

Nexus AG

Donaueschingen

ISIN DE0005220909

Dear Stockholders:

We cordially invite you to the

the Annual Meeting of Nexus AG

at 10 a.m. on Tuesday, 16 May 2023

in the Donauhallen,
An der Donauhalle 2, 78166 Donaueschingen, Germany

01 _ Agenda of the Meeting

Presentation of the approved Annual Financial Statement of Nexus AG as of 31/12/2022, the Management Commentary, the report of the Supervisory Board, the approved Consolidated Financial Statement as of 31/12/2022 and t he Group Management Report as well as the explanatory report of the Executive Board on the details of Sections 289a (1) and 315a (1) of the German Commercial Code for the 2022 fiscal year

Pursuant to Sections 172 and 173 of the German Stock Corporation Law (AktG), no resolution of the Annual Meeting is provided for on agenda item 1. The Supervisory Board has approved the Annual Financial Statement prepared by the Executive Board and the Consolidated Financial Statement in accordance with Sections 171 and 172 AktG. The Annual Financial Statement is thus approved in accordance with Section 172 AktG. Section 175 (1) sentence 1 of the German Stock Corporation Act merely provides that the Executive Board must convene the Annual Meeting, inter alia, to receive the adopted Annual Financial Statement and the Management Commentary as well as to pass resolutions on the appropriation of a balance sheet profit and, in the case of a parent company, also to receive the Consolidated Financial Statement and the Group Management Report approved by the Supervisory Board.

Pursuant to Sections 175 (2) and 176 (1) sentence 1 of the German Stock Corporation Act (AktG), the Executive Board must make available to the Annual Meeting, inter alia, the Annual Financial Statement and the Management Commentary in particular including the information pursuant to Sections 289a (1) and 315a (1) of the German Commercial Code (HGB), the report of the Supervisory Board, the proposal of the Executive Board for the appropriation of net profit and, in the case of a parent company, the Consolidated Financial Statement and the Group Management Report of the Supervisory Board.

The aforementioned documents will be explained in more detail at the Annual Meeting. They are available for inspection by shareholders from the time the Annual Meeting is convened on the premises of Nexus AG, Irmastr. 1, 78166 Donaueschingen, and are made available on the Group's website at https://www.nexus-ag.de/hv. Upon request, a copy of the aforementioned documents shall be issued to each shareholder without undue delay and free of charge.

2. Resolution on the appropriation of the balance sheet profit from the 2022 fiscal year

The Executive Board and Supervisory Board propose that the balance sheet profit of EUR 52,687,727.00 reported in the Annual Financial Statement as at 31/12/2022 be used as follows:

Distribution a dividend in the amount of EUR 0.21 on the 17,239,256 shares with a right to a dividend on no-par value bearer shares, $\frac{1}{2}$

consequently, a total of EUR 3.620.243,76

Transfer to retained earnings EUR 0.00

Balance to be carried forward (profit carried forward) EUR 49,067,483.24

The total dividend is payable on 22/05/2023, subject to a resolution of the proposal.

The number of no-par value bearer shares entitled to dividends takes into account that Nexus AG holds 35,439 shares of its own no-par value shares of Nexus AG, which are denominated in the holder. The share of the net profit attributable to this is included in the profit to be carried forward to new account.

Resolution concerning the discharge of members of the Executive Board

The Executive Board and Supervisory Board propose to grant discharge to the members of the Executive Board in office in the 2022 fiscal year for this period.

4. Resolution concerning the discharge of members of the Supervisory Board

The Executive Board and Supervisory Board propose to grant discharge to the members of the Supervisory Board in office in the 2022 fiscal year for this period.

Election of the auditor and the group auditor for the fiscal year 2023

The Supervisory Board proposes to elect Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, as auditor and consolidated auditor for the fiscal year 2023.

The election proposal is based on the recommendation of the Audit Committee. The Audit Committee has stated that its recommendation is free from undue influence by third parties and that it has not been subject to a clause restricting its choice within the meaning of Article 16 (6) of the EU Statutory Auditors Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014).

Resolution on the approval of the Remuneration Report of the Executive Board and Supervisory Board

The Supervisory Board and the Executive Board shall submit the documents set out below under II., under "Documents on agenda item 6", to the Annual Meeting the Remuneration Report of the Group, prepared in accordance with Section162 of the German Stock Corporation Act (Aktiengesetz) for the 2022 fiscal year and audited by the auditor Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, in accordance with Section 162 (3) of the German Stock Corporation Act (Aktiengesetz) and provided with the audit certificate dated 2 March 2023, as set out in the following statement:

The Group's Remuneration Report for the 2022 fiscal year, prepared and audited in accordance with Section 162 of the German Stock Corporation Act (Aktiengesetz), is hereby approved.

7. New election of the members of the Supervisory Board

The term of office of the currently appointed members of the Supervisory Board expires at the end of the Annual Meeting on 16/05/2022. Pursuant to Subsection 96 (1) Case 6, Section 101 (1) of the German Stock Corporation Act (AktG) in conjunction with Clause 8 (1) of the Articles of Association, the Supervisory Board of the Company is composed of six members to be elected by the shareholders at the Annual Meeting. The Annual Meeting is not bound by the proposed nominations for election.

The term of office of the new Supervisory Board members and substitute members to be elected ends – as far as Dr. Hans-Joachim König is concerned – with the Annual Meeting, which decides on the discharge for the financial year 2025. It ends as far as it concerns the other Supervisory Board members to be appointed with the Annual Meeting, which decides on the discharge for the fiscal year 2026.

The election proposals of the Supervisory Board are based on the recommendations of the Nomination Committee and taking into account the objectives for the composition of the Supervisory Board as well as the competence profiles intended for the Supervisory Board and taking into account diversity. The Supervisory Board has obtained assurance from all candidates that they will be able to spend the expected amount of time. Information on the candidates can also be found at the offices of Nexus AG, Irmastr. 1, 78166 Donaueschingen, for inspection by the shareholders and can be accessed via the company's website at https://www.nexus-ag.de/hv. The CVs of the proposed candidates can be found below under "II. Supplementary documents to agenda items 7'.

It is intended accordance to the recommendation pursuant to C.15 of the German Corporate Governance Code to have the Annual Meeting decide on the new election to the Supervisory Board by means of an individual vote.

Please note the following: If he is elected to the Supervisory Board, Dr. Hans Joachim König will be proposed for the Supervisory Board chairmanship.

7.1 Resolutions on the election of the Supervisory Board; nomination of Dr. Hans-Joachim König

The Supervisory Board proposes to elect Dr. Hans-Joachim König, a lawyer residing in Singen, as a member of the Supervisory Board for the period until the end of the Annual Meeting, which decides on the discharge for the fiscal year 2025.

There are no significant personal or business relationships between Dr. Hans-Joachim König and Nexus AG or its group companies, the boards of Nexus AG or a shareholder who is a significant shareholder in the company within the meaning of Section C.13 of the German Corporate Governance Code; although Dr. König is a partner of the law firm Schrade & Partner Rechtsanwälte PartmbB, which currently provides legal representation and consulting services for the company and its affiliated companies in ongoing consultation; however, these services are customary and market-compliant and classified as non-essential by the Supervisory Board. Due to his professional and personal circumstances and despite being a member of the Supervisory Board of the company for more than 12 years, he is therefore to be regarded as independent of the company and the Executive Board.

The person proposed for election has the following mandates pursuant to Section 125 (1) sentence 5 of the German Stock Corporation Law (AktG) in statutory supervisory boards or in comparable domestic and foreign control bodies of commercial enterprises,

in which a supervisory board is to be formed according to law:

- + Chairman of the Supervisory Board of Nexus AG, Donaueschingen
- + Chairman of the Supervisory Board of Volksbank Schwarzwald-Donau-Neckar
- + e. G., Tuttlingen
- + Chairman of the Supervisory Board of Maico Holding GmbH, Villingen-Schwenningen

Membership in comparable German and international boards of commercial enterprises

- + Member of the Advisory Board of MS-Schramberg Holding GmbH, Schrambera
- + Member of the Board of Trustees of BioThera Roland Mertelsmann Foundation of Private Law

7.2 Resolutions on the election of the Supervisory Board; nomination of Florian Herger

The Supervisory Board proposes to elect Mr. Florian Herger, Senior Investment Manager, residing in Frankfurt/Main, as a member of the Supervisory Board for the period until the end of the Annual Meeting, which decides on the discharge for the fiscal year 2026.

Mr. Florian Herger is qualified as a financial expert within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG) both in the area of accounting and in the area of auditing.

There are no significant personal or business relationships between Mr. Florian Herger and Nexus AG or its group companies, the organs of Nexus AG or a shareholder who is a significant shareholder in the company within the meaning of Section C.13 of the German Corporate Governance Code. The person proposed for election has the following mandates pursuant to Section 125 (1) sentence 5 of the German Stock Corporation Law (AktG) in statutory supervisory boards or in comparable domestic and foreign control bodies of commercial enterprises,

in which a supervisory board is to be formed according to law:

+ Member of the Supervisory Board of Nexus AG, Donaueschingen

Membership in comparable German and international boards of commercial enterprises

+ none

7.3 Resolutions on the election of the Supervisory Board; nomination of Dr. Dietmar Kubis

The Supervisory Board proposes to elect Dr. Dietmar Kubis, a lawyer residing in Jena, as a member of the Supervisory Board for the period until the end of the Annual Meeting, which decides on the discharge for the fiscal year 2026.

There are no significant personal or business relationships between Dr. Dietmar Kubis and Nexus AG or its group companies, the organs of Nexus AG or a shareholder who is a significant shareholder in the company within the meaning of Section C.13 of the German Corporate Governance Code.

The person proposed for election has the following mandates pursuant to Section 125 (1) sentence 5 of the German Stock Corporation Law (AktG) in statutory supervisory boards or in comparable domestic and foreign control bodies of commercial enterprises,

in which a supervisory board is to be formed according to law:

- + Member of the Supervisory Board of Nexus AG, Donaueschingen
- Member of the Supervisory Board of GUB Investment Trust GmbH & Co. KGaA. Schwäbisch Hall

Membership in comparable German and international boards of commercial enterprises

+ none

7.4 Resolutions on the election of the Supervisory Board; nomination of Prof. Dr. Felicia Rosenthal

The Supervisory Board proposes to elect Prof. Dr. Felicia Rosenthal, Managing Director residing in Freiburg im Breisgau, as a member of the Supervisory Board for the period until the end of the Annual Meeting, which decides on the discharge for the fiscal year 2026.

There are no significant personal or business relationships between Prof. Dr. Felicia Rosenthal and Nexus AG or its group companies, the organs of Nexus AG or a shareholder who is a significant shareholder in the company within the meaning of Section C.13 of the German Corporate Governance Code.

The person proposed for election has the following mandates pursuant to Section 125 (1) sentence 5 of the German Stock Corporation Law (AktG) in statutory supervisory boards or in comparable domestic and foreign control bodies of commercial enterprises,

in which a supervisory board is to be formed according to law:

+ Member of the Supervisory Board of Nexus AG, Donaueschingen

Membership in comparable German and international boards of commercial enterprises

 Member of the Advisory Board of S-F-X Holding GmbH, Holding of Sutter Medizintechnik, Freiburg im Breisgau

7.5 Resolutions on the election of the Supervisory Board; nomination of Jürgen Rottler

The Supervisory Board proposes to elect Mr. Jürgen Rottler, Founder & President, residing in Gaienhofen, as a member of the Supervisory Board for the period until the end of the Annual Meeting, which decides on the discharge for the fiscal year 2026.

There are no significant personal or business relationships between Mr. Jürgen Rottler and Nexus AG or its group companies, the organs of Nexus AG or a shareholder who is a significant shareholder in the company within the meaning of Section C.13 of the German Corporate Governance Code.

The person proposed for election has the following mandates pursuant to Section 125 (1) sentence 5 of the German Stock Corporation Law (AktG) in statutory supervisory boards or in comparable domestic and foreign control bodies of commercial enterprises,

in which a supervisory board is to be formed according to law:

+ Member of the Supervisory Board of Nexus AG, Donaueschingen

Membership in comparable German and international boards of commercial enterprises

- Member of the Supervisory Board of Canine Companions for Independence, Santa Rosa (USA)
- Chairman of the Board of Directors of Swiss IT Security Group AG, Wettingen (Switzerland)
- + Chairman of the Advisory Board of iTernity GmbH, Freiburg im Breisgau

7.6 Resolutions on the election of the Supervisory Board; nomination of Mr. Rolf Wöhrle

The Supervisory Board proposes to elect Mr. Rolf Wöhrle, Chief Financial Officer, residing in Bad Dürrheim, as a member of the Supervisory Board for the period until the end of the Annual Meeting, which decides on the discharge for the fiscal year 2026.

Mr. Rolf Wöhrle is qualified as a financial expert within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG) in the area of accounting as well as in the area of auditing. There are no significant personal or business relationships between Mr. Rolf Wöhrle and Nexus AG or its group companies, the organs of Nexus AG or a shareholder who is a significant shareholder in the company within the meaning of Section C.13 of the German Corporate Governance Code.

The person proposed for election has the following mandates pursuant to Section 125 (1) sentence 5 of the German Stock Corporation Law (AktG) in statutory supervisory boards or in comparable domestic and foreign control bodies of commercial enterprises,

in which a supervisory board is to be formed according to law:

+ none

Membership in comparable German and international boards of commercial enterprises

+ none

 Resolution on the authorization to acquire treasury shares and to use them, also to the exclusion of subscription rights, including the authorization to redeem acquired treasury shares and the cancellation of the existing authorization

The Executive Board and Supervisory Board propose to take the following resolution:

8.1

Upon conclusion of this Annual Meeting, the Company is authorized to purchase treasury stocks up to a total amount of 10% of the capital available upon convocation of the Annual Meeting, namely to purchase 1,727,469 no-par value shares with a respective nominal value of EUR 1.00. More than 10% of the capital stock may not be allotted of these shares purchased at any time after the empowerment, which are owned by the company or which are to be attributed to it according to subsection 71 a ff. of the German Stock Corporation Law (AktG). The company may not use this empowerment for the purpose of trading with its own stocks.

8.2

The company can use this empowerment completely or in partial amounts once or several times, but this can also be done for the account by third parties. This empowerment is valid until 30/04/2028.

8.3

The purchase is made according to the choice of the Executive Board (a) via the securities market or (b) via a public purchase offer directed to all stockholders.

- a) If stocks are purchased directly via the securities market, the paid equivalent value per share (excluding incidental purchase costs) may not exceed the average price of the closing rates in XETRA trade (or a comparable follow-up system) at the Frankfurt/Main Securities Market for the stocks of the company during the last five stock market days before purchase of the stocks by more than 10% nor may they be more than 10% below these prices.
- b) If stocks are purchased directly via a public purchase offer (or public call to submit an offer) to all stockholders, the offered purchase price or the limit values of the offered purchase price rate per share (excluding incidental purchase costs) may not exceed the average price of the closing rates in XETRA trade (or a comparable follow-up system) at the Frankfurt/Main Securities Market for the stocks of the company during the last five stock market days before publication of the purchase offer by more than 10% nor may they be more than 10% below these prices. If the offer is oversubscribed, acceptance must be based on quotas. Provision may be made for preferential acceptance of a low number of up to 100 shares offered per shareholder.

8.4

- a) The Executive Board is empowered to call in its own stocks purchased based on the granted empowerment with approval of the Supervisory Board and without a further resolution of the Annual Meeting. The withdrawal leads to a capital reduction. By way of derogation from this, the Executive Board may stipulate that the share capital is not reduced, but that the proportion of the remaining shares in the share capital increases in accordance with Section 8 (3) of the German Stock Corporation Act (AktG). In this case, the Executive Board is authorized to adjust the number of shares in the Articles of Association of the Company.
- The treasury shares acquired on the basis of the authorization granted above may also be sold in another way with the consent of the Supervisory Board, provided that the shares are sold against cash payment and at a price that does not significantly fall below the stock exchange price of shares of the company of the same class and terms of issue at the time of the sale. The combined pro rata amount of the share capital attributable to the number of shares sold under this authorization, together with the pro rata amount of the share capital of new shares that have been issued since the resolution on this authorization under exclusion of subscription rights in direct or corresponding application of Section 186 (3) sentence 4 AktG, may not exceed a total of 10% of the share capital existing at the time of the effective date of this authorization or – if this value is lower – at the time of the exercise of this authorization. The price at which shares of the Company are sold to third parties pursuant to the above authorization may not be more than 5% (excluding ancillary acquisition costs) lower than the average of the closing prices in XETRA trading (or in a comparable successor system) on the Frankfurt/Main Stock Exchange for the shares of the Company during the last five trading days prior to the agreement with the third party.

- The shares acquired on the basis of the authorization granted above can be issued to employees and pensioners of the company as well as to employees and pensioners of the companies affiliated with it within the meaning of Section 15 ff. AktG. They can also be used for issuing to selected employees in management and/or key positions of the company as well as to members of the Executive Board, management and to selected employees in management and/or key positions of the companies affiliated with it within the meaning of Section 15 ff. AktG.
- d) The Executive 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, parts of company or participating shares in companies.
- e) The Supervisory Board is authorized to use shares acquired by the Company, insofar as these shares do not have to be used for a specific other purpose, in compliance with the requirement of the appropriateness of remuneration (Section 87 (1) AktG) as follows:

The acquired shares may be transferred to members of the company's Executive Board as remuneration or remuneration component in the form of a share bonus. The transfer shall be based on the current stock market price for each share on the basis of a timely average assessment to be determined by the Supervisory Board. They can also be promised to the members of the company's Executive Board as remuneration in the form of a share bonus; in this case, the above provisions apply accordingly. The date of the commitment replaces the date of the transfer of the shares. Further details are determined by the Supervisory Board.

The subscription right of shareholders to own shares shall be excluded in the event of the use of own shares in accordance with the authorizations provided for in this Clause 8.4. The above authorizations under this Clause 8.4 may be used once or several times, in whole or in part, individually or jointly. They also cover the use of shares of the company that have been repurchased on the basis of previous authorizations to repurchase own shares and those that are acquired on the basis of Section 71d p. 5 AktG or (i) by a company dependent on the company or in its majority ownership or (ii) by third parties for the account of a company dependent on the company or in its majority ownership.

8.5

Pursuant to Sections 71 (1) no. 8 sentence 5, 186 (4) sentence 2 AktG, the Executive Board has issued a written report on the reason for the exclusion of the subscription right within the scope of the authorization to acquire treasury shares pursuant to Item 8 of the agenda. The report will be held at the premises of Nexus AG, Irmastr, from the date of the convening of the Annual Meeting. 1, 78166 Donaueschingen, for inspection by the shareholders and can be accessed via the company's website at https://www.nexus-ag.de/hv. Upon request, a copy of the aforementioned documents shall be issued to each shareholder without undue delay and free of charge. The content of this report is made public as follows:

"The authorization to acquire treasury shares is permissible pursuant to Section 71 (1) No. 8 AktG, since the sum of the shares that can be repurchased does not exceed 10% of the share capital and the duration of the authorization is within the statutory maximum limit of five years. For the Company, the possibility of offering treasury shares acquired on the basis of the authorization to third parties, to the exclusion of shareholders' subscription rights, is an appropriate, necessary and appropriate means of being able to carry out company mergers or the acquisition of companies, parts of companies or participations in com-

panies if the sellers of companies or shares in them have an appropriate interest in doing so. This form of consideration is often required in such transactions and offers the company the opportunity to carry out business mergers as well as business or equity acquisitions flexibly to improve its competitive position and to strengthen its profitability without or with reduced liquidity outflows, in particular without the consultation of the Annual Meeting, which is often not possible due to time restrictions. The use of own shares for acquisitions also has the advantage for the existing shareholders that their voting rights are not diluted compared to the situation prior to the acquisition of own shares by the company. In determining the valuation ratio, the Executive Board will ensure that the interests of shareholders are adequately safeguarded. As a rule, the Executive Board will base its assessment of the value of the shares given in consideration on the stock market price of the company's shares. However, there is no provision for a schematic link to a stock exchange price, in particular in order not to call into question the results of negotiations once they have been achieved by fluctuations in the stock exchange price. The possibility of selling treasury shares acquired based on the authorization to third parties in return for cash payment to the exclusion of the shareholders' subscription right is already permissible in accordance with Section 71 (1) no. 8 p. 5 in conjunction with Section 186 (3) p. 4 AktG, since the combined pro rata amount of the share capital attributable to the number of shares sold under this authorization together with the pro rata amount of the share capital of new shares that have been issued since the resolution on this authorization under exclusion of subscription rights in direct or corresponding application of Section 186 (3) p. 4 AktG does not exceed 10% of the share capital existing at the time of the effective date of this authorization or - if this value is lower – at the time of the exercise of this authorization, and the price of the sale of the shares may not significantly fall below the stock exchange price of the shares of the same class and terms of issue already listed on the stock exchange at the time of the sale. The limitation of the number of shares to be sold and the obligation to determine the selling price of the new shares close to the market price provides shareholders with adequate protection against dilution of their shares. The Executive Board will set a possible discount from the stock exchange price as low as possible according to the prevailing market conditions at the time of placement. The proposal of the Executive Board and Supervisory Board also to allow sale of own shares to employees and pensioners of the Company as well as to employees in management and key positions of the Company and for members of the Supervisory Board, the Executive Board and selected employees in management and key positions of the companies affiliated with the Company within the meaning of Subsection 15 ff. AktG enables the use based on the empowerment pursuant to agenda item 8 within the context of employee share programs. The use of existing shares instead of the creation of new shares through the use of authorized capital is normally less complex and more cost-effective for the Company, especially in the case of smaller quantities. The use of own shares also avoids the dilution effect that would otherwise occur. Issuing to the persons listed in agenda item 8 promotes a lived sustainable stock culture and supports the long-term attachment of this group of persons to the company and identification with the company. In the measurement of the purchase price to be paid, a customary and appropriate concession can be granted in line with the success of the company. Section 87 of the German Stock Corporation Act (AktG) provides that the variable remuneration components of the members of the Executive Board shall also include components on a multi-year basis. It is a recognized and common practice that stock-related components are also considered in this respect. The provision in Clause 8.4 above gives the Supervisory Board the opportunity to make bonus payments in shares. Since the authorization may only be exercised in compliance with the requirement of the adequacy of the remuneration in accordance with Section 87

(1) AktG and the shares are only to be allocated and transferred at the current stock exchange price, it is ensured that the subscription rights of the shareholders are not disproportionate and are only excluded in the interest of the company. The members of the Executive Board, who receive shares as remuneration on the basis of this authorization, have an additional interest in working toward the increase in the value of the company. This applies in particular if the shares are not transferred as a remuneration component immediately with a remuneration agreement, but are initially only promised – if necessary under conditions. The members of the Executive Board thus participate in any negative and positive developments within the context of their remuneration. The Supervisory Board determines the further details within the scope of its legal competences. In particular, it decides whether, when and to what extent it makes use of the authorization. Due to the statutory allocation of competences, the Supervisory Board itself, as the representative body of the Company, cannot acquire shares of the Company for the purposes of Executive Board remuneration, or call on the Executive Board to make such an acquisition."

 Adoption of resolutions concerning the cancellation of the existing and the creation of a new authorization of the Executive Board to increase the share capital – possibly to the exclusion of the statutory subscription rights of shareholders – by a corresponding amendment of Clause 4 (4) of the Articles of Association (Authorized Capital I 2023)

The Executive Board and Supervisory Board propose to take the following resolution amending the Articles of Association:

9.1

The authorization granted at the Annual Meeting of 27/04/2021 to increase the company's share capital by up to a total of EUR 3,100,000.00 once or several times by issuing new bearer shares (no par value shares) to the holder against cash and/or non-cash contribution (Authorized Capital 2016); which by partial utilization still amounts to EUR 1,577,536.00; If it is not used at the time of this resolution, it is revoked with effect from the date of the registration of the new authorized capital subsequently determined in the commercial register and a new authorization to increase the share capital is created by revising paragraph 4 of Clause 4 of the Articles of Association of the Company as follows:

- (4) The Executive Board is empowered to increase the capital stock of the company in the period until 30/04/2028 with approval of the Supervisory Board one time or several times up to a total of EUR 1,727,469.00 via issue of new no-par bearer stocks (individual share certificates) against cash and/or capital subscribed in kind (Authorized Capital I 2023). The new shares can also be issued to employees of the company or an affiliated company as well as to members of the Supervisory Board of the Company. The Executive Board shall decide on the terms and conditions of the issue of shares with the approval of the Supervisory Board; in the case of the issue of shares to the Executive Board, the Supervisory Board alone shall decide on the terms and conditions of the issue of shares. 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 fractional amounts
- For issue of new stocks to employees of the company or an affiliated company as well as to members of the Supervisory Board of the Company

- For issue of new stocks against capital subscribed in kind for purchase of companies, company parts or shares in companies
- 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 Subsections 203 (1) and (2), 186 (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 17,274,695.00) 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 (3) sentence 4 of the German Stock Corporation Law (AktG) This applies as well to 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 (3) sentence 4 of the German Stock Corporation Law (AktG)."

9.2

The Supervisory Board is authorized to amend Clause 4 of the Articles of Association of the Company in accordance with the respective use of the Authorized Capital I 2023 or after the expiry of the authorization period.

Pursuant to Sections 203 (1) and (2), Section 186 (4) sentence 2 AktG, the Executive Board has drawn up a written report on item 9 of the agenda. The report is available for inspection by shareholders from the time the Annual Meeting is convened on the premises of Nexus AG, Irmastr. 1, 78166 Donaueschingen, and are made available on the Group's website at https://www.nexus-ag.de/hv. Upon request, a copy of the aforementioned documents shall be issued to each shareholder without undue delay and free of charge.

The content of this report will be published as set out under II., "Documents on agenda items 9 and 10" below.

 Resolution on the creation of a new authorization to issue no-par value shares against cash contributions and the creation of another Authorized Capital II 2023 and corresponding amendments to the Articles of Association

In addition to the Authorized Capital I 2023 to be decided on agenda Item 9, the Executive Board and the Supervisory Board propose the creation of another Authorized Capital II amounting to 20% of the current share capital to increase the Company's flexibility in implementing equity measures. The Executive Board and Supervisory Board therefore propose to take the following resolution:

10.1

The Executive Board is empowered to increase the capital stock of the company in the period until 30/04/2028 with approval of the Supervisory Board one time or several times up to a total of EUR 3,454,900.00 via issue of new no-par bearer stocks against cash ("Authorized Capital II 2023).

Shareholders shall have a basic subscription right. Pursuant to Section 186 (5) of the German Stock Corporation Act (AktG), the new shares may also be taken over by a credit institution or a company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the Law on Banking with the obligation to offer them to shareholders for subscription ("indirect subscription right"). The Executive Board is also authorized, with the consent of the Supervisory Board, to exclude the statutory subscription rights of the shareholders only for fractional amounts once or several times.

The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details of the implementation of capital increases from this Authorized Capital II 2023, including the further content of the respective share rights and the conditions of the share issue. The Supervisory Board is authorized to amend the version of Clause 4 (5) of the Articles of Association after the increase in the share capital has been carried out in full or in part in accordance with the respective use of Authorized Capital II 2023 and, if Authorized Capital II 2023 has not been used or not been fully used by the end of 30/04/2028, after the authorization expires.

10.2

The following text is inserted in Clause 4 (5) of the Articles of Association, with the word "omitted" being deleted, and Clause 4 (5) of the Articles of Association is amended as follows:

The Executive Board is empowered to increase the capital stock of the company in the period until 30/04/2028 with approval of the Supervisory Board one time or several times up to a total of EUR 3,454,900.00 via issue of new no-par bearer stocks against cash ("Authorized Capital Il 2023). Shareholders shall have a basic subscription right. Pursuant to Section 186 (5) of the German Stock Corporation Act (AktG), the new shares may also be taken over by a credit institution or a company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the Law on Banking with the obligation to offer them to shareholders for subscription ("indirect subscription right"). The Executive Board is also authorized, with the consent of the Supervisory Board, to exclude the statutory subscription rights of the shareholders only for fractional amounts once or several times. The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details of the implementation of capital increases from this Authorized Capital II 2023, including the further content of the respective share rights and the conditions of the share issue."

10.3

The Supervisory Board is authorized to amend the version of Clause 4 (5) of the Articles of Association after the increase in the share capital has been carried out in full or in part in accordance with the respective use of Authorized Capital II 2023 and, if Authorized Capital II 2023 has not been used or not been fully used by the end of 30/04/2028, after the authorization expires.

Pursuant to Sections 203 (1) and (2), Section 186 (4) sentence 2 AktG, the Executive Board has drawn up a written report on item 10 of the agenda. The report will be held at the premises of Nexus AG, Irmastr, from the date of the convening of the Annual Meeting. 1, 78166 Donaueschingen, for inspection by the shareholders and can be accessed via the company's website at https://www.nexus-ag.de/hv. Upon request, a copy of the aforementioned documents shall be issued to each shareholder without undue delay and free of charge.

The content of this report will be published as set out under II., "Documents on agenda items 9 and 10" below.

02 _ Documents relating to agenda items 6, 7, 9 and 10 of the Annual Meeting

Documents relating to agenda item 6: Remuneration Report of Nexus AG for the 2022 fiscal year pursuant to Section 162 AktG, including audit certificate

Preliminary Remark

This remuneration report explains the remuneration of the members of the Executive Board and the members of the Supervisory Board of Nexus AG. This remuneration report is a report in accordance with Section 162 of the German Stock Corporation Act (AktG) as amended by the Act on the Implementation of the Second Shareholders' Directive (ARUG II). Furthermore, the recommendations of the German Corporate Governance Code (DCGK) and the provisions of the German Commercial Code (HGB) are followed.

With regard to the members of the Executive Board, the following remuneration report is based on the remuneration concept approved by the Supervisory Board of Nexus AG at the proposal of the Human Resources Committee in its meeting on 1 October 2020 in accordance with Section 87a AktG in connection with the respective resolution of the Supervisory Board of 1 October 2020 concerning the employment agreements with the members of the Executive Board Dr. Behrendt (Chairman), Heilig and Kuner for the period from 1 January 2021 to 31 December 2023.

Accordingly, the remuneration report for the members of the Supervisory Board is also based on the remuneration concept approved by the Supervisory Board in its meeting on 1 October 2020 in accordance with Section 87a AktG.

This remuneration concept was confirmed at the Annual Meeting of Nexus AG on 27/04/2021, as far as it concerns the members of the Executive Board, under agenda item 6 with a majority of 81.72% of the capital represented and, as far as it concerns the members of the Supervisory Board, under agenda item 7 with a majority approved by 95.855% of the capital represented.

The remuneration report of the previous year (2021) was approved by the represented capital at the Annual Meeting of Nexus AG on 29/04/2022 under agenda item 5. Therefore, there was no reason to change the remuneration concept, its implementation or the way in which it was reported.

Insofar as it is necessary for understanding the remuneration report, the remuneration system is discussed below. In addition, the description of the entire remuneration system is available on the website of Nexus AG.

Below, under A., the principles of the remuneration system and its components as well as the target setting and achievement of variable components for the 2022 fiscal year are explained first for the members of the Executive Board. The total Executive Board remuneration for 2022 is then presented individually. Finally, the remuneration of the Executive Board is compared with the development of the earnings situation of Nexus AG and the development of the average income of the employees of Nexus AG.

Under B., the principles of the remuneration system for the members of the Supervisory Board and the remuneration specifically incurred for the 2022 fiscal year are presented.

A. Remuneration of Executive Board Members

1. Basic Features of the Remuneration System

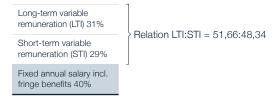
Remuneration of the Executive Board is composed of fixed and variable components. Fixed components include fixed annual salary, ancillary benefits and – insofar as granted – company pension provisions. Variable components are Short Term Incentives ("STI") and Long-Term Incentives ("LTI").

Fixed compon	ents	Variable components	
Fixed annual	Company pension plan	Short-term variable remuneration (STI)	Long-term variable compensation (LTI)
salary	Fringe benefits, services, D&O insurance	EBITDA margin and ESG targets	Market capitalization and ESG targets
Function and r	responsibility	Incentivizing contribution of the business strategy performance criteria	

In relation to full target achievement in relation to the variable remuneration components, the fixed remuneration components are in a ratio of 40% fixed remuneration and 60% variable remuneration, at full achievement of the LTI and STI targets in a ratio of 51.66% to 48.34%.

2. Remuneration Components and Remuneration Targets 2022

2.1. Fixed Remuneration Components



The fixed annual salary is cash remuneration that remains the same throughout the year. It is paid in twelve equal monthly instalments and, if necessary, a one-time payment as a fixed salary.

Insofar as management board members have received pension commitments based on employment contracts concluded before the establishment of this remuneration system, these will also be continued in the new employment contracts of the relevant Executive Board members from 01 January 2021. Pension commitments within the meaning of an occupational pension scheme are not granted for newly joining members of the Executive Board. Instead, it is expected that the measures of the pension scheme are taken individually by an Executive Board member himself or herself.

As an ancillary benefit of Nexus AG, a company vehicle is available to each member of the Executive Board, also for private use. In addition, there is D&O insurance with a deductible in accordance with the provisions of the German Stock Corporation Act in the amount of 10% of the damage up to at least one-and-a-half times the fixed annual salary. The members of the Executive Board are also included in the Group accident insurance policy. In the event of a new hire, further ancillary benefits may be agreed individually.

2.2 Short-Term Variable Remuneration (STI)

STI is a performance-based, variable remuneration component with a one-year assessment period. Within the framework of this short-term variable remuneration component, the annual contribution to sustainable corporate development and the operational implementation of the corporate strategy is to be remunerated. The basis for measuring the STI is the achievement of the Group EBITDA target set by the Supervisory Board as part of the planning for the fiscal year in question on the one hand. If this is achieved, the Executive Board member concerned receives 80% of the STI target remuneration that is specified for the individual Executive Board member in the employment contract.

If the Group's target EBITDA is exceeded, the corresponding STI EBITDA target remuneration increases linearly as a percentage; if the Group's target EBITDA is not achieved, the STI EBITDA target remuneration is reduced on a linear percentage basis. The maximum amount is reached if the amount is exceeded by 150%, and the STI EBITDA bonus is waived if the amount is more than 50% lower.

The remaining 20% of the STI target remuneration is calculated according to the non-financial performance criteria (nfL) defined by the Supervisory Board. If the corresponding goals are achieved, the Executive Board member concerned receives 20% of the STI target remuneration (target remuneration STI-nfL) that is specified for the individual Executive Board member in the employment contract.

If the defined performance criteria are exceeded, the STI-nfL remuneration may increase to 150% of the target remuneration STI-nfL or, if the defined performance criteria are not met, reduce by 50% to 50% of the target remuneration STI-nfL, whereby if the defined performance criteria are fallen short of, the STI-nfL remuneration is completely eliminated.

The target EBITDA was set at EUR 35 million for the 2022 fiscal year. The assessment of the nfL performance criterion for the 2022 financial year is based on the classification shown in the separate, non-financial group report of the NEXUS Group in relation to the GAIA benchmark (GAIA Rating for Environmental and Social Governance – ESG). If the rating of the Nexus Group corresponds to the GAIA benchmark, 100% of the target remuneration STI-nfL is achieved. If there is a corresponding upward or downward deviation from the benchmark, a linear adjustment is made as shown above.

2.3 Long-Term Variable Remuneration (LTI)

LTI is a performance-based, variable remuneration component in the interest of long-term company development. A performance period of three years is used for the assessment of the LTI, which currently corresponds to the term of all Executive Board service contracts. The consistency of the Executive Board's dealings with the strategic – including non-financial – objectives of the company is ensured by the LTI. The basis for measuring the LTI is, on the one hand, the achievement of the capital market target set by the Supervisory Board and agreed in the employment contract with the respective Management Board member. If this is achieved, the Executive Board member concerned receives 80% of the LTI target remuneration that is specified for the individual Executive Board member in the employment contract.

If the capital market target is exceeded, the corresponding LTI capital market target remuneration is increased linearly in percentage terms; if the capital market target is not reached, the LTI capital market remuneration is reduced linearly in percentage terms, whereby the LTI capital market remuneration shall cease to apply from the moment a defined capital increase amount is exceeded, while at the same time the maximum amount of the LTI capital market remuneration is reached if a defined market capitalization increase amount is exceeded.

A performance period of three years is set for the assessment. Corresponding Xetra average closing prices of the Nexus AG shares are determined as shown below.

The remaining 20% of the LTI target remuneration is calculated according to the non-financial performance criteria (nfL) defined by the Supervisory Board for the corresponding performance period. If the corresponding goals are achieved, the Executive Board member receives 20% of the LTI target remuneration (target remuneration LTI-nfL) that is specified for the affected Executive Board member in the employment contract.

If the defined performance criteria are exceeded, the LTI-nfL remuneration may increase to 150% of the target remuneration LTI-nfL or, if the defined performance criteria are not met, reduce by 50% to 50% of the target remuneration LTI-nfL, whereby if the defined performance criteria are fallen short of, the LTI-nfL remuneration is completely eliminated.

The 2022 fiscal year is part of the currently relevant performance period, which, in accordance with the term of the current Executive Board service contracts, covers the period from 1 January 2021 to 31 December 2023.

The LTI capital market remuneration is based on the average Xetra closing price of Nexus shares for the months of January to December 2020, compared to the Xetra closing price of Nexus shares in November/December 2023, multiplied by the respective number of shares. If capital increases are carried out during the performance period, the market capitalization is calculated based on the number of shares on 31/12/2020.

For each EUR 1 million increase in market capitalization in the period from the beginning to the end of the performance period, there is a defined amount of LTI capital market remuneration for each Executive Board member, with the LTI capital market remuneration not being paid if the market capitalization increases by less than EUR 10 million, while the LTI target capital market remuneration is reached if the market capitalization increases by EUR 130 million in the period from the beginning to the end of the performance period. The maximum remuneration results from an increase in market capitalization by EUR 190 million; there is no additional LTI capital market remuneration for increases in market capitalization that go beyond this.

For the assessment of the LTI-nfL remuneration, the rating of the NEXUS Group is in turn compared to the GAIA benchmark (GAIA Rating on Environmental and Social Governance – ESG) (the GAIA rating of the current year refers to the previous year's figures). This is based on the performance period described above. If the GAIA rating of the Nexus Group on average for the 2021, 2022, and 2023 fiscal years, expressed in points, achieves the GAIA average benchmark for the same period, also expressed in points, this results in the LTI-nfL target remuneration for the Executive Board members. This is increased on a linear percentage basis up to a maximum of 150% of the LTI-nfL target remuneration if it is exceeded or reduced down to 50% of the LTI-nfL target remuneration if the target remuneration is fallen short of and does not apply if the target remuneration is undershot by more than that.

3. Payout Modalities

The fixed annual salary is generally paid in twelve monthly installments at the end of each calendar month. The other fixed components of this remuneration (ancillary benefits, insurance, etc.) are paid as they arise.

The STI remuneration (both STI EBITDA remuneration and STI-nfL remuneration) is due for payment in full for each fiscal year within two weeks of the adoption of the annual financial statement and approval of the consolidated

financial statement of Nexus AG for the fiscal year in question. The LTI remuneration (both the LTI capital market remuneration and the LTI-nfL remuneration) is due for payment in full within two weeks of the adoption of the annual financial statements and approval of the consolidated financial statements of Nexus AG for the last fiscal year of the performance period. The respective Executive Board member and Nexus AG may agree on advance payments, which are made within two weeks of the approval of the annual financial statements and the approval of the consolidated financial statements of Nexus AG for a fiscal year within the performance period subject to payment which, if necessary, is to be repaid by the Executive Board within the scope of the final statement.

4. Contract Termination

The term of the contracts currently in place with the members of the Management Board is three years (1January 2021 to 31 December 2023). Upon termination of the term of office before the expiry of the employment contract of a member of the Executive Board, the member of the Executive Board shall receive the contractually provided services until the originally planned termination of the employment contract; this also applies in the event of an amicable early termination of the employment contract. The above does not apply in the event of termination of the appointment of the Executive Board and termination of the service contract for good cause by Nexus AG. In this case, the Executive Board member only receives the benefits of the company until the end of the employment contract for good cause.

The Executive Board member does not receive a separate severance payment in any case. Special termination rights for the members of the Executive Board in the event of a change of control at Nexus AG within the meaning of the German Securities Acquisition and Takeover Act have not been agreed.

5. Malus and Clawback Regulation

The following is agreed in the service contracts with the members of the Executive Board:

"In the event of gross misconduct, the Supervisory Board has the option of withholding the short-term (STI) and long-term (LTI) variable remuneration (Malus) or - if already paid out - also reclaiming it within six months of payment (Clawback). In the event of breaches of essential due diligence or other essential contractual obligations that represent an important reason within the meaning of contract law, the Supervisory Board may, at its discretion, reduce the variable remuneration that has not yet been paid in part or in full to zero (Malus). In addition, it may claim back the gross amount of a variable remuneration already paid, in part or in full, at its discretion (Clawback). In addition, the members of the Executive Board are obliged to repay a variable remuneration already paid out for fiscal years from 2021 if it turns out within six months of the payment that the audited and established consolidated financial statement underlying the calculation of the payout amount was faulty. In this case, it does not depend on the fault of the Executive Board members.

6. Agreed Targets and Maximum Remuneration

The current Executive Board service contracts provide for the following annual target remuneration and maximum remuneration for the fiscal years 2021–2023, which are shown in the following "Contractual Remunerations 2022" table. The LTI payments contained therein are not calculated for a fiscal year, but for the performance period from 01/01/2021 to 31/12/2023. For presentation purposes, an amount is used for each fiscal year that corresponds to one third of the LTI target remuneration or the maximum remuneration for the performance period.

Contractual remuneration (in KEUR)	Dr. Ingo Behrendt, Chief Executive Officer Date of joining the company: 01/03/2000			
	2022 (Target)	2022 (Min)	2022 (Max)	
Fixed remuneration	398	398	398	
Fixed remuneration (subsidiaries)	0	0	0	
Ancillary benefits	10	10	10	
Pension scheme	72	72	72	
Total	480	480	480	
STI EBITDA	278	0	418	
STI EBITDA STI nfl	278 70	0	418 104	
		-		
STI nfl	70	0	104	
STI nfl LTI capital market	70 298	0	104 446	
STI nfl LTI capital market LTI nfl	70 298 74	0 0	104 446 112	

Contractual remuneration (in KEUR)	Ralf Heilig, Chief Sales Officer Date of joining the company: 01/10/2001			
	2022 (Target)	2022 (Min)	2022 (Max)	
Fixed remuneration	201	201	201	
Fixed remuneration (subsidiaries)	0	0	35	
Ancillary benefits	9	9	9	
Pension scheme	0	0	0	
Total	210	210	245	
STI EBITDA	122	0	183	
STI EBITDA STI nfl	122 30	0	183 46	
		_		
STI nfl	30	0	46	
STI nfl LTI capital market	30 130	0	46 195	
STI nfl LTI capital market LTI nfl	30 130 33	0 0	46 195 49	

Contractual remuneration (in KEUR)	Edgar Kuner, Chief Development Officer Date of joining the company: 01/08/1989			
	2022 (Target)	2022 (Min)	2022 (Max)	
Fixed remuneration	201	201	201	
Fixed remuneration (subsidiaries)	0	0	0	
Ancillary benefits	9	9	9	
Pension scheme	0	0	0	
Total	210	210	210	
STI EBITDA	122	0	183	
STI nfl	30		46	
LTI capital market	130	0	195	
LTI nfl	33	0	49	
LTIP 2018-2020	0	0	0	
Total STI/LTI	315	0	473	
Total	525	210	683	

Table: Contractual Remuneration 2022

7. Remuneration of Executive Board Members for 2022

In the following chapters, the remuneration of the members of the Executive Board is explained in a differentiated manner according to inflow and grant. On the one hand, the amount of remuneration paid to the members of the Executive Board in the 2022 financial year is shown (see 7.1 below) and on the other hand, the amount of remuneration entitlements earned by the Executive Board members in the 2022 fiscal year is shown (see 7.2 below).

7.1. Inflow in the 2022 fiscal year

The allocation for the individual Executive Board members in the 2022 fiscal year consists of the fixed remuneration plus fringe benefits and pension (if agreed), which results for the 2022 fiscal year from the respective service contract for the period from 1 January 2021 to 31 December 2023. The November fixed remuneration rate of the CEO was not paid in 2022. This payment was made retroactively in January 2023. In addition, CSO Ralf Heilig received variable remuneration components from the service contracts valid until 31/12/2020, which only became due after the adoption of the annual financial statements and approval of the consolidated financial statements for the 2020 financial year, or were previously deferred. This results in the following inflow for the members of the Management Board:

Contractual remuneration (in KEUR)	Dr. Ingo Behrendt, Chief Executive Officer Date of joining the company: 01/03/2000			
	ACTUAL 2022	2022 (Min)	2022 (Max)	
Fixed remuneration	300	398	398	
Fixed remuneration (subsidiaries)	0	0	0	
Ancillary benefits	10	10	10	
Pension scheme	72	72	72	
Total	382	480	480	
STI EBITDA	378	0	418	
STI nfl	104	0	104	
LTI capital market	0	0	0	
LTI nfl	0	0	0	
LTIP 2018-2020	0	0	0	
			500	
Total STI/LTI	483	0	522	

Contractual remuneration (in KEUR)	Ralf Heilig, Chief Sales Officer Date of joining the company: 01/10/2001			
	ACTUAL 2022	2022 (Min)	2022 (Max)	
Fixed remuneration	201	201	201	
Fixed remuneration (subsidiaries)	35	0	35	
Ancillary benefits	9	9	9	
Pension scheme	0	0	0	
Total	245	210	245	
STI EBITDA	166	0	183	
STI nfl	46	0	46	
LTI capital market	0	0	0	
LTI nfl	0	0	0	
LTIP 2018-2020	340	0	0	
Total STI/LTI	551	0	229	

Contractual remuneration (in KEUR)	Edgar Kuner, Chief Development Officer Date of joining the company: 01/08/1989			
	ACTUAL 2022	2022 (Min)	2022 (Max)	
Fixed remuneration	201	201	201	
Fixed remuneration (subsidiaries)	0	0	0	
Ancillary benefits	9	9	9	
Pension scheme	0	0	0	
Total	210	210	210	
STI EBITDA	166	0	183	
STI nfl	46	0	46	
STI nfl LTI capital market	46	0	46	
LTI capital market	0	0	0	
LTI capital market	0	0	0	

Tabelle: Inflow 2022

Short-Term Variable Remuneration STI from 2021

The short-term variable incentive (STI) of the Executive Board members is divided into STI EBITDA and STI-nfL. The short-term variable incentive (STI EBITDA and STI-nfL) was limited to a maximum amount of KEUR 229 for CSO Ralf Heilig and CDO Edgar Kuner. In the case of the CEO Dr. Ingo Behrendt, the maximum short-term variable remuneration to be achieved was KEUR 522. The STI EBITDA was due after determination of the goal achievement and approval of the consolidated financial statements of Nexus AG. The share of STI-nfL for all Executive Board members amounts to a ratio of 20% of the target remuneration STI. Based on the classification of the Nexus Group in the GAIA rating compared to the GAIA benchmark, a target achievement of 174% for STI-nfL for the 2021 fiscal year resulted, which led to a distribution of the maximum remuneration of the bonus STI-nfL for all three Executive Board members in 2022.

Bonus 2 (LTIP 2018-2020) 2018-2020

Bonus 2 (LTIP 2018-2020) is based on the medium-term development of the (adjusted) Group EBITDA of the Nexus Group, based on a rolling average of three fiscal years (2018-2020; bonus cycle). Bonus 2 was capped at a maximum of KEUR 400 for Chief Sales Officer Ralf Heilig and Chief Development Officer Edgar Kuner and was paid in cash. Chief Executive Officer Dr. Ingo Behrendt was paid in cash for 2018 and by issuing shares in Nexus AG for 2019 and 2020, whereby the total renumeration was limited to KEUR 950. Bonus 2 is due after approval of the consolidated financial statements of Nexus AG for the last fiscal year of the bonus cycle (2020), whereby advance payments can be made after approval of the consolidated financial statements for the first and second years of the bonus cycle. Chief Executive Officer Dr. Ingo Behrendt is entitled to a total of 20,048 Nexus AG shares for the years 2019 and 2020 as part of Bonus 2. The current fair value at granting was KEUR 1,022. No inflow from this entitlement was realized in 2022, so that the entitlement of the Executive Board members recognized in 2020 still exists. The exercise price of the stock options is expected to be to EUR 1.00 and exercise is planned for 2023.

Bonus 2015-2017

The Executive Board members were entitled to a total of 160,000 shares of Nexus AG from the previous bonus cycle (2015-2017). The current fair value at granting was KEUR 788. The entitlement of the Executive Board members was deferred in 2017 to enable Nexus AG to fulfill its obligations under the current share repurchase program. As of 31 December 2020,

CEO Dr. Ingo Behrendt was entitled to 54,000 shares and Chief Sales Officer Ralf Heilig and Chief Sales Officer Edgar Kuner were entitled to 10,000 shares each. In 2021, CEO Dr. Ingo Behrendt transferred 40,000 shares from this claim and 10,000 shares to Executive Board member Edgar Kuner – which were created together as part of a capital increase. From the previous bonus cycle (2015–2017), CEO Dr. Ingo Behrendt therefore received a total of 14,000 shares of Nexus AG as of 31/12/2022, and Executive Board member Ralf Heilig received 10,000 shares of Nexus AG. The claim of Executive Board member Edgar Kuner was settled. The exercise price of the stock options is expected to be to EUR 1.00 and exercise is planned for 2023.

CEO Dr. Ingo Behrendt is entitled to a monthly payment to seven provident funds in the amount of EUR 2,827.88. In addition, there is a direct commitment from Nexus AG for a fixed monthly pension, which depends on the duration of company membership. The pension entitlement arises upon reaching or reaching the age of 60. The present value of the obligation amounts to KEUR 353 as of 31/12/2022 (previous year: KEUR 351). Staff costs were entered in the amount of KEUR 105 (previous year: KEUR 117) in the reporting period.

7.2 Remuneration Grants for the Fiscal Year 2022

The grants of the remuneration entitlements earned for the 2022 fiscal year include the fixed remuneration, the ancillary benefits and the pensions resulting from the service contracts for the period from 01/01/2021 to 31/12/2023. In addition, there are the respective STI EBITDA and STI-nfL remunerations, which were earned in the 2022 fiscal year, but will only be paid in the 2023 financial year. For the LTI capital market remuneration and the LTI nfL remuneration, it is currently assumed that the target amount will be reached at the end of the performance period, although only two-thirds of the period have been passed. However, it is stated how high the total remuneration is to be calculated for the 2022 fiscal year, assuming that the target remunerations for the LTI capital market and LTI-nfL will be achieved overall. Assuming that the respective maximum LTI target remuneration is achieved in the overall performance period from 01/01/2021 to 31/12/2023, the amount results for the annual remuneration for the 2022 fiscal year that is shown in the "Remuneration Grants in 2022" table below.

Grants (in KEUR)	Dr. Ingo Behrendt, Chief Executive Officer Date of joining the company: 01/03/2000			
	IST 2022	2022 (Ziel)	2022 (Min)	2022 (Max)
Fixed remuneration	398	398	398	398
Fixed remuneration (subsidiaries)	0	0	0	0
Ancillary benefits	10	10	10	10
Pension scheme	72	72	72	72
Total	480	480	480	480
STI EBITDA	352	278	0	418
STI EBITDA STI nfl	352 104	278 70	0	418 104
STI nfl	104	70	0	104
STI nfl LTI capital market	104 446	70 298	0	104 446
STI nfl LTI capital market LTI nfl	104 446 112	70 298 74	0 0	104 446 112

Grants (in KEUR)	Ralf Heilig, Chief Sales Officer Date of joining the company: 01/10/2001				
	IST 2022	2022 (Ziel)	2022 (Min)	2022 (Max)	
Fixed remuneration	201	201	201	201	
Fixed remuneration (subsidiaries)	35	0	0	35	
Ancillary benefits	9	9	9	9	
Pension scheme	0	0	0	0	
Total	245	210	210	245	
STI EBITDA	154	122	0	183	
OTI +fl					
STI nfl	46	30	0	46	
LTI capital market	46 195	130	0	46 195	
			0		
LTI capital market	195	130	0	195	
LTI capital market	195	130	0	195 49	

Grants (in KEUR)	ents (in KEUR) Edgar Kuner, Chief Development Officer Date of joining the company: 01/08/1989					
	IST 2022	2022 (Ziel)	2022 (Min)	2022 (Max)		
Fixed remuneration	201	201	201	201		
Fixed remuneration (subsidiaries)	0	0	0	0		
Ancillary benefits	9	9	9	9		
Pension scheme	0	0	0	0		
Total	210	210	210	210		
STI EBITDA	154	122	0	183		
STI nfl	46	30	0	46		
LTI capital market	195	130	0	195		
LTI nfl	49	33	0	49		
LTIP 2018-2020	0	0	0	0		
Total STI/LTI	444	315	-	473		

Table: Remuneration Grants in 2022

The STI EBITDA for all Executive Board members is based on the Group EBITDA result for the respective fiscal year of Nexus AG, with the bonus being capped at a maximum amount of EUR 418,000 for Chief Executive Officer Dr. Ingo Behrendt and EUR 183,000 each for Chief Sales Officer Ralf Heilig and Chief Development Officer Edgar Kuner. The STI EBITDA is due after determination of the goal achievement or approval of the consolidated financial statements of Nexus AG.

To measure the STI nfL remuneration component, Nexus AG's current GAIA Rating on Environmental and Social Governance (ESG) (see Ethi-Finance & GAIA Rating) is compared to with the benchmarks published there. In the GAIA benchmark study conducted in 2022, Nexus AG achieved a significantly higher rating (150%) than the benchmark (see the "Remuneration of STI-nfL 2022" table below).

STI TARGET NFL in KEUR					
	Dr. Ingo Behrendt	Ralf Heilig	Edgar Kuner		
2022	104	46	46		
Benchmark-GAIA 2022	42	42	42		
ACTUAL GAIA-Rating 2022	63	63	3		
STI target 100%	70	30	30		
% target achievement	150%	150%	150%		
STI-% weighting (MAX)	150%	150%	150%		
Grant	104	46	46		

Table: Remuneration of STI-nfL 2022

For the members of the Executive Board, the LTI capital market is based on the medium-term development of the market capitalization of Nexus AG, whereby a comparison of the average company value in 2020 with the average company value in November and December 2023 is used for the evaluation. The LTI-nfL capital market payment is limited to a maximum amount of KEUR 195 for Chief Sales Officer Ralf Heilig and Chief Development Officer Edgar Kuner. It is limited to KEUR 446 for Chief Executive Officer Dr. Behrendt (see "Remuneration of LTI Capital Market 2022" table below). The calculation is an interim result within the three-year period and does not justify a claim for payment within this period.

LTI-TARGET-Capital Market in KEUR				
	Dr. Ingo Behrendt	Ralf Heilig	Edgar Kuner	
2021	446	195	195	
2022	446	195	195	
Target LTI Capital Market 100%	298	130	130	
Market capitalization 2020	628,900	628,900	628,900	
Market capitalization 2022	851,581	851,581	851,581	
Market capitalization 2022 für 100% LTI	40,000	40,000	40,000	
Actual increase in Market capitalization 2022	222,645	222,645	222,645	
LTI-% Weighting (MAX)	150%	150%	150%	
LTI Grant 2022	446	195	195	

Table: Remuneration of LTI Capital Market 2022

The LTI-nfL for the members of the Executive Board is based on the medium-term development of the GAIA rating of Nexus AG. To measure the LTI-nfL remuneration component, Nexus AG's average GAIA rating on Environmental and Social Governance (ESG) (see EthiFinance & GAIA Rating) is compared with the average benchmarks published there for the years 2021–2023. In the GAIA benchmark study in 2022, Nexus AG achieved a significantly higher rating (150%) than the benchmark. The LTI-nfL is limited to a maximum amount of KEUR 49 for Chief Sales Officer Ralf Heilig and Chief Development Officer Edgar Kuner. It is limited to KEUR 112 for Chief Executive Officer Dr. Behrendt (see "Remuneration of LTI-nfL 2022" table below). The calculation is an interim result within the three-year period and does not justify a claim for payment within this period.

LTI-TARGET NFL in KEUR			
	Dr. Ingo Behrendt	Ralf Heilig	Edgar Kuner
Benchmark GAIA from 21	38	38	38
ACTUAL GAIA Rating from 21	66	66	66
LTI target 100% p.a.	74	33	33
% target achievement	174%	174%	174%
LTI-% weighting (MAX)	150%	150%	150%
Benchmark GAIA from 21	42	42	42
ACTUAL GAIA Rating from 21	63	63	63
LTI target 100% p.a.	74	33	33
% target achievement	150%	150%	150%
LTI-% weighting (MAX)	150%	150%	150%
Grant 2022	112	49	49

Table: Remuneration of LTI-nfL 2022

8. Comparative Representation of the Executive Board Members' Remuneration with the Earnings Development of the Nexus Group and with the Average Remuneration of the Employees of Nexus AG

The following "Total Remuneration Granted with Comparison 2022" table shows a comparison of the percentage change in the remuneration of the members of the Executive Board with the earnings development of the Nexus Group. In the following, the total amount earned by the individual Executive Board members for the 2018–2021 fiscal years (regardless of inflow) is compared with the respective previous year (taking into account the preliminary LTI components, regardless of inflow). The earnings development of the Nexus Group is shown on the basis of revenue, EBITDA and EBIT as reported in the 2017–2021 Consolidated Financial Statements.

For the comparison with the development of the average remuneration of employees on the second management level, the average remuneration of the corresponding managers (including managing directors of associated companies) at the German locations is used. The remuneration of employees abroad is not taken into account, since the remuneration regulations there are not generally comparable with the circumstances in Germany. The average remuneration of employees in the second management level was also used as the basis for assessing the appropriateness of the remuneration for the members of the Executive Board. The comparison is based on the average earned remuneration of employees in the second management level (including managing directors of affiliated companies in the 2017 and 2021 fiscal years (see the "Total Remuneration Granted with Comparison 2022" table below)

Total Remuneration Grant	s (in KEUR) wi	th comparisor	ı								
	2017	2018	%	2019	%	2020	%	2021	%	2022	%
Dr. Ingo Behrendt	587	713	21%	810	14%	1,406	74%	1,517	8%	1,494	-1%
Ralf Heilig	270	325	20%	381	17%	375	-2%	599	60%	689	15%
Edgar Kuner	239	304	27%	366	20%	366	0%	599	64%	654	9%
2nd level average	164	169	3%	171	1%	228	33%	236	3%	256	9%
% sales development	119,083	136,469	15%	147,648	8%	162,944	10%	188,178	15%	209,128	11%
% EBITDA development	23,718	26,708	13%	33,947	27%	36,640	8%	40,770	11%	44,292	9%
% EBIT development	13,316	15,281	15%	17,444	14%	19,915	14%	24,114	21%	27,788	15%

Table: Total Remuneration Granted with Comparison 2022

B. Remuneration of Supervisory Board Members

The remuneration of the Supervisory Board is determined by the Articles of Incorporation of Nexus AG. This regulation was decided at the general meeting of Nexus AG on 30 April 2020 and reads as follows: "Members of the Supervisory Board shall receive a fixed remuneration of EUR 16,000.00 for each full fiscal year of their membership on the Supervisory Board. Notwithstanding this, the Chairperson of the Supervisory Board receives a fixed remuneration of EUR 40,000.00 for each full fiscal year of his/her membership on the Supervisory Board. By way of derogation from sentence 1 above, the member of the Supervisory Board, who is also Chairman of the Audit Committee, shall receive a fixed remuneration of EUR 24,000,00 for each full fiscal year in which he presides over the Audit Committee. In addition to their remuneration in accordance with sentence 1 above, those members of the Supervisory Board who chair other committees of the Supervisory Board shall receive a fixed additional remuneration of EUR 1,000.00 for each full financial year in which they chair the relevant committee. If the Chairman of the Supervisory Board is also Chairman of a Committee, he shall not receive any separate remuneration for the Chairmanship of the Committee."

The Supervisory Board remuneration for a fiscal year is due for payment within one month after the Annual Meeting that decides on the discharge of the Supervisory Board for the fiscal year in question. This means that the remuneration of the Supervisory Board and the payment are made in different fiscal years. If and to the extent that the members of the Supervisory Board do not change, the amount of the payment corresponds to the amount of the inflow. The following remuneration was earned by the members of the Supervisory Board in the 2022 fiscal year (see the "Supervisory Board Remuneration 2022" table below).

In addition to the above remuneration, the applicable value added tax is paid to the extent required by law.

In the 2022 fiscal year, Prof. Dr. Pocsay ended his membership on the Supervisory Board on 30/08/2022. Mr. Florian Herger was appointed as a member of the Supervisory Board on 13/10/2022.

Dr. Hans-Joachim König, Chairman of the Supervisory Board, Human Resources Committee Chair	EUR 40,000,00
Prof. Dr. Ulrich Krystek, Deputy Chairman of the Supervisory Board and Audit Committee Chair	EUR 24,000,00
Dr. Dietmar Kubis	EUR 16,000,00
Prof. Dr. Alexander Pocsay	EUR 10,608,22
Prof. Dr. Felicia Rosenthal	EUR 16,000,00
Jürgen Rottler	EUR 16,000,00
Florian Herger	EUR 3,506,85

Table: Supervisory Board Remuneration 2022

Supervisory Board members, who do not belong to the Supervisory Board during a full fiscal year or a chairperson of a committee, who does not chair the committee during a full fiscal year, shall receive the remuneration according to the duration of their membership on the Supervisory Board or their chairmanship.

In addition to their remuneration, the members of the Supervisory Board are reimbursed for their expenses (plus VAT). In addition, D&O insurance is maintained for the members of the Supervisory Board. No loans or advances were granted to the members of the Supervisory Board in previous years, nor were any contingent liabilities entered into in their favor. There are no stock option programs and/or similar securities-based incentive systems for the Supervisory Board.

With regard to the earnings development of the Nexus Group and that remuneration of the employees on the second management level, reference is made to the statements under A. number 8 above. A comparison of the respective development is not meaningful due to the static remuneration of the members of the Supervisory Board. However, the review of the remuneration of the Supervisory Board will be carried out at regular intervals in the future against the background of the earnings development of the Nexus Group and the development of the remuneration of employees in the second management level of the Nexus Group (including managing directors of the associated companies).

Certificate of the independent auditor on the audit of the Remuneration Report pursuant to Section 162 (3) AktG

To Nexus AG, Donaueschingen

Auditor' Report

We have formally checked the Remuneration Report of Nexus AG, Donaueschingen, for the fiscal year from 1 January to 31 December 2022 to determine whether the information pursuant to Section 162 (1) and (2) of the German Stock Corporation Act (AktG) was provided in the Remuneration Report. In accordance with Section 162 (3) of the German Stock Corporation Act (AktG), we have not reviewed the content of the Remuneration Report.

In our opinion, the information pursuant to Section 162 (1) and (2) of the German Stock Corporation Act (AktG) has been provided in all material respects in the attached Remuneration Report. Our audit opinion does not extend to the contents of the Remuneration Report.

Basis for the Audit Report

We have conducted our audit of the Remuneration Report in accordance with Section 162 paragraph 3 of the German Stock Corporation Act, in compliance with the audit standard of the German Institute of Auditors (IDW). The audit of the Remuneration Report was conducted in accordance with Section 162 (3) AktG (IDW PS 870 [08/2021]). Our responsibility under this regulation and this standard is further described in the section "Responsibility of the auditor" of our certificate. As an auditor practice, we have the requirements of the IDW quality assurance standard: Requirements regarding quality assurance in auditing practices (IDW QS 1). We have complied with the professional obligations according to the statutory auditors' regulations and the professional regulations for auditors/certified auditors, including the requirements for independence.

Responsibility of the Executive Board and the Supervisory Board

The Executive Board and the Supervisory Board are responsible for the preparation of the Remuneration Report, including the associated information, which meets the requirements of Section 162 AktG. In addition, they are responsible for the internal controls that they consider necessary to enable the preparation of a Remuneration Report, including associated information, that is free from essential misstatements, whether intentional or unintentional.

Responsibility of the auditor

Our objective is to obtain reasonable assurance as to whether the information pursuant to Section 162 (1) and (2) AktG has been provided in all material respects in the Remuneration Report and to provide an audit opinion in a note.

We have planned and carried out our audit in such a way that we can determine the formal completeness of the Remuneration Report by comparing the information provided in the Remuneration Report with the information required in Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not checked the accuracy of the content of the information, the completeness of the content of the individual information or the appropriate presentation of the Remuneration Report.

Dealing with any misleading representations

In connection with our audit, we have the responsibility to read the Remuneration Report taking into account the knowledge from the audit and to remain attentive to indications as to whether the Remuneration Report contains misleading representations with regard to the accuracy of the content of the information, the completeness of the content of the individual information or the appropriate presentation of the Remuneration Report.

If, on the basis of the work we have carried out, we conclude that misleading representations exist, we are obliged to report this fact. We have nothing to report in this context.

Stuttgart, 2 March 2023

Ebner Stolz GmbH & Co. KG

Auditing and Tax Consulting Company

Dr. Christoph Eppinger (auditor) Fuat Kalkan (auditor)

Documents relating to agenda item 7

CVs of candidates for election to the Supervisory Board

Curriculum Vitae Dr. Hans-Joachim König

Personal Data

Name Dr. Hans-Joachim König

Residence Singen

Date of birth 03/05/1955 in Singen am Hohentwiel

Career

1976-1982	Studied law at Heidelberg University
	(Completed with the first state examination)
1982-1985	Legal clerkship (Completed with the second state examination)
1985-1987	Doctorate (Heidelberg University)
1987-1988	Academic Council member at the University of Bayreuth
1988	Admission to the bar at the Regional Court of Constance
Since 1988	Lawyer at Schrade & Partner, Villingen-Schwenningen, Freiburg, Singen and Berlin
	Focus on corporate law, M&A transactions

- + Managing Senior Partner at SCHRADE & PARTNER RECHTSANWÄLTE PartmbB
- + Chairman of the Supervisory Board of Nexus AG, Donaueschingen
- + Chairman of the Supervisory Board of Volksbank Schwarzwald-Donau-Neckar e. G., Tuttlingen
- + Chairman of the Supervisory Board of Maico Holding GmbH, Villingen-Schwenningen
- + Member of the Advisory Board of MS-Schramberg Holding GmbH, Schramberg
- + Member of the Board of Trustees of BioThera Roland Mertelsmann Foundation of Private Law

Curriculum Vitae Florian Herger

Personal Data

NameFlorian HergerResidenceFrankfurt am MainDate of birth19/07/1981 in Augsburg

Career

2001-2006	University of Augsburg, Business Administration (major: Auditing & Controlling,
	Finance and Banking) with degree: Master of Business Administration
2004-2005	University of Dayton, Ohio (USA), Master of Business Administration
2006-2010	Investment Manager at Aequitas GmbH (subsidiary of Allianz SE and now part of
	Allianz Global Investors GmbH), Munich
Since 2010	CFA® charterholder, CFA (Chartered Financial Analyst) Institute
2010-2014	Senior Manager at Bain & Company Switzerland, Inc., Zurich
2014-2020	Investment Professional at Triton Beratungsgesellschaft GmbH, Frankfurt am Main
2020-2022	Senior Corporate Strategy Director at adidas AG, Herzogenaurach
From 09/2022	Akademie für Beiräte und Aufsichtsräte GmbH (cooperation partner of Deutsche
	Börse AG), seminar series "The Qualified Supervisory Board"
Since 2022	Senior Investment Manager for listed investments at Luxempart S.A., Leudelange,
	Luxembourg

- + Senior Investment Manager for listed investments at Luxempart S.A., Leudelange, Luxembourg
- + Member of the Supervisory Board of Nexus AG, Donaueschingen

Curriculum Vitae Dr. Dietmar Kubis

Personal Data

Name Dr. Dietmar Kubis

Residence Jena

Date of birth 30/07/1957 in Düsseldorf

Career

1976-1981	Law studies at the University of Hamburg
1985-1988	Legal preparatory service at the Hanseatic Higher Regional Court
1988	Doctorate
1982-1985	University of Hamburg Chair for Commerce, Shipping and
	Commercial Law (Prof. Dr. Karsten Schmidt):
	Research assistant
1988-1994	Daimler-Benz AG, Stuttgart: Central Legal Department
1994-1995	Head of Legal Department of JENOPTIK GmbH, Jena
1996-2002	Member of the Executive Board of JENOPTIK AG, Jena
1998-2005	Spokesman of the Executive Board of Deutsche Effecten- und
	Wechsel-Beteiligungsgesellschaft AG (DEWB AG), Jena
Since 2005	Lawyer in Jena

- + Lawyer in Jena
- + Member of the Supervisory Board of Nexus AG, Donaueschingen
- + Member of the Supervisory Board of GUB Investment Trust GmbH & Co. KGaA, Schwäbisch Hall

Curriculum Vitae Prof. Dr. med. Felicia M. Rosenthal

Personal Data

Name Prof. Dr. med. Felicia M. Rosenthal

Residence Freiburg

Date of birth 16/07/1962 in Trier

Career

1982-1988	Studied medicine at Johannes Gutenberg University, Mainz, Germany
1987-1988	Internship Year, University College and Middlesex Hospital School of Medicine,
	University Hospital London, United Kingdom
1989	Doctorate, Department of Microbiology and Virology,
	Johannes Gutenberg University, Mainz, Germany
1989	Internship, Department of Internal Medicine III,
	Johannes Gutenberg University, Mainz, Germany
1989-1991	Department of Internal Medicine I, Hematology and Oncology,
	University of Freiburg, Germany
1991-1993	Postdoctoral Fellow at Memorial Sloan-Kettering Cancer Center, New York, USA
1993-1995	Department of Internal Medicine I, Hematology and Oncology, University of Frei-
	burg, Germany
Since 1996	Co-founder and CEO, Metreon Bioproducts GmbH
1994-2021	Co-founder and CEO, CellGenix GmbH
1997	German accreditation (specialist) and habilitation for laboratory medicine
1999-2001	Executive MBA, Otto Beisheim School of Management, Koblenz, and J.L Kellogg
	Graduate School of Management, Northwestern University, Chicago, USA
Since 2004	Associate Professor (APL Professor),
	Albert-Ludwigs-Universität, Freiburg, Germany
Since 2021	Managing Director, Sartorius CellGenix GmbH, Freiburg

- + Managing Director, Sartorius CellGenix GmbH, Freiburg
- + Member of the Supervisory Board of Nexus AG, Donaueschingen
- + Member of the Advisory Board of S-F-X Holding GmbH, Holding of Sutter Medizintechnik, Freiburg
- + Chamber of Commerce Southern Upper Rhine, Deputy Chairperson of the Industry Committee
- + BIO Germany e.V. (Biotechnology Industry Organization Germany) founding member, 2004-2013 Executive Board member and treasurer
- + BioValley Deutschland e.V., Executive Board member 2014-2017
- + German Working Group for Gene Therapy (DA-GT e.V.; today German Society for Gene Therapy e.V.), 1994-1997 Scientific Secretary

Curriculum Vitae Juergen Rottler

Personal Data

Name Juergen Rottler Residence Gaienhofen

Date of birth 07/07/1966 in Rottweil

Career

1985-1989	Master in Computer Science and Business Administration ("Dipl. Inf.")
	Furtwangen University of Applied Science, Furtwangen, Germany
1990-1991	Master of Business Administration, Bentley University, Waltham, Massachusetts
	Fulbright Scholarship for the academic year 1990/91.
1989-1990	Project Leader for Executive Support and Information Systems Development,
	Hewlett-Packard GmbH, Boeblingen, Germany
1990-1991	Managing Director, Europe, Delphi Consulting Group, Boston
1991-1997	Multiple Worldwide Managerial and Leadership Roles, Worldwide Financial
	Services Organization; Hewlett-Packard Co.
1997-2000	Multiple Worldwide Executive Leadership Roles, including Group General
	Manager, OpenView Software Group, Hewlett-Packard Co
2000-2002	Vice President and General Manager,
	HP Services North America Hewlett-Packard Co
2002-2004	Senior Vice President, HP Services Worldwide Sales & Marketing,
	Hewlett-Packard Co
2004	Senior Vice President, HP Worldwide Public Sector, Health & Education
	Customer Segment, Hewlett-Packard Co
2004-2010	Executive Vice President, Oracle Global Customer Services
2010-2011	Professor for International Management, International MBA Program,
	Furtwangen University of Applied Science, Schwenningen
Since 2010	Founder & President, Global Impakt

- + Member of the Supervisory Board of Nexus AG, Donaueschingen
- + Member of the Supervisory Board of Canine Companions for
- + Independence, Santa Rosa (USA)
- + Chairman of the Board of Directors of Swiss IT Security Group AG, Wettingen (Switzerland)
- + Chairman of the Advisory Board of iTernity GmbH, Freiburg im Breisgau

Curriculum Vitae Rolf Wöhrle

Personal Data

Name Rolf Wöhrle
Residence Bad Dürrheim

Date of birth 13/09/1965 in Schramberg

Career

1986-1989	State Vocational Academy, Heidenheim in connection with UZIN-Werk Georg Utz
	GmbH & Co.KG, Ulm
	Studies of Business Administration: Majors: Finance and Accounting, Marketing,
	Degree: Diploma in Business Administration (BA)
1989-1998	Head of Controlling and Finance, power of attorney, ispo GmbH, Kriftel
1998-2000	Managing Director, Dyckerhoff Austria Ausbauprodukte Ges.m.b.H., Asten/Austria
2000-2002	Managing Director, ispo GmbH, Kriftel
2003-2010	Managing Director, StoCretec GmbH, Kriftel
2010-2014	Chief Financial Officer, STO AG, Stühlingen
Since 2014	Chief Financial Officer, STO Management SE, Stühlingen

Positions

+ Chief Financial Officer of STO Management SE, responsible for Controlling, Finance and Accounting, Internal Audit, IT, StoCretec Business Unit, Technical Service

Documents relating to agenda items 9 and 10 Report of the Executive Board pursuant to Section 203 (1) and (2), Section 186 (4) sentence 2 AktG on agenda items 9 and 10 on the reasons for authorizing the Executive Board to exclude shareholders' subscription rights:

"The Executive Board and Supervisory Board of Nexus AG propose to the Annual Meeting under agenda item 9 the creation of Authorized Capital I of up to EUR 1,727,469.00 in 2023.

The Executive Board and Supervisory Board of Nexus AG propose to the Annual Meeting under agenda item 10 the creation of Authorized Capital II of up to EUR 3,454,900.00 in 2023.

The Authorized Capital I 2023 and the Authorized Capital II 2023, taken together authorize the Executive Board to increase the share capital of the Company by a total of EUR 5,182,369.00 and thus by 30% of the share capital of the Company at the time of the convening of the Annual Meeting, subject to the corresponding approval of agenda items 9 and 10.

The Authorized Capital I 2023 and Authorized Capital II 2023 proposed on items 9 and 10 on the agenda are intended to give the administration the opportunity to procure capital that becomes necessary in a timely and flexible manner within limits for the duration of the authorization period in order to increase or secure the Company's profit opportunities by means of a short-term measure under certain circumstances. The availability of financing instruments, irrespective of the frequency of ordinary Annual Meetings, is of particular importance, because the time at which such funds must be procured cannot always be determined in advance.

Concerning the possible exclusion of shareholders' statutory subscription rights to the Authorized Capital I 2023 proposed for agenda item 9, the following should be stated:

The authorization to be granted to the Executive Board provides for the possible exclusion of the statutory subscription right of the shareholders, so that the Executive Board, with the approval of the Supervisory Board, may be able to increase the share capital in the interests of the Company in the cases provided, even with the exclusion of the subscription right of the shareholders. This applies to fractional amounts for establishing a smooth subscription relationship and to the issue of shares to employees of the company or an affiliated company or members of the company's Supervisory Board. As far as fractional amounts are concerned, this is generally customary, but is also objectively justified, because the costs of dealing in subscription rights for fractional amounts are unreasonably disproportionate to the benefit for shareholders and the possible dilution effect is hardly noticeable due to the limitation to fractional amounts.

The issuance of shares to employees of the Company or an affiliated company has already been regarded by the legislature as a substantive justification for an exclusion of the subscription rights of the shareholders by the introduction of the provisions in Section 202 (4) AktG. The issue of shares to employees of the Company and affiliated companies, in which it holds a majority share, serves to integrate and increase the motivation of employees to participate in the Company and is therefore in the interests of the Company; it is only possible with exclusion of subscription rights. The same applies to members of the company's Executive Board and to these remuneration components in shares approved by the Supervisory Board.

In addition, the creation of new shares against contributions in kind is a suitable, necessary and appropriate means to carry out the acquisition of companies, parts of companies or holdings in companies if the sellers have

a corresponding interest in shares of the company. This form of consideration is often required in such transactions and provides the Company with the opportunity to make corporate or equity purchases flexible. In return, the granting of shares may be expedient or even necessary to preserve the liquidity of the Company or to meet the seller's expectations. This is taken into account in the proposed exclusion of shareholders' subscription rights in the case of contributions in kind.

The authorization to exclude subscription rights for the creation of new shares against cash contribution is already permissible in accordance with Section 186 (3) sentence 4 AktG, since such a cash capital increase must not exceed 10% of the share capital existing at the time of the entry of the authorization in the commercial register and - cumulatively - 10% of the share capital existing at the time of the issuance of the new shares, and the issue amount of the new shares must not fall significantly below the exchange price of the already listed shares of the same class and features at the time of the final determination of the issue amount. The proposed authorization enables the Executive Board, with the approval of the Supervisory Board, to exploit favorable stock market situations in the short term and to achieve a higher cash inflow through the rapid placement of new shares. If necessary, this enables the company's own resources to be strengthened quickly, flexibly and cost-effectively. In a constantly changing market environment, it should remain possible for the Executive Board, with the approval of the Supervisory Board, to cover any capital requirements of the Company quickly to take advantage of opportunities offered in the short term. Favorable market conditions should also be used to cover the company's future financing needs. A capital increase, which is not subject to subscription rights, generally results in a faster and higher cash inflow than a comparable capital increase with subscription rights due to the elimination of time-consuming settlement of subscription rights and the elimination or reduction of common subscription right discounts. The exclusion of subscription rights is therefore in the interest of the Company and the shareholders. When using the requested authorization, the Executive Board will fix the issue amount in such a way that the discount on the stock market price is as low as possible, i.e., probably not more than 3%, but in no case more than 5% of the then current stock market price. This requirement ensures that existing shareholders are not exposed to significant dilution of their shareholdings. Since the new shares are placed close to the market price, any shareholder can purchase shares in the market on approximately the same terms as the issue to maintain his participation rate. In calculating the 10% limit, other uses of the authorization for the simplified exclusion of subscription rights according to or in accordance with Section 186 (3) p. 4 of the German Stock Corporation Act must also be made.

Concerning the possible exclusion of shareholders' statutory subscription rights to the Authorized Capital II 2023 proposed for agenda item 10, the following should be stated:

Authorized Capital II 2023 includes an authorization from the Executive Board to decide on the exclusion of subscription rights for fractional amounts with the approval of the Supervisory Board. The exclusion of the subscription right for fractional amounts with the Authorized Capital II 2023 is necessary in order to be able to represent a technically feasible subscription relationship. The fractional amounts excluded from the subscription rights of the shareholders own shares will either be sold via the stock exchange or in any other way best utilized for the company. As far as fractional amounts are concerned, is generally customary, but is also objectively justified, because the costs of dealing in subscription rights for fractional amounts are unreasonably disproportionate to the benefit for shareholders and the possible dilution effect is hardly noticeable due to the limitation to fractional amounts. On the basis of the above, the authorization to exclude subscription rights for fractional amounts is necessary and required in the interest of the company."

03 — Preconditions for the right to take part in the Annual Meeting and the right to vote

Only those shareholders who have registered for the Annual General Meeting and demonstrated their shareholding in the Group are entitled to attend the Annual Meeting and exercise voting rights. Proof of shareholding must be provided by a certificate drawn up by the custodian institution in text form and drafted in English or German or by proof of the last intermediary in accordance with Section 67c AktG and refer to the beginning of the 21st day before the Annual Meeting, namely on Tuesday, 25/04/2023, midnight (proof deadline date).

The registration and proof of shareholding must be received by the Group no later than Tuesday, 09 May 2023, midnight, at the following address:

Nexus AG c/o ITTEB GmbH & Co. KG Vogelanger 25 86937 Scheuring Email: nexus2023@itteb.de

For organizational reasons, we ask the shareholders to ensure that the notification and proof of their shareholding are sent to the Group at an early stage and to contact their custodian institution at an early stage.

All shareholders or their authorized representatives entitled to participate in the Annual Meeting and to exercise the voting right (see the following section "Procedures for voting by an authorized representative") are granted tickets for the Annual Meeting. We would like to make it clear that the admission ticket serves only to facilitate the organization of the Annual Meeting and is not a prerequisite for participation in the Annual Meeting and the exercise of the right to vote according to the law or the articles of association. Tickets for the Annual Meeting will be sent by post. Replacement admission tickets are available at admission control on the day of the Annual Meeting.

Date of proof pursuant to section 123 (3) of the German Stock Corporation Act (AktG) and its meaning

In relation to the Group, only those shareholders who have provided proof of shareholding shall be deemed to have participated in the Annual Meeting and exercised the voting rights. The entitlement to participate in the Annual Meeting and the extent of the voting rights are calculated exclusively based on the shareholding of the shareholder as of the date of proof. The date of proof does not result in a sale block for the shareholding. Even in the case of the complete or partial sale of the holding after the proof date, the participation and exercise of the voting right shall be exclusively determined by the holding of the shareholder on the proof date. This means that any changes in the ownership of shares or transfers of shares after the date of proof do not have any effect on the entitlement to participate in the Annual Meeting and the extent of the voting rights. The same applies to the acquisition of shares after the proof date. Persons who do not yet have shares at the proof date and only then become shareholders are not entitled to participate and vote unless they can be authorized by shareholders who are entitled to participate and exercise the voting right or to exercise the right.

The proof date has no significance for the dividend entitlement of the shareholders.

Shareholder portal

The Company publishes a shareholder portal on its website at https://www.nexus-ag.de/hv

Together with the admission ticket, the shareholders receive their access data to the shareholder portal. With these access data, the shareholders or their authorized representatives can register on the shareholder portal and exercise their voting rights by issuing proxies and instructions to the proxies designated by the company in accordance with the following statements. The granting of proxies and instructions to the proxies designated by the company by other means – as also described below – remains unaffected by this. The shareholder portal is expected to be available from Tuesday, 25 April 2023, at midnight (CEST).

Voting procedure

Issuing a proxy

Shareholders may be represented at the Annual Meeting by a proxy, e.g., as an intermediary, a shareholders' association, a voting advisor or another person of their choice to attend the Annual Meeting and exercise their voting rights.

In the case of a proxy, a timely application and proof of the right to participate in the Annual Meeting, and to exercise the voting rights are also required (see above under "prerequisite for participation in the Annual Meeting, and the exercise of the voting rights"). If the shareholder authorizes more than one person, the Group may reject one or more of them in accordance with Section 134 (3) sentence 2 AktG.

The issuing of a proxy, its revocation and proof of authorization must be in writing. The proxy may be declared to the person to be authorized or to the Group. An authorized proxy may provide proof of the issue of a proxy simply by presenting the proxy authorization on the day of the Annual Meeting to the persons checking attendance cards at the entrance to the meeting. In addition, proof of issuing the proxy be transmitted, changed or revoked by post or email until the end of 14/05/2023, at midnight CEST, to the following postal address or email address:

Nexus AG c/o ITTEB GmbH & Co. KG Vogelanger 25 86937 Scheuring Email: nexus2023@itteb.de

Shareholders wishing to authorize another person may use the form sent after proper registration and proof of shareholding A corresponding form can also be

downloaded from the Group's website at https://www.nexus-ag.de/hv.

If an intermediary, a shareholders' association, a proxy advisor or persons, associations, institutes or companies treated as such pursuant to Section 135 (8) AktG are authorized, the proxy assignment must be verifiably recorded by the proxy; the proxy assignment must be complete and may only contain the declarations associated with the exercise of voting rights. Shareholders wishing to authorize an intermediary, a shareholders' association, a voting advisor or other persons, associations, institutes or companies equivalent to such are asked to consult with the person to be authorized on the form of authorization in this case. Reference is made to the special procedure pursuant to Section 135 (1) sentence 5 AktG.

Proxy voting by proxies bound by instructions and appointed by the Group

Shareholders may also be represented by proxies appointed by the Group. Also in this case, timely application and proof of the right to participate in the Annual Meeting, and to exercise the voting rights are also required (see above under "prerequisite for participation in the Annual Meeting, and the exercise of the voting rights"). The full power to the voting rights exercised by representatives of the Group, their amendment and their revocation require the text form.

Shareholders wishing to authorize a proxy representative of the Group may use the form sent after proper registration and proof of shareholding. A corresponding form can also be downloaded from the Group's website at https://www.nexus-ag.de/hv.

We offer shareholders who have been registered in due form and in due time and have appeared at the Annual Meeting to authorize the Company's proxy holders to exercise their voting rights at the Annual Meeting. Authorizations and instructions to the Group's proxy may be issued, amended or revoked by post or email to the address or email address mentioned above in the "Authorization" section or via the shareholder portal, which is on the Company website at

https://www.nexus-ag.de/hv

in accordance with the procedures provided for this purpose by the end of 14/05/2023, midnight CEST.

If the voting rights representatives appointed by the Group are authorized, they must in any case be instructed to exercise the voting rights. The proxies are obliged to vote in accordance with the instructions given to them. The Company's proxies may not receive instructions on counter- or procedural motions, on questions, motions or nominations for election or on the explanation of objections to resolutions of the Annual Meeting, either in advance or during the Annual Meeting.

If an individual vote is carried out on an agenda item without this having been communicated in advance of the Annual Meeting, an instruction on this agenda item as a whole shall also be deemed to be an appropriate instruction for each item of the individual vote.

If the proxies receive several powers of attorney and instructions for one and the same stock of shares or if they receive them by different transmission channels, the last formally valid power of attorney issued with the corresponding instructions shall be deemed to be binding. If declarations deviating from one another are received on different transmission paths and it is not possible to identify which one was last received, these are taken into account in the following order: 1. via the shareholders' portal, 2. by email, 3. statements sent by post.

Confirmation of the vote counting in accordance with to Section 129 (5) AktG

Each voter may request confirmation from the company as to whether and how his vote was counted within one month of the day of the Annual Meeting and thus up to the end of 16./06/2023, midnight CEST. Upon request, the company will transmit this to the requesting shareholder or the intermediary in accordance with the provisions of Section 129 (5) of the German Stock Corporation Act (AktG).

Shareholder rights

Requests to supplement the agenda pursuant to Section 122 (2) AktG

Shareholders, whose shareholdings together account for one twentieth of the issued capital or a proportion equivalent to €500,000 of the issued capital (a quorum), may request that items be added to the agenda and be duly published. Each new item must be accompanied by the reasons for the item or a proposed resolution. The request must be addressed to the Executive Board in writing:

Nexus AG
Executive Board
Irmastr. 1
78166 Donaueschingen, Germany

The request must reach the Company at least 30 (thirty) days before the Annual Meeting (excluding the date of the Annual Meeting and the date of receipt), i.e., no later than Saturday, 15 April 2023, midnight CEST.

Applicants must prove that they have held the shares for at least 90 (ninety) days prior to receipt of the request (cf. Section 142 (2) sentence 2 AktG in conjunction with Section 122 (1) sentence 3, (2) sentence 1 AktG). Ownership is equivalent to a right to transfer ownership against a bank, financial services institution or an enterprise operating pursuant to Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) The ownership period of a legal predecessor is attributed to the shareholder if he has acquired the share free of charge, from his trustee, as joint legal successor, in the event of a dispute between a community or in the event of a transfer of stock pursuant to Section 14 of the Insurance Supervision Law (VAG) or Section 14 of the German Building and Loan Associations Act (cf. Section 70 AktG). The date of receipt of the supplementary request by the Group is decisive for the deadline.

Counter-proposals and nominations by shareholders pursuant to Section 126 (1) and 127 AktG

Shareholders are entitled to submit proposals on individual agenda items (cf. Section 126 AktG); this also applies to proposals for the election of supervisory board members or auditors (cf. Section 127 AktG).

The counter-proposals and election proposals of the shareholders are to be addressed exclusively to the following address:

Nexus AG Investor Relations Irmastr. 1 78166 Donaueschingen, Germany

Email: hv@nexus-ag.de

Otherwise addressed counter-proposals and nominations will not be considered.

Pursuant to Section 126 (1) AktG, the Group will submit counter-proposals, including the name of the shareholder, the justification and any comments from the administration on the Group's website at

https://www.nexus-ag.de/hv

if it receives the counter-proposals with reasons at least 14 days before the Annual Meeting at the address indicated above (excluding the date of the Annual Meeting and the date of receipt). The receipt must therefore be by midnight on Monday, 01 May 2023, at the latest.

The Group is entitled to refrain from publishing a counter-proposal and its justification under the conditions specified in Section 126 (2) AktG, for example insofar as the Executive Board would make itself punishable by making it accessible or if the counter-proposal would result in a resolution of the Annual Meeting that is contrary to the law or the Articles of Association. Substantiations of counter-proposals do not need to be made accessible where they exceed 5,000 characters in total.

The right of each shareholder to submit counter-motions to the published agenda items during the Annual Meeting without prior transmission to the company remains unaffected. We would like to point out that counter-motions that have been submitted to the company in due time will only be considered at the Annual Meeting if they are made orally there.

Pursuant to Section 127 AktG, the above provisions apply mutatis mutandis to proposals by shareholders for the election of Supervisory Board members or auditors. However, election proposals by shareholders do not need to be substantiated and publication may be omitted, except in the cases referred to in Section 126 (2) AktG, even if the proposal does not contain the name, profession and place of residence of the person proposed by the shareholder for election. Proposals for the election of members of the Supervisory Board do not have to be published either if the proposal does not contain any information on their membership in other supervisory boards to be formed by law or in comparable domestic and foreign control bodies of commercial companies.

We will publish shareholder proposals and election proposals without undue delay after they have been received at the internet address

https://www.nexus-ag.de/hv

Any comments from the administration will also be published at the above-mentioned internet address.

Shareholders' right to information pursuant to Section 131 (1) AktG

At the Annual Meeting, each shareholder shall be entitled to request information from the Executive Board regarding the company's affairs, provided such information is needed to permit a proper evaluation of a relevant item on the agenda. The obligation to provide information also extends to the legal and business relations of the Company with an affiliated company as well as to the situation of the Group and the companies included in the consolidated financial statements and the Group management report must also be submitted to the Annual Meeting on agenda item 1. The Executive Board may refrain from answering individual questions only for the reasons stated in Section 131 (3) of the German Stock Corporation Act (AktG), for example because, according to a reasonable commercial assessment, the provision of information is suitable for inflicting a not insignificant disadvantage on the company or an

affiliated company or because the Executive Board would make itself liable to prosecution by providing information. Pursuant to Section 18 (2) of the Articles of Association, the Chairman of the Annual Meeting is authorized to limit the questioning and speaking rights of shareholders in a timely manner.

Information on the Group's website

The information and documents for the Annual Meeting pursuant to Section 124a AktG, including of invitation to the Annual Meeting and the mandatory reports therein as well the Annual Report for the 2022 fiscal year, shareholder proposals to be made available and further information are available on the Group's website at.

https://www.nexus-ag.de/hv

All information to be made legally available to the Annual Meeting is available for inspection by the shareholders at the Annual Meeting and on the premises of Nexus AG, Irmastr., 78166 Donaueschingen.

The total number of shares and voting rights on the date of the notice of the Annual Meeting

At the time of convening the Annual Meeting, the share capital of the Group amounts to EUR 17,274,695.00 and is divided into 17,274,695 no-par value bearer shares. Under the Articles of Association, each no-par value share grants eligibility to cast one vote. The total number of voting rights at the time of the convening of this Annual Meeting is accordingly 17,274,695. Of the 17,274,695 total shares, 35,439 shares are attributable to treasury shares from which the company has no rights at the time the Annual Meeting is convened.

Information about Data Protection

Nexus AG processes personal data (name, address, email address, number of shares, class of shares, type of ownership of the shares and number of the admission ticket) based on applicable data protection laws to enable stockholders to exercise their rights at the Annual Meeting. Additional personal data are processed for the use of the shareholder portal. For example, this applies to your IP address, the web browser you use and the date and time of the call. The processing of your personal data is mandatory for your participation in the Annual Meeting. The processing takes place on the legal basis Art. 6 (1) c) GDPR, Subsections 123, 129 of the German Stock Corporation Law (AktG).

Within Nexus AG, only persons or entities that need your personal data to fulfill the above-mentioned purpose receive your personal data. After the purpose has been fulfilled, your data are deleted.

Nexus AG transmits your data to service providers as part of order processing, insofar as required to fulfill their services for the organization of the Annual Meeting.

You have a right to information, correction, restriction, objection and deletion regarding the processing of your personal data as well as a right to data portability in accordance with Section III of the GDPR.

In addition, you have a right to complain to the supervisory authority responsible.

You can assert your rights against Nexus AG via the following contact:

Nexus AG Irmastr. 1 78166 Donaueschingen.

You can contact our company data protection officers at:

Nexus AG
Data Protection Officer
Irmastr. 1
78166 Donaueschingen.
datenschutz@nexus-ag.de

Additional information is available at www.nexus-ag.de.

Donaueschingen, April 2023

Nexus AG

The Executive Board



Nexus AG, Irmastraße 1, 78166 Donaueschingen Tel.: +49 771 22960-0, info@nexus-ag.de www.nexus-ag.de