

Notice
March 25, 2009



Notice to attend Orc Software AB's (publ.) Annual General Meeting of the Shareholders¹

The shareholders of Orc Software AB (publ.), Org No. 556313-4583, are hereby invited to attend the Annual General Meeting of the Shareholders to be held on Wednesday April 29, 2009, at 4 p.m. (CET) at the offices of Orc Software, at Kungsgatan 36, 5th floor, Stockholm, Sweden.

Registration

Shareholders who wish to participate at the Annual General Meeting of the Shareholders must

- be registered in the shareholders' register maintained by Euroclear Sweden AB ("Euroclear") (formerly VPC AB) on Thursday April 23, 2009, and
- notify the company at:

Orc Software AB (publ.), Årsstämman, Box 7742, 103 95 Stockholm, Sweden
or by telephone at +46 8 506 477 00,
or by e-mail at ir@orcsoftware.com

no later than on Thursday, April 23, 2009 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.

Authorised 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. Powers of attorney and Registration Certificates shall be issued within one year before the meeting. Original powers of attorney, Registration Certificates and other documents of authorization should be received by the company at the address mentioned above not later than on Thursday, April 23, 2009.

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 Annual General Meeting of the Shareholders, temporarily register their shares with Euroclear 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 in due time before Thursday, April 23, 2009, at which day such registration shall be effected.

Number of shares and votes

Orc Software has at the time for this notice 15,202,282 issued shares. Each share represents one (1) vote.

¹ This document is an in-house translation of the Swedish original. In case of discrepancies the Swedish version shall prevail.

Proposed agenda

1. Opening of the meeting.
2. Election of 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. Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report for the group, as well as a description of the work of the Board of Directors, the Remuneration Committee and the Audit Committee.
8. Resolutions regarding:
 - (a) Adoption of the profit and loss account and the balance sheet and the consolidated profit and loss account and consolidated balance sheet;
 - (b) Discharge from liability of the Board of Directors and the Managing Director;
 - (c) Allocation of the company's profit in accordance with the adopted balance sheet.
9. Determination of the number of members of the Board of Directors and Deputy Directors, if applicable.
10. Determination of the fees for the Board of Directors and the auditors.
11. Election of the Board of Directors.
12. Resolution regarding principles for appointment of the Nomination Committee.
13. Resolution concerning principles for remuneration of Group Management.
14. Resolution regarding authorization for the Board of Directors to acquire and transfer the Company's own shares.
15. Resolution regarding authorization for the Board of Directors to issue new shares.
16. Proposal regarding conditional amendment of the Articles of Association.
17. Resolution regarding incentive programme.
18. Other questions.
19. The meeting is declared closed.

Proposed resolutions:

Item 2, Chairman of the meeting

The Nomination Committee² proposes that Markus Gardien is elected Chairman at the Annual General Meeting of the Shareholders.

Item 8 (c), Proposal concerning distribution of dividends

The Board of Directors has proposed the Annual General Meeting of the Shareholders to decide on a payment of dividends in the amount of SEK 4.00 per share and to set the record date for purposes of the payment of dividends on May 5, 2009. Should the Annual General Meeting of the Shareholders adopt a resolution in accordance with the proposal, it is estimated that dividends will be distributed by Euroclear on May 8, 2009.

Item 9, Number of Board members and auditors

The Nomination Committee proposes that the Board of Directors consists of six (6) ordinary Board members and no Deputy Directors. It is noted that auditors were elected at the Annual General Meeting of the Shareholders year 2007 for the period until the end of the Annual General Meeting 2011 and such election is therefore not necessary.

² The Nomination Committee represents approx. 58,4 percent of the votes and consists of Markus Gardien (OM Technology AB), Kerstin Stenberg (Swedbank Robur fonder), Henrik Orre (Radar), Stefan Roos (SEB Asset Management S.A.) and Ulf Strömsten (Catella Fondförvaltning). Ulf Strömsten has been the Chairman of the Nomination Committee. The criteria for the appointment and convention of the Nomination Committee and the working procedures for the Nomination Committee are available at the company's website www.orcssoftware.com.

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 350,000 and that each member of the Board of Directors receives a remuneration amounting to SEK 175,000.

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

In accordance with previous procedures, fees to the auditors should 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 Katarina Bonde, Patrik Enblad, Markus Gerdien, Carl Rosvall, Lars Granlöf and Eva Redhe Ridderstad.

Lars Bertmar has declined re-election.

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

Further information regarding all the nominated members of the Board of Directors is available at the company's website www.orcsoftware.com.

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

In addition to the rules under the Swedish Code of Corporate Governance, the Nomination Committee proposes that the Annual General Meeting adopts the following principles for the appointment of a Nomination Committee:

The five largest shareholders in accordance with Euroclear's registers of registered shareholders on 30 September 2009 (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 of the Shareholders, with the Chairman of the Board of Directors included and as convener. A shareholder shall not be entitled to appoint more than one representative to the Nomination Committee. In the event that one or more shareholders decline from their right hereof, the next largest shareholder shall be entitled to a corresponding right. The names of the five members shall be made public as soon as the members have been appointed. The majority of the members of the Nomination Committee are not to be members of the Board of Directors and the Managing Director or other persons within company's management are not to be members of the Nomination Committee. The Chairman of the Nomination Committee shall, unless the members otherwise agree, 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. A member shall resign from the Nomination 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 resign from the Nomination Committee due to reasons mentioned above, the five largest shareholders after such change shall be entitled to appoint five representatives to the Nomination Committee. Unless there are special reasons, however, no changes in the composition of the Nomination Committee shall occur if only marginal changes in voting power have taken place or if the change occurs later than two months before the Annual General Meeting of the Shareholders. Shareholders that have appointed a representative to the Nomination Committee shall be entitled to

dismiss such a 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 of the Shareholders (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.

Item 13, The Board of Directors' proposal concerning principles for remuneration and other terms of employment for the Executive Management Team

The Board of Directors has prepared a proposal on principles for remuneration and other terms of employment for the Executive Management Team. Orc Software takes account of global remuneration practice together with the practice of the home country of each individual in the Executive Management Team. The Board of Directors shall have the right to deviate from the principles decided at the Annual General Meeting if there are specific reasons for this in an individual case.

The basic principles for the remuneration structure for 2009 are:

- To promote agreement between employees and shareholders regarding their long-term view of operations.
- To ensure that employees receive remuneration that is competitive and in line with the market which makes it possible to retain and recruit personnel.
- To offer salary levels based on the results achieved, duties, competence, experience and position.

Orc Software's remuneration and benefits for the Executive Management Team comprise of: Base salary, annual variable salary, pension benefits corresponding to a premium of 15-20 percent of the base salary, health insurance, health care insurance, parking benefit and the possibility to participate in Orc Software's incentive programme in accordance with the terms and conditions of such programme. Severance pay for members of the Executive Management Team amounts to a maximum of 12 monthly base salaries.

The annual variable salary may, *inter alia*, be based on the development of the entire company or the part of the company where the employee is employed. The development shall relate to the achievement of various targets. Such targets shall be determined by the Board of Directors and may, for example, be related to the financial results or the company's sales results. The annual variable salary may amount to a maximum of 10-60 percent of the base salary (except in respect of senior executives with sales responsibility, for which no cap applies).

A salary review is made every year for members of the Executive Management Team. The review takes into account market salary trends, employee performance, changes in areas of responsibility and the development of the company.

In addition, previously resolved remunerations are presented in a note to the financial statements under "Salaries, other remunerations and social costs".

Item 14, Resolution regarding authorisation for the Board of Directors to repurchase and transfer the Company's own shares

The Board of Directors proposes that the Annual General Meeting of the Shareholders authorises the Board of Directors to acquire the company's own shares in accordance with the following conditions:

1. The repurchase of shares shall take place on the NASDAQ OMX Stockholm Stock Exchange in accordance with the rules regarding purchase and sale of the company's own shares as set out in the company's listing agreement with the NASDAQ OMX Stockholm Stock Exchange.
2. The repurchase of shares may be made on one or several occasions for the period up until the next Annual General Meeting of the Shareholders.
3. Shares may be re-purchased up to an amount where the company's holding does not at any time exceed 10 percent of the total number of shares in the company.
4. A repurchase of shares on the NASDAQ OMX Stockholm Stock Exchange may only be made at a price per share that falls within the registered price interval for the share at each given time.
5. Payment for the shares shall be made in cash.

The Board of Directors proposes that the Annual General Meeting of the Shareholders authorises the Board of Directors to transfer the Company's own shares in accordance with the following conditions:

1. The transfer of shares shall take place on the NASDAQ OMX Stockholm Stock Exchange in accordance with the rules regarding purchase and sale of the company's own shares as set out in the company's listing agreement with the NASDAQ OMX Stockholm Stock Exchange; or (ii) in conjunction with an acquisition of a company or business on market terms.
2. The transfer of shares may be made on one or several occasions for the period up until the next Annual General Meeting of Shareholders
3. Shares may be transferred to a maximum of what is authorised by the Annual General Meeting of the Shareholders to resolve on repurchases above.
4. A transfer of shares on the NASDAQ OMX Stockholm Stock Exchange may only be made at a price per share that falls within the registered price interval for the share at each given time.
5. The authorization comprises a right to resolve on divergences from the shareholders' pre-emption rights and that payment may be made with other consideration than cash.

The purpose of the authorisations described above is to ensure that the company is continually able to adapt its capital requirements and thereby increase shareholder value, and to ensure that the company is able to transfer shares as payment for or to finance any future acquisitions.

In order to be valid, a proposal for resolution by the Board of Directors in accordance with this item must be supported by shareholders with at least two thirds of both the votes cast and shares represented at the meeting.

Item 15, Resolution regarding authorisation for the Board of Directors to issue new shares

The Board of Directors proposes that the Annual General Meeting of the Shareholders resolves to authorise the Board of Directors, during the period until the next Annual General Meeting of the Shareholders, to issue new shares:

- (i) where the shareholders shall enjoy preferential rights to subscribe for the new shares; or
- (ii) where the company's shareholders shall not enjoy preferential rights to subscribe for the new shares in connection with an acquisition of a company.

An issue of new shares may be made with or without payment in kind, subject to a right of set-off or in accordance with other terms set out in Chapter 13, Section 5, item 6, of the Swedish Companies Act (2005:551).

The authorization may be utilized upon one or several occasions. The Board of Directors' utilization of such authorization may not imply that the total increase in share capital exceed 10 percent of the registered share capital at the time of the authorization. The basis for the assessment of the issue price shall be the market value at the time for utilization.

The purpose of the authorisation described above is to increase the company's financial flexibility and to give the opportunity for the Board of Directors to finance acquisitions, whereupon new issued shares may be utilized as consideration for such acquisitions or where the new shares are issued to institutional investors against cash consideration in order to finance the acquisition in whole or in part.

In order to be valid, a resolution by the Board of Directors in accordance with this item must be supported by shareholders representing at least two thirds of both votes cast and shares represented at the meeting.

Item 16, Proposal concerning conditional amendment of the Articles of Association

In order to enable implementation as soon as practically possible of the more cost-effective procedures for convening general meetings, expected to enter into force in connection with the notice for the annual general meeting of 2010, the Board of Directors proposes that the first sentence § 11 in the Articles of Association shall be as follows:

Present wording: "Notice to a general meeting shall be announced in the Swedish Official Gazette (Post- och Inrikes Tidningar) and in Svenska Dagbladet."

Proposed wording: "Notice to a general meeting shall be announced in the Swedish Official Gazette (Post- och Inrikes Tidningar) and on the company's website. It shall be announced in Svenska Dagbladet that a notice to a general meeting has been made."

The Board of Directors proposes that the resolution of the annual general meeting to amend the Articles of Association shall be conditional upon that an amendment of the procedures for convening general meetings in the Swedish Companies Act (SFS 2005:551) has entered into force and that the above proposed wording is consistent with the new wording of the Swedish Companies Act.

Item 17, Proposal concerning incentive programme

The Annual General Meeting of the Shareholders resolved on April 24, 2008 to adopt the Option Plan 2008. In accordance with similar reason as presented at that meeting, but with some minor amendments, the Board of Directors hereby presents a proposal concerning an option plan 2009.

a) The Board of Directors' proposal regarding resolution to implement an option plan intended for the employees within the Orc Software group

The Board of Directors proposes that the Annual General Meeting of the Shareholders adopts a resolution to implement an option plan including approximately 200 present and future managers and other employees within the Orc Software group in Sweden and abroad ("the Option Plan 2009"). Within the Option Plan 2009, the following principal terms and guidelines are proposed to apply for employees within and outside Sweden.

Employees in Sweden

Present and future employees in Sweden shall be offered to purchase warrants to market price in accordance with the Board of Directors' proposal stated in item (b) below. An offer to acquire warrants shall be decided upon before the 2010 Annual General Meeting in accordance with the following. The CEO, management group and employees with specialist expertise in the group may be offered a total of not more than 30,000 warrants per person. Other employees within the Orc Software

group may be offered a total of not more than 10,000 warrants per person. There will be no minimum guaranteed allotment of warrants. In conjunction with offers to acquire warrants, consideration shall be given to the employee's performance, position within and contribution to the Orc Software Group. Warrants may be exercised to subscribe for new shares in the company at the last banking day of each month during the entire term of the plan, from the date of registration of the issue at the Swedish Companies Registration Office until December 31, 2011, considering the company's trading restriction policy close to quarterly reporting. Thus, the total number of occasions to subscribe for new shares will be two per each quarter. Besides that, the principal terms as shown in the Board of Directors' proposal stated in item (b) below shall apply to the warrants. The warrants are not linked to employment and will not be cancelled in the event the warrant holder leaves his or her employment in the Orc Software group.

Possible cash bonus intended for employees in the Orc Software group participating in Option Plan 2009

To encourage participation in the Option Plan 2009, the Board of Directors proposes that the Annual General Meeting authorises the board, or a person by order of the board, to resolve on a cash bonus as follows. The net payment of any cash bonus after deduction of tax shall as a maximum match the premium paid for each warrant. Bonuses may only be paid to employees in the Orc Software Group who participate in Option Plan 2009. Bonuses shall be paid as salary during the first quarter of 2011. Bonuses may only be paid out on condition that the warrant holder, from the date of purchase of warrants and during a consecutive term after that, still is employed in the Orc Software group at the time of payment. Payment of bonuses is also conditional on the warrant holder being deemed to have fulfilled personal goals established by the CEO of the company. Evaluation of personal goals shall be adopted no later than on December 31, 2010. In the event bonuses are paid, the Board of Directors nevertheless believes that the group is provided with full consideration for the warrants through the anticipated positive effects of the Option Plan 2009.

Employees outside Sweden

Present and future employees within the Orc Software group outside Sweden shall, free of charge, be allotted rights to purchase newly issued shares in the company ("Options"). Each Option shall entitle to purchase one newly issued share in the company. Allotment of Options shall be made before the 2010 annual general meeting on condition that current transaction price for the company's share on the NASDAQ OMX Stockholm Stock Exchange not exceeds the strike price for the Options and in accordance with the following. Senior personnel and employees with specialist expertise may be offered and allotted a total of not more than 30,000 Options per person. Other employees may be offered and allotted a total of not more than 10,000 Options per person. There will be no minimum guaranteed allotment of Options. In conjunction with the allocation of Options, consideration shall be given to the employee's performance, position within and contribution to the Orc Software group. During the exercise term, starting on January 1, 2011 and ending on December 31, 2011, the Options entitle to purchase new shares in the company at the last banking day of each month considering the company's trading restriction policy close to quarterly reporting. Thus, the total number of occasions to subscribe for new shares will be two per each quarter. The Options are non-transferable. The exercise right as regards Options is conditional upon an extant employment relationship at the end of the qualification term and that the Option holder being deemed to have fulfilled personal goals established by the CEO of the company. Evaluation of personal goals shall be adopted no later than on December 31, 2010. Thus, the Options are linked to the employment and will be cancelled if the employee leaves his or hers employment within the Orc Software group. Specific rules apply, amongst other situations, in the event of a merger, public bid and other fundamental change of control situations in the company. The Options entitle the holder to purchase shares in the company, at which for each newly issued share shall be paid a price equivalent to the subscription rate which is stated for subscription of new shares in the board's proposal in item (b) below. The Options shall be subject to customary recalculation terms.

(b) The Board of Directors' proposal regarding directed placement of warrants with the purpose to meet the obligations under the Option Plan 2009 and approval to transfer warrants and allotment of Options to employees within the Orc Software group, etc.

Directed placement of warrants

To secure the obligations under the Option Plan 2009, the board of directors proposes that the Annual General Meeting of the Shareholders, by deviation from the shareholders' preferential rights, resolve on an issue of no more than 253,500 warrants on the following principal terms. Each warrant shall entitle to subscribe for one share in the company. Entitled to subscribe is, by deviation of the shareholders' preferential right, the subsidiary Orc Software Stockholm AB. Subscription of warrants shall take place no later than on June 30, 2009. Warrants are issued without any premium. The warrants may, during the exercise term, which runs from the registration of the issue at the Swedish Companies Registration Office until the December 31, 2011, be exercised to subscribe for shares in the company at the last banking day of each month considering the company's trading restriction policy in conjunction with quarterly reporting. The subscription rate shall be 120 per cent of the volume weighted average price on the company's shares at the NASDAQ OMX Stockholm Stock Exchange during the ten (10) consecutive banking days immediate to the date when Orc Software Stockholm subscribes for the warrants. A share, which has been issued after subscription, entitle to dividend for the first time on the record day for dividend, or on the day the shareholder is registered in the share ledger and by that is entitled to receive dividend, which occurs nearest the date when subscription of shares was executed. The warrants shall be subject to customary recalculation terms.

The Board of Directors gives the following reason to deviate from the shareholders' preferential right.

The issue is required to secure the obligations which may arise as a consequence of the Option Plan 2009. In the view of the above and considering the purpose to recruit and maintain competent employees, the board of directors believes it is to the company's and shareholders' advantage to offer the employees the opportunity to share the company's financial growth in the long run.

Approval to transfer warrants and allotment of Options to employees within the Orc Software group, etc.

The Board of Directors proposes that the Annual General Meeting of the Shareholders approves Orc Software Stockholm to transfer warrants to employees in Sweden, to allot Options to employees outside Sweden on the terms stated in item (a) above and dispose the warrants in order to meet the obligations under the Option Plan 2009.

Authorisation

The Board of Directors proposes that the Annual General Meeting of the Shareholders authorises the Board of Directors, or a person appointed by the Board of Directors, to execute minor amendments of the above stated proposal, which may be required along with the registration at the Swedish Companies Registration Office or affiliation of the warrants to Euroclear.

Share capital

If all warrants which are issued within the frame of the Option Plan 2009 will be exercised, the company's share capital will increase with no more than SEK 25,350.

Outstanding and future option plans

The company currently has two outstanding share related incentive programmes approved by the Extraordinary General Meeting of the Shareholders held on December 11, 2006, initially comprising 400,000 warrants of which presently 244,500 warrants can be exercised to subscribe for shares ("the Option Plan 2006"), and share related incentive programme approved by the Annual General Meeting of the Shareholders held on April 24, 2008, comprising a maximum of 300,000 warrants of which presently 255,075 can be exercised to subscribe for shares ("the Option Plan 2008"). The Board of Directors' intention is that an option plan shall be a recurring issue and that it will be dealt with at the annual meeting of the shareholders in 2010 next time.

Dilution

As a consequence of the Option Plan 2009, the maximum dilution based on the current number of shares will be approximately 1.7 per cent of the shares and votes in the company. As a consequence

of the Option Plan 2009, Option Plan 2008 and Option Plan 2006, the maximum dilution will be approximately 5.0 percent of the shares and votes in the company.

Majority requirements

The Board of Directors' proposal constitutes a package because the various parts of it are depending on and strongly linked to each other. In this view, it is suggested that the shareholders' meeting adopts one resolution only by observing the majority requirements laid down in Chapter 16, Section 8, of the Companies Act. A valid resolution assumes support of shareholders representing at least nine-tenths of the votes cast as well as the shares represented at the meeting.

The annual report, the auditor's report and complete proposals and other documentation in accordance with the Companies Act will be available at the company's head office no later than on Wednesday April 15, 2009 and in electronic format at the company's web page, www.orcsoftware.com. The documentation will also be sent free of charge to the shareholder who so requests.

Stockholm, March 2009
Orc Software AB (publ)
The Board of Directors