

Vote without meeting
with respect to the
2.00% Convertible Bonds 2020/2026
of SLM Solutions Group AG, Luebeck, Germany (the “Issuer”)
with a total nominal amount of EUR 15 million
(ISIN: DE000A289N86 / WKN: A289N8) (“Convertible Bond 2020/2026”)
beginning on Monday, 29 March 2021 at 0:00 hours (CEST) and
ending on Wednesday, 31 March 2021 at 24:00 hours (CEST)

Form for Vote Submission

Bondholder

Last name, first name / company

City / seat

This Form for Vote Submission has to be submitted within the Voting Period,
beginning on Monday, 29 March 2021, 0:00 hours (CEST) and
ending on Wednesday, 31 March 2021, 24:00 hours (CEST)
in text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch* – hereinafter “BGB”))
to the Scrutineer. The receipt by the Scrutineer is decisive for the timeliness of the submission.
Votes which 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.

Exercise of the voting right

By checking one of the boxes set out below, I/we exercise my/our voting right with respect to the
resolution proposal of the Issuer set out in the request for vote (*Aufforderung zur Stimmabgabe*),
which was published on 12 March 2021 in the German Federal Gazette (*Bundesanzeiger*) and on
the website of SLM Solutions Group AG (www.slm-solutions.com/investor-relations/convertible-bond/), as follows:

Resolution item	Consent	Rejection	Abstention
Resolution on the waiver of the conditions precedent for the issuance of the Tranche II Bonds in accordance with the resolution proposal of SLM Solutions Group AG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(Place, date)

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

Please note: The Scrutineer, notary public Natalie von Rom with seat in Frankfurt am Main, Germany, must also receive the Special Confirmation with Blocking Note no later than by the end of the Voting Period. Votes are to be submitted via mail, fax or e-mail or otherwise in text form to the following address:

Notary public Natalie von Rom
- Scrutineer -
“SLM Convertible Bond 2020/2026: Vote without Meeting”
Hochstrasse 35-37, 60313 Frankfurt am Main, Germany
Fax: +49 69 945 1992 01
E-mail: slm@vonromlaw.de

The use of this Form for Vote Submission is no condition for the valid exercise of voting rights. In any case, votes have to be submitted in text form pursuant to Section 126b BGB.

Legal notice regarding the exercise of voting rights:

1. The vote without meeting will be conducted pursuant to Section 18 (2) of the German Act on Issues of Debt Securities (*Schuldverschreibungsgesetz* – hereinafter “**SchVG**”) by notary public Natalie von Rom with seat in Frankfurt am Main, Germany, as scrutineer (the “**Scrutineer**”).

Bondholders who wish to participate in the voting have to submit their votes between Monday, 29 March 2021, 0:00 hours (CEST), and Wednesday, 31 March 2021, 24:00 hours (CEST) (the “**Voting Period**”) in text form (Section 126b BGB) to the Scrutineer to the address stated above. Voting rights will be deemed to have been exercised only upon receipt by the Scrutineer.

Votes received by the Scrutineer outside the Voting Period, i.e. prior to or after the Voting Period, will be disregarded and of no effect.

2. Along with the Form for Vote Submission, bondholders have to submit the following documents (if not submitted already in advance or by the end of the Voting Period at the latest):
 - a) the proof of eligibility in form of the Special Confirmation with Blocking Note issued by the Custodian (as defined below); and
 - b) a power of attorney in text form (Section 126b BGB) if such bondholder is represented by a third party during the vote without meeting.

In order to speed up the process and the counting of the votes, the Issuer requests that bondholders submit the abovementioned documents (except for the Form for Vote Submission) at their earliest convenience before the Voting Period to the Scrutineer.

3. This Form for Vote Submission only encompasses resolution items and resolution proposals that have been proposed either by the Issuer itself or that have been received by the Issuer in good time so that they could still be reflected in this Form for Vote Submission.

This Form for Vote Submission will be updated should the Issuer receive countermotions, procedural motions or requests for additional resolution items. Updates will be made available on the Issuer’s website (www.slm-solutions.com/investor-relations/convertible-bond/).

4. Voting rights may also be exercised by a proxy. The power of attorney and any instructions by the principal to the proxy must be made in text form (Section 126b BGB). The power of attorney must be proven towards the Scrutineer no later than by the end of 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. 5 below no later than by the end of the Voting Period. Further, to the extent applicable, evidence of representation (*Vertretungsnachweise*) in accordance with no. 6 or no. 7 below should also be submitted to the Scrutineer no later than by the end of the Voting Period.
5. 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 Convertible Bonds 2020/2026 (the "**Bonds 2020/2026**") 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 2020/2026 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 2020/2026 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 2020/2026 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 for 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) no later than 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.

6. 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 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.

7. 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.