

Ad hoc announcement, 27 April 2023

**Deutsche Börse AG: Deutsche Börse and SimCorp sign agreement on recommended voluntary public takeover offer for SimCorp – Deutsche Börse intends to combine Qontigo and ISS**

Deutsche Börse AG („Deutsche Börse“) and SimCorp A/S (“SimCorp“) have today entered into an agreement pursuant to which Deutsche Börse will make an all-cash voluntary public takeover offer to acquire all of the shares in SimCorp (excluding treasury shares) (ISIN: DK0060495240) at a price of DKK 735.00 per share (the “Offer”). The total consideration to be offered under the Offer for all SimCorp shares (excluding treasury shares) is approximately EUR 3.9 billion. The intended offer price represents a 38.9 per cent premium and a 45.3 per cent premium over the closing price of DKK 529.00 and the 3-months volume-weighted average price of DKK 505.73 as of 26 April 2023, respectively.

The Board of Directors of SimCorp has unanimously resolved that it intends to recommend the shareholders of SimCorp to accept the Offer, when made, in the form of an offer document approved by the Danish Financial Supervisory Authority.

Completion of the Offer will be subject to satisfaction of certain customary conditions, including a minimum acceptance level of 50% of the share capital and voting rights of SimCorp plus one SimCorp share and that Deutsche Börse obtains all necessary regulatory approvals.

The combination of SimCorp’s highly complementary business offering with Deutsche Börse’s Data & Analytics businesses will create a full scope front-to-back investment management solutions platform. This will allow Deutsche Börse to take even better advantage of secular industry trends and to further diversify its business mix with a growing share of recurring revenues.

Deutsche Börse has secured a bridge facility to fully finance the Offer. The bridge facility will be refinanced by an optimal mix of existing cash and debt capital market instruments. The envisaged funding of the proposed transaction is expected to result in an AA- credit rating at Group

level, maintaining AA at Clearstream level. Deutsche Börse is committed to preserve a strong investment grade rating both at Group level and at

Clearstream level post completion of the Offer.

Upon completion of the Offer, Deutsche Börse aims to accelerate the development of Deutsche Börse’s Data & Analytics segment to drive additional growth and efficiencies. Jointly with General Atlantic, it intends to combine Qontigo and ISS, with General Atlantic becoming the sole minority shareholder of the combined Qontigo entity. Deutsche Börse and General Atlantic have reached joint understanding in principle on the intended combination aiming to form a leading high-quality ESG, data, index as well as analytics provider and explore value creating capital markets options including a potential IPO in the medium term.

Through the completion of the Offer and the intended combination of Qontigo and ISS, Deutsche Börse will transform its Data & Analytics segment into an Investment Management Solutions segment with significant value creation opportunities with expected total annual run rate EBITDA synergies of c. EUR

90 million (of which EUR 55 million are cost and EUR 35 million are revenue synergies) with one-off cost to achieve these synergies of c. EUR 100 million.

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#### Important Notice

This announcement is not a public takeover offer and this announcement does not represent a formal decision by Deutsche Börse to make a public takeover offer within the meaning of section 4(1) of the Danish Takeover Order (Executive Order no. 636 dated 15 May 2020). When Deutsche Börse formally launches the public takeover offer, it will be made in the form of an offer document to be approved by the Danish Financial Supervisory Authority in accordance with the Danish Capital Market Act (Consolidated Act no. 41 of 13 January 2023 on Capital Markets, as amended) and the Danish Takeover Order.

“EBITDA” means earnings before interest, tax, depreciation, amortisation and impairment losses and describes Deutsche Börse’s operating profit, consisting of the difference between net revenue and operating costs. EBITDA is the standard key performance measure for earnings amongst Deutsche Börse’s peers.