

## ***Corporate governance statement pursuant to Section 289a of the German Commercial Code (HGB)***

The principles of responsible and good corporate management guide the activities and actions of the executive and controlling bodies of SLM Solutions Group AG. In this statement, the Management Board – also on behalf of the Supervisory Board – submits a report pursuant to Section 3.10 of the German Corporate Governance Code (DCGK) and pursuant to Section 289 (1) of the German Commercial Code (HGB).

### ***I. Statement relating to the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act (AktG)***

During the 2015 financial year, the Management and Supervisory boards of SLM Solutions Group AG concerned themselves repeatedly with corporate governance topics, and on March 24, 2016, jointly issued the updated corporate governance compliance statement for 2015 pursuant to Section 161 of the German Stock Corporation Act (AktG). In accordance with the "comply or explain" principle, the corporate governance recommendations contained in the DCGK are either implemented, or departures from the recommendations are explained. The current corporate governance compliance statement and all previous compliance statements are available permanently on the Internet at [www.slm-solutions.com](http://www.slm-solutions.com).

#### ***Wording of the corporate governance compliance statement***

"SLM Solutions Group AG (the "company") complies, and will continue to comply in future, with all recommendations of the German Corporate Governance Code government commission (dated May 5, 2015) published by the German Federal Ministry of Justice in the official part of the Federal Gazette (Bundesanzeiger), except for the following departures:

- Composition of the Supervisory Board (Section 5.4.1 (2) and (3): With respect to the current composition, the company's Supervisory Board considers the provisions of the Code to be fulfilled with respect to its members' knowledge and experience. It has not named any specific objectives that take account of the company's international activities, potential conflicts of interests and diversity. The company's Supervisory Board is of the opinion that in selecting the members of the Supervisory Board, the primary focus should be directed at knowledge and skills as well as professional competence. The Supervisory Board welcomes the intention of the "Act for the Equal Participation of Men and Women in Leadership Positions in the Private Sector and in the Public Sector", according to which listed companies are obligated from 2015 onwards to establish, disclose and report transparently on binding targets for the proportion of women on the Management Board and Supervisory Board. On July 21, 2015, a regular meeting of the Supervisory Board resolved to leave the target for the proportion of women in the Supervisory Board at 0 percent for the next two years in light of the current contracts of the members. A different, more ambitious goal was not seen as achievable within the specified period (by the end of the 18th Electoral term of the German Bundestag). A target of 0 percent for the next two years was also adopted for the women's share on the Management Board. For the first and second management level below the Management Board, the Management Board

decided on July 21, 2015 to leave the target at its current level for the next two years. The respective targets were met.

- Remuneration of the Supervisory Board (Section 5.4.6 (1) to (3)): In addition to the reimbursement of their expenses, the members of the Supervisory Board receive a fixed remuneration. The Supervisory Board members are not granted performance-based remuneration, as the company does not believe that this would contribute towards an improvement in the Supervisory Board's work. The activities of the chairman and the members of the committees are not taken into account separately in the assessment of the remuneration of the Supervisory Board, since the company believes that these activities are already covered by the fixed remuneration of the members of the Supervisory Board.

## ***II. Management and Supervisory board working methodology***

Pursuant to the statutory regulations contained in German stock corporation law, SLM Solutions Group AG operates a dual executive and supervisory structure. While the Management Board manages the company's business, the Supervisory Board consults with the Management Board regarding the management of the company, and supervises such management. The areas of responsibility of the Management and Supervisory boards are set out in the German Stock Corporation Act (AktG) and the company's bylaws. The Management and Supervisory boards of SLM Solutions Group AG work together closely for the company's benefit.

- The Management Board manages SLM Solutions Group AG under its own responsibility, and is its legal representative. It is bound to pursue the company's interests, and is obligated to continually enhance the company's value. To this end, it develops the company's strategic orientation, coordinates it with the Supervisory Board, and ensures that it is implemented. The Management Board discusses the status of strategy implementation with the Supervisory Board at regular intervals. Moreover, it ensures compliance with statutory provisions and the company's internal guidelines, including by Group companies (compliance). The Management Board's reporting duties are set out comprehensively by type and content in the Management Board's rules of business procedure. The Supervisory Board appoints the Management Board and also sets its compensation.

At present, the Management Board of SLM Solutions Group AG consists of two members: Uwe Bögershausen (Chief Financial Officer and interim Management Board Chairman) and Henner Schöneborn ("Corporate Development and Innovation").

- The **Supervisory Board** of SLM Solutions Group AG consults with and supervises the Management Board in its managerial activities according to statutory provisions and the company's bylaws. It appoints the Management Board, and is entitled to recall them from office for justified reasons. The Management Board provides frequent, up-to-date and comprehensive information to the Supervisory Board, especially relating to basic corporate planning questions, as well as about the company's financial position and performance, profitability, and business trends and development. The Supervisory Board of SLM Solutions Group AG currently consists of six members: Hans-Joachim Ihde (Chairman), Peter Grosch (Deputy Chairman), Lars Becker, Klaus J. Grimberg, Bernd Hackmann and Volker Hichert. At its meeting on March 24, 2014, the Supervisory Board of SLM Solutions appointed an audit committee and a Chairman's Committee.

The **Chairman's Committee** consists of the Supervisory Board chair, the deputy chair and a further member elected by the Supervisory Board. It concerns itself especially with the appointment and recall from office of Management Board members, and the CEO's appointment, with the conclusion, amendment and termination of employment contracts with Management Board members, as well as with the Management Board compensation scheme's structure, including significant contractual elements and total compensation of individual Management Board members. On the date when it was appointed, the Chairman's committee was also authorised to take the Supervisory Board's place in making all decisions connected with the IPO and the capital increase, to pass resolutions, to implement actions, and to issue and receive statements in order to be able to act with greater flexibility within a tight timeframe ahead of the IPO.

The **audit committee** supervises the financial accounting process, including the efficacy of both the internal controlling system and the risk management system. It discusses quarterly reports, and handles questions relating to compliance and reporting to the Supervisory Board. It also prepares for the Supervisory Board review of the separate annual financial statements, the management report and the proposal for the application of unappropriated retained earnings, as well as the consolidated financial statements and Group management report. In this context, the audit committee has the auditor provide it with its in-depth view of the company's financial position and performance. It concerns itself with questions relating to the auditor's required independence, the issuing of the audit mandate to the auditor, the setting of focal audit points and agreeing to the auditor's fee.

### ***III. Information about corporate governance practices***

Internal management structures at SLM Solutions Group AG are distinguished by clear organisation and direct reporting lines. Information about Management Board compensation at SLM Solutions Group AG is included in the company's bylaws, which are available online at the company's website at [www.slm-solutions.com](http://www.slm-solutions.com).

#### ***Risk management, and internal controlling and risk management system***

SLM Solutions Group AG operates in a technologically demanding future-oriented market that entails both opportunities and risks. SLM Solutions has instituted a number of measures to secure the company as a going concern, and foster its positive growth and development. The **management system for opportunities and risks**, which is integrated into all significant corporate processes continuously, forms an important part of these measures. This system helps the SLM Solutions Group identify opportunities and risks at an early stage, and respond proactively to them. As a consequence, the risk management system comprises not only an important safeguarding instrument, but also helps the company achieve its objectives. SLM Solutions Group AG also has an **internal controlling and risk management system (ICS)** relating to the (Group) financial accounting process in which appropriate structures and processes are defined, and which is implemented within the organisation. It is designed to ensure that all business processes and transactions are accounted for quickly and correctly, and on a standardised basis. It ensures compliance with statutory standards, accounting regulations and internal accounting instructions that are binding for all of the companies included in the consolidated financial statements. Amendments to acts and financial accounting standards, as well as other promulgations, are analysed continuously in relation

to their relevance and effects for the consolidated financial statements, and the resultant changes are integrated into the Group's internal systems and procedures.

The report on risks and opportunities contained in this annual report provides detailed information about risk management and the accounting-related internal controlling system.

### ***Transparency***

The Management Board is of the opinion that responsible and value-creating corporate management is distinguished not only by setting up efficient structures, but especially also by open communication and a high degree of transparency on the part of the company. For this reason, SLM Solutions Group AG sets itself the objective of informing investors, analysts and other interested parties openly, quickly and directly. Extensive information that is continuously updated is available for this purpose on the website of SLM Solutions Group AG within the Investor Relations area. This is supplemented by an investor relations electronic mailing list through which interested parties receive current corporate news via email. Frequent roadshows in Europe and North America, as well as conference calls to accompany publication of quarterly and annual reports, are also conducted.

### ***Financial calendar***

The financial calendar presents planned dates for important recurring events and publications, such as the Annual General Meeting, the annual report and interim reports. This calendar is published with sufficient advance time, and is available from the company's website at [www.slm-solutions.com](http://www.slm-solutions.com).

### ***Reporting requirements***

SLM Solutions Group AG complies with statutory reporting requirements, publishing corresponding information – where required – on its website at [www.slm-solutions.com](http://www.slm-solutions.com).

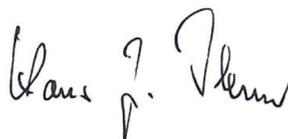
Lübeck, March 22, 2017

For the Management Board

For the Supervisory Board



Uwe Bögershausen



Hans J. Ihde