

## 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 2023. 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 the Audit Committee Chair 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 2023 until the Annual General Meeting on 16 May 2023, 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. Their office ended as appointed at the end of the Annual General Meeting on 16 May 2023. The members of the Supervisory Board were re-elected at the Annual General Meeting of 16 May 2023. Prof. Dr. med. Felicia M. Rosenthal as well as Mr. Florian Herger, Dr. Hans-Joachim König, Dr. Dietmar Kubis, Jürgen Rottler and Rolf Wöhrle were elected to the Supervisory Board. At the subsequent Supervisory Board meeting on 16 May 2023, Dr. Hans-Joachim König was elected Chairman of the Supervisory Board and Dr. Dietmar Kubis was elected Deputy Chairman. Dr. Hans-Joachim König was also elected Chairman of the Personnel Committee and Mr. Rolf Wöhrle was elected Chairman of the Audit Committee.

In the fiscal year 2023, 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 2023 on 6 March.2023, 16 May.2023, 26 September.2023 and 19 December 2023. In addition, other Supervisory Board meetings were held or Supervisory Board resolutions passed on 17 January 2023, 6 March 2023, 17 March 2023, 27 March 2023, 18 April 2023, 24 July 2023 and 1 September 2023 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 6 March 2023 dealt with the audit of the annual financial statements and consolidated financial statements of Nexus AG for the 2022 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. Furthermore, the election of the auditor and a proposal to the Annual General Meeting on the adoption of resolutions on the acquisition of Company's own shares were proposed to the Annual General Meeting. The proposals for election to the Supervisory Board were the subject of both the Supervisory Board meeting of 6 March 2023 and the meeting of 27 March 2023. At the meeting of 27 March.2023 and 18 April 2023, the Management Board contracts for the members of the Management Board for the period from 1 January 2024 to 31 December 2026 were also adopted.

	17/01/2023	06/03/2023	17/03/2023	27/03/2023	18/04/2023	16/05/2023	24/07/2023	01/09/2023	26/09/2023	19/12/2023
	Virtual session	Personal session	Virtual session	Virtual session	Virtual session	Personal session	Virtual session	Virtual session	Personal session	Personal session
Dr. Hans-Joachim König	X	X	X	X	X	X	X	X	X	X
Prof. (em.) Dr. Ulrich Krystek	X	X	X	X	X	-	-	-	-	-
Florian Herger	X	X	X	X	X	X	X	X	X	X
Dr. Dietmar Kubis	X	X	X	X	X	X	X	X	X	X
Prof. Dr. med. Felicia M. Rosenthal	X	X	X	X	X	X	X	e	X	X
Juergen Rottler	X	X	X	X	X	X	X	X	X	X
Rolf Wöhrle	-	-	-	-	-	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 meeting of 06 March .2023, the remuneration report and the proposal for the Annual General Meeting concerning the acquisition of own shares were discussed in detail and a resolution was passed; in the meeting of 27 March 2023, a resolution was also passed on the proposal for the Annual General Meeting for the creation of Approved Capital I and Approved Capital II.

At the Supervisory Board meeting on 1 September 2023, it was decided to initiate a tender procedure to determine the auditor for the 2024 financial year and at the Supervisory Board meeting on 19 December.2023, fundamental considerations for the medium and long-term strategy were discussed, taking into account the existing acquisition opportunities.

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 19/12/2023, 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 compliance declaration is available on the internet at [www.nexus-ag.de/unternehmen/investor-relations/ESG-Nachhaltigkeit](http://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 2023 fiscal year on 07/03/2022; at this Audit Committee meeting, all Audit Committee members, Prof. Dr. Ulrich Krystek (Chairman), Dr. Dietmar Kubis and Mr. Florian Herger took part. In addition, the Audit Committee in its new composition (Rolf Wöhrle – Chairman, Florian Herger and Dr. Dietmar Kubis) met on 30 August.2023, 13 November 2023 and 7 December 2023 on the topic of conducting a tender procedure for the appointment of the auditor for the financial year 2024. On 6 March 2023, the Personnel Committee also met in its capacity as Nomination Committee regarding the design of the new employment contracts for the members of the Management Board and the nomination of candidates for the election of the Supervisory Board by the Annual General Meeting. 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 2023 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 RSM Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, in accordance with Section 162 German Stock Corporation Act (AktG). RSM

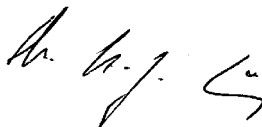
Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart was appointed auditor of Nexus AG as well as of the NEXUS Group for the fiscal year 2023 at the Annual General Meeting on 16 May 2023 and consequently appointed to conduct this audit. The auditors did not 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 4 May 2023. The auditor also participated in the Audit Committee meeting and the Supervisory Board meeting on 4 March 2023. 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 4 March 2023. 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 3 fiscal Year 2023 by resolution on 4 March 2023.

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, 04/03/2024



Dr. HansJoachim König

Chairperson of the Supervisory Board