

*N.B. The English text is a translation of the Swedish text. In case of discrepancy between the Swedish and the English text the Swedish version shall prevail.*

## Notice to attend the Extraordinary General Meeting in Orc Software AB (publ)

The shareholders in Orc Software AB (publ) Reg. No 556313-4583 ("**Orc Software**") are hereby invited to attend the Extraordinary General Meeting to be held on Tuesday 16 February 2010, at 4.00 p.m. (CET) at the offices of Orc Software, at Kungsgatan 36, 5<sup>th</sup> floor, Stockholm.

### Registration

Shareholders who wish to participate at the Extraordinary General Meeting shall

- (i) be recorded as shareholders in the register of shareholders maintained by Euroclear Sweden AB (formerly VPC AB) on Wednesday 10 February 2010 at the latest, and
- (ii) notify the company of their intention to attend the meeting no later than on Wednesday 10 February 2010 at 4.00 p.m. (CET) Notification shall be made to:

Orc Software AB (publ), Extraordinary General Meeting,  
P.O. Box 7832, SE-103 98 Stockholm, Sweden,  
or by phone +46(0)8 – 506 478 10,  
or on the company's website [www.orcsoftware.com](http://www.orcsoftware.com)

The notification shall include the shareholder's name, personal identification number or company registration number, number of shares, address, phone number and, where applicable, information on any advisors that will be attending.

### 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 10 February 2010 at the latest. A form for power of attorney is available on the company's web page [www.orcsoftware.com](http://www.orcsoftware.com).

Any personal record data from powers of attorney and the register of shareholders maintained by Euroclear Sweden AB will be used for necessary registration and preparation of the voting list for the Extraordinary General Meeting.

### Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee through a bank or other similar institution must, in order to participate in the Extraordinary General Meeting, request that their shares are temporarily re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB not later than on Wednesday 10 February 2010. This means that shareholders who need such registration must notify the nominee well in advance of said day.

### Shares and Votes

On the day of this notice, Orc Softwares share capital amounts to SEK 1,545,413.20 distributed on 15,454,132 shares. Each share represents one (1) vote.

## Proposed Agenda

1. Opening of the Extraordinary General Meeting
2. Election of the 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 certify the minutes
6. Consideration of whether the meeting has been properly called
7. Resolution on an issue of new shares to be paid for with non-cash consideration to carry through the public offer aimed at the shareholders in Neonet AB (publ) that was announced on 25 January 2010
8. Closing of the meeting

## The Board of Directors' Proposal

### Item 2, Election of the chairman of the meeting

The nomination committee<sup>1</sup> proposes that advokat Sören Lindström, Hannes Snellman Attorneys Ltd, is elected as chairman of the Extraordinary General Meeting.

### Item 7, Resolution to issue new shares

The Board of Directors in Orc Software AB (publ), Reg. No. 556313-4583 ("**Orc Software**", the "**Company**") propose that the Extraordinary General Meeting to be held on 16 February 2010 resolves to increase the Company's share capital with a maximum of SEK 813,326.40 by way of an issue of a maximum of 8,133,264 new shares in accordance with the following.

On 25 January 2010, the Board of Director's announced a public offer aimed at the shareholders in Neonet AB (publ) ("**Neonet**") granting the the right to subscribe for new shares in Orc Software to be paid for with shares in Neonet (the "**Offer**").

Each share in Neonet entitles its holder to 0.125 new shares in Orc Software; this means that the shareholders in Neonet will receive one new share in Orc Software for every eight shares in Neonet. Shareholders whose holding can not be evenly divided by eight may accept the Offer for its entire holding, including any surplus shares. Fractions of shares will be sold on NASDAQ OMX whereby the shareholders so entitled will receive cash payment for their respective share of the total sales proceeds.

The Offer will be adjusted if Neonet should distribute profits or otherwise transfer value to its shareholders prior to the settlement date of the Offer.

The acceptance period extend from 11 March 2010 to 1 April 2010. Notification on acceptance of the Offer shall be made on a specific acceptance form in the same period. The settlement date is expected to 7 April 2010. The Board of Directors is entitled to prolong the acceptance period and to postpone the settlement date.

The allotment of shares in the issue is conditioned on the condition of the Offer being fulfilled or waived.

The new shares entitle the holders thereof to participate in the distribution of dividends for the first time for the financial year 2010.

If the issue is fully subscribed for; a total of 8,133,264 shares in Orc Software will be issued to the shareholders in Neonet. If the issue is fully subscribed for, the non-cash consideration is estimated to be valued at SEK 1,191,523,176 in Orc Software's balance sheet unless applicable accounting standards lead to a different valuation.

---

<sup>1</sup> The nomination committee consists of chairman Stefan Roos (SEB Asset Management), Kerstin Stenberg (Swedbank Robur fonder), Peter Rudman (Nordea Fonder), Peter Larsson (Monterro Holdings Ltd) and Frank Larsson (Handelsbanken Fonder). Guidelines regarding election and summoning of the nomination committee are available on the company's web page [www.orcsoftware.com](http://www.orcsoftware.com).

## **Miscellaneous**

The Board of Directors' complete proposal under item 7 above and a copy of the articles of association will be available on the at the company's office and at the company's web page, [www.orcsoftware.com](http://www.orcsoftware.com). Copies of the documents will be sent to shareholders that so request and state their address.

---

**Stockholm, February 2010**  
**Orc Software AB (publ)**  
**The Board of Directors**