



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

Luebeck, November 4, 2022 – SLM Solutions Group AG (the “**Issuer**”) hereby gives notice pursuant to § 11(a)(i) of the terms and conditions (the “**Terms and Conditions**”) of the Convertible Bonds 2017/2024 (ISIN DE000A2GSF58) (the “**Convertible Bonds 2017/2024**”) that

- (a) Nikon AM. AG (the “**Bidder**”) published today an announcement pursuant to Section 23 para. 1 sentence 1 no. 2 WpÜG, according to which
 - (i) the voluntary public takeover offer made by it to the shareholders of the Issuer for the acquisition of all shares in the Issuer not already held by the Bidder has, by the end of the acceptance period pursuant to Section 16 para. 1 WpÜG, i.e. by November 1, 2022, 24:00 hours (Frankfurt time), been accepted for 19,175,775 shares (corresponding to approx. 74.48% of the share capital and the voting rights in the Issuer as of November 1, 2022), and
 - (ii) as of November 1, 2022, the Bidder held 2,270,172 shares (corresponding to approx. 8.82% of the share capital and the voting rights in the Issuer as of November 1, 2022),
- (b) upon expiry of the acceptance period, all Offer Conditions have been fulfilled (as defined in § 11(e) of the Terms and Conditions, which definition does not include the closing conditions that has not yet been fulfilled (foreign investment clearance in the United States of America)),
- (c) thus, a Change of Control within the meaning of the Terms and Conditions has occurred, and
- (d) as a result, the Conversion Price is reduced to EUR 39.3521 in accordance with § 11(c) of the Terms and Conditions for the period until and including the fixed Effective Date.

The Issuer has fixed December 16, 2022 as Effective Date (as defined in § 11(e) of the Terms and Conditions).

Note:

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.