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Company Reg. No: 15 50 52 81

Announcement no. 5/2008  
21 April 2008

# Announcement

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## **Business transacted at the extraordinary general meeting held on 21 April 2008**

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The extraordinary general meeting of SimCorp A/S was held on Monday 21 April 2008.

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

The shareholders unanimously passed the resolutions to amend the company's Articles of Association as proposed by the Board of Directors.

The wording of Article 4 is from now on:

Article 4 "The share capital of the company is DKK 49,250,000, say forty nine million two hundred and fifty thousand 00/100, divided into shares of DKK 1 or any multiple thereof. The share capital has been fully paid up."

The wording of Article 5a is from now on:

Article 5a "The share capital may be increased in one or more issues by a total nominal amount of up to DKK 10,000,000 (10,000,000 shares of DKK 1) as directed by the Board of Directors with respect to time and terms. This authority shall be valid for a period of five years, expiring on 1 March 2013, and may be extended by the shareholders at the annual general meeting for one or more periods of up to five years at a time.

The capital increase may be effected by cash payment or otherwise. The capital increase may be effected without pre-emption rights to the Company's existing shareholders if the shares are issued at market price or as consideration for the Company's acquisition of an existing operation or specific assets of a value that equals the value of the shares issued. Except for the cases specified in the preceding period, the Company's existing shareholders shall have a right to subscribe new shares proportionately

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## Announcement

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to their existing holdings. The new shares shall be issued to bearer but may 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 shareholders shall be under an obligation to have his shares redeemed in full or in part by the Company or any other party."

The wording of Article 5b, first sentence, is from now on:

Article 5b "The Board of Directors is authorised in the period until 1 April 2009 to increase the Company's share capital on one or more occasions by up to a total nominal amount of DKK 900,000 (900,000 shares of DKK 1)(...)"

The wording of Article 10 is from now on:

Article 10 "The general meeting of shareholders has the supreme authority in all matters and things pertaining to the Company subject to the limits set by statute and by these Articles.

General meetings shall be held at the registered office of the Company or in Greater Copenhagen.

General meetings shall be convened by the Board of Directors, giving no less than 2 weeks' and no more than four weeks' notice.

Notice of meetings shall be given in one leading daily paper and in the information system of the Danish Commerce and Companies Agency. In addition, written notice shall be given to all shareholders registered in the register of shareholders upon request.

The notice of the general meeting shall include the agenda of the meeting. Any proposed resolution requiring a special majority of votes to be adopted shall be specified in the notice of the meeting, which shall include the full wording thereof."

The wording of Article 15, first sentence, is from now on:

Article 15 "Each share of DKK 1 shall carry one vote at general meetings."

The wording of a new Article 22 (Electronic Communication) is from now on:

Article 22 "All communication from the Company to the shareholders may take place electronically by e-mail, and general messages will be available to the shareholders on the Company's website, [www.simcorp.com](http://www.simcorp.com), unless otherwise provided by the Danish Public Companies Act.

Thus, the Company may send all notices to shareholders of annual and extraordinary general meetings, subscription lists, annual reports, stock market announcements and other general information to the shareholders by e-mail. The above documents will also be available at the Company's website, [www.simcorp.com](http://www.simcorp.com).

The Company shall ask all registered shareholders to provide their e-mail address for the purpose of sending messages, etc. The shareholders are responsible for ensuring that the Company has the correct e-mail address.

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All communication from the shareholders to the Company may take place electronically by e-mail to the e-mail address [investor@simcorp.com](mailto:investor@simcorp.com).

Further information about the system requirements and the electronic communication guidelines is available to the shareholders at the Company's website, [www.simcorp.com](http://www.simcorp.com)."

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