

2 October 2023

**NOTICE OF COMPULSORY ACQUISITION TO THE SHAREHOLDERS OF SIMCORP A/S (COMPANY REG. (CVR) NO. 15 50 52 81) PURSUANT TO SECTIONS 70-72 OF THE DANISH COMPANIES ACT**

Through completion of the all-cash voluntary recommended public takeover offer published on 25 May 2023, as supplemented by supplements to the offer document published on 7 July 2023 and on 28 July 2023, which expired on 19 September 2023 at 23:59 (CEST) 2023 (the "Offer" and the "Offer Period"), pursuant to which Deutsche Börse AG ("Deutsche Börse") made an offer to acquire all of the shares (excluding treasury shares) in SimCorp A/S ("SimCorp") at a price of DKK 735.0 per share (the "Offer Price") and through additional open market purchases, Deutsche Börse announced on 29 September 2023 that it had acquired 37,564,095 SimCorp shares of a nominal value of DKK 1 each, corresponding to 95.34 per cent of the total share capital and the attaching voting rights (excluding treasury shares) in SimCorp. Deutsche Börse consequently now holds more than 90 per cent of the total share capital and the attaching voting rights (excluding treasury shares) in SimCorp.

Accordingly, Deutsche Börse has today decided to exercise its right to initiate a compulsory acquisition of all SimCorp shares (excluding treasury shares) held by remaining minority SimCorp shareholders in accordance with sections 70-72 of the Danish Consolidated Act No. 1451 of 9 November 2022 on Public and Private Limited Companies, as amended (the "Danish Companies Act") (the "Compulsory Acquisition"), as previously communicated in the offer document approved by the Danish Financial Supervisory Authority, in which Deutsche Börse informed the SimCorp shareholders about the possibility of a potential Compulsory Acquisition.

Consequently, all remaining minority SimCorp shareholders are hereby formally requested to transfer their SimCorp shares to Deutsche Börse within a period of four (4) weeks expiring on 30 October 2023 at 23:59 (CEST) (the "Compulsory Acquisition Notice Period").

Additional information about the Compulsory Acquisition is provided below.

**Acquisition Price**

The Compulsory Acquisition of the SimCorp shares will be completed at a price of DKK 735.0 for each SimCorp share with a nominal value of DKK 1.00, and payment will be made in cash (the "Compulsory Acquisition Consideration"). In the event that SimCorp pays dividends (declared as final or otherwise binding on SimCorp) and/or otherwise makes distributions to its shareholders in general prior to completion of the Compulsory Acquisition, and provided that the SimCorp shares are transferred to Deutsche Börse ex-dividend (meaning without the right to receive paid or declared but unpaid dividend and/or other distributions), the price to be paid pursuant to the Compulsory Acquisition will be reduced by the amount of such dividend and/or distribution per share on a DKK-for-DKK basis at the discretion of the board of directors of Deutsche Börse.

If a remaining minority SimCorp shareholder disagrees with the Compulsory Acquisition Consideration, such shareholder may, pursuant to section 70(2) of the Danish Companies Act, request that the Compulsory Acquisition Consideration be determined by an expert who shall be appointed by the court at SimCorp's registered office. However, since Deutsche Börse exercises its right to initiate the Compulsory Acquisition within three (3) months after completion of the Offer and at the same price offered under the Offer, through which Deutsche Börse acquired more than 90 per cent of the total share capital and the attaching voting rights (excluding treasury shares) in SimCorp covered by the Offer, the Compulsory Acquisition Consideration will be deemed reasonable in any case, in accordance with section 70(4) of the Danish Companies Act.

**Acceptance and fees**

Any SimCorp shareholder electing to voluntarily transfer its SimCorp shares to Deutsche Börse must contact its account holding institution prior to the expiry of the Compulsory Acquisition Notice Period and request that its SimCorp shares are transferred to Deutsche Börse.

Acceptance of the transfer of SimCorp shares may be communicated online through each SimCorp shareholder's own account holding institution's web bank solution or by completing and submitting the enclosed acceptance form to the respective SimCorp shareholder's account holding institution, which shall then communicate the SimCorp shareholder's acceptance to Nordea Danmark, Filial af Nordea Bank Abp, Finland.

SimCorp shareholders having accepted to have their SimCorp shares acquired during the Compulsory Acquisition Notice Period should note that the transfer of SimCorp shares must be notified to the SimCorp shareholder's own custodian bank or other account holding institution in due time to allow the account holding institution to process and communicate the transfer to Nordea Danmark, Filial af Nordea Bank Abp, Finland who must have received such notice of transfer prior to the expiry of the Compulsory Acquisition Notice Period on 30 October 2023 at 23.59 (CEST).

The deadline for notification of acceptance to each custodian bank or other account holding institution will depend upon each of the SimCorp shareholder's agreement with its custodian bank or other account holding institution and the rules and procedures of the relevant account holding institution and may be earlier than the last day of the Compulsory Acquisition Notice Period.

Settlement of the transferred SimCorp shares will take place after expiry of the Compulsory Acquisition Notice Period. All SimCorp shares sold to Deutsche Börse pursuant this notice must be free from any and all charges, liens and other encumbrances.

Any bank fees, brokerage fees and/or other costs that may be imposed on a SimCorp shareholder in connection with its sale of SimCorp shares in connection with the Compulsory Acquisition are payable by the selling SimCorp shareholder on an individual basis, and such fees and costs will not be paid by Deutsche Börse. This will apply regardless of whether a SimCorp shareholder elects to voluntarily transfer its SimCorp shares to Deutsche Börse prior to the expiry of the Compulsory Acquisition Notice Period.

### **Process of non-voluntarily transfer of SimCorp shares**

After expiry of the Compulsory Acquisition Notice Period, Deutsche Börse will compulsorily acquire against payment of the Compulsory Acquisition Consideration the SimCorp shares held by any remaining minority SimCorp shareholders who have not voluntarily transferred their SimCorp shares to Deutsche Börse prior to the expiry of the Compulsory Acquisition Notice Period (the "Squeezed-out SimCorp Shareholders"). Payment of the Compulsory Acquisition Consideration will take place through Euronext Securities Copenhagen (VP Securities A/S), and in exchange for such payment, ownership of the SimCorp shares held by the Squeezed-out SimCorp Shareholders will concurrently be transferred to Deutsche Börse. After the expiry of the Compulsory Acquisition Notice Period, Deutsche Börse will thus be registered as the holder of all SimCorp shares, and the share register of SimCorp will be updated to reflect that Deutsche Börse is the holder of all SimCorp shares.

Following expiry of the Compulsory Acquisition Notice Period, Deutsche Börse will publish a statement in the Danish Business Authority's IT system informing that the Squeezed-out SimCorp Shareholders may demand an expert opinion on the Compulsory Acquisition Consideration within a three (3) months' deadline from the time of publication of such statement pursuant to section 72(3) of the Danish Companies Act. This right will be forfeited at the expiry of the three (3) months' period. As also mentioned above, as Deutsche Börse exercises its right to initiate the Compulsory Acquisition within three (3) months after completion of the Offer and at the same price offered under the Offer, through which Deutsche Börse acquired more than 90 per cent of the total share capital and the attaching voting rights (excluding treasury shares) in SimCorp covered by the Offer, the Compulsory Acquisition Consideration will be deemed reasonable in any case, in accordance with section 70(4) of the Danish Companies Act.

### **Versions**

This notice is prepared in both a Danish and an English version. In case of any inconsistencies, the Danish version shall prevail.

**DISCLAIMER**

The Compulsory Acquisition is not being made, and the SimCorp shares will not be accepted for purchase from or on behalf of persons, in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities or other laws or regulations of such jurisdiction (the "Restricted Jurisdictions"). Persons obtaining this notice and/or into whose possession this notice comes are required to take due note and observe all such restrictions and obtain any necessary authorisations, approvals or consents. Neither Deutsche Börse nor any of its advisors accepts any liability for any violation by any person of any such restriction. Any person (including, without limitation, custodians, nominees and trustees) who intends to forward this notice to any jurisdiction outside Denmark should inform themselves of the laws of the relevant jurisdiction, before taking any action. The distribution of this notice in jurisdictions other than Denmark may be restricted by law, and, therefore, persons who come into possession of this notice should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws and regulations of any such jurisdiction.

## **STATEMENT OF THE BOARD OF DIRECTORS OF SIMCORP A/S ON THE TERMS OF THE COMPULSORY ACQUISITION**

The board of directors (the **Board of Directors**) of SimCorp A/S (**SimCorp**) has received and reviewed the compulsory acquisition notice from Deutsche Börse AG (**Deutsche Börse**) setting forth the terms of the compulsory acquisition (the **Compulsory Acquisition**). On that basis, the Board of Directors hereby makes the following statement pursuant to Section 70(2) of the Danish Companies Act:

The Board of Directors notes that the Compulsory Acquisition is made on financial terms equal to those offered by Deutsche Börse to the shareholders in SimCorp in its offer to acquire all shares of SimCorp, as set out in the offer document of 25 May 2023 as supplemented on 7 July 2023 and 28 July 2023 (the **Offer**), whereby shareholders in SimCorp were offered to transfer their shares in SimCorp in exchange for receiving DKK 735 per share of a nominal value of DKK 1 in cash. The Board of Directors notes that Deutsche Börse has informed SimCorp that it has received acceptances representing more than 90 per cent of the outstanding share capital of SimCorp, excluding treasury shares, under the Offer.

Reference is made to the statement of the Board of Directors on the Offer published on 7 June 2023.

Copenhagen, 2 October 2023

The board of directors of SimCorp A/S

## Acceptance of the sale of shares in SimCorp A/S - Company registration no. (CVR) 15 50 52 81

(To be submitted to the SimCorp A/S shareholder's own custodian bank or account holding institution for endorsement and processing)

Acceptance must take place through the SimCorp A/S shareholder's custodian bank or account holding institution in due time to allow the account holding institution to process and communicate the acceptance to Nordea Danmark, Filial af Nordea Bank Abp, Finland which must have received such acceptance no later than 30 October 2023 at 23:59 (CEST).

The undersigned represents that the shares in SimCorp A/S sold are free from any and all charges, liens, encumbrances and/or any other third party rights. The undersigned shall pay all brokerage fees and/or other costs arising from the sale of its shares in SimCorp A/S.

Subject to the terms set out in the notice published by Deutsche Börse AG on 2 October 2023 concerning the compulsory acquisition of the shares in SimCorp A/S held by remaining minority SimCorp A/S shareholders pursuant to sections 70-72 of the Danish Companies Act (the "**Compulsory Acquisition**"), I/we hereby irrevocably instruct the transfer of the following number of shares in SimCorp A/S (ISIN DK0060495240) of a nominal value of DKK 1.0 each against cash payment of DKK 735.0 per SimCorp A/S share as adjusted in accordance with the terms and conditions of the Compulsory Acquisition (including for payment of any dividend prior to completion):

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No. of SimCorp A/S shares:

### I/We permit the effectuation of the sale by transfer of the SimCorp A/S shares from my/our custodian account with:

Account holding institution:	Euronext Securities Copenhagen- custody account:

### The proceeds from the SimCorp A/S shares sold must be transferred to:

Bank name and bank address:	Registration No./Account No.: <sup>1</sup>

I/We confirm that the name and address that I/we provide in the signature block below matches the name and address on the bank statement for the above account.

### Acknowledgment regarding applicable wire transfer and/or exchange rate fees

I/We agree and acknowledge that I/we are responsible for any applicable wire transfer and/or exchange rate fees applied by the receiving bank as a result of receiving proceeds from the SimCorp A/S shares sent to me/us by Deutsche Börse AG. The proceeds from the SimCorp A/S shares will be paid and sent in Danish Kroner and if transferred to a bank outside of Denmark may be exchanged by the receiving bank for the local currency of such bank at an exchange rate determined by the receiving bank in its sole discretion. I/We agree and acknowledge that exchange rates may fluctuate, and I/we accept the risk of such fluctuations.

I/We hereby confirm, and consent to, that this acceptance form and the information provided herein may be shared between Nordea Danmark, Filial af Nordea Bank Abp, Finland and my/our custodian bank for the purpose of accepting the Compulsory Acquisition.

### Information about the tendering SimCorp A/S shareholder and signature:

Name:	
Address:	
Postal code, city and country:	
Registration No./Personal Identification No.:	
Telephone:	Date and signature:

<sup>1</sup> For a non-Danish bank account, please provide the International Bank Account number (IBAN). For a Danish bank account, please provide the registration number and bank account number.

**The undersigned account holding institution agrees to transfer the above SimCorp A/S shares to Nordea Danmark, Filial af Nordea Bank Abp, Finland if Deutsche Börse AG determines in its reasonable discretion that this acceptance form is in accordance with the Compulsory Acquisition and that the conditions of the Compulsory Acquisition (as set out in the notice relating to the Compulsory Acquisition) have been satisfied or (subject to applicable laws, rules and regulations) waived by Deutsche Börse AG:**

Registration No.:	CD-identification:
Company stamp and signature:	

**Information to the account holding institution:**

Upon the endorsement of this acceptance form, the SimCorp A/S shareholder's account holding institution shall no later than by 30 October 2023 at 23:59 (CEST) have submitted this acceptance form to:

Nordea Danmark, Filial af Nordea Bank Abp, Finland, Grønjordsvej 10, DK-2300 Copenhagen S, Denmark, att.: Nordea Issuer Services CA, email: corpact.dk@nordea.com, phone.: +45 5547 5179.

Those who accept the Compulsory Acquisition may provide personal data to Nordea Danmark, Filial af Nordea Bank Abp, Finland. Personal data provided to Nordea Danmark, Filial af Nordea Bank Abp, Finland will be processed in data systems to the extent required to provide services and administer matters in Nordea Danmark, Filial af Nordea Bank Abp, Finland. Personal data obtained from a party other than the customer to whom the processing relates may also be processed. Personal data may also be processed in data systems at companies and organizations with which Nordea Danmark, Filial af Nordea Bank Abp, Finland cooperate. Information regarding the processing of personal data is provided by Nordea Danmark, Filial af Nordea Bank Abp, Finland's branch offices, which also accept requests for correction of personal data. Personal data may be obtained by Nordea Danmark, Filial af Nordea Bank Abp, Finland in connection with settlement of the Compulsory Acquisition in the systems of Euronext Securities Copenhagen (VP Securities A/S). For detailed information about Nordea Danmark, Filial af Nordea Bank Abp, Finland handling of personal information, see <https://www.nordea.com/en/privacy-policy>.