

Report on Activities of the Nomination and Remuneration Committee for the year 2021/2022



Report on Activities

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Following the Annual General Meeting held on 24 March 2021, the Board the Board of Directors elected in March 2021 the following to the Nomination and Remuneration Committee:

- Morten Hübbe (chairman, independent)
- Peter Schütze (member, independent)
- Hervé Couturier (member, not independent)
- Vera Bergforth (member, employee-elected, not independent)

The Committee works under a set of Terms of Reference which has been approved by the Board and can be found on www.simcorp.com/investors.

Responsibilities

The Committee assists the Board with the oversight of the competence profile and composition of the Board, nomination of members of the Board, nomination of members of Board committees, succession plan for Group Management Committee. Further the Committee assists the Board with the oversight of the remuneration of the Board of Directors, the remuneration of Group Management Committee, the Remuneration Policy and the Restricted Stock Units pool and allocations. Finally, the Committee assists the Board with such other tasks as required from time to time.

Nomination and Remuneration Committee report 2021/22

The Committee works according to an annual wheel with fixed agenda items. During the year 2021/22, the Committee held 3 ordinary meetings and one extraordinary meeting in connection with the process of the CEO succession which took place in 2021:

Nomination matters

1. Board composition

- a. Evaluated the independence criteria relevant for the Board and reviewed the Board members' independence.
- b. Assessed the Board's structure, size, and composition
- c. Assessed the competency profile of the Board and provided inputs to the Board as to required competencies.
- d. Discussed long term succession planning for the Board and identified potential need for replacements for Board members as well as desired competences to be on the Board.
- e. Discussed the long-term succession plan for Executive Management Board and key members of the Group Management Committee.

2. CEO Succession

- a. Discussed how the CEO succession in SimCorp could take place and proposed to the Board the various steps to be considered and decided upon in this respect.
- b. Discussed and recommended to the Board how the transition from the former CEO to the current CEO could take place.

Remuneration matters

1. Board remuneration

- a. Carried out a bespoke benchmark analysis and recommended the remuneration for the Board to be approved by the AGM.
- b. Proposed remuneration to the Board of Directors in connection with the proposed establishment of a Technology Committee in SimCorp.
- c. Reviewed the Remuneration Policy.

2. Other remuneration

- a. Evaluated the remuneration matters linked to the CEO succession and recommended proposals for decision by the Board.
- b. Evaluated the remuneration of other members of Executive Management Board and recommended changes to the Board.
- c. Evaluated the total remuneration of GMC and recommended changes to the Board.
- d. Reviewed the proposal for annual RSU spend and the consumption of the Restricted Stock Unit pool.
- e. Reviewed the mix of recipients of the LTIP in SimCorp including with a breakdown of gender, seniority, geographical location and to which extent LTIP recipients would change from year to year.
- f. Reviewed the LTIP program in SimCorp and had this made subject to an external “fit-for purpose” assessment.
- g. Reviewed top-25 earners in SimCorp.
- h. Reviewed the EMB members’ remuneration from and interest in companies other than SimCorp.

3. Committee matters and governance

- a. Proposed the annual wheel for 2022/23.
- b. Prepared and distributed this report on the Committee’s activities in 2021/22.



About SimCorp

SimCorp offers industry-leading, integrated investment management solutions.

Our platform and ecosystem, comprising partners, services, and third-party connectivity empowers us to provide 40% of the world's top 100 financial companies with the efficiency and flexibility needed to succeed.

With over 25 offices around the world, and more than 2,200 employees, we are a truly global, collaborative team that connects every continent and industry seamlessly.

For more information, see www.simcorp.com