

# Power of Attorney

for the Annual Stockholders Meeting of Nexus AG in Stuttgart on 18 May 2015

*Please note that you must be properly registered to grant power of attorney. Please refer to the invitation to the Annual Stockholders Meeting for details.*

Admission ticket no. \_\_\_\_\_ Number of shares \_\_\_\_\_

## A) Personal participation in the Annual Stockholders Meeting or power of attorney for a representative

Please bring your ticket to the Annual Stockholders Meeting. If you cannot attend the Annual Stockholders Meeting yourself, you can name a representative of your choice. Please give the ticket and proxy to your representative. You can use page 2 of this form for power of attorney.

## B) Proxy voting by proxies appointed by the company

NEXUS AG offers its shareholders the option of being represented by proxies appointed by the company with authorization to cast votes in line with their instructions. The proxies will then represent you at the Annual Stockholders Meeting in accordance with your instructions.

If you accept the offer of proxy voting, please enter your instructions below, fill out the form, for example, with your signature, and send it with the ticket printed above to the company by regular postal mail, fax or e-mail no later than (for organizational reasons) midnight on Friday, 15 May 2015:

NEXUS AG, – Investor Relations –, Auf der Steig 6, 78052 Villingen-Schwenningen,  
Fax: +49 7721/8482 - 311; e-mail: hv@nexus-ag.de

### Power of attorney and instructions to proxies of NEXUS AG, Villingen-Schwenningen

I/we hereby authorize the proxies of NEXUS AG (Mr. Dr. Patrick Stein and Ms. Sabine Mücke, each with business address: Villingen-Schwenningen), individually, the right to delegation of authority for me/us at the Annual Stockholders Meeting of NEXUS AG on 18 May 2015 with disclosure of my/our name(s) and to represent me/us and exercise the voting right for me/us in accordance with my/our instructions. The instructions relate respectively to the proposed resolutions published in the Federal Gazette ("Bundesanzeiger").

- I/we vote on **all** items on the agenda **as suggested by the administration**  
or  I/we give individual instructions as follows<sup>1</sup>:

	As suggested by the administration	No	Abstention		As suggested by the administration	No	Abstention
TOP 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	TOP 5.5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	TOP 5.6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	TOP 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 5.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	TOP 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 5.2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	TOP 8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 5.3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	TOP 9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 5.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	TOP 10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

1) Only one field may be checked respectively for each item on the agenda.

Place and Date \_\_\_\_\_

X  
Signature(s) or completion of the declaration pursuant to Section 126b of the German Civil Code (BGB)

## Power of Attorney

I/we hereby authorize  
Ms./Mr./Company

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First and last name / Company name

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Postal/zip code, city/town / company's registered office

to represent me/us and exercise the voting rights and any other rights for me/us, with disclosure of my/our name(s), relating to the Annual Stockholders Meeting cited on page 1. The proxy holder is authorized to appoint a secondary authorized representative or to transfer the power of attorney to a third party.

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Place and Date      Signature(s) or completion of the declaration pursuant to  
Section 126b of the German Civil Code (BGB)

## Substitute power of attorney

I/we hereby grant  
Ms./Mr./Company

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First and last name / Company name

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Postal/zip code, city/town / company's registered office

substitute power of attorney to represent me/us and exercise the voting rights and any other rights for me/us, with disclosure of my/our name(s), relating to the Annual Stockholders Meeting cited on page 1 or to appoint a secondary authorized representative to exercise such rights.

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Place and Date      Signature(s) or completion of the declaration pursuant to  
Section 126b of the German Civil Code (BGB)

## Additional information on proxy voting by proxies appointed by the company

Proxies appointed by the company are obliged to vote in accordance with the instructions that you give to them. Without explicit instructions, the proxies of NEXUS AG will not exercise the right to vote. Please note that the proxies of NEXUS AG cannot react to changes that occur during the Annual Stockholders Meeting. Within the context of this proxy voting, for example, it is not possible to take part in a vote on procedural motions at the Annual Stockholders Meeting or resolutions not announced in advance of the Annual Stockholders Meeting. Your proxy will abstain from voting in such a case. The same applies to voting on a resolution proposal deviating from a management proposal in the published agenda.

The appointment of a proxy of the company exercising a voting right for statement of opposition as well as submission of a motion or question is excluded.

If proxies receive power of attorney and instructions via several transmission paths (regular postal mail, fax or e-mail), the last formally valid granted power of attorney is considered binding with its corresponding instructions.

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If you decide to opt for proxy voting by the company and want send this form by post, you will find the address, to which it is to be sent, in a window envelope already imprinted below:

NEXUS AG  
– Investor Relations –  
Auf der Steig 6

78052 Villingen-Schwenningen  
GERMANY