

Company Announcement no. 05/2011
28 March 2011

Company Announcement

Business transacted at the annual general meeting held on 28 March 2011

Summary

At SimCorp's annual general meeting the shareholders approved the Board of Directors' report on the company and the annual report for 2010. The shareholders re-elected Jesper Brandgaard as chairman of the Board, Carl Christian Ægidius as vice-chairman of the Board and Hervé Couturier. Further, the shareholders elected Simon Jeffreys as new Board member. Grant Thornton and KPMG were re-elected as the company's auditors. The shareholders passed the Board's resolutions, including the amendments to the Articles of Association, for the approval at an extraordinary general meeting.

The annual general meeting of SimCorp A/S was held on Monday 28 March 2011.

Report, financial statements and dividend

The Chairman of the Board, Jesper Brandgaard and CEO, Peter L. Ravn presented the report on behalf of the Board of Directors. The shareholders adopted the Board of Directors' report on the company's activities and approved the audited annual report. The shareholders also adopted the Board of Directors' proposal that dividend should be paid in the amount of DKK 30.00 per share of nominal DKK 10 for the fiscal year 2010 and the remainder is transferred to next year.

Election of members to the Board of Directors

The shareholders re-elected Jesper Brandgaard as chairman of the Board, Carl Christian Ægidius as vice-chairman of the Board and Hervé Couturier. Further, the shareholders elected Simon Jeffreys as new Board member. In addition, the Board consists of Jacob Goltermann and Raymond John, elected by the company's employees.

Company Announcement

Business transacted at the annual general meeting held on 28 March 2011

Election of auditors

The shareholders re-elected Grant Thornton, Statsautoriseret Revisionsaktieselskab and KPMG, Statsautoriseret Revisionspartnerselskab as the company's auditors.

Resolutions proposed by the Board of Directors

Forming the necessary quorum, the shareholders passed with the requisite majority all resolutions as proposed by the Board of Directors, including amendments to the company's Articles of Association. However, not enough capital was represented at the meeting in order to pass the amendments to the Company's Articles of Association, why an extraordinary general meeting will be summoned. The proposals of the Board of Directors were as follows:

- 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.”

Company Announcement

Business transacted at the annual general meeting held on 28 March 2011

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

Company Announcement

Business transacted at the annual general meeting held on 28 March 2011

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.

- - -

Enquiries regarding this announcement should be addressed to:

Peter L. Ravn, CEO, SimCorp A/S, (+45 3544 8800, +45 4076 1841) or

Niels Beck, Senior Vice President, SimCorp A/S (+45 3544 8800, +45 2270 1433) or

Thomas Bry, Senior Vice President, SimCorp A/S, (+45 3544 8800, +45 2092 7454)

SimCorp A/S