

## 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](http://www.nexus-ag.de/unternehmen/investor-relations/ESG-Nachhaltigkeit). In addition, the Supervisory Board dealt intensively with the declaration on the (Group) Corporate Governance Statement (Sections 289f and 315d of the German Commercial Code (HGB).

### \_\_\_ Committees

The Audit Committee formed by the Supervisory Board met once in the 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 to Nexus 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