

REMUNERATION REPORT OF NEXUS AG FOR THE 2022 FISCAL YEAR



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 General 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 General 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 components		Variable components	
Fixed annual salary	Company pension plan	Short-term variable remuneration (STI)	Long-term variable compensation (LTI)
	Fringe benefits, services, D&O insurance	EBITDA margin and ESG targets	Market capitalization and ESG targets
Function and responsibility		Incentivizing contribution to the advancement of the business strategy based on non-financial 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%.

Long-term variable remuneration (LTI) 31%	}	Relation LTI:STI = 51,66:48,34
Short-term variable remuneration (STI) 29%		
Fixed annual salary incl. fringe benefits 40%		

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 installments 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 (1 January 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			Ralf Heilig Chief Sales Officer Date of joining the company: 01/10/2001			Edgar Kuner Chief Development Officer Date of joining the company: 01/08/1989		
	2022 (Target)	2022 (Min)	2022 (Max)	2022 (Target)	2022 (Min)	2022 (Max)	2022 (Target)	2022 (Min)	2022 (Max)
Fixed remuneration	398	398	398	201	201	201	201	201	201
Fixed remuneration (subsidiaries)	0	0	0	0	0	35	0	0	0
Ancillary benefits	10	10	10	9	9	9	9	9	9
Pension scheme	72	72	72	0	0	0	0	0	0
Total	480	480	480	210	210	245	210	210	210
STI EBITDA	278	0	418	122	0	183	122	0	183
STI nfl	70	0	104	30	0	46	30		46
LTI capital market	298	0	446	130	0	195	130	0	195
LTI nfl	74	0	112	33	0	49	33	0	49
LTIP 2018-2020	0	0	0	0	0	0	0	0	0
Total STI/LTI	720	0	1,080	315	0	473	315	0	473
Total	1,200	480	1,560	525	210	718	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:

Inflow (in KEUR)	Chief Executive Officer Date of joining the company: 01/03/2000			Chief Sales Officer Date of joining the company: 01/10/2001			Chief Development Officer Date of joining the company: 01/08/1989		
	ACTUAL 2022	2022 (Min)	2022 (Max)	ACTUAL 2022	2022 (Min)	2022 (Max)	ACTUAL 2022	2022 (Min)	2022 (Max)
Fixed remuneration	300	398	398	201	201	201	201	201	201
Fixed remuneration (subsidiaries)	0	0	0	35	0	35	0	0	0
Ancillary benefits	10	10	10	9	9	9	9	9	9
Pension scheme	72	72	72	0	0	0	0	0	0
Total	382	480	480	245	210	245	210	210	210
STI EBITDA	378	0	418	166	0	183	166	0	183
STI nfl	104	0	104	46	0	46	46	0	46
LTI capital market	0	0	0	0	0	0	0	0	0
LTI nfl	0	0	0	0	0	0	0	0	0
LTIP 2018-2020	0	0	0	340	0	0	0	0	0
Total STI/LTI	483	0	522	551	0	229	211	0	229
Total	865	480	1,002	796	210	474	421	210	439

Table: 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 remuneration 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)	Chief Executive Officer Date of joining the company: 01/03/2000				Ralf Heilig Chief Sales Officer Date of joining the company: 01/10/2001				Edgar Kuner Chief Development Officer Date of joining the company: 01/08/1989			
	ACTUAL 2022	2022 (Target)	2022 (Min)	2022 (Max)	ACTUAL 2022	2022 (Target)	2022 (Min)	2022 (Max)	IST 2022	2022 (Target)	2022 (Min)	2022 (Max)
Fixed remuneration	398	398	398	398	201	201	201	201	201	201	201	201
Fixed remuneration (subsidiaries)	0	0	0	0	35	0	0	35	0	0	0	0
Ancillary benefits	10	10	10	10	9	9	9	9	9	9	9	9
Pension scheme	72	72	72	72	0	0	0	0	0	0	0	0
Total	480	480	480	480	245	210	210	245	210	210	210	210
STI EBITDA	352	278	0	418	154	122	0	183	154	122	0	183
STI nfL	104	70	0	104	46	30	0	46	46	30	0	46
LTI capital market	446	298	0	446	195	130	0	195	195	130	0	195
LTI nfL	112	74	0	112	49	33	0	49	49	33	0	49
LTI P 2018-2020	0	0	0	0	0	0	0	0	0	0	0	0
Total STI/LTI	1,014	720	-	1,080	444	315	-	473	444	315	-	473
Total	1,494	1,200	480	1,560	689	525	210	718	654	525	210	683

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 Ethifinance & 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 K€							
	2022	Benchmark GAIA 2022	ACTUAL GAIA Rating 2022	STI target 100%	% target achievement	STI % weighting (MAX)	Grant
Dr. Ingo Behrendt	104	42	63	70	150%	150%	104
Ralf Heilig	46	42	63	30	150%	150%	46
Edgar Kuner	46	42	63	30	150%	150%	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 K€									
	2021	###	Target LTI Capital Market 100%	Market capitalization 2020	Market capitalization 2022	Target- Increase Market capitalization 2022 for 100% LTI	Actual increase in Market capitalization 2022	LTI-% Weighting (MAX)	LTI Grant 2022
Dr. Ingo Behrendt	446	446	298	628,900	851,581	40,000	222,645	150%	446
Ralf Heilig	195	195	130	628,900	851,581	40,000	222,645	150%	195
Edgar Kuner	195	195	130	628,900	851,581	40,000	222,645	150%	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 K€										
	Benchmark GAIA from 21	ACTUAL GAIA Rating from 21	LTI target 100% p.a.	% target achievement	LTI % weighting (MAX)	Benchmark GAIA from 22	ACTUAL GAIA Rating from 22	LTI target 100%	% target achievement	LTI % weighting (MAX)
Dr. Ingo Behrendt	38	66	74	174%	150%	42	63	74	150%	150%
Ralf Heilig	38	66	33	174%	150%	42	63	33	150%	150%
Edgar Kuner	38	66	33	174%	150%	42	63	33	150%	150%

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 Grants (in KEUR) with Comparison											
	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 General 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).