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Company Reg. No: 15 50 52 81

Announcement no. 5/2007  
30 March 2007

# Announcement

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## **Business transacted at the annual general meeting held on 29 March 2007**

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### **Summary**

*At SimCorp's annual general meeting the shareholders approved the Board of Directors' report on the company and the annual report for 2006. The shareholders re-elected Steen Rasborg, Torben Ballegaard Sørensen, Carl Christian Ægidius, Susan Haroun and elected Jesper Brandgaard as new member. Grant Thornton and KPMG were re-elected as the company's auditors. The shareholders passed the Board's resolutions, including the amendments to the Articles of Association. After the annual general meeting Steen Rasborg was re-elected Chairman of the Board.*

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The annual general meeting of SimCorp A/S was held on Thursday 29 March 2007.

### **Report, financial statements and dividend**

The Chairman of the Board, Steen Rasborg and CEO, Peter L. Ravn presented the report on behalf of the Board of Directors. The shareholders adopted the Board of Directors' report on the company's activities and approved the audited annual report. The shareholders also adopted the Board of Directors' proposal that dividend should be paid in the amount of DKK 35 per share for the fiscal year 2006 and the remainder is transferred to next year.

### **Election of members to the Board of Directors**

The shareholders re-elected Steen Rasborg, Torben Ballegaard Sørensen, Carl Christian Ægidius, Susan Haroun and elected Jesper Brandgaard as new member. In addition, the Board consists of Kim S. Andreasen and Ulrich Rosenquist, both elected by the company's employees.

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Steen Rasborg announced that he has now been chairman of the board for 13 years and that this is planned to be his last annual general meeting. For practical reasons the board has asked him to continue for some time, furthest to the next annual general meeting, but presumably only to the autumn where the board will constitute itself with a new chairman.

**Election of auditors**

The shareholders re-elected Grant Thornton, Statsautoriserede revisorer and KPMG C. Jespersen, Statsautoriseret revisionsinteressentskab as the company's auditors.

**Resolutions proposed by the Board of Directors**

Forming the necessary quorum, the shareholders passed with the requisite majority all resolutions as proposed by the Board of Directors, including amendments to the company's Articles of Association. However, not enough capital was represented at the meeting in order to pass the amendments to Article 8 to the Company's Articles of Association, why an extraordinary general meeting will be summoned:

- A. The Board proposes that the total cash remuneration paid to the Board of Directors for 2007 is fixed at DKK 1,620,000. Furthermore, the Board of Directors proposes that the Board of Directors be awarded 4,200 stock options for 2007 entitling the directors to purchase 4,200 shares of DKK 10 each from the Company. The terms and conditions will be in the line with the principles laid down for the stock options issued in 2006. The subscription price may not be fixed at an amount lower than the average price of the shares during the period from 28 February to 6 March 2007 plus 5% for each year until the options may be exercised.
- B. The Board requests that the shareholders approve an authority for the Board of Directors to resolve to distribute extraordinary dividends in the period until the next annual general meeting, in accordance with the provisions of the Danish Companies Act (aktieselskabsloven). The authority will be recorded in the Company's Articles of Association.
- C. The Board of Directors requests that the shareholders approve an authority for the Company to acquire treasury shares in the period until the next annual general meeting within a total nominal value of 10% of the Company's share capital, see section 48 of the Danish Public Companies Act. The consideration for such shares shall not deviate by more than 10% from the buying price quoted by the OMX Copenhagen Stock Exchange at the time of purchase. The buying price quoted by the OMX Copenhagen Stock Exchange shall be understood as the closing price – all trades at 5:00 p.m.

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- D. Resolution to amend article 8 of the Articles of Association. The Board suggests that article 8 is amended to the following wording:

“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, Helgeshøj Allé 61, P.O. Box 20, DK-2630 Taastrup.”

**First Board meeting following the annual general meeting**

At a Board meeting following the annual general meeting Steen Rasborg was elected Chairman of the Board and Torben Ballegaard Sørensen was elected Deputy Chairman.

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**SimCorp A/S**