



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 23 MARCH 2015 AT 3:00 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 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.
 - B. It is proposed by the Board of Directors to fix the total remuneration payable to the directors in 2015 and until next Annual General Meeting as follows; remaining un-changed from 2014:
 - (i) a cash remuneration to ordinary board members of DKK 250,000, a cash remuneration for the Chairman of the Board of DKK 625,000 whereas the cash remuneration for the Vice Chairman of the Board is DKK 375,000.
 - (ii) a total market value of shares allotted to each ordinary board member of DKK 125,000, a total market value of shares allotted to the Chairman of the Board of DKK 312,500 whereas the total market value of shares allotted to the Vice Chairman of the Board is DKK 187,500.
 - (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.

(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 2014 annual report. The number of SimCorp shares as calculated will be transferred to the directors at the end of March 2016. 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.

- C. The Board of Directors asks the general meeting to authorise the Board of Directors, in accordance with sections 182-183 of the Danish Companies Act, to approve distribution of extraordinary dividends to the extent that the Company's and the group's financial situation warrants it. The extraordinary dividends must be reasonable in relation to the Company's financial situation, must be in cash and in accordance with the limitations of the Danish Company's Act.
- 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 Copenhagen at the time of acquisition. The bid price quoted at Nasdaq Copenhagen means the closing price - all transactions at 5:00 pm.
- E. The Board of Director proposes that the Company's future general meetings may be conducted in English and that documents prepared for the general meetings may also be submitted in English, see section 100 of the Danish Companies Act.

7. AOB

SPECIAL VOTING REQUIREMENTS

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

SHARE CAPITAL AND VOTING RIGHTS

The Company's share capital is DKK 41,500,000 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 16 March 2015, 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/AGM2015 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 19 March 2015. 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/AGM2015), by logging on to the Investor Portal no later than 19 March 2015.

In addition a shareholder may vote by postal vote, which can also be done electronically through the Company's website no later than 20 March 2015.

A written proxy or postal vote form can also be obtained at the Company's website or ordered per e-mail to AGM2015@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 19 March 2015. A written postal vote must be received by the Company no later than 20 March 2015. 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/AGM2015), 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 AGM2015@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/AGM2015: (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 27 February 2015

SimCorp A/S

On behalf of the Board of Directors