

SIMCORP A/S

On 26 April 2017 at 4 p.m., an extraordinary general meeting of SimCorp A/S was held at SimCorp A/S, Weidekampsgade 16, DK-2300 Copenhagen S.

The board of directors had appointed Marianne Philip, attorney-at-law, as chairman of the meeting. Marianne Philip announced that the extraordinary general meeting had been duly convened. Present were 238 of the Company's shareholders representing nominally DKK 14,578,677 of the shares and the corresponding number of votes or 35.13 % of the Company's share capital of nominally DKK 41,500,000. The Executive Management and members of the Board of Directors were also present.

The agenda was as follows:

1. At the annual general meeting held on 29 March 2017, the proposal regarding reduction of the share capital was adopted by a majority of more than two thirds of both the votes cast and of the share capital represented at the general meeting. Since, however, less than 50% of the share capital was represented at the general meeting the proposal was not adopted, and the Board of Directors therefore makes the proposal at the extraordinary general meeting.

The Board of Directors proposes to reduce the share capital of the Company by nominally DKK 1,000,000 from nominally DKK 41,500,000 to nominally DKK 40,500,000, 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 23 May 2014 until 23 October 2015 at a total purchase price of DKK 214,675,375.11. 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 40,500,000, say forty 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.

2. At the annual general meeting held on 29 March 2017, the proposal to authorise the Board of Directors to increase the share capital was adopted by a majority of more than two thirds of both the votes cast and of the share capital

represented at the general meeting. Since, however, less than 50% of the share capital was represented at the general meeting the proposal was not adopted, and the Board of Directors therefore makes the proposal at the extraordinary general meeting.

It is proposed by the Board of Directors to grant authorisation to the Board of Directors to increase the share capital without pre-emption rights for existing shareholders at market price and with expiry on 1 March 2022.

Accordingly, it is proposed to amend Article 4 of the Articles of Association to the following:

"Article 4

The share capital may be increased in one or more issues of new shares by a total nominal amount of up to DKK 4,000,000 (4,000,000 shares of DKK 1) without pre-emption rights for 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 by contribution of an existing business or specific assets, in all cases at market price. This authority shall be valid for a period of five years, expiring on 1 March 2022, and may be extended by the general meeting for one or more periods of up to five years at a time.

The new shares shall 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 shares confer any special rights upon their holder and no shareholders shall be under an obligation to have his shares redeemed in full or in part by the Company or any other party."

3. AOB

Re 1:

At the annual general meeting held on 29 March 2017, the proposal regarding reduction of the share capital was adopted by a majority of more than two thirds of both the votes cast and of the share capital represented at the general meeting. Since, however, less than 50% of the share capital was represented at the general meeting the proposal was not adopted, and the Board of Directors therefore makes the proposal at the extraordinary general meeting.

The Board of Directors proposes to reduce the share capital of the Company by nominally DKK 1,000,000 from nominally DKK 41,500,000 to nominally DKK 40,500,000, 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 23 May 2014 until 23 October 2015 at a total purchase price of DKK 214,675,375.11. 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 40,500,000, say forty million five hundred thousand 00/100, divided in-to 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.

The Chairman ascertained that the proposal had been adopted by more than two-thirds of the votes cast and of the votes represented at the general meeting.

Re 2:

At the annual general meeting held on 29 March 2017, the proposal to authorise the Board of Directors to increase the share capital was adopted by a majority of more than two thirds of both the votes cast and of the share capital represented at the general meeting. Since, however, less than 50% of the share capital was represented at the general meeting the proposal was not adopted, and the Board of Directors therefore makes the proposal at the extraordinary general meeting.

It is proposed by the Board of Directors to grant authorisation to the Board of Directors to increase the share capital without pre-emption rights for existing shareholders at market price and with expiry on 1 March 2022.

Accordingly, it is proposed to amend Article 4 of the Articles of Association to the following:

"Article 4

The share capital may be increased in one or more issues of new shares by a total nominal amount of up to DKK 4,000,000 (4,000,000 shares of DKK 1) without pre-emption rights for 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 by contribution of an existing business or specific assets, in all cases at market price. This authority shall be valid for a period of five years, expiring on 1 March 2022, and may be extended by the general meeting for one or more periods of up to five years at a time.

The new shares shall 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 shares confer any special rights upon their holder and no shareholders shall be under an obligation to have his shares redeemed in full or in part by the Company or any other party."

The Chairman ascertained that the proposal had been adopted by more than two-thirds of the votes cast and of the votes represented at the general meeting.

Re 3:

The general meeting authorised Marianne Philip, attorney-at-law, to register the proposals adopted by the General Meeting with the Danish Business Authority (*Erhvervsstyrelsen*) and to make such additions, alterations or amendments thereto or therein, including to the Articles of Association, and to take any other action as the Danish Business Authority may require for registration.

The Chairman announced that there was no further business to transact and the general meeting was closed.

Chairman of the meeting.


Marianne Philip