

**Corporate
Governance Statement
2022**

Corporate Governance Statement pursuant to Sections 289f and 315d of the German Commercial Code (HGB) of Medios AG, Berlin (unaudited* part of the Group management report)

In accordance with Principle 22 of the German Corporate Governance Code (DCGK), Medios AG views the annual Corporate Governance Statement pursuant to Section 289f Para. 1 Sent. 2 and Section 315d HGB as the primary instrument of corporate governance reporting. The statement is therefore condensed with the Corporate Governance Report and submitted for Medios AG and the Medios Group. The Executive Board and Supervisory Board submit the Corporate Governance Statement together and are each responsible for the sections of the report that apply to them. The full Corporate Governance Statement is also available on the Company's website at <https://medios.ag/en/investor-relations/corporate-governance>. Pursuant to Section 317 Para. 2 Sentence 6 HGB, the auditor's review of the statements pursuant to Section 289f Paragraphs 2 and 5 and Section 315d HGB is limited to determining whether such statements have been provided.

Compliance Statement

Pursuant to Section 161 of the German Stock Corporation Act (AktG), the Executive and Supervisory Boards of Medios AG ("the company") declare the following:

I. DCGK 2019

"Since the previous declaration of compliance, issued in March 2022, Medios AG has complied with all recommendations of the Government Commission on the German Corporate Governance Code in the version dated December 16, 2019 ("DCGK 2019") – as published in the official section of the German Federal Gazette by the Federal Ministry of Justice and Consumer Protection on March 20, 2020 – with the following exceptions:

Recommendation B.5 of the Code: An age limit shall be specified for members of the Executive Board and disclosed in the Corporate Governance Statement.

The Executive and Supervisory Boards take the view that a general age limit for Members of the Executive and Supervisory Boards does not represent an objective criterion in terms of searching for/excluding members of these bodies. Instead, the selection criteria are the necessary expertise/skills and specialist experience. A more detailed explanation and a disclosure in the Corporate Governance Statement may therefore be dispensed with.

Recommendation C.1 of the Code: The Supervisory Board shall determine specific objectives regarding its composition, and shall prepare a profile of skills and ex-

pertise for the entire Board while taking the principle of diversity into account. Proposals by the Supervisory Board to the General Meeting shall take these objectives into account, while simultaneously aiming at fulfilling the overall profile of required skills and expertise of the Supervisory Board. The implementation status shall be published in the Corporate Governance Statement. This statement shall also provide information about what the shareholder representatives on the Supervisory Board regard as the appropriate number of independent Supervisory Board members representing shareholders, and the names of these members.

Recommendation C.2 of the Code: An age limit shall be specified for members of the Supervisory Board and disclosed in the Corporate Governance Statement.

In order to properly perform its statutory duties, the Supervisory Board will continue to be guided chiefly by the expertise, skills and, experience of potential candidates in respect of its nominations for election. In particular, the company is of the opinion that reaching an age limit will not allow conclusions to be drawn on the expertise of a Member of the Supervisory Board. Nevertheless, the Supervisory Board pays due attention to diversity. However, the Supervisory Board regards the prior setting of a target quota of women on the Supervisory Board that goes beyond the statutory quota pursuant to Section 111, Paragraph 5 AktG in the form of specific targets or quotas as neither necessary nor appropriate, as this would reduce the overall selection of suitable candidates for a Supervisory Board comprising just four members. As a consequence, the Corporate Governance Statement does not include a report on the setting of any such targets. Currently, women account for 25% of the Supervisory Board.

II. DCGK 2022

Furthermore, Medios AG has complied with – and will continue to comply with – all recommendations of the Government Commission on the German Corporate Governance Code in the version of the German Corporate Governance Code that came into effect on June 27, 2022 ("DCGK 2022") with its publication by the Federal Ministry of Justice and Communication in the official section of the German Federal Gazette, with the following exceptions, which are stated and explained below:

Recommendation A.5 of the Code: The key features of the entire internal control system and the risk management system shall be described in the Management

* The sections marked with the word „unaudited“ were not reviewed by the auditor.

Report and a comment provided on the appropriateness and effectiveness of these systems.

Medios AG complies with the statutory requirements with regard to reporting on the internal control system and the risk management system. The Medios Group has grown strongly inorganically in recent years. In addition to ensuring sustainable growth, the further integration of the acquisitions made has in particular placed heavy demands on the Company's personnel capacities. For this reason, the Management Report 2022 does not contain any disclosures of the GCGC 2022 in this regard that go beyond the statutory requirements.

Recommendation B.5 of the Code: An age limit shall be specified for members of the Management Board and disclosed in the Corporate Governance Statement.

The Executive and Supervisory Boards take the view that a general age limit for Members of the Executive and Supervisory Boards does not represent an objective criterion in terms of searching for/excluding members of these bodies. Instead, the selection criteria are the necessary expertise/skills and specialist experience. A more detailed explanation and a disclosure in the Corporate Governance Statement may therefore be dispensed with.

Recommendation C.1 of the Code: The Supervisory Board shall determine specific objectives regarding its composition, and shall prepare a profile of skills and expertise for the entire Board while taking the principle of diversity into account. The Supervisory Board's skills and expertise profile shall also comprise expertise regarding sustainability issues relevant to the enterprise proposals by the Supervisory Board to the Annual General Meeting shall take these objectives into account, while simultaneously aiming at fulfilling the overall profile of required skills and expertise of the Supervisory Board. The implementation status shall be disclosed in the form of a qualification matrix in the Corporate Governance Statement. This statement shall also provide information about what the shareholder representatives on the Supervisory Board regard as the appropriate number of independent Supervisory Board members representing shareholders, and the names of these members.

Recommendation C.2 of the Code: An age limit shall be specified for members of the Supervisory Board and disclosed in the Corporate Governance Statement.

In order to properly perform its statutory duties, the Supervisory Board will continue to be guided chiefly by the expertise, skills and, experience of potential candidates in respect of its nominations for election. The Supervisory Board has published a general competence profile as well as a qualification matrix in the corporate governance statement. Beyond that, the company is of the opinion that reaching an age limit will not allow conclusions to be drawn on the expertise of a Member of the Supervisory Board. While the

Supervisory Board pays attention to diversity, the Board does not consider it necessary or appropriate to set specific targets or quotas in advance that go beyond the statutory requirement to set a target quota for women on the Supervisory Board pursuant to Section 111 (5) of the German Stock Corporation Act (AktG), as this would impose a blanket restriction on the selection of suitable candidates with a Supervisory Board consisting of only four members. As a consequence, the Corporate Governance Statement does not include a report on the setting of any such targets. Currently, women account for 25% of the Supervisory Board in line with the statutory quota pursuant to Section 111, Paragraph 5 AktG quota (§ 111 (5) AktG).

Berlin, March 24, 2023

Medios AG

Executive and Supervisory Boards"

Additional information on corporate governance

Corporate governance practices

Medios AG management and control bodies subscribe to the principles of good and responsible corporate governance. Firmly anchored in the Group-wide management and monitoring structures, the compliance program is part of Medios' management culture.

Collaborative intelligence (guiding principle)

Our business management and operations are based on a whole host of laws and regulations. Compliance with legal, social, and environmental regulations and standards is a matter of course. To ensure this throughout the company, Medios employees regularly undergo training on all important compliance issues. In addition to compliance with the aforementioned regulations and standards, entrepreneurship at the Medios Group is also shaped by values that go far beyond them, including commitment, trust, speed, and tolerance. Medios is transparent and reliable, and Medios employees treat each other and third parties fairly.

Code of Conduct and UN Global Compact

The ethos of Medios AG is firmly embedded within compliance in the form of a Code of Conduct. From the Executive and Supervisory Boards to the management and employees, the entire Group is subject to this Code of Conduct. Furthermore, it also sets out requirements for suppliers. After all, Medios business partners are expected to observe applicable laws, regulations, industry guidelines, and contractual terms, respect human rights, and maintain high sustainability standards. On the basis of this belief, the Medios Group is also committed to the corporate responsibility initiative of the UN Global Compact and its principles in the areas of human rights, labor, the environment, and the fight against corruption.

Compliance and risk management

Responsible management of business risks is one of the principles of good corporate governance. The Executive Board regularly informs the Supervisory Board of existing risks and their development. The company maintains appropriate risk management and control. More information on risk management at Medios AG is available in the Annual Report (management report) under the items "Risk, Opportunity and Forecast Report" and "Risk Reporting on the Use of Financial Instruments."

The annual financial statement and management report are prepared by the Executive Board, reviewed by the auditor, and adopted by the Supervisory Board. In the upstream process, an integrated approach to risk management, based on the two lines of defense, is pursued.

- **Level 1** – Risks initially occur in the operating units. Various forms of support (e.g., work instructions and internal guidelines) and controls are in place to prevent risks from materializing here. Compliance officers are also appointed at all Group levels. The Medios compliance management system pursues the methodical approach of "Prevent – Detect – Respond." Compliance risk assessments are regularly conducted in the units to identify compliance risks and continuously improve the Group-wide compliance management system.
- **Level 2** – Risk monitoring is carried out within the corresponding departments in which risks may be detected. All employees undergo training to ensure that every circumstance relevant to accounting is fully and correctly documented and passed on. The accounts and associated documents must also fully and accurately reflect all business transactions, just as the balance sheet items must correspond to the generally accepted accounting principles and thus be correct. Risk management is currently supplemented by internal audit.

Corporate governance, compliance management, and risk management all work closely together. Nonetheless, compliance and risk management represent separate units from a formal and HR perspective. The entire compliance program is continuously assessed to identify any areas requiring adjustment in line with current legal and social developments, and is optimized and further developed accordingly. Any violations of applicable laws or internal guidelines are appropriately sanctioned. If necessary, the corresponding corrective and preventive measures are taken to avoid similar incidents in the future.

Training

Training is part of the Medios compliance program. New compliance software makes it possible to provide employees with relevant guidelines (anti-corruption, anti-discrimination, conflicts of interest, antitrust law, etc.) in a professional manner and combine them with training.

Whistleblowing system

To ensure compliance with laws and ethical standards, both Medios' employees and external persons have the opportunity to share any concerns they may have about unlawful behavior of any kind at the company or behavior that violates internationally recognized conventions via a whistleblower system that complies with EU law. In 2022, a digital whistleblower platform was rolled out that fully complies with the terms of the German Whistleblower Protection Act. Members of the Executive Board and Supervisory Board are also obliged to disclose any conflicts of interest to the Supervisory Board without delay. Significant transactions between the company and Members of the Executive Board or

related parties require the approval of the Supervisory Board. Consultant agreements and other service or work agreements between the company and Members of the Supervisory Board also require the approval of the Supervisory Board. The Supervisory Board reports to the Annual General Meeting (AGM) on any conflicts of interest and how they are being addressed. In the reporting year, there were no conflicts of interest for Members of the Executive Board or Supervisory Board.

Ban on insider trading

Medios AG is subject to a system for compliance with the ban on insider trading ("Article 14 of the Market Abuse Regulation [MAR]"). All employees are informed of the rules governing compliance with laws on insider trading and the rules on avoiding conflicts of interest. Furthermore, there is a communication and ad hoc committee that examines the ad hoc and insider relevance of information, thereby ensuring legal compliance. In addition to this highly specialized MAR team, there is also a general compliance management system at all levels, which is described above along with the whistleblowing system.

Transparency

Through its Investor Relations work, Medios informs capital market participants and the general public about the company's economic situation, business developments, finances and earnings, and new information on a quarterly basis in accordance with legal provisions. Medios also publishes notifications pursuant to the German Securities Trading Act (WpHG) and the Market Abuse Regulation (MAR), analyst presentations, press releases, and the annual financial calendar on the Investor Relations website. The annual financial report and separate financial statement pursuant to HGB, the half-year financial report, and quarterly statements are published within the prescribed periods and publicly announced in advance. Notifications regarding Medios AG voting rights are also reported in the 2022 Annual Report in the Corporate Governance chapter. Medios AG maintains insider lists in accordance with Article 18 MAR. The persons concerned are informed of their legal obligations and sanctions. Information for shareholders that goes beyond statutory publication obligations can be found on the Company's website (www.medios.ag).

Multiple-eyes principle

Medios promotes a strong sense of personal responsibility among its employees and relies on the principle of multiple eyes. When it comes to high-risk decisions, employees need to assess whether it's appropriate to involve other employees. This mix of competencies minimizes the risk of mistakes and potential abuse. For many constellations, internal guidelines also call for decisions of considerable legal, economic, or actual significance to be made by at least two people.

Sustainability

Medios AG and its subsidiaries assume corporate social responsibility, which applies to work safety, employee satisfaction, energy efficiency, and minimum standards in the supply chain. Responsibility toward all stakeholders is the cornerstone of Medios AG's corporate philosophy. The purpose of the company itself is to promote the well-being of people by means of high-quality, widespread pharmaceutical care. In its operations, the company uses energy and resources such as water and natural raw materials as sparingly as possible. Whenever and wherever there is the potential to do so, resource-saving procedures are optimized. The voluntary sustainability report, which is included with the 2022 Annual Report as part of the "2022 nonfinancial consolidated statement" pursuant to the CSR Directive Implementation Act (CSR-RUG), contains further information on the topic of sustainability. In this statement, Medios reports on sustainability-related issues. The company also aims to generate sustainable economic value by integrating good corporate governance, social responsibility, and a commitment to protecting the environment into the core business activities of the Medios Group.

Corporate governance

Medios AG regularly verifies compliance with the recommendations and suggestions of the German Corporate Governance Code. Consistent compliance with legal, social, and environmental laws and standards as well as ethical principles also forms the foundation of the Medios Group's corporate culture. Internal business ethics guide decision-making processes and all actions at every level of the company. This includes treating customers, suppliers, and employees with respect, actively avoiding conflicts of interest, preventing and actively sanctioning corruption, handling information and personal data with care, exercising discretion when it comes to company and business information, rejecting all forms of discrimination, and promoting eco-friendly operations.

Executive and Supervisory Boards

The German dual management system serves as a foundation for how our company's Executive Board and Supervisory Board operate. The Executive Board manages the company under its own responsibility, with the Members of the Executive Board sharing responsibility for company management; the Chairman of the Executive Board coordinates the work of the Members of the Executive Board. The Supervisory Board appoints, monitors, and advises the Executive Board – and is directly involved when decisions of fundamental significance for the company need to be taken. The Chairman of the Supervisory Board coordinates the work of the Supervisory Board. Another (third) company body is the AGM consisting of shareholders (i.e., the company owners).

Shareholders and annual general meeting

Shareholders exercise their rights at the Company's AGM, which usually takes place in the first eight months of the financial year. If required for the welfare of the Company, extra meetings can be convened. The Chairman of the Supervisory Board or another Member of the Supervisory Board usually chairs the AGM. The AGM decides on all activities assigned by law. Every share represents one vote in the annual general meeting.

All of the documents essential for exercising shareholder rights as well as resolution subjects and documentation are made available to the shareholders in good time and are easily accessible on the Company's website. A proxy representative is appointed for shareholders for the AGM and can be commissioned by shareholders to exercise the voting right, subject to instruction. The presentation on the report of the Chairman of the Executive Board to the AGM is published online at the same time. After the AGM, the list of attendees and the voting results of individual items on the agenda are published on Medios' website.

Supervisory Board

The Supervisory Board consists of four Members elected by the AGM. The Chairman of the Supervisory Board is elected by the Members. In addition to appointing Members of the Executive Board, the Supervisory Board also supervises the Executive Board and offers advice on company management. Significant decisions made by the Executive Board require the approval of the Supervisory Board. The Supervisory Board convenes on a regular basis and reports on the scope of its work in a report to the AGM. Other key duties of the Supervisory Board include:

- Reviewing and approving the annual and consolidated financial statements, including the (consolidated) management report
- Reviewing the proposal for the appropriation of net profit
- Submitting proposed resolutions on all items of the agenda (AGM)
- Reviewing the nonfinancial consolidated statement (the "CSR-RUG statement").

All of the Members of the Supervisory Board are familiar with the sector in which the company operates. All four members possess expertise in the field of accounting; Dr. Nestler, Dr. Samson, and Mr. Buß possess expertise in the area of auditing. Dr. Nestler is also the Chair of the Audit Committee. Dr. Samson possesses specialist expertise in relation to sustainability matters; he is the ESG Officer of the Supervisory Board and therefore also a Member of the Sustainability Committee.

Committees

The Supervisory Board has formed two committees without the power to pass resolutions (the Audit Committee and the Compensation and Nomination Committee). The members of the Audit Committee are Dr. Anke Nestler and Mr. Klaus J. Buß; Chair of the Audit Committee is Dr. Nestler. The members of the Compensation and Nomination Committee are Dr. Yann Samson and Joachim Messner; the Chairman of the Committee is Dr. Samson.

- The **Audit Committee** focuses on auditing the company accounts and monitoring the accounting process, the effectiveness of the internal control system, the risk management system, the internal audit system, the audit of the annual financial statements, and compliance.
- The **Compensation and Nomination Committee** nominates suitable candidates to the Supervisory Board to be put forward at the AGM for election to the Supervisory Board. It also submits to the Supervisory Board proposals on the setting of compensation for individual Executive Board Members, on the compensation system (including the provisions of Section 87, Paragraph 2 AktG), and on the regular review thereof so that these proposals can be put to the vote. The Compensation and Nomination Committee also prepares personnel decisions taken by the Supervisory Board; in particular, it submits proposals on the appointment of Executive Board Members and the termination of their tenures.

The Supervisory Board does not form resolution-issuing committees due to the company's size. The two committees may only issue recommendations.

Executive Board

The Executive Board manages the company under its own responsibility. As of December 31, 2022, the Executive Board comprised four Members. The Executive Board regularly informs the Supervisory Board of all relevant matters related to company development, planning, financing, strategy, and the business situation in good time. Further information on the composition of Members and distribution of activities of the bodies can be found in the notes to the 2022 annual report under number 38.

Working practices/collaboration between the Executive Board and Supervisory Board

At Medios AG, the Executive Board and Supervisory Board work closely together for the welfare of the company. With the support of the Supervisory Board, the Executive Board also coordinates the company's strategic focus and, at regular intervals, determines the status of strategy implementation. For more specifically defined transactions of great significance, the Supervisory Board has the right of veto in the Executive Board's rules of procedure. Even between Supervisory Board meetings, the Chairman of the Supervisory Board maintains regular contact with the Executive Board and, in particular, the Chairman of the Executive Board, and discusses with him issues related to strategy, planning, business development, the risk situation, risk management, and company compliance. The Chairman of the Executive Board immediately informs the Chairman of the Supervisory Board of key events that are important for assessing the situation and developments and managing the company.

Impartiality, diversity concept, and age and term limits for the Supervisory Board

The aim of the Supervisory Board is to have at least two Members who are impartial. Based on the Supervisory Board's assessment, all of its current Members are impartial in accordance with the German Corporate Governance Code (DCGK). Further specific targets for the composition of the Supervisory Board have not yet been defined. However, there is a general expertise profile, as the Supervisory Board is of the opinion that its statutory duties can only be properly performed if election proposals are based primarily on the knowledge, skills, and experience of potential candidates. However, the Supervisory Board has set the quota of women at 25%, which currently equates to one woman. The company is also of the opinion that reaching a term or age limit will not allow conclusions to be drawn on the expertise of a Member of the Supervisory Board. The length of time each Member of the Supervisory Board has served is published on the company's website at <https://medios.ag/en/investor-relations/corporate-governance>.

Supervisory Board expertise profile

The expertise profile of the Medios AG Supervisory Board requires that all Members of the Supervisory Board are familiar with the sector in which the company operates and that the following knowledge, skills, and specialized experience be represented by at least one Member of the Supervisory Board, so that it covers all the necessary areas of expertise as a full board:

- Industry, management, and board expertise
- HR expertise
- Regulatory expertise
- Accounting expertise.
- Expertise on sustainability matters

The status of the implementation of the competence profile is disclosed below together with further qualifications in the form of a qualification matrix.

Qualification matrix Supervisory Board Medios AG

	Dr. Yann Samson	Joachim Messner	Dr. Anke Nestler	Klaus J. Buß
Duration of affiliation				
Member since	Termination AGM* 2015	Termination AGM* 2016	Termination AGM* 2021	Termination AGM* 2016
Personal suitability				
Independence ¹	#	#	#	#
No overboarding ¹	#	#	#	#
Diversity				
Date of birth	1973	1961	1969	1962
Gender	male	male	female	male
International experience				
Nationality	German	German	German	German
Europe	#	#	#	#
America	#		#	
Professional suitability				
Leadership experience	#	#	#	#
Technology	#			#
Sustainability	#		#	
Purchasing / Sales	#	#		#
Production / R & D				#
Finance			#	#
Financial expert ²	#		#	#
Risk Management	#		o	
Law / Compliance	o	#	o	#
Personal	#	#	o	#
Business field / Sector familiarity	#	#	o	o

¹ within the meaning of the German Corporate Governance Code ("Deutscher Corporate Governance Kodex"; "DCGK")

² within the meaning of Section 100 (5) AktG and Recommendation D.3 DCGK

Core competence; o Secondary competence; * AGM Annual General Meeting

Note The classification of competencies is based on a self-assessment and is derived, among other things, from existing qualifications, the knowledge and experience acquired in the course of work as a member of the Supervisory Board, or the training measures regularly attended by all members of the Supervisory Board. In this context, competence is defined as the ability to understand the relevant issues at least well and to make informed decisions.

Self-assessment of the Supervisory Board

At the end of 2022, the Supervisory Board decided to carry out the self-assessment pursuant to the DCGK transparency recommendations every two years. The next self-assessment is scheduled for the first half of 2023 and will take the form of one-to-one interviews conducted by an external consultant. The last self-assessment, carried out in 2021, came to the conclusion that sessions are organized and held efficiently and that information flows seamlessly between the Executive and Supervisory Boards.

Diversity concept for the composition of the Executive Board and long-term succession planning

At its meeting on June 27, 2017, the Supervisory Board appointed Ms. Mi-Young Miehler to the Executive Board and as Chief Operating Officer (COO). A decision was made at the same meeting that at least one woman must be represented on the Executive Board in the future. This target has been consistently met ever since.

The Supervisory Board strives for continuity in the Executive Board and, as part of its HR and succession planning, maintains close contact with the Executive Board. In respect of new appointments in Executive Board matters, the long-standing practice is to keep a list of internal solutions and update this list on an ongoing basis, with external candidates considered additionally. The Executive Board is responsible for succession planning for executives below Executive Board level. Close cooperation is maintained on HR matters, including emergency, medium-term, and long-term scenarios. A requirements profile has been developed for internal and external candidates, with a focus on different criteria:

- Personal suitability
- Integrity
- Impressive management qualities
- Special qualifications for the department in question
- Past achievements
- Knowledge of the company.

Remuneration

Remuneration of the Members of the Executive Board and Supervisory Board is set out in the remuneration report available at <https://medios.ag/en/investor-relations/corporate-governance>, as well as in the 2022 Annual Report under "Remuneration Report" in the Corporate Governance chapter.

Diversity concept below the Executive Board and Supervisory Board

The Medios AG diversity concept is based on two key factors. The company operates in an industry that is traditionally characterized by a high proportion of women at most levels. Women therefore enjoy above-average representation at Medios AG, too, compared with many other industries, meaning that Medios' diversity concept already goes beyond statutory regulations. Moreover, it's worth mentioning that Medios operates in a highly specialized industry and always strives to retain the best employees at all levels over the long term. For this reason, the Supervisory Board elects Members of the Executive Board solely on the basis of their qualifications, education, and professional experience – disregarding gender, nationality, and age. The Executive Board fills the two lower management levels based on those same principles. Members of the Medios AG Supervisory Board were also elected solely on the basis of their qualifications, impartiality, education, and professional experience – disregarding gender, nationality, and age.

The focus of the diversity concept is therefore the proportion of women on the Executive Board and in the two lower management levels, as well as education and professional experience. At Medios AG, the criterion of "professional experience" includes special knowledge of the markets that are important to Medios. The Supervisory Board will consider other diversity criteria if it deems them to be appropriate and expedient. In the 2022 financial year, the Supervisory Board met the aforementioned criteria with the exception of the quota of women for the supervisory body. More information on the proportion of women can be found in the next section.

Target women's quotas for both management levels below the Executive Board

On August 28, 2017, the Executive Board made the decision that the proportion of women at both management levels below the Executive Board should not fall below 30% in the future. This target has also been met consistently since then.

Berlin, March 24, 2023

On behalf of the Executive Board: Matthias Gärtner
Chairman of the Executive Board

On behalf of the Supervisory Board: Dr. Yann Samson
Chairman of the Supervisory Board

Explanatory report pursuant to sections 289a and 315a of the German Commercial Code (HGB)

Composition of Subscribed Capital

As of December 31, 2022, the subscribed capital stood at €23,805,723.00, divided into 23,805,723 no-par-value bearer shares with a nominal value of €1.00 per share. The shares are fully paid in. All shares carry the same rights and obligations. In particular, shareholders' rights and obligations are based on the provisions of the German Stock Corporation Act (AktG), especially Sections 12, 53a et seq., 118 et seq., and 186 AktG.

Restrictions relating to voting rights or the transfer of shares

Every share represents one vote at the annual general meeting and determines the share of the company's profits attributable to the shareholders. This does not apply to treasury shares held by the company, which do not entitle the company to any rights. In the circumstances governed by Section 136 AktG, the voting rights arising from the shares concerned are excluded by law. 924,233 new shares arising from an equity offering for contributions in kind entered into the commercial register on January 18, 2022, are subject to a lock-up period of either 12 months (50%) or 24 months (50%), but are already included in full in trading on the stock exchange. The Executive Board of Medios AG is not aware of any other restrictions relating to voting rights or the transfer of shares.

Direct and indirect equity holdings exceeding 10% of voting rights

Mandatory disclosures (direct and indirect equity holdings > 10%)

Pursuant to Section 33 (1) of the German Securities Trading Act (WpHG), Martin Hesse informed Medios AG on January 19, 2022 (notification published on January 19, 2022), that his share of voting rights in Medios AG totaled 19.71% (4,693,000 voting rights) on January 18, 2022. This notification also applied in respect of BMSH GmbH. Of these voting rights, 19.66% (4,180,000 voting rights) is attributable to him pursuant to Section 34 WpHG. Names of shareholders with 3% or more of voting rights from which voting rights are attributed to the party obliged to notify pursuant to Section 34 Paragraph 1 WpHG: BMSH GmbH.

Pursuant to Section 33 (1) of the German Securities Trading Act (WpHG), Manfred Schneider informed Medios AG on January 18, 2022 (notification published on January 19, 2022), by means of a voluntary notification due to the reaching of a threshold by a subsidiary, that his share of voting rights in Medios AG totaled 18.02% (4,288,734 voting rights) on January 18, 2022. This notification also applied in respect of Tangaroa GmbH & Co. KG and Tangaroa Management GmbH. Of these voting rights, 18.02% (4,288,734 voting

rights) is attributable to him pursuant to Section 34 WpHG. Names of shareholders with 3% or more of voting rights from which voting rights are attributed to the party obliged to notify pursuant to Section 34 WpHG: Tangaroa GmbH & Co. KG, Tangaroa Management GmbH.

As of the balance sheet date, Medios AG was not notified of, nor was aware of, any other direct or indirect equity holdings exceeding 10% of voting rights or any changes to the holdings stated above.

Further disclosures (direct and indirect equity holdings of 3% to 10%)

Pursuant to Section 33, Paragraph 1 of the German Securities Trading Act (WpHG), Allianz Global Investors GmbH informed Medios AG on July 16, 2020 (notification published on July 17, 2020), that its share of voting rights in Medios AG stood at 5.20% (836,736 voting rights) on July 15, 2020.

Pursuant to Section 33, Paragraph 1 of the German Securities Trading Act (WpHG), SEB Investment Management AB informed Medios AG on December 7, 2021 (notification published on December 8, 2021), that its share of voting rights in Medios AG stood at 4.74% (1,056,848 voting rights) on December 6, 2021.

Pursuant to Section 33 (1) of the German Securities Trading Act (WpHG), Marcel Jo Maschmeyer informed Medios AG on July 1, 2021 (notification published on July 2, 2021), that his share of voting rights in Medios AG stood at 3.20% (647,700 voting rights) on June 30, 2021. Of these voting rights, 3.14% (635,700 voting rights) is attributable to him pursuant to Section 34 WpHG. Names of shareholders with 3% or more of voting rights from which voting rights are attributed to the party obliged to notify pursuant to Sect. 34 (1) WpHG: Paladin Asset Management Investmentaktiengesellschaft mit Teilgesellschaftsvermögen.

Equity holdings notified after the balance sheet date

No further equity holdings were reported after the balance sheet date.

Holders of shares with special rights that confer powers of control

There are still no shares with special rights that confer powers of control.

Nature of voting rights control when employees have an equity holding and do not exercise their rights of control directly

There are no employees with an equity holding who do not exercise their rights of control directly. Where Medios AG

issues shares as part of an employee share option program or in the form of share-based employee remuneration, the shares are transferred to the employees directly. Just like other shareholders, the employees to whom shares are credited can exercise their control rights arising from the employee shares in accordance with the law and the provisions of the Articles of Association.

Appointment and recall of executive board members, amendments to the articles of association

The applicable legal requirements and provisions of the Articles of Association for the appointment and recall of Members of the Executive Board are Sections 84 and 85 AktG and Section 6 of the Articles of Association. Sections 133 and 179 AktG and Section 19 of the Articles of Association are authoritative in respect of amendments to the Articles of Association.

Powers of the executive board to issue or repurchase shares

Powers of the executive board to issue shares

Authorized capital 2021 – Pursuant to Section 4 Paragraph 3 of the Articles of Association, the Executive Board is authorized, with the consent of the Supervisory Board, to increase the share capital of the company by up to €7,181,763.00 by June 9, 2026, by issuing up to 7,181,763 new bearer shares without nominal value (no-par-value shares) with a pro rata amount of the share capital of €1.00 per share, in exchange for cash or noncash contributions (Authorized Capital 2021). In the following instances, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription right: Equity offerings in exchange for contributions in kind; settlement of fractional amounts; Section 186, Paragraph 3, Sentence 4 AktG; insofar as necessary to grant holders of mandatory convertible bonds, convertible participation rights or option rights a subscription right equivalent to that to which they would be entitled as shareholders following the exercise of their conversion/option right; to grant shares to Members of the Executive Board, corporate governance bodies or employees of the company and/or affiliated companies as part of employee share option programs; to fulfill a greenshoe option.

Conditional capital/share option program 2018 – pursuant to Section 4, Paragraph 5 of the Articles of Association, the share capital of the company is conditionally increased by €300,000.00 by the issuing of up to 300,000 no-par-value bearer shares (Conditional Capital 2018). The conditional capital increase serves solely to fulfill subscription rights that are granted on the basis of the authorization of the annual general meeting of July 13, 2018, in accordance with agenda item 7. The conditional capital increase will only be carried out insofar as the holders of subscription rights issued as part of the Share Option Program 2018 exercise their right to subscribe to shares in the company and insofar as the company does not supply treasury shares to fulfill the options. The new shares shall be entitled to dividends from the

start of the financial year for which no resolution on the appropriation of profit has been passed at the time of their issue.

Thus far, Conditional Capital 2018 has not been utilized. As of the end of the 2022 financial year, a total of 276,750 options can still be exercised from the 2018 Stock Option Program, which was issued in the 2018 and 2019 financial years.

Conditional Capital/authorization to issue convertible and option bonds and to exclude the 2019 subscription right – pursuant to Section 4, Paragraph 6 of the Articles of Association, the share capital of the company is conditionally increased by €5,825,607.00 by the issuing of up to 5,825,607 no-par-value bearer shares (Conditional Capital 2019). The conditional capital increase will only be carried out by issuing up to 5,825,607 no-par-value bearer shares with a dividend entitlement from the start of the financial year of their issue insofar as the holders/creditors of convertible bonds or warrant options from option bonds issued by Medios AG or a Group company by July 9, 2024, on the basis of the authorization of the Executive Board of the annual general meeting of July 10, 2019, exercise their conversion/option right, satisfy their conversion/option obligation, or shares are tendered and insofar as the rights/obligations are not served in any other way. The new shares shall be issued at conversion/option prices to be determined at the bond/option conditions pursuant to the provisions of the aforementioned authorization resolution. The Executive Board is authorized, with the consent of the Supervisory Board, to set further details of the capital increase and its execution.

Thus far, Conditional Capital 2019 has not been utilized. At the end of the financial year 2022, no options had been exercised under the Stock Option Plan 2019.

Conditional capital/share option program 2020 (amended in 2022) – pursuant to Section 4 (8) of the Articles of Association, the share capital of the Company is conditionally increased by €477,500.00 by issuing up to 477,500 no-par value bearer shares (Conditional Capital 2020/I). The conditional capital increase serves exclusively to fulfill subscription rights granted on the basis of the authorization of the Annual General Meeting on October 26, 2020 in accordance with agenda item 8, amended by resolution of the Annual General Meeting of June 21, 2022 pursuant to agenda item 13. The conditional capital increase will only be implemented to the extent that the holders of subscription rights issued under the "Stock Option Plan 2020" exercise their right to subscribe for shares in the Company and the Company does not deliver treasury shares to fulfill the options. The new shares shall participate in profits from the beginning of the financial year for which no resolution on the appropriation of profits exists at the time of their issue. The Supervisory Board is authorized to amend the wording of § 4 of the Articles of Association in each case to reflect the issue of subscription shares. The same applies if and to the extent that the stock options can no longer be serviced.

The Conditional Capital 2020 has not been utilized to date. At the end of the financial year 2022, no options had been exercised under the Stock Option Plan 2020.

Conditional Capital/Share Option Program 2022 – pursuant to Section 4 (9) of the Articles of Association, the share capital of the company is conditionally increased by €1,600,000.00 by the issuing of up to 1,600,000 no-par-value bearer shares (Conditional Capital 2022/II). The conditional capital increase serves solely to fulfill subscription rights that are granted on the basis of the authorization of the annual general meeting of June 21, 2022, in accordance with agenda item 13. The conditional capital increase will only be carried out insofar as the holders of subscription rights issued as part of the Share Option Program 2022 exercise their right to subscribe to shares in the company and insofar as the company does not supply treasury shares to fulfill the options. The new shares shall be entitled to dividends from the start of the financial year for which no resolution on the appropriation of profit has been passed at the time of their issue. The Supervisory Board is authorized to amend Section 4 of the Articles of Association accordingly to reflect the issue of new shares. This also applies if and insofar as the share options can no longer be served.

Thus far, Conditional Capital 2022 has not been utilized. As of the end of the 2022 financial year, no options have been exercised as part of the Stock Option Program 2022.

Powers of the executive board to recall shares

The company may only recall treasury shares with the prior authorization of the annual general meeting or in the few cases expressly stipulated in the German Stock Corporation Act (AktG).

Ordinary annual general meeting 2018 – On July 13, 2018, the annual general meeting authorized the Executive Board to purchase treasury shares in the amount of up to 10% of the share capital at the time the resolution becomes effective or – if the following value is lower – at the time of utilization of the authorization. Together with any other treasury shares acquired by the company, which are held by the company or attributable to it pursuant to Section 71a et seq. AktG, the acquired shares may not exceed 10% of the company's share capital at any time. The acquisition authorization applies until July 12, 2023. At the discretion of the Executive Board, the shares may be acquired via the stock exchange, by means of a public purchase offer aimed at all shareholders, by means of a public offer to treat aimed at the shareholders of the company, or by means of the issue of tender rights to shareholders.

The Executive Board was further authorized to sell treasury shares acquired on the basis of this or a prior authorization, either via the stock exchange or through an offer to all shareholders. In the event of an offer to all shareholders, the subscription right is excluded for any fractional amounts. The Executive Board was further authorized to use treasury shares acquired on the basis of this or a prior authorization

for all legally permissible purposes. For example, these include: sale in exchange for noncash contributions, in particular as (partial) consideration in the context of business combinations or to acquire companies, interests in companies or parts thereof, or to acquire other assets (with the shareholders' subscription right excluded in each case); issuance to employees, selected employees in leadership and/or key positions at the company, and to Members of the Executive Board (with the shareholders' subscription right excluded in each case); sale in a form other than via the stock exchange or an offer to the shareholders if, in exchange for cash payment, the shares are sold at a price that is not significantly below the stock market price of the company's shares (insofar as the shareholders' subscription right is excluded); withdrawal of shares. Where the subscription right is excluded, the use of shares is subject to percentage restrictions. The authorization may be exercised once or multiple times, whether in whole or in part, and individually or collectively as well as by independent companies or companies with a majority holding in the company and on their account or on the account of third parties acting on the account of the company.

Thus far, the Executive Board has not made use of this authorization.

The details of the authorizations, in particular the limits of the option to exclude subscription rights and the conditions for crediting shares, are based on the authorization resolution concerned and Section 4 of the Articles of Association.

Material agreements of the company subject to the condition of a change of control following a takeover offer

No material agreements of the company subject to the condition of a change of control following a takeover offer were entered into.

Compensation agreements of the company concluded with executive board members or other employees for the event of a takeover offer

Compensation agreements of the company with Executive Board Members or other employees for the event of a takeover offer

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