

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:

WEDNESDAY 29 MARCH 2017 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. In accordance with the audit committee's recommendation the Board of Directors proposes reelection of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab. The audit committee has been free from influence by a third party and has not been subject to any contract with a third party restricting the choice by the general meeting on the selection of a statutory auditor or an audit firm.
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 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.

- B. 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."

- C. 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 Directors' proposal for an amended remuneration and incentive policy is enclosed hereto.
- D. It is proposed by the Board of Directors to fix the total remuneration payable to the directors in 2017 and until next Annual General Meeting as follows; remaining un-changed from 2015 and 2016, except for the remuneration of the nomination committee:

(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 the chairman of the nomination committee of the Company in addition to his 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, and that members of the nomination committee of the Company in addition to their normal remuneration receives 12.5% of the annual remuneration equalling a cash remuneration of DKK 31,250 and shares at a total market value of DKK 15,625.

(v) that any social costs associated with the Board of Directors', the audit committee's and the nomination 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 2016 annual report. The number of SimCorp shares as calculated will be transferred to the directors immediately after the publication of SimCorp's 2017 annual report. 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.

- E. 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.

7. AOB.

SPECIAL VOTING REQUIREMENTS

The adoption of the resolution proposed under 6 A and B 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 C, D and E 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 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 22 March 2017, and only persons who are shareholders on this date and whose shareholding i) is registered in the register of shareholders or ii) has been notified to 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. As a new initiative, ordered admission tickets will be sent out electronically. This requires that the shareholder's email address is registered on the Investor Portal. The email address may be registered at registration for the general meeting. After registration, the shareholder will receive an electronic admission card. The admission card can be printed or brought on a smartphone or tablet. If a shareholder forgets the admission card for the general meeting, it can be obtained against presentation of appropriate proof of identification. Ballot papers will be handed out at the entry point of the general meeting. It will still be possible to have admission cards sent by ordinary mail.

Admission cards can be acquired through the Company's website www.simcorp.com/AGM2017, by contacting VP Investor Services A/S by phone +45 4358 8893 or fax +45 4358 8867 or through VP Investor Services A/S' website www.vp.dk/gf. Registration must take place no later than 24 March 2017.

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/AGM2017), by logging on to the Investor Portal no later than 24 March 2017. 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 2017.

A written proxy or postal vote form can also be obtained at the Company's website or ordered per e-mail to AGM2017@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 24 March 2017. A written postal vote must be received by the Company no later than 28 March 2017. Postal votes already received by the Company cannot be recalled by the shareholder.

To ensure identification of any shareholder choosing to exercise his or her right to vote by proxy or by postal vote (unless this is done via the Investor Portal at www.simcorp.com/AGM2017), the proxy or the postal vote must be signed by the shareholder and with capital or printed letters stating 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 VP Investor Services A/S, Weidekampsgade 14, P.O. box 4040, 2300 Copenhagen S, or by email to vpinvestor@vp.dk.

Language:

The Annual General Meeting will be conducted in English. Simultaneous interpretation from English to Danish will be available at the meeting.

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 AGM2017@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/AGM2017: (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 3 March 2017

SimCorp A/S

On behalf of the Board of Directors