

**Corporate
Governance
Statement**

Corporate Governance Statement pursuant to Sections 289f and 315d of the German Commercial Code (HGB) of Medios AG, Hamburg (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. It is therefore condensed with the Corporate Governance Report and sub-mitted for Medios AG and the 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 Sent. 6 HGB, the auditor's review of the statements pursuant to Section 289f Para. 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:

"Since the previous Compliance Statement, issued in March 2021, 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 expertise 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

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

women on the Supervisory Board that goes beyond the statutory quota pursuant to Section 111 (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.

Berlin, March 25, 2022

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 our management culture.

Partnership intelligence (guiding principle)

Our business management and operations are based on a whole host of laws and regulations. For us, compliance with legal, social, and environmental regulations and standards is a matter of course. To ensure this throughout the company, our 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 employees treat each other and third parties fairly, transparently, and reliably.

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, we expect our business partners 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, inspired by 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.

Corporate governance, compliance management, and risk management all work closely together. 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. A new e-learning concept was developed in 2021. This will be rolled out in 2022, starting with the modules "Compliance in General," "Code of Conduct," and "Gifts and Invitations."

Whistleblowing system

To ensure compliance with laws and ethical standards, both our 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.

Avoiding conflicts of interest

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 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. An Insider Compliance Officer has also been appointed.

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 midyear financial report, and quarterly reports are published within the prescribed periods and publicly announced in advance. Notifications regarding Medios AG voting rights are also reported in the 2021 Annual Report. 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).

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.

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 is 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 2021 Annual Report as part of the "2021 Nonfinancial Consolidated Statement," contains further information on the topic of sustainability.

The company also voluntarily prepares a "nonfinancial consolidated statement" within the meaning of the German Commercial Code (HGB) in order to comply with the German Corporate Social Responsibility (CSR) Guideline Implementation Act. In this statement, Medios reports on sustainability-related issues. The company also aims to generate sustainable shareholder value by integrating good corporate governance, social responsibility, and a commitment to protecting the environment into the core business activities of the Medios Group.

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 annual general meeting consisting of shareholders (i.e., company owners).

Shareholders and annual general meeting

Shareholders exercise their rights at the company's annual general meeting, 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 annual general meeting. The annual general meeting decides on all activities assigned by law. Every share represents one voice 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 our website. A proxy representative is appointed for shareholders for the annual general meeting 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 annual general meeting is published online at the same time. After the annual general meeting, the list of attendees and the voting results of individual items on the agenda are published on our website.

Supervisory Board

The Supervisory Board consists of four Members who are elected by the annual general meeting; at the annual general meeting on June 10, 2021, Dr. Anke Nestler was elected as an additional Member of the Supervisory Board. 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 annual general meeting. 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 (annual general meeting)
- Reviewing the “nonfinancial consolidated statement” (the CSR 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. Samson, Mr. Buß, and Dr. Nestler also possess expertise in the area of auditing. Dr. Nestler is also the Chair of the Audit Committee.

Committees

The Supervisory Board has formed two so-called non-resolutions committees (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 annual general meeting 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 Sect. 87 Para. 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. The company's Executive Board comprised four Members as of December 31, 2021, with Mr. Falk Neukirch appointed as CFO during the reporting period. The Executive Board regularly and comprehensively 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 2021 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 re-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). Concrete targets for the composition of the Supervisory Board have not yet been defined. However, there is an 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. Nonetheless, the Supervisory Board will pay closer attention to diversity in the future. The company is therefore 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 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.

Self-assessment of the Supervisory Board

In the second half of 2021, the Supervisory Board carried out a so-called self-assessment pursuant to the transparency recommendations of the German Corporate Governance Code (CCGK). The self-assessment, carried out by an external consultant, came to the conclusion that sessions are organized and held efficiently and that information flows seamlessly between the Executive and Supervisory Boards. In a questionnaire and one-on-one interviews, all Members of the Supervisory Board described collaboration with each other and with the Executive Board as professional, constructive, and based on a high degree of trust and openness. The conclusion was also reached that there is no need for fundamental change. Thus far, the Supervisory Board has largely participated in training and professional development individually and based on circumstances (changes to the law, onboarding, etc.). During the self-assessment itself, additional regular training and development programs were introduced; analysis of the self-assessment has identified that certain internal processes, such as “long-term review of own decisions,” should be further standardized.

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 2021 Annual Report "Remuneration Report" in the Corporate Governance chapter.

Additional information pursuant to Section 289f Para. 2 HGB

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 our diversity concept already goes beyond statutory regulations. Moreover, it is worth mentioning that Medios operates in a highly specialized industry and 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 2021 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 25, 2022

signed on behalf of the Executive Board:

Matthias Gaertner

Chairman of the Executive Board

signed on behalf of the Supervisory Board:

Dr. Yann Samson

Chairman of the Supervisory Board

www.medios.ag

