

**TERMS OF
REFERENCE
FOR THE **AUDIT
COMMITTEE****

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1. PREAMBLE AND PURPOSE

The SimCorp Audit Committee (the “Committee”) has been established by the SimCorp A/S Board of Directors (the “Board”) to assist the Board with the oversight of the financial reporting process, the effectiveness of the internal control and risk management systems, and to monitor the external audit of financial reporting and the independence of the external audit for the SimCorp Group of companies (the “SimCorp Group”).

The terms of reference for the Committee were adopted by the Board on August 27, 2013 pursuant to section 5 of the company’s Corporate Governance Guidelines.

The purpose of the Committee is to monitor:

- Financial reporting, to include the quality of statutory financial statements and disclosures;
- Financial internal control and financial risks ;
- External Audit effectiveness.

2. SCOPE AND AUTHORITY

The scope of the Committee includes the entire SimCorp Group.

The Board has delegated authority to the Committee to carry out its mandate. The Committee has the authority to seek external independent advice to assist it with carrying out its duties.

3. ACCOUNTABILITY

The Chairman of the Committee (the “Chairman”) is be accountable to the Board for the Committee discharging its duties and responsibilities as set out in the terms of reference.

4. RESPONSIBILITIES

4.1. Financial reporting

The Committee will monitor the Executive Management Board’s recommendations in respect of financial reporting, and recommend to the Board:

- SimCorp’s quarterly and annual reports and accounts;
- Any significant changes in SimCorp’s accounting policies and practices; and
- Changes in any significant treasury arrangements and their impact on SimCorp.

4.2. Financial control environment / financial risk (including market, credit, and liquidity risk)

The Committee will:

- Monitor the Executive Management Board’s maintenance of an effective system of internal financial control, including notifying the Board of financial control deficiencies or other issues;
- Monitor and advise the Board on the management of key financial risks, including reviewing reports for material breaches of risk tolerances and material audit findings, and the adequacy of proposed actions;
- Monitor scenarios and stress tests to assess the adequacy of capital and liquidity;
- Monitor the financial controls in place to ensure investments are being managed in line with the authority principles and that all investments are analyzed and treated in an appropriate manner;
- Monitor the level of exposure to credit risk.

4.3. Internal audit

The Committee will:

- Assess the need for establishing a separate Internal Audit function for SimCorp to ensure audit activities support the risk profile of SimCorp Group and provide recommendations to the Board should additional audit function be required.

4.4. External audit

The Committee will:

- Monitor and control the external auditor's independence and objectivity, and the effectiveness of the audit process;
- Make recommendations to the Board in relation to the appointment, re-appointment and removal of the external auditor;
- Review the terms of engagement of the external auditor, including any engagement letter, and the scope of each audit;
- Monitor the annual audit plan and the scope of audit;
- Review any representation letter(s) requested by the external auditor before they are signed by the Executive Management Board;
- Review the management letter and the Executive Management Board's response to the auditor's findings and recommendations;
- Review the external auditor's draft long form audit report to the Board, the Executive Management Board's responses and the resolution of any issues including any open points from prior years; and
- Meet the external auditor at least annually without the Executive Management Board being present and discuss the auditor's remit and any issues arising from audits.

4.5. Other matters

The Committee will:

- Monitor related party transactions
- Monitor matters raised by any whistleblower and make recommendations to the Board for actions to be taken;
- Monitor the current status of the completion and filing of returns to meet legal and regulatory requirements;
- Monitor matters of financial risk and refer matters as appropriate to the Board; and
- Monitor arrangements by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and for the proportionate and independent investigation of such matters and for appropriate follow up action.

4.6. Corporate governance matters

The Committee will:

- Review and recommend this Committee's Terms of Reference to the Board for approval on an annual basis.

5. COMMITTEE MEMBERS AND INVITEES

5.1. Chairman

The Board appoints the Chairman of the committee who cannot simultaneously act as Chairman of the Board of Directors.

The Chairman must be an independent, non-executive director with such recent and relevant financial experience that allows the Chairman to fulfil the requirement in section 31 of the Danish Act on Statutory Auditors and Accounting Firms of possessing special competences within accounting or auditing and with relevant experience for a listed company.

The appointment is for a period of one year at a time concurrent with the term for which external Board members are elected for their Board position at SimCorp A/S. Re-appointment may take place.

Should the Chairman be unable to attend a Committee meeting, the Chairman will delegate his responsibility to a nominated Chairman for that session.

5.2. Other standing members and other attendees

The Board will among them elect between 2 (two) and 5 (five) ordinary members of the Committee. The appointment is for a period of one year at a time concurrent with the term for which external Board members are elected for their Board position at SimCorp A/S. Re-appointment may take place.

Other attendees are:

- SimCorp's Chief Financial Officer (CFO);
- SimCorp's Group Chief Accountant; and
- SimCorp's external auditor - for the meeting where the audit plan for the coming year is on the agenda and for the meeting where the results of the annual audit including the presentation of the annual statement is on the agenda.

If an attendee of the Committee is unable to attend the Committee meeting, the attendee may, with agreement of the Chairman of the Committee, select an alternate to attend on their behalf.

Optional attendees are:

- SimCorp's Chief Executive Officer (CEO); and
- SimCorp's Chief Product Officer (CPO)

5.3. Committee invitees

The Chairman may invite or require other persons relevant to Committee business to attend Committee meetings, including the representatives of the SimCorp's Business Units and Product Division, external professionals, and other advisors as appropriate.

5.4. Committee Secretary

The Committee Secretary will be from Group Legal and Compliance.

- The Secretary to the Committee is not a member and carries no voting right;
- Should the Committee Secretary be unable to attend a Committee meeting the secretary will nominate a Committee Secretary to fulfil the duties for that session.

6. COMMITTEE MEETINGS

6.1. Meeting frequency and forum

The Committee shall meet as often as it and its Chairman deem necessary however, at a minimum, the Committee will meet four times a year at appropriate times in the reporting and audit cycle. The meetings can take place both as physical meetings as well as telephone/ video conference.

During the period between meetings of the Committee, the Board may request the Chairman to convene further meetings at which to discuss particular issues that may require the Committee's advice. The Board may also ask the Chairman to conduct reviews of any other issues or activities within its Terms of Reference.

6.2. Papers and minutes

The agenda shall be prepared by the Committee Secretary, reviewed by the SimCorp CFO, and approved by the Chairman. The agenda, reports and supporting papers shall be issued in a timely manner to allow appropriate consideration by the Committee members. Meetings of the Committee shall be formally minuted by the Committee Secretary and circulated within 10 working days of each meeting to all members of the Committee, to Board members, members of the Executive Management Board, and the external auditor.

6.3. Voting and quorum

Only Committee members shall have the right to vote on resolutions put to the Committee.

The quorum for meetings of the Committee for carrying out its duties shall be a least three members, including:

- The Chairman, or the nominated representative to act as Chairman; and
- Two additional members of the Committee.

6.4. Executive sessions

An "executive session" of the Committee may be called at any time deemed appropriate by the Chairman; in such situations:

All non-Committee members must leave the meeting, except for any relevant executive(s) and/or personnel as required by the Committee.

6.5. Annual wheel

The Committee will prepare an annual review and approval cycle describing the review and approval tasks relative to each of the ordinary meetings of the Committee.

7. REPORTING

The Committee reports to the Board and will make a report once a year describing the activities and work done in the Committee during the year. This report may be a part of the annual report to the shareholders or it can be disclosed separately at the company's website.

8. ESCALATION PRINCIPLES

Whenever the Committee determines that material risks have occurred, or are likely to occur, reports and recommendations for action shall be escalated to:

- The Board.

These Terms of Reference are adopted at the Board meeting on February 20, 2019

Jesper Brandgaard

Peter Schütze

Joan A. Binstock

Simon Jeffreys

Hervé Couturier

Adam Warby

Else Braathen

Vera Bergforth

Ulrik E. Hansen

Morten Hübbe

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