



To the shareholders

**SimCorp A/S**

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Denmark

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Company reg. no: 15 50 52 81

In accordance with Article 10 of the Articles of Association, notice is hereby given of  
**the annual general meeting of SimCorp A/S to be held on:**

**MONDAY, 28 MARCH 2011 AT 3 PM**

**"Den Sorte Diamant"  
The Royal Danish Library  
Søren Kierkegaards Plads 1  
DK-1221 Copenhagen K**

with the following agenda:

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, hereunder Chairman and Vice Chairman of 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 Article 3 (to become article 2) on the objects for which the Company is established. The proposal is based on the Board's request for a more up-to-date wording of the objects and accordingly, and in the view of the Board the proposed amended wording will solely provide for a clarification of the objects for which the company is established. The proposed amended wording reads:

"The objects for which the Company is established are to develop, market, sell, implement and deploy software and related services to companies, institutions and administrative bodies whose activities are within or related to the management of securities and/or other assets. The Company's objects may be carried out directly or through shareholdings in other companies."
  - B. The Board of Directors proposes a general update of the company's articles of association encompassing the following amendments:
    - a. As it is no longer a requirement to include the name of the company in brackets after the company's secondary names, any references to "(SimCorp A/S)" in article 1, second paragraph are deleted.
    - b. In article 8 (to become article 7) "(VP Services A/S)" is deleted and immediately following "VP Investor Services A/S," "(CVR-nr. 30201183)" is inserted.
    - c. As the shares of SimCorp are dematerialised shares, article 9 is deleted.

d. To the headline of the paragraph “GENERAL MEETING” is added “AND VOTING RIGHTS”.

e. As it is no longer a requirement for SimCorp to give notices of general meetings in the information system of the Danish Commerce and Companies Agency, the Board proposes to replace the third and fourth paragraph of article 10 (to become article 8) by the following:

“General meetings shall be convened by the Board of Directors, giving no less than three weeks' and no more than five weeks' notice at the Company's website and in writing to all shareholders registered in the register of shareholders upon request.”

f. The Board of Directors wish to clarify that shareholders also may obtain admission cards at the company's website and accordingly, article 11 (to become article 9), first sentence is proposed replaced by the following: “All shareholders shall be entitled to attend and to vote at the General Meeting provided that they have requested an admission card at the Company's website or from the Company's office not later than three days before the date of the General Meeting.” Further, second last sentence in the first paragraph “In addition, in order to obtain an admission card the shareholder shall issue a written statement that the shares have not been and will not be transferred to any third party prior to the date of the General Meeting.” shall be deleted.

g. Immediately following article 11 (to become article 9) a new article 10 is inserted covering the voting rights of the shareholders. The new article consists of the wording of the previous article 15 and the second paragraph of article 11. Article 10 hereafter reads:

“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.

Voting rights may be exercised under an instrument of proxy issued to a person, who need not be a shareholder of the Company. Instruments of proxy shall be deemed to be in force until revoked by notification in writing to the Company, unless such instruments contain a provision to the contrary. 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.”

Consequently, article 15 is deleted.

h. In article 13 (to become article 12), last sentence “the Board of Directors' receipt of” is deleted.

i. In article 14 (to become article 13), fourth paragraph “office” shall be replaced by “website”.

j. In article 16 (to become article 14), second paragraph, any reference to “voting” shall be deleted.

C. The Board of Directors proposes that the numbering of the articles of association is updated to create a continuous number of articles.

Please find an updated draft set of articles of association at the company's website.

- D. It is proposed by the Board of Directors to fix the total cash remuneration payable to the directors in 2011 and until next annual general meeting at DKK 1,600,000; remaining unchanged from 2010. It is also proposed by the Board of Directors in 2011, unchanged from 2010, to allot SimCorp shares to the directors at a total market value of further DKK 800,000. 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 2010 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 2011 and last at the end of March 2012. 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.
- E. 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, inclusive of the Company's current holding of own shares, 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 and C 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.

#### **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.**

##### Registration Date:

A shareholder's right to participate in the general meeting and the number of votes, which the shareholder is entitled to cast, is determined in accordance with the number of shares held by such shareholder on the registration date. The registration date is 21 March 2011, and only persons who are shareholders on this date are entitled to vote and participate in the general meeting.

Admission Card:

A shareholder may participate in the general meeting either personally (with or without an advisor) or by proxy. Pursuant to article 11 of the Articles of Association shareholders wishing to attend the general meeting must obtain an admission card from the Company, Weidekampsgade 16, 2300 Copenhagen S (tlf.: 3544 8800 fax: 3544 8811), no later than Thursday 24 March 2011. As an alternative, shareholders may obtain an admission card at the Company's website ([www.simcorp.com/AGM2011](http://www.simcorp.com/AGM2011)) by logging on to the InvestorPortal and order admission cards.

Proxies and Postal Votes:

A shareholder may vote by proxy, either by issuing a proxy to the Board of Directors or to a third party. When voting by proxy, the attorney must provide a written and dated power of attorney. The Company provides written proxy forms. A proxy must be received by the Company no later than 24 March 2011.

A shareholder may vote by postal vote. The Company provides written postal vote forms. Postal votes must be received by the Company no later than 25 March 2011.

A written proxy form and a written postal vote form may be ordered from SimCorp A/S per e-mail to [AGM2011@simcorp.com](mailto:AGM2011@simcorp.com) or obtained at the Company's website ([www.simcorp.com/AGM2011](http://www.simcorp.com/AGM2011)). Further, shareholders may issue proxies and postal votes at the company's website ([www.simcorp.com/AGM2011](http://www.simcorp.com/AGM2011)) by logging on to the InvestorPortal and issuing proxies and postal votes. The Company may be advised about the appointment of an attorney per e-mail to [AGM2011@simcorp.com](mailto:AGM2011@simcorp.com).

To ensure identification of any shareholder choosing to exercise his right to vote by proxy or by postal vote (unless this is done by way of the InvestorPortal at [www.simcorp.com](http://www.simcorp.com)), the proxy or the postal vote must be signed by the shareholder and with capital or printed letters state such shareholder's full name and address. If the shareholder is a legal person, the relevant central business register (CVR) no. or other corresponding identification must also be clearly stated in the proxy and the postal vote. Proxies and postal votes must be sent to the Company, Weidekampsgade 16, 2300 Copenhagen S.

Miscellaneous:

Shareholders may in writing submit questions regarding the agenda, documents to be presented at the general meeting or the Company's position in general. Questions can be submitted by way of e-mail to [AGM2011@simcorp.com](mailto:AGM2011@simcorp.com) or mail to the address of the Company.

The following information is available for the shareholders at the Company's website ([www.simcorp.com](http://www.simcorp.com)): (i) this notice of annual general meeting, (ii) the aggregate number of shares and votes at the date of notice, (iii) any documents to be presented at the general meeting, (iv) the agenda together with the full text of the proposals and (v) forms to be used by shareholders for voting by proxy or by letter.

Copenhagen, Friday 4 March 2011

SimCorp A/S

On behalf of the Board of Directors