

02 __ Report of the Supervisory Board

The Supervisory Board was informed promptly in written and oral reports at regular intervals by the Executive Board about the respectively current development of business, the risk situation and especially about important events in the company and the NEXUS Group in the fiscal year 2022. The Supervisory Board has fulfilled its checking and monitoring obligations. The transactions requiring approval to be submitted to the Supervisory Board in accordance with the statutory provisions in conjunction with the Articles of Association of Nexus AG and the Supervisory Board's Rules of Procedure were examined, discussed with the Executive Board and decided upon by a corresponding Supervisory Board resolution. Furthermore, the Chairman of the Supervisory Board and his deputy were kept regularly informed of the earnings situation, the course of business and current key topics by the Executive Board.

__ Executive Board and Supervisory Board

In the fiscal year 2022, Prof. Dr. Felicia Rosenthal, Dr. Hans-Joachim König (Chairman), Prof. (em.) Dr. Ulrich Krystek (Deputy Chairman), Dr. Dietmar Kubis and Juergen Rottler were members of the Supervisory Board for the entire year. Prof. Dr. rer. Oec. Alexander Pocsay was a member of the Supervisory Board until 30/08/2022. Mr. Florian Herger was appointed to the Supervisory Board on 13/10/2022.

In the fiscal year 2022, Dr. Ingo Behrendt (Chairman), Edgar Kuner and Ralf Heilig were members of the Executive Board for the entire year.

__ Supervisory Board Meetings

The Supervisory Board had four regular meetings in the fiscal year 2022 on 07/03/2022, 29/04/2022, 30/09/2022 and 20/12/2022. In addition, other Supervisory Board meetings were held or Supervisory Board resolutions passed on 29/08/2022, 30/08/2022, 10/11/2022 and 23/11/2022 in the context of video and telephone conferences as well as in written proceedings. No member of the Supervisory Board was absent from half or more of the Supervisory Board meetings. Participation is documented in the table below.

The Supervisory Board meeting on 07/03/2022 dealt with the audit of the annual financial statements and consolidated financial statements of Nexus AG for the 2021 fiscal year as well as the adoption of the annual financial statement and the approval of the consolidated financial statement. The audit and adoption of resolutions on other mandatory disclosures to be included in the management report were also addressed at this Supervisory Board meeting. In addition, the agenda items for the Annual General Meeting and the proposed resolutions to the agenda items for the Annual General Meeting were discussed and adopted. In particular, a proposal regarding the appropriation of profits was submitted to the Annual General Meeting in agreement with the Executive Board. The election of the auditor was also proposed to the Annual General Meeting.

	07/03/2022	29/04/2022	29/08/2022	30/08/2022	30/09/2022	10/11/2022	23/11/2022	20/12/2022
	Personal / virtual session	Virtual session	Virtual session	Virtual session	Personal session	Virtual session	Virtual session	Personal session
Dr. Hans-Joachim König	X	X	X	X	X	X	X	X
Prof. (em.) Dr. Ulrich Krystek	X	X	X	X	X	X	X	e
Dr. Dietmar Kubis	X	X	X	X	X	X	X	X
Prof. Dr. rer. oec Alexander Pocsay	X	X	X	X	-	-	-	-
Florian Herger	-	-	-	-	-	X	X	X
Prof. Dr. med. Felicia M. Rosenthal	X	X	X	X	X	X	X	X
Juergen Rottler	X	X	X	X	X	X	X	X

e = excused / - = Not a member of the Supervisory Board of Nexus AG

At the regular Supervisory Board meetings, the Executive Board provided extensive reports on the business situation to the Supervisory Board and the Supervisory Board discussed these reports in detail. With regard to transactions requiring approval, several resolutions were passed regarding the acquisition of companies and/or shares after a detailed discussion regarding the determination of the purchase price and the results of the respective due diligence measures.

In the course of a preliminary discussion, the Supervisory Board dealt intensively with a capital increase in its meeting on 29/08/2022, excluding the subscription right to the participation of Luxempart S.A. The resolution on this was taken on 30/08/2022.

The Supervisory Board meeting on 30/09/2022 dealt in detail with the medium-term strategic orientation of the NEXUS Group on the basis of a corresponding presentation by the Executive Board.

Within the framework of the resolutions of the Supervisory Board of 10/11/2022 and 23/11/2022, a further increase in the company's share capital was carried out with the exclusion of the subscription right for the purpose of acquiring shares by employees.

The Executive Board also provided the Supervisory Board with detailed information on the Compliance Management System in place at Nexus AG and its subsidiaries. The Supervisory Board has dealt with the rights and obligations of the Supervisory Board, in particular in connection with the design of remuneration systems for the Executive Board and the design of remuneration reports, also by means of internal further training sessions.

___ German Corporate Governance Codex

At its meeting on 20/12/2022, the Supervisory Board dealt in detail with general compliance issues. In particular, the compliance statement was submitted for the adoption of a resolution. Accordingly, the Supervisory Board passed a resolution on the joint compliance statement from the Supervisory Board and the Executive Board pursuant to Section 161 of the German Stock Corporation Act (AktG). The corresponding declaration is available on the internet at www.nexus-ag.de/unternehmen/investor-relations/ESG-Nachhaltigkeit. In addition, the Supervisory Board dealt intensively with the declaration on the (Group) Corporate Governance Statement (Sections 289f and 315d of the German Commercial Code (HGB)).

___ Committees

The Audit Committee formed by the Supervisory Board met once in the 2022 fiscal year on 07/03/2022; at this Audit Committee meeting, all Audit Committee members, Prof. Dr. Ulrich Krystek (Chairman), Dr. Dietmar Kubis and Prof. Dr. Alexander Pocsay took part. The Human Resources Committee did not meet in the fiscal year 2022. In addition to the cited committees, the Supervisory Board did not have any other committees in the fiscal year.

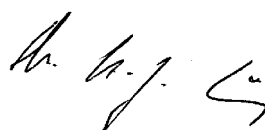
___ Audit of the Annual Financial Statements

The Nexus AG annual financial statements compiled by the Executive Board, the management report, the consolidated financial statements and the Group management report and the ESEF documents for the fiscal year 2022 have been audited with the inclusion of the accounting records by Ebner Stolz GmbH &

Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart. In addition, the remuneration report was formally audited by Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, in accordance with Section 162 AktG. Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart was appointed auditor of Nexus AG as well as of the NEXUS Group for the fiscal year 2022 at the annual general meeting on 29 April 2022 and consequently appointed to conduct this audit. The auditors did not raise any objections and confirmed this in an unrestricted audit certificate. The Annual Financial Statement documents and the auditing report were submitted to the Supervisory Board on time; it checked them thoroughly and discussed them in detail in the meeting of the Auditing Committee and the Supervisory Board of 06/03/2022. The auditor also participated in the Audit Committee meeting and the Supervisory Board meeting on 06/03/2022. The auditor reported on the key findings from the audit and remained available for further clarification. The auditor confirmed to the Supervisory Board the effectiveness of the supervisory system within the meaning of Section 91 (2) of the German Stock Corporation Act (AktG). In addition, the auditors assured that they did not provide any significant services for the company in the reporting year beyond the audit and that there are no circumstances that could impair their independence. Based on the review of the Audit Committee and its own audit, following further discussions, the Supervisory Board approved the result of the audit with its resolution on 06/03/2022. No objections were raised by the Supervisory Board following the final result of the review by the Audit Committee and the audit. The Supervisory Board adopted and approved the annual financial statements compiled by the Executive Board, the Nexus AG management report, the consolidated financial statements and the group management report for the fiscal Year 2022 by resolution on 06/03/2022.

The Supervisory Board would like to thank the staff and the Executive Board of the company for their work and high degree of commitment to Nexus AG and all affiliated companies. The Supervisory Board would also like to express its congratulations for another successful business year.

Donaueschingen, 06/03/2022



Dr. HansJoachim König

Chairperson of the Supervisory Board