Restrictions of the Stocks
There are no restrictions affecting voting rights or transfer of stocks that we are aware of.

Direct or Indirect Shares of Capital
We have not received any notice of direct and indirect shares in capital exceeding 10 of one-hundredth of the voting rights.

Stockholders with Special Rights
There are no stockholders with special rights that grant control rights.

Type of Voting Right Control in the Case of Employee Participations
There is no separation between voting right and stock for the employees with capital shares. Employees can exercise control rights directly.

Naming and Dismissing Executive Board Members and Amendments to the Articles of Incorporation
More far-reaching bylaws for naming or dismissing Executive Board members do not exist other than the legally applicable ones. In addition, there are no essential bylaw provisions, which deviate from legal regulations and flexible regulations.

Rights of the Executive Board with respect to the Option of Issuing or Buying Back Stocks Empowerment to Purchase Own Stocks
With its resolution of 12 May 2017, the annual general meeting of NEXUS AG authorized the Executive Board to repurchase up to a total amount of 10 % of the capital until 30 April 2022, which was present in convening the general meeting, i.e., to acquire up to a maximum 1,573,566 shares with the notional par value of EUR 1.00. The Executive Board is authorized under the authorization to redeem the acquired own shares with the approval of the Supervisory Board without further shareholders' resolution as well as the shareholders' subscription rights in the case of use of own shares subject to the detailed provisions published in the Federal Gazette, item 7, on 17 May 2017, of the agenda of annual stockholders meeting of NEXUS AG.

It is also empowered to offer the stocks purchased based on the granted empowerment with approval of the Supervisory Board to a third party within the context of company mergers or at purchase of companies or participating shares in companies. The subscription rights of stockholders to their own stocks are insofar excluded.

NEXUS AG started a stock buyback program in 2016. With the consent of the Supervisory Board, the Executive Board of NEXUS AG resolved to exercise the authorization of 25 October 2016 to purchase up to 200,000 of its own shares (representing 1.27 % of share capital) of the company pursuant to Section 71 para. 1, No. 8 of the Stock Corporation Act (AktG). The authorization is restricted to the time period until 30 April 2020 and limited to 10 % of the equity capital. From this share buy-back program, 78,956 (previous year: 26,377) own shares were purchased (= EUR 78,956 share capital; previous year: EUR 26,377) by 31 December 2018. This corresponds to share of capital stock of 0.5 % (previous year: 0.1 %).

A total of 78,956 shares were purchased valued at an average price of EUR 23.79 as of 31 December 2018.

Authorized Capital
The Executive Board is empowered to increase the capital stock of the company in the period until 30 April 2021 with approval of the Supervisory Board one time or several times up to a total of EUR 3,000,000.00 via issue of new no-par bearer stocks (individual share certificates) against cash and/or capital subscribed in kind (authorized capital 2016). The new shares can also be issued to employees of the company or an affiliated company. The Executive Board shall decide about the conditions of the stock issue subject to approval by the Supervisory Board. The Executive Board is also empowered – subject to approval by the Supervisory Board – to decide about the exclusion of stock rights of stockholders in the following cases:

a) For residual amounts
b) For issue of new stocks to employees of the company or an affiliated company
c) For issue of new stocks against capital subscribed in kind for purchase of companies, company parts or shares in companies
d) At issue of new stocks against cash investment, if the issue amount of the new shares does not fall substantially short of the already the listed price of shares already listed on the securities markets of the same class and same investment at the time of final determination of the issue amount by the Executive Board in the sense of Subsection 203 para. 1 and 2, 186 para. 3 sentence 4 of the German Stock Corporation Law (AktG) and the proportional amount of the capital stock for the new shares does not exceed 10 % of the capital stock existing (EUR 15,735,665.00) at the time of entering this empowerment in the commercial register and – cumulatively – 10 % of the new stocks existing at the time of the issue, for which the subscription right was excluded. The proportional share of capital stock is to be deducted at the highest limit of 10 % of capital stock, which applies to the new or repurchased shares, which were issued or sold since entry of this empowerment in the commercial register with simplified purchase right exclusion pursuant or corresponding to Section 186 para. 3 sentence 4 of the German Stock Corporation Law (AktG) as well as the proportional share of capital stock, which refers to the option and/or conversion rights from option and/or convertible bonds and/or conversion requirements, which were issued or sold since entry of this empowerment in the commercial register pursuant to Section 186 para. 3 sentence 4 of the German Stock Corporation Law (AktG).

Conditional Capital
The capital stock of the company was increased conditionally by EUR 1,400,000.00 via issue of up to 1,400,000 registered share certificates with an accounting par value of EUR 1.00 each (Conditional Capital 2012). The conditional capital serves for securing purchase rights from stock options, which were granted based on the empowerment of the annual general meeting of NEXUS AG on 23 May 2012. The conditional capital increase will only be carried out insofar as stock options are issued and the owners of these stock options use their subscription rights and the company offers its own stocks not in fulfillment of subscription rights.

Essential Agreements, Which Are Subject to a Control Change due to a Takeover Offer
There are no essential agreements of the company, which are subject to a control change due to a takeover offer.

Compensation agreements
Compensation agreements of the company, which have been concluded with the members of the Executive Board or employees in the case of a takeover offer, do not exist.

Main Features of the Remuneration System for the Executive Board

The Supervisory Board of NEXUS AG sets the structure and amount of remuneration to the Executive Board members. The remuneration system for the Executive Boards is based on the principles of orientation to performance and result and is composed of a success-independent base payment as well as success-dependent components. Criteria for determining the appropriateness of the remuneration to each Executive Board member especially include the responsibilities of the respective Executive Board member, his personal performance, the economic situation, and the success and future outlook of company under consideration of the market environment. In addition, the Group maintains a pecuniary loss insurance policy for its executive body members (i.e., a directors' and officers' liability insurance policy).

The success-independent base remuneration is composed of a fixed sum, paid in 12 monthly payments, and nonmonetary compensation, which equal the value of company car use in line with tax stipulations. For the employee pension scheme, the Group also makes payments into a life insurance policy and a pension fund.

The success-independent components include an annually recurring component linked to company success and a component with a long-term stimulus effect and risk character in the form of a bonus. The annually recurring components are oriented to the EBIT of the NEXUS Group. The component with long-term incentive effect is linked to the development of the company result (EBITDA) over three years (2018-2020). The

use of this bonus can be either in the form of a cash payment or through the issue of shares of the NEXUS AG.

The following persons were on the Executive Board as of 31 December 2018:

+ Dr. Ingo Behrendt, Chief Executive Officer
+ Ralf Heilig, Chief Sales and Marketing Officer
+ Edgar Kuner, Chief Development Officer

Remuneration Report

Stock-based compensation was agreed upon with the Executive Board members in May 2014. Dependent on the increase in company value, it is composed of max. 160,000 shares, which will become due during the term and are based on the development of stock prices between 2015 and 2017 (AOP 2015-2017). The adjusted future value was KEUR 788 at the time of granting. As of 31 December 2017, the Executive Board had a right to 160,000 shares of stock due to increase in the company's value. Since these are to be paid from own shares, which are still to be repurchased, the entitlements were deferred.

In January and May 2018 new contracts were concluded with the Executive Board, which are composed of fixed remuneration as well as a short-term and long-term variable compensation for the years 2018-2020.

There are no promises concerning compensation to Executive Board members in the case of leaving the board prematurely.

Compensation of the Executive Board is as follows:

Inflow (in KEUR)	Dr. Ingo Behrendt Chief Executive Officer				Ralf Heilig Chief Sales and Marketing Officer				Edgar Kuner Chief Development Officer			
	2017	2018	2018 (Min)	2018 (Max)	2017	2018	2018 (Min)	2018 (Max)	2017	2018	2018 (Min)	2018 (Max)
Fixed remuneration	307	322	322	322	170	180	180	180	160	170	170	170
Incidental benefits	12	12	12	12	14	14	14	14	9	9	9	9
Total	**319**	**334**	**334**	**334**	**184**	**194**	**194**	**194**	**169**	**179**	**179**	**179**
Annual variable remuneration	250	250	0	250	80	80	0	80	70	70	0	70
Multi-annual variable remuneration LIP 2015-2017 [1]	0	245	0	0	0	245	0	0	0	245	0	0
Total	**250**	**495**	**0**	**250**	**80**	**325**	**0**	**80**	**70**	**315**	**0**	**70**
Pension costs	18	18	18	18	6	6	6	6	0	0	0	0
Total compensation	**587**	**847**	**352**	**602**	**270**	**525**	**200**	**280**	**239**	**494**	**179**	**249**

[1] On 6 March 2018, each member of Executive Board was issued 10,000 shares from own shares of NEXUS AG.

Grants in 2018 (in KEUR)	Dr. Ingo Behrendt Chief Executive Officer				Ralf Heilig Chief Sales and Marketing Officer				Edgar Kuner Chief Development Officer			
	2017	2018	2018 (Min)	2018 (Max)	2017	2018	2018 (Min)	2018 (Max)	2017	2018	2018 (Min)	2018 (Max)
Fixed remuneration	307	322	322	322	170	180	180	180	160	170	170	170
Incidental benefits	12	12	12	12	14	14	14	14	9	9	9	9
Total	**319**	**334**	**334**	**334**	**184**	**194**	**194**	**194**	**169**	**179**	**179**	**179**
Annual variable remuneration	250	260	0	260	80	80	0	80	70	80	0	80
Multi-annual variable remuneration LIP 2018-2020	0	101	0	0	0	45	0	0	0	45	0	0
Total	**250**	**361**	**0**	**260**	**80**	**125**	**0**	**80**	**70**	**125**	**0**	**80**
Pension costs	18	18	18	18	6	6	6	6	0	0	0	0
Total compensation	**587**	**713**	**352**	**612**	**270**	**325**	**200**	**280**	**239**	**304**	**179**	**259**

Compensation of the Supervisory Board

The general stockholders meeting of NEXUS AG sets the structure and amount of remuneration to the Supervisory Board members; this is regulated in the bylaws of NEXUS AG. The remunerations are based on the tasks and responsibilities of the Supervisory Board members as well as on the business success of the Group. Every Supervisory Board member receives an annual payment, which is composed of fixed and variable amounts. The fixed remuneration for the Supervisory Board chairperson is EUR 15,000 and EUR 11,000 for the other Supervisory Board members. In addition, result-dependent variable compensation is granted, which is maximum EUR 15,000 for the Supervisory Board chairperson and maximum EUR 5,000 for the other Supervisory Board members. The chairpersons in other committees are granted additional EUR 1,000.

The following persons are members of the Supervisory Board:

+ Dr. jur. Hans-Joachim König, Singen; Chairperson
+ Prof. Dr. Ulrich Krystek, Hofheim; Deputy Chairperson
+ MBA (FH) Wolfgang Dörflinger, Constance
+ Prof. Dr. Alexander Pocsay, St. Ingbert
+ Gerald Glasauer, Business Economist, Obersulm
+ Prof. Dr. med. Felicia M. Rosenthal, Freiburg

The overall remuneration of the Supervisory Board amounted to KEUR 112 (previous year: KEUR 112). In addition to their work in the Supervisory Board, the members of the Supervisory Board provide services themselves or via companies affiliated with them for the NEXUS AG and invoice them in line with customary market conditions. In 2018, the expenses for such service fees amounted to KEUR 121 (previous year: KEUR 72). In addition, the Group maintains a pecuniary loss insurance policy for its executive body members (i.e., a directors' and officers' liability insurance policy).

(Group-) Declaration about Company Management as well as Compliance Statement

The (group-) declaration about company management as well as compliance statement according to Section 161 of the German Stock Corporation Law (AktG) have been published at the company website at www.nexus-ag.de – Investor Relations – Corporate Governance.

Separate Non-Financial (Group-) Report

The Separate Non-Financial (Group-) Report in accordance with Subsections 315b-315c of the German Commercial Code (HGB) in conjunction with Subsections 289c-289e HGB was published on the company website www.nexus-ag.de – Investor Relations – Gesonderter nichtfinanzieller (Konzern-) Bericht.

Summarized Depiction of the Chance and Risk Situation of NEXUS Group

NEXUS AG as well as all subsidiaries work according to a uniform method of chance/risk analysis and chance/risk management. Early detection of risks is given decisive importance in this. The monitoring of risks by unambiguous key figures (sales, result before taxes, relative market position) enables a clear assessment of the significance.

From the perspective of individual risks and from an overall risk position, it can currently be seen that the continued existence the company is not endangered. At the same time, management sees considerable chances to expand sales in the market segment of the NEXUS Group.

Forecast Report 2019

The health sector in many countries is undergoing a basic digital transformation phase. This topic has a high economic and political importance in most European countries. The awareness that Europe is lagging behind other regions is increasing in public perception. Therefore, increase budgets for IT and far-reaching and digitization concepts are being worked out in many hospitals. This very positive development is only dampened by the lack of potential for implementation in hospitals. In most of these hospitals, there is a lack of staff and organizational strength to achieve ambitious digitalization goals. For this reason, we do not currently see a surge in demand for new solutions. The willingness to replace systems, for which no further development potential is expected, remains low.

However, some developments are increasing the pressure on the health facilities to a faster change. In particular, the patients are demands more digital communication and data transfers and show little understanding for organizational hurdles. Patients are threatening to switch to more innovative providers (telehealth providers) and therefore cause economic pressure on their previous service providers. A positive factor is that the transformation to cloud solutions and a strong orientation toward micro services is making the implementation of new technological solutions easier.

NEXUS is optimistic despite this mixed initial situation for 2019. Thanks to our modern product portfolio and the cross-selling potential, which we have with our numerous existing customers, we have been able to achieve growth in a less dynamic market environment. We want to continue this development in 2019. The introduction of our NEXUS / NEXT GENERATION software as well as the integration of recent acquisitions make us optimistic about the next year. We estimate the costs of integration to be significantly less than the expected synergies of collaboration in 2019.

In consideration of the companies already newly acquired in 2018, we expect significant increases of sales in the segment "Healthcare Software" and decreased sales in the area of "Healthcare Service" due to a strategy change in our planning for the NEXUS Group. Overall, we see a continuation of slightly increasing values in all financial performance indicators for 2019. This applies to sales and earnings before taxes. A slight improvement in the relative market position in the relevant markets is part of this. The planning takes into account further investments in internationalization as well as an expansion of our product range. If significant changes occur in the consolidated Group in 2019, this can result in a change in planning.

NEXUS AG
Donaueschingen, 4 March 2019

The Executive Board

Dr. Ingo Behrendt
Ralf Heilig
Edgar Kuner