

SLM Solutions Group AG
 c/o HVBEST Event-Service GmbH
 Mainzer Str. 180
 66121 Saarbrücken
 by e-Mail: slm-solutions-hv2021@hvbest.de
 by fax to: +49 681 92629-29

to be received by Tuesday, 15 June 2021, 24:00 (CEST)

Annual General Meeting of SLM Solutions Group AG

PROXY AND INSTRUCTION FORM TO THE COMPANY'S VOTING REPRESENTATIVES

Please note the instructions on the following page.

(Please complete and tick as appropriate)

I/We

 First name, surname / company

 Street address or mailbox

 Postcode, town / City of residence

 Registration confirmation number

(please specify if possible)

 Number of no-par value shares

authorize the proxies nominated by SLM Solutions Group AG with the right to delegate authorization, to represent me/us at the Annual General Meeting of SLM Solutions Group AG on 16 June 2021, without disclosing my/our name(s), and to exercise my/our voting right(s) as below

Agenda items*	yes	no	abstention
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 in accordance with Sections 289a and 315a German Commercial Code	No decision-making		
2. Resolution on the discharge of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the discharge of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of the statutory auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the approval of the remuneration system for the members of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the repeal of the existing Authorized Capital 2019, the creation of a new Authorized Capital 2021 and corresponding amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* As published in the Federal Gazette on 10 May 2021.

In case of the Company having received motions/election proposals proposed by shareholders that had to be made available and within the statutory period prescribed, they are available at the Company's website under <https://slm-solutions.com/en/agm-2021/>. You may also give voting instructions for these motions/election proposals. To this end, please enter the name of the shareholder and, if applicable, the request in the table below. Don't forget to give your instructions by ticking the appropriate box.

Motions of shareholders	yes	no	abstention
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 Date, place

 Signature or other declaration

important notes:**Registration for the Annual General Meeting**

You can only attend the virtual general meeting and/or exercise voting rights or have voting rights exercised, if you have duly registered and send a proof of your shareholding which refers to the beginning of the 21st day prior to the meeting, i.e. 26 May 2021, 00:00 h (CEST). The company registration and proof of shareholding must be received by the Company at the following address no later than six days prior to the Annual General Meeting, i.e. no later than 9 June 2021, 24:00 h (CEST), at the following address:

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The registration will eventually be processed by your custodian bank. The receipt of your registration documents at the custodian bank does not account for due registration for the meeting; only the receipt of the application and the proof of shareholding at the above address is decisive.

Assignment to a registration

This form can only be accepted if it can be unambiguously assigned to a registration. Where an assignment is not possible due to an incomplete or incorrect registration or the inclusion of incomplete or illegible information in this form, the voting rights may not be exercised by the proxies nominated by the Company or the power of attorney may not be accepted.

Upon due registration, shareholders will receive a confirmation of registration, which will also be accompanied by a corresponding (instruction and) power of attorney form as well as personal access data for the password-protected AGM-portal. If possible, in order to ensure unambiguous assignment, please use the form sent to you with the registration confirmation or the password-protected AGM-portal.

Further information and instruction regarding the connection to the virtual general meeting and the exercise of voting rights

For duly registered shareholders or their authorized representatives, the entire Annual General Meeting, including any answer to questions raised and votes taken, will be broadcast live by video and sound in the password-protected AGM-portal under www.slm-solutions.com/en/agm-2021/. The personal access data to the AGM-portal can be found on the registration confirmation, which will be sent to you upon due registration.

Power of attorney and instructions to the proxies nominated by the Company

Shareholders may also be represented by the proxies nominated by the Company.

You may issue power of attorney and instructions to the proxies nominated by the Company using the front page of this form, the registration confirmation or via the password-protected AGM-portal under www.slm-solutions.com/en/agm-2021/. The personal access data for the AGM-Portal can be found on the registration confirmation which will be sent to you upon due registration. Power of attorney and instructions to the proxy representatives, including amendment thereto or revocation thereof, can be made via the password-protected AGM-portal until the start of the vote in the virtual general meeting. For this purpose, the button "Power of Attorney and Instructions" is provided in the AGM-portal.

The proxies nominated by the Company can only vote on agenda items, on which they have received explicit instructions with regard to the exercising of voting rights. They are obliged to vote in accordance with the instructions given to them. To the extent that no instructions have been given to the company proxies, they will not exercise the voting rights.

Apart from the password-protected AGM-portal, power of attorney and instructions to the proxies nominated by the Company may also be submitted, amended or revoked in text form by Tuesday, 15 June 2021, 24:00 h (CEST). In each case, receipt by the Company of the power of attorney or instruction is decisive.

Exercise of voting rights by electronic postal ballot

For voting by electronic postal ballot, the password-protected HV portal is available under www.slm-solutions.com/en/agm-2021/. The personal access data to the AGM-Portal will be sent to you upon due registration. Voting by electronic postal ballot, including the amendment and revocation of votes cast, can be carried out via the password-protected AGM-portal until the start of the vote in the virtual general meeting. For this purpose, the button "Electronic postal ballot" button is provided in the AGM-portal.

Further information:

For the granting of power of attorney to, and instruction of the proxies nominated by the Company, please use the following contact address. Powers of attorney and instructions must be transmitted in text form by Tuesday, 15 June 2021, 24:00 h (CEST) (receipt)

- by post to: SLM Solutions Group AG, c/o HVBEST Event-Service GmbH, Mainzer Str. 180, 66121 Saarbrücken,
- or
- by e-mail to: slm-solutions-hv2021@hvbest.de,
- or
- by fax: +49 681 92629-29.

Via the above address, powers of attorney and instructions can also be amended or revoked.

In case of an individual vote taken on an agenda item, an instruction on said item as a whole shall also be regarded as an appropriate instruction for each item of the individual vote.

Please note that the assignment of the proxies nominated by the Company for purposes of submitting motions and questions or the submitting of objections is excluded.

In case of differentiating declarations being received by different means of transmission and not being recognizable which declaration was submitted last, these declarations will be taken into account in the following order: (1) via HV-Portal, (2) by e-mail, (3) in paper form. Where postal ballots and power of attorney/instructions are received by the proxies nominated by the Company, postal ballots take priority.

Also upon voting by postal ballot or the issuing of instructions and power of attorney to the proxies nominated by the company, you are still entitled to participate in the virtual general meeting.

Please also note the further information provided in the Invitation to the Annual General Meeting**Privacy**

Shareholders and proxies can find more detailed information on the processing of personal data in the Invitation to the Annual General Meeting.