

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

In the past twelve months SLM Solutions AG (the “company”) has complied with, and will continue to comply in the future with the 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:

- **Composition of the Management Board** (Section 4.2.1): The Management Board currently consists of several members, but did not have a chair or a spokesperson until March 20, 2018. The Management Board has had a Spokesperson since March 21, 2018 and will have a spokesperson or chair in the future as well.
- **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. Therefore, there is currently no age limit for the members of the Executive Board and such a limit will not be introduced in the future either.
- **Composition of the Supervisory Board** (Section 5.4.1 (2), (3) and (4)): 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. With the exception of a target of 0% for the share of women on the Management Board, which is in line with the current composition of the Management board, the Supervisory Board 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, in regards to age limit, 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”. The Supervisory Board has not designated any specific objectives for its composition, except for the aforementioned required target size for the share of women on the Supervisory Board. The Supervisory Board wishes to prevent rigid quotas from impeding the election of the company’s most suitable Supervisory Board members.

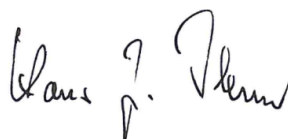
Lübeck, February 19, 2019

For the Management
Board



Uwe Bögershausen

For the Supervisory
Board



Hans J Ihde