

**NOT FOR DIRECT OR INDIRECT PUBLICATION OR TRANSMISSION WITHIN OR INTO THE UNITED STATES OF AMERICA (INCLUDING ITS TERRITORIES AND POSSESSIONS, AND ANY FEDERAL STATE OF THE UNITED STATES OF AMERICA AND OF THE DISTRICT OF COLUMBIA), CANADA, JAPAN OR AUSTRALIA, OR INTO ANY OTHER JURISDICTION IN WHICH OFFERINGS OR SALES OF SECURITIES ARE PROHIBITED UNDER PREVAILING LAW, OR INTO ANY OTHER JURISDICTION IN WHICH OFFERINGS OR SALES ARE PROHIBITED UNDER PREVAILING LAW.**

**This communication is not a prospectus and is not an offer to purchase securities or to sell securities within a jurisdiction or into a jurisdiction, including the United States of America (including its territories and possessions, and any federal state of the United States of America and of the District of Columbia), Canada, Japan or Australia, or into any other jurisdiction in which offerings or sales are prohibited under prevailing law.**

## **SLM Solutions Group AG: Successful placing of approximately EUR 60 million convertible bond**

**Lübeck, 04 October 2017** – SLM Solutions Group AG ("SLM Solutions"; "Issuer") has today successfully placed senior unsecured convertible bonds ("Convertible Bond") maturing in October 2022 with an aggregate principle amount of approximately EUR 60 million convertible into new or existing ordinary no par value bearer shares.

Deutsche Bank AG acted as Sole Bookrunner on the Convertible Bond offering. The Convertible Bond was placed solely with international institutional investors in certain jurisdictions outside the US in reliance on Regulation S (Category 1) under the United States Securities Act of 1933 in its applicable version and outside Australia, Japan or in any other jurisdiction in which offers or sales of the convertible bonds are prohibited by law.

The Convertible Bond issue is expected to be issued on or around 11 October 2017 ("Settlement Date").

Bondholders have the right to convert the Convertible Bond from 11 October 2020 until the fifteenth business day prior to maturity into ordinary no par value bearer shares (the "Ordinary Shares"). The initial conversion premium amounts to 28.0% above the Reference Share Price (being the arithmetic average of the VWAP (volume weighted average price) of the SLM Solution shares on XETRA on 04 October 2017).

The final principal amount of Convertible Bond will be announced later today by the Issuer and is dependent on the final conversion price of the Convertible Bond; the Convertible bond will not be convertible into greater than 1,381,420 Ordinary Shares.

The coupon on the Convertible Bond will amount to 5.50 % per year and will be paid quarterly in arrears. The first interest payment date is 11 January 2018.

. <End of the ad hoc announcement>

**About the company:**

Lübeck-based SLM Solutions Group AG is a leading provider of metal-based additive manufacturing technology. The company's shares are traded in the Prime Standard of the Frankfurt Stock Exchange. The stock has been listed in the TecDAX index since March 21, 2016. SLM Solutions focuses on the development, assembly and sale of machines and integrated system solutions in the field of selective laser melting. SLM Solutions currently employs over 340 members of staff in Germany, the USA, Singapore, Russia, India and China. The products are utilised worldwide by customers in particular from the aerospace, energy, healthcare and automotive industries.

**Contact:**

Georg Grießmann, cometis AG  
Unter den Eichen 7, 65195 Wiesbaden  
Telephone: +49 (0) 611-205855-61  
E-Mail: [griessmann@cometis.de](mailto:griessmann@cometis.de)

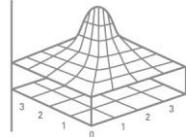
**Disclaimer**

**IMPORTANT NOTE**

NOT FOR DISTRIBUTION OR RELEASE IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA OR JAPAN, OR IN ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES OF THE SECURITIES WOULD BE PROHIBITED BY APPLICABLE LAW.

This notification is for information purposes only and does not constitute or form part of, and should not be construed as an offer or an invitation to sell, or issue or the solicitation of any offer to buy or subscribe for, any securities. In connection with this transaction there has not been, nor will there be, any public offering of the Convertible Bond. No prospectus will be prepared in connection with the offering of the Convertible Bond. The Convertible Bond may not be offered to the public in any jurisdiction in circumstances which would require the Issuer of the Convertible Bond to prepare or register any prospectus or offering document relating to the Convertible Bond in such jurisdiction. The distribution of this notification and the offer and sale of the Bonds in certain jurisdictions may be restricted by law. Any persons reading this notification should inform themselves of and observe any such restrictions.

This publication is neither an advertisement nor a prospectus and should not be relied upon in making any investment decision to purchase, subscribe for or otherwise acquire any securities. The information and opinions contained in this publication are provided as at the date of this publication, are subject to change without notice and do not purport to contain all information that may be required to evaluate SLM Solutions Group AG. No reliance may or should be placed for any purpose whatsoever on the information contained in this

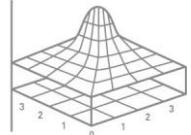


publication, or any other information discussed verbally, or on its completeness, accuracy or fairness.

This publication may contain forward looking statements, estimates, opinions and projections with respect to anticipated future performance of SLM Solutions Group AG ("Forward-Looking Statements"). These Forward-Looking Statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative, or other variations or comparable terminology. These Forward-Looking Statements include all matters that are not historical facts. Forward-Looking Statements are based on the current views, expectations and assumptions of the management of SLM Solutions Group AG and involve significant known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Forward-Looking Statements should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved. Any Forward-Looking Statements included herein only speak as at the date of this publication. We undertake no obligation, and do not expect to publicly update, or publicly revise, any of the information, Forward-Looking Statements or the conclusions contained herein or to reflect new events or circumstances or to correct any inaccuracies which may become apparent subsequent to the date hereof, whether as a result of new information, future events or otherwise. We accept no liability whatsoever in respect of the achievement of such Forward-Looking Statements and assumptions.

This notification does not constitute or form part of an offer to sell or a solicitation of an offer to purchase or subscribe for securities in the United States. The securities referred to herein (including the Convertible Bond and the shares of SLM Solutions Group AG) have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States except in a transaction not subject to, or pursuant to an applicable exemption from, the registration requirements of the Securities Act. This notification and the information contained herein may not be distributed or sent into the United States, or in any other jurisdiction in which offers or sales of the securities described herein would be prohibited by applicable laws and must not be distributed to publications with a general circulation in the United States. No offering of the Convertible Bond is being made in the United States.

In the United Kingdom, this notification is only being distributed to and is only directed at (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") and (ii) high net worth entities falling within Article 49(2) of the Order and (iii) persons at or to whom it can otherwise lawfully be distributed or directed (all such persons together being referred to as "Relevant Persons"). The Convertible Bonds are only available to, and any invitation, offer or agreement to subscribe, purchase or



otherwise acquire such Convertible Bond will be engaged in only with, Relevant Persons. Any person who is not a relevant person should not act or rely on this notification or any of its contents.