

Press release  
April 20, 2005



## Annual General Meeting Report

**Today, April 20, 2005, Orc Software held its fifth Annual General Meeting as a listed company. Approximately 20 shareholders were present at the meeting, which took place at the company's office on Birger Jarlsgatan in Stockholm.**

### **CEO's statement**

Jonas Lindström began by welcoming the shareholders to the Annual General Meeting in his first AGM speech as CEO for Orc Software. Given the company's development during 2004 and the beginning of 2005, Mr. Lindström sees great potential for Orc Software and expects the company's positive development to continue. Looking forward the company will focus on improved profitability in order to meet the increasing competition and take additional market share in an extremely fragmented market.

Work has begun internally to review the future strategy and improve profitability, something that also must gain approval by the new Board. Jonas Lindström believes that one way to increase profitability is to focus on the core business and work more efficiently both internally and towards clients. Furthermore, it is necessary to increase focus on the regions with the most activity. For example, Mr. Lindström mentioned the US transition from floor trading to electronic trading, which favours Orc Software.

Market activity remains high in all regions. This creates new opportunities, not in the least within automated trading, for which interest is increasing. Even though Jonas Lindström sees a bright future he emphasized that continued hard work is necessary for Orc to become the first choice partner in the market for advanced electronic trading.

### **Dividends**

The Annual General Meeting approved the Board of Directors' proposed dividend of SEK 1.50 (3.40) per share. The record date for the dividends is April 25, 2005. The expected payment date for the dividends, which will be paid out through VPC, is April 28, 2005.

### **Board of Directors' compensation and auditor's compensation**

Compensation for the Board of Directors was approved at SEK 150,000 per Board member and SEK 300,000 for the Chairman. Auditor compensation will be paid according to accepted billing standards.

### **Board of Directors**

Regular Board members Magnus Böcker, Åke Dovärn, Ulrika Hagdahl, Per E. Larsson and Stig Vilhelmson were re-elected. Patrik Enblad and Elizabeth Sipiére were newly elected. Magnus Böcker was appointed Chairman of the Board.

### **Nominating committee**

The five largest shareholders, who wish to participate shall appoint one representative each to the nominating committee, at least six months prior to the Annual General Meeting, with the Chairman of the Board as the convener. The nominating committee shall not consist, in majority, of Board

*Orc Software provides technology for advanced market making, trading and brokerage. The Orc Technology is used in 21 countries and allows users to access more than 90 markets. The company is listed at Stockholmsbörsen and has operations in Chicago, Frankfurt, Hong Kong, London, Milan, Moscow, New York, Stockholm, St Petersburg, Sydney, Tokyo, Toronto, Vienna and Zurich. In 2004, the company's total revenue amounted to SEK 247 million with an operating income of SEK 30 million. [www.orcsoftware.com](http://www.orcsoftware.com)*

members. Unless the members have agreed otherwise, the Chairman of the nominating committee shall be the representative that has been appointed by the largest shareholder according to the number of votes. A member shall resign from the nominating committee if that member represents a shareholder who is no longer one of the five largest shareholders. In the event that more than one member resigns from the nominating committee due to the reasons mentioned above, the five largest shareholders shall appoint five representatives to the nominating committee. The nominating committee shall prepare a proposal to be presented for approval at the Annual General Meeting regarding the appointment of Board members and the Chairman of the Board, remuneration for Board members and in certain cases the appointment of company auditors as well as remuneration for the auditor. The proposal stipulates that the names of the five representatives will be publicly announced as soon as they are appointed. Similar principles shall prevail in the event of an extra Annual General Meeting.

### **Authorization for the Board of Directors to acquire and transfer the company's own shares**

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to authorize the Board of Directors to decide on acquisitions and transfers of the company's own shares. The proposal primarily authorizes the Board of Directors, during the period up until the next Annual General Meeting, on one or more occasions, to acquire or transfer shares in the company. The share acquisitions shall take place on the Stockholmsbörsen and the market price at the time of acquisition shall be paid for the shares. The transfer of the company's own shares may take place via other means than Stockholmsbörsen in order to finance acquisitions or expansion.

The purpose of the repurchase authorization is to provide the Board of Directors with the possibility to create additional value for the company's shareholders by adjusting, during the period leading up to the next Annual General Meeting, the company's capital structure.

### **Statutory Board of Directors meeting**

At the following statutory Board of Directors meeting the Board of Directors resolved, during the period until the next Annual General Meeting, to exercise the mandate from the Annual General Meeting to repurchase the company's own shares.

### **For further information please contact:**

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