



**Invitation to the
Annual General Meeting
of Nexus AG
2025**

Nexus AG

Donaueschingen

ISIN DE0005220909

Dear Shareholders:

We cordially invite you to the

**the Annual General Meeting
of Nexus AG**

**at 10:00 a.m. CEST on 5/22/2025
in the Donauhallen,
An der Donauhalle 2,
78166 Donaueschingen, Germany**

01 — Agenda of the Meeting

1. Presentation of the approved Annual Financial Statement of Nexus AG as of 31/12/2024, the Management Commentary, the report of the Supervisory Board, the approved Consolidated Financial Statement as of 31/12/2024 and the 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 2024 fiscal year

Pursuant to Sections 172 and 173 of the German Stock Corporation Law (AktG), no resolution of the Annual General 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 General 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 General 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 General Meeting. They are available for inspection by shareholders from the time the Annual General 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 2024 fiscal year

The Executive Board and Supervisory Board propose that the balance sheet profit of EUR 77,092,697.64 reported in the Annual Financial Statement as at 31/12/2024 be used as follows:

Distribution a dividend in the amount of EUR 0.23 on the 17,259,793.00 shares with a right to a dividend on no-par value bearer shares, consequently, a total of	EUR 3.969.752,39
Transfer to retained earnings	EUR 0,00
Balance to be carried forward (profit carried forward)	EUR 73.122.945,25

The total dividend is payable on 27/05/2025, subject to adoption of the resolution.

The number of no-par value bearer shares entitled to dividends takes into account that Nexus AG holds 14,902 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.

3. Resolution concerning the discharge of members of the Executive Board

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

„The members of the Executive Board acting in fiscal year 2024 will be granted discharge for this period.“

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

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

„The members of the Supervisory Board acting in fiscal year 2024 will be granted discharge for this period.“

5. Selection of the auditor and the group auditor for the fiscal year 2025 and the auditor for the audit of the sustainability report according to CSRD

5.1 Selection of the auditor and the group auditor for the fiscal year 2025

The Supervisory Board proposes to take following resolution:

„Flick Gocke Schaumburg GmbH Wirtschaftsprüfungsgesellschaft, Bonn, is selected auditor and consolidated auditor for the fiscal year 2025.“

The selection 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). The recommendation of the Audit Committee was based on a transparent and non-discriminatory selection procedure in accordance with Article 16 of the EU Regulation.

5.2 Selection of the auditor for the audit of the sustainability report according to CSRD

The Supervisory Board proposes to take following resolution:

„Subject to the specific provisions in an Implementation Act to the Corporate Sustainability Reporting Directive (CSRD) – (2022/2464/EU) amending the German Commercial Code (HGB) and other laws of the CSRD in German law as well as those subject to a reporting obligation

pursuant to this law that came into force on 5 January 2023, Flick Gocke Schaumburg GmbH Wirtschaftsprüfungsgesellschaft, Bonn, is selected auditor of the mandatory CSRD reporting („Sustainability Report“) to obtain limited audit assurance for Nexus AG and the Nexus Group for the fiscal year 2025.“

The selection proposal is based on the recommendation of the Audit Committee. In corresponding application of the provisions on the selection of the auditor for the audit of the annual financial statements and the auditor of the consolidated financial statements, the Audit Committee has stated that its selection of the auditor for the mandatory CSRD reporting 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).

6. Resolution on the approval of the remuneration system of members of the Executive Board

The Supervisory Board proposes to take following resolution:

„The remuneration system for the members of the Executive Board last approved by the Annual General Meeting on 27/04/2021 is approved again.“

Pursuant to Section 120a (1) of the AktG, the Annual General Meeting of the listed company decides on the approval of the remuneration system submitted by the Supervisory Board for the members of the Executive Board in the event of any material change in the remuneration system, but at least every four years. The first resolution was passed in accordance with the legal requirements by the Annual General Meeting on 27/04/2021. Accordingly, another resolution by the Annual General Meeting is required on 22/05/2025.

The remuneration system as well as the remuneration systematics of the Executive Board should remain unchanged.

The existing remuneration system will be available before convening the Annual General Meeting on the company's website at <https://www.nexus-ag.de/hv>. The remuneration system will be available during the Annual General Meeting and after conclusion of the Annual General Meeting on the website of the company at <https://www.nexus-ag.de/hv> for the period of 10 years.

7. Resolution on the confirmation of the remuneration of the Supervisory Board members

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

„The remuneration system for the members of the Executive Board last approved by the Annual General Meeting on 27/04/2021 is approved again.“

In the case of listed companies, a resolution on the remuneration of Supervisory Board members is to be taken at least every four years in accordance with Section 113 (3) of the German Commercial Code (AktG). A resolution confirming the remuneration is permissible and was adopted for the first time by the Annual General Meeting on 27/04/2021. Accordingly, another resolution by the Annual General Meeting is required on 22/05/2025.

The existing remuneration system, which is published on the company's website at <https://www.nexus-ag.de/hv>, should remain unchanged. The remuneration system will be available during the Annual General Meeting and after conclusion of the Annual General Meeting on the website of the company at <https://www.nexus-ag.de/hv> for the period of 10 years.

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

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

„The report of the Executive Board and Supervisory Board on the remuneration for the Executive Board and Supervisory Board of Nexus AG for the financial year 2024, prepared and audited in accordance with Section 162 AktG, is approved.“

Pursuant to Section 120a (4) of the German Commercial Code (AktG), the Annual General Meeting decides on the approval of the remuneration report prepared and audited in accordance with Section 162 AktG for the previous financial year. The remuneration systems underlying the remuneration were most recently approved by the Annual General Meeting of Nexus AG on 27/04/2021 and will be presented again for approval or confirmation to the Annual General Meeting under agenda items 6 and 7 above.

The remuneration report prepared by the Executive Board and Supervisory Board was reviewed by Flick Gocke Schaumburg GmbH Wirtschaftsprüfungsgesellschaft, Bonn, in accordance with Section 162 (3) AktG, to determine whether the information was provided in accordance with Section 162 (1) and (2) AktG. The remuneration report for the 2024 fiscal year, together with the audit report from the auditor's 28/02/2025, is available on the company's website at <https://www.nexus-ag.de/hv> and will also be available during the Annual General Meeting. The remuneration system will be available after the Annual General Meeting via the website of the company at <https://www.nexus-ag.de/hv> for the period of 10 years.

The decision does not give rise to any rights or obligations and is not open to challenge.

9. Adoption of a resolution consenting conclusion of a Profit and Loss Pooling Agreement between Nexus AG and ITR Software GmbH dated 25/03/2025

A Profit and Loss Pooling Agreement is to be concluded between Nexus AG as receiving company and ITR Software GmbH, registered in the commercial register of Kempten (Allgäu) commercial register number (HRB) 4056, with its registered office in Lindenberg im Allgäu as profit and loss transferring company. Nexus AG and ITR Software GmbH as a controlled company therefore concluded the Profit and Loss Pooling Agreement on 25/03/2025. The conclusion of the Profit and Loss Pooling Agreement takes effect only with the consent of the Annual General Meeting of Nexus AG and the shareholders' meeting of ITR Software GmbH and only with the entry in the commercial register of ITR Software GmbH.

The Executive Board and Supervisory Board propose to approve the Profit and Loss Pooling Agreement concluded on 25/03/2025 between Nexus AG as profit-receiving company and ITR Software GmbH as profit-transferring company (“controlled company”).

The Profit and Loss Pooling Agreement newly concluded on 25/03/2025 between Nexus AG as profit-receiving company and ITR Software GmbH as profit-transferring company ("controlled company") has the following essential content:

1) Profit transfer (Clause 1)

In Clause 1 of the profit and loss pooling agreement, the controlled company undertakes to transfer to Nexus AG its profit arising during the term of the agreement, for the first time for the fiscal year in which the Profit and Loss Pooling Agreement is entered in the commercial register of the controlled company. In addition to and in priority to the formation and dissolution of reserves, Section 301 AktG in its current version applies to the scope of profit transfer. The chosen formulation complies with legal requirements. For this purpose, a dynamic reference to the respectively valid legal versions was included.

The other profit reserves formed during the duration of the profit pooling agreement according to Section 272 (3) of the German Commercial Code (AktG) can be dissolved at the request of Nexus AG and used to compensate for an annual loss or transferred as a profit if Section 301 AktG (in its respective valid version) does not contradict this. The transfer of amounts from the reversal of other reserves or from other retained earnings that were or arose before the start of this Profit and Loss Pooling Agreement is excluded.

2) Loss transfer (Clause 2)

Pursuant to Clause 2 of the Profit and Loss Pooling Agreement, Nexus AG is obliged during the term of the agreement to assume the losses of the controlled company pursuant to all provisions of Section 302 AktG in its current version or corresponding provisions of any successor document insofar as the loss is not compensated by withdrawing amounts from the other retained earnings that have been placed in it during the term of the agreement. This also includes a dynamic reference to the legal requirements.

3) Origin and maturity of claims (Clause 3)

Clause 3 of the Profit and Loss Pooling Agreement stipulates that the payment entitlement arising from the profit transfer or loss transfer arises at the time of the balance sheet date. From that date, the payment entitlement shall bear interest at 5% p.a. and shall be due for payment within two weeks of the adoption of the annual financial statements of the controlled company.

4) Safeguarding external companies (Clause 4)

Clause 4 contains the note, as already stated in this report in the preliminary remark, that regulations and agreements are not necessary to safeguard external shareholders of the controlled company, since Nexus is the sole shareholder of the controlled company.

5) Effectiveness and duration of the agreement, security deposit (Clause 5)

In Clause 5, the Profit and Loss Pooling Agreement contains provisions for the effective date and the duration of the agreement. The Profit and Loss Pooling Agreement requires the approval of the shareholders' meeting of the controlled company and the Annual General Meeting of Nexus AG to take effect. The Profit and Loss Pooling Agreement takes effect upon entry in the commercial register of the controlled company and applies retroactively with regard to the profit and loss pooling for the beginning of the fiscal year of the

controlled company in which the entry takes effect. The Profit and Loss Pooling Agreement is concluded for an indeterminate period of time. It may be terminated for the first time with due observance of a notice period of three months to the end of the year, after the corporation tax group established by this Profit and Loss Pooling Agreement has fulfilled its minimum tax term (five years in accordance with Section 14 (1) no. 3 in conjunction with Section 17 of the Corporation Tax Act according to the current legal situation). This results in a minimum term until 31/12/2030 if the agreement is already registered in the commercial register in 2025. In the case of later registration, it ends later, so that a full five calendar years from the date of retroactive entry into force until termination are always taken as the basis.

Finally, the possibility of termination for good cause is regulated and additionally defined, that in particular the sale or contribution of the participation by Nexus AG, merger, division or liquidation can constitute an important reason for termination of the agreement.

Upon termination of the Profit and Loss Pooling Agreement, Nexus AG shall provide security to the creditors of the controlled company in accordance with the provisions of Section 303 AktG.

6) Severability Clause (Clause 6)

Insofar as the Profit and Loss Pooling Agreement contains loopholes or individual clauses are or become void, invalid or unenforceable, the Profit and Loss Pooling Agreement contains a customary "Severability Clause", which is intended to ensure an appropriate filling of regulatory loopholes. Furthermore, the interpretation clause is intended to provide an interpretation in favor of tax recognition.

The following documents are available for inspection by shareholders from the time the Annual General Meeting is convened on the premises of Nexus AG, Irmastr. 1, 78166 Donaueschingen and the business premises of ITR Software GmbH and are made available on the company's website at [https:// www.nexus-ag.de/hv](https://www.nexus-ag.de/hv):

- + Profit and loss pooling agreement between Nexus AG and ITR Software GmbH dated 25/03/2025
- + Annual Financial Statements and Management Commentaries of Nexus AG for the fiscal years 2024, 2023 and 2022
- + Annual Financial Statements of ITR Software GmbH for the fiscal years 2024, 2023 and 2022
- + Joint report pursuant to Section 293a of the German Stock Corporation Act of the Executive Board of Nexus AG and the Executive Board of ITR Software GmbH on the Profit and Loss Pooling Agreement of 25/03/2025

10. Adoption of a resolution consenting conclusion of a Profit and Loss Pooling Agreement between Nexus AG and "IFMS GmbH", Institut für medizinische Software dated 25/03/2025.

A Profit and Loss Pooling Agreement is to be concluded between Nexus AG as receiving company and "IFMS GmbH", Institut für medizinische Software, registered in the commercial register of the Saarbrücken under commercial register number (HRB) 12059, with its registered office in Saarbrücken as a profit and loss transferring company. Nexus AG and „IFMS GmbH“ Institut für medizinische Software as a controlled company therefore concluded the Profit and Loss Pooling Agreement on 25/03/2025. The conclusion of the Profit and Loss Pooling Agreement takes effect only with the consent of the Annual General Meeting of Nexus AG and the shareholders' meeting of and

"IFMS GmbH", Institut für medizinische Software and only with the entry in the commercial register of „IFMS GmbH“ Institut für medizinische Software.

The Executive Board and Supervisory Board propose to approve the Profit and Loss Pooling Agreement concluded on 25/03/2025 between Nexus AG as profit-receiving company and "IFMS GmbH", Institut für medizinische Software as profit-transferring company ("controlled company").

The new Profit and Loss Pooling Agreement concluded on 25/03/2025 between Nexus AG as a profit-receiving company and the „IFMS GmbH“ Institute for Medical Software as a profit and loss-transferring company („Organgesellschaft“) has the essential content of the Profit and Loss Pooling Agreement between Nexus AG and ITR Software GmbH as explained in agenda item 9 above; reference is made to this agreement.

The following documents are available for inspection by shareholders from the time the Annual General Meeting is convened on the premises of Nexus AG, Irmastr. 1, 78166 Donaueschingen and the business premises of „IFMS GmbH“ Institut für medizinische Software and are made available on the company's website at [https:// www.nexus-ag.de/hv](https://www.nexus-ag.de/hv):

- + Adoption of a resolution consenting conclusion of a Profit and Loss Pooling Agreement between Nexus AG and "IFMS GmbH", Institut für medizinische Software dated 25/03/2025.;
- + Annual Financial Statements and Management Commentaries of Nexus AG for the fiscal years 2024, 2023 and 2022
- + Annual Financial Statements of and "IFMS GmbH", Institut für medizinische Software for the fiscal years 2024, 2023 and 2022
- + Joint report pursuant to Section 293a of the German Stock Corporation Act of the Executive Board of Nexus AG and the Executive Board of "IFMS GmbH", Institut für medizinische Software on the Profit and Loss Pooling Agreement of 25/03/2025

11. Adoption of a resolution consenting conclusion of a Profit and Loss Pooling Agreement between Nexus AG and NEXUS / CHILI GmbH dated 25/03/2025

A Profit and Loss Pooling Agreement is to be concluded between Nexus AG as receiving company and NEXUS / CHILI GmbH, registered in the commercial register of the Mannheim under commercial register number (HRB) 337363, with its registered office in Dossenheim as a profit and loss transferring company. Nexus AG and NEXUS / CHILI GmbH as a controlled company therefore concluded the Profit and Loss Pooling Agreement on 25/03/2025. The conclusion of the Profit and Loss Pooling Agreement takes effect only with the consent of the Annual General Meeting of Nexus AG and the shareholders' meeting of NEXUS / CHILI GmbH and only with the entry in the commercial register of NEXUS / CHILI GmbH.

The Executive Board and Supervisory Board propose to approve the Profit and Loss Pooling Agreement concluded on 25/03/2025 between Nexus AG as profit-receiving company and NEXUS / CHILI GmbH as profit-transferring company ("controlled company").

The new Profit and Loss Pooling Agreement concluded on 25/03/2025 between Nexus AG as a profit-receiving company and NEXUS / CHILI GmbH as a profit and loss transferring company („Organgesellschaft“) has the essential content of the Profit and Loss Pooling Agreement between Nexus AG and ITR Software GmbH as explained under agenda item 9 above; reference is made to this.

The following documents are available for inspection by shareholders from the time the Annual General Meeting is convened on the premises of Nexus AG, Irmastr. 1, 78166 Donaueschingen and the business premises of NEXUS / CHILI GmbH and are made available on the company's website at [https:// www.nexus-ag.de/hv](https://www.nexus-ag.de/hv):

- + Profit and loss pooling agreement between Nexus AG and NEXUS / CHILI GmbH dated 25/03/2025
- + Annual Financial Statements and Management Commentaries of Nexus AG for the fiscal years 2024, 2023 and 2022
- + Annual Financial Statements of NEXUS / CHILI GmbH for the fiscal years 2024, 2023 and 2022
- + Joint report pursuant to Section 293a of the German Stock Corporation Act of the Executive Board of Nexus AG and the Executive Board of NEXUS / CHILI GmbH on the Profit and Loss Pooling Agreement of 25/03/2025

12. New or by-election of members of the Supervisory Board

On 5 November 2024, Project Neptune Bidco GmbH (the „Bidder“), a holding company controlled by investment funds advised and managed by affiliated companies of TA Associates Management, L.P. , decided to offer to the shareholders of Nexus AG („ Nexus Shareholders „) to acquire all the non-nominal bearer shares of Nexus AG that it does not directly hold by way of a voluntary public takeover offer (the „ Offer“). The Bidder has announced that the Offer has been accepted for a total of 16,402,668 NEXUS shares (corresponding to approximately 94.95% of the Company's share capital and voting rights) and that the settlement of the Offer will take place no later than 14 April 2025. Against this background, of the currently appointed members of the Supervisory Board, the Supervisory Board members Dr. Dietmar Kubis, Prof. Dr. Felicia Rosenthal and Rolf Wöhrle have each announced that they will declare the resignation of their positions on the Supervisory Board of the company at the end of the Annual General Meeting, on 22/05/2025, so that their positions will end on this date. The Supervisory Board has therefore decided to propose to the Annual General Meeting the election of the replacement candidates listed under agenda items 12.1 to 12.3 by means of by-election.

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 General Meeting. The Annual General Meeting is not bound by the proposed nominations for election.

The office term of the Supervisory Board members to be subsequently elected lasts until the end of the Annual General Meeting, which decides on formal approval 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 about the candidates is also available for inspection by shareholders 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>. The CVs of the proposed candidates can be found below under "II. Supplementary documents to agenda items 12'.

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

inzelabstimmung über die Neuwahl zum Aufsichtsrat entscheiden zu lassen.

12.1 Resolutions on the election of the Supervisory Board; election proposal for Stefan Dandl

The Supervisory Board proposes to elect Mr. Stefan Dandl, Investor (Director at TA Associates Management, LP), residing in London, as a member of the Supervisory Board for the period until the end of the Annual General Meeting, which decides on the discharge for the fiscal year 2026.

There are no significant personal or business relationships between Mr. Stefan Dandl 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 C.13 of the German Corporate Governance Code. Stefan Dandl is Managing Director of the company, which is substantially involved in processing the Offer of the involved Bidder Stefan Dandl is also Director at TA Associates Management, LP. TA Associates Management, LP advises and manages investment fund shares via affiliated companies, which the bidder controls. The Bidder will have a significant stake in the Company after the Offer has been processed and concluded.

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:

- + SER Solutions Deutschland GmbH, Bonn
- + Hornetsecurity GmbH, Hanover
- + Chaos Software GmbH, Karlsruhe
- + Adcubum AG, St. Gallen (Switzerland)
- + Unit4 Group Holding B.V., Amsterdam (Netherlands)
- + IGEL Technology GmbH, Bremen
- + Priority Software Ltd., Tel Aviv (Israel)
- + Consilio Topco Ltd. (formerly Cyncly), Ashby-De-La-Zouch (United Kingdom)
- + Thinkproject Holding GmbH, Munich

12.2 Resolutions on the election of the Supervisory Board; Birker Bahnsen

The Supervisory Board proposes to elect Mr. Birker Bahnsen, Investor (Managing Director at TA Associates Management, LP), residing in London, as a member of the Supervisory Board for the period until the end of the Annual General Meeting, which decides on the discharge for the fiscal year 2026.

There are no significant personal or business relationships between Mr. Birker Bahnsen 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 C.13 of the German Corporate Governance Code. Birker Bahnsen is Managing Director at TA Associates Management, LP. TA Associates Management, LP advises and manages investment fund shares via affiliated companies, which the bidder controls. The Bidder will have a significant stake in the Company after the Offer has been processed and concluded.

sen is Managing Director at TA Associates Management, LP. TA Associates Management, LP advises and manages investment fund shares via affiliated companies, which the bidder controls. The Bidder will have a significant stake in the Company after the Offer has been processed and concluded.

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:

- + Elos Medtech AB (publ), Gothenburg (Sweden)
- + Biocomposites Ltd., Keele (United Kingdom)
- + Diatech Pharmacogenetics svl, Jesi (Italy)

12.3 Resolutions on the election of the Supervisory Board; election proposal of Naveen Wadhwa

The Supervisory Board proposes to elect Mr. Naveen Wadhwa, Investor (Managing Director at TA Associates Management, LP), residing in London, as a member of the Supervisory Board for the period until the end of the Annual General Meeting, which decides on the discharge for the fiscal year 2026.

There are no significant personal or business relationships between Mr. Naveen Wadhwa 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 C.13 of the German Corporate Governance Code. Naveen Wadhwa is Managing Director at TA Associates Management, LP. TA Associates Management, LP advises and manages investment fund shares via affiliated companies, which the bidder controls. The Bidder will have a significant stake in the Company after the Offer has been processed and concluded.

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:

- + Agilio Software Bidco Ltd., Sheffield (United Kingdom)
- + Chaos Software GmbH, Karlsruhe
- + Consilio Topco Ltd. (formerly Cyncly), Ashby-De-La-Zouch (United Kingdom)
- + Epassi UK Ltd., Haywards Heath (United Kingdom)
- + Hubexo HQ AB, Ljusdal (Sweden)
- + IFS Sverige AB, Linköping (Sweden)
- + Interswitch Ltd., Lagos (Nigeria)
- + Riskconnect Inc., Atlanta (USA)

Invitation to the Annual General Meeting __ Nexus AG 2025

13. Adaptation of the articles of association concerning virtual general meetings

With the Act on the Introduction of Virtual Annual General Meetings of Public Limited Liability Companies and Amendment of Cooperative, Insolvency and Restructuring Regulations (Federal Law Gazette I No. 27 2022, p. 1166 et seq.), the German legislature has permanently enshrined the format of the virtual Annual General Meeting in the German Stock Corporation Act.

These legal innovations are to be taken into account by amending Clause 15 of the Articles of Association of Nexus AG by inserting the new paragraphs 3 to 5. This involves enabling partial or complete audio and/or video transmission of the Annual General Meeting (agenda item 13.1), the possibility of holding the Annual General Meeting as a virtual Annual General Meeting (agenda item 13.2) and the possibility of virtual participation of the Supervisory Board members at the virtual Annual General Meeting (agenda item 13.3).

13.1 Resolution on the amendment of the Articles of Association to enable the sound and/or image transmission of the Annual General Meeting

The introduction of the possibility of a partial or complete audio and/or video transmission of the Annual General Meeting shall allow the chairman of the Annual General Meeting to enable members who are not present to participate in the Annual General Meeting.

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

In Clause 15 of the Articles of Association, a new paragraph 3 is inserted as follows:

„(3) The Annual General Meeting may be broadcast in part or in full in sound and video, at the request of the Chairman of the Meeting, including in such a way that the public has unrestricted access.“

13.2 Resolution on the amendment of the Articles of Association to authorize the Executive Board to hold virtual Annual General Meetings

Pursuant to Section 118a AktG, the Articles of Association of the Company may provide or authorize the Management Board to provide for an Annual General Meeting to be held without the physical presence of the shareholders or their representatives (virtual Annual General Meeting). Such a statutory provision must be limited in time. The limitation period may not exceed five years after the entry of the provision of the Articles of Association in the commercial register. The law makes the holding of a virtual Annual General Meeting subject to certain additional conditions to safeguard shareholders' rights.

The Executive Board and Supervisory Board propose a regulation of the Articles of Association that authorizes the Executive Board to provide for an Annual General Meeting to be held as a virtual Annual General Meeting.

The Executive Board will only make use of such authorization at its due discretion, taking into account all circumstances of the individual case. When deciding on the format and the concrete structure of the Annual General

Meeting, the Executive Board will attach great importance to safeguarding shareholder rights.

The new provision is to be incorporated into Clause 15 of the Articles of Association by inserting a new paragraph 4. In addition, the word „format“ should be included in the heading of Clause 15 of the Articles of Association to cover the content supplemented in paragraph 4.

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

The heading of Clause 15 of the Articles of Association is amended and reworded as follows:

„Clause 15 Place, format and convocation“

In Clause 15 of the Articles of Association, the following new paragraph 4 is inserted:

„(4) The Executive Board is authorized to provide that the Annual General Meeting is to be held at the place of the Annual General Meeting without the physical presence of the shareholders or their representatives (virtual Annual General Meeting). This authorization applies only to the holding of virtual Annual General Meetings until 31 August 2029.“

13.3 Resolution on the amendment of the Articles of Association to authorize the Supervisory Board to participate in the virtual Annual General Meeting

In addition to the members of the Executive Board, the members of the Supervisory Board should also participate physically in principle on site at the virtual general meeting.

No use is made of the possibility to open participation to the members of the Supervisory Board by image and sound transmission in the case of a virtual Annual General Meeting without special reasons. Rather, participation via image and sound transmission should be limited to exceptional cases and will be newly inserted in Clause 15 (5) of the Articles of Association. This provision shall then apply equally to face-to-face meetings within the meaning of paragraph 1 and virtual meetings within the meaning of the new paragraph 4.

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

In Clause 15 of the Articles of Association, the following new paragraph 5 is inserted:

„(5) Members of the Supervisory Board are permitted to participate in the Annual General Meeting in consultation with the Chairperson of the Meeting by means of image and sound transmission if the presence at the place of the Annual General Meeting is not possible or only possible with considerable effort for the Supervisory Board member concerned due to legal restrictions or due to his place of employment or residence abroad.“

02 — Supplementary documents to agenda item 12

Curriculum vitae of candidates for election to the Supervisory Board:

Mr. Stefan Dandl

Personal data:

Date of birth	1988
Nationality	German
Domicile	London
Profession	Investor
Company	TA Associates
Initial appointment	2025
Term of office	2025

Professional career:

2010 - 2013 J.P. Morgan – Investment Banking Division, Media & Technology, Analyst

Since 2013 TA Associates (UK) LLP, Director

Education:

2006 - 2009 Universität of St. Gallen, BA Business Administration

Mandates pursuant to Section 125 (1) sentence 3 of the German Stock Corporation Law (AktG) in statutory supervisory boards or in comparable domestic and foreign control bodies::

- + SER Solutions Deutschland GmbH, Bonn
- + Hornetsecurity GmbH, Hanover
- + Chaos Software GmbH, Karlsruhe
- + Adcubum AG, St. Gallen (Switzerland)
- + Unit4 Group Holding B.V., Amsterdam (Netherlands)
- + IGEL Technology GmbH, Bremen
- + Priority Software Ltd., Tel Aviv (Israel)
- + Consilio Topco Ltd. (formerly Cyncly), Ashby-De-La-Zouch (United Kingdom)
- + Thinkproject Holding GmbH, Munich

Mr. Birker Bahnsen

Personal data:

Date of birth	1977
Nationality	Danish
Domicile	London
Profession	Investor
Company	TA Associates
Initial appointment	2025
Term of office	2025

Professional career:

Since 2009 TA Associates, Managing Director

Education:

1998 - 2002 Universität Cambridge; BA Hons Manufacturing Engineering + MEng Manufacturing Engineering.

Mandates pursuant to Section 125 (1) sentence 3 of the German Stock Corporation Law (AktG) in statutory supervisory boards or in comparable domestic and foreign control bodies:

- + Elos Medtech AB (publ), Göteborg (Schweden)
- + Biocomposites Ltd., Keele (Vereinigtes Königreich)
- + Diatech Pharmacogenetics svl, Jesi (Italien)

Mr. Naveen Wadhera

Persönliche Angaben:

Date of birth	1977
Nationality	US American
Domicile	London
Profession	Investor
Company	TA Associates
Initial appointment	2025
Term of office	2025

Professional career:

Since 2008 TA Associates, Managing Director

Education:

1995 - 1999 University of Pennsylvania; BSc Engineering

2006 - 2008 The Wharton School of Business; MBA

Mandates pursuant to Section 125 (1) sentence 3 of the German Stock Corporation Law (AktG) in statutory supervisory boards or in comparable domestic and foreign control bodies:

- + Agilio Software Bidco Ltd., Sheffield (United Kingdom)
- + Chaos Software GmbH, Karlsruhe
- + Consilio Topco Ltd. (formerly Cyncly), Ashby-De-La-Zouch (United Kingdom)
- + Epassi UK Ltd., Haywards Heath (United Kingdom)
- + Hubexo HQ AB, Ljusdal (Sweden)
- + IFS Sverige AB, Linköping (Sweden)
- + Interswitch Ltd., Lagos (Nigeria)
- + Riskonnect Inc., Atlanta (USA)
- + RLDatix, Chicago (USA)
- + WorkWave LLC, Holmdel (USA)

03 — Requirements for attendance at annual general meetings and the exercise of voting rights

Only those shareholders who have registered for the Annual General Meeting and demonstrated their shareholding in the Group are entitled to attend the Annual General 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 22nd day before the Annual General Meeting, namely on Wednesday, 30/04/2025 at midnight (24:00 o'clock) CEST (proof deadline date).

The registration and proof of shareholding must be received by the Group no later than Thursday, 15 May 2025, midnight (24:00 o'clock) CEST, at the following address:

Nexus AG
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring
E-Mail: nexus2024@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 General Meeting and to exercise the voting right (see the following section „Procedures for voting by an authorized representative“) are granted tickets for the Annual General Meeting. We would like to make it clear that the admission ticket serves only to facilitate the organization of the Annual General Meeting and is not a prerequisite for participation in the Annual General Meeting and the exercise of the right to vote according to the law or the articles of association. Tickets for the Annual General Meeting will be sent by post. Replacement admission tickets are available at admission control on the day of the Annual General Meeting.

Date of proof pursuant to section 123 (4) 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 General Meeting and exercised the voting rights. The entitlement to participate in the Annual General 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 General 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 Wednesday, 01/05/2025, midnight (00:00 o'clock) (CEST).

Voting procedure

Issuing a proxy

Shareholders may be represented at the Annual General 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 General 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 General Meeting, and to exercise the voting rights are also required (see above under „prerequisite for participation in the Annual General 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 of the German Stock Corporation Act (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 General 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 20/05/2025, midnight (24:00 o'clock) CEST, to the following postal address or email address:

Nexus AG
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring
Email: nexus2025@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 General Meeting, and to exercise the voting rights are also required (see above under „prerequisite for participation in the Annual General 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 General Meeting to authorize the Company's proxy holders to exercise their voting rights at the Annual General 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 13/05/2025, midnight (24:00 o'clock) 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 General Meeting, either in advance or during the Annual General Meeting.

If an individual vote is carried out on an agenda item without this having been communicated in advance of the Annual General 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 General Meeting and thus up to the end of 22/06/2025, midnight (24:00 o'clock) 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
Vorstand
Irmastr. 1
78166 Donaueschingen

The request must reach the Company at least 30 (thirty) days before the Annual General Meeting (excluding the date of the Annual General Meeting and the date of receipt), i.e., no later than Monday, 21/04/2025, midnight (24:00 o'clock) 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
Irmstr. 1
78166 Donaueschingen
E-Mail: 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 (fourteen) days before the Annual General Meeting at the address indicated above (excluding the date of the Annual General Meeting and the date of receipt). The receipt must therefore be by midnight CEST on Wednesday, 07 May 2025, midnight (24:00 o'clock) CEST 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 General 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 General 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 General 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 General 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, since the consolidated financial statements and the Group management report must also be submitted to the Annual General 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 General 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 General Meeting pursuant to Section 124a AktG, including of invitation to the Annual General Meeting and the mandatory reports therein as well the Annual Report for the 2024 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 available to the Annual General Meeting by law is available at the Annual General Meeting and at the business premises of Nexus AG, Irmstr. 1, 78166 Donaueschingen, for the inspection of the shareholders.

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

At the time of convening the Annual General 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 General Meeting is accordingly 17,274,695. Of the 17,274,695 total shares, 14,902 shares are foreseeably attributable to treasury shares from which the company has no rights at the time the Annual General 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 General 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 General 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 General 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 2025

Nexus AG
The Executive Board

nexus/ag

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