

Guideline for Good Business Behavior

SimCorp Group

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1. Preamble

This Guideline for Good Business Behavior (in the following referred to as the “Guideline”) has been established as a framework to guide and support you to act within SimCorp’s value statement, “We are determined, enthusiastic, and perform with integrity – together”, and the core business principles of SimCorp.

Further, the Guideline is established as a means of ensuring that SimCorp continuously maintains a high standard in its conduct that is in line with what can reasonably be expected from SimCorp, being a vendor to clients within the investment management industry in which values such as integrity and trustworthiness are of utmost importance.

You will notice that some of the provisions of the Guideline are closely linked to various legislative requirements whereas other provisions describe the conduct which we find acceptable in light of SimCorp’s values. We ask you to familiarize yourself with the provisions of this Guideline and to let these be reflected in your day-to-day doings when acting on behalf of SimCorp.

This Guideline is supplementary to other policies and guidelines of SimCorp, such as our corporate and local employee handbooks, our IT Security Policy etc., and this Guideline does not constitute a replacement of such policies and guidelines.

Should you be in doubt as to whether your actions are compliant with this Guideline, you are asked to discuss the issue at hand with your manager.

As further described below, you will on an annual basis be asked to confirm to SimCorp that you are familiar with the content of this Guideline and that you for the previous 12 months have been acting in compliance herewith.

2. Who this Guideline governs

2.1. Applicability

This Guideline applies to:

- Any employee of SimCorp.
- Any subcontractors of SimCorp.

The Guideline applies from the day of employment/commencement of assignment and remains applicable for your entire employment/assignment, including during any leave from SimCorp such as maternity leave or sickness leave.

2.2. Acknowledgment of compliance

Upon employment at SimCorp, you will be asked to review this Guideline and as part of signing your employment contract with SimCorp acknowledge that you have read and understood the provisions

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hereof. Further, in order for SimCorp to comply with various legal and contractual obligations, you will on an annual basis be asked to confirm to SimCorp that you are still familiar with the content of this Guideline and that you to date have been acting in compliance herewith.

2.3. Enforcement and failure to comply

We ask you to observe strict compliance of the contents of this Guideline in order to protect you, your colleagues and SimCorp from legal risk and regulatory sanctions.

Failure to comply with the provisions stated in this Guideline as well as the law may result in appropriate disciplinary actions by SimCorp. Disciplinary actions will depend on the circumstances and the severity of the non-compliance in question and may include a written or oral warning, censure or termination of the employment or assignment. In addition, employees and consultants of SimCorp may be subject to the imposition of civil or criminal sanctions.

You are obliged to inform your manager immediately of any suspicions of non-compliance with the Guideline. Any such information will be treated confidentially and in accordance with local law and regulatory requirements. Note that SimCorp also has a whistleblower policy in place through which suspicions of non-compliance may be reported. To learn more, please refer to our [Whistleblower policy](#).

SimCorp will on a regular basis inform you about the provisions of this Guideline together with any amendments hereto. Further, SimCorp will from time to time carry out tests and questionnaires with a view to ensure that all employees and contractors are familiar with the terms of this Guideline.

SimCorp will continuously monitor compliance with this Guideline. There has as of this date not been reported any non-compliance with this Guideline.

3. Conflict of interest

3.1. Commitment to SimCorp

As an employee or consultant of SimCorp, we expect you to

- Carry out your tasks with integrity and in accordance with the core values of SimCorp,
- Familiarize yourself with and comply with all of our policies and procedures, including this Guideline,
- Comply with the laws and regulations that apply to SimCorp, including such laws which are relative to SimCorp being a publicly listed company at Nasdaq Copenhagen,
- Protect information belonging to SimCorp and keep it confidential cf. also below

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3.2. No conflict of interest

While employed at SimCorp or during carrying out an assignment for SimCorp, we expect you to work for us objectively, impartially and effectively by applying your best effort, knowledge, skills, and energy.

As such, you are not entitled to take up a secondary position with another corporation unless SimCorp has granted its prior written consent hereto.

It is important to SimCorp that you avoid ending up in a situation, which creates or appears to create a conflict of interest between your personal interests and the interests of SimCorp. You have a conflict of interest if you allow your personal or private interests or the interests of your family or businesses in which you have a financial or other business interest, to affect your ability to act in the best interests of SimCorp.

4. Confidentiality and protection of personal data

4.1. Maintain highest standards when it comes to confidentiality

As part of your employment contract or consultancy agreement with SimCorp, you are under a duty of confidentiality in respect of information that you gain access to when employed at or when carrying out services for SimCorp.

Any confidential information relating to the business of SimCorp may be shared with your colleagues on a need to know basis but may only be shared with third parties to the extent that such third parties are under a duty of confidentiality. You are therefore only entitled to pass on information to third parties if you have confirmation that SimCorp has an agreement in place with such third party on confidentiality.

When carrying out services for SimCorp's clients you will from time to time come into the possession of confidential information of SimCorp clients. SimCorp's clients are all regulated entities and are thus subject to strict legislative requirements on confidentiality and under continuous supervision by the local financial supervisory authority. Accordingly, you should consider any information to which you gain access when carrying out services for SimCorp's clients as confidential. In principle, the disclosure of such information to your SimCorp colleagues is only permitted in so far as this is undertaken within the scope of your professional activity and serves the contractual relationship between SimCorp and the client. Any disclosure of confidential information to third parties requires the prior, written and specific consent from the client.

The obligation not to disclose any confidential information whether relating to SimCorp or its clients remains in force after your work for the client is completed and also after termination of your employment with SimCorp.

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4.2. Protection of personal data

SimCorp and its clients are subject to mandatory laws on the protection of personal data and you are therefore asked to observe special attention and care if you gain access to data that can be related to a physical person.

If you as part of your employment or assignment for SimCorp process or get access to personal data relating to existing or previous employees in SimCorp or applicants for job interviews, you are required to observe special care when handling the personal data. In general, you are required to follow local guidelines on handling of personal data and ensure that you do not disclose or transfer such data to anyone unless specifically required for to carry out your tasks.

When carrying out services for SimCorp's clients, you may get access to personal data. Such data may involve information on employees of a client or information on customers of the client. It is of utmost importance that you to the largest extent possible refrain from processing such data in any way and that you follow the client's guidelines for the processing of personal data, if any. This goes for all data that can be related to a physical person – even if such data is not of a sensitive or confidential nature.

If you discover that you have been given access to personal data, which is not necessary to carry out your work, you should report this to the client immediately. Do never export any personal data from the client's system to SimCorp's system unless you have a clear agreement in writing that entitles SimCorp to do so, and be sure to follow all instructions on security when exporting data. When working on client premises, make sure to secure your work device when leaving it by locking the screen.

Always use secure destruct containers at client's premises to dispose of any material containing personal or confidential data, and make sure never to take any personal data with you outside the client's premises, whether in physical or electronic form.

5. Inside information

5.1. No insider trading

All information which – if made publicly known – could affect the price of securities or derivatives is considered inside information. If you during your employment with SimCorp gain access to inside information, either in SimCorp or at the site of clients the following shall apply:

- You may not engage in transactions of the securities or derivatives affected. This includes personal account dealing as well as dealing on behalf of third parties. (Trading Prohibition)
- You may not recommend or motivate third parties to engage in transactions with the securities or derivatives affected. (Recommendation Prohibition)
- You may not use that information in any way other than in the proper performance of your duties. (Distribution Prohibition)

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5.2. Inside information

It is not possible to provide a comprehensive definition of 'inside information'.

In the following we have provided a non-exhaustive list of examples on inside information:

- Buying or selling of business units
- Mergers or take-overs
- Buying or selling of major holdings
- Restructuring matters
- Capital reconstruction
- Earning expectations
- Future dividend payments

These examples are considered inside information as well:

- Block Orders
- Credit information (e.g. important changes in financial characteristics)
- Strategies of fund managers
- Proprietary trading positions
- Research due to be published
- Asset management recommendations

When in doubt whether information should be considered inside information always treat the information as inside information.

For further information on SimCorp's rules on insider trading, please see the [Insider Trading Rules](#) (only accessible for SimCorp employees), which can also be obtained by sending an e-mail to grouplegal@simcorp.com.

We kindly ask you to notice that insider trading is not only in breach of the policies of SimCorp or those of SimCorp's clients, but it also constitutes a criminal offence, which may lead to fines and/or imprisonment.

6. No-bribe policy

6.1. No bribes or facilitation payments

SimCorp has adopted a no-bribe policy and as such, we do not tolerate that any employee of, or any person associated with, SimCorp solicits, accepts or offers bribes, facilitation payments or the like in the cooperation with our potential and actual vendors, partners and clients.

SimCorp faces significant financial, legal and reputational risk if the conduct of representatives of SimCorp reasonably can be perceived as one which (i) unduly seeks to affect a third party's decision or (ii) unduly is affected by the representative's personal or private interests.

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Accordingly, the rule of thumb is to ask yourself whether your conduct when dealing with vendors, clients, partners and other third parties may stand the closest public scrutiny.

6.2. Relationship with actual and potential clients of SimCorp

SimCorp is proud of its client base and their commitment to SimCorp, its software and services, and SimCorp carries out several activities to create and maintain a good standing relationship with our existing and potential clients. This may include, from time to time, the provision of hospitality.

It is important to SimCorp that any sale of software or services from SimCorp to an existing or a new client is based upon a sales case which has been carried out in an open, honest and transparent manner.

Accordingly, SimCorp does not accept that representatives of SimCorp seek, or can be perceived to seek, to unduly influence clients to commit to purchasing software or services from SimCorp. Similarly, employees and associates should not put themselves in a position where they may be accused of providing preferential treatment, outside of a sound business case.

In this respect, it is important from SimCorp to stress the following:

6.2.1. Gifts to or from existing or potential clients

SimCorp does not offer or grant gifts, gift certificates or other similar special advantages to clients or potential clients of SimCorp or their representatives unless such gifts:

- are for a clearly defined business purpose,
- are infrequent and of minimal value, and
- cannot reasonably be perceived to be an attempt to compromise the integrity or objectivity of the recipient in question.

Further, you are not allowed to directly or indirectly accept or solicit any gifts from any existing or potential client that may or may appear to compromise your objectivity or otherwise affect any decision to be made within SimCorp when carrying out your duties and responsibilities at SimCorp. Any gift which represents a market value in excess of EUR 70 will automatically be considered to be subject to the requirement of prior approval set out below in section 6.4.

6.2.2. Hospitality and other benefits

Generally, it is encouraged that SimCorp employees with client relationship responsibility carry out various activities which involve our clients in order to build and maintain the relationship with the clients (“hospitality”).

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Hospitality can mean but is not limited to taking representatives of existing or potential clients out for dinner, inviting representatives out for entertainment events, etc.

The overall principle applied in SimCorp is that any hospitality that is offered to existing or potential clients of SimCorp should serve a business purpose and the aim of hospitality should be to create or strengthen the relationship between SimCorp and the client in question.

Whenever SimCorp invites clients for hospitality it is therefore important to identify the relevant representatives of the client that are to be invited and that no hospitality is offered to representatives of clients without the attendance of one or more relevant SimCorp employees.

Accordingly, SimCorp does not offer its clients hospitality which may be perceived as a gift from SimCorp, i.e. without there being a clear business purpose of building the relationship between SimCorp and the client

Any hospitality that SimCorp offers its clients and potential clients shall be at a reasonable level given the normal industry standards of courtesy, hospitality or business protocol.

Further, you are not allowed to directly or indirectly accept or solicit hospitality from any existing or potential client that may or may appear to compromise your objectivity or otherwise affect any decision to be made within SimCorp when carrying out your duties and responsibilities at SimCorp.

Any hospitality which does not meet the above and which represents a market value in excess of EUR 70 will automatically be considered to be subject to the requirement of prior approval set out below in section 6.4.

6.3. Relationship with actual and potential vendors and partners of SimCorp

If you as part of your employment or assignment with SimCorp have responsibility for establishing, maintaining or terminating the relationship with actual and potential vendors or partners of SimCorp, it is important that you act in an objective manner and in the best interests of SimCorp when carrying out your duties.

You are therefore required to ensure that you do not directly or indirectly accept or solicit any gifts, hospitality or other benefits from any third party that may or may appear to compromise your objectivity or otherwise affect any decision to be made within SimCorp when carrying out your duties and responsibilities at SimCorp. Any gift or hospitality, which represents a market value in excess of EUR 70 will automatically be considered to be subject to the requirement of prior approval set out below in section.

6.4. Special circumstances

Where the circumstances make it impossible to decline gifts, hospitality and other benefits that do not meet the principles set out above, you must, following an initial discussion with your manager, ask for approval from SimCorp's Chief Financial Officer. The Chief Financial Officer will notify you in writing whether the gifts, hospitality or other benefits are to be retained by you, returned, retained by SimCorp or disposed of.

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6.5. Incentives to Officials and Members of Official Bodies

You may in no circumstances grant any services, credits or other advantages to officials or members of official bodies in the attempt to receive advantages for yourself, for SimCorp or for any other third party.

6.6. Donations to political parties and charitable organizations

SimCorp does not support political parties whether financially or otherwise.

SimCorp may choose to make donations to charitable organizations under the following circumstances:

- (a) The amount donated is insignificant
- (b) SimCorp does not obtain or expect to obtain anything in return for the donation
- (c) The donation is approved by the local managing director.

6.7. No-bribe overview

	Within normal industry standards	Outside normal standards	To public officials	Offered from vendors or partners
Hospitality (dinner, events etc.)	OK, but SimCorp employees must participate	If above EUR 70, CFO must approve	Not allowed!	If above EUR 70, CFO must approve
Gifts	If above EUR 70, CFO must approve	If above EUR 70, CFO must approve	Not allowed!	If above EUR 70, CFO must approve

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