

Explanatory report of the management board on disclosures pursuant to Section 289a para. 1 and 315a para. 1 of the German Commercial Code (HGB)

With respect to the mandatory disclosures in the annual financial statements for the financial year 2021 according to Section 289a para. 1 and 315a para. 1 of the German Commercial Code the management board of SLM Solutions Group AG gives the following explanatory report:

1. Composition of subscribed capital: the share capital of SLM Solutions Group AG is divided into 22,701,725 no-par value bearer shares. There are no differing classes of shares. Each share carries full voting rights and dividend entitlements. Each share grants one vote at the Annual General Meeting in this context. Shareholders' rights and obligations otherwise derive from the regulations of the German Stock Corporation Act, especially from Sections 12, 53a et seq., 118 et seq. and 186 of the German Stock Corporation Act (AktG)
2. The Management Board is not aware of any restrictions affecting voting rights or the transfer of shares in the Company
3. Direct or indirect share capital holdings which exceed 10% of the voting rights as of December 31, 2021: on the basis of notices received regarding significant voting right shares in accordance with Section 33 of the Securities Trading Act (WpHG) and transactions conducted by persons with managerial responsibilities in accordance with Article 19 of the Market Abuse Directive, the Management Board is aware of the following direct or indirect holdings of the company's shareholdings exceeding 10% of the voting rights:

Investor	Shares held = Number of voting rights	Holding in %
ENA Opportunity Master Fund LP (Cayman Islands)	3,982,996	17.54%
Elliott Investment Management L.P. (New York, Vereinigte Staaten von Amerika)*	4,929,042	21.71%

* Shares are attributed via the subsidiary Cornwall GmbH & Co. KG

4. There are no shares with special rights conveying controlling powers.
5. There is no control of the voting rights of the share capital by the participating employees.
6. Statutory regulations and bylaw provisions concerning the appointment and recall-from-office of members of the Management Board, and the amendment of bylaws:

The appointment and recall-from-office of Management Board members is regulated in Sections 84 and 85 of the German Stock Corporation Act (AktG). Accordingly, the Supervisory Board appoints Management Board members for a maximum of five years. Reappointment or extension of period of office, in each case for a maximum of five years, is permitted. Pursuant to Section 6 of the Company's bylaws, the Management Board must consist of at least two persons. The Supervisory Board appoints Management Board members according to the provisions of the German Stock Corporation Act (AktG) and determines the number of Management Board members. The Supervisory Board can appoint one member to be the Management Board Chair (CEO). Pursuant to Section 84 (3) of the German Stock Corporation Act (AktG), the Supervisory Board can revoke

both Management Board appointments and the Management Board Chair (CEO) appointment if good justification exists.

The amendment of the bylaws is regulated by law in Sections 133 et seq., 179 et seq. of the German Stock Corporation Act (AktG). These require approval by the Annual General Meeting, as a matter of principle. Resolutions of the Annual General Meeting in this regard require a majority comprising at least three quarters of the share capital represented when resolutions are passed. The bylaws can determine a different share capital majority, although only a larger share capital majority applies for an amendment to the Company's business purpose. The Company's Annual General Meeting has made use of this option in Section 17 of the bylaws to the extent permitted by law. According to this, resolutions of the Annual General Meeting are passed by a simple majority of the votes cast, unless mandatory provisions of the German Stock Corporation Act stipulate otherwise. Insofar as the Stock Corporation Act (AktG) also requires a majority of the capital stock represented when the resolution is adopted, a simple majority of the capital stock represented shall suffice insofar as this is legally permissible.

7. Powers of the management board particularly with regard to the option to issue or buy back shares: the management board can only issue new shares on the basis of resolutions adopted by the general meeting regarding an increase in the share capital or with respect to authorized and conditional capital.

In accordance with section 4 para. 5 of the bylaws, in the version applicable on 31 December 2021, the management board is authorized, with the approval of the supervisory board, to increase the share capital in whole or in part, on one or more occasions, by up to a total of EUR 8,439,476.00 by issuing up to 8,439,476 new no-par value bearer shares in exchange for cash and/or non-cash contributions ("Approved Capital 2021") on or before 15 June 2026. In principle, shareholders are to be granted subscription rights. However, under the conditions described in more detail in section 4 (5) of the bylaws, the management board is authorized, with the approval of the supervisory board, to exclude shareholders' statutory subscription rights.

Moreover, the company's share capital has been conditionally increased in accordance with Section 4 (6) of the bylaws, in the version applicable on 31 December 2021, by up to EUR 8,416,704.00 through the issue of up to 8,416,704 new bearer shares (Conditional Capital 2014/2018/2020). The Conditional Capital has the purpose of granting shares to owners or creditors of convertible and/or warrant bonds, which have been or will be issued according to the resolution of the General Meeting of April 14, 2014 under agenda item 4.1 up until June 21, 2018 (inclusive) (Authorization 2014) or the authorization in accordance with the resolution of the General Meeting of June 22, 2018 in the modified version by the resolution of the General Meeting of June 16, 2020 up until June 15, 2025 (inclusive) (Authorization 2018/2020) by the Company or a domestic or foreign company, in which the Company directly or indirectly holds the majority of votes and capital. This will only be executed if use has been or is made of the convertible or option rights or the fulfilment of conversion obligations from such bonds and insofar as other forms of fulfilment have not been or are not used. The issue of the new shares will take place at the option price on the basis of the respective conversion or option price to be determined by the respective authorization. The new shares will participate in the profit from the beginning of the fiscal year in which they originate through the exercise of conversion or option rights or the fulfilment of conversion obligations; by way of exception to the above, the Management Board can, if legally permitted to do so and with the approval of the Supervisory Board, determine that the new shares will participate in the profit from the beginning of the fiscal year for which no Annual General Meeting resolution on the appropriation of retained earnings has been adopted at the time when conversion or option rights are exercised or conversion obligations fulfilled.

The Management Board is authorized to define further details for implementing the conditional capital increase. The Supervisory Board is authorized to modify the wording of Article 4 of the company's bylaws to

fit the issuing of new shares from Conditional Capital 2014/2018/2020. The same applies if Authorization 2018/2020 has not been or will not be exercised during its term, or the corresponding conversion or option rights and/or conversion obligations have expired or expire due to the expiry of the exercise deadlines or in some other way.

8. The Company has no material agreements that are conditional upon a change of control following a takeover bid.
9. Compensation agreements do not exist on the part of the Company that have been entered into with management board members or employees for the instance of a change of control.

SLM Solutions Group AG
Management Board