



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, January 30, 2023 – SLM Solutions Group AG (the “**Issuer**”) hereby gives notice pursuant to §§ 11(a), 11(c)(i) of 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 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) and § 11(c)(i) of the Terms and Conditions. Bondholders can therefore convert the Convertible Bonds 2026 held by them, irrespective of their aggregate nominal amount, into shares of the Issuer until 4:00 p.m. (Frankfurt time) on the Effective Date, i.e. March 15, 2023, 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.