

**Vote without meeting  
with respect to the  
5.50% Convertible Bonds 2017/2022  
of SLM Solutions Group AG, Luebeck, Germany  
with a total nominal amount of EUR 58,500,000  
(ISIN: DE000A2GSF58 / WKN: A2GSF5)  
("Convertible Bond 2017/2022" or "Bonds 2017/2022")  
beginning on Saturday, 12 February 2022 at 0:00 hours (CET) and  
ending on Wednesday, 16 February 2022 at 12:00 hours (CET)**

## **Power of Attorney**

### **Bondholder**

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**Last name, first name / company name**

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**Address**

I/We grant power of attorney to

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**First name, last name / company name**

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**Address**

to represent me/us in the vote without meeting of the holders of the Convertible Bond 2017/2022 mentioned above

- with the right to delegate the power of attorney
- without the right to delegate the power of attorney

*(please tick as appropriate)*

and to exercise my/our voting right. The proxy shall be exempted from the restrictions of Section 181 of the German Civil Code (*Bürgerliches Gesetzbuch* – hereinafter "**BGB**") and is entitled to state my/our name for the purpose of preparing a participant's directory (*Teilnehmerverzeichnis*).

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*(Place, date)*

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*(Signature or other confirmation of  
statement according to Section 126b BGB)*

By mail to the scrutineer notary public Natalie von Rom,  
Hochstrasse 35-37, 60313 Frankfurt am Main, Germany  
**or** by fax to: +49 69 945 1992 01  
**or** by e-mail to: slm@vonromlaw.de

## Legal notice regarding the granting of power of attorney:

1. Each bondholder may be represented by a proxy of its choice with respect to exercising voting rights (Section 14 of the German Act on Issues of Debt Securities (*Schuldverschreibungsgesetz*, “**SchVG**”) in conjunction with Section 18 (1) SchVG).
2. Voting rights may be exercised by the proxy. The power of attorney and instructions by the principal to the proxy, if any, must be made in text form (Section 126b BGB). The power of attorney must be proven towards the scrutineer notary public Natalie von Rom with seat in Frankfurt am Main, Germany (the “**Scrutineer**”), no later than by the end of the voting period commencing on Saturday, 12 February 2022, 0:00 hours (CET) and ending on Wednesday, 16 February 2022, 12:00 hours (CET) (the “**Voting Period**”) by submitting the power of attorney in text form. Also in case of a vote submission by proxy, the Special Confirmation with Blocking Note on the principal’s ownership must be submitted to the Scrutineer in accordance with no. 3 below no later than by the end of the Voting Period. Further, to the extent applicable, evidence of representation (*Vertretungsnachweise*) in accordance with no. 4 or no. 5 below should also be submitted to the Scrutineer no later than by the end of the Voting Period.
3. Bondholders must demonstrate their eligibility to participate in the vote without meeting no later than by the end of the Voting Period. For this purpose, a current proof of ownership of the Bonds 2017/2022 issued by the Custodian pursuant to lit. a) below (the “**Special Confirmation**”) and a blocking note of the Custodian pursuant to lit. b) below (the “**Blocking Note**”) have to be submitted in text form (Section 126b BGB):

a) Special Confirmation

The required Special Confirmation is a confirmation in text form issued by the Custodian of the respective bondholder stating the full name and address of the bondholder and specifying the aggregate principal amount of Bonds 2017/2022 credited on the issue date of the Special Confirmation to such bondholder’s securities account maintained with such Custodian.

Pursuant to the terms and conditions of the bonds, “**Custodian**” means any bank or other financial institution with which the bondholder maintains a securities account in respect of any Bonds 2017/2022 and having an account maintained with Clearstream Banking AG, Frankfurt am Main (“**Clearstream**”), and includes Clearstream.

b) Blocking Note

The required Blocking Note of the Custodian is a note stating that the Bonds 2017/2022 held by the respective bondholder are not transferable from and including the day such vote has been cast until and including the day the Voting Period ends.

Bondholders are requested to contact their Custodian in good time regarding the issuance of the Special Confirmation with Blocking Note.

**Bondholders who fail to submit the Special Confirmation with Blocking Note in text form (Section 126b BGB) by the end of the Voting Period will not be eligible to participate in the voting. Proxies will also not be entitled to exercise the voting right in such cases.**

4. Representatives of bondholders that are legal persons or partnerships under German law (e.g. stock corporation (*Aktiengesellschaft*), limited liability company (*GmbH*), entrepreneurial company (*Unternehmergesellschaft*), limited partnership (*Kommanditgesellschaft*), general partnership (*Offene Handelsgesellschaft*), partnership under the BGB (*Gesellschaft bürgerlichen Rechts*)) or under foreign law (e.g. a limited company under English law) are requested to additionally prove their power of representation no later than by the end of the Voting Period. This may be done by submitting a current excerpt from the relevant register (e.g. commercial register (*Handelsregister*), register of associations (*Vereinsregister*)) or by means of any other equivalent confirmation (e.g. certificate of incumbency, secretary's certificate). Such proof of the power of representation is not a prerequisite for votes to be taken into account in the vote without meeting.
5. If bondholders are represented by legal representatives (e.g. a child by its parents, a ward by its guardian) or by an official administrator (e.g. an insolvency debtor by the respective appointed insolvency administrator), it is requested that the legal representative or the official administrator, in addition to providing the Special Confirmation with Blocking Note of the principal, proves the statutory power of representation in adequate form (e.g. by means of a copy of the civil status documents (*Personenstandsunterlagen*) or the warrant of appointment (*Bestallungsurkunde*)) no later than by the end of the Voting Period. Such proof of the power of representation is not a prerequisite for votes to be taken into account in the vote without meeting.
6. **All votes, also if submitted by a proxy, must be received by the Scrutineer within the Voting Period. Votes that are received by the Scrutineer outside the Voting Period, i.e. prior to or after the Voting Period, will be disregarded and of no effect.**