



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, November 4, 2022 – SLM Solutions Group AG (the “**Issuer**”) hereby gives notice pursuant to § 11(a) 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 (the “**Takeover Offer**”) 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(d) of the Terms and Conditions, which definition does not include the closing condition that has not yet been fulfilled (foreign investment clearance in the United States of America)), and
- (c) thus, a Change of Control within the meaning of the Terms and Conditions has occurred.

To the extent that Bondholders have submitted Conditional Conversion Notices in connection with the Takeover Offer, these become unconditional pursuant to § 11(b)(ii)(C) of the Terms and Conditions as a result of the aforementioned publication by the Bidder.

The Issuer has fixed December 16, 2022 as Effective Date (as defined in § 11(d) of the Terms and Conditions). Bondholders who have not yet exercised their conversion right in connection with the Takeover Offer can therefore convert the Convertible Bonds 2026 held by them, irrespective of their aggregate nominal amount, into shares of the Issuer beyond the end of the Take-over Bid Conversion Period until 4:00 p.m. (Frankfurt time) on the Effective Date, i.e. December 16, 2022, in accordance with the Terms and Conditions.



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.

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 2026.