

SIMCORP A/S

On 13 September 2021, at 1:00 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 19,348,601 of the shares and the corresponding number of votes or 48.91 % of the Company's share capital of nominally DKK 40,500,000. Present were also some members of Executive Management and Board of Directors.

The agenda was as follows:

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 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 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 Reumeration Policy.

The Board of Director's proposal for a new Remuneration Policy is available on the company's websithe 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.

2: AOB

Re 1:

The Board of Directors proposes to amend SimCorp's Remuneration Policy due to SimCorp's company announcement on 13 August 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.

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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.

The Chairman ascertained that the proposal had been adopted by simple majority.

Re 2:

The general meeting authorised Marianne Philip, attorney-at-law, to register the proposals adopted by the General Meeting with the Danish Business Authority (*Ertvervsstyrelsen*) 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