

# Terms of Reference Technology Committee

14 February 2022

# Terms of Reference

## 1. Preamble and purpose

The SimCorp Technology Committee (the “Committee”) has been established by the SimCorp A/S Board of Directors (the “Board”) to assist the Board with respect to the overall role of technology in executing the business strategy of SimCorp including, but not limited to, major technology investments, technology strategy and transformation, operational performance and technology trends that may affect SimCorp as further laid out below.

## 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 accountable to the Board for the Committee discharging its duties and responsibilities as set out in the terms of reference.

## 4. Responsibilities

The primary function of the Committee is to assist the Board of Directors by reviewing information within the areas of oversight, cf. clause 1, and based on that, present recommendations to the Board. All decisions will be made by the Board except as expressly stated in these terms of reference. The Committee shall have the following responsibilities:

4.1. Review SimCorp’s technology strategy and transformation (including the transformation of the technology to enable SimCorp to become a true SaaS provider).

4.2. Review significant technology investments and expenditures.

4.3. Monitor and evaluate existing and future trends in technology that may affect SimCorp’s strategic plans, including monitoring of overall industry trends.

4.4. Receive reports and presentations from management concerning SimCorp’s technology transformation, among other things, software development, technology architecture and significant technology investments and approve related policies or recommend such policies to the Board for approval, as appropriate.

4.5. Carry out such other tasks on an ad hoc basis as specifically decided by the Board.

## 5. Committee Members and Invitees

### 5.1. Chairman

The Board appoints the Chairman of the Committee. The Chairman must be an independent, Non-Executive Director.

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 Member & 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 Executive Officer (CEO) on an ad-hoc basis
- SimCorp’s Chief Operating Officer (COO)
- SimCorp’s Chief Product Officer (CPO)

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.

### 5.3. Committee Invitees

The Chairman may invite or require other persons relevant to Committee business to attend Committee meetings.

### 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 three times a year at appropriate times in annual cycle.

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 meetings can take place both as physical meetings as well as telephone/ video conference.

## 7. Papers and Minutes

The agenda shall be prepared by the Committee Secretary, reviewed by the COO/CPO, 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 and to Board members and the COO and the CPO.

### 7.1. 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.

### 7.2. 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.

## 8. 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.

## 9. Committee Member Fee

Members of the Committee shall receive an annual fee in accordance with the Company's Remuneration Policy, proposed by the Board and approved by the Annual General Meeting.

These Terms of Reference are adopted at the Board meeting on 14 February 2022.

**Board of Directors**

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Peter Schütze

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Morten Hübbe

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Vera Bergforth

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Joan A. Binstock

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Else Braathen

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Hugues Chabanis

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Hervé Couturier

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Simon Jeffreys

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Susan Standiford

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Adam Warby



## **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](http://www.simcorp.com).