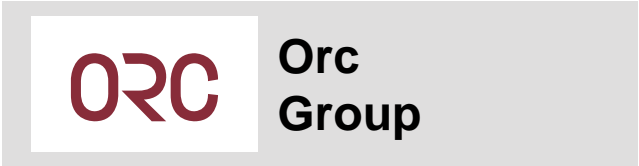


ORC | Vision

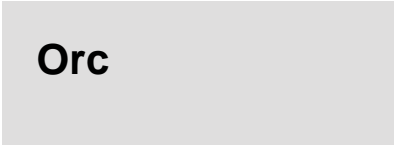
The leading provider of
technology and services
for the global financial
industry



ORC | The Orc Group



The logo for ORC Orc Group, featuring the letters "ORC" in a bold, dark red font inside a white square, which is set against a larger grey rectangular background. To the right of the square, the words "Orc Group" are written in a black, sans-serif font.



The logo for Orc, featuring the word "Orc" in a bold, black, sans-serif font centered within a grey rectangular box.



The logo for Neonet, featuring the word "Neonet" in a bold, black, sans-serif font centered within a grey rectangular box.



The logo for CameronTec, featuring the word "CameronTec" in a bold, black, sans-serif font centered within a grey rectangular box.

ORC | CameronTec

- CameronFIX, the financial industry's most widely utilized FIX infrastructure and connectivity solution
- CameronFIX is universally regarded as the reference standard for reliable, mature FIX engine applications
- CameronFIX is the only long-established FIX engine that delivers continuous, compelling version upgrades
- CameronTec provides worldwide sales and reliable support from its regional offices



ORC | **Incentive Program CameronTec**
Objectives and Main terms and conditions

ORC | Objectives

- CameronTec act as "independent" in Orc Group since 2010
- World class team
- We have established entrepreneurial spirit
- We need compensation program in line with the entrepreneurial spirit
- Managers to become shareholders – creates strong bond to company
- Management to invest considerable amount
- Options program to attract and retain top-class talent
- Option to vest if ACV targets are met
- KPMG Valuation

ORC | CameronTec program

- Call options and shares, in total 9.99% in CameronTec

- Call options corresponding to 6.99% in CameronTec
 - > 20 employees
 - > Exercise price per share 146.90 (120 percent of current market value, as established by KPMG)

- Shares corresponding to 3% in CameronTec
 - > Four persons in top management
 - > Price per share 122.40 (current market value, as established by KPMG)
 - > Share purchases 31 March 2012 at the latest

ORC

www.orc-group.com

