

Non-binding English translation  
for convenience purposes

Report on the audit of  
the adequacy of the cash compensation  
pursuant to Sec. 62 para. 5 sent. 8 UmwG  
as related to Sec. 327c para. 2 sent. 2 AktG  
for the intended transfer  
of the shares of the minority shareholders of

SLM Solutions Group AG, Lübeck

to

Nikon AM. AG, Berlin

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## Contents

## Page

1.	Engagement and performance of the engagement .....	1
2.	Subject, type and scope of the audit.....	11
2.1.	Subject of the audit .....	11
2.2.	Type and scope of the audit .....	12
2.3.	Procedure for examining the adequacy of cash compensation.....	13
3.	Audit of the adequacy of the methods used to determine cash compensation .....	16
3.1.	Dividend discount method and discounted cash flow method.....	16
3.2.	Non-operating assets and special assets.....	19
3.3.	Liquidation value .....	20
3.4.	Comparative market valuation.....	21
3.5.	Prior acquisitions by Nikon AM. AG.....	22
3.6.	Stock market price.....	22
3.7.	Audit findings on the adequacy of the method used to determine the cash compensation .....	23
4.	Audit findings on the derivation of the cash compensation .....	24
4.1.	Valuation object.....	24
4.2.	Business activities of SLM AG .....	26
4.3.	Analysis of market and competition .....	27
4.3.1.	Preliminary statements .....	27
4.3.2.	General economic conditions.....	29
4.3.3.	Specific market and competitive environment.....	32
4.4.	Valuation date .....	49
4.5.	Derivation of the financial surplus of SLM AG .....	49
4.5.1.	Preliminary statements .....	49
4.5.2.	Analysis of past performance.....	50
4.5.3.	Analysis of planning structure and process .....	58
4.5.4.	Analysis of plan/actual comparison.....	60

4.5.5.	Analysis of the financial forecast.....	64
4.6.	Discount rate.....	76
4.6.1.	Fundamentals .....	76
4.6.2.	Risk free rate.....	77
4.6.3.	Risk premium.....	79
4.6.3.1.	Market risk premium.....	79
4.6.3.2.	Beta factor.....	82
4.6.4.	Growth rate .....	94
4.6.5.	Discount rate used for capitalization .....	96
4.7.	Discounted earnings value of SLM AG .....	97
4.8.	Non-operating assets and special assets.....	99
4.9.	Enterprise value and value per share of SLM AG .....	100
5.	Plausibility check of the enterprise value based on multiples.....	100
6.	Analysis of Stock market price.....	104
7.	Sensitivity analysis .....	107
8.	Audit result and final declaration .....	108

## Annexes

## No.

## Pages

Order of the District Court of Lübeck for the appointment of the expert auditor pursuant to §§ 62 (5) UmwG as related to § 327c (2), Sentence 3, § 293c (1), Sentence 3 AktG and the court-appointed contract auditor pursuant to §§ 10, 60 UmwG of 17 April 2023

1

6

Procedure of the audit performance

2

3

Stock exchange prices and trading places SLM Solutions Group AG in the period November 10, 2022 to February 9, 2023

3

1

General Engagement Terms  
for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften  
(German Public Auditors and Public Audit Firms)  
as of January 1, 2017 by the Institut der Wirtschaftsprüfer  
in Deutschland e.V.

Special Terms of Engagement  
PKF Fasselt Partnerschaft mbB  
Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft  
Rechtsanwälte dated October 1, 2020

## List of abbreviations

AG	Aktiengesellschaft
AktG	Aktiengesetz
AM	Additive Manufacturing
BGH	Bundesgerichtshof
BVerfG	Bundesverfassungsgericht
CAPM	Capital Asset Pricing Model
cf.	compare
DCF	Discounted Cash Flow
EAT	earnings after tax (Gewinn nach Steuern, Jahresfehlbetrag, Jahresüberschuss)
EBIT	earnings before interest and tax (Gewinn vor Zinsen und Steuern)
EBITDA	earnings before interest, tax and depreciation and amortization (Gewinn vor Zinsen, Steuern und Abschreibungen)
EBT	earnings before tax (Gewinn vor (Unternehmen-)Steuern)
Ebner Stolz	Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart
EUR	Euro
e. V.	eingetragener Verein
FAUB	Fachausschuss für Unternehmensbewertung und Betriebswirtschaft des IDW
GDP	Gross domestic product
GmbH	Gesellschaft mit beschränkter Haftung
HGB	Handelsgesetzbuch
IDW	Institut der Wirtschaftsprüfer in Deutschland e.V.
IDW S 1	IDW Standard S 1 „Grundsätze zur Durchführung von Unternehmensbewertungen“ in der Fassung vom 2. April 2008
IMF	International Monetary Fund
KStG	Körperschaftsteuergesetz
LG	Landgericht
Nikon AM. AG	Nikon AM. AG, Berlin

NZG	Neue Zeitschrift für Gesellschaftsrecht
OLG	Oberlandesgericht
p.a.	per anno
Para.	Paragraph
PBF	Powder Bed Fusion
S&P Capital IQ	S&P Global Market Intelligence (and its affiliates, as applicable)
Sec.	Section
Sent.	Sentence
SLM AG	SLM Solutions Group AG, Lübeck
Tax-CAPM	Tax-Capital Asset Pricing Model
TEUR	tausend Euro
UmwG	Umwandlungsgesetz
WPg	Die Wirtschaftsprüfung (Zeitschrift)
WpÜG	Wertpapiererwerbs- und Übernahmegesetz
WpÜGAngebV	WpÜG-Angebotsverordnung

## 1. Engagement and performance of the engagement

### **Nikon AM. AG, Berlin**

- hereinafter referred to as Nikon AM. AG -

and

### **SLM Solutions Group AG, Lübeck**

- hereinafter referred to as SLM AG -

intend to carry out a merger by absorption with dissolution without liquidation pursuant to Sections 2 No. 1, 4 et seq. UmwG by transferring the assets of SLM AG as a whole to Nikon AM. AG. It is planned that the merger agreement will be notarized on June 5, 2023. In the course of the merger, the shares of the minority shareholders are to be transferred to the majority shareholder in return for an appropriate cash compensation (squeeze-out under conversion law) pursuant to § 62 para. 5 sentence 1 UmwG in conjunction with §§ 327a et seq. AktG.

A prerequisite for implementing a squeeze-out under conversion law pursuant to Sec. 62 (5) Sentence 1 UmwG is that the acquiring company owns at least 90% of the shares in the transferring company. In a letter dated February 10, 2023, Nikon AM. AG informed the Management Board of SLM AG that it held a share of approximately 90.8% of the share capital of SLM AG at that time. At the same time, it has declared its intention to effect a merger of SLM AG (transferring legal entity) into Nikon AM. AG (acquiring legal entity) with the exclusion of the minority shareholders of SLM AG pursuant to Sec. 62 para. 5 sentence 1 UmwG in conjunction with Secs. §§ Sections 327a et seq. AktG against granting of appropriate cash compensation.

The final draft of the merger agreement between Nikon AM. AG and SLM AG dated May 31, 2023 is to be audited pursuant to §§ 60, 9, 10 UmwG. In this regard, we refer to our report on the audit of the merger agreement of June 3, 2023. Within three months after the conclusion of the merger agreement, the general meeting of SLM AG as the transferring company may, upon request of the majority shareholder Nikon AM. AG may resolve on the transfer of the shares of the minority shareholders to the majority shareholder (transfer resolution). The date of the General Meeting of SLM AG, at which the transfer resolution is to be brought about, is scheduled to be July 13, 2023.



By order dated April 17, 2023, the Regional Court of Lübeck, at the request of Nikon AM. AG, the Regional Court of Lübeck appointed PKF Fasselt Partnerschaft mbB Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft Rechtsanwälte, Duisburg, as joint merger auditor pursuant to Sections 10, 60 UmwG and as expert auditor pursuant to Section 62 para. 5 UmwG in conjunction with Sections 327c para. 2 sentences 2 to 4, 293c para. 1 sentences 3 to 5 AktG (Annex 1). The contractual relationship with Nikon AM. AG was agreed in writing in a confirmation letter dated April 19 / April 24, 2023.

Nikon AM. AG has engaged Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart (hereinafter also "Ebner Stolz" or valuation experts) to determine the enterprise value of SLM AG as a basis for the determination of an appropriate cash compensation. The expert opinion dated May 30, 2023 on the determination of the enterprise value of SLM AG as of July 13, 2023 is attached as Annex 5 to the transfer report of the majority shareholder on the squeeze-out of minority shareholders.

Pursuant to Section 327c AktG, the subject of the audit is the adequacy of the cash compensation determined by Nikon AM. AG as the principal shareholder of SLM AG, as evidenced by its written report to the Annual General Meeting of SLM AG.

We performed our audit in the period beginning on April 18 until June 3, 2023, at the facilities of SLM AG in Lübeck and at our office in Duisburg. We performed our audit work in parallel and immediately after the completion and submission of partial results by Nikon AM. AG and Ebner Stolz. This procedure is usually within the scope of such audits and recognized by the jurisdiction. It is justified by the necessity to issue a final audit opinion promptly after the completion of the valuation. We have reproduced the calculation of the enterprise value in our own valuation model. We have formed our audit opinion independently and on our own responsibility.

In the order dated April 17, 2023, of the Regional Court of Lübeck, it is explicitly stated that the auditor is not required to conduct an independent valuation of the company. Instead, relevant elements of the valuation, in this case, the valuation of Ebner Stolz, which is the basis for determining the cash compensation, are to be examined for their plausibility. Relevant parameters are to be disclosed in the audit report.

Against this background and in the interest of increasing the transparency and acceptance of the audit, the Lübeck Regional Court, in its order dated April 17, 2023, ordered us to comment on the following points in our audit report pursuant to Section 293e of the German Stock Corporation Act (AktG) and to provide explanations if the information in question is not already sufficiently clear and detailed from the report of the principal shareholder pursuant to Section 327c (2) sentence 1 AktG:

- a) The audit report shall state the place, manner and time of the audit and the qualifications of the staff employed. If a parallel audit takes place, the audit procedure shall be briefly explained in terms of subject matter, time and location.
- b) On which significant points did the auditor's opinions differ from those of the preparer of the report pursuant to Sec. 327c (2) Sentence 1 AktG or the valuation report concerning the valuation presented therein? If the enterprise value appraiser disagreed with the auditor's opinion, please explain why the auditor's opinion is preferable.
- c) If the information requested by the auditor or other information (see above) has yet to be provided, this must be disclosed in the report.
- d) The methods used to determine the enterprise value and the adequacy of these methods must be explained. It is necessary to describe the valuation methods for the valuation of the assets required for the business, the assets not essential for the business and, if applicable, the special values.
- e) If a discounted cashflow method is used, the sources from which the parameters used in the discounted cash flow method for measuring the capitalization rate (risk-free rate, growth rate, excess returns, beta factor, the composition of a peer group, etc.) were derived must be stated. It must be explained whether and how the figures derived from capital market data were subjected to a plausibility check against the background of the company's specific situation. As well as, a brief explanation must be given as to why these particular indices and/or time periods are preferable to others which are also considered.

Where recommendations of the FAUB are used, the audit report should indicate the extent to which the application of these recommendations is customary and professionally recognized in business valuation practice and - to the extent known to the auditor - the extent to which the applied recommendations are based on a plausible data basis or scientific source of knowledge.

- f) If past results and certain extraordinary income and expenses are adjusted, these must be explicitly listed and justified.
- g) With regard to the underlying business plans, the following points are to be presented:
  - (1) Planning:
    - Who drew up the basic plans?
    - When were they drawn up?
    - Which boards approved the audits?
    - Were the plans prepared as part of the company's standard planning and budgeting process, or were they prepared specifically for the company valuation that was carried out?
  - (2) Modifications:
    - Were changes or additions to internal company basic plans made by the valuation expert (or the auditor)?
    - Which independent calculations (e.g. determination of the perpetual annuity) or particular value calculations (e.g. payout plan for pension obligations) were determined by him?
  - (3) Premises:

Presentation of the main planning parameters affecting value with corresponding explanations and justifications concerning their selection and given ranges. In particular, the assumptions regarding the development and business activities are to be presented. The market forecasts available when the plan is prepared, must also be listed,

as must the selection of the market forecasts used as a basis. The revenue planning must be described separately regarding volume and price development.

- h) Explanations of particular aspects of the valuation presented in the report or valuation opinion, e.g.
  - special assets
  - non-operating assets
  - special business situations.
- i) In the case of determining a stock exchange value, the data sources and the calculation methodology for determining average stock exchange prices must be stated or presented. The traded individual transactions with information on the date, volume (number of units), stock exchange, and traded price should result from the audit report or an appendix to it or, in the case of a large volume of data, should at least be attached in electronic form (cf. item 4.). If the stock exchange price differs significantly from an enterprise value determined by other methods, the auditor should explain the reasons for this, which, in his opinion, are decisive.

For the purpose of our audit, we have obtained the following material documents and information:

- Written report by the principal shareholder dated May 31, 2023, setting out the conditions for the transfer of the shares and determining and justifying the appropriate cash compensation;
- Expert opinion of Ebner Stolz on the determination of the enterprise value as of July 13, 2023 of SLM AG dated May 30, 2023, as well as previous drafts;
- Letter of Nikon AM. AG dated February 10, 2023, to the Management Board of SLM AG regarding the intention to merge SLM AG into Nikon AM. AG and exclusion of the minority shareholders of SLM AG in connection with the merger (squeeze-out under conversion law);
- Deposit confirmation from Morgan Stanley Bank AG dated January 12, 2023, for 23,375,890 bearer shares of SLM AG;
- Deposit confirmation from Deutsche Bank AG dated May 30, 2023, for 28,738,475 bearer shares of SLM AG;

- Final draft of the merger agreement dated May 31, 2023, as well as previous drafts;
- Annual reports of SLM AG for the financial years 2020 to 2022;
- Reports of KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, on the audit of the individual financial statements and the consolidated financial statements of SLM AG as of December 31, 2020, December 31, 2021, and December 31, 2022;
- Balance sheets and income statements of the subsidiaries for the fiscal years 2020 to 2022;
- Commercial register excerpt of SLM AG dated May 30, 2023;
- Articles of Association of SLM AG as of January 19, 2023
- Draft resolution of the Supervisory Board of SLM AG dated May 31, 2023 on the amendment of § 4 of the Articles of Association of SLM AG regarding the division of the share capital into 31,107,819 no-par value shares.
- Subscription declarations of BNP Paribas (in its capacity as conversion agent) pursuant to Section 198 of the German Stock Corporation Act (AktG) dated May 5, 2023 regarding the shares of SLM Solutions Group AG issued since January 17, 2023 as a result of the conversion of convertible bonds 2020/2026, 2021/2026 and 2022/2026;
- Budget/forecast for the SLM AG Group for fiscal year 2023 as of November 2022 and updated as of May 2023;
- Mid-term planning for the SLM AG Group for the financial years 2024 to 2027 as of May.2023,
- Quarterly report dated May 10, 2023 on the results of the SLM AG Group for the 1st quarter of 2023;
- Minutes of the meetings of the Supervisory Board of SLM AG from January 18, 2021, to March 16, 2023;
- Minutes of the meetings of the Board of Directors of SLM AG from April 26, 2021 to November 29,2022;
- Publications on the market and industry situation.

In addition, for the purpose of our audit, we made use of the verbal information provided to us in meetings by the Management Board and the employees of SLM AG responsible for planning as well as the valuation expert and publicly available information and capital market data.

All information and evidence requested by us have been willingly provided by the Management Board of SLM AG and its appointed persons. We have verified the completeness and correctness of the information provided and the documents submitted by the Management Board of SLM AG and the Management Board of Nikon AM. AG in a declaration of completeness, which is customary in the profession.

During the audit, we observed the relevant professional pronouncements and, in particular, the current IDW Standard "Principles for the Performance of Business Valuations" in the version of April 2, 2008 (hereinafter also referred to as "IDW S 1 as amended in 2008").

Our audit results are based on the examination of documents of SLM AG, on information provided by the Management Board of SLM AG as well as on the explanations regarding the determination of the enterprise value of SLM AG in the transfer report and supplementary information and documents provided by the employees of Ebner St. Gallen supporting Nikon AM. AG's support staff of Ebner Stolz. We have recorded the nature and scope of our audit procedures in our working papers.

By order dated April 17, 2023, we were asked by the Lübeck Regional Court to state in the audit report where, how and at what time our audit was conducted and what qualifications the employees had. In the case of the present parallel audit, the audit procedure should be briefly explained in terms of subject matter, time and location.

An initial meeting between Ebner Stolz and PKF took place on April 26, 2023, in which Ebner Stolz explained the valuation status to us, the schedule and the unique features of the valuation object. Furthermore, the exchange of data was discussed.

The data exchange primarily took place via a data room set up by Ebner Stolz and via e-mail. In the data room, Ebner Stolz entered the information and documents requested by Ebner Stolz and PKF from SLM AG as well as working papers on key valuation parameters. PKF had access to the data room since April 25, 2023.

The main discussions - in particular on planning, key valuation parameters and a regular exchange on the status of the valuation and audit - took place via video conferencing systems. In addition, an on-site meeting was held at SLM AG in Lübeck on May 16, 2023. (cf. appendix 2).

We have independently and on our own responsibility analyzed and assessed the findings from the discussions, the documents submitted by SLM AG and the working papers submitted by Ebner Stolz. We have intensively discussed the planning assumptions and valuation parameters with the valuation expert Ebner Stolz. There were no diverging opinions between Ebner Stolz and PKF.

The responsible employees used in the audit have the following relevant qualifications:

- Mr. Ralf Niggemeier is a lawyer, auditor and tax advisor and has more than 15 years of extensive experience and knowledge in the field of business valuation in transactions and structural measures under stock corporation and conversion law as an expert as well as a court-appointed auditor in the context of examining the adequacy of cash compensation, compensation payments or exchange ratios,
- Mr. Thomas Kleibrink is a certified public accountant and tax consultant. For more than 20 years, he has gained extensive experience and knowledge in the field of business valuations in connection with structural measures under stock corporation and conversion law as an expert in the preparation of valuation reports and as a court-appointed auditor in connection with the examination of the adequacy of cash settlements, compensation payments or exchange ratios,
- Mrs. Andrea Stams is a Certified Valuation Analyst (CVA) and has been active in business valuation and consulting for companies for four years, inter alia in the area of financing corporate acquisitions and working capital.
- Mr. Bastian Schumacher is a Certified Valuation Analyst (CVA) and has been active in business valuation and business consulting for companies for four years, including the formulation and evaluation of business plans, cooperation models, transformation projects, investment calculations and profitability analyses.
- Ms. Kim Xuan Tran is a certified public accountant and tax consultant and has been working in the field of business valuation and business consulting for 10 years.

Except for interns, the other employees employed have relevant professional experience of one to several years in the area of valuation, market and competition analysis or the plausibility check of planning calculations.

If, in the period between the completion of our audit and the date of the intended resolution of the Annual General Meeting of SLM AG on July 13, 2023 on the squeeze-out of the minority shareholders, significant changes in valuation parameters or the planned net assets, financial position and results of operations compared to the assumptions at the time of the preparation of the transfer report and our audit report will still have to be taken into account in the calculation of the cash compensation pursuant to Section 327b (1) AktG. For this reason, we will carry out an updated audit for the Annual General Meeting.

In accordance with Art. 327c par. 2 sentence 4 AktG, we are issuing this report on the results of our audit. The figures stated in our report are based on exact values. Therefore, addition or subtraction in table calculations may result in minor discrepancies in the subtotals or totals presented.

We would like to point out that our audit does not constitute an audit within the meaning of §§ 316 et seq. HGB. In this respect, the generally accepted standards for auditing financial statements have not been applied. This applies both to the information provided to us and the information and other documents provided to us.

This report on the audit of the adequacy of the cash compensation was prepared solely for the purpose described above. This includes the provision of the audit report in advance of the Annual General Meeting of SLM AG resolving on the squeeze-out of the minority shareholders and the presentation in any court proceedings in connection with the squeeze-out under conversion law. The report is not intended for publication, reproduction or use for any other purpose and may not be passed on to third parties outside this purpose without our prior written consent.



For the performance of our engagement and our responsibility, also concerning third parties, the General Engagement Terms for German Public Auditors and Public Audit Firms in the version of January 1, 2017 issued by the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer in Deutschland e. V.) as well as the Special Engagement Terms of PKF Fasselt Partnerschaft mbB Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft Rechtsanwälte dated October 1, 2020, are authoritative. Our liability is determined - in addition to the statutory limitation of liability pursuant to Section 293d (2) AktG in conjunction with Section 323 HGB - by No. § 323 HGB - according to No. 9.1 of the General Conditions of Contract. Concerning third parties, No. 1.2, 6.1, and No. 9.3 of the General Conditions of Contract shall apply. Suppose our report is used for purposes other than those on which the order is based. In that case, one must ensure that the General Conditions of Contract, as mentioned earlier, also apply in these cases.

## **2. Subject, type and scope of the audit**

### **2.1. Subject of the audit**

The subject and scope of the expert examination are derived from Sec. 62 (5) Sentence 8 UmwG in conjunction with Sec. § 327c para. 2, sentence 2 AktG and § 293e para. 1 AktG.

Pursuant to Section 327b para. 1 AktG, the principal shareholder, shall determine the amount of the cash compensation. The cash compensation must consider SLM AG's circumstances when the resolution is adopted by its Annual General Meeting.

Pursuant to Section 327c (2) sentence 2 AktG, the subject of our audit is the adequacy of the cash compensation determined by the principal shareholder.

Accordingly, we have examined whether the cash compensation determined by the principal shareholder is to be regarded as adequate considering SLM AG's circumstances. We did not perform a more extensive legal examination, particularly of the requirements for a transfer of the shares of the minority shareholders and the tax effects.

In accordance with Section 327c (2) sentence 4 AktG in conjunction with Section 293e AktG, we have not performed any further legal examination. § 293e AktG, we are required to report in writing on the results of our audit. Our audit report will conclude with a statement as to whether the proposed cash compensation is adequate. This is to state,

- according to which methods the cash compensation has been determined,
- the reasons why the application of these methods is appropriate, and
- which cash compensation would result from the application of different methods if several have been applied; at the same time, it shall be explained what weight has been attached to the different methods in determining the proposed compensation and the values on which they are based and what particular difficulties have arisen in the valuation.

Pursuant to Sec. 327c (2) Sentence 1 AktG, the Management Board of Nikon AM. AG has to submit a detailed written report (transfer report) to the general meeting of SLM AG, in which the prerequisites for the transfer are presented, and the adequacy of the cash compensation is explained and justified.

The adequacy of the cash compensation can be assessed based on a review of the enterprise value of SLM AG, which forms the basis for deriving the cash compensation. Therefore, the subject of our audit is the assessment of the company valuation of SLM AG concerning its methodological consistency. As the business valuation is based on future-related premises, it must also be examined whether the planning parameters relevant to the value have been derived appropriately and whether the planned future results appear plausible. Their derivation must also be assessed if stock market prices are used for the business valuation.

The transfer report was only the subject of our audit to the extent that it contains material information on the subject matter of the audit, the methodical and mathematical explanation and substantiation of the enterprise value of SLM AG and the derivation of the proposed cash compensation based thereon. The completeness and accuracy of the transfer report, as well as the appropriateness of the transfer of the shares of the minority shareholders, were not the subject of our audit.

## **2.2. Type and scope of the audit**

Based on the above, we have examined whether the proposed cash compensation is to be regarded as appropriate in view of the circumstances of the Company at the time of the resolution.

Accordingly, we have examined in particular whether the methods used to calculate the appropriate cash compensation are in accordance with generally accepted principles for business valuations, whether the underlying data are derived appropriately and professionally, and whether the assumptions regarding future estimates appear plausible.

We have received the Company's corporate planning, which serves as the basis for the valuation, as well as working papers of the valuation expert on the valuation, and have discussed them in discussions mainly with representatives of the Company and Ebner Stolz and have assessed their plausibility. As a benchmark for the plausibility assessment, we used IDW Praxishinweis 2/2017: "Assessment of corporate planning in the context of business valuations, restructurings, due diligence and fairness opinions" (as of January 2, 2017).

In addition, we have examined whether stock market prices for an adequate reference period in the past can be used for the valuation.

The focus of our audit was to determine whether

- the planning on which the business valuation is based reflects the expected business development of SLM AG in a plausible and justified manner,
- the planning calculation of SLM AG has been completely and correctly adopted by the valuation model of the valuation expert Ebner Stolz and taken into account accordingly,
- an adequate valuation methodology has been applied,
- the capitalization interest rate applied has been correctly derived,
- whether any special values exist and whether they have been applied plausibly and appropriately, and
- whether, in addition to the capitalized earnings value, other benchmarks such as multiple-based enterprise values or the stock market price exist, which can be used to assess the adequacy of the cash compensation.

### **2.3. Procedure for examining the adequacy of cash compensation**

Nikon AM. AG has determined the cash compensation on the basis of the expert opinion on the determination of the enterprise value of SLM AG by Ebner Stolz. Ebner Stolz has determined the enterprise value of SLM AG as an objectified enterprise value on the basis of the income capitalization method according to IDW S 1 in the version 2008.

Ebner Stolz verified the plausibility of the enterprise value determined in accordance with IDW S 1 in the 2008 version based on the multiples and also roughly checked whether the going concern value exceeds the liquidation value. In addition, Ebner Stolz considered the stock exchange price as a benchmark for the lower limit of cash compensation.

Against this background, we performed our audit as follows:

First, we analyzed the net assets, financial position and results of operations of SLM AG in the past based on the consolidated financial statements and internal breakdowns presented to us. For this purpose, we obtained the complete annual financial statements and consolidated financial statements of SLM AG, including the audit reports for the last three reporting dates and the reporting packages of the subsidiaries relevant to the consolidated financial

statements. The analysis of historical data based on the aforementioned annual financial statements serves as a basis for the plausibility check of the planning calculations.

We then familiarized ourselves with the methodology of the planning calculations. For the assessment, we had at our disposal the budget planning of SLM AG for the current fiscal year 2023 and the planning calculation of SLM AG for the years 2024 to 2027 according to the current status of May 2023. For this planning calculation, we performed a plausibility check of the underlying assumptions considering the expected market development and the development of the economic environment and the results of the past analysis. For the plausibility check of the earnings planning for the fiscal year 2023, we also used the actual figures for the period January to April 2023.

In the further course of the audit, we examined the adequacy of the methodological approach selected by the valuation expert for the valuation and the valuation premises to be defined in detail. For this purpose, we consulted the valuation model provided by the valuation expert in electronic form and the valuation report and previous drafts and working papers of the valuation expert. In doing so, we examined whether the historical accounts and the initial figures of the last annual financial statements as of December 31, 2022, the corporate planning and the valuation assumptions made were correctly included in the valuation model of the valuation expert in terms of calculation and content. In addition, we were provided with supplementary documents on individual questions and were given verbal and written information.

We checked the capitalization rate based on working papers of the valuation expert and our own investigations of the relevant capital market data.

We verified in detail the calculation of the enterprise value using the discounted earnings method and the derivation of the cash settlement amount per share from the calculated enterprise value. Our audit also covered whether the valuation expert observed the principles of IDW S 1 in the 2008 version.

Based on the annual financial statements and the information provided to us, we examined whether assets to be valued separately in addition to the capitalized earnings value should be included in the enterprise value. Finally, we reconstructed, reviewed and critically assessed the explanations provided by the valuation expert on the liquidation value, the comparative market valuation and the stock market price.

The planning assumptions and valuation parameters with a significant impact on the enterprise value were discussed intensively between us, the management of SLM AG and the valuation expert during the audit.

A key point of discussion was the growth forecasts with regard to the development of SLM AG's revenues and the corresponding EBITDA and EBIT margins for the period of a convergence phase after the end of the Company's medium-term planning from 2028 until the entry into a terminal value. In addition to his own considerations, the valuation expert has incorporated the information we have provided on further market studies with supplementary information on prognosis periods and growth expectations in the derivation of the transition phase.

During the audit of the beta factor, different definitions of the peer group, the stock indices used and the consideration of the degree of indebtedness were discussed intensively with the valuation expert.

At the final stage of the valuation, there were no diverging opinions between us and the valuation expert on matters relevant to the valuation. Accordingly, our audit report is not qualified in any respect and fully confirms the appropriateness of the cash compensation determined.

Appendix 2 to this audit report summarizes the audit procedures regarding subject matter, timing and scope.

Our audit report presents the results of our audit of the adequacy of the cash compensation determined.

### **3. Audit of the adequacy of the methods used to determine cash compensation**

Different valuation methods are generally considered to determine the adequacy of the cash compensation per share from the proportional enterprise value of SLM AG, which are discussed below with reference to the valuation.

#### **3.1. Dividend discount method and discounted cash flow method**

The legislator does not specify a particular method for the valuation of companies. From the point of view of the BGH, the only decisive factor is that it is a method recognized in economics or business administration and commonly used in practice (cf. BGH v. September 29, 2015).

The IDW Standard IDW S 1 in the 2008 version on the "Principles for the Performance of Company Valuations", to which Ebner Stolz referred in the present case, sets out - against the background of the viewpoints developed in theory, practice and case law - the principles according to which auditors value companies.

The principles of business valuation set out in IDW S 1 in the 2008 version represent an expert opinion recognized in case law for a methodologically correct approach to the fundamental analysis of business values (see Stuttgart Higher Regional Court, decision of November 5, 2013 -20 W 4/12). In the case of structural measures under stock corporation - and conversion law, objectified enterprise values in accordance with IDW S 1 in the 2008 version are predominantly used.

According to IDW S 1 in the 2008 version, the enterprise value is generally determined as the future earnings value. To determine the present value of future earnings surpluses, the capitalized earnings value method and the discounted cash flow methods can be used in their various forms. These methods are based on the same conceptual foundation of the net present value calculus. If the valuation assumptions are the same, especially concerning financing, the methods lead to the same company values.

In our opinion, it is methodologically appropriate to determine the enterprise value of SLM AG based on the objectified enterprise value in accordance with IDW S 1 in the 2008 version in the form of the capitalized earnings value method, a method recognized in science, business administration and case law.

The determination of the enterprise value of SLM AG is based on the capitalized earnings value method. This method determines the enterprise value by discounting the financial surpluses accruing to the owners of the company in the future, which are derived from the annual results planned, taking into account planned distributions. The methodical approach to the valuation of SLM AG is thus in accordance with the standard IDW S 1 in the 2008 version.

A proper business valuation carried out according to the capitalized earnings method requires coordinated budgeted balance sheets, budgeted profit and loss accounts and financial budgets. In this context, supplementary calculations may be necessary to determine the tax assessment bases. The valuation expert has transferred the partial plans prepared by SLM AG into an integrated planning and valuation model consisting of budgeted income statement, budgeted balance sheet and cash flow planning and supplemented them with separate financial and tax planning. This integration basically ensures that the individual planning elements are coordinated with each other regarding the planning premises and coherently result in a uniform planning calculation.

The valuation of companies according to the income capitalization approach requires a forecast of the available future financial surpluses of the company. This forecast is the starting point and the core problem of any company valuation. In this context, the earnings power proven in the past can serve as a point of reference for plausibility considerations on which reporting date and future-oriented company analyses are based. In addition to analyzing the company's success factors, a well-founded forecast requires an examination of the expected market and competitive conditions in the company's respective sector and, if necessary, accompanying analyses of economic relationships. The forecast is usually divided into two phases. In the detailed planning phase (first phase), the individual factors influencing the financial surpluses for a manageable period can generally be estimated in sufficient detail. The derivation of the sustainably achievable financial surplus in the perpetual annuity (second phase) period is regularly based on long-term extrapolations of trend developments.

The future financial surpluses are discounted using a capitalization rate that must be equivalent in terms of maturity, risk, and taxation in relation to the cash flow to be capitalized. If the capitalized earnings method is used, in which the financial surpluses of the shareholders are to be valued, a cost of equity must be determined for this purpose. The starting point for determining the discount rate is the observed return on a comparable investment in company shares, which can, in principle, be divided into a risk-free basic interest rate and a risk premium required for the assumption of entrepreneurial risk. In literature, case law and valuation



practice, the determination of the discount rate based on the model assumptions of the Capital Asset Pricing Model (CAPM) is recognized, which in its manifestation of the market model for the determination of risk premiums is based on empirically observable capital market data. The risk-free base interest rate is derived from empirically observable yield curves. To reflect the growth in financial surpluses assumed in the second planning phase in the valuation calculation, the capitalization interest rate for the perpetuity phase must be reduced by a corresponding growth discount.

According to the principles developed by case law and valuation practice and laid down in IDW S 1 in the 2008 version, the enterprise value is to be determined as an objectified value in the case of valuation occasions under company law and contractual agreements.

In line with long-standing valuation practice and German case law, the objectified enterprise value represents a typified, intersubjectively verifiable future earnings value from the perspective of a domestic natural person with unlimited tax liability as a shareholder. Therefore, both in deriving the financial surpluses expected for the future and in determining the interest rate to be applied for discounting the future surpluses to the measurement date, the personal tax burden of the shareholders arising upon distribution of the surpluses must be taken into account in addition to the definitive income taxes incurred at the corporate level. Interest income, dividend income and capital gains are subject to the uniform final withholding tax of 25.0% plus solidarity surcharge. The taxation of capital gains is dependent on the point in time at which the capital gain is realized, which is why a standardization over the holding period is necessary in this respect. In literature and valuation practice, a long-term holding period is assumed, and an effective capital gains taxation in the amount of half of the nominal final withholding tax rate of 12.5% plus solidarity surcharge is considered appropriate.

The determination of the objectified enterprise value is also based on the earnings power available at the valuation date, which is fundamentally based on the success factors available at the reporting date. The objectified enterprise value only considers the opportunities for success resulting from the measures already initiated or sufficiently specified at the reporting date. Measures that still need to be sufficiently concrete, such as possible yet undefined expansion investments, are therefore irrelevant when determining objectified enterprise values.

According to the principles developed in case law and valuation practice, only those synergy effects are to be included in the objectified enterprise value in the case of valuation occasions

under company law and contractual valuation occasions, which can be realized without implementation of the measure underlying the valuation occasion (so-called non-genuine synergy effects). Synergy effects are understood to be the change in financial surpluses that result from the economic combination of two or more companies and deviate from the sum of the surpluses arising in isolation (IDW S 1 in the 2008 version, para. 33). However, this only applies to the extent that the synergy-creating measures have already been initiated or documented in the corporate concept (IDW S 1 as amended in 2008, para. 34). Genuine synergy effects that only arise with the implementation of the measure underlying the cause are not to be considered.

When deriving the distributable financial surpluses, the previous and planned distribution policy, the equity capitalization, and the tax and legal framework conditions must be considered in the detailed planning phase. When forecasting the sustainable distributable earnings in the perpetuity phase, it must generally be assumed in accordance with IDW S 1 in the 2008 version that the distribution behavior of the company to be valued is equivalent to the distribution behavior of the alternative investment. In this context, existing effective capital gains taxation must be considered in the case of reinvestment and inflation-related increases in value.

The valuation of SLM AG has been carried out appropriately and correctly in accordance with these methodological principles.

### **3.2. Non-operating assets and special assets**

Only the value of the assets necessary for the business is reflected in the capitalized earnings value. Suppose the valuation object has non-operating assets that can be sold individually without impairing the company's continuation and have a higher disposal value than their capitalized earnings value. In that case, these must be recognized separately outside the income valuation of the operating parts of the company and included in the respective total company value. In addition to assets that are not essential to the business, special tax circumstances may also have to be recognized as special values.

SLM AG has no non-operating assets or other assets to be recognized as special assets.

### 3.3. Liquidation value

The liquidation value is determined as the present value of the net proceeds from the sale of the assets, less liabilities and liquidation costs. If applicable, it must be considered that future income taxes will reduce this present value (IDW S 1 in the 2008 version, para. 141).

Particularly in the case of poor earnings, the present value of the financial surpluses resulting from liquidation (in the form of break-up or sale) of the entire company may exceed the capitalized earnings value as a going concern. In this case, according to previous opinions, the company's liquidation value always formed the lower value limit for the company valuation. More recent case law, however, not only differentiates according to whether there is an intention to liquidate the company at all but also differentiates according to the reasons for and the circumstances of the continuation of possibly unviable companies. Accordingly, the liquidation value is at most relevant if liquidation is sought or the earnings prospects are negative in the long term (cf. OLG Düsseldorf, decision of February 27, 2004, DB 2004, p. 1032 et seq., and LG Frankfurt am Main, decision of June 13, 2006, NZG 2006, p. 868 et seq.).

In the present valuation case, the valuation expert did not explicitly derive a liquidation value, as there were no indications for a liquidation value above the going concern value.

We consider Ebner Stolz's assessment of the relevance of the liquidation value to be appropriate based on our analyses of the amount of the earnings value, and the stock market price, taking into account the carrying amount of equity and any hidden reserves realizable in the event of liquidation, as well as any liquidation costs incurred. Not least due to the fact that a liquidation is not actually planned for SLM AG and the earnings prospects are not negative in the long term, the liquidation value is therefore not relevant.

### 3.4. Comparative market valuation

Simplified pricing in the sense of multiplier methods can provide indications for a plausibility assessment of the valuation results according to the income capitalization approach or the DCF methods (IDW S 1 in the version 2008, para. 143) and are not uncommon in valuation practice.

The multiplier valuation is a market-oriented valuation approach based on prices already achieved on the market and thus on information processed on the market. A multiple reflects the ratio of a reference figure (e.g. sales, EBITDA or EBIT) to the market value of a company, which is determined for companies comparable to the valuation object based on capital market data and published company information. The "value" of a company then results from the product of the specific reference values of the valuation object with the multiplier of the comparable companies.

Accordingly, when carrying out such valuations, an analysis of the past and also the expected earnings situation of the valuation object is required on the one hand. On the other hand, the earnings multiples must be derived from an analysis of the valuations of comparable companies.

According to IDW S 1 in the 2008 version, simplified pricing in the sense of such a multiples valuation serves exclusively as a plausibility check and cannot take the place of a company valuation. In our opinion, individual circumstances of a company cannot usually be sufficiently considered in a valuation based on multiples. Therefore, a comprehensive analytical valuation using the capitalized earnings value method is preferable, as has been done here. For this reason, we consider it appropriate that Ebner Stolz has only used the multiples method as a plausibility check.

To verify the results from the earnings-based derivation of the value per share, we performed the multiple analysis documented in section 5, with which we simultaneously checked the plausibility of the analysis performed by Ebner Stolz.

### **3.5. Prior acquisitions by Nikon AM. AG**

Prices actually paid for companies and shares in companies can be used to assess the plausibility of company values, provided that they are comparable with the object of the valuation and sufficiently close in time. However, they are no substitute for a company valuation (IDW S 1 in the 2008 version, para. 13).

Nikon AM. AG published on September 30, 2022, a voluntary public takeover offer (cash offer) to the shareholders of SLM Solutions Group AG for the acquisition of all no-par value bearer shares of SLM Solutions Group AG for a cash consideration of EUR 20.00 per share of SLM Solutions Group AG. On January 20, 2023, Nikon Corporation announced the fulfillment of all closing conditions for the voluntary public takeover offer of Nikon AM AG for the shares of SLM Solutions Group AG. The offer price corresponded to a premium of EUR 9.06 or approx. 83% to the volume-weighted XETRA average price of the last three months prior to the Effective Date in the amount of EUR 10.89 (see p. 47 Joint Reasoned Statement of the Management Board and the Supervisory Board of SLM Solutions Group AG pursuant to Section 27 WpÜG).

According to the case law of the Federal Constitutional Court, the prices actually paid by a majority shareholder for shares in a dependent company may be disregarded in the valuation of the share ownership for the purpose of calculating the cash compensation pursuant to Sec. 305 AktG, as there is regularly no direct relationship to the "true" value of the share ownership in the hands of the minority shareholders nor to the market value of the shares (cf. BVerfG, April 27, 1999, 1 BvR 1613/94, AG 1999, pp. 566, 568). This is also in line with the prevailing opinion in the legal literature and the case law of the highest courts, also for the squeeze-out under merger law (see van Rossum, in: Münchener Kommentar zum AktG, 5th ed., 2020, Sec. 305, para. 91; BGH, July 19, 2010, II ZB 18/09, AG 2010, pp. 629, 632).

It must therefore be stated that in this case, too, pre-acquisition prices from previous share purchases are not relevant to the valuation.

### **3.6. Stock market price**

If the shares of a company are listed on a stock exchange, it is generally possible and, in accordance with the principles of supreme court rulings (cf. BVerfG of April 27, 1999, 1 BvR 1613/94), necessary to use the stock market price as a basis for comparison to determine an appropriate cash settlement and to compare it with the value per share determined using

the capitalized earnings value method. Therefore, an existing stock market price may not be disregarded when calculating the severance payment.

For this reason, in our opinion, it is appropriate that Ebner Stolz has analyzed the stock market price of SLM AG regarding a possible lower value limit.

Regarding the specific derivation of the stock market price, we refer to section 6 of this audit report.

### **3.7. Audit findings on the adequacy of the method used to determine the cash compensation**

The transfer report to be prepared in accordance with Section 327c (2) AktG provides in Section III.5 for a cash compensation in the amount of EUR 18.89 per share of SLM AG.

For the determination of the cash compensation, Nikon AM. AG commissioned Ebner Stolz to provide an expert opinion on the enterprise value of SLM AG and on the amount of the compensation pursuant to Section 327 b AktG. The valuation report of Ebner Stolz is attached to the transfer report as Annex 5 and is an integral part of the transfer report. It contains explanations and justifications of the principles and methods used to determine the appropriate cash compensation. According to these explanations, the cash compensation has been derived based on the stock market price who was higher than the enterprise value derived by the capitalized earnings value method. Accordingly, the valuation expert determined an appropriate cash compensation in the amount of EUR 18.89 as part of his valuation.

The appropriate cash compensation has been determined in accordance with the principles and methods described in the preceding subsections. We consider this approach to be appropriate. For details of our audit findings, we refer to the following sections.

#### **4. Audit findings on the derivation of the cash compensation**

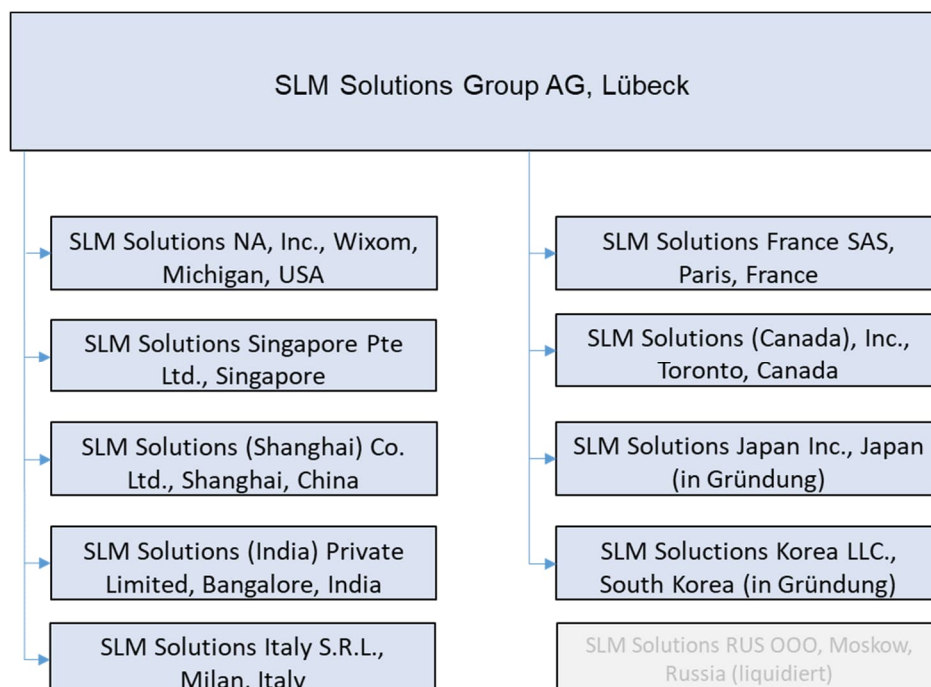
As a result of our audit, which was conducted in accordance with professional standards, the following audit findings were made.

##### **4.1. Valuation object**

The subject of the valuation is SLM Solutions Group AG, with its registered office in Lübeck, Germany, including its investments in Germany and abroad. SLM AG is registered under the name "SLM Solutions Group AG" under the registration number HRB 13827 HL in the Commercial Register of the Lübeck District Court.

According to the commercial register, the company's object is the development, manufacture and sale of equipment, samples and small series for additive manufacturing and prototyping, as well as associated consumables and the provision of related services. The Company is entitled to engage in all transactions and take all measures which appear necessary or useful for the realization of its corporate purpose. In particular, it is entitled to realize its corporate purpose itself or in whole or in part through subsidiaries or associated companies, as well as to establish branches under the same or a different name in Germany and abroad. The Company may establish companies, even if they have a different corporate purpose, acquire them in whole or in part or dispose of them, combine them under uniform management and conclude corporate and corporate cooperation and joint venture agreements with them, or limit itself to the management of shareholdings. It shall be entitled to spin off all or part of its operations into subsidiaries or associated companies. It may also limit its activities to part of the scope of activities referred to in paragraph 1.

The following table provides an overview of SLM AG together with all its subsidiaries and their shareholdings:



SLM AG holds 100% of the shares in each of the subsidiaries listed. The two companies in Japan and Korea are still being established at the time of the audit. According to the information in the annual financial statements of SLM AG dated December 31, 2022, the subsidiary in Russia has ceased its business activities and has been liquidated. As the parent company, SLM AG prepares consolidated financial statements in which all listed companies are included. SLM AG acts as the sole production site in the Group and is also responsible for significant parts of the operational and administrative tasks and product development. Furthermore, it coordinates worldwide sales activities. In addition to local sales activities in their respective geographical areas of responsibility, the subsidiaries also provide customer services.

At the time of the completion of our audit, the share capital of the company is divided into 31,107,819 no-par value bearer shares, each with a notional value of one euro, and accordingly amounts to EUR 31,107,819.00. According to the deposit certificate of Deutsche Bank AG dated May 30, 2023, 28,738,475 of these no-par value shares (corresponding to 92.38%) are in the hands of Nikon AM. AG. The Nikon AM. AG is thus the principal shareholder of SLM AG within the meaning of Section 62 (5) sentences 1 and 8 UmwG in conjunction with Section 327a (1) sentence 1 AktG.



Accordingly, the economic activities combined under the legal entity of SLM AG were to be valued. The definition of the object of the valuation was carried out appropriately.

#### **4.2. Business activities of SLM AG**

SLM AG is a leading provider of metal-based additive manufacturing technology (also referred to as "3D printing"). The product range currently comprises six systems, which differ primarily in the size of the build chamber as well as the number of built-in lasers. The NXG XII 600 machine (types NXG® XII 600 and NXG® XII 600 E) was launched in 2022 and is suitable for series production due to its productivity and size. With 12 built-in lasers, it currently has a unique selling point on the market. With regard to the five other machine types (SLM® 125, SLM® 280 2.0, SLM® 280 PS, SLM® 500, SLM® 800®) with smaller construction chambers, fewer built-in lasers and thus lower capacity, SLM AG faces increased competition from suppliers of competing products. SLM AG sees itself as a technology and innovation leader and works on the continuous development of new machines and platforms as well as the further development of existing product lines.

The systems use selective laser melting technology, in which a 3D computer model of the product to be manufactured is used to melt it layer by layer in a metal powder bed. The process is considered the leading technology in the field of metal-based additive manufacturing (see further information under 4.3.3). The products of SLM AG make it possible to manufacture complex metal components from various starting materials. The systems are constantly being further developed by the company's own research and development department and equipped with new functionalities. The in-house developed multi-laser technology used by the company has been patented. In addition, SLM AG offers software solutions for the optimization of support structures in 3D printing. Additionally, SLM AG offers software solutions for the optimization of support structures in 3D printing.

SLM AG's business is divided into two business segments:

- Machines: Development, production, marketing and sales of the machines and periphery equipment for selective laser melting using the powder bed process,
- After-sales: After sales of machine-related services such as service level agreements, training and installation, distribution of spare parts, accessories and consumables (especially metal powder), and in the area of machine-independent services.

The focus is currently on the machinery segment. SLM AG's customers are primarily companies from the automotive, energy, aerospace, mechanical engineering, toolmaking and medical technology sectors. These are both contract manufacturers and end users. The machines are sold worldwide, also via the subsidiaries. In addition to Europe, the target markets are the Middle East, Africa, North America and Asia.

The areas of application offered to customers through the use of SLM AG machines can essentially be divided into three areas: Prototype construction or small batch production, tools and functional parts or series production. In the past, the first area still dominated. With the new and further development of machines and an associated increase in productivity, SLM AG wants to establish itself more strongly in the application area of series production. In this way, the Company intends to penetrate market areas in the future that were previously reserved for manufacturers of machines for the conventional method of subtractive manufacturing.

#### **4.3. Analysis of market and competition**

##### **4.3.1. Preliminary statements**

Ebner Stolz presented the macroeconomic environment and information on the specific market and competitive environment in section 2.2 of the valuation report. We have followed the macroeconomic developments and country-specific assessments provided by Ebner Stolz and have thus convinced ourselves that the planning plausibility checks carried out by the valuation expert and the derivation of the financial surpluses are based on a well-founded analysis of the expected performance and financial developments of the company, considering the expected market and environmental developments (cf. paragraph 75 et seq. IDW S 1).

In addition to our own plausibility checks of the planning calculations presented and the company valuation based on them, we carried out our own market and competition analyses.

The principles for the plausibility check of corporate planning, particularly by auditors, are described in IDW Practice Note 2/2017: "Assessment of a Corporate Planning in Valuation, Restructuring, Due Diligence and Fairness Opinion."

Accordingly, corporate plans contain forward-looking information that cannot be assessed, like past-oriented information. Corporate plans contain assumptions and estimates about future internal and external developments and circumstances that are uncertain by nature. As a neutral expert, the auditor cannot make a statement as to whether the planning presented to him is correct. Instead, there is room for maneuvering in assessing uncertain future developments so that only the plausibility of a plan can be assessed (cf. IDW Practice Note 2/2017 para. 4).

Accordingly, plausibility means, taking into account the inherent uncertainty of corporate planning, assessing whether the assumptions on which corporate planning is based are plausible, i.e. comprehensible, consistent and free of contradictions (cf. IDW Practice Note 2/2017 para. 5).

In the context of the plausibility check of the planning, the planning is to be assessed based on different analytical treatments and by applying different plausibility standards (cf. IDW Practice Note 2/2017 para. 14 et seq.). These standards are:

- Computational and formal plausibility
- Material, internal plausibility
- Material, external plausibility

When analyzing material plausibility, it must be assessed whether the assumptions on which the planning is based and the results resulting from the assumptions and the planning model were derived as a whole with due consideration of opportunities and risks. Plausibility exists if the assumptions and the planning approaches are comprehensible, consistent and free of contradictions, i.e. in line with the findings of past, market, competitive and business analysis, taking into account the reason for the assessment.

The analyses of material plausibility can be distinguished into the analysis of internal and external plausibility. The analysis of external plausibility focuses on whether the assumptions made in the planning are consistent with the market and competition analysis results based on the general conditions prevailing at the time of planning (cf. IDW Practice Note 2/2017 Points 28 - 35).

The analysis of external material plausibility considers information on the past and expected development of the sales and procurement markets that are significant for the company. The evaluation of market and industry analyses serves to develop a benchmark for the assessment of planning assumptions. The market analysis focuses primarily on macroeconomic, political, social as well as technological and industry developments.

The competitive analysis evaluates the actual and expected future development of the companies competing with the valuation object, which are as comparable as possible. Within the scope of the competitive analysis, in particular, the sales and margin development assumed in the corporate planning can be tested based on the historical and forecast development of comparable companies (cf. IDW Practice Note 2/2017 para. 33). Insights for the assessment of the planning can also be gained from the analysis of competitor companies that are not directly comparable with the object of analysis (cf. IDW Practice Note 2/2017 para. 34).

Based on these principles, we performed the plausibility check of the corporate planning for the SLM AG Group documented in the following sections of this audit report.

#### **4.3.2. General economic conditions**

The economic situation in recent years has been characterized by various crises, some of which have had contradictory effects. In addition to the Corona pandemic, the war in Ukraine and various trade conflicts also had an impact.

## Development of inflation

In the last pre-Corona year, 2019, the inflation rate in Germany, measured as the change in the harmonized consumer price index compared with the previous year, was around 1.4% and, influenced by the restrictions to contain the pandemic, fell to approximately 0.4% in the following year. In 2021, the inflation rate rose to around 3.2% before inflationary pressure intensified massively against the backdrop of the Ukraine war in 2022. Prices for energy and food rose significantly in this context, whereupon the inflation rate in Germany also increased dramatically to around 8.7%. The picture is similar for the European Union as a whole. In 2020, the inflation rate was slightly higher than in Germany, at around 0.7%, whereas in 2022, it rose even more sharply across the EU to approximately 9.2%. The European Commission expects inflation to fall slightly in 2023 to around 6.3% for Germany and about 6.4% for all EU countries.

In addition to Europe, the USA is also an important sales market for SLM AG's products. The Covid-19 pandemic also influenced the inflation rate in 2020, although it did not fall to the same extent as in the EU (2019: approx. 1.8%, 2020: approx. 1.3%). In 2021, the inflation rate had already risen to around 4.7% and was also particularly impacted by the Ukraine war in the following year, 2022, with an increase to around 8.0%. Overall, however, inflation lagged behind that of the EU, as price increases were felt to an even greater extent in the EU, in particular due to the geographical proximity to the source of the conflict. For the current calendar year, inflation in the USA is expected to be around 4.5%, which is also significantly lower than in the EU. As things stand at present, inflation is expected to be approximately 2.0% in subsequent years.

A tighter monetary policy and a slowdown in growth are helping to dampen inflation. Based on a globally observed declining inflation level, which differs significantly from region to region, a medium-term inflation rate of around 1.5% and approximately 4.0% is expected in the countries relevant to SLM AG (see table below).

IMF World Economic Outlook April 2023 - Inflationsentwicklung										
in %	2019	2020	2021	2022	2023*	2024*	2025*	2026*	2027*	2028*
Deutschland	1,4	0,4	3,2	8,7	6,2	3,1	2,3	2,1	2,0	2,0
Frankreich	1,3	0,5	2,1	5,9	5,0	2,5	2,1	1,7	1,6	1,6
Italien	0,6	-0,1	1,9	8,7	4,5	2,6	2,1	2,0	2,0	2,0
USA	1,8	1,3	4,7	8,0	4,5	2,3	2,1	2,0	2,0	2,1
Kanada	1,9	0,7	3,4	6,8	3,9	2,4	1,9	1,9	1,9	2,0
Japan	0,5	0,0	-0,2	2,5	2,7	2,2	1,6	1,5	1,5	1,5
Singapur	0,6	-0,2	2,3	6,1	5,8	3,5	2,5	2,0	2,0	2,0
China	2,9	2,5	0,9	1,9	2,0	2,2	2,2	2,2	2,2	2,2
Indien	4,8	6,2	5,5	6,7	4,9	4,4	4,1	4,1	4,0	4,0

## GDP development

The development of the actual gross domestic product (GDP, change in % compared to the previous year) in the sales markets of SLM AG with its own subsidiaries averaged around 3.1% in 2022. The range was between approx. 1.1 % in Japan and approx. 6.8 % in India.

IMF World Economic Outlook April 2023 - BIP-Entwicklung										
in %	2019	2020	2021	2022	2023*	2024*	2025*	2026*	2027*	2028*
Deutschland	1,1	-3,7	2,6	1,8	-0,1	1,1	2,0	1,8	1,2	1,1
Frankreich	1,9	-7,9	6,8	2,6	0,7	1,3	1,9	1,8	1,6	1,5
Italien	0,5	-9,0	7,0	3,7	0,7	0,8	1,2	1,1	1,0	0,9
USA	2,3	-2,8	5,9	2,1	1,6	1,1	1,8	2,1	2,1	2,1
Kanada	1,9	-5,1	5,0	3,4	1,5	1,5	2,2	1,9	1,7	1,7
Japan	-0,4	-4,3	2,1	1,1	1,3	1,0	0,6	0,5	0,4	0,4
Singapur	1,3	-3,9	8,9	3,6	1,5	2,1	2,5	2,5	2,5	2,5
China	6,0	2,2	8,5	3,0	5,2	4,5	4,1	4,0	3,6	3,4
Indien	3,9	-5,8	9,1	6,8	5,9	6,3	6,2	6,1	6,0	6,0
Mittelwert	2,1	-4,5	6,2	3,1	2,0	2,2	2,5	2,4	2,2	2,2

For the current calendar year, the IMF expects an average change in real GDP of 2.0% for the relevant countries as of April 2023. In Germany, GDP is currently expected to decline slightly by 0.1%.

Looking ahead to the years 2024 to 2028, the average change in GDP is expected to range between 2.2% and 2.5%.

For the upcoming years, it can therefore be assumed that the economic conditions in the markets relevant for SLM AG will remain reasonably stable.

#### 4.3.3. Specific market and competitive environment

As shown in sections 4.1 and 4.2, SLM AG specializes in additive manufacturing and the sale of corresponding machines. Therefore, Business development is influenced by the overall economic environment and industry-specific conditions.

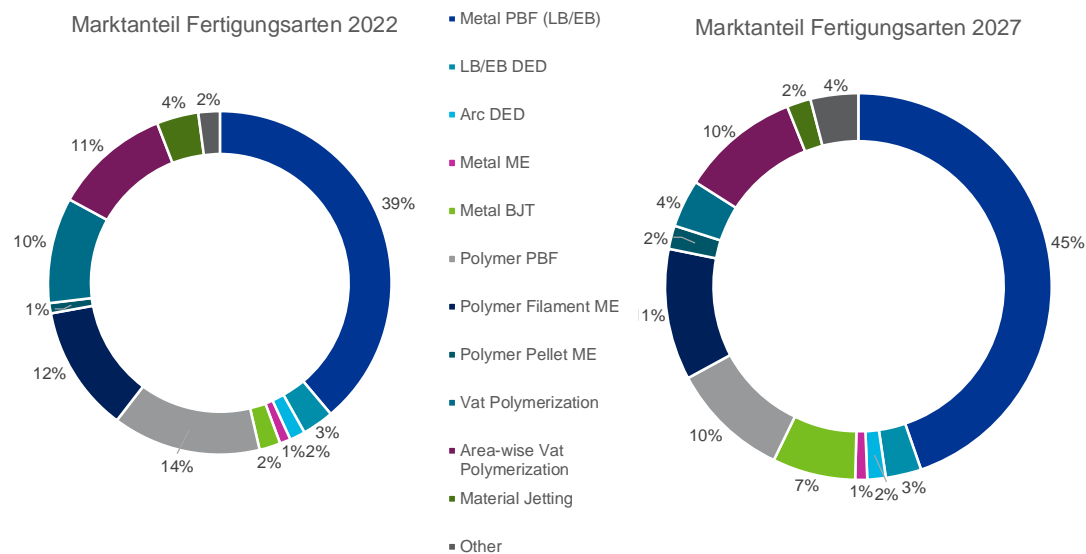
In additive manufacturing processes (also known as "additive manufacturing" or "AM" for short), the required components or products are generated layer by layer from 3D CAD data. Using computer-generated geometric models, objects are applied three-dimensionally layer by layer. The market can be divided into metal-based and polymer-based additive manufacturing.

Additive manufacturing technology, both with metal and polymers as feedstocks, was expected to generate EUR 9.5 billion in 2022 according to the "Additive Manufacturing Market Report" published by AM-POWER GmbH & Co. KG ("AMPOWER"), as of 03/2023, EUR 9.5 billion in sales in 2022, consisting of revenues for equipment, parts manufacturing (contract printing) and consumables. The market for metal-based AM, in which SLM AG also operates, grew by over 20.0% to more than EUR 3.0 billion in 2022, while the polymer-based market more than doubled this sales volume to around EUR 6.5 billion in the same year.

There are currently more than 20 different types of production in the Metal AM sector, the majority of which use metal powder as the starting material. The technologies differ not only in terms of material selection, but also in terms of the complexity of the possible parts and the amount of post-processing required.

According to the AMPOWER Report 2023, Metal AM technologies also differ significantly in terms of maturity. The maturity level of the respective technology is directly related to its capabilities and properties, e.g. process capability, system reliability, availability and quality assurance measures. These properties and capabilities are decisive for the acceptance or adoption rate in the industrial environment, the greatest manifestation of which can be seen in widespread industrial use. Currently, the technology of Metal Powder Bed Fusion (abbreviated: "Metal PBF"), which is used by SLM AG, shows the highest level of technology maturity and the greatest industrial diffusion compared to competing additive manufacturing technologies. However, other technologies and systems in the area of Metal AM (Binder Jetting / Metal BJT; Wire Plasma Arc ED / Arc DED) are also on the threshold of technology maturity and widespread industrial use or have already achieved this.

Accordingly, Metal PBF will account for a significant share of the additive manufacturing market volume in 2022. approx. 39.0% of the total market revenue in 2022 will be accounted for by systems that rely on metal powder bed fusion - more than any other type of manufacturing.



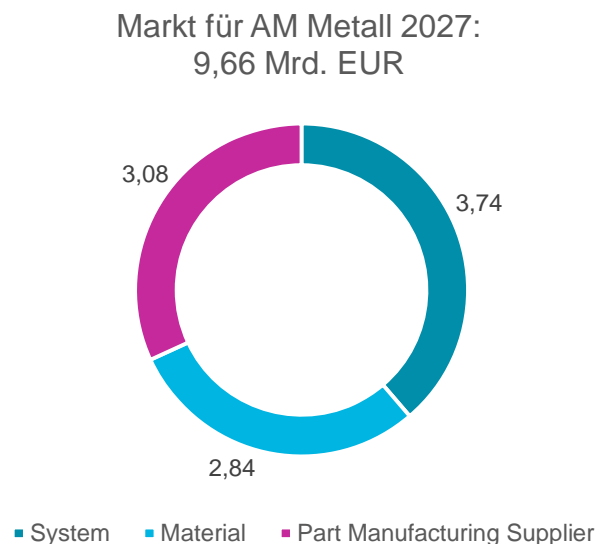
Source: AMPOWER Report 2023, p. 21.

Based on the market position of polymer-based manufacturing to date, metal-based AM is seen as having the greater growth potential through 2027.

AMPOWER report estimates an average assumed growth rate ("Com-pound Annual Growth Rate", or "CAGR") of around 17.7% p.a. for the years from 2022 to 2027. This CAGR is made up of growth in metal-based additive manufacturing of 26.1% and growth in polymer-based additive manufacturing of around 12.9%. Based on this assumption, the share of metal PBF in the revenues of the additive manufacturing market would increase to around 45.0% by 2027, which would correspond to around EUR 9.7 billion of a market volume of around EUR 21.6 billion.



It is expected that 38.7% of the total volume will be accounted for by systems (sales of machinery and related services), 29.4% by materials (raw materials for production) and 31.9% by part manufacturing suppliers (production services for customers):



Source: AMPOWER Report 2023, p. 24

In determining the forecasts, the AMPOWER report takes into account both the manufacturer side (supplier) and the estimates of (potential) future customers (buyer). For the development of the sales volume of metal 3D printers, this results in differentiated annual growth rates according to the perspective of the respondents. While the suppliers expect a CAGR of around 25.9% from 2022 to 2027, the buyers see this at only around 19.7%.

Revenues of around EUR 1.18 billion were generated from the sale of equipment in 2022. Based on the respective growth rates, the market volume for 2027 would be around EUR 2.84 billion (buyers' perspective) and EUR 3.7 billion (suppliers' estimate).

In terms of individual machines, i.e. units sold, an increase from 2,242 machines in 2022 to 5,504 (buyer) and 6,866 machines (supplier) in 2027 is expected, corresponding to a CAGR of around 19.7% and 25.1% respectively. There is a trend towards larger and therefore more expensive machines, which at the same time has an impact on revenues from service contracts, as the machines become more complex and are associated with higher implementation and support costs.

Other market studies for the additive manufacturing sector see divergent growth rates for partly divergent periods between the years 2022 and 2030.

Various studies (Grand View Research,: "Global Selective Laser Melting Machines Market Research Report 2023", Persistence Market Watch,: "Global Additive Manufacturing Market", Research and Markets: "Additive Manufacturing and Materials: Global Strategic Business Report" from 2023) see average annual growth expectations for the entire additive manufacturing market (polymer and metal) of between 20.8% and 21.9%.

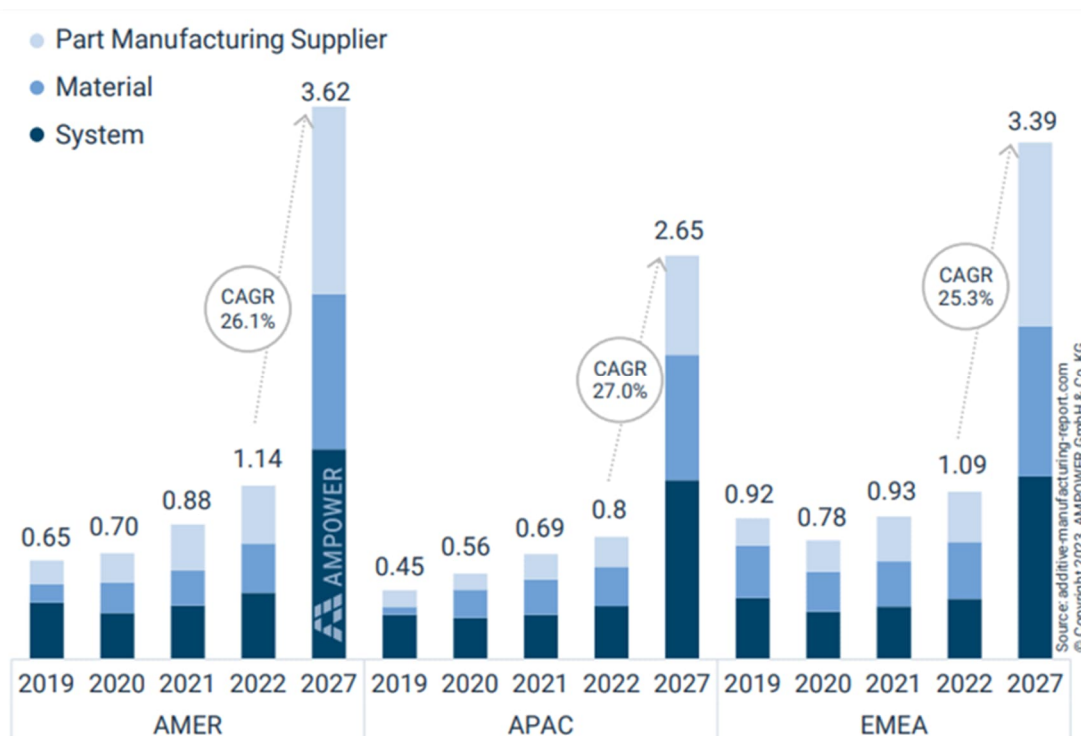
For the specific metal-based market of additive manufacturing, however, the market expectations differ. While the "Global Selective Laser Melting Machines Market Research Report 2023" by MarketWatch, Inc., here assumes lower growth averaging 13.9% p.a. for the years 2023 to 2030, estimates by Precedence Research ("Metal Additive Manufacturing Market") forecast an average annual growth rate of 18.2% for the years 2023 to 2030. A study by technavio ("Metal Additive Manufacturing Market Analysis 2023-2027") shows a growth expectation of 20.8%.

The annual growth rates for the years 2022 to 2030 of available relevant market studies on additive manufacturing technologies for metal printing range overall between 13.9% and 26.1%. It can be observed that the market studies with a longer observation period tend to forecast lower average growth rates than the studies whose observation periods end in 2027. This indicates a slowdown in growth and increasing market penetration in the years after 2027.

The following table provides an overview of the manufacturing types and materials considered in each case, as well as the growth rates determined in the context of these market studies:

Marktstudie	Datum	Zeitraum	Produktionsverfahren	Fertigungsstoffe	CAGR
Grand View Research	Apr 22	2022 - 2030	AM	Polymer und Metall	20,8%
Persistence Market Watch	Jan 23	2023 - 2033	AM	Polymer und Metall	21,6%
Research and Markets	Mrz 23	2022 - 2030	AM	Polymer und Metall	21,9%
AMPOWER	Mrz 23	2023 - 2027	AM	Polymer und Metall	17,7%
Mittelwert					20,5%
AMPOWER	Mrz 23	2023 - 2027	AM	Polymer	12,9%
Mittelwert					12,9%
Market Watch, Inc.	Apr 23	2023 - 2030	Selective laser melting	Metall	13,9%
Precedence Research	Jun 22	2022 - 2030	AM	Metall	18,2%
technavio	Jan 23	2022 - 2027	AM	Metall	20,8%
AMPOWER	Mrz 23	2023 - 2027	AM	Metall	26,1%
Mittelwert					19,8%

The AMPOWER study also lists differences in terms of expected growth regarding the economic regions in which sales are generated, although these are rather marginal. In 2022, the AMER (Latin America, USA, Canada, Mexico) region generated around EUR 1.14 billion in sales of metal-based platforms and consumables and parts manufacturing, the APAC (Asia Pacific) region around EUR 0.8 billion, and the EMEA (Europe, Middle East, Africa) region around EUR 1.09 billion. The forecast CAGR until 2027 is between 25.3% and 27.0%.



Source: AMPOWER Report 2023, p. 30

The main customers for AM machines are medical technology with a market share of around 15.0%, followed by the automotive and industrial sectors. The latter use additive manufacturing to support their own product development and production, with the automotive sector in particular conducting research into areas of application in series production. There is demand for machines with steadily growing build chambers. The (Research and Markets) report therefore assumes that the automotive, healthcare and aerospace sectors in particular will also be responsible for the growth of the market in the years up to 2030. The picture is similar for metal-based systems in particular. The AMPOWER study sees the aerospace industry as the largest customer in 2022, followed by parts manufacturing, industrial companies and medical technology. In the coming years, this development will continue, especially in the industrial and aerospace sectors, and sales in the automotive sector are also expected to increase significantly.

There is a demand for machines with steadily increasing build chambers and higher layers to be applied in order to be able to increase the productivity of the machines. The AMPOWER report also shows that demand is moving toward larger build chambers. While PBF platforms with a small build chamber of up to 350 mm still accounted for around 72.0% in 2022, the share is expected to drop to around 58.0% by 2027 from the manufacturer's point of view and even to around 54.0% from the buyer's point of view. Instead, the focus will increasingly be on machines with sizes of up to 599 mm or at least 600 mm, with suppliers giving machines with a build chamber of 600 mm and more a higher market share (around 15.0% in 2027) than potential buyers (around 11.0% in 2027).

In addition to increasing machine sales, the market participants surveyed by the AMPOWER study also anticipate significantly higher consumption of starting materials, i.e. metal powders. From 2021 to 2022, this grew by around 22.3% to approximately 6,852 tons. A CAGR of around 44.0% is expected over the forecast period, which would bring consumption to around 42,207 tons in 2027. This development will be driven in particular by new multi-laser machines, which will significantly increase the achievable output. The use of optimization potential also contributes to higher productivity and thus to a consequent increase in material consumption without the need to purchase new machines. This explains the even higher expected growth rates compared to revenues from equipment sales. However, it can be assumed that sales from consumables will not grow to the same extent as consumption per se. The reasons for this are falling selling prices in the face of growing competition and a shift in demand for materials within the metals, resulting in a CAGR of around 24.4% for the materials segment.

## Competitive situation

According to its own assessment, SLM AG currently occupies a technological leadership position in selective laser melting, which gives it a technological competitive advantage for a period of up to three years with the NXG XII 600 system. However, the system not only competes with products from direct competitors, but also with alternative technologies for the additive manufacturing of metals. SLM AG is in intense competition with a large number of suppliers. The market of suppliers is rather fragmented, besides innovative and smaller suppliers, which started as start-ups like SLM AG or e.g. EOS GmbH, increasingly also established machine tool manufacturers like Trumpf SE & Co. KG or DMG Mori AG are increasingly entering the additive manufacturing market. In addition, suppliers from the Asian region, especially China, are exacerbating the pressure on production costs alongside the pressure to innovate.

## Competitors

The following listed companies are named by the management of SLM AG as direct competitors of their company or were identified as such by the valuation expert and us:

### Stratasys Ltd.

Stratasys Ltd. ("Stratasys" for short) is a provider of polymer-based 3D printing solutions headquartered in Eden Prairie, Minnesota, USA, and Rehovot, Israel. The company was founded in 1989. Stratasys offers 3D printers for both volume production and prototyping, as well as software and complementary materials. The company uses a variety of technologies, including PolyJet, Fused Deposition Modeling technology (FDM), Programmable PhotoPolymerization (P3), stereo-lithography and Selective Absorption Fusion (SAF), to cover applications in industries such as automotive, aerospace and healthcare. Stratasys currently holds approximately 1,700 patents in additive technology. In addition, the company offers 3D printing services on a contract basis. Its products are sold through resellers worldwide. In fiscal year 2022, Stratasys generated sales of around EUR 608.3 million, EBIT was approx. EUR - 49.8 million.

### Velo3D, Inc.

Velo3D, Inc. (abbreviated as "Velo3D"), founded in 2014 in Campbell, USA, is a leading provider of 3D metal printing solutions. The company has developed a fully integrated manufacturing solution consisting of software, hardware, and intelligent manufacturing process. Primary customers are considered to be companies in the aerospace, automotive, and energy sectors. In the fiscal year 2022, the company generated sales revenues of approximately EUR 475.3 million, which represents an increase of approximately 194.3% compared to the previous year. EBIT amounted to around EUR - 97.3 million.

### Desktop Metal, Inc.

Desktop Metal, Inc. (abbreviated as "DM") was founded in Cambridge, Massachusetts (USA) in 2015. With over 1,000 employees, the company is one of the leading suppliers of 3D printers that work with the Binder Jetting or Digital Light Processing process. DM now maintains several production facilities in the USA, Germany, Italy, Belgium, and Japan. The company's customers are companies in the energy, aerospace, automotive, healthcare, and heavy industry sectors. In 2022, DM generated the equivalent of around EUR 195.0 million in sales and EBIT of around EUR -198.1 million.

### 3D Systems Corporation

3D Systems Corporation (abbreviated as "3D systems"), founded in 1986 in Rock Hill, USA, manufactures 3D printers, scanners, and related consumables. The company also offers on-demand 3D printing services. Both AM with polymers and metals is possible with 3D Systems' machines. Major customers include aerospace, defense, automotive, motorsports, jewelry, semiconductor and healthcare industries. The company's founder, Chuck Hull, is considered the inventor of stereolithography ("SLA"), the oldest patented additive manufacturing process. In 2022, 3D Systems generated sales of approximately EUR 501.9 million (translated) and EBIT of approximately EUR -109.1 million.

### Markforged Holding Corporation

Markforged Holding Corporation ("Markforged" for short), headquartered in Waltham, Massachusetts, USA, manufactures and distributes 3D printers, materials, software and other related services worldwide. The company offers desktop, industrial and metal 3D printers, composite, continuous fiber and metal parts, and advanced 3D printing software. Markforged

serves customers in the aerospace, military and defense, industrial automation, space exploration, healthcare, and automotive industries. In 2022, the company generated sales of around EUR 94.2 million, while EBIT was clearly negative at around EUR - 81.2 million.

## Margin comparison

Based on available analyst estimates, relatively strong sales growth is expected for all the competitors described above, mainly in the years 2023 to 2025:.

Umsatzwachstum	FY2020 AC	FY2021 AC	FY2022 AC	FY2023 E	FY2024 E	FY2025 E
Desktop Metal, Inc. (NYSE:DM)	-37,7%	582,5%	86,0%	4,4%	19,6%	19,0%
3D Systems Corporation (NYSE:DDD)	-12,4%	10,5%	-12,6%	2,3%	7,2%	3,9%
Velo3D, Inc. (NYSE:VLD)	24,6%	44,6%	194,3%	50,6%	37,2%	
Markforged Holding Corporation (NYSE:MKFG)	-1,0%	27,0%	10,7%	5,9%	17,4%	34,8%
Stratasys Ltd. (NasdaqGS:SSYS)	-18,1%	16,6%	7,3%	-1,3%	8,2%	10,9%
<b>Peer Group SLM</b>						
Minimum	-37,7%	10,5%	-12,6%	-1,3%	7,2%	3,9%
Maximum	24,6%	582,5%	194,3%	50,6%	37,2%	34,8%
Median	-12,4%	27,0%	10,7%	4,4%	17,4%	15,0%
Mittelwert	-8,9%	136,2%	57,1%	12,4%	17,9%	17,1%

Quelle: S&P Capital IQ, PKF-Analyse.

The historical data as well as the available analyst estimates for the development of the EBITDA and EBIT margins of SLM AG's competitors presented above for the years 2019 to 2025 are as follows:

EBITDA-Marge	FY2019 AC	FY2020 AC	FY2021 AC	FY2022 AC	FY2023 E	FY2024 E	FY2025 E
Desktop Metal, Inc. (NYSE:DM)	-382,0%	-500,9%	-111,8%	-77,4%	-21,1%	-2,5%	7,7%
3D Systems Corporation (NYSE:DDD)	-1,0%	-0,5%	0,6%	-14,6%	-0,1%	4,1%	6,7%
Velo3D, Inc. (NYSE:VLD)	-158,7%	-105,2%	-183,5%	-122,6%	-37,4%	-6,0%	
Markforged Holding Corporation (NYSE:MKFG)	-40,5%	-22,2%	-65,0%	-77,2%	-43,0%	-26,1%	-6,4%
Stratasys Ltd. (NasdaqGS:SSYS)	6,2%	-3,9%	-3,0%	1,0%	6,0%	8,7%	11,8%
<b>Peer Group SLM</b>							
Minimum	-382,0%	-500,9%	-183,5%	-122,6%	-43,0%	-26,1%	-6,4%
Maximum	6,2%	-0,5%	0,6%	1,0%	6,0%	8,7%	11,8%
Median	-40,5%	-22,2%	-65,0%	-77,2%	-21,1%	-2,5%	7,2%
Mittelwert	-115,2%	-126,5%	-72,5%	-58,1%	-19,1%	-4,4%	5,0%

Quelle: S&P Capital IQ, PKF-Analyse.

EBIT-Marge	FY2019AC	FY2020 AC	FY2021 AC	FY2022 AC	FY2023 E	FY2024 E	FY2025 E
Desktop Metal, Inc. (NYSE:DM)	-411,7%	-552,2%	-133,7%	-101,6%	-29,1%	-9,3%	0,1%
3D Systems Corporation (NYSE:DDD)	-8,9%	-8,5%	-5,1%	-21,7%	-4,5%	-0,3%	2,4%
Velo3D, Inc. (NYSE:VLD)	-166,1%	-111,8%	-194,5%	-129,1%	-41,9%	-9,7%	
Markforged Holding Corporation (NYSE:MKFG)	-42,4%	-24,7%	-66,9%	-86,3%	-59,8%	-42,1%	-13,3%
Stratasys Ltd. (NasdaqGS:SSYS)	-1,8%	-13,4%	-12,2%	-8,2%	2,9%	5,4%	9,4%
<b>Peer Group SLM</b>							
Minimum	-411,7%	-552,2%	-194,5%	-129,1%	-59,8%	-42,1%	-13,3%
Maximum	-1,8%	-8,5%	-5,1%	-8,2%	2,9%	5,4%	9,4%
Median	-42,4%	-24,7%	-66,9%	-86,3%	-29,1%	-9,3%	1,3%
Mittelwert	-126,2%	-142,1%	-82,5%	-69,4%	-26,5%	-11,2%	-0,3%

Quelle: S&P Capital IQ, PKF-Analyse.

Although the expectations for the individual companies differ considerably, overall they show an increasing development for all of them with predominantly still negative EBITDA and EBIT margins in the 2019 to 2022 period and for the forecast period 2023 to 2025.

### Future market development

Based on the above analyses, the market for additive manufacturing is an industry in the development and growth phase. As an innovative technology for manufacturing workpieces, AM promises great growth potential, as all current market studies predict. However, as the negative EBIT margins of SLM AG's competitors show, high development costs and a lack of economies of scale still regularly lead to annual losses for market participants, for the years 2019 to 2022. This supports the assumption that the AM is not yet a fully mature and developed market.

The substantial growth rates expected in the market studies for the period from 2023 to 2033, which still represents a phase of significant growth, therefore do not provide a reliable forecast for a long-term time horizon beyond a period of around ten years. In view of the technological maturity already achieved and the widespread use in the industrial environment, however, it is to be expected that the market for additive manufacturing will develop into a more mature market in which, in particular, the products of metal-based additive manufacturing will displace (substitution) or supplement those with other manufacturing methods or that products will develop further as a result of the technological possibilities of additive manufacturing (adaptation). In the medium to long term, this will create a competitive situation that approaches the market of machine tool manufacturers with traditional, subtractive processes. Against this background, it seems plausible to us that, particularly with regard to the long-term development of the market and competitive situation, the growth and margin expectations for SLM AG will develop comparably to those of established machine tool manufacturers.



The following companies in the machine tool manufacturing sector, which was expanded compared to the peer group used by the valuation expert, can be used as comparators for a long-term planning horizon:

#### DMG Mori Co., Ltd.

DMG Mori Co., Ltd. (abbreviated as "DMG Mori"), headquartered in Tokyo, Japan, was founded in 1948 and is engaged in the manufacture and worldwide sale of machine tools. The company offers 5-axis/multi-axis machines, turning centers, machining centers, lasertec and ultrasonic machines, as well as handling, machining, shaping, measuring and monitoring technology cycles. In addition, DMG Mori's product portfolio includes pallet pool, workpiece handling, tool and pallet handling systems, tool presetting, shrinking, measuring and balancing equipment, and CELOS, an operating system for machine tools. Peripheral equipment such as chucks, coolant oil, oil skimmers, compressors, coolant filters, air dryers, tool carts, tool cabinets, machines with coolant nozzles and other related products, measuring equipment such as tool presetting, shrinking and balancing machines, as well as measuring equipment on the machine, bar loaders, oil bar loaders and control cabinet coolers can also be purchased from the company. Furthermore, the company offers after-sales services and long-term maintenance of its machines. In 2022, DMG Mori generated converted sales of around EUR 3,168.7 million, with EBIT of around EUR 280.7 million.

#### Mikron Holding AG

The first company of the Mikron Group under Mikron Holding AG (abbreviated to "Mikron") was founded in 1908 in Biel, Switzerland. At nine production sites in six countries (including Germany and the USA), the Group develops, manufactures and markets automation and machining systems for precise and productive manufacturing processes in Switzerland, the rest of Europe, North America, the Asia-Pacific region and internationally. It operates in two segments, Mikron Automation and Mikron Machining Solutions. The Mikron Automation segment manufactures scalable and customized assembly systems. Its solutions include automated assembly and inspection systems. The Mikron Machining Solutions segment supplies machining systems for the production of high-precision metal components such as turbo-charger housings, injection nozzles and ballpoint pen tips. The segment also develops and produces high-performance cutting tools. Customers are mainly automotive suppliers, the pharmaceutical and medical technology sectors, and the consumer goods industry. In 2022, Mikron generated sales of around EUR 319.1 million and EBIT of around EUR 26.3 million.

### Sandvik AB

Sandvik AB (abbreviated to "Sandvik"), founded in 1862 in Sandviken, Sweden, is one of the country's largest industrial companies. The group employs 40,000 people in 130 countries. The engineering company offers products, solutions and equipment for mining and rock extraction worldwide, including drilling rigs and hammers, underground loaders and trucks, mechanical cutting equipment, rock tools and rock drills, and mining automation. Furthermore, the portfolio includes rock processing equipment such as crushers, screens, hydraulic hammers, demolition tools and crusher booms. The company also offers cutting tools and tooling systems as well as digital solutions and software, metal powders for additive manufacturing and controlled expansion alloy components, and tungsten powders and recycling services for secondary tungsten raw materials. Converted into EUR, sales in the last fiscal year were around EUR 9,639.9 million and EBIT was around EUR 1,675.4 million.

### Tsugami Corporation

Tsugami Corporation ("Tsugami" for short), headquartered in Tokyo, Japan since 1937, together with its subsidiaries, manufactures and distributes precision machine tools in Asia, America and Europe. The company offers CNC precision automatic lathes, including independent opposed group tools, group tool columns and turrets, precision group tool columns and vertical group tool columns, and CNC lathes. The group also sells products for turning centers, including bar and chuck machining, products for machining centers, including vertical machining centers, precision grinding machines, such as CNC cylindrical grinding machines, and precision threading and rolling machines. In addition, Tsugami inspects and maintains buildings and factory equipment and provides repair services. The company serves various industries, including electronics, information and telecommunications, and automotive. With sales of around EUR 621.9 million in fiscal 2021/2022, Tsugami will achieve EBIT of around EUR 133.1 million.

### Kennametal, Inc.

Kennametal, Inc. ("Kennametal" for short) is an American tooling manufacturer headquartered in Pittsburgh, Pennsylvania/USA, founded in 1938. The company's nearly 9,000 employees are engaged in the development and application of tungsten carbides, ceramics and superhard materials and solutions for use in metal cutting and extreme wear applications. Kennametal offers standard and custom products, including turning, milling, drilling, tooling systems and services, as well as special wear parts and metallurgical powders. Customers include manufacturers in a variety of industries, including transportation vehicles and components, machine tools and light and heavy machinery, airframes and aerospace components, and energy-related components for the oil and gas and power generation industries. Further, the company provides specific product design, selection, application and support services, as well as standard and custom machining solutions for aerospace, general engineering, energy and transportation customers. Kennametal also produces compacts, nozzles, and custom components used in the oil and gas and petrochemical industries; rod blanks and abrasive waterjet nozzles for general industry; earth drilling tools and systems used in underground mining, trenching, foundation drilling and road milling; carbide powders for the oil and gas, aerospace and process industries; and ceramics used in the packaging industry to metallize films and paper. The company offers its products under the Kennametal, WIDIA, WIDIA Hanita and WIDIA GTD brands through its direct sales force, a network of independent and national distributors, integrated supplier channels and the Internet. The company achieved sales of approximately EUR 1,877.2 million and EBIT of approximately EUR 222.2 million in 2022.

### Tornos Holding S.A.

Tornos Holding S.A., headquartered in Mountier, Switzerland, is a Swiss machine tool manufacturer founded back in 1880. Together with its subsidiaries, the S.A. is active worldwide in the development, manufacture, sales and service of machines and related spare parts. It manufactures sliding headstock automatic lathes, multispindle machines, milling machines, automation and bar feeders, as well as technology products and programming software. In addition, the company provides various services, including programming, preventive maintenance and overhaul of machines and used equipment, and training. The company serves the automotive, micromechanical, electronics, medical, and dental industries. In 2022, the company generated sales of approx. EUR 187.1 million, EBIT was approx. EUR 17.6 million.

## Dürr AG

Dürr AG (abbreviated to "Dürr"), founded in 1895 in Bietigheim-Bissingen, Germany, and its subsidiaries are active worldwide in mechanical and plant engineering. In the Paint and Final Assembly Systems business unit, the company plans, builds and modernizes paint shops and final assembly lines for the automotive industry. The Application Technology segment develops technologies for the automated spray application of primers, base coats and clear coats, systems for paint supply, quality assurance, process control and evaluation, sealing technology for seam sealing, and bonding technology. The Clean Technology Systems business segment offers exhaust air purification systems, battery electrode coating systems and noise control systems, as well as ORC technology and services. The Measuring and Process Systems segment produces balancing and diagnostic systems, filling technology for air conditioners and household appliances, and tooling systems for machines and machining centers, as well as services. In the Woodworking Machinery and Systems segment, the Company offers woodworking machinery and systems such as panel sizing and through feed saws, CNC machining centers, drilling machines, sanders and edge banders, as well as handling and storage systems. With sales revenues of approximately EUR 4,314.1 million, Dürr generated EBIT of EUR 209.5 million.

## Okuma Corporation

Okuma Corporation, headquartered in Niwa, Japan, has been manufacturing and distributing machine tools, NC controls, FA products, and servo motors in Japan, the United States, the rest of the Americas, Europe, China, and the Asia-Pacific region since 1898. The company offers lathes, multitasking machines, machining centers, grinding machines, and IT/CNC products. It also offers automation products and after-sales services, as well as solutions for the tool and die industry. The company's sales revenue in 2022 was the equivalent of around EUR 1,153.4 million, and EBIT was around EUR 96.5 million.

#### Takisawa Machine Tool Co., Ltd.

Takisawa Machine Tool Co., Ltd. ("Takisawa" for short), founded in 1922 and headquartered in Okayama, Japan, manufactures and distributes machine tools in Japan and internationally. The company's products include CNC, CNC/manual, motorized and manual lathes, as well as multi-tasking machines, reciprocating machines and machining centers. Takisawa also offers drilling centers, FA cells and systems, and sales support and technical services. In the most recently completed fiscal year 2021/2022, the company generated sales revenues of approximately EUR 176.7 million and EBIT of approximately EUR 4.5 million.

#### Sodick Co, Ltd.

Sodick Co. Ltd. ("Sodick" for short), headquartered in Yokohama, Japan, has been developing, manufacturing and selling numerically controlled electric discharge machines (EDM) since 1972. The company is particularly active in the machine tool, industrial machinery and food processing machinery segments. Sodick offers machine tools such as die-sinking EDM machines, wire EDM machines and drilling machines for small holes, 3D precision printers for metal, precision machines, CAD-CAM, nano-level precision machines and electron beam machines, among others. As industrial machinery, the company sells horizontal and vertical injection molding machines, injection molding machines for light alloys, automation systems for injection molding production, and quality and production management software. The company also offers products for drive technology, including linear motors and linear motor drives. Also included in Sodick's product portfolio are pallet changers and robots, CNC and power supply equipment, precision EDM tools, integrated production systems, thermoplastic injection molding machines, magnesium alloy injection molding machines, engineering ceramics, other electrical machining equipment, EDM wires, software, continuous pasta sheet pressing machines, vacuum mixers, pasta ageing and steaming machines, LEDs and other products. In addition, the company sells electronic components and consumables such as electrodes, dielectric fluids, filters, parts for guide and AWT units, tooling systems, precision ceramic products, peripherals, chemicals and other consumables. The company also designs and manufactures die and plastic molded parts, and develops, manufactures and markets products that use linear motors. In addition, the company engages in contract research and product development. Sodick 2022 thus achieved sales of around EUR 537.2 million and EBIT of around EUR 38.8 million.

Qinchuan Machine Tool & Tool Group Share Co., Ltd.

Qinchuan Machine Tool & Tool Group Share Co., Ltd. located in Baoji, China, develops, manufactures and distributes CNC precision machine tools and cutting tools in China. The company offers lathes, gear grinding machines, machining centers, precision grinding machines, measuring equipment and plastic machines, as well as iron casting, measuring equipment and gauges, hydraulic parts and systems. The company also offers gear cutting tools, broaching tools, special cutting tools, special cutters, gauges and taps, as well as gear measuring machines, camshaft and crankshaft measuring machines. The company's sales in 2022 were around EUR 540.3 million, and EBIT was around EUR 10.1 million.

Hwacheon Machine Tool Co. Ltd.

Hwacheon Machine Tool Co. Ltd. was founded in 1952 in Gwangju, South Korea and develops, manufactures and sells various machine tools, primarily in South Korea. The company offers NC lathes, machining centers, and auto-mating machines, as well as casting products, various robot materials, components, and alloy cast iron. In 2022, the company's sales amounted to approximately EUR 172.7 million and EBIT was approximately EUR 5.8 million.

The analysis of the years 2019 to 2022 as well as available analyst estimates for the years 2023 to 2026 show the following EBITDA and EBIT margins for the companies in this peer group of machine tool manufacturers:

EBITDA-Marge	FY2019 AC	FY2020 AC	FY2021 AC	FY2022 AC	FY2023 E	FY2024 E	FY2025 E
Mikron Holding AG (SWX:MIKN)	6,7%	-3,6%	8,9%	10,7%			
Sandvik AB (publ) (OM:SAND)	21,3%	19,0%	25,6%	21,4%	24,2%	24,6%	24,7%
DMG Mori Co., Ltd. (TSE:6141)	12,3%	9,8%	10,8%	13,9%	15,7%	16,2%	17,2%
Tsugami Corporation (TSE:6101)	11,4%	17,1%	23,4%	19,8%	20,0%		
Kennametal Inc. (NYSE:KMT)	19,9%	14,7%	15,4%	18,4%	16,5%	17,7%	18,4%
Tornos Holding AG (SWX:TOHN)	4,9%	-26,7%	13,6%	11,1%	8,6%	9,0%	9,1%
Dürr Aktiengesellschaft (XTRA:DUE)	7,1%	2,6%	6,9%	6,7%	8,7%	9,7%	9,8%
Okuma Corporation (TSE:6103)	12,2%	9,2%	12,4%	14,4%	14,4%	14,8%	12,9%
Takisawa Machine Tool Co., Ltd. (TSE:6121)	10,3%	-0,6%	5,4%	7,1%			
Hwacheon Machine Tool Co. Ltd (KOSE:A000850)	5,2%	3,1%	3,2%	5,4%			
Sodick Co., Ltd. (TSE:6143)	10,3%	9,2%	13,8%	11,9%	10,7%	11,3%	11,8%
Qinchuan Machine Tool & Tool Group Share Co., Ltd. (SZSE:000837)	-12,9%	9,1%	7,6%	6,1%			
<b>Werkzeugmaschinenhersteller</b>							
Minimum	-12,9%	-26,7%	3,2%	5,4%	8,6%	9,0%	9,1%
Maximum	21,3%	19,0%	25,6%	21,4%	24,2%	24,6%	24,7%
Median	10,3%	9,2%	11,6%	11,5%	15,1%	14,8%	12,9%
Mittelwert	9,1%	5,2%	12,3%	12,2%	14,8%	14,7%	14,9%

Quelle: S&P Capital IQ, PKF-Analyse.

The EBITDA margins of this peer group of machine tool manufacturers were relatively stable over the course of 2019 to 2022, which is also expected to continue in the forecast period 2023 to 2025 and show a slight upward trend on average in each case. The average EBITDA margin of this peer group is between 14.7% and 14.9% in the forecast period.

The EBIT margins are developing similarly to the EBITDA margins, ranging between 10.4% and 11.0% in the forecast period 2023 to 2025:

EBIT-Marge	FY2019 AC	FY2020 AC	FY2021 AC	FY2022 AC	FY2023 E	FY2024 E	FY2025 E
Mikron Holding AG (SWX:MIKN)	4,2%	-7,4%	6,1%	8,2%			
Sandvik AB (publ) (OM:SAND)	17,5%	14,8%	20,6%	17,4%	18,9%	19,5%	19,8%
DMG Mori Co., Ltd. (TSE:6141)	7,5%	2,4%	5,3%	8,9%	10,3%	10,5%	11,6%
Tsugami Corporation (TSE:6101)	8,9%	14,6%	21,4%	17,6%	17,6%		
Kennametal Inc. (NYSE:KMT)	15,2%	8,4%	8,5%	11,8%	9,9%	11,0%	11,9%
Tornos Holding AG (SWX:TOHN)	3,1%	-30,1%	11,5%	9,4%	6,3%	6,8%	6,9%
Dürr Aktiengesellschaft (XTRA:DUE)	5,2%	0,4%	4,6%	4,9%	6,6%	7,2%	7,4%
Okuma Corporation (TSE:6103)	8,7%	3,9%	8,4%	10,9%	11,4%	11,1%	12,5%
Takisawa Machine Tool Co., Ltd. (TSE:6121)	7,5%	-4,2%	2,6%	4,1%			
Hwacheon Machine Tool Co. Ltd (KOSE:A000850)	3,3%	0,9%	1,6%	3,4%			
Sodick Co., Ltd. (TSE:6143)	4,7%	3,1%	9,1%	7,2%	6,2%	6,7%	7,1%
Qinchuan Machine Tool & Tool Group Share Co., Ltd. (SZSE:000837)	-17,2%	5,3%	4,1%	1,9%			
<b>Werkzeugmaschinenhersteller</b>							
Minimum	-17,2%	-30,1%	1,6%	1,9%	6,2%	6,7%	6,9%
Maximum	17,5%	14,8%	21,4%	17,6%	18,9%	19,5%	19,8%
Median	6,3%	2,8%	7,3%	8,5%	10,1%	10,5%	11,6%
Mittelwert	5,7%	1,0%	8,7%	8,8%	10,9%	10,4%	11,0%

Quelle: S&P Capital IQ, PKF-Analyse.

#### **4.4. Valuation date**

The relevant valuation date for the determination of the enterprise value and the derivation of the cash compensation is the date of the Annual General Meeting of SLM AG, at which the resolution on the squeeze-out of the minority shareholders is submitted to the shareholders for approval. The Annual General Meeting at which this resolution will be adopted is scheduled for July 13, 2023.

The technical measurement date is December 31, 2022 / January 1, 2023. The expected future net cash inflows have first been discounted to this date using the capitalization interest rates on which the valuation is based and then compounded using the same interest rates to the legal valuation date of July 13, 2023, using the same interest rates.

We consider this approach to be appropriate, and the compounding amounts have been derived in a methodologically and mathematically correct manner.

#### **4.5. Derivation of the financial surplus of SLM AG**

##### **4.5.1. Preliminary statements**

The analysis of external plausibility considers information on the past and expected development of the sales and procurement markets that are significant for the company. The evaluation of market and industry analyses serves to develop a benchmark for the assessment of planning assumptions. The market analysis focuses primarily on macroeconomic, political, social, and technological developments as well as industry developments.

The competitive analysis evaluates the actual and expected future development of the companies competing with the planning object, which are as comparable as possible. Within the framework of the competitive analysis, the development of sales and margins assumed in the corporate planning can, in particular, be checked against the historical and forecast development of comparable companies (cf. IDW Practice Note 2/2017 para. 33). Insights for the assessment of the planning can also be gained from the analysis of competitor companies that are not directly comparable with the object of analysis (cf. IDW Practice Note 2/2017 para. 34).



#### 4.5.2. Analysis of past performance

The valuation expert has carried out a comprehensive analysis of past development. We have followed these analyses and conducted our own investigations into past development.

The analysis of the results of the valuation object achieved in the past forms the basis for estimating future performance and financial developments and for plausibility considerations regarding the planned future results and financial surpluses. However, since SLM AG is still in the start-up phase and has only generated negative consolidated results since its IPO in 2014, except for the 2015 fiscal year, the historical analysis is only suitable for plausibility checks of the planning calculation to a limited extent.

#### Asset structure

According to the consolidated financial statements prepared and audited in accordance with IFRS, the asset structure of the SLM AG Group as of the last three reporting dates is as follows:

Balance sheet (kEUR)	2020 Act.	2021 Act.	2022 Act.
Fixed assets	66.578	68.358	73.239
Intangibles assets	28.092	32.601	37.430
Tangible assets	38.486	35.757	35.809
Active working capital	40.805	55.680	77.912
Inventories	20.770	25.842	39.888
Trade receivables	13.449	22.231	26.769
Deferred tax assets	388	83	520
Other assets	6.197	7.523	10.735
Cash and cash equivalents	18.864	24.998	31.160
Cash	18.864	24.998	31.160
<b>Assets</b>	<b>126.247</b>	<b>149.036</b>	<b>182.311</b>

Fixed assets increased by around 10.0% from around EUR 66,578 thousand to around EUR 73,239 thousand in the period under review from 2020 to 2022. This was mainly due to the activation of intangible assets in the form of internally generated industrial property rights and development costs for assets under construction, particularly the development of the new SLM machine NXG® XII 600. The company makes use of its option under Section 248 (2) of the German Commercial Code (HGB). It capitalizes not only the cost of materials but also other production costs such as development, construction and testing costs as well as an additional allocation of overheads. Property, plant and equipment primarily includes the land at Estlandring in Lübeck Genin and the building at acquisition or production cost. As of

December 31, 2022, the carrying amount of this property was approximately EUR 22,679 thousand. Furthermore, the Company holds a significant amount of technical equipment and machinery (2022: around EUR 6,908 thousand) and operating and office equipment (2022: approximately EUR 3,060 thousand) as assets. Assets under construction account for around EUR 2,667 thousand.

SLM AG significantly increased its inventories by EUR 13,061 thousand or 53.2% to a total of EUR 37,621 thousand in the past fiscal year. This is due, on the one hand, to the higher order backlog and, on the other hand, to the ongoing supply chain problems, which are to be countered in this way and contributes significantly to the company's high working capital. After trade receivables amounted to approximately EUR 13,449 thousand in 2020, they increased not insignificantly in the two subsequent years and thus also increased the working capital of SLM AG. The reason for this in 2021 was, among other things, equipment deliveries at the end of the year, for which payments were still outstanding as of the reporting date, and in 2022 receivables from finance leases, which are also reported under trade receivables.

Other assets mainly comprise non-financial assets amounting to approximately 9,585, resulting, for example, from contract assets, sales tax receivables and prepayments.

Cash and cash equivalents, in the form of bank balances and, to a lesser extent, time deposits, were negatively impacted to a greater extent than in previous years by the build-up of inventories in the past financial year, but increased overall from around EUR 24,998 thousand to EUR 31,160 thousand (+ around 24.7%), in particular as a result of the issue of new shares against cash contributions (for details, see capital structure).

## Capital structure

According to the consolidated financial statements prepared and audited in accordance with IFRS, the asset structure of the SLM AG Group as of the last three reporting dates is as follows:

Balance sheet (kEUR)	2020 Act.	2021 Act.	2022 Act.
Equity	15.769	32.671	64.254
Capital stock	19.779	22.702	25.745
Capital reserves	100.584	134.322	185.515
Reserves	-3.005	-2.389	-298
Accumulated losses	-101.589	-121.964	-146.708
Passive working capital	24.558	28.725	41.412
Accruals	5.208	5.014	6.904
Trade payables	6.983	11.008	11.523
Deferred tax liabilities	5.832	4.831	7.638
Other liabilities	6.535	7.872	15.347
Financial liabilities	85.920	87.640	76.645
Financial Liabilities	77.795	80.565	71.809
Other Financial Liabilities	1.143	771	831
Pension provisions	6.982	6.304	4.005
<b>Total equity and liabilities</b>	<b>126.247</b>	<b>149.036</b>	<b>182.311</b>

Equity in 2022 is significantly influenced by the issue of 2,270,172 new shares against cash contribution. The premium of approximately EUR 43,133 thousand was transferred to additional paid-in capital. Furthermore, the capital reserve was increased by 772,783 shares or roughly EUR 9,160 thousand through the conversion of bonds.

On October 11, 2017, the Company issued a convertible bond with an issue volume of EUR 58,500 thousand, initially convertible into 1,379,760 no-par value shares. This corresponded to a conversion price of EUR 42.3987. Part of the convertible bond (EUR 29,800 thousand) was repaid at maturity on October 11, 2022. For the remaining amount (EUR 28,700 thousand), a maturity date of October 11, 2024, and an interest rate of 7.5% were set.

The second convertible bond with an issue volume of EUR 15,000 thousand was issued on July 14, 2020; a total of three tranches are planned. The second tranche, with an issue volume of EUR 15,000 thousand, was issued on April 23, 2021, and the third, with a volume of EUR 30,213 thousand on June 14, 2022. The interest rate for all tranches is 2.0% p.a., and the term ends on September 30, 2026. In the fiscal year 2022, investors exercised their conversion rights, converting bonds from the three tranches with a nominal value of EUR 8,695 thousand into shares with a volume of around EUR 1,113 thousand. As a result of the

conversion, prepaid expenses were reversed on a pro-rata basis in each case, and the difference increased the capital reserve.

Over the years, the strengthening of the capital reserve has resulted in a sharply increasing equity ratio of around 12.5% in 2020, approximately 21.9% in 2021 and about 35.2% in 2022.

Provisions include provisions for expected expenses for product warranties, based on historical values. These provisions are recognized when sales are recognized; the warranty period is usually one year. As of December 31, 2022, EUR 4,350 thousand was recognized under this item. Provisions are also recognized for the long-term incentive program for share-based payments to members of the Management Board.

Accruals for pensions and similar obligations decreased by around EUR 2,299 thousand in the past financial year due to the higher interest rates used to discount pension entitlements. These are all old commitments; no new commitments will be made.

The Company reports convertible bonds and liabilities from loans to banks to finance the construction of the new headquarters in Lübeck as financial liabilities. Both liabilities to banks were reduced by repayments (- around EUR 1,406 thousand to around EUR 5,875 thousand) and financial liabilities from convertible bonds (- around EUR 7,333 thousand to around EUR 65,499 thousand).

Deferred tax liabilities arise primarily from capitalized development costs.

Other liabilities include other non-financial liabilities. In addition to advance payments received on orders (2022: approximately EUR 4,422 thousand), this item primarily includes personnel obligations of approximately EUR 10,626 thousand.

## Earnings position

The results of operations of the SLM AG Group for the last three fiscal years are presented as follows:

P&L (kEUR)	2020 Act.	2021 Act.	2022 Act.
Revenues	61.759	75.115	105.709
Inventory changes	-2.219	1.558	9.471
Capitalised Services	5.030	6.633	7.189
<b>Total output</b>	<b>64.570</b>	<b>83.306</b>	<b>122.369</b>
Cost of materials	-30.665	-37.047	-56.352
<b>Gross profit</b>	<b>33.905</b>	<b>46.259</b>	<b>66.017</b>
<i>Gross margin (% Total output)</i>	<i>52,5%</i>	<i>55,5%</i>	<i>53,9%</i>
Other operating income	3.726	2.705	1.739
Personnel expenses	-35.637	-39.007	-51.578
Other operating expenses	-16.775	-18.555	-23.931
<b>EBITDA</b>	<b>-14.781</b>	<b>-8.598</b>	<b>-7.753</b>
<i>EBITDA margin (% Total output)</i>	<i>-22,9%</i>	<i>-10,3%</i>	<i>-6,3%</i>
Depreciation	-8.613	-7.698	-8.505
<b>EBIT</b>	<b>-23.394</b>	<b>-16.296</b>	<b>-16.258</b>
EBIT margin	-36,2%	-19,6%	-13,3%
Interest income	-4.461	-5.269	-6.123
<b>EBT</b>	<b>-27.855</b>	<b>-21.565</b>	<b>-22.381</b>
<i>EBT margin (% Total output)</i>	<i>-43,1%</i>	<i>-25,9%</i>	<i>-18,3%</i>
Corporate taxes	-2.397	1.188	-2.364
<b>Net loss / Net income</b>	<b>-30.252</b>	<b>-20.377</b>	<b>-24.745</b>
<i>Return on sales (% Total output)</i>	<i>-46,9%</i>	<i>-24,5%</i>	<i>-20,2%</i>

(Source: SLM AG annual reports)

SLM AG generates revenue from machine sales, i.e. selective laser melting systems, powder sieve stations and additional equipment, and related services, as well as from after-sales services. The latter include machine-related services, spare parts and accessories, and the sale of non-machine-related consumables and services. At around EUR 84,889 thousand, sales of machinery in 2022 increased by around 47.4% compared to the previous year (around EUR 57,602 thousand) and thus represent a major part of revenues. Introducing the new NXG XII 600 machine significantly increased sales growth. Sales in the after-sales area increased by around 18.9 % to approximately EUR 20,820 thousand compared to the previous year.

In 2022, inventories of finished goods and work in progress increased significantly from around EUR 1,558 thousand to EUR 9,471 thousand (around 607.9%).

Own work capitalized includes personnel expenses for the development activities of SLM AG. The increase in this item during the period under review is indicative of the Company's increased development activities.

The cost of materials increased steadily in nominal terms over the period under review, almost doubling from 2020 to 2022 (+ around EUR 25,687 thousand or + around 45.6%). This is due to the likewise substantial increase in sales revenues and the higher level of finished goods, work in progress and own work capitalized. As a percentage of total operating performance, the cost of materials to total operating performance ratio has remained relatively constant over the past three years at around 44.5% and approximately 47.5%. In the same period, this resulted in a gross profit margin of about 52.5% and approximately 55.5%.

In addition to salaries of approximately EUR 34,186 thousand, SLM AG also paid variable remuneration of roughly EUR 10,807 thousand in 2022. Both social security contributions (approximately EUR 6,083 thousand) and pension expenses (approximately EUR 502 thousand) are reported under personnel expenses. Compared to the previous year, the increase is mainly due to higher salary payments (+ around EUR 4,709 thousand) and significantly increased variable compensation (+ around EUR 6,890 thousand). The main reason for this is the increase in the number of employees, particularly in sales (+ 16 FTE) and administration (+ 18 FTE). Overall, the company will employ an average of 537 FTEs in fiscal year 2022, 49 more than in the previous year. However, it is striking that the personnel expense ratio, measured as a percentage of total output, falls sharply in the period 2020 to 2022 (2020: around 55.2%, 2021: around 46.8%, 2022: around 42.5%), which suggests increased productivity and higher employee utilization.

The main cost drivers of other operating expenses include selling expenses in the form of logistics costs, outward freight and sales commissions. On the one hand, these are dependent on the number of machines sold and therefore increase in part with sales; on the other hand, they were influenced by the tense world market situation during the Corona pandemic. Legal and consultancy costs also account for a not inconsiderable proportion of expenses. In recent years, these were incurred primarily for legal advice to the capital market and for the takeover by Nikon AG. In addition, there are marketing costs, which also include expenses for trade fair appearances, as well as license expenses, travel expenses (e.g. for service technicians) and energy costs.

Depreciation and amortization is recognized for both intangible assets and property, plant and equipment. The intangible assets consist mainly of internally generated industrial property rights, laser technology and an item relating to a business combination (differential amount for a purchase price allocation). Depreciation of property, plant and equipment relates mainly to technical equipment and machinery as well as office equipment (for more details, see Analysis of asset structure).

The interest from convertible bonds is responsible for a significant part of the interest expenses of SLM AG in 2022 with approximately EUR 6,036 thousand. Furthermore, approximately EUR 46 thousand in financing costs and approximately EUR 58 thousand for interest on bank loans were incurred in fiscal year 2022.

In 2022, SLM AG recorded a tax expense for deferred taxes of approximately EUR 2,364 thousand, whereas in the previous year there was a positive effect from income taxes of approximately EUR 1,188 thousand, mainly due to loss carryforwards.

## Adjustments

In accordance with IDW S 1, para. 71 and IDW Practice Note 2017.2, para. 25, the valuation expert has made an adjustment to the past income statements, which we have checked. These are the following one-off, non-recurring and out-of-period items:

Adjustments (kEUR)	2020 Act.	2021 Act.	2022 Act.
Cost of materials	-30.665	-37.047	-56.352
Value adjustments	4.408	2.100	1.985
Cost of materials (adjusted)	-26.257	-34.947	-54.367
Other operating income	3.726	2.705	1.739
Currency gains	-484	-1.423	0
Reversal of specific valuation adjustments	-463	-74	-263
Reversal of provisions	-1.206	-151	-255
Reversal of accruals for customs classification	0	0	-959
Government grants	-723	-803	0
Income from sale of assets	0	-67	0
Other operating income (adjusted)	850	187	262
Personnel expenses	-35.637	-39.007	-51.578
Short-time allowance	-400	0	0
Executive Board Compensation Change-of-Control	0	0	5.300
Severance payments	305	374	537
	-35.732	-38.633	-45.741
Other operating expenses	-16.775	-18.555	-23.931
Currency losses	1.017	0	975
Expenses from the recognition of reversed provision	151	255	0
Consulting expenses for Nikon acquisition	0	0	1.259
Loss from asset disposals	0	0	24
Other operating expenses (adjusted)	-15.607	-18.300	-21.673
Depreciation	-8.613	-7.698	-8.505
Amortization from purchase price allocation	1.282	1.282	1.175
Depreciation (adjusted)	-7.331	-6.416	-7.330
Total adjustments	-3.887	-1.493	-9.778

The cost of materials was adjusted for impairment losses, resulting in a decrease in this item in all years of the period under review. In the case of other operating income, adjustments were necessary in particular for currency gains, the reversal of provisions, and government grants, as a result of which these decreased significantly. In personnel expenses, in particular the bonus for the Board of Management paid in connection with the acquisition by Nikon.AM AG was eliminated for further analysis. In addition to exchange rate losses, operating expenses mainly included consultancy expenses for the acquisition of the company, which had to be adjusted as non-recurring costs. Depreciation and amortization also had to be adjusted for a difference recognized as part of a purchase price allocation.



We believe that the adjustments made are appropriate. We did not identify any material matters requiring adjustment beyond the adjustments made during our audit.

### Adjusted earnings position

The historical statement adjusted up to EBIT is as follows:

P&L (adjusted) (kEUR)	2020 Act.	2021 Act.	2022 Act.
Revenues	61.759	75.115	105.709
Inventory changes	-2.219	1.558	9.471
Capitalised Services	5.030	6.633	7.189
<b>Total output</b>	<b>64.570</b>	<b>83.306</b>	<b>122.369</b>
Cost of materials	-26.257	-34.947	-54.367
<b>Gross profit</b>	<b>38.313</b>	<b>48.359</b>	<b>68.002</b>
<i>Gross margin (% Total output)</i>	<i>59,3%</i>	<i>58,0%</i>	<i>55,6%</i>
Other operating income	850	187	262
Personnel expenses	-35.732	-38.633	-45.741
Other operating expenses	-15.607	-18.300	-21.673
<b>EBITDA</b>	<b>-12.176</b>	<b>-8.387</b>	<b>850</b>
<i>EBITDA margin (% Total output)</i>	<i>-18,9%</i>	<i>-10,1%</i>	<i>0,7%</i>
Depreciation	-7.331	-6.416	-7.330
<b>EBIT</b>	<b>-19.507</b>	<b>-14.803</b>	<b>-6.480</b>
<i>EBIT margin (% Total output)</i>	<i>-30,2%</i>	<i>-17,8%</i>	<i>-5,3%</i>

While total output will remain unchanged, gross profit will increase due to the lower cost of materials. The gross profit margin will increase from around 53.9% to around 55.6% in 2022. EBITDA increases significantly from around EUR -7,753 thousand to around EUR 850 thousand, so that the company achieved an adjusted EBITDA margin of around 0.7% in 2022. EBIT improved from around EUR - 16,258 thousand to only around EUR - 6,480 thousand. The situation will be similar in 2020 and 2021.

#### 4.5.3. Analysis of planning structure and process

The planning on which this assessment is based, as well as the Group's controlling, is mapped via the corporate performance management platform LucaNet. In recent years, planning has generally been carried out in the second half of the calendar year and begins in August of the year preceding the planning period. With regard to the planning system, a distinction is made between two planning horizons:

The so-called "budget year", in the sense of the respective following calendar year, is planned at machine level. The sales employees of the SLM Group make assumptions about

the expected orders in terms of model and number (order forecast) at regional level (EMEA, NA and APAC). These are included in the planning taking into account, among other things, the average revenues achieved in the past. The presentation is made at the level of the various machine types and separately for the sales regions. Separate assumptions are made for the after-sales area. Based on the sales to be achieved, the (direct) cost of materials and personnel expenses are planned. The costs per machine are made up of the material costs, e.g. for metal powder, spare parts and accessories, as well as for installation and maintenance costs under service contracts. The amount of the maintenance costs is determined on the basis of past experience. Other operating other income and expenses are determined bottom-up at cost center level on the basis of detailed forecasts.

The internal plausibility check of the planning, in particular with regard to the expected machine sales, is carried out top-down. Final adjustments, e.g. with regard to current developments or long-term goals of SLM AG, are made by the Management Board of SLM AG. For the budget year, planning takes place with a more pronounced level of detail. The final adjustment of the budget year is usually made by the management board by the end of November.

In addition to budget planning for the following fiscal year, medium-term planning is developed for a period of four years (following the budget year). This is updated and rolled forward on an annual basis. For this longer planning horizon, a general assumption is made with regard to the revenue and cost structure, i.e. percentage changes in the values from the budget planning are presented. The assumptions are based in each case on current forecasts of market developments and planned adjustments to the product portfolio in the sense of asset optimization, further development towards successor models or new development of machines.

Due to the takeover by Nikon.AM AG and the associated uncertainties, the management of the company refrained last year to prepare a medium-term plan in addition to the short-term budget planning for the year 2023, which was prepared in November 2022. The preparation of a medium-term plan was made up for at the beginning of the second quarter of 2023. In addition to the budget planning for 2023, which was also updated in May 2023, the current planning statement therefore also includes medium-term planning for the years 2024 to 2027.

In principle, it can be assumed that SLM AG is experienced in the preparation of corporate plans (short to medium-term) due to the regular corporate plans already prepared in the past years and has developed a sufficiently careful procedure for itself.

No changes were made by the valuation expert to the operational planning for the years 2023 to 2027 up to EBIT; only the financial and tax accounts were determined in an integrated manner by the valuation expert as part of the valuation process.

The updated budget planning for the year 2023 and the medium-term planning for the years 2024 to 2027 were noted with approval by resolution of the Supervisory Board on May 31, 2023.

With regard to the transition phase and the perpetuity phase developed by the valuation expert, we refer to the corresponding subsection in section 4.5.5.

#### **4.5.4. Analysis of plan/actual comparison**

##### **Comparison of budget planning versus actual figures for 2020 to 2022**

In order to determine the planning accuracy, we have compared the budget planning prepared before the beginning of a fiscal year for the fiscal years 2020 to 2022 with the business results actually realized in the respective years as well as with the adjusted results with regard to gross profit, EBITDA and EBIT and analyzed them with regard to deviations.

In principle, it must be stated in advance that, in our opinion, the variance analysis is only reasonably meaningful up to the level of gross profit and can be used as a basis for future considerations due to the start-up phase in which SLM AG is currently still in with its business

model. EBITDA and consequently EBIT have been clearly negative in the past, so that no conclusions can be drawn from this for long-term corporate planning.

The comparison of planned and actual results (adjusted and unadjusted) gives the following picture:

Sales revenues (m EUR)	2020	2021	2022
Plan	64.178	74.615	114.900
Actual	61.759	75.115	105.709
Deviation plan vs. actual	-2.419	500	-9.191
Deviation plan vs. actual in %	-3,8	0,7	-8,0
Gross Profit (m EUR)	2020	2021	2022
Plan	36.600	48.071	71.881
Actual	33.905	46.259	66.017
Actual adjusted	38.313	48.359	68.002
Deviation plan vs. actual	-2.695	-1.812	-5.864
Deviation plan vs. actual in %	-7,4	-3,8	-8,2
Deviation plan vs. actual adj.	1.713	288	-3.879
Deviation plan vs. actual adj. in %	4,7	0,6	-5,4
EBITDA (m EUR)	2020	2021	2022
Plan	-8.736	-12.218	2.974
Actual	-14.781	-8.598	-7.753
Actual adjusted	-12.176	-8.387	850
Deviation plan vs. actual	-6.045	3.620	-10.727
Deviation plan vs. actual in %	69,2	-29,6	-360,7
Deviation plan vs. actual adj.	-3.440	3.831	-2.124
Deviation plan vs. actual adj. in %	39,4	-31,4	-71,4
EBIT (m EUR)	2020	2021	2022
Plan	-19.117	-20.618	-5.870
Actual	-23.394	-16.296	-16.258
Actual adjusted	-19.507	-14.803	-6.480
Deviation plan vs. actual	-4.277	4.322	-10.388
Deviation plan vs. actual in %	22,4	-21,0	177,0
Deviation plan vs. actual adj.	-390	5.815	-610
Deviation plan vs. actual adj. in %	2,0	-28,2	10,4

In 2020, there were moderate deviations in sales, which were slightly below plan (around - 3.8%). Based on adjusted gross profit (for more information on adjustments, see section 4.5.2), this was around 4.7% above the planned gross profit, which is attributable to lower material expenses. EBITDA, on the other hand, was significantly more negative than assumed. Adjusted EBITDA was around 39.4% and actual EBITDA around 69.2% lower than planned. Based on adjusted EBIT, however, this is in line with the budget, with a marginal deviation of around 2.0%.

While the company was on target in the following fiscal year 2021 with regard to the sales and gross profit forecasts (around + 0.7 % and + 0.6 %, respectively) and was able to achieve the targeted sales growth, EBITDA deviated significantly positively from the original planning (adjusted only around - 8,387 thousand euros instead of the forecast of around - 12,218 thousand euros). This subsequently also affects EBIT, which is also significantly less negative than planned.

For the year 2022, the forecast sales revenues could not be achieved (approx. - 8.0 %), which also affected the gross profits. After adjustments, there is still a negative deviation from plan of around 5.4%. SLM AG planned a positive EBITDA (approx. EUR 2,974 thousand) for the first time this year and was able to achieve this, albeit to a lesser extent than previously planned (approx. EUR 850 thousand). Adjusted EBIT was therefore also slightly below plan (around EUR - 610 thousand).

Overall, it can be said that the Company's corporate planning was relatively accurate in the past up to the level of gross profit, with comparatively small deviations. Some of the EBITDA forecasts deviated not insignificantly from the (adjusted) actual results, but both negatively and positively, so that no conclusions can be drawn for the budget figures presented. With the exception of 2021, the EBIT forecasts were again sufficiently accurate.

## Comparison of budget planning versus actual figures Q1 2023

In addition to the past three fiscal years, we have also performed a variance analysis against budget planning for the first quarter of 2023:

P&L (kEUR)	Q1 2022 Act.	Q1 2023 Act.	Q1 2023 Budget	Q1 2023 Act. - Budget
Revenue	16.387	24.036	29.821	-5.785
Inventory changes	5.703	5.603	2.449	3.154
Capitalised Services	1.661	2.357	2.795	-437
<b>Total output</b>	<b>23.751</b>	<b>31.996</b>	<b>35.065</b>	<b>-3.069</b>
Cost of materials	-13.369	-17.226	-14.421	-2.805
<i>Cost-of-materials ratio (% total output)</i>	<i>-56,3%</i>	<i>-53,8%</i>	<i>-41,1%</i>	<i>91,4%</i>
<b>Gross profit</b>	<b>10.382</b>	<b>14.770</b>	<b>20.644</b>	<b>-5.874</b>
<i>Gross margin (% total output)</i>	<i>43,7%</i>	<i>46,2%</i>	<i>58,9%</i>	<i>191,4%</i>
Other operating income	356	305	0	305
<i>Operating income ratio (% total output)</i>	<i>1,5%</i>	<i>1,0%</i>	<i>0,0%</i>	<i>-10,0%</i>
Personnel expenses	-10.994	-13.046	-14.527	1.481
<i>Personnel expenses ratio (% total output)</i>	<i>-46,3%</i>	<i>-40,8%</i>	<i>-41,4%</i>	<i>-48,2%</i>
Other operating expenses	-4.119	-6.285	-6.624	339
<i>Operating expcenses ratio (% total output)</i>	<i>-17,3%</i>	<i>-19,6%</i>	<i>-18,9%</i>	<i>-11,1%</i>
<b>EBITDA</b>	<b>-4.374</b>	<b>-4.255</b>	<b>-506</b>	<b>-3.748</b>
<i>EBITDA margin (% total output)</i>	<i>-18,4%</i>	<i>-13,3%</i>	<i>-1,4%</i>	<i>122,1%</i>
Depreciation	-1.893	-2.481	-1.639	-841
<i>Depreciation ratio (% total output)</i>	<i>-8,0%</i>	<i>-7,8%</i>	<i>-4,7%</i>	<i>27,4%</i>
<b>EBIT</b>	<b>-6.267</b>	<b>-6.736</b>	<b>-2.146</b>	<b>-4.590</b>
<i>EBIT margin (% total output)</i>	<i>-26,4%</i>	<i>-21,1%</i>	<i>-6,1%</i>	<i>149,6%</i>

The forecast revenue of around EUR 29,821 thousand was not achieved in the first quarter. Nevertheless, at around EUR 24,036 thousand, a significant increase in sales compared to the same quarter of the previous year can be seen. Contrary to planning, the cost of materials ratio of around 53.8% is only slightly below the level for the same quarter of the previous year. Overall, this resulted in a lower gross profit margin than expected (around -12.7 percentage points). Personnel expenses were slightly lower than forecast, both in absolute terms and in relation to total operating performance. Other operating expenses increased significantly compared with the previous year's quarter, both in absolute terms and as a percentage of total operating performance, but are roughly at the budgeted level. Depreciation and amortization is higher than in the Q1 budget. As a result of these developments, in particular the lower total output combined with the higher cost of materials, EBITDA and EBIT are clearly negative compared with plan.

## 4.5.5. Analysis of the financial forecast

### Corporate planning 2023 to 2027

The corporate planning of SLM AG for the years 2023 to 2027 is summarized as follows in comparison with the adjusted EBIT of the past:

P&L (kEUR)	2020 Act.	2021 Act.	2022 Act.	2023 Plan	2024 Plan	2025 Plan	2026 Plan	2027 Plan
Revenue	61.759	75.115	105.709	152.299	207.727	261.611	337.714	430.194
Inventory changes	-2.219	1.558	9.471	5.587	5.338	9.036	9.675	11.553
Capitalised Services	5.030	6.633	7.189	8.973	10.768	12.921	15.505	18.606
<b>Total output</b>	<b>64.570</b>	<b>83.306</b>	<b>122.369</b>	<b>166.858</b>	<b>223.832</b>	<b>283.569</b>	<b>362.895</b>	<b>460.354</b>
<i>Growth vs. previous year</i>	<i>44,1%</i>	<i>29,0%</i>	<i>46,9%</i>	<i>36,4%</i>	<i>34,1%</i>	<i>26,7%</i>	<i>28,0%</i>	<i>26,9%</i>
Cost of materials	-26.257	-34.947	-54.367	-72.467	-98.245	-124.016	-160.760	-205.883
<i>Cost-of-materials ratio (% total output)</i>	<i>-40,7%</i>	<i>-42,0%</i>	<i>-44,4%</i>	<i>-43,4%</i>	<i>-43,9%</i>	<i>-43,7%</i>	<i>-44,3%</i>	<i>-44,7%</i>
<i>Growth vs. previous year</i>	<i>25,7%</i>	<i>33,1%</i>	<i>55,6%</i>	<i>33,3%</i>	<i>35,6%</i>	<i>26,2%</i>	<i>29,6%</i>	<i>28,1%</i>
<b>Gross profit</b>	<b>38.313</b>	<b>48.359</b>	<b>68.002</b>	<b>94.391</b>	<b>125.588</b>	<b>159.553</b>	<b>202.135</b>	<b>254.471</b>
<i>Gross margin (% total output)</i>	<i>59,3%</i>	<i>58,0%</i>	<i>55,6%</i>	<i>56,6%</i>	<i>56,1%</i>	<i>56,3%</i>	<i>55,7%</i>	<i>55,3%</i>
<i>Growth vs. previous year</i>	<i>60,2%</i>	<i>26,2%</i>	<i>40,6%</i>	<i>38,8%</i>	<i>33,1%</i>	<i>27,0%</i>	<i>26,7%</i>	<i>25,9%</i>
Other operating income	850	187	262	0	0	0	0	0
<i>Operating income ratio (% total output)</i>	<i>1,3%</i>	<i>0,2%</i>	<i>0,2%</i>	<i>0,0%</i>	<i>0,0%</i>	<i>0,0%</i>	<i>0,0%</i>	<i>0,0%</i>
Personnel expenses	-35.732	-38.633	-45.741	-59.807	-68.778	-79.095	-90.959	-104.603
<i>Personnel expenses ratio (% total output)</i>	<i>-55,3%</i>	<i>-46,4%</i>	<i>-37,4%</i>	<i>-35,8%</i>	<i>-30,7%</i>	<i>-27,9%</i>	<i>-25,1%</i>	<i>-22,7%</i>
<i>Growth vs. previous year</i>	<i>12,1%</i>	<i>8,1%</i>	<i>18,4%</i>	<i>30,8%</i>	<i>15,0%</i>	<i>15,0%</i>	<i>15,0%</i>	<i>15,0%</i>
Other operating expenses	-15.607	-18.300	-21.673	-27.144	-29.859	-32.844	-36.129	-39.742
<i>Operating expcenses ratio (% total output)</i>	<i>-24,2%</i>	<i>-22,0%</i>	<i>-17,7%</i>	<i>-16,3%</i>	<i>-13,3%</i>	<i>-11,6%</i>	<i>-10,0%</i>	<i>-8,6%</i>
<i>Growth vs. previous year</i>	<i>-20,7%</i>	<i>17,3%</i>	<i>18,4%</i>	<i>25,2%</i>	<i>10,0%</i>	<i>10,0%</i>	<i>10,0%</i>	<i>10,0%</i>
<b>EBITDA</b>	<b>-12.176</b>	<b>-8.387</b>	<b>850</b>	<b>7.440</b>	<b>26.951</b>	<b>47.613</b>	<b>75.047</b>	<b>110.126</b>
<i>EBITDA margin (% total output)</i>	<i>-18,9%</i>	<i>-10,1%</i>	<i>0,7%</i>	<i>4,5%</i>	<i>12,0%</i>	<i>16,8%</i>	<i>20,7%</i>	<i>23,9%</i>
<i>EBITDA margin (% revenue)</i>	<i>-19,7%</i>	<i>-11,2%</i>	<i>0,8%</i>	<i>4,9%</i>	<i>13,0%</i>	<i>18,2%</i>	<i>22,2%</i>	<i>25,6%</i>
<i>Growth vs. previous year</i>	<i>-53,2%</i>	<i>-31,1%</i>	<i>-110,1%</i>	<i>775,2%</i>	<i>262,3%</i>	<i>76,7%</i>	<i>57,6%</i>	<i>46,7%</i>
Depreciation	-7.331	-6.416	-7.330	-9.022	-10.827	-12.992	-15.590	-18.709
<i>Depreciation ratio</i>	<i>-11,4%</i>	<i>-7,7%</i>	<i>-6,0%</i>	<i>-5,4%</i>	<i>-4,8%</i>	<i>-4,6%</i>	<i>-4,3%</i>	<i>-4,1%</i>
<b>EBIT</b>	<b>-19.507</b>	<b>-14.803</b>	<b>-6.480</b>	<b>-1.583</b>	<b>16.124</b>	<b>34.621</b>	<b>59.457</b>	<b>91.418</b>
<i>EBIT margin (% total output)</i>	<i>-30,2%</i>	<i>-17,8%</i>	<i>-5,3%</i>	<i>-0,9%</i>	<i>7,2%</i>	<i>12,2%</i>	<i>16,4%</i>	<i>19,9%</i>
<i>EBIT margin (% revenue)</i>	<i>-31,6%</i>	<i>-19,7%</i>	<i>-6,1%</i>	<i>-1,0%</i>	<i>7,8%</i>	<i>13,2%</i>	<i>17,6%</i>	<i>21,3%</i>
<i>Growth vs. previous year</i>				<i>-75,6%</i>	<i>&gt;1000%</i>	<i>114,7%</i>	<i>71,7%</i>	<i>53,8%</i>
Interest result				-635	-892	-1.185	-1.048	-447
<b>EBT</b>				<b>-2.218</b>	<b>15.232</b>	<b>33.436</b>	<b>58.409</b>	<b>90.970</b>
<i>EBT margin</i>				<i>-1,3%</i>	<i>6,8%</i>	<i>11,8%</i>	<i>16,1%</i>	<i>19,8%</i>
Corporate taxes				0	-2.152	-5.472	-9.640	-15.068
<i>in % of total output</i>				<i>0,0%</i>	<i>-14,1%</i>	<i>-16,4%</i>	<i>-16,5%</i>	<i>-16,6%</i>
<b>Net loss / Net income</b>				<b>-2.218</b>	<b>13.080</b>	<b>27.964</b>	<b>48.768</b>	<b>75.902</b>
<i>Return on sales</i>				<i>-1,3%</i>	<i>5,8%</i>	<i>9,9%</i>	<i>13,4%</i>	<i>16,5%</i>

### Total Output

The breakdown of planned **revenue** is presented as follows:

Revenues by business area (kEUR)	2020 Act.	2021 Act.	2022 Act.	2023 Plan	2024 Plan	2025 Plan	2026 Plan	2027 Plan
Machines	45.127	57.602	84.889	126.290	172.380	211.935	268.535	336.932
<i>Growth vs. previous year</i>	<i>28,41%</i>	<i>27,64%</i>	<i>47,37%</i>	<i>48,77%</i>	<i>36,50%</i>	<i>22,95%</i>	<i>26,71%</i>	<i>25,47%</i>
Services	16.632	17.513	20.820	26.009	35.347	49.677	69.179	93.263
<i>Growth vs. previous year</i>	<i>20,35%</i>	<i>5,30%</i>	<i>18,88%</i>	<i>24,92%</i>	<i>35,90%</i>	<i>40,54%</i>	<i>39,26%</i>	<i>34,81%</i>
<b>Total</b>	<b>61.759</b>	<b>75.115</b>	<b>105.709</b>	<b>152.299</b>	<b>207.727</b>	<b>261.612</b>	<b>337.715</b>	<b>430.194</b>
<i>Growth vs. previous year</i>	<i>26,14%</i>	<i>21,63%</i>	<i>40,73%</i>	<i>44,07%</i>	<i>36,39%</i>	<i>25,94%</i>	<i>29,09%</i>	<i>27,38%</i>
Machine sales units	74	76	87	103	144	168	206	256
Average price per unit	610	758	976	1.222	1.201	1.261	1.302	1.316

SLM AG expects a significant increase in revenue in the next five years and is oriented to the general market expectations as expressed by competitors and market studies. The average annual growth rates (CAGR) resulting from this planning in the period from 2022 to 2027 are 32.4% for the sales revenues, whose dynamics develop from a strong growth in the first two planning years of 44.1% in the first planning year to 27.4% in the last planning year. Thus, SLM AG expects even higher growth rates for its business than the average market expectations (see section 4.3.3 of this audit report). This planning assumption goes hand in hand with SLM AG's expected gain in market share, especially with customers in the aerospace and defense sectors. In absolute terms, revenues will improve by 324,485 TEUR thousand from 105,709 TEUR in 2022 to 430,194 TEUR in 2027.

Growth will be significantly influenced by the number of machine sales, above all by strongly increasing sales figures of machine types of the NXG family due to the currently existing unique technical selling propositions, who are expected to last until 2026. The existing and successor models of the SLM family will also account for significant sales growth, with the sales share of smaller machines with a lower number of lasers decreasing over the course of the planning. The planned number of machines to be sold will increase by around 140 machines in the planning period 2022 to 2027.

Average revenues per unit of machine sold will rise as the share of technologically more complex NXG-type machines is expected to increase. In 2027, this machine type is expected to account for more than half of the sales revenues in the Machines segment. By contrast, the share of smaller and less complex plants is declining in planning terms, as the competitive situation for these is becoming increasingly intense, especially from Chinese suppliers. The product portfolio as a whole is to be further expanded and/ or technologically enhanced.

Revenues from materials, accessories and service (after sales) will increase in line with machine sales and in line with the machine base sold. The share of after-sales business in total sales will increase slightly from 17.1% in 2023 to 21.7% in 2027.



**Changes in inventories** of finished goods and work in progress will rise in line with the increase in sales and business development but will show an optimization of inventories and thus a reduction in capital commitment over the course of the planning period. The further development of the product portfolio and its technological advancement, which contribute significantly to sales growth, influence the other **own work capitalized**, which mainly consists of the capitalization of development costs and thus of personnel costs. The share of own work capitalized in personnel expenses will increase slightly less than sales, from around 1.5% in 2023 to around 17.8% in the final planning year.

### **Material costs/Gross profit**

The cost of materials mainly consists of the direct material costs for the machines as well as the spare parts and accessories sold in the after-sales area and metal powder. The cost of materials ratio increases slightly from 43.4% in 2023 to 44.7% in the final planning year.

### **Personnel expenses**

Personnel expenses will increase in the planning period due to an increase in the number of employees in the areas of service, production and development/engineering as a result of the expansion of business and expected salary increases, but will grow at a significantly lower rate than total operating performance, so that the ratio of personnel expenses to total operating performance will improve over the course of the planning period from 37.4% in 2022 to 22.7%.

### **Other expenses**

Other operating expenses are growing at a much lower rate than total operating performance. In addition to cost improvements in selling and logistics expenses, this item is expected to include a significant reduction in legal advisory costs, which were incurred in the past in connection with the Company's equity and debt financing on the capital market.

## **EBITDA**

EBITDA increases at a compound annual growth rate of 165% from EUR 850 thousand in 2022 to TEUR 110,126 in 2027. The EBITDA margin in relation to total operating performance improves from 0.7 % in 2022 to 23.9 % in the final planning year 2027.

## **Depreciation**

Depreciation and amortization will develop in line with the increase in own work capitalized, and the ratio of depreciation and amortization to total operating performance decreases continuously from 5.4% to 4.1% over the planning period.

## **EBIT**

EBIT will increase sharply in the years 2022 to 2027, becoming positive for the first time in 2024 at TEUR 16,124 and rising to TEUR 91,410 in 2027. This corresponds to an EBIT margin of 19.9% of total operating performance.

## **Interest income**

The interest result was developed on the basis of the interest-bearing assets and liabilities and taking into account the current interest and credit conditions of SLM AG.

## **Corporate taxes**

The corporate taxes were derived taking into account the current status of tax law and take into account the trade tax and corporate income tax payable on domestic earnings, including the solidarity surcharge on corporate income tax, as well as corporate taxes payable abroad.

The tax losses existing at SLM AG before the takeover by Nikon AM. AG, and which will continue to arise thereafter, were properly taken into account in the derivation of the tax expense of SLM AG.

## EAT

The development of earnings after interest and taxes (EAT) follows the development of EBIT and increases in the planning period from initially still negative TEUR 2,218 to TEUR 75,902 thousand in 2027.

## Synergies

Except for the elimination of consulting costs, particularly in capital market law, incurred in the past for the procurement of equity and debt capital, the corporate planning of SLM AG does not include any explicit synergies resulting from the takeover by Nikon AM. AG. However, the planning calculation already takes into account debt financing provided to SLM AG by Nikon AM. AG to SLM AG.

Nikon AM. AG, or Nikon Corporation, and SLM AG have complementary product portfolios, according to Nikon Corporation ("Nikon") and SLM AG management, and serve different markets that are not expected to yield cost or distribution synergies in the medium term. The acquisition of SLM AG was a strategic move for Nikon to realize its initiative in the digital manufacturing value chain, of which powder bed laser printing, for which SLM AG provides solutions, is an important part. Nikon and SLM AG aim to help reduce the risk to SLM's product and technology development and accelerate the development of features that SLM AG wants to offer to its customers through technological exchanges in the areas of Optomechanics, metrology, precision equipment and system integration. Finally, Nikon's experience with global support can help improve SLM AG's on-site support to customers.

In addition, Nikon as a stable, globally recognized brand is expected to give customers seeking a long-term partnership with SLM AG the security that a company like Nikon stands behind SLM AG. The essential effect of the takeover by Nikon on SLM AG therefore lies in improving the starting position of SLM AG, to achieve its medium-term goals. As part of the Nikon Group, SLM AG can become a reliable, more financially stable business partner for companies that are in the process of converting part of their metal production to additive manufacturing. The significant risks associated with the fundamental conversion of their metal manufacturing processes for large manufacturing companies require well-capitalized partners with sound expertise and system offerings along holistic solutions.

Overall, it seems plausible that synergies from the acquisition of SLM AG by Nikon AM. AG will - implicitly - have a far predominant effect of improving the starting position with regard to the achievement of the targets expressed in the corporate planning.

## Plausibility of corporate planning

In view of the inherent uncertainty of a corporate plan, it is necessary to assess whether the assumptions on which the corporate plan is based are plausible, i.e. comprehensible, consistent and free of contradictions (cf. IDW Practice Note 2/2017, para. 5 and our comments in Section 4.3.1).

In the course of our audit, we have verified the calculation and the comprehensibility and consistency of the assumptions made. On the basis of our audit procedures, the mathematical and formal plausibility of the planning statement is given.

The audit of the material internal plausibility of the planning statement was based on our knowledge of the business model, the adjusted historical figures and the historical development of SLM AG and the explanations and supplementary documents provided by management.

We assessed the material external plausibility in particular on the basis of our findings on the market and competitive environment. In view of the fact that SLM AG and its business model are in a phase of development and expansion and strong market growth, the historical development and past figures were, in our opinion, only of limited informative value for the analysis of the plausibility of the planning. Therefore, the assessment of material external plausibility was of major importance.

The object of the examination of external plausibility is, in particular, whether the assumptions made in the planning are consistent with the results of the market and competition analysis based on the underlying conditions prevailing at the time of planning (cf. IDW Praxishinweis 2/2017 Points 28 - 35). In our opinion, the planning is in line with the available information on the past and expected development of the sales and procurement markets that are significant for SLM AG, for which our evaluation of market and industry analyses form an appropriate benchmark for the assessment of the planning assumptions (see our comments in section 4.3.3). In particular, we have included in our assessment that SLM AG is planning for total output growth of 30.3%, which is significantly higher than the market expectations for additive manufacturing processes with metals as the starting material derived from studies, which forecast average annual growth rates of between 20.8% and 26.1% for the years 2022 to 2027. In addition to an increase in market share on the revenue side, the planned development of EBITDA and EBIT margins shows a significant improvement in profitability.

According to our findings during the audit, the planning is plausible in terms of both material internal plausibility and material external plausibility and is not without ambition compared with market expectations and the competitive situation. SLM AG thus lives up to its own claim as a technology and innovation leader.

### **Transition phase and sustainable earnings / terminal value**

In the context of deriving the results to be capitalized, the detailed planning phase, in this case the planning of SLM AG for the years 2023 to 2027, is generally followed by the terminal value (TV) phase, which is not the subject of corporate planning. The perpetual annuity reflects a state of equilibrium or steady state. It is therefore based on a long-term extrapolation of trend developments. Cyclical developments in the company's results must be taken into account (e.g. product life cycles and the development of the market and competitive environment). The perpetual annuity is to be derived independently, taking into account special analyses. In this respect, the last planning year may not be adopted without reflection for the phase of the perpetual annuity (cf. IDW Practice Note 2/2017, para. 54).

If a state of equilibrium has not yet been reached at the end of the detailed planning period, it may be necessary to plan a transition phase. When planning the transition phase to the determination of the perpetual annuity, long-term achievable return expectations must be taken into account. The key indicators to be considered here are return on sales, EBITDA margins, EBIT margins and return on equity. Indicators for sustainably achievable returns can be derived in particular from industry figures (cf. IDW Practice Note 2/2017, para. 57).

In the present case, the available market studies show that further above-average market growth is also expected after 2027 (cf. our comments in section 4.3.3 of this audit report), although the overall view for the AM with metals sector allows the conclusion that growth will lose momentum after 2028 and the absolute growth rates will decline. This is also in line with the expectations of the management of SLM AG, which assumes declining specific sales growth rates of SLM AG in a period until about 2034, with sales development being influenced by declining specific sales prices at a high sales level due to more intense competition from competitors and alternative technologies. In addition, it is expected that the situation of SLM AG's business segment and equipment will evolve from the build-up and growth phase to the maturity phase, in which the further development of the equipment will no longer be characterized by leaps (in the number of lasers used and the enlargement of the build chamber, as in the case of the NXG II, for example) but by gradual optimization. In addition, the application of the systems in industrial environments is expected to increase significantly.

This is in line with the results of the AMPOWER Report 2023, according to which the production of prototypes or parts for research and development will decrease significantly in 2027 compared to their share in 2022.

This is accompanied by the expectation that the development of the earnings margins for EBITDA and EBIT will move in the direction of the corresponding key figures of established machine tool manufacturers. On this basis, the valuation expert Ebner Stolz has planned a transition phase for the transition to the perpetuity phase, in which it has incorporated this expectation, which is in line with our findings (cf. explanations in section 4.3.3).

The results of SLM AG, starting from the last detailed planning year 2027, will develop as follows during the transition phase from 2028 to 2034 until the perpetuity phase from 2035 onwards:

P&L (kEUR)	2027 Plan	2028 Plan	2029 Plan	2030 Plan	2031 Plan	2032 Plan	2033 Plan	2034 Plan	TV
Revenue	430.194	537.743	656.046	780.695	897.799	996.557	1.076.281	1.140.858	1.152.267
<i>Growth vs. previous year</i>		25,0%	22,0%	19,0%	15,0%	11,0%	8,0%	6,0%	1,0%
Inventory changes	11.553								
Capitalised Services	18.606								
Total output	460.354								
<i>Growth vs. previous year</i>		26,9%							
Cost of materials	-205.883								
<i>Cost-of-materials ratio (% total output)</i>		-44,7%							
<i>Growth vs. previous year</i>		28,1%							
Gross profit	254.471								
<i>Gross margin (% total output)</i>		55,3%							
<i>Growth vs. previous year</i>		25,9%							
Other operating income	0								
<i>Operating income ratio (% total output)</i>		0,0%							
Personnel expenses	-104.603								
<i>Personnel expenses ratio (% total output)</i>		-22,7%							
<i>Growth vs. previous year</i>		15,0%							
Other operating expenses	-39.742								
<i>Operating expcenses ratio (% total output)</i>		-8,6%							
<i>Growth vs. previous year</i>		10,0%							
EBITDA	110.126	134.436	154.171	171.753	184.049	189.346	188.349	182.537	184.363
<i>EBITDA margin (% total output)</i>		23,9%	25,0%	23,5%	22,0%	20,5%	19,0%	17,5%	16,0%
<i>EBITDA margin (% revenue)</i>		25,6%	25,0%	23,5%	22,0%	20,5%	19,0%	17,5%	16,0%
<i>Growth vs. previous year</i>		46,7%	22,1%	14,7%	11,4%	7,2%	2,9%	-0,5%	-3,1%
Depreciation	-18.709	-23.788	-28.672	-33.608	-38.251	-43.488	-49.256	-54.707	-38.859
<i>Depreciation ratio</i>		-4,1%	-4,4%	-4,4%	-4,3%	-4,4%	-4,6%	-4,8%	-3,4%
EBIT	91.418	110.648	125.499	138.144	145.798	145.858	139.093	127.830	145.504
<i>EBIT margin (% total output)</i>		19,9%	20,6%	19,1%	17,7%	16,2%	14,6%	12,9%	11,2%
<i>EBIT margin (% revenue)</i>		21,3%	20,6%	19,1%	17,7%	16,2%	14,6%	12,9%	11,2%
<i>Growth vs. previous year</i>		53,8%	21,0%	13,4%	10,1%	5,5%	0,0%	-4,6%	-8,1%
Interest result	-447	-479	-1.252	-1.640	-1.662	-1.609	-1.364	-890	-615
EBT	90.970	110.169	124.246	136.504	144.136	144.249	137.729	126.941	144.889
<i>EBT margin</i>		19,8%	20,5%	18,9%	17,5%	16,1%	14,5%	12,8%	11,1%
Corporate taxes	-15.068	-18.274	-21.244	-38.276	-40.934	-40.964	-39.105	-36.027	-40.858
<i>in % of total output</i>		-16,6%	-16,6%	-17,1%	-28,0%	-28,4%	-28,4%	-28,4%	-28,2%
Net loss / Net income	75.902	91.894	103.002	98.228	103.202	103.285	98.624	90.914	104.031
<i>Return on sales</i>		16,5%	17,1%	15,7%	12,6%	11,5%	10,4%	9,2%	8,0%

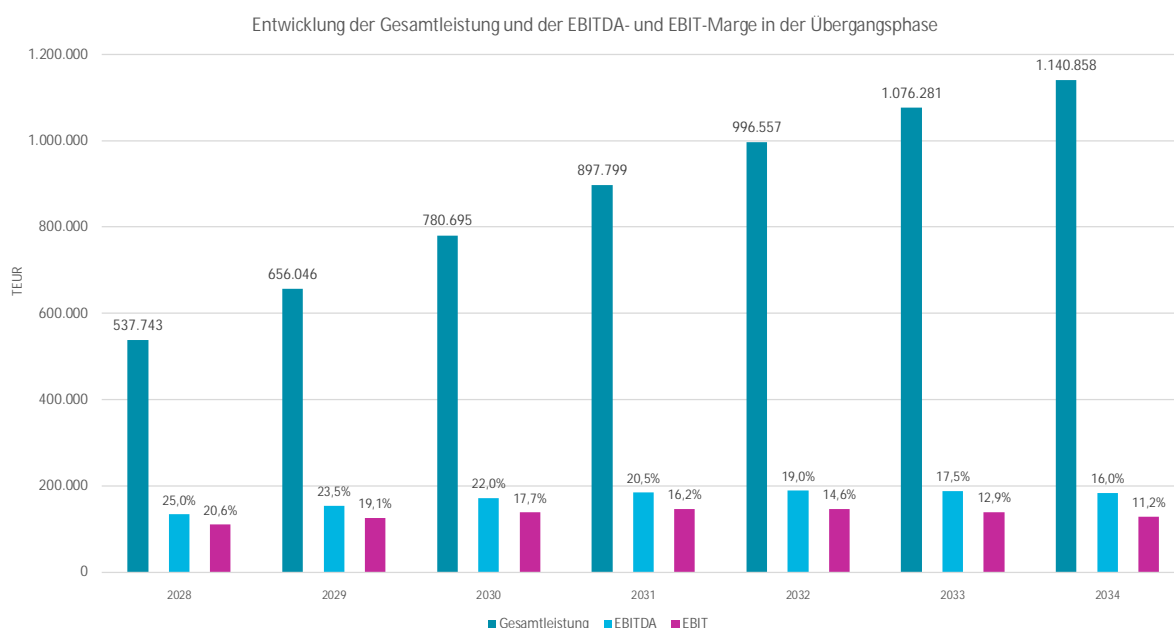
Annual growth in revenue declines gradually over the transition period of 2028 to 2034, from 25.0% in 2028 to 6.0% in 2034. In this context, the assumption that the decline in growth rates will start as early as 2028 and fall by 7.9 percentage points in the years 2028 to 2030 is in line with the trend of forecasts in available market studies for the periods 2023 to 2027 and 2023 to 2030, which assume lower average growth (CAGR) for the longer period compared with the shorter period of around -7.4 percentage points on average:

Marktstudie	Datum	Zeitraum	Produktionsverfahren	Fertigungsstoffe	CAGR
Market Watch, Inc.	Apr 23	2023 - 2030	Selective laser melting	Metall	13,9%
Precedence Research	Jun 22	2022 - 2030	AM	Metall	18,2%
technavio	Jan 23	2022 - 2027	AM	Metall	20,8%
AMPOWER	Mrz 23	2023 - 2027	AM	Metall	26,1%
Mittelwert					19,8%
Mittelwert bis 2030					16,1%
Mittelwert bis 2027					23,5%
Differenz					-7,4%



In the subsequent period from 2031 to 2034, annual growth rates decline from 15.0% in 2031 to 6.0% in 2034. The growth rate of 6.0% in 2034 is roughly in line with the historical growth rates of the years 2013 to 2022 (6.3%) and the growth expectations of the companies in the peer group of machine tool manufacturers for the years 2023 to 2025 (5.1%).

The course of the growth development up to the year 2034 also does not appear implausible in the overall view. Revenue will grow in absolute terms from TEUR 460,354 in 2027 by TEUR 680,505 or 148% to TEUR 1,140,858 in 2034, corresponding to an average annual growth rate of 19.9%.



The development of the EBITDA and EBIT margins in the transition period from 2028 to 2034 follows the convergence towards an established market expressed in the development of revenue. The EBITDA margin rises once again to 25.0% in 2028 and then gradually declines to 16.0% in 2034. The planned EBITDA margin in 2034 is within the range of the corresponding key figures of the peer group companies of the machine tool manufacturers, for which an EBITDA margin of 15.6% is expected on average in the years 2023 to 2025. (cf. our comments in section 4.3.3 on page 48).

The EBIT margin develops correspondingly from 19.9% in 2027 via 20.9% in 2028 to 11.2% in 2034. The planned EBIT margin for 2034 is also within the range of the peer group of machine tool manufacturers, the mean value of the forecast EBIT margins for the years 2023 to 2025 is 10,8 % here.

Thus, the planning of the transition phase between the detailed planning phase of SLM AG for the years 2023 to 2027 and the entry into a perpetual annuity after the last year of the transition phase is plausible overall on the basis of our analyses and presently appropriate for the purposes of determining the capitalised earnings value.

### **Assessment of the derivation of the sustainable result**

The sustainable result was derived on the basis of 2034, the last year of the transition phase, which was methodically modeled as the standard year for the perpetual annuity. Taking into account the analyses on the plausibility of the planning of the transition phase, the EBITDA-level of the year 2034 is suitable as a basis for a perpetual annuity. The EBITDA for 2034 was extrapolated using the general growth rate of 1.0% (see Section 4.6.4).

In deriving the perpetual annuity from the results for the year 2034, the sustainable investments required to maintain the sustainable level of sales were applied and the corresponding sustainable depreciation was derived. The tax benefit resulting from the depreciation and amortization exceeding the sustainable level after the year 2034 has been taken into account as an annuity in the derivation of the sustainable corporate tax expense. Therefore, the sustainable tax rate in TV is 0.2 percentage points lower than the tax rate in 2034.

## **4.6. Discount rate**

### **4.6.1. Fundamentals**

The capitalized earnings value is determined by discounting the future financial surpluses to the valuation date. The capitalization rate is the return on an alternative investment that is adequate for the investment in the company to be valued. It must be equivalent to the cash flow to be capitalized regarding maturity, risk, and taxation.

In determining the objectified enterprise value in accordance with IDW S 1, it must be assumed that future risks are weighted more heavily than future opportunities by market participants (risk aversion). This risk aversion can be conceptually considered by a discount on the expected financial surpluses (security equivalence method) or a risk premium on the capitalization interest rate (risk premium method). Both methods can be interchanged. The risk premium method usually applied in practice has the advantage that it is based on empirically observable behavior and thus allows a market-oriented approach to risk measurement.

Especially capital market returns for corporate investments in the form of a share portfolio can be considered as starting parameters for the determination of alternative returns. In principle, these returns can be broken down into a basic interest rate and a risk premium demanded by the shareholders due to the assumption of entrepreneurial risk. Under the model assumptions of the CAPM, the risk premium can be further broken down into the components of the general market risk premium and the beta factor, which reflects the specific systematic risk of the company being valued.

To capture growth effects through steadily increasing financial surpluses, the capitalization rate is reduced by a growth factor in the perpetuity phase (growth discount).

Income taxes fundamentally influence stock returns and hence risk premia. An explanation of the empirically measurable stock returns can be achieved by the Tax-CAPM. The Tax-CAPM extends the CAPM by explicitly considering the effects of personal income taxes.

The capitalization rate was determined by the valuation expert in accordance with these basic considerations. We have examined the determination of the capitalization rate based on the individual components in accordance with the following principles.

#### **4.6.2. Risk free rate**

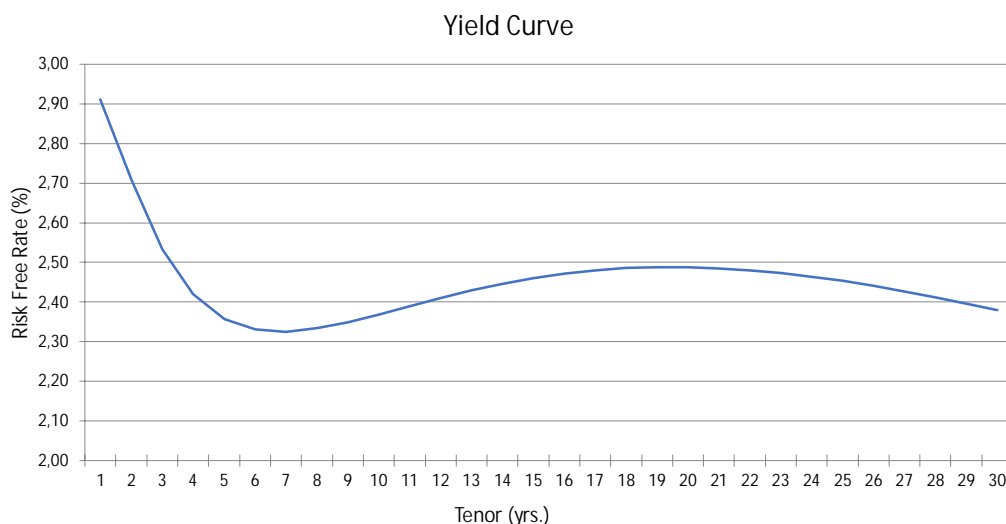
The prevailing view is that the base interest rate for determining an objectified enterprise value is based on the expected yields on fixed-interest securities issued by the public sector. The yield curve for government bonds can be used as a starting point for the specific determination of the base interest rate.

The valuation expert has applied a uniform base interest rate of 2.50% p.a. before personal income tax for the detailed planning period and the sustainable result, which he has determined based on interest structure data published by the Deutsche Bundesbank. We verified the base interest rate using the yield curves based on the parameters published by Deutsche Bundesbank. In our opinion, the interest rate of 2.50% used is an appropriate estimate of the future interest rate level for a risk-free investment. The method of deriving the risk-free base interest rate from the yield curves using the Bundesbank parameters ensures, to a greater extent, compliance with maturity equivalence and the necessary future relevance of the determination of the base interest rate compared with the determination of the base interest rate from the average yields of fixed-interest securities from the past. For this reason, the methodology used is to be considered preferable.

If a yield curve is used, the respective interest rate for the respective term must be discounted for each year. However, in the context of business valuations, this leads to the practical difficulty that, depending on the length of the planning period and the assumed growth rates for the subsequent phase of the so-called perpetuity, a uniform interest rate equivalent to the present value must be recalculated from the yield curve based on financial mathematics. For reasons of practicability, a constant base interest rate can also be calculated and used from the yield curve over the entire period, i.e., starting with the first year.

The base interest rate of 2.50% p.a. was determined at the end of Ebner Stolz's expert opinions as of May 30, 2023. In accordance with the recommendations of the IDW, the three-month average of the interest rates calculated using the Svensson method was calculated prior to that date.

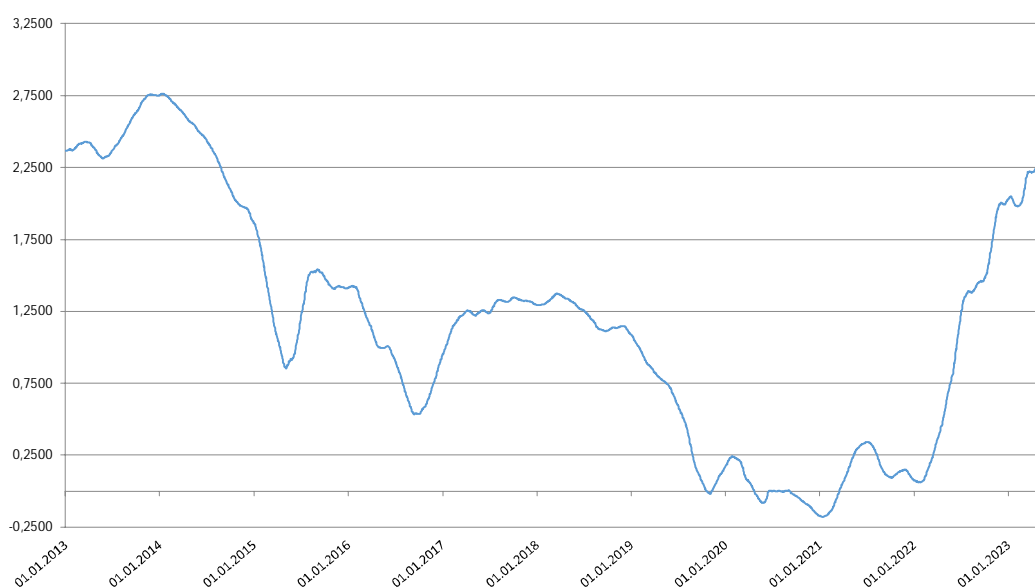
The yield curve based on the parameters of the Bundesbank, taking into account the FAUB's guidance on the determination of the prime rate, has the following shape at the end of our audit work:



Source: Deutsche Bundesbank, PKF-Analysis

This results in a rounded present-value-equivalent base interest rate of 2.50%.

Since the beginning of 2022, rising prime rates have been observed, which have also been accompanied by higher implied total returns and market risk premiums (see comments on the market risk premium):



To establish tax equivalence between the alternative investment and the company being valued, the base interest rate before personal taxes is to be reconciled to a base interest rate after personal taxes. Considering the final withholding tax on interest income (final withholding tax of 25% plus solidarity surcharge on the final withholding tax of 5.5%), the base interest rate of 2.50% must be reduced by a total tax rate of 26.375%. This results in a prime rate after personal taxes of 1.84%.

#### **4.6.3. Risk premium**

The risk premium compensates for the risk to be accepted when investing in shares of the company to be valued. The risk premium approach is based on the consensus in theory and practice that market participants attach greater weight to future risks than to future opportunities when investing in shares in a company. In valuation practice, this risk aversion is considered by adding a premium to the risk-free prime rate.

To derive the risk premium in the objectified valuation of a company, it is not the subjective risk assessment of individuals that is to be taken into account but the general behavior of the market. The risk premium to be paid for the investment in shares can be derived with the help of pricing models on the capital market (CAPM, Tax-CAPM) from the share returns empirically determined on the capital market (cf. Wagner / Jonas / Ballwieser / Tschöpel, Weiterentwicklung der Grundsätze zur Durchführung von Unternehmensbewertungen IDW S 1, WPg 2004, p. 889, p. 893).

Stock returns and, thus also, risk premia are fundamentally influenced by income taxes. An explanation of the empirically measurable stock returns can be achieved by the Tax-CAPM. The Tax-CAPM extends the CAPM by explicitly considering the effects of personal income taxes. The risk premium is derived from two factors: the market risk premium and the beta factor.

##### **4.6.3.1. Market risk premium**

According to the model assumptions of the CAPM, the market risk premium is the difference between the return on the market or equity portfolio (= market or equity return or total return) and the risk-free interest rate. The market risk premium is thus a residual variable that can only be determined indirectly on the financial and capital markets by observing stock returns and interest rate developments.

To determine the general market risk premium, various scientific studies have examined the historical premiums of shares compared with risk-free bonds based on capital market data. Depending on the period examined, averaging, personal tax burden and regional allocation, these studies arrive at market risk premiums of between around 3.0% and approximately 7.0% (see, for example, Stehle "Die Festlegung der Risikoprämie von Aktien im Rahmen der Schätzung des Wertes von börsennotierten Kapitalgesellschaften," WPg 2004, pp. 906 et seq.; Dimson/Marsh/Staunton, The Worldwide Equity Premium: A Smaller Puzzle, Working Paper London Business School, 2006; Dimson/Marsh/Staunton, Equity Premia Around the World, Working Paper London Business School, 2011).

For a long time, the capital market situation was characterized by developments because of the global financial crisis and the euro sovereign debt crisis. Since the beginning of 2022, the capital and financial markets have been characterized by the effects of the Ukraine war, the energy crisis and increased inflation. Given the importance of current capital market situations, it is no longer methodologically justifiable to derive the market risk premium based on historical data alone without considering the particular situation of the current market environment. Recent studies on stock returns and future-oriented ex-ante models can be taken into account as part of a pluralistic approach to complement a bandwidth analysis based solely on historical data.

The Expert Committee on Business Valuation and Economics (FAUB) of the IDW regularly analyzes the factors influencing the measurement of the capitalization rate based on the Tax-CAPM. The Expert Committee on Business Valuation and Management (FAUB) of the IDW had most recently raised its recommendations on the approach to the market risk premium in business valuations at its 136th meeting on October 22, 2019. This assessment is based on observed total returns and the implicit cost of capital determined from these using ex-ante analyses. Since then, the FAUB has recommended applying the market risk premium before personal taxes between 6.0% and 8.0% and the market risk premium after personal taxes between 5.0% and 6.5%.

The current development of the risk-free prime rate and the implied overall yields currently shows a downward trend in implicit market risk premiums over time. Nevertheless, in its 165th meeting on April 26, 2023, the FAUB maintained its previous bandwidth recommendation.

Ebner Stolz applied a market risk premium after personal taxes of 5.75% for the valuation of SLM AG. This market risk premium is thus in the middle of the range still recommended by the FAUB.

We have examined whether adherence to the range recommended by the FAUB and the resulting market risk premium based on the mean value can still be regarded as appropriate in the event of an increase in the base interest rate to 2.50%.

The FAUB points out that significantly rising prime rates have been observed since February 2022 and that this has, however, been accompanied by equally significant increases in implied total returns and market risk premiums based on the ex ante method (see FAUB, Meeting Report on the 165th Meeting of April 26, 2023). In the FAUB's view, although implied overall yields have tended to decline since November 2022, prime rates have continued to rise. This has tended to result in lower market risk premiums, but the FAUB believes these are still within the bandwidth recommendation. Overall, the FAUB currently sees no need for action to adjust the recommendations on the market risk premium. Accordingly, the FAUB continues to consider it appropriate to base the assessment of market risk premiums on a bandwidth of 6% to 8% (before personal taxes) and 5% to 6.5% (after personal taxes) (cf. FAUB, *ibid.*).

It can be seen from the FAUB's comments that there is currently no clear, sustainable trend emerging on the development of implied total returns and implied market risk premiums. At present, we cannot see any reasons why the range recommended by the FAUB is not appropriate. Therefore, we consider the market risk premium of 5.75% applied by the valuation expert, which is based on the mean value of the range recommended by the FAUB for the after-tax market risk premium, to be appropriate.

In section 7 of this audit report, we examined the effects of a variation of various valuation parameters on the value per share of SLM AG. In doing so, we also examined how the value per share would change if the market risk premium were applied at a lower level (see comments in section 7).



#### 4.6.3.2. Beta factor

To derive the company-specific risk premium, the average market risk premium must be adjusted regarding the particular risk structure of the valuation object. This adjustment to the company- and industry-specific risk is made in accordance with the valuation equation of the market model using the so-called beta factor, which indicates the valuation-relevant systematic risk of the company compared to the overall market.

To determine the expected future beta factor for listed companies, the company's own beta factor observable on the capital market can generally be used, provided that this is suitable for forecasting the systematic risk of the company. In addition, beta factors of a so-called peer group can be used (cf. OLG Frankfurt of August 30, 2012, Case No. 21 W 14/11, para. 72 (juris)).

#### Raw Beta vs. Adjusted Beta

In deriving the risk premium, both adjusted and raw beta factors are similarly widespread and regularly used in business valuation practice. Valuation practice shows that neither of these methodological derivations predominates; financial service providers also provide information on both values as standard. The method of adjusting historical beta factors for forecasting purposes is empirically derived (see Blume, *Betas and Their Regression Tendencies*, *The Journal of Finance* 1975, pp. 785-795; Timmreck, *Finanzbetrieb* 2002, pp. 300, 304). The case law on the applicability of the two methods is not uniform (no preference for or rejection of one method: see OLG Stuttgart v. March 17, 2010, 20 W 9/08, para. 178 (juris); OLG Munich v. July 14, 2009, 31 Wx 121/06, para. 23 f.; rejection of adjusted beta factors: OLG Frankfurt v. December 18, 2014, 21 W 34/12). Conceptually, the adjustment of the raw beta takes into account the knowledge gained from empirical studies that beta factors tend to move against the market average of 1 in the long term. The raw beta is adjusted according to "Blume" by weighting with 2/3 raw beta plus 1/3 market average of one. In the valuation of SLM AG, both raw beta factors and adjusted beta factors were analyzed by the valuation expert.

## Comparison of yield intervals

When determining the interval of the beta calculation, statistical significance criteria, on the one hand, and the topicality of the input data, on the other hand, have to be weighed up. While a larger sample size and a longer period under consideration indicate greater statistical significance, a shorter period has the advantage of greater topicality. In practice, periods of five years with monthly returns (i.e. around 60 data points) and two years with weekly returns (i.e. around 104 data points) are regularly used.

A theoretical argument in favor of the five-year interval is that the extension of the return interval can reduce the distortion of the beta estimate due to the so-called intervallic effect (cf. Zimmermann, Schätzung und Prognose von Betawerten, 1997, p. 99 ff.). In contrast, the larger sample size and greater timeliness at the valuation date speak in favor of the two-year interval.

## Statistical significance

The beta factor is derived from capital market data using regression analyses. For this purpose, the valuation expert used data from the financial information service provider Bloomberg L.P.. In our additional research, we used data from the financial information service provider S&P Capital IQ. The beta factor is determined using a linear regression of the company-specific share price return on the return of the share index.

The beta factor is calculated from the slope of a regression line through a so-called "Punktewolke" of return pairs of stock returns and market returns. The beta factor is determined from exactly that slope, resulting in the smallest distance of the points from this regression line.

In addition to the mathematical determination of the slope of the regression line, the significance of the regression analysis must also be examined. The main statistical measures used to assess the quality of a regression are the coefficient of determination ( $R^2$ ) and the so-called T-test. In addition, criteria such as the liquidity of trading and the pricing of the shares under investigation are used.

The coefficient of determination ( $R^2$ ) is an indicator of the statistical significance of the regression equation. It indicates what proportion of the share price return is explained by the index return. In the CAPM model, only the systematic risk is relevant for valuation, so that with an  $R^2$  of 1, all observation points (i.e. the return pairs of the stock and the market portfolio) lie on a straight line that coincides with the regression line.

A value for  $R^2$  below one observed in practice means that a certain proportion of the share price development observed in the sample cannot be explained by the influences of the market but by other influencing factors (cf. Dörschell/Franken/ Schulte, *Der Kapitalisierungszinssatz in der Unternehmensbewertung*, 2nd edition, 2012, p. 177). In general, there is no clear lower limit for sufficient statistical significance.

With regards to the coefficient of determination  $R^2$ , case law has ruled that values very close to zero are no longer sufficiently significant (see Stuttgart Higher Regional Court, December 18, 2009, 20 W 2/08, para. 247 (juris) for  $R^2$  of 0.051 and 0.054; Frankfurt Higher Regional Court, April 29, 2011, 21 W 13/11, para. 77 (juris) for an  $R^2$  of 0.02). Even with values of 0.07 and 0.11, the statistical quality is considered too low in some cases (see OLG Stuttgart, September 22, 2009, AG 2010, pp. 42, 45).

The T-test is used to examine the statistical correlation between the return of the shares and that of the share index with a sufficient confidence level (usually between 95% and 99%). If the T-value exceeds a critical value, a statistically reliable correlation is assumed with sufficient probability.

### **Significance of the beta factor based on liquidity ratios**

As part of an analysis of the significance of a beta factor, the liquidity of the share is also included in the considerations in addition to the statistical significance. The idea behind this is that stocks with higher liquidity react faster and more precisely to systematic risks. Accordingly, liquidity measures can indicate whether the beta factors of the stocks determined from the price trends are suitable for forecasting future systematic risk. In particular, the bid-ask spread or the trading volume are used as liquidity measures; as far as can be seen, both the parameters and the threshold values for a sufficient liquidity measure of a stock are not clearly defined in theory and practice.

Case law bases insufficient liquidity on the bid-ask spread and, for this purpose, uses threshold values from around 1.00% to 1.25% to over 4.26% (see OLG Düsseldorf, September 13, 2021, 26 W 1/19, para. 66 (BeckRS); OLG Düsseldorf, 5. September 2019, 26 W 8/17, decision text p. 15; OLG Frankfurt, November 20, 2019, 21 W 77/14, para. 78 (BeckRS); OLG Frankfurt, September 8, 2020, 21 W 121/15, para. 141 (BeckRS); OLG Frankfurt, January 13, 2023, 21 W 150/21, decision text p. 35; OLG Frankfurt, January 29, 2016, 21 W 70/15, para. 69 (BeckRS)). OLG Frankfurt, August 27, 2020, 21 W 59/19, para. 49 (BeckRS)); LG Hamburg, February 23, 2016, 403 HKO 152/14, p. 12 (BeckRS)). Above this threshold, according to case law, even statistically significant beta factors regularly lose their predictive power for deriving an unbiased beta factor for estimating future systematic risk.

In our opinion, a limitation of the liquidity of a share and thus a limitation of the informative value of a beta factor is given if the liquidity measure of a share is significantly above an average value of traded shares, e.g. of all CDAX companies.

### **Beta factor of SLM AG**

Since SLM AG itself is listed on the stock exchange, we examined whether SLM AG's own beta factor is a suitable estimator of future systematic risk. The beta factors of the SLM AG were derived over a five-year period based on monthly returns and over a two-year period based on weekly returns. The CDAX index and the MSCI ACWI index were used as reference indexes. In addition, it was examined whether the beta factors determined had valid values in terms of statistical significance ( $R^2$  and T-test) as well as in terms of certain liquidity ratios (number of trading days, trading volume and spread between supply and demand prices / bid-ask spread).

In the context of the analysis of the company's own beta factor, analogous to the analysis of the stock exchange price (cf. Section 6 of this audit report), according to prevailing opinion it is appropriate to let the observation period for the determination of the original beta factor end before the day of the announcement of the measure (announcement of the squeeze-out under merger law on February 10, 2023) to end in (see Popp/Ruthardt, § 12 Bewertungsmethoden im Spiegel der Rechtsprechung, in: Fleischer/Hüttemann (ed.), Rechtshandbuch Unternehmensbewertung, 2nd ed, 2019, para. 12.98; OLG Karlsruhe, May 13, 2013, 12 W 77/07 (13), para. 36 (juris); LG Hannover, March 2, 2016, 13 O 191/09, decision text p. 31; LG Düsseldorf, September 3, 2014, 33 O 55/07, para. 145 (juris)).

According to our research, SLM AG's unlevered beta factor ranges from 0.76 to 1.38, depending on periodicity (two years with weekly returns or five years with monthly returns) and index (local or global) in the periods under consideration prior to February 10, 2023:

Index	Levered Raw Beta	FK/EK	Unlevered Raw Beta
<b>5 Jahre monatlich</b>			
CDAX	1,17	0,16	1,11
MSCI ACWI	1,48	0,16	1,38
<b>2 Jahre wöchentlich</b>			
CDAX	0,91	0,14	0,90
MSCI ACWI	0,75	0,14	0,76

Source: S&P Capital IQ, PKF analysis

With a view to the share price development and using statistical significance criteria, it can be assumed that the volatility of the SLM AG share has already gradually decoupled from the market since the announcement of the takeover offer from Nikon has successively decoupled from the market. In a supplementary analysis, we have therefore examined the original beta factor of SLM AG for a period prior to the takeover offer of Nikon AM. AG. First indications of the takeover offer could already be taken from the press on September 2, 2022.

The unlevered beta factor of SLM AG before the first press releases on the takeover offer by Nikon AM. AG is between 1.38 and 1.91 depending on the periodicity (two years with weekly returns or five years with monthly returns) and index (local or global):

Index	Levered Raw Beta	FK/EK	Unlevered Raw Beta
<b>5 Jahre monatlich</b>			
CDAX	1,60	0,20	1,45
MSCI ACWI	2,15	0,20	1,91
<b>2 Jahre wöchentlich</b>			
CDAX	1,50	0,20	1,38
MSCI ACWI	2,09	0,20	1,87

Source: S&P Capital IQ, PKF analysis

The beta factors determined for the observation periods prior to the first press releases on the takeover offer are thus significantly higher than the beta factors determined for the observation periods prior to the announcement of the squeeze-out under merger law. This indicates that the SLM AG share has already decoupled from the market from the time of the first press releases on the takeover bid.

The five months between the date of the first press releases and the announcement of the squeeze-out under merger law therefore have a significant influence on the determination of the beta factor. This is also confirmed by the share price trend, which since then has no longer been based on market conditions but has been influenced by the takeover bid itself (cf. graph on the share price trend in section 6 of this audit report).

Furthermore, the evaluation of the liquidity ratios shows that the SLM AG share has comparatively high bid-ask spreads with low trading volumes. The bid-ask spreads show the following mean values by annual slices (reporting date before February 10, 2023):

Unternehmen	2019	2020	2021	2022	2023	Durchschnitt 5-Jahre
SLM Solutions Group AG	0,74%	1,41%	1,52%	0,90%	1,01%	1,12%

Source: S&P Capital IQ, PKF analysis

The bid-ask spread is 1.12% in the 5-year average and thus above a threshold of 1.00%, above which justified doubts about a distortion of the beta factor also arise according to case law. According to the analysis of the valuation expert, the market value-weighted average bid-ask spread for all CDAX companies in a 5-year period from April 1, 2023 is between 0.15% and 0.19% and thus significantly below the values we determined for SLM AG. This

indicates a limited liquidity of the SLM AG share and thus a limited informative value of the own beta factor derived for SLM AG.

Therefore, it can be concluded that SLM AG's own beta factor is not suitable as a basis for forecasting the Company's systematic risk.

Against the background of these findings and considerations, the beta factor of 1.30 applied in the context of the evaluation is based on an examination of beta factors of comparable companies.

In the course of our audit, we checked the plausibility of the beta factor determined on the basis of our own analysis of beta factors of comparable companies.

### **Peer group Beta factor**

To assess the future systematic operational risk of SLM AG, the Valuation Expert relied on a peer group analysis based on data provided by the financial information service provider Bloomberg LLP ("Bloomberg").

For the derivation of a suitable peer group, the valuation expert analyzed the operating business activities as well as the competitive situation of SLM AG and derived a peer group for additive manufacturing companies as well as a peer group for machine tool manufacturers.

We reviewed the determination of the beta factor on the basis of our own peer group analysis. In doing so, we first conducted our own research into companies with comparable business activities to SLM AG and critically assessed the selection made by the valuation expert on the basis of this investigation.

The description of the peer group companies is presented in section 4.3.3 of this audit report.

Stratasys Ltd. has not been included in the beta analysis due to a large number of public takeover bids.

For the Additive Manufacturing peer group, we did not identify any other companies in our own analysis that would be comparable with SLM AG. For the peer group Machine Tool Manufacturers, we have identified supplementary companies that we have taken into account in our analyses. Against the background that the market of additive manufacturing is still in a build-up and growth phase, the comparison to the machine tool industry, whose market is in a more mature phase, seems appropriate (see also section 4.3.3).

Our analysis of the beta factors of the peer group covers the historical period before May 19, 2023. The derivation of the beta factor was based on one hand on the five-year period from April 29 to April 30, 2018, based on monthly returns and over the two-year period from May 18 to May 19, 2023, based on weekly returns. A market-wide local index and a global index (MSCI ACWI Index) was used as the benchmark index in each case. In addition, we examined whether the beta factors calculated had valid values in terms of statistical significance ( $R^2$  and T-test) and specific liquidity indicators (number of trading days, trading volume and spread between supply and demand prices).

The amount of the beta factor depends on the debt/equity ratio. Since the expected future capital structure of SLM AG differs from the capital structures of the peer group companies, the beta factors of the peer group must first be adjusted for the respective individual capital structure (ratio of debt to equity, in each case at market values) and reconciled to unlevered beta factors (so-called unlever). The valuation expert has included the so-called debt beta in the valuation calculation for both, the relever and the unlever. The application of the debt beta considers that debt capital is also generally subject to default risk, meaning that the providers of debt capital assume part of the company's operating risk being valued and are remunerated for this by a risk premium on the risk-free base interest rate. We consider the inclusion of the debt capital beta to be appropriate and have also included it in our analyses.



In the context of the unleveraged beta factor of the Additive Manufacturing peer group, the valuation expert assumed that the available cash and cash equivalents are necessary for operations. We consider this assumption to be appropriate, and therefore no negative debt was applied in the unleveraged beta factor.

For the periodicity five years weekly only the beta factor for the company 3D Systems Corporation is statistically significant considering a worldwide index. The beta factor is as follows:

Unternehmen	Index	Levered Raw Beta	FK/EK	Unlevered Raw Beta
3D Systems Corporation	MSCI ACWI	2,05	0,00	2,05

Source: S&P Capital IQ, PKF analysis based on monthly returns over a 5-year period.

The unlevered and leveraged beta factors for the companies in the Additive Manufacturing peer group are as follows for the 2-year periodicity on a weekly basis:

Unternehmen	Index	Levered Raw Beta	FK/EK	Unlevered Raw Beta
Desktop Metal, Inc.	S&P 500	2,08	0,00	2,08
3D Systems Corporation	S&P 500	2,30	0,00	2,30
Velo3D, Inc.	S&P 500	2,26	0,00	2,26
Markforged Holding Corporation	S&P 500	1,84	0,00	1,84
Mittelwert		2,12	0,00	2,12
Median		2,17	0,00	2,17
Minimum		1,84	0,00	1,84
Maximum		2,30	0,00	2,30

Unternehmen	Index	Levered Raw Beta	FK/EK	Unlevered Raw Beta
Desktop Metal, Inc.	MSCI ACWI	2,44	0,00	2,44
3D Systems Corporation	MSCI ACWI	2,74	0,00	2,74
Velo3D, Inc.	MSCI ACWI	2,34	0,00	2,34
Markforged Holding Corporation	MSCI ACWI	2,14	0,00	2,14
Mittelwert		2,41	0,00	2,41
Median		2,39	0,00	2,39
Minimum		2,14	0,00	2,14
Maximum		2,74	0,00	2,74

Source: S&P Capital IQ, PKF analysis based on weekly returns over a 2-year period.

The mean values of the unlevered raw beta factors of the Additive Manufacturing peer group show a range from 2.12 (local index) to 2.41 (global index).

The unlevered and leveraged beta factors for the peer group machine tool manufacturers are as follows for the periods presented above and in comparison to the stock market indices mentioned:

#### Five-year period and monthly returns:

Unternehmen	Index	Levered Raw Beta	FK/EK	Unlevered Raw Beta
Mikron Holding AG	Swiss SMI	1,15	-0,30	1,56
Sandvik AB (publ)	OMX Stockholm All Share Cap Total Return	1,31	0,12	1,22
DMG Mori Co., Ltd.	TOPIX	2,09	0,32	1,66
Tsugami Corporation	TOPIX	1,60	-0,06	1,69
Kennametal Inc.	S&P 500	1,88	0,44	1,45
Dürr Aktiengesellschaft	CDAX	1,61	0,05	1,56
Okuma Corporation	TOPIX	1,56	-0,29	2,16
Takisawa Machine Tool Co., Ltd.	TOPIX	0,97	-0,28	1,33
Hwacheon Machine Tool Co. Ltd	FTSE Korea Index	0,58	-0,64	1,36
Sodick Co., Ltd.	TOPIX	1,22	-0,04	1,28
Qinchuan Machine Tool & Tool Group Share Co., Ltd.	Shenzhen Stock Exchange Composite Index	1,00	0,17	0,90
Mittelwert		1,36	-0,05	1,47
Median		1,31	-0,04	1,45
Minimum		0,58	-0,64	0,90
Maximum		2,09	0,44	2,16

Unternehmen	Index	Levered Raw Beta	FK/EK	Unlevered Raw Beta
Mikron Holding AG	MSCI ACWI	1,04	-0,30	1,40
Sandvik AB (publ)	MSCI ACWI	1,57	0,12	1,46
DMG Mori Co., Ltd.	MSCI ACWI	1,64	0,32	1,33
Tsugami Corporation	MSCI ACWI	1,40	-0,06	1,47
Kennametal Inc.	MSCI ACWI	1,94	0,44	1,50
Dürr Aktiengesellschaft	MSCI ACWI	1,85	0,05	1,78
Okuma Corporation	MSCI ACWI	1,22	-0,29	1,69
Takisawa Machine Tool Co., Ltd.	MSCI ACWI	0,77	-0,28	1,05
Hwacheon Machine Tool Co. Ltd	MSCI ACWI	1,00	-0,64	2,50
Sodick Co., Ltd.	MSCI ACWI	1,00	-0,04	1,05
Qinchuan Machine Tool & Tool Group Share Co., Ltd.	MSCI ACWI	1,29	0,17	1,15
Mittelwert		1,34	-0,05	1,49
Median		1,29	-0,04	1,46
Minimum		0,77	-0,64	1,05
Maximum		1,94	0,44	2,50

Source: Capital IQ, PKF analysis based on monthly returns over a 5-year period.

## Two-year period and weekly returns:

Unternehmen	Index	Levered Raw Beta	FK/EK	Unlevered Raw Beta
Mikron Holding AG	Swiss SMI	0,69	-0,44	1,19
Sandvik AB (publ)	OMX Stockholm All Share Cap Total Return	1,21	0,20	1,08
DMG Mori Co., Ltd.	TOPIX	1,43	0,22	1,25
Tsugami Corporation	TOPIX	1,93	-0,09	2,10
Kennametal Inc.	S&P 500	1,32	0,33	1,09
Dürr Aktiengesellschaft	CDAX	1,27	0,01	1,26
Okuma Corporation	TOPIX	1,25	-0,33	1,80
Takisawa Machine Tool Co., Ltd.	TOPIX	0,56	-0,19	0,68
Hwacheon Machine Tool Co. Ltd	FTSE Korea Index	0,72	-0,68	2,01
Sodick Co., Ltd.	TOPIX	1,02	-0,09	1,11
Qinchuan Machine Tool & Tool Group Share Co., Ltd.	Shenzhen Stock Exchange Composite Index	1,08	0,01	1,07
Mittelwert		1,13	-0,09	1,33
Median		1,21	-0,09	1,19
Minimum		0,56	-0,68	0,68
Maximum		1,93	0,33	2,10

Unternehmen	Index	Levered Raw Beta	FK/EK	Unlevered Raw Beta
Mikron Holding AG	MSCI ACWI	0,72	-0,44	1,24
Sandvik AB (publ)	MSCI ACWI	1,48	0,20	1,31
DMG Mori Co., Ltd.	MSCI ACWI	0,95	0,22	0,86
Tsugami Corporation	MSCI ACWI	0,97	-0,09	1,04
Kennametal Inc.	MSCI ACWI	1,54	0,33	1,25
Dürr Aktiengesellschaft	MSCI ACWI	1,18	0,01	1,16
Okuma Corporation	MSCI ACWI	0,57	-0,33	0,79
Takisawa Machine Tool Co., Ltd.	MSCI ACWI	0,45	-0,19	0,55
Hwacheon Machine Tool Co. Ltd	MSCI ACWI	0,79	-0,68	2,23
Sodick Co., Ltd.	MSCI ACWI	0,65	-0,09	0,71
Qinchuan Machine Tool & Tool Group Share Co., Ltd.	MSCI ACWI	0,73	0,01	0,73
Mittelwert		0,91	-0,09	1,08
Median		0,79	-0,09	1,04
Minimum		0,45	-0,68	0,55
Maximum		1,54	0,33	2,23

Source: Capital IQ, PKF analysis based on weekly returns over a 2-year period.

The mean values of the unlevered raw beta factors of the peer group machine tool manufacturers show a range of 1.08 (for the two-year period) to 1.49 (for the five-year period).

Our extension of the peer group in the context of the analysis of the peer group machine tool manufacturers did not lead to any deviating assessment of the amount of the beta factor to be used compared to the analysis of the valuation expert.

## Liquidity analysis

The analysis of bid-ask spreads shows the following mean values for the peer group by year (cut-off date before February 10, 2023):

Unternehmen	2019	2020	2021	2022	2023	Durchschnitt 5-Jahre
Mikron Holding AG	0,62%	1,01%	1,18%	0,95%	1,04%	0,96%
Sandvik AB (publ)	0,06%	0,08%	0,06%	0,07%	0,06%	0,07%
DMG Mori Co., Ltd.	0,16%	0,22%	0,21%	0,18%	0,17%	0,19%
Tsugami Corporation	0,27%	0,29%	0,25%	0,22%	0,23%	0,25%
Kennametal Inc.	0,03%	0,04%	0,04%	0,04%	0,05%	0,04%
Tornos Holding AG	0,73%	0,91%	1,29%	1,20%	1,62%	1,15%
Dürr Aktiengesellschaft	0,22%	0,19%	0,22%	0,21%	0,26%	0,22%
Okuma Corporation	0,33%	0,38%	0,38%	0,37%	0,38%	0,37%
Takisawa Machine Tool Co., Ltd.	0,37%	0,65%	0,66%	0,50%	0,48%	0,53%
Hwacheon Machine Tool Co. Ltd	0,48%	0,29%	0,33%	0,39%	0,41%	0,38%
Sodick Co., Ltd.	0,25%	0,33%	0,34%	0,29%	0,28%	0,30%
Qinchuan Machine Tool & Tool Group Share	0,22%	0,21%	0,17%	0,11%	0,10%	0,16%
Desktop Metal, Inc.	0,40%	0,37%	0,22%	0,18%	0,48%	0,31%
3D Systems Corporation	0,08%	0,12%	0,12%	0,07%	0,11%	0,10%
Velo3D, Inc.	n.a.	n.a.	0,33%	0,20%	0,42%	0,31%
Markforged Holding Corporation	n.a.	n.a.	0,52%	0,23%	0,56%	0,42%
Stratasys Ltd.	0,06%	0,10%	0,14%	0,14%	0,12%	0,11%

Source: S&P Capital IQ, PKF analysis

We have not included Tornos Holding Ltd. in the beta analysis due to the findings of the liquidity analysis.

## Summary

Overall, the following summary overview of the unlevered beta factors for the respective peer groups emerges:

Peer Group	Index	Unlevered Raw Beta
<b>5 Jahre monatlich</b>		
Additive Fertigung	CDAX	n.a.
Additive Fertigung	MSCI ACWI	2,05
<b>2 Jahre wöchentlich</b>		
Additive Fertigung	CDAX	2,12
Additive Fertigung	MSCI ACWI	2,41
<b>5 Jahre monatlich</b>		
Werkzeugmaschinenhersteller	CDAX	1,47
Werkzeugmaschinenhersteller	MSCI ACWI	1,49
<b>2 Jahre wöchentlich</b>		
Werkzeugmaschinenhersteller	CDAX	1,33
Werkzeugmaschinenhersteller	MSCI ACWI	1,08

The range of unlevered beta factors for the Additive Manufacturing peer group is 2.05 (5-year monthly, global index) to 2.41 (2-year weekly, local-wide index). For the peer group machine tool manufacturers, the mean value over the periodicities 2 years weekly and 5 years monthly, taking into account a local index, is at around 1.40.

The average value over the periodicities of 2 years weekly and 5 years monthly, taking into account a global index, is around 1.28. As already explained, the original beta factor of SLM AG as of September 1, 2022 (i.e. prior to the takeover offer of Nikon AM. AG) was above 1.30 for both periodicities examined, irrespective of the index.

As a result of our investigations into the beta factor, we, therefore, conclude that the beta factor of 1.30 on which the valuation is based is justifiably appropriate.

#### **4.6.4. Growth rate**

Budgets are regularly prepared based on nominal figures, according to which inflation-related increases are recognized directly in the budgeted expense and income items. Whether inflation-related increases result in profit growth depends on the extent to which the company can pass on inflation-related increases in costs through price increases or offset them through efficiency gains. An annual increase in financial surpluses in line with the inflation rate can only be assumed with further ado. This would assume that inflationary cost increases can be passed on to the company's customers by being valued to the same extent or compensated for by efficiency gains.

While profit growth and inflation-related increases are incorporated directly into the individual components of the plan in the detailed planning phase, further growth in the perpetuity period alone still needs to be included in the derivation of the sustainable result. Therefore, change over the perpetuity period is usually accounted for by applying a discount to the discount rate, equivalent to financial mathematical terms.

An initial indication can be provided by estimates of the consumer price index in Germany:

Federal Statistical Office - Status of the Consumer Price Index Germany (Basis 2020 = 100)		Veränderung in % (Durchschnitt)	
	2019	99,5	1,4
	2020	100,0	0,5
	2021	103,1	3,1
	2022	110,2	6,9
Estimates of the International Monetary Fund - Changes in the Consumer Price Index Germany		Stand April 2023	Veränderung in %
	2023		6,2
	2024		3,1
	2025		2,3
	2026		2,1
	2027		2,0
	2028		2,0

Sources: Federal Statistical Office, IMF (WEO Database April 2023), PKF presentation

According to the International Monetary Fund's estimates for 2023 to 2028, the average change is initially 6.2% and declines to 2.0% by the end of the forecast period.

Therefore, the forecast inflation rate for Germany reaches the ECB's medium-term inflation target of close to 2.0%.

However, these forecasts for the overall economic inflation rate are not to be adopted without further ado as an appropriate growth rate for the valuation of SLM AG; instead, they are to be used as the basis for deriving the company-specific effective growth rate. The derivation must be based on the specific circumstances of the company to be valued. The price change-related company-specific growth effects are influenced by the price changes in the procurement markets that affect each company individually, the ability to continuously realize efficiency gains and the possibility of passing on cost increases to customers. The proportion of price-related cost increases that can be passed on depends on the market, competitive situation, and individual cost developments.

Against the background of the market saturation reached in perpetuity, the resulting increased intensity of competition and the consequently more limited possibility of price increases, we consider that a growth discount of 1.0% would be appropriate.

#### 4.6.5. Discount rate used for capitalization

Based on the results of our audit, the composition of the period-specific capitalization interest rates used for the valuation as the sum of the base interest rate, the risk premium and the growth discount is as follows:

#### Budget and mid-term planning phase:

Cost of equity	2023	2024	2025	2026	2027
Risk free rate	2,50%	2,50%	2,50%	2,50%	2,50%
- Personal tax	-0,66%	-0,66%	-0,66%	-0,66%	-0,66%
Risk free rate after personal tax	1,84%	1,84%	1,84%	1,84%	1,84%
Market risk premium after personal tax	5,75%	5,75%	5,75%	5,75%	5,75%
Beta unlevered	1,30	1,30	1,30	1,30	1,30
Net debt (kEUR)	6.311	18.753	27.057	30.700	19.976
Cost of debt	3,50%	3,50%	3,50%	3,50%	3,50%
Beta debt	0,13	0,13	0,13	0,13	0,13
Equity value (kEUR)	514.826	563.211	616.941	676.236	741.301
Debt ratio	1,2%	3,3%	4,4%	4,5%	2,7%
Beta relevered	1,31	1,34	1,35	1,35	1,33
Risk premium after personal tax	7,56%	7,70%	7,77%	7,78%	7,66%
Growth rate (terminal value)					
Discount rate after personal tax	9,40%	9,54%	9,61%	9,62%	9,50%

#### Transition phase and perpetuity:

Cost of equity	2028	2029	2030	2031	2032	2033	2034	TV
Risk free rate	2,50%	2,50%	2,50%	2,50%	2,50%	2,50%	2,50%	2,50%
- Personal tax	-0,66%	-0,66%	-0,66%	-0,66%	-0,66%	-0,66%	-0,66%	-0,66%
Risk free rate after personal tax	1,84%	1,84%	1,84%	1,84%	1,84%	1,84%	1,84%	1,84%
Market risk premium after personal tax	5,75%	5,75%	5,75%	5,75%	5,75%	5,75%	5,75%	5,75%
Beta unlevered	1,30	1,30	1,30	1,30	1,30	1,30	1,30	1,30
Net debt (kEUR)	2.647	33.464	60.652	62.374	62.291	58.442	43.902	22.889
Cost of debt	3,50%	3,50%	3,50%	3,50%	3,50%	3,50%	3,50%	3,50%
Beta debt	0,13	0,13	0,13	0,13	0,13	0,13	0,13	0,13
Equity value (kEUR)	803.387	809.792	808.719	830.287	851.051	873.694	900.933	934.271
Debt ratio	0,3%	4,1%	7,5%	7,5%	7,3%	6,7%	4,9%	2,4%
Beta relevered	1,30	1,35	1,39	1,39	1,39	1,38	1,36	1,33
Risk premium after personal tax	7,50%	7,75%	7,98%	7,98%	7,97%	7,93%	7,80%	7,64%
Growth rate (terminal value)								-1,00%
Discount rate after personal tax	9,34%	9,59%	9,82%	9,82%	9,81%	9,77%	9,64%	8,48%

Based on the review of the derivation of the individual components of the capitalization rate presented in the previous sections, we consider the capitalization rates after personal income tax charges to have been determined appropriately and consider them to be an appropriate basis for discounting the future financial surpluses.

#### 4.7. Discounted earnings value of SLM AG

The capitalized earnings value from the operating business of SLM AG is derived as follows based on the financial surpluses of SLM AG (cf. section 4.5) and the capitalization rates (cf. section 4.6), considering the final withholding tax on the distributions and the effective capital gains tax on the retained amounts:

##### Budget and mid-term planning phase:

Flow to equity (kEUR)	2023	2024	2025	2026	2027
Net income	-2.218	13.080	27.964	48.768	75.902
Retention due to inflation					
Retention	-2.218	13.080	27.964	48.768	64.607
Distribution	0	0	0	0	11.296
- Personal taxes on distribution	0	0	0	0	-2.979
Net payout	0	0	0	0	8.317
Attribution from retention					
<i>Growth conditional price gains</i>					
<i>Assessment basis capital gains</i>					
Effective personal income tax on profit retention					
Value added from retention					
Cashflow to equity	0	0	0	0	8.317
Equity value as per 31.12.	563.211	616.941	676.236	741.301	803.387
Subtotal capitalisation	563.211	616.941	676.236	741.301	811.704
Discount rate as at 1.1.	9,40%	9,54%	9,61%	9,62%	9,50%
Equity value as per 1.1.	514.826	563.211	616.941	676.236	741.301

##### Transition phase and perpetuity:

Flow to equity (kEUR)	2028	2029	2030	2031	2032	2033	2034	TV
Net income	91.894	103.002	98.228	103.202	103.285	98.624	90.914	104.031
Retention due to inflation								3.441
Retention	0	0	19.646	20.640	20.657	19.725	18.183	48.574
Distribution	91.894	103.002	78.583	82.561	82.628	78.899	72.731	52.015
- Personal taxes on distribution	-23.281	-24.237	-20.726	-21.776	-21.793	-20.810	-19.183	-13.719
Net payout	68.614	78.765	57.856	60.786	60.835	58.090	53.548	38.296
Attribution from retention								48.574
<i>Growth conditional price gains</i>								9.343
<i>Assessment basis capital gains</i>								57.917
Effective personal income tax on profit retention								-7.638
Value added from retention								40.937
Cashflow to equity	68.614	78.765	57.856	60.786	60.835	58.090	53.548	79.233
Equity value as per 31.12.	809.792	808.719	830.287	851.051	873.694	900.933	934.271	-
Subtotal capitalisation	878.406	887.484	888.143	911.837	934.529	959.023	987.819	79.233
Discount rate as at 1.1.	9,34%	9,59%	9,82%	9,82%	9,81%	9,77%	9,64%	8,48%
Equity value as per 1.1.	803.387	809.792	808.719	830.287	851.051	873.694	900.933	934.271

The planning of distributions is based on the development of the loss carryforwards under German commercial law, which will be fully eliminated from 2028 onwards, which is why a full distribution is assumed for the years 2028 to 2029. For the years 2028 to 2034, a payout ratio of 80% is envisaged, based on the debt-equity ratio of the peer group for machine tool manufacturers. For the perpetuity phase, a payout ratio of 50% was assumed, based on the average payout ratio of the capital market.



SLM AG has a tax deposit account pursuant to Sec. 27 (2) Sentence 1 KStG. The valuation expert has taken into account the benefits from the taxable contribution account in the assessment of the final withholding tax on the distributions. The consideration of the tax deposit account will result in a lower burden of the final withholding tax on the distributions in the years 2028 and 2029. We have reproduced the effects of the tax deposit account and the distributable profit in our own valuation model and consider the approach of the valuation expert to be appropriate. Any special value for the tax deposit account in excess of this was not to be applied.

To finance sustainable growth in the perpetuity phase (2023 ff.), a balance sheet retention amounting to the assumed growth rate of 1.00% in relation to capital employed. This is necessary to finance the price-related growth in assets and liabilities in the years of the perpetual annuity. Retention in the balance sheet means that the assets and liabilities growing at the rate of 1.00% are financed by the equity capital, which is also increasing at the rate of 1.00% so that assets and liabilities are balanced in each year of the perpetuity.

The retained amounts in the perpetual annuity, representing the resulting future increases in value, are allocated directly to the shareholders, considering personal taxes on capital gains. The direct allocation of the retained funds leads to the same results as the alternative of an internal reinvestment of the retained amounts at the capitalization rate (before corporate taxes).

When deriving the amounts to be discounted, the personal tax burden of the shareholders must be taken into account. The tax burden on the distribution amounts was considered in the amount of the final withholding tax plus solidarity surcharge of 26.375%. As explained in section 3.1, effective capital gains taxation in the amount of half of the final withholding tax rate, including solidarity surcharge of 13.188%, was considered when determining the amounts to be discounted from the direct attribution of the retention. The effective taxation of capital gains in the perpetual annuity also considers inflation-related capital gains.

The capitalized earnings value of SLM AG's operating business is calculated by discounting the sum of the net dividend and the value contributions from retained earnings. As of the reporting date of January 1, 2023, this results in an earnings value of

514.826 TEUR.

The capitalized earnings value shall be compounded to the valuation date. The compounding of the capitalized earnings value from January 1, 2023, to July 13, 2023 (194 days) with the compounding factor of 1.0489 determined based on the capitalization rate of January 1, 2023, leads to an income value as of the valuation date July 13, 2023 of

540.001 TEUR.

We have computed and methodically verified the derivation of this capitalized earnings value from the financial surpluses of SLM AG. In our opinion, the capitalized earnings value of TEUR 540,001 as of the valuation date has been determined correctly.

#### **4.8. Non-operating assets and special assets**

Special values were not identified and recognized as part of the company valuation of SLM AG.

#### 4.9. Enterprise value and value per share of SLM AG

According to the results of our audit, the enterprise value of SLM AG is derived from the capitalized earnings value of SLM AG. The calculation is initially based on the technical valuation date of January 1, 2023, with subsequent compounding to the valuation date of July 13, 2023 (date of the resolution of the Annual General Meeting of SLM AG). The enterprise value per share is calculated by dividing the enterprise value by the number of SLM AG shares issued.

The value per SLM AG share is determined as follows:

	Value as of 31. Dezember 2022	Compound factor for 194 days	Value as of 13. Juli 2023
Equity value (kEUR)	514.826	1,0489	540.001
Number of shares	31.107.819		31.107.819
Value per share of SLM AG (EUR)	16,55	1,0489	17,36

On the basis of our comments in the previous sections, we consider this earnings-based value and the value per share of SLM AG derived from it of EUR 17.36 to be adequate. According to the results of our audit, it corresponds to the intrinsic value derived from discounting the expected future cash flows.

#### 5. Plausibility check of the enterprise value based on multiples

According to IDW S 1 in the 2008 version, simplified pricing methods, such as methods based on earnings or sales multipliers, can be used to check the plausibility of the enterprise value determined using the capitalized earnings method. Recourse to a multiplier analysis cannot replace a well-founded company valuation. However, it can provide supplementary indications for an assessment of the value determined with the help of the capitalized earnings value method.

When applying multiplier methods, market prices of comparable companies are used. The theoretical background to these methods is that the value of a company can be determined from a comparison of certain key figures (and values or prices) of companies in a peer group. In practice, the market price of the peer company, i.e. the enterprise value or total enterprise value - consisting of purchase price (transaction multiples) or market capitalization (trading multiples) and net debt or interest-bearing debt - in relation to a reference figure (sales,

EBITDA, EBIT): Multiplier x reference figure = total enterprise value attributable to equity and debt capital providers. With regard to non-operating assets, it was assumed that these are included in the market prices of the peer companies.

The multiples were applied on the basis of forecast reference figures for financial years ending after the measurement date. Actual or historical figures are less meaningful, as they only allow limited conclusions to be drawn about future achievable surpluses, possibly in a purified form. Expected financial surpluses are mainly included in the formation of stock exchange prices.

For the calculation of the multiples, the companies from the additive manufacturing peer group used for the derivation of the beta factors were selected as comparative companies. For these companies, analyst estimates for the financial years 2023 to 2025 of the peer companies were collected on the basis of information provided by the financial information service provider S&P Capital IQ. As analyst estimates for 2026 were only available for very few companies, this year was excluded from the analysis. Based on market capitalization, the values expected for the financial years 2023 to 2025 were used for the respective benchmarks of the peer companies.

In the first step, analyst estimates for the sales revenues of comparable companies were used on the basis of information from the financial services provider S&P Capital IQ, and sales multiples were calculated in relation to the total enterprise value of the market capitalization, interest-bearing liabilities and cash equivalents of the comparable companies. Where insufficient data were available for the peer group companies, these were not included in the calculation of the multiples.

The sales multiples of the peer companies are summarized in the following overview:

Umsatz Multiple	FY2023 E	FY2024 E	FY2025 E
Desktop Metal, Inc. (NYSE:DM)	2,52x	2,10x	1,77x
3D Systems Corporation (NYSE:DDD)	1,95x	1,82x	1,75x
Velo3D, Inc. (NYSE:VLD)	2,38x	1,74x	
Markforged Holding Corporation (NYSE:MKFG)	0,85x	0,73x	0,54x
Stratasys Ltd. (NasdaqGS:SSYS)	1,16x	1,07x	0,97x
<b>Minimum</b>	<b>0,9x</b>	<b>0,7x</b>	<b>0,5x</b>
<b>Maximum</b>	<b>2,5x</b>	<b>2,1x</b>	<b>1,8x</b>
<b>Median</b>	<b>1,9x</b>	<b>1,7x</b>	<b>1,4x</b>
<b>Mittelwert</b>	<b>1,8x</b>	<b>1,5x</b>	<b>1,3x</b>

Quelle: S&P Capital IQ; PKF-Analyse

Value ranges for the total enterprise value and for the market value of the equity of SLM Solutions Group AG have been determined from these revenue multiples using the mean values.

The result of the derivation of the fair value of equity is shown in the following table for the derivation from the revenue multiples:

Umsatz-Multiple	FY2023 E	FY2024 E	FY2025 E
<i>Mittelwert</i>	<i>1,8x</i>	<i>1,5x</i>	<i>1,3x</i>
x Umsatz (TEUR)	152.298,8	207.727,1	261.611,5
= Entity Value (Umsatz-Multiplikator x Umsatz) (TEUR)	269.876,4	309.858,9	328.614,6
- Nettofinanzposition (TEUR)	-6.311,0	-6.311,0	-6.311,0
= <b>Marktwert des Eigenkapitals (TEUR)</b>	<b>263.565,4</b>	<b>303.547,9</b>	<b>322.303,6</b>

Quelle: S&P Capital IQ; PKF-Analyse

The following table shows the sales revenues on which the comparative market valuation was based. The table also shows the value ranges for the enterprise value (market value of total equity) and the equity value (market value of equity) of the company:

Umsatz-Multiple	FY2023 E	FY2024 E	FY2025 E
Planumsatz (TEUR)	152.298,8	207.727,1	261.611,5
<b>Gesamtunternehmenswert - Minimum</b>	<b>130.063,7</b>	<b>151.139,0</b>	<b>141.230,9</b>
<b>Gesamtunternehmenswert - Median</b>	<b>296.622,4</b>	<b>360.789,7</b>	<b>355.475,8</b>
<b>Gesamtunternehmenswert - Mittelwert</b>	<b>269.876,4</b>	<b>309.858,9</b>	<b>328.614,6</b>
<b>Gesamtunternehmenswert - Maximum</b>	<b>383.032,6</b>	<b>436.918,7</b>	<b>462.276,1</b>
- Nettofinanzposition (TEUR)	-6.311,0	-6.311,0	-6.311,0
<b>Eigenkapitalwert - Minimum</b>	<b>136.374,7</b>	<b>157.450,0</b>	<b>147.541,9</b>
<b>Eigenkapitalwert - Median</b>	<b>302.933,4</b>	<b>367.100,7</b>	<b>361.786,8</b>
<b>Eigenkapitalwert - Mittelwert</b>	<b>276.187,4</b>	<b>316.169,9</b>	<b>334.925,6</b>
<b>Eigenkapitalwert - Maximum</b>	<b>389.343,6</b>	<b>443.229,7</b>	<b>468.587,1</b>
Anzahl Aktien	31.107.819	31.107.819	31.107.819
<b>Wert je Aktie in EUR - Minimum</b>	<b>4,4</b>	<b>5,1</b>	<b>4,7</b>
<b>Wert je Aktie in EUR - Median</b>	<b>9,7</b>	<b>11,8</b>	<b>11,6</b>
<b>Wert je Aktie in EUR - Mittelwert</b>	<b>8,9</b>	<b>10,2</b>	<b>10,8</b>
<b>Wert je Aktie in EUR - Maximum</b>	<b>12,5</b>	<b>14,2</b>	<b>15,1</b>

Quelle: S&P Capital IQ; PKF-Analyse

The multiple analysis thus concludes that the enterprise value of TEUR 540,001 determined using the capitalized earnings method as of July 13, 2023 is above the value range for the market value of the equity of SLM Solutions Group AG derived using stock market prices based on the mean values of sales multiples. The plausibility check carried out on this basis therefore does not provide any indications that the enterprise value of SLM Solutions Group AG determined using the discounted earnings method might not be adequate.

## 6. Analysis of Stock market price

For the assessment of cash compensation in the context of the conclusion of control and profit and loss transfer agreements, the highest court has ruled that the determination of the cash compensation may not be made without considering the stock market price, provided that this reflects the fair value. This case law is, in principle, also to be applied to the cash compensation pursuant to Sec. 327b (1) Sentence 1 AktG.

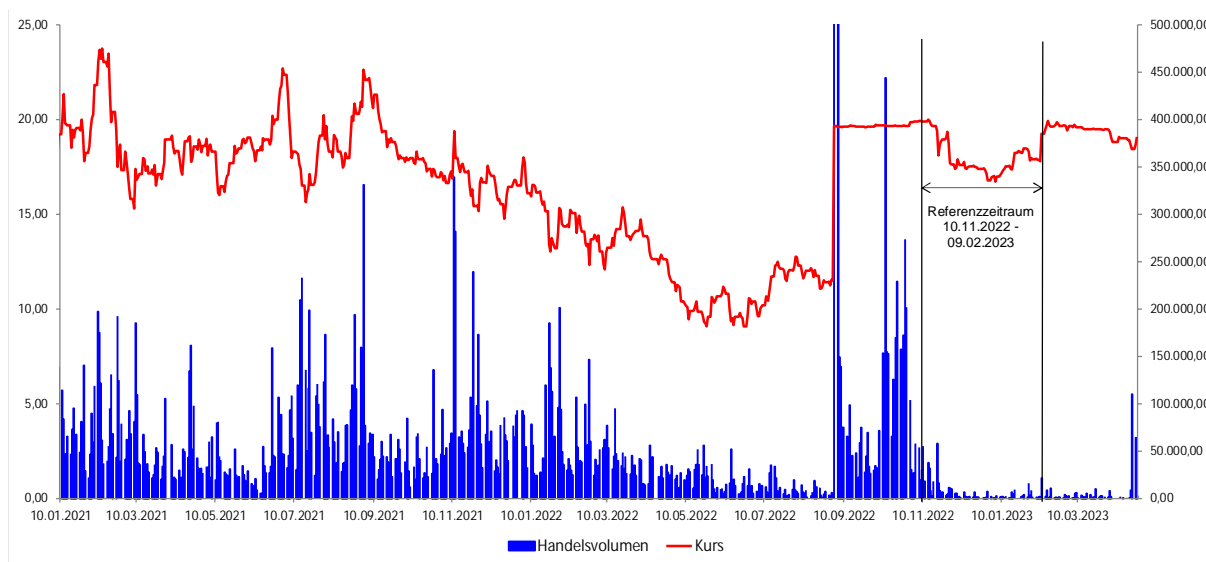
In the opinion of the supreme court, the stock exchange price does not reflect the market value of a share if

- practically no trading has taken place over a longer period of time,
- the individual outside shareholder is not in a position to sell his shares at the stock exchange price due to a tight market, or
- the stock exchange price has been manipulated.

Furthermore, according to the case law of the highest court, an average stock market price is to be used as the basis for eliminating random fluctuations. In its decision of July 19, 2010 (II ZB 18/09, "Stollwerck"), the Federal Supreme Court partially abandoned its previous case law and decided that the relevant stock market price is to be calculated based on a weighted average price within three months prior to the announcement of the structural measure.

In examining the relevance of the stock exchange price for the relevant three-month period prior to the date of the announcement of the planned transfer of the shares of the minority shareholders, which took place on February 10, 2023, we examined the prices and the trading volumes of the shares of SLM AG.

For the relevant period, the price development and the trading volume of the shares of SLM AG are as follows:



Source: Capital IQ, Equity: XTRA: AM3D, volume-weighted daily average price (red), Trading volume (blue), left scale: Price in EUR, right scale: Number of shares traded

Upon request, BaFin informed in its letter dated May 12, 2023 that the average share price determined by BaFin pursuant to Section 5 WpÜG-AngebotsVO as of the record date February 9, 2023, the last trading day prior to the announcement of the planned transfer of the shares of the minority shareholders, amounts to EUR 18.89.

We performed a calculation ourselves of the three-month weighted average price of the SLM AG share for the relevant period from November 10, 2022, to February 9, 2023, on the basis of the weighted daily average prices. We also determine a weighted three-month average price of EUR 18.89.

In addition, we have examined whether a market squeeze existed. Pursuant to § 5 (4) WpÜG-AngebotsVO, a market squeeze exists if stock exchange prices have been determined on less than one third of the trading days and several successively determined stock exchange prices deviate from each other by more than 5%. In the relevant period, transactions with a total volume of 461,777 shares took place on 65 of 65 trading days across all domestic stock exchanges. The lowest daily average price in the relevant period was EUR 16.74, the highest daily average price in this period was EUR 20.01. A share price deviation of more than 5% from one trading day to the next in relation to the volume-weighted average price occurred on only two non-consecutive days in the period under review. Accordingly, there was no market squeeze.



The data basis for our analysis of the stock market price of SLM AG can be found in Annex 3 to this audit report.

In the Stollwerck decision, the Federal Court of Justice also decided that the stock market price is to be extrapolated in line with the general or typical performance of the sector, considering the previous performance of the share price, if there is a longer period between the announcement of the structural measure and the date of the Annual General Meeting adopting the resolution. In the meantime, case law has concretized this period to six months (see Stuttgart Higher Regional Court of January 19, 2011, 20 W 3/09, and May 4, 2011, 20 W 11/08). In the present case, the period between the announcement of the planned transfer of the shares of the minority shareholders on February 10, 2023, and the expected date of the Annual General Meeting (July 13, 2023) on which the transfer is to be resolved covers a period of around 5 months. There is, therefore, no need to adjust the stock market price.

As a result of our review of the relevance of the stock market price of SLM AG, we find that the stock market price is above the enterprise value per share of SLM AG, determined based on the capitalized earnings value. Thus, the stock market price as the lower value limit is decisive for determining the appropriate cash compensation.

The average stock market price of EUR 18.89 is 8.8% higher than the earnings-based value per share. As can be seen from the chart above, the price development of the SLM AG share since the announcement of the takeover bid at the beginning of September 2022 is determined by the amount of the takeover bid. With regard to the relevance of the takeover offer and the reference to the fundamentally analytically determined enterprise value based on the capitalized earnings value method, we refer to section 3.5 of this audit report.

## 7. Sensitivity analysis

In order to demonstrate the sensitivity of the change in key valuation parameters, we have calculated the impact on the earnings value per share at the valuation date of July 13, 2023 in various scenario analyses based on our own valuation model. The following presentations are for information purposes only and do not imply that we consider the entire range of values presented to be an adequate basis for measuring the cash compensation.

By varying the risk free rate and beta factor and applying a market risk premium of 5.75%, the following values per share are obtained:

Risk Premium: 5,75 %		Risk Free Rate				
		2,00%	2,25%	2,50%	2,75%	3,00%
Beta	1,20	20,56	19,87	19,22	18,59	17,99
	1,25	19,50	18,86	18,25	17,67	17,12
	1,30	18,51	17,92	17,36	16,82	16,31
	1,35	17,60	17,05	16,53	16,03	15,55
	1,40	16,76	16,25	15,76	15,29	14,84

By varying the risk free rate and beta factor and applying a market risk premium of 5.50%, the following values per share are obtained:

Risk Premium: 5,50 %		Risk Free Rate				
		2,00%	2,25%	2,50%	2,75%	3,00%
Beta	1,20	21,77	21,02	20,30	19,63	18,98
	1,25	20,66	19,96	19,30	18,67	18,07
	1,30	19,63	18,99	18,37	17,79	17,23
	1,35	18,68	18,08	17,51	16,96	16,44
	1,40	17,80	17,24	16,70	16,20	15,71

By varying the risk free rate and beta factor and applying a market risk premium of 5.25%, the following values per share are obtained:

Risk Premium: 5,25 %		Risk Free Rate				
		2,00%	2,25%	2,50%	2,75%	3,00%
Beta	1,20	23,09	22,27	21,49	20,75	20,05
	1,25	21,93	21,17	20,45	19,76	19,11
	1,30	20,86	20,15	19,48	18,84	18,23
	1,35	19,86	19,20	18,58	17,98	17,42
	1,40	18,93	18,32	17,74	17,18	16,65

## 8. Audit result and final declaration

According to the final result of our mandatory audit according to § 327c (2) AktG, based on the documents, books and writings submitted to us and the information and evidence provided to us, the cash compensation determined by the principal shareholder is appropriate. The statements made in the report of the majority shareholder pursuant to § 327c (2) sentence 1 AktG on the appropriateness of the compensation are accurate.

Based on our audit of the appropriateness of the cash compensation, we conclude that no particular difficulties appeared within the meaning of Section 293e (1) sentence 3 no. 3 AktG arose in the valuation of SLM AG.

The enterprise value and the value per share derived from it were determined appropriately using the capitalized earnings value method, recognized as the authoritative valuation method according to prevailing opinion in business administration and the auditing profession. It has also become standard practice in case law.

The valuation expert arrives at the following results:

Equity value (kEUR)	540.001
Number of shares	31.107.819
Value per share of SLM AG (EUR)	17,36

Upon request, BaFin informed in its letter dated May 12, 2023 that the average share price determined by BaFin pursuant to Section 5 WpÜG-AngebotsVO as of the record date February 9, 2023, the last trading day prior to the announcement of the planned transfer of the shares of the minority shareholders, amounts to EUR 18.89.

As the stock market price is thus higher than the value per share derived from the company valuation, the stock market price is to be used as the lower limit of the full economic compensation when determining the cash compensation in accordance with the requirements of supreme court rulings.

The principal shareholder thereupon determined the cash compensation to

18.89 EUR

per no-par value share.

The sole application of the capitalized earnings value method means that there is no need to report on the weighting of different methods in accordance with section 327c (2) AktG in conjunction with section 293e (1) no. 3 AktG. § Section 293e (1) no. 3 AktG.

If, in the period between the conclusion of our audit of the appropriateness of the cash compensation and the date of the resolution of the Annual General Meeting of SLM AG on the transfer of the shares of the minority shareholders (presumably July 13, 2023), material changes relevant for the valuation of the net assets, financial position and results of operations or other bases for the valuation of SLM AG would still have to be considered in the calculation of the cash compensation, insofar as the changes would result in a value per no-par value share that exceeds the compensation offered.

We issue the concluding declaration pursuant to § 62 subsection 5 UmwG in conjunction with §§ 327c subsection 2, 293e AktG as follows:

In our opinion, the cash compensation for the principle shareholders of SLM Solutions Group AG, Lübeck, in the amount of 18.89 EUR per no-par value share, as determined by the principal shareholder, is appropriate for the reasons set out above.

Duisburg, June 3, 2023

PKF Fasselt  
Partnerschaft mbB  
Wirtschaftsprüfungsgesellschaft  
Steuerberatungsgesellschaft  
Rechtsanwälte

Niggemeier  
Auditor

Kleibrink  
Auditor

## **ANNEXES**

## Procedure of the audit performance

Date	Issue	Place
18.04.2023	Acknowledgement of the appointment of PKF Fasselt mbB Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft Rechtsanwälte as merger auditor and auditor of the adequacy of the cash settlement on April 17, 2023; first contact with the Management Board of SLM AG and with the valuation expert; receipt of the appointment resolution.	Duisburg
25.04.2023	Access to the data room set up by the valuation expert for PKF, in which the valuation expert posts documents and working papers of the valuation expert received from SLM AG; receipt of initial documents (analyst reports, fairness opinion on the purpose of the takeover bid, business and audit reports, investor presentations, market studies, documents on legal and organizational bases)	Duisburg
28.04.2023	Receipt of initial analyses from the valuation expert on the market environment and competition as well as on the budgeting; analysis of the stock market price in the three-month period prior to the announcement of the structural measure	Duisburg
28.04.- 03.05.2023	Market and competition analysis; first analyses of business planning; analyses and research of market studies in the Additive Manufacturing sector as well as in the overall economic development; development of the business model of SLM AG	Duisburg
04.05.2023	Expert session (MS team meeting) on planning calculation with Ebner Stolz and the SLM AG Management Board; planning analyses	Duisburg

Date	Issue	Place
05.05.- 09.05.2023	Establishment of a valuation model, receiving and analyzing initial documentation on peer group, tax planning and status of tax loss carryforwards and tax deposit account ("Steuerliches Einlagekonto"); initial analyses on beta factor based on data from S&P Capital IQ; continuation of market and competitive analysis	Duisburg
10.05.2023	Discussion with Ebner Stolz on the status of the valuation work (MS team meeting); work on own valuation model; planning analyses	Duisburg
11.05.2023	Expert session (MS team meeting) on the planning calculation with Ebner Stolz and the Management Board of SLM AG; planning analyses; analyses on the historical calculation and adjustment; forwarding/addressing a list of questions to the valuation expert and SLM AG	Duisburg
12.05.2023	Receiving further documents on budget and planning calculation, comparison of planned/actual data of the past, financing conditions; Expert Session with the Management Board of SLM AG and Ebner Stolz on strategic orientation (MS team meeting), receiving and analyzing first documents on extended long-term planning	Duisburg
13.05.2023	Discussion with Ebner Stolz on the status of the valuation work (MS team meeting), analysis of market forecasts and the draft of the valuation report.	Duisburg
15.05.- 16.05.2023	Planning analyses, expert sessions with the CFO and the Head (EVP) Product Management, inspection of the production facilities accompanied by the Head of Production and the Quality Assurance Manager, meeting with Ebner Stolz for planning and valuation, receipt of the first drafts of the Merger Agreement and Merger Report, receipt of the letter from BaFin on the three-month rate before February 10, 2023.	Lübeck

Date	Issue	Place
17.05.- 22.05.2023	Receipt and analysis of the first version of Ebner Stolz's valuation model, various discussions (MS team meetings) with Ebner Stolz on the valuation model, computational replication of Ebner Stolz's valuation model in an own valuation model, audit of the draft merger agreement	Duisburg
22.05.- 26.05.2023	Analyses of the beta factor (beta factor of the peer group, original beta factor of SLM AG)	Duisburg
23.05.2023	Receipt and analysis of the second draft of the valuation report by Ebner Stolz	Duisburg
23.05.- 26.05.2023	Analyses of planning calculation and derivation of perpetual annuity, various discussions (MS team meetings) with Ebner Stolz on planning and valuation assumptions, exchange of questions and answers with the Management Board of SLM AG, substantive and computational reconstruction of individual planning and valuation approaches in own valuation model	Duisburg
27.05.- 03.06.2023	Receipt of final versions of valuation model and valuation report from Ebner Stolz; discussions (MS team meetings) with Ebner Stolz; receipt of final version of transfer report and final draft versions of merger report and merger agreement; final analyses on planning assumptions and valuation premises and documentation in audit report	Duisburg





11 HKO 9/23



## Landgericht Lübeck

### Beschluss

In dem Antragsverfahren

- 1) **Nikon AM.AG**, Robert-Bosch-Straße 11, 63225 Langen (Hessen)  
vertreten durch d. Vorstand

- Antragsteller -

Verfahrensbevollmächtigte:

Rechtsanwälte **Morrison & Foerster LLP**, Potsdamer Platz 1, 10785 Berlin

- 2) **SLM Solutions Group AG**, vertreten durch d. Vorstand, Estlandring 4, 23560 Lübeck

- Antragstellerin -

Verfahrensbevollmächtigte:

Rechtsanwälte **Gleiss Lutz Hootz Hirsch PartmbB Rechtsanwälte, Steuerberater**, Taunusanlage 11, 60329 Frankfurt am Main

wegen Antrag auf Bestellung eines Übertragungs- und Verschmelzungsprüfers

hat die 11. Zivilkammer - Kammer für Handelssachen II - des Landgerichts Lübeck durch den Vorsitzenden Richter am Landgericht Brandt am 17.04.2023 beschlossen:

1.

Auf Antrag der im Rubrum genannten Antragstellerin Ziff. 1 (nachfolgend auch: „Hauptaktionärin“) eingegangen am 31.03.2023 wird die

**PKF Fasselt Partnerschaft mbB, Schifferstraße 210, 47059 Duisburg, Ansprechpartner: Ralf Niggemeier, Telefon: +49 (0)203 30001 169; E-Mail: ralf.niggemeier@pkf-fasselt**

zum sachverständigen Prüfer (nachfolgend: „Prüfer“) bestellt. Aufgabe des Prüfers ist die Prüfung der Angemessenheit der von der o.g. Hauptaktionärin festzulegenden Barabfindung (§ 62 Abs. 5 UmwG i.V.m. § 327c Abs. 2 Satz 2 AktG) bei der geplanten Übertragung der Aktien der Minderheitsaktionäre an der SLM Solutions Group AG, eingetragen im Handelsregister des Amtsgerichts Lübeck unter HRB 13827 HL auf die Hauptaktionärin Nikon AM. AG, eingetragen im Han-

delsregister des Amtsgerichts Charlottenburg unter HRB 240810 B, gemäß §§ 78 Satz 1, 62 Abs. 5 UmwG i.V.m. §§ 327a ff. AktG.

Die Regelung des Vertragsverhältnisses zwischen den Antragstellerinnen und dem sachverständigen Prüfer bleibt deren Angelegenheit.

2.

Der unter I. 1. genannte Prüfer wird auf Antrag der Antragstellerinnen Ziff. 1 und 2 zugleich zum Verschmelzungsprüfer gem. § 10 Abs. 1 UmwG bestellt. Die Aufgaben des Prüfers hinsichtlich der Prüfung der Verschmelzung ergeben sich aus den gesetzlichen Vorschriften.

Die Regelung des Vertragsverhältnisses zwischen den Antragstellerinnen und dem Verschmelzungsprüfer bleibt deren Angelegenheit.

3.

Bezüglich der nach §§ 327c ff. AktG durchzuführenden Prüfung der Angemessenheit der Barabfindung werden der Prüfer und die Antragstellerin darauf hingewiesen, dass der Prüfer zu einer gewissenhaften und unabhängigen Prüfung verpflichtet ist und er für die Erfüllung dieser Verpflichtung der Gesellschaft, der Hauptaktionärin und den Minderheitsaktionären gleichermaßen verantwortlich ist (§ 293d Abs. 1 AktG). Deshalb stehen dem Prüfer umfassende Auskunfts- und Einsichtsrechte gegenüber der Gesellschaft und der Hauptaktionärin zu (§ 293d Abs. 1 AktG), auf die hier nachdrücklich hingewiesen wird. Bezüglich der vorgesehenen Verschmelzungsprüfung wird auf § 11 Abs. 1 UmwG i.V.m. § 320 Abs. 2 Satz 1, 2 AktG hingewiesen, bezüglich der Verantwortlichkeit auf § 11 Abs. 2 UmwG i.V.m. § 323 HGB.

Die unabhängige Stellung des nach § 327c Abs. 2 AktG für die Angemessenheitsprüfung bestellten Prüfers ist zum einen im Hinblick auf seine Aufgabe zu sehen, sich im Prüfungsbericht zur Angemessenheit der anzubietenden Kompensation zu erklären. Sie ist zum anderen aber auch von besonderer Bedeutung für ein etwaiges späteres Spruchverfahren, in dem nicht nur der Prüfungsbericht verwertet werden kann, sondern nach der Vorstellung des Gesetzgebers im Regelfall auch Erläuterungen und Ergänzungen durch den unabhängigen, sachverständigen Prüfer in einer mündlichen Verhandlung nach Maßgabe von § 8 Abs. 2 SpruchG als Beweismittel in Betracht kommen, um so nach Möglichkeit eine neue Begutachtung zu vermeiden. Der Prüfer hat insoweit allerdings keine eigenständige Bewertung des Unternehmens durchzuführen. Vielmehr sind einschlägige Elemente der Bewertung auf ihre Plausibilität zu untersuchen. Wesentliche Parameter sind im Prüfungsbericht offenzulegen.

Vor diesem Hintergrund und im Interesse der Steigerung der Transparenz und Akzeptanz der Prüfung wird dem Prüfer aufgegeben, in seinem Prüfungsbericht nach § 293e AktG zu folgenden Punkten Stellung zu nehmen und Ausführungen zu machen (vgl. auch § 293e Abs. 1 Satz 3, Abs. 2 i. V. m. § 293a Abs. 2, 327c Abs. 2 Satz 4 AktG) - sofern sich die fraglichen Informationen nicht bereits hinreichend deutlich und ausführlich aus dem Bericht der Hauptaktionärin gem. § 327c Abs. 2 Satz 1 AktG ergeben:

a)

Im Prüfungsbericht ist darzustellen, an welchem Ort, in welcher Weise und zu welcher Zeit seine Prüfung erfolgt ist und über welche Qualifikationen die eingesetzten Mitarbeiter verfügen. Sofern eine Parallelprüfung stattfindet, ist der Prüfungsablauf in sachlicher, zeitlicher und räumlicher Hinsicht kurz zu erläutern.

b)

In welchen wesentlichen Punkten bestanden divergierende Auffassungen des Prüfers zu denen

des Erstellers des Berichtes nach § 327c Abs. 2 Satz 1 AktG oder des Bewertungsgutachtens hinsichtlich der dort dargelegten Bewertung? Sofern der Unternehmenswertgutachter sich nicht der Auffassung des Prüfers angeschlossen hat, ist auszuführen, weshalb die Auffassung des Prüfers vorzugswürdig ist.

c)

Falls vom Prüfer verlangte Auskünfte oder sonstige Informationen (siehe oben) nicht gewährt worden sind, ist dies im Bericht offen zu legen.

d)

Es ist darzulegen, aufgrund welcher Methoden der Unternehmenswert ermittelt wurde und ob die Methoden angemessen sind. Erforderlich ist die Darstellung der Bewertungsverfahren für die Bewertung des betriebsnotwendigen, des nichtbetriebsnotwendigen Vermögens und ggf. der Sonderwerte.

e)

Bei Anwendung eines Ertragswertverfahrens ist aufzuführen, aus welchen Quellen die im Ertragswertverfahren für die Bemessung des Kapitalisierungszinssatzes benutzten Parameter (Basiszinssatz, Wachstumsabschlag, Überrenditen, Beta-Faktor, Zusammensetzung einer Peer-Group u.a.) abgeleitet worden sind, und kurz zu begründen, warum gerade diese Indizes und/oder gezeigten Zeitspannen anderen, ebenfalls in Betracht kommenden gegenüber vorzugswürdig sind. Es ist darzustellen, ob und wie die anhand von Kapitalmarktdaten abgeleiteten Größen vor dem Hintergrund der spezifischen Situation des Unternehmens einer Plausibilitätskontrolle unterzogen wurden.

Soweit auf Empfehlungen des FAUB zurückgegriffen wird, sollte aus dem Prüfungsbericht hervorgehen, inwieweit die Anwendung dieser Empfehlungen in der Praxis der Unternehmensbewertung gebräuchlich und fachlich anerkannt ist und - soweit dem Prüfer bekannt - inwieweit die angewendeten Empfehlungen auf einer plausiblen Datengrundlage oder wissenschaftlichen Erkenntnisquelle beruhen.

f)

Soweit Vergangenheitsergebnisse und bestimmte außergewöhnliche Aufwendungen und Erträge bereinigt werden, sind diese explizit aufzuführen und zu begründen.

g)

Hinsichtlich der zugrunde gelegten Unternehmensplanungen sind folgende Punkte darzustellen:

(1) Basisplanungen:

Wer hat die Basisplanungen erstellt?

Wann wurden diese aufgestellt?

Welche Organe haben die Prüfungen gebilligt?

Wurden die Planungen im Rahmen des unternehmensüblichen Planungs- und Budgetierungsprozesses erstellt oder wurden sie speziell für die vorgenommene Unternehmensbewertung ausgearbeitet?

(2) Modifikationen:

Wurden Änderungen oder Ergänzungen unternehmensinterner Basisplanungen durch den Bewertungsgutachter (oder den Prüfer) vorgenommen?

Welche eigenständigen Rechnungen (z.B. Ermittlung der ewigen Rente) oder Sonderwertrechnungen (z.B. Auszahlungsplan für Pensionsverpflichtungen) wurden von ihm ermittelt?

(3) Planungsprämissen:

Darstellung der wesentlichen wertbeeinflussenden Planungsparameter mit entsprechenden Erläuterungen bzw. Begründungen hinsichtlich deren Auswahl und gegebener Bandbreiten. Insbesondere sind die Prämissen bezüglich der Entwicklung und der Geschäftstätigkeit darzulegen. Die zur Verfügung stehenden Marktprognosen zum Zeitpunkt der Planerstellung sind ebenso aufzuführen, wie die Auswahl der zugrunde gelegten Marktprognosen. Die Ertragsplanung ist hinsichtlich Mengen- und Preisentwicklung getrennt zu beschreiben.

h)

Erläuterungen von Besonderheiten bei der im Bericht oder Bewertungsgutachten dargelegten Bewertung, z.B.

- Sonderwerte
- nicht betriebsnotwendiges Vermögen
- besondere Unternehmenssituationen.

i)

Im Falle der Ermittlung eines Börsenwertes sind die Datenquellen und die Berechnungsmethodik bei der Ermittlung von durchschnittlichen Börsenkursen zu nennen bzw. darzustellen. Die gehandelten Einzelumsätze mit Angaben zu Datum, Volumen (Stückzahl), Börsenplatz und gehandeltem Kurs sollten sich aus dem Prüfbericht oder einem Anhang dazu ergeben oder bei sehr großem Datenumfang zumindest in elektronischer Form beigelegt werden (vgl. Ziffer 4.).

Weicht der Börsenkurs von einem nach anderen Methoden ermittelten Unternehmenswert erheblich ab, sollte der Prüfer die aus seiner Sicht dafür maßgeblichen Gründe darlegen.

4.

Dem Prüfer wird aufgegeben, ein Exemplar seines Prüfungsberichts für das Gericht zur Akte unter dem oben genannten Aktenzeichen einzureichen. Wünschenswert wäre die Übermittlung auch in elektronischer Form.

Sofern er sich bei der Berechnung des Unternehmenswertes eines Rechenprogramms bedient hat, soll nach Möglichkeit dem Gericht ein vereinfachtes Rechenmodell für Plausibilitätsüberlegungen in Dateiform auf einem gebräuchlichen Datenträger in gebräuchlichem Format (vorzugsweise: USB-Stick oder CD-Rom mit Excel-Datei) mit der Übersendung des Berichtes zur Verfügung gestellt werden.

Dasselbe gilt für Kapitalmarktdaten (Börsenkurse, Handelsvolumina etc.), falls diese unter dem Gesichtspunkt der Berücksichtigung eines Börsenwertes erhoben worden sind.

5.

Sofern nicht ohnehin die Festsetzung der Vergütung durch das Gericht beantragt werden wird (§§ 293c Abs. 1 Satz 5 i.V.m. 327c Abs. 2 Satz 4 AktG, § 318 Abs. 5 HGB), soll der Prüfer seine Vergütung dem Gericht gegenüber offenlegen.

6.

Aus gerichtlicher Fürsorge wird der Prüfer ausdrücklich auf § 403 AktG hingewiesen. Danach wird mit Freiheitsstrafe bis zu drei Jahren oder mit Geldstrafe bestraft, wer als Prüfer oder als Gehilfe eines Prüfers über das Ergebnis der Prüfung falsch berichtet oder erhebliche Umstände im Bericht verschweigt. Handelt der Täter gegen Entgelt oder in der Absicht, sich oder einen anderen zu bereichern oder einen anderen zu schädigen, so ist die Strafe Freiheitsstrafe bis zu fünf Jahren oder Geldstrafe (Abs. 2).

II.

Der Gegenstandswert wird auf 60.000,00 € festgesetzt (§ 67 Abs. 1 Nr. 1 GNotKG, § 375 Nr. 1 FamFG).

Den Antragstellerinnen wird aufgegeben, unverzüglich die anfallenden Gerichtskosten in Höhe von 2,0 Gerichtsgebühren nach § 34 GNotKG Tabelle A, i. V. m. § 36 Abs. 1 GNotKG, GebVerz Nr. 13500 Anlage 1 GNotKG zu entrichten.

## Gründe

zu I. 1.:

Bezogen auf die vorgesehene Übertragung der Aktien der Minderheitsaktionäre der SLM Solutions Group AG auf die Mehrheitsaktionärin (im Wege eines umwandlungsrechtlichen „Squeeze Out“) liegt ein Antrag der Hauptaktionärin gem. §§ 78 Satz 1, 62 Abs. 5 UmwG i.V.m. § 327c Abs. 2 Satz 2 AktG vor. Die Zuständigkeit des Landgerichts Lübeck ergibt sich aus § 62 Abs. 5 Satz 8 UmwG i.V.m. §§ 327c Abs. 2 Satz 3, 4, 293c Abs. 1 Satz 3 AktG, wobei der Vorsitzende der Kammer nach S. 4 der vorgenannten Norm allein entscheidet. Die vom Gericht ausgewählte und in 1. genannte Wirtschaftsprüfungsgesellschaft erfüllt nach der dem Gericht gegenüber abgegebenen Erklärung die Bedingungen der §§ 293d AktG, 319 Abs. 1 HGB und ist insbesondere nicht nach §§ 319 Abs. 1 - 4, 319b HGB von der Prüfertätigkeit ausgeschlossen. Sie hat darüber hinaus versichert, dass sie in den letzten fünf Jahren weder als Abschlussprüfer der beteiligten Gesellschaften noch anderer Konzerngesellschaften tätig war und dass auch kein sonstiges Prüfungs- oder Beratungsverhältnis bestehe.

zu I. 2.:

Bezogen auf die vorgesehene Verschmelzung liegt ein übereinstimmender Antrag der aufnehmenden Gesellschaft und der SLM Solutions Group AG auf Bestellung eines Verschmelzungsprüfers vor. Die Zuständigkeit des Landgerichts Lübeck ergibt sich insoweit aus §§ 10 Abs. 2 UmwG, wobei der Vorsitzende der Kammer nach S. 2 der vorgenannten Norm allein entscheidet.

Die im Rahmen der Verschmelzung als übertragender Rechtsträger vorgesehene SLM Solutions Group AG und die als aufnehmender Rechtsträger vorgesehene Nikon AM. AG haben in der Antragsschrift übereinstimmend mitgeteilt, dass in der Literatur zwar vertreten werde, dass eine Verschmelzungsprüfung im Zusammenhang mit der Durchführung eines verschmelzungsrechtli-

chen Squeeze Out entbehrlich sei. Diese Auffassung sei aber nicht unbestritten. Vorsorglich wollen die an der Verschmelzung beteiligten Rechtsträger eine Verschmelzungsprüfung durchführen lassen.

Eine hier von den Antragstellerinnen angestrebte, von Teilen der Literatur der Praxis empfohlene vorsorgliche Verschmelzungsprüfung ist jedenfalls kein Nachteil und schafft in formaler Hinsicht Rechtssicherheit für das geplante Vorhaben. Dem Antrag auf (vorsorgliche) Bestellung eines Verschmelzungsprüfers war daher stattzugeben.

### **Rechtsmittelbelehrung:**

Gegen den Beschluss über die Prüferbestellung kann Beschwerde eingelegt werden, die binnen einer Frist von 1 Monat ab Zustellung des Beschlusses beim Landgericht Lübeck eingehen muss. Die Beschwerdefrist ist durch einen Rechtsanwalt zu unterzeichnen.

Gegen die Feststellung des Geschäftswertes kann Beschwerde eingelegt werden, wenn der Wert des Beschwerdegegenstandes 200,00 € übersteigt und das Gericht die Beschwerde zugelassen hat. Die Beschwerde ist binnen 2 Wochen beim Landgericht Lübeck einzulegen. Die Frist beginnt mit Zustellung der Entscheidung. Die Beschwerde ist schriftlich einzulegen oder zu Protokoll des genannten Gerichts. Sie kann auch zu Protokoll der Geschäftsstelle jedes Amtsgerichts erklärt werden. Die Frist ist jedoch nur dann gewahrt, wenn das Protokoll rechtzeitig bei dem oben genannten Gericht eingeht. Eine anwaltliche Mitwirkung ist bei dieser Beschwerde nicht vorgeschrieben.

Brandt  
Vorsitzender Richter am Landgericht





# General Engagement Terms

## for

### Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften

#### [German Public Auditors and Public Audit Firms]

#### as of January 1, 2017

DokID:

#### 1. Scope of application

(1) These engagement terms apply to contracts between German Public Auditors (*Wirtschaftsprüfer*) or German Public Audit Firms (*Wirtschaftsprüfungsgesellschaften*) – hereinafter collectively referred to as "German Public Auditors" – and their engaging parties for assurance services, tax advisory services, advice on business matters and other engagements except as otherwise agreed in writing or prescribed by a mandatory rule.

(2) Third parties may derive claims from contracts between German Public Auditors and engaging parties only when this is expressly agreed or results from mandatory rules prescribed by law. In relation to such claims, these engagement terms also apply to these third parties.

#### 2. Scope and execution of the engagement

(1) Object of the engagement is the agreed service – not a particular economic result. The engagement will be performed in accordance with the German Principles of Proper Professional Conduct (*Grundsätze ordnungsmäßiger Berufsausübung*). The German Public Auditor does not assume any management functions in connection with his services. The German Public Auditor is not responsible for the use or implementation of the results of his services. The German Public Auditor is entitled to make use of competent persons to conduct the engagement.

(2) Except for assurance engagements (*betriebswirtschaftliche Prüfungen*), the consideration of foreign law requires an express written agreement.

(3) If circumstances or the legal situation change subsequent to the release of the final professional statement, the German Public Auditor is not obligated to refer the engaging party to changes or any consequences resulting therefrom.

#### 3. The obligations of the engaging party to cooperate

(1) The engaging party shall ensure that all documents and further information necessary for the performance of the engagement are provided to the German Public Auditor on a timely basis, and that he is informed of all events and circumstances that may be of significance to the performance of the engagement. This also applies to those documents and further information, events and circumstances that first become known during the German Public Auditor's work. The engaging party will also designate suitable persons to provide information.

(2) Upon the request of the German Public Auditor, the engaging party shall confirm the completeness of the documents and further information provided as well as the explanations and statements, in a written statement drafted by the German Public Auditor.

#### 4. Ensuring independence

(1) The engaging party shall refrain from anything that endangers the independence of the German Public Auditor's staff. This applies throughout the term of the engagement, and in particular to offers of employment or to assume an executive or non-executive role, and to offers to accept engagements on their own behalf.

(2) Were the performance of the engagement to impair the independence of the German Public Auditor, of related firms, firms within his network, or such firms associated with him, to which the independence requirements apply in the same way as to the German Public Auditor in other engagement relationships, the German Public Auditor is entitled to terminate the engagement for good cause.

#### 5. Reporting and oral information

To the extent that the German Public Auditor is required to present results in writing as part of the work in executing the engagement, only that written work is authoritative. Drafts are non-binding. Except as otherwise agreed, oral statements and explanations by the German Public Auditor are binding only when they are confirmed in writing. Statements and information of the German Public Auditor outside of the engagement are always non-binding.

#### 6. Distribution of a German Public Auditor's professional statement

(1) The distribution to a third party of professional statements of the German Public Auditor (results of work or extracts of the results of work whether in draft or in a final version) or information about the German Public Auditor acting for the engaging party requires the German Public Auditor's written consent, unless the engaging party is obligated to distribute or inform due to law or a regulatory requirement.

(2) The use by the engaging party for promotional purposes of the German Public Auditor's professional statements and of information about the German Public Auditor acting for the engaging party is prohibited.

#### 7. Deficiency rectification

(1) In case there are any deficiencies, the engaging party is entitled to specific subsequent performance by the German Public Auditor. The engaging party may reduce the fees or cancel the contract for failure of such subsequent performance, for subsequent non-performance or unjustified refusal to perform subsequently, or for unconscionability or impossibility of subsequent performance. If the engagement was not commissioned by a consumer, the engaging party may only cancel the contract due to a deficiency if the service rendered is not relevant to him due to failure of subsequent performance, to subsequent non-performance, to unconscionability or impossibility of subsequent performance. No. 9 applies to the extent that further claims for damages exist.

(2) The engaging party must assert a claim for the rectification of deficiencies in writing (*Textform*) [Translators Note: The German term "Textform" means in written form, but without requiring a signature] without delay. Claims pursuant to paragraph 1 not arising from an intentional act expire after one year subsequent to the commencement of the time limit under the statute of limitations.

(3) Apparent deficiencies, such as clerical errors, arithmetical errors and deficiencies associated with technicalities contained in a German Public Auditor's professional statement (long-form reports, expert opinions etc.) may be corrected – also versus third parties – by the German Public Auditor at any time. Misstatements which may call into question the results contained in a German Public Auditor's professional statement entitle the German Public Auditor to withdraw such statement – also versus third parties. In such cases the German Public Auditor should first hear the engaging party, if practicable.

#### 8. Confidentiality towards third parties, and data protection

(1) Pursuant to the law (§ [Article] 323 Abs 1 [paragraph 1] HGB [German Commercial Code: *Handelsgesetzbuch*], § 43 WPO [German Law regulating the Profession of Wirtschaftsprüfer: *Wirtschaftsprüferordnung*], § 203 StGB [German Criminal Code: *Strafgesetzbuch*]) the German Public Auditor is obligated to maintain confidentiality regarding facts and circumstances confided to him or of which he becomes aware in the course of his professional work, unless the engaging party releases him from this confidentiality obligation.

(2) When processing personal data, the German Public Auditor will observe national and European legal provisions on data protection.

#### 9. Liability

(1) For legally required services by German Public Auditors, in particular audits, the respective legal limitations of liability, in particular the limitation of liability pursuant to § 323 Abs. 2 HGB, apply.

(2) Insofar neither a statutory limitation of liability is applicable, nor an individual contractual limitation of liability exists, the liability of the German Public Auditor for claims for damages of any other kind, except for damages resulting from injury to life, body or health as well as for damages that constitute a duty of replacement by a producer pursuant to § 1 ProdHaftG [German Product Liability Act: *Produkthaftungsgesetz*], for an individual case of damages caused by negligence is limited to € 4 million pursuant to § 54 a Abs. 1 Nr. 2 WPO.

(3) The German Public Auditor is entitled to invoke demurs and defenses based on the contractual relationship with the engaging party also towards third parties.

(4) When multiple claimants assert a claim for damages arising from an existing contractual relationship with the German Public Auditor due to the German Public Auditor's negligent breach of duty, the maximum amount stipulated in paragraph 2 applies to the respective claims of all claimants collectively.

(5) An individual case of damages within the meaning of paragraph 2 also exists in relation to a uniform damage arising from a number of breaches of duty. The individual case of damages encompasses all consequences from a breach of duty regardless of whether the damages occurred in one year or in a number of successive years. In this case, multiple acts or omissions based on the same source of error or on a source of error of an equivalent nature are deemed to be a single breach of duty if the matters in question are legally or economically connected to one another. In this event the claim against the German Public Auditor is limited to € 5 million. The limitation to the fivefold of the minimum amount insured does not apply to compulsory audits required by law.

(6) A claim for damages expires if a suit is not filed within six months subsequent to the written refusal of acceptance of the indemnity and the engaging party has been informed of this consequence. This does not apply to claims for damages resulting from scienter, a culpable injury to life, body or health as well as for damages that constitute a liability for replacement by a producer pursuant to § 1 ProdHaftG. The right to invoke a plea of the statute of limitations remains unaffected.

## 10. Supplementary provisions for audit engagements

(1) If the engaging party subsequently amends the financial statements or management report audited by a German Public Auditor and accompanied by an auditor's report, he may no longer use this auditor's report.

If the German Public Auditor has not issued an auditor's report, a reference to the audit conducted by the German Public Auditor in the management report or any other public reference is permitted only with the German Public Auditor's written consent and with a wording authorized by him.

(2) If the German Public Auditor revokes the auditor's report, it may no longer be used. If the engaging party has already made use of the auditor's report, then upon the request of the German Public Auditor he must give notification of the revocation.

(3) The engaging party has a right to five official copies of the report. Additional official copies will be charged separately.

## 11. Supplementary provisions for assistance in tax matters

(1) When advising on an individual tax issue as well as when providing ongoing tax advice, the German Public Auditor is entitled to use as a correct and complete basis the facts provided by the engaging party – especially numerical disclosures; this also applies to bookkeeping engagements. Nevertheless, he is obligated to indicate to the engaging party any errors he has identified.

(2) The tax advisory engagement does not encompass procedures required to observe deadlines, unless the German Public Auditor has explicitly accepted a corresponding engagement. In this case the engaging party must provide the German Public Auditor with all documents required to observe deadlines – in particular tax assessments – on such a timely basis that the German Public Auditor has an appropriate lead time.

(3) Except as agreed otherwise in writing, ongoing tax advice encompasses the following work during the contract period:

- a) preparation of annual tax returns for income tax, corporate tax and business tax, as well as wealth tax returns, namely on the basis of the annual financial statements, and on other schedules and evidence documents required for the taxation, to be provided by the engaging party
- b) examination of tax assessments in relation to the taxes referred to in (a)
- c) negotiations with tax authorities in connection with the returns and assessments mentioned in (a) and (b)
- d) support in tax audits and evaluation of the results of tax audits with respect to the taxes referred to in (a)
- e) participation in petition or protest and appeal procedures with respect to the taxes mentioned in (a).

In the aforementioned tasks the German Public Auditor takes into account material published legal decisions and administrative interpretations.

(4) If the German Public auditor receives a fixed fee for ongoing tax advice, the work mentioned under paragraph 3 (d) and (e) is to be remunerated separately, except as agreed otherwise in writing.

(5) Insofar the German Public Auditor is also a German Tax Advisor and the German Tax Advice Remuneration Regulation (*Steuerberatungsvergütungsverordnung*) is to be applied to calculate the remuneration, a greater or lesser remuneration than the legal default remuneration can be agreed in writing (*Textform*).

(6) Work relating to special individual issues for income tax, corporate tax, business tax, valuation assessments for property units, wealth tax, as well as all issues in relation to sales tax, payroll tax, other taxes and dues requires a separate engagement. This also applies to:

- a) work on non-recurring tax matters, e.g. in the field of estate tax, capital transactions tax, and real estate sales tax;
- b) support and representation in proceedings before tax and administrative courts and in criminal tax matters;
- c) advisory work and work related to expert opinions in connection with changes in legal form and other re-organizations, capital increases and reductions, insolvency related business reorganizations, admission and retirement of owners, sale of a business, liquidations and the like, and
- d) support in complying with disclosure and documentation obligations.

(7) To the extent that the preparation of the annual sales tax return is undertaken as additional work, this includes neither the review of any special accounting prerequisites nor the issue as to whether all potential sales tax allowances have been identified. No guarantee is given for the complete compilation of documents to claim the input tax credit.

## 12. Electronic communication

Communication between the German Public Auditor and the engaging party may be via e-mail. In the event that the engaging party does not wish to communicate via e-mail or sets special security requirements, such as the encryption of e-mails, the engaging party will inform the German Public Auditor in writing (*Textform*) accordingly.

## 13. Remuneration

(1) In addition to his claims for fees, the German Public Auditor is entitled to claim reimbursement of his expenses; sales tax will be billed additionally. He may claim appropriate advances on remuneration and reimbursement of expenses and may make the delivery of his services dependent upon the complete satisfaction of his claims. Multiple engaging parties are jointly and severally liable.

(2) If the engaging party is not a consumer, then a set-off against the German Public Auditor's claims for remuneration and reimbursement of expenses is admissible only for undisputed claims or claims determined to be legally binding.

## 14. Dispute Settlement

The German Public Auditor is not prepared to participate in dispute settlement procedures before a consumer arbitration board (*Verbraucherschlichtungsstelle*) within the meaning of § 2 of the German Act on Consumer Dispute Settlements (*Verbraucherstreitbeilegungsgesetz*).

## 15. Applicable law

The contract, the performance of the services and all claims resulting therefrom are exclusively governed by German law.

**Special Terms of Engagement**  
P K F Fasselt Partnerschaft mbB  
Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft Rechtsanwälte

**Preamble**

These Special Terms of Engagement of PKF Fasselt Partnerschaft mbB Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft Rechtsanwälte (hereinafter referred to as PKF) modify the General Terms of Engagement for Auditors and Auditing Companies published by the Institut der Wirtschaftsprüfer in Deutschland e.V. (Institute of Public Auditors Incorporated Association) dated January 1, 2017 (IDW AAB).

**For reasons relating to the law governing our profession, PKF modifies the liability provisions included in the IDW AAB (General Terms of Engagement) for services to which neither a statutory nor an individual contractual limitation of liability applies in that the maximum liability amount is increased in favour of the clients to EUR 10 million for single losses or EUR 12.5 million for serial losses and the liability criterion is widened to include simple negligence.**

For that purpose, Item 9. "Liability" of the IDW AAB (General Terms of Engagement) is removed and replaced by the following provisions:

**PKF's liability**

(1) For public accountant services prescribed by law, in particular audits, the statutory limitations of liability to be applied in each case shall apply, in particular the Limitation of Liability of Art. 323 para. 2 of the German Commercial Code (HGB).

(2) To the extent that no statutory limitation of liability applies and no individual contractual limitation of liability exists, PKF's liability for all kinds of claims for damages, with the exception of claims from injury to life, limb or health as well as from damage/loss which justify the manufacturer's liability to pay damages according to Art. 1 of the German Product Liability Act (ProdHaftG), in the case of an individual event of damage/loss caused by simple negligence acc. to Art. 52 para. 1 No. 2 of the German Federal Lawyers' Act (BRAO), shall be limited to **EUR 10 million**.

(3) PKF shall be entitled to pleas and objections from the contractual relationship with the client also in relation to third parties.

(4) If several claimants derive claims under the existing contractual relationship with PKF from a breach of duty by PKF caused by simple negligence, the maximum amount stated in para. 2 shall apply to the claims in question of all claimants in total.

(5) An individual case of damage or loss within the meaning of para. 2 is also deemed to exist with regard to damage or loss originating from several breaches of duty. The individual case of damage/loss comprises all the consequences of a breach of duty regardless of whether damage or loss occurred in one or several consecutive years. At the same time, repeated action or omission based on the same or similar source of error is deemed to be a uniform breach of duty if the matters concerned are legally or economically related to one another. In this case, claims can be made against PKF only up to an amount of **EUR 12.5 million**. The limitation to five times the minimum insurance cover does not apply in the case of legally required mandatory audits.

(6) A claim for damages expires unless within six months of the written refusal of acceptance of the indemnity an action is brought and the client's attention has been drawn to this consequence. This does not apply to claims for damages attributable to intent, and also not in the case of culpable injury to life, limb or health and in the case of damage/loss justifying a liability to pay damages on the part of the manufacturer according to Art. 1 of the German Product Liability Act (ProdHaftG). The right to claim the plea of the statute of limitations shall remain unaffected.