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Company reg. no: 15 50 52 81

Company Announcement no. 05/2010  
29 March 2010

# Company Announcement

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## Notice of Extraordinary General Meeting in SimCorp A/S

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In accordance with Article 16 of the Articles of Association, notice is hereby given of an extraordinary general meeting of SimCorp A/S to be held on Wednesday, 21 April 2010 at 13.30 p.m., at Kromann Reumert Advokatfirma, Sundkrogsgade 5, 2100 Copenhagen Ø, Denmark.

The agenda will be as follows:

1. Proposals from the Board of Directors. At the Annual General Meeting held 22 March 2010, the proposals were voted in favour for by a majority of more than two thirds of both the votes cast and the votes represented at the General Meeting. Since, however, less than half of the voting share capital was represented at the General Meeting the proposals were not adopted and the Board of Directors therefore makes the proposals on the extraordinary general meeting.

- A. The Board of Directors proposes to amend the Articles of Association as follows in order to bring these in compliance with the new Danish Companies Act (Act no. 470 of 12/06/2009):

In Article 2 "The registered office of the Company is situated in the Municipality of Copenhagen" is deleted and replaced by "Intentionally omitted".

Article 15 is deleted and replaced by "Each share of DKK 1 shall carry one vote at general meetings. Shareholders who have acquired shares by transfer can only vote on such shares if the shares no later than 1 week prior to the General Meeting have been registered in the Register of Shareholders or the shareholders no later than 1 week prior to the General Meeting have notified the Company of and documented their acquisition before the General Meeting is convened."

- B. The Board of Directors proposes that the group language shall be English. Accordingly, the Board of Directors proposes a new Article 23 to be inserted with the headline "GROUP LANGUAGE" and the wording "The language in the SimCorp Group of companies is English."

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- C. It is proposed by the Board of Directors that notice of general meetings shall be given at the company's website in lieu of notice in one leading daily paper. Accordingly, the Board of Directors proposes that in Article 10, fourth paragraph, "in one leading daily paper" is deleted and replaced by "at the Company's website". The full wording of Article 10, fourth paragraph is hereafter: "Notice of meetings shall be given at the Company's website and in the information system of the Danish Commerce and Companies Agency. In addition, written notice shall be given to all share-holders registered in the register of shareholders upon request."
- D. The Board of Directors proposes that the Chairman and the Vice Chairman of the Board of Directors shall be elected directly at the Annual General Meeting. Consequently, it is proposed to amend the Articles of Association as follows:

Article 12, item 4 of the agenda is added after "Board of Directors" the following wording " , hereunder Chairman and Vice Chairman of the Board of Directors".

In Article 17 the first paragraph is deleted and replaced by "The Company shall be managed by a Board of Directors consisting of from three to six members including a chairman and a vice chairman elected by the shareholders at the General Meeting for terms of one year. Members of the Board of Directors are eligible for re-election. The General Meeting elects the chairman and the vice chairman of the Board of Directors directly. In the event that the chairman of the Board of Directors during the election period retires, the vice chairman shall assume the position of chairman of the Board of Directors. In the event that the vice chairman during an election period retires or assumes the position of the chairman, the Board of Directors shall amongst its members appoint a new vice chairman.

In Article 18, item 1 "The Board of Directors shall appoint its own chairman and vice chairman." shall be deleted. Item 2 hereafter becomes item 1 and item 3 hereafter becomes item 2.

2. Any other business

## **SPECIAL VOTING REQUIREMENTS**

The adoption of the resolutions proposed under items 1 A, B, C and D above requires, see Article 16 of the Articles of Association, a majority of at least two thirds of both the votes cast and the votes represented at the general meeting

## **SHARE CAPITAL AND VOTING RIGHTS**

The Company's share capital is DKK 46,000,000 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**

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 registration date is 13 April 2010 and only persons who are shareholders on this date are entitled to vote and participate in the general meeting.

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A shareholder may participate in the general meeting either personally (with or without an advisor) or by proxy. Pursuant to article 11 of the Articles of Association shareholders wishing to attend the general meeting must obtain an admission card from the Company, Weidekampsgade 16, 2300 Copenhagen S (tlf.: 3544 8800 fax: 3544 8811), no later than Friday 16 April 2010.

When voting by proxy, the attorney must provide a written and dated power of attorney. The Company provides written proxy forms. A written proxy form may be ordered from SimCorp A/S per e-mail to [AGM2010@simcorp.com](mailto:AGM2010@simcorp.com). The Company may be advised about the appointment of an attorney per e-mail to [AGM2010@simcorp.com](mailto:AGM2010@simcorp.com).

A shareholder may vote by postal vote. In such event the postal vote must be received by the Company no later than 19 April 2010. To ensure identification of any shareholder choosing to exercise his right to vote by postal vote, 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 postal vote. Postal votes are to be sent to SimCorp A/S, Weidekampsgade 16, 2300 Copenhagen S.

The agenda with the full text of the proposals are available at the Company's website ([www.simcorp.com](http://www.simcorp.com))

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 [AGM2010@simcorp.com](mailto:AGM2010@simcorp.com) or mail to the address of the Company.

Copenhagen, 29 March 2010

SimCorp A/S

On behalf of the Board of Directors

The duration of the general meeting is expected to be very short and therefore no refreshments will be served.