

ANNUAL GENERAL MEETING 2016

COPENHAGEN, 1 APRIL 2016



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1. The report of the Board of Directors
 2. Presentation of the annual report 2015
 3. Distribution of profits
 4. Election of members to the Board of Directors
 5. Election of auditors
 6. Proposals from the Board of Directors
 7. Any other business

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2015 HIGHLIGHTS

A COMPLEX WORLD



SIMCORP'S VISION!

“SimCorp is the most attractive partner to investment managers and the number one provider of investment management solutions globally.”



IBOR

FINANCIAL TARGETS 2015

Financial expectations and results 2015

	Annual report 2014 (original guidance)	H1 2015 (revised guidance)	Realized
Revenue (local currencies)	5%-10%	7%-12%	10.1%
EBIT margin (local currencies)	23%-26%	23.5%-26.5%	24.4%

BUSINESS TARGETS FOR 2015



Front Office and IBOR



ASP solution



Alternative Investments



**Growth Markets
(North America,
France and UK)**



Talent

NEW CLIENTS IN 2015

	Product	Country	Client	Type
Q1 2015	SimCorp Dimension		AXA Investment Managers	Front-office/IBOR
	SimCorp Coric		Undisclosed global asset manager	Client reporting
Q2 2015	SimCorp Dimension		Undisclosed European bank	Front-to-back
	SimCorp Dimension		M&G Investments	IBOR
Q3 2015	SimCorp Dimension		Groupama Asset Management	Front-office/IBOR
	SimCorp Dimension	 	UBS Global Asset Management	Back-office/IBOR
	SimCorp Coric		Undisclosed global asset manager	Client reporting
Q4 2015	SimCorp Dimension		KBC Asset Management	Front- and middle-office/IBOR

GLOBAL MARKET SHARE OF 14% AS OF END-2015

- FOCUS ON THE GROWTH MARKETS: NORTH AMERICA, THE UK AND FRANCE



- Market defined as global buy-side investment management companies with assets under management of more than EUR 10-15bn comprises approximately 1,200 potential clients
- SimCorp has more than 170 SimCorp Dimension clients all over the world covering a total market share of roughly 14%

STRATEGIC PRIORITIES CONTINUE IN 2016



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CORPORATE GOVERNANCE

- SimCorp adheres to the recommendations provided by the Danish Committee on Corporate Governance and the recommendations issued by NASDAQ's Committee on Corporate Governance
- Board of Directors has reviewed the recommendations and has concluded that, with a few exceptions, SimCorp is in full compliance with the recommendations
 - SimCorp justifies the exceptions on www.simcorp.com



MANAGEMENT COMPENSATION 2015

Board of Directors

- 2/3 cash consideration
- 1/3 of SimCorp shares
- Compensation for travel

Group Executive Management

Compensation component	Guidelines	Realized 2015
Salary (incl. pension)	100%	100%
Other benefits	10%	9%
Short-term incentive program	45%	43%
Share-based payment	10%	10%
Long-term incentive	55%	-

MANAGEMENT COMPENSATION

- SHORT-TERM INCENTIVE 2015

- Maximum of 45% of base salary
- Realized 43% in 2015

Short-term incentives	Realized 2015
Balanced scorecard (max 30%)	30%
Specific bonus goals (max 6%)	4%
Over-performance goals (max 9%)	9%
Total	43%

Calculated bonus	DKK
Klaus Holse	1,978,000
Georg Hetrodt	1,139,500
Thomas Johansen	1,068,550

MANAGEMENT COMPENSATION

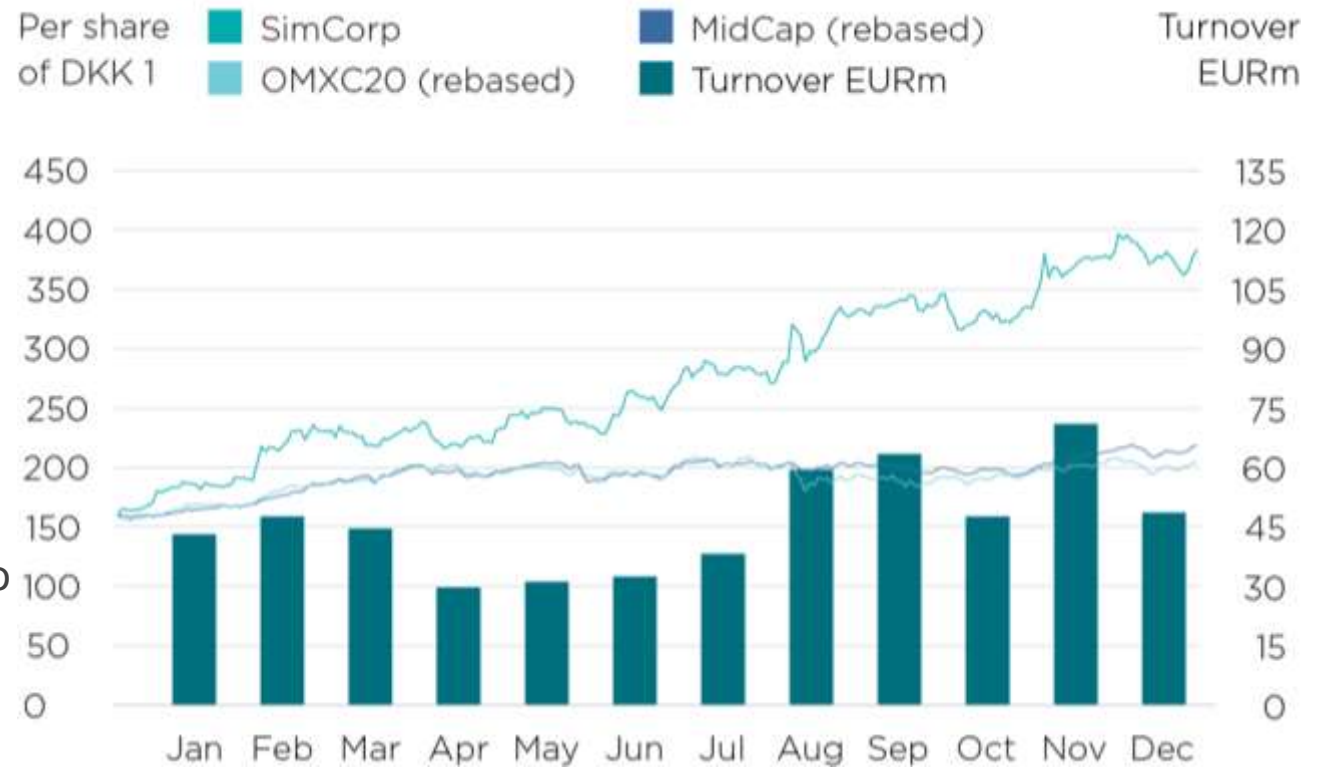
- LONG-TERM INCENTIVE 2015

- The long-term incentive program (started in 2013) is based on participation in the granting of restricted stock units (RSUs)
- RSUs will vest after three years subjected to continuing employment
- The long-term incentive program is subjected to conditions with respect to average minimum revenue growth and annual average net operating profit after tax for 2013 to 2015
- The 2013 incentives program achieved by 90.1% of the conditions

	Number of shares vested
Klaus Holse	13,866
Georg Hetrodt	8,154
Thomas Johansen	7,982

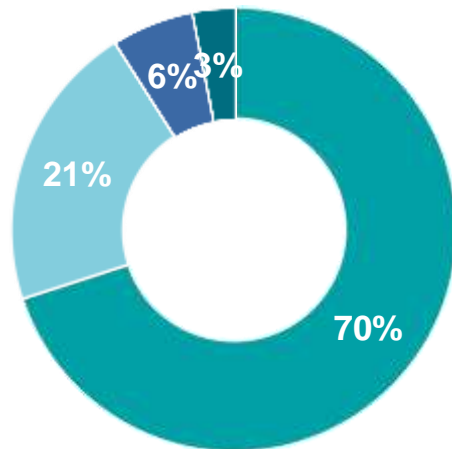
THE SIMCORP SHARE

- The share price at 31 December 2015 was DKK 388 per share, equal to a market capitalization of EUR 2.2bn (DKK 16.1bn)
- SimCorp's share price increased by 139% in 2015
 - OMXC20 CAP rose by 29%
- As of 1 January 2016, the SimCorp share is part of the OMXC Large Cap
- In 2015, liquidity in the SimCorp share measured by average daily trading turnover was up by 29% to EUR 2.2m
- The average daily number of trades increased by 42% to 533



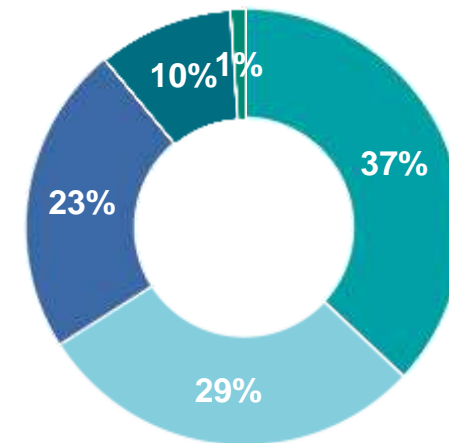
SHAREHOLDER STRUCTURE

Shareholder structure by category (2015)



■ Institutional investors ■ Private investors
■ Employees and management ■ Treasury shares

Shareholder structure by geography (2015)



■ Denmark ■ North America
■ UK ■ Europe (ex. DK and UK)

- Share capital amounts to DKK 41,500,000 divided into 41,500,000 shares of DKK 1 each
- Major shareholders with more than 5% as end-2015:
 - The Danish Labor Market Supplementary Pension Fund (ATP), Denmark
 - Allianz Global Investors Luxembourg S.A.
 - Ameriprise Financial Inc. (Columbia Wanger)

DIVIDEND POLICY AND CAPITAL STRUCTURE

Dividends

- The Board of Directors recommends dividends of EUR 28.4m, equal to DKK 5.25 per share of DKK 1, to be distributed for the financial year 2015
 - This corresponds to a payout ratio of 55.5%
- SimCorp expects to continue its share buyback program during 2016 of EUR 30m

Capital structure

- SimCorp has a solid balance sheet with a net cash holding amounted to EUR 43.3m – EUR 5.3m more than a year earlier
- Capital resources to support growth

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2015 AT A GLANCE

- REVENUE GROWTH IN LOCAL CURRENCIES UP 10.1% Y-O-Y IN 2015

Order intake

EUR 70.7m

Increase of EUR 26.8m y-o-y. Six new SimCorp Dimension and two SimCorp Coric contracts were signed in 2015

Revenue growth (LC)

10.1% y-o-y

2015 revenue of EUR 277.9m, an increase of 15.3% measured in EUR and an increase of 10.1% in local currencies

EBIT

EUR 71.0m

2015 EBIT was up 23.9% y-o-y. Currency fluctuation impacted EBIT positively by 8.7%-points

Maintenance income

EUR 122.3m

Maintenance income (recurring revenue) in 2015 was EUR 122.3m, an increase of 10.8% y-o-y

Order book

EUR 24.1m

The order book stood at EUR 24.1m at 31 December 2015 – up from EUR 16.7m last year

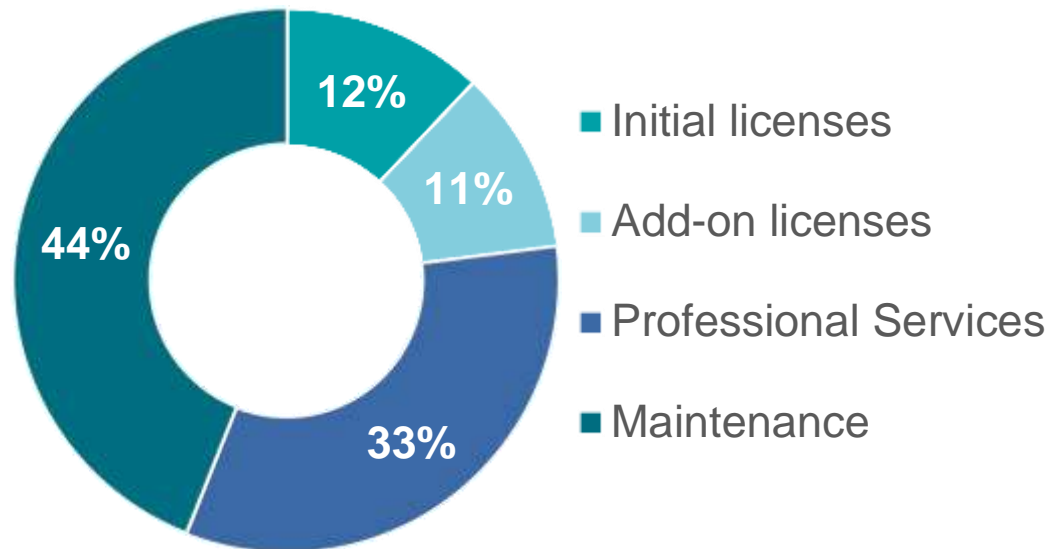
Free cash flow

EUR 51.6m

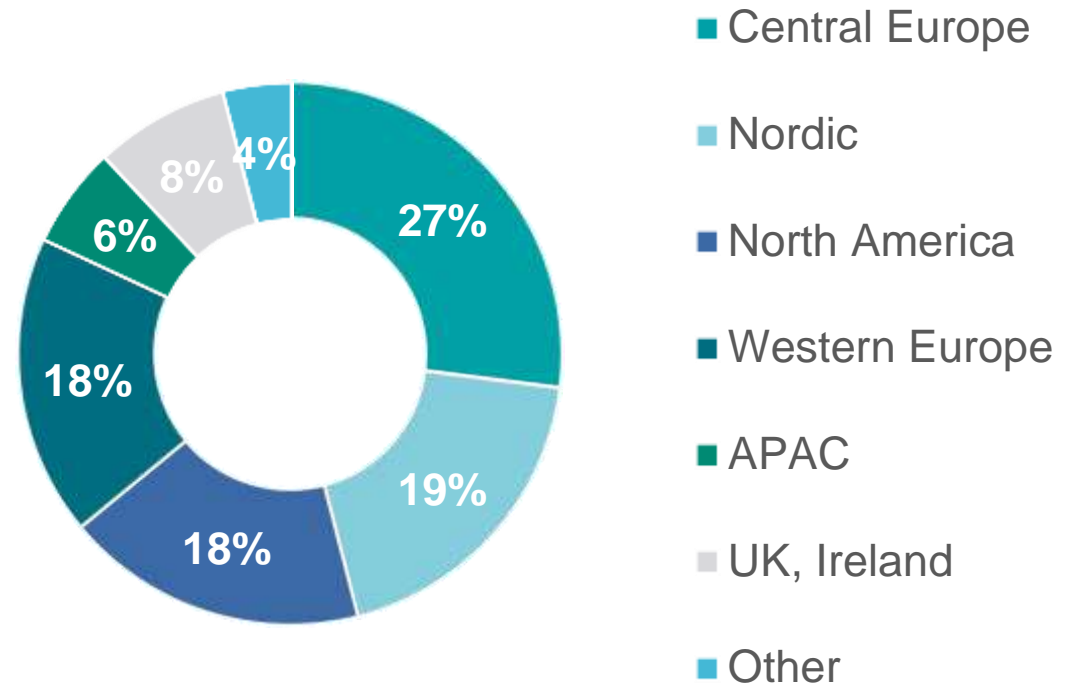
Changed from a free cash flow of EUR 37.4m last year

REVENUE SPLIT IN 2015

Revenue split (type)



Geographical revenue split



COSTS DEVELOPMENT

EURm	FY2015	FY2014	y-o-y
Cost of sales	100.1	89.3	12.0%
R&D costs	53.9	50.8	6.1%
Sales and distribution	35.3	27.5	28.7%
Administrative costs	18.0	16.4	10.0%
Total operational costs	207.4	184.0	12.7%

HUMAN CAPITAL

- HIGHLY EDUCATED EMPLOYEES WITH LONG AND EXTENSIVE EXPERTISE

Comments

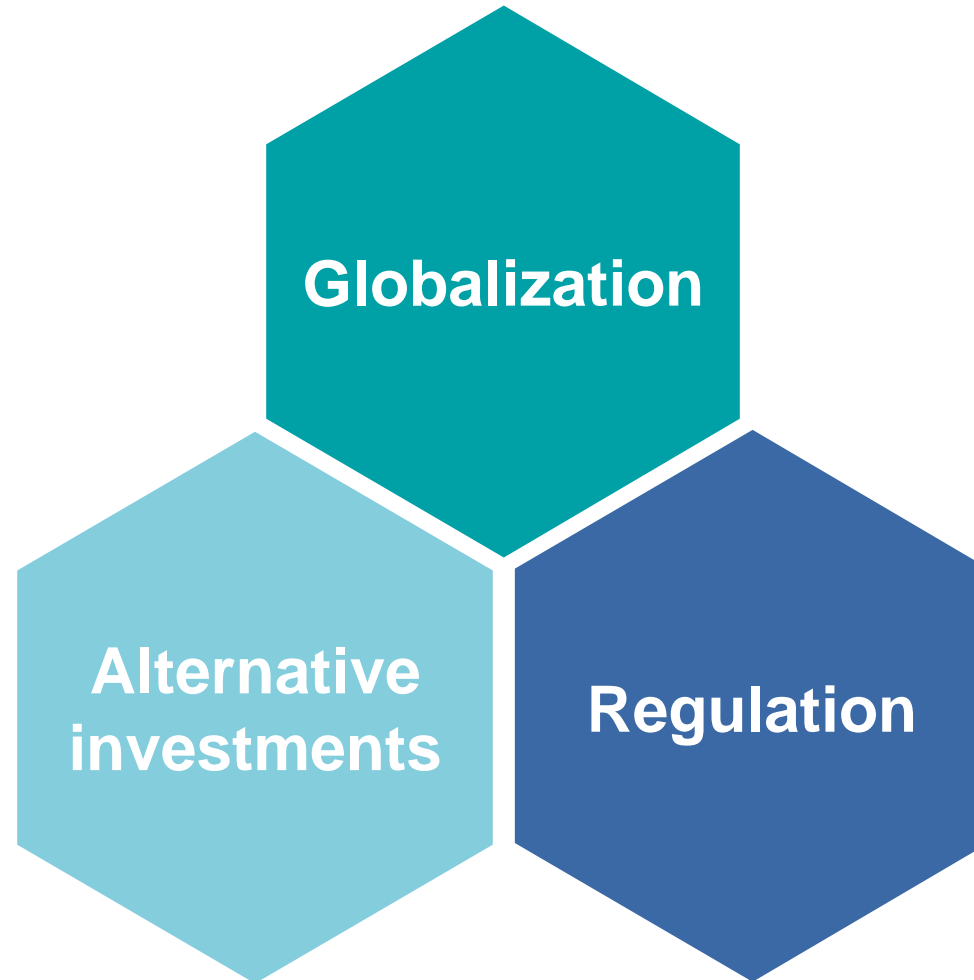
- Highly educated employees with long and extensive expertise, mostly within finance and software development
- More than 90% hold an academic degree, primarily in finance, IT, software engineering, and economics

SimCorp's employees 2015



2016 OUTLOOK

ONE SYSTEM FOR A COMPLEX WORLD



DELIVERING ON STRATEGIC PRIORITIES

- STRATEGIC PRIORITIES CONTINUE IN 2016



Front Office and IBOR



ASP solution



Alternative Investments



**Growth Markets
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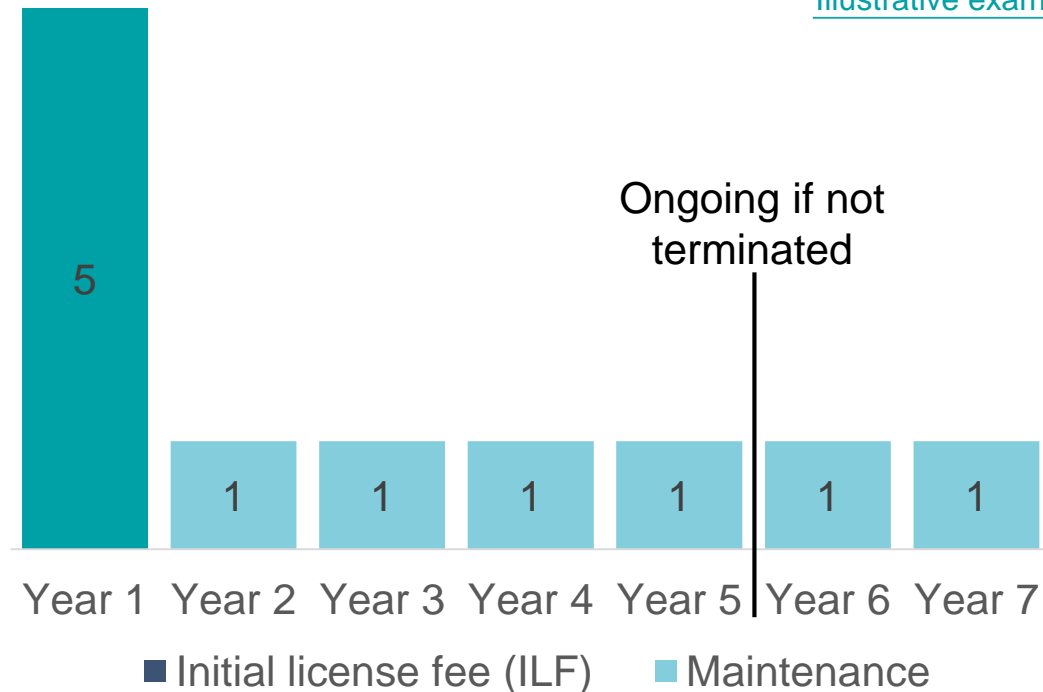


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TRANSITION TO A MORE FAVORABLE MODEL

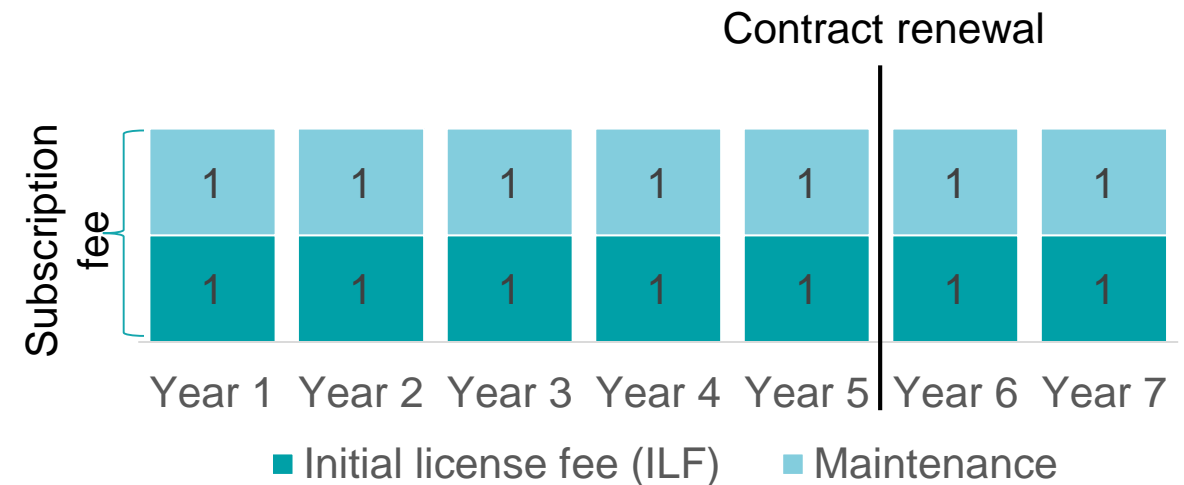
Perpetual license model*

Illustrative example



Subscription license model*

Illustrative example



* In addition to the initial license fee and maintenance fee, a new license sale (both perpetual and subscription) includes professional service fee (implementation). The professional service fee is the same for both models and hence has been left out for simplicity in the above illustrative examples

2016 FULL YEAR GUIDANCE

- GROWTH SET TO CONTINUE

	Local currencies	Adjusted non-GAAP*
Revenue growth	3% - 8%	8% - 13%
EBIT margin	21% - 24%	24% - 27%

* SimCorp Dimension order inflow made on subscription-based terms to be income recognized in the year the order is signed, as if the orders had been signed on perpetual license terms

Q&A



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DISTRIBUTION OF PROFITS

Comments

- The Board of Directors recommends that the total recognized comprehensive income of EUR 68.2m will be distributed as:
 - Dividends of EUR 28.4m, representing DKK 5.25 per share of DKK 1
 - EUR 39.8m be transferred to retained earnings

Distribution of profits

	EURm
Total comprehensive income (parent company)	68.2

	EURm
Dividend (DKK 5.25 per share of DKK 1)	28.4
Transferred to retained earnings	39.8
Total	68.2

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ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS (I)

Board of Directors

- Current members
 - Jesper Brandgaard (Chairman)
 - Peter Schütze (Vice Chairman)
 - Hervé Couturier
 - Simon Jeffreys
 - Patrice McDonald
- Board of Directors nominate Franck Cohen as an additional Board member in SimCorp

New employee-elected members of SimCorp's board of directors

- Else Braathen
- Vera Bergforth
- Ulrik Elstrup Hansen

ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS (II)

- Board of Directors proposes re-election of:



Jesper
Brandgaard
(Chairman)



Peter
Schütze
(Vice Chairman)



Simon
Jeffreys



Hervé
Couturier



Patrice
McDonald

ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS (III)

About Franck Cohen

- Franck Cohen - President EMEA at SAP
- Franck Cohen brings more than 25 years of experience from the software industry, specifically the application management vertical
- Since 2009, he has been with SAP, from 2009 to 2011 as COO and since 2011 as President for EMEA, which by far is the most significant entity within SAP representing more than 50% of the overall revenue
- He has throughout his career worked in enterprise B2B sales
- Franck Cohen has worked with shorter and longer sales lifecycles; he has targeted all vertical segments throughout his career and most recently spent time on the biggest application management deals for SAP
- In addition, he understands not only the software, but also the services part of the business, including maintenance, support, cloud, and next-generation services
- Franck Cohen holds a Bachelor of Science in Electrical Engineering from Tel Aviv University. He later supplemented his degree at Massachusetts Institute of Technology (MIT)

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ELECTION OF AUDITORS

Current auditor:

- PWC

Board of Directors proposes re-election of auditor:

- PWC

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PROPOSALS FROM THE BOARD OF DIRECTORS

Proposals from the Board of Directors

- A. Approval of new shares shall be registered in the name of the holder
- B. Approval of amend remuneration and incentive policy
- C. Approval of Board of Directors remuneration
- D. Authorize distribution of extraordinary dividends
- E. Authorize purchase of own shares

6A. APPROVAL OF NEW SHARES SHALL BE REGISTERED IN THE NAME OF THE HOLDER

As a consequence of changes in the Danish Companies Act, the Board of Directors proposes that new shares issued in accordance with the Board's existing authority to increase the share capital in the future shall not be issued to bearer but in the name of the holder. In consequence hereof, it is proposed to amend Article 4, section 2, of the Articles of Association as follows:

"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."

~~6B. APPROVAL OF AMEND REMUNERATION AND INCENTIVE POLICY~~

~~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 Director's proposal for an amended remuneration and incentive policy is enclosed hereto.~~

This proposal has been withdrawn.

6C. APPROVAL OF BOARD OF DIRECTORS REMUNERATION

It is proposed by the Board of Directors to fix the total remuneration payable to the directors in 2016 and until next Annual General Meeting as follows; remaining un-changed from 2015:

- (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 any social costs associated with the Board of Directors' and the audit 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 2015 annual report. The number of SimCorp shares as calculated will be transferred to the directors immediately after the publication of SimCorp's 2016 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.

6D. AUTHORIZE DISTRIBUTION OF EXTRAORDINARY DIVIDENDS

The Board of Directors asks the general meeting to authorize the Board of Directors, in accordance with sections 182-183 of the Danish Companies Act, to approve distribution of extraordinary dividends to the extent that the Company's and the group's financial situation warrants it. The extraordinary dividends must be reasonable in relation to the Company's financial situation, must be in cash and in accordance with the limitations of the Danish Company's Act. The Board of Directors proposes to insert the authorization as a new article in the Articles of Association:

“EXTRAORDINARY DIVIDENDS, Article 23: The Board of Directors is authorized to approve distribution of extraordinary dividends.”

6E. AUTHORIZE PURCHASE OF OWN SHARES

The Board of Directors asks the general meeting to authorize 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.

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