

**SimCorp A/S**

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Company reg. no: 15 50 52 81

Company announcement no 14/2020  
31 March 2020

# Company announcement

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## Notice of extraordinary general meeting in SimCorp A/S

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In accordance with Article 14 of the Articles of Association, notice is hereby given of an extraordinary general meeting in SimCorp A/S, to be held on Friday 24 April 2020, at 3:30 pm CET, at Weidekampsgade 16, 2300 Copenhagen S, Denmark.

In order to minimize the dissemination of Covid-19 and in accordance with the Danish Epidemics Act and measures taken accordingly, shareholders are encouraged to use the opportunity to postal vote or to give a proxy to the Board of Directors instead of appearing at the extraordinary general meeting. For the same reason, there will be no catering in connection with the extraordinary general meeting. SimCorp is following the development closely and will announce if further measures are to be taken.

The agenda will be as follows:

**Item 1:**

At the annual general meeting held on 24 March 2020, the proposal to authorise the Board of Directors to increase 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 annual general meeting. Since, however, less than 50% of the share capital was represented at the annual general meeting, the proposal was not adopted, and the Board of Directors therefore makes the proposal at the extraordinary general meeting.

It is proposed by the board of directors to grant authorisation to the board of directors to increase the share capital without pre-emption rights for existing shareholders at market price and with expiry on 1 March 2025.

Accordingly, it is proposed to amend article 4 of the Articles of Association to the following:

"Article 4

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The share capital may be increased in one or more issues of new shares by a total nominal amount of up to DKK 4,000,000 (4,000,000 shares of DKK 1) without pre-emption rights for the Company's existing shareholders and as directed by the Board of Directors with respect to time and terms. The capital increase may be effected in cash or by contribution of an existing business or specific assets, in all cases at market price. This authority shall be valid for a period of five years, expiring on 1 March 2025, and may be extended by the general meeting for one or more periods of up to five years at a time.

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."

#### **Item 2:**

At the annual general meeting held on 24 March 2020, the proposal to amend articles 7, 9 and 11 of the company's 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 annual general meeting. Since, however, less than 50% of the share capital was represented at the annual 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 amend the company's articles of association. The amended articles of association are attached hereto as [Appendix 1](#).

- Article 7 is amended following a merger between VP Securities A/S and VP Services A/S who is keeping the company's register of shareholders to reflect the name change after the merger. The company's register of shareholders will going forward be kept by VP Securities A/S, CVR no. 21599336.

– Article 9 is amended to encompass both ordinary and electronic registration for participation in the annual general meeting.

- Article 11 is amended to include on the agenda presentation of the remuneration report. This will apply from the annual general meeting in 2021.

#### **Item 3:**

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## **SPECIAL VOTING REQUIREMENTS**

The adoption of the resolutions proposed under item 1 and 2 above, see Article 14 of the Articles of Association, requires a majority of at least two thirds of both the votes cast and the share capital represented at the general meeting

## **SHARE CAPITAL AND VOTING RIGHTS**

The company's share capital is DKK 40,500,000 divided into shares of DKK 1 each and multiples thereof. Each share of DKK 1 nominal value entitles the holder to one vote.

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### ADMISSION CARD AND PROXY ETC.

#### Registration Date:

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 shareholding of each individual shareholder is determined on the registration date, based on the number of shares held by that shareholder as registered in the register of shareholders and on any notice of ownership received by the company for the purpose of registration in the register of shareholders.

The registration date is 17 April 2020, and only persons who are shareholders on this date and whose shareholding i) is registered in the register of shareholders or ii) has been notified to the company for the purposes of registration herein are entitled to vote and participate in the general meeting.

#### Admission Card:

A shareholder may participate in the general meeting either personally (with or without an advisor) or by proxy. Ordered admission tickets will be sent out electronically. This requires that the shareholder's email address is registered on the Investor Portal. The email address may be registered at registration for the general meeting. After registration, the shareholder will receive an electronic admission card as a PDF. The admission card can be printed or brought on a smartphone or tablet. If a shareholder forgets the admission card for the general meeting, it can be obtained against presentation of appropriate proof of identification. Ballot papers will be handed out at the entry point of the general meeting. It will still be possible to have admission cards sent by ordinary mail.

Admission cards can be acquired through the company's website <http://www.simcorp.com/AGM>, by contacting VP Investor Services A/S by phone +45 4358 8866 or through VP Investor Services A/S' website [www.vp.dk/gf](http://www.vp.dk/gf). Registration must take place no later than 21 April 2020.

#### Proxies and Postal Votes:

It is possible to vote by proxy, either by issuing a proxy to the board of directors or to a third party. A shareholder may issue a proxy through the company's website <http://www.simcorp.com/AGM>, by logging on to the Investor Portal no later than 21 April 2020. In addition, a shareholder may vote by postal vote, which can also be done electronically through the company's website no later than 23 April 2020, 12:00am CET.

A written proxy or postal vote form can also be obtained at the company's website or ordered per e-mail to [SCAGM@simcorp.com](mailto:SCAGM@simcorp.com). Further, the company may be advised about the appointment of a proxy by e-mail. When voting by written proxy, the attorney must provide a written and dated power of attorney. A written proxy must be received by the company no later than 21 April 2020. A written postal vote must be received by the company no later than 23 April 2020, 12:00am CET. Postal votes already received by the company cannot be recalled by the shareholder.

To ensure identification of any shareholder choosing to exercise his or her right to vote by proxy or by postal vote (unless this is done via the Investor Portal at <http://www.simcorp.com/AGM>), the proxy or the postal vote must be signed by the shareholder and with capital or printed letters stating 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 proxy and the postal vote. Proxies and postal votes must be sent to VP Investor Services A/S, Weidekampsgade 14, P.O. box 4040, 2300 Copenhagen S, or by email to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk).

#### Language:

The extraordinary general meeting will be conducted in English.

#### Miscellaneous:

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

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The following information is available for the shareholders at the Company's website <http://www.simcorp.com/AGM>: (i) this notice of extraordinary general meeting, (ii) the agenda together with the full text of the proposals, (iii) any documents to be presented at the general meeting, (iv) the aggregate number of shares and votes at the date of notice, and (v) forms to be used by shareholders for voting by proxy or by letter.

With regards to collection and processing of personal data, reference is made to the company's Cookie Policy, Privacy Policy and AGM Personal Data Policy, which are available on the company's website.

Copenhagen, 31 March 2020

SimCorp A/S

On behalf of the board of directors

**Enquiries regarding this announcement should be addressed to**

Klaus Hølse, Chief Executive Officer, SimCorp A/S (+45 2326 0000)

Michael Rosenvold, Chief Financial Officer, SimCorp A/S (+45 5235 0000)

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Appendix 1: Articles of association

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**Articles of association of SimCorp A/S**

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**NAME, REGISTERED OFFICE AND OBJECTS OF THE COMPANY****Article 1**

The name of the Company is SimCorp A/S.

The Company is also trading as: SimCorp, Simulation Planning Corporation A/S, SimPlan A/S, SimCorp Nordic A/S and SimCorp Financial Training A/S.

**Article 2**

The objects for which the Company is established are to develop, market, sell, implement and deploy software and related services to companies, institutions and administrative bodies whose activities are within or related to the management of securities and/or other assets. The Company's objects may be carried out directly or through shareholdings in other companies.

**THE COMPANY'S SHARE CAPITAL****Article 3**

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. The share capital has been fully paid up.

**AUTHORITY TO INCREASE THE SHARE CAPITAL****Article 4**

The share capital may be increased in one or more issues of new shares by a total nominal amount of up to DKK 4,000,000 (4,000,000 shares of DKK 1) without pre-emption rights for the Company's existing shareholders and as directed by the Board of Directors with respect to time and terms. The capital increase may be effected in cash or by contribution of an existing business or specific assets, in all cases at market price. This authority shall be valid for a period of five years, expiring on 1 March 2025, and may be extended by the general meeting for one or more periods of up to five years at a time.

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

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transferability of the shares. No shares confer any special rights upon their holder and no shareholder shall be under an obligation to have his shares redeemed in full or in part by the Company or any other party.

#### SHARES

##### Article 5

All shares shall be issued to bearer, but may be registered in the name of the holder in the Company's register of shareholders. The shares are negotiable instruments, and no restrictions apply to their transferability.

##### Article 6

No shares shall confer any special rights upon their holder, and no shareholder shall be under an obligation to have his shares redeemed in full or in part by the Company or any other party.

##### Article 7

The Board of Directors may resolve that the Company's register of shareholders be kept by the Company or by a third-party registrar designated by the Board of Directors. The Company's registrar is VP Securities A/S (CVR no. 21599336), Weidekampsgade 14, P.O. Box 4040, 2300 Copenhagen S.

#### GENERAL MEETINGS AND VOTING RIGHTS

##### Article 8

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 may be held in English. Documents prepared for the General Meeting, including the notice of the meeting and the agenda with the full text of all proposals and other material for the purpose of General Meeting, may be drafted in English.

General meetings shall be convened by the Board of Directors, giving no less than three weeks' and no more than five weeks' notice at the Company's website and by written notice 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.

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Article 9

All shareholders shall be entitled to attend and to vote at the General Meeting provided that they have requested admission on the Company's website or from the Company's office not later than three days before the date of the General Meeting. Shareholders must prove their title to the shares by registration in the register of shareholders or by notification to the Company's registrar no later than 1 week before the General Meeting with a view to registration of any shares not yet registered. Shareholders may attend in person or by proxy and may be accompanied by an advisor.

Article 10

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

Voting rights may be exercised under an instrument of proxy issued to a person who need not be a shareholder of the Company. Instruments of proxy shall be deemed to be valid until revoked by written notice to the Company, unless such instruments contain provisions to the contrary. Instruments of proxy issued to the Board of Directors will, however, be valid for a maximum of one year and must be issued for a specific general meeting with an agenda known in advance.

Article 11

The Annual General Meeting shall be held not later than four months after the end of the financial year.

The agenda of the Annual General Meeting shall include the following business:

1. Report of the Board of Directors on the Company's activities during the past year.
2. Presentation and adoption of the annual report.
3. The Board of Directors' proposal for the appropriation of profit or loss as recorded in the adopted annual report.
4. Presentation and adoption of the remuneration report.
5. Election of members to the Board of Directors, including Chairman and Vice-Chairman of the Board of Directors.
6. Election of auditors.
7. Any proposals by the Board of Directors or shareholders, including any proposal to authorise the Company to acquire own shares.

To be considered at the Annual General Meeting, proposals by shareholders must be submitted to the Company no later than six weeks before the date of the meeting.

Article 12

Extraordinary General Meetings shall be held when resolved by the shareholders, the Board of Directors or the auditors or when requested in writing to the Board of Directors by shareholders holding not less than one twentieth (1/20) of the share capital. The shareholders' request shall specify the business to be transacted at the General Meeting. The General Meeting shall then be convened within 14 days of the request.

Article 13

General Meetings shall be presided over by a chairman who is elected by the Board of Directors.

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The chairman shall preside over the General Meeting and decide all matters concerning the transaction of business.

Minutes must be kept of the proceedings at General Meetings, which must be entered in a minute book to be signed by the chairman of the General Meeting and attending members of the Board of Directors.

Not later than 14 days after the General Meeting, the minute book or a certified copy thereof shall be made available to the shareholders at the Company's website and shall be sent to all shareholders who have so requested in writing.

#### Article 14

All resolutions at General Meetings shall be passed by a simple majority of votes, unless the Danish Companies Act or these Articles of Association prescribe special rules with regard to representation and majority.

Any proposed resolution to amend these Articles of Association, to dissolve the Company or to merge it with another company or firm must be passed by at least two-thirds of the votes cast and of the share capital represented at the General Meeting, unless a greater majority or unanimity is required by statute. Furthermore, at least 50% of the share capital shall be represented at the General Meeting. In case less than 50% of the share capital is represented at the General Meeting and the resolution is adopted by not less than two-thirds of the votes cast and of the share capital represented at the meeting, a new General Meeting may be convened within 14 days for the adoption of the resolution by not less than two-thirds of the votes cast and of the share capital represented at the General Meeting.

#### BOARD OF DIRECTORS AND MANAGEMENT BOARD

#### Article 15

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 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 resigns during the election period, the vice-chairman shall assume the position of chairman of the Board of Directors. In the event that the vice-chairman resigns or assumes the position of the chairman during an election period, the Board of Directors shall elect a new vice-chairman from among its members to hold office until the next Annual General Meeting.

In addition, the Board shall include such members as are elected pursuant to the statutory rules on employee representation on boards of directors.

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The Company has adopted a voluntary scheme for the election of employees to the Board of Directors pursuant to the rules on group representation. All employees in the SimCorp group of companies may vote at elections and are eligible for the Board of Directors. The voluntary scheme is described in more detail in election regulations as approved by the Board of Directors. The number of Board members elected by the employees will correspond to the number required under the Danish rules on employee representation.

The directors' remuneration shall be determined by the General Meeting.

### Article 16

1. Board resolutions shall be passed by a simple majority of votes. In case of an equality of votes, the chairman has the casting vote.
2. The Board of Directors may grant individual or joint powers of procuration.

The Board of Directors shall appoint the Company's management board consisting of 1 to 5 members of whom one shall be appointed as Chief Executive Officer.

The Board of Directors shall lay down general guidelines for management of the Company, including rules of procedure for the Board of Directors.

## POWER TO BIND THE COMPANY

### Article 17

The Company shall legally be bound by the joint signatures of a member of the Board of Directors and a member of the Management Board, by the joint signatures of two members of the Management Board, and by the joint signatures of the chairman of the Board of Directors and a member of the Board of Directors.

## AUDITORS

### Article 18

The Company's annual report shall be audited by one or two state-authorized public accountants elected by the General Meeting.

The auditors are elected for terms of one year and are eligible for re-election.

## FINANCIAL STATEMENTS

### Article 19

The Company's financial year is the calendar year.

The annual report shall be prepared in accordance with the statutory rules on the presentation of annual reports in force from time to time.

Annual reports and interim reports shall be prepared and presented in English.

## ELECTRONIC COMMUNICATION

### Article 20

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

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).

#### GROUP LANGUAGE

##### Article 21

The language in the SimCorp Group is English.

#### EXTRAORDINARY DIVIDENDS

##### Article 22

The Board of Directors is authorised to decide to distribute extraordinary dividends.

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As adopted at by the extraordinary general meeting on 24 April 2020.