

# COMPLIANCE STATEMENT



January 2020

## **The Executive Board and Supervisory Board of NEXUS AG declare pursuant to Section 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 version of 7 February 2017 – with the following exceptions – and will comply in the future as shown below:

### **Clause 5.4.1 (Composition of the Supervisory Board)**

The members of the Supervisory Board of NEXUS AG have the necessary knowledge, skills and professional experience for the proper performance of the tasks of the Supervisory Board in our internationally operating IT company.

At least one independent member has expertise in accounting and auditing. In addition, the Supervisory Board has now set the following concrete objectives for its future composition at its meetings of 18/12/2019 and 23/01/2020: The members of the Supervisory Board should normally not be older than 80 years and the term of membership of the Supervisory Board should normally not exceed a period of 12 years. In the current transitional phase, three members of the Supervisory Board exceed the period of membership specified above. This is especially to ensure maintaining valuable experience gained in the work of the Supervisory Board at NEXUS AG.

After the end of the 2022 financial year, the period of membership is only to be exceeded in justified individual cases. In addition to these objectives, the Supervisory Board has adopted a competence profile that applies to the overall Supervisory Board and contains both the personal requirements applicable to each Supervisory Board member and the company-specific and technical requirements to be met by the entire Board. The competence profile is published on the NEXUS AG website.

### **Independence of the Supervisory Board**

NEXUS AG considers the sufficient independence of its members of the Supervisory Board as an important basis for effective control and advice of the company's management. To this end, the Supervisory Board has set a minimum number of three independent members as the appointment goal. In addition, the Supervisory Board specified at its meetings on 18/12/2019 and 23/01/2020 that all members of the Supervisory Board are to be independent within the meaning of section 5.4.2 of the German Corporate Governance Codex (DCGK). The Supervisory Board believes that the duration of membership on the Supervisory Board does not exclude the classification of the member concerned as independent. The Chairman of the Audit Committee of the Supervisory Board, Prof. Ulrich Krystek, qualifies as an independent financial expert within the meaning of Section 5.3.2 of the DCGK and Section 100 (5) of the German Stock Corporation Law (AktG) due to his many years of activity in financial

responsibility in industrial companies and as a professor of business administration and controlling.

**Clause 5.4.6 (Remuneration of Supervisory Board Members)**

A compensation rule for Supervisory Board members was passed at the annual stockholders meeting of 14 June 2010 as Clause 13a, which is based on the Group result in the business year. Due to the slight amount of the compensation based on success, adjustment pursuant to Section 5.4.6 (2), sentence 2 of the DCGK is not planned with a view to the long-term development of the company. The complexity of such a regulation and the current amount are not in a relation requiring adjustment. Until now, no separate remuneration has been provided for the Deputy Chairman of the Supervisory Board.

The Compliance Statement is published in the Internet at [www.nexus-ag.de](http://www.nexus-ag.de).

Donaueschingen, February 2020

For the Supervisory Board

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For the Executive Board

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*\* 0.09 €/min. from the German landline network*