



Press release  
January 10, 2006

## Notice to attend extraordinary general meeting of shareholders in Orc Software AB (publ)

**The shareholders of Orc Software AB (publ) are hereby invited to attend an extraordinary general meeting of shareholders to be held on Thursday, January 26, 2006, at 11 a.m. (CET), at the offices of Orc Software AB (publ) at Birger Jarlsgatan 32A, 5<sup>th</sup> floor, Stockholm, Sweden.**

### Registration

Shareholders who wish to participate at the extraordinary general meeting of shareholders must

- be registered in the shareholders' register maintained by VPC AB ("VPC") no later than Friday, January 20, 2006, and
- notify the company of their intention to participate at the extraordinary general meeting at:

Orc Software AB (publ), Extraordinary General Meeting,  
PO Box 7742, 103 95 Stockholm, Sweden  
or by telephone at +46 8 407 38 00  
or by e-mail at [ir@orcsoftware.com](mailto:ir@orcsoftware.com)

not later than Friday, January 20, 2006 at 4 p.m. (CET). The application shall include the shareholder's name, personal or corporate identity number, number of shares held, address, telephone number and information regarding assistants and, where applicable, representatives, wishing to attend the meeting.

### Authorized representatives etc.

A shareholder who will be represented by a proxy at the meeting shall issue a dated power of attorney for such proxy. A power of attorney issued by a legal entity shall be accompanied by a certified copy of a certificate of registration or similar document ("registration certificate") for such legal entity. Original powers of attorney, certificates of registration and other documents of authorization must be received by the company at the above address not later than Friday, January 20, 2006.

### Nominee-registered shares

Shareholders whose shares have been registered in the name of a nominee must, in order to be entitled to exercise voting rights at the extraordinary general meeting, temporarily register their shares with VPC in their own name. A shareholder who wishes to be recorded in the share register in his/her own name, must notify his/her nominee thereof not later than Friday, January 20, 2006, at which day such registration shall be effected.

### Proposed agenda

1. Opening of the meeting.
2. Election of a chairman of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes.
6. Determination of whether the meeting has been duly convened.
7. Resolution regarding authorization to the Board of Directors to issue new shares.
8. Resolution regarding sale of a subsidiary.
9. Closing of the meeting.

*Orc Software provides advanced technology for trading, market making and brokerage. Its sophisticated platform offers connectivity to over 100 markets across multiple asset classes. With Orc technology, customers can find more trading opportunities, develop more complex trading strategies and deliver higher profits on each trade.*

*More than 200 customers in 23 countries rely on Orc Software, including investment banks, trading and market making firms, brokerage houses, institutional investors and hedge funds.*

*Founded in 1987 and headquartered in Stockholm, Orc Software has over 190 employees across 14 offices in 12 countries and is listed on the Stockholmsbörsen (SSE: ORC). In 2004, the company's total revenues were SEK 247 million with an operating income of SEK 30 million. <http://www.orcsoftware.com>*

## **Proposed resolutions**

### **Item 7. Resolution regarding authorization to the Board of Directors to issue new shares**

The Board of Directors proposes that the extraordinary general meeting of shareholders resolves to, until the next ordinary general meeting of the shareholders, authorize the Board of Directors to, through deviation from the existing shareholders' preferential rights, issue not more than 1,000,000 ordinary shares, resulting in an increase of the share capital of the company by not more than SEK 100,000.

The subscription price shall be based on the volume weighted average trading price of the company's ordinary share as reported on the Swedish Stock Exchange's official quotation list during the ten business days prior to and including the day before the board meeting at which a resolution to issue new shares is taken. Pursuant to the authorization the Board of Directors has the right to decide that consideration for the new shares shall only be made through subscription in kind, and to determine other terms of the share issue, including the terms in accordance with Chapter 13, Section 5, item 6 (but excluding the right of set off) of the Swedish Companies Act (2005:551).

The purpose of the authorization is to carry out a share issue in order to acquire all shares in Cameron Systems (VIC) Pty Ltd ("Cameron Systems") and NewCo. NewCo is a newly formed Australian entity that will own certain intellectual property that is used by Cameron Systems. The company intends to acquire all outstanding shares in Cameron Systems and NewCo pursuant to a share purchase agreement entered into by the company on December 28, 2005.

### **Item 8. Resolution regarding sale of a subsidiary**

The Board of Directors proposes that the extraordinary general meeting of shareholders resolves to offer Lars T. Andersson to, not later than February 15, 2006, purchase all shares in the Japanese subsidiary of the company, Orc Software KK, registration number 0104-01-047048, for a consideration of JPY 1, corresponding to Orc Software KK's net assets not exceeding JPY 10,000 in aggregate, and on the further terms as set out in the call option agreement and share purchase agreement. Orc Software believes that the company's operations in Japan can be handled by its subsidiary in Hong Kong and that the company therefore no longer needs to retain the Japanese subsidiary.

The complete proposal of the Board of Directors regarding item 8, the statement of the Board of Directors, the call option agreement, the share purchase agreement and the income statement and the balance sheet for Orc Software KK for the financial period ending September 30, 2005 shall as of Thursday, January 12, 2006, be made available at the company's offices at Birger Jarlsgatan 32A, 5<sup>th</sup> floor, Stockholm, Sweden and will be sent at no cost to any shareholder who so requests and provides his/her postal address.

Stockholm, January 2006  
The Board of Directors

### **For more information:**

Sara Lundqvist, +46 8 407 38 45