

## ***Declaration of Compliance to the German Corporate Governance Code pursuant to § 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 (dated May 5, 2015) 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 Supervisory Board** (Section 5.4.1, paragraphs 2 and 3): The Supervisory Board has not yet set any specific targets that take into account the international activity of the company, potential conflicts of interest 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. Although the company's Supervisory Board welcomes the Code's intention to place greater importance on the aforementioned criteria in composing the Supervisory Board, it does not believe that setting specific targets would be appropriate at this point in time.
- **Remuneration of the Supervisory Board members** (Section 5.4.6, paragraphs 1 to 3): The Supervisory Board members receive fixed remuneration and reimbursement of their out-of-pocket expenses. 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. Further, the chair and members of Supervisory Board committees do not receive additional remuneration for such related activities. The company believes that these activities are covered by fixed remuneration received by Supervisory Board members.
- **Stipulated period for publishing the consolidated financial statements and the interim reports** (Section 7.1.2, sentence 4): The company makes the consolidated financial statements and interim reports publicly accessible within an appropriately short time period. Within the first year after the initial listing – in other words, for the consolidated financial statement and interim reports for the 2014 financial year – it was not possible to comply with the time periods stipulated by the German Corporate Governance Code due to the company's organisational changes. The Company adhered to these deadlines for all consolidated financial statements and interim reports for the 2015 fiscal year and will also strive to continue adhering to these deadlines in future.
- **Deductible in the D&O insurance for Supervisory Board members** (section 3.8): In deviation from section 3.8 of the Code, the D&O insurance concluded by the Company did not have a deductible for Supervisory Board members which corresponded with the deductible for Management Board members of 10 %. During the course of the 2015 fiscal year, the Company concluded a new D&O insurance policy with a deductible of 10 % for the Supervisory Board members and intends to continue to correspond with this recommendation in future.

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German Corporate Governance Code  
pursuant to § 161  
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Luebeck, March 15, 2016

For the Management Board

Dr. Markus Rechlin

For the Supervisory Board

Hans J. Ihde