

2.2 Declaration of conformity (document)

In February 2023, the Executive Board of Nexus AG issued the Corporate Governance Statement pursuant to § 315d in conjunction with § 289f of the German Commercial Code (HGB) for the 2022 fiscal year, which is published on the Nexus AG website. It includes the current compliance statement in accordance with § 161 of the German Stock Corporation Act (AktG), relevant information on management practices, a description of the functioning of the Executive Board and Supervisory Board as well as the composition and functioning of their committees, the target values for the proportion of women on the Executive Board and at management levels below the Executive Board.

(www.nexus-ag.de under the heading Company / Investor Relations / Corporate Governance / Compliance Statement)

March 2023

The Executive Board and Supervisory Board of NEXUS AG declare pursuant to § 161 of the German Stock Corporation Law (AktG)

The Executive Board and Supervisory Board hereby declare that Nexus AG has complied with the recommendations of the government commission of the German Corporate Governance Code in the version of 28/04/2022 in accordance with the following Compliance Statement of 20/12/2022 and – with the exceptions cited there – and will comply with them in the future as shown below.

A. Management and monitoring

The target recommendation A.5 of the German Corporate Governance Code for the execution of the internal control system in the management report is omitted. Rather, the management report reports extensively on the risk management system of Nexus AG.

B. Composition of the Executive Board

An age limit in accordance with B.5 of the German Corporate Governance Code for the members of the Executive Board has not yet been set with regard to the age of the current Executive Board members and the duration of the respective appointment of usually three years. However, there are plans to do this in the current fiscal year.

In its current period, the Supervisory Board has not adopted a formal competence profile for the entire body in accordance with C.1 of the German Corporate Governance Code. The Supervisory Board decides on such a decision before or with the nomination of the Supervisory Board candidates for the next election to the Supervisory Board.

A Supervisory Board member is older than 75 years of age in violation of the age limit established in accordance with C.2 of the German Corporate Governance Code, whereby the Supervisory Board member will resign from the Supervisory Board at the end of the Annual General Meeting 2023.

One member of the Supervisory Board has been a member of the Supervisory Board for more than 12 years, contrary to Recommendation C.7 of the German Corporate Governance Code. In spite of the longer membership, the Supervisory Board considers the member to be independent of the company and the Executive Board due to his professional and personal circumstances.

The Compliance Statement is published in the internet at www.nexus-ag.de/unternehmen/investor-relation.

Donaueschingen, March 2023

For the Supervisory Board
Dr. Hans-Joachim König

For the Executive Board
Dr. Ingo Behrendt

