

SimCorp A/S

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Company reg. no: 15 50 52 81

Company announcement no 37/2021
20 August 2021

Company announcement

Notice of extraordinary general meeting in SimCorp A/S

In accordance with Articles 12 and 8 of the Articles of Association, notice is hereby given of an extraordinary general meeting in SimCorp A/S, to be held on Monday 13 September 2021, at 1:00 pm CET, at Weidekampsgade 16, 2300 Copenhagen S, Denmark.

The agenda will be as follows:

Item 1:**Amendment of SimCorp's Remuneration Policy:**

The Board of Directors proposes to amend SimCorp's Remuneration Policy due to SimCorp's company announcement on 13 August 2021 regarding Christian Kromann taking on the position as Chief Executive Officer of SimCorp from 2 September 2021. The Board of Directors announced herein its intention to award Christian Kromann Restricted Stock Units (RSUs) in the company to further align with the interests of shareholders and strengthen retention incentives.

Further, the Board of Directors also wishes to offer SimCorp's Chief Financial Officer, Michael Rosenvold, RSUs to further align with the interests of shareholders and strengthen retention incentives.

The above requires an amendment to SimCorp's Remuneration Policy, which is why the Board of Directors proposes to add the following sections:

To append in the end of the paragraph "Other schemes" in section 3 "Remuneration of the Executive Management Board" the following new paragraph:

"Compensation in extraordinary circumstances

The Board may in extraordinary circumstances, e.g. in connection with new appointments to the Executive Management Board, grant incentives to an existing or new member of the Executive Management Board where appropriate, for example to further incentivize or to create further alignment with the interests of the shareholders of such member of the Executive Management

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Board. The incentive shall be in the form of RSUs that shall be granted with a total vesting period of at least three years and no more than five years after the date of grant. The annualized value of the RSUs over the vesting period cannot exceed 1/3 of the annual base salary for the member of the Executive Management Board calculated based on the annual base salary at the time of grant. The Board may decide on appropriate conditions applicable for awarding the incentives, for example conditioned upon such member's own investment in shares of SimCorp A/S."

Further, the word "guidelines" will be replaced by "policy" in the Remuneration Policy.

The Board of Directors' proposal for a new Remuneration Policy is enclosed to this notice and is also available on the company's website under the section regarding the extraordinary general meeting.

Provided the above proposal is adopted by the shareholders, the Board of Directors will award the following RSUs:

Christian Kromann:

The Board of Directors proposes to award Christian Kromann RSUs with a total value of up to DKK 10,000,000 vesting 1/3 after 3 years, 1/3 after 4 years and 1/3 after 5 years conditional upon Christian Kromann's continued service and an increased investment in SimCorp shares by Christian Kromann of DKK 5,000,000 that must be completed by end of August 2023. If the investment by Christian Kromann falls short of the DKK 5,000,000, then the number of RSUs awarded shall be reduced proportionally.

The number of RSUs shall be determined based on the average market price of the SimCorp share in the 3 trading days following SimCorp's release of its Q2/H1 2021 announcement.

Michael Rosenvold:

The Board of Directors proposes to award Michael Rosenvold RSUs with a total value of up to DKK 5,000,000 vesting 1/3 after 3 years, 1/3 after 4 years and 1/3 after 5 years conditional upon Michael Rosenvold's continued service and an increased investment in SimCorp shares by Michael Rosenvold of DKK 2,500,000 that must be completed by end of August 2023. If the investment by Michael Rosenvold falls short of the DKK 2,500,000, then the number of RSUs awarded shall be reduced proportionally.

The number of RSUs shall be determined based on the average market price of the SimCorp share in the 3 trading days following SimCorp's release of its Q2/H1 2021 announcement.

Item 2:

AOB

VOTING REQUIREMENTS

The adoption of the resolutions on the agenda requires a simple majority, see article 14 of the articles of association and the Danish Companies Act section 105.

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 6 September 2021, 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 Securities A/S by phone +45 4358 8866 or through VP Securities A/S' website www.vp.dk/gf. Registration must take place no later than 10 September 2021 at 12:00 noon CET.

All shareholders are encouraged to give proxy to the Board of Directors or vote by postal vote.

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 10 September 2021 at 12:00 noon CET. In addition, a shareholder may vote by postal vote, which can also be done electronically through the company's website no later than 10 September 2021, 12:00 noon 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. 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 10 September 2021 at 12:00 noon CET. A written postal vote must be received by the company no later than 10 September 2021, 12:00 noon 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 Securities A/S, Weidekampsgade 14, P.O. box 4040, 2300 Copenhagen S, or by email to vpinvestor@vp.dk.

Language:

The extraordinary general meeting will be conducted in English.

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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 or mail to the address of the company.

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, 20 August 2021

SimCorp A/S

On behalf of the Board of Directors

Enquiries regarding this announcement should be addressed to

Peter Schütze, Chairman of the Board of Directors, (+45 4054 4200)

Christian Kromann, Chief Operating Officer, SimCorp A/S (+45 2810 9090)

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