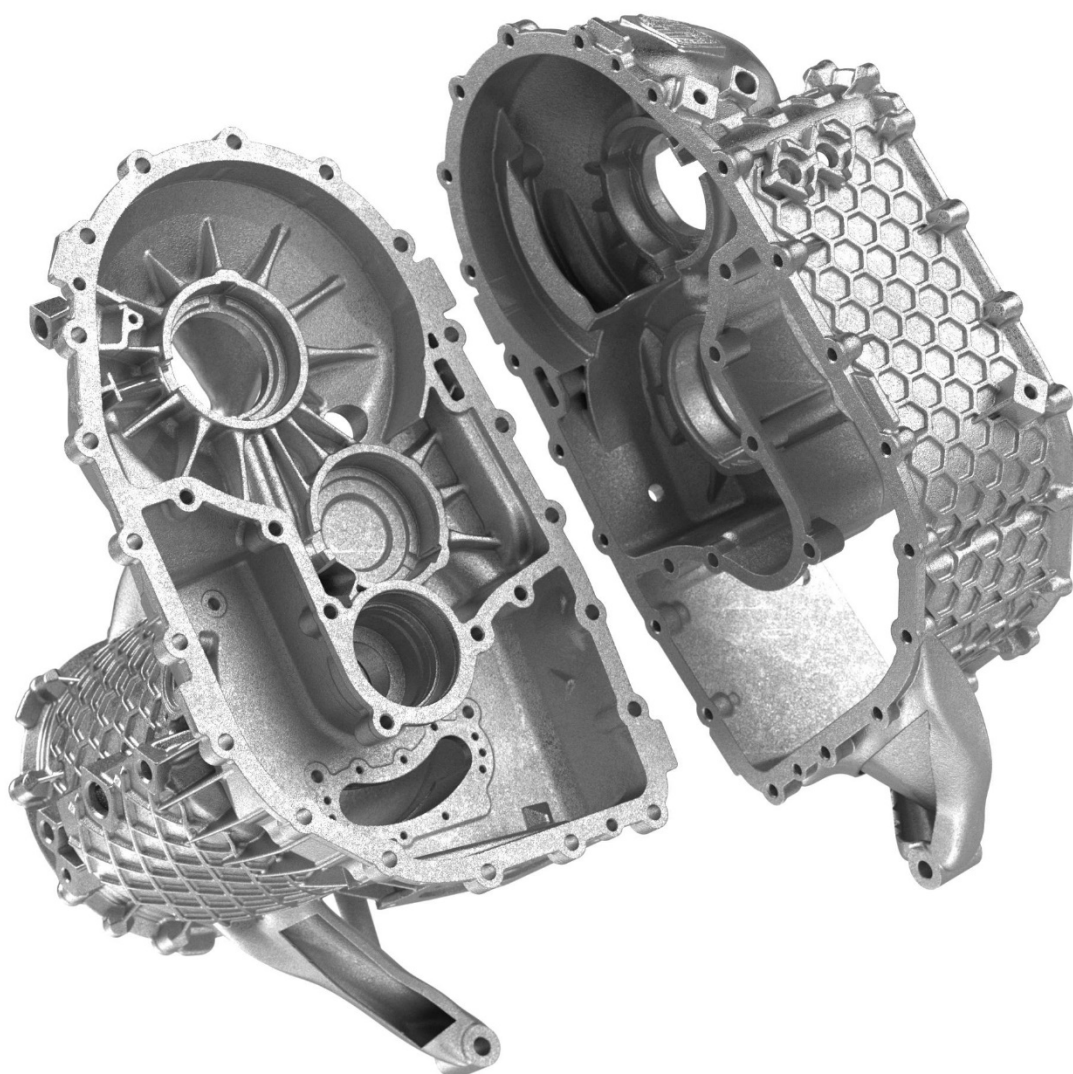


PUSHING THE LIMITS

A NEW ERA OF
MANUFACTURING



SLM Solutions Group AG

Lübeck

ISIN DE000A111338

WKN A11133

Invitation to the Annual General Meeting

We hereby invite you to the

**Annual General Meeting of
SLM Solutions Group AG,
Lübeck,**

which will be held on

Wednesday, June 16, 2021, at 11:00 a.m. (CEST).

On the basis of Article 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law of March 27, 2020 ("**COVID-19 Act**"), as amended, with the consent of the Supervisory Board, the Annual General Meeting will be held in the form of a **virtual general meeting** within the meaning of Article 2 Section 1 (2) of the COVID-19 Act, without the shareholders or their authorized representatives being physically present. The entire Annual General Meeting will be broadcast live on the Internet for our duly registered shareholders. The shareholders will exclusively be exercising their voting rights by way of postal voting or by granting power of attorney to the proxies nominated by the Company. The venue of the Annual General Meeting, within the meaning of the German Stock Corporation Act (AktG) is the administrative headquarters of the company, Estlandring 4, 23560 Lübeck, Germany.

For further details on the convocation, particularly on the preconditions for the registration, participation and exercising of shareholder rights, please refer to "**III. Further information about the convocation**" below.

I. Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of 31 December 2020, the management report for SLM Solutions Group AG and the management report for the Group, including the report of the Supervisory Board as well as the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB).**

All of the aforementioned documents are available on the Internet at <https://www.slm-solutions.com/en/agm-2021/>. Furthermore the documents will be made accessible to the shareholders with associated commentary during the Annual General Meeting at the aforementioned Internet address.

The Supervisory Board has already approved the annual financial statements and the consolidated financial statements drawn up by the Management Board. The annual financial statements are thereby adopted. In accordance with the statutory provisions, the Annual General Meeting is therefore not required to pass a resolution on this agenda item.

- 2. Resolution on the discharge of the Management Board**

The Management Board and the Supervisory Board that the members of the Management Board holding office in the 2020 fiscal year be discharged for this time period.

- 3. Resolution on the discharge of the Supervisory Board**

The Management Board and the Supervisory Board propose that the members of the Supervisory Board holding office in the 2020 fiscal year be discharged for this time period.

- 4. Appointment of the statutory auditor**

The Supervisory Board proposes – based on the recommendation of the Audit Committee – to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, as the auditor of the annual financial statements and consolidated financial statements for the 2021 fiscal year. This also includes its election as auditor for an audit review of interim financial reports, which are prepared prior to the Company's 2022 annual general meeting, insofar as the audit review of such interim financial reports is mandated.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause limiting the selection options within the meaning of Art. 16 (6) of the EU Auditing Regulation (Regulation (EU) No. 537/2014 of the European Parliament and Council of 16

April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) has been imposed on it.

5. Resolution on the approval of the remuneration system for members of the Management Board

Pursuant to Section 120a (1) of the German Stock Corporation Act (AktG), the Annual General Meeting of listed companies must pass a resolution on the approval of the remuneration system presented by the Supervisory Board in the event of any significant change, or at least every four years.

The Supervisory Board proposes – based on the recommendation of its Presidential Committee – to approve the remuneration system for the Management Board members described below in Section II.1, passed by the Supervisory Board with effect from May 4, 2021.

6. Resolution on the remuneration of the members of the Supervisory Board (at the same time approval of the remuneration system for the members of the Supervisory Board)

Pursuant to Section 113 (3) of the German Stock Corporation Act (AktG) in conjunction with the resolution passed by the general meeting of June 2, 2017 under agenda item 4, the Annual General Meeting must pass a resolution on the remuneration of the Supervisory Board members, at least every four years, whereby a resolution confirming the remuneration is permissible.

The remuneration for the Supervisory Board is specified in Section 13 of the bylaws. The remuneration for the Supervisory Board members resulting from this and its underlying remuneration system is shown below in Section II.2.

The Management Board and Supervisory Board propose the confirmation of the remuneration of the Supervisory Board members, as determined in Section 13 of the Company's bylaws in conjunction with the resolution passed by the general meeting of June 2, 2017 under agenda item 4.

7. Resolution on the repeal of the existing Authorized Capital 2019, the creation of new Authorized Capital 2021 and corresponding amendment to the Articles of Association

By resolution of the Annual General Meeting of June 25, 2019, the Management Board was authorized, with the approval of the Supervisory Board, to increase the share capital by up to EUR 9,889,476.00 wholly or in part, once or in several stages by June 24, 2024 by issuing up to 9,889,476 new bearer shares against cash payments and/or contributions in kind (Authorized Capital 2019).

The Authorized Capital 2019 has not been utilized since its creation. However, it contains the restriction that the number of shares issued through its use and the shares that are issued to service conversion rights and/or option rights or to fulfill conversion or option obligations from bonds with an option right and/or conversion right or obligation (or a combination of these instruments), which are, can be or are yet to be issued during the term of this authorization, must not exceed a total amount of share capital of EUR 9,889,476.00. Due to the interim issue of convertible bonds by the Company in July 2020 ("**Convertible Bonds 2020/2026**" or "**1st Tranche**") and in April 2021 ("**Convertible Bonds 2021/2026**" or "**2nd Tranche**") in a total volume of EUR 30,000,000.00, which are currently convertible into up to 4,157,705 shares of the Company, as well as the right of the holders of the Convertible Bonds 2020/2026, subject to certain preconditions, to subscribe for additional convertible bonds in a minimum volume of EUR 30,213,000.00 ("**3rd Tranche**"), which will initially be convertible into up to 3,452,914 shares, the Authorized Capital 2019 will only be available for capital increases to a very limited extent.

The Management Board and the Supervisory Board consider it reasonable to continue to enable the Company to increase the share capital, if necessary, at short notice within the legally permissible scope while excluding subscription rights. The Authorized Capital 2019 remaining shall therefore be rescinded and replaced with new Authorized Capital 2021, whose structure and percentage in relation to the existing share capital of the Company at the time the resolution is adopted must correspond to the previous requirements.

Against this background, the Management Board and the Supervisory Board propose that the following resolution be adopted:

a) Rescission of the existing Authorized Capital 2019

The Authorized Capital 2019 laid down in Section 4 (5) of the bylaws shall be rescinded with effect from the time of registration with the commercial register of the Authorized Capital 2021 hereinafter proposed for resolution, as well as the amendment and new formulation of Section 4 (5) of the bylaws, insofar as it is not utilized by this time.

b) Creation of a New Authorized Capital 2021 with the option to exclude subscription right

The Management Board is authorized to increase the share capital by up to EUR 9,889,476.00 wholly or in part, once or in several stages by June 15, 2026 with the approval of the Supervisory Board by issuing up to 9,889,476 new bearer shares against cash payments and/or contributions in kind (Authorized Capital 2021).

In principle, the shareholders are to be granted subscription rights. This statutory subscription right may also be granted in such a way that the new shares are entirely or partially taken over

by a credit institution or consortium of credit institutions determined by the Management Board, with the obligation to offer them to the shareholders of the Company for subscription.

The Management Board is authorized, with the consent of the Supervisory Board, to exclude the statutory subscription right of the shareholders in the following cases:

- in case of a capital increase against contributions in kind, particularly for the acquisition of companies, parts of companies or interests in companies, industrial property rights, such as patents, trademarks or related licenses, other product rights or other contributions in kind, such as receivables, bonds, convertible bonds and other financial instruments;
- in case of capital increases against cash contributions, if the issue price of the new shares issued under exclusion of subscription rights pursuant to Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) does not fall significantly below the stock market price of the already listed shares of the same class and terms, and the total proportional amount of the share capital attributable to the new shares issued to the exclusion of the subscription right pursuant to Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) does not exceed 10% of the existing share capital at the time this authorization becomes effective and at the time this authorization is exercised. Shares counting towards this limit of 10% of the share capital are those that were issued or sold in direct or corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) during the term of this authorization by the time of its exercising; shares are also counted towards this, which are, can be or are yet to be issued by the Company to service conversion or option rights or to fulfill conversion or option obligations from bonds with an option right and/or conversion right or -obligation (or a combination of these instruments), provided that the bonds, which provide a relevant conversion or option right or a conversion obligation, were issued during the term of this authorization until the time of their exercising in a corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) to the exclusion of the shareholders' subscription right. However, those shares that are to be issued from a 3rd Tranche of convertible bonds, which may yet be issued by the Company pursuant to the terms and conditions of the Convertible Bonds 2020/2026 issued in July 2020, are not counted;
- to avoid fractional amounts;
- to the extent necessary to grant subscription rights to the holders or creditors of conversion and/or option rights and/or the holders or creditors of bonds with conversion obligations issued or to be issued by the Company or by a domestic or foreign company in which the Company directly or indirectly holds a majority of the voting rights and capital to the extent

to which they would be entitled after exercising the conversion and/or option rights or after fulfillment of the conversion obligations.

The Management Board is authorized, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation, particularly the content of the rights attaching to the share rights and the terms and conditions of the share issue, including a profit participation deviating from Section 60 (2) of the German Stock Corporation Act (AktG). The Supervisory Board shall be authorized to amend the bylaws of the Company accordingly after full or partial utilization or the expiration of the Authorized Capital 2021, particularly with regard to the amount of the share capital and the number of existing no-par value shares.

c) Amendment to the bylaws

Section 4 (5) of the bylaws shall be amended and reformulated as follows:

"The Management Board is authorized to increase the share capital by up to EUR 9,889,476.00 wholly or in part, once or in several stages by June 15, 2026 with the approval of the Supervisory Board by issuing up to 9,889,476 new bearer shares against cash payments and/or contributions in kind (Authorized Capital 2021).

In principle, the shareholders are to be granted subscription rights. This statutory subscription right may also be granted in such a way that the new shares are entirely or partially taken over by a credit institution or consortium of credit institutions determined by the Management Board, with the obligation to offer them to the shareholders of the Company for subscription.

The Management Board is authorized, with the consent of the Supervisory Board, to exclude the statutory subscription right of the shareholders in the following cases:

- in case of a capital increase against contributions in kind, particularly for the acquisition of companies, parts of companies or interests in companies, industrial property rights, such as patents, trademarks or related licenses, other product rights or other contributions in kind, such as receivables, bonds, convertible bonds and other financial instruments;
- in case of capital increases against cash contributions, if the issue price of the new shares issued under exclusion of subscription rights pursuant to Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) does not fall significantly below the stock market price of the already listed shares of the same class and terms, and the total proportional amount of the share capital attributable to the new shares issued to the exclusion of the subscription right pursuant to Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) does not exceed 10% of the existing share capital at the time this authorization

becomes effective and at the time this authorization is exercised. Shares counting towards this limit of 10% of the share capital are those that were issued or sold in direct or corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) during the term of this authorization by the time of its exercising; shares are also counted towards this, which are, can be or are yet to be issued by the Company to service conversion or option rights or to fulfill conversion or option obligations from bonds with an option right and/or conversion right or -obligation (or a combination of these instruments), provided that the bonds, which provide a relevant conversion or option right or a conversion obligation, were issued during the term of this authorization until the time of their exercising in a corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) to the exclusion of the shareholders' subscription right. However, those shares that are to be issued from a 3rd Tranche of convertible bonds, which may yet be issued by the Company pursuant to the terms and conditions of the Convertible Bonds 2020/2026 issued in July 2020, are not counted;

- to avoid fractional amounts;
- to the extent necessary to grant subscription rights to the holders or creditors of conversion and/or option rights and/or the holders or creditors of bonds with conversion obligations issued or to be issued by the Company or by a domestic or foreign company in which the Company directly or indirectly holds a majority of the voting rights and capital to the extent to which they would be entitled after exercising the conversion and/or option rights or after fulfillment of the conversion obligations.

The Management Board is authorized, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation, particularly the content of the rights attaching to the share rights and the terms and conditions of the share issue, including a profit participation deviating from Section 60 (2) of the German Stock Corporation Act (AktG). The Supervisory Board shall be authorized to amend the bylaws of the Company accordingly after full or partial utilization or the expiration of the Authorized Capital 2021, particularly with regard to the amount of the share capital and the number of existing no-par value shares.

d) Notification to the commercial register

The Management board is instructed to notify the rescission of the Authorized Capital 2019 and the creation of new Authorized Capital 2021 for registration with the commercial register of the Company, with the proviso that the rescission of the Authorized Capital 2019 is only entered, once it is ensured that the amendment to Section 4 (5) of the bylaws is registered immediately afterwards.

II. Reports to the Annual General Meeting

1. Remuneration system for the members of the Management board (Agenda Item 5)

Main features of the remuneration system for the Management Board members of SLM Solutions Group AG

The system for the remuneration of the Management Board members makes an important contribution to the promotion and implementation of the corporate strategy of SLM Solutions Group AG in achieving a sustainable increase in performance and profitable growth. Added value is created for customers, employees and shareholders, by defining performance criteria aimed at the long-term and sustainable corporate success and allocating ambitious annual and multi-year objectives to these.

The short-term variable remuneration ("**STI**") is based on operational and strategic performance criteria. This promotes the orientation of the Management Board activity towards profitability and growth. Furthermore, the STI is based on the achievement of sustainability criteria in the areas of environment (Environmental), social (Social) and responsible company leadership (Governance) ("**ESG targets**"). This supports the strategic development of the Company, which also includes social and ecological aspects and focuses on sustainable corporate development.

As part of the long-term incentive program ("**LTIP**") of SLM Solutions Group AG, the remuneration of the Management Board members is to be linked to the success and increase in value of the Company. This serves to link the interests of the Company management with the interests of the shareholders over the long term in increasing the Company value. The LTIP is based on the development of the share price, measured over three years. For this, the Management Board members receive Stock Appreciation Rights.

The system for remunerating the Management Board members is structured clearly and simply. It complies with the requirements of the German Stock Corporation Act (AktG) in the version of the Shareholder Rights Directive Implementation Act of December 12, 2019 (ARUG II; FG Part I 2019, No. 50 dated December 19, 2019) and considers the recommendations of the Corporate Governance Code (DCGK) in the version approved by the Government Commission German Corporate Governance Code on December 16, 2019, provided that no deviation is declared.

The new remuneration system described in detail under Point B. is valid from May 4, 2021 and applies immediately to any new Management Board members. For current Management Board members, the new remuneration system will be applied to contract prolongations that are concluded from May 4, 2021.

The remuneration system in detail

Remuneration components

Overview of the remuneration components and their relative share of the end remuneration

The remuneration of the Management Board members is comprised of fixed and variable components. Fixed components of the remuneration of the Management Board members are basically the annual fixed salary and fringe benefits. Variable components are the STI and the LTIP.

Remuneration component	Assessment basis / parameters	
Fixed remuneration components		
Annual fixed salary	<ul style="list-style-type: none"> Fixed contractually agreed remuneration that is paid out in twelve equal monthly installments 	
Fringe benefits	In particular: <ul style="list-style-type: none"> Provision of a company car for private use Accident insurance Reimbursement of relocation costs, accommodation costs for a limited time period or tax consultancy costs, where applicable 	
Variable remuneration components		
Short-term variable remuneration (STI)	Plan type:	<ul style="list-style-type: none"> Target bonus with a one-year assessment period
	Limitation of the payout amount:	<ul style="list-style-type: none"> 130% of the target amount
	Performance criteria:	<ul style="list-style-type: none"> Operational and strategic targets ESG targets
	Assessment period:	<ul style="list-style-type: none"> Respective fiscal year
	Payout:	<ul style="list-style-type: none"> In cash two months after the end of the first ordinary Annual General Meeting after the end of the respective fiscal year
Long-term variable remuneration (LTIP)	Plan type:	<ul style="list-style-type: none"> Phantom Stock Plan
	Limitation of the payout amount:	<ul style="list-style-type: none"> EUR 1,000,000.00 gross
	Performance criteria:	<ul style="list-style-type: none"> Development and performance of the share price during the three-year assessment period

Remuneration component	Assessment basis / parameters	
	Payout:	<ul style="list-style-type: none"> In cash, in January respectively for the proportionally vested SARs in the previous year

The relative shares of the fixed and variable remuneration components are shown below on the basis of the total remuneration. The total remuneration is comprised of the sum of all relevant remuneration components for the total remuneration (annual fixed remuneration, fringe benefits, STI and LTIP). For STI and LTIP, the respective maximum amount is used as the basis. Based on this, the share of the fixed remuneration (annual fixed salary and fringe benefits) of the Management Board members is at approximately 20 % to 30 % of the total remuneration and the share of variable remuneration (STI and LTIP) is at around 70 % to 80 % of the total remuneration. The share of the STI is at approximately 10 % to 20 % of the total remuneration and the share of the LTIP is at approximately 55 % to 65 % of the total remuneration.

The shares referred to may deviate for future fiscal years, e.g. on the basis of the development of the costs of the contractually promised fringe benefits, as well as for possible new appointments.

Fixed remuneration components

Annual fixed salary

The Management Board members receive an annual fixed salary in twelve equal monthly installments.

Fringe benefits

SLM Solutions Group AG specifically provides the following fringe benefits: Each Management Board member is generally provided with a company car, also for private use. Furthermore, accident insurance has been taken out for the Management Board members. In addition to this, SLM Solutions Group AG may reimburse the Management Board member for one-off relocation costs, accommodation costs for a limited time period or tax consultancy costs.

Variable remuneration components

The variable remuneration components are described below. In doing so, it is made clear which relationship exists between the achievement of the performance criteria and the respective payout amount from the variable remuneration. It is also explained, in which form and when the Management Board members may dispose of the granted variable remuneration amounts.

STI

The STI is a target bonus with a one-year assessment period. Prior to the start of the respective fiscal year, the Supervisory Board defines performance criteria and target values for the fiscal year. In addition to operational and strategic targets, ESG targets must also be included, in order to ensure sustainable corporate development. A subsequent change to the target values is excluded. After the end of the fiscal year and the approval of the annual financial statements (no later than after the end of the ordinary Annual General Meeting), the Supervisory Board shall specify the amount of the individual STI to be granted on the basis of the target achievement for the past fiscal year.

An individual target amount (with 100 % target achievement) is agreed with the Management Board member in the employment contract for the STI. The payout amount from the STI is limited to a maximum of 130 % of the target amount.

The STI for the past fiscal year is due two months after the end of the ordinary Annual General Meeting.

If the employment contract starts or ends in the current fiscal year, the individual target amount is reduced on a pro rata temporis basis to the time of the start or end of the employment contract.

In case of extraordinary events or developments, the Supervisory Board is entitled to adapt the terms and conditions of the STI appropriately, at its equitable discretion.

LTIP

Each Management Board member receives remuneration components with long-term incentivization in the form of *Stock Appreciation Rights* ("**SARs**" individually also "**SAR**"), whose maximum value is specified as a certain amount in euro (the "**LTI Amount**"). On the basis of the LTI Amount for a relevant fiscal year ("**Relevant LTI Amount**"), the Management Board member is allocated a specific number of SARs ("**Allocated SARs**") using the following formula:

$$\text{Allocated SARs} = \frac{\text{Relevant LTI Amount}}{\text{Relevant VWAP}}$$

The "**Relevant VWAP**" corresponds to the volume-weighted average stock exchange price of the Company share, during the period of six months, which ends on December 31 at day-end of the fiscal year for which the SARs are to be allocated to a Management Board member. The applicable stock exchange price is the stock exchange price at the end of the trading date in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange. The SARs are allocated on 31 January of each year for the respective previous fiscal year.

The granted allocated SARs for a specific fiscal year are vested on a pro rata temporis basis in three equal tranches, i.e. a third each of the allocated SARs for a specific fiscal year after the end of

(i) one year, (ii) two years or (iii) three years,

each after the end of the respective fiscal year (each such time period is a "**Vesting Period**").

Vested SARs are paid out to the Management Board member in January of the year following the calendar year in which the allocated SARs were vested. The calculation of the gross amount to be paid out is based on the following formula:

SARs Payout Amount = Vested SARs x Vesting VWAP x Performance Factor.

The "**Vesting VWAP**" corresponds to the *volume-weighted average stock exchange price* of the Company shares in the period of six months, which ends at the end of the calendar year in which the SARs were vested.

The variable "**Performance Factor**" is intended to ensure that the SARs disbursement amount reflects the development of the Company's share price. Performance is determined by the percentage increase or decrease of the (i) share price of the Company at the end of the respective Vesting Period in proportion to (ii) the share price of the Company at the time of allocating the SARs and leads to the following multipliers:

Performance	Factor
≤ (50) %	0 x
> (50) % and ≤ (25) %	0.25 x
> (25) % and ≤ 0 %	0.50 x
> 0 % and ≤ 25 %	1.00 x
> 25 % and ≤ 50 %	1.50 x
> 50 % and ≤ 100 %	2.00 x
> 100 % and ≤ 200 %	3.00 x
> 200 %	5.00 x

Possible dividend distributions are added for the purpose of determining the Vesting VWAP and the Performance Factor.

If a "**Change-of-Control**" occurs, all of the SARs that have not yet been vested over time shall immediately be vested and due for payment to the respective Management Board member. The amount payable in case of a Change-of-Control is subject to separate provisions and considers the special features of a Change-of-Control. The amount is either a fixed amount based on the price offered for the Company's shares or is calculated analogously to the regular mechanism for calculating the SARs disbursement amount payable.

The LTIP contains standard provisions for a lapse of (also already vested) SARs, e.g. in case of extraordinary termination of the employment relationship by the Company (so-called Bad Leaver Clauses).

Within six months after a disbursement on the SARs, the Management Board members are basically obligated to acquire shares of the Company for a value of one-third of the net amount flowing to the Management Board member from the SARs disbursement (the "**Reinvestment**").

Duty"). The Reinvestment Duty does not apply, (i) if such an acquisition is not admissible for compelling legal reasons, particularly insider legal reasons, (ii) the respective Management Board member already holds shares in the Company with a current market value of more than twice their fixed annual basic remuneration at the current market value or (iii) if the current market value of the shares held in the Company together with the shares acquired within the scope of the Reinvestment Duty already exceeds the amount to be invested on the basis of the Reinvestment Duty.

In case of extraordinary events or developments, the Supervisory Board is entitled to adapt the terms and conditions of the LTIP appropriately, at its equitable discretion.

Malus and clawback regulation for the variable remuneration components

In case of serious, verifiable violations by the Management Board member that are grossly in breach of duty or immoral, against material duties of care in respect to the management of the Company ("**Malus Offense**"), the Supervisory Board may reduce and completely cancel all or individual remuneration elements (STI and LTIP) that are granted for the fiscal year, in which the violation occurred, or demand their return, as a whole or in part. A Malus Offense exists with individual misconduct, as well as with organizational culpability, where the Management Board member has violated supervisory or organizational obligations with malice or gross negligence. The Supervisory Board decides on this in the respective individual case according to its due discretion. In this decision, the Supervisory Board must particularly consider the seriousness of the violation and the amount of the asset damage or reputational damage caused by this.

Individual or all variable remuneration components (STI and LTIP) may be reduced or completely canceled, which are not yet paid out at the time of the Supervisory Board's reclamation decision. Furthermore, paid out variable remuneration elements may be entirely or partly reclaimed. Reduction, cancellation or reclamation is also possible if the employment relationship is already terminated at the time of the reclamation decision. A reduction, cancellation or reclamation is excluded, if more than five years have elapsed since the Malus Offense. Gross amounts of the variable remuneration element are respectively reduced, completely canceled or reclaimed.

Maximum remuneration

The total remuneration to be granted for a fiscal year (total of all remuneration amounts spent for the relevant fiscal year, including annual fixed salary, variable remuneration remuneration, fringe benefits and possible special remuneration) of the Management Board members, irrespective of whether it is paid out in this fiscal year or at a later time – is absolutely capped ("**Maximum Remuneration**"). The Maximum Remuneration for the Management Board members is EUR 10,000,000.00 gross each. The Maximum Remuneration can only be achieved in the event of extraordinarily positive performance of the Company and/or a Change of Control.

Remuneration-related legal transactions

Terms of the employment contracts

The employment contracts of the Management Board members are valid for the duration of the current appointments of the Management Board member. As a rule, the first-time appointments of Management Board members are for a period of three years. A reappointment period is specified individually in consideration of the legal provisions, at the due discretion of the Supervisory Board.

Preconditions for the termination of remuneration-related legal transactions

If the appointment as a Management Board member is revoked, the employment contract will also be terminated. If the reason for revocation is not simultaneously a compelling reason within the meaning of Section 626 (1) of the German Civil Code (*BGB*), the employment contract will only end once a notice period of six months to the month-end has elapsed from the end of the appointment, however no later than at the end of the term of the employment contract.

If the Management Board member becomes permanently unable to work during the term of the employment contract, the employment contract will end at the end of the sixth month after the determination of permanent incapacity to work.

The employment contract ends no later than at the end of the month in which the Management Board member reaches the regular pensionable age in the statutory pension insurance scheme.

Dismissal remuneration

With an early termination of the employment contract without a compelling reason, payments to the Management Board member, including fringe benefits, may not exceed the value of two years' remuneration (Severance Cap) and must not amount to more than the remuneration for the remaining term of the employment contract.

Within the scope of its due discretion, the Supervisory Board shall decide whether it arranges a post-contractual non-competition clause. If so arranged, the Management Board members are not allowed to enter into competition with the Company for a period of up to 24 months after termination of the employment relationship, unless the Management Board member has reached the age of 67 by the time they leave, the employment relationship existed for less than one year or the Company waives the post-contractual non-competition clause. During the period of a post-contractual non-competition clause, the Management Board members are entitled to waiting time remuneration to the amount of 50 % of the average monthly fixed remuneration received by the Management Board members over the last 12 months. The waiting time remuneration falls due at the end of each month. Everything that the Management Board member earns or maliciously omits to earn will be offset from the waiting time compensation, insofar as the waiting time compensation and the income exceed the last monthly fixed remuneration.

Consideration of the remuneration and employment terms and conditions of the employees when determining the remuneration system

When determining the remuneration system, the Supervisory Board also considers the remuneration and employment terms and conditions of the employees. For the assessment of the adequacy of the remuneration, the comparative environment of SLM Solutions Group AG (horizontal comparison) and the internal company remuneration structure (vertical comparison) are taken into consideration. The vertical comparison refers to the ratio of the Management Board compensation to the compensation of the top management level and total workforce of SLM Solutions Group AG and its affiliated companies. In doing so, the Supervisory Board also takes the development of the remuneration of the described groups into consideration over time.

Procedure for determination and implementation as well as review of the remuneration system

The Supervisory Board resolves on a clear and understandable remuneration system for the Management Board members. The Presidential Committee is responsible for preparing the resolution of the Supervisory Board regarding the remuneration system and the regular review of the remuneration system. The Presidential Committee provides the Supervisory Board with all information required for reviewing the remuneration system. A review of the remuneration system is conducted by the Supervisory Board at its due discretion, however, no later than every four years. In doing so, the Supervisory Board performs a market comparison and particularly takes into account changes to the market environment, the overall economic situation and strategy of the company, changes and trends of the national and international corporate governance standards and the salary structure in the Company and other companies of a comparable size and industry. If necessary, the Supervisory Board calls in external remuneration experts and other advisers. In doing so, the Supervisory Board ensures the independence of the external remuneration experts and advisers from the Management Board and takes precautions to avoid conflicts of interest.

In case of any significant change to the remuneration system, the Supervisory Board presents the adopted remuneration system to the general meeting, however, at least every four years. If the Annual General Meeting does not approve the presented system, the Supervisory Board shall present a revised remuneration system for approval at the next annual general meeting.

The Supervisory Board shall ensure with appropriate measures that possible conflicts of interest of the Supervisory Board members involved in the consultations and decisions about the remuneration system are avoided and, where appropriate, resolved. Each Supervisory Board member is obligated to notify conflicts of interest to the Supervisory Board. The Supervisory Board decides on how to deal with an existing conflict of interest on a case-by-case basis. In particular, it is taken into consideration that a Supervisory Board member affected by a conflict of interest may not participate in a meeting or individual consultations and decisions of the Supervisory Board.

The Supervisory Board may temporarily deviate from the remuneration system (procedures and regulations for the remuneration structure) and its individual components, as well as in relation to individual components of the remuneration system or introduce new remuneration components, if this is in the interest of the long-term welfare of the Company. The Supervisory Board reserves the right to make such deviations, particularly for extraordinary circumstances, such as in the event of an economic or Company crisis, for example.

2. Remuneration of the Supervisory Board members (Agenda Item 6)

Section 13 of the bylaws states:

"Section 13 Supervisory Board remuneration, indemnity insurance

The Annual General Meeting decides on the remuneration for members of the Supervisory Board and its committees. The remuneration also includes bearing the costs for indemnity insurance (so-called "D&O insurance"), which is taken out by the Company for the members of the Supervisory Board. This insurance is taken out with an appropriate insured sum and a deductible of 10 % of the respective claim. The deductible is limited to one-and-a-half times the fixed annual remuneration of the respective Supervisory Board member for all claims arising within an insurance year. The Company bears the costs for this insurance."

The Company's Annual General Meeting on June 2, 2017, passed a resolution under Agenda Item 4, to remunerate the members of the Supervisory Board for the first time, for the fiscal year that started on January 1, 2017 and for all subsequent fiscal years, as follows, insofar as a new Annual General Meeting does not pass a resolution to the contrary for the future:

- "a) In addition to compensation for their expenses, the members of the Supervisory Board shall receive a fixed remuneration that is payable after the end of the fiscal year, which amounts to EUR 25,000 for the individual member.
- b) For the Chairman of the Supervisory Board, an additional remuneration of EUR 25,000 is paid per year, for the Deputy Chairman of the Supervisory board, additional remuneration of EUR 12,500 per year is paid per year.
- c) Members of the Supervisory Board who are member of the Audit Committee will receive an additional fixed remuneration of EUR 7,500 per year. Members of the Supervisory Board who are member of the Presidential Committee, will receive an additional fixed remuneration of EUR 5,000 per year.

- d) For the Chairman of the Audit Committee, an additional remuneration of EUR 7,500 is paid per year, for the Chairman of the Presidential Committee, an additional remuneration of EUR 5,000 is paid per year.
- e) Supervisory Board remuneration is payable after the end of the fiscal year. Value-added tax applicable to the remuneration will additionally be reimbursed by the Company, insofar as the members of the Supervisory Board are entitled to bill the Company's value-added tax separately and they exercise this right.
- f) Supervisory Board members who have been member of the Supervisory Board only for part of the fiscal year or have only held the office of Chairman or Deputy Chairman of the Supervisory Board for part of the fiscal year or have been member to a committee of the Supervisory Board only during part of the fiscal year or only held the office of Chairman of the Audit Committee or the Presidential Committee during part of the fiscal year, will receive lower remuneration pursuant to the previous paragraphs on a pro rata temporis basis, corresponding to the duration of their respective membership or incumbency.

The remuneration and the underlying remuneration system for the Supervisory Board in detail:

- a. Contribution of remuneration for the promotion of the business strategy and the long-term development of the company (Sections 113 (3) clause 3, 87a (1) clause 2 No. 2 of the German Stock Corporation Act (AktG))

The Supervisory Board remuneration promotes the business strategy and long-term development of the Company by making it possible to obtain qualified persons to exercise the Supervisory Board mandate through its market-appropriate structure.

- b. Remuneration components (Sections 113 (3) clause 3, 87a (1) clause 2 No. 3 of the German Stock Corporation Act (AktG))

The Supervisory Board remuneration is exclusively comprised of fixed components. The resolution passed by the annual general meeting of June 2, 2017 under agenda item 4 in conjunction with the bylaws provide for EUR 25,000 as fixed annual remuneration for each member; the Deputy Chairman is paid an additional EUR 12,500 and the Chairman is paid an additional EUR 25,000 of remuneration. The membership in the Audit Committee is remunerated with an additional EUR 7,500 per year, membership in the Presidential Committee with EUR 5,000. The Chairman in the Presidential Committee receives an additional EUR 7,500, the Chairman in the Presidential Committee receives EUR 5,000. If the remuneration is subject to value-added tax, the tax amount will be reimbursed by the Company if the Supervisory Board member can invoice the respective value added tax

separately and makes use of this option. The remuneration also includes bearing the costs for indemnity insurance, which the Company takes out on behalf of members of the Supervisory Board. This insurance is taken out with an appropriate insured sum and a deductible of 10 % of the respective claim.

- c. Procedure for the determination and implementation, as well as the review of the remuneration system (Sections 113 (3) clause 3, 87a (1) clause 2 No. 10 of the German Stock Corporation Act (AktG))

At the suggestion of the Management Board and Supervisory Board, the Supervisory Board remuneration is specified by the Annual General Meeting in the bylaws or by means of a resolution. It is reviewed on a regular basis. At present, the Supervisory Board remuneration is regulated by the resolution of the Annual General Meeting of June 2, 2017 and complementary in the bylaws.

3. Report of the Management Board to the Annual General Meeting pursuant to Sections 203 (2), 186 (4) clause 2 of the German Stock Corporation Act (AktG) (Agenda Item 7)

Appropriate capitalization and financing is an important basis for the further development of the Company and for a successful presence on the capital market. By issuing new shares during the course of a capital increase, the equity capital of the Company and, consequently, also the scope of possible actions for the further growth of the Company, as well as for the raising of debt capital, is increased. The Management Board shall have flexible options to utilize financing opportunities, with the consent of the Supervisory Board, in order to take advantage of business opportunities and to strengthen the equity base in the interest of the Company.

With the resolution of the Annual General Meeting of June 25, 2019, the Management Board was authorized to increase the share capital by up to EUR 9,889,476.00 wholly or in part, once or in several stages by June 24, 2024 with the approval of the Supervisory Board by issuing up to 9,889,476 new bearer shares against cash payments and/or contributions in kind (Authorized Capital 2019). The Authorized Capital 2019 has not been utilized since its creation. However, it contains the restriction that the number of shares issued through its use and the shares that are issued to service conversion rights and/or option rights or to fulfill conversion or option obligations from bonds with an option right and/or conversion right or obligation (or a combination of these instruments), which are, can be or are yet to be issued during the term of this authorization, must not exceed a total amount of share capital of EUR 9,889,476.00. On the basis of the interim issue of convertible bonds by the Company in July 2020 ("**Convertible Bonds 2020/2026**" or "**1st Tranche**") and in April 2021 ("**Convertible Bonds 2021/2026**" or

"2nd Tranche") in a total volume of EUR 30,000,000.00, which are currently convertible into up to 4,157,705 Company shares, as well as the right of the owners of the Convertible Bonds 2020/2026, subject to certain preconditions, to subscribe for additional convertible bonds in a minimum volume of EUR 30,213,000.00 (**"3rd Tranche"**), which will initially be convertible in a minimum of up to 3,452,914 shares, the Authorized Capital 2019 will only be available to a very limited extent for capital increases.

The Management Board and the Supervisory Board consider it reasonable to continue to enable the Company to increase the share capital, if necessary, at short notice within the legally permissible scope while excluding subscription rights. The Authorized Capital 2019 remaining shall therefore be rescinded and replaced with new Authorized Capital 2021, whose structure and percentage in relation to the existing share capital of the Company at the time the resolution is adopted must correspond to the previous requirements.

When utilizing the Authorized Capital 2021, the shareholders have a subscription right, in principle. Pursuant to Section 203 (1) clause 1 of the German Stock Corporation Act (AktG) in conjunction with Section 186 (5) of the German Stock Corporation Act (AktG), the new shares may also be acquired by a credit institution or consortium of credit institutions specified by the Management Board, with the obligation to offer them to the Company's shareholders for subscription (so-called "indirect subscription right"). With the consent of the Supervisory Board, the Management Board shall be permitted to also partially structure the subscription right as a direct subscription right and furthermore, as an indirect subscription right. It may particularly be appropriate and in the Company's interest, for cost reasons, to offer these new shares directly to a major shareholder with a subscription right, who has committed to the acquisition of a fixed number of new shares corresponding to his subscription right in advance, in order to avoid the fees of the issuing banks, which would be incurred by the Company with an indirect subscription right. For shareholders to whom new shares are offered by way of an indirect subscription right, this does not constitute a substantial limitation of their subscription right. The proposed authorization provides that the Management Board – in compliance with the legal provisions – may, with the consent of the Supervisory Board, entirely or partly exclude the shareholders' subscription right in the cases explained below,:

- (i) Firstly, this applies to capital increases against contributions in kind. This exclusion particularly serves the purpose of facilitating the acquisition of companies, of parts of companies or interests in companies, but, if applicable, also of industrial property rights, such as patents, trademarks or related licenses, other product rights or other contributions in kind, such as receivables, bonds, convertible bonds and other financial instruments, against the granting of shares.

Thereby, the Company shall have the opportunity to be able to react flexibly to opportunities arising on national and international markets, particularly with regard to the acquiring of companies, parts of companies or interests in companies, as well as to offers of company mergers. Particularly in the context of the acquisition of companies or company shares, there are various reasons for compensating sellers with a combination of cash and shares or solely in shares, instead of paying the purchase price exclusively in cash. In particular, the Company's liquidity can be protected this way and the seller(s) can participate in future price opportunities. This opportunity increases the Company's competitiveness with regard to potential acquisitions. The Company does not suffer any disadvantage as a result of this, since the issuing of shares against contributions in kind requires that the value of the contribution in kind is in an appropriate relation to the value of the shares.

If the acquisition by way of the capital increase against contributions in kind leads to tax savings for the purchaser or if the purchaser is interested more in the acquisition of shares in the Company than in a cash payment for other reasons, the hereby proposed opportunity strengthens the Company's negotiating position. In an individual case, it can also be appropriate to offer the seller new shares as consideration, due to the Company's specific interests. With the Authorized Capital 2021, the Company can react quickly and flexibly if opportunities to acquire companies, parts of companies, company share holdings or other assets against the issuance of new shares arise. Thereby, in an individual case, the proposed authorization would enable optimal financing of the acquisition against the issue of new shares whilst strengthening the Company's capital base. In any case, the Management Board and Supervisory Board will only use the option of the capital increase against contributions in kind by using the authorization to exclude the subscription right from the Authorized Capital 2021, if the value of the new shares and the value of the consideration, i.e. the asset to be acquired, are in appropriate relation to one another. The issue price of the new shares to be issued shall fundamentally be based on the stock market price. A financial disadvantage for the shareholders excluded from the subscription right is thereby avoided.

- (ii) Furthermore, the authorization provides for the exclusion of the subscription right in case of a cash capital increase, however, limited to a maximum amount of 10% of the existing share capital at the time of the Authorized Capital 2021 entering into force. With the appropriate requirement in the authorization resolution, it is also ensured that even in case of a capital reduction, the 10% limit is not exceeded, as the authorization for the subscription right exclusion explicitly may not exceed 10% of the share capital, neither at the time of entry into force, nor – if this value should be lower – at the time of exercising the existing authorization. Shares are counted towards the aforementioned 10% limit,

which are issued or sold in direct or corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) during the term of this authorization up to the time of it being exercised. Shares are also counted towards this, which are issued by the Company to service conversion or option rights or to fulfill conversion or option obligations from bonds with an option right and/or conversion right or obligation (or a combination of these instruments), provided that the bonds, which provide a relevant conversion or option right or a conversion obligation, are issued during the term of this authorization until the time of their exercising in corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) to the exclusion of the shareholders' subscription right. However, those shares that are to be issued from a 3rd Tranche of convertible bonds, which may yet be issued by the Company pursuant to the terms and conditions of the Convertible Bonds 2020/2026 issued in July 2020, are not counted.

With this authorization, the option of the simplified subscription right exclusion shall be utilized pursuant to Sections 203 (1), (2) in conjunction with 186 (3) clause 4 of the German Stock Corporation Act (AktG). This option serves the interests of the Company and the achievement of a best possible price when issuing the shares. The legally provided option for the exclusion of subscription rights in Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) puts the Company in a position of being able to quickly and flexibly take advantage of opportunities arising on the basis of the respective state of the stock market. This achieves the best possible strengthening of the equity in the interest of the Company and all shareholders. Due to the waiver of the time-consuming and cost-intensive processing of subscription rights, the equity capital requirement can be covered in a timely manner, when short-term market opportunities arise and new domestic and foreign shareholder groups can additionally be attracted.

Section 186 (2) of the German Stock Corporation Act (AktG) allows a publication of the subscription price by the third-to-last day of the subscription period. However, in view of the frequent and increased volatility observed on the stock markets, particularly in recent times, even then a market risk exists over several days, which leads to safety margins when determining the subscription price. The granting of a subscription right is also at risk of successful placement with third parties or associated with additional expense, due to the uncertainty of it being exercised. Ultimately, with an existing subscription right, due to the length of the subscription period of two weeks, a reaction at short-notice to favorable or unfavorable market conditions is not possible, but rather, exposure exists to declining share prices during the subscription period, which may lead to less favorable equity capital procurement for the Company. The option of implementing a capital increase at short notice is particularly important for the Company, because it must be able to take advantage of

market opportunities quickly and flexibly in its markets and also be able to cover a possible capital requirement resulting from this at very short notice.

The selling price and consequently, the funds flowing to the Company for the new shares, will be based on the stock market price of the shares that are already listed and will not fall significantly below the current stock market price. In view of the fact that all of the shares issued by the Company so far are admitted to the regulated market at the Frankfurt Stock Exchange, according to the current status, the shareholders who are interested in retaining their ownership stake are able to purchase additional shares of the Company via the stock market without any problems, when the exclusion of the subscription right authorization pursuant to Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) is utilized.

- (iii) The authorization to exclude the subscription right for fractional amounts serves the purpose of showing a practical subscription ratio with respect to the amount of the relevant capital increase. The new shares excluded from the shareholders' subscription right as free fractions will either be realized by selling them on the stock market or in another way that is in the best interests of the Company.
- (iv) The authorization to exclude the subscription rights in favor of the owners or creditors of convertible and/or option rights and/or owners or creditors of bonds with conversion obligations serves the purpose that, in the event of utilizing this authorization, the conversion or option price does not need to be reduced in accordance with the so-called dilution protection clauses of the conversion and/or option terms and conditions, but rather, a subscription right can also be granted to the holders or creditors of convertible and/or option rights and/or holders or creditors of bonds with conversion obligations to the extent that they would have been entitled, if they were entitled to do so after exercising the conversion or option right or after the fulfillment of the conversion obligations. With the authorization, the Management Board receives the option, with the consent of the Supervisory Board, to choose between both alternatives, employing due consideration, when utilizing the Authorized Capital 2021.

In consideration of all the circumstances, the Management Board, in agreement with the Supervisory Board, deems the authorizations for the exclusion of subscription rights to be objectively justified and appropriate for the reasons stated, also in consideration of the possible dilution effect borne by the shareholders in the event of utilizing the relevant authorizations.

Concrete plans for the utilization of the Authorized Capital 2021 do not currently exist. Relevant anticipatory resolutions with the option to exclude subscription rights are nationally and internationally common. The consent of the Supervisory Board is required in each of the

proposed cases for the exclusion of subscription rights. Furthermore, in any event, the Management Board will duly examine whether the utilization of the Authorized Capital 2021 is in the Company's interest; it will particularly also examine whether a possible exclusion of subscription rights is objectively justified in each individual case. The Management Board will report on each utilization of the authorization in the respective next annual general meeting.

III. Further information about the convocation

1. Total number of shares and voting rights

The total number of shares at the time of convening the Annual General Meeting is 19,778,953 shares. All issued shares belong to the same share class. Each no-par-value share grants one vote; therefore, the total number of voting rights at the time of convening this Annual General Meeting is 19,778,953 votes. The Company holds no treasury shares at the time of convening the Annual General Meeting.

2. Virtual Annual General Meeting

On the basis of Article 2 of COVID-19 Act, the Management Board of SLM Solutions Group AG, with the consent of the Supervisory Board, has decided to hold an Annual General Meeting without the physical presence of the shareholders or their authorized representatives in the form of a virtual Annual General Meeting. Physical participation by the shareholders or their authorized representatives is therefore excluded.

The entire Annual General Meeting will be broadcast on June 16, 2020 from 11:00 a.m. for duly registered shareholders or their authorized representatives live on the Internet via the AGM portal. Shareholders or their authorized representatives have the option to exercise their voting right by way of postal voting or by granting power of attorney to the proxies appointed by the Company, as specified in detail below. The AGM portal will be accessible from Wednesday, May 26, 2020 for duly registered shareholders or their authorized representatives.

The right of the shareholders to follow the Annual General Meeting on the Internet, as well as the shareholders' rights in the Annual General Meeting, including the preconditions for exercising them – either by the shareholder personally or by his authorized representative – are described in further detail in this point and those below:

a) Registration for the Annual General Meeting

The shareholders and their authorized representative may only exercise the rights referred to under b) to e) if they have properly registered for the Annual General Meeting. The registration procedure is described in detail in Point 3.

b) Video and audio transmission

For shareholders or their authorized representatives, the entire Annual General Meeting, including possible questions and answers and the votes, will be broadcast live in video and audio in the password-protected AGM Portal at

www.slm-solutions.com/en/agm-2021/

. The shareholders or their authorized representatives will have their personal access details sent to them after registering for the Annual General Meeting. Persons other than the shareholders or their authorized representative cannot follow the Annual General Meeting on the Internet.

c) *Exercising of voting rights*

The exercising of voting rights by the shareholders or their authorized representatives will take place by way of postal voting or by the proxies of the Company, who have been provided with appropriate instructions. Both options for exercising voting rights are described in detail in Point 4.

d) *Right to ask questions*

Shareholders or their authorized representatives may ask questions to the administration about Company matters, insofar as answering them is necessary to deal with the subject matter of the agenda item. In order to make sure that the questions can be answered under the difficult conditions of the COVID-19 pandemic, they should be submitted to the Company in compliance with Art. 2 Section 1 (2) S. 2 of the COVID-19 Act by no later than **Monday, June 14, 2021, 12:00 a.m. (CEST)**, in German language via the password-protected AGM Portal at

www.slm-solutions.com/en/agm-2021/

. The receipt of the question(s) by the Company is decisive for meeting the deadline. Pursuant to Art. 2 Section 1 (2) of the COVID-19 Act, the Management Board will decide at its due, free discretion, how it will answer questions. Possible answers will either be provided during the course of answering the questions during the Annual General Meeting or they will be published in advance on the Company's website at www.slm-solutions.com/en/agm-2021/ .

e) *Filing objections*

Shareholders or their authorized representatives, who exercise the voting right pursuant to c), have the right to file an objection to a resolution of the Annual General Meeting via the password-protected AGM Portal at www.slm-solutions.com/en/agm-2021/ during the Annual General Meeting, i.e. prior to its opening until the closing of the Annual General Meeting, for recording by the notary.

3. **Preconditions for exercising shareholder rights, registration procedure, record date**

To exercise the shareholder rights described under 2.b) – e), pursuant to Section 15 of the bylaws of SLM Solutions Group AG in conjunction with Art. 2 Section 1 (2) No. 2-4 of the COVID-19 Act, only such shareholders are entitled to do so, who have registered for this on time, enclosing the proof of their share ownership by the custodial institution, which is composed in German or English language. The proof must refer to the start of the 21st day prior to the meeting, i.e. to **Wednesday, May 26, 2021, 12.00 a.m. (CEST)** (record date). Proof pursuant to Section 67c (3) of the German Stock Corporation Act (AktG) is sufficient.

The registration and proof must be received by the Company by no later than **Wednesday, June 9, 2021, 12.00 a.m. (CEST)**, in text form (Section 126b of the German Civil Code (BGB)) at the postal address, fax number or e-mail address below:

SLM Solutions Group AG
c/o HVBEST Event-Service GmbH
Mainzer Str. 180
66121 Saarbrücken
Telefax: +49 681 92629-29
E-Mail: SLM-Solutions-hv2021@hvbest.de

In relation to the Company, for the exercising of the shareholder rights described under Point 2.b) to e), a shareholder is only considered to be someone who has provided the proof as of the record date. In case of doubts regarding the accuracy or authenticity of the proof, the Company is entitled to demand additional proof. If the proof is not provided, or not in proper form, the Company may reject the shareholder.

A block for the salability of the share ownership does not go hand-in-hand with the expiration of the record date or the registration for the Annual General Meeting. In particular, sales of shares after the record date have no significance for the content and scope of the shareholder rights described under Point 2.b) to e). The same applies to the additional purchase of shares after the record date. Persons who do not yet own shares as of the record date and only become shareholders thereafter, are not entitled to the shareholder rights described under Point 2.b) to e).

After timely receipt of the registration and the proof of the share ownership, the shareholders or their appointed authorized representatives will be sent their registration confirmation by the registrar with the respective individual access code for the password-protected AGM Portal at www.slm-solutions.com/en/agm-2021/. Via the AGM Portal, the shareholder or the authorized representative may submit, change or revoke his postal vote, issue, change or revoke his power of attorney and possible instruction, also to the proxies of the Company, address questions about the points on the agenda to the Company and declare an objection for transcription by the notary.

To ensure the timely receipt of your registration confirmation, we request that the shareholders ensure that the registration and proof of share ownership are sent at an early stage.

4. Procedure for voting and proxies

- a) Properly registered shareholders may submit, change or revoke their voting by way of the postal vote via the password-protected AGM Portal at

www.slm-solutions.com/en/agm-2021/

by the **beginning of the vote** on the day of the Annual General Meeting (**Wednesday, June 16, 2021**).

- b) Shareholders, who do not intend to exercise their voting right in person can herewith also entrust an authorized representative who is willing to do so, e.g. their custodian bank or another credit institution, a shareholder association or another person of their choice. In this case, a proper registration for the Annual General Meeting described in further detail in Point 3 (including proof of their share ownership) is also required, either by the shareholder or the authorized representative. If a shareholder authorizes more than one person, the Company may reject one or several of them.

Powers of attorney may be issued electronically via the password-protected AGM Portal at

www.slm-solutions.com/en/agm-2021/

or in text form (Section 126b of the German Civil Code (BGB)) vis-à-vis the party to be authorized or vis-à-vis the Company.

For the granting of the power of attorney to the Company and the sending of the proof of a power of attorney declared vis-à-vis the representative, as well as for the vote by the authorized representative, until **Tuesday, June 15, 2021, 12:00 a.m. (CEST)**, the following postal address, fax number and e-mail address are available

SLM Solutions Group AG
c/o HVBEST Event-Service GmbH
Mainzer Str. 180
66121 Saarbrücken
Telefax: +49 681 92629-29
E-Mail: SLM-Solutions-hv2021@hvbest.de

as well as for the granting of the power of attorney vis-à-vis the Company and the voting by the authorized representative until the **beginning of the vote** on the day of the Annual General Meeting (**Wednesday, June 16, 2021**), the password-protected AGM Portal at

www.slm-solutions.com/en/agm-2021/

For the authorization of intermediaries, i.e. credit institutions or – insofar as they are equivalent to these pursuant to Section 135 (8) of the German Stock Corporation Act (AktG) – shareholder associations, voting rights advisers and persons, who professionally offer services to shareholders for exercising the voting right in the Annual General Meeting, special features may apply; in such a case, the shareholders are requested to consult with the parties to be authorized in good time regarding the possible form of the power of attorney required.

- c) For the revocation or change of a power of attorney, the statements made under b) regarding their granting apply analogously.
- d) You can find a power of attorney form on the registration confirmation, which will be sent to the properly registered persons, together with other information about the power of attorney. The power of attorney form is also retrievable at

www.slm-solutions.com/en/agm-2021/

. The shareholders are requested to preferably grant the power of attorney via the password-protected AGM Portal at www.slm-solutions.com/en/agm-2021/ or using the power of attorney form provided by the Company.

- e) In addition, we offer our shareholders or their authorized representatives, the option of having themselves represented by proxies of SLM Solutions Group AG. Those, who intend to grant a power of attorney to proxies appointed by the Company must also properly register themselves for the Annual General Meeting in accordance with the preconditions referred to under Point 3. The proxies of the Company are exclusively entitled to vote on the basis of the instructions issued to them by the shareholder granting the power of attorney. In the absence of an explicit and clear instruction regarding the individual items of the agenda, the proxies of SLM Solutions Group AG will not exercise the voting right. Those who intend to grant power of attorney and issue instructions to the Company's proxies are requested to use the password-protected AGM Portal at

www.slm-solutions.com/en/agm-2021/

or the registration confirmation sent to them for this. Alternatively, a power of attorney and instruction form will always be sent to the shareholders or their authorized representatives upon request, and is similarly also available for download at www.slm-solutions.com/en/agm-2021/.

The power of attorney and instructions of properly registered shareholders to the Company's proxies must be received by the Company at the postal address, fax number or e-mail address provided above under b) or via the password-protected AGM Portal at

www.slm-solutions.com/en/agm-2021/

by the respective times specified above under b). The same applies to the change or revocation of the power of attorney and instructions. The respective receipt by the Company is decisive.

Information about the proxy arrangement is also available to our shareholders on the Internet at www.slm-solutions.com/en/agm-2021/ .

If an individual vote is conducted for an agenda item, an instruction must be issued for each sub-point.

Please note that the authorization of proxies for filing applications and asking questions, as well as for filing objections, is not permitted.

5. Rights of the shareholders pursuant to Sections 122 (2), 126 (1), 127 of the German Stock Corporation Act (AktG), Art. 2 Section 1 (2) of the COVID-19 Act

a) Applications for the amendment of the agenda pursuant to Section 122 (2) of the German Stock Corporation Act (AktG)

Shareholders, whose shares together reach a minimum of one-twentieth of the share capital or the proportional amount of EUR 500,000.00 (this equates to 500,000 no-par-value shares), may demand that items are added to the agenda and are announced (Section 122 (2) of the German Stock Corporation Act (AktG)). Each new item must include a substantiation or draft resolution. The request must be addressed to the Management Board in writing and must be received by the Company at least 30 days prior to the Annual General Meeting (whereby the day of receipt is not counted), i.e. by no later than **Sunday, May 16, 2021, 12.00 a.m. (CEST)**, at the following address:

SLM Solutions Group AG
The Management Board
c/o HVBEST Event-Service GmbH
Mainzer Str. 180
66121 Saarbrücken

To meet the deadline, the receipt of the application by the Company is decisive. The applicants must prove that they have been the owners of the shares since at least 90 days

before the day of receipt of the request and that they will hold the shares until the Management Board's decision in relation to the application.

Amendments to the agenda to be announced will be published in the Federal Gazette immediately after receipt of the request and pursuant to Section 121 (4a) of the German Stock Corporation Act (AktG), and will be forwarded to such media for publication, which, it can be assumed, will distribute the information throughout the entire European Union. These will also be made accessible on the Internet at www.slm-solutions.com/en/agm-2021/ . The amended agenda will also be notified pursuant to Section 125 (1), clause 3 of the German Stock Corporation Act (AktG).

b) Motions and nomination proposals of shareholders pursuant to Sections 126 (1), 127 of the German Stock Corporation Act (AktG)

Shareholders may also send the Company counter-motions against a proposal of the Management Board and/or Supervisory Board regarding a specific agenda item. Such motions must be sent, specifying the name of the shareholder and a possible substantiation in written form, by fax or by e-mail to

SLM Solutions Group AG
c/o HVBEST Event-Service GmbH
Mainzer Str. 180
66121 Saarbrücken
Telefax: +49 681 92629-29
E-Mail: SLM-Solutions-hv2021@hvbest.de .

The counter-motions that are received at least 14 days prior to the day of the Annual General Meeting, i.e. by no later than **Tuesday, June 1, 2021, 12:00 a.m. (CEST)**, via the communication channels referred to and a possible opinion of the administration, will be made available on the Internet at

www.slm-solutions.com/en/agm-2021/

(Section 126 (1) of the German Stock Corporation Act (AktG)). To meet the deadline, the receipt of the counter-motion by the Company is decisive.

Under specific circumstances, a counter-motion that has been received on time does not need to be made available. This particularly applies, if the Management Board could be made legally liable by making it accessible, if the counter-motion would lead to a resolution of the Annual General Meeting that is unlawful or contrary to the bylaws or if the substantiation contains obviously false or misleading details in significant points or if it contains insults. The

substantiation of the counter-motion also does not need to be made accessible, if it contains more than 5,000 characters.

For the nomination by a shareholder for the election of Supervisory Board members or auditors, the previous paragraphs apply analogously, including the address details, with the proviso that the Management Board is also not required to make the nomination proposal available, if the proposal does not contain the name, practiced profession and place of residence of the nominee, as well as their membership in other Supervisory Boards to be legally formed and comparable domestic and foreign regulatory bodies of business enterprises (Section 127 of the German Stock Corporation Act (AktG)).

Motions or nomination proposals of shareholders, which are to be made available pursuant to Section 126 or 127 of the German Stock Corporation Act (AktG), shall be deemed as filed in the meeting, if the shareholder filing the motion or making the nomination proposal is identified and registered for the Annual General Meeting.

c) Right to ask questions pursuant to Art. 2 Section 1 (2) of the COVID-19 Act

In an Annual General Meeting, which is held pursuant to Art. 2 Section 1 (2) of the COVID-19 Act without the physical presence of the shareholders and their authorized representatives, the properly registered shareholders or their authorized representatives shall be granted a right to ask questions through electronic communications channels. In order to make sure that the questions can be answered under the difficult conditions of the COVID-19 pandemic, the Management Board has decided, with the consent of the Supervisory Board, that questions in compliance with Art. 2 Section 1 (2) S. 2 of the COVID-19 Act must be submitted to the Company by no later than **Monday, June 14, 2021, 12:00 a.m. (CEST)**, in German language via the password-protected AGM Portal at

www.slm-solutions.com/en/agm-2021/ .

Pursuant to Art. 2 Section 1 (2) of the COVID-19 Act, the Management Board will decide at its due, free discretion, how it will answer questions.

Possible answers will either be provided when answering questions during the Annual General Meeting or published in advance on the Company's website at

www.slm-solutions.com/en/agm-2021/ .

Explanations about the rights of the shareholders pursuant to Sections 122 (2), 126 (1), 127 of the German Stock Corporation Act (AktG) and Art. 2 Section 1 (2) of the COVID-19 Act are also available for download at

www.slm-solutions.com/en/agm-2021/ .

6. Information pursuant to Section 124a of the German Stock Corporation Act (AktG)

This convocation, the documents to be presented to the Annual General Meeting and the additional information referred to in Section 124a of the German Stock Corporation Act (AktG) are available online at www.slm-solutions.com/en/agm-2021/ .

7. Information about data protection for shareholders

Die SLM Solutions Group AG, Estlandring 4, 23560 Lübeck (hereinafter the "**Company**" or "**we**"), is responsible for processing your personal data for the Annual General Meeting under data protection law. We process personal data on the basis of the valid data protection laws, in order to enable the shareholders to exercise their rights within the scope of the Annual General Meeting. This data comprises name, place of residence or address, e-mail address, number of shares, share class, type of ownership of the shares, the number of the voting right card, the submission of possible postal votes and the granting of possible voting powers of attorney and instructions. Depending on the situation, other personal data may also come into question.

Insofar as this data has not been provided by the shareholders as part of the registration for the Annual General Meeting, the custodian bank will send the personal data they hold to the Company. The personal data will also be recorded when sending powers of attorney and instructions, as well as postal votes, in addition to when using the AGM Portal.

The processing of the shareholders' personal data is compulsory for them to participate in the Annual General Meeting. The SLM Solutions Group AG is responsible for processing this data. The legal basis for processing this data is Art. 6 (1) S. 1 lit. c) of the General Data Protection Regulation in conjunction with Sections 118 et seqq. of the German Stock Corporation Act (AktG) (in the relevant version for conducting this Annual General Meeting).

In addition to this, personal data is also processed for organizational and statistical purposes. The processing of data for organizational and statistical purposes is carried out on the basis of Art. 6 (1) S. 1 lit. f) of the General Data Protection Act and serves the legitimate interests of the Company

in the proper implementation of the Annual General Meeting and in recording its shareholder structure.

The service providers of SLM Solutions Group AG, who are mandated for the purpose of organizing the Annual General Meeting, will only receive such personal data from SLM Solutions Group AG as is necessary for performing the mandated service, and will exclusively process the data according to the instructions of SLM Solutions Group AG within the scope of a commission data processing agreement, which has been concluded in written form. Furthermore, personal data will be provided to the shareholders and shareholder representatives within the scope of the legal provisions, namely, via the list of participants.

The personal data will be stored for as long as legally necessary or over a duration for which the company has a legitimate interest in storing it, such as in case of judicial or extra-judicial disputes relating to the Annual General Meeting. The personal data will be deleted afterwards.

Under specific legal preconditions, the shareholders have a right to disclosure, correction, limitation, objection and deletion regarding their personal data or its processing, as well as a right to data portability pursuant to Section III of the General Data Protection Regulation. You may assert these rights vis-à-vis SLM Solutions Group AG free of charge using the following contact details:

Mr Frank Gundlach
- Data Protection Representative of SLM Solutions Group AG -
Hafenstraße 1a
23560 Lübeck
Telefax: +49 (0) 451 4060-3250
E-Mail: datenschutz@slm-solutions.com

You are also entitled to lodge a complaint with the data protection supervisory authorities pursuant to Art. 77 of the General Data Protection Regulation. You can also reach our Data Protection Representative under the contact details provided above.

Lübeck, in May 2021

SLM Solutions Group AG

The Management Board

Information pursuant to Section 125 of the German Stock Corporation Act (*Aktiengesetz, AktG*) in conjunction with Table 3 of the Implementing Regulation (EU) 2018/1212

A. Specification of the message

- | | |
|----------------------|--|
| 1. Unique identifier | SLM Solutions Group AG - HV2021
[Format Implementing Regulation (EU) 2018/1212: SLMHV21] |
| 2. Type of message | Notice of the virtual general meeting
[Format Implementing Regulation (EU) 2018/1212: NEWM] |

B. Specification of the issuer

- | | |
|-------------------|------------------------|
| 1. ISIN | DE000A111338 |
| 2. Name of issuer | SLM Solutions Group AG |

C. Specification of the meeting

- | | |
|--------------------------------|--|
| 1. Date of the General Meeting | 16 June 2021
[Format Implementing Regulation (EU) 2018/1212: 20210616] |
| 2. Time of the General Meeting | 11:00 hCEST
[Format Implementing Regulation (EU) 2018/1212: 09:00 UTC] |
| 3. Type of the General Meeting | Annual General Meeting as virtual General Meeting without physical presence of shareholders or their representatives
[Format Implementing Regulation (EU) 2018/1212: GMET] |
| 4. Location of the Meeting | URL to the Company's Internet Service for transmission of the General Meeting in video and sound as well as for the exercise of shareholder rights:
https://www.slm-solutions.com/en/agm-2021/ |

Location of the General Meeting in the meaning of the German Stock Corporation Act:
Estoniaring 4, 23560 Luebeck, Germany;
physical participation on site is not possible

[Format Implementing Regulation (EU)
2018/1212: <https://www.slm-solutions.com/en/agm-2021/>

5. Record Date

05/26/2021(00:00 h CEST)
[Format Implementing Regulation (EU)
2018/1212: 20210525, 22:00 UTC]

6. Uniform Resource Locator (URL)

<https://www.slm-solutions.com/en/agm-2021/>

Further information on the participation in the General Meeting (block D), agenda (block E) as well as the specification of the deadlines regarding the exercise of other shareholder rights (block F) is available on the following website: <https://www.slm-solutions.com/en/agm-2021/>