



Rules of Procedure for the Supervisory Board of Medios AG

Last updated on May 05, 2021

For the sake of linguistic simplification alone, no distinction between male / female / diverse is made in these Rules of Procedure.

Preamble

Sound corporate governance and a fruitful working relationship are dependent on a culture that promotes frank and honest discussions between the Executive Board and the Supervisory Board, as well as within these bodies. On the basis of this shared conviction, the Supervisory Board hereby adopts these Rules of Procedure as a supplement to the provisions of Medios AG's Articles of Incorporation, while taking most of the requirements of the German Corporate Governance Code as amended on December 16, 2019, into account.

Section 1

General

(Tasks, Requirements, and Responsibilities)

- 1) In performing its duties, the Supervisory Board must collaborate with the company's other corporate bodies in good faith and in the best interests of the company. In this context, the duties and responsibilities of the Supervisory Board are derived from the legal requirements, the company's Articles of Incorporation, and these Rules of Procedure, subject to the stipulations of the German Corporate Governance Code (deviations from the German Corporate Governance Code are explained in the "Jährliches Dokument" (Annual Document)). In order to fulfill its duties, the Supervisory Board may, at its own due discretion, engage auditors, attorneys, and other internal and external advisors and invite them to attend Supervisory Board meetings. The company will bear the resulting expenses.
- 2) The Supervisory Board is responsible for stipulating the duties of the Executive Board with regard to providing information and reporting in the Executive Board's rules of procedure; these will also contain a detailed overview of when and how the Executive Board is required to provide information to the Supervisory Board. The Executive Board requires Supervisory Board approval for all of the business activities conducted by the company and its affiliated companies specified in the Articles of Incorporation; in addition, the Executive Board's rules of procedure also contain a catalog of business activities requiring approval. The Supervisory Board will also specify the overall responsibilities of the Executive Board, how the business segments are to be managed, and other rights and duties of the Executive Board in the Executive Board's rules of procedure.
- 3) In addition, the Supervisory Board is authorized to decide, in individual cases, that other business activities may only be carried out with its approval. The approval of the Supervisory Board required in this respect may also be granted in the form of a general authorization.
- 4) Each member of the Supervisory Board must ensure that he or she can dedicate sufficient time to the performance of his or her duties. The members of the Supervisory Board are personally responsible for ensuring that they take part in the training and continuing education measures required to perform their duties. In this regard, they will receive appropriate support from the company.
- 5) Consulting agreements and other service and work agreements between a member of the Supervisory Board and the company require the approval of the Supervisory Board.

Section 2

Further Requirements to Be Met by the Members of the Supervisory Board

- 1) The Supervisory Board must be composed in such a way that its members, as a whole, possess the knowledge, skills, and professional experience required to properly perform their duties. As a whole, they must be familiar with the sectors in which the group operates. At least one member must possess expertise in the fields of accounting or auditing.
- 2) The Supervisory Board must include an, in its opinion, appropriate number of independent members representing the shareholders.
- 3) When proposing candidates for election to the Supervisory Board, the Supervisory Board must also take into account the skills and expertise the candidate would contribute to the Supervisory Board as a whole. The competency profile of the Supervisory Board of Medios AG stipulates that at least one member of the Supervisory Board has industry expertise, management expertise, board expertise, human resources expertise, regulatory expertise, and accounting expertise.

Section 3

Supervisory Board Chair

- 1) The Chairman of the Supervisory Board coordinates the work of the Supervisory Board, chairs its meetings, and represents the interests of the Supervisory Board externally. His duties and powers will be performed by the Deputy Chairman in the event that he is unable to do so. The Chairman of the Supervisory Board should not be affiliated with the company or the Executive Board.
- 2) Following the Annual General Meeting at which the Supervisory Board members representing the shareholders have been elected, a Supervisory Board meeting will be held without special notice. At this meeting, the Supervisory Board will elect a Chairman and a Deputy Chairman from among its members.
- 3) The term of office of the Chairman and Deputy Chairman of the Supervisory Board corresponds to their term of office as a member of the Supervisory Board, unless a shorter term of office is determined at the time of election. If the Chairman or Deputy Chairman of the Supervisory Board resigns from office before the end of his term, the Supervisory Board shall immediately hold a new election for the remaining term of office of the resigned member.
- 4) The Chairman of the Supervisory Board is authorized to issue the declarations of intent required to implement the resolutions of the Supervisory Board and to accept declarations of intent on behalf of the Supervisory Board. The Chairman of the Supervisory Board represents the Supervisory Board by supplementing the company name with the words "Chairman of the Supervisory Board."
- 5) Communications by the Supervisory Board and other statements to the public on matters concerning the Supervisory Board will be issued by the Chairman of the Supervisory Board, not by other members of the Supervisory Board. The Chairman of the Supervisory Board is responsible for any dialog with the company's investors on issues that fall within the Supervisory Board's scope of duties and responsibilities. The Chairman of the Supervisory Board will discuss the rules governing such dialog with the Executive Board. The Chairman of the Supervisory Board may invite other members of the Supervisory Board and the Executive Board to participate in a dialog. They are required to inform the entire Supervisory Board of these discussions.

Section 4

Supervisory Board Meetings

- 1) Supervisory Board meetings should be held once every calendar quarter and must be held twice every calendar half-year. A meeting must also be convened, observing the notice period specified below, if requested by a member of the Supervisory Board or the Executive Board of the Company, stating the purpose and the reasons. The request must be submitted to the Chairman of the Supervisory Board.
- 2) The Chairman of the Supervisory Board will convene meetings of the Supervisory Board with ten days' notice in writing, verbally, by telephone, by fax, or by means of electronic communication, and will determine the form and venue of the meetings. In urgent cases, the Chairman of the Supervisory Board can shorten the notice period. In justified exceptional cases, meetings may also be held by means of telephone or video conferences by order of the Chairman of the Supervisory Board. The agenda items must be included in the invitation. Motions for resolutions and discussion documents relating to items on the agenda should generally be sent to the members of the Supervisory Board at least five days before the meeting.
- 3) The meetings of the Supervisory Board are chaired by the Chairman of the Supervisory Board. If the Chairman of the Supervisory Board and his Deputies are unable to attend, the meeting will be chaired by a member appointed by the members of the Supervisory Board who are present. The Chairman will determine the order in which the agenda items will be discussed as well as the manner and order of voting.
- 4) The Supervisory Board Report must include the number of meetings attended by the respective members of the Supervisory Board.

Section 5

Supervisory Board Resolutions

- 1) The Supervisory Board will generally adopt resolutions during its meetings. Telephone and video conferences are also considered meetings. The Supervisory Board is deemed to have a quorum if all of its members participate in the adopting of resolutions. If Supervisory Board members are prevented from attending meetings, they may have another member of the Supervisory Board submit a written vote on their behalf. Votes submitted by fax or electronic means will also be deemed to have been cast in writing. Submission of a written vote will be deemed to constitute participation in the adoption of the resolution. Insofar as the quorum of the Supervisory Board is concerned, a member will be deemed to have participated in the adoption of a resolution even if he or she abstains from voting.
- 2) At the request of the Chairman of the Supervisory Board, resolutions may also be adopted outside of a meeting (i.e., in writing, by fax, telegram, or telephone) if no member objects to this procedure within a reasonable period of time, to be determined by the Chairman of the Supervisory Board. At the initiative of the Chairman of the Supervisory Board, a resolution adopted at a meeting may be combined with a resolution adopted outside a meeting (referred to as a mixed resolution).
- 3) Unless otherwise required by law, Supervisory Board resolutions are adopted by a simple majority of the votes cast. An abstention is not regarded as a vote cast. In the event of a tie, the Chairman of the Supervisory Board will have the casting vote. If the Chairman of the Supervisory Board does not participate in the vote or if the Chairman has abstained from voting, his Deputy will have a casting vote.
- 4) Resolutions on agenda items that were not announced at least two days prior to the meeting may only be adopted if no member objects to the vote. In such a case, absent members must be given the opportunity to object to the resolution within a reasonable period of time to be determined by the Chairman of the Supervisory Board. The resolution is only considered valid if no absent member has objected within the specified period.

Section 6

Time Periods

(Invitations and Resolutions)

In calculating the time periods specified above in Sections 4 and 5, the day on which the invitation is sent and the day of the meeting are not included in both cases.

Section 7

Participation of the Executive Board in Supervisory Board Meetings

The members of the Executive Board will participate in the meetings of the Supervisory Board unless otherwise determined by the Chairman of the Supervisory Board. The Supervisory Board should meet regularly without the Executive Board.

Section 8

Minutes

- 1) Minutes of every meeting of the Supervisory Board must be taken that include the location and date of the meeting, the participants, the items on the agenda, the main points discussed, and the resolutions adopted by the Supervisory Board. The minutes must be signed by the member of the Supervisory Board that chaired the meeting and sent to all members of the Supervisory Board by email. The minutes will be deemed to have been approved if no member of the Supervisory Board objects to the minutes. Such objections must be submitted within two days of receiving the email. If a member of the Supervisory Board objects to the minutes, a resolution on the approval of the minutes will be adopted at the next meeting of the Supervisory Board.
- 2) Resolutions not adopted at meetings will be recorded in writing by the Chairman of the Supervisory Board in the minutes. Section 8(1) above will apply accordingly.

Section 9

Supervisory Board Compensation

In accordance with Section 13 of the Company's Articles of Incorporation, the Annual General Meeting is responsible for determining the level of compensation paid to members of the Supervisory Board.

Section 10

Confidentiality

- 1) The members of the Supervisory Board are obligated – even after leaving office – to treat all privileged information and secrets relating to the company, in particular trade and business secrets, that become known to them as a result of their activities on the Supervisory Board as strictly confidential. If a member of the Supervisory Board intends to disclose information to third parties and said member cannot conclusively determine that such information is not confidential or does not relate to company secrets, he or she is obligated to inform the Chairman of the Supervisory Board in advance and to give him the opportunity to comment on the confidentiality of the information. The member is then obligated to proceed only in accordance with the Chairman's instructions. The following items, in particular, are considered to be confidential information: confidential reports and confidential discussions by the Supervisory Board, minutes of meetings, and company secrets, namely trade and business secrets, as well as insider information of which they have become aware through their activities on the Supervisory Board. The Supervisory Board members are particularly
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responsible for ensuring that they comply with the insider trading rules set out in the European Market Abuse Regulation and its implementing acts.

- 2) Unauthorized disclosure of confidential information – even in electronic form – is deemed a breach of confidentiality obligations. The duty of confidentiality applies to the disclosure of confidential information to anyone other than the other members of the Supervisory Board; the statutory requirements regarding the lawfulness of disclosing insider information must be observed at all times. Insofar as necessary for the Supervisory Board to conduct its activities, a Supervisory Board member may only provide confidential information to employees or consultants who are either subject to a legal or professional duty of confidentiality or who have previously signed a confidentiality agreement, compliance with which must be monitored by the Supervisory Board member.
- 3) The duty of confidentiality will begin upon taking office and will continue to apply after leaving office until the company's interest in the confidentiality of the information ceases to exist.

Section 11

Conflicts of Interest

- 1) Each member of the Supervisory Board is obligated to act in the company's best interests. When making their decisions, they may neither pursue personal interests nor exploit business opportunities available to the company for their own benefit.
- 2) Each member of the Supervisory Board must immediately disclose to the Chairman of the Supervisory Board any conflicts of interest, in particular those that may arise as a result of consulting to or serving on the boards of customers, suppliers, lenders, or other third parties. The method of disclosing such conflicts of interest must be agreed upon with the Chairman of the Supervisory Board. In its report to the Annual General Meeting, the Supervisory Board will provide information on any conflicts of interest that have arisen and how they have been handled.
- 3) Material and not merely temporary conflicts of interest resulting from personal circumstances on the part of a Supervisory Board member should lead to said member leaving office, for example by way of resignation. A Supervisory Board member whose professional activities change significantly compared to the time of their election is required to hold a discussion with the Chairman of the Supervisory Board regarding the possibility of said member leaving office.

Section 12

End of Term of Office as a Supervisory Board Member

- 1) Any member of the Supervisory Board may resign from office at any time by giving two weeks' written notice to the Executive Board. Members may resign from office with immediate effect for cause.
- 2) After leaving office, the Supervisory Board member must return to the company or destroy the company documents, including copies and duplicates, provided to them in connection with their activities as a member of the Supervisory Board.

Medios AG

The Chairman of the Supervisory Board