



SLM Solutions Group AG: Notice to the holders of the Convertible Bonds 2017/2024 (ISIN DE000A2GSF58 and ISIN DE000A3MQRW1)

Luebeck, September 30, 2022 – SLM Solutions Group AG (the “**Issuer**”) hereby gives notice pursuant to § 11(b)(i) of the terms and conditions (the “**Terms and Conditions**”) of the Convertible Bonds 2017/2024 (ISIN DE000A2GSF58 and ISIN DE000A3MQRW1) (the “**Convertible Bonds 2017/2024**”) that Nikon AM. AG (the “**Bidder**”) published today pursuant to Section 14 para. 2 WpÜG the offer document for the voluntary public takeover offer announced by it on September 2, 2022 (the “**Takeover Offer**”) to the shareholders of the Issuer for the acquisition of all shares in the Issuer not already held by the Bidder at a price of EUR 20.00 per share. The Takeover Offer also relates to shares of the Issuer that will be issued as a result of a conversion of Convertible Bonds 2017/2024 until the end of the additional acceptance period pursuant to Section 16 para. 2 WpÜG. According to the offer document of the Bidder, the additional acceptance period is expected to end on November 18, 2022, 24:00 hours (CET).

Even though the Conversion Price for the Convertible Bonds 2017/2024 is significantly higher than the offer price and a conversion is therefore likely not economically attractive, for the sake of good order the Issuer draws attention to the possibility of a conditional conversion pursuant to the Terms and Conditions, alternatively to the submission of an unconditional Conversion Notice which so far has already been possible at any time:

As the Takeover Offer is a Conditional Take-over Bid within the meaning of the Terms and Conditions of the Convertible Bonds 2017/2024, pursuant to § 11(b)(ii) of the Terms and Conditions, each Bondholder has the right to submit a Conditional Conversion Notice until the earlier of (i) the last day of the Conditional Take-over Bid Conversion Period, i.e. by 4:00 pm (Frankfurt time) on the last day of the acceptance period pursuant to Section 16 para. 1 WpÜG, and (ii) the day on which the Acceptance Event occurs.

Notes:

This announcement is not to be understood as a statement by the Issuer regarding the Takeover Offer or as a recommendation to exercise the conversion right under the Convertible Bonds 2017/2024 and/or to subsequently accept the Takeover Offer for the shares resulting from the conversion. The management board and the supervisory board of the Issuer will provide a joint reasoned statement on the Takeover Offer pursuant to Section 27 WpÜG within the next two weeks. Investors are advised to read this statement in full before making a decision on the acceptance of the Takeover Offer. Only the offer document of the Bidder and the terms set forth therein are authoritative for the Takeover Offer and its acceptance.



Capitalized terms used and not otherwise defined in this notice have the meanings ascribed to such terms in the Terms and Conditions of the Convertible Bonds 2017/2024.