

NEXUS AG
Irmastrasse 1
78166 Donaueschingen

or by e-mail to: hv@nexus-ag.de

**Proxy and instruction form for the regular Annual General Meeting of NEXUS AG in
— Donaueschingen on 3 May 2019
for the representation of voting rights by the instructed proxies
appointed by NEXUS AG**

This form does not replace proper registration for the Annual Stockholders Meeting nor the timely receipt of proof of share ownership in proper form. Both are prerequisites for the issue of a proxy for participating in the Annual General Meeting and exercising voting rights.

Please also note the information and explanations on the admission ticket.

Instructions for the granting of proxy and instructions to the proxies appointed by the Company

Please complete the proxy and instruction form completely and legibly and send it to the above address no later than **24:00 on Thursday, 2 May 2019 (date of receipt is decisive)**. You can find information about the person issuing the proxy on the admission ticket. If no regular registration to the Annual General Meeting is presented, proof in proper form of shareholdings is received in due time by the Company, or unambiguous assignment of the form for registration should not be possible due to incomplete or illegible information, the proxy appointed by the Company cannot exercise voting rights at the Annual General Meeting.

Please note that the appointed proxies cannot react to changes that occur during the Annual General Meeting. Within the context of proxy voting it is not possible, for example, to take part in a vote on procedural motions at the Annual General Meeting or resolutions not announced in advance of the Annual General Meeting. Proxies will abstain in this case and insofar will not vote in this respect. Please also note that the proxies nominated by NEXUS AG are only appointed to exercise the voting right subject to instructions. The proxies are not authorized to exercise other shareholder rights, such as asking questions or submitting proposals.

In the event that the proxies nominated by NEXUS AG receive several proxies with instructions from one shareholder, the last proxy received with instructions is deemed binding.

- Timely registration at the Annual General Meeting entitles the shareholder himself or an authorized third party to participate and exercise voting rights even after the granting of a proxy to a proxy exercising a voting right. In the event of participation by the shareholder himself or an authorized third party, the proxies appointed by the company will not make use of the proxy granted to them.

You can find data privacy information of the company, especially concerning processing of personal data of shareholders or their representatives by the company and the rights due to those affected, at the end of the invitation to the Annual General Meeting. This was sent to each shareholder via his custodian bank and is also available on the homepage of the company at www.nexus-ag.de under the heading **Company/ Investor Relations/ Annual General Meeting**.

Person issuing a proxy

Please fill out legibly in block letters.

Last Name

Number of shares

□	□	□	□	□	□
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First name

Admission ticket number

City or town

Telephone number / Email address for possible questions

Proxy and instructions to the proxies appointed by NEXUS AG

Insofar as global and individual checkmarks are made concerning the agenda items, individual checkmarks take precedence. If unclear or misleading instructions are issued, the proxy is invalid and the proxy exercising a voting right abstains from voting. For all agenda items and sub-items, the instructions relate to the respective proposal for resolution by the Executive Board or the Supervisory Board. The exact wording of the agenda and the proposed resolution decisions to that effect are set out in the invitation to the Annual General Meeting published on **20 March 2019**.

	Yes	No
I/We agree on all agenda items and sub-items with	<input type="checkbox"/>	<input type="checkbox"/>
or I/ we give individual instructions as follows:		

Agenda items:

- | | | | |
|-----|--|--------------------------|--------------------------|
| 2 | Appropriation of the balance sheet profit from the 2018 fiscal year | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | Discharge of the members of the Executive Board for the 2018 fiscal year | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | Discharge of the members of the Supervisory Board for the 2018 fiscal year | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.1 | Election of Dr. Hans Joachim König to the Supervisory Board of NEXUS AG | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.2 | Election of Prof. Dr. Ulrich Krystek to the Supervisory Board of NEXUS AG | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.3 | Election of Dr. Dietmar Kubis to the Supervisory Board of NEXUS AG | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.4 | Election of Prof. Dr. Alexander Pocsay to the Supervisory Board of NEXUS AG | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.5 | Election of Prof. Dr. med. Felicia M. Rosenthal to the Supervisory Board of NEXUS AG | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.6 | Election of Mr. Jürgen Rottler to the Supervisory Board of NEXUS AG | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.7 | Election of Dr. Cornelia J. Boesch as substitute member of the Supervisory Board of NEXUS AG | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.8 | Election of Jan Lühmann as substitute member of the Supervisory Board of NEXUS AG | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 | Election of the auditor and the group auditor for the fiscal year 2019 | <input type="checkbox"/> | <input type="checkbox"/> |

I/we hereby authorize the proxies appointed by NEXUS AG (Ms. Melanie Ilic, and Dr. Patrick Stein, each with business addressing Donaueschingen), each individually, the right to delegation of subproxy authority for me/us at the Annual Stockholders Meeting of NEXUS AG on 3 May 2019 with disclosure of my/our name(s) and to represent me/us and exercise the voting right for me/us in accordance with my/our instructions. The proxy includes revocation of other proxies issued.

X _____

City or town, Date

X _____

Signature(s) or naming of the person issuing the proxy pursuant to Section 126b of the German Civil Code (BGB)