

Declaration of the Management Board and the Supervisory Board of SLM Solutions Group AG relating to the recommendations of the “Government Commission on the German Corporate Governance Code” pursuant to Section 161 of the German Stock Corporation Act (Aktiengesetz, “AktG”):

The Management Board and the Supervisory Board of SLM Solutions Group AG (the “Company”) declare that the recommendations of the German Corporate Governance Code as amended on 7 February 2017, published by the Federal Ministry of Justice on 24 April 2017 in the official section of the Federal Gazette (“Code 2017”), were complied with during the period from the last Declaration of Conformity of 12 February 2020 until the entry into force of the reformed German Corporate Governance Code with the following exceptions for the reasons stated therein:

- **Duties and responsibilities of the Supervisory Board (Section 5.1.2 of the Code 2017)**
With regard to the age limit for members of the Management Board, the Supervisory Board is of the opinion that knowledge and skills as well as professional competence should be the primary criteria for the selection of Management Board members. Therefore, there is so far no age limit for members of the Management Board. However, it is planned to introduce such limit in future.
- **Composition of the Supervisory Board (Section 5.4.1 (2) and (3) of the Code 2017)**
The Company’s Supervisory Board considers the requirements of the Code 2017 with regard to the qualifications and experience of the members to have been fulfilled at all times during the validity of the Code 2017. With the exception of a target for the proportion of women on the Supervisory Board corresponding to its previous composition of 0%, the Supervisory Board has to date not defined any specific targets that take into account the Company’s international activities, potential conflicts of interest, and diversity. With regard to the age limit, the Supervisory Board of the Company is also of the opinion that knowledge and skills as well as professional competence should be the primary criteria for the selection of members of the Supervisory Board, as it wishes to prevent the election of the most suitable Supervisory Board members for the Company from being hindered by rigid targets. However, particularly as a result of the election in the meantime of Dr. Nicole Englisch as well as Mr. Kevin Czinger (USA) and Mr. Magnus René (Sweden) as members of the Supervisory Board, the Supervisory Board considers itself to be well positioned in terms of gender and international diversity.

The Management Board and the Supervisory Board of SLM Solutions Group AG further declare that the recommendations of the German Corporate Governance Code as amended on 16 December 2019, published by the Federal Ministry of Justice on 20 March 2020 in the official section of the Federal Gazette (“Code 2020”), were complied with during the period from the entry into force of the Code 2020 and will be complied with in the future with the following exceptions for the reasons stated therein:

- **Description of the long-term succession planning for the Management Board (B.2, sub-clause 2 of the Code 2020)**
The long-term succession planning for the Executive Board is a sensitive and at the same time important process of the Supervisory Board, which usually takes place in a very confidential environment. In order to avoid possible negative consequences for future long-term succession planning, the Supervisory Board refrains from disclosing its procedures in the corporate governance statement.
- **Age limit for members of the Management Board (B.5 of the Code 2020)**
With regard to the age limit for members of the Management Board, the Supervisory Board is of the opinion that knowledge and skills as well as professional competence should be the primary criteria for the selection of members of the Management Board members. Therefore, there is so far no age limit for members of the Management Board. However, it is planned to introduce such limit in future.
- **Composition of the Supervisory Board (C.1 and C.2 of the Code 2020)**
The Company’s Supervisory Board considers the requirements of the Code 2020 with regard to the qualifications and experience of the members to be fulfilled in its current composition. With the exception of a target for the proportion of women on the Supervisory Board corresponding to its previous composition Page 2 of 2 of 0%, the Supervisory Board has to date not defined any specific targets that take into account the Company’s international activities, potential conflicts of interest, and diversity. With regard to the age limit, the Supervisory Board of the Company is also of the opinion that knowledge and skills as well as professional competence should be the primary criteria for the selection of members of the Supervisory Board, as it wishes to prevent the election of the most suitable Supervisory Board members for the Company from being hindered by rigid targets. However, particularly as a result of the election in the meantime of Dr. Nicole Englisch as well as Mr. Kevin Czinger (USA) and Mr. Magnus René (Sweden) as

members of the Supervisory Board, the Supervisory Board considers itself to be well positioned in terms of gender and international diversity.

- **Disclosure of duration of service on the Supervisory Board**
At the time the Code 2020 came into force, the Company had not disclosed the duration of the term of office of the members of the Supervisory Board on its website in the past. However, this is now the case and is also intended to be maintained in the future.]
- **Rules of procedure for the Supervisory Board (D.1 of the Code 2020)**
So far, the rules of procedure for the Supervisory Board have not been made available on the Company's website. However, the Company intends to do so [in the future] [as soon as the necessary adjustments due to the updating requirements of the rules of procedure are completed and the new rules of procedure have been approved by the Supervisory Board].
- **Meetings without the Management Board (D.7 of the Code 2020)**
Up to now, meetings of the Supervisory Board have been held without the Management Board only when necessary. The Supervisory Board still considers this efficient approach to be appropriate.
- **Remuneration system of the Management Board (G.1 to G.16 of the Code 2020)**
In recent years, the Supervisory Board has developed a remuneration system for the Management Board that was last approved by the Annual General Shareholders' Meeting on 2 June 2017, in accordance with Section 120(4) AktG (old version). With few exceptions, the remuneration system complied with the recommendations of the Code 2017. With the reformed Code 2020, these recommendations were significantly changed, so that the existing remuneration system does not comply with these changed recommendations in a number of points. The Supervisory Board intends to introduce a new remuneration system and submit it to the next Annual General Meeting of the Company for approval, which takes into account the amended recommendations of the Code 2020. This remuneration system will also in principle provide for variable remuneration for each member of the Management Board. The refraining from a variable compensation component for the current Management Board member André Witt is solely due to the fact that Mr. Witt, the Company's General Counsel, was only appointed to the Management Board on an interim basis following the resignation at short notice of the previous CEO Meddah Hadjar, until another Management Board member has been found and appointed.

Luebeck, 11 February 2021

SLM Solutions Group AG



The Management Board



The Supervisory Board