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Company Announcement no. 02/2010  
5 March 2010

# Company Announcement

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## Notice of Annual General Meeting in SimCorp A/S

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The annual general meeting of SimCorp A/S will be held on Monday, 22 March 2010 at 3 p.m. at "Den Sorte Diamant", Søren Kierkegaards Plads 1, DK-1221 Copenhagen K.

The agenda will be as follows:

1. The report of the Board of Directors on the activities of the Company during the past year.
2. Presentation and adoption of the audited annual report.
3. The Board of Directors' proposal for the distribution of profits or losses as recorded in the annual report adopted by the general meeting.
4. Election of members to the Board of Directors.
5. Election of auditors.
6. Any proposals from the Board of Directors or the shareholders.

- A. The Board of Directors proposes to amend the Articles of Association to bring these in compliance with the new Danish Companies Act (Act no. 470 of 12/06/2009):

Any reference to the "Companies Act" shall be understood as a reference to the new Danish Companies Act.

In Article 2 "The registered office of the Company is situated in the Municipality of Copenhagen" is deleted and replaced by "Intentionally omitted".

In Article 10, third paragraph, "no less than 2 weeks' and no more than four weeks' notice" is deleted and replaced by "no less than three weeks' and no more than five weeks' notice.

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Article 11, first sentence is deleted and replaced by “All shareholders shall be entitled to attend and to vote at the General Meeting provided that they have requested an admission card from the Company’s office not later than three days before the date of the General Meeting.”

Article 11, second sentence is deleted and replaced by “The shareholder shall document its shareholdings by presenting information to the effect that the shareholder’s shareholding no later than 1 week prior to the General Meeting has been registered in the Register of Shareholders or that the shareholder no later than 1 week prior to the General Meeting has notified the Company of and documented the shareholder’s acquisition.”

Article 11, last sentence is deleted and replaced by “Instruments of proxy in favour of the Board of Directors of the Company cannot, however, be issued for a period of more than 12 months and must be issued for a specific general meeting with an agenda known in advance of the issuance of the instrument of proxy.”

Article 12, last sentence is deleted and replaced by “Shareholder resolutions to be considered by the annual general meeting shall be submitted to the Company not later than 6 weeks prior to the annual general meeting.”

In article 13, “one tenth” is deleted and replaced by “one twentieth (1/20)”.

Article 15 is deleted and replaced by “Each share of DKK 1 shall carry one vote at general meetings. Shareholders who have acquired shares by transfer can only vote such shares if the shares no later than 1 week prior to the General Meeting have been registered in the Register of Shareholders or the shareholders no later than 1 week prior to the General Meeting have notified the Company of and documented their acquisition before the General Meeting is convened.”

- B. The Board of Directors proposes that the group language shall be English. Accordingly, the Board of Directors proposes a new Article 23 to be inserted with the headline “GROUP LANGUAGE” and the wording “The language in the SimCorp Group of companies is English.”.
- C. It is proposed by the Board of Directors that notice of general meetings shall be given at the company’s website in lieu of notice in one leading daily paper. Accordingly, the Board of Directors proposes that in Article 10, fourth paragraph, “in one leading daily paper” is deleted and replaced by “at the Company’s website”. The full wording of Article 10, fourth paragraph is hereafter: “Notice of meetings shall be given at the Company’s website and in the information system of the Danish Commerce and Companies Agency. In addition, written notice shall be given to all share-holders registered in the register of shareholders upon request.”
- D. The Board of Directors proposes that the Chairman and the Vice Chairman of the Board of Directors shall be elected directly at the annual general meeting. Consequently, it is proposed to amend the Articles of Association as follows:

Article 12, item 4 of the agenda is added after “Board of Directors” the following wording “, hereunder Chairman and Vice Chairman of the Board of Directors”.

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In Article 17 the first paragraph is deleted and replaced by “The Company shall be managed by a Board of Directors consisting of from three to six members including a chairman and a vice chairman elected by the shareholders at the General Meeting for terms of one year. Members of the Board of Directors are eligible for re-election. The General Meeting elects the chairman and the vice chairman of the Board of Directors directly. In the event that the chairman of the Board of Directors during the election period retires, the vice chairman shall assume the position of chairman of the Board of Directors. In the event that the vice chairman during an election period retires or assumes the position of the chairman, the Board of Directors shall amongst its members appoint a new vice chairman.

In Article 18, item 1 “The Board of Directors shall appoint its own chairman and vice chairman.” shall be deleted. Item 2 hereafter becomes item 1 and item 3 hereafter becomes item 2.

- E. It is proposed by the Board of Directors to fix the total cash remuneration payable to the directors in 2010 and until next annual general meeting at DKK 1,600,000; remaining unchanged from 2009. It is also proposed by the Board of Directors to allot SimCorp shares to the directors at a total market value of further DKK 800,000 in 2010 too. The number of SimCorp shares allotted will be based on a price corresponding to the average price of the SimCorp share in a period of three business days after publication of SimCorp's 2009 annual report. The number of SimCorp shares as calculated will be transferred to the directors by one fourth in each quarter, first at the end of June 2010 and last at the end of March 2011. The directors must keep the shares for at least one year provided, however, that they remain members of the Board of Directors of SimCorp throughout this period.
- F. The Board of Directors asks the general meeting to authorise the Company, in the period until the next annual general meeting, to purchase own shares of a total nominal value of 10% of the Company's share capital, see section 198 of the new Companies Act. The consideration may not deviate by more than 10% from the bid price quoted at NASDAQ OMX Copenhagen at the time of acquisition. The bid price quoted at NASDAQ OMX Copenhagen means the closing price - all transactions at 5 p.m.

#### 7. Any other business

### **SPECIAL VOTING REQUIREMENTS**

The adoption of the resolutions proposed under items 6 A, B, C and D above, see Article 16 of the Articles of Association, requires a majority of at least two thirds of both the votes cast and the votes represented at the general meeting, and that at least half of the voting share capital is represented at the general meeting. If half of the share capital is not represented at the general meeting, but the resolution is passed by a majority of at least 2/3 of both the votes cast and of the voting share capital represented at the general meeting, the resolution may be passed at a new general meeting to be convened within 2 weeks thereafter, by a majority of at least 2/3 of both the votes cast and of the voting share capital represented at such new general meeting. The part of the resolutions proposed under items 6 A and C, however, which are required for making the articles of association of the company in compliance with the new Danish Companies Act, are adopted upon one shareholder voting in favour of these resolutions, cf. section 55, subsection 3, of executive order no. 172 of 22 February 2010 on the partial coming into force of the new Companies Act.

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**SHARE CAPITAL AND VOTING RIGHTS**

The Company's share capital is DKK 46,000,000 divided into shares of DKK 1 each and multiples thereof. Each share of DKK 1 nominal value entitles the holder to one vote.

**ADMISSION CARD AND PROXY ETC.**

All the Company's shareholders may attend the annual general meeting either in person (accompanied by an adviser, if necessary) or by proxy. According to Article 11 of the Articles of Association, shareholders wishing to attend the general meeting must obtain an admission card from VP Investor Services, Weidekampsgade 14, 2300 København S or from the Company not later than Wednesday 17 March 2010. If you wish to attend the general meeting by proxy, we kindly ask you to sign and date the enclosed instrument of proxy and return it to the Company so the Company receives it no later than Wednesday 17 March 2010. Alternatively, the Company's shareholders may under "Investors" at the Company's website ([www.simcorp.com](http://www.simcorp.com)) log on to VP InvestorPortalen and order admission cards and complete instruments of proxy. This must also be done by Wednesday 17 March 2010 at the latest.

The audited annual report and the agenda with the full text of the proposals are available at the Company's website ([www.simcorp.com](http://www.simcorp.com))

Shareholders may in writing submit questions regarding the agenda, the annual report or the Company's position in general. Questions can be submitted by way of e-mail to [AGM2010@simcorp.com](mailto:AGM2010@simcorp.com) or by ordinary mail to the company's address.

Copenhagen, Friday 5 March 2010

SimCorp A/S

On behalf of the Board of Directors