



SLM Solutions Group AG: Notice to the holders of the Convertible Bonds 2020/2026 (ISIN DE000A289N86), the Convertible Bonds 2021/2026 (ISIN DE000A3H3HP1) and the Convertible Bonds 2022/2026 (ISIN DE000A3MQV02 and ISIN DE000A30VP59)

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 2020/2026 (ISIN DE000A289N86), the Convertible Bonds 2021/2026 (ISIN DE000A3H3HP1) and the Convertible Bonds 2022/2026 (ISIN DE000A3MQV02 and ISIN DE000A30VP59) (together, the “**Convertible Bonds 2026**”) 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 2026 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).

The Bidder has today also published a separate offer document on the basis of which it offers to all holders of the Convertible Bonds 2026 to acquire the Convertible Bonds 2026 held by them on the terms provided for in the relevant offer document.

Each Bondholder has the right to convert the Convertible Bonds 2026 held by it, irrespective of their aggregate nominal amount, into shares of the Issuer in accordance with the Terms and Conditions by the end of the Take-over Bid Conversion Period, i.e. by 4:00 p.m. (Frankfurt time) on the last day of the additional acceptance period pursuant to Section 16 para. 2 WpÜG, i.e. presumably November 18, 2022.

As the Takeover Offer is a Conditional Take-over Bid within the meaning of the Terms and Conditions of the Convertible Bonds 2026, pursuant to § 11(b)(ii) of the Terms and Conditions, alternatively to submitting an unconditional Conversion Notice, each Bondholders 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 further acceptance period pursuant to Section 16 para. 2 WpÜG, and (ii) the day on which the Acceptance Event occurs.

Bondholders who wish to exercise their conversion right in order to subsequently accept the Takeover Offer for the issued shares should take into account in terms of timing that between



the submission of a Conversion Notice (including the delivery of the Convertible Bonds 2026 to be converted to the Principal Conversion Agent) and the receipt of the shares there are generally several business days, which are required for the technical processing of the transaction. In order to ensure that the shares resulting from the conversion can be tendered in time into the Takeover Offer, it might therefore be advisable to exercise the conversion right in a timely manner. In this respect, Bondholders should also observe the deadlines and conditions for the tendering of shares into the Takeover Offer as set out in the offer document of the Bidder.

An updated form for the submission of a Conversion Notice is available on the Issuer's website in the "Investor Relations" area under section "Convertible Bond 2020/2026", "Convertible Bond 2021/2026" and "Convertible Bond 2022/2026", respectively, or can be obtained from the Principal Conversion Agent.

Bondholders who wish to continue to hold their Convertible Bonds 2026 do not need to take any action.

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 2026 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. The same applies to the separate acquisition offer of the Bidder relating to the Convertible Bonds 2026.

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 2026.