



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

Luebeck, January 30, 2023– SLM Solutions Group AG (the “**Issuer**”) hereby gives notice pursuant to §§ 11(a)(i), 11(d)(i) of the terms and conditions (the “**Terms and Conditions**”) of the Convertible Bonds 2017/2024 (ISIN DE000A2GSF58, the “**Convertible Bonds 2017/2024**”) that an Acquisition of Ownership and thus at the same time a Change of Control (each as defined in the Terms and Conditions) has occurred on January 27, 2023 upon settlement of the voluntary public takeover offer made by Nikon AM. AG (the “**Bidder**”) to the shareholders of the Issuer for the acquisition of all shares in the Issuer not already held by the Bidder (the “**Takeover Offer**”).

Pursuant to the Bidder’s publication dated November 23, 2022, the Takeover Offer has been accepted for 21,105,718 shares (corresponding to approx. 81.98% of the Issuer’s current share capital). Taking into account the 2,270,172 shares (corresponding to approx. 8.82% of the Issuer’s current share capital) already held by the Bidder on November 18, 2022, the Bidder, to the Issuer’s knowledge, after settlement of the Takeover Offer, thus holds 23,375,890 shares (corresponding to approx. 90.80% of the Issuer’s current share capital).

The Issuer has fixed March 15, 2023 as Effective Date (as defined in the Terms and Conditions) in accordance with § 11(a)(i) and § 11(d)(i) of the Terms and Conditions.

Adjustment of the Conversion Price

As a result of the occurrence of the Change of Control, the Conversion Price is reduced to EUR 39.6910 in accordance with § 11(c) of the Terms and Conditions for the period until and including the Effective Date (i.e. March 15, 2023).

Put right of Bondholders

Pursuant to § 11(d)(iii) of the Terms and Conditions, as a result of the Acquisition of Ownership by the Bidder, each Bondholder may at its option, with a notice period of at least ten days prior to the Effective Date, i.e. by March 5, 2023, 24:00 hours CET (the “**Notice Deadline**”), declare all or some of its Convertible Bonds 2017/2024 not previously converted or redeemed due by giving notice in accordance with § 11(d)(iv) of the Terms and Conditions, which notice will take effect on the Effective Date. The form to be used for the put notice is available from the Paying Agent (Deutsche Bank Aktiengesellschaft) upon request at earlyredemptions.desk@db.com and must be submitted duly completed and signed by the Bondholder or its custodian bank to the Paying Agent via e-mail to earlyredemptions.desk@db.com. Once submitted, a put notice is irrevocable. Custodian banks are asked to send on behalf of the Bondholders aggregated put notices (if possible)



prior to the Notice Deadline. Moreover, the respective Convertible Bond(s) 2017/2024 for which the put right is being exercised must be delivered to the Clearing System account of Deutsche Bank Aktiengesellschaft as Paying Agent (account no. 8514). Convertible Bonds 2017/2024 for which the put right has been validly exercised in accordance with § 11(d) of the Terms and Conditions will be redeemed on the Effective Date at their nominal amount plus accrued interest.

Bondholders who wish to exercise the put right are recommended to contact their respective custodian bank well in advance of the Notice Deadline and to instruct it to submit the put notice on behalf of the Bondholder and to concurrently deliver the relevant Convertible Bonds 2017/2024 to the Paying Agent.

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.