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Company reg. no: 15 50 52 81

Company Announcement no. 6/2009  
24 April 2009

# Company Announcement

## **Business transacted at the extraordinary general meeting held on 23 April 2009**

The extraordinary general meeting of SimCorp A/S was held on Thursday 23 April 2009.

### **Resolutions proposed by the Board of Directors**

The shareholders passed with the requisite majority and quorum all resolutions as proposed by the Board of Directors, and the company's Articles of Association have been amended accordingly. The Board of Directors will execute the reduction of the share capital cf. item A below upon fulfilment of the formal requirements of the Danish Public Companies Act.

- A. The Board of Directors proposes to reduce the share capital of the Company by nominally DKK 3,250,000 from nominally DKK 49,250,000 to nominally DKK 46,000,000, equivalent to a reduction of the share capital by 3,250,000 shares of DKK 1 each by cancellation of own shares. The reduction of the share capital is executed in pursuance of Section 44 a(1)(ii) of the Danish Public 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 19 May 2005 until 18 June 2008 for a total purchase price of DKK 327,000,000. 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 4, first sentence, of the Articles of Association as follows:

"The share capital of the company is DKK 46,000,000, say forty-six 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.

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Before the reduction of the share capital is executed, the Company's creditors will be convened via the electronic information system of the Danish Commerce and Companies Agency in pursuance of Section 46(1) of the Danish Public Companies Act, after which the final execution of the reduction of the share capital and the following amendment of the Articles of Association if so will be notified to the Danish Commerce and Companies Agency no later than 12 months after registration of the resolution, see Section 46(5) of the Danish Public Companies Act.

B. The Board of Directors proposes to amend the Articles of Association to reflect that the Board of Directors is responsible for appointing the Executive Management Board of the Company and that the Executive Management Board may consist of 1 up to 5 members of which the Board of Directors shall appoint one member as Chief Executive Officer. Accordingly, it is proposed that the following be inserted after item 3 in Article 18 of the Articles of Association:

"The Board of Directors shall appoint the management board of the Company consisting of 1 to 5 members of which one member by the Board of Directors shall be appointed Chief Executive Officer."

C. It is proposed by the Board of Directors to delete Articles 4a and 5b of the Articles of Association.

D. The company's registrar of shareholders is VP Investor Services A/S, Helgeshøj Allé 61, P.O. Box 20, DK-2630 Taastrup. As of 16 March 2009 VP Investor Services A/S changes its address and accordingly the Board of Directors proposes to amend Article 8 of the Articles of Association to the following:

"The Board of Directors may resolve that the Company's Register of Shareholders be kept by the appropriate officer of the Company or by a registrar outside the Company designated by the Board of Directors. The Company's registrar is VP Investor Services A/S, (VP Services A/S), Weidekampsgade 14, P.O. Box 4040, 2300 København S."

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