



To the shareholders

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Company reg. no: 15 50 52 81

In accordance with Article 16 of the Articles of Association, notice is hereby given of
an extraordinary general meeting in SimCorp A/S

WEDNESDAY 4 MAY 2011, 09.30 A.M.

**Weidekampsgade 16
2300 Copenhagen S**

with the following agenda:

1. Proposals from the Board of Directors. At the annual general meeting held on 28 March 2011, the proposals were voted in favour for by a majority of more than two thirds of both the votes cast and the votes represented at the general meeting. Since, however, less than half of the voting share capital was represented at the general meeting the proposals were not adopted, and the Board of Directors therefore makes the proposals at the extraordinary general meeting.
 - 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.

2. Any other business.

SPECIAL VOTING REQUIREMENTS

The adoption of the resolutions proposed under items 1 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

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 27 April 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 (phone: 3544 8800 fax: 3544 8811), no later than 2 May 2011.

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 2 May 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 3 May 2011.

A written proxy form and a written postal vote form is available at the Company's website (www.simcorp.com/AGM2011) or may be ordered from SimCorp A/S per e-mail to AGM2011@simcorp.com.

To ensure identification of any shareholder choosing to exercise his right to vote by proxy or by postal vote, 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 or mail to the address of the Company.

The following information is available for the shareholders at the Company's website (www.simcorp.com/AGM2011): (i) this notice, including the agenda with the full text of the proposals, (ii) the aggregate number of shares and votes at the date of notice and (iii) forms to be used by shareholders for voting by proxy or by letter.

Copenhagen, Friday 8 April 2011

SimCorp A/S

On behalf of the Board of Directors

The duration of the general meeting is expected to be very short and therefore no refreshments will be served.