

Declaration of Compliance to the Corporate Governance Code pursuant to Section 161 German Stock Corporation Act (AktG)

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 in the version of February 7, 2017, published by the German Federal Ministry of Justice in the official part of the Federal Gazette (Bundesanzeiger), except for the following departures:

- **Management Board – Tasks and responsibilities** (Section 4.1.5): The Management Board has set the following target figures for the women's share for the two management levels below the Management Board:
 - For the first management level below the Management Board, the Management Board has set a target of at least 10%.
 - For the second management level below the Management Board, the Management Board has set a target of at least 5%.
- **Composition of the Management Board** (Section 4.2.1): The Management Board consists of several people, but currently has no chairman or spokesman.
- **Tasks and responsibilities of the Supervisory Board** (Section 5.1.2): With regard to the age limit for the Executive Board, the Supervisory Board is of the opinion that the selection of the Executive Board should focus above all on knowledge and skills as well as professional competence.
- **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 member's knowledge and experience. It has not named any specific objectives that take account of the company's international activities, potential conflicts or 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 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 March 14, 2018, it was resolved by circular procedure to leave the target for the proportion of women in the Supervisory Board at 0 percent for the next two years in light of current contracts of the members. A target of 0 percent for the next two years was also adopted for the women's share on the Management Board. The respective targets from 2015, which also prescribed a proportion of women of 0 percent for the subsequent two years for the Supervisory Board and the Management Board, were met accordingly.
- **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.

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German Corporate Governance Code
pursuant to Section 161 German Stock
Corporation Act (AktG)**



Lübeck, March 14, 2018

For the Management Board

A handwritten signature in black ink, appearing to read 'Uwe Bögershausen'.

Uwe Bögershausen

For the Supervisory Board

A handwritten signature in black ink, appearing to read 'Hans J. Ihde'.

Hans J. Ihde