



2021

Annual Report
2021

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The background features a complex abstract design. On the left, there are several overlapping, curved, semi-transparent bands in shades of blue and grey, creating a sense of depth and movement. A large, dense cluster of blue dots is positioned in the upper left, with the dots becoming smaller and more sparse as they move towards the right. In the lower left, there is a similar cluster of orange dots, also becoming sparser towards the right. The overall composition is dynamic and modern, with a clean, white background.

The NanoFocus AG operates internationally in the field of applied optical processes for micro- and nano-scale measurements and, via its subsidiary Breitmeier Messtechnik GmbH (BMT), Ettlingen, is also involved in tactile surface metrology. Nano Focus' main activities involve the development, production and global distribution of equipment for 3D surface analysis.

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Financial Key Figures

Accounting according to the German Commercial Code (HGB)	12/31/2021	Change		12/31/2020
	kEUR	%	absolute	kEUR
Revenues	6,608	-11	-834	7,442
Total output	7,487	7	500	6,987
Gross income	3,644	-18	-795	4,439
Staff costs	3,006	21	512	2,494
EBITDA	-365	n.a.	-871	506
EBITDA margin	-5.5%	n.a.	-12.3 PP	6.8%
Depreciation	598	-2	-15	613
EBIT	-963	-798	-856	-107
Year-end result	-1,535	n.a.	-882	-653
Fixed assets	4,125	-9	-391	4,516
Investments	52	-88	-373	425
Current assets*	5,330	2	79	5,251
Cash and cash equivalents	534	31	126	408
Shareholders' equity	3,344	-14	-552	3,896
Borrowed capital	6,147	4	250	5,896
Liabilities	5,901	8	425	5,476
Balance sheet total	9,491	-3	-301	9,792
Cash flow from sales activities	-499	-63	-192	-307
Cash flow from current operating activities	-353	80	1,422	-1,775
Cash flow from investment activities	-157	n.a.	-186	29
Cash flow from financing activities	636	-23	-189	825
Working capital	3,855	-1	-52	3,907
Equity ratio	35%	-11	-5 PP	40%
Equity yield	-46%	n.a.	-29 PP	-17%
Average number of employees	49	0	0	49
Sales per employee	135	-11	-17	152
Income per share (in EUR)	-0.45	n.a.	-0.36	-0.09
Incoming orders	6,874	18	1,043	5,831
Order backlog (at the end of the period)	1,034	179	664	370

* Excluding accrued and deferred items

Company Facts

2019-2021 sales performance (in kEUR)



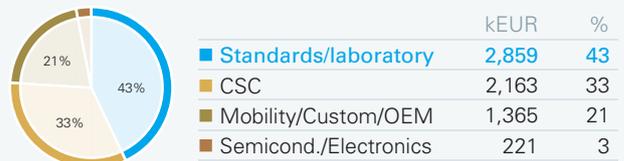
2019-2021 EBITDA margin (in percent)



2019-2021 cash and cash equivalents (in kEUR)



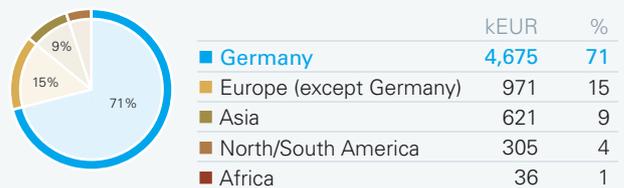
Sales by business unit



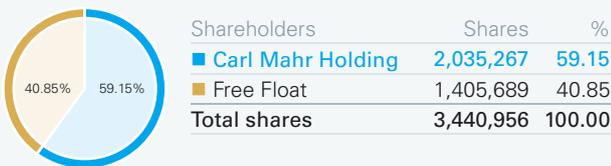
2019-2021 sales per employee (in kEUR)



Sales by region



Shareholders structure as of 12/31/2021



Management Board



M. Hauptmann
Chief Executive
Officer (CEO)

Supervisory Board

Ralf Terheyden
Chairman of the Supervisory Board

Stephan Gais
Deputy Chairman

Manuel Hüsken
Member

Dr. Hans Hermann Schreier
Honorary Chairman



Scan this code with your smartphone or tablet to go directly to the Equity Story.

Letter to the shareholders



Michael Hauptmann
Chief Executive Officer (CEO)

Dear shareholders,

The aim of the last two years has been to restructure NanoFocus at a time full of challenges and obstacles and to adapt it to a new market environment. Specifically, this relates above all to the major transformation of the automotive industry and the sharp drop in the willingness of manufacturers and suppliers alike to invest in the combustion engine field.

Scan this code with your smartphone or tablet to find out more about the Management Board.



NanoFocus AG has responded to this change in the industry and will in future focus primarily on the electronics and materials sectors. In these fields, we have a great deal of experience in projects for specialised customised measuring systems and can boast a proud record of successful projects and technological milestones.

The most important news is therefore that this strategy has proven successful. By the end of April, NanoFocus AG and Breitmeier Messtechnik GmbH had recorded one of the highest rates of incoming orders in their company history, totalling EUR 4.16 million. The decisive factors behind this positive trend include orders from the semiconductor industry, the successful launch of our site in Korea and projects in the microlenses fields and for the printing industry.

This development is all the more gratifying because our success has come during a time of extreme challenges, some of which have threatened our very existence. Without short-time work throughout the company and the help of our partner Mahr, we would have been extremely hard pressed to survive the massive slump in sales caused by coronavirus and the crisis in the automotive industry. Despite a slight recovery in the second half of 2021, we were unable to reach our sales targets of EUR 7.8 million, which is why the year came to an end with a negative EBIT. Shortly before the end of the financial year, a cyberattack which interrupted our accounts work and production for five weeks led to a postponement of the last sales planned for 2021.

Thanks to our backup strategy, the cyberattack was ultimately overcome without irreversible damage. Subsequently, we have further improved our IT security concept to mitigate similar impacts in the future. However, general economic risks could still have a major impact on Nano Focus' financial year. These include rising energy prices, highly stressed supply chains, parts shortages and skyrocketing freight costs.

Despite all the undeniable risks, I still look forward with confidence to the next few months. We have succeeded in realigning the company, and further sales in Electronics and Materials are expected. Our hand is currently stacked with strong cards, and we will do everything we can to play them successfully.

Sincerely,
NanoFocus AG



Michael Hauptmannl
Chief Executive Officer (CEO)

Interview with the Management Board of NanoFocus AG



**Interview with Michael Hauptmannl,
Chief Executive Officer (CEO)**



Mr Hauptmannl, what has led to the reorientation towards the project business and why is this step so important?

In 2020 and 2021, two crises converged for NanoFocus. One was the coronavirus pandemic, and the other the crisis in the automotive industry. Whereas our response to the coronavirus crisis, like that of every other company, was simply to find a way to survive it, the transformation of the auto industry now demands a proactive response. The fact that a company like VW will no longer be building combustion engines in Europe in the foreseeable future is only the tip of the iceberg.

The definitive arrival of electromobility is having a significant impact on manufacturers and suppliers. This has already resulted in the near shutdown of investments in new measuring systems in the combustion engine field. The demand for these with electric motors is significantly lower.

We are therefore shifting our focus even more decisively to other fields. NanoFocus boasts both expertise and sensor technology for electronics, microlenses, semiconductors and materials science, while also possessing exceptional strength in the complex project field. Alongside our sales partnership with Mahr for standard laboratory equipment, our true core expertise lies in large-scale customised measuring systems. For our semiconductor measurement systems, our focus has so far been primarily on the Asian market. Now we have started to become more active in Europe as well and are in talks with manufacturers such as Intel and Infineon. Here we are benefiting from the return of parts of production to Europe.

That having been said, one of the most promising pieces of news from NanoFocus has emerged from Asia, from Korea to be precise. What is this all about?

Cooperation with a Korean mechanical engineering company has been a real breakthrough for us. The opening of our branch in Korea had to be postponed twice because of coronavirus, but we have now successfully started operations. Without the cooperation on the ground with our partner Mahr, this would not have been possible. NanoFocus employees are using Mahr's premises and infrastructure in Korea, and we are benefiting from Mahr's market access, its measurement technology being already established in the country.

In our current project with the mechanical engineering firm, we are supplying measuring systems for the monitoring of ball grid arrays: so-called micro-bumps, which are connections and solder joints on printed circuit boards. We will deliver a total of six machines here. This involvement is giving us better access to major Korean manufacturers.

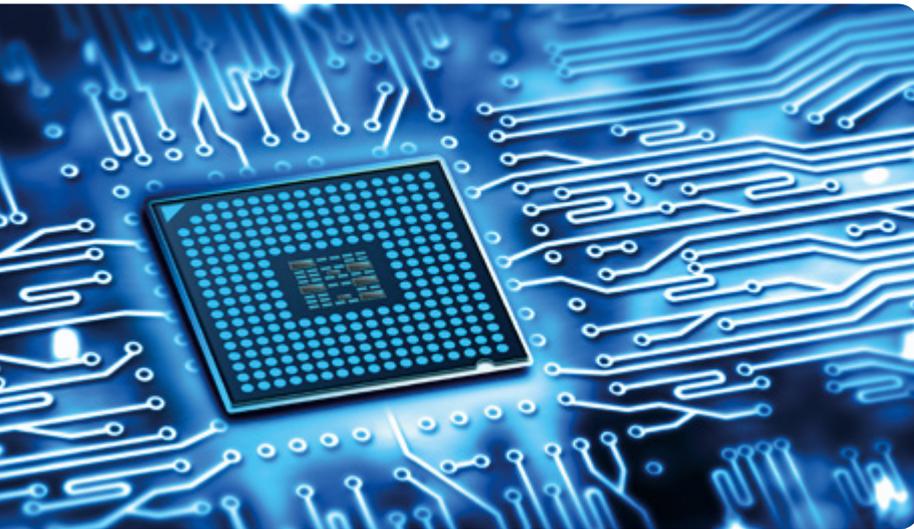
We have previously developed devices for Samsung in the past. Now we are supplying a new system to the company in collaboration with a Korean automation company. I am confident that our sales in the semiconductor manufacturing and mechanical engineering markets in Korea will continue to grow.

What other projects and orders have been realised in the last few months?

The development and sale of special machines by our subsidiary Breitmeier is once again going very well. During the coronavirus period, our sales here were virtually reduced to zero, because special machine construction thrives on customer contact. We can once more conduct on-site visits and have numerous incoming orders, many of them for surface measuring systems in the sheet metal and car body construction sectors.

We are also currently realising a large order for a printing press manufacturer. We have developed an OEM measuring system for this customer, to be sold under its brand name. We will deliver four machines in 2022, and seven are planned for next year.

We have also recorded successes with measuring systems for microlenses. We have even been able to win back some old customers. Based on our existing measurement technology, we are developing special systems for microlens measurement, with new sensors that will open up new areas of the market for us. The microlens market is seeing stellar growth, with products ranging from microlens arrays in optical devices, headlights and fibre optic systems to communications and much more.



Have you expanded the overall range of products and technologies?

Yes, we have. A good example of this is the ongoing development of a new measurement system for semiconductors and materials. Here we have implemented a new machine concept: a line scanner with confocal sensors, which enables very high measuring speeds. This is suitable for use in the construction of batteries and fuel cells, for example. At the same time, the flexible machine concept can also be used with our confocal C3x sensor. We have teamed up with the Fraunhofer Institute to build a measuring system for 12-inch wafers based on confocal μ surf technology. We are now combining different sensor technologies in our portfolio to meet the needs of the market and cover more fields of application.

What risks do you see for the current year and beyond?

There are some risks and challenges which we can unfortunately do very little to influence. The delivery problem is currently a major preoccupation for us. It isn't just a matter of delays. During the coronavirus crisis, the market for some components was completely stripped bare. Some parts are now no longer available, and others are being traded at very high prices, leading to really massive price increases. We have some small components whose purchase price has increased from EUR 1.80 to

EUR 100. What's more, freight prices have also risen sharply. We can only hope that the overall situation will slowly return to normal, but that will take some time. Much depends on the situation in China.

An administrative and production breakdown due to a cyberattack like the one we suffered at the end of December will probably not happen again. You will never be truly safe from cybercrime, but you can keep downtime to an absolute minimum and protect yourself against data loss. Apart from the lost time, we got off lightly in the end, but we have once again made fundamental improvements to our security concept.

Overall, you view the future in a confident light. What are the positive prospects for NanoFocus AG?

Aside from the healthy incoming order situation, I see positive prospects in two areas in particular. On the one hand, I expect demand for Mahr's standard laboratory systems to increase once again. Unfortunately, the increase in the second half of 2021 was not sustained initially, but Mahr, too, was affected by the cyberattack and had to deal with difficult market conditions. I'm optimistic about the future of this business field. Our cooperation with Mahr has warmed up nicely.

The second positive aspect lies in the fact that we're increasingly succeeding in moving our products out of the laboratory to prefabrication and production at our customers' sites. At the moment, this is particularly in evidence with microlenses and materials. Getting closer to the production lines has been a long-standing goal of NanoFocus. This isn't only about quality assurance: in Korea our measuring systems are also used for production control.

Share statistics

Total number of shares	3,440,956 no-par value bearer shares
Amount of share capital	3,440,956 EUR
Transparency level	Over-the-counter
Company information	
Date of incorporation	Foundation on 24.08.1994 in the legal form of a GmbH (German limited liability company) Transformation of legal form into an AG (public limited company) by resolution of the shareholders' meeting of 26.10.2001
Accounting standard	HGB/BilMoG
End of financial year	12/31
Stock market listing	
Start of trading	11/14/2005
Securities identification number / ISIN	540066/DE0005400667
Bloomberg code	N2F.GR
Market segment	Over-the-counter
Stock exchanges	Munich, Stuttgart, Berlin

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Scan this code with your smartphone or tablet to go directly to the Frankfurt stock exchange chart.

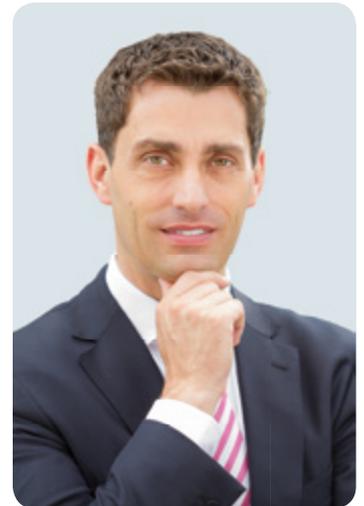
Supervisory Board Report

The Supervisory Board of NanoFocus AG (from left to right):

Ralf Terheyden
Chairman

Stephan Gais
Deputy Chairman

Manuel Hüsken
Member



Dear shareholders,

The 2021 financial year was significantly influenced by being the second year of the COVID 19 pandemic. NanoFocus AG's project business came to a virtual standstill for many months due to the coronavirus-related delivery and travel restrictions. The large and complex plants needed for semiconductors, materials and electronics can only be planned and implemented with direct customer contact on site. Added to this were the effects of a decline in investment on the part of the automotive industry in the combustion engine field.

Scan this code with your smartphone or tablet to find out more about the Supervisory Board.



A slight recovery in sales in the second half of the year was primarily based on an increase in demand in the meantime for the standard and laboratory systems that NanoFocus manufactures for Mahr GmbH. Here it became apparent that NanoFocus is increasingly benefiting from its sales partner's global structure. Unfortunately, the demand for Mahr devices was not sufficient to compensate for the loss of sales due to coronavirus-related economic weakness, with the consequence that NanoFocus missed its sales target for 2021. This was exacerbated by the effects of a criminal cyberattack at the end of the year, which did not cause any long-term damage but did result in significant disruptions to production and administration over five weeks.

Nevertheless, at the end of 2021 and in the first quarter of 2022, a healthy order trend showed that Nano Focus' strategic reorientation towards electronics and materials is bearing economic fruit following the relaxation of the coronavirus restrictions. Moreover, there is the prospect that demand for standard and laboratory systems from Mahr will continue to increase. It is precisely in the combination of these two priorities that we see a special opportunity for the coming months.

A strong and constructive partnership

NanoFocus' business model is characterised by a combination of the standard and laboratory systems for Mahr GmbH and the development and sale of specialised NanoFocus systems for measurement tasks in electronics, electric mobility applications and materials science. NanoFocus participates in Mahr's worldwide sales organisation, and both partners benefit from the synergy effects of the cooperation. For example, NanoFocus has successfully gained a foothold in the important electronics market in Korea with the support and help of Mahr's local structures in Asia. On the other hand, NanoFocus is always in a position to implement customer-specific adaptations of individual Mahr systems if so desired by the customer. This ensures market proximity and consideration of technological trends in the laboratory sector.

Positive trends despite missed turnover targets

The cooperation between Mahr and NanoFocus is constructive and successful. Of course, the fact that the company was not able to achieve its annual targets means that we cannot rest on our laurels. This failure was due most of all to the coronavirus crisis and changes in the key automotive industry. With the work of the new Management Board, however, we consider the company to be on a promising path despite all the crises. In the light of the very high order backlog at the beginning of the current year, NanoFocus AG is in an excellent position to make good progress in 2022.

Intensive work of the Supervisory Board

The Supervisory Board continuously monitored the work of the Management Board and the company in 2021 and regularly advised the Board. The Management Board informed the Supervisory Board promptly and comprehensively about all relevant business development and planning issues. Particularly in view of the difficult pandemic-related environment in 2021, this also included information on deviations in the trends from previously reported targets and plans. The Supervisory Board had sufficient opportunity to deal with the reports and proposed resolutions of the Management Board and to contribute its own suggestions. A total of seven Supervisory Board meetings were held for this purpose in 2021. The Supervisory Board gave its consent to individual business transactions insofar as this was required by law, the Articles of Association or the Rules of Procedure for the Management Board.

The non-cash capital increase agreed on 22.07.2021 was not implemented. The Supervisory Board discussed the matter in detail. There was no breach of duty on the part of the Management Board.

Audit of the annual financial statements

PricewaterhouseCoopers GmbH audited the annual financial statements which were prepared as of 31.12.2021 and the review of operations of NanoFocus AG and issued an audit certificate which was free of reservations. The Supervisory Board examined these documents, which had been submitted by the Management Board, and discussed them at a meeting.

The auditor's comments were discussed in detail with the Management Board and the Supervisory Board. The Supervisory Board raised no objections. In its meeting of 13.06.2022, the Supervisory Board unanimously approved the annual financial statements and reviews of operations for NanoFocus AG as prepared by the Management Board. The annual financial statements for 2021 were thus adopted in accordance with Section 172 of the German Stock Corporation Act (AktG).

Our thanks go out to the Management Board, shareholders and team

The Supervisory Board would like to thank Michael Hauptmannl for his very steady leadership of the company even in the extremely difficult environment of 2021 and for consistently implementing important strategic decisions. The Supervisory Board supports the company's increased focus on electronics, e-mobility applications and materials in the field of customised systems. In the last two years, Michael Hauptmannl has succeeded not only in leading NanoFocus AG through a crisis that threatened its existence, but also in positioning it well for the times ahead.

At the height of the COVID 19 PANDEMIC, it was thanks in particular to the commitment of its main shareholder, Mahr, that NanoFocus AG was able to survive this severe economic crisis. The continued support and belief in the technological capabilities of NanoFocus is an important backbone of the company.

The Supervisory Board would like to express its special thanks to the entire team at NanoFocus AG. The COVID 19 PANDEMIC, the automotive crisis and a cyberattack placed a significant strain on our daily work. Without short-time work, it would not have been possible to overcome the challenges this period threw up. We must never lose sight of the fact that, away from the sober figures and economic problems, what we do always revolves around people. The NanoFocus team has had to deal with considerable restrictions in recent months. Without everyone's commitment and solidarity, we would not be at a point today where there are good reasons to be more positive about the future of NanoFocus.

Sincerely,



Ralf Terheyden

Chairman of the Supervisory Board

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Balance sheet assets

	12/31/2021	Change		12/31/2020
	EUR	%	absolute	EUR
A. Fixed assets	4,125,159			4,515,692
I. Intangible assets				
1. Self-created industrial property rights, similar rights and values	229,483	-39	-149,289	378,772
2. Concessions, industrial property rights and licenses acquired against payment	21,573	-40	-14,558	36,131
3. Goodwill	1	0	0	1
	251,057			414,904
II. Property, plant and equipment				
1. Technical equipment and machinery	291,744	-42	-212,091	503,835
2. Other plant, factory and office equipment	89,202	-14	-14,595	103,797
	380,946			607,632
III. Financial assets				
1. Shares in affiliated companies	3,493,156	0	0	3,493,156
	3,493,156			3,493,156
B. Current assets	5,329,803			5,250,901
I. Inventories				
1. Raw, auxiliary and operational materials and supplies	1,894,609	5	83,242	1,811,367
2. Unfinished products, works-in-progress	721,112	14	88,777	632,335
3. Finished goods and merchandise	537,760	138	311,919	225,841
4. Advance payments for inventories	79,540	n.a.	79,540	0
	3,233,021			2,669,543
II. Receivables and other assets				
1. Trade accounts receivable	630,832	-41	-438,938	1,069,770
2. Receivables from affiliated companies	905,111	-15	-161,909	1,067,020
3. Miscellaneous assets	26,432	-27	-9,729	36,161
	1,562,375			2,172,951
III. Cash and cash equivalents, bank balances and cheques	534,407	31	125,999	408,408
C. Accrued and deferred items	35,663	40	10,259	25,404
Total	9,490,625	-3	-301,373	9,791,998

Balance sheet liabilities

	12/31/2021	Change		12/31/2020
	EUR	%	absolute	EUR
A. Shareholders' equity				
I. Share capital	3,440,956	-53	-3,932,524	7,373,480
II. Capital reserves	10,746,928	0	2	10,746,926
III. Retained earnings	1,165,000	0	0	1,165,000
IV. Net loss	-12,009,112	22	3,380,698	-15,389,810
	3,343,772	-14	-551,824	3,895,596
B. Accruals				
1. Other accruals	235,552	-9	-23,674	259,226
2. Tax accruals	0	0	0	0
	235,552	-9	-23,674	259,226
C. Liabilities				
1. Advances received on contracts	158,000	k.A.	158,000	0
2. Trade accounts payable	746,790	17	107,802	638,988
3. Liabilities to affiliated companies	3,525,917	9	295,061	3,230,856
4. Miscellaneous liabilities	1,470,035	-8	-136,145	1,606,180
– of which from taxes EUR 40,003.00 (previous year: kEUR 60)				
– of which in the context of social security EUR 1,268.69 (previous year: kEUR 2)				
	5,900,742	8	424,717	5,476,025
D. Accrued and deferred items	10,560	-57	-13,760	24,320
E. Deferred tax liabilities	0	-100	-136,831	136,831
Total	9,490,625	-3	-301,373	9,791,998

Profit and loss account

	12/31/2021	Change		12/31/2020
	EUR	%	absolut	EUR
1. Revenues	6,608,090	-11	-833,690	7,441,780
2. Change in inventories of finished goods and work in progress	400,696	k.A.	1,227,215	-826,519
3. Other own work capitalised	0	-100	-365,276	365,276
4. Other operating income	478,161	105	244,531	233,630
- of which from currency translation EUR 3,399.09 (previous year: 1 kEUR)				
5. Cost of materials	2,818,063	29	641,951	2,176,112
Expenses for raw, auxiliary and operational materials and for supplies and purchased goods	2,703,135	38	748,938	1,954,197
b) Expenses for purchased services	114,927	-48	-106,988	221,915
6. Staff costs	3,005,674	20	511,315	2,494,359
a) Wages and salaries	2,480,843	20	407,585	2,073,258
b) Social security contributions and expenses for pensions and other benefits	524,830	25	103,730	421,100
- of which for pensions EUR 40,173.97 (previous year: kEUR 40)				
7. Depreciation	598,174	-2	-14,952	613,126
a) of intangible assets and property, plant and equipment	395,392	-17	-79,952	475,344
b) of current assets to the extent that these exceed the depreciation and amortisation customary in the corporation	202,783	47	65,001	137,782
8. Other operating expenses	2,028,335	-0	-9,491	2,037,826
- of which from currency translation EUR 2,985.39 (previous year: kEUR 1)				
9. Other interest and similar income	27,815	342	21,517	6,298
- of which from affiliated companies EUR 27,813.61 (previous year: kEUR 6)				
10. Depreciation of financial assets	0	0	0	0
11. Interest and similar expenses	338,590	18	52,416	286,174
- of which expenses from affiliated companies EUR 242,378.18 (previous year: kEUR 191)				
12. Expenses from loss transfers	396,871	21	68,553	328,318
- of which from affiliated companies EUR 396,871.43 (previous year: kEUR 328)				
13. Taxes on income and earnings	-136,832	-114	-72,950	-63,882
- of which deferred taxes: EUR -136,831.39 (previous year: kEUR -64)				
14. Earnings after taxes	-1,534,113	-135	-882,545	-651,568
15. Miscellaneous taxes	841	-44	-656	1,497
16. Annual loss	-1,534,954	-135	-881,889	-653,065
17. Income from capital reduction	-15,389,810	-4	-653,064	-14,736,746
18. Balance sheet profit	4,915,654	k.A.	4,915,654	0
19. Allocation to capital reserves	-2	k.A.	-2	0
20. Net loss	-12,009,112	22	3,380,698	-15,389,810

Cash flow statement

According to DRS21 2020	12/31/2021	Change	12/31/2020
	kEUR	absolute	kEUR
Cash and cash equivalents at the beginning of the period	408	-921	1,329
Income for the period	-1,535	-882	-653
Depreciation of tangible fixed assets	395	-80	475
Depreciation of current assets	203	65	138
Increase / decrease in accruals	-24	535	-559
Other non-cash expenses/earnings	-52	-93	41
Profit/loss from the disposal of fixed assets	-57	246	-303
Interest expenses/interest income	311	31	280
Other income from participations	397	69	328
Proceeds from extraordinary items	0	-10	10
Income tax expense/earnings	-137	-73	-64
Cash flow from sales activities	-499	-192	-307
Increase/decrease in inventories, trade receivables and other assets	35	1,334	-1,299
Increase/decrease in trade payables and other liabilities	111	280	-169
Cash flow from current operating activities	-353	1,422	-1,775
Payments for investments in intangible fixed assets	0	29	-29
Proceeds from the disposal of property, plant and equipment	65	-313	378
Payments for investments in property, plant and equipment	-52	-21	-31
Payments for investments in financial assets	-199	51	-250
Payment on loss compensation	-89	150	-239
Interest received	28	28	0
Dividends received	90	-110	200
Cash flow from investment activities	-157	-186	29
Proceeds from capital contributions	983	983	0
Proceeds from the issue of bonds and the raising of (financial) loans	0	-1,000	1,000
Repayment of bonds and (financial) loans	-16	-16	0
Interest paid	-331	-156	-175
Cash flow from financing activities	636	-189	825
Cash changes in cash and cash equivalents	126	1,047	-921
Cash and cash equivalents at the end of the period	534	126	408
– of which cash and cash equivalents	534	126	408
– of which current account liabilities	0	0	0



Financial calendar 2022

06/30	Publication of the 2021 Annual Report	nanofocus.de/investor-relations/finanzberichte
08/17	Annual General Meeting	Oberhausen/Germany
October	Publication of the 2022 semi-annual Report	nanofocus.de/investor-relations/finanzberichte

Contact/legal notice

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info@nanofocus.de | nanofocus.de

Company headquarters: Oberhausen | Registry court: Duisburg HRB 13864
Chairman of the Supervisory Board: Ralf Terheyden
Management board: Michael Hauptmannl (CEO)

Concept/text: Michael Schneiberg, schneiberg.de | Concept/design: Oliver Nicolay, nicolaygrafik.de
Photography: Mike Henning, AdobeStock, Fotolia | Text/editing: NanoFocus AG

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The contact details of our globally
represented sales partners can be found
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NanoFocus AG

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