



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:

MONDAY 31 MARCH 2014 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 2,000,000 from nominally DKK 43,500,000 to nominally DKK 41,500,000, equivalent to a reduction of the share capital by 2,000,000 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 17 October 2012 until 21 November 2013 at a total purchase price of DKK 325,390,276. 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 41,500,000, say forty-one million five hundred thousand 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. The Board of Directors proposes to amend the Company's remuneration and incentive policy for the Company's employees, members of the Board of Directors and the executive management board under section 139 of the Danish Companies Act. The Board of Director's proposal for an amended remuneration and incentive policy is enclosed hereto.
- C. The Board of Directors proposes:
- i. to increase the cash remuneration to ordinary board members from DKK 200,000 to DKK 250,000, or by 25 %. The cash remuneration for the Chairman of the Board is likewise increased from DKK 500,000 to DKK 625,000, whereas the cash remuneration for the Vice Chairman of the Board is increased from DKK 300,000 to DKK 375,000. The cash remuneration to Board members has been unchanged since 2008. The total cash remuneration to the Board of Directors for 2014 is expected to be DKK 2,250,000, reflecting the recommendation to elect an additional member of the Board of Directors in 2014,
 - ii. to increase the total market value of shares allotted to board members from DKK 100,000 to DKK 125,000, or by 25 %. The total market value of shares allotted to the Chairman of the Board is likewise increased from DKK 250,000 to DKK 312,500, whereas the total market value of shares allotted to the Vice Chairman of the Board is increased from DKK 150,000 to DKK 187,500. The share remuneration to Board members has been unchanged since 2008. The total market value of the shares allotted to the Board of Directors for 2014 is expected to be DKK 1,125,000, reflecting the recommendation to elect an additional member of the Board of Directors in 2014,
 - iii. that the chairman of the audit committee of the Company in addition to his normal remuneration receives 50% of the annual remuneration equalling a cash remuneration of DKK 125,000 and shares at a total market value of DKK 62,500, and that members of the audit committee of the Company in addition to their normal remuneration receives 25% of the annual remuneration equalling a cash remuneration of DKK 62,500 and shares at a total market value of DKK 31,250, implying that the total remuneration for the audit committee for 2014 equals DKK 250,000 in cash and SimCorp shares at a total market value of DKK 125,000, assuming that the audit committee consists of 3 members, and
 - iv. that any social costs associated with the Board of Directors' and the audit committee's remuneration is covered by the Company.

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 2013 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 2014 and last at the end of March 2015. The directors must keep the shares for at least one year provid-

ed, however, that they remain members of the Board of Directors of SimCorp throughout this period.

- D. 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.
- E. The Board of Directors proposes that the Company's future annual reports and interim reports shall be prepared and presented in English, see the Danish Companies Act section 100a.

7. AOB

SPECIAL VOTING REQUIREMENTS

The adoption of the resolution proposed under 6 A 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 B, C, D and E above requires a simple majority, see article 14 of the Articles of Association and the Danish Companies Act sections 100a and 105.

SHARE CAPITAL AND VOTING RIGHTS

The Company's share capital is DKK 43,500,000 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 24 March 2014, 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/AGM2014 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). Registration must take place no later than 27 March 2014. Admission cards will be sent by ordinary mail.

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/AGM2014), by logging on to the Investor Portal no later than 27 March 2014.

In addition a shareholder may vote by postal vote, which can also be done electronically through the Company's website no later than 28 March 2014.

A written proxy or postal vote form can also be obtained at the Company's website or ordered per e-mail to AGM2014@simcorp.com. Further the Company may be advised about the appointment of a proxy by e-mail. 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 27 March 2014. A written postal vote must be received by the Company no later than 28 March 2014. 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/AGM2014), 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 AGM2014@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/AGM2014: (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, Friday 7 March 2014

SimCorp A/S

On behalf of the Board of Directors