

28 July 2023

Supplement no. 2 to extend the offer period of the voluntary recommended public takeover offer to the shareholders of SimCorp A/S until 19 September 2023

This is supplement no. 2 to the voluntary recommended public takeover offer (the "**Offer**") pursuant to which Deutsche Börse AG ("**Deutsche Börse**") has made an all-cash takeover offer to acquire all of the shares (excluding treasury shares) in SimCorp A/S ("**SimCorp**") (the "**Supplement no. 2**").

The offer document, setting out the terms and conditions of the Offer (the "**Offer Document**") was approved by the Danish Financial Supervisory Authority (the "**Danish FSA**") on 25 May 2023 and published by Deutsche Börse on the same day.

Pursuant to the Offer Document, the Offer became valid as of 25 May 2023 and was to expire on 13 July 2023 at 23:59 (CEST) (the "**Initial Offer Period**"). In addition, supplement no. 1 to the Offer Document was approved by the Danish FSA and published on 7 July 2023 ("**Supplement no. 1**") to extend the Initial Offer Period such that the offer period was extended to expire on 3 August 2023 at 23:59 (CEST).

This Supplement no. 2 to the Offer Document has been approved by the Danish FSA and was published by Deutsche Börse on 28 July 2023 in accordance with sections 9(3)-(5) and 21(3) of the Danish Takeover Order and should be read in conjunction with the Offer Document. Defined terms used herein, shall have the same meaning as ascribed to them in the Offer Document, unless otherwise specifically set out herein. All references herein and in the Offer Document to the "Offer" shall mean the Offer as set forth in the Offer Document, as amended by Supplement no. 1 and this Supplement no. 2.

Extension of the Initial Offer Period

In accordance with sections 9(3)-(4) and 21(3) of the Danish Takeover Order and as described in section 4.7 of the Offer Document, Deutsche Börse has decided to further extend the Initial Offer Period. The reason for the extension is to provide additional time to obtain the formal approval of the European Commission which is the only one of the regulatory approvals and/or clearances from competent regulatory authorities necessary to satisfy the Regulatory Conditions (as set out in Section 4.8(B) and Schedule 4.8(B) of the Offer Document) still pending.

Deutsche Börse notes that to date, the filing process with the European Commission is still on track and Deutsche Börse has not become aware of any issues that lessen the possibility for obtaining such regulatory approval, and thus Deutsche Börse continues to expect the receipt of all approvals and clearances to occur by end of Q3 2023.

Accordingly, Deutsche Börse hereby announces a further extension of the Initial Offer Period, such that the Offer will now expire on 19 September 2023 at 23:59 (CEST). As a result, any reference to the "Offer Period" in the Offer Document or in any other document and/or announcement relating to the Offer shall mean the period starting on 25 May 2023 and expiring on 19 September 2023 at 23:59 (CEST) (the "**Extended Offer Period**").

As described in the board statement published by SimCorp on 7 June 2023, the SimCorp Board has decided to recommend the SimCorp Shareholders to accept the Offer, and SimCorp has informed Deutsche Börse that this Supplement no. 2 does not cause the SimCorp Board to amend its recommendation to the SimCorp Shareholders to accept the Offer for the reasons described in such Board Statement.

As a consequence of the extension, the expected Completion of the Offer will be postponed correspondingly, (now expected to occur on 29 September 2023). Deutsche Börse reserves its right to further extend the Extended Offer Period (one or several times) in accordance with the terms and conditions set out in the Offer Document, section 9 of the Danish Takeover Order and other applicable Laws. However, Deutsche Börse does not currently expect that it will be necessary to further extend the Offer.

All terms and conditions of the Offer set out in the Offer Document, other than the Offer Period (and other key dates relating to the Offer which have been postponed as a result of the Extended Offer Period) as

extended pursuant to this Supplement no. 2, remain unchanged. The complete terms and conditions for the Offer, including procedures for how to accept the Offer and detailed information regarding settlement, are set out in the Offer Document as amended by Supplement no. 1 and this Supplement no. 2.

The Offer Document, Supplement no. 1 and this Supplement no. 2 are available for download in Danish and English language via Deutsche Börse's website www.deutsche-boerse.com/dbg-de/investor-relations/mitteilungen-und-services/simcorp subject to certain restrictions.

For SimCorp Shareholders who have already accepted the Offer and acceptance procedure

Acceptances of the Offer already received will remain binding and, therefore, there is no need for SimCorp Shareholders who have already accepted the Offer to take any further action as a result of the extension of the Offer Period.

SimCorp Shareholders who have not yet accepted the Offer and who wish to accept the Offer are requested to accept the Offer via their account holding institution's web bank solution or use the updated acceptance form attached to this Supplement no. 2 as [Appendix 1](#). The updated acceptance form is also available in Danish and English language via Deutsche Börse's website on www.deutsche-boerse.com/dbg-de/investor-relations/mitteilungen-und-services/simcorp, subject to certain restrictions. Any questions related to acceptance and settlement of the Offer may be directed to the SimCorp Shareholder's Custodian Bank or the SimCorp Shareholder's own account holding institution.

SimCorp Shareholders are requested to note that they must communicate their acceptance of the Offer to their Custodian Bank or account holding institution in due time to allow their account holding institution to process and communicate such acceptance to Nordea Danmark, Filial af Nordea Bank Abp, Finland prior to the expiry of the Extended Offer Period on 19 September 2023 at 23:59 (CEST). SimCorp Shareholders may also be able to accept the Offer online via their custodian bank or account holding institution's web bank solution.

The deadline for notification of acceptance to each Custodian Bank or other account holding institution will depend upon each SimCorp Shareholder's agreement with its Custodian Bank or other account holding institution and the rules and procedures of the relevant account holding institution. The deadline may be earlier than the last day of the Extended Offer Period.

Revised timetable

As a consequence of the Extended Offer Period, the following revised timetable shall replace the original timetable set out in section 6 of the Offer Document as amended by Supplement no. 1 published on 7 July 2023, excluding the dates in the original timetable having occurred prior to the date of publication of this Supplement no. 2 which shall remain unaffected:

28 July 2023	Publication of this Supplement no. 2 to the Offer Document extending the Offer Period from 3 August 2023 to 19 September 2023 (CEST) (subject to further extension of the Extended Offer Period).
3 August 2023	Expiration of the extended offer period pursuant to Supplement no. 1 (this date is no longer relevant).
19 September 2023	Expiration of the Extended Offer Period pursuant to this Supplement no. 2 (subject to further extension of the Offer Period in accordance with the terms and conditions of the Offer and assuming no withdrawal of the Offer by Deutsche

Börse in accordance with the terms of the Offer, in each case, as set forth in the Offer Document).

20 September 2023*	Publication of preliminary results of the Offer (or, alternatively, the latest announcement of a further extension of the Extended Offer Period or withdrawal of the Offer).
22 September 2023*	Latest expected announcement of the final result of the Offer (Final Result Date).
29 September 2023*	Latest expected day for settlement of the Offer Price per SimCorp Share due to accepting SimCorp Shareholders pursuant to the Offer.
29 September 2023*	Latest date that the Offer Price per SimCorp Share due to accepting SimCorp Shareholders under the Offer is expected to be available on the accepting SimCorp Shareholders' bank account.**

Reference is also made to the information about the Offer Period and extensions thereof as set forth in the Offer Document.

* The date is only relevant if the Extended Offer Period is not extended any further. Deutsche Börse does not currently expect to further extend the Extended Offer Period.

** Payment to SimCorp Shareholders who do not have a Danish bank account may take longer.

Status of the regulatory clearance process

As of the date of this Supplement no. 2, Deutsche Börse has obtained the following regulatory and/or other approvals or clearances:

- The statutory pre-closing suspensory waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended with respect to the transaction has expired
- Deutsche Börse has obtained consent from the Danish Business Authority to the acquisition of 50 per cent or more of the shares and voting rights in SimCorp required pursuant to the Danish Investment Screening Act (in Danish: "*Investeringsscreeningsloven*")
- The Italian Government Presidency of the Council of Ministers has informed Deutsche Börse of its approval of the transaction contemplated by the Offer

Deutsche Börse notes that to date, the filing process with the European Commission is still on track and Deutsche Börse has not become aware of any issues that lessen the possibility for obtaining such regulatory approval, and thus Deutsche Börse continues to expect the receipt of all approvals and clearances to occur by end of Q3 2023.

Versions

This Supplement no. 2 is prepared in both a Danish and an English version. In case of any inconsistencies, the Danish version shall prevail.

DISCLAIMER

The Offer is made solely by means of the Offer Document, Supplement no. 1 and this Supplement no. 2 as approved by the Danish FSA, which contains the full terms and conditions of the Offer, including details of how the Offer may be accepted. The SimCorp Shareholders are advised to read the Offer Document, Supplement no. 1, this Supplement no. 2 and the related documents as they contain important information.

Morgan Stanley & Co. International plc which is authorised by the Prudential Regulation Authority ("**PRA**") and regulated by the Financial Conduct Authority ("**FCA**") and the PRA in the U.K. is acting exclusively as financial adviser to Deutsche Börse and no one else in connection with the matters set out in this Supplement no. 2. In connection with such matters, Morgan Stanley & Co. International plc, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the contents of Supplement no. 1, this Supplement no. 2, the Offer Document or any other matter referred to herein.

Deutsche Bank AG is authorised under German Banking Law (the European Central Bank ("**ECB**") as competent authority) and, in the U.K., by the PRA. Deutsche Bank AG is subject to supervision by the ECB and Germany's Federal Financial Supervisory Authority ("**BaFin**") and is subject to limited regulation in the U.K. by the PRA and the Financial Conduct Authority. Deutsche Bank AG is acting exclusively for Deutsche Börse and no one else in connection with the Offer and will not be responsible to anyone other than Deutsche Börse for providing the protections afforded to clients of Deutsche Bank AG nor for providing advice in relation to the Offer or any other matter referred to herein.

Forward-Looking Statements

This Supplement no. 2 contains forward-looking statements and statements of future expectations that reflect Deutsche Börse's current views and assumptions with respect to future events. Such statements are subject to known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied and that are beyond Deutsche Börse's ability to control or estimate precisely. In addition to statements which are forward-looking by reason of context, forward-looking statements can be identified by the use of forward-looking terminology, including the words "believes", "anticipates", "intends", "expects", "may", "will", "shall", "potential", "continue" and other similar expressions. The absence of such terminology does not necessarily mean that a statement is not forward-looking. Actual results, performance or events may differ materially from those statements due to, without limitation, (i) general economic conditions, (ii) future performance of financial markets, (iii) interest rate levels, (iv) currency exchange rates, (v) the behaviour of other market participants, (vi) general competitive factors, (vii) changes in Laws and regulations, (viii) changes in the policies of central banks, governmental regulators and/or (foreign) governments, (ix) the ability to successfully integrate acquired and merged businesses and achieve anticipated synergies, (x) reorganisation measures, in each case on a local, national, regional and/or global basis, and (xi) litigations or other legal proceedings. The forward-looking statements included in this Supplement no. 2 speak only as of the date hereof.

Although Deutsche Börse believes that the expectations reflected in these forward-looking statements are reasonable as of the date of this Supplement no. 2, such forward-looking statements are based on Deutsche Börse's current expectations, estimates, forecasts, assumptions and projections about the Deutsche Börse Group's business, SimCorp's business and, following completion of the Offer, including settlement of the Offer in accordance with the terms and conditions as set out in the Offer Document, Supplement no. 1 and this Supplement no. 2, the combined Deutsche Börse Group and SimCorp's (the "**Combined Group**") business and the industry in which the Deutsche Börse Group and SimCorp operate as well as on information which Deutsche Börse has received from SimCorp (including with respect to forecasts prepared by SimCorp's management with respect to expected future financial and operating performance of SimCorp) and/or which has

been extracted from publications, reports and other documents prepared by SimCorp and/or the Deutsche Börse Group and are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other important factors beyond the Deutsche Börse Group's, SimCorp's and/or the Combined Group's control that could cause the Deutsche Börse Group's, SimCorp's or the Combined Group's actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

Except as may be required by Law or regulation, neither Deutsche Börse nor any of its advisors assume any obligation to update such forward-looking statements contained herein or to reflect any change in their respective expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based and to adapt them to future events or developments.

Restricted Jurisdictions

The Offer 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 Supplement no. 2 and/or into whose possession this Supplement no. 2 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 Supplement no. 2 to any jurisdiction outside Denmark should inform themselves of the Laws of the relevant jurisdiction, before taking any action. The distribution of this Supplement no. 2 in jurisdictions other than Denmark may be restricted by Law, and, therefore, persons who come into possession of this Supplement no. 2 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.

Notice to SimCorp's Shareholders in the U.S.

The Offer is subject to the Laws of Denmark. The Offer relates to the securities of a Danish company and is subject to the disclosure requirements applicable under Danish Law, which may be different in material aspects from those applicable in the U.S.

The Offer is being made in the U.S. in compliance with Section 14(e) of, and applicable provisions of Regulation 14E promulgated under, the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), subject to the "Tier II" exemptions provided by Rule 14d-1(d) under the Exchange Act and otherwise in accordance with the requirements of Danish Law. In this case, the Offer is not subject to Section 14(d)(1) of, or Regulation 14D promulgated under, the Exchange Act. Accordingly, the Offer is subject to disclosure requirements that may be different than those under applicable U.S. Law, procedures and practice. In addition, the financial information contained in this Supplement no. 2 has not been prepared in accordance with generally accepted accounting principles in the U.S. and thus may not be comparable to financial information relating to U.S. companies.

The Offer is being made to SimCorp Shareholders residing in the U.S. on the same terms and conditions as those made to all other SimCorp Shareholders to whom the Offer is made. Any information documents, including this Supplement no. 2, are disseminated to SimCorp Shareholders whose place of residence, seat or habitual residence is in the U.S. (the "**U.S. SimCorp Shareholders**") on a basis reasonably comparable to the method that such documents are provided to other SimCorp Shareholders.

U.S. SimCorp Shareholders must be aware that this Supplement no. 2, Supplement no. 1 and the Offer Document and any other documents regarding the Offer have been prepared in accordance with Danish Laws and standards, which Laws and standards may differ from U.S. Laws and standards. In addition, the procedures for the tender of SimCorp Shares and settlement of the consideration due to each SimCorp Shareholder who accepts the Offer will be carried out in accordance with the rules applicable in Denmark, which may differ in material aspects from the rules and procedures applicable to a tender offer for the securities of a

domestic U.S. company, in particular with respect to withdrawal rights, offer timetable, settlement procedures and the payment date of the securities.

It may be difficult for U.S. SimCorp Shareholders to enforce certain rights and claims they may have arising in connection with the Offer under U.S. securities Laws, since Deutsche Börse and SimCorp are located in non-U.S. jurisdictions, and some or all of their respective officers and directors are residents of non-U.S. jurisdictions. U.S. SimCorp Shareholders may not be able to sue Deutsche Börse or SimCorp and/or their respective officers or directors in a non-U.S. court for violations of U.S. securities Laws. Further, it may not be possible to compel Deutsche Börse and SimCorp or their respective affiliates, as applicable, to subject themselves to the judgment of a U.S. court.

In accordance with customary Danish practice and to the extent permitted by applicable Law, including Rule 14e-5(b) of the Exchange Act, Deutsche Börse or any affiliate of Deutsche Börse or nominees or brokers of the foregoing (acting as agents or in a similar capacity), may from time to time make certain purchases of, or arrangements to purchase, SimCorp Shares outside the U.S., other than pursuant to the Offer, before or during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. If, prior to Completion, Deutsche Börse or any affiliate of Deutsche Börse or any nominee or broker of the foregoing acquires SimCorp Shares at a higher price than the Offer Price, Deutsche Börse will increase the Offer Price correspondingly as required by applicable Law. Any information about such purchases will be announced through Nasdaq Copenhagen and relevant electronic media if, and to the extent, such announcement is required under applicable Law. In addition, in the ordinary course of business, Morgan Stanley & Co. International plc and Deutsche Bank AG and their respective affiliates may make or hold a broad array of investments including serving as counterparties to certain derivative and hedging arrangements and actively trade debt and equity financial instruments (or related derivative financial instruments) and other types of financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and financial instrument activities may involve securities and/or instruments of SimCorp.

APPENDIX 1 - ACCEPTANCE FORM

This acceptance form and the Offer (as defined below) to which this acceptance form relates are not directed at shareholders whose participation in the Offer would require the issuance of an offer document, registration or other activities other than what is required under Danish law (and, in the case of shareholders in the United States of America, Section 14(e) of, and applicable provisions of Regulation 14E promulgated under, the U.S. Securities Exchange Act of 1934, as amended). The Offer is not made, directly or indirectly, to shareholders resident in any jurisdiction in which the submission of the Offer or acceptance thereof would contravene the law of such jurisdiction. Any person acquiring possession of this acceptance form or this supplement or the offer document to which this acceptance form relates is expected and assumed to obtain on his or her own accord any necessary information on any applicable restrictions and to comply with such restrictions.

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 19 September 2023 at 23:59 (CEST) or in case of an extended offer period on such later date and time as stated in the notice of extension of the offer period.

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.

For the complete terms and conditions of the Offer, please refer to the offer document published on 25 May 2023 (the "**Offer Document**") as supplemented on 7 July 2023 and 28 July 2023 (. The Offer Document, including any supplement, are available on Deutsche Börse's website www.deutsche-boerse.com/dbq-de/investor-relations/mitteilungen-und-services/simcorp.

Subject to the terms set out in the offer made by Deutsche Börse AG, on 25 May 2023 (the "**Offer**"), I/we the undersigned hereby accept the Offer for payment of DKK 735.0 in cash as adjusted in accordance with the terms and conditions of the Offer Document as supplemented relating to the Offer (including for payment of any dividend prior to completion) for each SimCorp A/S share of a nominal value of DKK 1 and place an order for sale of the following number of SimCorp A/S shares of DKK 1 nominal value in SimCorp A/S (ISIN securities code DK0060495240):

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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-account:

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

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

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

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

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 Offer dated 25 May 2023.

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:

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 Offer and that the conditions to the Offer (as set out in the Offer Document as supplemented relating to the Offer) 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 19 September 2023 at 23:59 (CEST) (or in case of an extended offer period at such later date and time as stated in the notice of extension of the offer period) have submitted the acceptance of the Offer 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 accepts the Offer 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 Offer in the systems of VP Securities A/S (Euronext Securities Copenhagen). For detailed information about Nordea Danmark, Filial af Nordea Bank Abp, Finland handling of personal information, see <https://www.nordea.com/en/privacy-policy>.