



SLM Solutions Group AG

Luebeck, Germany

**Announcement of the Resolution
of the Vote without Meeting**

held in the period from Saturday, 12 February 2022, 0:00 hours (CET)
to Wednesday, 16 February 2022, 12:00 hours (CET)

with respect to the

EUR 58,500,000 5.50% Convertible Bonds 2017/2022

ISIN: DE000A2GSF58 / WKN: A2GSF5

(the "**Convertible Bond 2017/2022**"),

divided into 585 bonds in bearer form ranking *pari passu* among themselves
with a denomination of EUR 100,000.00 each (the "**Bonds 2017/2022**")

In the vote without meeting held in the period from Saturday, 12 February 2022, 0:00 hours (CET), to Wednesday, 16 February 2022, 12:00 hours (CET), the holders of the Bonds 2017/2022 (the "**Bondholders**") have adopted, in accordance with the resolution proposal made by SLM Solutions Group AG, the following resolution with respect to the resolution item of the request for vote (*Aufforderung zur Stimmabgabe*) published on 28 January 2022 in the German Federal Gazette (*Bundesanzeiger*):

Resolution on the extension of the maturity of the Bonds 2017/2022 by two years until 11 October 2024, the increase of the interest rate for the period of maturity extension to 7.50% and the possibility of an early redemption of the Bonds 2017/2022 on 11 October 2022 at the option of each Bondholder (amendment of the Terms and Conditions)

„The definition "Endfälligkeitstag" in § 1(a) of the German language version of the terms and conditions of the Convertible Bond 2017/2022 is amended and replaced as follows:

"Endfälligkeitstag" ist der 11. Oktober 2024.

Correspondingly, the definition "Maturity Date" in § 1(a) of the (non-binding) English language version of the terms and conditions of the Convertible Bond 2017/2022 is amended and replaced as follows:

"Maturity Date" means 11 October 2024.

In § 1(a) of the German language version of the terms and conditions of the Convertible Bond 2017/2022, the following additional definition is inserted:

"Wahl-Rückzahlungserklärung" hat die in § 5(d) festgelegte Bedeutung.

Correspondingly, in § 1(a) of the (non-binding) English language version of the terms and conditions of the Convertible Bond 2017/2022, the following additional definition is inserted:

"Put Redemption Notice" has the meaning set out in § 5(d).

§ 4(a) sentence 1 of the German language version of the terms and conditions of the Convertible Bond 2017/2022 is amended and replaced as follows:

Die Schuldverschreibungen werden ab dem Zinslaufbeginn mit 5,50% jährlich und ab dem 11. Oktober 2022 mit 7,50% jährlich auf ihre Festgelegte Stückelung verzinst.

Correspondingly, § 4(a) sentence 1 of the (non-binding) English language version of the terms and conditions of the Convertible Bond 2017/2022 is amended and replaced as follows:

The Bonds will bear interest on their Principal Amount at a rate of 5.50 per cent. per annum as from the Interest Commencement Date and at a rate of 7.50 per cent. per annum as from 11 October 2022.

In § 5 of the German language version of the terms and conditions of the Convertible Bond 2017/2022, the following new paragraph (d) is inserted:

Die Emittentin hat eine Schuldverschreibung im Falle der Ausübung des entsprechenden Wahlrechts durch den Anleihegläubiger nach Maßgabe dieses § 5(d) am 11. Oktober 2022 zu ihrer Festgelegten Stückelung zuzüglich aufgelaufener Zinsen zurückzuzahlen.

*Um dieses Wahlrecht auszuüben, hat der Anleihegläubiger bis zum 8. April 2022 um 16:00 Uhr (Frankfurter Zeit) an die Hauptzahlstelle eine Mitteilung in Textform in deutscher oder englischer Sprache zur vorzeitigen Rückzahlung ("**Wahl-Rückzahlungserklärung**") zu übermitteln. Falls die Wahl-Rückzahlungserklärung nach 16:00 Uhr (Frankfurter Zeit) am 8. April 2022 bei der Hauptzahlstelle eingeht, ist das Wahlrecht nicht wirksam ausgeübt. Die Wahl-Rückzahlungserklärung ist unwiderruflich und hat den gesamten Nennbetrag der Schuldverschreibung(en), für die das Wahlrecht ausgeübt wird, und die Wertpapierkennnummer der Schuldverschreibung(en) anzugeben. Für die Wahl-Rückzahlungserklärung kann ein Formblatt, wie es bei der Hauptzahlstelle in deutscher und englischer Sprache erhältlich ist und das weitere Hinweise enthält, verwendet werden. Die Rückzahlung der Schuldverschreibungen, für welche das Wahlrecht ausgeübt worden ist, erfolgt nur gegen Lieferung der Schuldverschreibungen an die Emittentin oder deren Order.*

Correspondingly, in § 5 of the (non-binding) English language version of the terms and conditions of the Convertible Bond 2017/2022, the following new paragraph (d) is inserted:

The Issuer shall, upon the exercise of the relevant option by a Bondholder in accordance with this § 5(d), redeem a Bond on 11 October 2022 at its Principal Amount plus accrued interest.

*In order to exercise such option, the Bondholder must submit to the Principal Paying Agent an early redemption notice in text form in the German or English language ("**Put Redemption Notice**") by 8 April 2022, 4:00 p.m. (Frankfurt time). In the event that the Put Redemption Notice is received by the Principal Paying Agent after 4:00 p.m. (Frankfurt time) on 8 April 2022, the option shall not have been validly exercised. The Put Redemption Notice is irrevocable and must specify the total principal amount of the Bond(s) in respect of which such option is exercised and the securities identification number of the Bond(s). The Put Redemption Notice may be in the form available from the Principal Paying Agent in the German and English language and includes further information. The Issuer shall only be required to redeem Bonds in respect of which the option is exercised against delivery of such Bonds to the Issuer or to its order.*

The current § 5(d) becomes § 5(e) in the German and the (non-binding) English language version of the terms and conditions of the Convertible Bond 2017/2022."

As soon as the above amendments have become legally effective, SLM Solutions Group AG will make the amended terms and conditions of the Convertible Bond 2017/2022 and a form that may be used for an exercise of the early redemption option pursuant to § 5(d) of the amended terms and conditions available on its website under the heading "Investor Relations" in the section "Convertible Bonds – Convertible Bond 2017/2022" (www.slm-solutions.com/investor-relations/convertible-bond). The form will additionally be available from the Paying Agent, to whom an early redemption notice will also have to be submitted in accordance with § 5(d) of the amended terms and conditions.

Luebeck, February 2022

SLM Solutions Group AG
– The Management Board –