



**Press Release**  
**December 16, 2011**

## Report from the Extraordinary General Meeting in Orc Group AB<sup>1</sup>

**The Extraordinary General Meeting of Orc Group AB, was held today, December 16, 2011, at the company's head office on Kungsgatan in Stockholm.**

### **Resolution regarding incentive program addressed to the Chief Executive Officer, the management and other employees in Orc Group AB's subsidiary, CameronTec AB and its subsidiaries**

The Extraordinary General Meeting approved the Board of Directors' proposal to implement a long-term incentive program including the Chief Executive Officer, the management and other employees in Orc Group AB's ("Orc Group") wholly-owned subsidiary CameronTec ("CameronTec") and its subsidiaries. The incentive program covers approximately 20 persons. The motive for the program is to recruit and maintain competent employees by offering employees in the CameronTec group the opportunity to share CameronTec's value growth.

Orc Group will issue a maximum of 139,800 call options under the program, each call option granting a right to purchase one existing share in CameronTec from Orc Group against payment of 120 percent of the market value of the share. The call options are allotted free of charge and are vested by the employees on March 31, 2015. Vesting of the call options is conditional upon that a certain expected value, measured in relation to CameronTec's ACV development (as set out in CameronTec's annual accounts), is reached per December 31, 2014. If between 90 - 100 percent of the expected value is reached, call options are vested by the employees on a linear basis. Vested call options may be exercised to purchase shares in CameronTec during the period May 1-31, year 2015, 2016 and 2017 respectively. The right to exercise the call options is conditional upon that the employees (i) are continuously employed in CameronTec at the time when the call options are exercised and, (ii) that they adhere to a shareholders' agreement with Orc Group.

Further, as part of the incentive program, the Chief Executive Officer and three other persons within the management of CameronTec is offered to purchase a total of 60,000 shares in CameronTec from Orc Group, against payment of the market value of the share. Such potential acquisition of shares shall be completed no later than March 31, 2012.

In total, the incentive program will result in Orc Group transferring call options entitling to acquisition of a maximum of 139,800 shares and selling a maximum of 60,000 shares in CameronTec, in total corresponding to a maximum of 9.99 percent of the shares and votes in CameronTec.

Since the incentive program is based on existing shares in CameronTec, the program will not have any dilution effect on the number of shares or votes in CameronTec. Costs for implementing and administering the program are only expected to have a minor impact on the group's key ratios.

For the full details of the proposal adopted by the Annual General Meeting, please refer to [www.orc-group.com](http://www.orc-group.com).

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

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<sup>1</sup> 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.

The information in this press release has been made public by Orc Group AB in accordance with the Securities Market Act and/or the Financial Instruments Trading Act. The information was submitted for publication on December 16, 2011, at 4.35 p.m. (CET).

### **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](http://www.orc-group.com)