nexus | ag

Annual Report
2024

__ Financial Highlights

	2024	2023	Change
Sales, operating result and cash flow	KEUR	KEUR	(in %)
Sales	261,463	241,459	8.3
Segment revenues NEXUS / DE (unconsolidated)	89,910	80,348	11.9
Segment revenues NEXUS / DIS (unconsolidated)	72,937	59,687	22.2
Segment revenues NEXUS / ROE (unconsolidated)	115,547	113,888	1.5
Domestic sales	143,748	132,198	8.7
Sales in foreign countries	117,715	109,261	7.7
EBITDA	57,645	50,389	14.4
EBITDA before acquisitions	57,222	49,966	14.5
EBITA	45,584	38,276	19.1
EBIT	38,683	31,873	21.4
EBIT before acquisitions	40,874	34,064	20.0
EBT	40,042	32,994	21.4
EBT before acquisitions	42,301	35,253	20.0
Consolidated net income	31,163	23,792	31.0
Cash flow from operating activities	51,541	30,407	69.5
Earnings per share (undiluted / diluted) in EUR	1.79	1.39	28.8
Ongoing development costs and depreciations			
Capitalization of software developments	4,052	3,777	7.3
Development costs	50,400	44,572	13.1
Total depreciation	18,962	18,516	2.4
Depreciation from purchase price allocation	6,901	6,403	7.8
Assets and equity capital			
Non-current assets	248,667	243,907	2.0
Current assets	189,066	167,809	12.7
Liquid assets including shortterm financial depositions	114,038	97,434	17.0
Equity capital	282,958	258,582	9.4
Share price (closing price, Xetra, in EUR)	69.20	58.20	18.9
Employees (annual average)	1,774	1,690	5.0

As rounded figures are used in this report, it is possible that the totals and calculated percentage figures may vary slightly.

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01 __ Letter to our Shareholders

Dear Shareholders:

We are again presenting very gratifying figures in 2024! This development is not entirely self-evident, especially when we consider the current economic situation in many countries and the problem reports of our competitors. Consequently, we are very pleased to be able to report exceptionally positive results for 2024: strong results, high order intake and successful new product launches. We are proud to be able to show significant increases in sales and results for the 25th year in a row.

__ 2024: Crisis and Opportunities

Galloping bureaucracy, inflation, high sick leave rates, the trend toward home office and the economic pressure of our customers are well-known problems in Europe and now especially in Germany. We are particularly affected by the unfortunate combination of a stagnant economy, tight budgets and a shortage of labor.

We created programs in 2024 that are effective in addressing the shortage of skilled workers. New forms of work, flexibility of employment contracts and share-based employee participation were just as much part of our program as were the establishment of development centers in Poznan (PL) and recently in Bangladesh. It is obvious to us that we need to be even more agile and flexible to be successful in the future.

We also see very pleasing potential on the demand side, which we would like to take advantage of. These include the many national digitization projects, such as the health reform approved by the German Parliament in October: new flat-rate cases and retention lump sums, the introduction of benefit groups and quality criteria as well as the establishment of cross-sectoral care facilities. All of this entails numerous demands for NEXUS systems and thus also ensures our capacity utilization in the coming years. Sate-funded digitization projects are currently being designed or implemented in almost all countries in which we are involved. This applies to France, Switzerland, Austria, the Netherlands, but also to England and Ireland. This creates great sales opportunities for the NEXUS Group.

Even more essential to our business, however, are the numerous changes and product discontinuations of our competitors that we have seen in recent months. This has caused a lot of uncertainty among customers, but has also created a lot of dynamism on the market. Some systems will no longer be continued in the future, and the replacement procurements of the HIS systems that have become necessary as a result will keep us busy in the coming months and years.

__ 2024: The Innovation Race

There is a great need for convincing e-health innovations. Not only the challenges described above require innovation. The acute shortage of nurses and doctors can only be mitigated with efficient digitization, and new treatment methods and regulations can only be efficiently implemented through the use of information technology and artificial intelligence.

However, innovations in healthcare cannot be implemented overnight. There is little space for experiments in the daily practice of the facilities and so providers are urgently required to focus on solutions that are suitable for everyday use and save time. As a result, only those innovations are successful on the market that meet these criteria.

There is an innovation race between the providers, in which we have set standards with our claim of "80 % faster". The demand on ourselves and the promise to our customers: Processes digitized with NEXUS software can be accelerated by 80 % in practice! We have positioned ourselves strongly among competitors and are working on numerous development projects aimed at better aligning our products with clinical processes to reach the 80 % goal.

In this sense, all our major innovation projects (NEXUS / ADVANCED REPORTING, NEXUS / PORTAL and NEXUS / VNA, NEXUS / PAT, NEXUS / AI-ASSISTANCE) are focused and tested toward achieving this goal:

We were able to further develop "NEXUS / ADVANCED REPORTING" (NEXUS / NAR) significantly in 2024, especially with respect to integration of AI-based voice control. NEXUS / NAR supports the creation of findings texts and diagnoses based on image analyses, predefined terminologies and experience. As a result, findings can be produced significantly faster and in higher quality. NEXUS / NAR is used internationally in all our software applications (e.g., HIS, pathology, psychiatry, urology, radiology, endoscopy, etc.). Our reference customers especially praise the increase in efficiency (time savings of up to 80% in the preparation of reports) and a significant improvement in quality (structured statements) in clinical informatics.

__ Dr. Ingo Behrendt, Chief Executive Officer (CEO)

"NEXUS / PORTAL" is an important innovation that facilitates and significantly accelerates communication between patients, referring physicians and hospitals. Information exchange, report submission and appointment bookings are among the time-consuming processes related to treatment and are accelerated with NEXUS / PORTAL. We greatly expanded the product's customer base and integrated other features last year.

The same applies to “NEXUS / VNA”. This module enables our customers to have clinic-wide, media-independent image and document archiving and thus a complete view of the patient record without extended searches or changes of media.

A major focus in 2024 was the development of our AI module "NEXUS / AI-ASSISTANCE". We are establishing "NEXUS / AI-ASSISTANCE" as a constant companion for users. Operation of the software becomes easier and faster: natural language requests, report generation support, or the results of integrated AI services in radiology or endoscopy. Thanks to the development of our constantly expanding AI platform, we make the benefits of artificial intelligence tangible directly in the system.

The strong focus of our company on product development is rather an exception on the market. However, our new orders and thus the success of our product developments prove that this is the right strategy. For this reason, we again invested approx. 19 % of our sales or approx. EUR 50 million in new developments in 2024. Our strong position and good market prospects also continue to justify these investments.

At the same time, we remain convinced: at every step of innovation and in every new and further development, we have to prove to our customers that digitization helps them to solve the urgent challenges facing healthcare institutions. With our clear development orientation and our 80 % promise, we are very clearly well-positioned.

__ 2024: Market and Consolidation

Our market remains attractive even in the current crises and changing conditions. Financial investors in particular were active in 2024 and have acquired shareholdings in market participants. Most recently, financial investor CVC Capital Partners completed a public takeover offer to the shareholders of CompuGroup Medical SE & Co. KGaA. We ourselves are also in the midst of a takeover process. Investors obviously still expect significant potential in our market. As described above, this is all the more true since public programs and product discontinuations make room for an increase in sales and market share gains. Therefore, we also expect a further increase in concentration among existing providers.

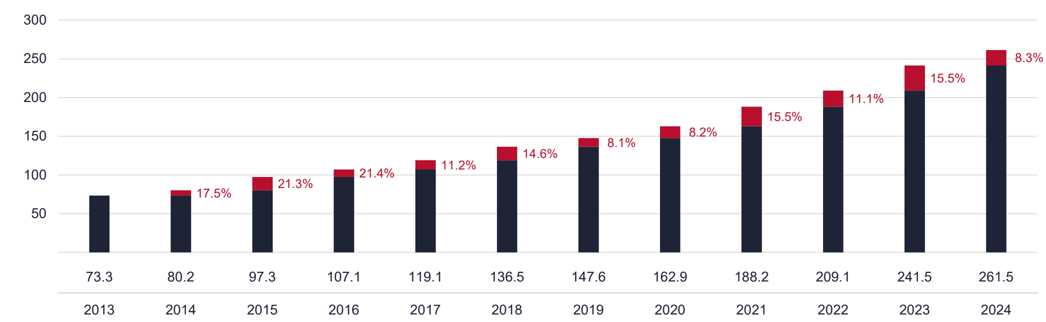
At the end of 2024, we were able to recruit two highly specialized, international teams. On 01/10/2024, we acquired 100 % of one of the leading providers of innovative solutions in the field of endoscopy and cardiology diagnostics, i.e., the British company HD Clinical Ltd. With of HD Clinical, we have a recognized and internationally active team of experts for structured interpretation and image processing, thereby strengthening our European market position in software for internal medicine. HD Clinical has significantly expanded its market position in recent months: The Scottish health service NHS and the Irish health authority HSE selected HD Clinical's SOLUS software solution as part of a national tender for an endoscopy diagnostic system. We expect the collaboration with the company, which employs approximately 60 people in England and Ireland, to provide substantial product and cost synergies.

On 22/10/2024, we acquired the product LAPSOFT from the Spanish-based company "NEXUS INFORMATION SYSTEMS S.A.". We also expect significant synergies in this case, in particular with the NEXUS / LABORATORY product area.

Both purchases and their products expand the product strategy of the respective areas and have become an important part of our internationalization strategy.

We spent approximately EUR 2 million on the realignment and integration of these companies in 2024. We are convinced that these investments are well spent and the associated market and portfolio expansions will further strengthen our position in the e-health market.

2013 to 2024 __ Group Sales in EUR million



__ 2024: Substantial number of incoming orders

We were extremely successful in sales in 2024. In Germany, we have won key HIS contracts to replace "SAP IS-H" and "Oracle i.s.h.med", thus achieving the first important successes in the upcoming wave of tenders. We were able to win an extraordinary tender in terms of scope and importance from the medical service of the German Armed Forces (Bundeswehr). Over the next few years, we will implement the centralization and optimization of clinical care in all hospitals of the Bundeswehr. According to the Defense Ministry, this is "currently the most important digitalization project of the Bundeswehr", and it uses the entire range of NEXUS products in their most modern form. We are very proud to be able to implement this important project for the health care of the armed forces. The winning of the tender from the University Hospital Jena is also significant. We are going to implement clinical workplaces in all psychiatric departments at both sites of the university hospital. Other order priorities were Hospital Future Act (KHZG) projects and managed service projects with existing customers.

We have also been able to record interesting incoming orders at our NEXUS foreign subsidiaries. Winning the tender for implementation of our HIS system at the Hospital Grójec PCMG (PL) in Poland is very significant. In France, we were also able to win the orders in the HIS area from the clinics GHM de Grenoble (F) and in particular the six clinics of the Groupe St. Gatien.

We have been able to record important new orders in diagnostics. Examples are the nine radiology installations in the Johannesstift Diakonie-Verbund, the Hospital de Bellvitge in Barcelona (ES) with a NEXUS / E&L endoscopy solution, the gynecology solution at the University of Tallaght (IR) and the digital pathology solution at the University of Bonn. The orders of the Vienna Health Association and the ARTEMIS Group for our ophthalmology solution are also important. This exceptional number of very important new customers is proof for us that NEXUS is highly trusted in many regions and healthcare facilities. It pays off that we remain focused in our business development and are only committed where we can realize successful projects together with customers.

These are some examples of highly interesting projects. Our list of national and international new projects is pleasingly long. It is obvious that the market trusts our products and our company. In a competitive environment characterized by many changes, we have a market advantage as a stable and reliable company. In some European markets, this will create completely new revenue opportunities for us in the coming years, which we want to take advantage of at an early stage. To prepare for this, we have already initiated special development and marketing programs, which should give us a competitive advantage.

On the project side, we have implemented some major projects very successfully. For example, we were able to implement a large Hospital Future Act project in all 13 institutions of the Johannesstift Diakonie, and completed installation in a new clinic and nine radiology departments in the last few weeks of 2024. We have also implemented the NEXUS / REHA-HIS project in the 27 clinics of the "German Pension Insurance Association" (Deutsche Rentenversicherung Bund [DRV]), a major project of which we are very proud. The implementation phase of the cardiovascular information system (NEXUS / CVS) at the Schüchtermann Clinic in Bad Rothenfelde is also of interest. We have challenges in project implementation in the Netherlands. We are working intensively on the implementation of the SaaS major projects "LIBRA" and "De Hoogstraat Revalidatie" there, the live operation of which has been postponed by several weeks. In Switzerland, operation start-up in the "Paraplegic Centre Nottwil" stands out, and we are busy with numerous laboratory orders in Austria.

__ 2024: Very Strong Sales and Earnings Development

We are pleased that we are once again able to achieve a significant increase in sales and earnings in 2024, thus successfully continuing our continued development of steadily increasing sales and profits since 2001.

Total sales rose significantly to KEUR 261,463 (previous year: KEUR 241,459) in the reporting year, which was KEUR 20,004 higher than in the previous year (8.3 %). Revenue from services rose from KEUR 63,422 to a total KEUR 65,764, and international business accounted for a percentage of 45.0 % in the Group in 2024 after 45.3% in the previous year.

NEXUS once again invested more in the development of its products in 2024. At around EUR 50 million, investments were approx. €5.8 million higher than in the previous year. The investment ratio – measured in terms of sales – was thus approx. 19%. Despite the major challenges that we faced this year, we managed to invest a significant proportion of our sales in future innovations. Despite or precisely because of these high expenditures for new development, our annual results in 2024 were once again very much higher than the previous year.

We were able to increase earnings before taxes (EBT) from KEUR 32,994 by +21.4% to KEUR 40,042. Earnings before interest and taxes (EBIT) reached KEUR 38,683 following KEUR 31,873 (+21.4%) in the previous year. Earnings before taxes, interest, depreciation and amortization (EBITDA) rose to KEUR 57,645 after KEUR 50,389 (+14.4%). The Group annual surplus was KEUR 31,163 following KEUR 23,792 (+31.0%).

Cash flow from operating activities was much higher than the previous year (69.5%) and amounted to KEUR 51,541 in 2024 (previous year: KEUR 30,407). The background is particularly due to settlements and advance payments on projects. The KEUR 3,199 higher tax payments compared to the previous year had a negative impact. We also invested KEUR 5,737 in company acquisitions in 2024.

As of 31 December 2024, the NEXUS Group's cash and cash equivalents, including short-term financial dispositions, totaled KEUR

114,038 (previous year KEUR 97,434). **Earnings per share** reached a value of **EUR 1.79** after EUR 1.39 in the previous year (+28.8%).

These strong results include **special expenses** for acquisitions and company integrations. In 2024, we processed **restructuring costs** in the amount of **KEUR 3,435** in earnings before taxes and interest for the newly acquired companies. In addition, the costs for the integration of the new companies amounted to approx. KEUR 1,819. Without the acquisition of these companies, our earnings before taxes and interest would have been approx. **KEUR 4,478** higher.

With **15.3%**, the **EBT margin** was up on the previous year with **13.7%**. Without acquisitions in 2024, the EBT margin would have risen to 16.2 %. The **EBITDA margin was 22.0%**, up from **20.9% in the previous year**. Without acquisitions in 2024, the EBITDA margin would have been 21.9%. **Currency effects** are mainly due to the the stronger Swiss franc and the stronger Polish zloty and contributed a total of EUR 2,041 thousand to sales and EUR 391 thousand to EBITDA.

__ Ralf Heilig, Chief Sales Officer (CSO)

__ 2025: Full-speed ahead

The year 2024 was very challenging and very successful at the same time. With an approx. **8.3% increase in sales and a 21.4% increase in EBIT**, we have **demonstrated strong continuation of our uninterrupted growth**.

The **dynamic** that we are experiencing in **our field** is certainly outstanding this year. This applies to the number of external crises, the strong changes in the healthcare system and the economic pressure on our customers and our competitors. However, this also applies to the number and amount of **incoming orders** that we have been able to book in recent months. In this contradictory situation, we need to increase investments in our products as well as strengthen our structure and international collaboration to gain market share and improve margins.

This is a challenge that requires courage and long-term planning. For this reason, we signed an **investor agreement** on a strategic partnership with TA Associates on 05/11/2024. We expressly welcome the prospect of a strategic partnership with TA. TA has made it clear that it will support the overall strategy of Nexus AG and in particular its innovation strategy.

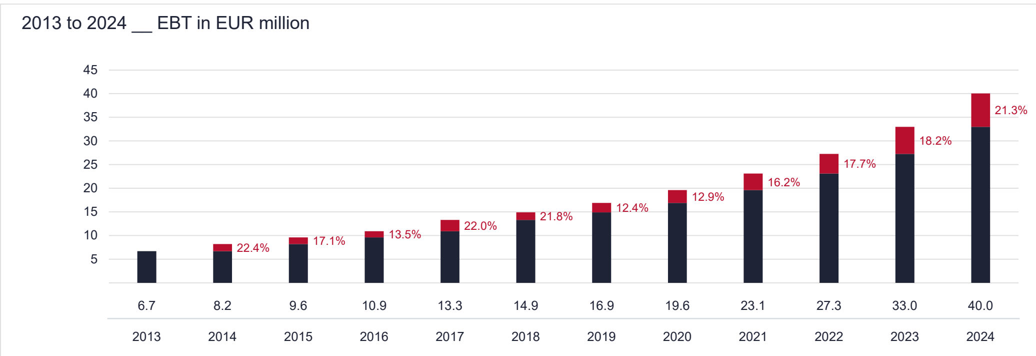
__ Edgar Kuner, Chief Development Officer (CDO)

We have had a lot of success with our strategy with our customers and on the market in recent years. In the new constellation, we will **continue to invest and grow** as a company and as a solution partner for many healthcare institutions. We will increase our pace even "further" and take advantage of the opportunities of the market. The NEXUS team is firmly committed to this and is looking forward to the challenges.

__ 2024: NEXUS Shares

With the takeover offer published on 18/11/2024, **TA Associates** has secured the vast majority of the shares in Nexus AG. Until the expiry of the further acceptance period on 03/01/2025 at 24:00, local time Frankfurt am Main, the offer was accepted for 16,402,668 NEXUS shares. This corresponds to around **94.95% of all NEXUS shares**, including a share of around 26.9%, which TA already secured through irrevocable tender agreements with key NEXUS shareholders.

The settlement of the offer is subject to the usual regulatory conditions, including antitrust and investment control approvals. Subject to compliance with these conditions, settlement of the offer is currently expected in the first quarter of 2025.



Once the offer has been settled, TA intends to delist NEXUS from the stock exchange. The Executive Board and Supervisory Board of NEXUS are in favor of the proposed delisting.

Dear Shareholders: The NEXUS team is once again very proud of its operating result for 2024. These are once again great results in every respect.

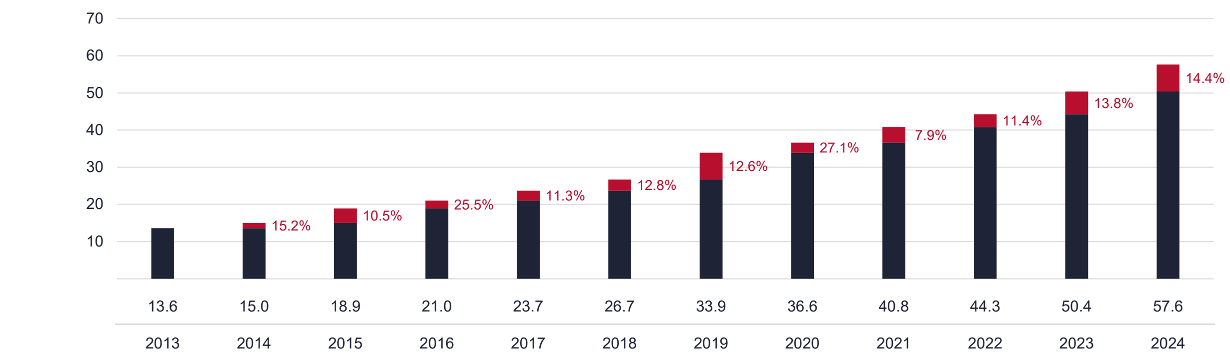
With the takeover offer on 05/11/2024 and the subsequent price **increase of 44.2%** (20.3% at the closing price 31/12/2023), you as our shareholders were also rewarded with an attractive offer, so that we can be very **satisfied with what we achieved for 2024**. Subject to the pending approvals, we will soon **delist** Nexus AG **after** almost exactly **25 years of listing** on the stock exchange. This step is important for the implementation of our further growth strategy. We would like to take this opportunity to **thank all investors** very much. Many of you have remained faithful to us for a very long time and have believed in the opportunities provided by NEXUS and the e-health market. The complete NEXUS team is **grateful** for this!

Dr. Ingo Behrendt
Chief Executive Officer

Ralf Heilig
Chief Sales Officer

Edgar Kuner
Chief Development Officer

2013 to 2024 __ EBITDA in EUR million



nexus evolution

AI ASSISTANCE

80 % faster data entry thanks to speech input.

02 __ Report of the Supervisory Board

The Supervisory Board was informed in 2024 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. 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 2024, Prof. Dr. Felicia M. Rosenthal, Dr. Hans-Joachim König (Chairman), Dr. Dietmar Kubis (Deputy Chairman), Florian Herger, Jürgen Rottler and Rolf Wöhrle were members of the Supervisory Board for the entire year.

In the fiscal year 2024, 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 2024 on 04/03/2024, 15/05/2024, 26/09/2024 and 20/12/2024. In addition, other Supervisory Board meetings were held or Supervisory Board resolutions passed on 25/01/2024, 13/09/2024, 30/10/2024, 05/11/2024, 26/11/2024 and 29/11/2024 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 04/03/2024 dealt with the audit of the annual financial statements and consolidated financial statements of Nexus AG for the 2023 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. The election of the auditor was also proposed to the Annual General Meeting.

	25/01/2024	04/03/2024	15/05/2024	13/09/2024	26/09/2024	30/10/2024	05/11/2024	26/11/2024	29/11/2024	20/12/2024
	Virtual session	Personal session	Personal session	Virtual session	Personal session	Virtual session	Virtual session	Virtual session	Virtual session	Personal session
Dr. Hans-Joachim König	X	X	X	X	X	X	X	X	X	X
Florian Herger	X	X	X	X	X	X	X	X	X	X
Dr. Dietmar Kubis	X	X	X	X	e	X	X	X	X	X
Prof. Dr. med. Felicia M. Rosenthal	X	X	X	e	X	X	X	X	X	X
Juergen Rottler	X	X	X	X	X	X	X	X	X	X
Rolf Wöhrle	e	X	X	X	X	X	X	X	X	X

e = excused

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. At the meeting on 04/03/2024, the remuneration report was discussed in detail and a resolution was passed, among other things.

At the Supervisory Board meeting on 05/11/2024, the conclusion of an investment agreement between Nexus AG and the company intending to take over (then trading as SCUR-Alpha 1766 GmbH) was discussed in detail and approved by the Supervisory Board. At the Supervisory Board meetings on 26/11/2024 and 29/11/2024, the joint statement pursuant to Section 27 of the German Securities Acquisition and Takeover Act (WpÜG) as well as the fairness opinions of WTS Advisory GmbH and J.P. Morgan were discussed and resolved in detail.

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 20/12/2024, 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. 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 2024 fiscal year on 04/03/2024; all Audit Committee members, Mr. Wöhrle (Chairman), Dr. Dietmar Kubis and Mr. Florian Herger took part in this Audit Committee 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 as well as the ESEF documents for the fiscal year 2024 have been audited with the inclusion of the accounting records by Flick Gocke Schaumburg GmbH Wirtschaftsprüfungsgesellschaft, Bonn. In addition, the remuneration report was formally audited by Flick Gocke Schaumburg GmbH Wirtschaftsprüfungsgesellschaft, Bonn, in accordance with Section 162 German Stock Corporation Act (AktG). Flick Gocke Schaumburg GmbH Wirtschaftsprüfungsgesellschaft, Bonn was appointed auditor of Nexus AG as well as of the NEXUS Group for the fiscal year 2024 at the Annual General Meeting on 15/05/2024 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 03/03/2025. The auditor also participated in the Audit Committee meeting and the Supervisory Board meeting on 03/03/2025. 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 03/03/2025. 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 fiscal year 2024 by resolution on 03/03/2025.

The Supervisory Board would like to thank the staff and the Executive Board of the company for their work and high degree of commitment toNexus AG and all affiliated companies. The Supervisory Board would also like to express its congratulations for another successful business year.

Donaueschingen, 03/03/2025

Dr. HansJoachim König

Chairperson of the Supervisory Board

DIGITAL PATHOLOGY

From microscope to monitor: digital diagnostics with PATHO-PACS.

03 __ Our Software

ONE / NEXUS Solutions – Interoperability in Practice

Healthcare systems are increasingly dependent on technical systems communicating with one another without problems. New software must be seamlessly integrated into existing landscapes: Lengthy integration processes are a thing of the past. **„Interoperability“** has become a prerequisite for functioning IT systems.

ONE / NEXUS solutions are already designed architecturally as **interoperable** solutions. Thanks to modern FHIR interfaces, MICRO services and a consistent container architecture, NEXUS modules can be integrated into many IT landscapes. Within the ONE / NEXUS world, the modern user interface ensures uniform user guidance in all modules

ONE / NEXUS solutions are based on an integrated platform strategy.

UX-PLATFORM

With our uniform user experience platform, we ensure that users find their way around easily in all modules: We provide a unique user experience thanks to modern „workspace navigation“ .

HIS – ADMINISTRATIVE PROCESSES

NEXUS / HIS integrates the administrative processes as well as the chart/clinical processes on a uniform platform.
Administrative processes: We support all tasks related to patient admission, patient stay and billing. The administrative data of the patient are processed from the first patient contact to discharge. This also includes integration with our patient portals and our patient guidance system.

HIS-CLINICAL CHART AND PROCESSES

The “Clinical Chart and Processes” platform records all medical clinical and nursing processes. Doctors and nurses receive support in all work steps: during anamnesis, in the operating theater or at the patient's bedside.

DIAGNOSTIC PLATFORMS

The three diagnostic platforms of the ONE / NEXUS solution focus on:

+ The overall process in the laboratory, pathology, cytology and genetics. From the request, to specimen collection and all the way to communicating findings
+ Special processes in other diagnostic areas: NEXUS offers market-leading solutions for cardiology, urology and endoscopy, integrated in ONE / NEXUS
+ The specific requirements of radiology: Integrated RIS / PACS including the leading teleradiology solution

VENDOR NEUTRAL ARCHIVE (VNA)

We offer uniform archiving of all patient documents with our “Vendor Neutral Archiving” platform, regardless of the type or format of the documents, all images from the medical devices (VNA) are displayed in a uniform view. In addition, ONE / NEXUS also supports the entire document workflows (ECM) of a clinic.

PORTALS

We ensure digital patient contact via our portals. This includes patient and referrer portals with the aim of sharing information between patients and practitioners at every treatment step.

ONE / NEXUS MOBILE PLATFORM

With the ONE / NEXUS mobile platform, we offer all users of our software location-independent work with our applications.

NEXUS / AI-ASSISTANCE

NEXUS / AI ASSISTANCE is the constant companion whenever users work with the NEXUS software. It provides fast answers to requests, support in report generation or the results of integrated AI services in radiology or endoscopy. NEXUS provides a constantly expanding AI platform that provides the benefits of artificial intelligence tangibly and directly in the system.

STRUCTURED DIAGNOSTIC FINDINGS (NAR)

The future of diagnostics:
NEXUS / ADVANCED REPORTING (NAR) is the fast and intelligent way to create diagnostic findings. By integrating digital data from medical devices paired with results of artificial recognition algorithms (AI), the appropriate text structures are automatically inserted into the findings report. The generated findings-text proposals support diagnostic decision-making and consequently speed up documentation by 80 %.

ONE NEXUS

ONE / NEXUS SOLUTIONS

Our interoperable ONE / NEXUS solutions are uniquely positioned on the market: We focused on a modular architecture and special applications with a uniform interface at an early stage. This is a step that anticipated the current market development.

nexus evolution

MEDICATION

Prescribing medications directly: Fast, securely, clear – with smart presettings and MTS-Check.

nexus
evolution

AI ASSISTANCE

Assisted Endoscopy:
80 % faster medical finding in the highest quality.

04 __ NEXUS at a glance


Paul Arrowsmith __ HD Clinical


Andreas Berchtold__ NEXUS Schweiz


Stefan Born __ NEXUS Deutschland


Marc-Francois Bradley __ SOPHRONA (USA)


Ivo Braunschweiler __ NEXUS Schweiz


Tobias Britz __ Smart Liberty


Clas Clasen __ NEXUS / QM


Mark Coull __ HD Clinical


Uwe Engelmann __ NEXUS / CHILI


Markus Erler __ NEXUS Deutschland


David Fernández Fernández __ NEXUS Spain


Michael Flad __ NEXUS Schweiz


Klaus Fritsch __ NEXUS / LAB, NEXUS / CLOUD IT


Christine Gärtner __ NEXUS / CMC


Udo Geißler __ NEXUS / E&L


Andreas Giebisch __ NEXUS / DIGITAL PATHOLOGY


Wolfgang Hackl __ NEXUS Österreich


Alexander Hackmann __ NEXUS / ASTRAIA


Uwe Hannemann __ NEXUS / ASTRAIA, NEXUS / E&L


Daniel Heine __ NEXUS Deutschland


Timo Hornig __ Nexus AG


Fred Hiddinga __ NEXUS Nederland


Melanie Ilic __ Nexus AG


Jacek Kobusinski __ NEXUS Polska


Harry Kolles __ IFMS GmbH


Hagen Kühn __ NEXUS / REHA


Thomas Lichtenberg __ NEXUS / MARABU


Arnd Liman __ NEXUS / DIGITAL PATHOLOGY


Pawel Masadynski __ NEXUS Polska


René Mewes __ ViREQ


Heiko Münch __ NEXUS / CHILI


Sebastian Münch __ NEXUS / SWISSLAB


Thomas Pettinger __ NEXUS / SCHAUF


René Pfeiffer __ NEXUS Deutschland


Roland Popp __ Nexus AG

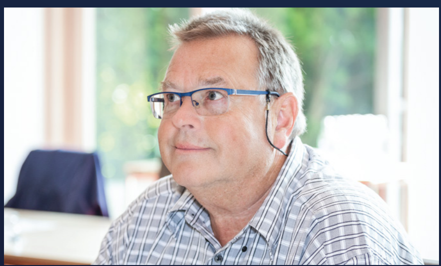

Michael Pozaroszczyk __ MARIS Healthcare


Holger Rambach __ ifa systems


Darren Ramsay __ HD Clinical


Loïc Raynal __ NEXUS France


Friedhelm Rösner __ NEXUS Schweiz


Claus Rückert __ ITR Software


Christian Sauer __ ViREQ


Michael Schaaf __ NEXUS / DIGITAL PATHOLOGY


Daniel Schäfer __ NEXUS / REHA


Tobias Schlecht __ NEXUS Deutschland


Wolfgang Schmezer __ NEXUS/ENTERPRISE IMAGING


Thorsten Schmidt __ NEXUS/ENTERPRISE IMAGING


Eric Schnur __ MARIS Healthcare


Evelin Schröck __ GEPADO


Andreas Schwengeler __ CREATIV


Philipp Siegenthaler __ oneICT


Ulrike Stahnke __ NEXUS / E&L


Andrea Stegmann __ NEXUS / ASTRAIA


Sabine Süsskind __ NEXUS / CHILI


Ewa Szalczyk __ NEXUS Polska


Jean-Marc Trichard __ NEXUS France


Sylvia Unger __ NEXUS / EPS


Hannes Wehinger __ Nexus AG


Vico Weist __ ViREQ


Tobias Wunden __ ANT-Informatik

_ Office Locations

nexus evolution

VOICE CONTROL

80 % faster medical finding with interactive documentation during the examination.

__ Once on the Stock Exchange and then Onward

THANK YOU to our shareholders for the 25-year success story

NEXUS TODAY

Started in 2000 as a small „new market company“, NEXUS has written an extraordinary company history in 25 years and has significantly advanced digitization in the healthcare sector.

2025 TECDAX COMPANY

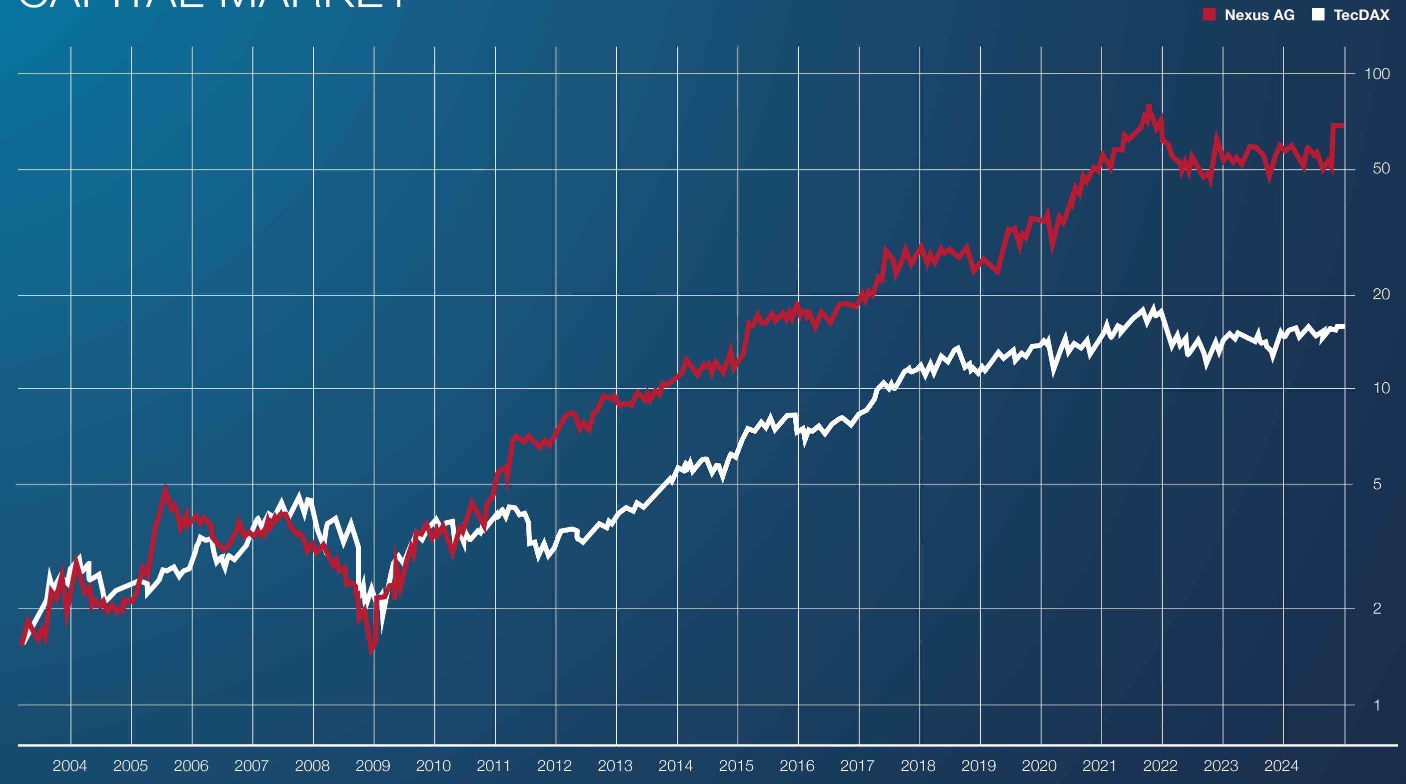
262 MIL. SALES

1,909 EMPLOYEES

MARKET CAPITALIZATION OF 1.2 BILLION

WORLDWIDE ACTIVITIES

CAPITAL MARKET



- +692 % price development
- 25 years of increasing sales in the 2-digit range
- Annual increase in dividend payments
- 100 quarters without profit warning

EMPLOYEE GROWTH

STABLE MANAGEMENT OVER MANY YEAR

FROM 30 EMPLOYEES

TO 1,909 EMPLOYEES IN 10 COUNTRIES

CUSTOMER GROWTH

FROM 2000 TO 2024

FROM 5 CUSTOMERS IN 2 COUNTRIES

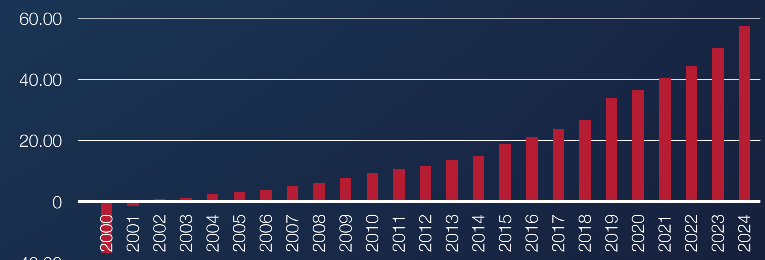
TO 6,000 CUSTOMERS IN 42 COUNTRIES

PORTFOLIO GROWTH

FROM THE PATIENT RECORD TO THE MOST COMPLETE PRODUCT SUITE IN THE E-HEALTH MARKET

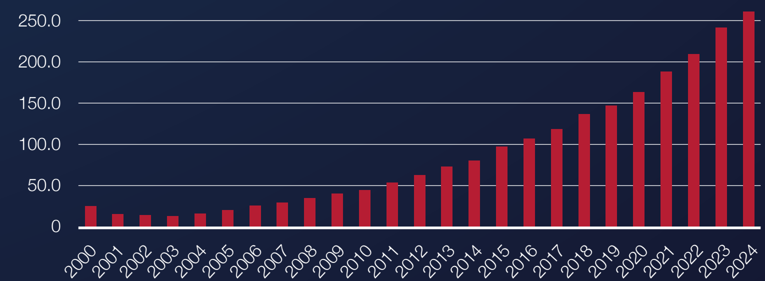
EBITDA-DEVELOPMENT

FROM 2000 TO 2024



DEVELOPMENT OF SALES

FROM 2000 TO 2024



nexus evolution

ORDER ENTRY

Submitters acquistion thanks to 80 % faster order entry and reporting of findings.

__ Economy, Purpose, Sustainability

EUR 261.5 M
SALES

EUR 57.6 M
EBITDA

EUR 114 M
LIQUID ASSETS

1,909 EMPLOYEES
WORK AT NEXUS AS OF 31.12.24

ON
51 SITES

646 THEREOF
IN DEVELOPMENT

>11,000 CUSTOMERS IN >42 COUNTRIES
USE THE SOLUTIONS OF NEXUS

THEREOF

>2,500 CUSTOMERS
RADIOLOGY

>500 CUSTOMERS
ENDOSCOPY

>500 CUSTOMERS
PATHOLOGY

>600 CUSTOMERS
OPHTHALMOLOGY

AS

>1,800 CUSTOMERS
GYNAECOLOGY AND OBSTETRICS

>900 RETIREMENT HOMES

>300 LABORATORIES

ONE NEXUS

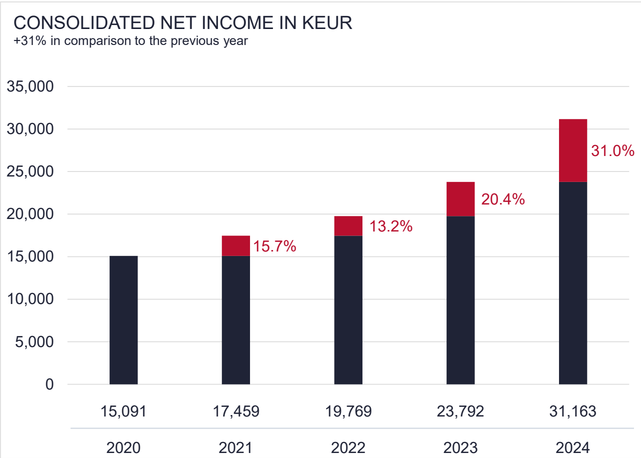
EUR 50.4 M
DEVELOPMENT INVESTMENTS

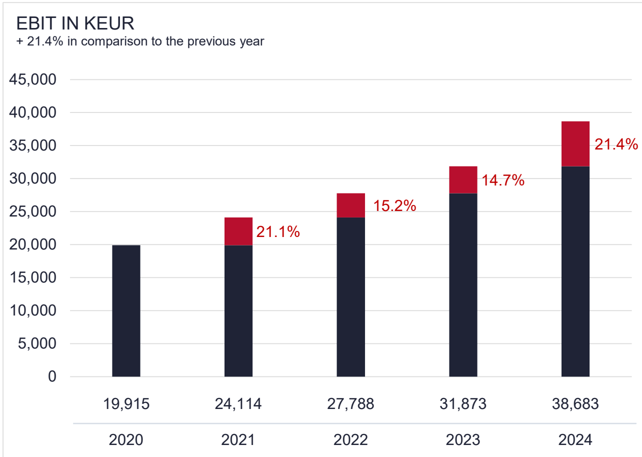
SHARE PRICE DEVELOPMENT

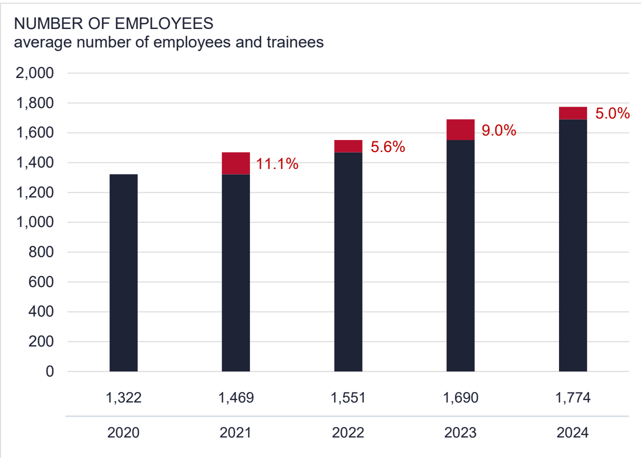
-9 %
POWER CONSUMPTION
PER €M IN SALES IN 2023

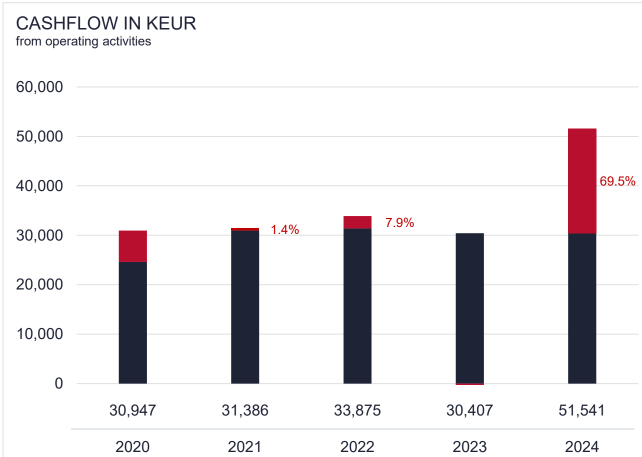
-5 %
FUEL CONSUMPTION
PER €M IN SALES IN 2023

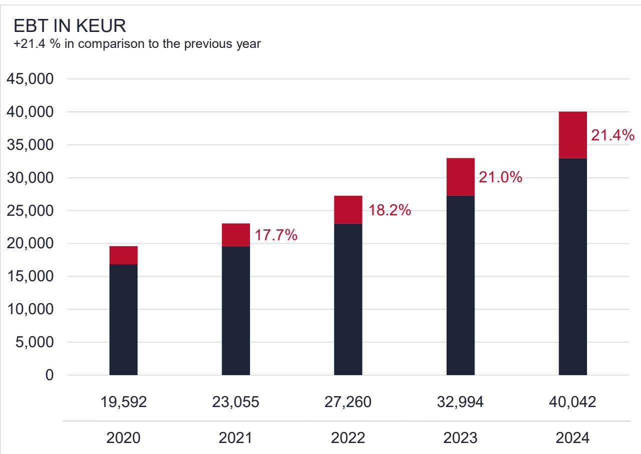
Economic key figures

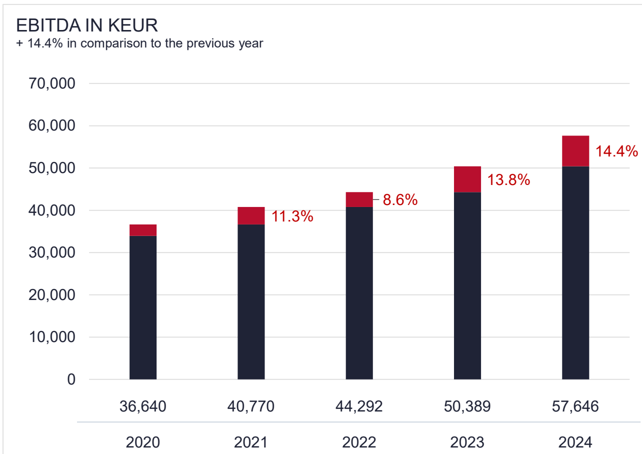












05 __ Group Management Report of Nexus AG

BASIC PRINCIPLES OF THE GROUP

__ Business model

NEXUS develops, sells and services software solutions for facilities of the healthcare system. All software solutions are designed to enable hospitals, rehabilitation facilities, specialist clinics and nursing homes to manage processes more efficiently and provide the staff with more time for patients. NEXUS develops software solutions by bringing together the know-how and ideas of customers and its own employees and can draw on extensive expert knowledge from various European countries. NEXUS offers the following product groups:

+ NEXUS / HIS^{NG}: Complete information system for somatic hospitals in Germany,
+ NEXUS / PSYCHIATRY^{NG}: Complete information system for psychiatric institutions,
+ NEXUS / REHA^{NG}: Complete information system for rehabilitation facilities,
+ NEXUS / ITR: Software for rehabilitation, private, acute care clinics not providing surgery and hotels with medical care,
+ NEXUS / ARCHIVE and NEXUS / PEGASOS: Archiving and process management in healthcare,
+ NEXUS / QM: Information systems for quality management in the healthcare system,
+ NEXUS / INTEGRATION SERVER: Interface management for hospital information systems,
+ NEXUS / CLOUD IT: Outsourcing solutions in healthcare,
+ NEXUS / EPS: Software solutions to supplement SAP personnel management as well as HR consulting in the SAP environment,
+ ifa systems: Software solutions in ophthalmology,
+ Sophrona Solutions: Patient and referral platform in ophthalmology,
+ NEXUS / DIS: Interdisciplinary diagnostic information system,
+ NEXUS / SWISSLAB: Premium Laboratory Information System,
+ NEXUS / LAURIS: Order communication in diagnostics,
+ NEXUS / PATHOLOGY and NEXUS / CYTOLOGY, dc-Pathos and dc-LabMan: information systems for pathological and cytological devices, print management for cassette and slide printers,
+ NEXUS / CHILI: Teleradiology solutions, Information (RIS) and image system (PACS),
+ NEXUS / ASTRAIA: Information system for women's hospitals and special findings in obstetrics and gynecology,
+ NEXUS / SPECIAL DIAGNOSTICS and Clinic WinData (CWD): Information systems for medical specialist diagnostics and device integration,
+ NEXUS / HIS: Complete information system for somatic hospitals in Switzerland,
+ NEXUS / HOME: Complete information system for senior citizen homes and nursing home chains,
+ NEXUS / OUTPATIENT CARE and asebis: The complete Spitex (home care) solution for the Swiss market,
+ NEXUS / PAT: Complete administration information system for Swiss hospitals,
+ SINAPSI: Special hospital information system for Ticino hospitals,
+ osoTEC: Software solutions for billing personal and other services,
+ highsystemNET: Life cycle client management,
+ CREATIV OM: CRM for non-profit organizations and healthcare institutions,
+ SEXTANT: Cloud CRM for non-profit organizations,
+ Emed: Web-based hospital information system for French and Spanish healthcare institutions,
+ NEXUS / AEMP, NEXUS / SPM and EuroSDS: Information system for product sterilization processes in hospitals,
+ NEXUS / EPD: Complete information system for somatic and psychiatric institutions in the Netherlands,

- **RVC Software:** Medical diagnostics,
- **NEXUS / VITA and TESIS VITA:** Complete information system for In-vitro clinics,
- **NEXUS / ESKULAP:** Complete information system for somatic and psychiatric institutions in Poland,
- **One ICT:** ICT intrastructure installations,
- **PathoPro:** Information system for pathological laboratories,
- **IBS:** Findings communication solution,
- **Heimsoft:** Resident administration for the nursing home sector,
- **Wintime 2000:** Workforce deployment planning,
- **GEPADO Xpro:** Software solution for genetic laboratories,
- **Maris_Voice recognition_B|Flow_GLASS:** Documentation and telemedicine systems in the healthcare sector,
- **VIREQ LabGate:** Laboratory communication for senders,
- **VIREQ conGATE:** Integration solutions with Mirth Connect,
- **NEXUS / Schauf:** Digital patient guidance and call systems,
- **Smart Liberty:** Mobile nurse and alarm call in long-term care,
- **Solus:** Findings information system for specialised diagnostics,
- **OpenLIS:** Laboratory information system for the Spanish market.

NEXUS markets software solutions, installs them at customers and handles maintenance of the solutions in the sense of further development and consulting. If requested, NEXUS operates the software in own or rented data centers and provides overall customer support.

NEXUS software architecture is modular and has an integration platform.

The various modules of the software solutions are used for improving administration processes, billing processes and the course of treatments as well as for optimizing the quality of the documentation of patient data. The goal of our products is to offer tools for facilities in the healthcare system, with which they can digitalize, accelerate and improve the quality of their business processes. IT services round out our range of services.

NEXUS Group is represented at the sites Donaueschingen, Berlin, Dossenheim, Nuremberg, Frankfurt am Main, Freiburg im Breisgau, Hanover, Dresden. Magdeburg, Ismaning, Lindenberg, Heiligenhaus, Gladbeck, Saarbrücken, Otterberg, Ulm, Jena, Kassel, Neckarsulm, Offenburg, Ratingen, Münster, Frechen, Singen (Hohentwiel), Siegburg, Langenfeld, Brandenburg a. d. H., Illingen, Vienna (AT), Antwerpen (BEL), Wallisellen (CH), Widnau (CH), Schenkon (CH), Basel (CH), Lugano (CH), Zürich (CH), Le Landeron (CH), Salenstein (CH), Grenoble (F), Vichy (F), Baarn (NL), Nieuwegein (NL), Amersfoort (NL), Barcelona (ES), Bishop's Stortford (UK), Dublin (ROI), Fort Lauderdale (USA), St. Paul (USA), Oklahoma City (USA) as well as Sabadell (ES) and Posen (PL). Nexus AG sets the decisive strategic orientation of the Group.

The following changes were made in the ownership structure in 2024:

- Nexus AG purchased 100% of HD Clinical Ltd., Bishop's Stortford (United Kingdom) on 03/11/2024.
- Nexus AG purchased 100% of HD Clinical Ireland Ltd., Dublin (Ireland) on 03/10/2024. The shares are held indirectly through HD Clinical Ltd., Bishop's Stortford (United Kingdom).

TA Associates has secured the vast majority of shares in Nexus AG with the takeover bid published on 18/11/2024. The offer for 16,402,668 NEXUS shares was accepted by the end of the additional acceptance period on 03/01/2025 at midnight, Frankfurt am Main local time. This corresponds to around 94.95% of all NEXUS shares, including a stake of approximately 26.9% that TA has already secured through irrevocable tender agreements with key shareholder of NEXUS.

The settlement of the offer is subject to the usual regulatory conditions, including antitrust and investment control approvals. Subject to the fulfilment of these conditions, settlement of the Offer is currently expected in the first quarter of 2025.

After completion of the offer, TA intends to delist NEXUS from the stock exchange. The Management Board of NEXUS is in favour of the intended delisting.

__ Control System

NEXUS Group is divided into three divisions (NEXUS / DE (Germany), NEXUS / DIS (Diagnostic systems) and NEXUS / ROE (Rest of Europe)) and into various business areas within the divisions. The basis of the business area strategies are the product program, market, technology and sales strategies of the NEXUS Group. The segments and business areas are controlled via measurement of two uniform key figures (according to IFRS accounting standards): sales and Sales and EBT. The Executive Board checks the key figures quarterly.

__ Research and Development

NEXUS Group does not conduct any of its own research, but instead exclusively software development. In 2024, investments were especially made for developments for the products NEXUS / NAR, NEXUS / AI, NEXUS / HIS^{NG}, NEXUS / KIS^{ING}, NEXUS / RADIOLOGY^{NG},NEXUS / CWD^{NG}, Emed and NEXUS / MOBILE APPs. Additional supplementary products were developed new and launched on the market directly. The NEXT GENERATION software (NG) product platform is being developed within Nexus AG and supported by the creation of a separate development group.

Total expenses for developments in 2024 amounted to KEUR 50,400 in (previous year: KEUR 44,572), and consequently represented 19.3% of sales revenues (previous year: 18.5%). Of the total development expenses, KEUR 4,052 (previous year: KEUR 3,778) were capitalized. This corresponds to a capitalization rate of 8.0% (previous year: 8.5%). Depreciation on capitalized own development costs amounted to KEUR 3,283 (previous year: KEUR 3,807).

For the fiscal year 2025, it is expected that there will be a slight increase of developments requiring capitalization. A total of people 646 were employed in the development sector at the end of the fiscal year (previous year: 612 employees).

ECONOMIC REPORT

__ Macroeconomic and General Industry-Related Factors

NEXUS sells mainly to customers in the public healthcare system domestically and abroad with focuses on Germany, Switzerland, the Netherlands, France, Poland, Spain, England, Ireland and Austria. The order situation depends on the budget developments in the healthcare system of the individual countries. This was again demonstrated in the COVID-19 pandemic. There has been and will be increased investment in the healthcare system to remedy the weaknesses experienced at that time. Digitization is one of the main objectives of the investment projects.

This view is supported by the German Hospital Future Act (KHZG), the Ma Santé 2022 program in France, DigiSanté in Switzerland and other similar programs in European countries. Significant resources for the digitalization of healthcare have been and will be made available in these programs in the coming years.

The changes on the provider side communicated in 2024 are also resulting in changed general conditions. During the year, various software vendors have discontinued or changed their healthcare offerings. The resulting dissolution dynamics will change market shares over the next few years.

While economic developments are less significant for the business development of the NEXUS Group, it can be seen that the consequences of the Russian war, the energy crisis, the weak economic development in Germany and inflation can result in significant burdens on public finances in European countries and have a retroactive effect on healthcare budgets. Especially in Germany, savings in public budgets are publicly negotiated. This can result in a reduction in the growth expectations of the NEXUS Group in the short and medium term. A reliable forecast of these developments is not possible at this time. However, the ongoing discussions about the hospital reform measures of the German government indicate that there will be changes in hospital financing in Germany.

At the moment, we still expect that improvements in healthcare through modern information systems will remain a fixed priority for the healthcare system of almost all countries.

On the basis of the general conditions described above, we also derive the priorities of our corporate development for the coming years.

__ Technology Trends

The tracking of technological trends remains a key factor in the strategic product development of the NEXUS Group. Technology decisions in software development have a long-term effect and have a decisive influence on the success of the company. In addition to published market observations and our own surveys, we continue to orient ourselves to the reports of renowned research institutes (e.g., Gartner: "Top 10 Strategic Technology Trends for 2025", McKinsey: "Top 15 technology trends unfolding today", CiS Research Institute, PwC "Emerging Tech Trends 2024" or IDC) to create a clear framework for our technology strategy. Based on these assessments, we assessed the relevant trends for the coming years and integrated them into our development strategy.

Furthermore, the afore mentioned institutes agree that the topic of "Artificial Intelligence (AI)" must be at the center of future strategy considerations of software companies and customers. Technological development in this area is particularly dynamic. However, it is also important to observe other general technology trends that can influence our development strategy. In the following sections, we discuss the most important trends in 2025 from our perspective.

__ Trend I: AI Imperative

No technology strategy is conceivable without deep integration of AI. Therefore, AI dominates the software strategy of almost all providers and will remain the driving force behind a large number of innovations for the next few years. IDC (International Data Corporation) predicts that more than USD 100 billion will be invested in the development and deployment of AI solutions by 2028. While investments in AI infrastructure still dominate at the moment, it is becoming apparent that AI applications as well as AI-enabled applications will be the future focal points. There are currently a number of trends in the development of AI that are also important for the further development of the NEXUS Group.

Generative AI code generation tools are becoming standard

AI coding tools can accelerate software development by making predictions about which one- or multi-line code fragments might follow next. Using them to migrate apps to the next generation can contribute significant efficiencies and quality gains. Gartner expects that around 70% of developers will use AI coding tools in 2027.

AI takes over decision-making: Agentification of AI

A key trend is the increasing "agentification" of generative AI. International studies, e.g., by Deloitte or Gartner, predict that AI systems will no longer only solve isolated tasks in the future, but will act as networked, autonomous agents. For example, these systems are designed to make reliable decisions in areas such as scheduling optimization, medical diagnosis and predictive maintenance without continuous human monitoring. AI-supported systems can not only produce efficiency gains, but also handle complex decision-making processes. At the same time, the discussion about ethical aspects and data protection is gaining in importance to ensure trust in these increasingly autonomous technologies.

User expectations for AI-powered products and services are rising

Generative AI forces user-experience (UX) designers to meet the increasing expectations of users for AI-controlled products and services. With the increasing proliferation of conversation-based user interfaces, users expect this feature in software products. Failure to provide such a feature will cause acceptance problems.

AI is becoming a development partner

The deep integration of AI into the product lifecycles requires significant process changes in software development. This includes an "AI-first mentality" in development projects, controlled tool selection and a new software engineering role distribution. This includes the intensive integration of AI governance teams in all elements of the AI Security Management Program (AI TRISM).

AI becomes a customer

The use of AI to support purchasing decisions is becoming a reality in many areas. The buying behavior of AI-driven customers is logical and rational. It is very different from marketing and selling to human customers. Setting up technical platforms for machine customers to interact based on new preferences will be a challenge for the future.

Today, the NEXUS development strategy is strongly based on the integration of AI components for development support and, in particular, for product improvement. AI-Assistance already provides modern AI support methods, e.g., in medical report generation, but also in the integration of image analysis AI for medical diagnosis, for example, in radiology and endoscopy.

__ Trend II: Enhance Retrieval Augmented Generation (LLMs)

AI language models (LLMs) such as ChatGPT or GEMINI have led to a wave of applications and successor developments in the last year, which provide great efficiency potential in many areas. In medicine, great opportunities are being created in the areas of patient communication, report generation and research.

The further developments from LLMs to "Small Language Models" (SLMs) or alternative LLMs (such as DeepSeek) are becoming increasingly important, because the resource requirements of current systems are a problem. SLMs operate with significantly lower resource requirements and are often trained with curated data, increasing their effectiveness and relevance in real-world applications. This can also create greater accessibility for developers who do not have the resources needed to train large models. New LLMs here, such as DeepSeek approaches, also provide considerable advantages, since their development and resource costs only represent a fraction of those of existing LLMs according to current information.

In addition, the use of SLMs or LLMs today still requires a number of compromises that are unacceptable in medicine. For example, the receipt of the prompts and their codes may be included in future updates of the provider's products that violate data protection regulations. In addition, the reliability of the results is a prerequisite in their use, which is not the case with current LLMs.

This is why a development toward retrieval-augmented generation (RAG) is emerging. RAG improves the output quality of LLMs by anchoring the model's response to external knowledge sources. This complements the inherent data representation of the LLMs. LLMs are known for the problem of hallucination: They produce results that are not based on factual data. The integration of RAG with LLMs for questions answering tasks addresses this issue. Anchoring the LLM in external and verifiable data prevents the model from deriving information solely from its parameters. This reduces the risks associated with data leaks or the creation of inaccurate or misleading data. Other advantages of RAG include the fact that the model is renewed with current and reliable information. In addition, the user can trace the sources of the model, which ensures the authenticity of the statements.

NEXUS uses LLM/SLM technology in customer communications, medical text generation, and natural language system queries. The extension to RAG would open up additional applications and is currently being investigated.

__ Trend III: New Encryption Methods – Post-Quantum Cryptography

The recently published standards for post-quantum cryptography promise new encryption methods that are resistant to future threats from quantum computers. According to Gartner, this topic will gain in importance in the next two to three years. IT leaders face the challenge of gradually replacing existing encryption methods with post-quantum resistant algorithms that can withstand both conventional threats and threats from quantum computers.

For NEXUS—as for the entire e-health industry—its own data security and in particular the data security of its customers is of the highest priority. Therefore, post-quantum cryptography will soon be tested and integrated into development planning.

__ Trend IV: AI Governance Plattforms

As artificial intelligence algorithms become more sophisticated and complex, governance, trustworthiness, reliability, efficiency, and data protection must be integrated increasingly into AI operations. Tools and processes that make AI models easier to interpret and explain are required, which improve overall data protection and security at the same time. Gartner predicts that organizations that operationalize AI visibility, trust, and security will see a 50 percent improvement in AI model outcomes related to acceptance and business goals.

NEXUS is involved in the integration of artificial intelligence algorithms in various areas of software development. Especially in the medical field, the aspect of “being able to easily explain and understand AI results” is of particular importance. Physicians must be able to identify the basis on which AI provides a diagnostic recommendation and explain it to their patients.

__ Trend V: Vertical Scaling of Cloud Platforms

Cloud-based platforms are increasingly changing toward the “Vertical Cloud" and "Distributed Cloud” and are being “developed on “cloud-native platforms. In the “Distributed Cloud”, services are distributed across physical locations. However, the operation, control and development remain the responsibility of the public cloud provider (hyper regionalization). The advantage: Customers can continue to benefit from the public cloud and do not have to manage a private cloud, which can be costly and complex. To scale their business, companies also use specialized clouds for vertical markets.

Distributed cloud platforms and vertical cloud offerings are also increasing rapidly in healthcare. Cloud acceptance is now high in actual practice. Platform programs are developing at the same time, which will enable use of new technologies in a more flexible and scalable manner. Application portability and hosting flexibility are designed to improve portability with containers, abstractions, and programming interfaces (APIs). These cloud-native platforms and technologies also make it possible to create new application architectures that are elastic and agile. They replace the traditional lift-and-shift approach to cloud migration, which has proven to be unsuccessful in many cases. The era of distributed enterprise software through cloud-native technologies, such as container platforms and serverless computing as well as cloud-to-edge integrations, has already begun according to research institutes.

NEXUS sees this trend as an opportunity. Our platform strategy especially enables us to innovate and become increasingly cloud-native.

__ Trend VI: Convergence and Interdisciplinary Innovations

Research institutes predict an increased merger of different key technologies in the coming years: Artificial intelligence, quantum computing, robotics, the Internet of Things, and sustainable technologies are increasingly evolving into integrated innovation ecosystems that can drive transformative change across industries. This interdisciplinary approach makes it possible to address complex challenges holistically: from combating climate change to optimizing the organization of medical processes or interdisciplinary research tasks.

The healthcare market is increasingly characterized by strict compliance guidelines, qualification and certification requirements, and the complex planning requirements of the healthcare market. This makes it a first-class candidate for specialized and integrated innovation ecosystems. For example, such systems will be used in the future in the products of pregnancy diagnostics (NEXUS / ASTRAIA), intensive care, telemedicine or emergency surgery (NEXUS / CHILI).

__ Trend VII: Virtualization, Spatial Computing and Neurological Enhancement

Virtualization is becoming increasingly important in medicine. Examples include telemedical applications, biofeedbacks, and voice assistants. The use of these technologies is becoming increasingly commonplace for patients and healthcare professionals. The healthcare landscape is expected to move further toward a digital model, especially as wearables, voice assistants and increasing connectivity become the norm. This includes spatial computing, which unites the physical and digital worlds in a seamless, three-dimensional space. This is made possible by technologies such as augmented reality headsets or glasses. We are already seeing devices and applications that support real-time contextual information delivery. This could help to enable better-informed decisions during a procedure, especially in treatment and surgical situations.

The benefits for the technologies already available today are obvious: Predictive models and proactive recommendations of mobile devices enable personalized preventive medicine and will result in better health results. This will also be increasingly used in virtual care. This makes it possible to simplify scheduling appointments, regularly monitor vital signs and provide better information on health and lifestyle issues. Finally, advances in the development of AI technology through the further development of precision medicine and targeted drugs will result in more personalized healthcare. This includes "neurological enhancement technologies", i.e., technologies that can read and improve brain functions. They can be used to restore senses such as seeing or hearing, although this is likely only to become a reality within the next ten years at the earliest. The range of devices extends from simple wearables such as earphones or headbands to complex and integrated brain-computer interfaces.

NEXUS is supporting this trend through its own telemedicine products (Tkmed), portals (NEXUS / PORTAL) and participates intensively in research on projects (e.g., at Charité Berlin) for the digital support of chronically ill people in the home environment.

__ Trend VIII: Continuous Threat Exposure Management (CTEM) and Privacy Enhancing Computation

Even more cyber criminals have been active in the healthcare sector since the outbreak of the war in Ukraine. Institutions have attacked and databases encrypted. It is assumed that the ransomware crime will again reach new dimensions in the coming years. Veritable cartels are increasingly forming, which coordinate their attacks in a targeted manner and pursue long-term strategies.

Working from home, the progressive digitalization of society and the increasing online orientation offer many possibilities for phishers, hackers and extortioners. These cybersecurity attackers are refining their methods so quickly that it is difficult for our customers to implement controls and install security patches to keep up.

But governments, public agencies, and businesses are also using IT to control the specific behavior of employees and citizens. Wearables, phones, GPS trackers, facial recognition, time tracking, social media: The leftover “digital dust” is used to analyze, reward (e.g., lower health insurance premiums) or punish (e.g., termination of insurance coverage) activities.

Therefore, continuous threat management (CTEM) programs are essential. The insight that no organization can protect against every cybersecurity event has prevailed in the meantime. The establishment of control processes that can detect, actively prioritize, validate threats and ultimately mobilize resources to defend against them are summarized under the term CTEM.

In addition, the term "privacy enhancing computation" aims to enable the processing of personal data even in untrustworthy environments. This includes building flexible, composite architectures (Cybersecurity Mesh) that integrate widely distributed and disparate security services and improve overall security. These check identity, context, and policy compliance in cloud and non-cloud environments.

NEXUS has to operate continuous threat exposure management internally and in product development. We are particularly challenged in our sensitive environment, in which personal data are processed. We have introduced CTEM processes and are working to improve our overall security through Cybersecurity Mesh.

__ Trend IX: Energy Supply and Clean Tech

"Sustainable technology" is becoming increasingly important for operating IT environments – for example, for cost optimization, energy saving, and asset utilization – but it also promotes ESG outcomes such as improving well-being and providing the traceability required for responsible business practices (Supply Chain Care Act).

Meanwhile, the demand for more sustainable products and practices is widely shared among all economic entities. The focus is not only on adding value to the business itself, but also on whether technology can provide a smarter way to a more sustainable future.

In view of the growing energy demand, in particular due to computationally intensive applications in the field of artificial intelligence, innovative solutions for energy supply are increasingly coming into focus. Research institutes and companies in the clean technology industry are working on concepts, including in nuclear energy technology (e.g., small modular reactors and novel reactor types) as well as on the development of advanced battery technologies. The aim of these developments is to ensure a reliable, economically sustainable and sustainable energy supply that meets the increasing requirements of a digitized economy.

In the near future, companies could start shifting energy-intensive algorithms to environmentally friendly cloud providers, making algorithms more energy-efficient, or monitoring the energy consumption of generative AI systems more closely. Complementary technologies, such as optical memory, neuromorphic chips, and DNA storage, could also enable significant efficiency increases.

NEXUS as a technology provider is also required here. We are already assessing all development projects for their environmental and social impact – both at our company and at our customers – and are focusing our development capacities on this area. This also includes our initiatives on the topic of “Green Coding”, which we have consistently followed and documented in our Sustainability Report.

__ Trend X: Automated, Structured Report Generation

The topic of automated and structured report generation is particularly important to increase efficiency in the healthcare sector. Software that uses existing image and text information about the patient to create structured and thus evaluable findings is becoming increasingly more efficient thanks to the use of artificial intelligence. The advantages are obvious: Reports can be generated faster with improved accuracy and scalability as well as easier to evaluate. NEXUS has been offering intelligent report generation software called NEXUS / ADVANCED REPORTING since 2023. With this software, structured findings can be quickly as well as intuitively generated during examinations, which are uniform and evaluable. The integration of LLMs and intelligent speech recognition further simplifies the diagnosis generation process.

__Outlook

Tracking key technology trends is a key aspect of the NEXUS development strategy. As part of our strategic planning for 2022-2026, we have also revised our technology strategy. Topics such as “Data Lakehouses”, “Industry-specific CRM solutions” or “Vertical cloud native platforms” have already become part of our development program. “Chatbot technologies” will be incorporated into our development planning in the coming months and other areas of “artificial intelligence” will be pursued intensively as part of research projects and prototype development.

We need to continue to pay particular attention cybersecurity on all levels, both for our internal systems and for the customer systems. “Continuous Threat Exposure Management (CTEM)” and “Privacy-enhancing” computation plays a key role in this.

The trend towards sustainability and in this context towards green coding has also found a firm place in our development strategy and is already recognizable in the new software generation.

__ Competitive Environment and Market Position

NEXUS is well positioned on the market as an innovative solution provider in the European healthcare sector. Our successes, the long-lasting growth and the number of installations has led to an increase in the name recognition of the NEXUS. We continued to pursue further expansion of our European activities in a sustainable manner in 2024 and consequently achieved an increase in sales.

Despite the difficult general conditions, the 2024 financial year developed very positively overall. The economic crisis in Germany, the war in Ukraine, the energy crisis, the shortage of skilled workers, the savings discussions of public budgets and the budget problems of hospitals in many countries are challenges that we continue to face.

However, we were able to take advantage of our strong product position and ongoing government programs to digitalize the healthcare system and more than compensate for the stress factors.

As a result, we have realized significant sales increases in all countries and have been able to win numerous new customers for us. Noteworthy here are the products NEXUS / HIS^NG, NEXUS / CHILI, NEXUS / PEGASOS and NEXUS / NAR. In the area of HIS overall systems, we were able to win some important orders, especially in Germany, France, Spain and Poland.

Government investment programs were also continued or relaunched in 2024. This ist important for NEXUS in Germany, Switzerland, France, the UK, Ireland, the Netherlands and Poland.

The market for software systems in the healthcare sector is still characterized by tough competition and high concentration of suppliers. Consolidation within our sector continued to progress considerably in 2024. Private equity companies in particular are becoming increasingly involved in our segment. Both Nexus AG and CompuGroup Medical SE & Co. KGaA have received and supported takeover bids from private equity companies. The settlement of the takeover bid for Nexus AG is subject to the usual regulatory conditions, including antitrust and investment control approvals. Subject to the fulfillment of these conditions, the settlement of the offer is currently expected in the first quarter of 2025.

NEXUS belonged to a slight extent to one of the active consolidators on the market in 2024 and strengthened its position through acquisitions in Spain, the UK and Ireland. It can be assumed that the pressure to consolidate will continue in the coming years and the new market situation will lead to shifts. NEXUS could continue to benefit from the strong consolidation and opportunities arising from its independent position on the market. position on the market. Among its competitors in Europe, NEXUS occupies a leading position in terms of total annual sales – occupies a leading position.

__ Key Financial Performance Indicators

The key financial performance indicators (KPI) for NEXUS, namely “Revenue” and “Earnings Before Taxes” experienced positive growth.

__ Business Performance

__ Presentation of the Asset, Financial and Profit Situation

__ Profit Situation

In 2024 NEXUS has consolidated sales of KEUR 261,463 after KEUR 241,459 in 2023. The increase in sales amounted to KEUR 20,004 or an increase of 8.3% compared to the previous year. The strong increase in sales had a positive impact on the earnings situation due to the economies of scale.

The forecast in the 2023 annual report assumed a slight increase in sales. The forecast was slightly exceeded.

In the financial year, a total of KEUR 4,052 of own services were capitalized, which is approximately 7% more than in the previous year (previous year: KEUR 3,777). The other operating income increased from KEUR 4,577 in the previous year by KEUR 5,687 to KEUR 10,264. This includes income from the purchase price adjustment in the amount of KEUR 5,058 and government grant in the amount of KEUR 2,966. The cost of materials was KEUR 42,427 and increased by 0.6% compared to the previous year (KEUR 42,180); the increase was thus higher than the increase in sales in percentage terms. The increase in personnel expenses from KEUR 133,305 to KEUR 147,517 (10.7%) mainly results from the increase in the number of employees and the related personnel costs, new management board contracts, higher sales commissions and the personnel costs from acqusitions in the fiscal year. In the financial year KEUR 2.405 (previous year: KEUR 2.204) directly attributable costs for the fulfilment of contracts were capitalised.

EBITDA 2024 reached KEUR 57,645 (after KEUR 50,389 in 2023) and was thus 14.4% above the previous year. Depreciation amounted to KEUR 18,962 (previous year: KEUR 18,516). This mainly concerns scheduled depreciation on capitalized development costs, technologies and customer relations.

EBT improved significantly from KEUR 32,994 in the previous year to KEUR 40,042 (21.4%). Thanks to optimised treasury management in an environment of rising interest rates, interest income increased significantly from KEUR 2,875 to KEUR 3,668. The forecast slight increase in EBT was thus exceeded.

The Group annual surplus increased compared to the previous year (KEUR 23,792) to KEUR 31,163 (31.0%). The lower increase in consolidated net income compared to the EBT can be explained by the tax rate of 22 %, which was reduced by significant increase in no-taxable income – purchase price adjustments and government grants.

Sales within the segements have developed differently. Sales were forecast to rise slightly in all three segments in 2024. In the NEXUS / DE division, sales of KEUR 86,834 were realized after KEUR 77,574 in the previous year (11.9%) and are thus abvoe the forecast. In the NEXUS / DIS division. sales of KEUR 63,619 were realized after KEUR 53,242 in the previous year (19.5%) and are thus also above the forecast. In the NEXUS / ROE division, sales of KEUR 111,010 were realized after KEUR 110,643 in the previous year (-0.3%). They are therfore at the previous years’s level and below the forecast.

The initial consolidation of the HD Clinical Ltd., Bishop’s Stortford (UK) and HD Clincial Ireland Ltd., Dublin (ROI) affected sales by the amount of KEUR 842.

EBT were forecast to rise slightly in all three segments in 2024, but the segments have developed differently. The NEXUS / DE division had significantly improved EBT from KEUR 12,498 in the previous year to KEUR 23,690 (89.6%). The NEXUS / DIS division had significantly deteriorated EBT from KEUR 9,575 in the previous year to KEUR 5,487 (-42.7%) and is significantly below the forecast. In the NEXUS / ROE division, sales of KEUR 10,866 were realized after KEUR 10,921 in the previous year (-0.5%) falling slightly short of the forecast.

The initial consolidation of the HD Clinical Ltd., Bishop’s Stortford (UK) and HD Clincial Ireland Ltd., Dublin (ROI) has an impact of KEUR -384 on the consolidated net income for the year in the NEXUS / ROE segment.

The development of the earnings situation of the NEXUS Group is positive from the point of view of the Executive Board.

__ Asset situation

Goodwill and brands with an indefinite useful life of KEUR 146,967 (previous year: KEUR 144,468) have risen slightly. This is mainly due to the inflows of goodwill in the context of the acquisitions in the reporting period, there were no indications of value reductions in 2024. For the other intangible assets in the amount of KEUR 62,074 (previous year: KEUR 60,312), which are composed mainly of our own capitalized developments as well as acquired technology and customer relations, there were no indications of value reductions in 2024. In the 2024 financial year, contract fulfilment costs in connection with customer contracts amounting to KEUR 4,609 (previous year: EUR 2,204) were capitalised in accordance with IFRS 15.95. There were no indications of value reductions. Intangible assets total KEUR 209,041 (previous year: KEUR 204,780) and thus to 47.8% (previous year: 49.7%) of the balance sheet total.

As of 31/12/2024, inventories increased by KEUR 1,409, mainly due to hardware inventories.

Trade and other receivables increased by 3.3% and amounted to KEUR 48,590 on 31/12/2024 following KEUR 47,031 in the previous year.

Cash and cash equivalents short-term cash management and forecasts amounted to KEUR 114,038 as of 31/12/2024 (previous year: KEUR 97,434). This corresponds to 26.1% (previous year: 23.7%) of the balance sheet total.

The equity capital of NEXUS Group amounted to KEUR 282,958 on the cut-off date following KEUR 258,582 in the previous year, which corresponds to an equity capital rate of 64.6% (previous year: 62.8%).

A dividend of EUR 0.22 per share (previous year: EUR 0.21) was paid to stockholders in 2024.

The contract liabilities amounting to KEUR 33,571 (previous year: KEUR 24,040) relate essentially to the down payments received from customers for software projects.

__ Financial situation

The inflow and outflow of funds is shown in the cash flow statement. In 2024, the cashflow from operating activities amounted to KEUR 51,541 and was thus significantly higher than the level of the previous year (KEUR 30,407). This is mainly the result of payments received in the amount of EUR 14,968 for customer projects.

The cashflow from investment activities was KEUR -30,315 as of the balance sheet date (previous year: KEUR -17,022). Payments for investments in intangible assets and for the acquired companies and payment for cash investments in short-term financial dispositions formed the main focus of investment activities.

The cashflow from financing activities amounted to KEUR -19,628 (previous year: KEUR -16,722) and mainly includes payments for dividends, payments for the repayment of lease liabilities, incoming and outgoing payments for the sale and purchase of treasury stock and the acquisition of non-controlling interests of already fully consolidated companies.

No significant loans were taken from banks in the fiscal year. Existing credit lines at banks did not have to be used. We manage the liquidity of NEXUS primarily via a cash-pool system in which almost all subsidiaries operating in Germany are included. This allows cash surpluses and requirements to be balanced and the number of external banking transactions to be minimised. Free liquidity is invested centrally via the parent company at the best possible conditions.

__ Investments / Acquisitions

Please refer to the “Business model” section of the consolidated financial statements to learn about changes to the Nexus AG ownership structure.

__ Principles and Objectives of Financial Management

NEXUS financial management targets ensuring the financial stability and flexibility of the company. A balanced ratio between own and outside capital plays an essential role in this. The capital structure of NEXUS Group is composed of 64.6% equity capital, 14.7% long-term debts and 20.6% short-term debts. The long-term debt consists of pension obligations, from contigent purchase prices from company acquisitions and other non-current liabilities. The current liabilities essential concern accruals, other financial liabilities, trade payables and current lease liabilities.

INFORMATION RELEVANT TO ACQUISITIONS

__ Composition of Subscribed Capital and Stock Exchange Listing

Nexus AG is listed on the Frankfurt securities market in Prime Standard under securities identification number (WKN) 522090. The subscribed capital in the amount of EUR 17,274,695.00 (previous year: EUR 17,274,695.00) is composed of the following: Common stocks: 17,274,695 shares (previous year: 17,274,695 shares) at the accounting par value of EUR 1.00 each. Refer to the German Stock Corporation Law (Subsection 8 ff AktG) for information about the rights and obligations with respect to the individual den share certificates. A total of 17,236,881 shares (previous year: 17,264,609) have been issued as of the cut-off date.

__ Type of voting right control in the case of employee participations

There is no separation between voting right and stock for the employees with capital shares. Employees can exercise control rights directly.

__ Appointing and dismissing Executive Board members and amendments to the articles of incorporation

There are no more far-reaching provisions in the articles of incorporation beyond the statutory provisions for the appointment and dismissal of Executive Board members. In addition, there are no essential bylaw provisions, which deviate from legal regulations and flexible regulations.

__ Rights of the Executive Board in terms of the ability to issue or buy back shares, authorization to purchase treasury stocks

With its resolution on 16/05/2023, the Annual General Meeting of Nexus AG authorized the Executive Board to purchase treasury stocks up to a total amount of 10% of the capital available upon convocation of the Annual General Meeting prior to 30/04/2028, namely to purchase a maximum of 1,727,469 no-par value shares with a respective book value of EUR 1.00. The Executive Board is authorized to redeem the purchased treasury shares with the approval of the Supervisory Board without further shareholders' resolution as well as the shareholders' subscription rights in the case of the use of the treasury shares subject to the detailed provisions of point 8 from the agenda of the Nexus AG Annual General Meeting, as published in the Federal Gazette on 04 April 2023. The hitherto existing authorization of 12/05/2017 was thus revoked.

The Executive Board is also empowered to offer the stocks purchased with approval of the Supervisory Board to a third party within the context of company mergers or at purchase of companies or participating shares in companies. The subscription rights of stockholders to their own stocks are insofar excluded.

With regard to the information pursuant to Section 160 (1) no. 2 of the German Stock Corporation Law (AktG), we refer to the Appendix.

__ Authorized capital

The authorisation granted at the Annual General Meeting on 27/04/2021 to increase the company's share capital once or several times by up to a total of EUR 3,100,000.00 by issuing new no-par value bearer shares in return for cash and/or non-cash contributions (Authorised Capital 2021); which still amounts to EUR 1,577,536.00 due to partial utilisation, was cancelled at the Annual General Meeting 2023 and new authorisations to increase the share capital were created

Authorized Capital I 2023

The Executive Board is empowered to increase the capital stock of the company in the period until 30/04/2028 with approval of the Supervisory Board one time or several times up to a total of EUR 1,727,469.00 via issue of new no-par bearer stocks (individual share certificates) against cash and/or capital subscribed in kind (authorized capital I 2023). The new shares can also be issued to employees of the company or an affiliated company. The Executive Board shall decide about the conditions of the stock issue subject to approval by the Supervisory Board. The Executive Board is also empowered – subject to approval by the Supervisory Board – to shareholders* subscription rights in the following cases:

a) For fractional amounts

b) For issue of new stocks to employees of the company or an affiliated company

c) For issue of new stocks against capital subscribed in kind for purchase of companies, company parts or shares in companies

d) At issue of new stocks against cash investment, if the issue amount of the new shares does not fall substantially short of the already the listed price of shares already listed on the securities markets of the same class and same investment at the time of final determination of the issue amount by the Executive Board in the sense of Sections 203 (1) and (2), 186 (3) sentence 4 of the German Stock Corporation Law (AktG) and the proportional amount of the capital stock for the new shares does not exceed 10% of the capital stock existing (EUR 17,274,695.00) at the time of entering this empowerment in the commercial register and – cumulatively – 10% of the new stocks existing at the time of the issue, for which the subscription right was excluded. The proportional share of capital stock is to be deducted at the highest limit of 10% of capital stock, which applies to the new or repurchased shares, which were issued or sold since entry of this empowerment in the commercial register with simplified purchase right exclusion pursuant or corresponding to Section 186 (3) sentence 4 of the German Stock Corporation Law (AktG). This applies as well to the proportional share of capital stock, which refers to the option and/or conversion rights from option and/or convertible bonds and/or conversion requirements, which were issued or sold since entry of this empowerment in the commercial register pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Law (AktG).

Authorized Capital II 2023

The Executive Board is empowered to increase the capital stock of the company in the period until 30/04/2028 with approval of the Supervisory Board one time or several times up to a total of EUR 3,454,900.00 via issue of new no-par individual share certificates against cash (authorized capital II 2023). The shareholders are generally entitled to subscription rights. In accordance with section 186 (5) of the German Stock Corporation Law (AktG), the new shares can also be taken over by a bank or in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG), by a company with the obligation to offer them to shareholders for subscription ('indirect subscription right'). The Executive Board is also authorised, with the approval of the Supervisory Board, to exclude the statutory subscription right of shareholders once or several times for fractional amounts only.

The Executive Board is authorised, with the approval of the Supervisory Board, to determine the further details of the implementation of capital increases from this Authorised Capital II 2023, including the further content of the respective share rights and the conditions of the share issue. The Supervisory Board is authorised to amend the wording of Article 4 para. 5 of the Articles of Association after the full or partial implementation of the increase in share capital in accordance with the respective utilisation of Authorised Capital II 2023 and, if Authorised Capital II 2023 has not been utilised or not been fully utilised by the end of 30/04/2028, after the authorisation has expired.

CORPORATE GOVERNANCE STATEMENT AND COMPLIANCE STATEMENT

The (Group) declaration on corporate governance as well as the declaration of conformity pursuant to § 161 of the German Stock Corporation Act (AktG) were published on the company website: https://www.nexus-ag.de/unternehmen/investor-relations/ESG-Nachhaltigkeit.

SEPARATE NON-FINANCIAL STATEMENT

The Non-Financial Group Report in accordance with Sections 315b and 315c of the German Commercial Code (HGB) in conjunction with Sections 289c - 289e HGB was published on the company website https://www.nexus-ag.de/unternehmen/investor-relations/ESG-Nachhaltigkeit.

OPPORTUNITIES AND RISKS

The business operations of NEXUS Group are associated with opportunities and risks. Nexus AG has introduced a risk control and monitoring system for early detection, valuation and correct handling of opportunities and risks. The system covers Nexus AG including all majority-owned subsidiaries and is the responsibility of the Executive Board.

In addition, NEXUS is confronted with short-term, mid-term and long-term strategic and operative risks as a result of changes and stumbles within the regulatory environment of the industry and the in-house provision of services. Currently, there are also risks from the war in Ukraine and the energy crisis. Although NEXUS successfully managed the risks in 2024 and before that, the further course of crises could result in reduced revenues, higher costs, customer solvency issues and/or staff availability issues. NEXUS has focused risk management on all known risk areas. The opportunities and risks listed below pertain to all three segments of the NEXUS Group.

__ Opportunity Report

Market and industry environment:

There are decisive chances, which could entail a considerable change of the economic situation at NEXUS, in the **market and industry environment**. NEXUS Group earns its sales revenues mainly from the sale of software licenses and services for the healthcare system in Germany, Switzerland, Austria, the Netherlands, France, Poland, England, Ireland and Spain. The current macroeconomic environment is unstable and highly dependent on the further development of the energy crisis, the war in the Ukraine and a possible recession. In many European public budgets, medium-term budget cuts are to be feared, which also have an impact on the financing of public investments. In European countries, this includes the healthcare system and in particular hospitals. On the other hand, there are opportunities arising from the state programs to strengthen the healthcare system. In Germany in particular, considerable funds are being made available for the digitization of the healthcare system within the framework of the Hospital Future Act. It is striking that the digitization strategies of the public sector and many providers are now being conceived and designed across sectors, i.e., involving family doctors, rehabilitation institutions and patients. This is a development that will sustainably improve the efficiency of health IT.

According to the current forecast of the research and consulting firm Gartner, european IT spending is expected to rise by 9.3% to EUR 1.1 billion next year. Even more significant growth is seen in the area of enterprise software, which is expected to increase by approx. 14.5%.

The current global growth expectations for information technologies in the healthcare sector are very positive. Long-term forecasts assume average growth of 14% between 2022 and 2030, and other forecasts even assume a CAGR of 18.5% in the period 2019-2030. Regardless of the actual growth increase, published forecasts for the healthcare IT market indicate good prospects for the coming years. Currently, the market is primarily influenced by the digitization programs in many European countries. However, the positive assessments could be challenged by the high cost of solutions, implementation and infrastructure, as well as data security concerns.

Even if the figures do not provide direct information about revenue effects in relation to NEXUS Group, NEXUS assumes that the target group (somatic and psychiatric hospitals, medical care centers, rehabilitation, senior citizen and nursing homes as well as diagnostic center) will also continue to participate in the trend to increasing investments in business software. This provides considerable chances for NEXUS to achieve above-average growth. We therefore continue to be well equipped to take advantage of the opportunities on the market, attract new customers and improve our margin.

Technology and market position:

Our **technology**, our **market position**, our new **acquisitions** and our previously installed **customer base** are an excellent basis for this. The technology strategy of the NEXUS Group, in particular the modular approach of our solutions, is becoming increasingly accepted on the market. The success of NEXUS is reflected in the large number of tenders won and new customer orders. We can use the current market situation (product discontinuations and multi-product problems at competitors) to present ourselves as an agile and focused company on the market. Nevertheless, the risks in our business remain. The risks relevant to the NEXUS Group are discussed in detail in the following risk report.

Take-over bid:

The strategic partnership wit TA could bring about a change in the economic situation at NEXUS. TA has clearly stated that it will support the overall strategy of the NEXUS Group in particular the innovation strategy. The market for e-health solutions is undergoing radical change. Healthcare facilities are placing ever greater demands on digital support and are also more reliant on digitalisation solutions. At the same time, more providers are leaving the market. In this environment, the NEXUS Group has the opportunity to increase its market share and expand its market presence. The NEXUS Group is focused on meeting or even exceeding increasing customer expectations for digitalisation solutions. A successful transaction would enable us to accelerate the implementation of our strategy. THE NEXUS Group is convinced that the current market opportunities mean that the focus must be on gaining additional market share and realising our innovations. This focus should take precedence over short and medium-term profit orientation.

__ Risk Report

__ Basic principles

__ Risk management

NEXUS has implemented an internal monitoring system as well as a risk management appropriate for its relations. In addition to intensive cost and result management, which is monitored within the framework of management supervisory board meetings at regular intervals, there is a risk manual. The primary objective of financial risk management is to define the acceptable risk and ensure that risks are not taken beyond the risk limits. The operational and legal risk management measures are designed to ensure the proper functioning of internal policies and processes, thereby minimizing operational and legal risks. The risk management system is explained in detail in the following sections.

__ Identification

NEXUS has identified the following risk areas:

+ Customer projects,
+ Development projects,
+ Lack of market acceptance of products,
+ Expertise leaving the company,
+ Risks of information security,
+ Reputation,
+ Whistleblower protection / Whistleblowing,
+ Human rights violations and breaches of environmental standards / LkSG,
+ Data security and data protection,
+ Occupational safety,
+ Process risks,
+ Regulatory and tax risks,
+ Fraud risk,
+ Development of subsidiaries and
+ Macroeconomic and political risks.

__ Organization

Reporting, documentation and development of measures are regulated in the risk manual of Nexus AG. The Executive Board checks its implementation at regular intervals. In 2024, nine risk reports were submitted to the Executive Board from the offices responsible for them, and the Executive Board evaluated them.

Purchasing is essentially order-related and arranged after discussing and agreeing on this with the project manager responsible. Payments are approved by the Executive Board at Nexus AG and by the respective managing director at the subsidiaries. The personnel settlement process for the domestic companies is carried out centrally in Donaueschingen and is subject to the double verification principle.

An Oracle database is used for recording performance of the development department. Steering is via quarterly planning. NEXUS Group uses ERP software (Enterprise Resource Planning), with which information is made available for workflow process and internal controls as well as for the purposes of reporting. In addition, there is regular exchange of information between the finance departments of the decentral subsidiaries and the central Group finance department.

Increased attention is being paid to the development of business areas. They report their results monthly to the Executive Board. The Executive Board is directly involved in decisive decisions. For the control and monitoring, the subsidiaries are currently combined according to products and markets, and they are in turn allocated to the three segments NEXUS / DE, NEXUS / DIS and NEXUS / ROE.

__ Valuation and control

The following table shows the risks of the NEXUS Group before risk management (gross risk):

Risk type	Probability of occurrence	Compared with previous year	Degree of financial impact	Compared with previous year
Operational risks				
Customer projects	High	→	Average	→
Development projects	Low	↓	Average	→
Lack of market acceptance of our products	Average	↓	Low	↓
Expertise leaving the company	Average	↓	Average	→
Information Security risk	Average	→	Average	→
Reputation	High	→	Average	→
Human rights violations and breaches of environmental standards / LkSG	Low	-	Average	-
Data security and data protection	Particulary high	→	Average	→
Occupational safety	Low	→	Low	→
Legal and compliance risks				
Process risks	High	→	Average	→
Regulatory and tax risks	Average	↓	Low	↓
Whistleblower protection / Whistleblowing	Low	-	Low	-
Fraud risk	Low	→	Low	→
Financial risks				
Performance of subsidiaries	Particulary high	→	Average	→
General economic and political risks	High	→	Average	→

					Probability of occurrence
Degree of financial impact		Low	Average	High	Very high
		≤ 30 %	> 30 % to ≤ 50 %	> 50 % to ≤ 80 %	> 80 %
Existential risk (high)	≥ 50 MEUR				
Significant risk (medium)	≥ 1 MEUR				
Relevant risk (low)	≥ 100 TEUR				

__ Operational risks

__ Customer projects

Implementation problems, especially technical ones, could result in penalties or undoing in the existing large projects, which could affect revenues and the market reputation negatively. Non-payment and payment delays in large projects due to temporary shortage of liquid funds or customer refusal to pay can result in liquidity problems for the company, especially when substantial advance performances are provided in large projects. Non-payment risk concentrations are created temporarily in the Group especially within large projects. The maximum risk amount is derived from the book value of the capitalized receivables and – if applicable – from damage claims or liability claims. This risk is reduced to the greatest extent possible by the agreement to provide down payments. Non-payment risks or risks that a contractual partner cannot fulfill his payment obligations are controlled actively within the framework of debt management (e.g., credit checks).

It is also to be feared that the potential for implementing large-scale projects in hospitals and providers is partly lacking. In most of these hospitals, there is a lack of staff and organizational strength to achieve ambitious digitization goals.

__ Development projects

In the context of development projects, there is a risk of cost overruns if the planned man-days are not sufficient to complete the project, in particular if the project cannot be implemented technically. Development projects are subject to fixed deadlines. Exceeding these limits can result in noteable financial effects. Another risk is that development projects do not meet market needs. Through milestone plans with an integrated controlling process, NEXUS counteracts this risk and specifically counteracts it by regularly reassessing the market acceptance of the individual development projects.

__ Lack of market acceptance of our products

There is a risk that the high development state achieved by NEXUS is lost due to competitor innovations and consequently market shares lost. Risks also exist during the scheduling and budgeting of developments as well as in the design and quality of our developments, which can cause substantial effects on marketing and cost positions if scheduling and budgeting deviate from marketing specifications. In software development, third-party products are also used in part, the loss of which or if there is deficient technological quality could result in delays of our own software deliveries. Nexus AG faces these risks with annual, quality-checked releases, which go through a pre-defined quality management process.

__ Expertise leaving the company

The development of Nexus AG is strongly dependent on the knowledge and Group-wide willingness to perform of its staff. There is a risk in principle to lose competent employees due to fluctuation and consequently lose market advantages. If a larger number of core know-how staff members leave the company, this can result in substantial difficulties in operational business dealings, at least in the short term. In addition, the labor market has experienced a lack of specialists for years. NEXUS counters this risk with active personnel development, an important component for far-sighted and reliable safeguarding of our human resources.

__ IT security and availability

Different risks may arise in the area of IT security and availability, which can result in penalty and recourse claims. Interventions and attacks by third parties (e.g., trojans and hackers) on the IT system of Nexus AG (external threat to IT security) pose a latent risk to IT security. In the area of performance and thus the availability of IT servers for our customers, there is another risk, which has a direct impact on IT availability. These risks can have material consequences for Nexus AG and its subsidiaries, since they depend on a functioning IT infrastructure. This risk is minimized by regular monitoring of the IT systems and ensuring the accessibility of the IT servers as well as redundant data backup.

__ Reputation

Reputational risk can have material effects on Nexus AG and its subsidiaries. It can occur due to the deterioration of the general asset, financial and revenue situation of Nexus AG, deterioration of its reputation on the capital market as well as a recall action of faulty software and misalignments in large projects. This risk is counteracted accordingly by regular review schedules by the persons correspondingly responsible persons.

__ Human rights violation and breaches of environmental standards / LkSG

Compliance with human rights and environmental standards is one of NEXUS core values, which the Executive Board and employees recognise and are committed to. This also applies to violations in the context of supply chains in which NEXUS is involved. Such violations are already a risk for NEXUS. In addition, they lead to a considerable reputational risk for NEXUS and are subject to severe fines in accordance with the German Supply Chain Duty of Care Act (LsKG). The Executive Board has issued a declaration of principles in accordance with the LkSG, which was published in the Sustainability Report 2024 and is repeated annually. A human rights officer has also been appointed to act as a point of contact for all questions/complaints relating to the violation of human rights and environmental standards. She also monitors risk management with regard to the violations specified in the LkSG. Risk management includes a risk analysis in which the identified human rights violations and environmental violations are appropriately weighted and prioritised. The results of the risk analysis are communicated to the Executive Board. Appropriate preventive measures primarily relate to the implementation of the policy statement, the development and implementation of suitable procurement strategies (including appropriate preventive measures vis-à-vis indirect suppliers), training and risk-based control measures. The effectiveness of the preventive measures is reviewed annually and, if necessary, on an ad hoc basis. The measures specified in Section 7 LkSG are applied as remedial measures in the event of identified violations. The provisions of the Executive Board information on the HinSchG dated 17/12/2023 apply mutatis mutandis to the complaints procedure. In The Compliance Officer named there is replaced by the company's Human Rights Officer.

__ Data security and data protection

Data security is understood to mean the protection of data by measures and software against loss, corruption, damage or deletion. This also means the protection of the individual from being impaired by the handling of his personal data in his right to informational self-determination. Data security is a prerequisite for data protection. It is an essential part of overall information security and also serves to prevent and combat cybercrime. At NEXUS, this applies in particular to compliance with the DSGVO and the data security of customer data on the servers.

__ Occupational safety

Occupational safety is the safety of employees at work, i.e., the control and minimization of risks to their safety and health. Consequently, it is an integral part of occupational health and safety within the meaning of the Occupational Health and Safety Act, which requires measures to prevent accidents at work and Safety and Health at Work Act related health hazards, including measures for structuring work in according with the needs of people. Due to the natur of NEXUS business, the focus is particularly on the necessary customer journeys and the associated security risks. Anyone who commissions or permits work as an entrepreneur or as a work commissioned by the entrepreneur that does not comply with the rules and standards of the respective industry can be personally prosecuted under criminal and civil law. A work safety officer for the Group has been appointed to minimize risks, who monitors occupational safety and trains employees accordingly.

__ Legal and compliance risks

__ Process risks

As a company listed on a stock exchange, Nexus AG is currently much more vulnerable than before in terms of the visibility of disputes. Significant risks could arise from commission suits brought by sales agents and employees, actions brought by shareholders for lack of equal treatment, information violation and customer actions for non-performance, nonfulfillment or damages. This risk is counteracted by a higher process reliability by means of our documentation.

__ Regulatory and tax risks

At Nexus AG there are regulatory risks due to legal changes (especially the medical requirements for medical devices and regulatory changes with an impact on customer settlements), regulatory changes with regard to the capital market and regulatory changes in the accounting regulations (German Commercial Code [HGB, IFRS and tax law). These risks can have an impact on the operating business of Nexus AG and thus have an impact on the software development of Nexus AG and its subsidiaries. There is a risk of penalties from our customers. Regulatory risks with regard to the capital market can significantly increase the scope of the required activities in the framework investor relations. Furthermore, there is the risk of penalties imposed by the Federal Financial Supervisory Authority (BaFin) as and as the risk of back tax payments due to domestic and foreign audits. Changes in the rendering of accounts regulations may have an impact on the results of the consolidated and annual financial statements. The annual and consolidated financial statements are prepared centrally in Donaueschingen. The process of composing the year-end report is monitored centrally by the Chief Financial Officer as well as by the Executive Board of Nexus AG. The double verification is maintained on principle each time. Regular monitoring of the legal environment, relevant capital market laws and accounting regulations minimizes this risk.

__ Whistleblower protection / Whistleblowing

Fraud risks and other compliance risks can be uncovered through whistleblowing and thus draw attention to incidents at NEXUS or its cooperation partners that pose a risk to the Company. As part of the Executive Board information on the Whistleblower Protection Act (HinSchG) dated 17/12/2023, a reporting system was described that enables non-repressive and confidential reporting of violations of legal regulations or the basic values of NEXUS. Fines may be imposed if the HinSchG is not organised in accordance with the law.

__ Fraud risk

Fraud is understood to mean fraud, deception, bogus transactions or embezzlement in business enterprises. Fraud is the deliberate action of one or more managers and/or employees to obtain an unjustified or illegal advantage. Fraud is caused by the combination of three factors: Motivation is usually seen as a financial need (enrichment), which can also arise from subjectively perceived pressure (e.g., through bonus agreements/targets). The perpetrator must be able to justify the act to himself. Justification can be, for example, “I am entitled to the money anyway,” “This is how I create justice." or “I can't achieve my goals any other way.” The perpetrator has the opportunity (e.g., through the position of the employee or weaknesses in the internal control system due to “management override") to commit an offense. This risk is counteracted by regular monitoring of the cash and account balance of the business unit as well as ensuring functional controls within the framework of the ICS (internal control system).

__ Financial risks

__ Performance of subsidiaries

In the case of subsidiaries, different risks may arise due to the need to devalue the investment approaches, over-indebtedness and liquidity problems as well as integration problems. Due to the great number of subsidiaries, these have to be monitored with great expense. To minimize these risks, monthly business review dates, calendar quarterly reviews of business prospects and plans as well as the Executive Board's handling of integration plans are undertaken.

__ Macroeconomic and political risks

In particular, these are risks that may arise from political changes or the influence of macroeconomic developments. NEXUS currently markets products and services in locations in twelve countries. Both the establishment of business relations in these countries and the business activity itself are associated with the usual risks for international business. Particular attention must be paid to the prevailing general economic or political situation of the individual countries, the clash of different tax systems, legal obstacles such as import and export restrictions, competition rules as well as regulations for the use of the internet, or guidelines for the development and provision of software and services. NEXUS counteracts these risks by regularly consulting national consultants at the time of market entry and in the further course of business in these countries and by maintaining an exchange with the local authorities. In principle, however, risks that can arise from changes in macroeconomic factors can never be completely excluded.

__ Monitoring and reporting

Controlling the internal monitoring and risk management system is the responsibility of auditing committee of the Supervisory Board. The risk manual of Nexus AG defines detailed measures for early risk detection, reporting and the respective risk holders. Despite all due care, it cannot be completely ruled out that personal discretionary decisions, faulty controls, fraudulent actions by individuals or other circumstances may limit the effectiveness and reliability of the internal control and risk management system used.

__ Summarized depiction of the chance and risk situation of the NEXUS Group

NEXUS as well as its subsidiaries work according to a uniform method of chance/risk analysis and chance/risk management. Early detection of risks is given decisive importance in this. In a risk-bearing capacity calculation, the gross risks are determined and shown as net risks after risk avoidance/mitigation measures and compared with the risk coverage potential (equity at book values).

The monitoring of risks by unambiguous key figures (sales and EBT) enables a clear assessment and its significance.

From the perspective of individual risks and from an overall risk position, it can currently be seen that the continued existence of the company is not endangered.

__ Internal monitoring and risk management system with respect to the accounting process

The internal monitoring and risk management system has the objective with respect to the accounting process to ensure the appropriateness and effectiveness of accounting and financial reporting. The annual and consolidated financial statements are prepared centrally in Donaueschingen. The process of composing the year-end report is monitored centrally by the Chief Financial Officer as well as by the Executive Board of Nexus AG. The double verification is maintained on principle each time.

OUTLOOK

Despite the current economic challenges in many of the countries in which we operate, the NEXUS Group continues to expect organic sales and revenue growth until 2026. The reasons for this optimistic view are the positive market environment for the digitalisation of the healthcare sector, the numerous government funding programmes and the NEXUS Group's strong market position. In addition, our competitors have announced a series of strategic changes that we can utilise to gain further market share. Our strong product positioning and the focus of our systems on interoperability are key to this assessment. We are also planning to realise further growth through company acquisitions.

We realised a company acquisition in 2024 and won a large number of tenders. We are starting 2025 with a high order backlog in the Group. We also expect a large number of further tenders in 2025 and are optimistic that we will be able to successfully integrate the acquired companies. The expected delisting of Nexus AG will unleash additional entrepreneurial potential.

However, it is still to be feared that the positive development will be limited by insufficient implementation resources in the hospitals. Many facilities lack the personnel and organisational measures needed to achieve the ambitious digitalisation goals. The current financing problems of state budgets and the recession in Germany are making matters worse. Financial bottlenecks in hospital budgets could lead to projects being postponed or cancelled.

For 2025, we are currently still assuming that we will be able to minimise the business consequences of the current crises for NEXUS in the future. We will continue to optimise costs, pursue our integration projects in a targeted manner and continuously assess the further signs of the crisis, not least the shortage of skilled workers, and make adjustments accordingly. Our planning also takes into account further investments in internationalisation and the expansion of our product range. Should there be any significant changes in the consolidated Group in 2025, this may lead to a change in planning.

Overall, we therefore have positive expectations for NEXUS and its subsidiaries in 2025. We will utilise the opportunities that arise and actively manage the risks. We will continue to focus in 2025: We need to implement our major projects to a high standard, integrate our acquired companies and actively tackle the new sales opportunities.

Nexus AG expects a slight increase in sales and a slight increase in EBT for all three segments.

Nexus AG
Donaueschingen, 28/02/2025

The Executive Board

Dr. Ingo Behrendt Ralf Heilig Edgar Kuner

06 __ Consolidated Statement of Income

	Appendix	01/01/2024-31/12/2024	01/01/2023-31/12/2023
		KEUR	KEUR
Revenue	1	261,463	241,459
Capitalized development costs	12	4,052	3,777
Other operating income	2	10,264	4,577
Cost of goods sold	3	42,427	42,180
Personnel expenses	4	147,517	133,305
Impairment Loss on Financial Assets	5	244	373
Other operating expenses	6	27,946	23,566
EBITDA		**57,645**	**50,389**
Depreciation		18,962	18,516
EBIT		**38,683**	**31,873**
Financial income	7	3,796	3,042
Financial expenses	8	2,437	1,921
EBT		**40,042**	**32,994**
Income taxes	9	8,879	9,202
Consolidated net income		**31,163**	**23,792**
Consolidated net income apportioned to:			
– Shareholders of the Parent Company		30,815	24,031
– Non-controlling interests		348	-238
Consolidated earnings per share			
Weighted average (undiluted) of issued shares in circulation (in thousands)	10	17,258	17,246
Weighted average (diluted) of issued shares in circulation (in thousands)	10	17,263	17,249
Undiluted	10	1.79	1.39
Diluted	10	1.79	1.39

07 __ Consolidated Statement of Comprehensive Income

	Appendix	01/01/2024- 31/12/2024	01/01/2023- 31/12/2023
		KEUR	KEUR
Consolidated net income		31,163	23,792
Other comprehensive income	22		
Items that will not be reclassified to profit / loss			
Remeasurement from pension plans recognised in equity	23	-1,425	-853
Deferred taxes on revaluation from pension plans recognised in equity	16	201	180
Items that may be reclassified to profit / loss			
Currency translation differences		-680	1,919
Deferred taxes on currency translation differences	16	3	153
Other comprehensive income before taxes		-2,105	1,066
Deferred taxes on other comprehensive income		204	333
Other comprehensive income after taxes		-1,901	1,399
Consolidated income		**29,262**	**25,192**
Consolidated income apportioned to:			
– Shareholders of the Parent Company		28,986	25,430
– Non-controlling interests		275	-238

08 __ Consolidated Balance Sheet

ASSETS	Appendix	31/12/2024	31/12/2023
Non-current assets		KEUR	KEUR
Goodwill	11	138,101	135,592
Other intangible assets	12	70,941	69,188
Property, Plant and Equipment	13	12,336	13,148
Right-of-use assets	14	20,067	19,734
Deferred tax assets	16	3,069	3,267
Other financial assets	17	2,076	2,030
Long-term receivables	19	2,078	948
Total non-current assets		**248,667**	**243,907**
Current assets			
Inventories	18	4,649	3,240
Trade and other receivables	19	46,512	46,083
Contract assets	15	10,011	11,128
Other non-financial assets	20	5,008	3,614
Income tax receivables	21	2,219	1,249
Other financial assets	17	101,628	85,061
Cash and cash equivalents	26	19,038	17,434
Total current assets		**189,066**	**167,809**
Total assets		**437,733**	**411,716**

EQUITY AND LIABILITIES	Appendix	31/12/2024	31/12/2023
Equity		KEUR	KEUR
Subscribed capital	22	17,275	17,275
Capital reserves	22	103,963	103,089
Retained earnings	22	158,493	131,913
Other comprehensive income	22	1,568	3,397
Capital redemption reserve	22	-2,055	-581
Shareholders' equity attributable to parent		**279,244**	**255,093**
Non-controlling interests		3,715	3,489
Total equity		**282,958**	**258,582**
Non-current liabilities			
Pension obligations	23	10,459	8,959
Deferred tax liabilities	16	13,022	11,979
Other financial liabilities	24	25,374	30,335
Lease liabilities	14/24	15,636	15,438
Total non-current liabilities		**64,491**	**66,711**
Current liabilities			
Accrued liabilities	25	7,692	4,284
Deferred liabilities	24	14,530	18,170
Other non-financial liabilities	24	5,566	5,929
Trade payables	24	10,190	8,740
Contract liabilities	24	33,571	24,040
Other financial liabilities	24	3,415	9,185
Income tax liabilities	24	10,041	11,268
Lease liabilities	14/24	5,279	4,807
Total current liabilities		**90,284**	**86,423**
Balance sheet total		**437,733**	**411,716**

09 __ Consolidated Statement of Changes in Equity

	Appendix	Subscribed capital	Capital reserves	Retained earnings	Accumulated other comprehensive income
		KEUR	KEUR	KEUR	KEUR
Equity capital as at 01/01/2023	22	17,275	106,227	112,058	1,998
Remeasurement from pension plans recognised in equity		-	-	-	-853
Deferred taxes on revaluation from pension plans recognised in equity		-	-	-	180
Currency translation differences		-	-	-	1,919
Deferred taxes on currency translation differences		-	-	-	153
Other comprehensive income after taxes		-	-	-	1,399
Consolidated net income		-	-	24,031	-
Consolidated income		-	-	24,031	1,399
Capital increase		-	-	-	-
Dividend payouts		-	-	-3,620	-
Dividend payouts to non-controlling interests		-	-	-	-
Purchase of treasury stock		-	-	-	-
Minority access		-	-	-556	-
Issuance of treasury stock		-	-3,338	-	-
Access within the framework of share-based payment		-	200	-	-
Equity capital as at 31/12/2023		17,275	103,089	131,913	3,397
Equity capital as at 01/01/2024		17,275	103,089	131,913	3,397
Remeasurement from pension plans recognised in equity		-	-	-	-1,425
Deferred taxes on revaluation from pension plans recognised in equity		-	-	-	201
Currency translation differences		-	-	-	-607
Deferred taxes on currency translation differences		-	-	-	3
Other comprehensive income after taxes		-	-	-	-1,829
Consolidated net income		-	-	30,815	-
Consolidated income		-	-	30,815	-1,829
Dividend payouts		-	-	-3,798	-
Dividend payouts to non-controlling interests		-	-	-	-
Purchase of treasury stock		-	-	-	-
Minority access		-	-	-506	-
Issuance of treasury stock		-	-17	-	-
Access within the framework of share-based payment		-	891	-	-
other		-	-	69	-
Equity capital as at 31/12/2024		17,275	103,963	158,493	1,568

	Capital redemption reserve	Shareholders' equity attributable to parent	Non-controlling interests	Total equity capital
	KEUR	KEUR	KEUR	KEUR
Equity capital as at 01/01/2023	-2,533	235,025	3,921	238,946
Remeasurement from pension plans recognised in equity	-	-853	-	-853
Deferred taxes on revaluation from pension plans recognised in equity	-	180	-	180
Currency translation differences	-	1,919	-	1,919
Deferred taxes on currency translation differences	-	153	-	153
Other comprehensive income after taxes	-	1,399	-	1,399
Consolidated net income	-	24,031	-238	23,792
Consolidated income	-	25,430	-238	25,192
Capital increase	-	-	-	-
Dividend payouts	-	-3,620	-	-3,620
Dividend payouts to non-controlling interests	-	-	-86	-86
Purchase of treasury stock	-1,843	-1,843	-	-1,843
Minority access	-	-556	-108	-664
Issuance of treasury stock	3,795	457	-	457
Access within the framework of share-based payment	-	200	-	200
Equity capital as at 31/12/2023	-581	255,093	3,489	258,582
Equity capital as at 01/01/2024	-581	255,093	3,489	258,582
Remeasurement from pension plans recognised in equity	-	-1,425	-	-1,425
Deferred taxes on revaluation from pension plans recognised in equity	-	201	-	201
Currency translation differences	-	-607	-73	-680
Deferred taxes on currency translation differences	-	3	-	3
Other comprehensive income after taxes	-	-1,829	-73	-1,901
Consolidated net income	-	30,815	348	31,163
Consolidated income	-	28,986	275	29,262
Dividend payouts	-	-3,798	-	-3,798
Dividend payouts to non-controlling interests	-	-	-50	-50
Purchase of treasury stock	-1,491	-1,491	-	-1,491
Minority access	-	-506	-	-506
Issuance of treasury stock	17	-	-	-
Access within the framework of share-based payment	-	891	-	891
other	-	69	-	69
Equity capital as at 31/12/2024	-2,055	279,244	3,715	282,958

10 __ Consolidated Cash Flow Statement

	Appendix	01/01/2024-31/12/2024	01/01/2023-31/12/2023
1. Cash flow from operating activities	26	KEUR	KEUR
EBIT		38,683	31,873
Depreciation (+) / amortization (-) on intangible assets and fixed assets		13,257	13,117
Depreciation on rights of use leased assets		5,705	5,399
Other non-operating expenses (+) / income (-)		891	1,092
Increase (-) / decrease (+) in inventory		-1,409	-1,062
Gains (-) / losses (+) on the disposal of assets and investments		-44	-
Increase (-) / decrease (+) in receivables and other assets		-7,311	-11,457
Increase (+) / decrease (-) in provisions		3,408	-891
Increase (+) / decrease (-) in liabilities		8,498	-695
Interest received (+)		3,098	2,470
Interest paid (-)		-1,156	-558
Income taxes paid (-) / income tax refunds (+)		-12,080	-8,881
		51,541	**30,407**
2. Cash flow from investment activities	26		
Payments for investments in intangible assets and property, plant and equipment		-10,388	-9,457
Proceeds from the disposal of intangible assets and property, plant and equipment		367	-
Payments for the acquisition of consolidated companies less the funds acquired		-5,294	-17,565
Payments (-)/proceeds (+) from the acquisition / divestment of shortterm financial depositions		-15,000	10,000
		-30,315	**-17,022**
3. Cash flow from financing activities	26		
Payments for purchase of non-controlling interests for already consolidated companies		-7,719	-786
Payments for redemption of lease liabilities		-6,575	-5,793
Payments for redemption of loan liabilities		-	-5,051
Dividends paid		-3,798	-3,620
Dividends paid to non-controlling interests		-50	-86
Payments for the purchase of treasury stock		-1,491	-1,843
Proceeds from the sale of treasury stock		6	457
		-19,628	**-16,722**
Change in cash and cash equivalents		1,599	-3,337
Effect of exchange rate changes on cash and cash equivalents		5	752
Cash and cash equivalents at the start of the period		**17,434**	**20,019**
Cash and cash equivalents at the end of the period		**19,038**	**17,434**
Composition of cash and cash equivalents			
Cash and bank balances		19,038	17,434
shortterm financial depositions		95,000	80,000
		114,038	**97,434**

11 __ Notes to the Consolidated Financial Statements

SIGNIFICANT OF ACCOUNTING PRINCIPLES

1 __ General Information

NEXUS Group develops and sells software and hardware solutions with its corporate divisions NEXUS / DE, NEXUS / DIS and NEXUS / ROE and provides IT services, especially for customers in the health care system. The Group focuses in the area of “Healthcare Software” on information systems for hospitals and psychiatric, rehabilitation and welfare institutions. The “Healthcare Service” unit provides IT services for IT operation, especially in the healthcare system. Nexus AG is the highest ranking parent company.

Nexus AG is registered in the commercial registry of the Freiburg local court under number HRB 602434. Nexus AG is a listed corporation and in the Prime Standard segment at the Frankfurt securities market. This Group Financial Report was drawn up by the Executive Board and approved for forwarding to the Supervisory Board on 28/02/2025. Publication is after checking and approving by the Supervisory Board on 04/03/2025.

The registered office of Nexus AG, Donaueschingen, is:

Irmastrasse 1, 78166 Donaueschingen, Germany

2 __ Principles of Creating and Consolidating

This Consolidated Financial Statement has been prepared in keeping with the provisions of International Accounting Standards Board (IASB) required by the European Union following the balance sheet cut-off date in accordance with Section 315e (1) of the German Commercial Code (HGB) and the supplementary commercial law regulations. It is in keeping with the provisions of International Financial Reporting Standards applicable on the cut-off date whose application is mandatory in the European Union (IFRS) and supplementary interpretations (IFRIC and SIC). All IFRS and interpretations, which are mandatory for the 2024 fiscal year, were taken into consideration.

__ Going Concern

The consolidated financial statements have been prepared based on the historical acquisition or production cost principle, assuming a positive going concern prognosis. Exceptions to the historical acquisition or production cost principle are presented below, where applicable.

__ Balance Sheet Format

The assets and liabilities in the balance sheet were classified according to their maturity. The Profit and Loss Account was drawn up according to the total cost type of short-term results accounting.

__ Report Currency

The Consolidated Financial Statements are prepared in euros. If not otherwise noted, all values are rounded to thousands (KEUR).

__ Consolidated Group

In addition to the Nexus AG as parent company, all domestic and foreign subsidiaries are included in the Consolidated Financial Statement, for which Nexus AG has the majority of voting rights directly or indirectly.

__ Consolidation Principles

All companies included as of 31/12/2024 drew up their Annual Reports as of 31/12. The Annual Reports are shown in uniformly prepared, consolidation-capable financial reports in line with the IFRS.

The purchase method is used for company purchases. Capital is consolidated at the time, at which ownership became effective. The shown equity capital of the acquired companies is offset against the book value of participation. The asset values as well as debts and possible debts are included with their fair values. Within the context of an identification process, balance sheets did not previously include IFRS 3, but intangible assets were capitalized if it was possible to carry them in the balance sheet. In addition, possible debts should be considered. Remaining value of potential earnings in excess of the book value is capitalized as goodwill and/or negative difference amounts are adopted affecting revenue after another check. Purchase price increases due in the future, which are probable, are capitalized as contingent purchase price payments expected in the future at the corresponding market value at the purchase time in goodwill and shown as trade accounts payable.

Trade accounts receivable and payable between the consolidated companies are offset within the context of debt consolidation. Internal sales have been eliminated within the framework of expenditure and revenue consolidation. Interim results have been eliminated insofar as applicable.

The consolidated surplus is determined as a completely consolidated period result according to the total costs procedure, in which all revenues and expenses are consolidated between the included companies.

The operating result shares, which other companies are entitled to, are shown separately below the consolidated surplus according and their shares are shown as separate items within equity capital.

The assets and liabilities of foreign subsidiaries whose functional currency is not the Euro are converted in accordance with IAS 21. The functional currency is the respective country currency for all companies. The balance sheets of the Group Companies in Switzerland are converted with the cut-off date exchange rate of 0.9412 CHF / EUR (previous year: 0.9260 CHF / EUR), the consolidated statement of comprehensive income with the average exchange rate of 0.9526 CHF / EUR (previous year: 0.9717 CHF / EUR), and the equity capital at historic rates. The balance sheet of the Group Company in Poland is accordingly converted with the cut-off date exchange rate of 4.2750 PLN / EUR (previous year: 4.3395 PLN / EUR), the consolidated statement of comprehensive income with the average exchange rate of 4.3058 PLN / EUR (previous year: 4.5421 PLN / EUR), and the equity capital at historic rates. The balance sheets of the Group Companies in the USA converted with the cut-off date exchange rate of 1.0389 USD / EUR (previous year: 1.1050 USD / EUR), the consolidated statement of comprehensive income with the average exchange rate of 1.0821 USD / EUR (previous year: 1.0816 USD / EUR), and the equity capital at historic rates. The balance sheets of the Group Companies in England converted with the cut-off date exchange rate of 0.8292 GBP / EUR, the consolidated statement of comprehensive income with the average exchange rate of 0.8280 GBP / EUR).

Any conversion differences resulting from that are entered in the other result in equity capital without effect on net income. Currency exchange differences arising from debt consolidation are recognized in profit or loss.

3 __ Changes of the Accounting and Valuation Method

The adopted accounting and valuation methods correspond in principle to the methods used in the previous year.

The new or modified standards or interpretations are displayed in the following table, which were used by NEXUS in the fiscal year or were not used admissibly.

New, currently applicable requirements:

Standard/Interpretation	Title of the Standards/Interpretation or Amendment	Application for fiscal years starting from	Effects on the NEXUS consolidated financial statement
Amendments to IAS 1	Presentation of financial statement - Classification of liabilities in shortterm and longterm	01/01/2024	No effects
Amendments to IAS 7 and IFRS 7	Cash flow statement and financial instruments: Disclosures on supplier financing agreements	01/01/2024	No effects
Amendments to IFRS 16	Lease liabilities at Sale and leaseback transactions	01/01/2024	No effects
Amendments to IAS 21	Effects of changes in exchange rates - lack of exchangeability	01/01/2025	No effects

Future requirements:

Standard/Interpretation	Title of the Standards/Interpretation or Amendment	Application for fiscal years starting from	Effects on the NEXUS consolidated financial statement
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity	01/01/2026	No effects
Ammendments to IFRS 9 and IFRS 7	Classification and Measurement of Financial Instruments	01/01/2026	Principle Significance
Annual Improvement Project	Annual Improvements to IFRS Accounting Standards – Volume 11“	01/01/2026	Principle Significance
IFRS 18	Presentation and Disclosure in Financial Statements	01/01/2027	Principle Significance
IFRS 19	ubsidiaries without Public Accountability: Disclosures	01/01/2027	No effects

4 __ Essential discretionary decisions, estimates and assumptions

The preparation of consolidated financial statements in accordance with IFRS requires judgments, estimates and assumptions that affect the values presented in the consolidated financial statements. NEXUS continuously evaluates discretionary decisions, estimates and assumptions. Discretionary decisions, estimates and assumptions are based on experience and other factors that NEXUS considers reliable and comprehensible. Actual future results may differ from judgments, estimates and assumptions and may affect future consolidated financial statements.

The main discretionary decisions, estimates and assumptions are explained below.

__ Impairment of intangible assets

The Group checks at least once annually whether goodwill and brands with unlimited utilization periods have depreciated. This requires estimation of the achievable amount of the cash-generating units, to which these intangible assets are allocated.

NEXUS also tests once a year whether there are any indications of impairment of other intangible assets.

The attainable amount of an asset is the higher of the two amounts from the adjusted current value of a cash-generating unit minus sales costs and the utilization value. To estimate the utilization value, the Group must also estimate the future cash flow on one hand as well as an appropriate discount rate to determine the cash value of this cash flow.

__ Identified customer relations and technology at company acquisitions

The fair value of the acquired software maintenance contracts (customer relations) and acquired technology at the time of the company acquisitions was determined on the basis of estimated benefits, especially on the basis of future expected payment surpluses discounted by an appropriate interest rate and amortized over the expected time of use based on an assumed annual loss of customers (residual value method). The fair value of acquired technology at the date of acquisition is determined on the basis of the license price analogy method and amortized over its expected utilization period.

__ Contractually agreed future, contingent purchase price payments for company acquisitions

At the time of the acquisition of companies, contingent purchase prices can be contractually agreed with the seller. The fair value (Fair Value Hierarchy Class 3) is calculated based on the planned sales, revenue and partially qualitative target dimensions and determined anew each year. This value is discounted over its duration with a correspondingly reasonable interest rate.

__ Non-controlling interests in company acquisitions

The share of the acquired non-controlling shares in an acquired company at the time of acquisition is measured with the corresponding share of the identified, revalued net assets of the acquired company.

__ Deferred tax assets on losses carried forward

Deferred tax assets are entered for all losses carried forward for taxes in the amount, in which it is probable that the income to be taxed for this will be achieved and remain available, so that losses carried forward can actually be used. Competent authority discretion of company management is to be used for determining the amount of credited deferred taxes on the basis of the expected fulfillment time and the amount of the income to be taxed in the future as well as the future tax planning strategies.

__ Pensions and other post-employment benefits

The expenses from performance-oriented plans are calculated using actuarial principles. The actuarial assessment is made based on the assumptions with respect to the discount rate allowed on advance payment of taxes, future wage and salary increases, mortality and future pension increases. Corresponding to the long-term orientation of these plans, such estimates are subject to substantial uncertainties.

5 __ Essential Accounting and Valuation Methods

__ Financial instruments

A financial instrument is a contract, which at the same results in creation of financial asset for one company and creation of financial liability or an equity capital instrument for another company. The financial instruments shown in the balance sheet (financial assets and financial liabilities) according to IAS 32 and IFRS 9 cover specific financial assets, trade account receivables, securities, cash and bank balances, trade and other payables as well as certain other assets and liabilities based on contractual agreements.

A normal market purchase or sale of a financial instrument is accounted for on the trading day – the day on which the Group commits to purchase or sell it.

Financial assets and liabilities are to be recognized as net assets in the consolidated balance sheet if a legal claim exists to offset the amounts and it is intended to either offset them on a net basis, or to realize the asset and settle the liability simultaneously.

__ Financial assets

When a financial asset is first recognized, it is measured at fair value plus directly attributable transaction costs in the case of financial assets that are not recognized in profit or loss at fair value. The fair value plus transaction costs is regularly equal to the cost of acquisition.

After the initial entry, the classification takes place in one of the three following evaluation categories:

+ Financial assets valuated at amortized cost (AC)
+ Financial assets valuated affecting net income at fair value (FVPL)
+ Financial assets valuated not affecting net income at fair value (FVOCI)

The classification according to IFRS 9 depends on cash flow criteria, according to the contractual cash flows consist exclusively of interest and repayment (SPPI) as well as on the fulfillment of the business model criterion, in which the classification takes place depending on the control of the financial assets for the generation of cash flows. The SPPI test is carried out at the level of the financial instrument, and the business model criterion is assessed at the portfolio level.

Financial instruments measured at amortized cost are non-derivative financial assets that have not been designated for fair value measurement. Assets measured at amortized cost cumulatively meet the following conditions:

+ The financial instrument is held within the framework of a business model, the aim of which is to hold the financial instrument to generate contractual cash flows from it.
+ In addition, the contractual terms and conditions lead to cash flows on dates already specified, which consist exclusively of interest and repayment in respect of the nominal amount.

Except for the securities included in the short-term financial assets item in the previous year, all financial assets are classified as AC, as they are held until settlement and have passed the SPPI test. The subsequent valuation of the contract assets that are classified by AC is carried out using the effective interest method and taking into account impairments. Changes in value at the disposal, change or impairment of the financial asset are recognized in profit or loss.

A financial asset is derecognized when the contractual entitlement to cash flows from a financial asset expires or NEXUS transfers the financial asset.

Although the Group is active internationally, most of its business is in Europe and consequently it only has limited market risks due to changes of exchange rates.

Default risks are recognized using an impairment model based on expected credit losses (ECL model). This includes impaired financial assets as well as financial assets for which there are no signs of impairment. The ECL model is to be applied to financial assets classified by AC in NEXUS.

The ECL model distinguishes between the general and simplified approach:

The general approach is based on the three-step model, starting with the "12-month expected credit loss" (level 1), with migration to the "lifetime expected credit loss" (levels 2 and 3) if necessary. NEXUS always applies the general procedure unless the simplified procedure is prescribed (trade and other receivables and contract assets). In the simplified procedure, the lifetime expected credit loss is always calculated for the financial asset.

Impairment losses are recognized in the profit and loss statement. Appropriate and reliable information is used to assess the expected losses, which can be made available with reasonable effort. The default risks are determined, if available, on the basis of external credit ratings and historical default rates.

__ Financial liabilities

When all financial liabilities are first recognized in the application scope of IFRS 9, they are measured at fair value plus directly attributable transaction costs in the case of financial assets that are not recognized in profit or loss at fair value.

After initial recognition, financial liabilities are classified as either AC or FVPL.

Except for the contingent compensatory measures from corporate acquisitions, all financial liabilities are classified as AC and subsequently valued using the effective interest method. Changes in value are recognized in the profit or loss, at the disposal of the financial liability or in the event of changes due to the effective interest rate method.

Financial liabilities classified as FVPL include contingent compensatory measures from corporate acquisitions. Changes in fair value are recognized in profit or loss.

Financial liabilities are derecognized when the obligations referred to in the contract have been fulfilled, canceled or expire.

__ Intangible assets

The intangible assets contain maintenance contracts / customer relations, acquired software, technologies, goodwill, brands, capitalized development costs and contract fulfilment costs.

Acquired intangible assets are evaluated in the first-time report about procurement costs. The procurement costs of intangible assets, which were acquired at a company merger, correspond to the fair value at the acquisition time. Acquired intangible assets are shown if it is probable that the future economic benefit allocated to the asset will go to the company and that procurement costs of the asset can be measured reliably. After first-time reporting, acquired intangible assets are reported with their manufacturing costs minus every cumulated depreciation and all cumulated expenditures for impairment of value.

Self-procured intangible assets are not capitalized with exception of capitalized development costs.

Whether intangible assets have a limited or unlimited utilization period must be determined. Intangible assets with limited utilization period are written off over the useful economic life and examined for possible decrease in value. The depreciation period and the depreciation method are checked for an intangible asset with a limited utilization period at least until the end of each fiscal year. If the expected utilization period of the asset changed, a different depreciation period or a different depreciation method is selected. Such changes are treated as changes of an estimate. Write-offs on intangible assets with limited period of use are shown in the Profit and Loss Account under amortizations. Impairment tests are conducted for intangible assets with limited utilization period at least once per year. These intangible assets are not written off systematically. The utilization period of an intangible asset with unspecified utilization period is checked once annually to determine whether the estimate of an unspecified utilization period remains justified.

If this is not the case, the estimate is changed from an unspecified utilization period to a limited utilization period on a tentative basis.

An intangible asset shall be derecognized on disposal or if no further economic benefit is expected from its use. Profits or losses from the writing off of intangible assets are determined from the net capital gain and the accounting value of the asset and are entered affecting operational results in the period, in which the item was written off.

a) Maintenance contracts, customer relations

The Group acquired software maintenance contracts within the context of company acquisitions in previous years as well as in the past year. An average period of use of 10 years was assumed for customer relations. The write-off method corresponds to the expected consumption of the future economic benefit of the asset.

b) Purchased software

Acquired software is capitalized at its acquisition cost and is depreciated on a straight-line basis over a period of 4 to 6 years.

c) Technologies

Technology-related assets refer to process and development know-how, which were acquired within the context of company acquisitions in the past years as well as in last year. Technologies are available in the long term and are amortized linearly over a period of five to ten years on principle.

d) Goodwill

The excess of procurement costs of a company at the adjusted market values over the sum of identifiable assets and debts at the purchase time is called goodwill and entered in the balance sheet as an asset. For the purpose of checking whether deprecation exists, the goodwill must be allocated from the takeover day to each of the cash-generating unit or groups of cash-generating units, which should reap benefits from the synergies of the merger. This applies independent of whether other assets or debts of the Group have already been allocated to these units or groups of units. Each unit or group of units, which is allocated to goodwill, represents the lowest level within the Group on which goodwill is monitored for internal management purposes; it is not larger than a business segment as it is specified according to IFRS 8 "Business segments". The depreciation is determined by the calculation of the achievable amount of the cash-generating unit (group of cash-generating units), to which the goodwill refers. The attainable amount of an asset is the higher of the two amounts from the fair value of a cash-generating unit minus sales costs and the utilization value. If the utilization amount of the cash-generating unit is less than the accounting value, expenditure for depreciation is entered. The value reduction is first allocated to the complete amount of goodwill. Any further value reduction is allocated proportionately to the carrying amounts of the other assets of the payment-generating unit. Depreciated goodwill is no longer subject to appreciation.

In cases, in which the goodwill represents a part of the cash-generating unit and part of this business area is sold, the goodwill attributed to the sold business area is included as a component of the accounting value of the business area in determining the result from the sale of the business area. Goodwill, which is sold in this way, is determined on the basis of the ratio of the sold business area to the part of the cash-generating unit not sold.

e) Brands

Valuation of a brand considers the dissemination and utilization within different information systems on the market and is based on the brand strength and dissemination within the target group. It is conducted using a procedure oriented to capital value and based on the three-year planning of management and the fiscal year when the acquisition was made. Based on this fiscal year, the revenues are calculated using a constant growth rate. Brands are available unlimited to the Group and consequently are not subject to depreciation. The valuation base is tested for impairment at least once a year.

f) Development Costs/ self-development Software

Development costs are capitalized as intangible assets with their manufacturing costs insofar as the prerequisites pursuant to IAS 38.57 are fulfilled. If these prerequisites do not exist, the development costs are entered in profit or loss in the year they occurred. In the case of capitalizing, the manufacturing costs cover all cost directly attributable to the development process as well as appropriate parts of development-related overhead costs. Financing costs are not capitalized. The future course of benefits is to be estimated for determining the depreciation type and period of capital expenditure for manufacturing costs. Depreciation is written off linearly during a period of four to six years starting from completion. The depreciation of the development costs is contained in the amortizations of the Profit and Loss Statement. As long as the use readiness of a capitalized development does not exist yet or there are indications of depreciation, the capitalized amount of development costs is checked for depreciation once annually.

g) Contract fulfilment costs

Contract fulfilment costs are directly attributable costs incurred after the start of the contract that serve to fulfil the contract but are upstream of it and cannot be capitalised under a different standard. Capitalised costs for the fulfilment of customer contracts mainly consist of direct costs for the setup and implementation of our cloud products and for contracts for customer-specific cloud developments. Imputed cost rates are used to determine contract fulfilment costs. The costs are amortised on a straight-line basis over the term of the customer contract following completion of the setup and implementation or development.

__ Property, plant and equipment

Property, plant and equipment assets are shown at the procurement costs minus cumulated, regular amortization and cumulated depreciation. The original procurement costs of tangible assets cover the purchase price as well as all directly attributable costs, which are required to put the asset in an operational state. Regular write-offs are made under consideration of normal operational life. Linear depreciation is used as depreciation method.

The estimated period of use is:

1: For buildings: 20 to 33 years

2. For renter installations: 5 to 10 years

3. For other equipment, factory and office equipment: 3 to 8 years

The accounting value of plants, equipment and other tangible assets is checked if there are indications that the accounting value of an asset exceeds its attainable amount. Property, plant and equipment are either written off at disposal or if no economic benefit can be expected from further use or sale of the asset. Profits or losses resulting from derecognition of an asset are determined as difference between the net disposal proceeds and the accounting value of the asset and are entered in profit or loss. The remaining value of the asset values, utilization periods and depreciation methods are checked at the end of each fiscal year and adapted if necessary.

__ Leasing relations

At the contract start date, it is assessed whether a contract establishes or includes a lease. This is the case when the contract gives the right to control the use of an identified asset for a certain period in exchange for payment of a fee.

For lease contracts with a term of more than twelve months, assets for the right of use and lease liabilities are recognized in the Group. Application simplifications are used for leasing items of low value and for short-term leases (fewer than 12 months).

Within the framework of a software-supported contract analysis, the total amount of contracts in accordance with IFRS 16 is to be assessed and identified according to the type of contract clustered and after appropriate contract period. The following types of contracts have been identified:

+ Leasing contracts for office buildings and parking spaces
+ Leasing contracts for motor vehicles
+ Leasing contracts for hardware and software

For all leases in which NEXUS is the lessee, the right to use an asset and a lease liability are recognized. The right to use is depreciated over the term of the contract in accordance with the provisions for intangible assets. The lease liability is accounted for in accordance with the provisions for financial instruments in IFRS 9. Depreciation of the asset and interest from the liability are shown in the Profit and Loss Statement as depreciation and/or financial expenses.

Depreciation of long-term non-financial assets

The Group evaluates on each balance sheet date whether indications exist that an asset could have depreciated. If such indications exist or if annual checking of an asset for depreciation is required, the Group estimates the attainable amount of the respective asset. The attainable amount of an asset is the higher of the two amounts from the adjusted current value of an asset or a cash-generating unit minus sales costs and the utilization value. The attainable amount should be determined for each individual asset unless an asset does not generate any injection of funds, which are mainly independent from other assets or other groups of assets. If the accounting value of an asset exceeds its attainable amount, the asset is considered depreciated and written off at its attainable amount. The estimated cash flows are discounted at their cash value (based on a discount rate allowed before payment of taxes) and are used for determining the utilization value, which reflects current market expectations with respect to the rate of interest effect and the specific risks of the asset.

Impairment expenses of business areas to be continued are entered depreciation items. A check is made on each reporting cut-off date with exception of the goodwill to determine whether indications exist that expenditure for depreciation, which was entered in previous reporting periods, no longer exists or could have decreased. If such an indication exists, the attainable amount is estimated. A previously entered impairment expense should be canceled if estimates have changed since the entry of the last impairment expense, which was used for determining the attainable amount. If this is the case, the accounting value of the asset should be increased to its attainable amount. This increased accounting value may not exceed the accounting value that would result after consideration of depreciation if no impairment expense had been entered in previous years. Such a value adjustment is to be entered immediately in profit or loss. After a value has been adjusted, the expenditure for depreciation should be adjusted in future reporting periods to split the corrected accounting value of the asset, minus any remaining accounting value, among its remaining utilization period.

Deferred taxes

Deferred taxes are determined using accounting-based method on all existing temporary differences the reported value of an asset or a liability in the balance sheet and the taxable value on the balance sheet date. Deferred tax liabilities and assets are entered for all temporary differences to be taxed. The following exceptions apply to this:

+ A deferred tax liability from the first-time reporting of goodwill

+ Deferred tax liabilities or deferred tax assets from the first-time reporting of an asset or liability for a business transaction, which is not a company merger and which does not influence either the result in the balance sheet before taxes or the result to be taxed

+ Deferred tax liabilities from temporary differences to be taxed, which are related to participation in subsidiaries, branches, affiliated companies and shares in joint ventures, when the temporal course of the reversal of temporary differences can be controlled and it is probable that the temporary differences will not be reversed in the foreseeable future.

+ Deferred tax assets are entered for all temporary differences liable for deductions, taxable losses carried forward not used yet, and tax credits not used yet in the measure, in which it is probable that the income to be taxed will be available against which the temporary differences liable for deductions, taxable losses carried forward not used yet, and tax credits can be used. This also applies to deferred tax claims from temporary differences liable for deductions, which are in connection with shares in subsidiaries, branches, affiliated companies and joint ventures.

The accounting value of the deferred tax claims is checked on each balance sheet date and reduced in the amount, in which it is no longer probable that a sufficiently large result to be taxed will be available against which the deferred tax claim can be used at least in part. Not shown deferred tax claims are checked on each balance sheet date and shown in the amount, in which it has become probable that a result to be taxed in the future will make it possible to use the deferred tax claim. Deferred tax claims and liabilities are measured using the tax rates, the validity of which is expected for the period in which the asset will be realized or a debt paid. When this is done, the tax rates (and tax regulations) are used as a basis, which are valid or announced for the balance sheet date. Deferred taxes, which refer to items that are recorded in other comprehensive income, are entered in other comprehensive income. Deferred tax claims and deferred tax liabilities are offset if the Group has a cause of action for offsetting actual tax refund claims against actual tax liabilities and these refer to revenue taxes of the same tax subject, which were levied by the same tax authority.

Inventories

Inventories mainly include hardware and third-party licenses. Inventories are measured at the lower value of procurement costs and net realizable value. The net realizable value is the estimated sale price, which can be expected in a normal business transaction, minus the estimated sale costs.

Contract assets

The contract assets represent a legal claim for consideration for transferred goods or services for the Group, which are subject to conditions other than a mere payment target. The contract assets mainly relate to the Group's claims for compensation for completed but not yet settled services from contract production of hospital information systems at the reporting date. The contractual assets are reclassified into trade receivables if the rights become unconditional. This is usually done when the Group issues an invoice to the customer. A corresponding risk provision is formed for the credit risk in accordance with IFRS 9. The procedure corresponds to the determination of risk provisions for trade and other receivables.

__ Cash and cash equivalents

Cash and cash equivalents are composed of cash balance and credit balances at banks. These have a remaining term of fewer than three months and comply with the requirements pursuant to IAS 7.7. The Group applies the general approach of IFRS 9 to measure expected credit losses on cash and bank balances.

__ Treatment of options

Options consist exclusively of in the form of put and call options related to acquisitions of companies with respect to the increase of already controlled companies. The balance sheet is shown as part of an anticipated acquisition in accordance with IFRS 3.

__ Share-based payment

The Group applies IFRS 2 for accounting for share-based payment in the following cases:

(a) share-based payments with equity instruments

(b) share-based payments with cash settlement

(c) transactions in which the company receives or acquires goods or services, and the company or the supplier of such goods or services has the choice of whether the settlement shall be in cash (or in other assets) or by issuing equity instruments

In NEXUS, share-based payments with equity instruments exists for transactions in which services are received.

For share-based payments with equity instruments, NEXUS recognizes the goods or services received and the corresponding increase in equity directly at the fair value of the goods or services received unless this cannot be estimated reliably. If the fair value of the goods or services received cannot be estimated reliably, NEXUS shall determine their value and the corresponding increase in equity indirectly by reference to the fair value of the equity instruments granted. For transactions with employees and others who provide similar benefits, the fair value of the benefits received is determined by reference to the fair value of the equity instruments granted, since it is usually not possible to reliably estimate the fair value of the benefits received. The fair value on the date of grant is used for the measurement of equity instruments.

In the case of transactions in which services are received, the equity instruments granted are exercisable immediately if the party is not bound by a specified period of service before acquiring an unrestricted right to those equity instruments. Unless there is substantial evidence to the contrary, NEXUS assumes that the services to be provided by the contracting party as remuneration for the equity instruments have already been received. In this case, NEXUS recognizes the benefits received in full on the date of grant with a corresponding increase in equity.

If the exercise of the equity instruments granted is dependent on the performance of a certain period of service by the contracting party, NEXUS assumes that the services to be provided by the contracting party in return for these equity instruments will be received in the future during the vesting period. NEXUS recognizes these services at the time they are rendered during the vesting period with an associated equity increase.

The granting of equity instruments may be linked to the fulfillment of certain exercise conditions and non-exercise conditions. Exercise conditions that are not market conditions are not included in the estimate of the fair value of the shares or stock options on the assessment date. Instead, NEXUS takes into account exercise conditions that are not market conditions as well as non-exercise conditions by adjusting the number of equity instruments included in the determination of the transaction amount.

__ Subscribed capital

If the Group purchases its own shares, these are recorded at cost and deducted from equity. The purchase, sale, issue or redemption of treasury shares is recognized as performance-neutral.

__ Pension accruals

The Group has eight pension plans in Germany. The benefits are financed by a company through a pension trust; pledged reinsurance policies are available for two plans. In addition, financial obligations from the pension scheme according to Swiss federal law exist in Switzerland for employee old-age, survivors' and disability benefits (BVG). The pension obligations in the Netherlands are matched by plan assets of the same amount. The cash value of the obligations earned was offset against the fair value of the respective plan assets, and the difference was recognized in the balance sheet as a pension accrual. Expenditures for the services granted within the context of the performance-oriented plans are determined separately for each plan using the potential pension cash value method (IAS 19). Actuarial profits or losses are entered under other revenue in equity capital after consideration of deferred taxes without affecting the operational result. The reference tables 2018 G are used in Germany as biometric calculation basis (death and disability probability of beneficiaries, probability of being married at time of death). In Switzerland, the statistics of the years 2015- 2019 based on the tariff of the Occupational Pensions Act (BVG) 2020 were used as a basis. In the Netherlands, the Royal Dutch Actuarial Association (AG) projection table 2022 was applied. In the Netherlands, the AG forecast table 2024 was used as a basis.

__ Other accruals

Accruals are created if a current obligation exists with respect to a third party from a past event, which will probably result in outflow of resources in the future and the amount of which can be estimated reliably. Valuation of accruals is according to IAS 37 with the best possible estimate of expenditures, which would be required for fulfilling the current obligations as of the balance sheet cut-off date. Accruals for outlays are not shown. If an essential interest effect results from the fulfillment time of the obligation, the accrual is carried in the balance sheet at cash value. An increase of accruals over time due to the compounding of interest is recognized under financial expenditures.

__ Contract liabilities

Contractual liabilities create an obligation to the customer if partial invoices and payments received from the customer are received before the promised service is provided. Contractual liabilities arising from payments received from the customer are written off against the processed services as soon as they have been provided. If a contract contains several separate performance obligations, only one contractual asset or contractual liability from this contract is to be determined on a net basis.

__ Other non-financial liabilities

Other non-financial liabilities are accounted for at the settlement amount.

__ Current taxes

Actual tax refund claims and tax liabilities are determined in the Group under the application of the respective local tax regulations. In this determination, estimates and assumptions are made, which may be estimated differently by the respective local tax authorities.

__ Contingent liabilities

Contingent liabilities are not shown in the Consolidated Financial Statement until their use becomes probable. They are shown in the Consolidated Financial Statement if their use is not improbable.

__ Revenue recognition

Group revenue comes from software licenses and services connected with that, which provide support in the areas of implementation, maintenance and other services. The company normally grants its customers use of the software for unlimited time. The Group also sells hardware. Proceeds from the supply of goods and rights are recognized in accordance with IFRS 15 if the service obligation assumed was provided by the transfer of the power of disposal to the customer, the inflow of the consideration is probable and the amount can be determined reliably. Revenues from services are recorded as soon as the services have been provided and the customer can obtain essential benefit from them. Revenue realization does not take place if there are significant risks with regard to the receipt of consideration or a potential return of goods. The NEXUS Group reports its sales revenues with deduction of revenue reductions.

__ Multi-component contracts

The realization of revenues from contracts that contain several performance obligations (multi-component contracts) takes place when the respective performance obligation has been delivered or rendered and is based on the objectively ascertainable, relative individual sale prices of the individual performance obligations. Performance obligations resulting from multi-component contracts are partly accounted for using the percentage-of-completion method. Thereafter, the revenue is shown according to the degree of performance completion. In measuring performance progress to determine revenue, the Group applies an output-oriented method, whereby the total performance to be provided within the contractual relationship is set in relation to the performance already provided on the balance sheet date.

On the balance sheet, the generated revenues from production orders minus advance payments received are recognized in the contract assets in accordance with IFRS 15. Changes in the commissioned services are only taken into account within the scope of an existing production order if acceptance by the customer is considered probable and an assessment of the amount can be made reliably. If the result of a production order cannot be estimated with sufficient certainty, the likely revenues that can be achieved are recorded at least up to the amount of the costs incurred. Order costs are recorded as expenses in the period, in which they occur.

As part of the fulfillment of the performance obligations, third parties are regularly commissioned with the transfer of goods or services. Management has generally concluded that NEXUS acts as a principal in its performance obligations, since it is primarily responsible for the contract fulfillment and for influencing pricing. Accordingly, NEXUS recognizes the gross revenue from these transactions.

Warranty obligations generally do not meet the requirements for an independent performance obligation, since they do not go beyond the legal scope.

If non-cash consideration is agreed within the framework of contracts with customers, it is assessed on the basis of the contractually agreed cooperation services in person days with the customer-specific cooperation day rate.

NEXUS does not capitalize contract initiation costs if the depreciation period is one year or less.

The main sales types and their realization are presented below: NEXUS applies the portfolio approach for this in accordance with IFRS 15.4.

__ Software licenses

This includes revenues from software license sales, which are usually remunerated once. The license entitles use of the software permanently. The license fee is contractually fixed and does not trigger any future license payments or use-dependent invoices. The underlying license is decisive in accordance with IFRS 15. The right of use is provided to the customer at a defined time, which results in a time-related sales realization. The revenue realization from software components within the framework of work contracts may deviate from this. We refer to "multi-component contracts/ work contracts" concerning this.

As part of the fulfillment of the performance obligations, third parties are regularly commissioned with the transfer of goods or services.

Management has generally concluded that NEXUS acts as a principal in its performance obligations, since it is primarily responsible for the contract fulfillment and for influencing pricing. Accordingly, NEXUS recognizes the gross revenue from these transactions.

__ Software maintenance and other recurring income

This includes sales revenues from contracts that give the customer access to new versions of software products after they have been delivered. These updates are used for troubleshooting, improving performance and other properties, but also for adapting to changed general conditions. A software maintenance contract also includes hotline support. The revenue generated in this connection is recorded pro rata temporis.

This category also includes revenue from the granting of a right to use software functions (software-as-a-service), hardware maintenance or other permanent services. The revenue arising in this context is recognized over time.

As part of the fulfillment of the performance obligations, third parties are regularly commissioned with the transfer of goods or services.

Management has generally concluded that NEXUS acts as a principal in its performance obligations, since it is primarily responsible for the contract fulfillment and for influencing pricing. Accordingly, NEXUS recognizes the gross revenue from these transactions.

__ Services

Sales from services that are remunerated on an hourly basis or at contractually agreed fixed prices fall under the sales type services. The activities carried out in the sales order include, for example, project management, analyses, training, system configuration and customer-related programming. Revenue is realized for the services to be provided with the completion of the service. The revenue realization from services within the framework of work contracts may deviate from this. We refer to "multi-component contracts/ work contracts" concerning this.

__ Hardware

Revenues from the sale of hardware and infrastructure components include, for example, PCs, servers, monitors, printers, switches, racks, network components, etc. These revenues are realized immediately upon provision of the performance obligation by delivery of the hardware components. The revenue realization from hardware within the framework of work contracts may deviate from this. We refer to "multi-component contracts/ work contracts" concerning this.

As part of the fulfillment of the performance obligations, third parties are regularly commissioned with the transfer of goods or services.

Management has generally concluded that NEXUS acts as a principal in its performance obligations, since it is primarily responsible for the contract fulfillment and for influencing pricing. Accordingly, NEXUS recognizes the gross revenue from these transactions.

__ Discounts and rebates

The Group reports its revenues minus any revenue reductions, such as discounts or rebates.

__ Government grants

Government grants are recognised as income as soon as there is reasonable assurance that the grants will be received and the company will comply with the conditions attached to them. Expense-related grants are recognised as other operating income over the period over which the corresponding expenses that they are intended to compensate are recognised.

__ Financial Income / Financial expenses

Financial income and expenses are entered at the time they occur.

__ Foreign currencies

Foreign currency transactions are entered in the report currency by converting the foreign currency at the exchange rate between the report currency and the foreign currency valid at the time of the business transaction. Conversion differences from processing monetary positions as well as from the cut-off date evaluation of exchange rates, which differ from those original entered during the period, are entered as expenses or revenue in the period, in which they occurred.

1. REVENUE

Revenues are classified by region and operations in the following overview:

Nexus / DE	2024		2023	
	KEUR	%	KEUR	%
Germany	82,946	95.5	73,368	94.6
Austria	2,379	2.8	2,844	3.6
Other regions	1,222	1.4	926	1.2
Switzerland / Liechtenstein	217	0.2	355	0.5
The Netherlands	70	0.1	81	0.1
Total	**86,834**	**100.0**	**77,574**	**100.0**

Nexus / DIS	2024		2023	
	KEUR	%	KEUR	%
Germany	54,951	86.4	46,486	87.3
Switzerland / Liechtenstein	1,437	2.3	689	1.4
The Netherlands	453	0.7	590	1.1
Austria	334	0.5	503	0.9
Poland	247	0.4	184	0.3
France	18	0.0	64	0.1
Other regions	6,179	9.7	4,726	8.9
Total	**63,619**	**100.0**	**53,242**	**100.0**

Nexus / ROE	2024		2023	
	KEUR	%	KEUR	%
Switzerland / Liechtenstein	51,689	46.6	48,834	44.1
The Netherlands	31,146	28.0	25,898	23.4
Poland	9,726	8.8	12,313	11.1
France	7,395	6.7	7,317	6.6
Germany	5,851	5.2	12,344	11.2
Austria	2,353	2.1	1,415	1.3
Other regions	2,850	2.6	2,522	2.3
Total	**111,010**	**99.9**	**110,643**	**100.0**

of which attributed to:

	2024		2023	
	KEUR	%	KEUR	%
software maintenance	140,633	53.7	121,381	50.3
Services	65,764	25.2	63,422	26.3
Licenses	39,180	15.0	39,910	16.5
Deliveries	15,888	6.1	16,746	6.9
Total	**261,463**	**100.0**	**241,459**	**100.0**

For information on the individual types of revenue and their realization, please refer to the section "Revenue Recognition" in the notes on the consolidated financial statements.

Of the balance of KEUR 15,479 (previous year: KEUR 12,631) reported in contract liabilities at the beginning of the period, KEUR 13,355 (previous year: KEUR 11,081) was recognised as revenue in the financial year.

Revenues from performance obligations that have been fulfilled (or partially fulfilled) in previous periods (such as changes in the transaction price) were recognised in the financial year in the amount of KEUR 95 (previous year: KEUR 1,035).

Unfulfilled performance obligations arise in the context of multi-component contracts. The Group assumes that these will largely be met in 2025.

Sales Revenue are realized almost exclusively over time.

2. OTHER OPERATING INCOME

Other operating income is composed of the following:

	2024	2023
	KEUR	KEUR
Income from purchase price adjustments	5,058	646
Government grants	2,966	736
Income from Foreign currency gains	504	394
Income from the derecognition of current liabilities	314	2,036
Income from the reversal of provisions	227	576
Miscellaneous	1,194	189
Total	**10,264**	**4,577**

Government grants relate to tax subsidies for research and development. Of this amount, KEUR 1,691 relates to the granting of subsidies to offset expenses incurred in a previous period.

Please refer to Note 24 for information on income from purchase price adjustments.

3. COST OF GOODS SOLD AND ASSOCIATED SERVICES

	2024	2023
	KEUR	KEUR
Costs for associated goods	19,456	19,513
Costs for associated services	22,971	22,667
Total	**42,427**	**42,180**

Costs for materials and supplies, and associated goods, primarily comprise expenses from the purchase of licenses and hardware intended for resell. Associated services primarily pertain to services subcontracted to third parties in the course of project transactions.

4. NUMBER OF EMPLOYEES AND PERSONNEL EXPENSES

The following number of employees and trainees were employed on average in the respective fiscal years:

	2024	2023
Employees	1,742	1,663
Senior staff	32	27
Total	**1,774**	**1,690**

Personnel expenses increased as follows over the reporting period:

	2024	2023
	KEUR	KEUR
Salaries and wages	124,504	110,885
Social security contributions and expenses for pension costs and support	23,012	22,420
Total	**147,517**	**133,305**

In the event that the Group terminates the employment relationship of an employee prior to regular retirement or an employee voluntarily accepts the offer to leave prematurely in exchange for these benefits, benefits will accrue on the occasion of termination of the employment relationship. These are recognized as a liability and expense in the Group if it is probable that the Group will not be able to evade the obligation. In the event of a maturity on the reporting date of more than 12 months, the benefits are derived at their cash value.

5. IMPAIRMENT LOSS

The following tables show the impairment loss on financial assets in the reporting year:

	2024	2023
Trade and other receivables		
	KEUR	KEUR
Impairment due to credit risks as at 01/01/	1,249	951
Changes in impairments	142	298
Impairment due to credit risks as at 31/12/	1,391	1,249

	2024	2023
Contract assets		
	KEUR	KEUR
Impairment due to credit risks as at 01/01/	162	77
Changes in impairments	95	85
Impairment due to credit risks as at 31/12/	257	162

	2024	2023
Other Financial Assets		
	KEUR	KEUR
Impairments from credit risks as at 01/01/	40	50
Changes in impairments	8	-10
Impairments from credit risks as at 31/12/	48	40

	2024	2023
Cash equivalents		
	KEUR	KEUR
Impairment due to credit risks as at 01/01/	10	10
Changes in impairments	-1	—
Impairments from credit risks as at 31/12/	9	10

	2024	2023
Sum of impairing loss of financial assets		
	KEUR	KEUR
Impairment due to credit risks as at 01/01/	1,461	1,088
Changes in impairments	244	373
Impairments from credit risks as at 31/12/	1,705	1,461

6. OTHER OPERATING EXPENSES

Other operating expenses are composed of the following:

	2024	2023
	KEUR	KEUR
Administrative costs	11,263	9,555
Distribution costs	6,463	6,904
Operating costs	4,797	4,183
Other operating expenses	5,424	2,925
Total	**27,946**	**23,566**

Currency loses in the amount of KEUR 339 (previous year: KEUR 919) are contained in Other operating expenses.

The other operating expenses in the above table include the following payments to the accountancy firm for the audit of the consolidated financial statements:

	2024	2023
	KEUR	KEUR
Audit services	250	365
- From the previous year	—	62
Other services	9	5
Total	**259**	**370**

The fee for other services pertains to business consultancy services. In addition to the consolidated financial statements, the auditor also audited the annual financial statements of Nexus AG.

The 2024 financial year relates to Flick Gocke Schaumburg GmbH Wirtschaftsprüfungsgesellschaft, Bonn, Germany. The previous year relate to RSM Ebner Stolz GmbH & Co. KG, Stuttgart.

7. FINANCIAL INCOME

Other financial assets and current financial assets comprise the following:

	2024	2023
	KEUR	KEUR
Interest income from bank deposits	3,668	2875
Other interest and similar income	128	167
Total	**3,796**	**3042**

Financial income includes incomes from various fixed-term deposits in the amount of KEUR 3,668 (previous year: KEUR 2,875).

8. FINANCIAL EXPENSES

	2024	2023
	KEUR	KEUR
Other interest and similar expenses	1,692	1,446
Interest expenses from rights of use	731	473
Miscellaneous	15	2
Total	**2,437**	**1,921**

Other interest and similar expenses include from purchase price liabilities in the amount of KEUR 1,001 (previous year: KEUR 1,068).

9. INCOME TAXES

Income taxes comprise actual tax liabilities, namely the effective tax amount, and deferred tax expenses or income. The actual tax liabilities or receivables are calculated with the amounts estimated to be owed to or by the tax authorities through the application of the tax regulations in force on the reporting date. Deferred tax liabilities and receivables are calculated on the basis of the tax regulations in force on the reporting date at the tax rate which is projected to apply in the period in which the respective liability is settled or the receivable is due. In 2024, the recoverability of all loss carryforwards was assessed on the basis of a five-year plan. Deferred tax assets were only recognised in the amount to which recognition is probable through future gains. Deferred tax liabilities which primarily arise due to the capitalisation of development costs as well as customer relationships / technology are classified as deferred tax expenses or, if possible, settled with deferred tax assets.

The taxes on EBT are split into the actual and deferred income taxes as follows:

	2024	2023
	KEUR	KEUR
Current tax expenses	-8,464	-9,649
– Current year	-8,746	-9,680
– Previous years	282	31
Deferred tax expenses / income	-416	447
– Development / reversal of deferred differences	-416	447
Total	**-8,879**	**-9,202**

Corporate income taxes, including the solidarity surcharge and trade tax in addition to similar taxes calculated on the basis of foreign income, are reported as income taxes. Deferred taxes for all substantial differences between the trade balance and fiscal balance, as well as any consolidation measures, are also recognised under these items. Substantial indications for the recognition of deferred tax assets on unused tax loss carryforwards that exceed the earnings from the reversal of existing, taxable temporary differences, result from:

+ The continual improvement in the earnings of core operations;
+ The increasing maintenance volume;
+ The planning of the individual companies that belong to the NEXUS Group.

In determining the tax rates, a domestic tax rate of 15% plus the solidarity surcharge, namely 15.82% in total, was recognised for the Group tax burden, and rates between 10.85% and 17.16% were recognised for trade tax, which differs depending on the municipality. Foreign income tax rates are between 12.65% and 28.6%. The reported tax expenses deviated from the projected tax expenses calculated on the application of the nominal tax rate for Nexus AG of 30.15% (previous year: 30.15%) on earnings as per IFRS. The relationship between the projected tax expenses and the actual tax expenses resulting from the consolidated profit and loss statement result is represented in the following transitional calculations:

	2024	2023
	KEUR	KEUR
Earnings before taxes	40,042	32,994
Projected tax expenses 30.15% (previous year: 30.15%)	-12,073	-9,946
Change in non-capitalised deferred taxes on loss carryforwards	90	788
Tax rate differences amongst subsidiaries	1,582	1,186
Deviations from non-deductible expenses	1,374	-634
Taxes and other deviations from previous years	147	-596
Tax expenses according to the consolidated profit and loss statement	**-8,879**	**-9,202**
Effective tax expenses (in %)	22.2	27.9

10. EARNINGS PER SHARE

The undiluted earnings per share are calculated on the basis of the division of the consolidated net income owed to the shareholders by the average weighted number of shares in circulation during the period. In order to calculate the diluted earnings per share, the consolidated net income owed to the shareholders and the average weighted number of shares in circulation during the period is adjusted by the effects of all potentially diluted shares, which result from the exercise of granted options.

An average number of stocks of 17,258 thousand (previous year 17,246 thousand) was used as the basis for calculating the undiluted result per share.

An average number of stocks of 17,263 thousand (previous year 17,249 thousand) was used as the basis for calculating the diluted result per share under consideration of the existing stock options.

Presentation of earnings per share:

	2024	2023
Consolidated net income (Group share) in KEUR	30,815	24,031
Undiluted average of issued shares in circulation (in thousands)	17,258	17,246
Earnings per share in EUR (undiluted)	1.79	1.39
Diluted average of issued shares in circulation (in thousands)	17,263	17,249
Earnings per share in EUR (diluted)	1.79	1.39

The weighted average of ordinary shares (undiluted and diluted) for the fiscal years 2024 and 2023 has been calculated as follows:

	Common shares		Ordinary shares from capital increase (+)		Buy-backs (-) Treasury shares		Issuance (+) Treasury shares		Total Common shares	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
January	17,264,609	17,229,256	—	—	2,127	-	-	-	17,262,482	17,229,256
February	17,262,482	17,229,256	—	—	-	-	-	-	17,262,482	17,229,256
March	17,262,482	17,229,256	—	—	-	-	-	10,000	17,262,482	17,239,256
April	17,262,482	17,239,256	—	—	-	-	-	-	17,262,482	17,239,256
May	17,262,482	17,239,256	—	—	-	-	-	-	17,262,482	17,239,256
June	17,262,482	17,239,256	—	—	-	-	-	34,310	17,262,482	17,273,566
July	17,262,482	17,273,566	—	—	7,120	3,916	-	-	17,255,362	17,269,650
August	17,255,362	17,269,650	—	—	8,462	6,745	333	177	17,247,233	17,263,082
September	17,247,233	17,263,082	—	—	10,352	2,088	-	209	17,236,881	17,261,203
October	17,236,881	17,261,203	—	—	-	6,362	-	-	17,236,881	17,254,841
November	17,236,881	17,254,841	—	—	-	8,260	-	16,980	17,236,881	17,263,561
December	17,236,881	17,263,561	—	—	-	8,000	-	9,048	17,236,881	17,264,609
Total			**—**	**—**	**28,061**	**35,371**	**333**	**70,724**		
Average (undiluted)									17,257,675	17,245,925
Management level below the Executive Board									5,780	3,436
Average (diluted)									17,263,455	17,249,361

11. GOODWILL

Within the context of the annual impairment test according to IAS 36, goodwill is allocated respectively on 30/09/ to assess the recoverability of the cash generating units (CGU). The following table shows the CGUs in addition to the relevant assumptions and parameters. The recoverable amount is determined on the basis of the calculation of the value in use on the respective balance sheet date. Accordingly, there is no requirement to amortise at present. The calculated value in use is based on forecasts that account for estimation uncertainty. Substantial uncertainty has been determined in the following items:

a) __ Profit Margin

The profit margin is calculated based on an average value, which is formed partially on the basis of existing contracts and an expansion of license transactions in consideration of the historic profit margin. The profit margins were also adjusted by the expected increase in efficiency.

b) __ Discount Rate

The discount rate for the respective CGU is determined by a standard WACC (weighted average cost of capital).

c) __ Performance of Market Shares and Service Revenues

These assumptions are of particular importance, as this estimation reflects how the CGU will perform in comparison to its competitors over the planning period. At the same time, it must be taken into account that this does not pertain to clearly defined markets, but instead primarily to project transactions, which do not permit clear comparisons.

d) __ Detailed Planning Phase

The growth rates in the detailed planning stage are based on published, industry-related market research. They are also significantly influenced by the individual estimates of future potential made by the CGUs. The specific risks of each CGU are accounted for in these regard. These assumptions are supported by concrete sales, development and marketing plans.

e) __ Sensitivity Analysis

In a sensitivity analysis, the key parameters of the impairment test are adjusted in line with reasonable assumptions concerning probable performance. An increase of the discount rate by 100 basis points and a decrease of the relevant cash flow by 5% would not result in any need to decrease the value of goodwill.

Presentation of the cash-generating units and relevant assumptions and parameters:

Cash-generating unit	Assignable company	Organic growth in % for the detailed planning period of 3 years 1)		Discount rate in % before taxes for the cash flow forecast		Goodwill (in KEUR)	
		2024	2023	2024	2023	2024	2023
NEXUS / DE	NEXUS / CLOUD IT GmbH	7	8	11.15	12.77	18,678	18,678
	NEXUS / ENTERPRISE SOLUTIONS GmbH						
	NEXUS / IPS GmbH						
	NEXUS / MARABU GmbH						
	NEXUS / QM GmbH						
	Nexus AG						
	Nexus Deutschland GmbH						
	NEXUS / SCHAUF GmbH						
	NEXUS SWISSLAB GmbH						
NEXUS / DIS	GePaDo - Softwarelösungen für Genetik - GmbH	5	5	11.24	12.95	51,746	48,803
	ifa systems AG						
	ifa united i-tech Inc.						
	ifa-systems informationssysteme für augenärzte GmbH						
	IFMS GmbH						
	LPC Laboratory Process Consulting GmbH						
	MARIS Healthcare GmbH						
	NEXUS / ASTRAIA GmbH						
	NEXUS / CHILI GmbH						
	NEXUS / DIGITAL PATHOLOGY GmbH						
	NEXUS / CMC GmbH						
	NEXUS / E&L GmbH						
	Sophrona Solutions Inc.						
	VIREQ e-Health GmbH						
	vireq software solutions GmbH						
	Weist GmbH						
	HD Clinical Ltd.						
	HD Clinical Ireland Ltd.						

Cash-generating unit	Assignable company	Organic growth in % for the detailed planning period of 3 years [1]		Discount rate in % before taxes for the cash flow forecast		Goodwill (in KEUR)	
		2024	2023	2024	2023	2024	2023
NEXUS / ROE	ANT-Informatik AG	3	6	10.01	11.41	67,677	68,111
	ANT-Informatik GmbH						
	Creativ Software AG						
	HeimSoft Solutions AG						
	highsystem ag						
	ITR Software GmbH						
	NEXUS / REHA GmbH						
	NEXUS / Österreich GmbH						
	Nexus Enterprise Imaging GmbH						
	NEXUS Nederland B.V.						
	NEXUS POLSKA Sp. z o.o.						
	NEXUS Schweiz AG						
	NEXUS SISINF SL						
	Nexus/France S.A.S.						
	oneICT AG						
	osoTec GmbH						
	Nexus Enterprise Diagnostics B.V.						
	Nexus Enterprise Diagnostics Holding B.V.						
	Nexus Enterprise Diagnostics N.V.						
	SmartLiberty SA						
Total						**138,101**	**135,592**

[1] *A growth rate of one percent was assumed for the extrapolation of the cash flows after the detailed planning period.*

The development of the goodwill is shown in the following table.

	Procurement and conversion costs						
	01/01/2024	Inflows from business combinations within the Group	Currency changes	Inflows	Reclassification	Outflows	31/12/2024
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Goodwill	135,769	2,653	145	-	-	-	138,277
Total	**135,769**	**2,653**	**145**	**-**	**-**	**-**	**138,277**

	Cumulated depreciation						Carrying amount	
	01/01/2024	Currency changes	Inflows	Reclassification	Outflows	31/12/2024	31/12/2024	31/12/2023
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Goodwill	177	-	-	-	-	177	138,101	135,592
Total	**177**	**-**	**-**	**-**	**-**	**177**	**138,101**	**135,592**

	Procurement and conversion costs						
	01/01/2023	Inflows from business combinations within the Group	Currency changes	Inflows	Reclassification	Outflows	31/12/2023
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Goodwill	109,309	24,039	2,421	-	-	-	135,769
Total	**109,309**	**24,039**	**2,421**	**-**	**-**	**-**	**135,769**

	Cumulated depreciation						Carrying amount	
	01/01/2023	Currency changes	Inflows	Reclassification	Outflows	31/12/2023	31/12/2023	31/12/2022
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Goodwill	177	-	-	-	-	177	135,592	109,132
Total	**177**	**-**	**-**	**-**	**-**	**177**	**135,592**	**109,132**

12. OTHER INTANGIBLE ASSETS

The development of other intangible assets is presented in the following fixed-asset movement schedule:

	Acquisition or manufacturing costs						
	01/01/2024	Additions from business combinations	Currency changes	Additions	Reclassification	Disposals	31/12/2024
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Concessions / patents	8,889	-	14	842	78	-	9,795
Development costs	70,857	-	59	4,052	-	17	74,832
Customer base / technology	92,086	4,263	281	1,198	63	2,097	95,231
Trademark rights	8,876	-	10	-	-	-	8,866
Cost of contract fulfilment	2,204	-	-	2,551	-	-	4,755
Total	**182,912**	**4,263**	**365**	**8,643**	**141**	**2,114**	**193,480**

	Cumulated depreciation						Carrying amount	
	01/01/2024	Currency changes	Additions	Reclassification	Disposals	31/12/2024	31/12/2024	31/12/2023
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Concessions / patents	7,978	31	445	125	—	8,516	1,279	911
Development costs	62,639	43	3,281	-46	—	65,831	9,002	8,218
Customer base / technology	43,107	120	6,901	63	1,904	48,046	47,185	48,979
Trademark rights	-	-	-	-	-	-	8,866	8,876
Cost of contract fulfilment	-	-	146	-	-	146	4,609	2,204
Total	**113,724**	**193**	**10,772**	**141**	**1,904**	**122,539**	**70,941**	**69,188**

	Acquisition or manufacturing costs						
	01/01/2023	Additions from business combinations	Currency changes	Additions	Reclassification	Disposals	31/12/2023
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Concessions / patents	8,049	23	75	779	64	101	8,889
Development costs	67,144	-	242	3,777	-64	242	70,857
Customer base / technology	61,663	29,541	1,352	-	-	470	92,086
Trademark rights	8,840	-	36	-	-	-	8,876
Cost of contract fulfilment	-	-	-	2,204	-	-	2,204
Total	**145,696**	**29,564**	**1,705**	**6,760**	**—**	**813**	**182,912**

	Cumulated depreciation						Carrying amount	
	01/01/2023	Currency changes	Additions	Reclassification	Disposals	31/12/2023	31/12/2023	31/12/2022
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Concessions / patents	7,518	131	442	-27	86	7,978	911	531
Development costs	58,650	155	3,807	27	-	62,639	8,218	8,494
Customer base / technology	36,703	471	6,403	-	470	43,107	48,979	24,960
Trademark rights	-	-	-	-	-	-	8,876	8,840
Cost of contract fulfilment	-	-	-	-	-	-	2,204	—
Total	**102,871**	**757**	**10,652**	**—**	**556**	**113,724**	**69,188**	**42,825**

Research and Development

Total expenses for developments were KEUR 50,400 in 2023 (previous year: KEUR 44,572). Of the total development expenses, KEUR 4,052 (previous year: KEUR 3,777) were capitalized.

Contract fulfiment costs

As at 31 December 2024, the carrying amount of the capitalised contract fulfilment costs was KEUR 4,609 (previous year: KEUR 2,204). In the reporting year, capitalised contract fulfilment costs of KEUR 146 (previous year: KEUR 0) were recognised as an expense. Impairment losses of KEUR 0 (previous year: KEUR 0) were recognised on capitalised contract fulfilment costs in the financial year.

13. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment primarily comprises land and buildings, furniture, fixtures, and equipment as well as construction in progress. There are restrictions on disposal rights as well as tangible assets pledged as collateral for debts in the class of properties, leasehold rights and buildings in the amount of KEUR 0 (previous year: KEUR 1,300). The development of fixed assets and property, plant and equipment is included in the following assets analysis:

	Acquisition and manufacturing costs						
	01/01/2024	Additions from business combinations	Currency changes	Additions	Reclassification	Disposals	31/12/2024
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Leasehold improvements	2,377	72	14	373	4	-	2,812
Other operating supplies and equipment	15,531	2	76	1,371	457	249	17,036
Properties, leasehold rights and buildings	8,040	-	-	1	10	-	8,051
Total	**25,948**	**74**	**90**	**1,745**	**471**	**249**	**27,899**

	Cumulated depreciation						Carrying amount	
	01/01/2024	Currency changes	Additions	Reclassification	Disposals	31/12/2024	31/12/2024	31/12/2023
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Leasehold improvements	1,084	4	216	4	-	1,300	1,512	1,293
Other operating supplies and equipment	10,639	53	2,059	457	136	12,966	4,069	4,892
Properties, leasehold rights and buildings	1,077	-	210	10	-	1,297	6,754	6,963
Total	**12,800**	**57**	**2,484**	**471**	**136**	**15,563**	**12,336**	**13,148**

	Acquisition and manufacturing costs						
	01/01/2023	Additions from business combinations	Currency changes	Additions	Reclassification	Disposals	31/12/2023
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Leasehold improvements	1,687	2	53	886	-21	230	2,377
Other operating supplies and equipment	13,171	444	331	1,702	38	155	15,531
Properties, leasehold rights and buildings	8,039	10	-	8	-17	-	8,040
Total	**22,897**	**456**	**384**	**2,596**	**-**	**385**	**25,948**

	Cumulated depreciation						Carrying amount	
	01/01/2023	Currency changes	Additions	Reclassification	Disposals	31/12/2023	31/12/2023	31/12/2022
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Leasehold improvements	904	13	139	31	3	1,084	1,293	783
Other operating supplies and equipment	8,444	251	2,117	-31	142	10,639	4,892	4,727
Properties, leasehold rights and buildings	868	-	209	-	-	1,077	6,963	7,171
Total	**10,216**	**264**	**2,465**	**-**	**145**	**12,800**	**13,148**	**12,681**

14. LEASES AND USAGE RIGHT LIABILITIES

The Group has primarily concluded lease agreements for its furniture, fixtures, and equipment (incl. IT hardware) and its company cars and lease agreements for the premises. These agreements are used to finance and procure the necessary operational assets. The benefits that led to the decision to conclude or maintain these leases are primarily the lack of capital commitment for the company in the procurement of the necessary operational assets. Furthermore, lease financing does not pose any utilisation risk for the company and enables us to secure the current state of technological development at short notice.

For recognition and measurement purposes, Nexus AG applies the portfolio approach in accordance with IFRS 16.B1 and combines individuals leases for buildings, motor vehicles and contracts for printers, servers, hardware and other items on the basis of similar characteristics, resulting in no material differences compared to accounting for the individual agreements.

The development of the separately reported rights of use for assets that are accounted for in fixed assets under leases is as follows:

	Acquisition and manufacturing costs					
	01/01/2024	Additions from business combinations	Currency changes	Additions	Disposals	31/12/2024
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Leases for buildings	24,563	-	99	1,483	907	25,238
Leases for motor vehicles	6,553	934	7	2,996	958	9,532
Leases for printers, servers, hardware an miscellaneous	167	-	1	712	239	641
Total	**31,283**	**934**	**107**	**5,191**	**2,104**	**35,411**

	Accumulated depreciations					Carrying amount	
	01/01/2024	Currency changes	Additions	Disposals	31/12/2024	31/12/2024	31/12/2023
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Leases for buildings	8,028	-22	3,408	898	10,516	14,722	16,535
Leases for motor vehicles	3,485	-4	2,115	943	4,654	4,878	3,068
Leases for printers, servers, hardware an miscellaneous	36	0	182	43	175	466	131
Total	**11,549**	**-25**	**5,705**	**1,883**	**15,345**	**20,067**	**19,734**

	Procurement and conversion costs					
	01/01/2023	Additions from business combinations	Currency changes	Additions	Disposals	31/12/2023
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Leases for buildings	23,868	961	-381	1,551	2,198	24,563
Leases for motor vehicles	5,620	235	-67	2,305	1,674	6,553
Leases for printers, servers, hardware an miscellaneous	187	9	-5	75	109	167
Total	**29,675**	**1,205**	**-453**	**3,931**	**3,981**	**31,283**

	Accumulated depreciations					Carrying amount	
	01/01/2023	Currency changes	Additions	Disposals	31/12/2023	31/12/2023	31/12/2022
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Leases for buildings	7,999	-119	1,911	2,001	8,028	16,535	15,869
Leases for motor vehicles	3,173	-36	3,450	3,174	3,485	3,068	2,447
Leases for printers, servers, hardware an miscellaneous	128	-1	38	131	36	131	59
Total	**11,300**	**-156**	**5,399**	**5,306**	**11,549**	**19,734**	**18,375**

The following tables show the interest expenses on lease liabilities, the breakdown of liabilities into current and non-current, the expenses for current and low-value leases, variable lease expenses not included in the measurement of lease liabilities and total cash outflows for existing leases in the fiscal year 2024:

Interest expenses, liabilities, lease payments 2024	Interest expenses	Current liabilities	Non-current liabilities	Current lease payments
	KEUR	KEUR	KEUR	KEUR
Leases for buildings	565	3,170	12,653	109
Leases for motor vehicles	142	1,912	2,702	—
Leases for printers, servers, hardware and miscellaneous	24	197	282	19
Total	**731**	**5,279**	**15,636**	**128**

Interest expenses, liabilities, lease payments 2023	Interest expenses	Current liabilities	Non-current liabilities	Current lease payments
	KEUR	KEUR	KEUR	KEUR
Leases for buildings	392	3,169	13,468	241
Leases for motor vehicles	76	1,600	1,874	205
Leases for printers, servers, hardware and miscellaneous	5	38	96	19
Total	**473**	**4,807**	**15,438**	**465**

Cash outflows	2023	2024	2025	2026-2029	from 2030
	KEUR	KEUR	KEUR	KEUR	KEUR
Leases for buildings	3,802	3,746	3,608	9,605	3,076
Leases for motor vehicles	1,949	2,795	1,759	2,478	-
Leases for printers, servers, hardware and miscellaneous	41	35	44	59	-
Total	**5,792**	**6,575**	**5,410**	**12,143**	**3,076**

15. CONTRACT ASSETS

Contract assets	31.12.2024
	Current (< 1 year) KEUR
Gross total	10,268
Risk provisions according to IFRS 9	-257
Total	**10,011**

Contract assets	31.12.2023
	Current (< 1 year) KEUR
Gross total	11,290
Risk provisions according to IFRS 9	-162
Total	**11,128**

For reasons of materiality, non-current assets totalling KEUR 77 (previous year: KEUR 50) were reported unter current contract assets. For the determination of risk provisions, see Note 29.

16. DEFERRED TAXES

Deferred tax assets and liabilities were settled in accordance with IAS 12.

As at 31/12/2024, no deferred tax liabilities were recognised on gains received from subsidiaries or companies valued at equity because the Group assumed that the profits that have not yet been distributed will not be distributed in the foreseeable future. Furthermore, the amount of taxes resulting for the Group is insubstantial in the case of distribution to the parent company under the German tax system.

Corporate income tax loss carryforwards amounted to KEUR 3,411 (previous year: KEUR 3,057) domestically, in addition to trade tax loss carryforwards, which amounted to KEUR 3,381 (previous year: KEUR 3,027). Foreign Group companies reported tax loss carryforwards amounting to KEUR 12,961 (previous year: KEUR 11,982). Loss carryforwards in the total volume amounted to KEUR 26 (previous year: KEUR 26), which have been assessed as non-utilisable (corporate income tax KEUR 26 (previous year: KEUR 26), trade tax KEUR 0 (previous year: KEUR 0)). Of which a total of KEUR 26 (previous year: KEUR 26) can be carried forward indefinitely without any restrictions.

Presentation of the causes of deferred tax assets and liabilities:

	Group – Balance Sheet		Group – P&L	
	31/12/2024	31/12/2023	01/01/2024-31/12/2024	01/01/2023-31/12/2023
	KEUR	KEUR	KEUR	KEUR
Deferred tax assets				
Tax loss carryforwards	2,806	2,628	171	789
Measurement differences for tax goodwill	96	-	96	-4
Measurement differences for pensions	2,174	1,950	-3	150
Measurement differences for provisions	5	2	-10	-102
Other	-	28	-	-
Total	**5,082**	**4,608**	**254**	**833**
Settlement with deferred tax liabilities / expenses	-2,013	-1,341	-254	-833
Total deferred tax assets	**3,069**	**3,267**	**-**	**-**
Deferred tax liabilities				
Development Costs	1,617	1,553	-50	-59
Measurement differences for receivables	101	140	13	-14
Technology / expertise	10,645	10,460	848	1,019
Project orders	2,532	1,209	-1,283	-1,818
Property and buildings	108	111	3	3
Accrued liabilities	-	-198	-198	189
Other liabilities	32	44	-3	294
Total	**15,035**	**13,319**	**-670**	**-386**
of which settled with deferred tax receivables/income	-2,013	-1,341	254	833
Total deferred tax liabilities	**13,022**	**11,978**	**-416**	**447**

	2024	2023
	KEUR	KEUR
Adjustment of deferred taxes as profit or loss	-416	447
Adjustment of deferred taxes entered in other comprehensive income under pension provisions	201	180
Adjustment of deferred taxes entered in other comprehensive income due to currency translations	3	153
other adjustments of deffered taxes recognised in equity	-61	-
Inflows and outflows of deferred taxes in the context of inflows to consolidated companies	-969	-1,963
Adjustments to deferred taxes in balance sheet items	**-1,242**	**-1,183**

17. OTHER FINANCIAL ASSETS AND CURRENT FINANCIAL ASSETS

Other financial assets and current financial assets comprise the following:

	31/12/2024	
	Current (< 1 year) KEUR	Non-current (> 1 year) KEUR
Other financial assets		
Fixed deposit account	97,328	-
Goverment Grants	2,767	-
Security deposits	494	336
Vendor with a debit balance	103	-
Travel expense advances	45	-
Loans to third parties	26	1,602
Receivables from purchase price adjustments	-	-
Miscellaneous	865	138
Total other financial assets	**101,628**	**2,076**

	31/12/2023	
	Current (< 1 year) KEUR	Non-current (> 1 year) KEUR
Other financial assets		
Fixed deposit account	81,570	-
Receivables from purchase price adjustments	1,245	-
Goverment Grants	736	-
Security deposits	529	283
Vendor with a debit balance	145	-
Travel expense advances	46	-
Loans to employees and third parties	24	1,634
Miscellaneous	766	113
Total other financial assets	**85,061**	**2,030**

Please refer to Note 29 for the calculation of risk provisions for other financial assets.

Other financial assets inlcude the following before impairment losses in accordance with IFRS 9 in the amount of KEUR 48 (previous year: KEUR 40) as of 31/12/2024, Other financial assets include various time deposits in the amount of KEUR 95,000 (previous year: KEUR 80,000), which do not meet the criteria of IAS 7.7 and are therefore reported under Other financial assets; there is also realized interest not yet due in the amount of KEUR 2,376 (previous year: KEUR 1,610).

18. INVENTORIES

Inventories are composed of the following:

	31/12/2024	31/12/2023
	KEUR	KEUR
Finished good and services	4,551	3,227
Advance payments	98	13
Total	**4,649**	**3,240**

No impairment losses or gains were recognised in the reporting year, as in the previous year. There are no inventories that have been accounted for at the net realisable price in the current fiscal year.

19. TRADE AND OTHER RECEIVABLES

	2024	2023
	KEUR	KEUR
Gross carrying amount	51,243	51,290
Risk provisions according to IFRS 9	-1,390	-1,249
Revenue adjustment for items still under clarification	-1,263	-3,010
Total	**48,590**	**47,031**

Non-current receivables with a payment due date of over one year amounting to KEUR 2,078 (previous year: KEUR 948) were listed under trade and other receivables.

Trade and other receivables in the amount of KEUR 793 (previous year: KEUR 324) were derecognised in the fiscal year 2024. Incoming payments on derecognised receivables amounted to KEUR 13 (previous year: KEUR 65). Trade and other receivables were impaired with a nominal value of KEUR 2,653 (previous year: KEUR 4,259) on 31/12/2024.

20. OTHER NON-FINANCIAL ASSETS

Other non-financial assets are composed of the following:

	31/12/2024	31/12/2023
	KEUR	KEUR
Prepaid expenses and deferred income	4,321	3,019
Advanced payments	387	169
Value added tax	123	187
Other	101	60
Receivables within the scope of social security	39	153
Wage and salary advances	37	25
Total other non-financial assets	**5,008**	**3,614**

21. RECEIVABLES FROM INCOME TAXES

Receivables from income taxes are composed of the following:

	31/12/2024	31/12/2023
	KEUR	KEUR
Income tax receivables	2,219	1,249
Total Income tax receivables	**2,219**	**1,249**

22. EQUITY

Equity amounted to KEUR 282,958 (previous year: KEUR 258,582) on the reporting date. Please refer to the statement of changes in Group equity for more information.

a) __ Subscribed Capital

As at 31/12/2024, subscribed capital is split into 17,274,695 (previous year: 17,274,695) in no-par value bearer shares with a theoretical par value of EUR 1.00 each and paid in the full amount. There are no other classes of shares. All shares are ordinary shares and grant the same rights provided for by law.

b) __ Capital Reserves

Capital reserves primarily comprise surcharges from the capital increase in the fiscal year 2000 associated with the IPO of Nexus AG in addition to the increase of the capital reserves in the amount from the issuance of new shares against a non-cash capital contribution as well as the exercise of stock options by Executive Board members, members of the management of subsidiaries and employees of the NEXUS Group. The directly attributable expenses incurred within the context of the cash capital increase and capital increase through contributions in kind were settled with capital reserves. With regard to the share-based payment, we refer to the Note 28.

c) __ Retained Earnings

Retained earnings include profit carryforwards, other retained earnings, statutory reserves and consolidated net income.

d) __ Accumulated Other Comprehensive Income

The equity difference from foreign currency translation results from differences incurred by the currency translation of the annual financial statements of foreign subsidiaries. The pension provisions include actuarial accumulated gains and losses from the measurement of pension provisions after the settlement of deferred taxes.

	Revaluation from pension plans recognized in equity	Deferred taxes on revaluation from pension plans recognized in equity	Currency translation differences	Deferred taxes on currency translation differences	Total
	KEUR	KEUR	KEUR	KEUR	KEUR
01/01/2023	383	-278	1,666	228	1,999
Actuarial profit / loss 2023	-853	—	—	—	-853
Deferred taxes on revaluation from pension plans recognized in equity	—	180	—	—	180
Deferred taxes Foreign currency differences	—	—	—	-6	–6
Foreign currency differences on revaluation from pension plans recognized in equity	—	—	–175	—	–175
Changes in unrealized gains/losses	—	—	2,253	—	2,253
31/12/2023	**–470**	**–98**	**3,744**	**222**	**3,398**

	Revaluation from pension plans recognized in equity	Deferred taxes on revaluation from pension plans recognized in equity	Currency translation differences	Deferred taxes on currency translation differences	Total
	KEUR	KEUR	KEUR	KEUR	KEUR
01/01/2024	-470	-98	3,744	222	3,398
Actuarial profit / loss 2024	-1,425	—	—	—	-1,425
Deferred taxes on revaluation from pension plans recognized in equity	—	201	—	—	201
Deferred taxes Foreign currency differences	—	—	—	3	3
Foreign currency differences on revaluation from pension plans recognized in equity	—	—	60	—	60
Changes in unrealized gains/losses	—	—	–667	—	-667
31/12/2024	**–1,895**	**103**	**3,136**	**225**	**1,568**

e) __ Authorised Capital

Authorised capital I 2023

The Executive Board is authorised, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions by up to a total of EUR 1,727,469.00 in the period up to 30 April 2028 by issuing new no-par value bearer shares (no-par value shares) in return for cash and/or non-cash contributions (Authorised Capital I 2023). The new shares may also be issued to employees of the company or an affiliated company and to members of the company's Executive Board. The Executive Board decides on the conditions of the share issue with the approval of the Supervisory Board; when shares are issued to the Executive Board, the Supervisory Board alone decides on the conditions of the share issue. The Executive Board is also authorised, with the approval of the Supervisory Board, to decide on the exclusion of shareholders' subscription rights in the following cases:

a) for fractional amounts,

b) to issue new shares to employees of the company or an affiliated company and to members of the company’s Management Board,

c) for the issue of new shares against contributions in kind for the acquisitions of companies, parts of companies or inters in companies,

d) to issue new shares against cash contributions if the issue price of the new shares is not significantly lower than the market price of the shares of the same class and features already listed on the stock exchange at the time of the final determination of the issue price by the Executive Board within the meaning of Sections 203 (1) and (2), 186 (3) sentence 4 AktG and the total pro rata amount of the share capital attributable to the new shares for which subscription rights are excluded is 10% of the share capital existing at the time this authorisation is entered in the commercial register (EUR 4 AktG and the total pro rata amount of the share capital attributable to the new shares for which the subscription right is excluded does not exceed 10% of the share capital existing at the time of entry of this authorisation in the commercial register (EUR 17,274,695.00) and - cumulatively - 10% of the share capital existing at the time of the issue of the new shares. The pro rata amount of the share capital attributable to new or repurchased shares that have been issued or sold since the entry of this authorisation in the commercial register with simplified exclusion of subscription rights pursuant to or in accordance with Section 186 (3) sentence 4 AktG must be deducted from the maximum limit of 10% of the share capital. Likewise, the proportionate amount of the share capital to which option and/or conversion rights from bonds with warrants and/or convertible bonds and/or conversion obligations from convertible bonds relate that have been issued since the entry of this authorisation in the commercial register in accordance with Section 186 para. 3 sentence 4 AktG.

Authorised capital II 2023

The Executive Board is authorised until the end of 30 April 2028 to increase the company's share capital with the approval of the Supervisory Board on one or more occasions by up to a total of EUR 3,454,900.00 by issuing new no-par value bearer shares in return for cash contributions ("Authorised Capital II 2023"). Shareholders are generally entitled to subscription rights. In accordance with Section 186 para. 5 AktG, the new shares can also be taken over by a bank or a company operating in accordance with Section 53 para. 1 sentence 1 or Section 53b para. 1 sentence 1 or para. 7 of the German Banking Act (KWG) with the obligation to offer them to shareholders for subscription ("indirect subscription right"). The Executive Board is also authorised, with the approval of the Supervisory Board, to exclude the statutory subscription right of shareholders once or several times for fractional amounts only.

The Executive Board is authorised, with the approval of the Supervisory Board, to determine the further details of the implementation of capital increases from this Authorised Capital II 2023, including the further content of the respective share rights and the conditions of the share issue. The Supervisory Board is authorised to amend the wording of Article 4 para. 5 of the Articles of Association following the full or partial implementation of the increase in share capital in accordance with the respective utilisation of Authorised Capital II 2023 and if Authorised Capital II 2023 has not been used or not fully used by the end of 30 April 2028, to be adjusted after the authorisation expires.

f) __ Own shares

The own shares were deducted with the total procurement costs in one sum from equity (cost method). As of 31/12/2024, the value of the own shares was KEUR -2,055 according to the cost method. The company may not use this empowerment to purchase its own stocks for the purpose of trading with its own stocks.

The buy-back was made via a share buy-back program, which the Executive Board approved with the consent of the Supervisory Board on 24/07/2023 decided. In the fiscal year 2024, 28,061 shares were purchased at a price of KEUR 1,941.

The development of own shares can be found in the table below:

Granting of authorisation in the Annual General Meeting on ...	Authorisation valid until ...	Maximum buy-back volumes of max. 10 % of the share capital (in no-par value shares)	Fiscal year in which the transaction occurred	Buy-back (+)/issuance (-) (of no-par value shares)
			Inventory as at 01/01/2024	10,086
16/05/2023	30/04/2028	—	2024	-333
			2024	28,061
			Inventory as at 31/12/2024	**37,814**

__ Capital management

The goal of capital management is to maintain the financial standing of the Group in addition to assuring the required financial flexibility in the long term. The equity ratio is also used to measure the financial security of the Group. The ratio is calculated by dividing total equity reported in the balance sheet by total assets. Accordingly, the finance structure is characterised by a conservatively reported capital structure dominated by internal financing. The equity ratio is 64.6% (previous year: 62.8%) on the balance sheet date. Debt financing almost exclusively pertains to liabilities resulting from business operations. There are only insignificant interest-bearing current financial liabilities.

To be able to realize larger acquisitions in the coming years, we implemented a capital increase of 9.17% in 2022, with which we received a total of KEUR 72,500. The new funds are to be used for further growth and be invested especially in internationalization and product innovations. We have decided on the cash capital increase to the exclusion of the subscription right to be able to win a long-term oriented core stockholder.

In May 2024, a dividend of EUR 0.22 was paid on the 17,262,482 no-par value bearer shares with dividend rights. A dividend pay-out of EUR 0.23 per no-par value bearer share with dividend rights was proposed for the fiscal year 2024.

23. PENSION OBLIGATIONS

Pension provisions have been accrued for Nexus / IPS GmbH, NEXUS / CLOUD IT GmbH and for the direct pension obligations (direct commitments) taken on from Forest Gesellschaft für Products & Services mbH as of 30/09/2000, as well as for the pension obligations taken on from NEXUS / ENTERPRISE SOLUTIONS and NEXUS SWISSLAB GmbH. The pension obligations of Nexus AG (direct commitment) are congruently covered by a plan assets (reinsurance).

The majority of defined benefit plans in Germany pertain to pension plans based on bargaining agreements from the pension obligations taken on from NEXUS SWISSLAB GmbH. The provision of the pension benefit is contingent on prerequisites such as the period of employment. The pension contribution amounts to 3.5% of the pensionable remuneration that does not exceed the standard income threshold of general pension insurance, in addition to 13.5% of the part of pensionable remuneration that exceeds the standard income threshold of general pension insurance. 95% of the pension contribution and deferred compensation amount is used to purchase shares in funds to finance the guaranteed pension capital. 5% of the pension contribution and deferred compensation amount is debited to a risk compensation account. The guaranteed pension capital constitutes the minimum benefit owed by NEXUS SWISSLAB GmbH. 1% of the respective pensionable remuneration must be contributed as deferred compensation during the contribution period. The contributions are paid into a pension plan established at Pensionstreuhand e.V. solely for the purpose of the occupational pension plan.

The defined benefit plans in Switzerland pertain to the pension plans according to the Swiss Federal Law on Occupational Retirement, Survivors' and Disability Pension Plans (BVG). These plans represent complete insurance policies, in which an insurance provider is responsible for all actuarial risks, including capital market risks, at least temporarily. The retirement benefits in the pension plans for the respective companies are based on a defined contribution plan with a guaranteed minimum interest rate and defined conversion rate, which determines benefits in the case of death and disability in a percentage of the insured salary.

The pension plan grants benefits that exceed the statutory minimum benefits under the BVG. The pension plan must be fully funded on the basis of a static valuation in accordance with the provisions of the BVG. In the event of underfunding, the pension fund must take restructuring measures, such as providing for additional employee and employer contributions or a reduction in benefits. The pension plan providers are legal entities and responsible for managing the pension plan.

At all Swiss companies there were plan changes regarding the reduction of the conversion rates in 2024. Past service cost was recognized immediately in other income and amounted to KCHF 80 (previous year: KCHF -639).

In the 2023 fiscal year, the pension obligations of SmartLiberty, Le Landeron were added in Switzerland.

In the Netherlands, the performance-oriented pension plan expired on 31/12/2017 and was changed to a contribution-oriented pension plan with effect from 01/01/2018. As a result of the adjustments to the pension plan, a defined benefit obligation matched by plan assets in the same amount exists on the reporting date.

The level of benefits for pension commitments taken on is based on the number of years of employment and the respective salary of the employee entitled to benefits. The provision has been established for payable benefits in the form of old-age pensions, disability pensions and survivor's pensions. It pertains to unchallengeable claims.

Plan assets similarly exist for obligations in Switzerland and for three companies in Germany and the Netherlands.

The defined benefit plans put pressure on the Group in terms of actuarial risk, namely longevity, currency, interest rate and market (investment) risks.

__ Financing

Whilst the domestic pension obligations, with the exception of Nexus AG, NEXUS / ENTERPRISE SOLUTIONS GmbH and NEXUS SWISSLAB GmbH are financed by the company, the obligations in the Netherlands and Switzerland as well as in Nexus AG, NEXUS / ENTERPRISE SOLUTIONS GmbH and NEXUS SWISSLAB GmbH are managed and financed by insurance companies. The funding requirements are based on the actuarial funding method.

__ Calculation Principles

Pensions are calculated on the basis of recognised actuarial principles using the projected unit credit method. The calculation of the pension obligations takes into account market interest rates as well as wage, salary and pension increases. In Germany, the reference tables 2018 G (Verlag Heubeck-Richttafeln-GmbH, Cologne), which include the likelihood of death, disability and being married at the time of death, are used as the biometric bases for calculation. In Switzerland, the statistics for the years 2015-2019 based on the 2020 BVG tariff are used as a basis.

In the Netherlands, the Royal Dutch Actuarial Association (AG) projection table 2024 (previous year: projection table 2022) was applied with mortality experience adjustments.

The table below shows the basis for the valuation:

	2025 [1]	2024	2023
	%	%	%
Actuarial interest rate (DE)	3.67	3.65	4.26
Interest rate (NL)	3.50	4.00	4.20
Interest rate (CH)	1.10	1.80	2.00
Average labour turnover rate (DE)	-	-	-
Average labour turnover rate (NL)	-	-	-
Average labour turnover rate (CH)[2]	1,7-31,0	1,7-31,0	1,7-31,0
Wage and salary increase (DE)	1.29	1.29	1.29
Wage and salary increase (NL)	-	-	-
Wage and salary increase (CH)	1.00	1.20	1.20
Annual increase in current pensions (DE)	1.29	1.29	1.43
Annual increase in current pensions (NL)	-	-	-
Annual increase in current pensions (CH)	-	-	-

[1] Basis for the sensitivity analysis.

[2] The assumption of the likelihood of leaving the company includes age-dependent gradation. This is 31.0% at the age of 20 and is then gradually lowered until age 60, when the likelihood that an employee leaves the company is 1.7%.

On 31/12/2024, the weighted average term of defined benefit obligations was 22 years in Germany (previous year: 22 years), 18 years in the Netherlands (previous year: 18 years), and 16 years in Switzerland (previous year: 17 years).

__ Change in Net Liabilities from Defined Benefit Obligations

The changes in the present values of defined benefit obligations and the plan assets are as follows:

	2024	2023
	KEUR	KEUR
Present value of the obligation at the start of the reporting period	67,698	62,036
Recognised in profit or loss		
Current service cost	1,419	1,493
Past service cost	85	-690
Interest cost	1,521	1,662
Recognised in other comprehensive income		
Actuarial gains (–) / losses (+) from		
– demographic assumptions	-	-
– financial assumptions	5,053	2,093
– empirical adjustments	-3,835	-749
Currency changes	-753	2,873
Miscellaneous		
Accrual of pension obligations	-	4,438
Paid benefits and departures	-4,770	-6,966
Employee contributions	1,440	1,508
Administrative costs	-	-
Present value of the obligation at the end of the reporting period	**67,858**	**67,698**

The actuarial gains (-) / losses (+) mainly result from changes in the financial assumptions assumptions, such as the discount rate, projected interest rate expected salary increases and expected pension increases.

	2024	2023
	KEUR	KEUR
Fair value of the plan assets at the start of the reporting period	58,738	54,151
Recorded in profit or loss		
Interest income	1,368	1,499
Recorded in other comprehensive income		
Income (+) / (-) expenses from plan assets without interest income	-206	490
Currency changes	-695	2,498
Miscellaneous		
Accrual of plan assets	-	3,983
Employer contributions	1,506	1,555
Employee contributions	1,440	1,508
Lump-sum payments	-4,731	-6,926
Administrative costs	-21	-20
Fair value of the plan assets at the end of the reporting period	**57,399**	**58,738**

	2024	2023
	KEUR	KEUR
Present value of the externally financed obligations	67,049	66,816
Fair value of the plan assets	57,399	58,738
Deficit	9,650	8,078
Present value of the internally financed obligations	809	881
Funding status	10,459	8,959
Reported pension liabilities	10,459	8,959
of which reported as pension provisions	10,459	8,959

The obligation is divided into the following groups of participants:

	2024	2023
	KEUR	KEUR
Current employees	9,577	7,899
Employees who have left the company with vested benefits	288	287
Retirees	594	773
Total	**10,459**	**8,959**

Actuarial gains (-) and losses (+) amounting to KEUR 1425 (previous year: KEUR 853) were recognised in other comprehensive income in 2024 before adjustment for deferred taxes. Accumulated actuarial losses were recognised as KEUR 3,802 (previous year KEUR 2,437) less deferred taxes in other comprehensive income.

The total expenditure for defined benefit employer's pension commitments, which are listed under staff costs, includes the following:

	2024	2023
	KEUR	KEUR
Current and past service costs	1,504	803
Interest cost	1,521	1,662
Interest income from plan assets	-1,368	-1,499
Administrative costs	21	22
Net pension expenditure	**1,678**	**988**

The effective return on plan assets amounted to KEUR 1,162 (previous year: KEUR 1,989) on the balance sheet date. The plan assets account for the Swiss plans in addition to NEXUS Nederland B.V., Nexus AG, NEXUS / ENTERPRISE SOLUTIONS GmbH and NEXUS SWISSLAB GmbH, and are composed of claims against pension plans.

The plan assets in the Netherlands, Switzerland and Germany are as follows:

	2024	2023
	KEUR	KEUR
Bond	15,898	17,172
Real estate	9,521	8,990
Shares	24,145	23,885
Liquid assets and fixed deposits	3,293	3,112
Miscellaneous	4,542	5,579
Total	**57,399**	**58,738**

The table below shows the development of the defined benefit plans over the last five financial years, including adjustments based on experience:

	2024	2023	2022	2021	2020
	KEUR	KEUR	KEUR	KEUR	KEUR
Present value of pension obligations	67,858	67,697	62,036	75,404	69,954
Fair value of the plan assets	57,399	58,738	54,151	59,109	51,136
Plan deficit	10,459	8,959	7,885	16,295	18,818
Empirical adjustments to the pension obligations	-3,835	-749	737	402	194
Empirical adjustments to the plan assets	-206	493	-8,749	207	-171

The empirical adjustment of the pension obligations amounted to KEUR -3,835 (previous year: TEUR -749) and to KEUR -206 (previous year: KEUR 493) for the plan assets. The change in experience adjustments to plan assets mainly relates to the plan assets of NEXUS Nederland B.V. and results from changes in assumptions regarding the discount rate, projection interest rate, expected salary increases and expected pension increases. In Germany, the social pension fund is considered a defined contribution pension plan. The expenses recognised under statutory pension insurance for employees subject to social insurance contributions amounted to KEUR 5,942 in the fiscal year (previous year: KEUR 5,102). Expenses were also incurred for other defined contribution plans for Executive Board members amounting to KEUR 111 (previous year: KEUR 111) in the fiscal year. These pertain to provident fund commitments.

__ Sensitivity Analysis

If other assumptions had remained constant, the possible changes on the reporting date may have influenced the defined benefits plans in the following amounts based on one of the significant actuarial assumptions. We assume that the factors of turnover rate and mortality are not subject to any substantial volatility due to the duration of the key obligations. As such, we have not concluded a sensitivity analysis in this regard.

The table below shows the effects of valuation parameters on the defined benefit obligation:

	2024	2023
Change of the obligation	KEUR	KEUR
Current assumption as of 31/12/		
Total obligations	67,858	67,697
Externally financed obligations	67,049	66,816
Internally financed obligations	809	881
Discounting interest rate +0.5 PP	-6,049	-6,774
Discounting interest rate -0.5 PP	4,716	4,710
Wage increase rate +0.5 PP[1)]	569	850
Wage increase rate -0.5 PP[1)]	-598	-1,262
Wage increase rate +0.5 PP[2)]	-1,013	-1,204
Wage increase rate -0.5 PP[2)]	-1,013	-1,204
Pension increase +0.5 PP[3)]	2,976	2,217
Pension increase -0.5 PP[3)]	-4,578	-4,642
Life expectancy +1 year	160	-411
Life expectancy -1 year	-2,206	-2,405

PP = Percentage points

[1)] Due to the assumption of 0% annual salary increases in Germany (with the exception of NEXUS SWISSLAB GmbH) and Netherlands, the sensitivity analysis only pertains to the salary increase rate for externally financed obligations in Switzerland.

[2)] The stated amounts solely pertain to the pension obligations of NEXUS SWISSLAB GmbH.

Despite the fact that this analysis does not account for the complete distribution of the projected cash flows according to the plan, it nevertheless provides an approximate value for the sensitivity of the assumptions given. The impact on the projected cash flows in subsequent periods from internal financial commitments is of less importance.

For the fiscal year 2025, pension expenditures of KEUR 1,681, a present value of obligations amounting to KEUR 71,174 and a future value of the plan assets of KEUR 58,567 are forecast.

Employee benefits paid directly by the employer are projected to reach KEUR 53. The projected contributions to the plan assets are forecast to amount to KEUR 1,443 in 2025.

The table below provides an overview of the maturities of the expected benefit obligations over the next ten years.

Maturity analysis	31.12.2024 KEUR	Within 1 year KEUR	Within 1 to 5 years KEUR	After more than 5 years KEUR
Expected performance obligations	25,127	1,752	9,888	13,487

Active risk management in connection with the benefits plan is currently not implemented due to the manageable risks for the entire group.

24. LIABILITIES

The liabilities in terms of maturity are as follows:

	31/12/2024	
	Current (< 1 year) KEUR	Non-current (> 1 year) KEUR
Contract liabilities	33,571	-
Accruals	14,530	-
- Salary obligations	11,767	-
- Miscellaneous	2,764	-
Trade and other payables	10,190	-
Income tax liabilities	10,041	-
Other non-financial liabilities	5,566	-
- Other taxes	5,566	-
Lease liabilities	5,279	15,636
Other financial liabilities	3,415	25,374
Total	**82,592**	**41,009**

	31/12/2023	
	Current (< 1 year) KEUR	Non-current (> 1 year) KEUR
Contract liabilities	24,040	-
Accruals	18,170	-
- Salary obligations	15,007	-
- Miscellaneous	3,163	-
Income tax liabilities	11,268	-
Other financial liabilities	9,185	30,335
Trade and other payables	8,740	-
Other non-financial liabilities	5,929	-
- Other taxes	5,929	-
Lease liabilities	4,807	15,438
Total	**82,139**	**45,774**

Income tax liabilities pertain to effective tax liabilities for the current period and previous periods. They are assessed on the basis of the amount projected to be paid to the tax authorities. The tax rates and regulations that apply on the balance sheet date in the respective country are taken as a basis for the calculation of this amount.

Other taxes mainly concern sales, wage and church taxes as well as social security contributions.

Revenue deferrals are necessary if the performance period for the realisation of revenue for software maintenance differs from the financial year. Deferred revenue is recognised as revenue in the following financial year over the performance period.

Other financial liabilities mainly relate to purchase price liabilities totalling KEUR 26,944 (previous year: KEUR 39,105) from company acquisitions.

The following table shows the book value development of the purchase price obligations in the reporting year:

	KEUR
Status of contingent purchase price payments as at 01/01/2024	39,105
Disposal due to the payment of the remaining purchase price liability of ITR Software GmbH	-2,139
Disposal due to the payment of the remaining purchase price liability of highsystem ag	-1,265
Disposal due to the payment of the remaining purchase price liability of Nexus Enterprise Diagnostics Holding B.V. (formerly: RVC Medical IT Holding B.V.)	-1,212
Disposal due to the payment of the remaining purchase price liability of NEXUS / CHILI GmbH	-650

	KEUR
Disposal due to the payment of the remaining purchase price liability of NEXUS / SCHAUF	-300
Disposal due to the payment of the remaining purchase price liability of IFMS GmbH	-283
Disposal due to the payment of the remaining purchase price liability of arkandus GmbH	-159
Disposal due to the payment of the remaining purchase price liability of ANT Informatik AG	-875
Disposal due to the payment of the remaining purchase price liability of oneICT GmbH	-780
Disposal due to offsetting the purchase price liability of SmartLiberty SA with other financial assets	-1,210
Accruals due to compounding	1,001
– vireq software solutions GmbH	480
– SmartLiberty SA	300
– Maris Healthcare GmbH	103
– NEXUS / SCHAUF GmbH	40
– GePaDo - Softwarelösungen für Genetik - GmbH	37
– HD Clincial Limited	23
– On-LAB	18
Increase in the purchase price liability due to changes in the estimates related to	362
– On-LAB	256
– OneICT AG	90
– Nexus Enterprise Diagnostics Holding B.V. (formerly: RVC Medical IT Holding B.V.)	16
Reduction in the purchase price liability due to changes in the estimates related to	-5,058
– NEXUS / SCHAUF GmbH	-1,556
– SmartLiberty SA	-684
– vireq software solutions GmbH	-906
– GePaDo - Softwarelösungen für Genetik - GmbH	-753
– Maris Healthcare GmbH	-558
– IFMS GmbH	-480
– HeimSoft Solutions AG	-121
Accruals due to company acquisitions	462
Adjustments due to exchange rate changes	-55
Status of contingent purchase price payments as at 31/12/2024	**26,944**

1) Inclusive exchange rate effects

	KEUR
Status of contingent purchase price payments as at 01/01/2024	10,264
Disposal due to the payment of the remaining purchase price liability of osoTec GmbH	-351
Disposal due to payment of the pro rata payment purchase price liability of RVC Medical IT Holding B.V.	-235
Disposal due to the payment of the pro rata purchase price liability of GePaDo - Softwarelösungen für Genetik - GmbH	-200
Accruals due to compounding	1,068
– SmartLiberty GmbH	287
– vireq software solutions GmbH	259
– GePaDo - Softwarelösungen für Genetik - GmbH	138
– Maris Healthcare GmbH	122
– ITR Software GmbH	81
– RVC Medical IT Holding B.V.	70
– NEXUS / SCHAUF GmbH	35
– ANT-Informatik AG	32
– OneICT AG	25
– IFMS GmbH	19
Increase in the purchase price liability due to changes in the estimates related to	1,199
– ITR Software GmbH	493
– IFMS GmbH	342
– OneICT AG	321
– highsystem ag	24
– On-LAB	19
Reduction in the purchase price liability due to changes in the estimates related to	-641
– Sophrona Solutions Inc.	-615
– RVC Medical IT Holding B.V.	-26
Accruals due to company acquisitions	27,402
Adjustments due to exchange rate changes	599
Status of contingent purchase price payments as at 31/12/2023	**39,105**

1) Inclusive exchange rate effects

25. PROVISIONS

Provisions are composed of the following:

	As at 01/01/2024	Additions from business combinations	Currency changes	Utilization2024	Reversal 2024	Additions 2024	As at 31/12/2024
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Services yet to be rendered	3,862	—	—	188	57	1,090	4,707
Remaining provisions	422	—	61	92	169	2,886	2,985
Total	**4,284**	**—**	**61**	**279**	**227**	**3,975**	**7,692**

The services still to be rendered relate to risks in the project business from impending follow-up costs, which are calculated on the basis of past experience and expected costs. All provisions are expected to be utilised in the coming year. The additions to other provisions include EUR 2,000 thousand (previous year: EUR 0 thousand) for potential customer claims.

The contingent liabilities exclusively comprise possible charges in connection with a customer project of a subsidiary in the amount of EUR 1,359 thousand. The probability of an outflow of economic resources in connection with the contingent liabilities is considered unlikely.

26. CASH FLOW STATEMENT

The Consolidated Cash Flow Statement shows how cash and cash equivalents changed due to inflows and outflows in the reporting year. The Consolidated Cash Flow Statement is structured according to payment flows from current transactions, investments and financing activity. The cash flow from current business transactions is determined according to the indirect method.

The funds balance is composed for the balance sheet items cash and cash equivalents in the amount of KEUR 19,038 (previous year KEUR 17,434). Only insignificant cash and cash in banks are included.

The following tables show a reconciliation of liabilities from financing activities.

	01/01/2024	Cash changes	Business combi-nations	Differences from foreign currency translation	Change in fair value	Changes in leases	Effective interest rate method	Miscellan-eous*	31/12/2024
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Other financial liabilities	39,520	-7,663	385	-55	-4,696	-	1,001	297	28,789
Lease liabilities	20,245	-6,575	934	-82	-	6,781	-	-388	20,915
Liabilities from financing activities	**59,765**	**-14,238**	**1,319**	**-137**	**-4,696**	**6,781**	**1,001**	**-92**	**49,703**

	01/01/2023	Cash changes	Business combi-nations	Differences from foreign currency translation	Change in fair value	Changes in leases	Effective interest rate method	Miscellan-eous	31/12/2023
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Other financial liabilities	10,263	-786	27,402	601	576	-	1,068	396	39,520
Lease liabilities	18,671	-5,793	1,206	607	-	5,349	-	205	20,245
Liabilities from financing activities	**28,934**	**-6,579**	**28,608**	**1,208**	**576**	**5,349**	**1,068**	**601**	**59,765**

27. SEGMENTED REPORTING BY OPERATION

According to IFRS 8, operating segments must be separated on the basis of internal controlling and reporting.

As the highest decision-making body in the Group, the Nexus AG Executive Board is responsible for monitoring the profitability of the Group and makes its decisions on the allocation of resources based on the business units NEXUS / DE (Germany), NEXUS / DIS (Diagnostic systems), NEXUS / ROE (Rest of Europe). These business units are accordingly regarded as the operative segments as per IFRS 8. The legal units included in the consolidated financial statements are also each allocated in full to a business unit. Each business unit therefore comprises one or more legal units.

The NEXUS / DE segment develops and distributes software solutions for the healthcare sector in the administrative and medical sectors for the German market. In the NEXUS / DIS segment, diagnostic software solutions are developed and distributed for both the German and international markets. The NEXUS / ROE segment develops and distributes software solutions for the healthcare sector in the administrative and medical sectors for the international market. The economic development of these segments reacts uniformly to external influences.

Management uses the respective segment earnings and revenues to determine planning for the segments.

The accounting policies for the segments with mandatory reporting correspond to the same accounting policies as external reporting. Transactions between segments are settled at customary market conditions.

The revenue and earnings as well as segment assets and liabilities are presented for the individual Group segments subject to mandatory reporting:

The geographic segments of the Group are determined according to the location of the Group's assets. Sales to external customers, which are entered in the respective geographic segments, are listed in the individual segments according to the geographic locations of the customers.

The geographic segments are as follows:

	2024	2023
	KEUR	KEUR
Revenue		
Germany	143,748	132,198
Switzerland / Liechtenstein	53,343	49,878
The Netherlands	31,669	26,569
Poland	9,973	12,497
France	7,413	7,381
Austria	5,066	4,762
Other regions	10,251	8,174
Total	**261,463**	**241,459**
Fixed assets		
Germany	121,999	125,566
Switzerland	53,054	55,616
The Netherlands	39,418	39,443
Poland	7,940	8,060
United Kingdom	7,855	—
Spain	4,300	3,208
USA	3,530	3,453
France	3,276	3,217
Austria	73	98
Total	**241,444**	**238,660**

Reporting according to business segment	NEXUS / DE		NEXUS / DIS		NEXUS / ROE		Consolidation		Group	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	TEUR	TEUR	TEUR	TEUR	TEUR	TEUR	KEUR	KEUR	KEUR	KEUR
Revenue										
Sales to third parties	86,834	77,574	63,619	53,242	111,010	110,643	-	-	261,463	241,459
– Services	20,035	20,580	11,806	8,512	33,923	35,442	-	-	65,764	64,533
– software maintenance	43,116	36,528	37,183	30,536	60,334	53,205	-	-	140,633	120,270
– Licenses	20,968	18,453	9,931	8,929	8,280	12,528	-	-	39,180	39,910
– Supplies	2,715	2,013	4,699	5,265	8,474	9,468	-	-	15,887	16,746
Sales between segments	3,076	2,774	9,319	6,445	4,537	3,245	-16,932	-12,464	-	-
Segment revenues	89,910	80,348	72,937	59,687	115,547	113,888	-16,932	-12,464	261,463	241,459
Cost of goods sold	-37,483	-31,209	-13,621	-11,984	-26,312	-28,843	34,989	29,855	-42,427	-42,180
Personnel expenses	-45,228	-40,237	-38,860	-31,889	-63,095	-60,716	-334	-464	-147,517	-133,305
EBIT	21,250	10,491	5,743	9,710	11,691	11,672	-	-	38,683	31,873
Financial income	3,660	2,923	6	9	130	110	-	-	3,796	3,042
Financial expenses	-1,219	-916	-263	-144	-955	-861	-	-	-2,437	-1,921
EBT	23,690	12,498	5,487	9,575	10,866	10,921	-	-	40,042	32,994
Income taxes	6,278	6,525	433	681	2,169	1,996	-	-	8,879	9,202
Consolidated net income	**17,413**	**5,973**	**5,054**	**8,894**	**8,697**	**8,925**	**-**	**-**	**31,163**	**23,792**
of which attributable to:										
– Shareholders of the parent company	-	-	-	-	-	-	-	-	30,815	24,031
– Non-controlling interests	-	-	-	-	-	-	-	-	348	-238
Segment assets	174,352	155,197	109,125	102,381	154,256	154,138	-	-	437,733	411,716
Segment liabilities	65,583	62,466	24,550	20,383	64,641	70,285	-	-	154,774	153,134
Investments	5,810	4,665	2,882	2,954	7,319	5,668	-	-	16,011	13,287
– Leases	1,782	1,185	1,299	1,205	2,542	1,541	-	-	5,623	3,931
– Intangible assets and property, plant and equipment	4,027	3,480	1,583	1,749	4,777	4,127	-	-	10,388	9,356
Amortisation	4,852	5,242	6,480	6,127	7,631	7,147	-	-	18,962	18,516
– Leases	1,657	1,523	1,457	1,302	2,589	2,573	-	-	5,704	5,398
– Intangible assets and property, plant and equipment	3,194	3,719	5,022	4,825	5,041	4,574	-	-	13,258	13,118

28. SHARE-BASED PAYMENT

__ Executive Board

In the 2023-2026 bonus cycle, there is no share-based remuneration for the members of the Executive Board.

__ Managers below the Executive Board level

In the management level below the Executive Board, two managers, who are employed by subsidiaries, have a share-based payment with settlement through equity instruments of Nexus AG.

The number of options granted in the 2023-2025 bonus cycles is based on the development of the NEXUS Group's consolidated EBITDA in the period from 1 January 2023 to 31 December 2025.

Remaining with the company during the bonus cycle is required. The fair value of the options on the grant date is KEUR 400. KEUR 400 also represents the agreed upper limit. As at 31 December 2024, this corresponds to 5,780 (previous year: 3,436) options. The exercise date is four weeks after approval of the consolidated financial statements of Nexus AG as at 31 December 2025. The exercise price will be EUR 0.00. An expense of KEUR 200 was incurred in the reporting period (previous year: KEUR 200), which was recognised in personnel expenses and the capital reserve.

In addition, shares are sold irregularly during the year to executives below the Executive Board on advantageous terms (2024: 333 shares, previous year: 2,295 shares). Due to the insignificance for the consolidated financial statements of Nexus AG in this respect, a detailed assessment for reasons of materiality was omitted.

The total carrying amount of the share-based payment as at 31 December 2024 is KEUR 400 (previous year: KEUR 200).

__ Other employees

In 2024, employees were given the opportunity between 08/11/2023 and 15/11/2023 to acquire up to 50 shares of Nexus AG at a price of EUR 37.28 (exercise price). The shares acquired by the employees during this period (16,980) were issued in the form of repurchased shares. This program is an irregular program; a repetition is currently not planned. The difference between the exercise price and the actual price on the day of issue (EUR 52.40) was fully recognized in staff costs and in capital reserves in the amount of KEUR 287.

The following table shows the development of the share-based settlement of the Executive Board:

Reporting period 2023	Bonus cycle 2015-2017	Bonus cycle 2018-2020	Total
	Units	Units	Units
Exercisable options at the start of the reporting period	24,000	20,048	44,048
Pending options at the start of the reporting period	24,000	20,048	44,048
Options granted during the reporting period	-	-	-
Options forfeited during the reporting period	-	-	-
Options exercised during the reporting period	24,000	20,048	44,048
Weighted average share price on the day on the performance	53.46	54.73	-
Pending options at the end of the reporting period	-	-	-
Exercisable options at the end of the reporting period	-	-	-

29. FINANCIAL INSTRUMENTS

NEXUS is active internationally in part, whereby it is subject to market risks due to changes of exchange rate. NEXUS does not believe that these risks can have a substantial influence on the revenue and financial situation of the Group.

The following notes supplement the explanations about the information about risks in Management Report.

__ Default risks

Financial instruments, which might cause a concentration of a non-payment risk for the company, are mainly bank deposits at – without exception – renowned financial institutes in Germany, Switzerland, Poland, the United Kingdom and the Netherlands. The bank deposits of the company are mainly in euros, zlotys, british pound sterling and Swiss francs. The company continually monitors its investments at financial institutes, who are its contractual partners for the financial instruments, as well as their credit worthiness, and cannot detect any risk of non-fulfillment.

Trade receivables are essentially due for payment within fourteen days and do not contain any significant financing components. Default risks or risks that a contractual partner cannot fulfill his payment obligations from supplies of goods and services are controlled via use of credit lines, fulfillment of payments and other control methods within the framework of debt management (e.g., credit checks). Contract assets within the scope of IFRS 15 do not contain a significant financing component either. Therefore, the NEXUS Group applies the simplified method for determining impairment of trade and other receivables and contract assets and generally determines the expected credit loss over the entire remaining term of these financial assets.

To measure expected credit losses, trade and other receivables and contract assets are combined based on an industry-specific credit distribution using a statistical estimation procedure in an impairment matrix. Default risk classifications are defined by means of qualitative and quantitative factors.

Outstanding receivables are continuously monitored locally to determine whether there are objective indications that the receivables are impaired in their creditworthiness. The expected default risks are taken into account by appropriate value adjustments. For trade rand other receivables with an insolvent counterparty, the Group does not expect significant inflows from impaired trade and other receivables. Impaired financial assets may nevertheless be subject to enforcement measures to collect overdue receivables in order to act in accordance with the Group Policy.

NEXUS Group mainly sells its products largely to healthcare institutions with high credit ratings. Due to the customer structure of the NEXUS Group, there is no significant default risk with regard to trade receivables.

For all financial assets for which IFRS 9 does not require the simplified approach, NEXUS applies the general approach under the three-level model.

The expected credit loss for bank deposits is determined on the basis of external ratings. Cash and cash equivalents are deposited with banks and financial institutions classified as investment grades within the context of the credit ratings of the Deutsche Bundesbank and the external credit rating agencies authorized in the Eurosystem. The estimated allowance for cash and cash equivalents has been calculated on the basis of expected losses within 12 months and reflects the short maturities. NEXUS assumes that its cash and cash equivalents have a low risk of default based on the external ratings of banks and financial institutions.

The expected credit loss of all other financial assets is based on the described impairment matrix.

At each reporting date, financial assets are examined to determine whether there has been a deterioration in credit quality resulting in a change in classification. As default event (classification in level 3), receivables are considered for which an increased risk of insolvency can be assumed due to disrupted payment behavior.

The following table shows the three-level approach applied to the financial assets within the scope of IFRS 9 and compares the book values.

	Risk provision approach	Level of risk provisions	Carrying amount 31/12/2024 KEUR	Carrying amount 31/12/2023 KEUR
Trade and other receivables	lifetime-expected-credit-loss	N/A	48,590	47,031
Contract assets	lifetime-expected-credit-loss	N/A	10,011	11,128
Other Financial Assets	12-month-expected credit loss	Level 1	103,704	87,091
Bank deposits	12-month-expected credit loss	Level 1	19,038	17,434

The development of the credit risk prevention as well as the impairment losses suffered in the financial year can be found in Note 5. There were default risk provisions in the amount of KEUR 1,705 on 31/12/2024 (previous year: KEUR 1,461). Of this amount, KEUR 244 (previous year: KEUR 373) affected expenses in the fiscal year. The default risk is limited to the book value. Credit collateral does not exist.

__ Liquidity Risks

The Group strives to have sufficient means of payment and equivalents for these or have corresponding credit lines to fulfill its obligations over the coming years. In addition, the company has approved capital available in the amount of KEUR 1,578 (previous year: KEUR 1,578) for further capital increases.

The liquidity situation of the Group is continuously monitored and reported to management. There are no significant liabilities to banks in the Group. The realization of trade and other receivables is monitored by receivables management. Significant liquidity risks therefore do not exist from a Group point of view as of the reporting date.

The table below shows the effect of the cash flows not discounted from original financial payables on the liquidity position of the Group. The table compares these with the book values:

	Carrying amount	Cash flow	Cash flow	Cash flow
	31.12.2024 (previous year) KEUR	Within 1 year (previous year) KEUR	Within 1 to 5 years (previous year) KEUR	After more than 5 years (previous year) KEUR
Contract liabilities	33,571	33,571	-	—
	(24,040)	(24,040)	-	
Trade and other payables	10,190	10,190	-	-
	(8,740)	(8,740)	-	
other financial liabilities	28,789	3,415	25,374	-
	(39,520)	(9,185)	(30,335)	
Total	**72,549**	**47,175**	**25,374**	**-**
	(72,300)	**(41,965)**	**(30,335)**	**-**

Negative values correspond to a cash inflow. Payment flows deviating significantly from this (deadlines or contributions) are not expected.

__ Currency Risks

Exchange rate risks are created by sales in CHF, NOK, GBP, PLN, USD, CAD and SAR as well as the resultant receivables, which are subject to exchange rate fluctuations until payment. Exchange rate developments are constantly monitored to counter currency risks. Due to the short payment terms in the area of receivables, the Group does not expect any significant impact on the financial and revenue situation.

The book value based on historic purchase costs is also very close to the current time value for claims and debts, which are subject to normal trade credit conditions.

__ Conversion Risk

NEXUS invoiced approx. 24.2% of its sales outside of the euro sphere 2024 (previous year: 25.8%). We incur costs in Swiss Francs due to our operations in Switzerland, in Polish Zloty in Poland, in USD in the USA, and in GBP in the United Kindgdom, but only slight costs in CAD in Canada.

As of 31/12/2024, the Group had the following holdings of PLN, USD. CHF and GBP:

31/12/2024		31/12/2023	
7406 KPLN	1732 KEUR	16211 KPLN	3736 KEUR
335 KUSD	322 KEUR	229 KUSD	207 KEUR
4901 KCHF	5207 KEUR	2664 KCHF	2877 KEUR
547 KGBP	660 KEUR	KGBP	KEUR

The following trade and other receivables in foreign currency existed as of 31/12/2024:

31/12/2024		31/12/2023	
508 KNOK	43 KEUR	302 KNOK	27 KEUR
11821 KPLN	2765 KEUR	10779 KPLN	2484 KEUR
104 KUSD	100 KEUR	82 KUSD	74 KEUR
767 KGBP	925 KEUR	41 KGBP	47 KEUR
1 KCAD	1 KEUR	83 KCAD	57 KEUR
23 KSAR	6 KEUR	2 KSAR	1 KEUR
-	-	152 KZAR	8 KEUR
5058 KCHF	5374 KEUR	6169 KCHF	6662 KEUR

The following trade and other payable in foreign currency existed as of 31/12/2024:

31/12/2024		31/12/2023	
1698 KPLN	397 KEUR	1721 KPLN	396 KEUR
37 KUSD	36 KEUR	23 KUSD	21 KEUR
-	-	8 KZAR	0 KEUR
1698 KCHF	1804 KEUR	2285 KCHF	2468 KEUR

A hedging relation did not exist on the balance sheet cut-off date. Based on the balance sheet prices of the relevant currencies, the determination of sensitivities of a hypothetical change of the exchange rate relations was set at 10 percent respectively.

If the euro had appreciated (depreciated) in value 10% compared to the foreign currency on the balance sheet cut-off date, the Group result before taxes would have been reduced (increased) as follows:

	31/12/2024	31/12/2023
Polish Zloty (PLN)	410 KEUR	582 KEUR
US Dollar (USD)	39 KEUR	26 KEUR
British Pound (GBP)	113 KEUR	5 KEUR
Swiss Franc (CHF)	878 KEUR	707 KEUR

__ Net Profits/Losses from Financial Instruments

The net profits and losses from financial instruments (according to valuation category) in fiscal year can be summarized as follows:

	2024
	KEUR
FVPL	3,695
Net change in the fair value from purchase price liabilities	4,696
Interest expense due to compounding of purchase price liabilities	-1,001
AC	5,171
Net gains/losses of the category at amortised cost	5,171
Total	**8,866**

	2023
	KEUR
FVPL	-2,245
Net change in the fair value from purchase price liabilities	-1,177
Interest expense due to compounding of purchase price liabilities	-1,068
AC	4,345
Net gains/losses of the category at amortised cost	4,345
Total	**2,100**

Interest income from securities is reported in other operating income. The net gains or losses of the FVPL category include income or expenses from the adjustment of the purchase price liabilities at their fair value in the amount of KEUR 4,696 (previous year: KEUR -1,177), which are recorded under other operating income or other operating expenses. The interest on the purchase price liabilities in the amount of KEUR -1,001 (previous year: KEUR -1,068) is recognized in financial expenses.

The net profits / losses of the category AC essentially contains income from interests from time deposits KEUR 3,668 (previous year: KEUR

2,947) and revenue adjustments for items still under clarification in value of KEUR 1,747 (previous year: KEUR 1,771). These are shown in the item Revenue. Changes from credit risks in the amount of KEUR -244 (previous year: KEUR -373) are shown under other operating Income.

__ Financial income and expenses from financial instruments

Financial income and expenses from financial instruments, which were not valuated with fair value as revenue, were as follows in the fiscal year 2024:

Financial income and expenses from financial instruments	2024	2023
	KEUR	KEUR
Financial income	3,668	2,947
Financial expenses	15	2
Total	**3,653**	**2,945**

The following table shows the book value according to valuation categories in line with IFRS 9 and the fair value according to classes of financial assets and financial liabilities::

As at 31/12/2024 in KEUR	Measurement category	Fair value	Carrying amount	Recognised value in the balance sheet according to the measurement category	
	Measurement	As at 31/12/2024	As at 31/12/2024	FVPL	AC
Assets					
Cash in banks	At amortised cost	19,038	19,038	-	19,038
Trade receivables	At amortised cost	48,590	48,590	-	48,590
Contract assets	At amortised cost	10,011	10,011	-	10,011
Other financial assets	At amortised cost	103,704	103,704	-	103,704
Total		**181,344**	**181,344**	**-**	**181,344**
Liabilities					
Trade and other payables	At amortised cost	10,190	10,190	-	10,190
Contract liabilities	At amortised cost	33,571	33,571	-	33,571
Purchase price liabilities	At fair value	28,789	28,789	26,944	1,845
Total		**72,549**	**72,549**	**26,944**	**45,605**

As at 31/12/2023 in KEUR	Measurement category	Fair value	Carrying amount	Recognised value in the balance sheet according to the measurement category	
	Measurement	As at 31/12/2023	As at 31/12/2023	FVPL	AC
Assets					
Cash in banks	At amortised cost	17,434	17,434	-	17,434
Trade receivables	At amortised cost	47,031	47,031	-	47,031
Contract assets	At amortised cost	11,128	11,128	-	11,128
Other financial assets	At amortised cost	86,355	87,091	-	86,355
Total		**161,948**	**162,684**	**—**	**161,948**
Liabilities					
Trade and other payables	At amortised cost	8,740	8,740	-	8,740
Contract liabilities	At amortised cost	24,040	24,040	-	24,040
Purchase price liabilities	At fair value	39,520	39,520	39,105	415
Total		**72,300**	**72,300**	**39,105**	**33,195**

The individual levels in the measurement of financial instruments are defined as follows:

__ Level 1:

Measurement with (unadjusted) prices listed on active markets for similar assets and liabilities.

__ Level 2:

Measurement for the asset or liability is either directly (as price) or indirectly (derived from prices) based on observable market inputs other than Level 1 inputs.

__ Level 3:

Measurement on the basis of inputs is not based on observable market data.

The financial instruments that have been classified as FVPL are classified as follows in the Group:

				31/12/2024
	Level 1	Level 2	Level 3	Total
Purchase price liabilities	-	-	26,944	26,944

				31/12/2023
	Level 1	Level 2	Level 3	Total
Purchase price liabilities	-	-	39,105	39,105

Please refer to Note 24 for the reconciliation of financial liabilities in Level 3. The following table summarises the non-observable inputs for contingent considerations from purchase price liabilities for which fair values are measured as Level 3 instruments.

Type of insurance	Measurement method	Substantial, non-observable inputs	Relationship between substantial, non-observable inputs and the measurement at fair value
Purchase price liability	– Discounted cash flows: The measurement model takes into account the present value of the expected payments, discounted at a risk-adjusted discount rate	– Budgets with EBITDA or EBIT for the subsequent fiscal year – Updating of the budget with revenues and earnings for the respective fiscal years from the contingent consideration	The estimated fair value would increase (decrease), if: – The projected EBIT, EBITDA oder sales was higher (lower). – The risk-adjusted discount rate was lower (higher).

The calculation of the fair value of the contingent purchase price liabilities classified in Level 3 of the measurement hierarchy is based on the significant unobservable input factors listed in the table. The essential, unobservable input factors are determined as part of the budget planning for the following financial year for the respective companies. After analysing the need for adjustment of the contingent purchase price liability, the calculation is adjusted as of the balance sheet date. This takes place in close coordination between Group Accounting, the Head of Finance and the Executive Board. Where applicable, compounding effects resulting from an approximation of the maturity date are also included in the valuation

.

	Profit or loss	
	Increase	Decrease
	KEUR	KEUR
Projected EBIT, EBITDA or Sales (10% change)	2,219	2,619
Risk-adjusted discount rate (1% change 100 basis points)	618	618

30. RELATIONSHIPS WITH RELATED COMPANIES AND PARTIES

__ Related Companies

Nexus AG is the parent company of the Group. Further information on the Group structure, the subsidiaries and the parent company is provided in "Basis of Consolidated Financial Statements" and Note 34.

__ Related Parties

Management members in key positions solely consist of management members (Supervisory Board and Executive Board) of the Group parent company Nexus AG. In addition to their activities on the Supervisory Board, members of the Supervisory Board occasionally perform services for the Group or appoint an affiliated company to do so and invoice this work in line with customary market conditions. In 2024, the expenses for services fees in this regard amount to KEUR 98 (previous year:KEUR 239). Outstanding trade and other receivables from this in the amount of KEUR 1 (previous year: KEUR 2) were reported on the balance sheet date. In addition, Group companies provide services to Supervisory Board members and invoice them in line with customary market conditions. In 2024, the revenues from these services amounted to KEUR 109 (previous year: KEUR 91). Outstanding trade and other payables from this in the amount of KEUR 0 (previous year: KEUR 0) were reported on the balance sheet date. There are no other relationships to affiliated parties that need to be reported other than the information already reported here and in other reports.

Outstanding items at the end of the fiscal year have not been collateralised, are interest-free and will be settled through cash payment. No warranties have been concluded for receivables or payables towards affiliated companies. As at 31/12/2024, the Group has no adjusted payables towards related companies and parties, as was the case on the previous balance sheet date. The need to recognise an impairment loss is assessed annually by reviewing the financial position of the related party and the market in which it operates.

The Chairman of the Executive Board, Dr Ingo Behrendt, is entitled to a monthly payment totalling EUR 2,827.88 from seven provident funds. In addition, there is a direct commitment from Nexus AG for a fixed monthly pension based on the length of service with the company. The pension entitlement arises on reaching or completing the age of 60. The present value of the obligation as at 31 December 2024 is KEUR 356 (previous year: KEUR 356). Personnel expenses of KEUR 111 (previous year: KEUR 111) were recognised in the reporting period.

Please refer to Note 31 for information and renumeration from the Management Board of Nexus AG. There were outstanding trade account receivables KEUR 0 on the balance sheet cut-off date (previous-year: KEUR 0). There were outstanding trade and other payables in the amount of KEUR 0 (previous year KEUR 0) at the end of the business year.

31. MANAGEMENT BOARD

The following individuals are members of the Supervisory Board:

+ Dr. jur. Hans-Joachim König, Singen, Chairman
+ Dr. Dietmar Kubis, Jena, Deputy Chairman
+ Dipl.-Inf. Juergen Rottler, Gaienhofen
+ Prof. Dr. med. Felicia M. Rosenthal, Freiburg i. Br.
+ Dipl.-Betriebswirt Rolf Wöhrle, Bad Dürrheim
+ Dipl.-Kfm. Florian Herger, Frankfurt am Main

The total remuneration paid to the Supervisory Board in 2024 amounted to KEUR 128.

The Executive Board:

+ Dr. Ingo Behrendt, Donaueschingen, Chief Executive Officer
+ Dipl.-Betriebswirt Ralf Heilig, Kreuzlingen (CH), Chief Sales Officer
+ Dipl.-Ing. Edgar Kuner, St. Georgen, Chief Development Officer

The total remuneration of the Executive Board is as follows:

	2024	2023
Salary components	KEUR	KEUR
Components not based on performance	1,009	935
a) Short-term benefits	937	863
b) Post-employment benefits	72	72
Components not based on performance with no long-term incentives	836	889
Performance-based components with long-term incentives	1,138	1,046
Total	**2,983**	**2,870**

32. STATEMENT PURSUANT TO ART. 161 AKTG ON THE GERMAN CORPORATE GOVERNANCE CODE

The Nexus AG Executive Board and the Supervisory Board submitted the statement required as per Art. 161 AktG and published it online at https://www.nexus-ag.de/unternehmen/investor-relations/ESG-Nachhaltigkeit to ensure that it remains permanently accessible.

33. COMPANY MERGERS

Acquisition of HD Clincial Ltd., Bishop's Stortford (UK)

Acquisition of HD Clincial Ireland Ltd., Dublin (ROI)

By acquiring 100 % of the shares in HD Clinical Ltd., Bishop's Stortford (Uk) and 100 % of the shares in HD Clinical Ireland Ltd., Dublin (ROI) on 3. October 2024, NEXUS is strengthening its position as a leading provider of in the field of endoscopy and cardiology diagnostics. HD Clinical is recognised for its high quality products and services and employs around 60 people, mainly in the UK and Ireland, with offices in Bishop's Stortford (near London) and Dublin. The company has significantly expanded its market position in recent months. The Scottish National Health Service (NHS) and the Irish Health Service (HSE) have chosen the SOLUS software solution from HD Clinical Ltd. and HD Clinical Ireland Ltd. as part of a national tender for an endoscopy diagnostic system. With HD Clinical Ltd. and HD Clinical Ireland Ltd., NEXUS has gained a recognised and internationally active team of experts for structured reporting and image processing, thereby strengthening its strong European market position in software for internal medicine in particular.

A preliminary purchase price of KEUR 5,354 was paid in cash. The final share purchase price was recognised at fair value with an adjustment of KEUR 77 as an other financial asset and offset against the supplementary purchase price in an agreement with the sellers dated 04/12/2024. In addition a supplementary purchase price was agreed, which is based on the average EBITDA for the financial years 2024 - 2026. The obligation was recognised as a financial liability at the expected purchase price. The expected future purchase price payment of KEUR 462 represents the fair value. The purchase price is unlimited in amount. If the planned EBITDA is not achieved, it may have to be reversed through profit or loss in subsequent years.

The assets identified and measured in the purchase price allocation mainly consist of customer relationships (KEUR 2,898) and technology (KEUR 1,362) at the time of acquisition. The receivables were recognised at their gross value. No impairment was recognised, as the outstanding receivables are expected to be collected in full. The purchase price allocation resulted in goodwill of KEUR 2,652. The goodwill results mainly from the the skills and expertise of the HD Clinical Ltd. and HD Clinical Ireland Ltd. workforce and the expected synergies from the integration of the company into the Group's exisiting software business. None of the recorded goodwill is expected to be deductible for tax purposes.

For 2024, sales with third parties from initial consolidation time, 3 October 2024, amounted to KEUR 842, and the contribution to the consolidated surplus was KEUR -384. The miscellaneous procurement costs in the amount of KEUR 198 are entered affecting the result.

If the company had been acquired at the beginning of the year, sales revenue would have amounted to KEUR 4,213 and the contribution to consolidated net earnings to KEUR -709.

The acquired assets and liabilites were recognized in the balance sheet at fair values and are follows:

Assets / Liabilities HD Clinical Ltd. and HD Clinical Ireland Ltd.	Fair value at the acquisition date
	KEUR
Cash assets	60
Intagible Assets	4,260
Rights of use	934
Property, plant and equipment	72
Inventories	70
Other assets	607
Trade and other receivables	869
	6,872
Deferred tax liabilities	969
Liabilities	2,816
	3,785
Net assets at the acquisition date	3,087
Goodwill	2,652
Total acquisition costs	**5,739**
The acquisition costs are composed of the following	
Purchase price paid in cash less other financial asset	5,354
Purchase price still to be paid	385
Total acquisition costs	**5,739**
Cash from this acquisition developed as follows	
Purchase price paid in cash	5,354
Acquired cash	60
Inflow of cash	5,294

The following table shows the expected future purchase price payments as of 31 December 2024 and 31 December 2023 as well as at the acquisition date. Regarding the changes affecting earnings in fiscal 2024 and 2023, we refer to Note 24 Liabilities.

Company	expected future purchase price payments 31/12/2024	expected future purchase price payments 31/12/2023	Expected future purchase price payment at the time of acquisition
	KEUR	KEUR	KEUR
Weist EDV GmbH	15,026	15,451	15,192
SmartLiberty SA	5,079	6,748	6,090
MARIS Healthcare GmbH	3,231	3,686	3,563
ITR Software GmbH	-	2,139	989
GePaDo - Softwarelösungen für Genetik - GmbH	1,163	1,879	1,942
NEXUS / SCHAUF GmbH	-	1,816	1,781
oneICT AG	698	1,318	956
highsystem ag	-	1,298	639
RVC Medical IT Holding B.V.	-	1,196	1,464
ANT-Informatik AG	264	1,169	1,187
IFMS GmbH	-	763	402
NEXUS / CHILI GmbH	-	650	650
HD Clinical Ltd. and HD Clinical Ireland Ltd.	485	-	462
aus Asset Deals	614	391	403
Sophrona Solutions Inc.	385	362	872
arkandus GmbH	-	159	159
HeimSoft Solution AG	-	80	69
Total	**26,944**	**39,105**	**37,465**

34. LIST OF CONSOLIDATED SUBSIDIARIES

List of consolidated subsidiaries		31/12/2024	31/12/2023
Full consolidation	Country	Capital share in %	
ANT-Informatik AG, Zürich [1)]	Switzerland	100.00	100.00
ANT-Informatik GmbH, Siegburg [2)]	Germany	100.00	100.00
arkandus GmbH, Peißenberg [3)]	Germany	-	100.00
Creativ Software AG, Widnau [4)]	Switzerland	100.00	100.00
GePaDo - Softwarelösungen für Genetik - GmbH, Dresden [5)]	Germany	100.00	100.00
HD Clinical Ireland Ltd., Dublin [6)]	Ireland	100.00	-
HD Clinical Ltd., Bishop's Stortford [7)]	England	100.00	-
HeimSoft Solutions AG, Schenkon [4)]	Switzerland	100.00	100.00
highsystem ag, Zürich [8)]	Switzerland	100.00	95.00
ifa systems AG, Frechen	Germany	53.69	52.56
ifa united i-tech Inc., Fort Lauderdale [9)]	USA	100.00	100.00
ifa-systems informationssysteme für augenärzte GmbH, Wien [9)]	Austria	100.00	100.00
IFMS GmbH, Saarbrücken [10)]	Germany	100.00	100.00
ITR Software GmbH, Lindenberg im Allgäu [11)]	Germany	100.00	100.00
LPC Laboratory Process Consulting GmbH, Dresden [12)]	Germany	100.00	100.00
MARIS Healthcare GmbH, Illingen [5)]	Germany	100.00	100.00
NEXUS / ASTRAIA GmbH, Ismaning [13)]	Germany	100.00	100.00
NEXUS / CHILI GmbH, Dossenheim	Germany	100.00	100.00
NEXUS / CLOUD IT GmbH, Donaueschingen [13)]	Germany	100.00	100.00
NEXUS / CMC GmbH, Frankfurt am Main (formerly: NEXUS / DIS GmbH)	Germany	100.00	100.00
NEXUS / DIGITAL PATHOLOGY GmbH, Donaueschingen [13)]	Germany	100.00	100.00
NEXUS / E&L GmbH, Nürnberg [13)]	Germany	100.00	100.00
NEXUS / ENTERPRISE SOLUTIONS GmbH, Donaueschingen	Germany	100.00	100.00
NEXUS / IPS GmbH, Donaueschingen [13)]	Germany	100.00	100.00
NEXUS / MARABU GmbH, Berlin [13)]	Germany	100.00	100.00
NEXUS / Österreich GmbH, Wien	Austria	100.00	100.00
NEXUS / QM GmbH, Singen Hohentwiel [13)]	Germany	100.00	100.00
NEXUS / REHA GmbH, Donaueschingen [13)]	Germany	100.00	100.00
NEXUS / SCHAUF GmbH, Donaueschingen [15)]	Germany	100.00	100.00
Nexus Deutschland GmbH, Donaueschingen [13)]	Germany	100.00	100.00
Nexus Enterprise Diagnostics B.V. Amersfoort (formerly: RVC Medical IT B.V.)	Netherlands	100.00	100.00
Nexus Enterprise Diagnostics Holding B.V., Amersfoort (formerly: RVC Medical IT Holding B.V.)	Netherlands	100.00	100.00

List of consolidated subsidiaries		31/12/2024	31/12/2023
Full consolidation	Country	Capital share in %	
Nexus Enterprise Diagnostics N.V., Antwerp (formerly: RVC Medical IT N.V.)	Belgium	100.00	100.00
Nexus Enterprise Imaging GmbH, Freiburg im Breisgau [16]	Germany	100.00	100.00
NEXUS Nederland B.V., Vianen	Netherlands	100.00	100.00
NEXUS POLSKA Sp. z o.o., Posen	Poland	100.00	100.00
NEXUS Schweiz AG, Schenkon	Switzerland	100.00	100.00
NEXUS SISINF SL, Sabadell	Spain	100.00	100.00
NEXUS SWISSLAB GmbH, Berlin [13]	Germany	100.00	100.00
Nexus/France S.A.S., Grenoble	France	100.00	100.00
oneICT AG, Wallisellen [21]	Switzerland	100.00	100.00
osoTec GmbH, Schenkon [4]	Switzerland	100.00	100.00
SmartLiberty SA, Le Landeron [22]	Switzerland	100.00	100.00
Sophrona Solutions Inc., St Paul [23]	USA	100.00	100.00
VIREQ eHealth GmbH, Salenstein	Switzerland	100.00	100.00
vireq software solutions GmbH, Brandenburg an der Havel	Germany	100.00	100.00
Weist EDV GmbH, Brandenburg an der Havel [24]	Germany	100.00	100.00

[1] The shares are held indirectly via NEXUS Schweiz AG. Nexus Schweiz AG acquired further 27.79% of shares in ANT-Informatik AG on 06/06/2024. There is an option agreement for the remaining 8.3 % of the shares.
[2] The shares were held indirectly by ANT-Informatik AG.
[3] The shares were held indirectly by ifa systems AG. arkandus GmbH was merged with ifa systems AG as at 01/01/2024 by merger agreement dated 29/05/2024.
[4] The shares are held indirectly by NEXUS Schweiz AG
[5] Share under compnay law is only 51 %. There is an option agreement for the remaining 49 % of the shares.
[6] Nexus AG acquired 100% of the shares in HD Clinical Ireland Ltd on 03/10/2024.
[7] Nexus AG acquired 100% of the shares in HD Clinical Ltd 03/10/2024.
[8] Nexus Schweiz AG acquired the remaining 20 % of the shares from the exisiting option agreement on 08/07/2024.
[9] The shares are held indirectly by ifa systems AG..
[10] Nexus AG purchased a furhter 15.3 % of the shares in IFMS GmbH, on 18/04/2024. The remaining 14.7 % of the shares from the exisiting option agreement were acquired on 22/05/2024..
[11] Nexus AG acquired the remaining 49 % of the shares from the exisiting option agreement on 27/03/2024..
[12] The shares are held indirectly by GePaDO – Softwarelösungen für Genetik – GmbH. .
[13] Use of the exemption rule pursuant to Art. 264 (3) HGB.
[14] NEXUS / DIS GmbH was renamed NEXUS / CMC GmbH on 19/06/2024.
[15] Nexus AG acquired the remaining 25 % of the shares from the exisiting option agreement on 23/09/2024.
[16] The shares are held indirectly via Nexus Enterprise Diagnostics Holding B.V.
[17] RVC Medical IT B.V. was renamed Nexus Enterprise Diagnostics B.V. on 03/04/2024.
[18] Nexus AG acquired the remaining 5.99 % of the shares on 15/04/2024.
[19] RVC Medical IT Holding B.V. was renamed Nexus Enterprise Diagnostics Holding B.V. on 03/04/2024.
[20] RVC Medical IT N.V. was renamed Nexus Enterprise Diagnostics N.V. on 03/04/2024
[21] The shares are held indirectly via NEXUS Schweiz AG. NEXUS Schweiz AG acquired further 20 % of the shares on 16/04/2024. There is an option agreement for the remaining 20 % of the shares.
[22] The shares are held indirectly via NEXUS Schweiz AG. Share under company law is only 90 %. There is an option agreement for the remaining 10 % of the shares.
[23] The shares are held indirectly via ifa united i-tech Inc. Share under company law is only 80 %. There is an option agreement for the remaining 20 % of the shares.
[24] Share under company law is only 4.8 %. There is an option agreement for the remaining 95.2 % of the shares.

35. EVENTS AFTER THE BALANCE SHEET DATE

TA Associates has secured the vast majoritiy of shares in Nexus AG with the takeover bid published on 18/11/2024. The offer for 16,402,668 NEXUS shares was acceoted by the end of the further acceptance period on 03. January 2025 at midnight, Frankfurt am Main local time. This corresponds to approximately 94.95 % of all NEXUS ahres, including a stake of approximately 26.9 % that TA has already secured through irrevocable tender agreements with key shareholders of NEXUS.

The settlement of the Offer is subject to customary regulatory conditions, including antitrust and investment control approvals. Subject to the fulfilment of the conditions, settlement of the offer is currently expected in the first quarter of 2025.

After completion of the offer, TA intends to delist NEXUS from the stock exchange. The Executive Board and the Supervisory Board of NEXUS are in favour of the intended delisting.

Donaueschingen 28/02/2025

Nexus AG
The Executive Board

12 __ Statement from the Legal Representatives

To the best of our knowledge, and in accordance with the applicable reporting principles, the consolidated financial statements give a true and fair view of the earnings, financial and net assets position of the Group. The Group management report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risks associated with the expected development of the Group.

Donaueschingen, 28/02/2025

Nexus AG

The Executive Board

13 __ Audit Certificate of the Independent Auditor

To Nexus AG, Donaueschingen

Note on the audit of the Consolidated Financial Statement and the Group Management Report

Audit Opinion

We have audited the Consolidated Financial Statement of Nexus AG, Donaueschingen and its subsidiaries (the Group) consisting of the Consolidated Financial Statement as of 31 December 2024, the consolidated profit and loss statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity, and the consolidated cash flow statement for the fiscal year from 1 January to 31 December 2024 as well as the notes to the Consolidated Financial Statement, including essential information about the accounting methods. In addition, we audited the Group Management Report of Nexus AG, Donaueschingen, for the fiscal year from 1 January to 31 December 2024. We did not review the content of the separate non-financial Group report published on the company's website and the (Group) Corporate Governance Statement published on the company's website, to which reference is made in each case in the Group Management Report in section “Separate Non-Financial Group Report" or “(Group) Corporate Governance Statement and Compliance Statement” in accordance with German legal requirements

In our opinion and based on the findings of our audit:

+ The attached Consolidated Financial Statements comply in all essential aspects from IFRS to be applied in the EU and the additional requirements of Subsection 315e (1) of the German Commercial Code (HGB). Under compliance with these regulations, the Consolidated Financial Statements give a true and fair view of the assets and financial position of the Group as of 31 December 2024 as well as its financial performance for the fiscal year from 1 January to 31 December 2024.

+ In all essential aspects, this Group Management Report is consistent with the Consolidated Financial Statement, complies with legal requirements and suitably presents the opportunities and risks of future development. Our audit opinion on the Group Report does not extend to the above-mentioned non-substantively audited components of the Group Report.

In accordance with § 322 (3) sentence 1 of the German Commercial Code (HGB), we declare that our audit has not resulted in any objections to the regularity of the Consolidated Financial Statement and the Group Management Report.

Basis for the Audit Report

We conducted our audit of the Consolidated Financial Statement and the Group Management Report in accordance with Section 317 of the German Commercial Code (HGB and the EU Auditors' Regulation (No. 537/2014; hereinafter referred to as "EU-APrVO") in compliance with the generally accepted standards in Germany for the audit of financial statements promulgated by the Institute of Auditors (IDW). Our responsibility in accordance with these regulations and principles is described in more detail in the section "Responsibility of the auditor for the audit of the Consolidated Financial Statement and the Group Management Report" of our audit certificate. We are independent of the Group companies in accordance with European and German commercial and professional regulations and have fulfilled our other German professional obligations in accordance with these requirements. In addition, in accordance with Article 10 (2) letter f of the EU-APrVO, we declare that we have not provided any prohibited non-audit services in accordance with Article 5 (1) of the EU-APrVO. We believe that the audit evidence that we have obtained is sufficient and appropriate to provide the basis for our audit report of the Consolidated Financial Statement and the Group Management Report.

Particularly important audit issues in the audit of the Consolidated Financial Statement

Particularly important audit issues are those matters that we consider to be the most significant in our audit of the Consolidated Financial Statement for the fiscal year from 1 January until 31 December 2024. These matters were taken into account in connection with our audit of the Consolidated Financial Statement as a whole and in the preparation of our opinion thereon; we do not express a separate opinion on these matters.

In the following, we present the audit issues that we consider to be particularly important:

1) Credit quality of goodwill

2) Recognition of revenue

3) Acquisition of HD Clinical Ltd.

Concerning 1) Credit quality of goodwill

a) The risk for the Consolidated Financial Statement

In the Consolidated Financial Statement of Nexus AG, Donaueschingen, a total goodwill of EUR 138.1 million is reported under the balance sheet item "Goodwill. This corresponds to 31.6% of the consolidated balance sheet total. Goodwill is subject to an impairment test by the company on the balance sheet cut-off date of the respective fiscal year.

The annual impairment test for goodwill is based on a discounted cash flow valuation model at the lowest level of cash-generating units. If the book value of goodwill exceeds the recoverable amount of the respective cash-generating unit, a devaluation requirement arises. For explanations of goodwill and impairment testing, please refer to the subsection in the “4. Significant Discretionary Decisions, Estimates and Assumptions" in the section in “Basis of Consolidated

Financial Statement", in the sections 11. "Goodwill", 12. "Other Intangible Assets" and 33. "Business combinations" of the Notes to the Consolidated Financial Statement and to the section entitled "Course of Business" in the Group Management Report.

The determination based on the discounted cash flow method is complex and the outcome of this valuation is highly dependent on the legal representatives' assessment of future cash inflows from the expected business and earnings development of the cash-generating units during the planning period and on the determination of the discount rate used.

Against this background, there is a risk for the Consolidated Financial Statement that an impairment loss existing at the balance sheet cut-off date is not recognized. Consequently, we consider this situation to be of particular importance in the context of our audit.

Against this background, there is a risk for the Consolidated Financial Statement that an impairment loss existing at the balance sheet cut-off date is not recognized. Consequently, we consider this situation to be of particular importance in the context of our audit.

b) Audit procedure and conclusions

To assess the appropriateness of the planning assumptions, we gained an understanding of the planning process and existing, relevant controls during discussions with legal representatives and the planning managers. We compared the planned values used in the impairment test with the corporate planning prepared by the legal representatives and approved by the Supervisory Board.

The reliability of business planning was assessed based on a retrospective plan/actual comparison between the plan figures on which the previous year's valuation was based and the actual course of business in the 2024 fiscal year. Insofar as significant deviations were noted, these were discussed with the employees responsible at Nexus AG, Donaueschingen, regarding their relevance for the present financial Consolidated Financial Statement.

We assessed Nexus AG's calculation method and the key parameters used, including, but not limited to, the Weighted Average Cost of Capital, the market risk premium, the beta factor and the growth discount with respect to their appropriateness with participation of our valuation specialists.

To ensure that the valuation model used is correct, we have reproduced Nexus AG's calculations on the basis of risk-oriented, selected elements.

We also checked whether the book value of the respective cash-generating unit was properly determined based on the assets and liabilities to be taken into account on the valuation cut-off date.

We have examined the sensitivity analyses carried out by Nexus AG for the cash-generating units, which include a change in the discount rate and cash inflows, in terms of their meaningfulness and checked the mathematical correctness.

2) Recognition of revenue

a) The risk for the Consolidated Financial Statement

In the Consolidated Financial Statement of Nexus AG, Donaueschingen, four revenue streams can be identified: Revenues from hardware, software licenses, hardware and software maintenance as well as services. Revenues from hardware and software maintenance are downstream of the other revenue streams. Revenues from hardware, software licenses and services essentially occur jointly within the framework of multi-component contracts. Thus, the sales can also be divided into revenues by multi-component contracts or single-component contracts. For the explanations regarding the NEXUS Group's revenue recognition, please refer to the subsection "Revenue recognition" in the section "5_Essential Accounting and Valuation Methods" in the "Basis of Consolidated Financial Statement" and to the section"1. Revenue" in the Notes to the Consolidated Financial Statements.

In accordance with IFRS 15, performance obligations must be identified for contracts with customers. In this case, we distinguish between separate and bundled performance obligations. In particular, in the case of bundled performance obligations that are fulfilled over a certain period of time, sales revenues are generally to be recorded according to the percentage-of-completion (PoC) method. This also corresponds to the approach of Nexus AG.

Since the provisions of IFRS 15 are complex in terms of contracts with customers and additionally there is considerable discretion in the identification of performance obligations as well as PoC - accounting, these aspects were of particular importance in our view in the context of the audit.

The risk to the consolidated financial statements therefore consists, on the one hand, in the potentially erroneous identification of performance obligations and, on the other hand, in a possibly erroneous revenue recognition.

b) Audit procedure and conclusions

As part of an upstream design review, we have achieved an understanding of the underlying processes as well as the control mechanisms. We tested the associated controls for their effectiveness. In addition to the audit of the internal control system, we carried out testimonial-related audit procedures for the sales revenues recognized .

The sales sample was selected based on random selection. For this random sample, we collected and checked the contractual basis or orders, the proof of performance, the invoice submitted to the customer, and—insofar as available—obtained and checked proof of payments.

We have acknowledged the approach of Nexus AG with regard to accounting, in particular with regard to the requirements for revenue recognition of IFRS 15. To check the PoC accounting, we acknowledged the derivation of the degree of completion in accordance with IFRS 15 for the selected projects.

Overall, we performed analytical audit procedures and assessed unexpected deviations. In addition, external balance confirmations were obtained from customers as part of the receivables audit and alternative audit procedures were carried out.

For the audit of the accrual period, we have carried out individual case audit procedures for sales realized shortly before the reporting date.

We believe that the accounting and valuation methods used by Nexus AG to recognize sales revenues are appropriate to enable an appropriate presentation in the Consolidated Financial Statement. In addition, we were able to convince ourselves that the processes and controls set up are suitable to enable a proper recognition of sales revenues.

Concerning 3) Acquisition of HD Clinical Ltd.

a) The risk for the Consolidated Financial Statement

In the financial year 2024, Nexus AG, Donaueschingen, acquired control of HD Clinical Ltd, Bishop's Stortford/United Kingdom, by acquiring 100% of the shares. The consideration transferred amounts to EUR 5.7 million, and the value of the determined goodwill amounts to EUR 2.7 million. In addition, technologies and customer relationships were capitalized in the amount of EUR 4.3 million.

As part of the purchase price allocation, the acquired assets and liabilities are to be identified and measured on the basis of discretionary assumptions.

With regard to the explanations regarding the newly acquired company in the reporting year, we refer to the explanations in the notes to the Consolidated Financial Statement under section “Basis of Consolidated Financial Statement” and “33 Business combinations" and in the Group Management Report under section "Business model" and "Presentation of the net assets, financial position and financial performance".

In view of the complexity of the underlying contractual regulations and the estimation leeway, there is a risk for the Consolidated Financial Statement that the assets acquired and the liabilities assumed will not be properly identified and appropriately valued. This applies correspondingly to the residual amount of goodwill resulting from the purchase price allocation. In this respect, the acquisition of shares in of the above-mentioned company is of particular importance in the context of our audit.

b) Audit procedure and conclusions

Within the scope of our audit, we initially dealt with the regulations of the underlying share purchase and assignment contracts. We assessed the valuation model of Nexus AG for the complete and proper identification and valuation of the acquired assets and assumed liabilities. The concept (valuation models and parameters) for determining the fair values of the identified assets and liabilities was assessed with participation of our internal specialists.

Having assessed the concept as appropriate, we have assessed whether the identification and measurement of the assets and liabilities acquired, as well as the determination of goodwill, has been carried out in accordance with the requirements for business combinations in accordance with IFRS 3.

The technology and customer relationships were identified within the context of the purchase price allocation. We have Checked the assumptions regarding the existence of customer relationships and technology based on contract documents, other documents submitted as well as through discussions with legal representatives and the employees of Nexus AG responsible for the creation of the purchase price allocations.

We then checked whether the values determined on this basis were appropriately reflected in the consolidated balance sheet and whether the required information was included in the notes to the Consolidated Financial Statement.

We believe that the concept of Nexus AG for identifying and evaluating the acquired assets and assumed liabilities as well as for determining goodwill is suitable to enable a proper presentation in the Consolidated Financial Statement. The assumptions used by the company are reasonable.

Other Information

The legal representatives or the Supervisory board are responsible for other information. Other information includes:

+ The separate non-financial (Group) report to be published on the Group's website in the sense of Section 315b (3) sentence 1 of the German Commercial Code (HGB), referred to in the "Separate Non-Financial Group Report" section of the Group Management Report
+ The (Group) corporate governance statement published on the Group's website, to which reference is made in the consolidated report in section “(Group) Corporate Governance Statement and Compliance Statement"
+ The Report of the Supervisory Board,
+ The other parts of the published annual report, but not the Consolidated Financial Statement, not the Group Management Report information included in the substantive audit and not our accompanying audit certificate
+ The affirmation pursuant to Section 297 (2) sentence 4 of the German Commercial Code (HGB) for the Consolidated Financial Statement and the affirmation pursuant to Section 315 (1) sentence 5 of the German Commercial Code (HGB) for the Group Management Report

The Supervisory Board is responsible for the report of the Supervisory Board. The legal representatives and the Supervisory Board are responsible for the declaration pursuant to Section 161 of the German Stock Corporation Act (AktG) on the German Corporate Governance Code, to which reference is made in the Group Management Report in the section "(Group) Declaration on Corporate Governance and

Declaration of Conformity". The legal representatives are responsible for other information.

Our opinions on the Consolidated Financial Statement and the Group Management Report do not extend to the other information and we accordingly do not express an opinion or any other form of audit conclusion on them.

In connection with our audit of the Consolidated Financial Statement, it is our responsibility to read the other information and assess whether the other information:

+ Shows significant discrepancies to the Consolidated Financial Statement, the Group Management Report or to our knowledge obtained during the audit

+ Otherwise appear significantly misrepresented.

If, on the basis of the work we have carried out, we conclude that there is a material misrepresentation of this other information, we are obliged to report this fact. We have nothing to report in this context.

Responsibility of the legal representatives and the Supervisory Board for the Consolidated Financial Statement and the Group Management Report

The legal representatives are responsible for the preparation and fair presentation of the Consolidated Financial Statement in accordance with IFRS Accounting Standards as adopted by the EU and the additional requirements of German law pursuant to Section 315e (1) of the German Commercial Code (HGB) in all essential respects and for ensuring that the Consolidated Financial Statement give a true and fair view of the net assets financial position and results of operations of the Group in accordance with these requirements. In addition, the legal representatives are responsible for the internal controls that they consider necessary to enable the preparation of financial statements that are free from essential misstatements due to fraudulent material misstatement (i.e., manipulation of the accounts and asset misappropriation) or errors

In preparing the Consolidated Financial Statement, the legal representatives are responsible for assessing the Group's ability to continue its business activities. Furthermore, they have the responsibility to disclose matters relating to the continuation of business activities if relevant. In addition, they are responsible for accounting on the basis of the accounting policy of continuing operations unless there is an intention to liquidate , the Group or discontinue operations or there is no realistic alternative.

The legal representatives are also responsible for the preparation of the Group Management Report, which as a whole provides a suitable view of the Group's position and is consistent with the Consolidated Financial Statement in all essential respects, complies with German legal requirements, and suitably presents the opportunities and risks of future development. Furthermore, the legal representatives are also responsible for the precautions and measures (systems) that they deem necessary to enable the preparation of a Group Management Report in accordance with the applicable German legal requirements and to provide sufficient suitable evidence for the statements in the Group Management Report.

The Supervisory Board is responsible for monitoring the Group's accounting process for preparing the Consolidated Financial Statement and the Group Management Report.

Responsibility of the auditor for the audit of the Consolidated Financial Statement and the Group Management Report

Our objective is to obtain reasonable assurance as to whether the Consolidated Financial Statement as a whole is free of essential misstatements due to fraud or errors and whether the Group Management Report as a whole provides a suitable view of the Group's position and is consistent in all essential respects with the Consolidated Financial Statement and with the findings of the audit, complies with the German legal requirements and suitably presents the opportunities and risks of future development as well as to issue an audit certificate that includes our audit opinions on the Consolidated Financial Statement and the Group Management Report.

Sufficient security is a high degree of security, but there is no guarantee that an audit conducted in accordance with Section 317 of the German Commercial Code (HGB) and the EU-APrVO in compliance with the German generally accepted standards for the audit of financial statements promulgated by the Institute of Auditors (IDW) will always reveal an essential misstatement. Misstatements may result from fraud or errors and are deemed to be essential if they can reasonably be expected to affect the economic decisions individually or collectively based on these annual financial statements.

During the audit, we exercise due discretion and maintain a critical attitude. In addition:

+ We identify and assess the essential false misstatements in the Consolidated Financial Statement and the Group Management Report due to fraudulent acts or errors, and we plan audit procedures in response to these risks as well as obtain audit evidence that serves as a sufficient and appropriate basis for our audit opinion. The risk that a material misrepresentation resulting from fraudulent acts will not be revealed is higher than the risk that a material misrepresentation resulting from errors will not be revealed, since fraudulent acts may involve collusive interaction, forgery, intentional incompleteness, misrepresentations or the elimination of internal controls.

+ We have obtained an understanding from den relevant internal control system and relevant precautions and measures audit procedures to plan audit procedures for auditing the Group Management Report that are appropriate under the specific circumstances, but not with the objective of issuing an opinion on the effectiveness of the internal control system of the Group or its precautions and measures.

+ We assess the appropriateness of the accounting methods used by the legal representatives as well as the justifiability of the estimated values shown by the legal representatives and related information.

+ We assess the appropriateness of the legal representatives' use of accounting principles of continue operations as well as—based on the audit evidence obtained—whether essential uncertainty exists in connection with events or circumstances that may cast significant doubt on the Group's capacity to continue business operations. If we conclude that material uncertainty exists, we are required to draw attention in our audit certificate to the related information in the Consolidated Financial Statement and the Group Management Report or, if such information is inappropriate, to modify our audit opinion. We have drawn our conclusions based on the audit evidence obtained by the date of our audit certificate. However, future events or conditions may result in the Group no longer being able to continue its business.

+ We assess the presentation, the structure and content of the Consolidated Financial Statement overall including the disclosures and whether the Consolidated Financial Statement presents the underlying transactions and events in such a way that the Consolidated Financial Statement gives a true and fair view of the net assets financial position and results of operations of the Group in accordance with IFRS Accounting Standards as adopted by the EU and the additional requirements of German law pursuant to Section 315e para. 1 of German Commercial Code (HGB).

+ We obtain sufficient appropriate audit evidence for the accounting information of the companies or business activities within the Group to give our opinion on the Consolidated Financial Statement and the Group Management Report. We are responsible for the guidance, supervision and conduct of the audit of the Consolidated Financial Statement. We bear sole responsibility for our audit opinions.

+ We assess the conformity of the group management report with the consolidated financial statements, its compliance with legal provisions, and the picture presented by it of the Group situation.

+ We perform audit procedures on the forward-looking statements contained in the Group Management Report as presented by the legal representatives. Based on sufficient and suitable audit evidence, we perform our audit in particular on the basis of the significant assumptions, on which the forward-looking statements by the legal representatives are based and assess the proper derivation of the forward-looking statements from these assumptions. We do not express an independent opinion on the forward-looking statements or on the underlying assumptions. There is a significant, unavoidable risk that future events will essentially differ from the forward-looking statements.

We discuss with those responsible for monitoring, including the scope and timing of the audit and significant audit findings, including any significant deficiencies in the internal controls that we identify during our audit.

We make a statement to those responsible for monitoring that we have complied with the relevant independence requirements and discuss with them all relationships and other matters reasonably likely to affect our independence and – insofar as relevant – those actions or protective measure taken for eliminating dangers to independence.

On the basis of the matters we discussed with those responsible for monitoring, we determine those matters that were most significant in the audit of the Consolidated Financial Statement for the current reporting period and consequently are the most important audit issues. We describe these matters in the audit certificate unless laws or other legal provisions exclude the disclosure of the facts.

Miscellaneous statutory and other legal requirements

Note on the audit of the electronic reproductions of the Consolidated Financial Statement and the Group Management Report prepared for the purposes of disclosure pursuant to Section 317 (3a) of the German Commercial Code (HGB)

Auditor' Report

Pursuant to Section 317 (3a) of the German Commercial Code (HGB), we have carried out an audit with sufficient certainty as to whether the presentations of the Consolidated Financial Statement and the Group Management Report (hereinafter also referred to as "ESEF documents") contained in the file "nexusag-2024-12-31-.zip" and prepared for the purpose of disclosure comply in all material respects with the requirements of Section 328 (1) of the German Commercial Code (HGB) for the electronic reporting format ("ESEF format"). In accordance with German legal regulations, this audit only covers the conversion of the information in the Consolidated Financial Statement and the combined Group Management Report into the ESEF format and therefore covers neither the information contained in these reproductions nor any other information contained in the above-mentioned file.

In our opinion, the presentations of the Consolidated Financial Statement and the Group Management Report contained in the above-mentioned file and prepared for the purposes of disclosure comply in all material respects with the requirements of § 328 (1) of the German Commercial Code (HGB) for the electronic reporting format. Apart from this audit opinion and our audit opinions on the attached Consolidated Financial Statement and the Group Management Report t for the fiscal year from 1 January to 31 December 2024 contained in the preceding "Note on the audit of the "Consolidated Financial Statement and the Group Management Report ", we do not give any audit opinion on the information contained in these reproductions of the reports or on the other information contained in the aforementioned file.

Basis for the Audit Report

We have carried out our audit of the reproductions of the Consolidated Financial Statement and the Group Management Report contained in the above-mentioned file in accordance with Section 317 (3a) of the German Commercial Code (HGB) in compliance with the IDW auditing standard: Auditing of electronic reproductions of Consolidated Financial Statement and the Group Management Report created for disclosure purposes in accordance with Section 317 para 3b HGB (IDW EPS 410[06/2022]). Our responsibility thereafter is further described in the section “Auditor's Responsibility for the Examination of the ESEF Documents”. Our auditing firm has applied the IDW quality management standard requirements regarding quality management: Requirements regarding quality management in auditing practices (IDW QMS 1 [09.2022]).

Responsibility of the legal representatives and the Supervisory Board for the ESEF documents

The legal representatives of company are responsible for the preparation of the ESEF documents with the electronic copies of the Consolidated Financial Statement and the Group Management Report in accordance with § 328 (1) sentence 4 no. 1 HGB and for the presentation of the Consolidated Financial Statements in accordance with § 328 (1) sentence 4 no. 2 of the German Commercial Code (HGB).

In addition, the legal representatives are of company are responsible for any in-house controls that they consider necessary to enable the creation of ESEF documents that are free of material violations – intended or unintentional – of the requirements of Section 328 para 1 of the German Commercial Code (HGB) with regard to the electronic report format.

The Supervisory Board is responsible for overseeing the preparation process of the ESEF records as part of the financial reporting process.

Auditor's responsibility for checking ESEF records

Our objective is to obtain sufficient certainty as to whether the ESEF documents are free of significant violations—whether intended or unintentional—of the requirements of Section 328 (1) of the German Commercial Code (HGB). During the audit, we exercise due discretion and maintain a critical attitude. In addition:

+ We identify and assess the risks of essential violations – whether intentional or unintentional – requirements of Section 328 (1) of the German Commercial Code (HGB), plan audit procedures in response to these risks, and perform audits that serve as a sufficient and appropriate basis for our audit opinion.

+ We gain an understanding of the internal controls relevant to the audit of the ESEF documents to plan audit procedures that are appropriate in the circumstances, but not with the aim of expressing an audit opinion on the effectiveness of these controls.

+ We assess the technical validity of the ESEF documents, i.e., whether the file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815, in the version applicable on the reporting date, regarding the technical specifications for this file.

+ We assess whether the ESEF documents enable an identical XHTML presentation of the audited Consolidated Financial Statement and the audited Group Management Report.

+ We assess whether the presentation of the ESEF documents enables an adequate and complete machine-readable XBRL copy of the XHTML reproduction with inline XBRL technology (iXBRL) in accordance with Articles 4 and 6 of Delegated Regulation (EU) 2019/815 effective on the reporting date.

Other information in accordance with Article 10 EU-APrVO

We were appointed as auditors of the Consolidated Financial Statements by the Annual General Meeting on 15 May 2024. We were commissioned by the Chairperson of the Supervisory Board of Nexus AG, Donaueschingen, on 19 November 2024. We have been working as auditors of the Consolidated Financial Statements of Nexus AG, Donaueschingen since the 2024 fiscal year.

We declare that the audit opinions contained in this audit certificate are consistent with the additional report to the Audit Committee pursuant to Article 11 of the EU-APRVO (Audit Report).

Other facts – Use of the audit certificate

Our audit certificate must always be read in connection with the audited Consolidated Financial Statement and the audited Group Management Report as well as the audited ESEF documents. The Consolidated Financial Statement and the Group Management Report – also the versions to be entered in the company register – that have been converted into the ESEF format are only electronic copies of the audited Consolidated Financial Statement and the audited Group Management Report and do not replace them. In particular, the ESEF Note and our audit opinion contained therein can only be used in conjunction with the audited ESEF documents provided in electronic form.

Responsible Auditor

The auditor responsible for the audit is Mr. Anselm von Ritter.

Bonn, 28/02/2025

Flick Gocke Schaumburg GmbH
Wirtschaftsprüfungsgesellschaft

Dr. Daniel Ternes	Anselm von Ritter
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