

Corporate Governance Statement pursuant to Sections 315d and 289f of the German Commercial Code (HGB) of Medios AG, Hamburg

In accordance with Principle 22 of the German Corporate Governance Code (DCGK), Medios AG views the annual Corporate Governance Statement pursuant to Sec. 289f para. 1 sent. 2 and Sec. 315d HGB as the primary instrument of corporate governance reporting. It is therefore condensed with the Corporate Governance Report and submitted 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 online at <https://medios.ag/en/investor-relations/corporate-governance/reports-and-statements>. Pursuant to Sec. 317 para. 2 sent. 6 HGB, the auditor's review of the statements pursuant to Sec. 289f para. 2 and 5 and Sec. 315d HGB is limited to determining whether such statements have been provided.

Compliance Statement

Pursuant to Sec. 161 para. 1 of the German Stock Corporation Act (AktG), the Executive Board and Supervisory Board of Medios AG submitted the following statement in March 2021, which was published on the company website at <https://medios.ag/en/investor-relations/corporate-governance/reports-and-statements>:

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

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

The Executive Board and Supervisory Board do not believe that a general age limit for members of the Executive Board and Supervisory Board is an appropriate criterion for selecting or excluding members of these bodies. Instead, selection should be based on whether the respective individual possesses the necessary knowledge, skills, and professional experience. Any further explanation and disclosure in the Corporate Governance Statement is therefore unnecessary.

Recommendation C.1 of the Code: The Supervisory Board should determine specific objectives regarding its composition, and should 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 Annual General Meeting should 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 should be published in the Corporate Governance Statement. This statement should 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 should be specified for members of the Supervisory Board and disclosed in the Corporate Governance Statement.

In order to ensure that its statutory duties are duly performed, the Supervisory Board will continue to be guided in its future nominations primarily by the knowledge, skills, and experience of the candidates under consideration. In doing so, the Supervisory Board will take the principle of diversity into account. The Supervisory 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 Para. 5 of the German Stock Corporation Act (AktG), however, as this would impose a blanket restriction on the selection of suitable candidates for a Supervisory Board consisting of only three members. Accordingly, the Corporate Governance Statement does not disclose

any objectives in this regard. The company is of the opinion that reaching an age limit does not allow any conclusions to be drawn regarding the expertise of a Supervisory Board member.

Recommendation D.1 of the Code: The Supervisory Board should adopt its own rules of procedure and publish them on the company's website.

The Supervisory Board's rules of procedure will be published on the company's website in the first half of 2021.

Recommendation D.2 of the Code: Depending on the specific circumstances of the enterprise and the number of Supervisory Board members, the Supervisory Board should form committees of members with relevant specialist expertise. The respective committee members and the committee chairs should be disclosed in the Corporate Governance Statement.

Recommendation D.3 of the Code: The Supervisory Board should establish an Audit Committee that – provided no other committee or the plenary meeting of the Supervisory Board has been entrusted with this work – addresses in particular the review of the accounting, the monitoring of the accounting process, the effectiveness of the internal control system, the risk management system, the internal audit system, the audit of the financial statements, and compliance. The accounting particularly comprises the consolidated financial statements and the group management report (including CSR reporting), interim financial information, and the individual financial statement in accordance with the HGB (German Commercial Code).

Recommendation D.4 of the Code: The Chair of the Audit Committee should have specific knowledge and experience in applying accounting principles and internal control procedures, should be familiar with audits, and should be independent. The Chair of the Supervisory Board should not chair the Audit Committee.

Recommendation D.5 of the Code: The Supervisory Board should form a Nomination Committee, composed exclusively of shareholder representatives, which suggests suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting.

Recommendation D.11 of the Code: The Audit Committee should conduct an evaluation of the quality of the audit on a regular basis.

The Supervisory Board consists of three members. As long as the Supervisory Board consists of three individuals, no committees will be formed in which the Chair of the Supervisory Board or another member of the Supervisory Board could hold an additional chair, as the composition of the committees would be the same as the composition of the Supervisory Board. For this reason, membership in committees cannot be taken into account when determining compensation. However, as the company continues to grow, it will regularly review whether it might be expedient to expand the Supervisory Board and/or form committees in the future.

Recommendation D.13 of the Code: The Supervisory Board should assess, at regular intervals, how effective the Supervisory Board as a whole and its committees fulfill their tasks. The Supervisory Board should disclose in the Corporate Governance Statement if (and how) this self-assessment was conducted.

The company is of the opinion that the Supervisory Board's report to the Annual General Meeting is the appropriate place to report on its work; a self-assessment does not lead to new additional information relevant to the capital market. Nevertheless, a concept is currently being developed to comply with the Code's recommendation to conduct a self-assessment.

Recommendations G.1 to G.16 of the Code: These recommendations contain detailed guidelines concerning the compensation of the Executive Board, but according to the explanatory memorandum to the German Corporate Governance Code as amended on December 16, 2019 (p. 13), they do not have to be taken into account in current Executive Board contracts.

In light of this fact, the Supervisory Board will not make a final decision on compliance with these recommendations in future Executive Board contracts until new contracts have been negotiated.

Recommendation G.17 of the Code: Compensation for Supervisory Board membership should take appropriate account of the larger time commitment of the Chair and the Deputy Chair of the Supervisory Board as well as of the chair and the members of committees.

The Supervisory Board does not have any committees, so chairmanship and committee membership are not taken into account when determining compensation for Supervisory Board membership.

The company's Declarations of Compliance are published on the Medios AG website at www.medios.ag, where they are permanently available to the public.

Berlin, March 2021

Medios AG

Executive Board and Supervisory Board"

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.

Collaborative 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, our entrepreneurship is also shaped by values that go far beyond them, including commitment, trust, speed, and tolerance. We're transparent and reliable and treat each other and third parties fairly.

Code of Conduct

We've made our self-image part of our compliance in a Code of Conduct. From the Executive and Supervisory Boards to the management and employees, the entire Group is subject to the Medios AG Code of Conduct, which also defines supplier requirements. In addition, we expect our business partners to observe applicable laws, regulations, industry guidelines, and contractual terms, respect human rights, and maintain high sustainability standards.

Compliance

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, we pursue an integrated approach to risk management inspired by the three lines of defense.

- **Level 1** – Risks occur in the operating units. We work with various forms of support (e.g., work instructions and internal guidelines) and controls 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 bundled within the corresponding departments (Legal, Accounting, Controlling, Compliance). 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
- **Level 3** – Group-wide implementation of the compliance program (internal audit) is monitored with special half-yearly compliance reports provided by the compliance officers to the Executive Board and Supervisory Board. The Supervisory Board assesses whether the compliance management fulfills the legal requirements and the recognized compliance standards. Business and finance reviews are also conducted on a regular basis. In addition, management and the compliance organization conduct biannual or annual controls during operations, which are a component of the internal control system

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.

Whistleblowing System

To fulfill our obligation to comply with laws and ethical standards, we maintain a whistleblowing system that provides both our employees and external persons with the opportunity to share with us any concerns they may have about unlawful behavior of any kind at our company or behavior that violates internationally recognized conventions.

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”.

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 have been 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 under number 3 below. A whistleblowing system has also been set up and an insider compliance officer 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. We also publish 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 our 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 2020 annual report, in Chapter IX. of the condensed management report of the Medios Group and Medios AG of December 31, 2020. 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. We operate and make decisions at all company levels on the basis of our internal business ethics, which 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

We promote a strong sense of personal responsibility among our employees and rely on the principle of multiple eyes. When it comes to high-risk decisions, we help our employees to assess whether it's appropriate to involve other employees. This allows us to exploit our different areas of expertise and minimize 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 towards 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 contributing to high-quality, nation-wide pharmaceutical care, which is why we use energy and resources such as water and natural raw materials as sparingly as possible and optimize processes to conserve resources in our operations whenever we identify potential in the operating business. In the 2020 annual report, you will find our voluntary sustainability report with the first "Nonfinancial Group Statement 2020", which includes more detailed information on the topic of sustainability.

How the Executive Board and Supervisory Board Operate

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; the Members of the Executive Board share responsibility for company management; the Chairman of the Executive Board coordinates the work of the Members of the Executive Board. The Supervisory Board monitors and advises the Executive Board, appoints its Members, and is directly involved in all decisions of fundamental significance to the company; the Chairman of the Supervisory Board coordinates the work of the Supervisory Board. Another 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 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 three Members elected by the annual general meeting. The Chairman of the Supervisory Board is elected by the Members. As it only consists of a few Members, the Supervisory Board has not yet formed any committees. 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.

Executive Board

The Executive Board manages the company under its own responsibility. The company's Executive Board consisted of four persons until December 31, 2020, at which time Mr. Schneider stepped down. 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 attachment of the 2020 annual report under number 38.

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). 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 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 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 current financial year, the Supervisory Board is developing a formal concept for self-assessment in accordance with the transparency recommendations of the German Corporate Governance Code (DCGK). In the 2020 financial year, the Supervisory Board anticipated several criteria for such a process and internally determined that meeting organization and implementation are efficient and the flow of information between the Executive Board and Supervisory Board is seamless. All of the Members of the Supervisory Board describe collaboration with each other and with the Executive Board as professional, constructive, and based on a high degree of trust and openness. The new self-assessment process pursuant to the German Corporate Governance Code (DCGK) is not expected to identify any demand for fundamental change.

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. The Executive Board is responsible for succession planning for executives below the Executive Board level. When discussing HR matters, there is also an opportunity to address emergency, medium-term, and long-term scenarios. In the current phase of growth, internal solutions are preferred when it comes to Executive Board matters. However, external candidates are discussed on a regular basis. 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 for the Members of the Executive Board and the Supervisory Board is presented in the remuneration report at <https://medios.ag/en/investor-relations/corporate-governance>

and under IV. Remuneration Report as a component of the management report and is described in the 2020 annual report.

Additional information pursuant to Sec. 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 is active 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's 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 2020 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 2021

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)