

**SimCorp A/S**

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Company reg. no: 15 50 52 81

Company announcement no 6/2021  
2 March 2021

# Company announcement

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## Notice of Annual General Meeting of SimCorp A/S

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Pursuant to article 8 of the articles of association, notice is hereby given of the Annual General Meeting of SimCorp A/S to be held on Wednesday 24 March 2021 at 3:00 pm CET at SimCorp A/S, Weidekampsgade 16, 2300 Copenhagen S, Denmark.

Due to the COVID-19 restrictions, including the Danish government's assembly restrictions, we strongly recommend that our shareholders follow the Annual General Meeting via the live-stream instead of attending in person, and that our shareholders give proxy to the Board of Directors or vote by postal vote. Shareholders are encouraged to submit questions concerning the agenda or the documents, etc. to be considered at the Annual General Meeting in writing no later than on Wednesday 17 March 2021. Questions can be submitted to [SCAGM@simcorp.com](mailto:SCAGM@simcorp.com). Due to the COVID-19 restrictions, no refreshments will be served at the Annual General Meeting.

The agenda is the following:

1. The report of the Board of Directors on the activities of the company during the past year.
2. Presentation and adoption of the audited Annual Report.
3. The board of directors' proposal for the distribution of profits or losses as recorded in the Annual Report adopted by the Annual General Meeting.
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. In accordance with the Audit and Risk Committee's recommendation the board of directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab. The Audit and Risk Committee has been free from influence by a third party and has not been subject to any contract with a third party restricting the choice by the general meeting on the selection of a statutory auditor or an audit firm.
7. Any proposals from the board of directors or the shareholders.
- 7a. Presentation and adoption of amended remuneration policy.

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In order to simplify tax reporting for board and committee members with residence outside of Denmark, the board of directors proposes to amend the remuneration policy by adding the following:

*"Instead of receiving the one third of the total base remuneration in SimCorp shares, board and committee members with residence outside of Denmark may choose to receive a cash payment instead. Such cash payment shall be invested in SimCorp shares and the requirement to hold the shares applies as set out below."*

The above paragraph is proposed to be added to the remuneration policy under the heading "Conversion into SimCorp shares". Provided the proposal is adopted, it shall have effect on board remuneration for 2021 and going forward.

#### 7b. Proposals on remuneration.

The board of directors proposes to increase the remuneration payable to the directors by 12% from 2020 as follows:

- (a) The Board of Directors proposes to increase the annual cash remuneration as follows:
- (i) to ordinary board members from DKK 250,000 to DKK 280,000,
  - (ii) to the Chairman of the Board of Directors from DKK 750,000 to DKK 840,000,
  - (iii) to the Vice Chairman of the Board of Directors from DKK 500,000 to DKK 560,000,
  - (iv) to the chairman of the Audit and Risk Committee from DKK 187,500 to DKK 210,000,
  - (v) to ordinary members of the Audit and Risk Committee from DKK 93,750 to DKK 105,000,
  - (vi) to the Chairman of the Nomination and Remuneration Committee from DKK 93,750 to DKK 105,000, and
  - (vii) to ordinary members of the Nomination and Remuneration Committee from DKK 46,875 to DKK 52,500.

The Board of Directors proposes to increase the total market value of the annual allotment of SimCorp shares (or the cash amount to be paid to board and committee members with residence outside of Denmark as the case may be) as follows:

- (i) to ordinary board members from DKK 125,000 to DKK 140,000,
- (ii) to the Chairman of the Board of Directors from DKK 375,000 to DKK 420,000,
- (iii) to the Vice Chairman of the Board of Directors from DKK 250,000 to DKK 280,000,
- (iv) to the chairman of the Audit and Risk Committee from DKK 93,750 to DKK 105,000,
- (v) to ordinary members of the Audit and Risk Committee from DKK 46,875 to DKK 52,500,
- (vi) to the Chairman of the Nomination and Remuneration Committee from DKK 46,875 to DKK 52,500, and
- (vii) to ordinary members of the Nomination and Remuneration Committee from DKK 23,438 to DKK 26,250

The number of SimCorp shares allotted is 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 2020 annual report. The number of SimCorp shares as calculated will be transferred to the directors immediately after the publication of SimCorp's 2021 annual report. The directors must keep the shares for at least one year after the shares were transferred, provided, however, that they remain members of the board of directors of SimCorp throughout this period.

The amendment to the remuneration policy in proposal 7a. shall, if adopted, apply to the proposed remuneration in this proposal 7b.

#### 7c. Other proposals

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- A. It is proposed by the Board of Directors to update the objects of SimCorp in the articles of association by allowing related activities that support the objects of SimCorp.

Accordingly, it is proposed to amend article 2 of the articles of association to the following:

"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 and any other related activities. The Company's objects may be carried out directly or through investments, including through shareholdings in other companies."

- B. The board of directors asks the general meeting to authorise the board of directors on behalf of the company, in the period until 31 December 2022, 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.

8. AOB.

## SPECIAL VOTING REQUIREMENTS

The adoption of the resolution proposed under 7c (A) above requires a special majority, cf. article 14 of the articles of association and the Danish Companies Act section 106, as a resolution to amend the Company's articles of association must be passed by at least two-thirds of the votes cast and of the share capital represented at the general meeting. 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.

The adoption of the other 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.

## 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 March 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.

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#### 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](http://www.vp.dk/gf). Registration must take place no later than 21 March 2021 at 9:00 pm CET.

All shareholders are encouraged to give proxy to the board of directors or vote by postal vote and to follow the annual general meeting via the live-stream instead of attending in person.

#### 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 March 2021 at 9:00 pm CET. In addition, a shareholder may vote by postal vote, which can also be done electronically through the company's website no later than 23 March 2021, 12:00 am 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 March 2021 at 9:00 pm CET. A written postal vote must be received by the company no later than 23 March 2021, 12:00 am 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](mailto:vpinvestor@vp.dk).

#### Language:

The annual general meeting will be conducted in English. Automated translation from English to Danish subtitles will be available via the live-stream of the meeting.

#### 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.

The following information is available for the shareholders at the Company's website <http://www.simcorp.com/AGM>: (i) this notice of annual 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.

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Copenhagen, 2 March 2021

SimCorp A/S

On behalf of the board of directors

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

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

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

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