

SIMCORP A/S

On 31 May 2018 at 3 p.m., an extraordinary general meeting of SimCorp A/S was held at SimCorp A/S, Weidekampsgade 16, DK-2300 Copenhagen S.

The board of directors had appointed Marianne Philip, attorney-at-law, as chairman of the meeting. Marianne Philip announced that the extraordinary general meeting had been duly convened. Present were shareholders of the Company representing nominally DKK 17,262,700 of the shares and the corresponding number of votes or 42.42 % of the Company's share capital of nominally DKK 40,690,767. Members of Executive Management and Board of Directors were also present.

The agenda was as follows:

- 1.A. At the extraordinary general meeting held on 9 May 2018, the proposal regarding reduction of the share capital was adopted by a majority of more than two thirds of both the votes cast and of the share capital represented at the general meeting. Since, however, less than 50% of the share capital was represented at the general meeting the proposal was not adopted, and the Board of Directors therefore makes the proposal at the extraordinary general meeting.

The Board of Directors proposes to reduce the share capital of the Company by nominally DKK 190,767 from nominally DKK 40,690,767 to nominally DKK 40,500,000, equivalent to a reduction of the share capital by 190,767 shares of DKK 1 each by cancellation of own shares. The reduction of the share capital is executed in pursuance of Section 188 (1)(2) of the Danish 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 24 May 2016 until 28 June 2016 at a total purchase price of DKK 65,086,609.84. 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 3, first sentence, of the Articles of Association as follows:

"The share capital of the Company is DKK 40,500,000, say forty million five hundred thousand 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.

Before the reduction of the share capital is executed, the Company's creditors will be convened via the electronic information system of the Danish Business Authority in pursuance of section 192 of the Danish Companies Act. 4 weeks after the expiry of the notification period of section 192 of the Danish Companies Act the reduction of the share capital shall be finally executed and the following amendment of the Articles of Association if so will be deemed registered.

- 1.B. At the extraordinary general meeting held on 9 May 2018, the proposal to change Article 15 of the Articles of Association was adopted by a majority of more than two thirds of both the votes cast and of the share capital represented at the general meeting. Since, however, less than 50% of the share capital was represented at the general

meeting the proposal was not adopted, and the Board of Directors therefore makes the proposal at the extraordinary general meeting.

In order to have suitable Board candidates as members of both the audit committee and the nomination committee and secondarily with a view to ensure that SimCorp has the optimal basis for ensuring the Board of Directors's succession, the Board of Directors proposes that the Board consists of four to eight members, including a chairman and a vice-chairman elected by the general meeting instead of currently three to six members. Accordingly, the first sentence of first paragraph in Article 15 is proposed to read as follows:

"The Company shall be managed by a Board of Directors consisting of from four to eight members including a chairman and a vice-chairman who are elected by the General Meeting for terms of one year and who are eligible for re-election."

- 1.C. At the extraordinary general meeting held on 9 May 2018, the proposal to remove the requirement of a maximum age for members of the Board of Directors was adopted by a majority of more than two thirds of both the votes cast and of the share capital represented at the general meeting. Since, however, less than 50% of the share capital was represented at the general meeting the proposal was not adopted, and the Board of Directors therefore makes the proposal at the extraordinary general meeting.

The Board of Directors proposes to remove the requirement of a maximum age for members of the Board of Directors and accordingly, paragraph 5 of Article 15 with the wording:

"Candidates for the Board of Directors may not have reached the age of 70 as of the date of the general meeting where the election is held."

is proposed to be deleted.

2. Election of new member to the Board of Directors. Provided that the extraordinary general meeting accepts the above suggestion 1.B. to increase the number of Board members elected by the general meeting to 4-8, the Board proposes to elect Morten Hübbe as a seventh member of the Board.
3. AOB

Re 1.A:

The Board of Directors proposes to reduce the share capital of the Company by nominally DKK 190,767 from nominally DKK 40,690,767 to nominally DKK 40,500,000, equivalent to a reduction of the share capital by 190,767 shares of DKK 1 each by cancellation of own shares. The reduction of the share capital is executed in pursuance of Section 188 (1)(2) of the Danish 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 24 May 2016 until 28 June 2016 at a total purchase price of DKK 65,086,609.84. 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 3, first sentence, of the Articles of Association as follows:

"The share capital of the Company is DKK 40,500,000, say forty million five hundred thousand 00/100, divided in-to 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.

Before the reduction of the share capital is executed, the Company's creditors will be convened via the electronic information system of the Danish Business Authority in pursuance of section 192 of the Danish Companies Act. 4 weeks after the expiry of the notification period of section 192 of the Danish Companies Act the reduction of the share capital shall be finally executed and the following amendment of the Articles of Association if so will be deemed registered.

The Chairman ascertained that the proposal had been adopted by more than two-thirds of the votes cast and of the votes represented at the general meeting.

Re 1.B:

In order to have suitable Board candidates as members of both the audit committee and the nomination committee and secondarily with a view to ensure that SimCorp has the optimal basis for ensuring the Board of Directors's succession, the Board of Directors proposes that the Board consists of four to eight members, including a chairman and a vice-chairman elected by the general meeting instead of currently three to six members. Accordingly, the first sentence of first paragraph in Article 15 is proposed to read as follows:

"The Company shall be managed by a Board of Directors consisting of from four to eight members including a chairman and a vice-chairman who are elected by the General Meeting for terms of one year and who are eligible for re-election."

The Chairman ascertained that the proposal had been adopted by more than two-thirds of the votes cast and of the votes represented at the general meeting.

Re 1.C:

The Board of Directors proposes to remove the requirement of a maximum age for members of the Board of Directors and accordingly, paragraph 5 of Article 15 with the wording:

"Candidates for the Board of Directors may not have reached the age of 70 as of the date of the general meeting where the election is held."

is proposed to be deleted.

The Chairman ascertained that the proposal had been adopted by more than two-thirds of the votes cast and of the votes represented at the general meeting.

Re 2:

Following the adoption of the above suggestion 1.B, the Board of directors recommended election of Morten Hübbe as a new member of the Board of Directors.

Jesper Brandgaard motivated the Boards recommendations and informed the meeting about the managerial posts held by the candidate in other Danish and foreign-owned enterprises, other than wholly-owned subsidiaries.

The proposal was adopted.

Following the resolution, the Board of Directors consists of:

Jesper Brandgaard (Chairman)
Peter Schütze (Vice-Chairman)
Simon Jeffreys
Hervé Couturier
Adam Warby
Joan A. Binstock
Morten Hübbe
Else Braathen (employee-elected)
Vera Bergforth (employee-elected)
Ulrik Elstrup Hansen (employee-elected)

Re 3:

The general meeting authorised Marianne Philip, attorney-at-law, to register the proposals adopted by the General Meeting with the Danish Business Authority (*Erhvervsstyrelsen*) and to make such additions, alterations or amendments thereto or therein, including to the Articles of Association, and to take any other action as the Danish Business Authority may require for registration.

The Chairman announced that there was no further business to transact and the general meeting was closed.

Chairman of the meeting:



Marianne Philip