

Notice to attend Orc Group AB's (publ) Extraordinary General Meeting¹

The shareholders of Orc Group AB (publ), reg. no. 556313-4583, are hereby invited to attend the Extraordinary General Meeting to be held on Monday 12 March 2012 at 1.00 p.m. (CET) at the offices of Orc Group AB (publ), at Kungsgatan 36, 5th floor, Stockholm, Sweden. Registration will commence at 12.30 p.m. (CET).

Registration

Shareholders who wish to participate at the Extraordinary General Meeting must

- be registered in the shareholders' register maintained by Euroclear Sweden AB ("Euroclear") on Tuesday 6 March 2012, and
- notify the Company at:
 - Orc Group AB (publ), extra bolagsstämman, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden,
 - or by telephone at +46 8 506 478 10,
 - or on the Company's web page, www.orc-group.com

no later than on Tuesday 6 March 2012. 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 Extraordinary General Meeting.

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

Authorised representatives etc.

A shareholder who will be represented by a proxy at the Extraordinary General 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. The registration certificate and the power of attorney cannot be older than one year, or when the power of attorney according to its wording is valid for a longer period, maximum five years. The proxy form is available on Orc Group AB's (publ) web page: www.orc-group.com.

Original powers of attorney, registration certificates and other documents of authorisation should be received by the Company at the address mentioned above, no later than Tuesday 6 March 2012.

Nominee-registered shares

Shareholders whose shares have been registered in the name of a nominee must, to be able to attend the Extraordinary General Meeting, 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 Tuesday 6 March 2012, on which day such registration shall have been effected.

Number of shares and votes

At the time of this notice, Orc Group AB (publ) has 23 505 275 issued shares. Each share represents one (1) vote. The Company does not hold any own shares.

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. Proposal regarding amendments to the Articles of Association.
8. Determination of the number of members of the Board of Directors and Deputy Directors, if any.
9. Election of the Board of Directors.
10. Closing of the meeting.

Proposed resolutions:

Item 2, Election of Chairman of the meeting

The shareholder Cidron Delfi Intressenter AB, holding approximately 95.5 per cent of the share capital and votes in Orc Group AB, proposes that the lawyer (Sw. advokat) Wilhelm Lüning is elected Chairman of the Extra General Meeting.

Item 7, Proposal regarding amendments to the articles of association

Cidron Delfi Intressenter AB proposes that paragraph 6 of the company's articles of association shall be amended so that the Board of Directors shall consist of no less than three and no more than five ordinary members and no more than the same number of deputy members.

Further, Cidron Delfi Intressenter AB proposes that paragraph 8 of the Articles of Association shall be amended so that the financial year of the company, instead of being 1 January – 31 December, shall be 1 May – 30 April.

Item 8 - 9, Determination of number of members of the Board of Directors and Deputy Directors, if any, and election of the Board of Directors

Cidron Delfi Intressenter AB proposes (i) that the Board of Directors shall consist of three ordinary Board Members and one Deputy Director, (ii) that Christian Frick, Per E. Larsson and Fredrik Näslund shall be elected as new members of the Board of Directors, and that Daniel Berglund shall be elected as Deputy Director, until the end of the Annual General Meeting, and (iii) that Per E. Larsson shall be elected as Chairman of the Board of Directors. Further information about the proposed directors can be found on the company's web site www.orc-group.com.

Shareholder's right to request information

In accordance with Chapter 7 Section 32 of the Swedish Companies Act (2005:551), the shareholders have the right to ask questions at the Extraordinary General Meeting regarding the items on the agenda.

Majority requirements

In order to be valid, the Extraordinary General Meeting's resolution by the Board of Directors in accordance with item 7 must be supported by shareholders representing at least two thirds of both votes cast and shares represented at the meeting.

Stockholm in February 2012
Orc Group AB (publ)
The Board of Directors

About Orc Group

Orc Group is a leading provider of technology and services for the global financial industry. Orc delivers trading and market access solutions that are used by proprietary trading and market making firms, investment banks, hedge funds and brokerage houses.

The Orc Group serves customers through three business units, each with distinctive offerings:

- **Orc** develops and provides the tools needed to run profitable trading and brokerage businesses.
- **Neonet** offers professional market participants flexible, independent and transparent execution services.
- **CameronTec** is the financial industry leader in FIX infrastructure and connectivity solutions.

With market presence in all major global financial centers, Orc provides sales and support services from its offices across the EMEA, Americas and Asia-Pacific regions.

Orc Group is publicly traded on NASDAQ OMX Stockholm (SSE: ORC).

For additional information, visit www.orc-group.com