

***Non-binding convenience translation***

**Wording of the declaration pursuant to section 161 AktG**

**Declaration by the Executive Board and Supervisory Board of Medios AG pursuant to  
section 161 AktG**

The Executive Board and Supervisory Board of Medios AG (the "Company") are obliged under section 161 AktG to declare annually that the recommendations of the "Government Commission's German Corporate Governance Code" (the "Code") published by the German Federal Ministry of Justice in the official section of the German Federal Gazette have been and are being complied with or which recommendations have not been or are not being implemented and why they have not been implemented. Declarations of compliance have been made permanently accessible to the public on Medios AG's website at [www.medios.ag](http://www.medios.ag). The previous Declaration of Compliance was submitted in December 2018.

The Executive Board and Supervisory Board of Medios AG declare pursuant to section 161 AktG: Since the submission of the last Declaration of Compliance, the recommendations of the "Government Commission's German Corporate Governance Code" in the version dated 7 February 2017 published in the German Federal Gazette on 24 April 2017 have been and are being complied with. Insofar as recommendations have not been or are not being implemented in individual cases, the deviations are explained below.

**Pursuant to point 3.8(3) of the Codex, an excess for the Supervisory Board must be agreed in the D&O insurance.**

D&O insurance for the Supervisory Board was concluded without an excess. The company believes that the motivation and responsibility with which members of the Supervisory Board undertake their duties would not be improved as a result of an excess. D&O insurance helps to

hedge material own risks of the company and, secondarily, protect the assets of board members. For this reason, no excess for members of the Supervisory Board is planned at present.

**Pursuant to Point 5.1.2 of the Codex, the Supervisory Board should provide for long-term succession planning in collaboration with the Executive Board. An age limit should also be established for members of the Executive Board and Supervisory Board pursuant to Point 5.4.1 of the Codex.**

There is not currently any age limit for members of the Executive Board and Supervisory Board and long-term succession planning for the Executive Board due to the age of the members of the Executive Board and Supervisory Board in office.

**Pursuant to Point 5.3.1 of the Code, the Supervisory Board should form committees; within this context, an audit committee should be formed pursuant to Point 5.3.2 of the Code and a nominations committee should be formed pursuant to Point 5.3.3 of the Code. Pursuant to Point 5.4.6, remuneration of members of the Supervisory Board should be determined by resolution at the Annual Shareholders' Meeting or in the Articles of Association. The Chairman and Deputy Chairman on the Supervisory Board and the Chairman and members of committees must be considered:**

The Supervisory Board consists of three members. If the Supervisory Board consists of three persons, no committees shall be formed in which the Chairman of the Supervisory Board or another member of the Supervisory Board may hold another chair, as appointment to committees would be the same as the appointment to the Supervisory Board. For this reason, membership of committees cannot be considered for remuneration.

**Pursuant to Point 5.4.1 of the Codex, for its composition, the Supervisory Board should consider the company's international activity, potential conflicts of interest, the number of independent members of the Supervisory Board pursuant to Point 5.4.2, an age limit to be set for members of the Supervisory Board and regulatory limits to be set for terms of appointment to the Supervisory Board, in addition to diversity, in consideration of the company's specific situation. Supervisory Board suggestions for the responsible election committees should consider these objectives.**

Specific targets for the composition of the Supervisory Board have not yet been defined. For this reason, appropriate targets were also not considered in the suggestions for the most recent election of the Supervisory Board on 14 September 2016. When electing the Supervisory Board, on

14 September 2016 ideal candidates with the necessary expertise, experience and network were suggested and elected. The newly composed Supervisory Board shall now address regulations and targets regarding the composition of the Supervisory Board and define appropriate guidelines for the future.

**Pursuant to Point 7.1.2 of the Codex, the consolidated financial statements must be made publicly accessible within 90 days of the end of the financial year and interim reports must be made publicly available within 45 days of the end of the reporting period.**

The annual financial report shall be made publicly accessible within the statutory period of four months after the end of the financial year and the half-yearly financial report shall be made publicly accessible within 90 days of the end of the reporting period. This periodic deviation is justified due to the size of the company.

**Berlin, December 2019**

**Medios AG**

**Management Board and Supervisory Board**