

**Vote without meeting
with respect to the
2.00% Convertible Bonds 2021/2026
of SLM Solutions Group AG, Luebeck, Germany (the “Issuer”)
with a total nominal amount of EUR 15 million
(ISIN: DE000A3H3HP1 / WKN: A3H3HP) (“Convertible Bond 2021/2026”)
beginning on Friday, 23 July 2021 at 0:00 hours (CEST) and
ending on Monday, 26 July 2021 at 24:00 hours (CEST)**

Power of Attorney and Instructions to the Voting Rights Representative

Bondholder

Last name, first name / company

City / seat

Power of Attorney

I/We authorize the voting rights representative appointed by SLM Solutions Group AG, Mr. Dirk Ackermann, employee of SLM Solutions Group AG, with business address c/o SLM Solutions Group AG, Estlandring 4, 23560 Luebeck, Germany (the „**Voting Rights Representative**“), to represent me/us during the vote without meeting mentioned above with the right to delegate the power of attorney. The Voting Rights Representative shall be exempted from the restrictions of Section 181 of the German Civil Code (*Bürgerliches Gesetzbuch* – hereinafter “**BGB**”) and entitled to disclose my/our name for the purpose of preparing a participant’s directory (*Teilnehmerverzeichnis*). At the same time, all previously issued powers of attorney to third parties in connection with the vote without meeting, if any, are hereby revoked.

Instructions regarding the resolution proposals

I/We hereby instruct the Voting Rights Representative to exercise my/our voting right in the vote without meeting as follows:

(please tick as appropriate; in cases of doubt, the following instructions will be overridden by any instructions regarding counter motions and/or requests for additional resolution items)

Resolution item	Consent	Rejection	Abstention
Resolution on an advancement of the date from which bondholders are able to convert Bonds 2021/2026 (amendment of the terms and conditions of the bonds)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Instructions regarding procedural motions, countermotions and/or requests for additional resolution items

<input type="checkbox"/>	In case of procedural motions, countermotions and/or requests for additional resolution items, I/we hereby instruct the Voting Rights Representative to exercise my/our voting rights in accordance with the recommendations of the Issuer.
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(Place, date)

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

Please note:

Bondholders are requested to submit the **completed and signed form** for the Power of Attorney and Instructions together with the Special Confirmation with Blocking Note issued in text form by mail to the following address:

Mr. Dirk Ackermann
“Convertible Bond 2021/2026: Vote without Meeting“
c/o SLM Solutions Group AG, Estlandring 4, 23560 Luebeck, Germany

or by fax to: **+49 451 4060 3250**

or by e-mail to: **ir@slm-solutions.com**

(please send only once).

To ensure a submission in good time by the Voting Rights Representative to the Scrutineer, it is requested to provide the Voting Rights Representative with the Power of Attorney and Instructions and the Special Confirmation with Blocking Note at the earliest convenience. The aforementioned documents have to be received by the Voting Rights Representative **no later than** by the day before the end of the Voting Period, i.e. **by 25 July 2021**.

With respect to delayed or incomplete submitted documents, the Voting Rights Representative assumes no liability that such votes will be counted in the vote without meeting.

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* – hereinafter “**SchVG**”) in connection with Section 18 (1) SchVG). The proxy may, in particular, be the Voting Rights Representative appointed by the Issuer.

This form for the Power of Attorney only encompasses the instructions to the Voting Rights Representative predefined by the form. Additional instructions to the Voting Rights Representative cannot be given by way of this form. If the voting right shall be exercised in a way that differs from the instructions predefined by this form, it is required to give a third party power of attorney or to exercise voting right in person.

If the Voting Rights Representative is not provided with voting instructions regarding procedural motions, countermotions and/or requests for additional resolution items, the Voting Rights Representative will not be entitled to exercise voting rights with respect to these resolution items. Such votes will be counted as abstention.

2. **To ensure a submission in good time by the Voting Rights Representative to the Scrutineer, it is requested to provide the Voting Rights Representative with the Power of Attorney and Instructions and the Special Confirmation with Blocking Note at the earliest convenience before the Voting Period. The aforementioned documents must be received by the Voting Rights Representative no later than by the day before the end of the Voting Period, i.e. by 25 July 2021.**

The Voting Rights Representative assumes no liability that the voting right can be exercised within the Voting Period with regard to powers of attorney received after the expiry of such deadline. The Voting Rights Representative has to prove its power of attorney no later than by the end of the voting period commencing on Friday, 23 July 2021, 0:00 hours (CEST) and ending on Monday, 26 July 2021, 24:00 hours (CEST) (the “**Voting Period**”) to the scrutineer, notary public Natalie von Rom with seat in Frankfurt am Main, Germany (the “**Scrutineer**”), by submitting the Power of Attorney in text form (Section 126b BGB). Also in case of a vote submission by the Voting Rights Representative, 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.

Bondholders are requested to submit the respective proofs together with a duly completed form of the Power of Attorney to the Voting Rights Representative within the abovementioned 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 Convertible Bonds 2021/2026 (the “**Bonds 2021/2026**”) 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 2021/2026 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 2021/2026 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 2021/2026 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) by the end of the Voting Period will not be eligible to participate in the voting. The Voting Rights Representative will also not be entitled to exercise the voting right in such cases. Therefore, the Special Confirmation and the Blocking Note have to be submitted to the Voting Rights Representative within the period mentioned under no. 2 above.

4. Representatives of bondholders that are legal persons or partnerships under German law (e.g. stock corporation (*Aktiengesellschaft*), limited liability company (*GmbH*), entrepreneurial company (*Unternehmergeellschaft*), 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.
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 (*Bestellungsurkunde*)) 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.**