

SimCorp A/S

Weidekampsgade 16

2300 København S

Danmark

Telefon: +45 35 44 88 00

Telefax: +45 35 44 88 11

E-mail: info@simcorp.com

www.simcorp.com

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Company Announcement

Business transacted at the extraordinary general meeting in SimCorp A/S held on 4 May 2011

The extraordinary general meeting of SimCorp A/S was held on Wednesday 4 May 2011.

Resolutions proposed by the Board of Directors

The shareholders passed with the requisite majority and quorum all resolutions as proposed by the Board of Directors, and the company's Articles of Association have been amended accordingly. The proposals of the board 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.”
- 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 “web-site”.
- 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 set of articles of association at the company's website.

Enquiries regarding this announcement should be addressed to:

Peter L. Ravn, Chief Executive Officer, SimCorp A/S (+45 3544 8800, +45 4076 1841) or
Thomas Johansen, Chief Financial Officer, SimCorp A/S (+45 3544 8800), (+45 2811 3828)

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