



To the shareholders

**SimCorp A/S**

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Company reg. no: 15 50 52 81

In accordance with Article 8 of the Articles of Association, notice is hereby given of  
**the annual general meeting of SimCorp A/S to be held on:**

**THURSDAY 29 MARCH 2012 AT 3 PM**

**SimCorp A/S  
Weidekampsgade 16  
2300 Copenhagen S, Denmark**

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 reduce the share capital of the Company by nominally DKK 1,000,000 from nominally DKK 46,000,000 to nominally DKK 45,000,000, equivalent to a reduction of the share capital by 1,000,000 shares of DKK 1 each by cancellation of own shares. The reduction of the share capital is executed in pursuance of Section 188 (1)(2) of the Danish Companies Act, after which the reduction is effected by reduction of own shares which means that the purpose of the reduction is payment to the shareholders. The own shares in question were purchased by the Company in the period from 18 September 2008 until 15 September 2010 for a total purchase price of DKK 75,088,659.90. The purchase price is entered at DKK 0 in the accounts of the Company since the amount has been written off the equity capital. In consequence hereof, it is proposed to amend Article 3, first sentence, of the Articles of Association as follows:

"The share capital of the company is DKK 45,000,000, say forty-five million 00/100, divided into shares of DKK 1 each or any multiples thereof."

After the reduction there will be full coverage for the share capital and the deposits and capital reserves that are restricted pursuant to the law and the Articles of Association of the Company.

Before the reduction of the share capital is executed, the Company's creditors will be convened via the electronic information system of the Danish Business Authority in pursuance of section 192 of the Danish Companies Act. 4 weeks after the expiry of the notification period of section 192 of the Danish Companies Act the reduction of the share capital shall be finally executed and the following amendment of the Articles of Association if so will be deemed registered.

- B. It is proposed by the Board of Directors to extend the authorisation to the Board of Directors to increase the share capital so that it expires on 28 March 2017. Further, as a consequence of the modified construction by the Danish Business Authority of section 155, subsection 3 of the Danish Companies Act on pre-emptive rights in connection with increase in capital, the authorisation to the Board is divided into two authorisations.

Accordingly, it is proposed to amend article 4(1) of Articles of Association to the following:

“Article 4a

The share capital may be increased in one or more issues of new shares by a total nominal amount of up to DKK 10,000,000 (10,000,000 shares of DKK 1) without pre-emption rights to the Company's existing shareholders and as directed by the Board of Directors with respect to time and terms. The capital increase may be effected in cash or as consideration for the Company's acquisition of an existing operation or specific assets, in all cases at market price. This authority shall be valid for a period of five years, expiring on 28 March 2017, and may be extended by the shareholders at the annual general meeting for one or more periods of up to five years at a time.

The new shares shall be issued to bearer but may be registered in the name of the holder in the Company's Register of Shareholders. The new shares shall be negotiable instruments, and no restrictions shall apply to the transferability of the shares. No shareholders shall be under an obligation to have his shares redeemed in full or in part by the Company or any other party.

Article 4b

The share capital may be increased in one or more issues of new shares by a total nominal amount of up to DKK 10,000,000 (10,000,000 shares of DKK 1) with pre-emptive rights for the existing shareholders and as directed by the Board of Directors with respect to time and terms. The increase may be effected in cash or as otherwise determined. The increase may be effected at a price lower than market price. This authority shall be valid for a period of five years, expiring on 28 March 2017, and may be extended by the shareholders at the annual general meeting for one or more periods of up to five years at a time.

The new shares shall be issued to bearer but may be registered in the name of the holder in the Company's Register of Shareholders. The new shares shall be negotiable instruments, and no restrictions shall apply to the transferability of the shares. No shareholders shall be under an obligation to have his shares redeemed in full or in part by the Company or any other party.

#### Article 4c

By exercise of the authorisations under articles 4a and 4b, the Board of Directors may in total increase the share capital of the Company at a nominal value of no more than DKK 10,000,000 (10,000,000 shares of DKK 1)."

- C. The employees and the management have decided to establish a voluntary scheme for the election of employee representatives to the Board of Directors under the rules governing representation at group level, whereby all employees in the group may vote at elections and are eligible for election to the Board of Directors as group representative or alternate. Consequently, the Board of Directors propose that the following wording is inserted as new article 15(3) of the Articles of Association:

"The Company has adopted a voluntary scheme for the election of employees to the Board of Directors pursuant to the rules on representation at group level. All employees in the SimCorp group of companies may vote at elections and are eligible to the Board of Directors. The voluntary scheme is further described in an election statute as approved by the Board of Directors. The number of employee elected Board members will correspond to the number mandated by the Danish legislation on company representation."

- D. The Board of Directors' proposal for an amended remuneration and incentive policy for employees, members of the Board of Directors and the executive board under section 120 of the Danish Companies Act is enclosed hereto.
- E. It is proposed by the Board of Directors to fix the total cash remuneration payable to the directors in 2012 and until next annual general meeting at DKK 1,600,000; remaining unchanged from 2011. It is also proposed by the Board of Directors in 2012, unchanged from 2011, 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 2011 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 2012 and last at the end of March 2013. 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, inclusive of the Company's current holding of own shares, see section 198 of the Danish 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. AOB

## **SPECIAL VOTING REQUIREMENTS**

The adoption of the resolutions proposed under 6 A, B and C above, see article 14 of the Articles of Association, requires a majority of at least two thirds of both the votes cast and the share capital represented at the general meeting, and that at least half of the 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 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 share capital represented at such new general meeting.

The adoption of the resolutions proposed under 6 D, E and F above requires a simple majority, see article 14 of the Articles of Association and the Danish Companies Act section 105.

## **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 shareholding of each individual shareholder is determined on the registration date, based on the number of shares held by that shareholder as registered in the register of shareholders and on any notice of ownership received by the company for the purpose of registration in the register of shareholders.

The registration date is 22 March 2012, and only persons who are shareholders on this date and whose shareholding is registered in the register of shareholder or has been notified the company for the purposes of registration herein 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. Shareholders may register electronically for the Annual General Meeting through the Company's website [www.simcorp.com/AGM2012](http://www.simcorp.com/AGM2012) by logging on to the Investor Portal. It is also possible to register by returning the registration form available at the Company's website by mail or fax or by contacting SimCorp, Weidekampsgade 16, 2300 Copenhagen S (phone: +45 3544 8800, fax: +45 3544 8811). Admission cards will be sent by ordinary mail. Registration must take place no later than 23 March 2012.

### Proxies and Postal Votes:

It is possible to vote by proxy, either by issuing a proxy to the Board of Directors or to a third party. A shareholder may issue a proxy through the company's website ([www.simcorp.com/AGM2012](http://www.simcorp.com/AGM2012)), by logging on to the Investor Portal no later than 23 March 2012.

In addition a shareholder may vote by postal vote, which can also be done electronically through the company's website no later than 26 March 2012.

A written proxy or postal vote form can also be obtained at the Company's website or ordered from SimCorp A/S per e-mail to [AGM2012@simcorp.com](mailto:AGM2012@simcorp.com). Further the Company may be advised about the appointment of a proxy by e-mail to [AGM2012@simcorp.com](mailto:AGM2012@simcorp.com). When voting by written proxy, the attorney must provide a written and dated power of attorney. A written proxy must be received by the Company no later than 23 March 2012. A written postal vote must be received by the Company no later than 26 March 2012. Postal votes already received by the company cannot be recalled by the shareholder.

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 Investor Portal at [www.simcorp.com/AGM2012](http://www.simcorp.com/AGM2012)), 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 [AGM2012@simcorp.com](mailto:AGM2012@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/AGM2012](http://www.simcorp.com/AGM2012)): (i) this notice of annual general meeting, (ii) the agenda together with the full text of the proposals, (iii) any documents to be presented at the general meeting, (iv) the aggregate number of shares and votes at the date of notice, and (v) forms to be used by shareholders for voting by proxy or by letter.

Copenhagen, Wednesday 7 March 2012

SimCorp A/S

On behalf of the Board of Directors