

Declaration on corporate governance pursuant to Sections 289f, 315d HGB

The principles of responsible and good corporate governance guide the actions of the management and supervisory bodies of SLM Solutions Group AG. In this declaration, the Executive Board reports - also on behalf of the Supervisory Board - in accordance with Section 3.10 of the German Corporate Governance Code (DCGK) and Section 315d of the German Commercial Code (HGB).

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

The Executive Board and Supervisory Board of SLM Solutions Group AG addressed corporate governance issues on several occasions in the 2019 financial year and jointly issued the updated Declaration of Compliance in accordance with Section 161 of the German Stock Corporation Act (AktG) on February 12, 2020. In accordance with the "comply or explain" principle, the recommendations of the German Corporate Governance Code are either implemented or existing deviations from the recommendations are explained. The current declaration of conformity and all previous declarations of conformity are permanently available on the Internet at www.slm-solutions.com.

Wording of the Declaration of Conformity

"In the past 12 months, SLM Solutions Group AG (the 'Company') has complied with the recommendations of the Government Commission on the German Corporate Governance Code in the version dated February 7, 2017, published by the Federal Ministry of Justice in the official section of the Federal Gazette, with the exception of the deviations explained below, and will continue to comply with these recommendations in the future with the exception of the deviations explained below:

- **Duties and responsibilities of the Supervisory Board (Section 5.1.2):** 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 currently no age limit for members of the Board of Management and no such limit is to be introduced in the future.
- **Composition of the Supervisory Board (Section 5.4.1 (2) and (3)):** The Company's Supervisory Board considers the requirements of the Code with regard to the qualifications and experience of the members to be fulfilled in the current composition. However, the Supervisory Board defines a proportion of women on the Supervisory Board of zero percent (0%), which corresponds to its current composition. This objective takes the international activities of the company, potential conflicts of interest and diversity into account. 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. The Supervisory Board would like to prevent the selection of the most suitable Supervisory Board members for the Company from being hindered by rigid targets."

II. working methods of the Management Board and Supervisory Board:

SLM Solutions Group AG has a two-tier management and control structure in accordance with the statutory provisions of German stock corporation law. While the Executive Board manages the company's business, the Supervisory Board advises the Executive Board on the management of the company and monitors its conduct of business. The competencies of the Management Board and Supervisory Board are regulated in the German

Stock Corporation Act (AktG) and in the Company's Articles of Association. The Executive Board and Supervisory Board of SLM Solutions Group AG work closely together for the benefit of the company.

- The **Executive Board** manages SLM Solutions Group AG on its own responsibility and is its legal representative. It is bound by the interests of the company and is committed to a sustained increase in the value of the company. To this end, it develops the company's strategic orientation, coordinates this with the Supervisory Board and ensures its implementation. The Executive Board discusses the status of strategy implementation with the Supervisory Board at regular intervals. Furthermore, it ensures that legal requirements and internal company guidelines are observed and works towards their observance by the Group companies (compliance). The Executive Board is informing the Supervisory Board regularly, promptly and comprehensively, in particular on fundamental issues of corporate planning and the net assets, financial position and results of operations, profitability and business development of the company. The reporting duties of the Management Board are comprehensively regulated in terms of their nature and content in the Management Board's rules of procedure.

The Executive Board of SLM Solutions Group AG currently consists of four members: Meddah Hadjar (Chief Executive Officer), Sam O'Leary (Chief Operating Officer), Frank Hülsmann (Chief Financial Officer) and Dr. Gereon W. Heinemann.

- The **Supervisory Board** of SLM Solutions Group AG advises and monitors the Executive Board in its management of the company in accordance with statutory regulations and the articles of incorporation. It appoints the Executive Board, determines the remuneration of the Management Board and is entitled to dismiss it for good cause.

The Supervisory Board of SLM Solutions Group AG currently comprises five members: Thomas Schweppe (Chairman), Magnus René (Deputy Chairman), Dr Roland Busch, Kevin Czinger and Hans-Joachim Ihde. The Supervisory Board of SLM Solutions has formed a General Committee, an Audit Committee, a Strategy Committee and a Nomination Committee.

The **Executive Committee** is composed of the Chairman of the Supervisory Board, his deputy and a further member to be elected by the Supervisory Board. Members of the Executive Committee are currently Thomas Schweppe (Chairman) Hans-Joachim Ihde and Magnus René. The Presidential Committee deals in particular with the appointment and dismissal of members of the Management Board and the appointment of a Chairman of the Management Board, with the conclusion, amendment and termination of the employment contracts with the members of the Management Board, and with the structure of the remuneration system for the Management Board, including the main contractual elements and the total remuneration of the individual Management Board members.

The **Audit Committee** consists of three members elected by the Supervisory Board. These are currently Dr Roland Busch (Chairman), Magnus René and Thomas Schweppe. The Audit Committee monitors the accounting process including the effectiveness of the internal control system and the effectiveness of the risk management system. It discusses the quarterly reports and deals with compliance issues and reporting to the Supervisory Board. It also prepares the Supervisory Board's examination of the annual financial statements, the management report and the proposal for the appropriation of profits, as well as the consolidated financial statements and the Group management report. In this context, the Audit Committee is informed in detail about the auditors' view of the net assets, financial position and results of operations. It deals with issues relating to the necessary independence of the auditor, the issuing of the audit mandate to the auditor, the determination of auditing focal points and the fee agreement.

The **Strategy Committee**, which was established in 2019, is composed of two members elected by the Supervisory Board. These are currently Kevin Czinger and Magnus René. The Strategy Committee deals

with questions of fundamental business policy and corporate orientation as well as with significant projects for SLM Solutions Group AG. It advises the Executive Board on matters of strategic importance for the company and discusses options for achieving the strategic objectives.

The **Nomination Committee** is composed of the Chairman of the Supervisory Board and the other members of the Executive Committee. These are currently Thomas Schweppe (Chairman), Hans-Joachim Ihde and Magnus René. The Nomination Committee proposes suitable candidates to the Supervisory Board for its election proposals to the Annual General Meeting.

III. information on corporate governance practices

The internal management structures of SLM Solutions Group AG are characterised by a clear organisation and direct reporting lines. Information on the remuneration of the Executive Board at SLM Solutions Group AG is contained in the company's Articles of Association, which are available online at www.slm-solutions.com.

Risk management and internal control and risk management system

The SLM Solutions Group AG operates in a technologically demanding future market that involves both opportunities and risks. SLM Solutions has taken a number of measures to ensure the continued existence of the company and promote its positive development. An important part of these measures is the **opportunity and risk management system**, which is continuously integrated into all key corporate processes. It helps the SLM Solutions Group to identify opportunities and risks at an early stage and to react in a forward-looking manner. The risk management system is thus not only an important instrument for safeguarding, but also for achieving the corporate objectives.

SLM Solutions Group AG also has an **internal control and risk management system (ICS)** for the (consolidated) financial reporting process, in which suitable structures and processes are defined and implemented in the organisation. It is designed to ensure that all business processes and transactions are recorded promptly, uniformly and correctly in the accounts. It ensures compliance with legal standards, accounting regulations and internal instructions on accounting, which are binding for all companies included in the consolidated financial statements. Changes in laws, accounting standards and other pronouncements are continuously analyzed with regard to their relevance and effects on the consolidated financial statements and the resulting changes are integrated into the Group's internal systems and procedures.

Details of risk management and the accounting-related internal control system are presented in detail in the Risk and Opportunity Report of the Annual Report.

Transparency

In the opinion of the Management Board, responsible and value-creating corporate management is characterized not only by the establishment of efficient structures, but in particular also by open communication and a high degree of transparency within the company. The SLM Solutions Group AG therefore aims to provide investors, analysts and other interested parties with open, fast and direct information. To this end, the Investor Relations section of the SLM Solutions Group AG website contains a comprehensive range of information that is continually updated. This offering is supplemented by an investor relations mailing list, through which interested parties receive all the latest capital market related company news by email. In addition, conference calls are held for the publication of quarterly and annual reports. The Executive Board and the persons responsible for investor relations also regularly attend capital market conferences and present the SLM Solutions Group's business model and strategy at roadshows in Europe and North America.

Financial Calendar

The scheduled dates of the capital market related events and publications - such as the Annual General Meeting, the Annual Report and interim reports - are compiled in a financial calendar. The calendar is published sufficiently in advance and made available on the website www.slm-solutions.com.

Notification requirements

SLM Solutions Group AG complies with the statutory reporting requirements and publishes the relevant information - where necessary - on its website www.slm-solutions.com.

Determination of target figures in accordance with sections 76 (4), 111 (5) AktG

The Supervisory Board has resolved a target of zero percent (0%) for the proportion of women on the Supervisory Board and the Management Board each with a deadline for implementation by (31 December 2024). This corresponds to the current status and the previous target figures, which have thus been achieved. The Supervisory Board would like to prevent rigid targets from hindering the election of the most suitable Supervisory Board members for the Company or the appointment of the most suitable Management Board members for the Company. The composition of the Company's executive bodies should be independent of gender, so that neither women nor men are preferred or disadvantaged. This does not preclude an increase in the proportion of women if one or more female candidates prevail in new appointments on the basis of their competence and qualifications.

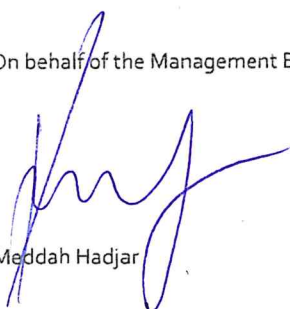
The Management Board has set a target of 14 percent (14%) with a deadline for implementation by (31 December 2024) for the proportion of women in the first management level below the Management Board, and a target of 13 percent (13%) with a deadline for implementation by (31 December 2024) for the second management level below the Management Board. This corresponds to the current status and the previous target figures, which have thus been achieved.

Diversity concept

The Executive Board and Supervisory Board expressly welcome all efforts to counteract age, gender, educational, occupational and any other form of discrimination and to promote diversity within the company in an appropriate manner. However, in the management of the company, in particular when filling vacancies as well as in the professional development and further training within the company, the Board of Management and Supervisory Board attach sole importance to the special competence and qualifications of the persons concerned and the well-understood interests of the company. This also includes the most efficient use of available personnel resources, taking into account the comparatively small size and economic situation of the company. Against this background, the Company has so far refrained from developing and pursuing a diversity concept.


Lübeck, February 12, 2020

On behalf of the Management Board



Meddah Hadjar

For the Supervisory Board



Thomas Schweppe