

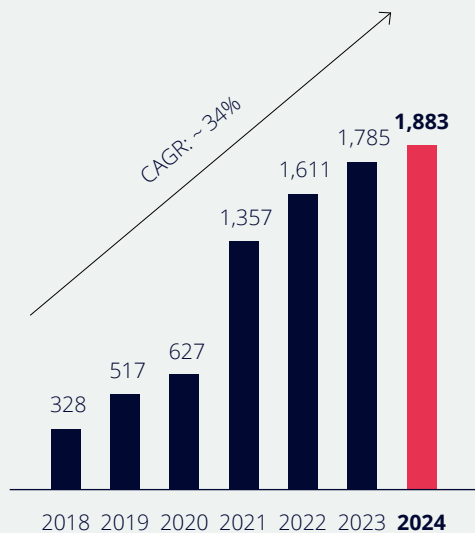
Annual Report

2024



Highlights 2024

Group Revenue 2018 – 2024
in € million



Revenue (+5.5 percent)

~ 1.9 € billion

EBITDA pre (+30.6 percent)

79.0 € million

EBITDA pre margin (+0.8 percentage points)

4.2%

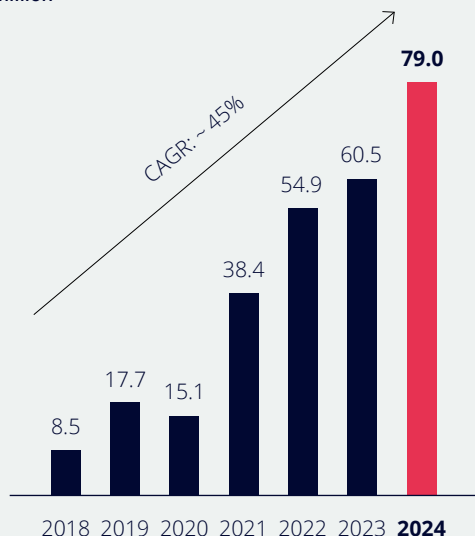
Partner pharmacies 2024 in Germany
(+17.5 percent)

~ 940

Preparations in Germany

~ 400,000

Group EBITDA pre 2018 – 2024
in € million



Key financials (IFRS)

		2024	2023	Δ in %
Revenue	€ thousand	1,883,038	1,784,703	5.5
Pharmaceutical Supply	€ thousand	1,579,989	1,558,148	1.4
Patient-Specific Therapies	€ thousand	213,642	225,964	-5.5
International	€ thousand	88,787		n/a
Services	€ thousand	620	591	4.9
EBITDA	€ thousand	62,953	52,411	20.1
Margin (in % of Revenue)	%	3.3	2.9	13.8
EBITDA without extraordinary expenses¹	€ thousand	78,995	60,514	30.5
Margin (in % of Revenue)	%	4.2	3.4	23.5
Pharmaceutical Supply	€ thousand	50,013	46,669	7.2
Patient-Specific-Therapies	€ thousand	23,268	21,826	6.6
International	€ thousand	16,292		n/a
Services	€ thousand	-10,451	-7,982	30.9
EBIT	€ thousand	31,665	31,371	0.9
Margin (in % of Revenue)	%	1.7	1.8	-5.6
Comprehensive income after tax	€ thousand	12,548	18,810	-33.3
Earnings per share				
Undiluted	€	0.51	0.79	-35.8
Diluted	€	0.51	0.79	-35.8
Cash flow from operating activities	€ thousand	73,663	16,406	349.0
Investments (CAPEX)	€ thousand	6,308	1,262	399.8
Free Cashflow (before M&A) ²	€ thousand	67,355	15,144	344.8
Cash flow from investment activities	€ thousand	-222,277	-16,567	1241.7
Employees as of December 31	Number	1,003	515	94.8
Employees³ (average)	Number	843	512	64.6
		12/31/2024	12/31/2023	
Balance sheet total	€ thousand	934,357	594,753	57.1
Equity (as of December 31)	€ thousand	510,192	468,807	8.8
Equity ratio (as of December 31)	%	54.6	78.8	-30.7
		2024	2023	Δ in %
1 Extraordinary expenses	€ thousand	16,042	8,103	
Expenses from stock options	€ thousand	1,675	1,953	-14.2
Other M&A expenses	€ thousand	5,528	970	> 100.0
Performance-related payments for the acquisition of compounding volumes	€ thousand	6,171	5,180	19.1
ERP implementation costs	€ thousand	2,668	0	n/a

² Calculated from cash flow from operating activities less investments (CAPEX).

³ Employees excluding Executive Board, managing directors and trainees.

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Notes and forward-looking statements

The financial report contains forward-looking statements that are based on the current assumptions and assessments of the management of Medios AG. Forward-looking statements are characterized by the use of words such as “expect”, “intend”, “plan”, “anticipate”, “assume”, “believe”, “estimate” and similar formulations. These statements are not to be understood as guarantees that these expectations will prove to be correct. Future developments and the results achieved by Medios AG are dependent on a number of risks and uncertainties and may therefore differ materially from the forward-looking statements. Various of these factors are beyond the control of Medios AG and cannot be accurately predicted, such as the future economic environment and the behavior of competitors and other market participants. Medios does not plan to update the forward-looking statements, nor does it assume any separate obligation to do so.

Due to rounding, numbers presented throughout the financial report may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures to which they relate.

This financial report has been translated from German; in the event of discrepancies, the German version of the document takes precedence over the English translation.

For technical reasons, there may be differences between the accounting records or documents contained in the financial report and those published in accordance with legal requirements.

The financial report contains supplementary financial indicators – not precisely defined in the relevant accounting framework – which are or may be so-called alternative performance indicators. For the assessment of the net assets, financial position and results of operations of Medios AG, these supplementary financial indicators should not be used in isolation or as an alternative to the financial indicators presented in the consolidated financial statements and determined in accordance with relevant accounting frameworks. Other companies that present or report alternative performance measures with a similar designation may calculate them differently.

The Company



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MISSION

We create a global platform to bring the most innovative pharmacotherapies to where they are needed.

VISION

To make the most innovative therapies available to everyone.

Building the leading European Specialty Pharma platform

Medios Group is a leading provider of Specialty Pharma Solutions in Europe. With facilities in Germany, the Netherlands, Belgium and Spain, the company provides central partners in the supply chain with innovative solutions and intelligent services. Medios focuses on advanced individualized medicine to provide the most innovative therapies for everyone, in collaboration with pharmacies, specialist practices and pharmaceutical companies.

The range of indications of the Medios Group includes the most important areas of application such as oncology, neurology, gastroenterology and autoimmune diseases. Other areas of focus are the indications haemophilia, HIV and ophthalmology.

Our strategic goal is to build the leading European Specialty Pharma platform. The successful acquisition of Ceban Pharmaceuticals B.V. ("Ceban"; "Ceban Group"), which operates in three countries, was an important milestone in this regard.

ACQUISITION OF THE DUTCH MARKET LEADER CEBAN

Ceban has been part of the Medios AG group of consolidated companies since June 1, 2024. Ceban is the market leader in pharmaceutical compounding in the Netherlands, holds the second strongest market position in Belgium and is one of the top five suppliers in Spain. The company supplies around 3,300 pharmacies and more than 200 hospitals and has its

Ceban at a Glance



¹ API: Active Pharmaceutical Ingredient.

own pharmacy chain with 24 pharmacies in the Netherlands. Ceban covers the entire value chain – from the procurement of APIs (active pharmaceutical ingredients) to the sterile and non-sterile compounding of drugs, the supply of public and hospital pharmacies, and a homecare service that includes patient care at home. Ceban has long-standing relationships with players throughout the entire value chain, which puts it in a good position to benefit from the rapidly growing demand for pharmaceutical compounding services among clinics, pharmacies and hospitals.

For Medios, the acquisition of Ceban was an important first step in building the leading European Specialty Pharma platform. In addition to cross-selling opportunities and synergies, particularly in purchasing, Ceban's portfolio

enables strategic diversification while opening up attractive growth markets.

With the acquisition of Ceban, we have further strengthened our leading position in the field of Specialty Pharma Compounding in Europe: we operate a total of ten GMP-compliant production facilities, including eight GMP laboratories for individual preparations in Germany and the Netherlands, as well as two facilities for repackaging active ingredients in Antwerp (Belgium) and Barcelona (Spain). In addition, our network includes 24 of our own pharmacies under the Medsen brand in the Netherlands, around 4,200 partner pharmacies (940 of which are in Germany) and more than 200 hospital pharmacies throughout Europe.

European compounding platform

GMP (compliant)
production sites

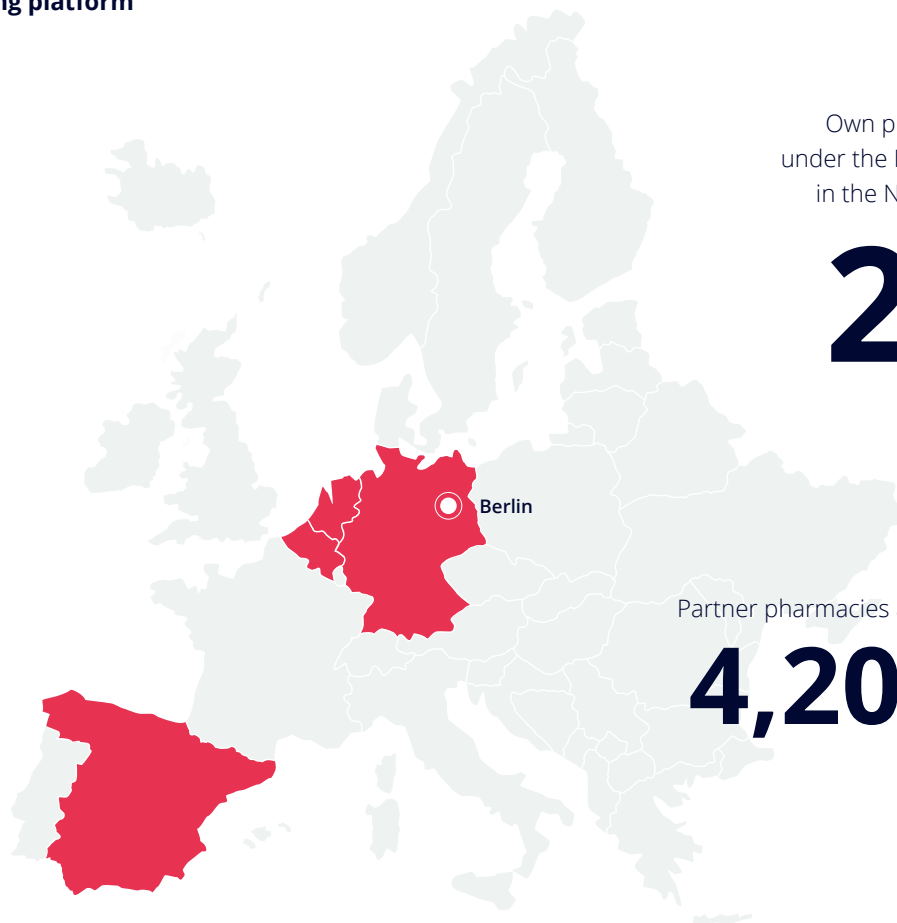
10

Own pharmacies
under the Medsen brand
in the Netherlands

24

Partner pharmacies around

4,200



DIVERSIFIED PORTFOLIO

With the acquisition of Ceban, Medios has established a new operating segment. Since June 1, 2024, Medios' business model has comprised the following three operating segments:

Patient-Specific Therapies: This area includes the compounding of medications on behalf of pharmacies in Germany. Patient-specific therapies include, for example, infusions that are put together and produced on the basis of individual clinical pictures and parameters such as body weight and body surface area. The batch size for each recipe compounded is therefore always exactly one.

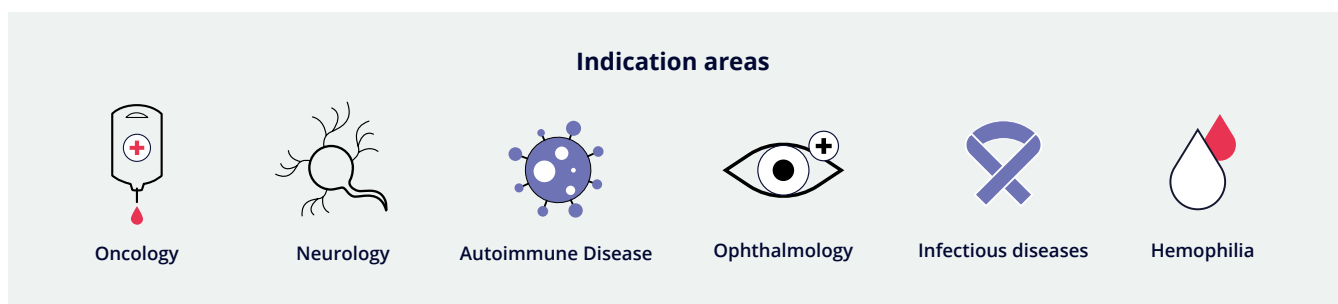
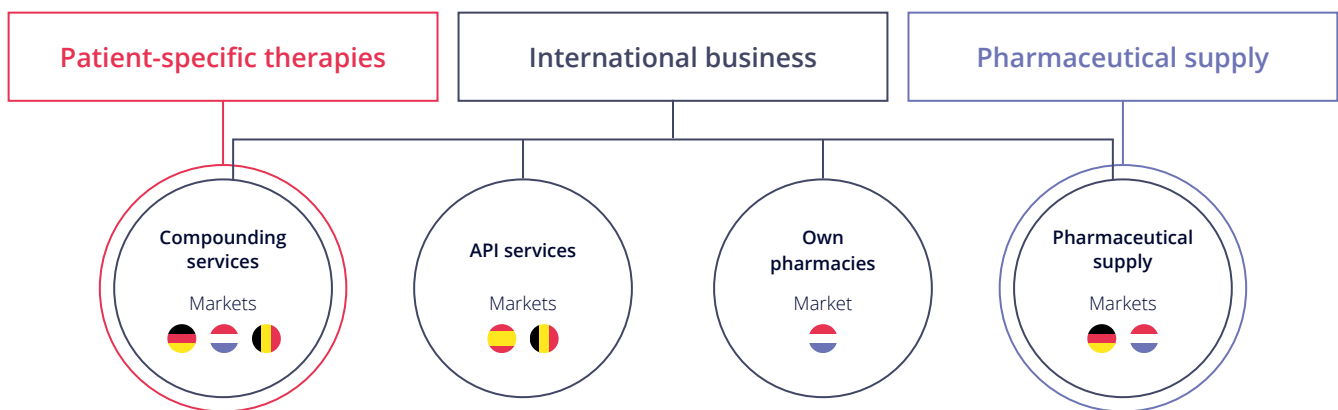
International Business: This segment encompasses Ceban's business and thus all activities in an international environment. These range from the procurement of APIs, the sterile and non-sterile compounding of drugs and the supply of public hospital pharmacies to operating the company's own pharmacies and homecare services to provide care for patients at home.

Pharmaceutical Supply: Medios is the largest Specialty Pharma supplier in Germany, serving its own production facilities, pharmacies and hospitals. With an optimized logistics and supply network, we ensure fast and reliable pharmaceutical supply. In emergencies, a 24-hour on-call service is available for haemophilia patients.

With these operational activities, Medios covers important elements of the pharmaceutical value chain.

In addition to the three operational business units, Medios operates the internal **Services** business unit. Among other things, it comprises the central functions of the Medios Group and is responsible for developing software and infrastructure solutions for the Medios Group and its partners. This includes, among other things, the digital platform mediosconnect, which connects doctors, health insurance companies and specialized partner pharmacies and serves as an ordering and billing portal.

Diversified activities along the Specialty Pharma value chain



MEGATRENDS DRIVE GROWTH FOR SPECIALTY PHARMA

Worldwide, millions of people suffer from rare and/or chronic diseases, such as cancer, HIV or hepatitis. Many of the newly developed therapies for such diseases, which are becoming increasingly effective and often have fewer side effects, are individualized. In addition, a number of treatment methods have evolved over the years into so-called personalized therapies. These include, in particular, complex and innovative therapeutics based on RNA, gene and cell therapies. The global market volume for such therapeutics is expected to increase to around €30 billion by 2026, which corresponds to an annual growth rate of around 23%.

Due to the constant increase in life expectancy, the number of complex diseases continues to rise. This also increases the

Megatrends Specialty Pharma

► Ageing population

Rising prevalence of chronic disease

► Individualization

New patient-tailored therapies

► Focus on quality and efficiency

Increasing rate of outsourcing to GMP facilities

demand for therapies that are individually tailored to patients. However, treatment with individualized and, above all, personalized medicine is usually complex, lengthy and cost-intensive and requires a great deal of expertise. This poses major challenges for healthcare. Medios has specialized in meeting precisely these challenges in healthcare. Medios' goal is to ensure the best comprehensive care for patients by working together with and exchanging ideas with various market participants, thus contributing to a sustainable and transparent pharmaceutical supply.

GROWTH STRATEGY

The adjusted growth strategy first presented in November 2022 is based on three pillars. In addition to strengthening its core business in Germany, the company intends to further expand pharmaceutical compounding into other European countries. Furthermore, Medios wants to further diversify its business model by expanding the Advanced Therapies segment.

Medios intends to continue its successful growth course. Having already established a very strong position in Germany, the acquisition of Ceban in the Patient-specific Therapies segment has given us a leading market position in the compounding of pharmaceuticals in Europe as well. We are also planning to offer new products and services in the area of personalized medicine, thereby further diversifying our business model. The preparations for this are already in progress.

By implementing its growth strategy, Medios intends not only to tap into potential for revenue and margin growth, but also to further strengthen its market position in Germany and Europe, while at the same time diversifying its customer groups and becoming less dependent on German healthcare regulation. Based on our market leadership in Germany and the resulting expertise in the area of Specialty Pharma, we are well positioned for further growth.

Pillars of the Growth Strategy

Building the leading
Specialty Pharma platform in Europe



**Further
expanding** our
Specialty
Pharma network
in Germany



**Expanding in
Europe**



Diversifying
the business
model by entering
the market for
**personalized
medicine**

1. Strengthening the core business in Germany

Medios is the market leader in Specialty Pharma in its home market Germany and has a nationwide network of specialized partner pharmacies and GMP laboratories for the production of individualized therapies.

In order to strengthen its core business in Germany, Medios has implemented numerous growth measures in recent years. For example, we have significantly expanded our compounding capacities through various acquisitions and the opening of a new GMP laboratory in Berlin in November 2022, enabling us to produce up to 600,000 preparations per year, depending on the indication.

With our Germany-wide network of specialized partner pharmacies and our own compounding laboratories, we have a competitive advantage and a strong basis for further expanding our market position in Germany. Accordingly, further laboratories could be set up or acquired to optimize our geographical coverage throughout Germany, e.g. in the southeast (Bavaria) or in the center of Germany.

Another key element of the strategy is the continuous realization of synergies, which are particularly offered by the integration of the acquired companies. For example, the network of currently over 940 specialized partner pharmacies in Germany is opening up new customer potential in our business segments of Patient-Specific Therapies and International Business, for example in the area of APIs, by enabling cross-selling approaches and synergies with Ceban. In addition, synergy potential arises in Purchasing and Logistics, complemented by further diversification into new indication areas.

2. Expansion of the compounding business into other European countries

With the successful acquisition of Ceban Pharmaceuticals B.V. in June 2024, Medios expanded into other European countries for the first time. We plan to further expand our European presence in the future in order to take advantage of further growth opportunities in attractive markets and to create the leading European Specialty Pharma platform.

Our M&A strategy focuses on entering stable markets with favourable regulatory environments that allow for import/export and a broad range of products. With the acquisition of Ceban, we have taken a major step towards internationalization. The current focus is on smaller acquisitions to enter new geographic markets in the compounding and API business.

3. Enter the future-oriented market for personalized medicine

Compounding drugs for personalized therapies (including RNA, gene and cell therapies) represents a highly attractive market opportunity for Medios that is in line with the company's strengths. We already have extensive expertise in the area of compounding patient-specific therapies and, thanks to our large network of GMP laboratories, we can ensure optimal, fast and comprehensive patient care. This is particularly important when it comes to providing drugs for personalized therapies, as these often require prompt and local administration. We also have extensive expertise in small-scale production with batch size 1, which is particularly necessary when compounding personalized medicine.

By strengthening its activities in the field of advanced therapies in the 2024 financial year, Medios has taken an important step towards implementing its expanded growth strategy. This also reflects the Medios Group's ambition to make pharmaceutical innovations available to patients. By tapping into the enormous potential of cutting-edge healthcare technologies in the field of advanced therapies, Medios is not only generating added value for society. The Company is also increasing the degree of diversification of its business model and further consolidating its leading position in the European specialty pharma market.

According to estimates, the global market for personalized therapies is expected to grow to around €30 billion by 2026, an annual increase of 23%.

In view of the growing number of small and medium-sized biotech and pharmaceutical companies, as well as the steadily increasing number of innovative products in the commercial stage, a higher degree of outsourcing of production is expected – Medios is ideally positioned for this.

Executive Board interview

“The Ceban acquisition opens up further European markets for us and strengthens our position in the Specialty Pharma market.”

— **MATTHIAS GÄRTNER**, Chief Executive Officer (CEO)



The year 2024 was characterized by many successes for Medios. In your opinion, what were the most important milestones and how do you rate the company's development overall?

MATTHIAS GÄRTNER One of the most important milestones in 2024 is undoubtedly the successful internationalization of our business, which we began with the acquisition of Ceban in June. The acquisition not only gave us access to additional European markets, but also further consolidated our strong position in the Specialty Pharma market. At the same time, we have laid the foundation for the development of a

European Specialty Pharma platform. We now have a total of ten GMP-compliant sites in Europe, including eight GMP laboratories, 24 own pharmacies and around 4,200 partner pharmacies.

We have also further expanded our activities in the area of Advanced Therapies. These innovative therapeutic approaches, including gene and cell therapies, are an important part of our growth strategy. We have strengthened our staff and expanded our network with the relevant players in this future market – specialized biotech and pharmaceutical companies.

Overall, the development of the Medios Group shows impressively that we are well on the way to achieving our strategic goals. Not only did we increase our revenue to €1.88 billion in the 2024 financial year and significantly improve EBITDA pre to €79 million, but we also significantly increased the EBITDA pre margin and generated a very good cash flow. This success is based not only on a solid financial foundation, but also on a clear vision and the consistent implementation of our strategy. We owe this not least to the great commitment and expertise of our employees, who work every day to achieve our goals.

How has Medios ensured security of supply in the Pharmaceutical Supply segment in Germany, and what role do your partnerships with pharmacies and suppliers play in this?

MI-YOUNG MIEHLER Security of supply is a top priority for Medios. A central component of this is our strong network of specialized pharmacies throughout Germany and our

long-standing, trusting partnerships with pharmaceutical suppliers. At the end of 2024, we supplied around 940 pharmacies with Specialty Pharma drugs.

The year 2024 was particularly challenging for pharmacies. The number of pharmacies has fallen to around 17,000 – the lowest number since 1978. Economic pressures and increasing supply shortages of medications are making it harder for pharmacies to operate, thereby also impacting the reliable supply of patients. Together with our partner pharmacies, we are working continuously to ensure a stable and future-proof pharmaceutical supply, even under difficult conditions. Our goal is to ensure that patients always have reliable access to essential medications – and in 2024, we have once again proven that we live up to this claim.

A decisive factor here is our 24/7 emergency hotline, which pharmacies and hospitals can use to reach us at any time – especially for urgently needed haemophilia drugs. By 2024, we coordinated 160 emergency care cases through this hotline.

“Our aim is to reliably provide patients with essential medications at all times.”

— **MI-YOUNG MIEHLER**, Chief Operating Officer (COO)



In addition to our day-to-day business in the Pharmaceutical Supply segment, we are actively committed to improving the networking of all players along the supply chain in the Specialty Pharma segment. After all, comprehensive supply requires close cooperation between all players involved. And to give this topic more visibility, we have initiated a symposium on June 27, 2024 as part of the “Hauptstadtkongress” in Berlin – an important event in the German healthcare market.

Under the title “Security of supply for seriously ill people – are all players pulling in the same direction?”, we invited representatives from the pharmaceutical industry, medical specialists, representatives from specialist pharmacies and healthcare start-ups to discuss where supply is working well – and where it is not. The focus was also on supply bottlenecks and their causes. The symposium was picked up in specialist media such as **“Monitor Versorgungsforschung”** and **“Health & Care Management”**.

Revenue in the Patient-Specific Therapies segment declined in 2024. What were the reasons for this? How will demand for individualized solutions develop in the future?

CHRISTOPH PRUSSEIT The Patient-Specific Therapies segment comprises our compounding business in Germany. The decline in 2024 is primarily due to regulatory price adjustments, which also affected margins in the first half of the year. Despite all the challenges, we achieved a turnaround in the second half of the year and significantly increased earnings in this segment compared to the previous year. At 6.6%, the increase in EBITDA pre is already significant at annual level. However, the turnaround is particularly evident in the second half of the year. In the second half of 2024, the segment's EBITDA pre increased organically by 33.1% compared to the same period of the previous year. This reflects the ability of Medios to respond to market challenges in the shortest possible time and still grow organically.

The demand for individualized therapies remains high. Experts expect this market to continue to grow significantly over the next few years – both in Germany and in Europe. Medios' strategic focus therefore remains exactly right.

In addition, personalized medicine is becoming increasingly important, especially for the treatment of rare and complex diseases where standardized approaches are not sufficient. Advances in diagnostics and genetic research are driving this

development and opening up new opportunities to make individual therapies more efficient and targeted.

In order to be prepared for this growing demand, Medios is making targeted investments in the further development of its processes and technologies. At the same time, we attach great importance to working with our partners in the healthcare sector to offer innovative solutions that are successful and sustainable in the long term.

With the acquisition of Ceban, Medios has established the new International Business segment. How has the international business developed and where do you see synergies with the core business in Germany?

CONSTANTIJN VAN RIETSCHOTEN Ceban performed very well in 2024 and met our expectations. In the International Business segment, we have generated revenue of €88.8 million and EBITDA pre of €16.3 million since the initial consolidation of Ceban on June 1, 2024, which corresponds to an EBITDA pre margin of 18.3%. We want to continue this successful development in 2025 and also expand our procurement and supplier network through international expansion in order to strengthen security of supply both nationally and internationally. We also aim to benefit from an exchange of knowledge and experience that will enable us to implement best practices across national borders and expand our activities. All of this should contribute to the future success of Medios.

Constantijn van Rietschoten, you have been Chief International Markets on the Executive Board of Medios AG since May 2024. What strategic initiatives are you planning to further expand your division and which markets are the focus of your expansion strategy?

VAN RIETSCHOTEN Our goal is to establish Medios as the leading European compounding platform and to significantly expand our international presence with a focus on Northwest Europe. In doing so, we are concentrating on strengthening our position in existing markets while expanding into new geographic markets with a more progressive regulatory framework. The acquisition of Ceban was a first and important step in this direction. The company is the market leader in the Netherlands and also has a strong market position in Belgium and Spain.

“We have significantly increased profitability, with the acquisition of Ceban making an important contribution.”

FALK NEUKIRCH, Chief Financial Officer (CFO)



Another focus is on optimizing our international procurement and distribution networks. By improving logistics processes and establishing further strategic partnerships, we want to ensure that we can supply our customers with our solutions even faster and more efficiently.

How is the integration of the international locations and partners going, and what challenges have you overcome in the process?

VAN RIETSCHOTEN The integration of Ceban is going very well. The main priorities in 2024 were the financial integration of Ceban and the harmonization of processes and systems to ensure a smooth transition and efficient collaboration between the different units. In terms of synergies, we are mainly focusing on cross-selling opportunities, best practices and knowledge sharing – and of course the economies of scale which we will benefit from. The first steps were taken in 2024 and we clearly see the potential benefits that can be realized in 2025.

FALK NEUKIRCH We have successfully completed the main part of the financial integration of Ceban and published the first consolidated half-year figures on August 14 following the closing of the transaction on June 6.

We have attached great importance to the rapid and smooth integration of the Ceban Group into our monthly reporting as well as our forecasting and planning processes to ensure a high level of control capability in the short term.

In addition, integration into our ongoing risk management and the associated governance processes was successfully implemented. The first steps towards tax and legal structuring have also already been successfully completed. Further steps will follow in 2025 – including the optimization of liquidity management.

The biggest challenge was to implement the complex processes in parallel and within the shortest possible time-frame without disrupting operational processes. However, thanks to the close cooperation of the teams and clearly defined goals, we were able to implement this very quickly and very successfully.

You expanded your activities in the area of Advanced Therapies, such as cell and gene therapies, in the 2024 financial year. What does this mean in concrete terms? Why is this market particularly attractive for Medios?

PRUSSEIT Advanced therapies play a key role in the future of medicine. The growing importance of personalized therapy approaches and the advances in genetic and cell research are not only expanding the treatment options, but also creating significant growth potential. These therapies are rapidly gaining in importance as they offer solutions and further treatment options for diseases that were previously difficult to treat or incurable. The volume of the global Advanced Therapies market is expected to grow to around €30 billion by 2026.

Medios sees this business area as an ideal addition to the already established business areas. With ten GMP (compliant) laboratories across Europe and our highly qualified employees, we have the capacities and expertise that we will continue to expand in order to compound innovative therapies efficiently and safely. We also benefit from our many years of experience in the Specialty Pharma market and the sometimes complex supply processes, as well as from our close cooperation with partners in the healthcare sector.

Our line-up enables us to position ourselves as a partner for innovative biotech and pharmaceutical companies that develop and market advanced therapies.

What next steps are you planning for the establishment of Advanced Therapies

PRUSSEIT On our way to becoming the preferred partner for innovative biotech and pharmaceutical companies in the field of compounding Advanced Therapies, we have already succeeded in attracting a highly committed team of experts to Medios. This and the use of existing infrastructure in the compounding area should enable us to take on future project orders that allow us to combine our expertise from our existing compounding area with the new requirements of compounding personalized drugs. The aim is to enable therapy options with novel active ingredients from the field of Advanced Therapies.

Further expansion of expertise and winning project contracts are concrete next steps. Here too, Medios will act with the conviction of partnership intelligence and open itself up to collaborations.

At the center of all these activities are the patients whose care we want to further improve – not only in Germany, but also in Europe.

Your revenue continued to rise in 2024, EBITDA pre improved disproportionately and reached a new high. What factors were decisive for this positive development?

NEUKIRCH All operating segments have grown significantly. As already mentioned by my Executive Board colleagues, purely organic growth compared to the previous year – measured in terms of EBITDA pre – was 6.6% in the Patient-Specific Therapies segment and 7.2% in the Pharmaceutical Supply segment. The International Business segment has made a significant contribution to the Group result achieved in the 2024 financial year since June. The International Business segment's revenue amounted to €88.8 million and EBITDA pre was €16.3 million. This has led to a very pleasing development at Group level. At €1,883 million, Group revenue increased by 5.5% compared to the previous year, while EBITDA pre rose to €79 million, a disproportionately high increase, which led to an increase in the EBITDA pre margin to 4.2% (previous year: 3.4%).

The increased profitability is primarily due to the higher-margin business of the Ceban Group, but also to the turnaround in the Patient-Specific Therapies segment in the course of 2024.

Operating cash flow improved significantly in 2024. How did you achieve this and is it sustainable?

NEUKIRCH Of course, the improved operating results contributed to the increase in operating cash flow. As of the reporting date, there was also a very positive effect from the development of working capital, which compensated for the negative effect at the previous year's reporting date. If this effect is isolated, we achieved exactly our target level of operating cash flow. This was possible thanks to targeted working capital management throughout the year, particularly in the Pharmaceutical Supply segment, as this is where the most capital is tied up in working capital. The strong operating cash flow gives us financial flexibility. On the one hand, we can drive forward strategic investments in the area of M&A in a targeted manner. On the other hand, we can also reduce our financial liabilities, which have increased as a result of the Ceban acquisition, as planned.



“Personalized therapies expand treatment options and create significant growth potential.”

— CHRISTOPH PRUSEIT, Chief Innovation Officer (CINO)

How did you finance growth in the 2024 financial year?

NEUKIRCH The growth in the 2024 financial year is largely due to the acquisition of the Ceban Group, which we financed using various instruments. As a first step, we took out bridge financing in the amount of €200 million. To refinance this loan and finance further growth, we concluded a syndicated loan of €225 million with a term of five years in November 2024. This financing package was arranged jointly with nine banks and guarantees the financing of Medios’ future growth. The loan consists of two tranches: a long-term loan tranche of €125 million with a repayment period of five years from March 2025 and a revolving credit line of €100 million. This also has a term of five years and includes an extension option as well as an option to increase it by up to €50 million

You have further developed your platform with digital solutions such as mediosconnect. How do such innovations contribute to your business success?

PRUSEIT Digital solutions such as mediosconnect play a central role in the further development of our business model. With mediosconnect, we offer our partner pharmacies an innovative platform that makes it possible to make processes such as ordering, documentation and communication more efficient and transparent. This not only leads to noticeable time and cost savings for our partners, but also improves the care quality for patients. In addition, digital solutions such as these strengthen our position as an innovative and future-oriented partner in the Specialty Pharma market.

Another important aspect is scalability: platforms such as mediosconnect facilitate the integration of new partners and create the basis for digital networking along the entire value chain.

How do you rate your ESG performance in 2024, and which initiatives were particularly advanced?

GÄRTNER We made good progress in the 2024 financial year. This includes, for example, conducting the double materiality analysis in accordance with the European Sustainability Reporting Standards (ESRS) and setting up an ESG Committee on the Supervisory Board. These measures underline our responsibility as a sustainable and future-oriented company. This is also reflected in our good ESG ratings. Last year, we were able to achieve improvements in various international ratings. For example, we are now among the top 6% of our industry with a “low risk” rating from Sustainalytics and we are among the top 13% of the industry with 39 points in the S&P sustainability rating.

We want to continue and strengthen our commitment to sustainability. Among other things, we are planning to

develop a comprehensive climate strategy with scientifically validated climate targets for 2025.

How do you promote the active involvement of your employees in the Group’s internationalization process in order to ensure joint success?

VAN RIETSCHOTEN A central component is the direct exchange during on-site visits, where our employees can get to know other Group locations and benefit from the experience gained there. We also offer language courses to break down language barriers and facilitate communication in international teams. In addition, we promote cooperation through joint projects that enable the transfer of expert knowledge between teams and locations. These measures not only strengthen specialist knowledge, but also mutual understanding and cooperation across national borders.

“Our goal is to establish Medios as the leading European compounding platform.”

— **CONSTANTIJN VAN RIETSCHOTEN**, Board member (CIM)



How are you using regulatory changes in Germany and Europe to gain market share, and where do you see the biggest hurdles?

GÄRTNER Regulatory changes are nothing unusual in our market, especially in Germany, our core market. Although the high level of regulation poses a challenge, it also gives us the opportunity to use our expertise as a competitive advantage. Our ability to efficiently integrate the strictest regulations into our processes and ensure the highest quality standards positions us as a reliable partner for the pharmaceutical industry, pharmacies and healthcare providers.

In other European countries that are less heavily regulated, these differences open up additional opportunities for us. Our experience from the highly regulated German market allows us to offer efficient solutions in markets with less stringent requirements that guarantee both high quality and rapid implementation.

We see the biggest hurdles in adapting to the different regulatory requirements within Europe. However, with our own local teams, we have the necessary know-how and resources to operate successfully in the various markets.

What are your expectations for the 2025 financial year and what financial targets have you set yourself for the next three years?

GÄRTNER With our strategic initiatives in recent years, in particular the successful acquisition of Ceban and the establishment of the Advanced Therapies business, we have laid the foundation for further growth. For the future, we expect the positive trend in EBITDA pre and margins to continue, driven by internationalization, the optimization of our processes, the focus on higher-margin products and

services and the increasing demand for individualized and personalized therapies.

Within the next three years, we want to build the European platform for Specialty Pharma and make Medios a leading international provider in the field of individualized and personalized therapies. The focus will remain on sustainably increasing the EBITDA pre margin.

What is your long-term vision for Medios and what milestones would you like to achieve over the next few years?

GÄRTNER Our vision is to make the most innovative therapies available to everyone. To achieve this, we are creating a European platform to bring the most innovative drug therapies to where they are needed.

An important driver for this is strengthening our international presence by entering new European markets, particularly growth markets. At the same time, we want to expand our position in the area of Advanced Therapies through new collaborations for the compounding of innovative cell and gene therapies.

Sustainability remains a central focus with measures to reduce our carbon footprint, promote diversity and implement the highest governance standards. We also ensure sustainable growth through a solid financial basis, increase our EBITDA pre margin and generate a positive free cash flow in order to invest in innovation and expansion.

With these goals in mind, we are convinced that Medios will not only be financially successful, but can also make a decisive contribution to the further development of the Specialty Pharma industry in Europe.

The Medios Share

The German stock market remained highly volatile in 2024. On the last day of trading, December 30, 2024, the DAX closed at 19,909 points. This corresponds to an increase of 18.8% compared to the 2023 year-end closing price (16,752 points). The annual high was reached on December 12, 2024 at 20,426 points. The year low was on January 17, 2024 at 16,432 points. The SDAX small-cap index, in which Medios was readmitted with effect from July 15, 2024, lost 1.8% in 2024.

The Medios share also experienced a high level of volatility. On the last trading day of the year, the share closed at €13.22, which corresponds to a decrease of 16.9% compared to the 2023 year-end closing price (€15.90). The annual high of the Medios share was reached on August 13, 2024 at €18.52. The annual low followed on December 19, 2024 at €11.46. The trading volume of Medios shares in XETRA trading in 2024 was on average 37,143 shares per day and thus significantly above the previous year's figure of 24,061 shares.

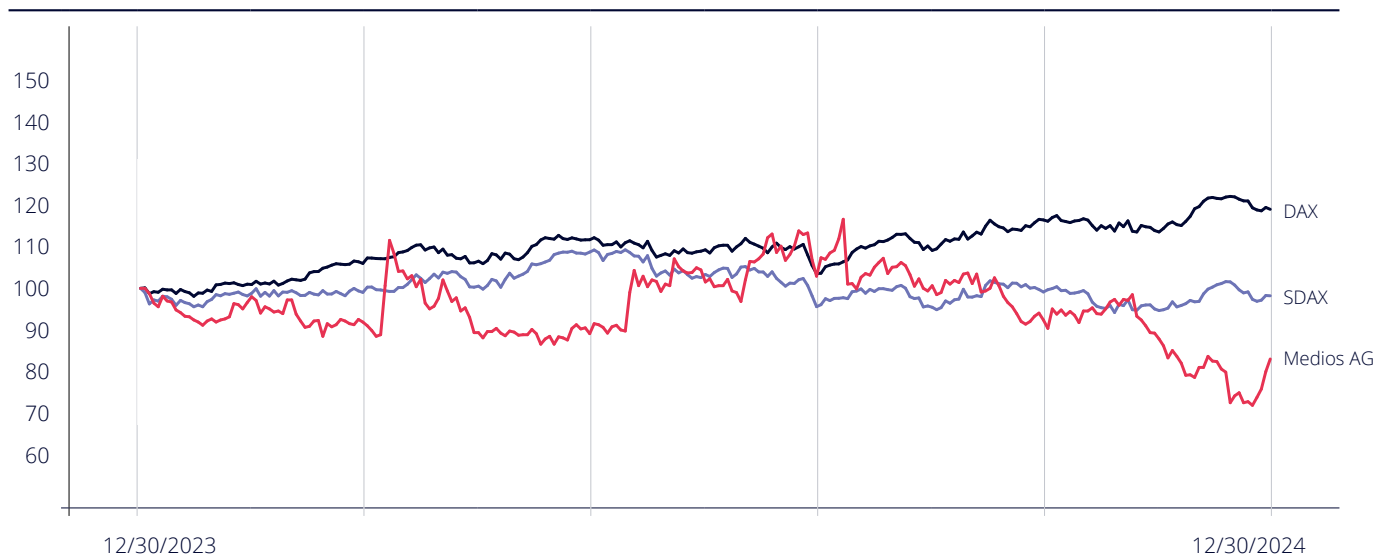
In 2024, Medios AG was covered by Berenberg, Bryan, Garnier & Co, Deutsche Bank, Jefferies, Kepler Cheuvreux, Metzler Capital Markets and Warburg Research. Hauck

Aufhäuser Investment Banking also began covering Medios AG in June 2024.

At the end of the reporting period, Medios AG's share capital amounted to €25,505,723 (December 31, 2023: €23,805,723). The increase in share capital is mainly due to the capital increase against contributions in kind as part of the acquisition of Ceban Pharmaceuticals B.V. ("Ceban"), as the purchase price included 1.7 million new shares in Medios AG in addition to a cash component. These were issued to Bencis Capital Partners B.V., the previous owner of Ceban. The free float of Medios shares was 58.5% at the end of 2024, slightly below the previous year's figure (December 31, 2023: 62.3%). The capital increase against contributions in kind as part of the acquisition of the Ceban Group resulted in significant changes to the shareholder structure. In addition, the company founder Manfred Schneider placed his Medios shares (14.9% of the share capital) with the investment company Luxempart S.A. in June 2024. As a solid, internationally experienced strategic investor with a well-established network and know-how, Luxempart is the right partner for the further internationalization of the Medios Group.

Performance of Medios shares 2024 (indexed)

in %



At the end of the reporting period, the market capitalisation of Medios AG was around €337.2 million. Compared to the previous year (December 31, 2023: €377.6 million), the Company's market capitalization decreased by 10.7%.

INTENSIVE DIALOGUE WITH THE CAPITAL MARKET

In the 2024 financial year, Medios continued its intensive dialogue with the capital market and provided regular and comprehensive information on business development. In addition to the legally required notifications, the Company also published ad hoc press releases. Medios also once again organised roadshows, which were either virtual or in-person, and participated in numerous national and international conferences. The Company's business model, growth strategy and current development were presented to investors, analysts and media representatives.

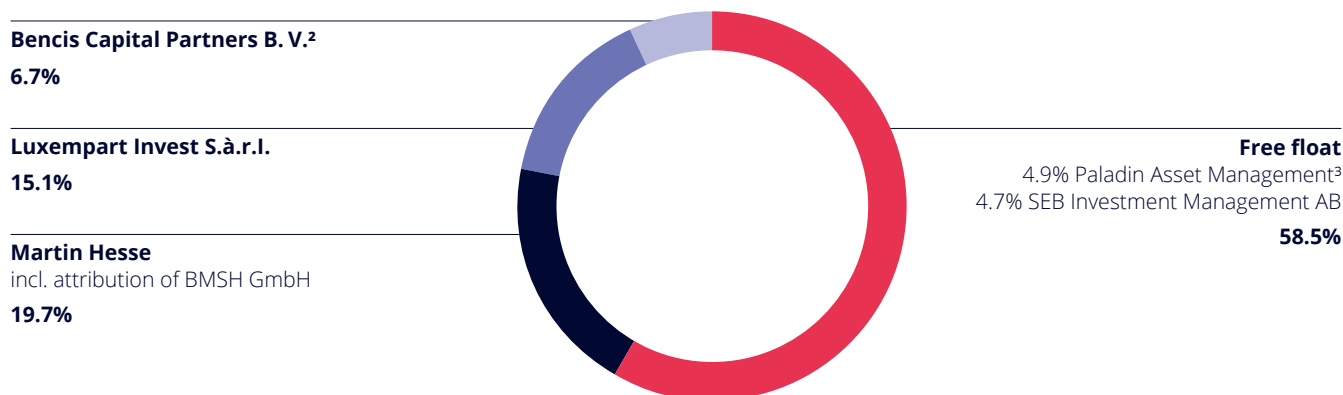
The Annual General Meeting of Medios AG took place virtually on August 14, 2024 with around 62% of the voting share capital present. The shareholders approved an expansion of the Supervisory Board from four to five members. In addition, the creation of new authorized capital and conditional capital was approved in order to further advance the sustainable growth of Medios AG. In his speech, the Executive Board highlighted, among other things, the progress made in implementing the adjusted growth strategy, in particular the strategically important acquisition of the Ceban Group.

In the 2024 financial year, Medios continued to focus intensively on the topic of 'sustainability' and is voluntarily publishing a nonfinancial consolidated statement again as part of this annual report (see [chapter Nonfinancial consolidated statement](#)).

Share figures (ISIN DE000A1MMCC8), Prime Standard

XETRA (Closing price)		2024	2023
Number of the shares issued 12/31		25,505,723	23,805,723
Market capitalization as of 12/31	€ million	337.2	377.56
First trading day	€	15.90	17.86
Last trading day	€	13.22	15.86
Highest price	€	18.52	21.15
Lowest price	€	11.46	13.56
Average daily trading	units	37,143	24,061

Shareholder structure¹ (Status: 01/02/2025)



¹ All figures according to voting rights notifications of the notifying parties.

² In the course of a capital increase in kind in connection with the acquisition of Ceban Pharmaceuticals B.V., 1,700,000 new shares (ISIN DE000A409682) have been issued to Bencis Buyout Fund V GP B.V., acting for the risk and for the account of Bencis Buyout Fund V C.V., Amsterdam, the Netherlands („Bencis”). These new shares are subject to a lock-up agreement entered into between Medios AG and Bencis, pursuant to which the disposal of the new shares is restricted for a period of 24 months upon completion of the transaction. Therefore, these shares will not be admitted to trading during the lock-up period.

³ Paladin Asset Management Investment stock corporation with variable capital and sub-funds.

Report of the Supervisory Board



DR. YANN SAMSON
Chairman of the Supervisory Board
Lawyer



DR. ANKE NESTLER
Deputy Chairwoman of the Supervisory Board
Business Administration
Graduate



JOACHIM MESSNER
Member of the Supervisory Board
Lawyer



JENS APERMANN
Member of the Supervisory Board
Independent consultant and investor
in the digital health sector



FLORIAN HERGER
Member of the Supervisory Board
Business Administration
Graduate

Dear Shareholders,

The 2024 financial year marks important milestones. The acquisition of the Ceban Group, which the Executive Board implemented consistently and with foresight, deserves special mention. Another important event for the Medios Group was the successful transfer of shares from company founder Manfred Schneider to Luxempart S.A. The Luxembourg-based listed investment company is an internationally experienced, strategic investor with a sound network and know-how.

The Supervisory Board would like to thank the members of the Executive Board and the employees of Medios AG and all Group companies for their dedicated commitment and constructive cooperation in the 2024 financial year. Our thanks also go to our shareholders, in particular for the trust they have placed in the Medios Group.

MONITORING, INFORMATION AND ADVICE

In the 2024 financial year, the Supervisory Board fulfilled the duties incumbent upon it in accordance with the law, the Articles of Association and the rules of procedure with the required diligence. It continuously monitored the management of the company and advised the Executive Board on the management and further development of the company. In particular, the Executive Board involved the Supervisory Board directly and at an early stage in all decisions of fundamental importance to the company and reported to it regularly both in writing and verbally. The following topics were the focus of the Supervisory Board's work in the past year.

ANNUALLY RECURRING TOPICS IN THE FULL SUPERVISORY BOARD (OVERVIEW)

As in every year, the Supervisory Board dealt with the following topics in the past year:

— Corporate strategy

The Supervisory Board deals with the implementation of the company's growth strategy on an ongoing basis. In 2024, the focus was on the internationalization of the Group and the business.

— Business development and budget planning

The Chairman of the Supervisory Board was in regular contact with the Executive Board, and in particular the Chairman of the Executive Board, and kept himself informed of current business developments and significant business transactions beyond the regular reports. As an internal management measure, the annual budget planning is subject to approval by the Supervisory Board. The budget was approved and adherence to it was monitored.

— Significant business transactions

In the reporting period, a number of legal transactions requiring approval were submitted to the Supervisory Board, which carefully examined and approved them. This related in particular to the acquisition of the Ceban Group.

— Compliance Management System (CMS) and Risk Management Systems (RMS)

The Supervisory Board keeps itself informed about the risk situation through regular reporting by the CFO. The compliance officer and the ombudsman for whistleblowers reported to the Executive Board and the Supervisory Board on compliance management; the Supervisory Board also informed itself through targeted inquiries. The structure of the compliance and risk management systems is continuously adapted to the dynamic growth of the Medios Group. Additional compliance processes were established in the past financial year. The Supervisory Board receives regular reports on the adaptation of the systems.

— Sustainability (ESG)

In addition to the work of the Chairman of the Supervisory Board on the company's Sustainability Committee, the Supervisory Board discusses both the **risks and opportunities** associated with social and environmental factors for the company and the ecological and social impact of the company's activities with the Executive Board. In this context, the Supervisory Board has regularly informed itself about the status quo of EPR (Extended Producer Responsibility). The Supervisory Board also dealt with the **2024 nonfinancial consolidated statement**. Another focus was the Group's **sustainability strategy**.

— Annual General Meeting

In accordance with the allocation of responsibilities under stock corporation law, the Supervisory Board, together with the Executive Board, adopted the proposed resolutions for the items on the agenda of the Annual General Meeting for the 2023 financial year (held on August 14, 2024). At this Annual General Meeting, the actions of all members of the Supervisory Board and the Executive Board were approved.

— Submission of the Compliance Statement (GCGC)

After reviewing the recommendations and suggestions of the current German Corporate Governance Code (GCGC), the Supervisory Board, together with the Executive Board, decided to issue and publish the Compliance Statement. The current Compliance Statement issued in March 2025 is available on the website (<https://investors.medios.group/en/corporate-governance>).

— Second management level

The Supervisory Board regularly seeks contact with the second management level. In 2024, the Supervisory Board exchanged information with the Finance team.

— Short Term Incentive (STI)

In the first quarter of each financial year, the targets for the Executive Board's short-term variable remuneration (STI) for the current financial year are developed together with the Executive Board.

The Supervisory Board reviewed, critically assessed and questioned the plausibility of the reports and other information provided by the Executive Board. In order to broaden the information base and gain its own impressions of the company's development, information was also obtained from parties outside the Executive Board, including senior executives and external consultants. In addition, the Executive Board provided detailed information on the company's current situation at Supervisory Board meetings.

COMMITTEES

In order to perform its duties efficiently, the Supervisory Board has formed committees that prepare the deliberations and resolutions of the full Supervisory Board. During the reporting period, a third committee (ESG Committee) was formed to give even more weight to sustainability issues. The composition of the committees and their responsibilities can be found in the Corporate Governance Statement (<https://investors.medios.group/en/corporate-governance>).

Dates of the Supervisory Board meetings (full Supervisory Board)

A total of four ordinary meetings were held in the 2024 financial year.

- March 26, 2024 (balance sheet meeting 2023 financial statements)
- June 26, 2024
- August 14, 2024
- November 28, 2024

The members of the Executive Board attended the Supervisory Board meetings, unless otherwise specified by the Chairman of the Supervisory Board. In addition, the members of the full Supervisory Board maintained regular contact and communicated by telephone or in writing both with each other and with the Executive Board.

Other topics discussed by the full Supervisory Board

The Supervisory Board dealt with the following other issues outside of the meetings:

— Integration of the new Group companies (post-merger integration)

The Ceban Group will be gradually integrated into the Group, with the focus on finance and controlling in 2024.

— Enterprise Resource Planning (ERP) selection process

The Supervisory Board received reports on the progress of the ERP software selection process.

— Internal audit

The Internal Audit department reports to the Chief Financial Officer (CFO), who regularly informs the Supervisory Board about the work of the audit system.

— Risk management

Risk management is the responsibility of the Chief Financial Officer (CFO), who reports regularly to the Supervisory Board.

— Compliance

The Chief Executive Officer (CEO) is responsible for compliance. In 2024, the Supervisory Board also dealt with the functioning of the whistleblower ombudsman's office.

— Cybersecurity

The topic of cybersecurity is becoming increasingly important. The responsible Member of the Executive Board explained the Medios Group's cybersecurity strategy to the Supervisory Board.

— Executive Board training

The company supports the members of the Executive Board in the performance of their duties and the training and further education measures that they are generally responsible for. In particular, a Supervisory Board resolution was passed to allow each Member of the Executive Board to draw on a training budget of €12 thousand (gross) per calendar year.

Dates of the Supervisory Board committee meetings

The three Supervisory Board committees met on the following days during the reporting period.

Audit Committee

- January 18, 2024
- March 07, 2024
- March 13, 2024
- March 20, 2024
- October 01, 2024
- November 12, 2024
- December 12, 2024

Remuneration and Nomination Committee

- January 15, 2024
- January 19, 2024
- February 9, 2024
- February 12, 2024
- April 12, 2024
- April 30, 2024
- May 13, 2024
- July 22, 2024
- August 2, 2024

ESG Committee

- October 17, 2024

In addition, the members of the committees maintained regular contact and communicated by telephone or in writing both with each other and with the Executive Board. The members of the Executive Board did not attend the meetings of the Compensation and Nomination Committee.

Topics discussed in the Supervisory Board committees

The **Audit Committee** dealt with the following matters, among others, during and outside the meetings:

— Non-financial reporting

The committee dealt with the audit requirements for non-financial reporting.

— Enterprise Resource Planning (ERP)

In the run-up to its introduction, the committee dealt with the accounting treatment of the ERP software. Other selected accounting and reporting issues were also discussed.

— Internal Control System (ICS)

The Committee received memos from the ICS audit; overall, there were no issues requiring discussion.

— Other topics

The committee's activities also focused on the accounting requirements of the Corporate Governance Code and enforcement, as well as the initial consolidation of the Ceban acquisition, ESEF reporting and the results of the impairment test. As part of the preparation of the annual and consolidated financial statements for the 2024 financial year, the Audit Committee continued to deal with the initial and subsequent consolidation of the acquisition of the Ceban Group.

The **Compensation and Nomination Committee** dealt with the following matters, among others, during and outside the meetings:

— Nomination

The committee prepared a number of important personnel decisions in 2024. The internationalization of Medios AG required the establishment of the new Chief International Markets (CIM) Board department, for which Constantijn van Rietschoten was recruited. Medios also continues to focus on personnel continuity. Accordingly, the Compensation and Nomination Committee supported the extension of the Executive Board employment contracts of Matthias Gärtner, Mi-Young Miehler and Christoph Prußeit

— Remuneration

The STI and ESG components of the bonus payments for Executive Board members were redefined at the beginning of 2024. The corresponding draft resolution was prepared in the committee for approval by the Supervisory Board. The remuneration report was discussed in detail for the purpose of reporting to the full Supervisory Board.

The **ESG Committee** dealt with the following matters, among others, during and outside the meetings:

— Strategy

The committee adopted rules of procedure and defined the further course of its meetings. The Medios ESG strategy was also analyzed and discussed.

No resolutions were passed by the committees, as the rules of procedure do not grant the committees any decision-making authority. Accordingly, the committees prepared resolutions and topics to be discussed by the full Supervisory Board. The committee chairmen reported to the Supervisory Board on the committee work at the following meeting.

Training and further education measures

All Supervisory Board members regularly attend training events. Medios AG supports the members of the Supervisory Board with their induction to office and with training and further education in connection with their Supervisory Board membership. In the 2024 financial year, the Supervisory Board members were trained in particular on capital market law obligations and informed about current topics such as the Future Financing Act and the EU Listing Act.

Attendance and individualized disclosure of meeting attendance

The attendance rate of members at the meetings of the Supervisory Board and its committees was 100%. The meetings of the full Supervisory Board were all held as face-to-face meetings, while the meetings of the committees were held as virtual meetings via video conference. No meetings were held as conference calls. The participation of the members of the Supervisory Board in the meetings of the Supervisory Board and the committees is disclosed in individualized form in the table below.

Disclosure of meeting attendance by member

Attendance	Body as a whole		Remuneration and Nomination Committee		Audit Committee		ESG Committee	
	No.	%	No.	%	No.	%	No.	%
Dr. Yann Samson (Chairman)	4/4	100	9/9	100	n/a	n/a	1/1	100
Dr. Anke Nestler (Deputy Chairwoman)	4/4	100	n/a	n/a	7/7	100	n/a	n/a
Joachim Messner	4/4	100	9/9	100	n/a	n/a	n/a	n/a
Jens Apermann ²	2/2	100	n/a	n/a	n/a	n/a	1/1	100
Florian Herger ²	2/2	100	n/a	n/a	2/7	28.6	n/a	n/a
Klaus Buß ¹	2/2	100	n/a	n/a	4/7	57.1	n/a	n/a
In person	4/4	100	0/9	0	0/7	0	1/1	100
Audio/Video	0/4	0	9/9	100	7/7	100	0/1	0

¹ Retired at the end of the AGM 2024.

² Member since the AGM 2024.

PERSONNEL

The Executive Board employment contracts of Matthias Gärtner, Mi-Young Miehler and Christoph Prußeit were extended in the reporting period. Constantijn van Rietschoten was newly appointed to the Executive Board with responsibility for International Markets and their further development.

In accordance with Article 8 Para. 1 of the Articles of Association of Medios AG, the Supervisory Board has five members. The Supervisory Board currently has the following members: Dr. Yann Samson (Chairman), Dr. Anke Nestler (Deputy Chairwoman), Joachim Messner, Jens Apermann and Florian Herger. The expansion to five members was resolved by an amendment to the Articles of Association at the 2024 Annual General Meeting.

At the Annual General Meeting on August 14, 2024, Dr. Anke Nestler was re-elected to the Supervisory Board until the end of the 2027 Annual General Meeting. Mr. Florian Herger and Mr. Jens Apermann were newly elected to the Supervisory Board, both also until the end of the 2027 Annual General Meeting. Mr. Klaus J. Buß stepped down from the Supervisory Board at the end of the 2024 Annual General Meeting.

SELF-EVALUATION

The next regular self-evaluation is due in 2025.

CONFLICTS OF INTEREST

In the opinion of the Supervisory Board, all of its current members are to be considered independent within the meaning of the German Corporate Governance Code (GCGC). Supervisory Board member Joachim Messner holds 6,142 shares in Medios AG and acts as an advisor to the Medios Group as a lawyer. This is disclosed purely as a precautionary measure in the interests of maximum transparency.

AUDIT OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS 2024

The auditor issued an unqualified audit opinion on the annual financial statements, the consolidated financial statements and the combined management report of Medios AG and

the Medios Group. In addition, the auditor determined that the audit of the accounting-related internal control system and the risk early warning system did not reveal any facts that would indicate a lack of effectiveness. Following its own extensive review, the Supervisory Board unanimously approved the results of the audit by the auditor. There were no objections to be raised; this also applies to the Corporate Governance Statement, even if it is not to be audited by the auditor. The annual financial statements of Medios AG were adopted and the consolidated financial statements approved.

AUDITOR

Baker Tilly GmbH & Co KG Wirtschaftsprüfungsgesellschaft, based in Düsseldorf ("BakerTilly"), has been the auditor for Medios AG and the Medios Group since the 2016 financial year. The auditors Thomas Gloth and Andreas Weissinger sign as auditors. The auditors were commissioned in accordance with the vote of the Annual General Meeting and in compliance with legal requirements, with the Supervisory Board providing detailed specifications regarding the details of the audit of the annual financial statements, the focal points of the audit and the cooperation. The Audit Committee remained in contact with the auditor throughout the process, from the audit assignment to the approval of the annual financial statements.

SUBMITTED DOCUMENTS

The Executive Board of the company submitted the annual financial statements, prepared in accordance with the German Commercial Code (HGB) and the German Stock Corporation Act (AktG), the **consolidated financial statements**, prepared in accordance with the International Financial Reporting Standards (IFRS), as well as the **combined management report** of the Medios Group and Medios AG and the proposal for the appropriation of profits (profit carried forward) for the 2024 financial year to the Supervisory Board in good time. The audit reports from BakerTilly, which were issued with unqualified audit opinions, were also submitted on time. As a result, it should be noted that Medios AG complied with the provisions of the German Commercial Code (HGB) and the German Stock Corporation Act (AktG) and the International Financial Reporting Standards as applicable in the EU when preparing the annual and consolidated financial statements.

MONITORING SYSTEM

In addition, the auditor examined the monitoring system set up by the Executive Board in accordance with Section 91 Para. 2 AktG for the early detection of risks and confirmed its effectiveness.

EXTENSIVE DISCUSSION, ACCOUNTS REVIEW MEETING, AND ADOPTION OF THE ANNUAL FINANCIAL STATEMENTS 2024

The annual financial statement documents and the audit reports were discussed in detail in advance by the Audit Committee, the Supervisory Board and, finally, in the presence of the auditor at the Supervisory Board's balance sheet meeting on March 24, 2025. The necessary documents were distributed in good time before these meetings so that the aforementioned documents could be viewed and examined in detail. At the balance sheet meeting, the auditor reported in particular on the scope, nature, focus and key findings of its audit, focusing in particular on the key audit matters and the audit procedures performed. No significant weaknesses in the internal control system or the risk management system were reported. The auditor was then available to provide the Supervisory Board with additional information. This was by a final comprehensive discussion of the annual financial statements, the consolidated financial statements and the combined management report as well as the nonfinancial consolidated statement 2024. The Supervisory Board then approved the result of the audit by the auditor, as there were no objections to be raised following the Supervisory Board's own review. The Supervisory Board also shares the Executive Board's assessment of the situation of the company and the Group as summarized in the [management report](#) and has also approved this report. The Supervisory Board then adopted the annual financial statements of Medios AG and approved the [consolidated financial statements](#).

RETAINED EARNINGS CARRIED FORWARD

The Supervisory Board approved the Executive Board's proposal to carry forward the unappropriated surplus in full to new account (profit carried forward). The Supervisory Board expressly agrees with the Executive Board's dividend policy of continuing to invest in dynamic growth and not distributing a dividend.

COMPLIANCE AND CORPORATE GOVERNANCE

The guiding values of the Medios corporate culture are trust, respect, integrity and responsibility. These values are represented both internally and externally and serve as an orientation for action, a standard of conduct and a basis for decision-making for company management and employees. The Executive Board and Supervisory Board firmly believe that full compliance with legal requirements and excellent corporate governance are further indispensable foundations for sustainable economic success.

For further information on Corporate Governance and Compliance, please refer to the corresponding sections in the [Corporate Governance Statement](#) and the Compliance Statement in accordance with Section 161 AktG. The internal compliance regulations (guidelines and procedures), the current Code of Conduct and the Medios AG Supplier Code as part of the Group-wide compliance management system are also published on the company website.

This report was discussed in detail and adopted at the meeting of the Supervisory Board of Medios AG on March 24, 2025.

March 24, 2025

For the Supervisory Board
Dr. Yann Samson
Chairman of the Supervisory Board

Non-financial Group statement

GENERAL INFORMATION (ESRS 2)

Basis of this non-financial statement (BP-1)

This non-financial Group statement has been prepared in accordance with the legal requirements for a non-financial statement pursuant to Section 289b HGB. The CSR Directive Implementation Act (CSR-RUG) allows reporting companies to use additional European frameworks. Accordingly, Medios AG has voluntarily prepared the report content in accordance with the European requirements of the Corporate Sustainability Reporting Directive (CSRD) and the European Sustainability Reporting Standards (ESRS). The non-financial statement also contains the disclosure requirements of the EU taxonomy (in accordance with Article 8 of Regulation (EU) 2020/852) and constitutes a progress report in accordance with the COP Policy of the United Nations Global Compact (UNGC) of January 1, 2025. The non-financial Group statement was prepared for the same scope of consolidation as the annual financial statements:

Table 1: Companies included in the consolidation

Entire Medios Group incl. all locations and companies:

- Medios Pharma GmbH, Berlin
- Cranach Pharma GmbH, Hamburg
- Logopharma Pharmagroßhandel GmbH, Mannheim
- hvd medical GmbH, Saarlouis
- Blister Center Baden-Württemberg, Magstadt
- Medios Manufaktur GmbH, Berlin
- Medios Individual GmbH, Berlin
- NewCo Pharma GmbH, Mannheim
- Fortuna compounding GmbH, Mannheim
- cas central compounding baden-württemberg GmbH, Magstadt
- Rheinische Compounding GmbH, Bonn
- Rhein Main Compounding GmbH, Aschaffenburg
- Onko Service GmbH & Co KG, Osnabrück
- Onko Service Beteiligungs GmbH, Osnabrück
- Ceban Pharmaceuticals B.V., Breda, Netherlands (since June 2024), including:
 - Ceban compounding
 - Magis Pharma
 - Ceban Automation
 - Bipharma
 - Ceban Homecare
 - Metapharmaceutical
 - Medsen Pharmacies

The scope of consolidation expanded significantly in 2024 compared to the previous year due to the acquisition of the Ceban Group. Since June 1, 2024, Ceban has been part of the scope of consolidation of Medios AG, which therefore comprises 66 companies. As at December 31, 2023, there were 16 companies. This specific circumstance affects the comparability of the following disclosures with equivalent disclosures from previous sustainability reporting by Medios AG.

In the following, “we”, Medios, Medios-AG, the Medios Group or “the company” refers to the entire scope of consolidation. If individual statements only apply to a section of the scope of consolidation, this is indicated accordingly. We also explain transparently if individual key figures are based on estimates and explain the Methodology. The reporting period for all qualitative statements and quantitative information, including the key figures, is defined in the same way as for financial reporting (January 1, 2024 to December 31, 2024). “Ceban” stands for the Ceban Pharmaceutical B.V. Group including the above-mentioned companies; Ceban has been included in the metrics listed below since January 1, 2024, unless the respective metrics are provided with an explanation to the contrary. Similarly, the objectives, concepts and actions mentioned below also apply to Ceban, unless otherwise stated.

This is our first non-financial Group statement that is based in part on the requirements of the Corporate Sustainability Reporting Directive (CSRD) in conjunction with the ESRS. Medios is thus preparing for the future new reporting obligations resulting from the transposition of the CSRD into national legislation. Medios is in favor of the new requirements regarding transparency in relation to sustainability issues that will arise in the market as a result. However, not all ESRS requirements have been met. For example, quantitative information in this report is limited to that which was also reported in the previous year. Similarly, the locations in Belgium and Spain were not included in the quantitative reporting due to their small share in the number of employees and the Group's revenue. Furthermore, the contents of the report and the correct application of the reporting standards were not confirmed by the auditor as part of a limited assurance engagement. This is therefore not a first-time application of ESRS within the meaning of ESRS 1 Appendix C.

Role of administrative, management and supervisory bodies and information and sustainability matters they deal with (GOV-1, GOV-2)

Medios takes the importance of corporate social responsibility seriously and is actively committed to sustainable and ethical business practices. Promoting environmental protection, social justice and ethical business practices is an integral part of our corporate philosophy and we continuously work to maximize our positive impact on the environment and society.

In order to meet this requirement, the Administrative, management and supervisory bodies of Medios AG are responsible for all issues relating to sustainability.

The Sustainability Committee, which was established in 2021, ensures that sustainability is firmly anchored in the company's organization. The Chairman of the Executive Board, Matthias Gärtner, chairs the committee. The committee also consists of the two members of the Supervisory Board's ESG Committee, the members of the Executive Board of Medios AG and representatives of all specialist departments and operational areas. Depending on the topic and necessity, there are additional contact persons. The Sustainability Committee meets four times a year, determines the focal points of the sustainability strategy and monitors the implementation of the corresponding actions.

As Chairman of the Sustainability Committee, the Chairman of the Executive Board is responsible for the entire sustainability strategy, sustainability reporting and compliance with sustainability-related legislation. He is also ultimately responsible for achieving and monitoring the sustainability targets that have been set. The Double materiality assessment and the impacts, risks and opportunities (IROs) identified in this process are reviewed and validated by the entire Executive Board. The Chief Executive Officer (CEO) is also involved in the active assessment of the IROs. In order to ensure the management of the individual impacts, risks and opportunities, corresponding areas of responsibility and contact persons for actions and targets as well as communication channels are defined.

Table 2: Composition of the Executive Board of Medios AG

	Total	Male	Female
Members of the Executive Board	5	4 (80%)	1 (20%)

Within the Supervisory Board, the ESG Committee established on August 14, 2024 deals with sustainable corporate governance and the company's business activities in the areas of environmental, social and good corporate governance or ESG. This includes, in particular, the procedure for integrating sustainability into the business strategy, the definition of sustainability targets, mandatory ESG and CSRD reporting and, if applicable, its audit, the opportunities and risks as well as the organizational structures and processes in the ESG areas, in each case to the extent that the Audit Committee is not responsible.

Within its area of responsibility, the ESG Committee of the Supervisory Board advises and monitors the Executive Board, makes recommendations and prepares any Supervisory Board resolutions. The ESG Committee consists of Dr. Yann Samson (Chairman and Chairman of the Supervisory Board) and Jens Apermann.

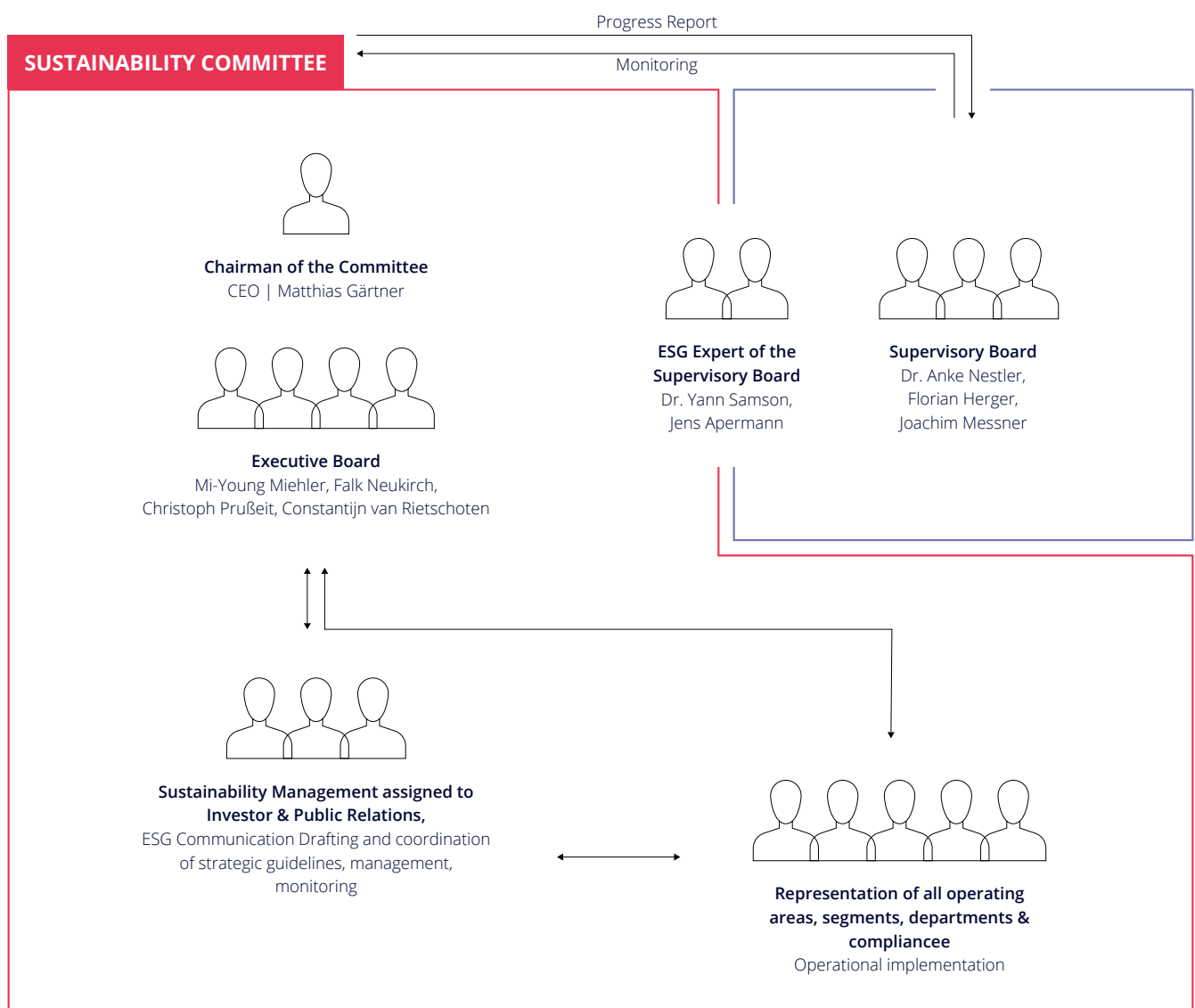
Table 3: Composition of the Supervisory Board of Medios AG

	Total	Male	Female
Members of the Supervisory Board	5 (100%)	4 (80%)	1 (20%)
of which Executive Board	0	0	0
of which no Executive Board members	5 (100%)	4 (80%)	1 (20%)
thereof employees	0	0	0
Of which employee representatives (not required by law)	0	0	0
of which independent members	5	4	1

The ESG Committee monitors the implementation of ESG-related topics, actions, objectives and policies for the management of all ESG-related IROs that Medios deems material, from senior management to each department at all levels. The ESG Committee holds quarterly meetings for this purpose. In his role as Chairman of the Sustainability Committee, the CEO reports in advance on progress in the management of ESG-related IROs, including results of the

adopted policies, actions, targets and parameters. Targets are developed and tracked in the Sustainability Committee together with the Chairman of the Executive Board and the ESG Committee.

The following diagram illustrates the structures, processes and information channels of ESG governance in the Medios Group:



In order to be able to assume the responsibilities described accordingly, Medios AG ensures that the appropriate and necessary expertise is available in the Administrative, management and supervisory bodies. The Chairman of the Supervisory Board, Dr. Yann Samson, was already the Sustainability Officer on the Supervisory Board from the beginning of 2022 until the establishment of the ESG Committee on the Supervisory Board and his assumption of its chairmanship. In this role, he was also responsible for monitoring and advising the Executive Board on sustainability issues. As the person responsible for sustainability on the Executive Board of financial.com AG, Mr. Samson has proven expertise in sustainability issues and in particular in ESG strategies as well as in the collection of ESG data and its further analysis. Among other things, financial.com AG itself develops tools/interfaces for the analysis of ESG data. These skills in the analysis of ESG data enable Dr. Samson to assess and help shape the management of all impacts, risks and opportunities of Medios AG on the basis of quantitative data.

As an experienced lawyer and member of the management of various companies, Dr. Samson also has many years of expertise in legal issues as well as in business conduct and therefore also in corporate policy. The ESG Committee has furthermore, it can invite experts for special topics to Supervisory Board meetings at any time and has already received targeted ESG training for Supervisory Board members.

As sustainability is of central importance to Medios AG, sustainability issues are also taken into account by the Executive Board in terms of conventional corporate strategy and risk management. With its business strategy, Medios also pursues the goals of sustainable healthcare for society as a whole.

Medios has defined its mission as creating a global platform to bring the most innovative drug therapies to where they are needed. With this in mind, we want to ensure the best nationwide supply of Specialty Pharma drugs to patients at through cooperative collaboration and exchange between the various market participants. Our goal is to generate sustainable economic value by integrating good business conduct, social responsibility and environmental commitment into our core business.

Overall responsibility for the implementation of the business strategy, including its sustainability-related components, lies with the Executive Board. As a result, it is also responsible for taking the business strategy into account in significant transactions and the process for identifying and managing risks in connection with the business strategy and the business model. The Supervisory Board monitors and controls its implementation and the associated reporting.

The Supervisory Board, Executive Board and Sustainability Committee draw on Medios AG's network of consulting firms and other organizations to provide sustainability-related expertise. These include:

- An external management consultancy for knowledge of sustainability reporting and the integration of sustainability and corporate strategy.
- The major ESG rating houses (such as ISS ESG, MSCI, S&P, Sustainalytics) for ESG best practices and feedback on their own sustainability performance.
- United Nations Global Compact (UNGC) for knowledge about global sustainability goals and opportunities to align these with our own corporate goals or to align our own goals accordingly.

Incorporating sustainability-related performance into incentive schemes (GOV-3)

Since July 2021, there has been a sustainability-related component in the remuneration in the form of a performance-related bonus ("ESG") for all members of the Executive Board of Medios AG. The ESG bonus is a short-term variable (performance-related) remuneration (so-called STI "Short-Term Incentive") in the form of a bonus with a one-year assessment basis. Before the start of each financial year, the Supervisory Board, in consultation with the Executive Board, determines ESG targets from various areas (such as climate and environment) uniformly for all members of the Executive Board.

When setting the ESG targets, the Supervisory Board also determines the weighting among the defined ESG targets for the overall target achievement and criteria and methodologies for assessing the achievement of the respective ESG targets. Sustainability-related performance indicators have also been included as performance measures in the variable Executive Board remuneration for the 2024 financial year. The corresponding targets are listed below.

Table 4: Targets for the ESG-related portion of variable Executive Board remuneration

Field of action	KPI	Target 2024	Value 2023	Unit
Compliance	Percentage of employees trained in compliance topics	Increase	57	%
Products/services	Number of federal states in which mediosconnect is available	Increase	7	#
Employees	Proportion of women in management positions	Stable or higher	46	%
Employees	Gender pay parity ratio (unadjusted)	Reduce gap	-25.9	%
Employees	Fluctuation rate	Reduce	23.6	%
Environment	Proportion of electricity purchased from green sources	Increase	41.1	%
Environment	Total amount of waste	Reduce	213.5	t
Environment	Recycled or reused waste	Stable or higher	48.0	%
Environment	Total Scope 3 emissions	Reduce	500.8 ¹	t CO ₂ e
Environment	Total water consumption	Reduce	3,229.0	m ³

¹ Updated based on more accurate data and calculation methods.

Strategy, business model and value chain (SBM-1)

Medios is one of the leading companies in Europe for all aspects of pharmaceutical supply in the multi-faceted field of Specialty Pharma. Specialty Pharma plays a prominent role in the treatment of complex and consultation-intensive diseases such as cancer, HIV or hemophilia. In order to optimally adapt the therapy to the specific clinical picture, therapies tailored to the individual patient are increasingly being used. We are experts with many years of experience in pharmaceutical supply and the compounding of patient-specific therapies.

With locations in Germany, the Netherlands, Belgium and Spain, the company supports key partners in the supply chain with innovative solutions and intelligent services. Medios pharmacies, specialist practices and pharmaceutical companies have focused on pioneering individual medicine in order to provide everyone with the most innovative therapies.

At the same time, the value chain with all its players is also complex and fragmented. In order to ensure precise management of impacts, risks and opportunities as well as the information to be reported, we have therefore identified the following key components within the value chain, to which reporting in the non-financial statement is limited:

— Upstream value chain

- Production of raw materials (incl. active ingredients). The most important raw materials are:
 - Monoclonal antibodies, compounded in the laboratory from immortalized cells that have been genetically modified to produce specific proteins. These proteins are then extracted and purified.
 - Small molecule drugs, chemically synthesized in laboratories from simple chemical building blocks.
 - Natural products, either extracted from natural sources (e.g. from yew or camptothecin) or compounded semi-synthetically.
 - Excipients such as sucrose, mannitol, trehalose and polysorbates, made from common plants such as corn, sugar cane, algae or synthetically produced in factories. Polysorbates are derived from sorbitol, a sugar alcohol obtained from plants.
- Compounding of packaging:
 - Secondary packaging: Cardboard, paper
 - Primary packaging: Tablet blister (PVC), glass (injection vials)
 - Shipping materials: cardboard.
- Compounding of approved finished medicinal products (tablets, capsules, injection solutions, ointments and other dosage forms) in accordance with approval by the Federal Institute for Drugs and Medical Devices (BfArM) and in accordance with international Good Manufacturing Practice (GMP) standards for medicinal products for human use.
- Purchasing, storage, sales and transport to Medios production facilities and our partner network of specialized pharmacies.

— Own business activities

— **Compounding Services business area:**

Compounding of patient-specific therapies from approved finished medicinal products, including blistering (dispensing of individually dosed tablets), in the therapeutic areas of oncology, autoimmunology, ophthalmology, neurology and hemophilia. This mainly includes cytostatic preparations, antibody solutions and parenteral nutrition solutions. Compounding is carried out in class A to D clean rooms in accordance with GMP standards.

— **Business area Active Pharmaceutical Ingredients (Active Pharmaceutical Ingredients, API) Services:**

Purchasing, storage in accordance with the Framework of Good Distribution Practice (Good Distribution Practice, GDP) and intralogistics of finished medicinal products and other materials for the compounding of patient-specific therapies (e.g. packaging materials, hygienic protective clothing, sterilization agents).

— **Studies business area:** Compounding of sterile and non-sterile Investigational medicinal products for the conduct of clinical studies by study operators.

— **Pharmacies and Pharmaceutical Services business units:**

- Internal transport to various warehouses by transport service provider (vehicle) and subsequent distribution to specialized pharmacies (Specialty Pharma pharmacies) as well as medical specialists, clinics and drug wholesalers. Storage and logistics take place at -80°C to +25°C between production facilities, drug supply centers and supply sites (Specialty Pharma pharmacies, clinics, specialist practices, drug wholesalers).
- Provision and operation of a digital ordering and billing platform ("mediosconnect") for ordering patient-specific therapies and drugs from pharmacies by specialist practices.
- Operation of 24 pharmacies in the Netherlands.

— Downstream value chain

- Supply of drugs to patients by specialized pharmacies (Specialized pharmacies)
- Administration of drugs to patients by health care professionals

- Evaluation of clinical studies and acquisition of new medical findings by study operators (investigators, sponsors, etc.)
- Disposal of pharmaceutical packaging and other conventional waste by patients, pharmacies and medical care facilities, as well as medical waste by pharmacies and leftover pharmaceuticals by pharmacies and patients.

Other components of the value chain, such as cloud computing services provided by suppliers, are also relevant for the end product, but generate proportionally less impact on "people and the environment" and less financial sustainability-related impact on the Medios AG business model.

Through the acquisition of the Ceban Group in the reporting year, the Medios Group added new activities to its portfolio, such as API services and the operation of its own pharmacies in the Netherlands. As a result of this acquisition, Medios is also active for the first time in the Dutch, Belgian and Spanish markets in addition to Germany. The products and services of Medios AG are subject to strict and in some cases different pharmaceutical regulations in all markets, which, however, do not result in any significant differences in the approval of the medical products offered by Medios between the four markets.

By making our day-to-day business sustainable in all segments, we not only create added social value with our products, but also reduce our negative impact on the environment and society. We are guided by the ten principles of the UN Global Compact. Ultimately, we want to create sustainable economic value by making good business conduct, social responsibility and environmental commitment an integral part of our core business. In addition to the generally applicable laws, rules and standards, our corporate values of trust, respect, integrity and responsibility also shape the business activities and corporate culture of the entire Medios Group.

The following table presents our sustainability strategy, including the general sustainability targets that apply to all our product and customer groups and the markets we serve. Our sustainability strategy is based on the topics of our material IROs ("Our Focus"). Each focus topic is assigned a cluster target.

Table 5: Sustainability strategy of Medios AG

Our ambition	MISSION: We are creating a global platform to bring the most innovative drugs therapies to where they are needed. VISION: Enabling the most innovative therapies for all people.					
Our strategy	By making our day-to-day business sustainable, we not only create added social value with our products, but also reduce negative impacts on the environment and society.					
Our focus	Climate change	Circular economy	Own workforce	Workers in the value chain	Consumers and end-users	Corporate policy
Stakeholders primarily affected	Nature	Nature	Employees	Service provider	Customers	Employees
Our Cluster goals	Establishing effective climate management in line with the United Nations' 1.5 degree target	Conserving resources along the entire value chain	Further development of Medios as an attractive employer + Preventing Discrimination, Strengthening and Promoting Diversity and Equal Opportunities in the company	Safeguarding human rights in our supply chains	Ensuring the best possible nationwide supply of specialty pharma drugs to patients	Further establishing a sustainable corporate culture and acting as an active social player beyond the boundaries of the company
Goals	Systematically record emissions data Building up expertise in the area of climate management Development of a climate strategy to reduce CO ₂ emissions in line with the 1.5 degree target pathway Reduction of CO ₂ emissions through increased Energy efficiency and the use of renewable energies Offsetting unavoidable emissions	Increase the proportion of recycled or reused waste Significantly increase the use of recyclable and reusable packaging	Increase employee satisfaction Effective support for a healthy lifestyle and occupational safety Complete prevention of Work-related accidents Work-life balance at Medios Long-term employee retention and reduction of precarious working conditions Identifying and developing the potential of our employees through clear concepts Promotion of junior staff and managers Securing young talent – Increasing the number of apprenticeships Maintaining a high proportion of women in management positions Active promotion of equal opportunities Ensuring fair pay for women	Ensuring appropriate working conditions in the Upstream value chain	Quality assurance Further increase customer satisfaction Reduce customer complaints and resolve them in the best possible way Expansion of cooperation with local pharmacies Improved patient care through digitalization and innovative processes	Formalize values and align corporate actions with these values Ensuring compliance with defined standards in the Supply chain Expanding social commitment
UN SDGs	Strategic sustainability orientation taking into account the UN Sustainable Development Goals (SDGs)					

Overarching the sustainability goals is our ambition to create a Europe-wide platform to make personalized therapies accessible to all patients in the future, together with pharmacies, specialist practices and pharmaceutical companies. The specialized pharmaceutical supply and compounding of patient-specific therapies to improve care models for patients and thus the treatment options for diseases such as cancer, HIV or hemophilia in all of the markets we serve is therefore our most important output and the focus of our sustainability efforts. We want to make Specialty Pharma sustainable throughout Europe. The critical solution for both the expansion of a European platform for individualized therapies and its sustainable design lies in close networking and cooperation along the entire value chain.

Customers, investors and all other stakeholders benefit from the effectiveness of our individualized therapies. These successes illustrate the increasing relevance of patient-specific therapies for ensuring sustainable healthcare in Europe.

In addition to the physical inputs from our upstream value chain, such as the active ingredients of the therapies we prepare, our storage and delivery logistics and, in particular, our human capital in the form of experience, expertise and competence are the most important inputs. We also exchange experience and transfer knowledge at an international level to promote synergies, new ideas, individual solutions and efficient processes – and to identify, develop and secure human capital as our most important input. The partnership intelligence resulting from networking, exchange of experience and knowledge transfer between those involved along the value chain and between science and practice is also our central means of capturing, developing and securing all the other physical and non-physical inputs mentioned above. In this way, we learn about novel active ingredients, cooperation opportunities or epidemiological developments at an early stage, for example, and can react to them in an agile manner. (SBM-1 42)

A total of 1,003 employees work for Medios in Belgium, Germany, the Netherlands and Spain, including 508 in Germany and 444 in the Netherlands.

Stakeholders' interests and perspectives (SBM-2)

For Medios, constant exchange with its stakeholders is of central importance. By taking stakeholder perspectives into account, we get to know the expectations of our stakeholders and can therefore act and report in a more targeted manner.

Even though we consider every stakeholder along our value chain and beyond to be relevant, we list below the key stakeholders for further reporting that we have identified as material Stakeholders in relation to our business model and the achievement of our sustainability goals:

- Customers: Pharmacies, hospital pharmacies and medical care centers (clinics, specialist practices)
- Suppliers: Pharmaceutical Companies
- Employees
- Service provider
- Representation of interests/associations
- Financial Stakeholders (investors or shareholders, banks, financial analysts, insurance companies)
- Nature.

As part of the double materiality assessment (DMA), we have sorted our stakeholders into two categories: Impact Stakeholders and Financial Stakeholders. The latter also correspond to the primary users of the Sustainability disclosures provided in the report. The aim is to confront the stakeholders with questions that are as precise as possible and that can be answered by the respective stakeholder in a well-founded manner.

As part of an online survey, we confronted suitable representatives of the impact stakeholders with topics that could have an influence on our business model and our value chain. We used the information gained from this to highlight the most relevant topics in the further materiality assessment process. The impact stakeholders were not involved in a dialog. Nature was involved as a "silent stakeholder" by consulting the scientific database ENCORE (encorenature.org).

In contrast, we interviewed representatives of the financial stakeholders in individual interviews with the participation of at least one of our members of the Executive Board on the topics of (financial) opportunities and risks in relation to sustainability and on impact topics considered on the basis of consultations with impact stakeholders. This not only helped us to identify the significant opportunities and risks for Medios, but also provided us with important input for the assessment of these. The summary of stakeholder engagement is part of the validation of the materiality assessment by our Executive Board and is the subject of the quarterly meetings of the ESG Committee.

The results of the stakeholder engagement as part of the double materiality assessment had a decisive influence on the identification of our material impacts, risks and opportunities and subsequently on the management of our material IROs, including targets and actions, based on these. The Executive Board was involved in the stakeholder consultations as part of the materiality assessment and informed the Supervisory Board of the results. At its quarterly meetings, the ESG Committee also continuously discusses the interests and concerns of Stakeholders that have been brought to the attention of individual members and incorporates these into its planning.

We are also in close contact with our stakeholders outside of the materiality assessment. We are constantly adapting our products and services to new developments in research, regulation and epidemiology.

We conducted a customer and supplier survey at in September 2023. As a result, our customers and Suppliers appreciate the partnership-based cooperation as well as the flexibility and expertise within the key indications offered by Medios: oncology, neurology, gastroenterology, autoimmune diseases, hemophilia and ophthalmology. We have taken on board the suggestions regarding greater transparency of the company structure and corresponding contact persons to improve our customer and supplier service.

We hold a status meeting with our Suppliers at least once a year. We maintain dialog with our partner pharmacies primarily at networking events and in regular conference calls. In March 2024, the “Medios Specialty Pharma Day” was held once again at with 60 participants in Berlin. This annual event offers pharmacies the opportunity to interact with each other and helps us to better understand the needs of our pharmacy customers.

As a listed company, communication with our investors is very important to us. In addition to the mandatory announcements, we also publish press releases and are always available for personal queries in order to communicate our business development and activities continuously and transparently. We are also represented at many national and international investor conferences throughout the year.

In order to keep abreast of the latest professional and political developments, we are members of various interest groups whose networking events we attend. Here is a list of the associations and institutions of which we are a member:

- BVDK e. V. – Federal Association of German Pharmacy Cooperations
- Federal Association of Recipe Production Facilities e. V.
- DIRK – German Investor Relations Circle
- Berlin Chamber of Industry and Commerce
- UN Global Compact.

The interests and rights of the company's own employees are taken into account in the corporate strategy and business model through regular surveys. There are also stock options for employees.

We plan to flesh out our sustainability strategy in 2025 with targets and action plans for the period up to 2030. Otherwise, based on the stakeholder consultations carried out as part of the dual materiality assessment, we do not see any need to fundamentally change our business strategy or our business model with regard to the views of the stakeholders consulted. Over the next five years at least, we will continue to work towards ever closer networking of all partners along the value chain and drive forward the supply of patient-specific therapies in Europe.

Impacts, risks and opportunities and their interplay with strategy and business model (SBM-3)

As part of the materiality assessment, Medios AG has identified the impacts, risks and opportunities (IROs) that are material to it in connection with the topic of sustainability. All IROs that are material for us along the entire value chain under consideration as well as their location along our value chain and their chronological location are shown in the following figure. Further information on the individual IROs is described in the respective topic sections.

Table 6: E1 Energy and climate

	Value chain			Time horizon		
	Before	Own	After	< 1 year	1–5 years	> 5 years
Impact 1: Contribution to Climate change through the company's own greenhouse gas emissions in Scope 1–3 (at its own sites and throughout the value chain) (actual, negative)	●	●	●	●	●	●
Impact 2: (Climate-relevant) Energy consumption through own production processes and along the entire value chain (actual, negative)	●	●	●	●	●	●
Risk 1: Risk of damage to the organization's physical assets (buildings, equipment and data centers, etc.) caused by extreme weather events such as floods, storms and heat waves or by longer-term trends such as temperature changes, rising sea levels, reduced water availability or loss of biodiversity		●		●	●	●
Risk 2: Serious disruption to critical business processes or services, including those provided by third parties, due to extreme weather events (e.g. disrupted supply chains)	●		●	●	●	●

Table 7: E5 Resources and Circular economy

	Value chain			Time horizon		
	Before	Own	After	< 1 year	1–5 years	> 5 years
Impact 1: Consumption of resources, particularly in the production of medicines (entire value chain) and in infrastructure measures such as the expansion and new construction of company sites (actual, negative)	●	●	●	●	●	●
Impact 2: Waste generated by own products and along the entire value chain (actual, negative)	●	●	●	●	●	●

Table 8: S1 Own workforce

	Value chain			Time horizon		
	Before	Own	After	< 1 year	1–5 years	> 5 years
Impact 1: Opportunity for long-term life planning on the part of the workforce (actual, positive)		●		●	●	●
Impact 2: Sustainable prosperity on the part of the company's own workforce (actual, positive)		●		●	●	●
Impact 3: Participation of own employees in family and social life (actual, positive)		●		●	●	●
Impact 4: Improved health and healthy lifestyle on the part of own employees (actual, positive)		●		●	●	●
Impact 5: Sustainable qualification of skilled workers on the part of the company's own employees (potential, positive)		●		●	●	●
Impact 6: Appreciation and integration of people, regardless of gender, nationality, religion, sexual orientation or physical/mental impairments (actual, positive)		●		●	●	●
Risk 1: Reputational damage and increased recruitment costs due to an unbalanced work-life balance		●			●	●
Risk 2: Loss of talent/high turnover of employees in key functions due to negatively perceived working conditions (e.g. inadequate work-life balance)		●			●	●
Opportunity 1: Recruiting specialists through good working conditions (e.g. appropriate work-life balance)				●	●	●

Table 9: S2 Employees in the value chain

	Value chain			Time horizon		
	Before	Own	After	< 1 year	1–5 years	> 5 years
Impact 1: Prosperity on the part of Workers in the value chain (actual, positive)	●		●	●	●	●
Impact 2: Exploitation of Workers in the value chain (potential, negative)	●		●	●	●	●

Table 10: S4 Consumers and end users

	Value chain			Time horizon		
	Before	Own	After	< 1 year	1–5 years	> 5 years
Impact 1: Cure or prevention of diseases on the part of consumers and end users of our products (actual, positive)			●	●	●	●
Opportunity 1: Reputation and market gains through high-quality specialty medication (opportunity)		●		●	●	●

Table 11: G1 Corporate policy

	Value chain			Time horizon		
	Before	Own	After	< 1 year	1-5 years	> 5 years
Impact 1: Achievement of ESG goals through the establishment of partnerships (potential, positive, corporate culture)	●	●	●	●	●	●
Impact 2: Fulfilling employment on the part of the company's own employees, for example through appreciation and participation in ESG decisions and processes (potential, positive, corporate culture)		●		●	●	●
Impact 3: Promotion of ESG goals along the entire value chain through cooperation with Suppliers and other business partners (potential, positive, corporate culture)	●	●	●	●	●	●
Impact 4: Protection of whistleblowers and increased likelihood of whistleblowing (potential, positive, whistleblowers)		●		●	●	●
Impact 5: Improved access to drugs through the company's own political commitment (actual, positive, lobbying)		●		●	●	●

The focus of our material sustainability-related risks, opportunities and impacts lies in our own business activities. We have focused on forward-looking individual medicine in order to work together with pharmacies, specialist practices and pharmaceutical companies to provide all people with the most innovative therapies. Materiality of the main IROs along the value chain, their relation to strategy, business model or business relationships as well as expected financial effects are presented in the individual topic chapters.

Our core business – specialized pharmaceutical supply and the compounding of patient-specific therapies – requires continuous further development and adaptation with regard to new findings from research, new epidemiological incidents and new drug regulatory developments. This requires innovation across the entire value chain, which in turn can only be achieved through an intensive exchange of experience and transfer of knowledge along the entire supply chain. We will also take this into account when managing and using our materiality-related IROs.

As we have a constantly growing partner network of medical specialists, pharmacies and pharmaceutical companies as part of our own business activities and cooperate closely with all partners involved, we are able to manage some of the material impacts, risks and opportunities that are located in the upstream or downstream value chain through our own actions. Our materiality-related IROs therefore do not fundamentally call our business model and strategy into question. We will continue to approach the necessary adjustments in the course of ecological and social developments as partners in an already dynamic and promising business area.

Determination of material IROs and topics (IRO-1)

The IROs that are material to our company are the core results of our materiality assessment. We have considered and assessed topics from the areas of Environment, Social and Governance in a multidimensional way, according to the principle of Double materiality.

IROs resulting from the most important activities, business relationships and processes in Medios AG's business model or value chain were considered – without limitation to those with an increased risk of adverse effects, as well as external influences related to sustainability issues. All consequences that could arise from intentional and harmful actions are excluded from consideration, as no valid assessments are possible in this case. Impact materiality and financial materiality were analyzed in two separate steps

IMPACT MATERIALITY

Starting from a longlist based on the ESRS, we collected information in various steps in order to find out in which subject areas impacts on people and the environment could arise. We carried out both an industry analysis and a screening of empirical findings. Using a stakeholder survey, we collected information on which topics customers, suppliers, employees, service providers and stakeholders consider important. This enabled us to record the impacts that may arise in the upstream and downstream value chain early on in the process. Based on the findings that we gathered internally, in collaboration with experts, through the stakeholder survey and the consideration of empirical results, we were able to identify the most important topics and assess the associated impacts.

To evaluate the impacts, all impacts were sorted into the following categories:

- Potential and positive
- Potential and negative
- Actual and positive
- Actual and negative.

The following dimensions were assessed for actual impacts:

- Actual positive impacts: Evaluation by scale and scope
- Actual negative impacts: Assessment according to scale, scope and irremediability
- Potential positive impacts: Assessment by scale, scope and probability of occurrence
- Potential negative impacts: Scale, scope, irremediability and probability of occurrence.

We have generally weighted these assessment factors equally, but in cases of negative potential impacts in relation to human rights issues, we have placed a higher weighting on the extent of the negative impact on the people affected. Based on the categorization, the relevant dimensions for the impacts were evaluated on of the impact list. All dimensions were rated on a Likert scale of 1–5 (5 = highest, 1 = lowest).

The assessment was carried out by a selected group of expert employees and decision-makers and supported by external experts. Where possible, the assessment was based on the gross principle, i.e. consideration before the impact of actions already taken or planned. We only deviated from this principle if the extent, scope or probability of occurrence had already been so significantly reduced (negative impacts) or increased (positive impacts) by actions over a longer period of time that it was no longer possible to draw conclusions about the original state. After applying a threshold, we defined the material impacts for Medios AG.

FINANCIAL MATERIALITY

We considered the sustainability-related risks and opportunities in a downstream process step. In a first step, we collected risks and opportunities that can be derived from the material impacts and are directly related to them. We also identified risks and opportunities that could arise along our entire value chain in the short, medium or long-term, even if they are not directly linked to an impact.

We conducted interviews with various stakeholders that we consider particularly suitable for assessing the financial dimension of double materiality. These include investors, lenders, insurance companies and business partners. We also included the requirements resulting from the ESG rating assessment processes during the year as information in the analysis. The risks and opportunities were then assessed by our risk management team based on the criteria of probability of occurrence and financial impact. In the evaluation, we drew a materiality threshold to define material risks and opportunities in the same way as for the impact analysis. The materiality threshold was based on that of financial reporting. Multiplying the probability of occurrence by the possible extent results in an expected value for financial reporting. Similarly, a possible overall risk or a possible overall opportunity was determined by multiplying the probability of occurrence and the extent of damage or benefit (each in 1–6 points) and a materiality threshold of 8 was drawn. With this threshold, a relatively lower extent of damage was applied in order to prioritize sustainability-related risks over other risks.

The result of the two process steps (impact and financial) was validated by the Executive Board and Supervisory Board. Throughout the entire process, decisions were never made by individuals. The Executive Board was involved in the decision-making process and the internal control procedures with regard to the materiality assessment from the outset.

From now on, the identified material IROs will also be included in general risk management as well as in our corporate strategy and general management. As with other risk groups, sustainability-related risks and impacts are regularly communicated to the responsible decision-makers who are responsible for risk management. The process for the identification, assessment and management of impacts and (sustainability) risks is planned as an annual standard process of Medios' general risk management beyond the initial performance of the dual materiality assessment. Medios uses this process to review the materiality assessment and the corresponding ESG strategy annually and adjust them if necessary. As a result, the general risk profile and the risk management process are also reassessed and sharpened accordingly.

As this is our first report in accordance with the ESRS requirements, this is also the first time that we have carried out a materiality assessment using the procedure described. The results of the materiality assessment and therefore also the identified material IROs are reviewed annually and the result of the review is presented to the Supervisory Board. A complete repetition of the analysis is not currently planned, but may be a result of the annual review should new developments and circumstances lead to significant changes in the IROs being expected.

The process described above shows our materiality assessment, which we have used to distinguish our material IROs and topics from those that are not material. In the following section, we also describe which information we have included in the standards on the topics of Environment and Governance.

E1 – CLIMATE AND ENERGY

In order to assess whether our business activity has a material impact on Climate change, we have analyzed and included our greenhouse gas emissions. Based on scientific findings, we were able to ensure that we have a material impact on Climate change.

We also analyzed our climate-related physical risks in our own operations and within the upstream and downstream value chain. We have included a climate scenario with high emissions (4°C) and one with emissions to meet the 1.5 degree target. Our assets and business activities may be affected in scenario 1, as extreme weather events, for example, can significantly disrupt our supply chains and operations in this scenario. In scenario 2, our business activities are less affected. More detailed explanations can be found below in the corresponding topic section [E1 Climate and energy](#).

E2 – SOIL POLLUTION; POLLUTION OF LIVING ORGANISMS AND FOOD RESOURCES

A review of the Medios Group's business activities and the value chain did not reveal any significant points of contact (interfaces) with the above-mentioned forms of pollution. Production processes in our own business activities and in the value chain are subject to national and international pharmaceutical guidelines that largely exclude actual and potential pollution of soil, living organisms and food resources. Oil leaks in the course of accidents during transportation by truck as part of the value chain were identified as the only potential soil pollution, but were not considered further due to the low probability and low potential extent.

E3 – WATER AND MARINE RESOURCES

We have not identified this issue as material beyond possible water pollution (considered in the context of E2 – Water pollution), as the water supply at Medios sites and in the value chain is guaranteed by public suppliers. Medios primarily uses water in sanitary facilities or as drinking water (low consumption). Only in the upstream supply chain can larger water consumption occur in the area of active ingredient and pharmaceutical production, which is handled by local suppliers in accordance with strict pharmaceutical regulations.

E4 – BIODIVERSITY

We did not identify any known impacts of Medios' business activities on biodiversity beyond potential impacts on freshwater Ecosystems due to water pollution (considered under E2 – Water pollution). A review of all nine Medios operating sites for their location in or near biodiversity-sensitive areas and the potential impacts of the operating sites and the Specialty Pharma pharmacies on biodiversity-sensitive areas did not reveal any points of contact (interfaces) with biodiversity or Ecosystems. On the one hand, this is due to the origin and degradability of the specific active ingredients and accompanying substances of the drugs that are produced, processed, ingested and disposed of or degraded in the value chain. It is also due to the low impact of Medios business activities on the local environment, which results from safety and hygiene regulations under pharmaceutical law and GMP.

Similarly, an examination of our own business activities and the value chain did not reveal any known significant dependencies on biodiversity and/or Ecosystems. Dependencies on genetic material (such as a cell line known as CHO cells, which were isolated from ovary cells of a hamster species in 1957) for the formulation of antibody molecules exist only in the context of active ingredient production in the upstream supply chain. However, these are immortalized cell lines that are not directly dependent on the survival of the species in question.

E5 – RESOURCES AND CIRCULAR ECONOMY

To assess E5, we reviewed our operating sites and business activities and examined our value chain with regard to corresponding interfaces. As a result, we identified material IROs. The detailed considerations that we carried out in accordance with the specific requirements for this topic standard are described in more detail in the corresponding [chapter Resources and Circular economy](#).

G1 – CORPORATE POLICY

We examined the risks of Corruption and Bribery by geographically mapping our own companies and operating sites as well as our most important suppliers. Locations or business relationships in countries with an increased risk of corruption based on the Corruption Perception Index are highlighted and considered. The same applies to countries with an increased risk of human rights violations.

After consulting our key stakeholders on impact and financial perspectives, we gained a valuable and comprehensive overview of which sustainability issues are particularly strongly related to our business model. Following the quantitative assessment of the IROs, we were therefore able to sort them in descending order and thus create the basis for prioritization. In order to only disclose information in the non-financial statement that is of particular importance to Medios AG, our stakeholders and the addressees of the report, we have drawn a materiality threshold and not included all IROs below this threshold in the reporting. This has the advantage that the selection of IROs and thus the information to be reported is as free as possible from subjective attitudes to the topics, as we do not allow any deviations from this materiality threshold in the materiality assessment process. The materiality threshold was determined in cooperation with external experts and set in such a way that the information that is most important to our stakeholders and addressees and forms the basis for informed decisions will be included in the report.

For all identified material IROs, we report the relevant Policies, Actions and Targets for the associated topics in the respective chapters. If there are no Policies, Actions or Targets for a topic, we disclose this transparently. Quantitative data points from the reporting requirements of the metrics that result from the ESRS and are not directly related to the material IROs we have identified are not included in the report so that only the relevant and pertinent information is included. To this end, we have derived report-relevant data points based on the material IROs. After each material IRO was assigned to a sub-sub-topic, all data points in the topic standard were assessed for their relevance to the respective IRO in the respective sub-sub-topic. We also consulted external experts to assess which data points are related to our IROs. In addition to technical expertise, the basis for the assessment was an analysis of the extent to which interest in these data points was previously apparent (e.g. through inquiries from stakeholders such as rating agencies) as well as a rough estimate of the figures, including a classification of these.

ENCORE, a database of scientific findings on the typical impacts of companies in various industries, was used for the materiality assessment. Otherwise, the company's own data and assessments by the company and external experts were used as input parameters. There are no changes to previous materiality assessments of this kind, as this is Medios' first ESRS-compliant materiality assessment. The next review of the materiality assessment is planned for September 2025.

EU TAXONOMY

Ecologically sustainable management is one of the key issues of our time. As part of the European Green Deal, the European Union has placed issues such as climate and environmental protection at the center of the political agenda. The EU taxonomy (Regulation (EU) 2020/852 and related delegated acts) is an important building block for channeling continental capital flows into investments that support sustainable development. This is an instrument designed to support investors and project promoters as well as companies in the transition to a low-carbon, resource-efficient and resilient future.

Background and goals

The EU taxonomy uses a uniform classification system to define which economic activities can be declared as environmentally sustainable and distinguishes between taxonomy eligibility and taxonomy conformity. An economic activity is considered taxonomy-eligible if it can potentially contribute to achieving at least one of the following six environmental goals:

- Climate change mitigation
- Climate change adaptation
- Sustainable use and protection of Water and marine resources
- Transition to a Circular economy
- Pollution prevention and reduction
- Protection and restoration of biodiversity and ecosystems.

However, according to the Taxonomy Regulation, an economic activity is only considered ecologically sustainable and taxonomy-compliant ("aligned") if the following three conditions are met:

- Making a substantial contribution to one of the six environmental objectives ("substantial contribution")
- Compliance with the "do no significant harm" (DNSH) criteria, which are intended to prevent significant impairment of one or more other environmental objectives
- Compliance with the minimum safeguards set in Article 18 of Regulation (EU) 2020/852.

Reportable key figures

As a company that falls within the scope of the EU taxonomy, Medios AG must publish the defined key figures revenue, CapEx (capital expenditure) and OpEx (operating expenses) for its share of taxonomy-eligible or taxonomy-compliant economic activities.

The ratio of taxonomy-eligible or taxonomy-compliant revenue relates two revenue figures to each other: the numerator is the portion of net revenue from goods or services (including intangible goods) associated with taxonomy-eligible or taxonomy-compliant economic activities. The denominator in each case is net revenue, which comprises the total revenue reported in accordance with International Accounting Standard IAS 1.82 (a).

For CapEx and OpEx, the additions to property, plant and equipment and intangible assets during the financial year before depreciation, amortization and any revaluations are to be considered in each case

- a) relate to assets or processes associated with taxonomy-compliant economic activities,
- b) are part of a plan to expand taxonomy-compliant economic activities or to convert taxonomy-compliant economic activities into taxonomy-compliant economic activities, or
- c) relate to the purchase of products from taxonomy-compliant economic activities and individual actions that result in low-carbon target activities or reduce greenhouse gas emissions or, in the sense of OpEx, relate to individual building refurbishment measures.

In terms of taxonomy-eligible or taxonomy-compliant investment and operating expenses, we report the share of expenses and expenditure incurred in connection with the operation and expansion of our facilities in order to compound taxonomy-eligible or taxonomy-compliant products for the 2024 financial year. All economic activities we have audited are assigned to category a) – i.e. assets or processes associated with taxonomy-compliant economic activities.

Methodology

Economic activities that are generally taxonomy-eligible and taxonomy-compliant were determined in four steps:

- As a first step, all activities within the six defined environmental objectives were checked in a cross-departmental workshop for consistency with our business activities and their taxonomy capability using the descriptions from Delegated Regulation (EU) 2021/2139.
- The amount of revenue, CapEx and OpEx was then determined on the basis of account and investment plans for the activities identified as taxonomy-eligible. The amounts used to calculate the key figures are based on the figures reported in the consolidated financial statements. In principle, all fully consolidated Group companies were included in this analysis. If the respective key figure comprises several economic activities, an appropriate breakdown was made, which was generally based on the direct costs incurred for the economic activity.
- Materiality threshold: In line with common practice, the materiality threshold was set at 2%. It can be assumed that economic activities that collectively account for no more than 2% of revenue, CapEx or OpEx have no material impact on reporting and thus no information deficit arises if they are omitted. Accordingly, only information on material activities is provided below.
- All taxonomy-eligible activities identified as material were subjected to a conformity check. To this end, queries were initially made to the respective Group companies, central functions within the company and service providers to check whether the respective technical assessment criteria were met. If it was not possible to determine compliance with the technical assessment criteria due to a lack of data or evidence, no further investigation was carried out and the economic activity was assessed as not compliant with the taxonomy. The results of the audit are described in the following sections on revenue, Investments and operating expenses.
- As none of the economic activities identified as material could be classified as taxonomy-compliant following a review of the technical assessment standards, a further review of the DNSH and minimum protection criteria was not necessary.

Performance indicators in accordance with the EU Taxonomy Regulation

In connection with the environmental objectives defined in the EU taxonomy, we were able to identify the following economic activities of Medios as taxonomy-eligible:

REVENUE

The analyses showed that, according to the EU Taxonomy Regulation, no economic activity can be assigned to the environmental objectives (1) Climate change mitigation, (2) Climate change adaptation, (3) the sustainable use and protection of Water and marine resources, (4) the transition to a Circular economy or (6) the protection and restoration of biodiversity and Ecosystems and fall within the scope of the EU Taxonomy.

The proportion of taxonomy-compliant revenue¹, which is calculated as the proportion of taxonomy-compliant net revenue (numerator) divided by the total net revenue of Medios AG (denominator), therefore corresponds to 0% for the reporting year (see Table below). The taxonomy-compliant share of taxonomy-eligible revenue also corresponds to 0%.

¹ Revenue was determined in accordance with the taxonomy definition and the applicable accounting policies and corresponds to the amounts in the annual financial statements, see Annual Report 2024.

Table 12: Revenue

Financial year 2024	Year		Criteria for a Material Contribution							DNSH criteria ("No significant impairment")							Share of taxonomy-compliant (A.1.) or taxonomy-eligible (A.2.) revenue, year N-1 (18)	Enabling activity category (19)	Transitional activity category (20)
Economic activities (1)	Code (2)	Revenue (3)	Share of revenue, year N (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum protection (17)			
		in € thousand	in %	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	in %	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Ecologically sustainable activities (taxonomy-compliant)																			
Transportation with motorcycles, passenger cars and light commercial vehicles	6.5	0	0	N	N/EL	N/EL	N/EL	N/EL	N/EL	N	N	N	N	N	N	N	0		T
Installation, maintenance and repair of renewable energy technologies	7.6	0	0	N	N/EL	N/EL	N/EL	N/EL	N/EL	N	N	N	N	N	N	N	0	E	
Acquisition and ownership of buildings	7.7	0	0	N	N/EL	N/EL	N/EL	N/EL	N/EL	N	N	N	N	N	N	N	0		T
Revenue from environmentally sustainable activities (taxonomy-compliant) (A.1)		0	0	0	0	0	0	0	0								0		
of which enabling activities		0	0	0	0	0	0	0	0								0		
of which transitional activities		0	0	0	0	0	0	0	0								0		
A.2 Taxonomy-compliant but not environmentally sustainable activities (non-taxonomy-compliant activities)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Transportation with motorcycles, passenger cars and light commercial vehicles	6.5	0	0	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0		T
Installation, maintenance and repair of renewable energy technologies	7.6	0	0	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0	E	
Acquisition and ownership of buildings	7.7	0	0	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0		T
Revenue from taxonomy-compliant but not environmentally sustainable activities (non-taxonomy-compliant activities) (A.2)		0	0	0	0	0	0	0	0								0		
A. Revenue from taxonomy-eligible activities (A.1 + A.2)		0	0	0	0	0	0	0	0								0		
B. ACTIVITIES NOT ELIGIBLE FOR TAXONOMY																			
Revenue from non-taxonomy activities			100																
Total			100																

Codes:
Y – yes, taxonomy-eligible activity that is in conformity with the relevant environmental objective
N – no, taxonomy-eligible activity that is not in conformity with the relevant environmental objective
N/EL – “not eligible”, activity not taxonomy-eligible for the respective environmental objective
EL – activity taxonomy-eligible for the respective objective

Table according to footnote (c) of the Environmental DA Annex V

	Share of revenue/total revenue	
	Taxonomy-compliant per target	Taxonomy-capable per destination
CCM	0%	0%
CCA	0%	0%
WTR	0%	0%
CE	0%	0%
PPC	0%	0%
BIO	0%	0%

CAPEX

The basis for identifying taxonomy-eligible capital expenditure (CapEx)² is the additions to property, plant and equipment and intangible assets during the financial year under review before depreciation and amortization and any revaluations for the financial year in question. CapEx also includes additions to property, plant and equipment and intangible assets resulting from business combinations (application of IFRS [IAS 16, 38, 40, 41, IFRS 16] and national accounting policies).

In the area of our CapEx, we have included both “transportation by motorcycles, passenger cars and light commercial vehicles” (cf. category 6.5. Annex I of Delegated Regulation 2021/2139 of June 4, 2021) and “Installation, maintenance and repair of renewable energy technologies “ (cf. Category 7.6. Annex I of Delegated Regulation 2021/2139 of June 4, 2021) and the

“acquisition and ownership of buildings” (cf. Category 7.7. Annex I of Delegated Regulation 2021/2139 of June 4, 2021) were each identified as taxonomy-eligible economic activities from the environmental objective “Climate change mitigation”. The latter was specifically considered in connection with the purchase of land, including the buildings on it. Table 2 shows that a total of 1.6% of our investment expenditure in the 2024 financial year can be classified as taxonomy-eligible. No are economic activities above the materiality threshold of 2%. Due to a lack of data or evidence, it was also not possible to check compliance with the technical assessment criteria of category 6.5.

Therefore, none of the economic activities identified in CapEx as taxonomy-eligible were also classified as taxonomy-compliant

² Capital expenditure was determined in accordance with the taxonomy definition and the applicable accounting policies and is consistent with the amounts in the consolidated financial statements, see Annual Report 2024.

Table 13: CAPEX

Financial year 2024	Year		Criteria for a Material Contribution							DNSH criteria (“No significant impairment”)							Proportion of taxonomy-compliant (A.1.) or taxonomy-capable (A.2.) CapEx, year N-1 (18)	Enabling activity category (19)	Transitional activity category (20)
Economic activities (1)	Code (2)	CapEx (3)	CapEx share, year N (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum protection (17)			
		in € thousand	in %	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	in %	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Ecologically sustainable activities (taxonomy-compliant)																			
Transportation with motorcycles, passenger cars and light commercial vehicles	6.5	0	0	N	N/EL	N/EL	N/EL	N/EL	N/EL	N	N	N	N	N	N	N	0		T
Installation, maintenance and repair of renewable energy technologies	7.6	0	0	N	N/EL	N/EL	N/EL	N/EL	N/EL	N	N	N	N	N	N	N	0	E	
Acquisition and ownership of buildings	7.7	0	0	N	N/EL	N/EL	N/EL	N/EL	N/EL	N	N	N	N	N	N	N	0		T
CapEx of environmentally sustainable activities (taxonomy-compliant) (A.1)		0	0	0	0	0	0	0	0								0		
of which enabling activities		0	0	0	0	0	0	0	0								0		
of which transitional activities		0	0	0	0	0	0	0	0								0		
A.2 Taxonomy-compliant but not environmentally sustainable activities (non-taxonomy-compliant activities)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Transportation with motorcycles, passenger cars and light commercial vehicles	6.5	401.3	0.1	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.1		T
Installation, maintenance and repair of renewable energy technologies	7.6	100.0	0	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0	E	
Acquisition and ownership of buildings	7.7	4,714.0	1.5	EL	N/EL	N/EL	N/EL	N/EL	N/EL								1.5		T
CapEx of taxonomy-eligible but not environmentally sustainable activities (non-taxonomy-compliant activities) (A.2)		5,215.3	1.6	1.6	0	0	0	0	0								1.6		
A. CapEx of taxonomy-eligible activities (A.1 + A.2)		5,215.3	1.6	1.6	0	0	0	0	0								1.6		
B. ACTIVITIES NOT ELIGIBLE FOR TAXONOMY																			
CapEx of activities not eligible for taxonomy		303,925.1	98.4																
Total		308,867.0	100																
Codes: Y – yes, taxonomy-eligible activity that is in conformity with the relevant environmental objective N – no, taxonomy-eligible activity that is not in conformity with the relevant environmental objective N/EL – “not eligible”, activity not taxonomy-eligible for the respective environmental objective EL – activity taxonomy-eligible for the respective objective																			
Table according to footnote (c) of the Environmental DA Annex V																			
																	Share of revenue/total revenue		
																	Taxonomy-compliant per target	Taxonomy-capable per destination	
CCM																	0%	1.6%	
CCA																	0%	0%	
WTR																	0%	0%	
CE																	0%	0%	
PPC																	0%	5%	
BIO																	0%	0%	

OPEX

The basis for determining taxonomy-eligible operating expenses (OpEx)³ are the direct, non-capitalized costs for research and development, building renovation measures, short-term leases, maintenance and repair as well as all other direct expenses for the ongoing maintenance of property, plant and equipment by the company or third parties, which are necessary to ensure the ongoing and effective functioning of these assets.

In connection with our OpEx, we were able to identify two taxonomy-eligible economic activities at Medios with the “transportation by motorcycles, passenger cars and light commercial vehicles” (see category 6.5. Annex I of Delegated Regulation 2021/2139 of June 4, 2021) and the “acquisition and ownership of buildings” (see category 7.7 Annex I of Delegated Regulation 2021/2139 of June 4, 2021), each from the environmental objective “Climate change mitigation”. In the 2024 financial year, operating costs amounted to just under €145 thousand. This means that taxonomy-eligible OpEx account for 8.9% of our total operating expenses (**Table 14**). Compliance with the technical assessment criteria could not be finally verified in connection with OpEx either, which is why taxonomy conformity cannot be reported once again.

³ Operating expenses were determined in accordance with the taxonomy definition and therefore differ from the amounts in the annual financial statements (see **Financial information**).

Table 14: OPEX

Financial year 2024	Year			Criteria for a Material Contribution						DNSH criteria ("No significant impairment")							Proportion of taxonomy-compliant (A.1.) or taxonomy-capable (A.2.) OpEx, year N-1 (18)	Enabling activity category (19)	Transitional activity category (20)
Economic activities (1)	Code (2)	OpEx (3)	OpEx share, year N (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum protection (17)			
		in € thousand	in %	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	in %	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Ecologically sustainable activities (taxonomy-compliant)																			
Transportation with motorcycles, passenger cars and light commercial vehicles	6.5	0	0	N	N/EL	N/EL	N/EL	N/EL	N/EL	N	N	N	N	N	N	N	0		T
Acquisition and ownership of buildings	7.7	0	0	N	N/EL	N/EL	N/EL	N/EL	N/EL	N	N	N	N	N	N	N	0		T
OpEx of environmentally sustainable activities (taxonomy-compliant) (A.1)		0	0	0	0	0	0	0	0								0		
of which enabling activities		0	0	0	0	0	0	0	0								0		
of which transitional activities		0	0	0	0	0	0	0	0								0		
A.2 Taxonomy-compliant but not environmentally sustainable activities (non-taxonomy-compliant activities)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Transportation with motorcycles, passenger cars and light commercial vehicles	6.5	114.0	7	EL	N/EL	N/EL	N/EL	N/EL	N/EL								7		T
Acquisition and ownership of buildings	7.7	30.9	1.9	EL	N/EL	N/EL	N/EL	N/EL	N/EL								1.9		T
OpEx of taxonomy-eligible but not environmentally sustainable activities (non-taxonomy-compliant activities) (A.2)		144.9	8.9	8.9	0	0	0	0	0								8.9		
A. OpEx of activities eligible for taxonomy (A.1 + A.2)																			
		144.9	8.9	8.9	0	0	0	0	0								8.9		
B. ACTIVITIES NOT ELIGIBLE FOR TAXONOMY																			
OpEx of activities not eligible for taxonomy		1,478.6	91.1																
Total		1,623.0	100																

Codes:
Y – yes, taxonomy-eligible activity that is in conformity with the relevant environmental objective
N – no, taxonomy-eligible activity that is not in conformity with the relevant environmental objective
N/EL – “not eligible”, activity not taxonomy-eligible for the respective environmental objective
EL – activity taxonomy-eligible for the respective environmental objective

Table according to footnote (c) of the Environmental DA Annex V

	Share of revenue/total revenue	
	Taxonomy-compliant per target	Taxonomy-capable per destination
CCM	0%	8.9%
CCA	0%	0%
WTR	0%	0%
CE	0%	0%
PPC	0%	0%
BIO	0%	0%

CLIMATE CHANGE (E1)

We feel responsible for the efficient use of energy and the reduction of emissions. Climate-related considerations – specifically the share of electricity from renewable sources in total electricity procurement and the reduction of Scope 3 emissions – are therefore included in the Executive Board's remuneration. There are currently no time-limited, measurable and outcome-oriented climate targets to which reference could be made in the variable remuneration. These are to be formulated in 2025. (E1 GOV-3)

Impacts, risks, and opportunities (E1 SBM-2, SBM-3)

Table 15: E1 Climate change

	Value chain			Time horizon		
	Before	Own	After	< 1 year	1–5 years	> 5 years
Impact 1: Contribution to Climate change through the company's own greenhouse gas emissions in Scope 1–3 (at its own sites and throughout the value chain) (actual, negative)	●	●	●	●	●	●
Impact 2: (Climate-relevant) Energy consumption through own production processes and along the entire value chain (actual, negative)	●	●	●	●	●	●
Risk 1: Risk of damage to the organization's physical assets caused by extreme weather events such as floods, storms and heat waves or by longer-term trends such as temperature changes, rising sea levels, reduced water availability or loss of biodiversity		●		●	●	●
Risk 2: Serious disruption to critical business processes or services, including those provided by third parties, due to extreme weather events (e.g. disrupted supply chains)	●		●	●	●	●

IMPACT 1: CONTRIBUTION TO CLIMATE CHANGE THROUGH COMPANY'S OWN GREENHOUSE GAS EMISSIONS IN SCOPE 1–3 (AT OWN SITES AND ALONG THE ENTIRE VALUE CHAIN) (ESRS 2.48)

Along the entire value chain – both in our own operations and in the upstream and downstream supply chain – the Incineration of fossil raw materials releases greenhouse gas emissions that have a negative impact on global Climate change.

In connection with the business activities of Medios AG, emissions occur in the compounding, transportation and disposal of our products, as well as through the additional energy requirements of our company locations and in the area of employee mobility.

IMPACT 2: (CLIMATE-RELEVANT) ENERGY CONSUMPTION THROUGH OWN PRODUCTION PROCESSES AND ALONG THE ENTIRE VALUE CHAIN

The Energy mix for general electricity and heat generation not only in Germany, but also in all other countries in which Medios AG is directly or indirectly active, contains significant proportions of fossil fuels such as oil, gas, hard coal and/or lignite. Incineration of fossil fuels to generate energy not only contributes to Climate change through the emission of greenhouse gases, but also contributes to rising energy costs in terms of the scarcity of finite natural resources. This impact arises both from our own production processes and along the entire value chain, from raw material extraction to distribution.

RISK 1: RISK OF DAMAGE TO THE ORGANIZATION'S PHYSICAL ASSETS CAUSED BY EXTREME WEATHER EVENTS SUCH AS FLOODS, STORMS AND HEAT WAVES OR BY LONGER-TERM TRENDS SUCH AS TEMPERATURE CHANGES, RISING SEA LEVELS, REDUCED WATER AVAILABILITY OR LOSS OF BIODIVERSITY

Rapidly changing climatic conditions such as global warming are now also having an impact in Germany and Europe in the form of an increase in extreme weather events such as heavy rainfall with flooding, storms, droughts and heatwaves. This development entails the physical risk of damage to companies' own material assets – such as buildings, production facilities and data centers – and can result in business interruptions and high repair costs. In addition, failure to mitigate Climate change could lead to long-term phenomena such as rising sea levels, water shortages or loss of biodiversity and irreversible damage to Ecosystems. These long-term climatic effects can also influence Medios in terms of physical climate risk with regard to the selection of company locations and rising operating costs.

RISK 2: SERIOUS DISRUPTION TO CRITICAL BUSINESS PROCESSES OR SERVICES, INCLUDING THOSE PROVIDED BY THIRD PARTIES, DUE TO EXTREME WEATHER EVENTS (E.G. DISRUPTED SUPPLY CHAINS)

Another physical climate risk relates to the risk of serious disruptions to key business processes or services caused by extreme weather events such as heavy rainfall with flooding, storms, droughts and heatwaves. Such events can affect the availability and functionality of supply chains and services, especially if they depend on external providers. Disruptions to transport routes or the infrastructure of the upstream and downstream value chain can lead to production downtime, delays and increased costs, which significantly jeopardizes business continuity.

Climate risk analysis (E1 IRO-1)

To determine its climate-related opportunities and risks Medios analyzed two scenarios from the Intergovernmental Panel on Climate Change (IPCC) and considered their implications for Medios and its value chain over a short (<1 year), medium (1-5 years) and long-term (>5 years) Time horizon:

- Global warming of up to 2°C by 2050 – with noticeable consequences (or IPCC concentration pathway RCP2.6), and
- Global warming of up to 4°C by 2050 – with drastic consequences (or IPCC concentration pathway RCP8.5.).

Based on these two scenarios, a climate resilience analysis was carried out as part of the materiality assessment to determine which physical risks and transitory risks and opportunities the company and its value chain will be exposed to over the various time horizons. The determination of physical risks and climate hazards for business activities, assets and the value chain is based on the assumptions of the 4°C scenario: for Medios AG, this specifically means that persistently high global emissions will lead to climate hazards such as more frequent and more intense heat waves, longer periods of drought and an increase in heavy rainfall and other extreme weather events by 2050. The determination of transitional risks and opportunities was based on the assumption of the 2°C scenario that comprehensive climate protection measures will lead to a drastic reduction in greenhouse gas emissions by 2050.

As a result, the following physical risks were identified as material:

- Damage to the organization's physical assets caused by extreme weather events such as floods, storms and heat waves or by longer-term trends such as temperature changes, rising sea levels, reduced water availability or loss of biodiversity
- Serious disruption to critical business processes or services, including those provided by third parties, due to extreme weather events (e.g. disrupted supply chains).

In addition to the physical risks, the following potentially material transitory risks were also identified:

- Legal costs and fines due to non-compliance with national and international reduction targets set by policy
- Poorer credit conditions due to high greenhouse gas emissions or lack of reduction targets
- Financial risk due to politically established and increasing CO₂ tax
- The public disclosure of increased greenhouse gas emissions in connection with Medios' business activities can lead to damage to its image and loss of confidence among customers and investors as well as a loss of attractiveness for potential new employees
- Rising energy costs due to growing demand and geopolitical conflicts.

In addition, the following potentially material opportunities were identified:

- Possibility of low-cost energy generation and self-supply with electricity.

As a result of the resilience analysis, the Medios Group's business model and business strategy were deemed resilient to the risks identified as non-material in relation to Climate change. It was also determined that the business model and business strategy must be adapted to the risks identified as material in order to remain resilient to Climate change. This includes, for example, sufficient insurance cover for assets against extreme weather events and other climate impacts as well as a sufficiently diversified supply chain through closer cooperation along the value chain. As part of a comprehensive climate strategy, which Medios plans to develop by 2025, suitable actions will be developed to strengthen the resilience of the business model.

A full climate scenario analysis that includes criteria such as probability, scope and duration as well as geographical coordinates to identify climate-related risks for business activities and assets was not performed. In the course of identifying climate-related transition risks, no assets or business activities were identified that would not be compatible with the transition to a climate-neutral economy or would require significant efforts to be compatible with the transition to a climate-neutral economy.

Transition plan for climate change mitigation (E1-1)

Medios does not yet have a concrete Transition plan for climate change mitigation. In the coming financial year, however, we will also develop our own corporate climate strategy as part of our new Sustainability Strategy 2030. Reduction targets are to be set and corresponding actions developed and initiated that are in line with the 1.5 degree target of the Paris Climate Agreement.

We already have various policies, actions and objectives that we have formulated in connection with the current Sustainability Strategy 2025 and that relate to the three identified Decarbonisation levers: energy-saving measures and efficiency, sustainable mobility and skills development in the area of energy and climate management.

Our Policy (E1-2) ESRS 2.65

STANDARDIZED WORK INSTRUCTIONS FOR ENERGY AND RESOURCE CONSERVATION

Medios' general code of conduct and standard operating procedures (SOPs) explicitly require the responsible use of energy and the use of resources such as paper and packaging materials in the sense of the Circular economy. The respective management teams of the Medios companies are responsible for compliance with and implementation of this guideline. We also rely on the individual sense of responsibility of all employees, who are encouraged to act as energy and resource-efficiently as possible in their everyday lives, also in terms of Climate change mitigation.

ENERGY-EFFICIENT PURCHASING POLICY

As part of our sustainable purchasing policy, we have made Energy efficiency an important criterion when purchasing new hardware and electronic devices and commissioning data centers. The first prerequisite for this is the definition of specific purchasing criteria with regard to Energy efficiency classes of the respective equipment. The purchasing department is responsible for implementing the policy.

CLIMATE-FRIENDLY (BUSINESS) TRAVEL POLICY

In addition, we have published a (company) travel policy that expressly recommends that all employees use sustainable means of transportation such as rail (for long-distance travel) and public transport (for short-distance travel). Sustainable vehicle alternatives such as electric vehicles are also to be explicitly prioritized when choosing company cars that are used exclusively by field staff and managers.

Actions (E1-3)

The following actions were launched or continued in the reporting year:

SWITCH TO GREEN ELECTRICITY

An important lever for reducing our Scope 2 emissions is the gradual switch to green electricity from renewable sources.

ENERGY-SAVING AND EFFICIENCY MEASURES

Our company headquarters in Berlin is housed in an ultra-modern and energy-efficient building with low Energy consumption, which is certified by the DGNB (German Sustainable Building Council). This has a positive effect per se on energy-based emissions. In the area of facility management, however, we are continuously working to further reduce our Energy consumption. In addition to the infrastructure of digital electricity meters, we have already installed thermostat controls on radiators, LED lights and motion detectors for lighting at numerous locations. We have also installed sun protection film on the windows, which protects against strong sunlight and reduces the energy required for cooling by the air conditioning systems as part of Climate change adaptation.

Other starting points are the workbenches in the clean rooms and the ventilation systems in the laboratories of the production facilities. While it is not possible to switch off the ventilation systems completely due to the necessary hygiene regulations, they can at least partially run in energy-saving setback mode when not in use. Finally, we cool our products and materials in large refrigerators or cold rooms that are powered by electricity. The cold rooms are also equipped with state-of-the-art equipment and designed to be energy-efficient. We have also purchased energy-saving, state-of-the-art machinery and equipment for the new central warehouse location in Berlin and the laboratories there. Our energy measures are being continuously expanded.

PROMOTING SUSTAINABLE MOBILITY

Since 2021, we have rented numerous parking spaces for electric cars in order to expand the charging options during working hours. The more employees take advantage of this offer and do without vehicles with combustion engines, the more positive the impact on the emission load of our employees' commuting. In the 2024 financial year, eleven new company cars were registered, two of which electric. We also offer all employees a free ticket for local public transport and a company bike to make their commute to work sustainable and reduce emissions.

The supply of pharmacies by our logistics service providers also represents an important reduction lever. Among other things, we are working with Suppliers to make route planning even more efficient and thus save further greenhouse gas emissions.

Promoting sustainable mobility is an action that we are continuously developing. We want to avoid more emissions caused by mobility every year.

HOME OFFICE AND DIGITAL INFRASTRUCTURE

We were able to continue the trend towards mobile working, increased home office hours and virtual meetings, which the years of the COVID-19 pandemic have already driven forward, in the 2024 financial year. Shifting numerous meetings to virtual space significantly reduces the need for business traveling, but at the same time requires an adequate IT infrastructure and digital communication options, which we further improved and expanded last year.

UNGC CLIMATE AMBITION ACCELERATOR PROGRAM

We have been participating in the UN Global Compact Climate Ambition Accelerator Program since October 2023. The six-month program supports Medios in setting science-based, ambitious and realistic climate and environmental targets that are in line with the 1.5 degree target of the Paris Climate Agreement. These will be incorporated into the first in-house climate strategy (Transition Plan) in connection with the development of our Sustainability Strategy 2030. The entire Medios AG will be covered by our sustainability strategy.

COMPENSATION FOR UNAVOIDABLE EMISSIONS

We offset the unavoidable Scope 1 and Scope 2 emissions of Medios AG, which were attributable to activities in Germany in the 2024 financial year, through reforestation projects of resilient mixed forests in Germany. When selecting the offsetting provider and the project, we paid attention to transparency, regional projects and certifications, among other things. The reforestation areas are FSC-, Naturland- or PEFC-certified and are maintained by foresters. In addition, these areas may not be deforested and must be reforested in the event of a fire.

RISK MONITORING AS CLIMATE CHANGE ADAPTATION

As part of our internal risk monitoring, we have identified the above-mentioned physical climate risks and developed strategies to manage them. We have taken out a comprehensive insurance package and developed back-up plans with alternative data centers, particularly with regard to the risk to company-owned physical assets such as buildings and equipment as well as the IT infrastructure.

The reductions in greenhouse gas emissions achieved and expected as a result of these actions will be determined in 2025 as part of the preparation of a climate strategy. This will also identify the CapEx and OpEx required to implement the actions taken or planned.

Goals (E1-4)

Our primary ambition in the area of climate management is to avoid and reduce greenhouse gas emissions Climate change mitigation. All unavoidable emissions, at least in Scope 1 and 2, are offset by reforestation projects in Germany in order to make our own sites climate-neutral.

DEVELOPMENT OF A 1.5 DEGREE-COMPLIANT CLIMATE STRATEGY

We have already achieved our previous goal of establishing reliable ESG data management across the Group by implementing the ESG software Cority. Based on the available data, we now want to manage our environmental performance in a targeted manner and formulate targets that will be incorporated into an initial corporate climate strategy.

We do not yet have any specific targets for reducing greenhouse gas emissions or managing climate-related IROs that are in line with the 1.5 degree target of the Paris Climate Agreement. This is to take place next year with regard to all three scopes. The effectiveness of the targets then set is to be tracked through reduction successes that are recorded in ESG data management.

Key figures (E1-5 to E1-9)

Medios does not generate the electricity for its own business activities. However, how and which energy we procure and use determines how high the greenhouse gas emissions for which we are responsible are. We generally obtain heat from the landlords of our locations in the form of district heating, natural gas and/or heating oil. Our Energy consumption in the reporting year was as follows:

Table 16: Energy consumption Medios Group¹

in MWh	2024
Total electricity consumption	5,787.8
Thereof electricity purchase	5,787.8
Of which self-generated electricity	0
Total heating and cooling use	9,999.6
Of which heat procurement	2,154.3
Of which self-generated heat	7,845.3
Total cooling utilization	713.7
Of which refrigeration	119.1
Of which self-generated cold	594.6
Total Energy consumption	16,501.0

¹ No information for the locations in Belgium and Spain.

In the reporting year, we were able to increase the proportion of green electricity from 41% to 63.5% in comparison to the previous year.

In accordance with the international standard of the Greenhouse Gas Protocol, the carbon footprint includes direct emissions from stationary and mobile Incineration (Scope 1) as defined in ISO 14064-1 as well as indirect emissions from purchased energy such as electricity and heat (Scope 2). We also record and balance the following Scope 3 categories: Business traveling, waste and Energy-related Emissions. In addition to the reference gas carbon dioxide (CO₂), methane (CH₄), nitrous oxide (N₂O), hydrofluorocarbons (HFCs), perfluorocarbons (PFCs), sulphur hexafluoride (SF₆) and nitrogen trifluoride (NF₃) were also included in the calculation as CO₂ equivalents (CO₂e).

Medios does not use an Internal carbon pricing system. The expected financial impact of material physical and transitory risks and climate-related opportunities was not calculated in the reporting year.

Table 17: Emissions Medios Group¹

in t CO ₂ e	2024
Scope 1	1,744.9
Self-generated electricity	n/a
Self-generated heat	1,569.1
Self-generated cooling	n/a
Own vehicle fleet/company car	175.9
Scope 2	1,276.5
Market-based electricity procurement	872.8
Alternative: location-based electricity supply	1,002.3
Heat supply	383.3
Cold supply	20.5
Scope 3	1,394.5
Business traveling	68.8
Airplane	42.8
Rental car	25.1
Railroad	0.9
Waste	425.7
Energy-related emissions	900.0
Total emissions	4,415.9

¹ No data for locations in Belgium and Spain. Scope 1 emission factor: 0.2 t CO₂e/MWh for self-generated heat from Natural gas. Scope 2 emission factors: 0.4 t CO₂e/MWh for electricity purchased in Germany and the Netherlands, location-based and market-based where no other data is available from the supplier; 0.04 t CO₂e/MWh for electricity purchased from exclusively Renewable sources in Germany and the Netherlands, location-based and market-based where no data is available from the supplier. Scope 3 emission factors: 0.03 t CO₂e/MWh for natural gas-related emissions; 0.1 t CO₂e/MWh for electricity-related emissions; 0.04 t CO₂e/MWh for district heating-related emissions; 0.44 tCO₂e/pkm airplane; 0.006 tCO₂e/pkm rail; 0.2 tCO₂e/pkm rental car; 0.5 t CO₂e/t Landfill and other; 0.02 t CO₂e/t thermal recycling.

RESOURCE USE AND CIRCULAR ECONOMY (E5)

Description of impacts, risks and opportunities (ESRS 2 SBM-3)

Table 18: E5 Resource use and circular economy

	Value chain			Time horizon		
	Before	Own	After	< 1 year	1–5 years	> 5 years
Impact 1: Consumption of resources, particularly in the production of medicines (entire value chain) and in infrastructure measures such as the expansion and new construction of company sites (actual, negative)	●	●	●	●	●	●
Impact 2: Waste generated by own products and along the entire value chain (actual, negative)	●	●	●	●	●	●

IMPACT 1 – RESOURCE CONSUMPTION

Medios AG uses resources along the entire value chain for e.g. pharmaceutical raw materials, packaging or building materials. The extraction of resources has a negative impact on the environment and certain local communities. A large proportion of these resources are used to create our own products. This mainly involves the processing and packaging or repackaging of drugs. This consumption of resources does not only occur in the company's own activities, but also as a result of business relationships, i.e. along the entire value chain.

IMPACT 2 – WASTE GENERATION

Waste is generated in the upstream and downstream value chain as well as in the company's own business activities during production processes, office activities, hygiene measures and the disposal of packaging, as well as from leftover medicinal products in the course of consuming medical products. There is a risk of littering and the release of hazardous substances due to the improper disposal of this waste. The generation of waste is an intrinsic part of Medios AG's business model as a pharmaceutical company and can be identified along the entire value chain.

No material opportunities and risks were identified in connection with Resource use and circular economy that could be expected to have a financial impact.

Identification of material impacts, risks and opportunities associated with resource inflows, resource outflows and waste (E5.IRO-1, E5-11 a, b)

Medios did not deviate from the generally applied Methodology described in chapter ESRS 2 – General disclosures to determine the material impacts, risks, and opportunities in connection with Resource use and circular economy. All affected stakeholders mentioned in the chapter were consulted, including nature, as the primary affected stakeholder in this area, in the form of scientific literature, processed in the ENCORE database. And the entire value chain was included in the analysis. No separate review of assets or business activities took place and no Affected communities were consulted.

As a result, the two impacts mentioned above were defined as material. Medios took into account the fact that safety in terms of quality and hygiene in accordance with GMP and GDP has top priority along the entire value chain. To date, this has been accompanied by a high consumption of disposable materials such as plastics or cartons.

Policies/concepts related to Resource use and circular economy (ESRS 2 MDR-P; ESRS E5-1)

The sustainable use of resources that we need for our business activities is essential for us. We want to conserve resources along the entire value chain. To this end, we want to significantly increase the proportion of recycled or reused waste and the use of recyclable and reusable packaging. This includes the increased use of Virgin resources, including a relative increase in the use of secondary (recycled) resources, as well as the sustainable procurement and use of renewable resources. To this end, actions that can counteract the negative effects of our resource consumption and waste generation without compromising the quality of our pharmaceutical products are discussed, reviewed and, if necessary, adopted at the Sustainability Committee meetings each quarter.

GENERAL TERMS AND CONDITIONS OF CONTRACT OF THE MEDIOS GROUP FOR CONSTRUCTION AND CRAFT SERVICES (AAB)

Medios AG's General Terms and Conditions of Contract for Construction and Craft Services (AAB) govern the legal relationships between Medios AG and its contractual partners for the procurement of construction and craft services. This includes not only the direct contractual partners, but also their suppliers and subcontractors. These Stakeholders were not involved in the creation of the policy. The AAB regulates which construction products the contractor should use. These should comply with the relevant legal requirements, including building authority approvals and CE or Ü marking. If there is no approval, the written consent of the client is required. This policy does not yet apply to Ceban, which was acquired during the financial year. This is planned for 2025.

It also stipulates that only materials that do not pose a risk to health or the environment may be used. Materials containing hazardous substances are only permitted if the workplace limit value is complied with. In the event of possible pollutant emissions, the type, concentration and protective measures must be communicated to the client. Waste management is also part of the AAB. The Contractor is responsible for the proper disposal of waste resulting from its work. If the waste is disposed of by the client, the client's specifications for waste separation must be observed.

The policy is publicly available on the Medios AG website⁴. The affected Stakeholders are referred to our AAB incl. web link in the first paragraph of the standardized external order form. The highest authority responsible for this policy is the Head of Procurement & Contract Management (PCM).

The move away from the use of Virgin resources, including a relative increase in the use of secondary (recycled) resources, and the sustainable sourcing and use of renewable resources are not addressed in the policy.

SUPPLIER CODE OF CONDUCT

Our Supplier Code of Conduct (see chapter S2 – Workforce in the value chain) is currently undergoing restructuring, which is due to be completed in 2025. Among other things, it will include general regulations on social and environmental responsibility and recycling.

The extent to which, following restructuring, the move away from the use of Virgin resources, including a relative increase in the use of secondary (recycled) resources, and the sustainable procurement and use of renewable resources will be addressed in the policy will only become clear once the redesign of the Supplier Code has been completed.

RECYCLING AND CIRCULAR ECONOMY

There is no Group-wide policy governing the waste hierarchy, prioritization of prevention or minimization of waste over waste treatment, as well as the concepts of eco-design, waste as a resource or consumer waste (at the end of the life cycle of consumer products). However, Medios AG has Standard Operating Procedures (SOPs) at all sites ensure compliance with national waste management legislation.

In its quarterly meetings, the Medios AG ESG Committee also deals with the possibility of reducing waste, increasing the proportion of recycling, using resources more efficiently and developing concepts for the Circular economy. The resulting actions are presented below.

Actions and means related to Resource use and circular economy (ESRS 2 MDR-A; ESRS E5-2)

As part of our ESG Committee meetings, we discussed several actions relating to Resource use and circular economy, which were newly implemented or continued to be implemented in the reporting year with the provision of all necessary resources.

⁴ General Terms and Conditions of Contract of the Medios Group for Construction and Craft Services (AAB) of Medios AG, <https://medios.group/en/gpc>.

RECYCLABLE FILM

In 2023, Medios AG, without Ceban, switched the film used for packaging to recyclable film. Medios AG purchased air machines for this purpose, enabling us to compound our own air cushions. This has enabled us to replace the film on all the goods we send to our customers with recyclable film. With this action, we want to help ensure that, despite the high demand for plastic that Medios AG has as a pharmaceutical company with high hygiene standards, the materials are at least recyclable.

TRANSPORT CHANGEOVER

As part of the ESG Committee, we are also discussing how we can switch to more sustainable alternatives when it comes to transportation and packaging. The review of the switch to reusable boxes was stopped for various reasons, such as lack of hygiene assurance. However, we decided to create the new position of Head of Logistics. This position was filled in the financial year and is tasked with centralizing the issues of transport, costs and packaging at Medios and examining ways of switching to resource-saving alternatives. The high quality and hygiene requirements of GMP and GDP, which also apply to refrigerated transportation, for example, remain a challenge.

FURTHER ACTIONS

Medios AG has been using washable protective suits in all companies except Ceban since 2021. This switch from disposable to reusable suits reduces the use of resources and the volume of waste. Similarly, all companies except Ceban have switched from shoe covers to sterile shoes in the areas of our laboratories with the lowest hygiene requirements.

For the procurement and disposal of hardware, we work with a non-profit IT company that specializes in extending the life of used IT and mobile devices through professional data destruction, refurbishment and remarketing. In the reporting year, we expanded our cooperation with this non-profit company to all sub-subsidiaries in Germany. We give IT hardware that is no longer used to the company, which remarkets it or recovers valuable raw materials from it through recycling. In addition, our procurement in Germany is carried out via this non-profit company, unless there is a justified exception. As a rule, we therefore use remarketed hardware.

Objectives related to Resource use and circular economy (ESRS 2 MDR-T; ESRS E5-3)

As part of our Sustainability Strategy 2025, we have decided that we want to conserve resources along our entire value chain in order to manage our Impact materiality in the area of resources and the Circular economy. To this end, we would particularly like to

- Increase the proportion of recycled or reused waste, and
- significantly increase the use of recyclable and reusable packaging.

This goes hand in hand with the prevention of waste and its preparation for reuse and recycling.

An elaboration of these projects into concrete targets and the discussion of further possible targets, particularly with regard to ESRS paragraphs E5-3 24 and E5-3 26, is planned for 2025 as part of the revision of our sustainability strategy.

We track the effectiveness of our Resource use and circular economy projects by looking at relevant resource and waste-related key figures in our ESG data management system. Our ambitions, policies and actions in the area of Resource use and circular economy are based on relevant legislation on the circular economy and the handling of waste, including hazardous waste, in Belgium, Germany, the Netherlands and Spain.

Resource in- and outflows, and waste (ESRS E5-4, E5-5)

Medios AG has the following resource inflows as part of its own business activities and within the company's Upstream value chain (see also chapter ESRS 2 – General information):

- **Active pharmaceutical ingredients and accompanying substances:**
 - Monoclonal antibodies (pembrolizumab, vedolizumab, nivolumab, daratumumab, avelumab, pertuzumab, bevacizumab)
 - Small molecule drugs such as azacitidine
 - Natural products such as paclitaxel (from yew) or SN-38 (from camptothecin), some of which are semi-synthetically produced
 - Excipients such as sucrose, mannitol, trehalose and polysorbates, made from common plants such as corn, sugar cane, algae or synthetically produced in factories.

- **Packaging:**
 - Secondary packaging made of cardboard, paper
 - Primary packaging such as tablet blisters (PVC), glass (injection vials)
 - Shipping materials: cardboard
- **Hygienic equipment:**
 - Protective suits (textiles, plastics)
 - Sterilizing agents (alcohols and other chemicals)
- **Ongoing operation:**
 - Water
 - Fossil fuels and renewable energy sources for power generation
 - Metals and plastics for machines, laboratory instruments and vehicles
 - Building materials such as concrete and metal for buildings

The production processes mainly result in individually dosed tablets or injection vials containing cytostatic preparations, primarily antibody solutions and parenteral nutrition solutions, as well as accompanying substances. Cytostatic waste generated during the production process or after administration by specialized pharmacies and healthcare professionals is disposed of properly in accordance with separate legal regulations in containers specially designed for this purpose.

Waste from hygiene products and packaging, primarily consisting of plastic, glass, cellulose and textiles, is also generated in the course of our production processes and the consumption of our products. These are disposed of conventionally. As our products are medical products, their durability is based on pharmaceutical regulations and does not deviate from the Industry Average. Likewise, our medical products are not designed according to recycling-oriented principles, but solely according to pharmaceutical principles.

WASTE-RELATED KEY FIGURES

Table 19: Waste diverted from disposal

Type of waste	Type of utilization	Quantity (in tons)
Hazardous waste	Preparation for recycling	0
	Recycling	0
	Other types of utilization	0
	Total	0
Non-hazardous waste	Preparation for recycling	0
	Recycling	247.83
	Other types of utilization	0
	Total	247.83

Table 20: Waste Directed to Disposal

Type of waste	Type of waste treatment	Quantity (in tons)
Hazardous waste	Incineration	21.46
	Landfill	0
	Other types of disposal	74.01
	Total	95.48
Non-hazardous waste	Incineration	126.97
	Landfill	62.4
	Other types of disposal	107.85
	Total	297.23

Total amount of waste generated (in tons): 640.53
Total amount of Non-recycled waste (in tons): 392.70
Total amount of Hazardous waste (in tons): 95.48

OWN STAFF (S1)

Table 21: S1 Own Staff

	Value chain			Time horizon		
	Before	Own	After	< 1 year	1–5 years	> 5 years
Impact 1: Opportunity for long-term life planning on the part of the workforce (actual, positive)		●		●	●	●
Impact 2: Sustainable prosperity on the part of the company's own workforce (actual, positive)		●		●	●	●
Impact 3: Participation of own employees in family and social life (actual, positive)		●		●	●	●
Impact 4: Improved health and healthy lifestyle on the part of own employees (actual, positive)		●		●	●	●
Impact 5: Sustainable qualification of skilled workers on the part of the company's own employees (potential, positive)		●			●	●
Impact 6: Appreciation and integration of people, regardless of gender, nationality, religion, sexual orientation or physical/mental impairments (actual, positive)		●		●	●	●
Risk 1: Reputational damage and increased recruitment costs due to an unbalanced work-life balance		●			●	●
Risk 2: Loss of talent/high turnover of employees in key functions due to negatively perceived working conditions (e.g. inadequate work-life balance)		●			●	●
Opportunity 1: Recruiting specialists through good working conditions (e.g. appropriate work-life balance)		●		●	●	●

Highly qualified and committed employees are fundamental to the success of the Medios Group (see [chapter General information](#)). For this reason, Medios has considered in the materiality assessment, whether there are any influences of its own business activities as well as the value chain on all employees of its own business unit. With the exception of three temporary workers, Medios only employs its own staff. The risks and opportunities identified affect all groups of employees. The procedure for determining material impacts, risks and opportunities in connection with the company's own workforce is described in more detail in [section ESRS 2 – General information](#).

The company has an influence on the lives of its employees by offering them the opportunity to plan their lives on a long-term basis under reliable conditions through long-term employment. Adequate wages ensure sustainable prosperity. In addition, the work-life balance enables employees to participate in family and social life.

For this reason, the materiality assessment identified high staff turnover and the loss of talent due to negatively perceived working conditions as a risk to the Medios Group's business model with regard to its own workforce. The also includes a possible loss of reputation as an employer, which could lead to increased recruitment costs for the company.

Conversely, this is also an opportunity for Medios: a good reputation as an employer through good working conditions can be an advantage for the company in achieving its business goals.

As a company whose processes are aligned with the GDP (Good Distribution Practice) and GMP (Good Manufacturing Practice) quality standards, we have developed an understanding that certain people, such as employees working in cleanrooms, are exposed to a higher risk of harm through the handling of certain drugs. For example, unintentional releases of cytostatics can lead to skin and eye injuries.

Personnel policy (S1-1)

The Group's HR policy is managed centrally by the HR department, which is represented directly on the Executive Board via the Chief Operating Officer. A description of the management system for the prevention of occupational accidents is provided in [section S1-4](#).

Cooperation at Medios is based on the company values and the shared vision. Building on this, several policies have been implemented to ensure working conditions that are perceived as positive. The central policies in detail:

CODE OF CONDUCT FOR EMPLOYEES

The Code of Conduct is the written Code of Conduct for implementing the Group-wide values of trust, respect, integrity and responsibility. It is equally binding for all employees throughout the Group and is made available to them via an internal HR management system and a training platform. All employees of Medios AG, with the exception of the employees of Ceban, which was newly acquired in the reporting year, must agree to the Code of Conduct via an online query.

The extension of the Code of Conduct to Ceban is planned for 2025. Ceban has operating rules and a personnel manual. Together, the two sets of regulations cover topics similar to the Code of Conduct. These include topics such as anti-bribery, discrimination and conduct between employees. The "Operating Rules" and the personnel handbook are not as comprehensive as the Code of Conduct. Topics that overlap with the Code of Conduct will be covered by it in future. Medios will consider adapting the Code of Conduct to local circumstances and legislation before expanding it.

There is also a Code of Conduct for companies along the value chain (upstream and downstream). All Suppliers and business partners are required to comply with it. Business partners' agreement to the Supplier Code of Conduct is reviewed annually (further information on this can be found in the [chapter S2 – Workforce in the value chain](#)).

In Article 5 of the Code of Conduct, Medios AG expressly undertakes to respect human rights as defined by the United Nations in its "Universal Declaration of Human Rights".

POLICY ON DIVERSITY, EQUALITY AND INCLUSION

The policy on Diversity, Equality and Inclusion is also binding for all employees throughout the Group. The aim of the Policy is to create a working environment that is characterized by appreciation and free of prejudice for all employees. All employees should be protected from discrimination on the grounds of race, ethnic origin, gender, religion and belief, disability, age or sexual identity. This applies to job advertisements, applications, selection procedures, training and further training, promotion and dismissal. Otherwise, Medios has not made any specific commitments to particularly vulnerable groups within its own workforce.

Both policies, the Code of Conduct and the Diversity, Equality and Inclusion policy, are supplemented by special anti-discrimination training. In the event of concerns regarding the conduct of Medios employees and third parties or Breaches of this policy, employees can contact their line manager, the Executive Board or the external Compliance Officer. Employees can also use the à whistleblower system provided ([see section S1-4](#)). In accordance with our whistleblowing policy, incoming reports are reviewed by an external ombudsperson and follow-up measures are initiated (for more information, [see chapter S2, section Reporting channels for employees in the value chain and G1, section Whistleblower system](#)).

PRACTICAL EXPERIENCE WITH EMPLOYMENT CONTRACTS

Medios strives to bind as many employees as possible to the company with a permanent employment contract and to offer corresponding social security. Even though fixed-term employment contracts are permitted by law if there is a specific justification, we only issue them in rare cases. These include internships, for example, where a fixed term is planned from the outset.

FURTHER DEVELOPMENT OF OCCUPATIONAL SAFETY STRATEGIES

Medios revised and further developed its occupational safety strategies at the end of 2022. The Group Executive Board has created a separate Executive Board department for occupational health and safety. The Executive Board bears overall responsibility for occupational health and has appointed an occupational health and safety officer for the entire Group as well as safety officers in all sub-companies.

within the Group. The safety officers act as the main point of contact both internally and externally. The managing directors of the respective sub-companies within the Group are responsible by delegation of duties. This means that decisions are made locally and can be tailored to the given circumstances and requirements. In addition, there is an external occupational safety specialist and individual locations have their own company doctors.

Medios identifies and deals with occupational safety issues in the occupational safety committees (ASA) of the subsidiaries in Germany and ensures that they are implemented. Each ASA consists of a management representative, an internal safety officer, an external occupational physician and an external occupational safety specialist. The ASAs met quarterly in 2024. No ASA exists yet at the subsidiaries of Ceban, which was newly acquired in the financial year.

First aiders and fire safety assistants are trained in all of the Group's subsidiaries in accordance with the relevant statutory regulations. Shift work is also taken into account. In addition, risk assessments, mandatory training of employees (annually and when new employees are hired or working conditions change), fire drills, mandatory, optional and voluntary examinations (in coordination with the company doctor and taking into account the prevention concept), documentation of accidents in accordance with an accident policy (taking into account commuting, work-related and near-accidents) and separate documentation of so-called "spill accidents" or unintentional releases of cytostatics, for example, are carried out in all sub-companies.

The annual safety briefings are carried out by an occupational safety specialist. New employees are trained immediately. Employees who were unable to attend regular training sessions are given additional training. Two reminders are sent after the training notice, the last of which informs the manager. If all dates remain unused, a note is made.

In the Medios subsidiaries in Germany, there is a working group that analyzes and discusses all occupational health and safety issues on a monthly basis and initiates new ideas. For 2025, we are planning to introduce a Group-wide set of rules that systematically records policies and standardized work instructions and a uniform management system for occupational health and safety (Health & Safety Environment System).

INTERNATIONAL STANDARDS

As a company with locations in Germany, the Netherlands, Belgium and Spain, Medios AG acts in accordance with the legal requirements that apply in the respective countries and in the European Union. In addition, it also recognizes the ILO standards as binding, which have been ratified in the respective countries and are therefore also valid. The International Labour Organization (ILO) is the oldest specialized agency of the **United Nations (UN)**. We are therefore also committed to the prohibition of human trafficking, child labour and forced labour. Medios does not have a separate mechanism for monitoring and complying with the United Nations Guiding Principles on Business and Human Rights, the International Labor Organization (ILO) Declaration on Fundamental Principles and Rights at Work and the OECD Guidelines for Multinational Enterprises.

Processes to engage workers and improve negative impacts and communication channels (S1-2, S1-3)

The company conducts an annual employee survey to give employees the opportunity to point out actual and potential negative effects of the company. In the reporting year, we also conducted a survey on psychological stress in the workplace as part of this. The surveys cover the following question clusters: professional development, retention, social responsibility, communication, customer orientation, Medios Group management, my job, sustainable commitment, quality and operational efficiency, training, teamwork, remuneration and social benefits.

We take our employees' criticisms and suggestions seriously and take them into account when planning and aligning our corporate activities where this is compatible with our business model. The HR department is responsible for planning, implementing and evaluating the employee survey. In addition, the annual employee appraisals provide valuable suggestions. This also includes topics relating to the further development of personal potential, which can be promoted through appropriate training measures and/or mentoring programs. In the annual appraisals, employees are also explicitly asked for suggestions and ideas for change that relate to their immediate business area. In addition, employees have the opportunity to obtain and evaluate 360-degree feedback from their line managers through colleagues of their choice. This gives potentially marginalized or disadvantaged employees the opportunity to address how they are perceived by others.

In addition, all employees have access to the whistleblower system operated by an external body to uncover grievances, including Discrimination and other negative effects. More information on this can be found in [section S1-4 Whistleblower](#) system below and in [chapters S2 and G1](#).

An employee representative is not currently involved, as there is no employee representation at Medios in Germany, but so far only for Ceban employees in the Netherlands, Belgium and Spain. Of course, employees in Germany have the right to establish a works council under the Works Constitution Act. We regard the fact that Medios employees in Germany have not yet made use of this right as a sign of satisfaction.

Actions in connection with own workforce (S1-4)

In the course of the materiality assessment, the company's material impacts on employees were identified. These effects are:

- Precarious economic situation vs. economic security and long-term life planning
- Participation or lack of participation in economic prosperity
- The possibility or lack of possibility to reconcile work, family and social participation
- Adverse effects on health and safety
- The risk of Discrimination and disadvantage
- Qualification and maintaining earning capacity.

A highly qualified and motivated workforce is essential for Medios AG's business model. For this reason, there are both risks and opportunities for our company. If we succeed in minimizing the negative effects and maximizing the positive ones, we can significantly reduce the material risks, reputational damage as an employer and the resulting higher recruitment costs as well as the loss of talent and high turnover of employees in key positions due to negatively perceived working conditions. At the same time, this increases the opportunity identified as material to recruit skilled workers through good working conditions.

To this end, we have developed packages of measures that focus precisely on this interplay of impacts, risks and opportunities. They were developed in the internal analysis with Medios managers and with the involvement of employees at all levels of the company – through evaluations of employee surveys and feedback and development meetings. Management provides all the necessary financial and human resources required to implement the actions. The packages can be clustered into the following topics:

— **Reducing precarious employment/ Secure and adequate employment**

We give our employees economic security, the opportunity to plan their lives on a long-term basis and to share in prosperity. Our opportunity lies in attracting and retaining qualified workers in the long term through good working conditions.

— **Work-life balance**

Our employees have the opportunity to participate in professional, family and social life. They should not have to choose between career (and therefore income) and family. Our opportunity lies in the satisfaction and thus better recruitment and long-term retention of qualified employees.

— **Completely prevent accidents at work/ Health and safety**

We minimize health risks for our employees in the workplace. In addition, we promote a healthy lifestyle and thus improved health.

— **Promoting equal opportunities and equal treatment**

Medios pursues a zero tolerance policy towards discrimination: No one may be discriminated against on the basis of racial grounds, ethnic origin, gender, religion and ideology, disability, age or sexual identity. All employees should experience appreciation, integration and equal opportunities. Opportunities lie in the motivation and long-term retention of qualified employees.

— **Continuous training and**

We qualify our employees "for life" and thus promote their employability. This creates self-esteem, social security and advancement. Our opportunities lie in the long-term retention and increasing qualification of our workforce.

The actions taken in these packages apply to all employees of the Medios Group. The [Table 23](#) shows which goals are being pursued with the respective actions. In the annual employee satisfaction surveys and in the annual employee appraisals, we check whether the goals set have been achieved with the actions taken and how improvements can

be made if necessary. Further indicators for measuring the achievement of targets through the respective actions are noted in the table.

In the following, we describe the individual actions of the packages.

REDUCING PRECARIOUS EMPLOYMENT/ SECURE AND ADEQUATE EMPLOYMENT

We give our employees economic security, the opportunity to plan their lives on a long-term basis and to share in prosperity. Our opportunity lies in the long-term retention of qualified workers.

— **Long-term employee retention**

In order to offer employees security and Long-term prospects, but also to ensure that employees stay with the company for as long as possible, Medios AG strives to conclude only permanent contracts. In fact, the proportion of permanent contracts is around 98%. Specific reasons must be given for open-ended contracts. Fixed-term employment contracts include those with Executive Board members, trainees, working students, interns and parental leave replacements. The employment of temporary workers will be reduced to a minimum. In 2024, three temporary workers were employed by our company.

— **Appropriate remuneration**

Medios AG guarantees its employees appropriate remuneration. Together with permanent employment, this is intended to avoid social insecurity and precarious employment relationships. At the same time, it is an important instrument for our company to secure our economic goals. After all, in order to achieve these, we have to be able to compete for qualified specialists. Salary plays a material role in this.

Remuneration is based on the requirements of the respective position and the performance of the employee. We use the Korn Ferry/Hay job evaluation system to assess salaries and use the annual Korn Ferry remuneration data for the German market as a whole as a benchmark. This approach is designed to rule out any discrimination based on gender, racial grounds, ethnic origin, religion or belief, disability, age or sexual identity.

We also offer our employees targeted additional benefits to financially support actions to maintain their health (see “Health and safety”).

WORK-LIFE BALANCE

Our employees have the opportunity to participate in professional, family and social life. They should not have to choose between career (and therefore income) and family. Our opportunities lie in the satisfaction and thus long-term retention of qualified employees.

— **Flexible and mobile working models**

Medios AG offers its employees flexible and mobile working models. Flexitime models and mobile working models have been further developed or introduced in recent years, particularly for employees in administrative areas. Our aim is to introduce these across the board as far as possible in the coming years. These should ensure that employees are able to reconcile a fulfilling family and social life with their professional requirements as far as possible.

However, we must bear in mind that this offer depends very much on operational requirements and local conditions. In 2024, 77 employees in Germany and the Netherlands exercised their right to parental leave.

— **Employee survey and feedback and development meetings**

In addition, the annual employee appraisals provide a framework for identifying additional requirements for flexible and mobile working arrangements and the possibility of finding appropriate solutions.

COMPLETELY PREVENT ACCIDENTS AT WORK/ PROMOTE HEALTH AND SAFETY

We reduce health risks and promote a healthy lifestyle and improved health. Our opportunities lie in the sustainable reduction of absenteeism and illness.

As an employer, we have a duty to maintain and promote the health and safety of our employees. At Medios, there are various sensitive work areas in which our employees could be exposed to hazards. We are aware of this fact and take precautions to prevent impairment and damage.

— **Documentation of accidents at work**

Medios AG documents accidents at work in accordance with Group-wide guidelines. The documentation allows us to identify potential sources of danger for the safety of employees and to adapt safety measures so that they are neutralized.

In the 2024 reporting year, Group-wide 16 occupational accidents with serious consequences occurred, i.e. the employee affected was on sick leave for at least three days after the accident. There were no fatalities as a result of Work-related accidents or illnesses.

— **Regular review of current standards and safety instructions**

At its quarterly meetings, the Occupational Safety Committee (ASA) reviews the existing occupational safety instructions. Where there is a need for adjustment, they are revised. In addition, the ASA advises on necessary organizational actions and technical aids that can be used to further strengthen safety in the workplace.

— **Regular mandatory examinations**

At all sites in Germany, the site safety officers or the site management organize the regular workplace-specific offer and mandatory examinations for all employees.

— **Regular occupational safety training**

The Medios AG subsidiaries carry out annual safety briefings and fire drills at all locations. This also includes the training of fire safety assistants and first aiders. Currently, every Medios site has appropriate first aiders. The specialist for occupational safety and fire protection at the respective company organizes the training. The respective managing director is responsible for the implementation.

— **Promoting and recording mental health**

Since 2023, we have also been recording variables on the topic of psychological pressure due to stress and overwork as part of our employee survey. The results of the surveys were presented to the Occupational Safety Committee and possible improvement measures were derived. In cooperation with an external occupational health service provider, we also offer our employees a free, anonymous initial consultation on mental health.

— **Hamburg model**

When integrating employees after a long-term illness, we follow the Hamburg model. This provides for the gradual integration of employees according to a plan developed jointly by the doctor and patient.

In addition to providing job security, we also support our employees in achieving a healthy lifestyle.

— **Offer of preventive medical check-ups and vaccinations by the company doctor**

Our employees at all locations have the opportunity to undergo traditional preventive medical check-ups via the company doctors. In addition, we offer them the opportunity to have vaccinations such as the annual flu jab and other vaccinations financed by the health insurance companies carried out by the company doctors. By communicating these offers, we are already sensitizing our employees to the topics of preventive healthcare and vaccination. The specific offers also give them the opportunity to do something concrete for their health. Both support them in leading a healthy lifestyle.

— **Support and benefits for medical services**

Medios AG supports all permanent employees who require workplace glasses with a financial contribution. This support service is documented in a binding Group-wide Standard Operating Procedure (SOP). The application and approval process is also described in this SOP, which came into force in 2023.

Furthermore, all permanent employees of Medios AG receive purchasing benefits for free choice and sight choice products in the Medios pharmacy. This action is also documented in a policy. The Human Resources department is responsible for compliance with this policy. Both actions support employees in leading a healthy lifestyle.

— **Sports activities**

All permanent employees of Medios AG in Germany have the opportunity to take advantage of sports offers at reduced rates. To this end, Medios AG agreed a cooperation with the Urban Sports Club company in 2024. With just one membership, our employees have the opportunity to take advantage of a wide range of sports activities at low membership fees. The offer is currently used by 118 employees.

PROMOTING EQUAL OPPORTUNITIES AND EQUAL TREATMENT

Medios pursues a zero tolerance policy towards discrimination: No one may be discriminated against on the basis of racial grounds, ethnic origin, gender, religion and ideology, disability, age or sexual identity. All employees should experience appreciation, integration and equal opportunities. Material opportunities lie in the motivation and long-term retention of qualified employees.

— **Prohibition of Discrimination in the Code of Conduct for Employees and in the policy on Diversity, Equality and Inclusion**

The Code of Conduct expressly prohibits any kind of discrimination based on racial or ethnic origin, gender, religion or belief, disability, age or sexual identity.

In 2023, all employees of the Medios Group signed the Code of Conduct and thus recognized it as a binding Code of Conduct. For new hires, the Code of Conduct must be acknowledged and signed via our online training platform as part of the onboarding process to ensure that 100% of our employees are aware of and recognize the prohibition of discrimination.

— **Whistleblower system**

All employees of the Medios Group who experience discrimination themselves or become aware that discrimination is taking place can and should report it anonymously via our whistleblower system. It is planned to integrate Ceban 2025 into this system. Ceban currently already has its own, equivalent whistleblower system. Until it is integrated, employees in the Ceban Group can continue to use Ceban's whistleblower system. Medios follows up these reports confidentially and attempts to clarify the relevant cases through discussions with those involved.

The whistleblower system was introduced at the beginning of 2023. One suspected case was reported in the 2024 reporting year.

— **Anti-discrimination training**

To ensure that Medios AG remains a non-discriminatory working environment in the future, we have started to provide appropriate anti-discrimination training in 2023.

— **Gender-equitable remuneration**

Medios AG aims to ensure gender-equitable remuneration throughout the Group. The principles laid down in the Code of Conduct and the anti-discrimination guideline form the basis for pursuing and achieving this goal within the company.

The analysis of the gender pay gap 2024 shows that the company is on the right track, but has not yet reached its goal. The unadjusted gender pay gap, which takes into account the gross hourly wage of all employees, was determined. Structural factors such as level of education and qualification, occupation, scope of employment or work experience are not taken into account in this analysis. This is not possible due to the current data situation.

In the 2024 financial year, women at Medios earned on average 22.3% less than men.

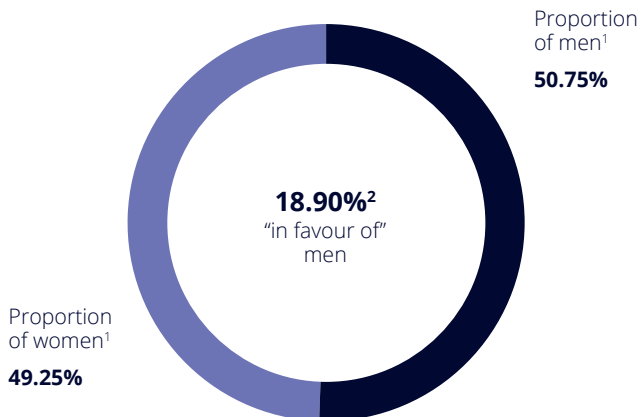
In order to classify the gap of 22.3%, we formed quartiles across all salaries. The unadjusted gender pay gap and the distribution of women and men were then determined within the quartiles (see figure).

The salary gap is greatest in the uppermost quartile, which includes the salaries of the Executive Board. This is mainly due to the salaries of the four male members of the Executive Board. In quartile 4, women earn more than men, and in quartile 3 there is almost no difference (0.9%).

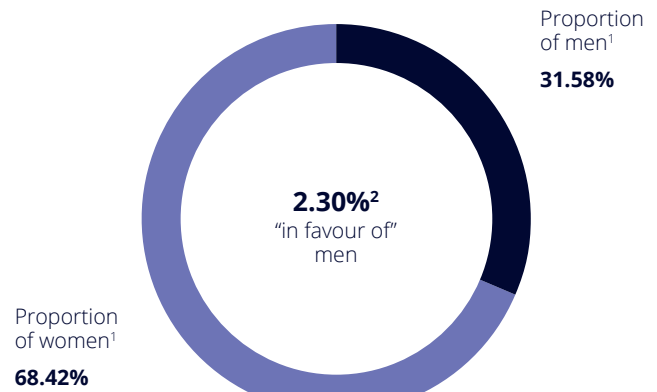
The following figure summarizes the figures.

Gender pay gap within the salary quartiles

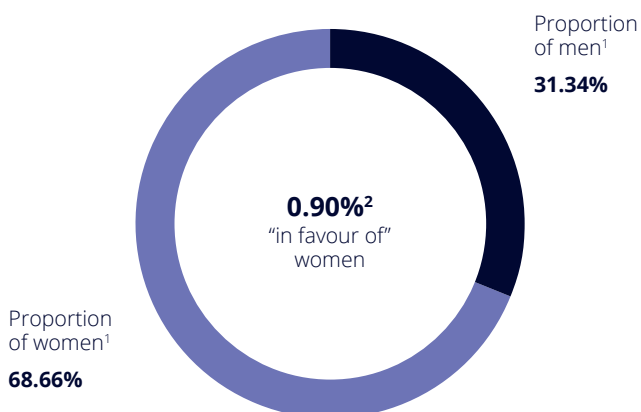
Quartile 1: Upper salaries



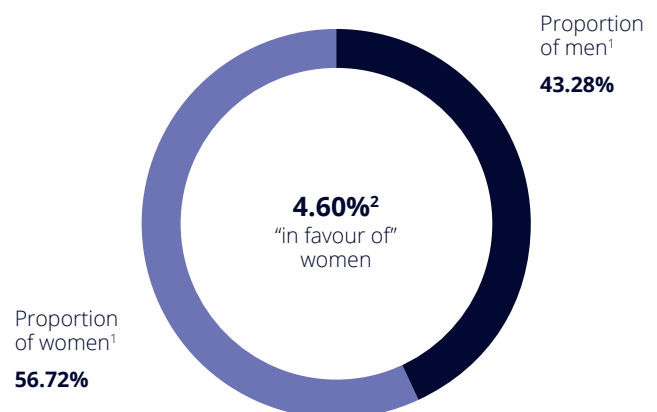
Quartile 2: Upper middle incomes



Quartile 3: Medium income



Quartile 4: Lower salaries



1 Information refers to Germany.

2 Unadjusted gender pay gap within the quartile (group-wide).

— Gender-equitable filling of management positions

The proportion of women in management positions at Medios AG was 46% in the 2024 reporting year. This figure should be increased if possible, but at least maintained in the coming years. In addition, the proportion of female managers in the top quartile is to be increased in the medium-term. To ensure that

appointments to management positions remain (almost) balanced and even fairer in the future, we are actively pursuing internal succession planning. This includes a mentoring program initiated in 2023, with which we ensure that suitable candidates are prepared for management positions at an early stage, which can then be filled in a gender-equitable manner.

CONTINUOUS TRAINING AND DEVELOPMENT

Qualified specialists are essential for our business success. However, qualifications must be constantly adapted to technological developments through “lifelong learning”. To this end, our employees train throughout their working lives. In this way, we create an important prerequisite for our employees to maintain and expand their employability and thus for social security, sustainable participation in prosperity and advancement. At the same time, we are increasing the opportunities we have identified as material for retaining qualified specialists over the long-term and reducing the risk of rising recruitment costs for new specialists.

— Identifying and developing the potential of our specialists

At Medios AG, all employees are entitled to an annual feedback and development meeting. These discussions are documented so that it is possible to track how many discussions actually took place. There were 156 meetings in 2024.

In the feedback and development meetings, employees’ development opportunities and wishes are discussed in addition to their job satisfaction. We also examine how any potential can be further developed and specifically promoted through training or further education.

The annual feedback and development meetings help us to identify and rectify dissatisfaction at an early stage, which reduces the risk of fluctuation and loss of talent.

— Promotion of managers and junior staff

Medios AG supports employees throughout the Group in their personal and professional development through various personnel development measures.

As a training company, we offer the following apprenticeships:

- Management assistant in wholesale and foreign trade management,
- Businessman or businesswoman in office management
- Warehouse logistics specialist.

In the 2024 financial year, 19 trainees were employed at Medios. In addition, dual students have been able to complete their practical phases at Medios since the beginning of 2023. One student is currently working for us.

In 2022, Medios introduced new employee and management development offerings. These are based on our management guidelines and competencies. They include management diagnostics and various development measures. We systematize employee and management development via a training catalog that is aligned with the leadership guidelines and includes off-the-job, along-the-job and on-the-job actions.

A total of 2,833 training hours were reported in the reporting year 2024. This corresponds to just under 5.5 hours per employee. 2,195 hours of further training were provided by women and 637.5 hours by men. This corresponds to around 3.5 hours per woman and 2 hours per man.

The promotion of managers and junior staff conveys appreciation to our employees and the certainty that professional and personal development and thus a piece of long-term life planning are possible within the company. As an employer, we thereby reduce potential reputational damage and fluctuation due to dissatisfaction in the workplace.

Goals in connection with the own workforce (S1-5)

The targets relating to the reduction of negative impacts and the promotion of positive impacts on the company’s own workforce as well as the management of material risks and opportunities relating to the company’s own workforce are set out in **Table 23**. The targets are not yet time-bound and Outcome-oriented in all cases. This is to be done in 2025. The targets were set by the Executive Board without the direct involvement of the company’s own workforce or a works council, but in consultation with the entire ESG Committee. The objectives listed in the table are derived from at least one of the overarching S1 cluster objectives “Further development of Medios as an attractive employer” and “Preventing discrimination, strengthening and promoting diversity and equal opportunities in the company” and are intended to track the performance of Medios AG in the long term by achieving these objectives. Part of the follow-up is also to be able to track findings or opportunities for improvement resulting from the company’s performance.

Key figures (S1-6, S1-7, S1-8, S1-9, S1-12, S1-13, S1-14, S1-15, S1-16, S1-17)

Table 22: Key personnel figures

KPI	Value as of 12/31/2024
Total number of employees ¹	952
Thereof women	635
Thereof men	317
Thereof full-time employees	472
Thereof part-time employees	480
Of which with fixed-term employment contract	72
Of which with permanent employment contract	880
Of which women with permanent employment contract	597
Of which men with permanent employment contracts	283
Of which women with a fixed-term employment contract	38
Of which men with fixed-term employment contracts	34
Of which full-time women	243
Of which full-time men	229
Of which part-time women	392
Of which men in part-time employment	88
Of which under 30 years old	147
Of which between 30 and 50 years old	506
Of which over 50 years old	299
Of which with contract without guaranteed work performance	0
Of which full-time new hires	163
Of which departures of full-time employees	194
Of which 2024 fully or partially on parental leave	77
Fluctuation rate	20.4%
Number of employees at the beginning of the financial year	968
Employees in management positions (from head of department)	114
Women in management positions (from head of department)	53
Men in management positions (from head of department)	61
Women in top management (Top management level)	5
Men in top management (Top management level)	5
Number of serious human rights impacts and incidents in own workforce	0
Total number of incidents of discrimination	0

¹ Calculation basis for the following KPIs. All employee data shown here is as at the reporting date and excludes employees in Belgium and Spain. The other employee data shown in the annual report includes Belgium and Spain and excludes Executive Board members, managing directors and trainees.

Adequate wages and social protection (S1-10, S1-11)

At Medios AG, all employees receive an appropriate wage that corresponds to the applicable benchmarks. The applicable benchmarks are the minimum wage in Germany, the Netherlands, Belgium and Spain. In addition, all our employees are covered by public programs or benefits offered by the company against loss of income due to the following major life events:

- Illness
- Unemployment from the time the employee works for the company
- Accident at work and acquired disability
- parental leave and
- Retirement.

Table 23: Targets in connection with actions and IROs relating to own workforce

Reduction of precarious employment/Secure and adequate employment					
Action	IRO	Remedy/positive benefit	Indicator	Period	Goals
Permanent employment	Impact 1: Long-term life planning	Economic security and predictability, no temporary work	Results of employee surveys and fluctuation rate	Ongoing	Long-term employee retention and reduction of precarious employment relationships; increase employee satisfaction
Appropriate remuneration	Impact 2: sustainable participation in prosperity	Stable economic and social situation	Results of employee surveys and fluctuation rate	Ongoing	Long-term employee retention and reduction of precarious employment relationships; increase employee satisfaction
Work-life balance					
Action	IRO	Remedy/pos. benefit	Indicator	Period	Goal
Flexible and mobile working models	Impact 3: Participation in family and social life	Time for family and social tasks	Results of employee surveys and fluctuation rate	Ongoing	Work-life balance at Medios
MA survey	Risk 2: Fluctuation due to negative working conditions	Early identification of dissatisfaction	Fluctuation rate	2024	Work-life balance at Medios
Feedback and development meetings	Risk 2: Fluctuation due to negative working conditions	Early identification of dissatisfaction	Results of employee surveys and fluctuation rate	2024	Work-life balance at Medios
Completely prevent accidents at work/promote health and safety					
Action	IRO	Remedy/positive benefit	Indicator	Period	Goal
Documentation of accidents at work	Impact 4: Health Risk 1: Reputational damage	Shortcomings can be remedied	Number of accidents at work	2024	Complete prevention of Work-related accidents
Review of standards and safety instructions	Impact 4: Health Risk 1: Reputational damage	Security gaps can be closed	Complaints in the minutes of the ASA	Ongoing	Complete prevention of Work-related accidents
Regular mandatory examinations	Impact 4: Health Risk 1: Reputational damage	Improving health through early detection	Complaints in results reports	Ongoing	Effective support for a healthy lifestyle and occupational safety
Regular occupational safety training	Impact 4: Health Risk 1: Reputational damage	Avoiding accidents through training	Number of training courses held and participants	Ongoing	Effective support for a healthy lifestyle and occupational safety
Promoting mental health	Impact 4: Health Risk 1: Reputational damage	Prevention and treatment of mental illness	Results of employee surveys, fluctuation rate, number of days absent due to Work-related ill health	Ongoing	Effective support for a healthy lifestyle and occupational safety
Stress reduction course	Impact 4: Health Risk 1: Reputational damage	Avoiding illness through prevention	Results of employee surveys, fluctuation rate, number of days absent due to Work-related ill health	Ongoing	Effective support for a healthy lifestyle and occupational safety
Hamburg model	Impact 1: Long-term life planning Impact 2: sustainable participation in prosperity Impact 4: Health Risk 1: Reputational damage	Integration of long-term sick people	Results of employee surveys, fluctuation rate	Ongoing	Effective support for a healthy lifestyle and occupational safety
Development of company health management	Impact 4: Health Risk 1: Reputational damage	Avoiding illness through prevention	Results of employee surveys, fluctuation rate, number of days absent due to Work-related ill health	Ongoing	Effective support for a healthy lifestyle and occupational safety

Preventive check-ups and vaccinations	Impact 4: Health Risk 1: Reputational damage	Avoiding illness through prevention	Number of days absent due to Work-related ill health	Ongoing	Effective support for a healthy lifestyle and occupational safety
Support with medical services	Impact 4: Health Risk 1: Reputational damage	Access to health products	Results of employee surveys, fluctuation rate, number of days absent due to Work-related ill health	Ongoing	Effective support for a healthy lifestyle and occupational safety
Sports activities	Impact 4: Health Risk 1: Reputational damage	Promotion of a healthy lifestyle	Results of employee surveys, fluctuation rate, number of days absent due to Work-related ill health	Ongoing	Effective support for a healthy lifestyle and occupational safety

Promoting equal opportunities and equal treatment

Action	IRO	Remedy/pos. benefit	Indicator	Period	Goal
Prohibition of Discrimination in the CoC and in the policy on Diversity, Gender Equality and Inclusion (DGI)	Impact 1: Long-term life planning Impact 6: Appreciation and integration Risk 1: Reputational damage Risk 2: Fluctuation Opportunity 1: Recruiting skilled workers	Setting a standard that is a prerequisite for a positive working atmosphere; orientation for behavior; clear positioning as an employer	Number of successful trainings on CoC and DGI Policy	2024	Increase employee satisfaction, active promotion of equal opportunities, Long-term employee retention and reduction of precarious working conditions
Whistleblower system	Impact 6: Appreciation and integration Risk 1: Reputational damage	Harmful behavior is brought to our attention and can be stopped	Correct answers to comprehension questions in training courses on the whistleblower system	Ongoing	Increase employee satisfaction; effective support for a healthy lifestyle and occupational safety; complete prevention of Work-related accidents; Long-term employee retention and reduction of precarious working conditions; active promotion of equal opportunities
Anti-discrimination training	Impact 6: Appreciation and integration Risk 1: Reputational damage	Awareness of the topic; correct behavior is defined, clear positioning as an employer	Number of training courses, participation, correct answers to comprehension questions	Ongoing	Long-term employee retention and reduction of precarious employment relationships; active promotion of equal opportunities
Gender-equitable remuneration	Impact 1: Long-term life planning Impact 2: Participation Prosperity Impact 6: Appreciation and integration Risk 1: Reputational damage Risk 2: Fluctuation Opportunity 1: Recruiting skilled workers	Positive working conditions through equal treatment; Economic equality for women; clear positioning as an employer	Gender pay gap	Ongoing	Maintaining a high proportion of women in management positions; Actively promoting equal opportunities; ensuring fair pay for women
Gender-equitable filling of management positions	Impact 1: Long-term life planning Impact 2: Participation Prosperity Impact 5: Sustainable qualification Impact 6: Appreciation and integration Risk 1: Reputational damage Risk 2: Fluctuation Opportunity 1: Recruiting skilled workers	Perspective especially for women creates a positive working atmosphere and opens up a larger pool of skilled workers; clear positioning as an employer	Proportion of women in management positions	Ongoing	Maintaining a high proportion of women in management positions; actively promoting equal opportunities; ensuring fair pay for women.

Continuous training and further education

Action	IRO	Remedy/positive benefit	Indicator	Period	Goal
Actions to develop the potential of our employees	Impact 1: Long-term life planning Impact 2: Participation in prosperity Impact 5: Sustainable qualification Risk 1: Reputational damage Risk 2: increased recruitment costs Opportunity 1: Recruitment of skilled workers	Experience Appreciation, development and retention of employability; Employee retention; reduction in recruitment costs through development of own employees	Implementation rate Feedback and Development meetings	Annually	Identifying and developing the potential of our employees through clear concepts
Actions to promote management and junior staff	Impact 1: Long-term life planning Impact 2: Participation in prosperity Impact 5: Sustainable qualification Risk 1: Reputational damage Risk 2: increased recruitment costs Opportunity 1: Recruitment of skilled workers	Experience Valuing, developing and maintaining employability; retaining employees; reducing recruitment costs by developing own employees	Number of trainees, training hours in absolute terms and per employee	Since 2022	Securing young talent Increasing the number of trainee positions; promoting junior staff and managers
Management mentoring	Impact 1: Long-term life planning Impact 2: Participation in prosperity Impact 5: Sustainable qualification Risk 1: Reputational damage Risk 2: increased recruitment costs Opportunity 1: Recruitment of skilled workers	Experience Valuing, developing and maintaining employability; retaining employees; reducing recruitment costs by developing own employees	Number of mentors and mentees	Since 2024	Increasing employee satisfaction; Long-term employee retention and reducing precarious employment relationships Identifying and developing the potential of our employees through clear concepts; Promoting junior and management staff

WORKFORCE IN THE VALUE CHAIN (S2)

Impacts, risks, and opportunities (S2 SBM-3)

Table 24: S2 Workforce in the value chain

	Value chain			Time horizon		
	Before	Own	After	< 1 year	1–5 years	> 5 years
Impact 1: Prosperity on the part of Workers in the value chain (actual, positive)	●		●	●	●	●
Impact 2: Exploitation of Workers in the value chain (potential, negative)	●		●	●	●	●

We have identified the following two material impacts of the activities in our value chain on the employees of our suppliers⁵:

- employee prosperity, and
- possible exploitation of our suppliers' employees.

Medios AG is active in a highly specialized pharmaceutical segment that deals with the treatment of complex or chronic diseases through individual therapies. In compounding these therapies, Medios relies on starting materials that meet high quality requirements. Well-qualified specialists are also involved in the application of Medios products.

We therefore pursue a business model that requires a high degree of value-adding activities and a high level of health-related specialist knowledge, including in the upstream and downstream value chain.

Our top priority is quality, followed by cost savings. In addition to quality and price, we also take into account criteria such as area of application and availability as well as feedback from our customers (e.g. in the case of special packaging requirements for deliveries).

We are supplied exclusively by pharmaceutical companies headquartered in Germany or the EU, which are therefore not located in high-risk regions in terms of human rights and working conditions. Due to the high labor and human rights standards in the EU, the risk of breaches is very low. There is also no risk of people being affected by Forced labour, Child labour or human trafficking as a result of our cooperation.

The employees in our value chain are, on the one hand, employees from the healthcare and pharmaceutical industry who have good professional qualifications. These include academically trained specialists (e.g. chemists, pharmacists, doctors, business economists, etc.) as well as non-academic specialists (medical-technical assistants, pharmaceutical-technical assistants, etc.). These are workers who are in demand on the labor market due to the shortage of skilled workers and who earn reasonable salaries. They are therefore primarily affected by Impact 1.

There are also skilled workers from the logistics sector (courier services such as GO, DHL, Männel Hauspost), catering services and service providers in the facility sector, security services, maintenance cleaning and trades. These are also areas currently affected by the shortage of skilled workers, in which workers are predominantly sought after and adequately paid, albeit to a lesser extent than the skilled workers mentioned above.

In the area of logistics in particular, we are sometimes dependent on fast deliveries and deliveries during the day or at night as well as on Sundays and public holidays for medical reasons. We see the potential for these workers to be affected by exploitation (see Impact 2 in table 24).

In our materiality assessment, we included these workers as stakeholders under the category "service providers". Employees who are in regular contact with this stakeholder category and therefore have an understanding of their particular vulnerability to exploitation were involved in the assessment of potentially material impacts as part of the materiality assessment.

⁵ We consider all companies that participate in our upstream and downstream value chain and with whom we have a direct ordering or contracting relationship to be Suppliers.

Otherwise, however, the workers in our upstream and downstream value chain are well protected from exploitation given the value chain of our business model and the associated requirements, and can participate in Europe's economic prosperity.

We strive to build long-term partnerships and develop sustainable solutions with our suppliers. This also contributes to the economic stability of our business partners and protects their employees from exploitation.

We are convinced that a trusting cooperation with our suppliers also strengthens us for future joint projects. We therefore want to enter into dialog with our suppliers and create a common understanding of what we expect from each other, how we can best support each other and how not only the companies but also the employees working for them and with us can be protected from harm. For more information on how the interests, views and rights of workers in the value chain significantly affected by our IROs are considered in our business strategy and model, and on the different categories of workers in the value chain, please refer to chapter **ESRS 2 – General information**. The Chief Operation Officer (COO) is responsible for managing impacts, risks and opportunities related to workers in the value chain at all levels.

Policies related to Workers in the value chain (S2-1)

As a sustainability-conscious Group, it is important to us to harmonize economic, social and ecological aspects. This is reflected in all our business relationships and working conditions.

Since signing the UN Global Compact 2021, Medios has supported the world's largest corporate alliance of values. We are committed to the principles of the UN Global Compact in the areas of human rights, labor, environment and anti-corruption.

We are also committed to the core labor standards of the International Labor Organization (ILO) and the UN Guiding Principles on Business and Human Rights. We also expect

this commitment from our business partners in the value chain. We do not explicitly include the OECD Guidelines for Multinational Enterprises and the United Nations Guiding Principles on Business and Human Rights in our business relationships, as we only work with suppliers based in the European economic area, the European Free Trade Association or the United Kingdom. Serious problems and incidents relating to human rights within our upstream and downstream value chain were not reported in the reporting year.

Medios AG's cooperation with business partners is based on the company's corporate values as well as its corporate and compliance culture. The legal requirements and EU guidelines for the good compounding and distribution of medicinal products for human use (GMP and GDP guidelines) form a further basis for cooperation with business partners. In some cases, these also apply to particularly affected employees of our suppliers, such as cleaning staff and drivers. We regularly check whether our suppliers are qualified in accordance with these legal requirements. If necessary, we train the workers in the value chain in the GMP and GDP requirements relevant to them and audit their compliance. In this way, we shape our collaboration with our partners in a cooperative and dialogical manner. This enables us to influence their compliance with these high standards. We created the position of Head of Logistics in the reporting year to ensure that our logistics service providers' employees also comply with the GMP and GDP Framework. We see a high turnover rate among a service provider's workforce as a possible indicator of a dissatisfied workforce at the service provider, which could be due to exploitation. For us, this also calls into question whether the GMP and GDP regulations can be properly complied with. If this suspicion is confirmed upon closer examination through audits or discussions with the service provider, the collaboration is terminated. A direct exchange with the workers in the value chain does not take place and is not planned, but their interests and concerns are recorded in the course of the audits with regard to compliance with GMP and GDP guidelines. There is also no general procedure for cooperation with workers in the value chain. This is to be developed in 2025.

The Code of Conduct for Suppliers

For suppliers of pharmaceutical goods and services, we have also formulated a Code of Conduct for suppliers, which provides guidance for cooperation with Medios AG. This is publicly available on our website in German and English. Managing directors or other authorized persons of suppliers in our upstream and downstream value chain can confirm the Code of Conduct online on a separate website for suppliers.

In the course of confirming the Code of Conduct, suppliers are asked to disclose potential conflicts of interest, non-business relationships with Medios and gifts or invitations received. By confirming the Suppliers Code of Conduct, the partner company also assures that the principles and requirements set out in the Code are fulfilled, that the content has been communicated to employees in an understandable manner and that all necessary precautions have been taken to implement these requirements.

Suppliers who already have their own Code of Conduct, which covers the requirements and content of our Code, do not need to sign the Medios Supplier Code in addition.

We developed the Supplier Code of Conduct without directly involving business partners and their employees, but with the help of the cross-company expertise of our external compliance officer.

Suppliers are asked to agree to the Supplier Code of Conduct via the website or to submit a comparable Code of Conduct for all new contracts. The Supplier Code of Conduct then becomes part of the business relationship. One exception is our subsidiary Ceban, which was newly acquired in the financial year. We plan to extend this to Ceban from 2025. We will check in advance whether country-specific adjustments are necessary.

Once a year, we ask our suppliers to reconfirm the Code, review the feedback and request confirmation again if necessary.

The Code of Conduct for suppliers is divided into 11 chapters that define the core principles for cooperation. These 11 chapters are:

1. Introduction and basic principles
2. Regulatory compliance
3. Fair and free competition
4. Prohibition of Bribery and Corruption
5. Prevention of money laundering, terrorist financing and other criminal activities
6. Compliance with tax laws and customs duties
7. Ecological responsibility
8. Conflicts of interest
9. Business and trade secrets
10. Data protection and information security, social media
11. Acknowledgement and consent of the Suppliers

With regard to suppliers' employees, Chapter 2, Compliance, and here the subchapters "Respect for human rights" and "Fair working conditions, diversity, ethical standards" are relevant. The information in the chapters relates to all employees of our suppliers.

As we have identified employees of logistics service providers as being particularly affected by our potential and negative impact of exploitation on workers in the value chain, we plan to extend our Supplier Code 2025 to suppliers of non-pharmaceutical goods and services and then also ask these suppliers to agree to it.

Respect for human rights

In this sub-chapter, we commit ourselves to the United Nations Universal Declaration of Human Rights and the fundamental conventions of the ILO. We explicitly reject Child labour, Forced labour and work based on human trafficking.

In addition, these standards and principles are named as criteria for the selection of suppliers and business partners. Compliance with GMP and GDP requirements is essential for our business model. To achieve this, we depend on reliable workers in the value chain. Our audits and dialogical actions to ensure that GMP and GDP are complied with by our suppliers also serve to ensure that internationally recognized human rights are respected by our suppliers, including the employees of logistics service providers who are particularly vulnerable to exploitation.

Fair working conditions, diversity, ethical standards (ESRS 2 MDR-A, S2-4)

Suppliers of Medios AG must practice a zero-tolerance policy towards discrimination based on racial grounds, ethnic origin, gender, religion, ideology, disability, age, sexual identity or other personal characteristics. For 2025, we have planned to open up the Medios whistleblower system for employees who have suffered, experienced or perceived discrimination to all employees of our suppliers. We expect this to enable us to identify potential grievances relating to workers in the value chain more quickly and remedy them accordingly.

We also formulate the requirement that our suppliers offer fair working conditions and that they implement legal actions to ensure a safe and healthy workplace as a minimum requirement. This includes the commitment of our suppliers to a safe, productive working environment in which excessive alcohol consumption, drugs and illegal substances have no place.

Reporting channels for employees in the value chain (ESRS 2 MDR-A, S2-3, S2-4)

In the reporting year, Medios added a link to the Medios whistleblower system on the website for suppliers and also made it available to external parties so that employees in the value chain can now report potential or actual grievances anonymously and protected from reprisals.

The whistleblower system was set up by an external service provider and has an external ombudsperson as the whistleblower office. All reports are processed by the ombudsperson and checked for possible breaches. No later than three months after confirmation of receipt of the report, the ombudsperson will provide feedback to the whistleblower on planned and implemented follow-up measures to the report and the reasons for this. Information on the Whistleblower Policy, which also addresses issues raised and dealt with by workers in the value chain, how the overall effectiveness of the whistleblowing system is ensured and what resources Medios provides to the whistleblowing system as an action to manage negative impacts on both own and external workers, consumers and end-users, can be found in the chapters **S1 Own staff** and **G1 Business conduct**.

Medios does not yet have a procedure in place to support or require the availability of the whistleblowing system at the workplace of employees in the value chain. This is to be developed in 2025. The decision to extend the whistleblowing system to workers in the value chain was made taking into account the interests and concerns of workers in the value chain identified in the stakeholder consultations for the dual materiality assessment. A general process for engaging with workers in the value chain to assess the effectiveness of the whistleblowing system as a remedy for negative impacts on them is currently lacking.

Objectives (ESRS 2 MDR-T, S2-5)

We do not currently pursue any measurable, outcome-oriented and time-bound targets with regard to the welfare, potential exploitation and health of employees in our value chain. The formulation of these targets is planned for 2025. We are currently tracking the effectiveness of the actions and regulations taken and planned in relation to these material impacts by recording the number of suppliers that have confirmed the Code of Conduct for Suppliers for the first time or again every year since 2024, both in absolute terms and in relation to the total number of suppliers. Long-term, we aim for all or 100% of our suppliers in our upstream and downstream value chain to confirm our Code or submit a Code that is at least equivalent. This ambition and the indicators were defined with our external compliance officer, our Manager Planning and Development Business Unit AMV (pharmaceutical supply) and our Head of Logistics. Due to their functions, they have relevant expertise on and insights into the interests and concerns of the affected workers in the value chain. They will be equally involved in the formulation of the targets planned for 2025. There is no direct involvement of employees in the value chain. At the end of the reporting year, 12% of our suppliers had confirmed the Supplier Code of Conduct. Feedback from a further 9% is currently being reviewed, including references to a supplier's own code.

CONSUMERS AND END-USERS (S4)

Description of impacts, risks and opportunities (ESRS 2 SBM-3)

Table 25: S4 Consumers and end users

	Value chain			Time horizon		
	Before	Own	After	< 1 year	1-5 years	> 5 years
Impact 1: Cure or prevention of diseases on the part of consumers and end users of our products (actual, positive)			●	●	●	●
Opportunity 1: Reputation and market gains through high-quality specialty medication (opportunity)		●		●	●	●

IMPACT 1 – CURING OR PREVENTING DISEASES

Medios AG is the leading provider of specialized pharmaceutical supply and the compounding of patient-specific therapies. In doing so, we network stakeholders for the security of supply and for the benefit of patients and the system. We have focused on forward-looking individualized medicine in order to make the most innovative therapies available to all people throughout Europe together with pharmacies, specialist practices and pharmaceutical companies. Every disease progresses differently and every patient responds differently to the therapy used. Drugs tailored to specific needs often ensure better therapeutic success and thus increase people's well-being. The advantages of such Specialty Pharma drugs are particularly evident in the treatment of rare, complex or chronic diseases such as cancer, multiple sclerosis or hemophilia. Patient-specific drugs are more expensive to develop and compound, but are often significantly more effective and better tolerated.

CHANCE 1 – REPUTATION AND MARKET GAINS

Medios AG was founded to make specialized pharmaceutical supply for complex diseases more economical and simpler. We want to improve care models by creating a platform to make individualized therapies available to all patients throughout Europe. Specialized pharmacies as well as medical specialists and clinics can be supplied with the required preparations as quickly as possible via the platform. The preparations are made in our state-of-the-art clean rooms in strict compliance with international Good Manufacturing Practice (GMP) standards from approved finished medicinal products into ready-to-use patient-specific therapies.

CONSUMERS AND END-USERS

Consumers and end-users who may be affected by the impact of Medios AG result from the nature of our product. In doing so, the consideration was extended beyond our own business activities to our value chain. At Medios AG, consumers and end-users are all people who receive individual therapies. Regardless of whether they belong to certain groups, such as a certain age group. This means that they are people who are particularly vulnerable to health or privacy effects or to the effects of marketing and sales strategies. Our services do not have a negative impact on their right to privacy, nor are they products that are harmful to people and/or increase the risk of chronic disease. Consumers and end-users are, however, dependent on instructions from medical personnel such as doctors and pharmacists as well as package inserts to obtain all important information on the respective therapy. In some cases, administration by medical personnel is also required.

Due to this dependency of consumers and end-users on Medios AG, we at Medios are aware of the urgency of patient care with Specialty Pharma drugs produced strictly according to GMP and GDP and are making our special contribution to shaping the future of individualized medicine for all of us. We want to improve care models by creating a platform to make individualized therapies accessible to all patients across Europe in the future. Medios was founded to make the specialized pharmaceutical supply of complex diseases more economical and simpler across all indications. Our overarching goal is to provide pharmacies, specialists and clinics with specialized drugs and individual therapies for patients as quickly, safely and cost-effectively as possible. The basis for this is our highly functional regional supply network, optimal knowledge transfer with all partners and modern technical equipment.

Policies (ESRS 2 MDR-P; ESRS S4-1)

The intention of all the policies listed here is to ensure that the production processes at Medios AG are designed in such a way that our products are developed with only the highest quality and thus our patients are supplied with only the best individual therapies. Our aim is to ensure that every end-users and end-users are provided with the highest quality individual therapies.

CODE OF CONDUCT

The entire company of Medios AG is obliged to meticulously implement the GMP guidelines⁶ (GMP = Good Manufacturing Practice) and the GDP guidelines⁷ (GDP = Good Distribution Practices) in the form of a quality assurance system with risk management for the respective production and trading areas. The implementation of the process guidelines is checked in self-inspections and continuously optimized. For Medios AG, with the exception of Ceban, this is anchored in its Code of Conduct⁸, which is the responsibility of the CEO. It is equally binding for all employees throughout the Group and is made available to them via the HR management system and the digital training platform Coursepath. All Medios AG employees have read and signed the Code of Conduct. At Ceban, compliance with the GMP and GDP frameworks is equally mandatory and regulated in process guidelines. t.

QUALITY MANAGEMENT WITHIN THE FRAMEWORK OF THE GMP AND GDP FRAMEWORK

As part of the EU guidelines on GMP (Good Manufacturing Practice) and GDP (Good Distribution Practice), suppliers are checked for their positive reputation, competence, creditworthiness and reliability for every new contract and annually at all compounding and trading companies. In addition, the portfolio of medicinal products on offer is reviewed and the supply chain is checked for the likelihood of counterfeiting and availability. The aim of GMP and GDP is to fully document all information from the production of medicinal products to the customer. One material aspect of seamless documentation is that products are partially (video)-documented at incoming and outgoing goods in order to check the quality of the raw materials. Furthermore, checking the Secupharma number prevents counterfeits from being

included in the inventory. Medios AG thus makes a significant contribution to the safety of our patients. All raw materials and their batches are fully traceable using QR codes.

Furthermore, quality assurance, which is indicated by the requirements of GMP and GDP, includes a comprehensive deviation and CAPA (Corrective and Preventive Action) system to deal with errors that have occurred. As part of the CAPA system, concrete actions are defined with the aim of preventing errors and improving processes. This can mean changing standard operating procedures or training and instructing employees. In the reporting year, we regularly carried out these training courses and incorporated them into our Group-wide system.

In order to guarantee the quality of our suppliers, we carry out internal audits in addition to the regular annual inspections required by law. In this way, appropriate working and production conditions, compliance with environmental standards and respect for human rights in the supply chain are checked, among other things.

Overall quality management is the responsibility of Mi-Young Miehler as Chief Operating Officer (COO) for the patient-specific therapies business and Constantijn van Rieckschooten as Chief International Markets (CIM) for the international business.

Another relevant policy in this sense is the Suppliers' Code of Conduct⁹, which obliges suppliers to comply with regulations. For us, this also means that compliance with GMP and GDP is a prerequisite for pharmaceutical suppliers in particular.

OUTLOOK FOR 2025

Medios AG is in the process of planning the creation of a uniform Group-wide quality guideline. This will also ensure a stronger customer focus. The quality guideline is to be drawn up by 2025. As Chief Operating Officer (COO), Mi-Young Miehler is responsible for the creation of this policy. In order to create the quality guideline, ways of consolidating existing processes and policies as part of the Ceban integration must first be explored.

6 Commission Directive (EU) 2017/1572 of September 15, 2017 supplementing Directive 2001/83/EC of the European Parliament and of the Council with regard to the principles and framework of good manufacturing practice for medicinal products for human use, <https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:32017L1572>.

7 Framework of November 5, 2013 on good distribution practices for medicinal products for human use (2013/C 343/01), [https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:52013XC1123\(01\)](https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:52013XC1123(01)).

8 Code of Conduct of Medios AG, p. 16, https://investors.medios.group/fileadmin/IR_Download/Verhaltenskodex/MED_Code-of-Conduct_1220_final_clean.pdf.

9 Medios AG Supplier Code of Conduct, https://investors.medios.group/fileadmin/IR_Download/Lieferantenkodex/Supplier_Code_of-Conduct.pdf.

INTERNATIONAL REGULATIONS

Medios respects the human rights of Consumers and end-users by acting strictly in accordance with GMP and GDP. As these specific legal frameworks exist for the fundamental rights of end-users and consumers of pharmaceutical companies in the EU, Medios has not additionally included other internationally recognized instruments such as the United Nations Guiding Principles on Business and Human Rights in the Medios Group's regulations relevant to consumers and end-users. Company policies, procedures and process instructions that ensure compliance with all GMP and GDP regulations have not been developed with the direct involvement of consumers or end-users, as they are regulatory requirements of the legislator, which in turn have been developed throughout the EU in a democratic process involving stakeholders of consumers and end-users of medical devices. A complaints system, complete documentation of all steps and seamless traceability go hand in hand with GMP and GDP. Medios therefore bears all legal consequences if the human rights of consumers and end-users are impaired by products or services of the Medios Group. Cases of non-compliance with UN Guiding Principles on Business and Human Rights, ILO Declaration on Fundamental Principles and Rights at Work or OECD Guidelines for Multinational Enterprise involving consumers and end-users have not been reported.

Procedure for involving Consumers and/or end-users in relation to impacts (ESRS S4-2)

In order to incorporate the opinions of our customers into our corporate strategy, Medios Pharma systematically surveys its customers regarding their satisfaction with the respective products and services they have purchased. The survey was last conducted in 2023 and is to be repeated every two years. The surveys are to be expanded across the Group. The results of each survey round are evaluated and the effectiveness of the resulting actions is measured against the subsequent satisfaction survey.

Customer meetings via proxies from patients to Medios AG are also part of the way in which we involve consumers and end-users in our management. Round tables with pharmacies are held at least three times a year. We have a Specialty Pharma Day once a year and we are in contact with customers in the wholesale sector through regular phone calls and meetings. Our customers also include doctors such as neurologists, oncologists and ophthalmologists. They are contacted on a monthly to semi-annual basis, depending on the customer group. The effectiveness of these actions is recorded using the feedback forms at the Specialty Pharma Day and through customer-initiated feedback meetings. After each survey, an assessment is made of the extent to which actions taken as a result of the previous survey have led to an improvement in the issues identified in the previous survey.

These aspects will be anchored in the 2025 quality guideline.

The COO of Medios AG bears operational responsibility as the highest-ranking function in this regard for actions to exchange and include the interests of stakeholders as well as for negative impacts and risks relating to consumers and end-users. No particularly vulnerable/marginalized groups are explicitly or separately considered in the exchange. There was no feedback from these procedures in the financial year that gave rise to changes in business processes, business strategy or the business model.

Procedures for addressing negative impacts and channels through which Consumers and end-users can raise concerns (ESRS S4-3)

The number of customer complaints plays a role in the decision-making process for the product range. Customers can make complaints or requests for improvements, which our employees record in deviation logs and send to the responsible persons. Complaints relating to products are handled and documented by the "Qualified Person" or the respective stage plan officer in accordance with GMP regulations by the person responsible for wholesale. The complaint rate in 2024 was 0.1%. Consumers and end-users can also submit their concerns and needs to us indirectly via our customer meetings, customer discussions and customer

satisfaction surveys. There is deliberately no direct exchange with patients. This is reserved for pharmacists, doctors and other medical professionals. Pharmacies operated by sub-companies of Ceban itself are an exception. These pharmacies are located exclusively in the Netherlands. Prescription practice there is regulated by law in such a way that doctors can prescribe directly to patients, stating the manufacturer. Similarly, all sales and marketing practices are deliberately directed at knowledgeable medical/pharmaceutical providers rather than patients as consumers and end-users in order to avoid any material negative impact on the latter. Our suppliers also have access to our whistleblowing systems. However, Medios AG does not have a procedure by which the company supports or requires the availability of such channels as part of its business relationships. Further information on the involvement of consumers and end-users can be found in the chapter **G1 – Business conduct**.

Actions (ESRS 2 MDR-A; ESRS S4-4)

Medios AG has implemented actions to ensure the high quality of service and medicines for consumers and end-users. The high quality of our service and medicines is our top priority and all resources required to maintain a high standard are made available. We are aware that quality deficiencies are a market exclusion criterion in the pharmaceutical industry.

QUALITY MANAGEMENT

Quality management comprises several aspects that are continuously aimed at ensuring reliability along the entire value chain and thus enabling the company to take advantage of its opportunities for consumers and end-users and avoid negative effects. On the one hand, manufacturers and trading companies (upstream and downstream) are checked by Medios AG for positive reputation, competence, creditworthiness, reliability and probability of counterfeiting and availability when new contracts are signed and at regular intervals. On the other hand, Medios AG has also established internal actions to ensure its own quality management (own operations). For example, products are documented upon receipt and dispatch in order to check quality and a comprehensive deviation and CAPA system is used to deal with any errors that occur. Our extensive audits, which are carried out within the Group and along the value chain, allow us to record the effectiveness of our quality management.

CUSTOMER SATISFACTION SURVEYS

Medios AG also uses a customer satisfaction survey, which was last conducted in 2023 and is to be repeated every two years. As a result, Medios AG's customers appreciate the partnership-based cooperation as well as the flexibility and expertise within the key indications offered: oncology, neurology, gastroenterology, autoimmune diseases, hemophilia and ophthalmology. We are taking on board the suggestions regarding greater transparency of the corporate structure and the relevant contact persons in order to improve our customer service. The results of each survey round are evaluated and the effectiveness of the resulting actions is measured in the subsequent satisfaction survey.

TRAINING COURSES

Our annual training plan sets out job-related training, general training on topics such as GMP and GDP, industrial hygiene and compliance as well as annual instructions for all employees. They are a prerequisite for employees to be allowed to take up their work and serve to safeguard their qualifications. Employees can find newly implemented or revised processes and the relevant forms in the Medios Group's online training portal. The effectiveness of this training is analyzed using the results of customer satisfaction surveys.

The overarching, primary indicator for measuring the effectiveness of these actions is the complaint rate (see section S4-5 Goals/targets below).

Objectives/targets (ESRS 2 MDR-T; ESRS S4-5)

As part of the annual self-inspection of the GMP-regulated companies in the Medios Group, Medios AG compares their working methods with the principles of the quality management system, the GMP regulations. The annual goal is to identify virtually no breaches at the Companies. A maximum complaint rate of 0.4% must not be exceeded for the guidelines-compliant¹⁰ GMP-regulated companies in the supply chain. This target was set by the Executive Board, without consumers or representatives being formally involved in the target setting process.

However, the target is shaped by Medios management's understanding of the high expectations the market has of pharmaceutical companies.

¹⁰ Excluded are influences due to force majeure.

BUSINESS CONDUCT (G1)

Impacts, risks, and opportunities (G1 SBM-3)

ESRS 2 SBM 2	Introduction
ESRS 2 SBM 3	Description IROs
G1-1	Business conduct guidelines and corporate culture
G1-5	Political influence and Lobbying activities

Table 26: G1 Corporate Governance

	Value chain			Time horizon		
	Before	Own	After	< 1 year	1–5 years	> 5 years
Impact 1: Fulfilling employment on the part of the company's own employees, for example through appreciation and participation in ESG decisions and processes (potential, positive, corporate culture)		●		●	●	●
Impact 2: Promotion of ESG goals along the entire value chain through cooperation with Suppliers and other business partners (potential, positive, corporate culture)	●	●	●	●	●	●
Impact 3: Achievement of ESG goals through the establishment of partnerships (potential, positive, corporate culture)	●	●	●	●	●	●
Impact 4: Protection of whistleblowers and increased likelihood of whistleblowing (potential, positive, whistleblowers)		●		●	●	●
Impact 5: Improved access to drugs through the company's own political commitment (actual, positive, lobbying)		●		●	●	●

As a responsible employer, we see it as our duty to uphold the highest standards of compliance, fairness, integrity and transparency. Our internal Governance structures are designed to ensure that all legal requirements and our ethical principles are consistently followed by all employees and stakeholders. Our goal is to ensure sustainable and long-term value creation and to continuously develop our corporate culture in line with our economic, environmental and social responsibility. As part of our DMA (see IRO-1), we identified a total of five impacts that are related to the topic of Governance.

IMPACT 1 (G1-1)

In the spirit of a sustainable corporate culture, we emphasize various sustainability matters in our company's Code of Conduct, such as the appreciation of diversity in the workforce. The ESG Committee on the Supervisory Board and the ESG Committee ensure that sustainability projects are implemented at all levels. In future, we aim to take on board more relevant input from the workforce and actively involve our employees in the implementation of

ESG initiatives. This should enable greater participation and increase job satisfaction. The incentives for participation lie in the importance of the topic, which is to be emphasized through internal communication and appropriate training courses.

IMPACT 2 (G1-1)

We see the achievement of ESG goals as an important task that we want to fulfill in terms of sustainable value creation in cooperation with our business partners and stakeholders. A particular focus in the promotion of ESG goals is on cooperation with our suppliers, who have a direct influence on the sustainability of our products. Accordingly, as part of our Supplier Code of Conduct, we require suppliers to fulfill their social and environmental responsibilities and protect human rights and the environment. In future, we will specifically take social and environmental criteria into account when selecting our suppliers and thus create the basis for contributing to sustainable development within our direct sphere of influence.

IMPACT 3 (G1-1)

We see the achievement of ESG goals as an important task that we want to fulfill in the sense of sustainable value creation in cooperation with our business partners and stakeholders. Through targeted partnerships with organizations outside our own value chain, we can leverage additional synergies to strengthen our efforts to achieve ESG goals. In this way, we also want to make a positive contribution to sustainable development beyond Medios' immediate sphere of influence.

IMPACT 4 (G1-1)

As part of our EU-compliant whistleblower system and the corresponding Whistleblower Policy based on the Whistleblower Protection Act, all reported grievances and undesirable developments within the company and in the supply chain are treated in strict confidence and, if requested, anonymously. Protecting the respective whistleblowers from possible retaliation is fundamental in terms of building trust and increases the likelihood that such incidents can be identified at an early stage and appropriate countermeasures can be initiated. This potentially ensures increased process quality and promotes the company's reputation in the long term.

IMPACT 5 (G1-5)

Smooth access to the drugs and individualized therapies they need is of primary importance to patients. Accordingly, we want to actively work towards removing barriers to access in the future. To this end, we will do even more in the future to influence the development of appropriate regulations within the framework of professional associations and further strengthen the supply infrastructure through stable supply chains and the promotion of specialized pharmacies.

Business conduct guidelines and corporate culture (G1-1)

Trust, respect, integrity and responsibility are the guiding values of Medios' corporate culture, both internally and externally, and serve as an orientation for action, a standard of conduct and a basis for decision-making for business conduct and employees. The Executive Board and Supervisory Board firmly believe that unrestricted compliance and excellent business conduct are further indispensable foundations for sustainable economic success. The Supervisory Board complies with the law and the applicable internal compliance regulations and ensures that the members of the Executive Board are also compliant.

Political Influence and Lobbying activities (G1-5)

Information on preventing and combating Corruption and Bribery is central to a company's integrity. Accordingly, this topic is also of great importance to us. Our Chief Innovation Officer (CINO) is responsible for all public affairs issues, including political influence and lobbying activities. The CINO is also responsible for maintaining the lobby register and the transparency register (in accordance with the GWG). In addition, Medios AG is registered in the German transparency register ¹¹ under the customer number 70680.

We are involved in various areas to strengthen the security of supply in the healthcare sector and to support pharmacies and patients. The three central focal points of our lobbying work are the promotion of specialized pharmacies, the management of supply bottlenecks and the expansion of manufacturing options.

The promotion of specialized pharmacies in Germany is a particular focus, as restricting their activities could jeopardize patient care. Medios pharmacies AG is therefore specifically committed to the legal and economic strengthening of these pharmacies in order to ensure a safe and specialized supply of medicines in the long term. Specialized pharmacies differ from normal pharmacies in that they focus on the supply of complex, rare and often high-priced drugs. They play a central role in the safe provision of these drugs for patient groups that require specific, high-quality care.

¹¹ The official platform of the Federal Republic of Germany for data on beneficial owners, <https://www.transparenzregister.de/treg/de/start?2>.

Supply bottlenecks for important active ingredients are a growing problem in the healthcare sector. Medios is actively involved in reducing supply problems and bridging bottlenecks. For example, the company itself produces parenteral nutrition infusions for premature babies and children, thereby helping to stabilize the supply situation. Through the targeted use of its services, Medios AG creates solutions for critical supply gaps and supports pharmacies in caring for seriously ill patients even in difficult times.

The third focus is on expanding Medios AG's production capabilities on behalf of pharmacies. Medios AG is currently active in Germany in the area of compounding of infusions, which are manufactured specifically for pharmacies. A regulatory change allowing pharmacies to order non-sterile prescription and defect drugs would allow Medios to further expand their production capacities and guarantee additional support for pharmacies. This expansion could significantly improve the security of supply in Germany and relieve the burden on pharmacies.

Policies

CODE OF CONDUCT FOR EMPLOYEES (CODE OF CONDUCT) OF MEDIOS AG

In addition to generally applicable laws, rules and standards, the values of trust, respect, integrity and responsibility also shape our business activities and corporate culture. Respecting these values is a matter of course for us and is enshrined in Medios AG's Code of Conduct for employees. The Code of Conduct (CoC) is the written code of conduct for implementing the Group-wide guiding values. It is equally binding for all employees in Germany and is made available to them via an HR management system. In addition, important core elements of the CoC in the Supplier Code of Conduct also apply to companies along the value chain (Upstream VC/ Downstream VC) and are a contractual criterion for suppliers and business partners. The Code of Conduct is discussed four times a year as part of a compliance meeting.

Since 2022, we have had an external Compliance Officer with primary responsibility and an internal deputy, who are responsible for coordinating and managing compliance issues and the Compliance Management System (CMS) under the leadership of the CEO. Material pillars of the Medios AG CMS include a Group-wide internal set of rules as well as regular employee training and targeted compliance risk analyses. The Compliance Officer reports directly to the Chairman of the Executive Board on a quarterly basis, who in turn regularly informs the Supervisory Board about current developments and issues. Further reporting only takes place on an ad hoc basis.

The CoC and the Supplier Code of Conduct are publicly accessible as policies on the Medios website ¹². Suppliers were not involved in the development of the Policies.

OPERATING RULES OF CEBAN PHARMACEUTICALS

The Ceban Pharmaceuticals Group, which was acquired in 2024, will be integrated into Medios' existing regulations in the coming 2025 financial year. To date, Ceban has operating rules and a personnel handbook. Together, the two sets of regulations cover topics similar to the Code of Conduct. These include topics such as anti-bribery, discrimination and conduct between employees. The Operating Rules also regulate compliance with GMP and GDP. The Operating Rules and the Personnel Manual are not as comprehensive as the Code of Conduct. Topics that overlap with the Code of Conduct will be covered by it in future. Medios will consider adapting the Code of Conduct to local conditions and legislation before expanding it.

ANTI-CORRUPTION POLICY

Part of the general code of conduct and standard operating procedures at Medios is the anti-corruption concept applicable to all employees in accordance with the United Nations Convention against Corruption ¹³, including the associated training.

In this way, we want to make our contribution to fulfilling what has been adopted into German law by the United Nations Convention Against Corruption (United Nations Convention Against Corruption).

¹² Code of Conduct of Medios AG, https://investors.medios.group/fileadmin/IR_Download/Verhaltenskodex/MED_Code-of-Conduct_1220_final_clean.pdf.

¹³ UNITED NATIONS CONVENTION AGAINST CORRUPTION https://www.unodc.org/documents/treaties/UNCAC/Publications/Convention/08-50026_E.pdf.

Actions

TRAINING COURSES

We train our employees annually to implement our values and the established procedural principles. During the reporting period, the compliance regulations and associated training courses were bundled into an internal training and administration platform. In addition to onboarding training, all employees are informed about anti-corruption and antitrust guidelines, corruption prevention and conflicts of interest, among other things. This also includes information on our whistleblower system. In the training sessions, care is taken to ensure that the information contains generally understandable explanations of the legal situation and practical examples of application. Upon completion of the training, a certificate of attendance is only issued if comprehension questions have been answered correctly. We have also established a software platform for documentation, which employees must use to confirm that they have read and understood the documents.

WHISTLEBLOWER SYSTEM

The whistleblower system with an external ombudsman supports our employees and Suppliers in anonymously reporting suspected cases and Breaches to Medios AG. To prevent and clarify possible compliance violations, we set up an EU-compliant whistleblower system in 2022, including an external ombudsman for the anonymous reporting of Breaches and suspected cases. Ceban also has its own whistleblower system. Our employees are obliged to report possible breaches of Compliance without delay. Suppliers can also report breaches and suspected cases via the whistleblowing system. In addition, offenses such as Discrimination and Harassment in the workplace that contradict our internal Code of Conduct can be reported there. In the 2024 reporting year, we began conducting targeted risk analyses and obtaining compliance confirmations from both suppliers and internal employees.

We strictly reject any form of Corruption and Bribery. Every suspicion is taken seriously and investigated in accordance with standardized procedures. If a suspected case is confirmed, the Executive Board of Medios AG takes immediate disciplinary action. The drugs and Specialty Pharma industry is strictly regulated, meaning that even the sales areas that are generally most at risk are exposed to a manageable risk of Corruption and Bribery. In the 2024 financial year, however, no cases of Corruption or suspected Corruption were reported. We are still not aware of any pending legal proceedings for anti-competitive behavior or fines and non-monetary sanctions imposed for non-compliance with laws and regulations.

All cases recorded by our whistleblowing system are reviewed by the external ombudswoman. The results are then forwarded to the external compliance officer and from there to the administrative bodies and the Supervisory Board.

Outside of the whistleblower system, suspicions and incidents of misconduct or concerns about unlawful behavior can be reported directly to the Executive Board.

Objectives (ESRS 2 MDR-T)

IMPROVEMENT OF THE WHISTLEBLOWER SYSTEM

We have set ourselves the goal of reviewing our employees' satisfaction with and trust in our whistleblower system through annual surveys and increasing the corresponding values. The active involvement of our employees in problem-solving processes begins with the recognition of grievances and undesirable developments. We therefore endeavor to convince our employees of the constructive potential of the whistleblower system and motivate them to participate.

Table 27: Index of ESRS disclosure requirements covered by this non-financial statement

List of material Disclosure Requirements (DR)		Reference
ESRS 2 – General disclosures		
BP-1	General principles for the preparation of non-financial statements	Page 30
GOV-1	The role of the Administrative, management and supervisory bodies	Page 31
GOV-2	Information and Sustainability matters dealt with by the company's Administrative, management and supervisory bodies	Page 31
GOV-3	Incorporating sustainability-related performance into Incentive schemes	Page 33
SBM-1	Strategy, business model and value chain	Page 34
SBM-2	Interests and views of stakeholders	Page 37
SBM-3	Impacts, risks and opportunities and their interaction with strategy and business model	Page 38
IRO-1	Description of the process for identifying and assessing Impacts, risks and opportunities	Page 41
IRO-2	Disclosure requirements covered by the company's non-financial statement included in ESRS	Page 87
E1 – Climate change		
ESRS 2 GOV-3-E1	Incorporating sustainability-related performance into Incentive schemes	Page 52
E1-1	Transition plan for climate change mitigation	Page 54
ESRS 2 SBM-3-E1	Impacts, risks and opportunities and their interaction with strategy and business model	Page 52
ESRS 2 IRO-1-E1	Description of the procedures for identifying and assessing the material climate-related impacts, risks and opportunities	Page 53
E1-2	Concepts related to Climate change mitigation and adaptation	Page 54
E1-3	Actions and resources in connection with the climate concepts	Page 55
E1-4	Targets in connection with Climate change mitigation and adaptation	Page 56
E1-5	Energy consumption and Energy mix	Page 56
E1-6	Gross GHG emissions in Scope 1, 2 and 3 categories and total GHG emissions	Page 56
E1-7	Removals of greenhouse gases and projects to reduce greenhouse gases, financed via Carbon credits	Page 56
E5 – Resource use and circular economy		
ESRS 2 IRO-1-E5	Description of the processes for identifying and assessing Impacts, risks and opportunities related to Resource use and circular economy	Page 58
E5-1	Concepts related to Resource use and circular economy	Page 58
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S1 – Own workforce of the company

ESRS 2 SBM-2-S1	Interests and views of stakeholders	Page 62
ESRS 2 SBM-3-S1	Impacts, risks and opportunities and their interaction with strategy and business model	Page 62
S1-1	Concepts related to the company's workforce	Page 63
S1-2	Procedure for involving the company's workforce and employee representatives in relation to impacts	Page 64
S1-3	Procedures for improving negative impacts and channels through which the Company's workforce can raise concerns	Page 64
S1-4	Actions taken in relation to material impacts on the company's workforce and approaches to managing material risks and exploiting material opportunities relating to the company's workforce and the effectiveness of these actions	Page 65
S1-5	Objectives related to managing material negative impacts, promoting positive impacts and managing material risks and opportunities	Page 70
S1-6	Characteristics of the company's employees	Page 71
S1-9	Diversity metrics	Page 71
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S1-11	Social protection	Page 71
S1-13	Key figures for Training and skills development	Page 71
S1-14	Health and safety metrics	Page 71
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S2 – Workers in the value chain

ESRS 2 SBM-2-S2	Interests and views of stakeholders	Page 75
ESRS 2 SBM-3-S2	Impacts, risks and opportunities and their interaction with strategy and business model	Page 75
S2-1	Concepts related to Workers in the value chain	Page 76
S2-2	Process for involving Workers in the value chain in relation to impacts	Page 76
S2-3	Processes to improve negative impacts and channels through which Workers in the value chain can raise concerns	Page 78
S2-4	Taking action on material impacts on Workers in the value chain and approaches to manage material risks and seize material opportunities related to Workers in the value chain and the effectiveness of these actions	Page 78
S2-5	Objectives related to managing material negative impacts, promoting positive impacts and managing material risks and opportunities	Page 78

S4 – Consumers and end-users

ESRS 2 SBM-2-S4	Interests and views of stakeholders	Page 79
ESRS 2 SBM-3-S4	Impacts, risks and opportunities and their interaction with strategy and business model	Page 79
S4-1	Concepts related to Consumers and end-users	Page 80
S4-2	Procedure for involving Consumers and end-users in relation to impacts	Page 81
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S4-4	Taking action on material impacts on Consumers and end-users and approaches to managing material risks and exploiting material opportunities related to Consumers and end-users and the effectiveness of these actions	Page 82
S4-5	Objectives related to managing material negative impacts, promoting positive impacts and managing material risks and opportunities	Page 82

G1 – Business conduct

ESRS 2 GOV-1-G1	The role of the Administrative, management and supervisory bodies	Page 33
ESRS 2 IRO-1-G1	Description of the procedures for identifying and assessing Impacts, risks and opportunities	Page 44
G1-1	Corporate culture and concepts for business conduct	Page 83
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Corporate Governance



91 Corporate Governance Statement pursuant to Secs. 289f and 315d of the German Commercial Code ("HGB") of Medios AG, Berlin

(unaudited part of the Group Management report)

100 Explanatory report pursuant to Secs. 289a and 315a of the German Commercial Code ("HGB")

(audited part of the Group Management Report)

105 Remuneration report

Corporate Governance Statement pursuant to Secs. 289f and 315d of the German Commercial Code ("HGB") of Medios AG, Berlin (unaudited part of the Group Management report)

In accordance with Sections 289f Para. 1 Sentence 2 and 315d of the German Commercial Code (HGB) and Principle 23 of the German Corporate Governance Code (GCGC), the Executive Board and Supervisory Board report here in summary form on corporate governance at Medios AG and the Group in the reporting period. The Executive Board and Supervisory Board issue the Corporate Governance Statement jointly and are each responsible for the parts of the report that concern them. Further information on corporate governance – including the rules of procedure for the Supervisory Board and its committees and the Corporate Governance Statements for previous financial years – is available on the company website at <https://investors.medios.group/en/corporate-governance>.

DECLARATION OF COMPLIANCE

The Executive Board and Supervisory Board of Medios AG ("company") declare in accordance with Section 161 AktG on the recommendations of the GCGC:

Since the last Compliance Statement issued in March 2024, Medios AG has complied and will continue to comply with all recommendations of the 'Government Commission on the German Corporate Governance Code' in the version dated April 28, 2022 ('GCGC 2022') published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette on June 27, 2022, with the following exceptions:

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

The Executive Board and Supervisory Board are of the opinion that a general age limit for members of the Executive Board and Supervisory Board is not an appropriate criterion for the search or exclusion of members of these bodies. Rather, the selection criteria are the necessary knowledge, skills and professional experience. Any further explanation and information in the Corporate Governance Statement is therefore unnecessary.

Recommendation C.1 of the Code: The Supervisory Board should specify concrete objectives regarding its composition and develop a profile of skills and expertise for the entire Board. In doing so, the Supervisory Board should pay attention to diversity. The competence profile of the Supervisory Board should also include expertise on sustainability issues of importance to the company. Supervisory Board proposals to the Annual General Meeting should take these objectives into account and at the same time strive to fill out the skills profile for the entire Board. The status of implementation should be disclosed in the form of a skills matrix in the Corporate Governance Statement. This should also provide information on what the shareholder representatives consider to be an appropriate number of independent shareholder representatives on the Supervisory Board and the names of these members.

Recommendation C.2 of the Code: An age limit should be set for members of the Supervisory Board and stated in the Corporate Governance Statement.

In order to ensure that it performs its statutory duties in accordance with its duties, the Supervisory Board will continue to be guided primarily by the knowledge, skills and experience of the candidates under consideration when making its election proposals. The Supervisory Board has published a general skills profile and a skills matrix in the Corporate Governance Statement. Beyond this, the company is of the opinion that reaching an age limit in particular does not allow any conclusions to be drawn about the competence of a Supervisory Board member. 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 legally required target quota for women on the Supervisory Board in accordance with Section 111 Para. 5 AktG, as this would restrict the selection of suitable candidates across the board with a Supervisory Board consisting of only five members. Accordingly, the Corporate Governance Statement does not report on any objectives in this regard. The proportion of women on the Supervisory Board is currently 20%, in line with the target for the proportion of women (Section 111 Para. 5 AktG).

Berlin, March 24, 2025

Medios AG
Executive Board and Supervisory Board

SUGGESTIONS OF THE CODE

Medios AG also voluntarily complies with the suggestions of the Code, without deviation.

CORPORATE GOVERNANCE PRINCIPLES AND PRACTICES

Consistent compliance with legal, social and ecological rules and standards as well as ethical principles is the basis of the Medios Group's corporate culture. Internal business ethics principles guide decision-making processes and all actions at all levels of the company.

UN Global Compact – The Medios Group has joined the Corporate Responsibility Initiative of the UN Global Compact and is committed to its principles in the areas of human rights, labor, environment and anti-corruption. Medios is also committed to the United Nations Universal Declaration of Human Rights and the fundamental conventions of the International Labor Organization (ILO). Medios explicitly rejects child labor, forced labor and labor based on human trafficking.

Internal rules and regulations – The management and control bodies of Medios AG are committed to the principles of good and responsible corporate governance, which have been incorporated into an internal set of rules as part of the Group-wide management and monitoring structures. These codes, guidelines and procedures contain the basic principles, rules and rules of conduct for behavior within the Medios Group and in relation to external partners and the public. In order to ensure compliance with legal, social and environmental rules and standards throughout the company, Medios employees receive regular training on all important compliance issues. Beyond compliance with legal regulations and our own standards, entrepreneurship in the Medios Group is characterized by the mission statement "Partnership Intelligence". This mission statement bundles the Medios AG values; further information on this can be found on the company website: <https://career.medios.group/en/values-attitude>. There is also a Code of Conduct for suppliers, who are also expected to comply with applicable laws, regulations, industry guidelines, contractual conditions, respect for human rights and high sustainability standards. The overarching vision of the Medios Group is to enable the most innovative therapies for all people and is described in more detail on the company's website at <https://medios.group/uebermedios/en/vision-mission>.

Sustainability – The [sustainability report](#) integrated into the 2024 annual report with the “Nonfinancial consolidated statement 2024” in accordance with CSR-RUG contains information on the topic of sustainability. In this declaration, Medios reports on sustainability issues. The aim is to generate sustainable economic value by integrating good corporate governance, social responsibility and environmental commitment into the Medios Group's core business. The Medios Group understands sustainability to mean all aspects of sustainable business (“corporate social responsibility”) including occupational safety, employee satisfaction, energy efficiency and minimum standards in the supply chain. Reliability towards all stakeholders is at the heart of Medios AG's corporate philosophy. The very purpose of the company is to promote the well-being of people by providing a high-quality and comprehensive pharmaceutical supply. In the operational business, energy and resources such as water and natural raw materials are used as sparingly as possible. Processes to conserve resources are optimized whenever and wherever there is potential to do so.

Data protection – In addition to the careful handling of information and personal data, Medios attaches great importance to the protection of company and business secrets. This also includes observing the duty of confidentiality regarding company and business data.

Equal treatment – At Medios, this primarily means zero tolerance of discrimination of any kind.

Multiple-eye principle – Medios particularly promotes the personal responsibility of employees and at the same time relies on the multiple-eye principle. As part of their personal responsibility, employees should critically examine whether it is appropriate to involve other employees in risky decisions. This mix of competencies reduces the risk of wrong decisions as well as opportunities for abuse to a minimum. In addition, it is internally stipulated for numerous constellations that decisions of significant legal, economic or factual importance are made by at least two people.

Further corporate governance principles and practices that go beyond the legal requirements

Respect and appreciation – Treating customers, suppliers and employees with respect is a matter of course.

Trust and responsibility – At Medios, business relationships and working relationships are characterized by responsibility and trust without ifs and buts.

Transparency and openness – Medios is convinced that open and transparent interaction with employees promotes their commitment. Employees are therefore involved in decisions by their superiors.

Risk Management System

Dealing responsibly with business risks is one of the principles of good corporate governance. The Executive Board regularly informs the Supervisory Board about existing risks and their development. The company has an appropriate risk management and risk controlling system; details on risk management at Medios AG are presented in the annual report (management report) at [Risk, opportunities and forecast report](#) and [risk reporting on the use of financial instruments](#).

Compliance Management System

The entire compliance management system (CMS) is continuously reviewed for the need to adapt to current legal and social developments, and is improved and developed accordingly. Violations of applicable law and internal guidelines are sanctioned appropriately. If necessary, appropriate corrective and preventive measures are taken to avoid similar incidents in the future. Key components of the CMS are described below.

- **External Group Compliance Officer** – The external Compliance Officer, who is responsible for the CMS, reports to the Chairman of the Executive Board and the Chairman of the Supervisory Board of Medios AG.
- **Compliance regulations** – In addition to the codes of conduct for employees and suppliers (see above), there are guidelines (anti-corruption, anti-discrimination, conflicts of interest, antitrust law, etc.) that clearly define the risks and how to deal with them, as well as procedures that bring the guidelines to life through rules of conduct where necessary.

- **Training** – Training is part of Medios compliance. Special compliance software makes it possible to deliver all guidelines to employees in a qualified manner and link them to training courses.
- **Compliance risk analyses** – The external compliance officer regularly carries out compliance risk analyses – for the purpose of recording and evaluating compliance risks and defining strategies and measures through to the ongoing review of the compliance risk landscape.
- **Whistleblower system** – In order to comply with laws and ethical standards, employees and external persons have the opportunity to report any concerns regarding any type of unlawful conduct within the company or conduct that violates internationally recognized conventions via a whistleblower system that complies with EU law. If necessary, the external compliance officer will initiate internal investigations to investigate and clarify possible compliance violations.
- **Compliance audits** – The external compliance officer conducts compliance audits to systematically examine business processes to ensure that they comply with applicable laws, regulations and guidelines.
- **Conflicts of interest** – The members of the Executive Board and Supervisory Board are 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. Consultancy and other service and work contracts 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 handled. No conflicts of interest arose for members of the Executive Board or Supervisory Board in the reporting year.
- **Ban on insider trading** – Medios AG maintains a system for compliance with the prohibition of insider trading (Article 14 of the Market Abuse Regulation – MAR) and keeps insider lists in accordance with Article 18 MAR.

The persons concerned are each informed of the legal obligations and sanctions. All employees have been and are informed about the rules for complying with insider trading laws and avoiding conflicts of interest. There is also a Communications and Ad Hoc Committee, which checks the ad hoc and insider relevance of information and ensures that it is handled in accordance with the law.

- **Share transactions by Board members** – In accordance with Article 19 MAR, members of the Executive Board and Supervisory Board are legally obliged to disclose their own transactions in shares or debt instruments of Medios AG or related derivatives or other related financial instruments if the total amount of transactions carried out by the member or related parties within a calendar year reaches or exceeds the sum of €20,000. The transactions reported to Medios AG in the past financial year were duly published and are available on the company's website at <https://investors.medios.group/en/corporate-governance/managers-transactions>.
- **Transparency** – As part of its investor relations work, Medios informs capital market participants and interested members of the public on a quarterly basis about the company's economic situation, business performance, financial position and results of operations, as well as new information, in accordance with statutory provisions. The Investor Relations website also provides information in accordance with the German Securities Trading Act and the Market Abuse Regulation (MAR), analyst presentations, press releases and the annual financial calendar. The annual financial report and the individual financial statements in accordance with the German Commercial Code (HGB), the half-year financial report and the quarterly statements are published within the specified deadlines and announced to the public in advance by means of a notice. Voting rights notifications relating to Medios AG are published immediately in accordance with legal requirements. In addition to the statutory disclosure requirements, information is made available to shareholders on the company's website www.medios.group/en/.

Executive Board and Supervisory Board

The three main bodies of a stock corporation under German law are the Executive Board, the Supervisory Board and the Annual General Meeting, as described in more detail below.

Executive Board – The Executive Board manages the company under its own responsibility and, as such, is bound to the interests of the company and committed to increasing the sustainable value of the company. The members of the Executive Board are jointly responsible for the overall management of the company and decide on fundamental issues of business policy and corporate strategy, including the sustainability strategy, as well as annual and multi-year planning; however, each individual member of the Executive Board is responsible for the Executive Board portfolio assigned to them in accordance with the rules of procedure and schedule of responsibilities. As of December 31, 2024, the company's Executive Board consisted of five members. The Executive Board informs the Supervisory Board regularly, promptly and comprehensively about all relevant issues relating to business development, planning, financing, strategy and the business situation. Further information on the composition and allocation of responsibilities of the executive bodies can be found in the notes to the 2024 annual report under [item 38](#).

Supervisory Board – The Supervisory Board consists of five members who are elected by the Annual General Meeting. The Chairman of the Supervisory Board is elected by the members. The Supervisory Board appoints the members of the Executive Board. It monitors and advises the Executive Board on the management of the company. Significant decisions by the Executive Board require the approval of the Supervisory Board. The Supervisory Board consults regularly. The Supervisory Board also reports on the scope of its work in its report to the Annual General Meeting. The Supervisory Board's other core tasks include reviewing and approving the annual and consolidated financial statements, including the (Group) management report, reviewing the proposal for the appropriation of net retained profits, submitting proposals for resolutions on all agenda items (Annual General Meeting) and reviewing the "Nonfinancial consolidated statement" (so-called CSR-RUG statement).

Committees – The Supervisory Board has formed three so-called non-resolving committees (Audit Committee, Compensation and Nomination Committee, ESG Committee). No committees with decision-making powers were formed

due to the size of the company; the three committees can only make recommendations. The Supervisory Board established the Sustainability Committee in 2024. Its work is based on the rules of procedure, which can be found on the company website at <https://investors.medios.group/en/corporate-governance/supervisory-board>.

Audit Committee – Dr. Anke Nestler and Mr. Florian Herger are appointed as members of the Audit Committee, which is chaired by Dr. Nestler. The Audit Committee deals in particular with the audit of the accounting, the monitoring of the accounting process, the effectiveness of the internal control system, the risk management system and the internal audit system as well as the audit of the financial statements and compliance.

Remuneration and Nomination Committee – Mr. Dr. Yann Samson and Mr. Joachim Messner have been appointed as members of the Compensation and Nomination Committee; Dr. Samson is Chairman of the Committee. The Compensation and Nomination Committee nominates suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting for the election of Supervisory Board members. It also submits proposals to the Supervisory Board for resolutions on the determination of the remuneration of individual members of the Executive Board, the remuneration system including the requirements of Section 87 Para. 2 AktG and its regular review. The Compensation and Nomination Committee also prepares the Supervisory Board's personnel decisions; in particular, it makes proposals for the appointment and termination of the appointment of members of the Executive Board.

ESG Committee – Mr. Dr. Yann Samson and Mr. Jens Apermann have been appointed as members of the ESG Committee, which is chaired by Dr. Samson. The ESG Committee deals with sustainable corporate governance and the company's business activities in the areas of environmental, social and governance (ESG). In its area of responsibility, the committee advises and monitors the Executive Board on the integration of sustainability into the business strategy and the definition of sustainability targets. If the Audit Committee is not responsible, the committee also oversees ESG reporting and, if necessary, its audit. The ESG Committee also supports the Compensation and Nomination Committee in setting ESG targets for the Executive Board's remuneration.

Dual management system – The working methods of the Executive Board and Supervisory Board of Medios AG are characterized by the German dual management system. The Executive Board is responsible for managing the company. The Supervisory Board appoints, monitors and advises the Executive Board. If decisions of fundamental importance to the company are pending, the Supervisory Board is directly involved. Another (third) body of the company is the Annual General Meeting, which brings together the shareholders (i.e. the owners of the company).

Membership of statutory Supervisory Boards and comparable domestic or foreign governing bodies of commercial enterprises

The members of the Executive Board are not currently members of any such Supervisory Board or controlling body. The following disclosures must be made for the Supervisory Board.

CURRENT MEMBERS OF THE SUPERVISORY BOARD

- **Dr. Yann Samson** – Chairman of the Supervisory Board of Medios AG, Berlin; Deputy Chairman of the Supervisory Board of Avemio AG, Düsseldorf
- **Dr. Anke Nestler** – Deputy Chairwoman of the Supervisory Board of Medios AG, Berlin; Deputy Chairwoman of the Supervisory Board of GK Software SE, Schöneck/Vogtl.
- **Joachim Messner** – Member of the Supervisory Board of Medios AG, Berlin
- **Florian Herger** – Member of the Supervisory Board of Medios AG, Berlin; Member of the Supervisory Board of Nexus AG, Donaueschingen; Member of the Supervisory Board of technotrans SE, Sassenberg; Principal at Luxempart S.A., Leudelange, Luxembourg; Senior Advisor at Luxempart Beratungsgesellschaft mbH, Munich, Germany
- **Jens Apermann** – Member of the Supervisory Board of Medios AG, Berlin; Member of the Supervisory Board of easyApotheke (Holding) AG, Düsseldorf

MEMBERS OF THE SUPERVISORY BOARD WHO LEFT IN THE 2024 FINANCIAL YEAR

- **Klaus J. Buß** – Member of the Supervisory Board of Medios AG, Berlin (until August 14, 2024); Member of the Supervisory Board of TUBS GmbH TU Berlin ScienceMarketing, Berlin

There are no other memberships to be disclosed in accordance with Section 285 no. 10 HGB.

Working methods/cooperation between the Executive Board and Supervisory Board

At Medios AG, the Executive Board and Supervisory Board work closely together for the benefit of the company. To this end, the Executive Board coordinates the company's strategic direction with the Supervisory Board and discusses the status of strategy implementation with it at regular intervals. The Supervisory Board has stipulated reservations of approval in the Executive Board's rules of procedure for more precisely defined transactions of material importance. The Chairman of the Supervisory Board also maintains regular contact with the Executive Board, in particular with the Chairman of the Executive Board, between Supervisory Board meetings and discusses issues relating to the company's strategy, planning, business development, risk situation, risk management and compliance. The Chairman of the Executive Board informs the Chairman of the Supervisory Board without delay of important events that are of material importance for the assessment of the situation and development as well as the management of the company.

Remuneration report/remuneration system

The remuneration report and the auditor's report pursuant to Section 162 AktG, the remuneration system for the members of the Executive Board pursuant to Section 87a Para. 1 and 2 Sentence 1 AktG and the resolution of the Annual General Meeting pursuant to Section 113 Para. 3 AktG on the remuneration of the members of the Supervisory Board are published at <https://investors.medios.group/en/corporate-governance>. The remuneration report pursuant to Section 162 AktG for the 2024 financial year is also printed in the chapter of the same name in this annual report.

Diversity concept for the composition of the Executive Board

At its meeting on June 27, 2017, the Supervisory Board appointed Mrs. Mi-Young Miehler to the Executive Board and appointed her as Chief Operating Officer (COO). At the same meeting, it was resolved in accordance with

Section 111 Para. 5 AktG that at least one Mrs. should always be represented on the Executive Board in future. This target has been consistently met since then. According to the current resolution, the deadline for achieving the target of 20%, which corresponds to one Mrs. is June 30, 2027.

Long-term succession planning for the Executive Board

The Supervisory Board strives for continuity in the Executive Board and is in close contact with the Executive Board as part of personnel and succession planning. There is traditionally a list of internal solutions for necessary new appointments to the Executive Board, which is updated on an ongoing basis; external candidates are also discussed at the same time. Succession planning for managers below Executive Board level is the responsibility of the Executive Board. There is a close exchange on personnel matters, including emergency, medium-term and long-term scenarios. A requirements profile has been drawn up for internal and external candidates based on various criteria:

- Personal suitability
- Integrity
- Convincing leadership qualities
- Professional qualification for the respective department
- Previous achievements
- Knowledge of the company
- Identification with the vision of the company.

Independence, skills profile, diversity concept, age limit and length of membership for the Supervisory Board

The Supervisory Board aims to have at least two members who are independent. In the opinion of the Supervisory Board, all of its current members are to be considered independent within the meaning of the German Corporate Governance Code. Specific objectives for the composition of the Supervisory Board have not yet been defined, but there is a general profile of skills and expertise. This is because the Supervisory Board is of the opinion that the proper performance of its statutory duties can only be guaranteed if election proposals are primarily based on the knowledge, skills and experience of the candidates under consideration. However, the Supervisory Board has set a target for the proportion of women on the Supervisory Board of 20%, corresponding to one Mrs. by June 30, 2027 (Section 111 Para. 5 AktG). The Supervisory Board currently meets this target. The company is also of the opinion that neither a standard period of membership nor reaching an age limit allows conclusions to be drawn about the competence of

a Supervisory Board member. The length of service on the Supervisory Board is disclosed <https://investors.medios.group/en/corporate-governance> for each member on the company's website at

The competence profile of the Supervisory Board of Medios AG stipulates that the members as a whole are familiar with the sector in which the company operates. In addition, at least one member of the Supervisory Board should have the following knowledge, skills and professional experience so that the Supervisory Board as a whole covers all required areas of expertise:

- Industry, management and committee expertise
- Personnel competence
- Regulatory expertise
- Balance sheet competence
- Expertise in sustainability issues.

The general requirements for all Supervisory Board members include

- integrity and personality,
- the willingness and ability to show sufficient commitment to the content and
- sufficient time to perform the mandate with the necessary regularity and diligence.

Implementation of the objectives for the composition of the Supervisory Board, including the skills profile and diversity concept, in the past financial year

In the opinion of the Supervisory Board, its current composition meets the composition targets and fulfills the competence profile and diversity concept. The members of the Supervisory Board as a whole are familiar with the sector in which the company operates. All five members have expertise in the field of accounting; Mrs. Nestler, Dr. Samson and Mr. Herger have expertise in the field of auditing. Mrs. Nestler is also Chairwoman of the Audit Committee. Mr. Dr. Samson has particular expertise in sustainability issues, is Chairman of the Supervisory Board's ESG Committee and is also a member of the Sustainability Committee. More detailed information on the members of the Supervisory Board and the CVs of the Supervisory Board members are published on the company's website at <https://investors.medios.group/en/corporate-governance/supervisory-board> and updated annually. The status of implementation of the skills profile is disclosed below together with other qualifications in the form of a skills matrix.

Qualification matrix Supervisory Board Medios AG

	Dr. Yann Samson	Joachim Messner	Dr. Anke Nestler	Klaus J. Buß ⁴	Jens Apermann ⁵	Florian Herger ⁵
Duration of affiliation						
Member since	Termination AGM ³ 2015	Termination AGM ³ 2016	Termination AGM ³ 2021	Termination AGM ³ 2016	Termination AGM ³ 2024	Termination AGM ³ 2024
Personal suitability						
Independence ¹	#	#	#	#	#	#
No overboarding ¹	#	#	#	#	#	#
Diversity						
Date of birth	1973	1961	1969	1962	1968	1981
Gender	male	male	female	male	male	male
International experience						
Nationality	German	German	German	German	German	German
Europe	#	#	#	#	#	#
America	#		#			#
Professional suitability						
Leader experience	#	#	#	#	#	#
Technology	#			#	#	
Sustainability	#		#			#
Purchasing/Sales	#	#		#	#	o
Production/R & D				#	#	
Finance			#	#		#
Financial expert ²	#		#	#		#
Risk Management	#		o		#	o
Law/Compliance	#	#	o	o	#	o
Personal	#	#	o	#		#
Business field/Sector familiarity	#	#	o	o	#	#

¹ within the meaning of the German Corporate Governance Code (DCKG).

² within the meaning of Sec. 100 (5) AktG and Recommendation D.3 DCKG.

³ AGM: Annual General Meeting.

⁴ Resigned with termination AGM 2024.

⁵ Member since the AGM 2024.

Core competence

o Secondary competence

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 Supervisory Board member or the training measures regularly attended by all Supervisory Board members. Competence is defined as the ability to at least understand the relevant issues and make informed decisions.

Self-assessment of the Supervisory Board

At the end of 2022, the Supervisory Board decided to have a “major self-assessment” carried out by external consultants every two years in accordance with the transparency recommendations of the GCGC. In addition, the Supervisory Board itself regularly reviews during the year how effectively the Supervisory Board as a whole and its committees are fulfilling their tasks. In the 2023 financial year, the second major self-assessment was carried out as scheduled. As part of the self-evaluation, the Supervisory Board was asked around 100 questions, which were evaluated on a weighted basis. The results of the assessment confirmed that cooperation within the Supervisory Board and with the Executive Board is professional, constructive and characterized by a high degree of trust and openness, and that meetings are organized and conducted efficiently, including the provision of appropriate information. The composition and structure of the Supervisory Board, including the committees, was rated as effective and efficient. No fundamental need for change was identified. The next self-assessment will take place in the first half of 2025.

Diversity concept below the Executive Board and Supervisory Board

Medios AG's diversity concept is decisively shaped by two factors. The company operates in an industry that is traditionally characterized by a high proportion of women at almost all levels of a group. Mrs. are therefore also disproportionately represented at Medios AG – compared to many other industries – so that a diversity concept already exists beyond the legal requirements. It should also be noted that Medios operates in a highly specialized industry and strives to always retain the best personalities at all levels in the long term. For this reason, the Supervisory Board selects members of the Executive Board solely on the basis of qualifications and educational and professional background, regardless of gender, nationality or age. The Executive Board fills the following management positions according to the same principles. The members of the Supervisory Board of Medios AG were also selected solely on the basis of qualifications, independence and educational and professional background, regardless of gender, nationality or age.

The diversity concept therefore focuses on the proportion of women on the Executive Board and in downstream management positions as well as educational and professional backgrounds. At Medios AG, the “professional background” criterion includes special knowledge of the markets important to Medios. The Supervisory Board will consider further diversity criteria if it deems them appropriate and expedient. In the 2024 financial year, the Supervisory Board met the aforementioned criteria for the Supervisory Board; for further information on the proportion of women, please refer to the section below.

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

The Executive Board has decided that the proportion of women in the first management level below the Executive Board should not fall below 36% by June 30, 2027 (Section 76 Para. 4 AktG). The first management level below the Executive Board comprises all managers with disciplinary responsibility for personnel and cost centers. This target is currently met (5 Mrs. out of 14 managers). There is no second management level below the Executive Board at Medios AG, so there is no need to specify this. In addition, the Executive Board pays attention to diversity and equal opportunities when filling management positions throughout the Medios Group. You can find more information on this in the [sustainability report](#).

Berlin, March 24, 2025

Signed for the Executive Board: Matthias Gärtner
Chairman of the Executive Board

Signed for the Supervisory Board: Dr. Yann Samson
Chairman of the Supervisory Board

Explanatory report pursuant to Secs. 289a and 315a of the German Commercial Code ("HGB") (audited part of the Group Management Report)

COMPOSITION OF THE SUBSCRIBED CAPITAL

As of December 31, 2024, the share capital amounted to €25,505,723.00 (previous year: €23,805,723) and was divided into 25,505,723 (previous year: 23,805,723) no-par value bearer shares with a notional value of €1.00 per share. The shares are fully paid up. All shares carry the same rights and obligations. The rights and obligations of the shareholders are set out in detail in the provisions of the German Stock Corporation Act (AktG), in particular Sections 12, 53a et seq., 118 et seq. and 186 AktG.

RESTRICTIONS RELATING TO VOTING RIGHTS OR THE TRANSFER OF SHARES

Each share grants one vote at the Annual General Meeting and is decisive for the shareholders' share in the company's profits. This does not apply to treasury shares held by the company, which do not entitle the company to any rights. In the cases of Section 136 AktG, voting rights from the shares concerned are excluded by law. 1,700,000 new shares from a capital increase against contributions in kind entered in the commercial register on June 11, 2024 are subject to a lock-up agreement, according to which the sale of the new shares is excluded for a period of 24 months. Against this background, the new shares will not be admitted to trading on the stock exchange during the lock-up period. 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 THE VOTING RIGHTS

Mandatory disclosures (direct and indirect shareholdings >10%)

Martin Hesse notified Medios AG on January 19, 2022 (published on January 19, 2022) in accordance with Section 33 Para. 1 WpHG also on behalf of BMSH GmbH that his share of voting rights in Medios AG amounted to a total of 19.71% (4,693,000 voting rights) on January 18, 2022. Of these, 19.66% (4,680,000 voting rights) are attributable to him in accordance with Section 34 WpHG. Names of shareholders holding 3% or more of the voting rights, of which voting rights are attributable to the notifying party in accordance with Section 34 Para. 1 WpHG: BMSH GmbH.

Luxunion S.A. notified Medios AG on August 22, 2024 (published on August 23, 2024) pursuant to Section 33 Para. 1 WpHG on behalf of Foyer Finance S.A., Luxempart S.A. and Luxempart Invest S.à.r.l. that its share of voting rights in Medios AG amounted to 15.05% (3,837,829 voting rights) on August 22, 2024. Of these, 15.05% (3,837,829 voting rights) are attributable to it in accordance with Section 34 WpHG. Names of shareholders holding 3% or more of the voting rights, of which voting rights are attributable to the notifying party in accordance with Section 34 Para. 1 WpHG: Luxempart Invest S.à.r.l.

Medios AG was neither notified nor aware of any other existing direct or indirect shareholdings in the company's capital that exceed 10% of the voting rights or changes to the aforementioned shareholdings as of the balance sheet date.

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

SEB Investment Management AB notified Medios AG on December 7, 2021 (published on December 8, 2021) pursuant to Section 33 Para. 1 WpHG that its share of voting rights in Medios AG amounted to 4.74% (1,056,848 voting rights) on December 6, 2021.

On February 13, 2024 (published on February 14, 2024), Marcel Jo Maschmeyer notified Medios AG in accordance with Section 33 Para. 1 WpHG on behalf of Paladin Asset Management Investment Stock Corporation with Variable Capital and Sub-Funds that his share of voting rights in Medios AG amounted to 4.99% (1,189,845 voting rights) on February 12, 2024. Of these, 4.79% (1,139,845 voting rights) are attributable to him in accordance with Section 34 WpHG. Names of shareholders holding 3% or more of the voting rights, of which voting rights are attributable to the person subject to the notification obligation pursuant to Section 34 Para. 1 WpHG: Paladin Asset Management Investment Stock Corporation with variable capital and sub-funds.

Bencis Capital Partners B.V. notified Medios AG on December 20, 2024 (published on December 23, 2024) in accordance with Section 33 Para. 1 WpHG on behalf of Bencis Buyout Fund V GP B.V., Bencis Buyout Fund V C.V. and Bencis Buyout Fund V Coöperatief U.A. that its share of voting rights in Medios AG amounted to 6.67% (1,700,000 voting rights) on December 20, 2024. Of these, 6.67% (1,700,000 voting rights) are attributable to it in accordance with Section 34 WpHG.

HOLDERS OF SHARES WITH SPECIAL RIGHTS TO CONFER POWERS OF CONTROL

There were and are no shares with special rights conferring powers of control.

NATURE OF VOTING RIGHTS CONTROL WHEN EMPLOYEES HAVE AN EQUITY HOLDING AND DO NOT EXERCISE THEIR RIGHTS OF CONTROL DIRECTLY

No employees who do not directly exercise their control rights have an interest in the capital. Insofar as Medios AG issues shares to employees as part of its employee share program or as share-based remuneration, the shares are transferred directly to the employees. The beneficiary

employees can exercise the control rights to which they are entitled from the employee shares directly like other shareholders in accordance with the statutory provisions and the provisions of the Articles of Association.

APPOINTMENT AND RECALL OF EXECUTIVE BOARD MEMBERS, AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The relevant statutory provisions and the provisions of the Articles of Association for the appointment and dismissal of members of the Executive Board are Sections 84, 85 AktG and Section 6 of the Articles of Association. Sections 133, 179 AktG and Article 19 of the Articles of Association apply to amendments to the Articles of Association.

AUTHORIZATIONS OF THE EXECUTIVE BOARD TO ISSUE OR REPURCHASE SHARES

Authorizations of the Executive Board to issue shares

Authorized Capital 2024 – In accordance with Article 4 Para. 3 of the Articles of Association, the Executive Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital by up to €2,550,572.00 by issuing up to 2,550,572 new no-par value bearer shares with a pro rata amount of the share capital of €1.00 each in return for cash or non-cash contributions (Authorized Capital 2024/I) on one or more occasions until August 13, 2029. The Executive Board is authorized to exclude shareholders' subscription rights with the approval of the Supervisory Board in the following cases: Compensation of fractional amounts; Section 186 Para. 3 sentence 4 AktG (up to 10% of the share capital); to the extent necessary to grant holders of convertible bonds, convertible profit participation rights or option rights subscription rights to the extent to which they would be entitled as shareholders after exercising their conversion or option rights; to fulfill a so-called greenshoe option; in the case of capital increases against contributions in kind.

Conditional Capital 2018/Stock Option Plan 2018 – In accordance with Article 4 Para. 5 of the Articles of Association, the company's share capital is conditionally increased by €300,000.00 through the issue of up to 300,000 no-par value bearer shares (Conditional Capital 2018). The conditional

capital increase serves exclusively to fulfil subscription rights granted on the basis of the authorization of the Annual General Meeting on July 13, 2018 in accordance with agenda item 7. The conditional capital increase will only be carried out to the extent that the holders of the subscription rights issued as part of the “Stock Option Plan 2018” exercise their right to subscribe to shares in the company and the company does not deliver any treasury shares to fulfill the options. The new shares will participate in profits from the beginning of the financial year for which there is no resolution on the appropriation of profits at the time of issue.

The Conditional Capital 2018 has not yet been utilized. At the end of the 2024 financial year, no options from the 2018 Stock Option Plan had been exercised.

Conditional Capital 2020/Stock Option Plan 2020 – In accordance with Article 4 Para. 8 of the Articles of Association, the company's share capital 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 fulfil 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 on June 21, 2022 in accordance with agenda item 13. The conditional capital increase will only be carried out to the extent that the holders of the subscription rights issued as part of the “Stock Option Plan 2020” exercise their right to subscribe to shares in the company and the company does not deliver any treasury shares to fulfill the options. The new shares participate in profits from the beginning of the financial year for which there is no resolution on the appropriation of profits at the time of their issue. The Supervisory Board is authorized to amend the wording of Article 4 of the Articles of Association in accordance with the issue of subscription shares. The same applies if and insofar as the share options can no longer be serviced.

The conditional capital 2020 has not yet been utilized. At the end of the 2024 financial year, no options from the Stock Option Plan 2020 had been exercised.

Conditional Capital 2022/Stock Option Plan 2022 – In accordance with Article 4 Para. 9 of the Articles of Association, the company's share capital is conditionally increased by €160,500.00 through the issue of up to 160,500 no-par value

bearer shares (Conditional Capital 2022/II). The conditional capital increase serves exclusively to fulfil subscription rights granted on the basis of the authorization of the Annual General Meeting on June 21, 2022 in accordance with agenda item 13, amended by resolution of the Annual General Meeting on June 21, 2023 under agenda item 10. The conditional capital increase will only be carried out to the extent that the holders of the subscription rights issued as part of the “Stock Option Plan 2022” exercise their right to subscribe to shares in the company and the company does not deliver any treasury shares to fulfill the options. The new shares participate in profits from the beginning of the financial year for which there is no resolution on the appropriation of profits at the time of their issue. The Supervisory Board is authorized to amend the wording of Article 4 of the Articles of Association in accordance with the issue of subscription shares. The same applies if and insofar as the share options can no longer be serviced.

The conditional capital 2022 has not yet been utilized. At the end of the 2024 financial year, no options from the Stock Option Plan 2022 had been exercised.

Conditional Capital 2023/Stock Option Plan 2023 – In accordance with Article 4 Para. 7 of the Articles of Association, the company's share capital is conditionally increased by €1,439,500.00 by issuing up to 1,439,500 no-par value bearer shares (Conditional Capital 2023/I). The conditional capital increase serves exclusively to fulfil subscription rights granted on the basis of the authorization of the Annual General Meeting on June 21, 2023 in accordance with agenda item 10. The conditional capital increase will only be implemented to the extent that the holders of the subscription rights issued as part of the “Stock Option Plan 2023” exercise their right to subscribe to shares in the company and the company does not deliver any treasury shares to fulfill the options. The new shares participate in profits from the beginning of the financial year for which there is no resolution on the appropriation of profits at the time of their issue. The Supervisory Board is authorized to amend the wording of Article 4 of the Articles of Association in accordance with the issue of subscription shares. The same applies if and insofar as the share options can no longer be serviced.

The conditional capital 2023 has not yet been utilized. At the end of the 2024 financial year, no options from the Stock Option Plan 2023 had been exercised.

Conditional capital 2024/authorization to issue convertible bonds/warrant bonds and to exclude subscription rights 2024

– In accordance with Article 4 Para. 11 of the Articles of Association, the company's share capital is conditionally increased by €10,202,289.00 by issuing up to 10,202,289 new no-par value bearer shares (Conditional Capital 2024/II). The conditional capital increase serves to grant shares upon the exercise of conversion or option rights or upon the fulfilment of conversion or option obligations or upon tender to the holders or creditors of convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) (hereinafter collectively referred to as "bonds") issued on the basis of the authorization resolution of the Annual General Meeting on August 14, 2024 under agenda item 12. The new shares will be issued at the conversion or option price to be determined in each case in accordance with the authorization resolution of the Annual General Meeting on August 14, 2024. The conditional capital increase will only be carried out to the extent that the holders or creditors of bonds issued or guaranteed by the company or a company dependent on it or directly or indirectly majority-owned by it on the basis of the authorizing resolution of the Annual General Meeting on August 14, 2024 until August 13, 2029 are entitled to a conversion or option price. The new shares will be issued to the extent that the company exercises its conversion or option rights or fulfils conversion or option obligations from such bonds or tenders shares or to the extent that the company grants shares in the company instead of paying the cash amount due and to the extent that the conversion or option rights or conversion or option obligations are not serviced by treasury shares, shares from authorized capital or other benefits. The new shares shall participate in profits from the beginning of the financial year in which they are created and for all subsequent financial years; in deviation from this, the Executive Board may, if legally permissible and with the approval of the Supervisory Board, determine that the new shares shall participate in profits from the beginning of the financial year for which no resolution has yet been passed by the Annual General Meeting on the appropriation of net profit at the time of the exercise of conversion or option rights, the fulfilment of conversion or option obligations or the granting in lieu of the cash amount due. The Executive Board is authorized to determine the further details of the implementation of the conditional capital increase.

The conditional capital 2024 has not yet been utilized.

Authorizations of the Executive Board to buy back shares

The company may only repurchase treasury shares with the prior authorization of the Annual General Meeting or in the few cases expressly regulated in the German Stock Corporation Act.

Annual General Meeting 2023 – On June 21, 2023, the Annual General Meeting authorized the Executive Board to acquire treasury shares in the amount of up to 10% of the share capital at the time the resolution takes effect or – if the subsequent value is lower – at the time the authorization is exercised. The acquired shares, together with any treasury shares acquired for other reasons that are held by the company or are attributable to it in accordance with Sections 71a et seq. of the German Stock Corporation Act (AktG), may not exceed 10% of the company's share capital at any time. The purchase authorization is valid until June 20, 2028 and may be acquired, at the Executive Board's discretion, via the stock exchange or by means of a public purchase offer addressed to all shareholders or a public invitation to the company's shareholders to submit offers to sell or by issuing tender rights to shareholders.

The Executive Board was also authorized to sell the treasury shares acquired on the basis of this or an earlier authorization via the stock exchange or via an offer to all shareholders. In the case of an offer to all shareholders, subscription rights for any fractional amounts are excluded. The Executive Board was also authorized to use the treasury shares acquired on the basis of this or an earlier authorization for all legally permissible purposes. These include, among others Sale for non-cash consideration, in particular as (partial) consideration in the context of business combinations or to acquire companies, equity interests in companies or parts of companies or to acquire other assets (in each case excluding shareholders' subscription rights); issue to persons in an employment relationship with the company and to members of the company's executive bodies, to holders of acquisition rights, in particular from call options issued, to holders of virtual options as well as performance shares, phantom stocks, restricted stock units issued by the company (in each case excluding shareholders' subscription rights); Sale by means other than via the stock exchange or by means of an offer to shareholders if the shares are sold for cash at a price that is not significantly lower than the stock exchange price of the company's shares (to the exclusion of shareholders' subscription rights); redemption of shares. The use of

shares with the exclusion of subscription rights is subject to percentage restrictions. The authorization may be used once or several times, in whole or in part, individually or jointly, as well as by dependent companies or companies in which the company holds a majority interest or by third parties acting for their account or for the account of the company.

To date, the Executive Board has not made use of this authorization.

The details of the authorizations, in particular the limits on the possibility of excluding subscription rights and the offsetting modalities, are set out in the respective authorization resolution and Article 4 of the Articles of Association.

MATERIAL AGREEMENTS OF THE COMPANY SUBJECT TO THE CONDITION OF A CHANGE OF CONTROL FOLLOWING A TAKEOVER OFFER

The company has not entered into any agreements that are subject to the condition of a change of control as a result of a takeover bid.

COMPENSATION AGREEMENTS OF THE COMPANY CONCLUDED WITH EXECUTIVE BOARD MEMBERS OR OTHER EMPLOYEES FOR THE EVENT OF A TAKEOVER OFFER

Compensation agreements between the company and members of the Executive Board or employees in the event of a takeover bid have not been agreed.

Remuneration report

REMUNERATION REPORT FOR THE 2024 FINANCIAL YEAR

This remuneration report describes the remuneration granted and owed individually to the current and former members of the Executive Board and Supervisory Board of Medios AG in the 2024 financial year in the period from January 1, 2024 to December 31, 2024. The report explains in detail and individually the structure and amount of the individual components of the Executive Board and Supervisory Board remuneration. The remuneration report was prepared jointly by the Executive Board and Supervisory Board and is based on the requirements of the German Stock Corporation Act (Section 162 AktG) and complies with the applicable recommendations of the German Corporate Governance Code (GCGC 2022). Clear, understandable and transparent reporting is important to both the Executive Board and the Supervisory Board.

This remuneration report will be submitted to the Annual General Meeting 2025 of Medios AG for approval.

The remuneration report prepared by Medios in accordance with the requirements of Section 162 AktG on the remuneration granted and owed to the current and former members of the Executive Board and Supervisory Board of Medios AG in the previous 2023 financial year was approved by the Annual General Meeting on August 14, 2024 with a majority of 91.71% of the share capital represented in accordance with Section 120a Para. 4 AktG. The Executive Board and Supervisory Board see this vote as confirmation of the format applied since the 2021 remuneration report. It will therefore also be retained in principle for this Remuneration Report 2024.

EXECUTIVE AND SUPERVISORY BOARD REMUNERATION

Remuneration systems adopted by the Annual General Meeting of Medios AG

In accordance with Section 120a Para. 1 AktG in the version valid since January 1, 2020 following the Act Implementing the Second Shareholders' Rights Directive (ARUG II) of December 12, 2019, the Annual General Meeting of a listed company shall resolve on the approval of the remuneration system for the members of the Executive Board presented by the Supervisory Board whenever a material change is made to the system, but at least every four years. The first resolution had to be passed by the end of the first Annual General Meeting following December 31, 2020.

Against this background, the Supervisory Board of Medios AG adopted a remuneration system for members of the Executive Board that complied with the requirements of ARUG II and – insofar as no deviation was declared in accordance with Section 161 AktG – was based on the recommendations of the GCGC 2020. Based on this remuneration system the Supervisory Board adopted a new remuneration system for the members of the Executive Board in the 2022 financial year. This remuneration system also complies with the current recommendations of the 2022 German Corporate Governance Code.

The Medios Group's corporate strategy is geared towards operating profitably in the Specialty Pharma segment and gaining further market share, particularly through international growth, without generating excessive additional capital requirements (working capital). Responsible corporate governance and the simultaneous exploitation of entrepreneurial opportunities are of great importance.

The following principles are essentially followed and taken into account when structuring remuneration, determining individual remuneration, selecting key performance indicators and structuring payment and allocation modalities:

- Promoting the long-term and sustainable corporate development of the Medios Group and supporting the corporate strategy;
- conformity with the requirements of the German Stock Corporation Act and the recommendations of the German Corporate Governance Code;
- consideration of shareholder interests and the needs of relevant stakeholders;
- addition of ESG criteria (ESG: Environmental, Social & Governance) to promote the sustainable development of the Medios Group;
- transparent communication of Executive Board remuneration both internally and externally;
- synchronization and consistency of the company's internal objectives to align the incentive effect for the Executive Board and senior management and
- consideration of modern and standard market elements and mechanisms.

The first approval of a remuneration system for the Members of the Executive Board by the Annual General Meeting of Medios AG took place on June 10, 2021. In accordance with the statutory requirements, this remuneration system was to be applied to employment contracts with Members of the Executive Board of the company that were newly concluded, amended or extended after two months following the first approval of the remuneration system by the Annual General Meeting (Section 87a Para. 2 sentence 1 AktG, Section 26j Para. 1 sentence 2 EGAktG).

The remuneration system for the members of the Executive Board presented to the Annual General Meeting of Medios AG in the 2022 financial year was approved on June 21, 2022 with a majority of 88.50% of the share capital represented and has since been applied to newly concluded, amended or extended service contracts with members of the Executive Board.

Detailed information on the new remuneration system can be found on the company's website at <https://investors.medios.group/en/corporate-governance>.

Composition of the Executive Board

In the 2024 financial year, the Executive Board was expanded by one member of the Executive Board and since then has consisted of five members:

- (1) Matthias Gärtner (Chairman of the Executive Board; member since September 14, 2015);
- (2) Mi-Young Miehler (COO, member since July 1, 2017);
- (3) Christoph Prußeit (CINO, member since January 1, 2019);
- (4) Falk Neukirch (CFO, member since October 1, 2021) and
- (5) Constantijn van Rietschoten (CIM, since May 1, 2024).

With effect from May 1, 2024, the Supervisory Board has appointed Constantijn van Rietschoten as a member of the Executive Board of Medios AG. In his new role as Chief International Markets (CIM), Mr. van Rietschoten, who has been Head of International Business Development at Medios since April 2023, will assume responsibility for the entire international business and its further development.

Furthermore, Mr. Neukirch was managing director of NewCo Pharma GmbH and, together with Constantijn van Rietschoten, managing director of Medios International B.V., of which Medios AG was and is the sole shareholder, until their merger with Medios AG. Mr. Neukirch and Mr. van Rietschoten perform these tasks in addition to their activities as members of the Executive Board without receiving separate remuneration for this.

Key remuneration systems in the 2024 financial year

The following overview shows the remuneration systems ("RS") of Medios AG and the relevant remuneration systems (marked with an "X") of the respective member of the Executive Board that were applied in the 2024 financial year:

The Executive Board employment contract with Matthias Gärtner was amended on July 29, 2022 following approval of the new remuneration system adopted in 2022 and extended in the 2024 financial year. The Executive Board employment contract with Falk Neukirch was extended on May 25, 2023. The existing Executive Board employment contracts with Mi-Young Miehler and Christoph Prußeit were amended and extended early in the 2024 financial year with effect from January 1, 2024.

Against this background, the remuneration system for the members of the Executive Board approved by the Annual General Meeting on June 10, 2021 is no longer applicable. The remuneration system for members of the Executive Board submitted to the Annual General Meeting for approval on June 21, 2022 is now applicable to all members of the Executive Board.

Insofar as the remuneration report refers to the applied and relevant Executive Board remuneration system in accordance with Section 162 AktG, this refers to the remuneration system submitted to the Annual General Meeting for approval on June 21, 2022.

As the remuneration system 1 ("RS 1" old) reported in the 2023 remuneration report, which applied to contracts concluded until June 30, 2021, is no longer relevant due to the contract adjustments described above, it has been removed from the overview and is no longer explained below. In this context, it has also been renumbered in the overview.

As the variable remuneration components for the 2023 financial year, which were paid out in the 2024 financial year, are based on the performance criteria agreed in the 2023 financial year, the remuneration system for contracts concluded from June 30, 2021 ("RS 1" new) will continue to be explained.

Remuneration systems of Medios AG

Executive Board	Contract extension or adjustment	RS for Contracts concluded from June 30, 2021	RS for Contracts concluded from August 10, 2021	RS for Contracts concluded from June 21, 2022
		(Basis: Executive Board employment contract) (VS 1)	(Basis: Approval of the Annual General Meeting on June 10, 2021) (VS 2)	(Basis: Approval of the Annual General Meeting on June 21, 2022) (VS 3)
Matthias Gärtner (CEO)	August 2, 2024 (extension)			X
Mi-Young Miehler (COO)	January 1, 2024 (amendment)	X (until December 31, 2023)		X
Christoph Prußeit (CINO)	January 1, 2024 (amendment)	X (until December 31, 2023)		X
Falk Neukirch (CFO)	May 1, 2023 (extension)	X (until April 30, 2023)		X
Constantijn van Rietschoten (CIM)	May 1, 2024 (new contract)			X

For a better understanding, a brief description of the relevant remuneration systems of Medios AG is provided below.

KEY REMUNERATION SYSTEM UNTIL APRIL 30, 2023 OR DECEMBER 31, 2023 (RS 1)

In the 2023 financial year, the remuneration system for contracts concluded from June 30, 2021 ("RS 1") was applied for the Executive Board members Mr. Christoph Prußeit and Mrs. Mi-Young Miebler (until December 31, 2023) and for the Executive Board member Mr. Falk Neukirch (until April 30, 2023).

Under remuneration system 1, the remuneration of the Members of the Executive Board consisted of the following remuneration components:

- (1) Fixed remuneration;
- (2) A performance-related annual bonus ("STI");
- (3) Stock options under the LTIP;
- (4) A performance-related bonus ("ESG") and
- (5) fringe benefits.

The remuneration system is described below.

Fixed remuneration 2023

The fixed remuneration is the contractually agreed basic remuneration. The fixed remuneration of each member of the Executive Board is paid in twelve equal installments on the 28th of each month. If the employment contract ends, the fixed remuneration for the month of termination is paid in full.

Aim and relation to corporate strategy

Together with the other remuneration components, the fixed remuneration forms the basis for attracting and retaining the highly qualified members of the Executive Board required for the development and implementation of the corporate strategy. The Executive Board remuneration system is an important element of the Medios Group's orientation and makes a significant contribution to promoting the business strategy and increasing operating performance and thus to the long-term success of the Medios Group by supporting sustainable corporate governance. The fixed remuneration should correspond to the skills, experience and tasks of the individual member of the Executive Board.

Performance-related annual bonus (Short-Term Incentive, "STI") 2023

The Short-Term Incentive ("STI") provides for a bonus payment to the members of the Executive Board if certain ambitious targets set by the Supervisory Board are achieved.

Depending on the achievement of the defined targets, each member of the Executive Board can receive an amount of up to 100% of the agreed fixed remuneration as STI.

The respective target achievement criteria for the members of the Executive Board are agreed annually as part of the Executive Board employment contract.

Key financial figures

Inorganic growth	Revenue growth	EBITDA growth	EBITDA margin
Target requirements for M&A transactions	Percentage increase in consolidated revenue	percentage increase in Group EBITDA	Target requirements for Group EBITDA margin
Weighting: 40%	Weighting: 20%	Weighting: 20%	Weighting: 20%

The specific targets and the calculation of their share of the STI are structured as follows:

- (I) **Inorganic growth:** Up to 40% of the STI can be achieved in connection with the successful implementation of M&A transactions, provided that these meet certain requirements with regard to the purchase price¹-EBITDA ratio and the profitability of the target company.
- (II) **Revenue growth:** A further 20% of the STI can be earned by growing Group revenue by an ambitious percentage set by the Supervisory Board compared to the previous year.
- (III) **EBITDA growth:** A further 20% of the STI can be achieved by growing Group EBITDA (before special items) by an ambitious percentage rate set by the Supervisory Board compared to the previous year
- (IV) **EBITDA margin:** A further 20% of the STI can be achieved by increasing the Group EBITDA margin (before special items) to an ambitious margin set by the Supervisory Board.

Aim and relation to corporate strategy

The variable remuneration of the members of the Executive Board is intended to provide the right incentives for the Executive Board to act in line with the corporate strategy and stakeholders and to achieve long-term targets on a sustainable basis.

The STI is intended to motivate members of the Executive Board to achieve demanding and challenging financial, operational and strategic targets during a financial year. The targets reflect the corporate strategy and are aimed at increasing the value of the company. The annual variable remuneration is linked to the achievement of key Group performance indicators in the respective financial year, particularly through the link to EBITDA and revenue performance.

Stock options as part of the long-term incentive program

The Long-Term Incentive Program ("LTIP") represents variable remuneration based on Stock Option Plans, which provide for the issue of stock options with a vesting period of four years.

As part of the Executive Board employment contracts, members of the Executive Board are entitled to options on shares in Medios AG. By contractual agreement with each member of the Executive Board, the Executive Board member receives the right to acquire an individually agreed number of no-par value bearer shares in Medios AG at an exercise price determined in the applicable Stock Option Plan after expiry of the respective vesting period and upon fulfillment of the performance target in accordance with the provisions of the subscription rights agreement. The performance target generally provides for an increase in the share price of the Medios share above its price at the time the options are granted.

The Supervisory Board may issue the stock options annually in single or multiple tranches. The stock options can be exercised within an exercise period of three years, which begins at the end of the vesting period. The prerequisite for exercising the stock options is that the performance target has been achieved within a period of thirty stock exchange trading days prior to the expiry of the vesting period. The performance target is achieved if the closing price of the company's shares in XETRA trading (or a comparable successor system of the Frankfurt Stock Exchange) reaches or exceeds an amount defined in the respective Stock Option Plan on thirty consecutive stock exchange trading days.

At the end of each year since the stock options were granted, 25% of the total options granted to a member of the Executive Board vest.

By June 30, 2021, Medios AG had introduced a total of three Stock Option Plans, the 2017, 2018 and 2020 Stock Option Plan, with different parameters for granting and exercising the stock options:

- Stock Option Plan 2017: The exercise price per stock option is €7.00 per share. The performance target for exercising the stock options is a share price of at least €12.00.
- Stock Option Plan 2018: The exercise price is €15.00 per share. The performance target for exercising the stock options is a share price of at least €23.00.
- Stock Option Plan 2020: The exercise price per stock option is €29.00. The performance target for exercising the stock options is a share price of at least €50.00.

¹ The purchase price is defined in IFRS 3 and is explained in more detail for the respective transaction in the notes to the consolidated financial statements of Medios AG.

Aim and relation to corporate strategy

The company value and the value for shareholders (shareholder value) are to be increased in the long term by setting ambitious targets that are closely linked to the share price performance. The link to the development of the share price creates a congruence between the interests and expectations of the shareholders and the remuneration of the Executive Board. The vesting period of four years helps to ensure that the actions of the Executive Board in the current financial year are also geared towards the long-term development of the company. It is ensured that the variable remuneration under the LTIP, which results from the achievement of long-term targets, exceeds the proportion of short-term targets and that the remuneration structure as a whole is therefore geared towards sustainable and long-term development. The combination of fixed and variable performance-related remuneration elements enables sustainable corporate management while at the same time promoting the idea of performance.

Variable ESG bonus 2023

The ESG bonus is a short-term variable (performance-related) remuneration in the form of a bonus with a one-year assessment basis.

Before the start of each financial year, the Supervisory Board, in consultation with the Executive Board, defines ESG targets from various areas (such as climate and the environment) for all members of the Executive Board. For each of the defined ESG targets, the Supervisory Board sets a target value, an ambitious threshold value and an appropriate maximum value.

When setting ESG targets, the Supervisory Board takes into account non-financial targets from the areas of climate and environment, employees, social issues and governance as well as technology and innovation. Relevant topics include, for example, contributions to global climate protection (CO₂ reduction or CO₂ neutrality), recycling, renewable energies, the promotion of diversity and employee satisfaction as well as health in the workplace.

When setting the ESG targets, the Supervisory Board also determines the weighting among the defined ESG targets for the overall target achievement and criteria and methods for assessing the achievement of the respective ESG targets. At the same time, a specific target amount in € is set for each member of the Executive Board for achieving an overall target achievement level of 100% for the defined ESG targets.

An identical target amount is agreed in the employment contract for each member of the Executive Board.

After the end of the financial year, the Supervisory Board determines the degree of target achievement for each of the defined ESG targets for the respective member of the Executive Board as a percentage value. Values between the threshold, target and maximum values are interpolated linearly. The Supervisory Board then calculates the overall target achievement level as an average from the target achievement levels for each of the ESG targets. Target achievement below the threshold value of 80% for a defined ESG target is included in the calculation with a factor of zero. The payout amount is then calculated by multiplying the target amount by the overall target achievement level.

The payout amount of the ESG bonus is limited to 100% of the target amount. There is no guaranteed minimum target achievement; the payout can therefore be waived completely.

The ESG bonus is due for payment in cash four months after the end of the relevant financial year.

If the employment contract or the position on a governing body only existed pro rata temporis during a financial year, the overall degree of target achievement is also calculated pro rata temporis and the ESG bonus is only paid pro rata temporis.

Aim and relation to corporate strategy

Sustainable action is an integral part of the strategy of Medios AG and the Medios Group.

The ESG bonus focuses on Medios AG's contribution to creating stable economic, social and environmental conditions for current and future generations. As a Company with a leading position in the Specialty Pharma sector, the Medios Group aims to implement an equally innovative sustainability strategy with its innovative services and products. A remuneration component in the form of an ESG bonus based exclusively on non-financial sustainability targets encourages Medios AG to live up to its responsibility as part of society.

Ancillary services 2023

In addition to fixed remuneration and profit sharing, the members of the Executive Board generally received the following fringe benefits as part of remuneration system 1:

- An appropriate company car or, alternatively, compensation in accordance with the company's applicable guidelines and
- a subsidy for statutory or private health and long-term care insurance.

All members of the Executive Board are insured against the risk of claims being made against them for financial losses in the performance of their duties via a D&O insurance policy taken out at the expense of Medios AG with the statutory deductible in accordance with the provisions of the German Stock Corporation Act. A deductible of 10% of the loss up to one and a half times the fixed annual remuneration applies to the D&O insurance.

Aim and relation to corporate strategy

The agreed fringe benefits are also intended to create an attractive working environment for the members of the Executive Board, so that success-oriented corporate management can be guaranteed.

REMUNERATION SYSTEM DATED JUNE 10, 2021 (RS 2) – NOT APPLIED

Remuneration System 2 was approved by the Annual General Meeting of Medios AG on June 10, 2021 and, in accordance with the statutory requirements, was to be applied to employment contracts with Members of the Executive Board of the company that were newly concluded, amended or extended after two months following the approval of the remuneration system by the Annual General Meeting (Section 87a Para. 2 Sentence 1 AktG, Section 26j Para. 1 Sentence 2 EGAktG).

The remuneration system was not applied as the contracts of the members of the Executive Board were newly concluded, amended or extended before the expiry of two months after approval of the remuneration system by the Annual General Meeting – i.e. before August 10, 2021.

In principle, this remuneration system will not apply to new, amended or extended Executive Board employment contracts concluded in the future, as the relevant remuneration system 3 set out below (approved by the Annual General Meeting on June 21, 2022) applies to these.

RELEVANT REMUNERATION SYSTEM FROM JUNE 21, 2022 (RS 3)

The Executive Board remuneration system approved by the Annual General Meeting on June 21, 2022 has been applied to newly concluded, amended or extended employment contracts with members of the Executive Board since this date. This remuneration system was applied for the first time

with the amendment of Mr. Matthias Gärtner's Executive Board employment contract (as of August 1, 2022), which was already in place in the 2022 financial year. In the 2023 financial year, this remuneration system was also applied to the Executive Board employment contract of Mr. Falk Neukirch, as he extended his Executive Board employment contract with effect from May 1, 2023. As a result of the contract adjustments made in the 2024 financial year for Mrs. Miehler and Mr. Prußbeit with effect from January 1, 2024 and the newly concluded Executive Board employment contract for Mr. van Rietschoten with effect from May 1, 2024, this remuneration system is now applied in full to all members of the Executive Board.

As part of the adjustment of the Executive Board remuneration system in connection with the long-term incentive program, the determination of the performance target and the exercise price in particular was made more flexible so that these parameters can be determined in future on the basis of current developments.

As part of the authoritative remuneration system from June 21, 2022, Medios AG introduced the Stock Option Plan 2022. The exercise price per stock option was €27.00. The performance target for exercising the stock options was a share price of at least €40.00.

In the course of the Annual General Meeting on June 21, 2023, the volume of the Stock Option Plan 2022 was limited to the volume of subscription rights previously issued under the Stock Option Plan 2022, as the Stock Option Plan 2022 was replaced by a new Stock Option Plan 2023 and no further shares are to be issued under the Stock Option Plan 2022.

In this context, Medios AG also adopted the Stock Option Plan 2023 at the Annual General Meeting on June 21, 2023. The exercise price per stock option is €24.00. The performance target for exercising the stock options is a share price of at least €28.00.

The basic features of the remuneration system and the remuneration components did not change in the 2022 and 2023 financial years as a result of the adjustment and will continue to apply in the 2024 financial year. In this respect, please refer to the descriptions above for an explanation of the remuneration components.

Application of the relevant remuneration systems

The relevant applicable remuneration systems were fully implemented and applied as part of the Executive Board's remuneration in the 2024 financial year.

In particular, no advances, loans, security payments, pension commitments or similar payments or benefits were granted to members of the Executive Board that were not in line with the relevant remuneration system.

Individual Executive Board remuneration in the 2024 financial year in accordance with Section 162 AktG and application of the performance criteria

INDIVIDUAL REMUNERATION GRANTED (IN ACCORDANCE WITH SECTION 314 PARA. 1 NO. 6A HGB)

The following table shows the fixed and variable remuneration components (and fringe benefits) granted (i.e. actually paid out) and owed (i.e. all legally accrued fixed and variable remuneration components that have not yet accrued but are due in 2024) to the current and former members of the Executive Board in the past 2024 financial year, including the respective relative share in accordance with Section 162 AktG.

For the members of the Executive Board Matthias Gärtner, Mi-Young Miehl, Christoph Prüß and Falk Neukirch, the remuneration granted and owed in the 2024 financial year consisted of the fixed basic remuneration, fringe benefits, the variable remuneration in the form of the STI and the ESG bonus. Following the conclusion of a new Executive Board employment contract with Constantijn van Rietschoten as of May 1, 2024, the remuneration granted and owed to this member of the Executive Board consisted solely of the fixed basic remuneration and fringe benefits. In addition, Mr. Gärtner, Mrs. Miehl, Mr. Prüß and Mr. van Rietschoten received an additional remuneration component from the granting of stock options under the LTIP.

The amounts paid out in the 2024 financial year as part of the variable remuneration in the form of the STI and the ESG bonus are allocated to 2023.

The respective payment amount under the variable remuneration in the form of the STI is due for payment by the last day of the month following the adoption of the annual financial statements for the previous year. This means that the existence of a payment entitlement under the variable remuneration in the form of the STI for the 2023 financial year will not be verified until the annual financial statements for the 2023 financial year are adopted at the beginning of 2024.

Under the ESG bonus, the respective payout amount is due for payment in cash four months after the end of the relevant financial year. This means that the payment entitlement will only be determined at the beginning of 2024 following the Supervisory Board's review of target achievement after the end of the 2023 financial year.

For the 2024 financial year, no variable remuneration under the STI and ESG bonus was granted or owed to any member of the Executive Board in the 2024 financial year. The Supervisory Board will decide whether the targets and performance criteria of the STI and ESG bonus for the 2024 financial year have been met when the annual financial statements for the financial year ended December 31, 2024 are adopted or at the beginning of the 2025 financial year. This means that any payout amounts under the STI and ESG bonus for the 2024 financial year are due and can be paid out in 2025 at the earliest.

In addition, the relative share of all fixed and variable remuneration components in the total remuneration must be disclosed in accordance with Section 162 Para. 1 sentence 2 no. 1 AktG. The relative shares shown in the table below relate to the remuneration components granted and owed in the respective financial year in accordance with Section 162 Para. 1 sentence 1 AktG.

in € (gross)	Matthias Gärtner		Mi-Young Miehler		Christoph Prußeit		Falk Neukirch		Constantijn van Rietschoten (as of May 1, 2024)	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Fixed remuneration										
Basic salary	366,368	342,400	320,000	280,000	320,000	280,000	320,000	300,000	213,333	n/a
in %	68.0	55.4	68.7	53.5	68.8	53.7	67.7	58.8	91.9	n/a
Fringe benefits	17,086	16,611	15,479	15,393	15,381	13,214	14,581	12,365	18,867	n/a
in %	3.2	2.7	3.3	2.9	3.3	2.5	3.1	2.4	8.1	n/a
Variable remuneration										
Annual	154,960	259,200	130,000	228,800	130,000	228,800	138,000	198,400	0	n/a
in %	28.8	41.9	27.9	43.6	27.9	43.8	29.2	38.8	0	n/a
Perennial	0	0	0	0	0	0	0	0	0	n/a
Extraordinary Payments	0	0	0	0	0	0	0	0	0	n/a
Pension expenses	0	0	0	0	0	0	0	0	0	n/a
Total remuneration	538,414	618,211	465,479	524,193	465,381	522,014	472,581	510,765	232,200	n/a
in %	100	100	100	100	100	100	100	100	100	n/a

The Supervisory Board strives to ensure that the members of the company's Executive Board receive attractive remuneration in line with market conditions. The salary of the members of the Executive Board is generally based on the responsibility and experience of the individual members. In connection with the contract extensions of Mrs. Miehler and Mr. Prußeit, the basic salary in the 2024 financial year was increased by approx. 14% compared to the 2023 financial year.

The increase in basic remuneration took particular account of the revenue growth achieved in the past financial years and the simultaneous increase in operating profitability. This trend is expected to continue. In addition, the particular burden on the Executive Board of Medios AG was also taken into account. The company has grown significantly in recent years and the inorganic growth in particular has led to an increase in the volume of work and a change in tasks. Members of the Executive Board Mi-Young Miehler and Christoph Prußeit, who are responsible for the operational and innovative business operations of Medios AG respectively, play an important role in this, particularly following acquisitions. The company assumes that this workload will remain as Medios AG continues to expand and expects further growth in the coming years.

The adjustment of the basic remuneration of the members of the Executive Board Mi-Young Miehler and Christoph Prußeit also leads to an adjustment of remuneration within the Executive Board as a whole. All four members of the Executive Board, with the exception of Mr. Matthias Gärtner as Chairman of the Executive Board, will receive the same salary as a result.

VARIABLE REMUNERATION FOR 2023, TARGET ATTAINMENT AND APPLICATION OF PERFORMANCE CRITERIA

The performance-related variable remuneration under the STI or the ESG bonus is due for payment by the last day of the month following the approval of the annual financial statements for the previous year or four months after the end of the relevant financial year following the Supervisory Board's review (see also explanations above).

In this respect, the following tables show the fulfillment of the performance criteria agreed for the 2023 financial year for the variable remuneration components that were actually paid out ("granted" within the meaning of Section 162 AktG) in the 2024 financial year.

As Mr. van Rietschoten concluded his Executive Board employment contract with effect from May 1, 2024, he will not receive any variable remuneration for the 2023 financial year, which was paid out in the 2024 financial year.

Short Term Incentive

Executive Board	Performance criteria	Relatives weight of the power criterion in %	Information on the performance target		
			a) Minimum target and b) corresponding Remuneration	a) Maximum target and b) corresponding Remuneration	a) Target achievement b) Amount paid out
Matthias Gärtner	Inorganic growth	40	a) Purchase price more than 10 times the EBITDA of the target or the assets in Germany, or more than 12 times the EBITDA of the target or the assets abroad;	a) The maximum purchase price is 10 times the EBITDA of the target or the assets in Germany, or a maximum of 12 times the EBITDA of the target or the assets abroad;	a) No/0%
			EBITDA up to €2 million	Total EBITDA of all acquired targets and all acquired assets is more than €4 million; In the case of several transactions, reference to internationalization or diversification into new segments is necessary.	
	Revenue growth	20	b) €0	b) €136,960	b) €0
			a) Consolidated revenue of the Medios Group < €1.65 billion	a) Consolidated revenue of the Medios Group > €1.8 billion	a) Yes/80%
	EBITDA growth	20	b) €0	b) €68,480	b) €54,784
			a) EBITDA of the Medios Group < €56 million	a) EBITDA of the Medios Group > €63 million	a) Yes/80%
	EBITDA margin	20	b) €0	b) €68,480	b) €54,784
			a) EBITDA margin 2023 < 3.4%	a) EBITDA margin 2023 at least 3.7%	a) Yes/40%
			b) €0	b) €68,480	b) €27,392
Total STI payout					€136,960

Executive Board	Performance criteria	Relatives weight of the power criterion in %	Information on the performance target		
			a) Minimum target and b) corresponding Remuneration	a) Maximum target and b) corresponding Remuneration	a) Target achievement b) Amount paid out
Mi-Young Miebler	Inorganic growth	40	a) Purchase price more than 10 times the EBITDA of the target or the assets in Germany, or more than 12 times the EBITDA of the target or the assets abroad; EBITDA up to €2 million	a) The maximum purchase price is 10 times the EBITDA of the target or the assets in Germany, or a maximum of 12 times the EBITDA of the target or the assets abroad; Total EBITDA of all acquired targets and all acquired assets is more than €4 million; In the case of several transactions, reference to internationalization or diversification into new segments is necessary.	a) No/0%
	Revenue growth	20	b) €0 a) Consolidated revenue of the Medios Group < €1.65 billion	b) €112,000 a) Consolidated revenue of the Medios Group > €1.8 billion	b) €0 a) Yes/80%
	EBITDA growth	20	b) €0 a) EBITDA of the Medios Group < €56 million	b) €56,000 a) EBITDA of the Medios Group > €63 million	b) €44,800 a) Yes/80%
	EBITDA margin	20	b) €0 a) EBITDA margin 2023 < 3.4%	b) €56,000 a) EBITDA margin 2023 at least 3.7%	b) €44,800 a) Yes/40%
			b) €0	b) €56,000	b) €22,400
Total STI payout					€112,000

Executive Board	Performance criteria	Relatives weight of the power criterion in %	Information on the performance target		
			a) Minimum target and b) corresponding Remuneration	a) Maximum target and b) corresponding Remuneration	a) Target achievement b) Amount paid out
Christoph Pruß	Inorganic growth	40	a) Purchase price more than 10 times the EBITDA of the target or the assets in Germany, or more than 12 times the EBITDA of the target or the assets abroad; EBITDA up to €2 million	a) The maximum purchase price is 10 times the EBITDA of the target or the assets in Germany, or a maximum of 12 times the EBITDA of the target or the assets abroad; The total revenue of all acquired targets and all acquired assets is more than €4 million; In the case of several transactions, reference to internationalization or diversification into new segments is necessary.	a) No/0%
			b) €0	b) €112,000	b) €0
	Revenue growth	20	a) Consolidated revenue of the Medios Group < €1.65 billion	a) Consolidated revenue of the Medios Group > €1.8 billion	a) Yes/80%
	EBITDA growth	20	a) EBITDA of the Medios Group < €56 million	a) EBITDA of the Medios Group > €63 million	a) Yes/80%
	EBITDA margin	20	a) EBITDA margin 2023 < 3.4%	a) EBITDA margin 2023 at least 3.7%	a) Yes/40%
			b) €0	b) €56,000	b) €22,400
Total STI payout					€112,000

Executive Board	Performance criteria	Relatives weight of the power criterion in %	Information on the performance target		
			a) Minimum target and b) corresponding Remuneration	a) Maximum target and b) corresponding Remuneration	a) Target achievement b) Amount paid out
Falk Neukirch	Inorganic growth	40	a) Purchase price more than 10 times the EBITDA of the target or the assets in Germany, or more than 12 times the EBITDA of the target or the assets abroad; EBITDA up to €2 million	a) The maximum purchase price is 10 times the EBITDA of the target or the assets in Germany, or a maximum of 12 times the EBITDA of the target or the assets abroad; The total revenue of all acquired targets and all acquired assets is more than €4 million; In the case of several transactions, reference to internationalization or diversification into new segments is necessary.	a) No/0%
	Revenue growth	20	b) €0 a) Consolidated revenue of the Medios Group < €1.65 billion	b) €120,000 a) Consolidated revenue of the Medios Group > €1.8 billion	b) €0 a) Yes/80%
	EBITDA growth	20	b) €0 a) EBITDA of the Medios Group < €56 million	b) €60,000 a) EBITDA of the Medios Group > €63 million	b) €48,000 a) Yes/80%
	EBITDA margin	20	b) €0 a) EBITDA margin 2023 < 3.4%	b) €60,000 a) EBITDA margin 2023 at least 3.7%	b) €48,000 a) Yes/40%
			b) €0	b) €60,000	b) €24,000
Total STI payout					€120,000

ESG bonus for the year 2023

The following table on the fulfilment of the agreed performance criteria as part of the ESG bonus applies equally to the members of the Executive Board Mr. Matthias Gärtner, Mrs. Mi-Young Miehler, Mr. Christoph Prußeit and Mr. Falk Neukirch. As Mr. van Rietschoten concluded his Executive Board employment contract with effect from May 1, 2024, he will not receive an ESG bonus for the 2023 financial year, which was paid out in the 2024 financial year.

Performance criteria	Relatives weight of the power criterion in %	Information on the performance target		a) Target achievement	b) Amount paid out
		a) Minimum target and b) corresponding Remuneration	a) Maximum target and b) corresponding Remuneration		
Expansion of data protection training to all employees ¹	6.25	a) Implementation or initiation of less than 8 performance criteria	a) Implementation or initiation of at least 10 performance criteria	Yes/90% ¹	€18,000
Introduction of special training on corruption and bribery	6.25				
Avoid or reduce complaints ¹	6.25	b) €0	b) €20,000		
Introduce a Code of Conduct for suppliers	6.25				
Increase purchasing volume from suppliers assessed according to ESG aspects	6.25				
Maintain a high proportion of women in the workforce and management positions ¹	6.25				
Reduce fluctuation rate	6.25				
Reduce the rate of work-related accidents	6.25				
Increase the number of apprenticeships	6.25				
Annual evaluation of gender pay parity, ensuring fair pay for Mrs. and reducing the gender pay gap ¹	6.25				
Significantly increase employee feedback and development meetings ¹	6.25				
Expand share of green electricity ¹	6.25				
Anchoring ESG in purchasing guidelines	6.25				
Climate neutrality at own locations through offsetting	6.25				
Participation in charitable events	6.25				
Support employees in their day-to-day work by giving them a paid day off ¹	6.25				

¹ Performance criteria not fully achieved.

The following describes how the agreed performance criteria and the targets for the variable remuneration components Short Term Incentive, ESG Bonus and LTIP were applied for the 2024 financial year.

SHORT TERM INCENTIVE 2024

Depending on the achievement of the defined targets, each member of the Executive Board can receive an amount of up to 100% of the agreed fixed remuneration as STI. For revenue growth, Group EBITDA growth and the Group EBITDA margin, the audited consolidated financial statements prepared in accordance with IFRS are binding for the Medios Group. The Supervisory Board determines the four targets or percentages and margins of the STI targets annually before the start of the relevant financial year after consultation with the respective member of the Executive Board and communicates them to the latter.

EBITDA within the meaning of the STI agreements is EBITDA pre, i.e. EBITDA before Executive Board bonuses, before M&A expenses, before expenses for Stock Option Programs and before payments affecting expenses for the acquisition of compounding volumes and before taking into account expenses for the introduction of an ERP system.

The following targets have been set for 2024:

Inorganic growth (weighting 40%)

If a transaction is concluded by December 31, 2024, 20% bonus if

- The purchase price is a maximum of 10 times the normalized EBITDA of the target or the assets in Germany, or a maximum of 12 times the normalized EBITDA of the target or the assets abroad, and
- EBITDA is more than €2 million.
- The transfer of compounding volumes from pharmacy laboratories is included in the analysis.

If one or more transactions are concluded by December 31, 2024, 40% bonus if

- the purchase price is a maximum of 10 times the normalized EBITDA of the target or the assets in Germany, or a maximum of 12 times the normalized EBITDA of the target or the assets abroad, and
- the sum of all EBITDA of all acquired targets or all acquired assets is more than €4 million.
- If several transactions are necessary to achieve these objectives, at least one of the transactions must be related to the internationalization or diversification into new segments of the Medios Group.
- The “Curie” transaction is taken into account when determining target achievement. The normalized EBITDA of the target in 2023 amounts to approx. €29 million according to the due diligence carried out.
- The transfer of compounding volumes from pharmacy laboratories is included in the analysis.

When determining the “revenue growth” and “EBITDA growth” targets set out below, the date of first-time consolidation of the Ceban Group on June 1, 2024 was taken into account.

Revenue growth (weighting 20%)

- 60% of this component if the consolidated revenue of the Medios Group amounts to at least €1.868 billion in 2024,
- 80% of this component if the consolidated revenue of the Medios Group in 2024 is at least €1.967 billion,
- 100% of this component if the consolidated revenue of the Medios Group in 2024 is at least €2.085 billion.

EBITDA growth (weighting 20%)

- 60% of this component if the Medios Group's EBITDA before special effects amounts to at least €79 million in 2024,
- 80% of this component if the Medios Group's EBITDA before special effects amounts to at least €83 million in 2024,
- 100% of this component if the Medios Group's EBITDA before special effects amounts to at least €88 million in 2024.

EBITDA margin (weighting 20%)

- 40% of this component if the EBITDA margin before special effects of the Medios Group is at least 4.2% in 2024,
- 60% of this component if the EBITDA margin before special effects of the Medios Group is at least 4.3% in 2024,
- 80% of this component if the EBITDA margin before special effects of the Medios Group is at least 4.4% in 2024,
- 100% of this component if the EBITDA margin before special effects of the Medios Group is at least 4.5% in 2024.

The respective payout amount under the STI is due for payment by the last day of the month following the adoption of the annual financial statements for the past financial year. The payout amount for the aforementioned STI targets for the 2024 financial year will therefore not be paid out until the 2025 financial year, depending on target achievement.

ESG BONUS 2024

Before the start of each financial year, the Supervisory Board, in consultation with the Executive Board, determines ESG targets from various areas (such as climate and environment) uniformly for all members of the Executive Board. When setting the ESG targets, the Supervisory Board also determines the weighting among the defined ESG targets for the overall target achievement and criteria and methods for assessing the achievement of the respective ESG targets. At the same time, a specific target amount in € is set for each member of the Executive Board for achieving an overall target achievement level of 100% for the defined ESG targets.

The target figure for the ESG bonus for the 2024 financial year is €20 thousand ("target amount"). If

- at least 7 of these targets are achieved (80% target achievement), the Executive Board receives a bonus of €16 thousand.
- each additional target is achieved, this amount increases by €2 thousand up to a maximum of €20 thousand if 10 targets are achieved (100% target achievement).

When defining the target metrics for the ESG bonus for the 2024 financial year, the group structure of the previous financial year was used as the basis.

The specific measures agreed to achieve the ESG targets for the 2024 financial year can be found in the table below:

ESG target/measure		Target achievement criteria (performance measurement)
1.	Training on compliance topics	Training of at least 65% of employees
2.	Number of federal states in which mediosconnect is available	At least 8 federal states in which mediosconnect is available
3.	Proportion of women in management positions	The proportion of women in management positions is stable or higher than the previous year's figure of 46%
4.	Gender pay parity ratio (unadjusted)	Reduction of the gender pay parity gap to below the previous year's figure of 25.9
5.	Fluctuation rate	Reduction in the fluctuation rate to less than 23% compared to the previous year
6.	Proportion of electricity purchased from green sources	Increase in the proportion of electricity purchased from green sources compared to the previous year's figure of 41
7.	Total waste quantities	Reduction in the total amount of waste below the previous year's figure of 213.5 tons
8.	Recycled or reused waste	The proportion of recycled or reused waste is stable or higher than the previous year's figure of 48%
9.	Total Scope 3 emissions	Reduction in Scope 3 emissions below the previous year's figure of 500.8 ¹ tons of CO ₂ equivalent
10.	Water consumption	Reduction in total water consumption below the previous year's figure of 3,229.0 m ³

¹ Updated due to more accurate data and calculation methods.

The ESG bonus for the 2024 financial year is due for payment in cash four months after the end of the 2024 financial year, i.e. in the 2025 financial year. The payout amount for the aforementioned ESG bonus targets for the 2024 financial

year will therefore only be paid out in the 2025 financial year, depending on target achievement. For the 2024 financial year, the Executive Board expects that no ESG bonus will be paid out in 2025.

VARIABLE REMUNERATION IN 2024 UNDER THE LTIP

In the 2024 financial year, the members of the Executive Board Matthias Gärtner, Mrs. Mi-Young Miehler, Mr. Christoph Prußeit and Mr. Constantijn van Rietschoten were granted options on shares in Medios AG under the LTIP.

These granted stock options originate from the 2024 tranche of the 2023 Stock Option Plan. By contractual agreement, all named members of the Executive Board from the 2023 Stock Option Plan were each granted the right to acquire an agreed number of 60,000 no-par value bearer shares in Medios AG at an exercise price of €24.00 after the four-year vesting period and if the performance target of €28.00 is met in accordance with the provisions of the Stock Option Plan.

Key conditions for exercising the options

The stock options can be exercised within an exercise period of three years, which begins at the end of the vesting period. The prerequisite for exercising the stock options is that the performance target has been achieved within a period of 30 trading days prior to the expiry of the vesting period.

The performance target is achieved if the closing price of the company's share in XETRA trading (or a comparable successor system of the Frankfurt Stock Exchange) reaches or exceeds the amount of €28.00 on 30 consecutive trading days.

In the 2024 financial year, the members of the Executive Board were "granted" stock options within the meaning of Section 162 Para. 1 sentence 1 AktG under the LTIP, as shown in the table below:

PORTFOLIO OF STOCK OPTIONS IN THE 2024 FINANCIAL YEAR

On October 31, 2021, the members of the Executive Board Matthias Gärtner, Mi-Young Miehler, Christoph Prußeit and Falk Neukirch each received 40,000 options to purchase Medios AG shares (call option) as part of the Stock Option Plan 2020. The exercise price of these options is €29.00. The option rights can be exercised after a vesting period of four years from the issue date. The performance target is defined as the closing price of the company's shares in XETRA trading (or a comparable successor system of the Frankfurt Stock Exchange) must reach or exceed the amount of €50.00 on 30 consecutive trading days prior to the respective exercise.

The vesting period for the stock options granted expires on October 31, 2025, meaning that the options can generally be exercised from this date.

On October 28, 2022, member of the Executive Board Matthias Gärtner received 60,000 options to purchase Medios AG shares (call option) as part of the Stock Option Plan 2022. The exercise price of these options is €27.00. The option rights can be exercised after a vesting period of four years from the issue date. The performance target is defined as the closing price of the company's shares in XETRA trading (or a comparable successor system of the Frankfurt Stock Exchange) must reach or exceed the amount of €40.00 on 30 consecutive trading days prior to the respective exercise.

Key conditions for exercising the stock options granted in the 2024 financial year

	Matthias Gärtner	Mi-Young Miehler	Christoph Prußeit	Constantijn van Rietschoten
Stock Option Plan	AOP 2023	AOP 2023	AOP 2023	AOP 2023
vesting period	4 years	4 years	4 years	4 years
Date of allocation (grant date)	09/27/2024	01/24/2024	01/25/2024	05/01/2024
Vesting date (non-forfeitability)	06/30/2026	12/31/2026	12/31/2026	03/31/2027
End of the vesting period	10/01/2028	02/01/2028	02/01/2028	06/01/2028
End of the exercise period	10/01/2031	02/01/2031	02/01/2031	06/01/2031
Exercise price/success target (in €)	24/28	24/28	24/28	24/28
Number of stock options	60,000	60,000	60,000	60,000

The vesting period for the stock options granted expires on October 31, 2026, meaning that the options can generally be exercised from this date.

On November 20, 2023, member of the Executive Board Falk Neukirch received 60,000 options to purchase Medios AG shares (call option) as part of the Stock Option Plan 2023. The exercise price of these options is €24.00. The option rights can be exercised after a vesting period of four years from the issue date. The performance target is defined as the closing price of the company's shares in XETRA trading (or a comparable successor system of the Frankfurt Stock

Exchange) must reach or exceed the amount of €28.00 on 30 consecutive trading days prior to the respective exercise. The vesting period for the stock options granted expires on November 30, 2027, meaning that the options can generally be exercised from this date.

The following overview shows the development of the opening balance, additions and disposals of stock options in the 2024 financial year. As of December 31, 2024, there are no outstanding stock options for members of the Executive Board from the 2017 and 2018 Stock Option Plans:

Information on stock options of Medios AG in accordance with Section 162 Para. 1 no. 3 AktG

Executive Board	Stock Option Plan (SOP) and runtime	Opening balance sheet as of January 1, 2024	In the current 2024 financial year		Closing balance sheet as of December 31, 2024		
		Number of stock options as of January 1, 2024	Granted and promised (expiring) options	Vested Options	Exercised options	Dilapidated options	Number of stock options as of December 31, 2024
Matthias Gärtner	AOP 2020	40,000	0	40,000	0		40,000
	AOP 2022	60,000	0	60,000	0		60,000
	AOP 2023	0	60,000	20,000	0		60,000
Mi-Young Miehler	AOP 2020	40,000	0	40,000	0		40,000
	AOP 2022	0	0	0	0		0
	AOP 2023	0	60,000	30,000	0		60,000
Christoph Prußeit	AOP 2020	40,000	0	40,000	0		40,000
	AOP 2022	0	0	0	0		0
	AOP 2023	0	60,000	30,000	0		60,000
Falk Neukirch	AOP 2020	40,000	0	40,000	0		40,000
	AOP 2022	0	0	0	0		0
	AOP 2023	60,000	0	30,000	0		60,000
Constantijn van Rietschoten	AOP 2020	0	0	0	0		0
	AOP 2022	0	0	0	0		0
	AOP 2023	0	60,000	15,000	0		60,000

Benefits in the 2024 financial pursuant to the GCGC 2017

The following table shows the benefits “granted” by Medios AG within the meaning of the GCGC 2017 in accordance with Section 4.2.5 Appendix Tables 1 and 2 GCGC in the version dated February 7, 2017 (“GCGC 2017”). The underlying recommendations for the disclosure of such tables on “benefits granted” within the meaning of the GCGC 2017 ceased to apply when the revised GCGC came into force on March 20, 2020.

The German Stock Corporation Act in the current version of ARUG II also does not stipulate that such disclosures must continue to be included in the remuneration report. In order to enable our shareholders to make a better comparison with the information provided in previous years and to maintain the level of transparency achieved to date, the Executive Board and Supervisory Board have decided to voluntarily include information on “benefits granted” as defined by the old version of the GCGC in the remuneration report for the 2024 financial year.

The “benefits granted” within the meaning of the GCGC 2017 are not synonymous with the “remuneration granted and owed” within the meaning of Section 162 Para. 1 sentence 1 AktG as described above:

- “Benefits granted” within the meaning of the GCGC 2017 are – regardless of the time of payment – all remuneration components that were promised to a member of the Executive Board in the financial year, at least in principle, and whose (future) amount can at least be estimated.
- “Remuneration granted and owed” within the meaning of Section 162 Para. 1 sentence 1 AktG, on the other hand, is only remuneration that has actually accrued in the financial year or remuneration that, according to the explanatory memorandum (BT-Drs. 19/9739, page 111), is “due according to legal categories but has not (yet) accrued”.

BENEFITS GRANTED PURSUANT TO THE GCGC 2017

The table of “benefits granted” in accordance with GCGC 2017 shows the amount granted in each financial year. The stock options granted under the LTIP are recognized at fair value at the grant date. The future amount of the resulting benefits cannot be reliably estimated, which is why no figure-based disclosures have been made in the table. In accordance with Section 162 Para. 1 sentence 1, sentence 2 no. 1 AktG, all fixed and variable remuneration components “granted and owed” to the individual members of the Executive Board in the 2024 financial year must be disclosed. These disclosures essentially correspond to the disclosures previously required to be reported as “Allocation” (see “Allocation” table) in accordance with the GCGC 2017.

Benefits granted in 2024 according to GCGC 2017

in € thousand	Matthias Gärtner			Mi-Young Miehler			Christoph Pruß		
	2024	min	max	2024	min	max	2024	min	max
Total remuneration	366	366	366	320	320	320	320	320	320
Fringe benefits	17	17	17	15	15	15	15	15	15
Total	383	383	383	335	335	335	335	335	335
Short-term variable remuneration	264	0	386	230	0	340	230	0	340
Long-term variable remuneration	0	0	0	0	0	0	0	0	0
Plan designation (planned term)	0	0	0	0	0	0	0	0	0
Total	647	383	769	565	335	675	565	335	675
Supply costs	0	0	0	8	8	8	8	8	8
Total remuneration	647	383	769	573	343	683	573	343	683

in € thousand	Falk Neukirch			Constantijn van Rietschoten (as of May 1, 2024)		
	2024	min	max	2024	min	max
Total remuneration	320	320	320	213	213	213
Fringe benefits	15	15	15	19	19	19
Total	335	335	335	232	232	232
Short-term variable remuneration	230	0	340	230	0	340
Long-term variable remuneration	0	0	0	0	0	0
Plan designation (planned term)	0	0	0	0	0	0
Total	565	335	675	462	232	572
Supply costs	0	0	0	0	0	0
Total remuneration	565	335	675	462	232	572

Inflow 2024 according to DCGK 2017

in € thousand	Matthias Gärtner		Mi-Young Miehler		Christoph Prußeit	
	2024	2023	2024	2023	2024	2023
Total remuneration	366	342	320	280	320	280
Fringe benefits	17	17	15	15	15	13
Total	383	359	335	295	335	293
Short-term variable remuneration	155	259	130	229	130	229
Long-term variable remuneration	0	0	0	0	0	0
Plan designation (planned term)	0	0	0	0	0	0
Total	538	618	465	524	465	522
Supply costs ¹	0	0	8	8	8	8
Total remuneration	538	618	473	532	473	530

in € thousand	Falk Neukirch		Constantijn van Rietschoten (as of May 1, 2024)	
	2024	2023	2024	2023
Total remuneration	320	300	213	n/a
Fringe benefits	15	12	19	n/a
Total	335	312	232	n/a
Short-term variable remuneration	138	198	n/a	n/a
Long-term variable remuneration	0	0	0	n/a
Plan designation (planned term)	0	0	0	n/a
Total	473	510	232	n/a
Supply costs ¹	0	0	0	n/a
Total remuneration	473	510	232	n/a

¹ The pension expense corresponds to the service cost in accordance with IAS 19 from commitments for pensions and other benefits (amounts correspond to amounts in the "Benefits granted" table); this is not an inflow in the financial year.

Relationship between remuneration and work performance in 2024 (“pay for performance”)

In order to illustrate the connection between remuneration and work performance for the current 2024 financial year, the following table shows both the remuneration components received in 2024 and – regardless of the date of payment – all remuneration components that were promised to a member of the Executive Board in the 2024 financial year, at least in principle, and whose (future) amount can at least be estimated.

in € (gross)	Fixed remuneration	Variable (STI)				Variable (LTIP)	
		Maximum possible STI bonus 100%	STI bonus (estimated) 72%	Maximum possible ESG bonus 100%	ESG bonus (estimate) 0%	Total (estimate)	Granted Shares Options (number)
Matthias Gärtner	366,368	366,368	263,785	20,000	0	263,785	60,000
Mi-Young Miehler	320,000	320,000	230,400	20,000	0	230,400	60,000
Christoph Prußeit	320,000	320,000	230,400	20,000	0	230,400	60,000
Falk Neukirch	320,000	320,000	230,400	20,000	0	230,400	0
Constantijn van Rietschoten (as of May 1, 2024)	320,000 ¹	320,000	230,400	20,000	0	230,400	60,000
Total	1,646,368	1,646,368	1,185,385	100,000	0	1,185,385	240,000

¹ The fixed remuneration shown here is the annual basic remuneration in accordance with the Executive Board employment contract, not the basic remuneration paid in the 2024 financial year. This was granted on a pro rata basis.

The STI bonus is divided between the individual components as follows:

in € (gross)	Inorganic growth 40%	Revenue growth 20%	EBITDA growth 20%	EBITDA margin 20%	STI Total
Target achievement	100%	60%	60%	40%	72%
Matthias Gärtner	146,547	43,964	43,964	29,310	263,785
Mi-Young Miehler	128,000	38,400	38,400	25,600	230,400
Christoph Prußeit	128,000	38,400	38,400	25,600	230,400
Falk Neukirch	128,000	38,400	38,400	25,600	230,400
Constantijn van Rietschoten (as of May 1, 2024)	128,000	38,400	38,400	25,600	230,400
Total	658,547	197,564	197,564	131,710	1,185,385

Disclosures pursuant to Section 162 Para. 1 No. 4 AktG and benefits for the event of premature termination of Executive Board employment within the meaning of Section 162 Para. 2 AktG

MALUS AND CLAWBACK

Under the relevant remuneration system 3 (approved by the Annual General Meeting on June 21, 2022), malus and clawback provisions have been implemented in the Executive

Board employment contracts. These allow the clawback or reduction of variable remuneration components already paid or not yet paid out under certain conditions. This clawback or reduction option applies to all variable components of Executive Board remuneration, i.e. remuneration under the ESG bonus, the long-term incentive program and the short-term incentive.

In the event of a serious and intentional breach of duty or compliance by a member of the Executive Board, the company may cancel or withhold some or all of the variable remuneration under the ESG bonus, the short-term incentive and the long-term incentive program ("malus") and forfeit or reclaim variable remuneration components already granted without compensation ("clawback").

(Variable) remuneration under the LTIP, STI and ESG bonus granted for financial years from January 1, 2022 is subject to a malus or clawback for the first time. The option to reclaim variable remuneration components was not exercised in the 2024 financial year.

TERMINATION OF CONTRACT AND REMUNERATION

In the event of revocation of the appointment, resignation from office by the member of the Executive Board or other termination of the position on the executive body, the Executive Board employment contract shall end upon expiry of the relevant period under Section 622 of the German Civil Code (BGB). In this case, Medios AG is entitled to release the member of the Executive Board from any further activity for the company for the remaining term of the employment contract. The release shall take place with continued payment of the contractually agreed remuneration.

In the event of the death of a member of the Executive Board before the end of the term of the employment contract, the respective spouse or dependent children of the deceased member of the Executive Board are entitled to receive the non-performance-related fixed basic remuneration (i.e. gross monthly salary in accordance with the respective Executive Board employment contract) for the month of death and the following three months.

SEVERANCE CLAUSES

The Executive Board employment contracts in place in the 2024 financial year contain severance arrangements that comply with the recommendations of the German Corporate Governance Code. If the employment relationship with a member of the Executive Board ends due to resignation or a mutual termination agreement, the Executive Board members are entitled to a severance payment. However,

this does not apply if the employment contract is terminated by the company for good cause for which the member of the Executive Board is responsible in accordance with Section 626 of the German Civil Code. The severance payment may not exceed the amount of two years' total remuneration and may not exceed the remuneration for the remaining term of the contract.

CHANGE OF CONTROL

In the event of a change of control, the Executive Board employment contracts under the applicable remuneration system 3 provide for the following special provisions, but no additional severance pay:

In the event of a change of control, the member of the Executive Board has the right to resign from office with three months' notice. The employment contract also ends at this time. A change of control is deemed to have occurred if:

- the company's shares are withdrawn from trading on a regulated market (delisting);
- the appointment of the member of the Executive Board ends due to a change of legal form of the company or due to a merger of the company into another company, unless the member of the Executive Board is offered an appointment as a Member of the Executive Board in the new company on the same economic terms as before;
- an intercompany agreement has been concluded with Medios AG as a dependent company in accordance with Sections 291 et seq. AktG or the company is integrated in accordance with Sections 319 et seq. AktG is integrated.

POST-CONTRACTUAL NON-COMPETE CLAUSE

The Executive Board employment contracts under the relevant remuneration system 3 provide for a post-contractual non-competition clause for all members of the Executive Board for up to two years. For the duration of the non-competition clause, the respective member of the Executive Board is to be paid compensation amounting to 50% of the last contractually agreed remuneration. Any other income received during the period of the non-competition clause will be offset against the compensation to the extent that the compensation, including other income, would exceed the most recent contractual remuneration received. In addition, other contractual severance payments to a member of the Executive Board are offset against the compensation for non-competition.

No compensation was granted or owed in the 2024 financial year.

Further mandatory disclosures pursuant to Section 162 Para. 1 and Para. 2 AktG

The remuneration report for the 2023 financial year prepared by Medios in accordance with the requirements of Section 162 AktG was approved by the Annual General Meeting on August 14, 2024.

There were no deviations from the relevant remuneration systems. Since this financial year, the current Executive Board remuneration system 3 submitted to the Annual General Meeting for approval in 2022 has been applied to all Executive Board members.

The maximum remuneration defined in the applicable authoritative remuneration systems of €2.5 million (Chairman of the Executive Board) and €2.0 million (members of the Executive Board) were complied with in the 2024 financial year, as this is higher than the remuneration granted

and owed to Mr. Gärtner (€538 thousand), Mrs. Miehler (€465 thousand), Mr. Prußeit (€465 thousand), Mr. Neukirch (€473 thousand) and Mr. van Rietschoten (€232 thousand).

COMPARATIVE PRESENTATION OF THE ANNUAL CHANGE IN THE REMUNERATION OF THE MEMBERS OF THE EXECUTIVE BOARD WITH THE DEVELOPMENT OF EARNINGS AND THE AVERAGE REMUNERATION OF EMPLOYEES OF MEDIOS AG IN ACCORDANCE WITH SECTION 162 PARA. 1 NO. 2 AKTG

The following comparative presentation shows the annual change in the remuneration granted and owed to the current members of the Executive Board of the company's earnings performance and the remuneration of employees on a full-time equivalent basis in accordance with Section 162 AktG.

	Remune- ration 2024 (Sec. 162 AktG)	Deviation 2024 vs. 2023	Remune- ration 2023 (Sec. 162 AktG)	Deviation 2023 vs. 2022	Remune- ration 2022 (Sec. 162 AktG)	Deviation 2022 vs. 2021	Remune- ration 2021 (Sec. 162 AktG)	Deviation 2021 vs. 2020	Remune- ration 2020 (Sec. 162 AktG)
	in € thousand	in %	in € thousand	in %	in € thousand	in %	in € thousand	in %	in € thousand
Executive Board									
Matthias Gärtner	538	-12.9	618	31.9	469	58.4	296	15.7	256
Mi-Young Miehler	465	-11.2	524	30.7	401	42.4	282	7.7	262
Christoph Prußeit	465	-10.8	522	32.1	395	62.2	244	73.6	141
Falk Neukirch	473	-7.5	510	67.5	305	18.4	258 ¹	n/a	n/a
Constantijn van Rietschoten (as of May 1, 2024)	232 ²	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Employees									
Ø Employee compensation Medios Group	53.9	-0.1	53.9	10.8	48.7	-1.2	49.2	6.8	46.1
Earnings development of the Medios AG									
Net income for the year Medios Group (in € million)	12.5	-33.3	18.8	2.6	18.3	147.6	7.4	34.0	5.5
Net income for the year of Medios AG (in € million)	15.1	-6.4	16.1	-17.0	19.5	137.4	8.2	26.0	6.5

- 1 The remuneration granted and owed to Mr. Neukirch for the 2021 financial year (from October 1, 2021 to December 31, 2021) was granted pro rata temporis and extrapolated on a simplified straight-line basis in order to ensure meaningful comparability with the 2022 financial year.
- 2 The remuneration granted and owed to Mr. van Rietschoten for the 2024 financial year (from May 1, 2024 to December 31, 2024) was granted pro rata temporis. As there are no comparative figures yet, no linear extrapolation has (yet) been made.

The remuneration of the members of the Executive Board included in the table reflects the amounts granted in the respective financial year. Where members of the Executive Board were only remunerated pro rata in individual financial years, for example due to joining during the year, the remuneration for this financial year was extrapolated to a full year in order to ensure comparability.

The comparison with the development of average employee remuneration is based on the average remuneration of the Medios Group workforce. The remuneration of all employees, excluding executives within the meaning of Section 5 Para. 3 BetrVG, was taken into account. If employees also receive remuneration as a member of the Supervisory Board of Medios AG, this remuneration was not taken into account. To ensure comparability, the remuneration of part-time employees was extrapolated to full-time equivalents.

The development of earnings is generally presented on the basis of the development of Medios AG's net profit for the year in accordance with Section 275 no. 17 HGB.

REVIEW OF THE APPROPRIATENESS OF EXECUTIVE BOARD REMUNERATION

In the 2024 financial year, the Supervisory Board also carried out the annual review of Executive Board remuneration for the 2024 financial year, which was taken into account in particular when setting the targets for the short-term variable remuneration components. In its review, it came to the conclusion that, from a legal perspective, no adjustments are necessary with regard to the amount of Executive Board remuneration.

When the Executive Board employment contracts with the members of the Executive Board Mi-Young Miehler and Christoph Prußeit were adjusted, the remuneration was also adjusted in each case. The Supervisory Board also used external advice to assess the appropriateness of the Executive Board remuneration. On the one hand, the relationship between the amount and structure of Executive Board remuneration and the remuneration of senior management and the workforce as a whole was assessed from a company-external perspective (vertical comparison). In addition to a status quo analysis, the vertical comparison also takes into account the development of remuneration ratios over time. On the other hand, the level and structure of remuneration were assessed on the basis of Medios AG's positioning in a comparative market (horizontal comparison). The comparative market consists of a combination of DAX and SIX/Euronext companies that fall within the scope of the German Stock Corporation Act or comparable European

standards, belong to related industries or have comparable core characteristics and are similar in terms of company size as of the reporting date. In addition to the fixed remuneration, the horizontal comparison also includes the short-term and long-term remuneration components as well as the amount of the company pension scheme.

In order to assess the appropriateness and customary nature of the specific total remuneration of the members of the Executive Board in comparison to other companies (horizontal comparison), the Supervisory Board used a suitable peer group when preparing the remuneration system. The market position of the companies compared to Medios AG is relevant for this peer group comparison. With effect from September 21, 2020, Medios AG was included in the Deutsche Börse SDAX selection index. Medios AG has since left the SDAX, but was reincluded in the SDAX on July 15, 2024. In principle, the company considers itself to be in competition with the companies in the SDAX, particularly with regard to the upper management level and the Executive Board.

For the horizontal comparison, the Supervisory Board therefore used the remuneration data for the fixed, variable and total direct remuneration of male and female Executive Board members in the DAX indices 2013-2021 according to the "Mixed Compensation Barometer 2022" study from November 2022 by the auditing firm Ernst & Young.

To assess the remuneration, the Supervisory Board used both the values of the total Executive Board remuneration and the values of the individual remuneration elements of the SDAX companies and compared them with the Executive Board remuneration it considered. In order to assess the appropriateness of Executive Board remuneration within the Medios Group, the Supervisory Board based its remuneration system on the upper management level below the Executive Board within the Medios Group, for the workforce as a whole and on the average remuneration of Medios Group employees in Germany. Both the current ratio and the change in the ratio over time were taken into account.

SUPERVISORY BOARD AND SUPERVISORY BOARD REMUNERATION

The remuneration system for Supervisory Board members is based on the legal requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code. The Supervisory Board advises and monitors the Executive Board and is closely involved in important operational and strategic corporate management issues. The Supervisory Board's remuneration is also decisive

for its effective action. This is commensurate with the tasks of the Supervisory Board members and the situation of the company. Appropriate Supervisory Board remuneration in line with the market thus promotes the business strategy and long-term development of Medios AG.

In accordance with Article 13 of the Articles of Association, the Annual General Meeting determines the amount of remuneration for Supervisory Board members. The remuneration system for the Supervisory Board provides both the abstract and the concrete framework for the remuneration of Supervisory Board members.

This ensures that the remuneration of Supervisory Board members always corresponds to the remuneration system approved by the Annual General Meeting.

In accordance with Section 113 Para. 3 sentences 1 and 2 AktG, which was revised as of January 1, 2020, the Annual General Meeting of listed companies must pass a resolution on the remuneration of Supervisory Board members at least every four years, whereby a resolution confirming the remuneration is permissible. According to the transitional provision pursuant to Section 26j Para. 1 sentence 1 of the Introductory Act to the German Stock Corporation Act, the first resolution had to be passed at the Annual General Meeting following December 31, 2020. This resolution was passed on June 10, 2021.

The remuneration of Supervisory Board members in accordance with Article 13 of the Articles of Association was last amended by the Annual General Meeting on June 21, 2022 with (retroactive) effect for the entire 2022 financial year.

Detailed information on the remuneration system for members of the Supervisory Board can be found on the company's website at <https://investors.medios.group/en/corporate-governance>.

By resolution of the Annual General Meeting on August 14, 2024, the Supervisory Board of Medios AG was increased from four to five members by means of a corresponding amendment to the Articles of Association. This expansion takes particular account of the company's continued growth and the increased demands on the work of the Supervisory Board and ensures that the Supervisory Board has a quorum. In this context, Mr. Jens Apermann was newly elected to the Supervisory Board of Medios AG for a period until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year.

The term of office of the current Supervisory Board member Dr. Anke Nestler ended at the end of the 2024 Annual General Meeting. Furthermore, Supervisory Board member Klaus J. Buß resigned from office with effect from the end of this Annual General Meeting. Dr. Anke Nestler was re-elected to the Supervisory Board of Medios AG at the Annual General Meeting on August 14, 2024. In addition, Mr. Florian Herger was newly elected to the Supervisory Board at the 2024 Annual General Meeting. Mrs. Nestler and Mr. Herger were also elected to the Supervisory Board of Medios AG for a period until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year.

Taking into account the aforementioned changes, the Supervisory Board in the 2024 financial year is composed of the current members Dr. Yann Samson (Chairman of the Supervisory Board), Mr. Klaus J. Buß (until August 14, 2024), Mr. Joachim Messner (Deputy Chairman of the Supervisory Board), Dr. Anke Nestler, Mr. Florian Herger (from August 14, 2024) and Mr. Jens Apermann (from August 22, 2024).

Following the expansion of the Supervisory Board from four to five members, the Supervisory Board established an ESG Committee in the 2024 financial year – in addition to the Audit Committee and the Compensation and Nomination Committee.

Structure of the remuneration system for the members of the Supervisory Board

The remuneration system for the members of the Supervisory Board currently in force and approved by the Annual General Meeting has been in place since the beginning of the 2022 financial year and can be summarized as follows:

Each member of the Supervisory Board receives a fixed basic remuneration of €30,000 (in words: thirty thousand euros) per year, payable at the end of the financial year. The Chairman of the Supervisory Board receives double the basic remuneration.

In addition to the basic remuneration, each ordinary member of a Supervisory Board committee receives a fixed annual remuneration of €10,000 (in words: ten thousand euros) for their committee membership, payable after the end of the financial year. The Chairman of a Supervisory Board committee receives twice this remuneration and the Chairman of the Audit Committee receives four times this remuneration.

In addition to the basic remuneration and the committee remuneration, the ESG Officer receives a fixed annual

remuneration of €10,000 (in words: ten thousand euros) payable at the end of the financial year.

Supervisory Board members who only belong to the Supervisory Board or a committee of the Supervisory Board for part of a financial year or who hold the office of Chairman of the Supervisory Board or a committee receive corresponding pro rata remuneration.

The company shall reimburse each member of the Supervisory Board for the expenses incurred by them and the value added tax payable on their remuneration, insofar as they are entitled to invoice the value added tax separately to the company and exercise this right.

The insurance premium for a D&O insurance policy to be taken out by the company for the members of the Supervisory Board is borne by the company.

In the 2024 financial year, the remuneration system for the Supervisory Board was applied in all aspects as regulated by resolution of the Annual General Meeting.

The members of the Supervisory Board did not receive any further remuneration or benefits for personal services rendered in the reporting year, in particular consulting and agency services. Furthermore, no loans or advances were granted to the members of the Supervisory Board, nor were any contingent liabilities entered into in their favor.

As the remuneration of the members of the Supervisory Board is not made up of variable but exclusively fixed components, there is no need to set a maximum total remuneration for the members of the Supervisory Board. This also applies in accordance with the new requirements

of the German Stock Corporation Act in the version of ARUG II. These new requirements expressly provide for the determination of a maximum remuneration only for the members of the Executive Board, but not for the members of the Supervisory Board.

Remuneration granted and owed in 2024 within the meaning of Section 162 Para. 1 sentence 1 AktG

The following table shows the fixed remuneration components granted and owed to the Supervisory Board members in office in the 2024 financial year, including the respective relative share in accordance with Section 162 AktG.

In accordance with the resolution of the Annual General Meeting of Medios AG, Supervisory Board remuneration is payable pro rata temporis after the end of each financial year.

The following table showing the remuneration for the 2024 financial year therefore relates to the remuneration paid out for the 2023 financial year for activities as a member of the Supervisory Board. The remuneration for the 2024 financial year is not due until 2025 and is not listed as remuneration owed for the 2024 financial year.

As the Supervisory Board members Mr. Florian Herger and Mr. Jens Apermann were newly elected to the Supervisory Board of Medios AG at the Annual General Meeting on August 14, 2024, no remuneration granted and owed for the 2024 financial year is shown in the overview. The corresponding (pro rata temporis) remuneration for the 2024 financial year will not be due until 2025 and will be disclosed in the corresponding remuneration report.

Supervisory Board

in €	Fixed remuneration	Committee Remuneration	ESG-Remuneration	Attendance fee	Secondary services ¹	Total
Dr. Yann Samson	60,000	20,000	10,000	0	0	90,000
Klaus J. Buß (until August 14, 2024)	30,000	10,000	0	0	0	40,000
Joachim Messner	30,000	10,000	0	0	0	40,000
Dr. Anke Nestler	30,000	40,000	0	0	0	70,000
Florian Herger (as of August 14, 2024)	0	0	0	0	0	0
Jens Apermann (as of August 22, 2024)	0	0	0	0	0	0

¹ The members of the Supervisory Board are included in a financial loss liability insurance policy maintained by the company in the interests of the company in an appropriate amount, insofar as such a policy exists. The premiums for this are paid by the company.

COMPARISON OF ANNUAL CHANGES IN THE REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD WITH THE DEVELOPMENT OF EARNINGS AND THE AVERAGE REMUNERATION OF EMPLOYEES OF MEDIOS AG IN ACCORDANCE WITH SECTION 162 PARA. 1 NO. 2 AKTG

The following table shows a comparison of the percentage change in the remuneration of the members of the Supervisory Board with the earnings performance of Medios AG and with the average remuneration of employees on a full-time equivalent basis compared to the previous year. The remuneration of the members of the Supervisory Board included in the table reflects the amounts actually received in the respective financial year. Where members of the Supervisory Board were only remunerated pro rata in individual financial years, for example due to joining during the year, the remuneration for this financial year was extrapolated to a full year in order to ensure comparability.

Insofar as members of the Supervisory Board were previously members of the Executive Board of Medios AG and received remuneration for this, this is not taken into account in the comparative presentation.

The development of earnings is generally presented on the basis of the development of the annual result. As the remuneration of the members of the Supervisory Board is also largely dependent on the development of Group key figures, the development of the (adjusted) annual result of the Medios Group reported in the consolidated financial statements is also disclosed.

The comparison with the development of average employee remuneration is based on the average remuneration of the Medios Group workforce. The remuneration of all employees excluding executives within the meaning of Section 5 Para. 3 BetrVG was taken into account. To ensure comparability, the remuneration of part-time employees was extrapolated to full-time equivalents.

	Remune- ration 2024 (Sec. 162 AktG)	Deviation 2024 vs. 2023	Remune- ration 2023 (Sec. 162 AktG)	Deviation 2023 vs. 2022	Remune- ration 2022 (Sec. 162 AktG)	Deviation 2022 vs. 2021	Remune- ration 2021 (Sec. 162 AktG)	Deviation 2021 vs. 2020	Remune- ration 2020 (Sec. 162 AktG)
	in € thousand	in %	in € thousand	in %	in € thousand	in %	in € thousand	in %	in € thousand
Supervisory Board									
Dr. Yann Samson	90	0.0	90	82.2	49	23.5	40	100.0	20
Klaus J. Buß (until August 14, 2024)	40	0.0	40	75.4	23	14.0	20	100.0	10
Joachim Messner	40	0.0	40	75.4	23	52.1	15	50.0	10
Dr. Anke Nestler	70	0.0	70	52.5	46 ¹	n/a	0	n/a	n/a
Florian Herger (as of August 14, 2024)	0	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Jens Apermann (as of August 22, 2024)	0	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Employees									
Ø Employee compensation Medios Group	53.9	-0.1	53.9	10.8	48.7	-1.2	49.2	6.8	46.1
Earnings development of Medios AG									
Net income for the year Medios Group (in €m)	12.5	-33.3	18.8	2.6	18.3	147.6	7.4	34.0	5.5
Net income for the year of Medios AG (in €m)	15.1	-6.4	16.1	-17.0	19.5	137.4	8.2	26.0	6.5

¹ By resolution of the Annual General Meeting on June 10, 2021, the Supervisory Board was increased from three to four members with the addition of Dr. Anke Nestler. The Supervisory Board remuneration for Dr. Anke Nestler for the 2022 financial year shown in the table is the extrapolated remuneration for the 2021 financial year, as the actual remuneration was only granted pro rata temporis for seven months.

Independent Auditor's Report

To Medios AG

We have audited the accompanying Remuneration Report of Medios AG for the financial year from 1 January 2024 to 31 December 2024, including the related disclosures, which was prepared in order to comply with § 162 of the German Stock Corporation Act (AktG).

RESPONSIBILITY OF THE EXECUTIVE DIRECTORS AND THE SUPERVISORY BOARD

The executive directors and the Supervisory Board of Medios AG are responsible for the preparation of the Remuneration report, including the related disclosures, which complies with the requirements of § 162 of the German Stock Corporation Act (AktG). The executive directors and the Supervisory Board are also responsible for the internal controls they have determined necessary to enable the preparation of a remuneration report, including related disclosures, that is free from material misstatements, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

AUDITOR'S RESPONSIBILITIES

Our objective is to issue an opinion on this remuneration report including the related disclosures. We conducted our audit in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer ("IDW", German Institute of Public Auditors). Thereafter, we have to comply with our professional duties and plan and perform the audit in such a way as to obtain reasonable assurance as to whether the remuneration report, including the related information, is free from material misstatement.

An audit involves performing audit procedures to obtain audit evidence about the valuations including the related disclosures in the remuneration report. The procedures selected depend on the auditor's judgement. This includes

an assessment of the risks of material misstatement of the remuneration report, whether intended or unintended, including the related disclosures. In making those risk assessments, the auditor considers the internal control system relevant to the entity's preparation of the remuneration report, including the related disclosures. The objective is to design and perform audit procedures that are appropriate in the circumstances, but not to express an opinion on the effectiveness of the Company's internal control system. An audit also includes assessing the applied accounting principles and the reasonableness of accounting estimates made by the executive directors and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

AUDIT OPINION

In our opinion, on the basis of the findings of the audit, the remuneration report for the financial year from 1 January 2024 to 31 December 2024, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

OTHER MATTERS – FORMAL AUDIT OF THE REMUNERATION REPORT

The substantive review of the remuneration report described in this audit report includes the formal review of the remuneration report required by § 162 (3) AktG, and the issuance of an auditor's report on this audit. Since we give an unqualified audit opinion on the content-based review of the remuneration report, this opinion includes that the disclosures pursuant to § 162 (1) and (2) AktG have been provided in the remuneration report in all material respects.

LIMITATION OF LIABILITY NOTICE

The engagement, in the performance of which we provided the above-mentioned services for the Management Board and the Supervisory Board of Medios AG, Berlin, was based on the General Engagement Terms for Public Auditors and Public Auditing Firms in the version dated 1 January 2024. By acknowledging and using the information contained in this report, each recipient confirms that he has taken note of the regulations made therein and acknowledges their validity in relation to us.

Munich, 24 March 2025

Baker Tilly GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft

Gloth

Wirtschaftsprüfer
German CPA

Weissinger

Wirtschaftsprüfer
German CPA



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Combined Management Report of the Medios Group and Medios AG as of December 31, 2024

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Combined Management Report of the Medios Group and Medios AG as of December 31, 2024

General information

The combined management report presents the position of the Medios Group (hereinafter “Medios Group” or “Medios”) as well as that of the parent company, Medios AG, based in Berlin, Germany. It has been prepared in accordance with the provisions of the German Commercial Code (HGB) and German Accounting Standard (GAS) No. 20.

Medios AG prepares its separate financial statements in accordance with the accounting principles of the German Commercial Code (HGB) and the consolidated financial statements in accordance with the accounting principles of the International Financial Reporting Standards (IFRS), as applicable in the European Union (EU). The management report and the Group management report are combined. The net assets, financial position and results of operations are each presented separately.

GROUP FUNDAMENTALS

Business model of the Group

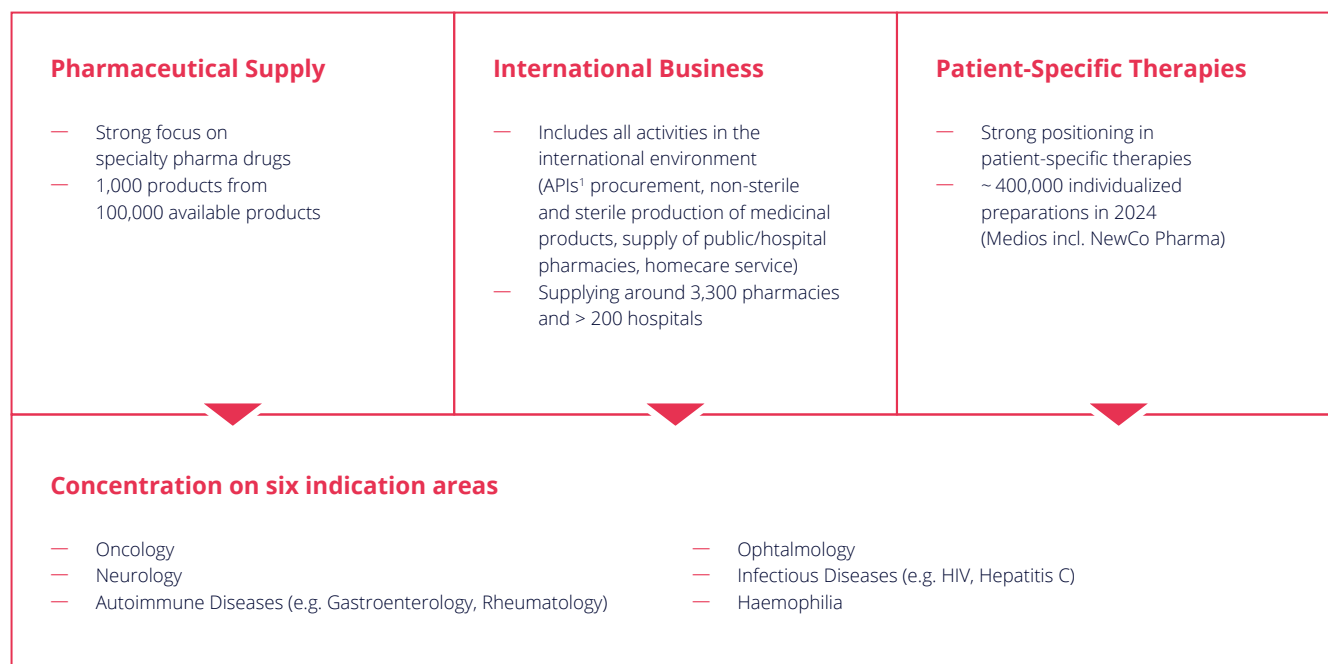
Medios AG is one of the leading providers of Specialty Pharma Solutions in Europe. As a competence partner, Medios covers all relevant aspects of the supply chain in this area: from pharmaceutical supply and the compounding of patient-specific therapies to blistering, i.e. the dispensing of individually dosed tablets. The focus is on optimal patient care via specialized pharmacies. As a GMP-certified manufacturer (GMP: Good Manufacturing Practice), Medios follows high international quality standards. The company currently focuses on six indication areas: oncology, neurology, autoimmunology, ophthalmology, infectiology and haemophilia.

Specialty Pharma drugs are generally high-priced drugs for rare and/or chronic diseases. Many of the newly developed therapies for such diseases are individualized. These include infusions, for example, which are formulated and produced on the basis of individual clinical pictures and parameters such as body weight and body surface area. The demand for these therapies is constantly increasing. Patient-specific treatment requires a great deal of expertise. Specialty Pharma will continue to have a major impact on the future of the healthcare system.

Medios offers its partners a platform to connect and benefit from each other. In the Patient-Specific Therapies and Pharmaceutical Supply divisions, Medios cooperates currently with approx. 940 (previous year: approx. 800) of a total of around 1,100 independent Specialty Pharma pharmacies in Germany. In the International Business division, the company supplies around 3,300 pharmacies and more than 200 hospitals and has its own pharmacy chain with 24 pharmacies in the Netherlands.

Medios' goal is to ensure the best possible nationwide care for patients by working in partnership with the various market participants, thus contributing to a sustainable and transparent pharmaceutical supply. To achieve this, Medios is pursuing a growth strategy that comprises three strands: In addition to strengthening its core business in Germany, Medios intends to expand into other European countries in the patient-specific therapies business area. To further diversify its business model, Medios is also planning to expand into the compounding of personalized medicine.

Focus on six indication areas



1 APIs: Active Pharmaceutical Ingredients

BUSINESS SEGMENTS OF THE MEDIOS GROUP

In the 2024 financial year, the Medios Group consisted of the three operating business divisions ("operating segments") Patient-Specific Therapies, International Business and Pharmaceutical Supply. The fourth, non-operating Services segment, however, comprises the central functions of the Medios Group and the digitalization area, including the digital platform mediosconnect.

With its focus on Specialty Pharma drugs and consistent further development in six indication areas, Medios is the largest **supplier of Specialty Pharma** in Germany. The company's range of expertise covers the most important areas of application such as oncology, neurology, gastroenterology and autoimmune diseases. Haemophilia, HIV and ophtalmology are also among the Medios Group's key indications. In addition, Medios offers infusion solutions for parenteral nutrition and pain therapy, which are used in a wide range of drugs indications. With this consistent and clear focus, the company clearly differentiates itself from full-range pharmaceutical wholesalers.

Medios is one of the largest single providers of haemophilia treatment in Germany. Corresponding therapies must be administered to affected patients for the rest of their lives and are among the most expensive in the world. The **Patient-Specific Therapies** division comprises the compounding of medicines on behalf of pharmacies. Patient-specific therapies include infusions, for example, which are formulated and produced on the basis of individual clinical pictures and parameters such as body weight and body surface area. The batch for each formulation produced is therefore always exactly one.

All Medios manufacturing facilities in Germany are regularly inspected by the responsible state authorities. The manufacturing authorisation according to § 13 AMG (German Medicines Act) issued in connection with the so-called routine inspection authorises the compounding of patient-specific infusion solutions in compliance with GMP requirements. GMP refers to the guidelines for quality assurance of production processes and the production environment in the compounding of drugs.

The following portfolio results from the respective manufacturing licenses granted by the authorities: The compounding of patient-specific drugs for parenteral use currently focuses on the areas of oncology, autoimmune diseases, ophthalmology and neurology. In addition, pain therapies, antiviral and antibiotic preparations for anti-infective therapy as well as parenteral nutrition solutions and investigational medicinal products are manufactured. The entire manufacturing process is equally validated in all production facilities to ensure the highest possible quality standards. In addition, there is a comprehensive microbiological monitoring system in all production areas so that all critical process steps can be recorded and evaluated during production. The cleanrooms are also by the production managers with regard to certain criteria monitored.

Deviations from the standard are evaluated and taken into account during batch release. The preparations are compounded exclusively by trained and qualified personnel; training is carried out continuously and regularly on the basis of a training plan. Compliance with the highest hygiene standards by employees also contributes significantly to the quality of the infusion solutions produced. All raw materials used in compounding are sourced exclusively from qualified suppliers and tested according to their specifications before use. This means that the raw materials used can be fully traced. Only finished medicinal products approved in Germany are used for compounding. Medios is one of the largest single suppliers in Germany in the indication area of haemophilia. The corresponding therapies must be prescribed to affected patients for life and are among the most expensive in the world.

The **International Business** segment covers all activities in the international environment from the procurement of APIs ("Active Pharmaceutical Ingredients"; active pharmaceutical ingredients), the sterile and non-sterile compounding of drugs and the supply of public and hospital pharmacies through to the homecare service with the care of patients at home. The segment also has its own pharmacy network of 24 pharmacies. The activities currently relate to the business activities of Ceban Pharmaceuticals B.V., which was acquired in the reporting year. In the Netherlands, Ceban is the market leader in pharmaceutical compounding, in Belgium it is among the top 3 and in Spain among the top 5 market players.

The internal division **Services** comprises the following services:

Medios AG provides services for all Group companies, including in the areas of finance, human resources, IT and facility and contract management.

The wholly owned subsidiary Medios Digital GmbH provides digital services in the area of sales and billing for selected pharmaceutical customer segments. In particular, this includes the digital platform mediosconnect, which connects doctors, health insurance companies and specialized pharmacies and completely digitizes and thus greatly simplifies ordering and billing processes for complex and individualized drugs.

SCOPE OF CONSOLIDATION AND SEGMENT ALLOCATION

The scope of consolidation of the Medios Group as at December 31, 2024 is as follows:

Share-holdings	Name of the company	Registered office of the company		Share-holdings	Name of the company	Registered office of the company	
100%	Medios Pharma GmbH	Berlin	Germany	100%	Ceban Ziekenhuis-farmacie CW B.V.	Breda	Netherlands
100%	Medios Manufaktur GmbH	Berlin	Germany	100%	Hygeia Holding B.V.	Almere	Netherlands
100%	Medios Digital GmbH	Berlin	Germany	100%	Clindia Benelux B.V.	Almere	Netherlands
100%	Medios Individual GmbH	Berlin	Germany	100%	BiPharma B.V.	Almere	Netherlands
100%	Blisterzentrum Baden-Württemberg GmbH	Magstadt	Germany	100%	BiPharma N.V.	Wilrijk	Belgium
100%	Cranach Pharma GmbH	Hamburg	Germany	100%	Magis Pharma Group B.V.	Antwerp	Belgium
100%	hvd medical GmbH	Friedrichsthal	Germany	100%	Magis-Pharma N.V.	Antwerp	Belgium
100%	cas central compounding baden-württemberg GmbH	Magstadt	Germany	100%	Parchim N.V.	Kontich	Belgium
100%	Rhein Main Compounding GmbH	Aschaffenburg	Germany	100%	Methapharmaceutical Industrial SL	Barcelona	Spain
100%	Rheinische Compounding GmbH	Bonn	Germany	100%	Ceban Clinic Care Services B.V.	Breda	Netherlands
100%	Onko Service Beteiligung GmbH	Osnabrück	Germany	100%	Clinic Care Services B.V.	Haarlem	Netherlands
100%	Onko Service GmbH & Co. KG	Osnabrück	Germany	100%	Medsen Apotheek Veersche Poort B.V.	Middelburg	Netherlands
100%	Fortuna Herstellung GmbH	Mannheim	Germany	100%	Apotheek Bierhaalder B.V.	Baarn	Netherlands
100%	Medios International B.V.	Breda	Netherlands	100%	Apotheek Hardegarijp B.V.	Hardegarijp	Netherlands
100%	Ceban Automation Holding B.V.	Breda	Netherlands	100%	Apotheek OOG B.V.	Rotterdam	Netherlands
100%	Ceban Automation B.V.	Breda	Netherlands	100%	Apotheek Groot Driene B.V.	Breda	Netherlands
100%	Ceban Automation Maintenance B.V.	Breda	Netherlands	100%	Apotheek Groenendaal B.V.	Heemstede	Netherlands
100%	Comsysco B.V.	Shimmers	Netherlands	51%	Apotheek Groot Driene V.O.F.	Hengelo	Netherlands
100%	Ad Channel B.V.	Shimmers	Netherlands	100%	AIZO Holding B.V.	Breda	Netherlands
100%	CEBAN Intermediate Holding B.V.	Breda	Netherlands	100%	Dorestede Holding B.V.	Breda	Netherlands
100%	Medsen Holding B.V.	Breda	Netherlands	100%	Apotheek Dorestede De Horden B.V.	Breda	Netherlands
100%	AIO Vastgoed B.V.	Breda	Netherlands	100%	Zorgapotheek Nederland B.V.	Breda	Netherlands
100%	Ceban Compounding B.V.	Breda	Netherlands	100%	Apotheek Vrolijk B.V.	s-Gravenhage	Netherlands
100%	Ceban Labs B.V.	Breda	Netherlands	100%	Apotheek Vrederust B.V.	s-Gravenhage	Netherlands
100%	Ceban Homecare B.V.	Almere	Netherlands	100%	Apotheek Gennep B.V.	Gennep	Netherlands
100%	Ceban Ziekenhuis-farmacie B.V.	Oostrum	Netherlands	100%	Apotheek Zonnestraal B.V.	Amsterdam	Netherlands
				100%	Apothekersgroep Breda B.V.	Teteringen	Netherlands
				100%	Apotheek Woltermann Breda B.V.	Breda	Netherlands

Share-holdings	Name of the company	Registered office of the company	
100%	Apotheek Brabantpark Heusdenhout B.V.	Teteringen	Netherlands
100%	Apotheek Teteringen Farma B.V.	Teteringen	Netherlands
100%	Apotheek Van den Bergh Breda B.V.	Breda	Netherlands
100%	Apotheek Doornbos Breda B.V.	Breda	Netherlands
100%	Bos & Lommer B.V.	Amsterdam	Netherlands
100%	Wesselerbrink B.V.	Breda	Netherlands
100%	Apotheek Nilling B.V.	Breda	Netherlands
100%	Apotheek Enschede Noord B.V.	Breda	Netherlands
100%	Apotheek Den Bosch B.V.	Breda	Netherlands
100%	Apotheek Mema B.V.	s-Hertogenbosch	Netherlands
100%	Apotheek Kooikersweg B.V.	Breda	Netherlands

SIGNIFICANT CHANGES IN THE AREA OF INVESTMENT

As at the reporting date, the Group consisted of 66 companies (previous year: 16). In the 2024 financial year, NewCo Pharma GmbH was merged with Medios AG and Logopharma Pharmagroßhandel GmbH was merged with Medios Pharma GmbH. Furthermore, as of the reporting date, the Group has a total of 50 new participations abroad due to the acquisition of the Ceban Group on June 6, 2024, which establish the new International Business segment.

Governance system

KEY PERFORMANCE INDICATORS

Financial performance indicators of the Medios Group

The economic planning and control of Medios AG and all business units is carried out by means of a uniform group planning and reporting process. Based on the strategic guidelines adopted by the Executive Board, this includes budget planning for the following calendar year, supplemented by medium-term planning for the following two calendar years. Adherence to the budget is continuously monitored on the basis of monthly reporting using key financial figures. In order to further increase manageability in the current budget year, quarterly forecasts are prepared for the rest of the budget year in addition to budget planning. This system ensures that business development is continuously

monitored and quickly highlights potential deviations from plan, enabling countermeasures to be initiated at an early stage and thus ensuring excellent manageability.

Medios uses a lean system of key figures to manage business success. In the 2024 financial year, the most important financial key figures for strategy and decision-making, as well as for measuring operational business success, were revenues and earnings before interest, tax, depreciation and amortisation and special items (EBITDA before special items, or EBITDA pre for short).

In addition to their suitability for managing and measuring the success of operating business, these key figures also correspond to the needs and interests of the capital market for reporting suitable financial key figures and are reflected in the remuneration system for the Executive Board.

All relevant control parameters are generated and analysed on a monthly basis. They serve as a basis for decision-making by the Executive Board of Medios AG, particularly with regard to strategic decisions concerning the design of the product portfolio (pharmaceutical supply) and the planning of the utilisation and, if necessary, expansion of manufacturing capacities.

Continuous review and adjustment of the specifications ensures that Medios' management systems are continuously improved and adapted to the respective specific requirements.

The Medios Group is managed by controlling the operating segments of Patient-Specific Therapies, International Business and Pharmaceutical Supply, as well as the Services segment, to which the parent company Medios AG is also assigned. As part of this structure, the Executive Board also monitors the performance of the parent company, which depends on the performance of the operating segments.

NON-FINANCIAL KEY PERFORMANCE INDICATORS

In addition to the financial performance indicators, non-financial performance indicators are also taken into account. The Medios Group attaches great importance to continuously strengthening its relationship with its employees. As a responsible and attractive employer, the company strives to attract and retain qualified and motivated specialists over the long term. To achieve this goal, Medios creates a modern working environment that offers flexible working hours and the freedom to implement your own ideas. In the 2024 financial year, the staff turnover rate was 20.4% (previous year: 17.5%).

Research and development

As a pharmaceutical supply company and compounding company for patient-specific therapies, Medios does not conduct any research and development. Nevertheless, Medios has the digital trading platform for individualized drugs developed. It is already being used in seven German federal states, and its introduction in further federal states is planned. The digital platform will be further developed in line with demand and indications.

ECONOMIC REPORT

Macroeconomic environment

The global economy showed stable development in 2024. According to the International Monetary Fund (IMF) and the Kiel Institute for the World Economy (IfW), global gross domestic product (GDP) grew by 3.2% year-on-year. The growth rate thus remained almost at the same level as the previous year, in which an increase of 3.3% was recorded.

While the US benefited from strong domestic demand, growth in China and India was lower than expected. Japan experienced a slight decline in economic output due to temporary supply bottlenecks.

In the euro area, economic growth remained subdued in 2024, particularly due to the continued weakness in manufacturing and in goods exports. Germany lagged behind the other euro area countries, although private consumption gradually recovered as real incomes rose.

Global disinflation continued in 2024, but showed signs of slowing. While goods inflation normalised, services prices remained elevated, particularly in the US and the Eurozone. Central banks reacted in different ways: some initiated cautious loosening, while others kept their rates stable or raised them further due to persistent inflation.

The global economic recovery from the COVID-19 pandemic, the ongoing war in Ukraine and the cost of living crisis is proving to be surprisingly resilient. However, inflation receded more quickly than expected from its 2022 peak; its negative impact on employment and economic activity was also less pronounced than anticipated. This was also reflected in the favourable developments on the supply side and the tightening of interest rate policy by central banks.

MACROECONOMICAL DEVELOPMENT IN GERMANY

According to preliminary figures from the Federal Statistical Office (Destatis), the price-adjusted gross domestic product in 2024 was 0.2% lower than in the previous year (2023: -0.3%). This development was characterised by both economic and structural challenges. The export industry was confronted with increasing competition on global markets, while high energy costs, persistently high interest rates and uncertain economic prospects further curbed growth. The challenges affected the individual economic sectors to varying degrees. The manufacturing sector recorded a significant decline of 3% in 2024, while gross value added in the construction sector fell even more sharply year-on-year at -3.8%. By contrast, the service sectors again performed positively in 2024, recording growth of 0.8%. While gross value added in the economic sectors of 'trade, transport, hospitality' and 'business services' stagnated, the 'IT and communication' sector continued its growth course at +2.5%. The state-dominated economic sectors also developed positively: in addition to public administration, the education and health sectors also recorded further growth. Overall, gross value added in these areas increased significantly by 1.6% compared to the previous year.

In 2024, household final consumption expenditure increased by 0.3% in real terms compared to the previous year. Despite falling inflation and rising wages, the increase was moderate overall. Price-adjusted spending by private households on healthcare (+2.8%) and transport (+2.1%) rose particularly sharply. By contrast, price-adjusted spending by private households on restaurant and accommodation services (-4.4%) and clothing and shoes (-2.8%) declined.

The German labor market reached a new high in 2024. The average number of people in employment increased by 72,000, or 0.2%, to 46.1 million. The public-sector budget deficit increased by around €5.5 billion to €113 billion. According to Destatis, the deficit ratio measured against nominal GDP was 2.6% (2023: 2.6%), the same as in the previous year.

The IMF expects the German economy to grow slightly by 0.3% in 2025. The IfW expects the economy to stagnate.

DEVELOPMENT OF THE HEALTHCARE MARKET

The healthcare market has developed positively. According to forecasts by the US company IQVIA, spending on drugs in the industrialized countries¹ in 2023 was around €996.4 billion, up 11.4% on the previous year (2022: €894.6 billion).

According to IQVIA, pharmacies in Germany sold a total of around 1.3 billion packs in the first nine months of 2024, 1.8% more than in the same period of the previous year. The largest segment was over-the-counter preparations, accounting for 52.4% of packs sold. Prescription drugs represented a share of 47.6%. Sales of non-prescription drugs rose by 1.1% compared to the same period of the previous year, while prescription drugs increased by 2.6%.

Pharmacy sales in Germany, calculated on the basis of the selling price of pharmaceutical companies, rose by 7.8% year-on-year to €40.9 billion in the first nine months of 2024. Due to the high share of sales of around 87.8%, the main growth drivers were prescription drugs, with an increase in sales of 8.2%. OTC drugs posted a 5.0% increase in sales, with a share of around 12% of total pharmacy sales.

In industrialised countries, the trend towards specialty pharmaceutical drugs continued. According to IQVIA estimates, these drugs will account for 50% of total drug spending by 2023. This means that they will have almost doubled within the last ten years (2013: 29%).

In Europe, spending on pharmaceuticals reached a value of around €208.2 billion in 2023, according to IQVIA. This means that it has increased by around 49% in the last six years (2017: €139.4 billion). The main growth drivers were new and existing brands, as well as generics including biosimilars.

Business performance

With a consolidated revenue of approx. €1.88 billion, EBITDA before special items (EBITDA pre) of €79.0 million and a consolidated net profit of €12.5 million, Medios once again performed well in the 2024 financial year despite macroeconomic and regulatory challenges.

The number of partner pharmacies rose to approx. 940 in the reporting year and cooperation with existing partner pharmacies was significantly expanded. The product range, particularly in the pharmaceutical supply business area, was expanded.

Medios focus continues to on six indication areas, in particular oncology, neurology, haemophilia and ophthalmology. In addition, the neonatology indication area is being further developed by expanding the manufacturing portfolio. The proportion of non-oncological compounding was further increased in the reporting year, thus further driving forward diversification in the patient-specific therapies division. A particular focus here was on increasing compounding in the ophthalmology area.

In June 2024, the Group expanded its presence in other European markets and strengthened its position in the Specialty Pharma market by acquiring Ceban. This acquisition was a significant step towards establishing a European Specialty Pharma platform. In total, the group now has more than ten GMP-compliant sites in Europe, including eight GMP laboratories, 24 of its own pharmacies and a network of around 4,240 partner pharmacies.

Group revenue increased again and all operating segments recorded growth in terms of EBITDA pre. The International Business segment has made a significant contribution to the Group result achieved in the 2024 financial year since June. At €1,883 million, Group revenue increased by 5.5% compared to the previous year, while EBITDA pre rose to €79.0 million, a disproportionately high increase that led to a higher EBITDA pre margin of 4.2% (previous year: 3.4%). The Group's cash flow from operating activities also increased significantly.

As at **December 31, 2024**, the equity ratio remained at a high level of 54.6% (previous year: 78.8%). At the end of the reporting period, the Medios Group's liquidity amounted to €106.0 million, well above the previous year's level (€71.0 million). As of December 31, 2024, the company had an unused credit line of €25 million. In the 2024 financial year, the Medios Group employed an average of 843 people (2023: 512).

¹ The "industrialized countries" mentioned in this annual report refer to the "10 Developed Countries" as defined by IQVIA: the ten industrialized countries ("10 Developed Countries") are the ten largest high-income countries (USA, Japan, Germany, France, Italy, Spain, UK, Canada, Australia, South Korea). Source: IQVIA, Global Use of Medicines 2024, Outlook to 2028.

THE 2024 FINANCIAL YEAR WAS PARTICULARLY MARKED BY THE FOLLOWING EVENTS:

Annual general meeting resolves to expand the Supervisory Board to five members

At the Annual General Meeting on August 14, 2024, the shareholders of Medios approved all of the resolutions proposed by the Executive Board and Supervisory Board with two exceptions. In total, around 62% of the share capital with voting rights was represented. The Annual General Meeting was held in virtual form this year. In his speech, the Executive Board explained, among other things, the progress and further development of the adjusted growth strategy. In particular, this included the acquisition of Ceban Pharmaceuticals B.V. ("Ceban"), one of the leading service providers for pharmaceutical compounding in Europe.

Among other things, the shareholders approved an expansion of the Supervisory Board from four to five members. After Klaus J. Buß resigned from office, Mr. Florian Herger (business graduate and investment manager (principal) at Luxempart S.A.) and Mr. Jens Apermann (independent consultant and investor in the field of digital health and Executive Board member of Pleja AG) were newly elected to the Supervisory Board. Dr. Anke Nestler was re-elected.

Medios expands its "Advanced Therapies" division and appoints Dr. Andreas Schmiede as Vice President

Medios has strengthened its activities in the field of Advanced Therapies and appointed Dr. Andreas Schmiede as Vice President Advanced Therapies. The entry into the Advanced Therapies market is the next step in the implementation of the expanded growth strategy announced in November 2022 and reflects the ambition Medios Group's to make pharmaceutical innovations available to patients. In this way, Medios intends to exploit the enormous potential of state-of-the-art healthcare technologies in the field of Advanced Therapies and thus generate additional added value for society. At the same time, the company is increasing the degree of diversification of its business model and consolidating its leading position in the European Specialty Pharma market.

Acquisition of the dutch market leader for pharmaceutical compounding services Ceban Pharmaceuticals B.V.

Medios announced the acquisition of Ceban on March 18, 2024, which was successfully completed on June 6, 2024. Ceban is a fast-growing, leading pharmaceutical compounding platform with operations in the Netherlands,

Belgium and Spain. In 2023, Ceban generated revenues of €165 million and an adjusted EBITDA of approx. €29 million, corresponding to an adjusted EBITDA margin of 17.6%. The acquisition was an important step in Medios' growth strategy, which aims to build the leading European Specialty Pharma platform. Through the acquisition, Medios is well positioned to capitalize on the strong growth in home care, clinics and hospitals in the Netherlands and Belgium.

The purchase price paid for the transaction included a cash component of €235.3 million and 1.7 million new Medios shares. The newly issued shares are subject to a strict lock-up period ("hard lock-up") of 24 months.

The purchase price was financed by Medios from existing cash and a credit line. The 1.7 million new shares were issued from authorized capital in return for a non-cash contribution.

Contracts with members of the Executive Board

On February 1, 2024, the Supervisory Board of Medios AG resolved to extend the existing Executive Board contracts of Mi-Young Miehler (Chief Operating Officer/COO) and Christoph Prußeit (Chief Innovation Officer/CINO) ahead of schedule until January 31, 2026 and July 31, 2027 respectively. Mi-Young Miehler has been a member of the Executive Board since July 1, 2017 and is responsible for the Pharmaceutical Supply segment as well as for Marketing & Corporate Communications, Human Resources and Post Merger Integration. Christoph Prußeit has been a member of the Executive Board since January 1, 2019 and is responsible for the Patient-Specific Therapies segment. He is also responsible for IT, IT Security and Project Management as well as Digital Innovation, Public Affairs and Privacy.

The Supervisory Board of Medios AG has appointed Constantijn van Rietschoten as an additional member of the company's Executive Board with effect from May 1, 2024. In his new role as Chief International Markets, van Rietschoten, who has been Head of International Business Development at Medios since April 2023, will assume responsibility for the entire international business and its further development. He has been appointed as a member of the Executive Board until April 30, 2027.

The contract of CEO Matthias Gärtner was also extended early until January 31, 2027.

Successful reallocation of shares from company founder Manfred Schneider to Luxempart

Medios was informed on June 20, 2024 that Manfred Schneider had sold shares, corresponding to a total of 14.9% of Medios' share capital, to the Luxembourg-based and listed investment company Luxempart S.A. ("Luxempart") as part of a private placement. Schneider held some of the shares sold through his companies Tangaroa Management GmbH and Tangaroa GmbH & Co. KG. As founder and former CEO, Schneider has had a strong influence on Medios.

As a new anchor shareholder, Luxempart can very well support the internationalization that has just begun and the associated next growth phase of the Medios Group.

Reinclusion in the SDAX

Medios AG was reincluded in the Deutsche Börse SDAX selection index with effect from July 15, 2024. The reinclusion was part of an unscheduled change in the indices announced by Deutsche Börse on July 10, 2024.

Position of the Medios Group

EARNINGS POSITION OF THE MEDIOS GROUP (IFRS)

In the 2024 financial year, the Medios Group increased its revenue by €98.3 million or 5.5% to €1,883.0 million (previous year: €1,784.7 million), with €88.8 million of this increase being attributable to the Ceban Group, which has been included in the consolidated financial statements of Medios AG since June 1, 2024 and forms the independent segment International Business. The group's total revenue was thus slightly above the revenue forecast of €1.85 billion, which was last updated on December 12, 2024.

The Pharmaceutical Supply segment generated external revenues of €1,580.0 million in the 2024 financial year (previous year: €1,558.1 million), which corresponds to an increase of €21.8 million or 1.4% over the same period in the previous year. External revenues in the Patient-Specific Therapies segment decreased by €12.3 million or 5.5% to €213.6 million (previous year: €226.0 million), which is mainly due to a weaker first half of 2024 and a special effect from the sale of Kölsche Blister GmbH in June 2023, which caused a year-on-year decline in revenue of approx. €6.0 million. Furthermore, regulatory price adjustments in the areas of gastroenterology and oncology as well as higher performance-related expenses for the acquisition of compounding volumes had a negative impact on revenue in the reporting period compared to the previous year. In the

Services segment, external revenues of €0.6 million (previous year: €0.6 million) were generated. As in the previous year, revenues in the Pharmaceutical Supply, Patient-Specific Therapies and Services segments were generated almost entirely in the Federal Republic of Germany.

The group's gross profit totalled €154.6 million in the reporting period, compared to €112.0 million in the same period of the previous year, which corresponds to an increase of €42.5 million or 38.0% and a gross profit margin of 8.2% (previous year: 6.3%).

In the Pharmaceutical Supply segment, gross profit rose by €4.3 million to €65.9 million (previous year: €61.7 million), which corresponds to a significant increase of 6.9%. The gross profit margin of 3.8% was above the level of the previous year (3.6%). In the Patient-Specific Therapies segment, gross profit fell by €2.4 million or 4.9% to €47.2 million (previous year: €49.7 million) due to lower sales, with the sale of Kölsche Blister GmbH in the 2023 financial year accounting for €1.1 million of this decline. The gross profit margin increased by 1.3 percentage points year on year, from 19.4% to 20.7%, mainly due to positive business performance in the second half of the year and other operating income (€+0.4 million). The International Business segment has contributed to the group's net profit since June 2024 and generated gross profit of €40.4 million in this period, which corresponds to a gross profit margin of 45.5%.

The group's personnel costs rose by €15.5 million or 42.4% year on year to €52.1 million (previous year: €36.6 million), of which €16.1 million is attributable to the expansion of the consolidation group to include the companies and employees of Ceban. Expenses for Stock Option Programs decreased by €0.3 million from €2.0 million to €1.7 million.

The group's other operating expenses amounted to €39.5 million as of December 31, 2024, an increase of €16.4 million or 71.4% over the previous year (previous year: €23.0 million), with the International Business segment accounting for €13.5 million of this increase. Other operating expenses continued to rise, mainly due to increased legal and consulting fees, higher IT costs and marketing expenses. Legal and consulting fees rose by €2.6 million to €5.3 million (previous year: €2.6 million), which is primarily attributable to consulting fees in connection with the Ceban acquisition. In addition, IT costs increased year on year, mainly due to the introduction of an ERP system (€+2.6 million), as did marketing expenses (€+0.4 million).

The group's earnings before interest, tax, depreciation and amortization (EBITDA) increased by €10.5 million or 20.1% year on year and are reconciled with the group's earnings before interest, tax, depreciation and amortization adjusted for non-recurring effects (EBITDA pre) as follows:

in € thousand	2024	2023
EBITDA	62,953	52,411
Expenses from Stock Option Programs	1,675	1,953
Other M&A expenses (includes consulting costs and special effects from the PPA)	5,528	970
Performance-related payments for the acquisition of compounding volumes	6,171	5,180
ERP costs implementation	2,668	0
EBITDA pre¹	78,995	60,514

1 adjusted for special effects

The Medios Group's EBITDA pre increased by €18.5 million or 30.5% year-on-year to €79.0 million, which was slightly below the updated forecast for the 2024 financial year published on December 12, 2024 of €80 million. The group's EBITDA pre margin increased significantly from 3.4% to 4.2% in the 2024 financial year.

The operating segment Pharmaceutical Supply contributed EBITDA pre of €50.0 million to Group EBITDA pre and achieved an increase in earnings of €3.3 million or 7.1% compared to the previous year (previous year: €46.7 million). This development was mainly due to the increase in gross profit in the 2024 financial year. Adjusted for special items, EBITDA pre of the Patient-Specific Therapies operating segment increased by €1.4 million or 6.6% to €23.3 million (previous year: €21.8 million), which is mainly due to a decrease in personal expenses (€–2.6 million) and lower consulting costs (€–0.4 million). The International Business segment contributed to this increase with an EBITDA pre of €16.3 million. EBITDA pre of the internal Services business unit decreased to €–10.5 million compared to €–8.0 million in the same period of the previous year and is due, on the one hand, to the increase in personnel costs resulting from the expansion of the Executive Board and the development of expertise in the area of Advanced Therapies. In addition, other operating expenses have increased due to expenses for the integration of the Ceban Group.

Depreciation and amortisation within the Medios Group increased by €10.2 million to €31.3 million in the 2024 financial year (previous year: €21.0 million), with Ceban accounting for €10.2 million of this.

The Medios Group's financial result decreased by €7.8 million to €–9.8 million in the 2024 financial year (previous year: €–2.0 million). The change is mainly due to accrued interest and arrangement costs for the bridge and follow-up financing of the Ceban acquisition.

The group's tax expense in the 2024 financial year amounts to €9.3 million (previous year: €10.6 million). The group's tax rate is therefore 42.6% (previous year: 36.0%). The percentage increase is mainly due to non-tax-deductible financing costs.

The group's net profit for the 2024 financial year is €12.5 million, compared to €18.8 million in the previous year.

FINANCIAL POSITION OF THE MEDIOS GROUP (IFRS)

In the 2024 financial year, the Medios Group was always able to meet all its financial obligations. In December 2024, the Medios Group concluded a new syndicated financing of €225 million, which replaced the previous syndicated credit line of €75 million and the short-term bridge financing of €200 million that was taken out during the year for the acquisition of Ceban. The new syndicated financing consists of two facilities. The term loan facility comprises an amount of €125 million with fixed interest and repayment dates over a term of five years. Repayments are due evenly at the end of each quarter. The first scheduled repayment of €6.25 million will be made at the end of March 2025. The second facility corresponds to a revolving credit facility totalling €100 million, which can be drawn down, extended or flexibly repaid on a monthly revolving basis. The line is available to the group for a period of five years. As of the reporting date, there were unused credit lines of €25 million from the revolving credit facility.

As of December 31, 2024, cash and cash equivalents amounted to €106.0 million (previous year: €71.0 million) and consisted mainly of unrestricted bank balances. The change in cash and cash equivalents compared to the previous year can be attributed to the following significant cash flows:

Cash flow from operating activities amounted to €73.7 million in the 2024 financial year (previous year: €16.4 million) and increased compared to the 2023 financial year due to a higher operating result (€+10.5 million) and a reduction in net working capital (€-46.2 million), as well as higher trade payables and lower tax payments (€-6.0 million) due to reporting date factors.

Cash flow from investment activities totalled €-222.3 million in the 2024 financial year (previous year: €-16.6 million) and resulted primarily from payments of €224.0 million for the acquisition of Ceban and the repayment of existing loan liabilities, less the cash and cash equivalents of €6.2 million taken over as part of this acquisition. Furthermore, investments in intangible assets totalling €1.6 million and investments in tangible assets totalling €4.7 million were made in the financial year.

Net cash inflow from financing activities totalled €183.8 million in the period under review (previous year: net cash outflow of €-8.0 million) and resulted from the bridge financing of €200.0 million used to finance the acquisition of the Ceban Group in the first half of 2024. In December 2024, the Group refinanced the existing bridge financing with a long-term loan of €125.0 million and a revolving five-year credit line of €75.0 million. The net cash inflow from financing activities was reduced by interest payments totalling €10.0 million, rental payments totalling €4.3 million and the repayment of an operating loan of €1.1 million.

ASSET POSITION OF THE MEDIOS GROUP (IFRS)

The Group's balance sheet total as of December 31, 2024 increased by €339.6 million to €934.3 million (December 31, 2023: €594.8 million), mainly due to the acquisition of the Ceban Group.

As of December 31, 2024, intangible assets will have increased by a total of €222.1 million compared to December 31, 2023. The goodwill of €157.4 million resulting from the acquisition of Ceban and the acquired customer bases of €82.4 million are largely responsible for this increase. Scheduled depreciation and amortisation of customer bases and other intangible assets had the opposite effect, totalling €21.2 million, of which €6.2 million is attributable to Ceban.

Property, plant and equipment and capitalised rights of use from leases increased by €39.7 million compared to December 31, 2023, which is also mainly due to the acquisition of Ceban in the first half of 2024.

Current assets increased by €76.6 million to €345.8 million (December 31, 2023: €269.2 million). As of the balance sheet date, this is due to a significant increase in inventories of €33.1 million to €92.4 million (of which €17.6 million is attributable to Ceban), as well as an increase in cash and cash equivalents of €35.0 million to €106.0 million (of which €17.5 million is attributable to Ceban). Furthermore, tax receivables increased by €7.3 million (of which €6.3 million is attributable to Ceban). The planned disposal of Apotheek Groot Driene, Clindia Benelux B.V. and a commercial property resulted in assets held for sale of €2.5 million and liabilities of €1.7 million.

Equity amounted to €510.2 million as of December 31, 2024, an increase of €41.4 million compared to the end of 2023 (December 31, 2023: €468.8 million). This increase resulted from the current earnings in 2024 and the capital increase against contributions in kind to acquire Ceban. As part of the capital increase against contributions in kind, the subscribed capital was increased by €1.7 million and the determined premium of €25.5 million was transferred to the capital reserve. The equity ratio fell to 54.6% as of the reporting date of December 31, 2024 (December 31, 2023: 78.8%). The decline is due to the sharp increase in non-current liabilities by €210.4 million to €253.1 million and in current liabilities by €87.9 million to €171.1 million as of the balance sheet date of December 31, 2024.

The increase in non-current liabilities results, on the one hand, from the utilisation of two tranches from the syndicated loan agreement concluded in November for the medium- to long-term acquisition of the Ceban Group in the amount of €200 million. On the other hand, deferred tax liabilities increased by €16.6 million to €40.8 million (December 31, 2023: €24.2 million) and non-current leasing liabilities by €17.6 million to €32.2 million (December 31, 2023: €14.7 million) due to the acquisition of Ceban.

Current liabilities increased due to a reporting-date-related increase in trade payables of €35.9 million (of which €15.3 million is attributable to Ceban) to €88.7 million (December 31, 2023: €52.8 million) and due to the short-term portion of the syndicated financing of €24.8 million (December 31, 2023: 0). Furthermore, other liabilities increased by €6.3 million (of which €9.0 million is attributable to Ceban) to €18.0 million and income tax liabilities by €14.2 million (of which €6.1 million is attributable to Ceban) to €27.6 million.

OVERALL STATEMENT OF THE EXECUTIVE BOARD ON THE GROUP'S NET ASSETS, FINANCIAL POSITION AND RESULTS OF OPERATIONS

Medios AG continued its positive growth course in 2024. The group generated revenues of €1.88 billion, an increase of 5.5% compared to the previous year. Earnings before interest, taxes, depreciation and amortisation pre also developed solidly and reached €79.0 million. In the original forecast for 2024, the Executive Board assumed revenues of between €1.9 billion and €2.1 billion and EBITDA pre of between €82 million and €91 million. In December 2024, the forecast for revenues was specified as €1.85 billion and for EBITDA pre as €80 million. Consolidated revenue were thus slightly above the updated guidance for 2024 issued on December 12 of €1.85 billion. EBITDA pre was only slightly below the latest guidance of €80 million. The main reason for this adjustment was the one-month delay in the consolidation of the Ceban Group compared to original expectations, due to a later approval of the transaction by the responsible health authority. With the successful acquisition of the Ceban Group, Medios AG continues its successful growth course. The long-term outlook remains positive.

EARNINGS POSITION OF MEDIOS AG (HGB)

In the 2024 financial year, Medios AG generated revenues of €10.9 million (previous year: €9.5 million); the revenues resulted primarily from allocations for services provided within the Medios Group. In 2024, the annual surplus amounted to €15.0 million (previous year: €16.1 million), which corresponds to a decline of €1.1 million compared to the same period of the previous year.

The €1.4 million increase in revenues resulted primarily from a growth-related expansion of services for companies within the group. Other operating income of €3.8 million (previous year: €1.5 million) mainly includes income of €2.2 million from a one-time cost transfer.

Personal expenses increased by €2.0 million to €12.4 million (previous year: €10.4 million). This was due to the expansion of the Executive Board and increased Executive Board salaries, primarily due to the increased bonus payments, the development of expertise in the area of Advanced Therapies and the further expansion of central functions. The total number of employees at Medios AG rose to 97 as of December 31, 2023 (previous year: 93).

At €17.3 million in total, other operating expenses were significantly higher than in the previous year (previous year: €10.2 million) and mainly include expenses for legal and consulting fees in connection with the Ceban transaction in the amount of €7.6 million (previous year: €3.1 million) €7.6 million (previous year: €3.1 million), rental costs of

€2.3 million (previous year: €2.2 million) and licence costs of €2.0 million (previous year: €1.0 million).

Income from profit and loss transfer agreements increased by €7.5 million to €53.7 million compared to the previous year (previous year: €46.2 million), in particular due to the increased annual result of Cranach Pharma GmbH and Medios Pharma GmbH.

As in the previous year, scheduled depreciation and amortisation of €1.2 million (previous year: €1.3 million) was mainly taken into account in property, plant and equipment. In addition, a value adjustment of €7.2 million was made to the investment value of bbw GmbH as at the balance sheet date. In the 2023 financial year, bbw was integrated into the Pharmaceutical Supply segment of the Medios Group. From a segment and group perspective, there was no need for impairment.

The financial result increased by €0.1 million year-on-year to €0.4 million (previous year: €0.3 million). This mainly includes interest income of €11.3 million (previous year: €2.3 million) from loans issued within the group and from receivables from cash pooling agreements, as well as interest expenses of €11.0 million (previous year: €2.0 million) for external loans.

EBT amounted to €30.6 million (previous year: €26.8 million) and net profit for the year totalled €15.1 million (previous year: €16.1 million). Tax expenses in 2024 amounted to €15.5 million (previous year: €10.7 million).

FINANCIAL POSITION OF MEDIOS AG (HGB)

Medios AG was always able to meet all of its financial obligations in the 2024 financial year. In December 2024, it concluded a new syndicated financing agreement in the amount of €225 million, which replaced the previous syndicated credit line of €75 million and the short-term bridge financing of €200 million that was taken out during the year for the acquisition of Ceban. The new syndicated financing consists of two facilities. The term loan facility comprises an amount of €125 million with fixed interest and repayment dates over a term of five years. Repayments are due evenly at the end of each quarter. The first scheduled repayment in the amount of €6.25 million will be made at the end of March 2025. The term loan facility was taken out by Medios International B.V. The second facility corresponds to a revolving credit facility totalling €100 million, which can be drawn down, extended or flexibly repaid on a monthly revolving basis. The line is available to Medios AG for a period of 5 years. As of the reporting date, there were unused credit lines of €25 million from the revolving credit facility.

As of December 31, 2024, cash and cash equivalents amounted to €81.4 million (previous year: €48.6 million) and mainly consisted of bank balances. The change in cash and cash equivalents is mainly due to the following cash inflows and outflows:

Operating cash flow from ordinary business activities amounted to 28.4 and mainly includes payments from profit transfers by the respective subsidiaries in the 2023 financial year. The cash income tax payments included in this amount to €3.1 million in the financial year (previous year: €3.7 million).

The issue of intercompany loans resulted in a cash outflow totalling €111.1 million in the financial year. As part of the acquisition of Ceban, Medios AG had granted two intercompany loans to companies in the Ceban Group, which still had a nominal value of €111.1 million in total as at the reporting date and led to a cash outflow. In contrast, intercompany loans in the amount of €6.1 million were repaid to Medios AG, leading to a cash inflow. Interest income from investing activities amounted to €7.3 million.

A cash inflow of €75 million resulted from the assumption of external loan liabilities in the financial year. Furthermore, the cash pool balance increased by €37.6 million to €64.8 million (previous year: €27.2 million). Interest payments totalling €11.0 million were made during the reporting period.

ASSET POSITION OF MEDIOS AG (HGB)

As of the 2024 balance sheet date, Medios AG's fixed assets amounted to €536.4 million (previous year: €412.7 million) and mainly include shares in affiliated companies in the amount of €365.5 million (previous year: €347.7 million) and long-term loans to affiliated companies in the amount of €165.3 million (€60.2 million). The shares in affiliated companies increased by €27.2 million in the 2024 financial year due to the direct acquisition of shares in the Ceban Group. By contrast, the shares in affiliated companies decreased by €7.2 million due to the impairment loss recognised on the investment in bbw GmbH. Loans to affiliated companies increased in particular as a result of loans granted to Ceban companies totalling €111.1 million. In contrast, intra-group loans totalling €6.1 million were repaid to Medios AG.

As at December 31, 2024, the current assets of Medios AG amounted to €164.3 million (previous year: €101.8 million) and mainly consisted of credit balances at banks in the amount of €81.4 million (previous year: €48.6 million) and receivables from affiliated companies €79.0 million (previous year: €50.7 million).

As of December 31, 2024, Medios AG's equity amounted to €513.0 million (previous year: €470.7 million). The equity ratio was 73.2% (previous year: 91.3%).

Provisions of Medios AG amounted to €22.5 million (previous year: €13.7 million) and, as in the previous year, mainly included tax provisions. Tax provisions of €19.2 million (previous year: €11.2 million) increased as a result of the development of earnings in 2024.

As of December 31, 2024, Medios AG's liabilities amounted to €160.7 million (previous year: €31.2 million) and mainly include short-term liabilities to affiliated companies amounting to €83.6 million (previous year: €29.2 million) from the cash pool and liabilities to banks in the amount of €75.2 million (previous year: €0).

OVERALL STATEMENT OF THE EXECUTIVE BOARD ON THE NET ASSETS, FINANCIAL POSITION AND RESULTS OF OPERATIONS OF MEDIOS AG (HGB)

The Executive Board of Medios AG assesses the business performance and economic situation as positive overall in light of the political and economic developments in 2024, as in the Group.

RISK, OPPORTUNITIES AND FORECAST REPORT

The Medios Group is exposed to a variety of risks that are associated with the business activities of Medios AG and its subsidiaries or arise from external influences. The company defines risk as the danger that events, developments or actions will prevent the Group or one of its segments from achieving its objectives. This includes monetary and non-monetary risks.

Risk management is an integral part of our corporate management. We understand an opportunity as a positive deviation from a planned or target value of possible future developments and a risk as a negative deviation.

Risk management system

The Medios Group has a risk management system (RMS) that serves to identify, inventory and manage risks. The Medios Group strives to continuously develop its risk management system. The objectives of the risk management system are risk transparency, which also includes early risk identification, support for risk-based (management) decisions and compliance with legal regulations.

The Executive Board is responsible for the development of the corporate strategy and the derivation of corresponding corporate goals and, in coordination with the Supervisory Board, ensures their implementation as part of corporate planning and management. The Executive Board of Medios AG regularly reviews the strategic orientation and the growth opportunities defined therein. This is done on an ongoing basis as part of the planning and management process, in which current company development is compared with corporate planning. The strategic direction is also reviewed in regular strategy meetings. The management members of the operating segments and the managing directors of the operating companies are involved in this process. In this way, it is recognized promptly whether market and competitive developments or internal Group events require a reassessment of individual risk and opportunity areas. As part of the planning process, risks and opportunities are recorded with an observation horizon of up to three years.

EARLY RISK DETECTION SYSTEM

In addition to this system, the Executive Board has established an early risk detection system to ensure the early identification and prevention of risks that could jeopardize

the company's continued existence. The operating business units of the respective segments are responsible for the continuous identification, assessment, management and communication of risks.

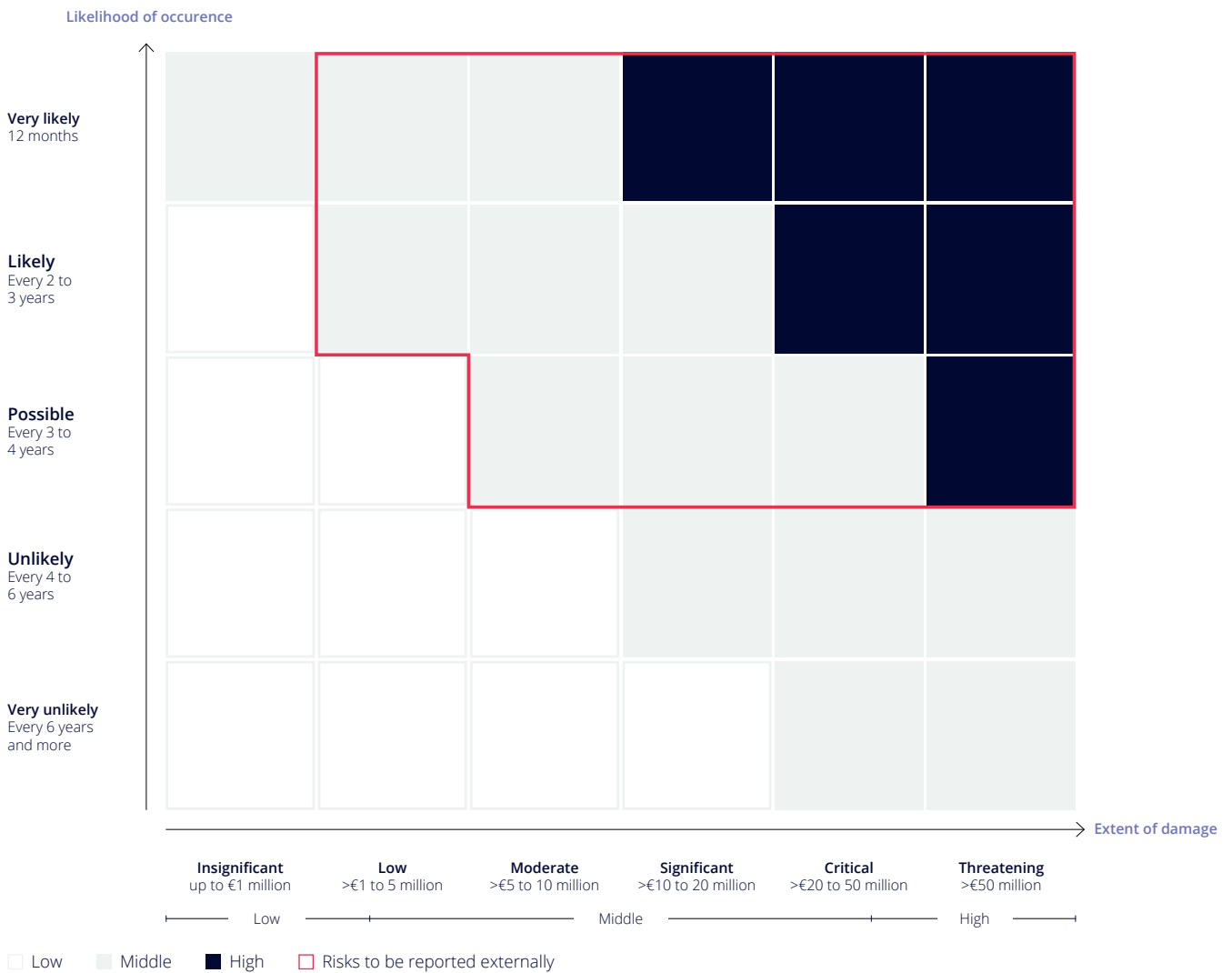
Information on the segments is passed on to Group Risk Management in a structured form every six months for reporting to the Executive Board. However, any significant risks that arise unexpectedly must be reported immediately. At monthly reporting meetings, the respective segment managers decide together with the Executive Board on appropriate measures to manage risks. The Executive Board informs the Supervisory Board about the business performance of the segments on a monthly basis. The Executive Board also submits a risk report to the Supervisory Board every six months.

Risks are recorded in accordance with the following matrix based on the probability of occurrence and the possible extent with an impact on the Medios Group. The assessment is made on a net basis, i.e. taking into account established risk management measures that have a mitigating effect on the possible extent of damage and/or the probability of occurrence of the risk. In the assessment of materiality in the overall risk portfolio, risks are classified as high, medium or low.

The extent of damage is assessed quantitatively and/or qualitatively. The quantitative assessment reflects a possible negative impact on cash flow. A qualitative assessment of the damage is carried out using criteria such as strategic impact, the influence on our reputation or the potential loss of trust among stakeholder groups. The expected value is calculated by multiplying the probability of occurrence by the possible extent. The higher rating – qualitative or quantitative – determines the overall assessment. The probability of occurrence is determined on the basis of a maximum period of six years.

The Group's risks are classified as high, medium or low and are based on the extent of damage caused by financial and non-financial risks, taking into account the established risk management measures (net risk). Unless otherwise indicated, the assessment and reporting of the level of risk is considered in relation to EBITDA pre. The scope of consolidation for risk management generally corresponds to the scope of consolidation of the consolidated financial statements. The reporting of risks in this report generally relates to one year.

Risk Assessment Matrix



Internal control system

GENERAL INTERNAL CONTROL SYSTEM (UNAUDITED)

The Medios Group's internal control system is embedded in the risk management system and, in addition to the accounting-related internal control system, also includes controls for other business processes. Guidelines, standard operating procedures (SOPs) and controls are in place to ensure the quality of production processes in the compounding of drugs and to guarantee drug safety.

Medios AG has also implemented a Group-wide compliance management system with the aim of promoting compliant behavior within the company. Further information on the Medios Group's compliance management system can be found in the section Non-financial Group statement.

INTERNAL CONTROL SYSTEM IN RELATION TO THE (GROUP) ACCOUNTING PROCESS (REPORT IN ACCORDANCE WITH SECTIONS 289 PARA. 4, 315 PARA. 4 HGB)

The aim of our internal control system is to ensure proper and effective accounting and (Group) financial reporting in accordance with the relevant accounting principles. The control system comprises principles, procedural instructions, preventive and detective controls and is to be continuously developed. Binding standards such as manual reconciliation processes and the separation of functions are specified. The consistent documentation of these standards throughout the Group is to be implemented with the support of the external auditors, among others. The individual and consolidated financial statements were prepared centrally within Medios AG in the financial year. The foreign companies were integrated into the consolidated financial statement preparation process during the year and Group guidelines were implemented in order to ensure consistent and continuous application of accounting in a uniform financial statement preparation process. Accounting-related reporting and consolidation are carried out using IT systems that are appropriate to the size of the Group.

The accounting-related processes and controls of the German companies were also evaluated by an external auditor in the 2024 financial year and the Executive Board, Audit Committee and Supervisory Board were informed of potential control weaknesses and the controls in place. The material weaknesses were remedied in the meantime and in 2024.

OVERALL STATEMENT ON THE RISK MANAGEMENT SYSTEM AND THE INTERNAL CONTROL SYSTEM (UNAUDITED)

As at the reporting date, there were no indications in any material respects that the internal control and risk management system was inappropriate or ineffective as a whole.

Risk report

In principle, all financial and non-financial risks classified as high and medium and classified as at least significant in terms of the extent of damage are reported below as material risks to be reported, taking into account the established risk management measures (net risk). In accordance with the Medios Group's internal scoring model, these are located within the markings in the risk assessment matrix listed above. The individual risks in the "Risks to be reported externally" section of the risk assessment matrix are described below. The Medios Group is managed in segments, which is why risk reporting is segment-based. The risks of the segments in which significant risks have been identified are listed below. In principle, however, other segments may also be affected to a lesser extent. In the case of material risks reported by the Group's central divisions (Services segment), the Group is shown. The order in which the risks are presented does not imply any significance or ranking.

SECTOR-SPECIFIC AND REGULATORY RISKS (MEDIUM: PIT; LOW: AMV & INTERNATIONAL)

Due to its business activities in Germany and, more recently, in markets of the European Union, Medios Group is confronted with risks resulting from changes in the framework conditions in the international healthcare market. Significant risk factors include the financing of the respective healthcare systems, the structure of and changes to reimbursement systems and the development of new products and therapies. The pharmaceutical market throughout the EU is subject to a large number of legal and regulatory requirements. Changes to legislation in these markets can have a direct and immediate impact on the Medios Group's business.

The cost increases in the healthcare sector, triggered by demographic change and the increasing use of innovative and often cost-intensive treatment methods, are placing a considerable burden on the healthcare systems of the countries involved. In a potentially weakening economic development, exacerbated by global uncertainties such as the ongoing war in Ukraine, the financing problems of healthcare systems could increase further. As a result, national governments could take more legislative measures to reduce healthcare expenditure.

The Medios Group is dependent on health insurers reimbursing or at least partially covering the costs of treatment with drugs compounded and distributed by the Medios Group. Furthermore, the prices of the drugs traded are largely regulated both on the purchasing side and on the sales side. However, regulated prices and reimbursements for drugs are increasingly being reduced. In addition, the number of patients entitled to reimbursement of medical costs is being restricted or the coverage or reimbursement rate is being reduced. This may have an impact on achievable revenues and earnings in the future. Furthermore, the company cannot estimate what additional legal provisions or regulations will be enacted to reduce costs in the healthcare sector and what impact such changes would have on the revenue and earnings of Medios AG. Government regulatory measures such as reference prices, co-payment exemptions, discount limits and discount agreements between manufacturers and health insurance companies may restrict growth in the pharmaceutical market and have a direct impact on the revenue and earnings of the Medios Group.

BUSINESS-RELATED RISKS

The following were identified as significant business-related risks

a) Technical risks (medium: Group; low: international)

As a continuously growing Group, the information technology (IT) used and therefore IT security is becoming increasingly important. Risks exist here with regard to the three protection goals of confidentiality, integrity and availability and include, in particular, unauthorized access, modification and the removal of sensitive electronic company and customer data, as well as a lack of system availability as a result of disruptions and/or criminal acts (cyber attacks). Medios AG

counters the risk of unauthorized access, modification and theft of company and patient data with the use of IT security technologies, for example modern security systems for the detection of malware and malicious behaviour. Another focus is the continuous development of Group-wide security measures for the detection, defense and treatment of cyber threats. The technical measures are supplemented by awareness-raising measures for employees that create and raise awareness of information security.

The further development and Group-wide use of IT governance processes, in particular the further standardization of the risk management process for IT and information security, also help to identify weaknesses at an early stage and effectively reduce or avoid risks.

b) Personnel risks (medium: Group)

Qualified and committed employees are a crucial prerequisite for a company's success. Difficulties in recruiting, hiring and retaining (regionally) urgently needed specialists, including with regard to competition between employers and the further development of employees, can have a significant negative impact on the future development of the company. In addition, organizational changes may reduce employee engagement or increase staff turnover if they are not implemented transparently or do not bring the expected benefits.

Medios AG is endeavoring to drive forward appropriate measures for personnel recruitment and development in order to counteract these risks. In particular, this includes defining requirement criteria for key positions, increasing investment in employer branding measures and identifying and preparing junior managers.

RISKS FROM ACQUISITIONS AND AN INORGANIC GROWTH STRATEGY (HIGH: GROUP)

In addition to its organic growth strategy, the Medios Group continues to pursue an inorganic growth strategy. This exposes the Group to legal, tax, financial and operational risks from company acquisitions that could have a negative impact on the net assets, financial position and results of operations of the Medios Group. Risks have been reported that are not considered likely to occur, but would result in potentially significant (high) damage if they were to occur. The risks are explained below.

Acquisition risk

The Executive Board pursues growth through internationalization as one of the company's strategic directions. With the completion of the transaction and the acquisition of the Ceban Group on June 1, 2024, a specialized compounding platform was acquired in a strategically interesting European target market. There is a risk that as part of this acquisition material risks could be acquired the continued existence that could jeopardize or impair of Medios AG and only become apparent at a later date. This could have a significant impact on the Group's net assets, financial position and results of operations, particularly in view of the complexity and size of the acquired target and the investment volume involved.

Medios AG countered this risk with thorough due diligence reviews, particularly in the areas of commercial, regulatory, legal, IT, finance, tax and HR. To assess the appropriateness of the acquisition price, the Executive Board, with the support of consulting firms specializing in company valuation, regularly prepared assessments of the fairness of the transaction (fairness opinion), including for the Ceban Group. Medios AG also operates a centralized Mergers & Acquisitions department that reports directly to the Chairman of the Executive Board. In addition, external consultants with specialized knowledge are always involved in the purchase process. Acquisition projects are therefore thoroughly analyzed and reviewed before they are approved by the entire Executive Board. In addition, these acquisitions are subject to approval by the Supervisory Board, which is informed about the opportunities and risks of the acquisitions on the basis of the Executive Board's reports and the available due diligence reports and fairness opinions and decides on this basis.

Coordination with the management of the Ceban Group to date and the queries and evaluation of risks as part of risk reporting have not yet revealed any indications of material risks acquired that could have a significant impact on the Group's net assets, financial position and results of operations. Taking into account the measures taken and the findings to date, the probability of a high level of damage is therefore currently estimated to be low.

Integration risks in the context of PMI and loss of value

The structures of an acquired company must be integrated, legal and contractual issues resolved and logistical processes standardized. There is also the risk of losing key managers. Business operations and business relationships with customers and/or employees could also be affected as part of the integration process. Inadequate or insufficient integration as part of post-merger integration (PMI) can lead to the acquired company falling short of expectations and earnings expectations not being realized within the planned timeframe. This could also lead to losses in value due to necessary write-downs of the acquired assets and the acquired goodwill. Due to the size of the currently acquired Ceban Group and potential further targets in international target markets, a deviation of just 10% from the underlying EBITDA planning (acquisition planning) can already lead to an impairment (devaluation) of up to €30 million. As with the acquisition of the Ceban Group, this risk is generally mitigated by extensive commercial due diligence analyses and sensitivity scenarios as part of the assessment of the fairness of the purchase price.

To counter the integration risk, a central PMI team was set up within the Group to coordinate, monitor and manage the PMI project. Furthermore, a PMI Group manual was developed in 2023 to channel the experience of past acquisition and integration projects and standardize the process.

We determine the recoverability of the goodwill and other intangible assets with indefinite useful lives included in the consolidated balance sheet in annual impairment tests. With regard to the acquisition of the Ceban Group, an external specialist was commissioned to determine the carrying amounts of goodwill and other assets as at June 1, 2024. As at the balance sheet date, there were no new findings with regard to the valuations determined that would justify an impairment. At individual financial statement level, there is a risk of high investment book values and intercompany receivables. Medios counters this risk by actively managing and monitoring the affiliated companies.

The size of the company achieved, in particular through the acquisition of the Ceban Group, will require additional investment in structures to expand the management capability. Otherwise, there is a risk that poorly equipped integrations will result in significant efficiency losses and increased costs.

FINANCIAL RISKS

Credit risks (Medium: pharmaceutical supply, low: patient-specific therapies, International Business)

The recoverability of receivables and other financial assets of the Medios Group may be impaired if transaction partners fail to meet their payment or other settlement obligations. Due to its business activities and high transaction volume, the AMV segment in particular is exposed to the risk of payment default. The customer base is diverse and, particularly in the case of customers who are not liable with their private assets, the risk of default or a negative impact on earnings is classified as significant and cannot be completely ruled out. The management of credit risks from trade receivables is the responsibility of the managers of the operating companies, who regularly analyze the creditworthiness of customers. Credit limits should be set for all customers. Credit limits of more than €500 thousand must be assessed and approved centrally by the Executive Board (Chief Financial Officer and Divisional Board); if the credit limit exceeds €2,000 thousand, the full Executive Board must decide on the credit limit. Trade receivables are monitored regularly and the default risk of the receivables is assessed. Furthermore, the risk is countered by securing credit limits for key customers of the AMV segment with appropriate trade credit insurance where possible. In the current 2024 financial year, new specific valuation allowances on receivables amounting to €0.3 million have been recognized to date.

Liquidity risk (low: Group)

Liquidity risk is the potential inability of the Medios Group to meet existing or future payment obligations. This is constantly determined and managed centrally by the Group's finance department as part of daily and medium-term liquidity planning. According to Medios' planning, the expected financing requirements are largely covered by operating cash flow and the Medios Group's available cash and cash equivalents and, if necessary, by contractually agreed syndicated financing.

The financing of the inorganic growth strategy was secured through syndicated financing with a total volume of €225 million. This includes long-term financing of €125 million, which is to be repaid at fixed times over five years, as well as a revolving credit facility of €100 million, which at short notice and as required can be drawn down. The risk of not being able to repay the existing acquisition financing as contractually agreed is considered to be low.

Medios has sufficient free credit lines for unexpected financing requirements. There is also the possibility of securing alternative sources of financing (equity increases) at future Annual General Meetings.

In connection with the debt financing taken out for the acquisition of Ceban, there is also an interest rate risk. Interest rate developments cannot be predicted exactly. The risk of significantly rising interest rates is classified as low on the basis of the current inverted yield curve.

Debt (low: Group)

Among other things, the debt could impair the implementation of the business strategy or the ability to refinance financial liabilities. Should the credit rating of the Medios Group or Medios AG or the conditions on the relevant financial markets deteriorate significantly, this could also result in financing risks for the Group. The syndicated loan financing concluded contains covenants that oblige the Group to comply with certain key financial figures, particularly in relation to net debt.

We also assume that the Medios Group will be able to meet these key figures at all times in the 2025 financial year. Further high debt financing is currently only possible on the basis of increased EBITDA due to organic or inorganic growth or in combination with new equity injections.

OVERALL ASSESSMENT OF THE RISK POSITION

The Executive Board's overall assessment of the risk position shows that there are currently no risks that seriously jeopardize the existence of the company or are potentially identifiable. From the Executive Board's perspective, the Group's risk situation has not increased significantly compared to the end of the year and is considered to be limited and manageable, even taking into account the risks of the Ceban Group. In addition to regulatory risks, financial

risks and acquisition risks continue to represent the greatest uncertainty for the Medios Group. The Medios Group has focused on the Specialty Pharma segment and is therefore part of the pharmaceutical industry, which is relatively independent of economic cycles. Medios therefore continues to assess the economic risks as relatively low. Growing geopolitical risks such as the Russia-Ukraine war and the Middle East conflict have also had no significant impact on the Medios Group's business to date. Neither the Medios Group's procurement nor sales markets have been directly affected to date. Medios also considers itself to be well positioned for ESG-related requirements. Medios therefore assumes that the company will also be able to successfully meet future regulatory challenges. The strategic focus on continued international inorganic growth in the future may increase the acquisition and financial risks.

Opportunities report

Opportunity management, like risk management, is a central component of corporate management. The overall opportunity situation as at the balance sheet date remains good compared to the previous year. The acquisition of the NewCo Pharma Group and the takeover of bbw GmbH completed in January 2023, including the compounding volumes gained, have positioned Medios very well in its core market of Germany.

With the recent acquisition of Ceban, Medios has strategically expanded and internationalized its business. The acquisition not only provides access to new markets and additional manufacturing capacity, but also marks an important step in the company's European expansion.

In the coming years, Medios plans to continue to grow in line with its communicated growth strategy and to build the leading European Specialty Pharma platform. In addition to strengthening its core business in Germany, Medios also intends to expand further in other European countries. In addition, Medios plans to further diversify its business model by expanding its activities in the compounding of personalised medicine.

The Executive Board of Medios AG regularly reviews the Company's strategic orientation and the growth opportunities defined therein. This is done as part of the planning and control process, in which current corporate development is continuously compared with corporate planning. The management of the business units and the individual

managing directors of operating companies are involved in this process. This makes it possible to recognise at an early stage whether market and competitive developments or internal Group changes make it necessary to re-evaluate individual areas of opportunity.

The Specialty Pharma market continues to offer Medios high growth potential for all business areas. This is due in particular to the following opportunities:

Opportunities through market growth

The global pharmaceutical market continues to enjoy stable growth. As a key component of the overall market, the Specialty Pharma market focused on by Medios can also benefit from this. According to IQVIA, global spending on drugs will increase to the equivalent of €2,063 billion by 2028. The pharmaceutical market in industrialized countries is expected to grow by an average of 7.0% per year from 2023 to 2028. The total volume of pharmaceutical expenditure in industrialized countries would therefore increase to around €1,400 billion by 2028 and grow by around 41% compared to 2023 (€996 billion).

Specialty Pharma drugs are becoming increasingly important in industrialized countries. The share of Specialty Pharma drugs in total drug expenditure will rise to 55% by 2028. It is estimated that Specialty Pharma expenditure will rise to around €770 billion by 2028, an increase of around 55% compared to 2023 (around €498 billion). This would correspond to average annual growth of 9.1%. Expenditure in the Specialty Pharma sector is expected to reach approx. €543 billion in 2024.

The growth of the Specialty Pharma market is due in particular to drugs that are compounded and distributed on a patient-specific basis – for example by Medios. Most of these drugs are used in the therapeutic areas of oncology, autoimmunology, infectiology and neurology. Average annual growth of 14% to 17% is expected for oncology therapies alone in the period from 2024 to 2028.

Opportunities through long-term trends

Growth in the Specialty Pharma market is driven in particular by long-term trends. The focus here is on the development of new active ingredients, with an emphasis on rare, chronic or genetic diseases. In addition, the trend towards newer and more expensive drugs and therapeutic methods has been driving revenue growth for years.

Patient-specific drugs are another growth factor for the Specialty Pharma market. As advances in the field of genetics are enabling the increasing individualization of diagnoses and therapies, the chances of effective treatment are also increasing.

One long-term driver of the pharmaceutical market – and therefore also the Specialty Pharma market – is demographic change. According to the Organization for Economic Co-operation and Development (OECD), the proportion of people aged 65 and over in the EU will increase from 21% in 2023 to 29% in 2050. While life expectancy from the age of 65 is now more than 20 years, more than half of these years are characterized by chronic illnesses and health restrictions. Particularly affected are women, who, although they have a higher life expectancy than men, spend a large part of these additional years with health impairments. Healthcare systems must therefore be increasingly prepared to provide high quality chronic disease management to meet the needs of the ageing population. With its focus on Specialty Pharma, its broad positioning in the compounding of patient-specific therapies and in pharmaceutical supply, Medios is very well positioned to meet this demand.

Opportunities through positioning as a Specialty Pharma supplier

Medios established itself on the market as a Specialty Pharma provider at an early stage and has a nationwide distribution network of around built up 940 specialized partner pharmacies. As a pharmaceutical wholesaler and compounding company, Medios has a broadly diversified portfolio of indications, products and services. This puts the company in a position to cover all relevant parts of the supply chain in this area and to achieve above-average growth. Medios can also benefit from structural changes such as consolidation market and increasing competition.

The consolidation of the market will continue to accelerate due to the increasing pressure on margins in individual indication areas and the growing regulatory requirements for production facilities and manufacturing pharmacies in the field of individualized medicine. In order to meet these challenges, Medios has expanded its product portfolio in good time to include additional indication areas such as neurology, ophthalmology, infectiology and haemophilia. This will enable the company to continue manufacturing profitably in the future and thus continue to actively participate in market consolidation.

The introduction of new biosimilars – therapeutic alternatives that are comparable to the original preparations in terms of their efficacy and safety, but are usually cheaper – is further intensifying competition between the manufacturers of original and generic drugs. Within the Medios Group, this can have a particularly positive impact on the pharmaceutical supply business area. Biosimilars have been available in Europe since 2006 and have since become increasingly important for drug therapy: between 2013 and 2016, only ten biosimilars were approved. However, there has been a significant increase since 2017: 60 biosimilars received a new marketing authorisation between 2017 and 2023 alone. By August 2024, the total number of biosimilars authorised in the EU rose to 88. Further approvals are expected in 2025.

Medios has a clearly defined focus on Specialty Pharma drugs. These are mostly high-priced medications for chronic and/or rare diseases, which are usually very time-consuming and expensive to treat. Medios has identified a potential market of approx. 1,000 of the more than 100,000 pharmaceutical products available in Germany – just 1% of all products offered. Medios distributes these products to customers throughout Germany from a total of three central warehouses in Berlin, Hamburg and Mannheim. With the acquisition of Ceban, a further warehouse in the Netherlands was added in 2024. Since most therapies can be planned and/or concern chronic illnesses, Medios can anticipate demand very accurately. As a result, the company has a relatively low inventory and a manageable capital commitment, which distinguishes Medios from the structure of full-line wholesalers.

Opportunities through organic growth

Medios' growth strategy envisages both organic and inorganic growth. Organic growth can be accelerated primarily through expanded manufacturing capacities. In Berlin, Medios has set up new GMP-certified laboratories at an existing site and received the manufacturing licence for them in October 2022. This significantly expanded manufacturing capacities in the high-margin business with patient-specific therapies in Germany.

In addition, Medios has strengthened its presence with manufacturing laboratories, among other things, through acquisitions in the 2022, 2023 and 2024 financial years. This is intended to support sales activities in strategically relevant indication areas in the Patient-Specific Therapies segment, thereby opening up opportunities for further organic growth.

In addition, operational efficiency is to be increased in the future and profitability further improved.

Medios also wants to further establish the blistering of high-priced finished medicinal products and expand its partner network. In addition, the diversification of indication areas is to be advanced. Organic growth is also to be achieved by expanding the manufacturing business into other European countries and entering new business areas.

Opportunities through digitalization

In the medium and long term, the digitalization of the healthcare system in particular offers growth opportunities. Medios wants to actively shape this change and has already developed mediosconnect, a digital trading platform for individualised drugs that connects doctors, health insurance companies and specialised partner pharmacies. The aim of the platform is to simplify ordering and billing processes and thus make the healthcare system more economical. In the 2024 financial year, the roll-out of mediosconnect continued. 30 practices were added as users and the number of pharmacies was doubled. The number of orders placed via the platform increased by over 35%. The roll-out of the trading platform is set to continue in 2025.

Opportunities through inorganic growth

With its three operational business units, Patient-Specific Therapies, International Business and Pharmaceutical Supply, Medios is well positioned to continue to actively participate in the consolidation of the pharmaceutical market in Europe. The Medios Group has sufficient liquidity and only partially utilized credit lines to date. In addition, treasury shares could be used in a targeted manner and – if strategically appropriate – as an “acquisition currency”, for which authorized capital is already available if required. This gives Medios the opportunity to accelerate growth through further acquisitions.

Future acquisitions should enable Medios to exploit further growth opportunities and synergy effects.

Opportunities through internationalization and the establishment of a new business segment

The Executive Board is pursuing growth through internationalization as one of the company's strategic directions. This is to be achieved by continuing to acquire companies specializing in compounding in strategically interesting European target markets. As Medios is already very well positioned in Germany, Medios also intends to achieve a leading position in Europe. To this end, Medios plans to acquire production facilities in selected countries.

Priority will be given to growing markets with good margins and an attractive regulatory environment.

The acquisition of Ceban in 2024 was a key step in the internationalization of Medios. With this acquisition, Medios entered additional European markets and expanded its manufacturing capacities beyond Germany. At the same time, the integration of Ceban enables synergy effects to increase efficiency and profitability. The acquisition also contributes to the diversification of the business model and supports Medios in building a leading European Specialty Pharma platform.

Furthermore, the Medios Group plans to offer additional products and services and thus establish new business areas in order to further diversify its business model. For example, the Patient-Specific Therapies segment is to be expanded through the expansion of activities in the compounding of personalized medicine (including RNA, gene and cell therapies).

Opportunities through an attractive working environment

The above-average growth within the last few years – towards becoming a leading provider of Specialty Pharma Solutions in Europe – has contributed to Medios competent employees on the labor market gaining. By establishing a service structure and providing all subsidiaries with professional services in the areas of IT, human resources, accounting, facility management and marketing/sales, Medios has been able to professionalize the work processes within the company.

As an attractive and responsible employer, Medios wants to retain competent and committed employees in the company in the long term. To this end, Medios offers a modern and attractive working environment as well as various additional benefits.

OVERALL ASSESSMENT OF THE OPPORTUNITIES

The overall assessment of the opportunity positions shows that there are numerous opportunities that will enable the Medios Group to continue to exploit the high growth potential in the specialty pharma market and to continue to grow significantly. This will enable the company to increase group revenue again in the 2025 fiscal year. In the medium term, the business areas of patient-specific therapies and international business in particular are to be further expanded, thereby increasing the profitability of the Medios Group as a whole.

Forecast report

The forward-looking statements and information described below are based on the expectations and estimates of the company at the time the Group management report was prepared. They therefore involve a number of risks and uncertainties. Many factors, many of which are beyond the control of the Medios Group, affect the business activities of the Group and its results as well as the earnings performance of Medios AG.

Actual business development may deviate from Medios AG's forecasts due to the opportunities and risks described above, among other things. The development depends in particular on the regulatory and industry-related environment and can be negatively influenced by increasing uncertainties, such as a deterioration in the economic and regulatory framework conditions.

For the 2025 financial year, the Executive Board expects the Medios Group to continue to grow. Medios focuses on the area of Specialty Pharma and is the market leader in Germany in this area. In the Netherlands, the Medios Group is the market leader in the area of pharmaceutical compounding, in Belgium it is among the top 3 and in Spain among the top 5 market participants.

In its forecast, management has based its decision on the following market data: Specialty Pharma is a segment within the pharmaceutical market that, according to estimates by IQVIA and calculations by Medios, has already reached a volume of around €498 billion in industrialised countries in 2023 (IQVIA, The Global Use of Medicines 2024, Outlook to 2028). Specialty Pharma generally comprises high-priced drugs for chronic, complex or rare diseases, such as those distributed or processed by Medios.

The IMF expects the to grow by global economy 3.3% in 2025, while the IfW forecasts an increase of 3.1%. The IMF expects the German economy to grow by 0.3%, while the IfW anticipates stagnation.

The market situation described in the opportunities report will lead to further changes and consolidation in the pharmaceutical market as a whole. As a leading company in the Specialty Pharma market, Medios expects to be able to take advantage of this consolidation to gain further market share.

In the long term, further specialized pharmacies are to be acquired as partners. Specialist doctors and infusion centers are supplied the specialist partner pharmacies. Growth can also be generated within the existing partner network by acquiring additional physicians and infusion centres.

In the Pharmaceutical Supply segment, the total potential in Germany amounts to approx. 1,000 products – of which the Medios Group already covers a large proportion. As the trend towards individualized therapies is likely to continue in the future, the total potential for Specialty Pharma products will continue to increase.

The Medios Group currently focuses on the six indication areas of oncology, neurology, autoimmune diseases, ophthalmology, haemophilia and infectiology. As a result of the merger with Cranach Pharma, Medios is already the market leader in the haemophilia indication in Germany and is aiming for a leading position in the other indications in Germany. Medios therefore intends to expand its market position in 2024 through further organic and inorganic growth.

The pharmaceutical market in Europe is still in a consolidation phase. The pharmacy market will continue to consolidate as a result of a number of systematic and strategic changes, such as electronic prescriptions and online pharmacies on the one hand and increasing regulatory requirements and regulations on the other. The number of pharmacies has fallen sharply in recent years – as has the number of pharmacies that operate their own laboratories to compound their own individualized medicines. As a result of this development, the compounding of individualized medicine is increasingly being outsourced to external GMP laboratories such as those of the Medios Group. Medios will also continue to benefit from this trend.

Medios has established an internal administrative structure in order to cope with the strong growth of the last three years. This includes the Finance, Human Resources, IT and Facility Management departments. An in-house M&A department enables Medios to better manage inorganic growth in addition to organic growth.

The Russia-Ukraine war and the Middle East conflict have not had any significant impact on the Medios Group's business to date. As in, the risk assessment showed previous yearsthat neither procurement nor sales markets of the Medios Group

are directly affected. This assessment is based on the premise that both events will continue to have no lasting global economic impact and will have a rather moderate effect on the Medios Group's procurement and sales markets. In the event of a prolonged war with global repercussions, risks for the Medios Group's business cannot be ruled out.

The Medios Group expects revenue to increase to approx. €2 billion in the 2025 financial year. EBITDA pre is again expected to increase disproportionately to around €96 million. This corresponds to a further increase in the EBITDA pre margin to around 4.8%. The forecast is based on the assumption of organic growth in the mid-single-digit percentage range and takes into account the consolidation of the Ceban Group for a full 12 months. The forecast continues to be based on a number of assumptions about the future. Should key assumptions prove incorrect, an adjustment of the forecast cannot be ruled out. The extraordinary expenses adjusted in the EBITDA pre-forecast for 2025 include expenses for share options and for M&A as well as expenses for the introduction of an ERP system.

Medios AG (individual company) provides services for all Group companies. As a holding company, it is therefore economically dependent on the economic development of its subsidiaries, in which it participates via profit and loss transfer agreements. For the 2025 financial year, Medios AG expects income from investments in the amount of €49 million to 55 million.

Medios still intends to slightly reduce the employee turnover rate.

Risk reporting on the use of financial instruments

The aim of the Group's financial and risk management is to safeguard the company's success against financial risks of any kind. The company pursues a conservative risk policy when managing its financial positions. Derivative instruments are only used when necessary and in marketable and over-the-counter form to hedge underlying transactions and not for pharmaceutical supply or speculative purposes. Decisions on the use of derivative financial instruments are only made in close consultation with the Executive Board.

The company's financial instruments mainly include receivables, liabilities and bank balances. Due to its business activities, the Medios Group was not exposed to any significant interest rate or currency risks in the past financial year, which in particular also impaired the value of the capitalized assets and especially goodwill. The Group's business was conducted almost exclusively in euros and the business continued to be financed mainly by means of equity, cash flows generated from current business and the use of credit lines that could be repaid at short notice. As a result, there was no need to limit any risks by means of derivative financial instruments. The Group also continues to have a solvent customer base with good payment practices.

Report on branch offices

The company does not maintain branch offices.

Further components of the Group Management Report

The Group management report also contains the following components:

- **Corporate Governance Statement in accordance with Sections 289f, 315d HGB**, which is published on the company website <https://medios.group/en/> in the Investor Relations/Corporate Governance section (<https://investors.medios.group/en/corporate-governance>),
- **Reporting in accordance with Sections 289a and 315a HGB.**

Berlin, March 24, 2025

Matthias Gärtner

Chief Executive Officer (CEO)

Falk Neukirch

Chief Financial Officer (CFO)

Mi-Young Miehler

Executive Board (COO)

Christoph Prußeit

Executive Board (CINO)

Constantijn van Rietschoten

Executive Board (CIM)

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Consolidated statement of comprehensive income

in € thousand	Notes	2024	2023	Δ in %
Revenue	8	1,883,038	1,784,703	5.5
Change in stocks of finished goods and work in progress	9	-691	12	<-100
Other income	10	3,110	2,468	26.0
Cost of materials	11	1,730,884	1,675,136	3.3
Personnel expenses	12	52,140	36,600	42.5
Other expenses	13	39,479	23,035	71.4
Earnings before interest, tax, depreciation and amortization (EBITDA)		62,953	52,411	20.1
Depreciation and amortization	16, 17, 32	31,288	21,040	48.7
Operating profit/loss (EBIT)		31,665	31,371	0.9
Financial expenses		10,863	2,407	>100
Financial income		1,050	406	>100
Financial result	14	-9,813	-2,001	>100
Consolidated earnings before tax (EBT)		21,852	29,369	-25.6
Income tax	15	9,304	10,560	-11.9
Consolidated earnings after tax		12,548	18,810	-33.3
Total consolidated earnings				
Undiluted earnings per share (in €)	39	0.51	0.79	-35.8
Diluted earnings per share (in €)	39	0.51	0.79	-35.8

Consolidated balance sheet

Assets

in € thousand	Notes	12/31/2024	12/31/2023	Δ in %
Non-current assets		588,522	325,560	80.8
Intangible assets	16	509,893	287,800	77.2
Property, plant and equipment	17	41,283	21,686	90.4
Rights of use as lessee	32	35,488	15,427	>100
Financial assets	18	1,858	647	>100
Current assets		345,835	269,193	28.5
Inventories	19	92,448	59,325	55.8
Trade receivables	20	120,638	124,759	-3.3
Other assets	21	14,487	11,604	24.8
Income tax receivables	15	9,809	2,465	>100
Cash and cash equivalents	22	105,999	71,040	49.2
Non-current assets held for sale	23	2,454	0	n/a
Total assets		934,357	594,753	57.1

Liabilities

Equity	24			
Subscribed capital		25,506	23,806	7.1
Capital reserves	36	406,283	379,146	7.2
Accumulated consolidated net income		78,403	65,855	19.1
Attributable to shareholders in the parent company		510,192	468,807	8.8
Liabilities				
Non-current liabilities		253,097	42,715	>100
Financial liabilities	25	208,508	14,655	>100
Other accrued liabilities	26	3,797	3,848	-1.3
Deferred tax liabilities	15	40,792	24,212	68.5
Current liabilities		171,067	83,230	>100
Other provisions	26	1,757	965	82.1
Trade payables	27	88,831	52,839	68.5
Financial liabilities	25	32,883	2,794	>100
Income tax liabilities	15	27,677	13,367	>100
Other liabilities	28	17,978	11,615	54.8
Advance payments received	28	258	1,649	-84.4
Liabilities associated with disposal groups held for sale	23	1,682	0	n/a
Total liabilities		424,165	125,946	>100
Total assets		934,357	594,753	57.1

Consolidated statement of cash flows

in € thousand	Notes	2024	2023	Δ in %
Cash flow from operating activities				
Net income for the year		12,548	18,810	-33.3
Depreciation and amortization	16, 17	31,288	21,040	48.7
Decrease (-)/increase (+) in provisions	26	38	-365	<-100
Other non-cash expenses	12, 36	1,674	1,953	-14.3
Increase (-)/decrease (+) in inventories, trade receivables and other assets that cannot be allocated to investing or financing activities	19, 20, 21	5,468	-26,841	<-100
Increase (+)/decrease (-) in Liabilities from trade payables and other liabilities that are not Investment or financing activities	27, 28	13,759	5,677	>100
Financial result	14	9,813	2,001	>100
Income/losses from the disposal of assets	10, 13	160	-12	<-100
Income tax expense	15	9,304	10,560	-11.9
Income tax payments	15	-10,387	-16,417	-36.7
Net cash inflow from operating activities		73,663	16,406	>100
Cash flow from investing activities				
Payments for investments in intangible assets	16	-1,570	-55	>100
Proceeds from disposals of intangible assets	16	25	0	n/a
Payments for investments in tangible fixed assets	17	-4,738	-1,207	>100
Proceeds from disposals of tangible fixed assets	17	147	37	>100
Proceeds from disposals of non-current financial assets	10, 17	607	141	>100
Payments for investments in non-current financial assets	32	-11	0	n/a
Payments for additions to the scope of consolidation	7	-217,786	-16,776	>100
Proceeds from disposals from the scope of consolidation		0	887	-100.0
Interest received	14	1,050	406	>100
Net cash outflow from investing activities		-222,277	-16,567	>100
Cash flow from financing activities				
Payments for issuing costs for the capital increase	24	-103	0	n/a
Proceeds from financial liabilities	25	442,000	65,000	>100
Cash outflows from the repayment of financial liabilities	25	-243,798	-68,300	>100
Interest paid	14	-10,023	-2,266	>100
Repayments of lease liabilities	32	-4,278	-2,446	74.9
Net cash outflow from financing activities		183,798	-8,012	<-100
Net change in cash and cash equivalents	22	35,184	-8,173	<-100
Cash and cash equivalents at the beginning of the period	22	71,040	79,213	-10.3
Cash and cash equivalents at the end of the period		106,224	71,040	49.5

Consolidated statement of changes in equity

in € thousand	Notes	Subscribed capital	Capital reserve	Accumulated total consolidated earnings	Attributable to shareholders in the parent company	Equity
Status as of 01/01/2023		23,806	377,194	47,045	448,045	448,045
Net profit for 2023	24	0	0	18,810	18,810	18,810
Share-based payments	36	0	1,953	0	1,953	1,953
Capital increase		0	0	0	0	0
Transaction costs from capital increase		0	0	0	0	0
Status as of 12/31/2023		23,806	379,146	65,855	468,807	468,807
Status as of 01/01/2024		23,806	379,146	65,855	468,807	468,807
Net profit for 2024	24	0	0	12,548	12,548	12,548
Share-based payments	36	0	1,675	0	1,675	1,675
Capital increase		1,700	25,534	0	27,234	27,234
Transaction costs from capital increase		0	-72	0	-72	-72
Status as of 12/31/2024		25,506	406,283	78,403	510,192	510,192

Notes to the consolidated financial statements for the 2024 financial year

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Notes to the consolidated financial statements for the 2024 financial year

1. General information

Medios AG (hereinafter also referred to as the “company”, “Medios” or, in connection with its subsidiaries, the “Medios Group”) is a stock corporation under German law. The company's shares are listed on the regulated market of the Frankfurt Stock Exchange (Prime Standard). The shares are also admitted for over-the-counter trading on the stock exchanges in Düsseldorf and Stuttgart.

The company's registered office is in Berlin (HRB 246626, Berlin Charlottenburg Local Court). The business address is Heidestraße 9, 10557 Berlin, Germany.

The consolidated financial statements are presented in euros (€), the functional currency of the reporting company. Unless otherwise stated, the figures are shown in thousands of euros (€ thousand). Please note that the use of rounded amounts and percentages may result in differences within individual tables due to commercial rounding. This also applies to the totals and subtotals shown in the consolidated financial statements.

The consolidated statement of comprehensive income is prepared using the nature of expense method. The financial year of Medios AG and its subsidiaries included in the consolidated financial statements corresponds to the calendar year; a Group relationship has existed since August 31, 2016.

2. Business activity

Medios AG is one of the leading providers of Specialty Pharma Solutions in Europe. As a competence partner and expert, Medios covers all relevant aspects of the supply chain in this area: from pharmaceutical supply and the compounding of patient-specific therapies to blistering, i.e. the dispensing of individually dosed tablets. The focus is on optimal patient care via specialized pharmacies. As a GMP-certified manufacturer (GMP: Good Manufacturing Practice), Medios follows high international quality standards. The company is currently focusing on the six indication areas of oncology, neurology, autoimmunology, ophthalmology, infectiology and haemophilia.

Specialty Pharma drugs are generally high-priced drugs for rare and/or chronic diseases. Many of the newly developed therapies for such diseases are individualized. These include infusions, for example, which are formulated and produced on the basis of individual clinical pictures and parameters such as body weight and body surface area. The demand for these therapies is constantly increasing. Patient-specific treatment requires a great deal of expertise. Specialty Pharma will continue to have a major impact on the future of the healthcare system.

With the acquisition of the Ceban Group on June 6, 2024, the existing operating business areas (“operating segments”) Pharmaceutical Supply segment and Patient-Specific Therapies segment were expanded to include the new operating segment “International Business”. The Ceban Group is a leading pharmaceutical compounding platform with operations in the Netherlands, Belgium and Spain.

The other “Services” segment comprises the central functions and the digitalization area, including the digital platform mediosconnect.

The Patient-Specific Therapies segment comprises the compounding of medications on behalf of pharmacies. Patient-specific therapies include infusions, for example, which are formulated and compounded on the basis of individual clinical pictures and individual parameters such as body weight and body surface area.

The International Business division segment all activities in an international environment, from the procurement of APIs, the sterile and non-sterile compounding of drugs and the supply of public and hospital pharmacies, through to the homecare service with the care of patients at home.

3. Basis of preparation of the financial statements

The consolidated financial statements of Medios AG as of December 31, 2024 were prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and the additional requirements

of German commercial law pursuant to Section 315e Para. 1 of the German Commercial Code (HGB). This Medios AG as a reporting company was established in August 2016 through a reverse acquisition.

The company prepares the consolidated financial statements on the basis of the going concern assumption.

Reporting for the 2024 financial year is based on the mandatory accounting standards and gives a true and fair view of the net assets, financial position and results of operations of the Group. These consolidated financial statements were prepared and approved by the Executive Board of Medios AG on March 24, 2025. The value adjustment period ends on this date.

4. New, amended and applicable standards and interpretations

The following new or revised standards and interpretations were applied in the 2024 financial year:

	Standards/Interpretation	Mandatory effective date	Date of EU endorsement
IAS 7/IFRS 7	Amendments to IAS 7 and IFRS 7: Financing Arrangements for Suppliers	01/01/2024	05/15/2024
IAS 1	Amendments to IAS 1: Presentation of Financial Statements – Classification of Debt as short-term or long-term	01/01/2024	12/19/2023
IAS 1	Amendments to IAS 1: Classification of non-current liabilities with covenants	01/01/2024	12/19/2023
IFRS 16	Amendment to IFRS 16: Lease liabilities in sale and leaseback transactions	01/01/2024	11/20/2023

The application of the new accounting standards as of January 1, 2024 has no material impact on the consolidated financial statements of Medios.

Standards and interpretations already published but not yet applied:

	Standards/Interpretation	Mandatory effective date	Date of EU endorsement
IFRS 19	Subsidiaries without public accountability: Disclosures	01/01/2027	open
IFRS 18	Presentation and disclosures in the financial statements	01/01/2027	open
IFRS 1/IFRS 7/ IFRS 9/IFRS 10/ IAS 7	Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7: Annual improvements to IFRS Accounting Standards – Volume 11	01/01/2026	open
IFRS 9/ IFRS 7	Amendments to IFRS 9 and IFRS 7: Classification and measurement of financial instruments	01/01/2026	open
IAS 21	Amendments to IAS 21: Lack of interchangeability	01/01/2025	11/12/2024

The other new or amended IFRS to be applied for the first time after December 31, 2024 will also have, at most, an insignificant impact on the consolidated financial statements of Medios. For the standards not yet adopted by the EU, the date of first-time adoption provided for by the IASB is initially assumed to be the expected date of first-time adoption.

5. Summary of significant accounting and valuation principles

The most significant accounting policies applied in the consolidated financial statements are presented below. Further information on individual items in the consolidated statement of comprehensive income and the consolidated balance sheet as well as corresponding figures can be found in the following notes. The consolidated financial statements have been prepared in accordance with the going concern principle and applying the historical cost principle.

A) CONSOLIDATION PRINCIPLES

The financial statements of the companies included in the consolidated financial statements are prepared in accordance with uniform accounting and valuation principles. Business combinations are capitalized in accordance with IFRS 3 using the purchase method.

Capital consolidation is carried out by offsetting the carrying amounts of the investments against the proportionate, revalued equity of the subsidiaries at the time of acquisition. The assets and liabilities are recognized at their fair values.

All intragroup revenues, expenses and income as well as intragroup receivables and liabilities are offset against each other. In addition, other intragroup financial obligations and contingent liabilities are eliminated. Intercompany profits and losses from intragroup deliveries to fixed assets and inventories are also eliminated on consolidation. Deferred tax assets and liabilities are recognized for temporary differences resulting from consolidation procedures.

B) BUSINESS COMBINATIONS

In addition to Medios AG, all material companies over which Medios AG can exercise control are included in the consolidated financial statements in accordance with IFRS 10. Conversely, companies are deconsolidated if the possibility of control is lost. Control arises when there is power over the investee, there is a risk exposure or rights to variable returns and there is also the ability to use power over the investee in such a way as to affect the amount of the investee's returns. The individually identifiable assets and liabilities acquired as part of the business combination are capitalized at their fair values at the acquisition date.

If the fair value of the consideration transferred exceeds the revalued net assets of the acquired business, goodwill is to be recognized in the amount of the difference. In the opposite case, the resulting difference must be recognized immediately in profit or loss as an acquisition gain. Transaction costs are expensed immediately. Any goodwill arising is tested for impairment.

Put liabilities

If non-controlling interests in the acquired company remain after a business combination and the Group is obliged to acquire them in the future due to written put options/ forwards, the Group examines whether the significant opportunities and risks associated with ownership of these shares have already been transferred to the Group at the time of acquisition. In the event that the significant risks and rewards remain with the non-controlling shareholders, a probable purchase of these shares is anticipated when the risks and rewards of ownership of the shares in question are transferred ("anticipated acquisition method"). Therefore, no controlling interests are recognized. Instead, the expected purchase price for these shares is recognized as a financial liability. Subsequently, they are recognized at amortized cost. Changes in value are recognized in profit or loss.

C) SCOPE OF CONSOLIDATION

In addition to Medios AG, the consolidated financial statements as of December 31, 2024 include the following subsidiaries:

Share-holdings	Name of the company	Registered office of the company	
100%	Medios Pharma GmbH	Berlin	Germany
100%	Medios Manufaktur GmbH	Berlin	Germany
100%	Medios Digital GmbH	Berlin	Germany
100%	Medios Individual GmbH	Berlin	Germany
100%	Blisterzentrum Baden-Württemberg GmbH	Magstadt	Germany
100%	Cranach Pharma GmbH	Hamburg	Germany
100%	hvd medical GmbH	Friedrichsthal	Germany
100%	cas central compounding baden-württemberg GmbH	Magstadt	Germany
100%	Rhein Main Compounding GmbH	Aschaffenburg	Germany
100%	Rheinische Compounding GmbH	Bonn	Germany
100%	Onko Service Beteiligung GmbH	Osnabrück	Germany
100%	Onko Service GmbH & Co. KG	Osnabrück	Germany
100%	Fortuna Herstellung GmbH	Mannheim	Germany
100%	Medios International B.V.	Breda	Netherlands
100%	Ceban Automation Holding B.V.	Breda	Netherlands
100%	Ceban Automation B.V.	Breda	Netherlands

Share-holdings	Name of the company	Registered office of the company	
100%	Ceban Automation Maintenance B.V.	Breda	Netherlands
100%	Comsysco B.V.	Shimmers	Netherlands
100%	Ad Channel B.V.	Shimmers	Netherlands
100%	CEBAN Intermediate Holding B.V.	Breda	Netherlands
100%	Medsen Holding B.V.	Breda	Netherlands
100%	AIO Vastgoed B.V.	Breda	Netherlands
100%	Ceban Compounding B.V.	Breda	Netherlands
100%	Ceban Labs B.V.	Breda	Netherlands
100%	Ceban Homecare B.V.	Almere	Netherlands
100%	Ceban Ziekenhuis-farmacie B.V.	Oostrum	Netherlands
100%	Ceban Ziekenhuis-farmacie CW B.V.	Breda	Netherlands
100%	Hygeia Holding B.V.	Almere	Netherlands
100%	Clindia Benelux B.V.	Almere	Netherlands
100%	BiPharma B.V.	Almere	Netherlands
100%	BiPharma N.V.	Wilrijk	Belgium
100%	Magis Pharma Group B.V.	Antwerp	Belgium
100%	Magis-Pharma N.V.	Antwerp	Belgium
100%	Parchim N.V.	Contich	Belgium
100%	Methapharmaceutical Industrial SL	Barcelona	Spain
100%	Ceban Clinic Care Services B.V.	Breda	Netherlands
100%	Clinic Care Services B.V.	Haarlem	Netherlands
100%	Medsen Apotheek Veersche Poort B.V.	Middelburg	Netherlands
100%	Apotheek Bierhaalder B.V.	Baarn	Netherlands
100%	Apotheek Hardegarijp B.V.	Hardegarijp	Netherlands
100%	Apotheek OOG B.V.	Rotterdam	Netherlands
100%	Apotheek Groot Driene B.V.	Breda	Netherlands
100%	Apotheek Groenendaal B.V.	Heemstede	Netherlands
51%	Apotheek Groot Driene V.O.F.	Hengelo	Netherlands
100%	AIZO Holding B.V.	Breda	Netherlands
100%	Dorestede Holding B.V.	Breda	Netherlands
100%	Apotheek Dorestede De Horden B.V.	Breda	Netherlands
100%	Zorgapotheek Nederland B.V.	Breda	Netherlands

Share-holdings	Name of the company	Registered office of the company	
100%	Apotheek Vrolijk B.V.	's-Gravenhage	Netherlands
100%	Apotheek Vrederust B.V.	's-Gravenhage	Netherlands
100%	Apotheek Gennep B.V.	Gennep	Netherlands
100%	Apotheek Zonnestraal B.V.	Amsterdam	Netherlands
100%	Apothekersgroep Breda B.V.	Teteringen	Netherlands
100%	Apotheek Woltermann Breda B.V.	Breda	Netherlands
100%	Apotheek Brabantpark Heusdenhout B.V.	Teteringen	Netherlands
100%	Apotheek Teteringen Farma B.V.	Teteringen	Netherlands
100%	Apotheek Van den Bergh Breda B.V.	Breda	Netherlands
100%	Apotheek Doornbos Breda B.V.	Breda	Netherlands
100%	Bos & Lommer B.V.	Amsterdam	Netherlands
100%	Wesselerbrink B.V.	Breda	Netherlands
100%	Apotheek Nilling B.V.	Breda	Netherlands
100%	Apotheek Enschede Noord B.V.	Breda	Netherlands
100%	Apotheken Den Bosch B.V.	Breda	Netherlands
100%	Apotheek Mema B.V.	's-Hertogenbosch	Netherlands
100%	Apotheek Kooikersweg B.V.	Breda	Netherlands

As of the reporting date, the Group consisted of 66 companies (previous year: 16). In the 2024 financial year, NewCo Pharma GmbH was merged into Medios AG and Logopharma Pharmagroßhandel GmbH was merged into Medios Pharma GmbH. Furthermore, with the acquisition of the Ceban Group, which was successfully completed on June 6, 2024, Medios acquired a total of 50 new investments abroad, which form the new International Business segment. **Please refer to note 7** for information on the changes to the scope of consolidation in the financial year.

Exemption according to Section 264 Para. 3 HGB

The following fully consolidated German subsidiaries will make use of the exemption under Section 264 Para. 3 HGB for the 2024 financial year:

- Medios Pharma GmbH, Berlin
- Medios Manufaktur GmbH, Berlin
- Medios Digital GmbH, Berlin
- Medios Individual GmbH, Berlin
- Cranach Pharma GmbH, Hamburg
- hvd medical GmbH, Friedrichsthal
- cas central compounding baden-württemberg GmbH, Magstadt
- Rhein Main Compounding GmbH, Aschaffenburg
- Rheinische Compounding GmbH, Bonn
- Onko Service Beteiligungs GmbH, Osnabrück
- Onko Service GmbH & Co KG, Osnabrück
- Fortuna compounding GmbH, Mannheim
- Blisterzentrum Baden-Württemberg GmbH, Magstadt

D) PRINCIPLES OF REVENUE RECOGNITION AND REVENUE DISCLOSURE

Revenue includes all income from the transfer of goods and services to customers resulting from the Group's ordinary business activities. Income from the sale of property, plant and equipment or intangible assets does not constitute revenue. Medios recognizes gains or losses from such transactions as other operating income or other expenses.

Revenue is reported without value added tax. Revenue is generally recognized at the time when the products or goods (pharmacy products and medicines) are delivered or the services are rendered and control is transferred to the customer. This is generally the case when the customer takes possession of the products. Payments received for products and goods for which control has not yet been transferred to the customer are not recognized as revenue but as liabilities in the balance sheet. Revenue is reported net of revenue deductions. In addition, revenue is measured on the basis of the consideration specified in a contract with a customer.

The agreements with customers essentially provide for payment 30 days after receipt of the invoice, although this can also be deviated from in the event of corresponding market conditions.

Sales by the Medios Group occasionally result in refund claims from customers, known as “retaxes”. The term “retaxation” refers, among other things, to the refusal by health insurance companies to reimburse pharmacies for medicines that have already been dispensed to patients. The pharmacies pass on such retaxes to the Medios Group as the manufacturing company. When recognizing revenue, the Medios Group estimates the expected reimbursements to pharmacies using the expected value method.

The expected revenue is calculated as a probability-weighted amount for each order, taking into account the risk of retaxation derived from experience.

The estimated amount of the retax is not initially included in revenue. If the uncertainty of reimbursement from the health insurance funds no longer exists, the amounts are shown in revenue. A refund liability is recognized under other current liabilities for expected retaxes.

E) GOODWILL

Goodwill is recognized as an asset at the time of acquisition as part of a business combination. On initial recognition, goodwill is measured at cost, which is the excess of the consideration transferred over the revalued net assets of the acquired business. After initial recognition, goodwill is measured at cost less accumulated impairment losses. Newly arising goodwill is allocated to the cash-generating units (CGUs) that are expected to benefit from the business combination.

The goodwill reported results in the amount of €6,804 thousand from the business combination with Medios Manufaktur GmbH in the 2016 financial year and in the amount of €436 thousand from the business combination with Medios Individual GmbH in 2017. Further goodwill in the amount of €9,497 thousand resulted from the business combination of a manufacturing plant for non-cytostatic products in Medios Individual GmbH in 2018. This goodwill is allocated to the Patient-Specific Therapies reporting segment.

Cranach Pharma GmbH, which was consolidated for the first time in 2021, accounts for €103,829 thousand of the goodwill reported, which is allocated to the Pharmaceutical Supply reporting segment. The initial consolidation of the NewCo

Pharma Group resulted in goodwill of €72,017 thousand, of which €66,625 thousand was allocated to the Patient-Specific Therapies segment and €5,392 thousand to the Pharmaceutical Supply segment. Goodwill of €11,628 thousand was attributable to Blisterzentrum Baden-Württemberg GmbH (bbw), which was consolidated for the first time in the 2023 financial year. This is allocated in full to the Pharmaceutical Supply segment.

The acquisition of the Ceban Group, which has been included in the consolidated financial statements of Medios AG since June 1, 2024, resulted in goodwill of €157,229 thousand. The acquisition of Apotheke Zonnestraat B.V. by the Ceban Group at the end of the reporting year resulted in further goodwill of €172 thousand. This goodwill is allocated in full to the new International Business reporting segment.

The ratio of the relative fair values of the respective companies was used as the basis for the allocation. Goodwill of €83,362 thousand was allocated to the Patient-Specific Therapies segment as of the reporting date. The Pharmaceutical Supply segment accounts for €120,849 thousand and the newly established International Business segment for €157,401 thousand.

F) INTANGIBLE ASSETS WITH DETERMINABLE USEFUL LIVES

Internally generated intangible assets in the form of software and patents are capitalized in the Medios Group. These had a total residual carrying amount of €991 thousand as of December 31, 2024 (previous year: €329 thousand). Internally generated intangible assets are capitalized at the directly attributable expenses incurred during the development phase. These include, in particular, personnel costs and production-related overheads. Development expenses are only capitalized if the development costs can be reliably measured, the product or process is technically and commercially suitable, a future economic benefit is probable and the Group both intends and has sufficient resources to complete the development and use or sell the asset.

Other intangible assets are measured at cost less scheduled depreciation and amortization and impairment losses. Intangible assets are amortized on a straight-line basis over their estimated useful lives. The following amortization methods and useful lives are applied by the company:

Intangible assets	Depreciation and amortization method	Useful life
Software	Linear Depreciation and amortization	3 – 5 years
Customer relationships	Linear Depreciation and amortization	4 – 20 years
Other intangible assets acquired for consideration	Linear Depreciation and amortization	10 – 20 years

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if necessary. Depreciation and amortization of intangible assets are reported together with depreciation and amortization of property, plant and equipment under depreciation and amortization in the statement of comprehensive income.

G) PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are measured at cost less depreciation and amortization. Disposals are reported under both historical cost and accumulated depreciation and amortization. Current maintenance and repair costs are recognized immediately as expenses. Depreciation and amortization are recognized using the straight-line method over the estimated useful lives of the assets. Land is not depreciated. The following depreciation methods and useful lives are applied by the company:

property, plant and equipment	Depreciation and amortization method	Useful life
Buildings	Linear Depreciation and amortization	8 – 33 years
Technical equipment and machinery	Linear Depreciation and amortization	4 – 15 years
Furniture and office equipment	Linear Depreciation and amortization	3 – 15 years

H) GOVERNMENT GRANTS

Government grants are recognized if there is reasonable assurance that the grants will be received and the company will comply with the conditions attached to them. Investment grants or subsidies are offset directly against the cost of the subsidized assets and reduce the carrying amounts of the corresponding assets. An allowance is then recognized in the form of reduced depreciation and amortization over the

remaining useful life. The existing conditions have always been fulfilled by the company to date and are expected to continue to be fulfilled by the company. If the conditions are no longer met in the future, repayment obligations could arise that have not yet been recognized as liabilities.

I) RECOVERABILITY AND IMPAIRMENT OF ASSETS WITH INDEFINITE AND DEFINITE USEFUL LIVES

Goodwill is not subject to scheduled depreciation and amortization but is tested for impairment at the CGU level at least once a year – or during the year if there are indications of impairment. In order to determine any impairment of these assets, the recoverable amounts in the form of the CGUs' values in use are compared with their carrying amounts and fair values less costs to sell. The value in use of the CGUs is determined by applying a discounted cash flow method, taking into account the specific weighted average cost of capital (WACC).

Intangible assets with finite useful lives, property, plant and equipment and right-of-use assets from leases are tested for impairment if there are specific indications of impairment. Impairment is recognized in profit or loss if the recoverable amount of the asset is less than the carrying amount. The recoverable amount is generally determined individually for each asset. If this is not possible, it is determined based on a group of assets that generate largely independent cash flows. The CGU represents the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or other CGUs. The recoverable amount is the higher of fair value less costs to sell and value in use. Any impairment is recognized immediately in profit or loss. If the reason for an impairment loss recognized in previous years no longer applies, the impairment loss is reversed up to a maximum of the amortized cost.

J) INVENTORIES

Inventories are recognized at the lower of acquisition or production cost and net realizable value. In addition to directly attributable costs, production costs also include production and material overheads and pro rata production-related general administrative costs. Fixed overheads are taken into account on the basis of normal capacity utilization of the production facilities. Financing costs are not included in acquisition or production costs. Costs of unused production capacity (idle capacity costs) are recognized directly in the income statement. Write-downs on inventories are recognized if the acquisition or production costs exceed the expected net realizable value. The FIFO method is applied uniformly throughout the Medios Group.

K) PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognized if it is more likely than not that a present legal or constructive obligation to a third party has arisen as of the reporting date that is likely to lead to a future outflow of resources and the amount of which can be reliably estimated. Provisions are recognized at their expected settlement amount. Provisions based on a large number of similar events are capitalized at their expected value.

Contingencies that are not capitalized and disclosed in the notes are possible obligations or assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent liabilities are also current obligations that are not expected to result in a probable outflow of economic resources or whose amount cannot be reliably estimated.

L) INCOME TAXES (CURRENT AND DEFERRED TAXES)

Current income taxes are calculated based on the current result for the financial year as of the balance sheet date and the currently applicable tax regulations. Expected and paid additional tax expenses and tax income for previous years are also taken into account. The income tax expense represents the sum of the current (actual) tax expense and deferred taxes. The actual tax expense is calculated based on the taxable income for the year. The Group's liability for current tax expense is calculated based on the tax rates that apply or will soon apply on the reporting date. The amount of the expected tax liability or tax receivable reflects the amount that represents the best estimate, taking into account tax uncertainties, if any. Actual tax assets and liabilities are netted where possible.

Deferred taxes are recognized in accordance with the liability method. This means that, subject to an explicit prohibition on recognition, deferred taxes must be recognized for all temporary differences between the carrying amounts of assets and liabilities in the IFRS balance sheet and their tax base. This applies regardless of when the temporary differences reverse. Deferred tax assets and liabilities are measured using the tax rates (and tax regulations) that are expected to apply in the periods in which the temporary differences are expected to reverse. The regulations valid on the reporting date are used, unless these have already been changed for the future. Deferred tax assets are recognized on tax loss carryforwards if it is probable that they can be realized.

Deferred tax assets are reviewed at each balance sheet date and reduced to the extent that it is no longer probable that the related tax benefit will be realized; reversals are made if the probability of future taxable profits that can be used to utilize expenses from the reversal of temporary differences or losses improves.

Deferred tax assets that are not capitalized are reassessed at each reporting date and recognized to the extent that it is probable that future taxable profit will allow their realization.

Deferred tax assets and deferred tax liabilities are netted if certain conditions are met.

M) CALLABLE INSTRUMENTS

The Medios Group classifies non-controlling interests (NCI) in partnerships as financial liabilities and not as equity. This classification results from the fact that the option of these interests to terminate their involvement and the associated potential compensation claims represent a financial obligation for the Group (IAS 32.AG29A and IAS 32.BC68). This distinction reflects the risks and obligations that the partnership has to the holders of non-controlling interests, particularly regarding the potential liquidity impact of termination payments if these interests are terminated.

As a result, the claim to the periodic profit of the subsidiaries must be recognized as a liability and not as a share of equity. These changes are recognized in the income statement (financial result).

N) FINANCIAL INSTRUMENTS

Financial instruments are all contracts that give rise to a financial asset of one company and a financial liability or equity instrument of another company. Purchases or sales of financial assets are recognized or derecognized on the trade date. Financial instruments recognized as financial assets or financial liabilities are always reported separately. Furthermore, the Medios Group does not make use of the option to designate financial liabilities at fair value through profit or loss upon initial recognition (fair value option). Financial instruments are categorized based on the analysis of business model conditions and cash flow conditions provided for in IFRS 9, Financial Instruments.

The following categories were classified as relevant for the Medios Group:

- Financial assets/liabilities measured at amortized cost and
- Financial assets measured at fair value through profit or loss.

Financial assets and liabilities measured at amortized cost

Financial assets measured at amortized cost are held as part of a business model whose objective is to collect contractual cash flows ("hold" business model). The cash flows of these assets relate exclusively to principal and interest payments on the outstanding principal amount. The amortized cost of a financial asset or a financial liability is the amount:

- at which a financial asset or financial liability was measured on initial recognition, less any principal repayments, taking into account any risk provisions recognized, depreciation and amortization for impairment and uncollectibility of financial assets and plus or minus the cumulative distribution of any difference between the original amount and the amount repayable at maturity (premium, discount), which is distributed over the term of the financial asset or financial liability using the effective interest method.

The financial liabilities that are capitalized at amortized cost using the effective interest method are liabilities to banks, loans and other liabilities. Financial instruments are initially recognized at fair value, with the exception of trade receivables without a significant financing component. These are measured at their transaction price. Gains or losses from changes in the amortized cost are recognized in profit or loss. For reasons of materiality, current liabilities (residual term up to one year) are not discounted or compounded.

The "Financial assets and liabilities measured at amortized cost" in the Medios consolidated financial statements are as follows

- Trade receivables and trade payables,
- other receivables and financial assets and liabilities,
- non-controlling interests (NCI) in partnerships,
- financial liabilities and
- cash and cash equivalents.

Financial assets measured at fair value

Financial assets measured at fair value exist in the Medios Group exclusively for assets that are related to existing factoring agreements. The assets held for sale are classified as financial assets measured at fair value through profit or loss (FVtPL) due to the nature of the "sell" business model and changes in value are recognized in the income statement.

Value adjustments on financial instruments

Financial assets are subject to default risks, which are taken into account by recognizing a risk provision or, if losses have already been incurred, by recognizing an impairment loss. The following circumstances are taken into account when determining impairments based on expected credit losses as of the reporting date: The need for impairment is determined taking into account industry-specific probabilities of default. Only in the segment Pharmaceutical Supply individual cases were identified for which impairments were necessary. From the company's perspective, these are special cases that are not representative of the risk classification of the Medios AG's customer and receivables structure and represent individual cases in this form, both historically and systematically. Therefore, this does not result in a different assessment of the impairment due to expected credit losses.

O) LEASES

As lessee

A lease is an agreement that transfers the right to use an asset for an agreed period of time in exchange for consideration. The Medios Group has decided not to apply the provisions of IFRS 16 to leases with a total term of no more than twelve months (short-term leases) and to leases of low-value assets (value limit: €5 thousand). These leases are exempt from recognition in the balance sheet and their lease payments are recognized as expenses over the term of the lease. IFRS 16 is still not applied to leases of intangible assets.

Liabilities from leases

Liabilities from leases are recognized at the present value of the subsequent payments:

- fixed lease payments (including de facto fixed payments) less lease incentives to be received,
- variable lease payments that are linked to an index or interest rate,
- expected payments from residual value guarantees,
- exercise price of call options if the exercise was deemed sufficiently certain,
- lease payments in renewal periods if the exercise of renewal options has been assessed as reasonably certain, and
- contractual penalties for terminating the leases if the term of the lease takes into account that a termination option is exercised.

IFRS 16 requires the Medios Group to make discretionary decisions that affect the measurement of liabilities from leases and rights of use from leases. The discretionary decisions include:

- determining which contracts fall within the scope of IFRS 16,
- the identification of the contract term and
- the determination of the incremental borrowing rate.

By assessing whether an option is considered “reasonably certain”, the Medios Group determines whether and which future costs based on renewal and/or termination options are included in the leasing liabilities. In the valuation, the Medios Group takes into account all relevant facts and circumstances that create an economic incentive for the company to exercise or not exercise an option. This includes all expected changes in facts and circumstances (e.g. contract-, property-, company- or market-specific factors) from the inception of the leases to the date the option is exercised. In addition, the Medios Group’s historical practice with regard to the period in which certain assets are typically used and the economic reasons for this are relevant.

Lease payments are discounted at the interest rate underlying the leases, if this can be determined. Otherwise, they are discounted using the lessee’s incremental borrowing rate. Liabilities from leases are subsequently measured at amortized cost using the effective interest method. In addition, lease liabilities are adjusted in the event of remeasurements or changes to leases. The incremental borrowing rate is determined at the inception of the lease or in the event of a corresponding change to an existing lease. The interest rate is determined on the basis of the following components: available reference interest rates, group risk margins, credit risk margins and other risk margins.

On the provision date or when a contract containing a lease component is amended, the Medios Group allocates the contractually agreed consideration on the basis of the relative stand-alone selling prices. For real estate leases, however, the Group has decided not to separate the non-lease components and instead to account for lease and non-lease components as a single lease component.

The lease payments included in the measurement of the lease liability include lease payments, amounts due under residual value guarantees, purchase options and extension options to the extent that it is reasonably certain that these will be exercised.

Right-of-use assets from leases

Right-of-use assets from leases are measured by the Medios Group at cost, which is broken down as follows:

- Liabilities from leases,
- initial direct costs incurred upon conclusion of the contract,
- lease payments made on or before provision, and
- Expected payments from asset retirement obligations less lease incentives received.

Right-of-use assets from leases are depreciated and amortized on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset. In the event of a transfer of ownership at the end of the lease term or a reasonably certain exercise of a purchase option, right-of-use assets from leases are depreciated and amortized on a straight-line basis over the useful life of the underlying asset. In addition, right-of-use assets from leases are reduced by any impairment losses and modified by certain adjustments.

Right-of-use assets from leases are allocated to the following classes in accordance with the Group-specific classification of property, plant and equipment:

- Rights of use to land, including buildings on land,
- rights of use to other plant, furniture and office equipment.

Right-of-use assets from leases are reported separately from property, plant and equipment in the consolidated balance sheet. Liabilities from leases are included in the financial liabilities.

As lessor

When a contract containing a lease component commences or is amended, the Group allocates the contractually agreed consideration on the basis of the relative stand-alone selling prices.

If the Medios Group acts as lessor, it classifies each lease as either a finance lease or an operating lease at the inception of the contract.

To classify the lease, the Medios Group has made an overall assessment of whether the lease transfers substantially all the risks and rewards incidental to ownership of the underlying asset. If this is the case, the lease is classified as a finance lease; if not, it is an operating lease. As part of this assessment, the Group takes certain indicators into account, such as whether the lease covers the majority of the economic useful life of the asset.

The Medios Group capitalizes the main lease and the sublease separately if it acts as an intermediate lessor. It classifies the sublease on the basis of its right of use from the main lease and not on the basis of the underlying asset. If the main lease is a short-term lease to which the Group applies the exception described above, it classifies the sublease as an operating lease. In the 2024 financial year, all subleases were classified as finance leases.

The Group applies the derecognition and impairment provisions of IFRS 9 to the net investment in the lease. The estimated, non-guaranteed residual values used in the calculation of the gross investment in the lease are regularly reviewed by the Group.

In principle, the accounting policies applicable to the Group as lessor under IFRS 16 did not differ from those in the comparative period.

P) ASSETS HELD FOR SALE

Non-current assets or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they will be realized primarily through sale rather than through continued use. Intangible assets and property, plant and equipment are no longer subject to scheduled depreciation and amortization as soon as they are classified as held for sale.

The Medios Group capitalizes these assets and the disposal group at the lower of their carrying amount and fair value less costs to sell. As of the reporting date 12/31/2024, the assets held for sale are recognized at their carrying amounts.

Any impairment loss has not been.

Q) SHARE-BASED COMPENSATION

The Medios Group has granted stock options (equity-settled share-based payment transactions). The fair value of the obligation is recognized over the vesting period as personal expenses and through the simultaneous formation of a capital reserve. The expense is recognized pro rata over the vesting period. This is the period during which the recipients of a share-based payment must fulfill the agreed service condition. The options issued are measured using a binomial model.

R) DEFINED CONTRIBUTION PLANS

The Medios Group only maintains defined contribution plans. Obligations for contributions to defined contribution plans are recognized as an expense as soon as the related service is rendered.

S) REALIZATION OF INTEREST INCOME

Interest income is recognized using the effective interest method.

T) EXPENDITURE

Expenses are recognized as expenses when the service is used or at the time they are incurred. Interest is recognized as an expense using the effective interest method.

U) EFFECTS OF CLIMATE CHANGE ON ACCOUNTING

The Medios Group continuously analyzes potential sustainability risks in the areas of climate change and water scarcity. The Group has not identified any material risks to its business model in either area. The Medios Group therefore does not currently expect any material impact of sustainability risks on its financial reporting in the 2024 financial year.

6. Use of estimates and assumptions

When preparing the consolidated financial statements, the Executive Board must make estimates and assumptions that have an impact on the items in the consolidated financial statements and the notes to the consolidated financial statements. Actual developments may differ from the estimates and assumptions made. Significant estimation uncertainties and assumptions are explained in more detail below.

A) GOODWILL AND OTHER INTANGIBLE ASSETS

Assumptions and estimates are required in relation to goodwill and other intangible assets, particularly for impairment tests. These relate in particular to the estimation of future cash flows, CGUs and the derivation of discount rates. As in the previous year, the Executive Board manages the Group according to the reporting segments Pharmaceutical Supply (PS), Patient-Specific Therapies (PST), International Business (new since 2024) and Services (Management View). These segments represent the CGUs relevant for the impairment tests.

Cash-generating unit Pharmaceutical Supply segment

As part of the impairment test, the recoverable amount of the CGU was determined, which was higher than the carrying amount. The value in use applied is based on forecast cash flows derived from a plan approved by management for the next three years. The planned cash flows are based on expectations and assumptions from internal and external sources such as customer surveys, taking past experience into account. Management is planning for average revenue growth of up to 1% p.a. in the medium term. The discount rate before tax was 7.968% (previous year: 8.492%) and after tax 5.859% (previous year: 6.523%) for the detailed planning phase. The discount rates less the growth rate of 1.0% were used for the distant planning phase (previous year: 1.0%) and reflect the specific risks of this CGU. The discount rate was determined using the WACC model on the basis of current market data and estimates. The impairment test did not result in any need for impairment as of the reporting date.

Cash-generating unit segment

Patient-Specific Therapies segment

As part of the impairment test, the recoverable amount of the CGU was determined, which was higher than the carrying amount. The value in use applied is based on forecast cash flows derived from a plan approved by management for the next three years. The planned cash flows are based on expectations and assumptions from internal and external sources such as customer surveys, taking past experience into account. Management is planning for average revenue growth of around 5% p.a. in the medium term. The discount rate before tax was 7.929% (previous year: 8.492%) and after tax 5.859% (previous year: 6.523%) for the detailed planning phase.

phase. The discount rates less the growth rate of 1.0% were used for the distant planning phase (previous year: 1.0%) and reflect the specific risks of this CGU. The discount rate was determined using the WACC model on the basis of current market data and estimates. The impairment test did not result in any need for impairment as of the reporting date.

Cash-generating unit segment International Business

As part of the impairment test to be carried out for the first time in the reporting year, the recoverable amount of the CGU was determined, which was higher than the carrying amount. The value in use applied is based on forecast cash flows derived from a plan approved by management for the next three years. The planned cash flows are based on expectations and assumptions from internal and external sources such as customer surveys, taking past experience into account. Management is planning for average revenue growth of around 11% p.a. in the medium term. The discount rate was 7.455% before tax and 5.859% after tax for the detailed planning phase. The discount rates less the growth rate of 1.0% were used for the distant planning phase and reflect the specific risks of this CGU. The discount rate was determined using the WACC model on the basis of current market data and estimates. The impairment test did not result in any need for impairment as of the reporting date.

Sensitivity

The results of the impairment test for all segments were subjected to a stress test using sensitivity analyses with regard to the planned segment cash flows. As a result, these scenarios did not lead to any need for impairment.

B) RETAXES (REFUND LIABILITIES)

The determination of refund liabilities is to a large extent associated with estimates and assumptions. Retaxation includes the refusal of a health insurance fund to cover the costs of a drug that the pharmacy has already dispensed to the patient. These retaxes continue to burden Medios pharmacies as production facilities. Medios therefore estimates the extent of the recharges. The Group recognizes a refund liability, in particular for risks from retaxes in the amount of €474 thousand (previous year: €966 thousand). The amount of necessary retaxes cannot be assessed with certainty and is subject to estimates based on past experience.

C) DISMANTLING OBLIGATIONS

The determination of restoration obligations involves estimates and assumptions. The restoration obligation comprises the estimated costs for the restoration of the leasehold improvements after the estimated remaining contract term. The Group recognizes provisions for restoration obligations in the amount of €3,748 thousand (previous year: €3,848 thousand).

D) INCOME TAXES

The Medios Group is currently subject to tax audits in various countries and will be in the future. Different interpretations of tax laws can lead to additional tax payments or tax refunds for previous years. For the formation of tax provisions, assumptions must be made about the future amount of tax and the tax assessment amount. To determine income tax liabilities or receivables, management makes assumptions based on experience from previous tax audits and the applicable tax laws and their interpretation. Differences between actual results and management's assumptions or future changes to these assumptions may have an impact on future tax payments or tax refunds. The assumptions are reviewed in the period in which there is sufficient evidence to change the existing assumptions.

Furthermore, it must be determined whether a valuation allowance or non-recognition of deferred tax assets is necessary. The probability that deferred tax assets arising from temporary differences and loss carryforwards can be offset against taxable profits in the future must be assessed. There are uncertainties regarding the interpretation of complex tax regulations and the amount and timing of future taxable income.

E) SHARE-BASED COMPENSATION

The regulations of the Stock Option Programs stipulate that the stock options granted to the respective beneficiaries are vested over a vesting period of four years. Parts of the entitlements vest before the end of the four-year vesting period. Against this background, a separate estimate of the expense periodization must be made, which is based on the work received up to the reporting date compared to the total work to be performed by the beneficiaries over the respective vesting period. As a certain proportion is already earned in the first year for the subsequent installments, a degressive expense pattern is assumed. Furthermore, it is assumed with a high degree of probability that the stock options will be exercised within one year of the end of the vesting period. Further information on the conditions and assumptions is presented in the [notes to note 36](#).

F) PUT

The Medios Group may be obliged to repurchase existing put options held by non-controlling minority shareholders (NCI). If these put options are exercised on April 30, 2027, the Group would be obliged to acquire all parts of the non-controlling interests at a contractually agreed exercise price at the time of exercise. The liability is measured as the present value of the variable exercise price. The variable exercise price depends on the future EBITDA of the subsidiaries and a multiple, which in turn depends on the future enterprise value and the average expected EBITDA of Medios AG. Changes in estimates are recognized in profit or loss in accordance with IFRS9.B5.4.6.

G) ASSETS HELD FOR SALE

The Executive Board intends to sell the companies Apotheek Groot Driene V.O.F. and Clindia Benelux B.V. in the International Business segment. As of the reporting date, the Medios Group classifies a group of assets as held for sale, as the Executive Board considers the criteria for classification as assets held for sale to be met for the following reasons:

- The companies are for immediate sale and can be sold to the buyer in their current condition.
- A potential buyer has been identified and negotiations are at an advanced stage.
- The measures to complete the sale have been initiated and are expected to be implemented within a year, with the sale of the shares in Apotheek Groot Driene V.O.F. nearing completion.

Further details can be found in [note 23](#).

7. Acquisitions and divestments in the investment area

ACQUISITION OF THE CEBAN

With the purchase agreement dated March 18, 2024, Medios AG acquired 100% of the shares and voting rights in Ceban Pharmaceuticals B.V. ("Ceban") and gained control of the Ceban Group with the closing on June 6, 2024.

The identifiable assets and liabilities acquired at the acquisition date include inputs (a head office, several factories, patented technology, inventories and customer relationships), production processes and an organized workforce. The Group therefore concludes that the acquired inputs and processes together contribute significantly to the ability to generate income. The Group has concluded that the acquired group is a business. The Ceban Group is a leading pharmaceutical compounding platform with operations in the Netherlands, Belgium and Spain. Please refer to the segment presentation in [note 30](#) for information on Ceban's contribution to total Group revenue and earnings in the 2024 financial year.

If the acquisition had taken place on January 1, 2024, Group revenue would have been estimated at approx. €1,944,089 thousand and EBITDA pre for the financial year at €87,600 thousand. In determining these amounts, it was assumed that the preliminary fair value adjustments made at the acquisition date would also have been valid in the event of an acquisition on January 1, 2024.

CONSIDERATION TRANSFERRED

The fair values of each main group of consideration applicable at the acquisition date are summarized below.

in € thousand

Purchase price	126,576
Cash purchase price	72,933
Repayment of debts to the shareholders in total	15,442
Payments from purchase agreements with minorities	9,036
Medios AG shares	27,234
Contingent consideration – tax refunds	1,931
Put-call option	1,997
Total consideration transferred	128,573

EQUITY INSTRUMENTS ISSUED

1.7 million new Medios shares with a value of approx. €27.2 million were issued. These newly issued shares are subject to a strict lock-up period ("hard lock-up") of 24 months. The fair value of the ordinary shares issued was based on the Company's closing stock market price of June 6, 2024, amounting to €16.020 per share.

CONTINGENT CONSIDERATION FROM TAX REFUNDS

Under the purchase agreement, the Medios Group is obliged to pay the seller the amount that is recognized as tax deductible for certain transaction costs borne by Ceban and reimbursed to Ceban accordingly by the tax authorities. The expected amount is €1,931 thousand. Medios will make the payment as soon as the tax authorities have confirmed the deductibility.

COSTS ASSOCIATED WITH THE BUSINESS COMBINATION

The costs for legal advice and due diligence associated with the business combination total €3,085 thousand, of which €2,698 thousand were incurred in the current 2024 financial year and €386 thousand in the 2023 financial year. These costs are recognized in the legal and consulting costs.

IDENTIFIABLE ASSETS ACQUIRED AND LIABILITIES ASSUMED

The amounts recognized for the assets acquired and liabilities assumed as of the acquisition date are summarized below. The assets include intangible assets and property, plant and equipment worth €134,165 thousand, inventories worth €16,102 thousand, receivables and other assets of €28,847 thousand and cash and cash equivalents of €6,312 thousand, resulting in total assets of €185,426 thousand. On the liabilities side, there are deferred tax liabilities of €10,447 thousand, provisions of €15,760 thousand and liabilities of €161,608 thousand, resulting in total liabilities of €187,815 thousand.

DETERMINATION OF FAIR VALUES

The valuation techniques used to determine the fair values of the material assets acquired

The assets were as follows:

Acquired assets	Valuation technique
Property, plant and equipment	Market comparison method and cost method: The valuation model takes into account market prices for similar items, if available, and amortized replacement costs, if applicable. Amortized replacement costs reflect adjustments for physical deterioration, functional obsolescence and economic obsolescence.
Intangible assets	Royalty relief method and residual method: The royalty relief method takes into account the discounted estimated payments of royalties that are expected to be saved by owning the patents. The residual value method takes into account the present value of the expected net cash flows generated by the customer relationships, with the exception of all cash flows associated with supporting assets.
Inventories	Market comparison method: Fair value is determined based on the estimated selling price in the ordinary course of business, less estimated costs to complete and sell and reasonable profit margins based on the efforts required to complete and sell the inventories.

GOODWILL

Goodwill was recognized as a result of the acquisition as follows:

in € thousand	Carrying amount	Revaluation of assets and liabilities	Carrying amount upon first-time consolidation
Intangible assets and property, plant and equipment	134,165	86,912	221,077
Inventories	16,102	2,058	18,160
Receivables and other assets	28,847		28,847
Cash and cash equivalents	6,312		6,312
Total assets	185,426	88,970	274,396
Deferred tax liabilities	10,447	22,907	33,354
Provisions	15,760		15,760
Liabilities	161,608		161,608
Total liabilities	187,815	22,907	210,722
Fair value of net assets	-2,389	66,063	63,674
Less: Carrying amount of acquired goodwill	-97,970		-97,970
Plus: Carrying amount of deferred tax liabilities in connection with the acquired intangible assets	5,640		5,640
Carrying amount of adjusted net assets excluding NCI	-94,719	66,063	-28,656
Fair value of net assets after deferred taxes			-28,656
Consideration transferred in accordance with IFRS 3			128,573
Goodwill			157,229

The goodwill results mainly from the skills and professional qualifications of Ceban's workforce and the expected synergies from the integration of the company into the existing Medios Group. The goodwill recognized is not expected to be tax-deductible.

NOTES TO THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

8. Revenue

In the financial year, the Medios Group generated revenue from contracts with customers in the following countries:

in € thousand	2024	2023
Germany	1,794,251	1,784,703
Netherlands	78,484	0
Belgium	7,868	0
Spain	2,435	0
Total	1,883,038	1,784,703

Revenue is reduced by uninvoiced credits for retaxes and performance-related payments for the takeover of compounding volumes. The unbilled credits for retaxes were recognized as a reduction in revenue in the amount of €46 thousand (previous year: €432 thousand). The expected value method was used to determine the value of retaxes. The expected retaxes were assessed per customer and delivery. The expected value is based on empirical values.

The performance-related payments were incurred as part of the supply relationship with a partner in the PST segment for the purchase of manufactured preparations. In the last of a total of two accounting periods, the payments amounted to €6,171 thousand (previous year: €5,180 thousand), which were recognized as a reduction in revenue. Please refer to [note 30](#) for a detailed breakdown of revenue by segment.

9. Change in inventories of finished goods

The changes in inventories relate to finished goods in the Patient-Specific Therapies segment and the International Business segment.

10. Other income

The composition of other income is as follows:

in € thousand	2024	2023
Income relating to other periods and income from the reversal of provisions	1,942	1,679
Insurance compensation, damages	264	9
Reimbursements Expense Equalization Act	244	347
Other	660	433
Total	3,110	2,468

11. Cost of materials

The cost of materials comprises the purchase of goods, raw materials and supplies as well as the consumption of purchased services.

in € thousand	2024	2023
Goods	1,674,245	1,604,909
Raw materials and supplies	55,419	70,227
External services	1,220	0
Total	1,730,884	1,675,136

The cost of materials amounted to €1,730,884 thousand in the 2024 financial year (previous year: €1,675,136 thousand) or 91.9% (previous year: 93.9%) of revenue, decrease of 2.0 percentage points.

12. Personal expenses

The breakdown of personal expenses is as follows:

in € thousand	2024	2023
Wages and salaries	42,054	29,418
Social security contributions	5,264	3,098
Pensions	3,148	2,132
Equity-settled share-based compensation	1,675	1,953
Total	52,140	36,600

The non-cash expenses for Stock Option Programs (SOPs) included in personnel expenses amounted to €1,675 thousand in the financial year (previous year: €1,953 thousand). The SOPs were granted to employees of the Medios Group as remuneration for work performed and longer-term commitment and result from the 2020, 2021, 2022, 2023 and 2024 financial years. There is no option for cash settlement.

The Medios Group maintains three defined contribution pension plans in the International Business segment in which contributions are made to external pension funds. The company's obligation is limited to the payment of the agreed contributions. There are no other legal or constructive obligations to pay additional amounts. In the 2024 financial year, expenses of €1,048 thousand (previous year: €0) for defined contribution plans were recognized in personal expenses.

13. Other expenses

Other expenses break down as follows:

in € thousand	2024	2023
IT, Telecommunications	6,756	3,031
Legal and consulting fees	6,143	2,600
Cost of goods sold	5,229	3,043
Property costs	4,218	2,836
Third-party services	3,276	1,441
Marketing and sales	2,476	1,823
Insurance, contributions and taxes	1,970	756
Financial statement and auditing fees	1,636	1,039
Business supplies and work clothes	1,456	1,252
Repair and maintenance	1,336	953
HR and recruiting	700	548
Investor Relations	694	451
Travel expenses	684	319
Vehicle costs	398	236
Training	313	284
Supervisory Board	272	254
Individual value adjustments	170	417
Miscellaneous operating costs	1,752	1,752
Total	39,479	23,035

Other operating expenses increased significantly compared to the previous year, in particular due to the expansion of the scope of consolidation by Ceban.

The IT costs include expenses of €2,668 thousand incurred as part of the ERP project.

Legal and consulting costs include expenses for M&A projects in the amount of €3,470 thousand (previous year: €970 thousand) and consulting costs in the context of strategy development in the amount of €618 thousand (previous year: €571 thousand). of €618 thousand (previous year: €571 thousand).

14. Financial result

The financial result comprises:

in € thousand	2024	2023
Financial expenses	10,863	2,407
Financial income	1,050	406
Total	-9,813	-2,001

Financial expenses include expenses in the amount of €9,288 thousand (previous year: €1,236 thousand) resulting from the utilization and provision of loan facilities and €1,078 thousand (previous year: €558 thousand) from the accrued interest on leasing liabilities. Financial income mainly includes interest received on overnight deposits available on demand in the amount of €723 thousand (previous year: €332 thousand), interest received from repayment agreements in the amount of €200 thousand (previous year: €1 thousand) and €12 thousand (previous year: €15 thousand) from the compounding of lease receivables.

15. Income taxes

The tax expenses and income for 2024 and 2023 are made up as follows:

in € thousand	2024	2023
Actual tax expense	15,939	14,501
Deferred tax income	6,636	3,942
Total income taxes	9,304	10,560

in € thousand	Current taxes 2024	Deferred taxes 2024	Income taxes 2024
Germany	14,930	-4,575	10,355
Abroad	1,010	-2,060	-1,051
Total	15,939	-6,636	9,304

in € thousand	Current taxes 2023	Deferred taxes 2023	Income taxes 2023
Germany	14,501	-3,942	10,560
Abroad	0	0	0
Total	14,501	-3,942	10,560

The statutory corporation tax rate in Germany for the 2024 assessment period was 15%. Including trade tax and the solidarity surcharge, this results in a tax burden of 30.175% (previous year: 30.175%). A tax rate of 30.175% (previous year: 30.175%) is used to measure deferred taxes in the German tax group. The local income tax rates applied for foreign companies vary between 25% and 25.8%.

Deferred taxes were calculated on the basis of temporary differences between the tax base of assets and liabilities and the carrying amount in the IFRS balance sheet. If it is not probable that future tax benefits from deferred tax assets will be realized, they are written down.

Deferred tax assets (unnetted) in the amount of €11,820 thousand (previous year: €6,278 thousand) are mainly attributable to the recognition of leasing liabilities in the amount of €10,371 thousand (previous year: €5,192 thousand) and non-current provisions in the amount of €849 thousand (previous year: €908 thousand).

Deferred tax liabilities (not netted) in the amount of €52,613 thousand (previous year: €30,490 thousand) are mainly attributable to the recognition of intangible assets in the course of the first-time consolidation of the Patient-specific compounding of non-cytostatic products division in the amount of €2,541 thousand, the recognition of intangible assets in the course of the first-time consolidation of Cranach Pharma in the amount of €9,494 thousand and the recognition of intangible assets in the course of the first-time consolidation of the NewCo Pharma Group in the amount of €6,816 thousand. Intangible assets of €6,816 thousand were recognized in the course of the initial consolidation of the NewCo Pharma Group, intangible assets of €1,327 thousand were recognized in the course of the initial consolidation of Blisterzentrum Baden-Württemberg, intangible assets of €19,571 thousand were recognized in the course of the initial consolidation of the Ceban Group and rights of use and leases capitalized in accordance with IFRS16 were recognized in the amount of €9,777 thousand (previous year: €4,680 thousand).

For the measurement of deferred taxes, a tax rate of 30.175% (previous year: 30.175%) continues to be applied in the German consolidated group. A tax rate of 25.8% is applied for the measurement of deferred taxes of foreign companies.

Deferred tax assets and liabilities are attributable to the following key balance sheet items and tax loss carryforwards:

in € thousand	Deferred tax assets 12/31/2023	Deferred tax liabilities 12/31/2023	Net balance as of 01/01/2024	Recognized in profit or loss	Additions/ disposals from the scope of consolidation	not affecting net income	Net total as of 12/31/2024	Deferred tax assets 12/31/2024	Deferred tax liabilities 12/31/2024
Non-current assets									
Property, plant and equipment	0	1,307	-1,307	407	-1,583	-58	-2,541	0	2,541
Other intangible assets	36	24,256	-24,220	5,714	-21,212	0	-39,717	32	39,749
Right of use		4,680	-4,680	1,292	-4,405	-1,984	-9,777		9,777
Current assets									
Inventories	51	0	51	535	-480	0	106	106	0
Receivables from finance leases		165	-165	7	0	0	-158		158
Other assets		82	-82	77	-77	0	-83		83
Current liabilities									
Financial liabilities	92		92	-397	0	0	-305	0	305
Non-current liabilities									
Liabilities as lessor	5,192		5,192	-1,223	4,419	1,983	10,371	10,371	0
Non-current provisions	908		908	-117	0	58	849	849	0
Loss carryforwards	0		0	371	92	0	463	463	0
Tax assets (liabilities)	6,278	30,490	-24,212	6,667	-23,246	-1	-40,792	11,821	52,613
Netting	-6,278	-6,278	0				0	-11,821	-11,821
Net tax assets (liabilities)	0	24,212	-24,212				-40,792	0	40,792

in € thousand	Deferred tax assets 12/31/2022	Deferred tax liabilities 12/31/2022	Net balance as of 01/01/2023	Recognized in profit or loss	Additions/ disposals from the scope of consolidation	not affecting net income	Net total as of 12/31/2023	Deferred tax assets 12/31/2023	Deferred tax liabilities 12/31/2023
Non-current assets									
Property, plant and equipment	0	1,703	-1,703	271	-2	127	-1,307	0	1,307
Other intangible assets	41	26,560	-26,519	4,267	-1,968	0	-24,220	36	24,256
Right of use assets	0	4,864	-4,864	803	68	-686	-4,680	0	4,680
Current assets									
Inventories	0	0	0	51	0	0	51	51	0
Receivables from finance leases	0	201	-201	35	0	0	-165	0	165
Other assets	0	110	-110	28	0	0	-82	0	82
Current liabilities									
Current provisions	93	0	93	-93	0	0	0	0	0
Financial liabilities	184	0	184	-92	0	0	92	92	0
Non-current liabilities									
Liabilities as lessee	5,326	0	5,326	-749	-71	686	5,192	5,192	0
Non-current provisions	1,138	0	1,138	-97	-6	-127	908	908	0
Loss carryforwards	482	0	482	-482	0	0	0	0	0
Tax assets (liabilities)	7,263	33,438	-26,175	3,942	-1,979	0	-24,212	6,278	30,490
Netting	-7,263	-7,263	0				0	-6,278	-6,278
Net tax assets (liabilities)	0	26,175	-26,175				-24,212	0	24,212

The receivables and liabilities from current taxes in the consolidated balance sheet can be broken down as follows:

in € thousand	2024	2023
Income tax receivables	9,809	2,465
Income tax liabilities	27,677	13,367

The actual income tax liabilities relate to trade tax in the amount of €11,618 thousand (previous year: €7,782 thousand), corporation tax in the amount of €9,842 thousand (previous year: €5,585 thousand) and income tax liabilities for foreign companies in the amount of €6,217 thousand. The actual income tax receivables relate to trade tax in the amount of €1,828 thousand (previous year: €1,422 thousand), corporation tax and solidarity surcharge in the amount of €1,634 thousand (previous year: €1,042 thousand) and income tax receivables from foreign companies in the amount of €6,346 thousand. The following table shows the tax reconciliation from the income tax expense expected in the financial year to the tax expense actually reported.

To determine the expected tax expense, Medios AG's income tax rate of 30.175% (previous year: 30.175%) applicable in the 2024 financial year is multiplied by earnings before taxes. This is made up of corporation tax (including the solidarity surcharge) and trade tax.

in € thousand	2024	2023
Consolidated earnings before Income taxes	21,852	29,369
<i>Tax rate (%)</i>	<i>30.175</i>	<i>30.175</i>
Expected tax expense	6,594	8,862
Non-tax-deductible expenses	2,561	641
Losses not recognized for tax purposes	-288	43
Tax rate differences	557	132
Tax expenses attributable to other periods	53	741
Deferred taxes on issue costs of the capital increase	31	0
Other differences	-204	140
Actual tax expense	9,304	10,560
<i>Effective tax burden (%)</i>	<i>42.58</i>	<i>35.96</i>

The total amount of unrecognized taxable temporary differences in connection with shares in subsidiaries is -€5,966 thousand (previous year: €190,424 thousand). The sale of shares in incorporated companies would result in a loss on disposal, 95% of which is not taken into account for tax purposes. Medios AG does not expect the temporary differences to reverse in the foreseeable future and therefore does not expect any corresponding tax charges.

SUPPLEMENTARY INFORMATION ON THE INTERNATIONAL TAX REFORM – OECD PILLAR 2 MODEL REGULATIONS

The Medios Group falls within the scope of the OECD Pillar 2 model regulations (minimum tax). The Pillar 2 legislation was adopted in Germany and will apply for the first time from January 1, 2024. The Medios Group is currently implementing the necessary processes to fulfill the resulting declaration obligations. Under the Pillar 2 legislation, Medios AG is obliged to pay an additional tax for the difference between its effective Pillar 2 tax rate per tax jurisdiction and the minimum tax rate of 15% (minimum tax). For the 2024 financial year, an analysis was carried out on the basis of the so-called CbCR safe harbor transitional provisions to determine whether a supplementary tax will arise for the Medios Group. On this basis, all countries in which the Medios Group operates are exempt from the supplementary tax. Notes to the consolidated balance sheet.

NOTES TO THE CONSOLIDATED BALANCE SHEET

16. Intangible assets

Intangible assets: 2024 financial year¹

in € thousand	Goodwill	Customer list	Internally generated industrial property rights and similar assets	Advance payments and intangible assets under development	Other	Total
Acquisition costs						
As of 01/01/2024	204,211	118,538	952	0	12,369	336,070
Additions	0	0	221	-137	1,430	1,514
Disposals	0	0	0	0	-687	-687
Additions from company acquisitions	157,401	82,373	487	1,393	3,251	244,905
Disposals from the scope of consolidation	0	0	0	0	-1	-1
Reclassification	0	0	0	-285	-90	-375
As of 12/31/2024	361,612	200,911	1,660	971	16,273	581,427
Depreciation and amortization						
As of 01/01/2024	0	-38,955	-623	0	-8,692	-48,270
Additions	0	-19,854	-39	-233	-1,478	-21,604
Disposals	0	0	0	0	474	474
Additions from scope of consolidation	0	0	-7	0	-2,464	-2,471
Reclassification	0	0	0	102	236	338
As of 12/31/2024	0	-58,809	-669	-131	-11,924	-71,533
Net carrying amount as of 12/31/2024	361,612	142,101	991	840	4,348	509,893
Net carrying amount as of 01/01/2024	204,211	79,582	329	0	3,677	287,800

¹ There are no restrictions on disposal of ownership or the intangible assets reported.

Intangible assets: 2023 financial year¹

in € thousand	Goodwill	Customer list	Internally generated industrial property rights and similar assets	Advance payments and intangible assets under development	Other	Total
Acquisition costs						
As of 01/01/2023	194,200	113,191	952	236	12,154	320,734
Additions	0	0	0	0	55	55
Departures	0	0	0	0	0	0
Additions due to changes in the scope of consolidation	11,628	6,560	0	0	2	18,190
Classified as held for sale	-1,617	-1,213	0	0	-78	-2,909
Reclassification	0	0	0	-236	236	0
As of 12/31/2023	204,211	118,538	952	0	12,369	336,070
Depreciation and amortization						
As of 01/01/2023	-1,617	-26,536	-503	-236	-7,278	-36,171
Additions	0	-13,633	-119	0	-1,252	-15,004
Departures	0	0	0	0	0	0
Additions due to changes in the scope of consolidation	0	0	0	0	-1	-1
Classified as held for sale	1,617	1,213	0	0	75	2,906
Reclassification	0	0	0	236	-236	0
As of 12/31/2023	0	-38,955	-623	0	-8,692	-48,270
Net carrying amount as of 12/31/2023	204,211	79,582	329	0	3,677	287,800
Net carrying amount as of 01/01/2023	192,583	86,655	448	0	4,876	284,562

¹ There are no restrictions on disposal of ownership or the intangible assets reported.

17. Property, plant and equipment

Property, plant and equipment: 2024 financial year¹

in € thousand	Land, including buildings on third party land	Technical equipment and machinery	Other equipment furniture and office equipment	Advance payments	Total
Acquisition costs					
As of 01/01/2024	18,297	6,182	8,856	143	33,478
Additions	1,270	1,244	1,289	935	4,738
Departures	-495	-1,976	-658	0	-3,128
Additions due to changes in the scope of consolidation	22,582	9,423	9,042	842	41,889
Classified as held for sale	-278	-259	-201	0	-737
Reclassification	697	-33	131	-666	129
As of 12/31/2024	42,074	14,581	18,459	1,255	76,369
Depreciation and amortization					
As of 01/01/2024	-3,967	-2,969	-4,856	0	-11,792
Additions	-2,425	-1,370	-1,526	0	-5,321
Departures	365	1,495	523	0	2,383
Additions due to changes in the scope of consolidation	-8,347	-5,549	-6,925	0	-20,821
Classified as held for sale	232	202	191	0	625
Reclassification	-160	0	0	0	-160
As of 12/31/2024	-14,302	-8,192	-12,592	0	-35,086
Net carrying amount as of 12/31/2024	27,771	6,390	5,867	1,255	41,283
Net carrying amount as of 01/01/2024	14,330	3,213	4,000	143	21,686

¹ There are no restrictions on disposal of ownership or the reported property, plant and equipment

Property, plant and equipment: 2023 financial year¹

in € thousand	Land, including buildings on third party land	Technical equipment and machinery	Other equipment furniture and office equipment	Advance payments	Total
Acquisition costs					
As of 01/01/2023	18,404	6,297	9,587	4	34,292
Additions	228	99	673	206	1,207
Departures	-441	0	-49	-4	-495
Additions due to changes in the scope of consolidation	136	86	49	0	271
Classified as held for sale	-29	-300	-1,467	0	-1,796
Reclassification	0	0	63	-63	0
As of 12/31/2023	18,297	6,182	8,856	143	33,478
Depreciation and amortization					
As of 01/01/2023	-2,459	-2,376	-4,863	0	-9,698
Additions	-1,520	-657	-1,239	0	-3,416
Departures	2	0	17	0	19
Additions due to changes in the scope of consolidation	-10	-19	-9	0	-38
Classified as held for sale	20	83	1,238	0	1,341
As of 12/31/2023	-3,967	-2,969	-4,856	0	-11,792
Net carrying amount as of 12/31/2023	14,330	3,213	4,000	143	21,686
Net carrying amount as of 01/01/2023	15,944	3,921	4,724	4	24,594

¹ There are no restrictions on disposal of ownership or the reported property, plant and equipment

The acquisition and production costs of property, plant and equipment are reduced by the subsidies granted in the 2022 financial year in the total amount of €970 thousand. The subsidies are earmarked public financial assistance to the commercial sector as part of the joint task "Improvement of the regional economic structure", which is granted jointly by the federal and state governments in Germany. The funding approval was linked to the corresponding conditions of maintaining the 50 jobs existing at the Berlin site at the time of application for at least five more years after the end of the funding project and the obligation to create a further

24 permanent jobs. However, if certain conditions for the granting of aid are not met in the future, the funding may be reclaimed in part or in full by the donors in subsequent years. The company continues to assume that it will be able to fulfill all conditions.

In the 2024 financial year, further subsidies in the amount of €234 thousand (previous year: €76 thousand) were received. The outstanding subsidy claim amounted to €0 thousand as of December 31, 2024.

18. Financial assets

The financial assets in the amount of €1,858 thousand (previous year: €647 thousand) relate to deposits paid for commercial premises in the amount of €1,148 thousand, loans granted in the amount of €179 thousand (previous year: €100 thousand) and receivables from finance leases as lessor in the amount of €525 thousand (previous year: €547 thousand). The decrease in receivables from leases is due to scheduled repayment installments received from the lessee.

The gross investment and the present value of the outstanding lease receivable are shown in the following table.

in € thousand	Gross investment	Interest component	Lease receivable 12/31/2024
Maturity			
2025	223	10	213
2026	211	4	207
2027	56	1	55
2028	22	0	21
2029	22	0	21
2030	7	0	7
Total	541	16	525

in € thousand	Gross investment	Interest component	Lease receivable 12/31/2023
Maturity			
2024	161	11	150
2025	155	7	148
2026	159	3	156
2027	44	0	44
2028	21	0	21
2029	21	0	21
2030	7	0	7
Total	570	22	547

19. Inventories

Inventories in the amount of €92,448 thousand (previous year: €59,325 thousand) relate to raw materials and supplies, work in progress and finished goods and merchandise as well as advance payments made by the entire Medios Group. The composition of inventories is shown in the table below:

in € thousand	12/31/2024	12/31/2023
Finished products and goods	78,016	45,746
Raw materials and supplies	12,140	11,650
Advance payments	2,025	1,929
Work in progress	267	0
Total	92,448	59,325

20. Trade receivables

in € thousand	12/31/2024	12/31/2023
Gross value of receivables, deliveries and services	121,609	125,398
Value allowances	-972	-639
Total	120,638	124,759

Trade receivables are essentially the same as in the previous year.

The valuation allowances on trade receivables developed as follows:

in € thousand	12/31/2024	12/31/2023
As of 01/01	-639	-367
Addition	-73	-327
Additions/disposals to the scope of consolidation	-690	-17
Reversal	431	72
As of 12/31	-972	-639

The age structure of trade receivables is as follows:

As of 12/31/2024

in € thousand	Carrying amount	Impaired receivables	Neither impaired nor overdue	Thereof overdue and unimpaired			
				< 90 days	90 to 180 days	180 to 360 days	> 360 days
Trade accounts receivable	121,609	740	110,232	9,967	487	147	36

As of 12/31/2023

in € thousand	Carrying amount	Impaired receivables	Neither impaired nor overdue	Thereof overdue and unimpaired			
				< 90 days	90 to 180 days	180 to 360 days	> 360 days
Trade accounts receivable	125,398	455	105,594	19,189	103	30	26

The receivables that were overdue and not impaired as of December 31, 2024 have now been received or continue to be classified as recoverable. The receivables are mainly due from long-standing customers. Some customers with a long-standing business relationship have payment terms of more than 30 days. Due to the very low insolvency rate for pharmacies and customers in the pharmaceutical sector, the risk of default on receivables is still assumed to be low. The credit default rate on existing receivables is estimated at 0.61% (previous year: 0.36%). Due to the low credit default risk, there is no breakdown by age structure of the receivables.

21. Other assets

Other assets are made up as follows:

in € thousand	12/31/2024	12/31/2023
Discount accruals	7,642	5,097
Short-term advance payments	1,468	0
Current tax assets	922	942
Receivables from suppliers	630	1,112
Contract assets	97	0
Receivables from subsidy commitments	10	373
Receivables from the factoring institution	2	1,090
Other	3,699	2,991
Total	14,487	11,604

22. Cash and cash equivalents

in € thousand	12/31/2024	12/31/2023
Bank balances	105,996	71,037
Cash on hand	3	3
Total	105,999	71,040

Cash and cash equivalents consist of bank balances and cash in hand. As of the balance sheet date, the Group could freely dispose of all cash and cash equivalents.

23. Disposal group and assets classified as held for sale

For accounting policies, see notes 5P & 6G.

Carrying amounts were recognized for the disposal groups of the companies in the International Business segment as of December 31, 2024 and comprised the following assets and liabilities:

in € thousand	12/31/2024
Property, plant and equipment	468
Rights of use as lessee	630
Financial assets	41
Deferred tax assets	163
Inventories	155
Trade receivables	348
Other assets	390
Cash and cash equivalents	259
Assets held for sale	2,454
Financial liabilities (non-current)	1,114
Other provisions (non-current)	6
Deferred tax liabilities	162
Other provisions (current)	7
Liabilities from deliveries and services	281
Financial liabilities (current)	84
Other liabilities	27
Liabilities held for sale	1,682

This includes a separate commercial property that is capitalized at a carrying amount of €355 thousand and allocated to the segment International Business. The Medios Group also classifies this property as held for sale, as it is already being actively offered for sale and it is considered highly probable as of the balance sheet date that the sale has taken place.

24. Equity

As of December 31, 2024, the share capital of Medios AG amounted to €25,506 thousand (previous year: €23,806 thousand) and is divided into 25,505,723 (previous year: 23,805,723) fully paid-up no-par value shares with a notional value of €1.00 per share.

AUTHORIZED CAPITAL

Authorized Capital 2024 – In accordance with Article 4 Para. 3 of the Articles of Association, the Executive Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital by up to €2,550,572.00 by issuing up to 2,550,572 new no-par value bearer shares with a pro rata amount of the share capital of €1.00 each in return for cash or non-cash contributions (Authorized Capital 2024/I) on one or more occasions until August 13, 2029. The Executive Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the following cases: Compensation of fractional amounts; Section 186 Para. 3 sentence 4 AktG (up to 10% of the share capital); to the extent necessary to grant holders of convertible bonds, convertible profit participation rights or option rights subscription rights to the extent to which they would be entitled as shareholders after exercising their conversion or option rights; to fulfill a so-called greenshoe option; in the case of capital increases against contributions in kind.

CONDITIONAL CAPITAL

Conditional Capital 2018/Stock Option Plan 2018 – In accordance with Article 4 Para. 5 of the Articles of Association, the company's share capital is conditionally increased by €300,000.00 through the issue of up to 300,000 no-par value bearer shares (Conditional Capital 2018). The conditional capital increase serves exclusively to fulfil subscription rights granted on the basis of the authorization of the Annual General Meeting on July 13, 2018 in accordance with agenda item 7. The conditional capital increase will only be carried out to the extent that the holders of the subscription rights issued as part of the "Stock Option Plan 2018" exercise their right to subscribe to shares in the company and the company does not deliver any treasury shares to fulfill the options. The new shares will participate in profits from the beginning of the financial year for which there is no resolution on the appropriation of profits at the time of issue.

The conditional capital 2018 has not yet been utilized. At the end of the 2024 financial year, no options from the 2018 Stock Option Plan had been exercised.

Conditional capital 2020/Stock Option Plan 2020 – In accordance with Article 4 Para. 8 of the Articles of Association, the company's share capital is conditionally increased by €477,500.00 through the issue of up to 477,500 no-par value bearer shares (Conditional Capital 2020/I). The conditional capital increase serves exclusively to fulfil 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 on June 21, 2022 in accordance with agenda item 13. The conditional capital increase will only be carried out to the extent that the holders of the subscription rights issued as part of the "Stock Option Plan 2020" exercise their right to subscribe to shares in the company and the company does not deliver any treasury shares to fulfill the options. The new shares participate in profits from the beginning of the financial year for which there is no resolution on the appropriation of profits at the time of issue. The Supervisory Board is authorized to amend the wording of Article 4 of the Articles of Association in accordance with the issue of subscription shares. The same applies if and insofar as the stock options can no longer be serviced.

The conditional capital 2020 has not yet been utilized. At the end of the 2024 financial year, no options from the Stock Option Plan 2020 had been exercised.

Conditional Capital 2022/Stock Option Plan 2022 – In accordance with Article 4 Para. 9 of the Articles of Association, the company's share capital is conditionally increased by €160,500.00 through the issue of up to 160,500 no-par value bearer shares (Conditional Capital 2022/II). The conditional capital increase serves exclusively to fulfil subscription rights granted on the basis of the authorization of the Annual General Meeting on June 21, 2022 in accordance with agenda item 13, amended by resolution of the Annual General Meeting on June 21, 2023 under agenda item 10. The conditional capital increase will only be carried out to the extent that the holders of the subscription rights issued as part of the "Stock Option Plan 2022" exercise their right to subscribe to shares in the company and the company does not deliver any treasury shares to fulfill the options. The new shares participate in profits from the beginning of the financial year for which there is no resolution on the appropriation of profits at the time of their issue. The Supervisory Board is authorized to amend the wording of

Article 4 of the Articles of Association in accordance with the issue of subscription shares. The same applies if and insofar as the stock options can no longer be serviced.

The conditional capital 2022 has not yet been utilized. At the end of the 2024 financial year, no options from the Stock Option Plan 2022 had been exercised.

Conditional Capital 2023/Stock Option Plan 2023 – In accordance with Article 4 Para. 7 of the Articles of Association, the company's share capital is conditionally increased by €1,439,500.00 by issuing up to 1,439,500 no-par value bearer shares (Conditional Capital 2023/I). The conditional capital increase serves exclusively to fulfil subscription rights granted on the basis of the authorization of the Annual General Meeting on June 21, 2023 in accordance with agenda item 10. The conditional capital increase will only be carried out to the extent that the holders of the subscription rights issued as part of the "Stock Option Plan 2023" exercise their right to subscribe to shares in the company and the company does not deliver any treasury shares to fulfill the options. The new shares participate in profits from the beginning of the financial year for which there is no resolution on the appropriation of profits at the time of their issue. The Supervisory Board is authorized to amend the wording of Article 4 of the Articles of Association in accordance with the issue of subscription shares. The same applies if and insofar as the stock options can no longer be serviced

The conditional capital 2023 has not yet been utilized. At the end of the 2024 financial year, no options from the Stock Option Plan 2023 had been exercised.

Conditional capital 2024/authorization to issue convertible bonds/warrant bonds and to exclude subscription rights 2024 – In accordance with Article 4 Para. 11 of the Articles of Association, the company's share capital is conditionally increased by €10,202,289.00 by issuing up to 10,202,289 new no-par value bearer shares (Conditional Capital 2024/II). The conditional capital increase serves to grant shares upon the exercise of conversion or option rights or upon the fulfilment of conversion or option obligations or upon tender to the holders or creditors of convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) (hereinafter collectively referred to as "bonds") issued on the basis of the authorization resolution of the Annual General Meeting on August 14, 2024 under agenda item 12. The new shares will be issued at the conversion or option price to be determined in each case in accordance

with the authorization resolution of the Annual General Meeting on August 14, 2024. The conditional capital increase will only be carried out to the extent that the holders or creditors of bonds issued or guaranteed by the company or a company dependent on it or directly or indirectly majority-owned by it on the basis of the authorizing resolution of the Annual General Meeting on August 14, 2024 until August 13, 2029 are entitled to a conversion or option price. The new shares will be issued to the extent that the company exercises its conversion or option rights or fulfils conversion or option obligations from such bonds or tenders shares or to the extent that the company grants shares in the company instead of paying the cash amount due and to the extent that the conversion or option rights or conversion or option obligations are not serviced by treasury shares, shares from authorized capital or other benefits. The new shares shall participate in profits from the beginning of the financial year in which they are created and for all subsequent financial years; in deviation from this, the Executive Board may, if legally permissible and with the approval of the Supervisory Board, determine that the new shares shall participate in profits from the beginning of the financial year for which no resolution has yet been passed by the Annual General Meeting on the appropriation of net profit at the time of the exercise of conversion or option rights, the fulfillment of conversion or option obligations or the granting in lieu of the cash amount due. The Executive Board is authorized to determine the further details of the implementation of the conditional capital increase.

The conditional capital 2024 has not yet been utilized.

CAPITAL RESERVE

The capital reserve contains the premiums from the issue of shares and the issue of stock options for selected employees. The capital reserve of €406,283 thousand (previous year: €379,146 thousand) includes a reserve of €21,355 thousand (previous year: €19,680 thousand) for employee benefits to be settled in equity from the Stock Option Programs.

The number of ordinary shares issued by Medios AG developed as follows:

in € thousand	2024	2023
Issued on January 1	23,806	23,806
Capital increase against contributions in kind	1,700	0
Issued as of December 31	25,506	23,806
Fully paid-up no-par value shares of €1 each	25,506	23,806

25. Financial liabilities

Financial liabilities break down as follows:

in € thousand	12/31/2024	12/31/2023
Loans	199,915	8
Leasing liabilities	37,387	17,140
Other non-current financial liabilities	2,158	0
Other current financial liabilities	1,931	300
Total financial liabilities	241,391	17,449

As of the balance sheet date, financial liabilities mainly include two drawn loan tranches from the syndicated loan agreement in the amount of €200,000 thousand.

Other non-current liabilities amounting to €2,158 thousand include liabilities from put options/forwards.

Other financial liabilities mainly include a purchase price liability still to be paid for the acquisition of Ceban in the amount of €1,931 thousand.

The maturities of the financial liabilities are broken down as follows:

in € thousand	up to 1 year	1 – 5 years	over 5 years	Total
12/31/2024				
Leasing liabilities	5,166	18,678	13,543	37,386
Earn-out liabilities	1,965	2,525	0	4,490
Loans	25,982	175,000	0	200,982
Total	33,113	196,203	13,543	242,858

in € thousand	up to 1 year	1 – 5 years	over 5 years	Total
12/31/2023				
Leasing liabilities	2,485	10,026	4,629	17,140
Earn-out liabilities	300	0	0	300
Loans	8	0	0	8
Total	2,793	10,026	4,629	17,449

The loan liabilities consist of two drawn tranches of the syndicated loan agreement concluded in November 2024. The first tranche was drawn from the term loan facility in the 2024 financial year and comprises an amount of €125,000 thousand with fixed interest and repayment dates over a term of five years. The interest rate is variable and is based on Euribor plus an interest margin. Repayments are due on a quarterly basis. The first scheduled repayment of €6,250 thousand will be made at the end of March 2025.

The second tranche was drawn from the revolving credit facility in the amount of €75,000 thousand as of the reporting date and can be drawn or extended on a monthly revolving basis or repaid flexibly. The line is available to the Group for a term of five years. The interest rate is variable and is based on Euribor plus an interest margin. The Group has access to a further €25,000 thousand from this facility, which had not been utilized as of the reporting date.

26. Provisions

Current and non-current provisions developed as follows:

in € thousand	Carrying amount 01/01/2024	Addition to the scope of consolidation	Consumption	Reversal	Addition	Accrued interest	Disposal from scope of consolidation	Carrying amount 12/31/2024
Current Provisions	965	268	-1,031	-31	1,119	0	467	1,757
Non-current Provisions	3,848	298	-11	-506	0	174	-6	3,797

in € thousand	Carrying amount 01/01/2023	Addition to the scope of consolidation	Consumption	Reversal	Addition	Accrued interest	Disposal from scope of consolidation	Carrying amount 12/31/2023
Current Provisions	1,276	47	902	175	747	0	28	965
Non-current Provisions	4,217	0	0	44	125	-419	30	3,848

The current provisions include obligations for the costs of preparing and auditing the financial statements as well as obligations for the statutory obligation to retain accounting records, the amount and timing of which are also uncertain. The provisions also include estimated cash outflows due to retaxations (see note 6 for explanations), which depend on the amount claimed by the respective pharmacies and are therefore uncertain in terms of amount and timing. Based on experience from previous years, there is a greater variance in the amount and timing of payments. In future, they will therefore be reported under provisions (previous year: other liabilities). A cash outflow is expected for all current provisions in the coming financial year.

Non-current provisions mainly include obligations for dismantling costs for leasehold improvements. The restoration obligations are related to the leasehold improvements capitalized as fixed assets. The additions to non-current provisions include accrued interest in the amount of €174 thousand (previous year: €125 thousand).

27. Liabilities from deliveries and services

Trade payables are due within one year and amounted to €88,831 thousand as of the reporting date (previous year: €52,839 thousand).

28. Other liabilities

Other liabilities are due within one year and relate to the following items:

in € thousand	12/31/2024	12/31/2023
Personnel expenses	5,419	2,506
Liabilities from other taxes and duties	3,983	3,927
Outstanding invoices	3,989	3,118
Liabilities to customers	2,249	1,832
Miscellaneous	2,338	232
Total	17,978	11,615

A predominant cash outflow is expected in the coming financial year.

29. Notes to the consolidated statement of cash flow

The cash flow statement shows how the Group's cash and cash equivalents have changed over the course of the reporting year as a result of cash inflows and outflows. A distinction is made between cash flows from operating activities, investing activities and financing activities. In addition to freely available cash, the cash and cash equivalents in the cash flow statement include bank overdrafts as an integral part of cash management (see note 22).

As of December 31, 2024, cash and cash equivalents include overdraft facilities due at any time in the amount of €34 thousand (previous year: €0 thousand), which are an integral part of cash management. In addition, the reported cash and cash equivalents include cash and cash equivalents of €260, thousand that are allocated to an asset group classified as held for sale as of the reporting date. Furthermore, the cash and cash equivalents in the cash flow statement exclusively comprise freely available cash and cash equivalents.

Medios recorded:

- payments for the repayments of lease liabilities as part of the net cash inflow from financing activities,
- payments for interest as part of the net cash inflow from financing activities,
- payments for short-term leases and for leases of assets with a low value as part of the lease term of the cash flow from operating activities.

The reconciliation of the movements in liabilities to the net cash inflow from financing activities can be shown as follows:

in € thousand	12/31/2023	Non-cash changes	Cash flow from interest	Cash flows from borrowings	Cashflow from repayments	12/31/2024
Current and non-current financial liabilities	17,441	30,940	-1,929	0	-4,976	41,476
Current and non-current loan liabilities	8	9,101	-8,094	442,000	-243,100	199,915
Current and non-current liabilities - total	17,449	40,041	-10,023	442,000	-248,076	241,391

in € thousand	12/31/2022	Non-cash changes	Cash flow from interest	Cash flows from borrowings	Cashflow from repayments	12/31/2023
Current and non-current financial liabilities	21,151	2,992	-956	0	-5,746	17,441
Current and non-current loan liabilities	83	1,235	-1,310	65,000	-65,000	8
Current and non-current liabilities - total	21,233	4,227	-2,266	65,000	-70,746	17,449

30. Segment reporting

In the Medios Group, segment reporting results from the management of business activities. The breakdown of the divisions corresponds to the internal organizational structure and reporting to the Executive Board and Supervisory Board. Segment success at the Medios Group is measured primarily on the basis of revenue and EBITDA before special effects. Revenue is generated from contracts with customers.

The Medios Group is divided into the Pharmaceutical Supply segment, the International Business segment (since June 2024), the Patient-Specific Therapies segment and the other Services segment. The segments differ in their performance profile. Transactions between segments are reported in accordance with IFRS accounting principles. Business segments were not aggregated. The activities of the Medios Group extend to Germany and, since June 2024, in particular to the Netherlands, Belgium and Spain. The business activities of the segments can be summarized as follows

Pharmaceutical supply with a focus on Specialty Pharma drugs means that almost exclusively high-priced drugs for chronic and/or rare diseases are traded. With this consistent and clear focus, Medios clearly distinguishes itself from full-range pharmaceutical wholesalers.

Patient-Specific Therapies include the compounding of medications on behalf of pharmacies. Patient-specific therapies are, for example, infusions that are compiled and produced on the basis of individual clinical pictures and individual parameters, such as body weight and body surface area. The batch for each formulation produced is therefore always exactly one. Blistering involves packaging prescribed medication in individual blisters. Compounding or Blistering is carried out under the highest possible quality standards – usually GMP (Good Manufacturing Practice).

Services comprises all other activities of the Group, including in particular corporate management, central functions such as finance and accounting, marketing and sales, IT and non-pharmaceutical purchasing as well as investor relations. In addition, software and infrastructure solutions for the Medios Group are driven forward here.

International Business covers all activities in an international environment, from the procurement of APIs (Active Pharmaceutical Ingredients), sterile and non-sterile compounding of drugs and the supply of public and hospital pharmacies to homecare services for patients at home.

The segment results in the 2024 financial year break down as follows:

	Pharmaceutical supply		Patient-Specific Therapies		Services		International (CEBAN)		Elimination		Group	
in € thousand	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Revenue – external	1,579,989	1,558,148	213,642	225,964	620	591	88,787	–	0	0	1,883,038	1,784,703
Revenue – internal	140,679	138,196	14,632	30,457	10,682	8,276	0	–	–165,994	–176,928	0	0
Total Revenue	1,720,668	1,696,344	228,274	256,420	11,302	8,867	88,787	–	–165,994	–176,928	1,883,038	1,784,703
Cost of materials	1,655,321	1,635,108	182,836	208,189	0	0	47,948	–	–155,221	–168,161	1,730,884	1,675,136
<i>cost of materials (as % of revenue)</i>	96.2%	96.4%	80.1%	81.2%	0.0%	0.0%	54.0%	–	93.5%	95.0%	91.9%	93.9%
EBITDA	49,386	46,194	16,878	16,257	–13,983	–10,039	10,799	–	–127	0	62,953	52,411
<i>Margin (as % of revenue)</i>	2.9%	2.7%	7.4%	6.3%	<-100%	<-100%	12.2%	–	0.1%	0.0%	3.3%	2.9%
EBITDA before special effects	50,013	46,669	23,268	21,826	–10,451	–7,982	16,292	–	–127	0	78,995	60,514
<i>Margin (as % of revenue)</i>	2.9%	2.8%	10.2%	8.5%	–92.5%	–90.0%	18.3%	–	0.1%	0.0%	4.2%	3.4%
Depreciation and amortization	9,641	9,647	8,697	8,912	2,675	2,482	10,275	–	0	0	31,288	21,040
Financial expenses	1,474	1,797	1,435	1,075	11,213	2,496	10,025	–	–13,284	–2,960	10,863	2,407
Financial income	1,398	703	1,283	270	11,488	2,393	31	–	–13,150	–2,960	1,050	406
EBT	39,670	35,453	8,030	6,541	–16,383	–12,625	–9,471	–	6	0	21,852	29,369
<i>Margin (as % of revenue)</i>	2.3%	2.1%	3.5%	2.6%	<-100%	<-100%	–10.7%	–	0.0%	0.0%	1.2%	1.6%
Income tax expense (–)/ –yield (+)	1,795	2,010	–1,005	–2,002	–11,142	–10,568	1,051	–	–2	0	–9,304	–10,560
Earnings after taxes	41,465	37,463	7,024	4,539	–27,525	–23,192	–8,420	–	4	0	12,548	18,810

The most important key figures for strategy and decision-making and for measuring operating business success in the 2024 financial year were revenue and earnings before interest, taxes, depreciation and amortization (EBITDA pre). EBITDA pre is reconciled to earnings before interest, tax depreciation and amortization as follows:

in € thousand	2024	2023
EBITDA before special effects	78,995	60,514
Expenses from stock option programs (SOP)	1,675	1,953
Other M&A expenses (acquisition costs)	5,528	970
Performance-related expenses for the acquisition of compounding volumes	6,171	5,180
ERP implementation costs	2,668	0
Earnings before interest, tax depreciation amortization (EBITDA)	62,953	52,411

The Medios Group had a large number of individual customers in the 2024 financial year. However, no customer generated revenue that accounted for more than 10% of total Group revenue.

OTHER INFORMATION

31. Contingent liabilities

RISK OF RECOVERY UNDER INSOLVENCY LAW

On December 1, 2020, insolvency proceedings were opened over the wholesaler's assets and the gradual breakdown of the business relationship also led to a strained financial situation

for the pharmacy. As of December 31, 2021, receivables of €1.0 million were still outstanding from the pharmacy in relation to deliveries of goods by Medios Pharma. A repayment agreement with a term until September 30, 2026 was agreed and complied with until September 30, 2023. With the addendum dated December 21, 2023, it was now agreed to suspend the repayment installments until September 30, 2026 and to extend the agreement until September 30, 2029. This does not affect the interest claims against the pharmacy, which are still to be paid quarterly.

In the course of 2021, the pharmacy was requested by the wholesaler's insolvency administrator to make a significant repayment under rescission law, which in turn could trigger insolvency proceedings at the pharmacy itself and subsequently also affect Medios. In the event of the pharmacy's insolvency, Medios Pharma would be at risk of having to repay a maximum of €7.3 million under insolvency law by December 31, 2024 at the latest. To avert a subsequent insolvency and thus further damage, Medios AG had originally agreed to provide secured interim financing in the amount of €1 million. The pharmacy would like to use the funds to finance a settlement with the wholesaler's insolvency administrator. In the meantime, the customer has reached a settlement with the wholesaler's insolvency administrator, meaning that the planned financing by Medios AG is no longer necessary. In view of the already finalized avoidance settlement, there are no indications of an imminent insolvency of the pharmacy.

In light of all the information available, the existing receivables from the pharmacy remain 100% individually impaired. At the time of preparation, the Executive Board did not consider further accounting precautions to be necessary because they were not considered probable.

32. Disclosures on leases

LESSEE ACCOUNTING

The Medios Group mainly acts as a lessee by leasing IT and office equipment, real estate and passenger cars used by the company. The lease agreements are negotiated individually and contain a variety of contractual terms and conditions. Rights of use from leases are included in the balance sheet items with the following values:

RIGHTS OF USE RECOGNIZED IN THE BALANCE SHEET

in € thousand	Land, including buildings on third-party land	Other equipment, furniture and office equipment	Total
As of 01/01/2024	15,124	303	15,427
Depreciation and amortization	-3,829	-532	-4,361
Additions to rights of use	16	622	639
Disposal of rights of use	-228	0	-228
Additions to the scope of consolidation	19,631	1,303	20,934
Remeasurement of right-of-use assets	3,740	-34	3,706
Disposals from reclassification as held for sale	-590	-39	-629
As of 12/31/2024	33,866	1,622	35,489

in € thousand	Land, including buildings on third-party land	Other equipment, furniture and office equipment	Total
As of 01/01/2023	15,926	98	16,024
Depreciation and amortization	-2,516	-104	-2,620
Additions to rights of use assets	1,008	325	1,333
Disposals from the scope of consolidation	-210	0	-210
Revaluation	916	-17	899
As of 12/31/2023	15,124	303	15,427

The measurement of right-of-use assets from leases and the associated leasing liabilities is based on a best estimate of the exercise of extension and termination options. This estimate is updated if there are significant changes to the general conditions or the contract. Revaluations were mainly carried out due to changes in the rental index and adjustments to terms.

The following table shows the (undiscounted) interest and principal payments of the leasing liabilities:

in € thousand	Leasing rate		Interest component		Principal repayment	
	2024	2023	2024	2023	2024	2023
Maturity						
up to 1 year	6,418	3,067	1,287	581	5,131	2,485
1 – 5 years	21,804	11,401	3,288	1,375	18,517	10,026
over 5 years	16,188	4,782	2,456	153	13,732	4,629
Total	44,410	19,250	7,031	2,109	37,380	17,140

in € thousand	2024	2023
Interest expenses for leasing liabilities	1,078	558
Expenses for leases of low-value assets, excluding short-term leases of low-value assets	144	313

AMOUNTS RECOGNIZED IN THE STATEMENT OF CASH FLOWS

in € thousand	2024	2023
Total cash outflows for leases	5,349	3,004

The following table presents a maturity analysis of lease receivables and shows the undiscounted lease payments to be received after the reporting date.

in € thousand	2024	2023
up to 1 year	223	161
1 – 5 years	310	379
over 5 years	7	28
Total amount of non-discounted lease receivables	541	570
Unrealized financial income	16	23
Net investment in the leases	525	547

LESSOR ACCOUNTING

In the 2024 financial year, the Medios Group sublet parts of the building. The sublease was classified as a finance lease. As of the reporting date, the receivable amounted to €525 thousand (previous year: €547 thousand). In the 2024 financial year, the Group recognized interest income on lease receivables in the amount of €12 thousand (previous year: €15 thousand). There is no particular risk arising from the Group's activities as a lessor, as the volume of these business activities is comparatively low. No further sublease agreements are planned.

33. Additional disclosures on financial instruments

TRANSFERS OF FINANCIAL ASSETS

There is a factoring agreement for the sale of receivables in the PS segment. Under a forfaiting model, the Group is free to decide whether and to what extent the nominal volume of up to €20,000 thousand is utilized. The risks from the receivables sold that are relevant for the respective risk assessment are the credit risk (default risk) and the risk of late payment (late payment risk), which are transferred in full to the buyer of the receivables in return for payment of a fixed purchase price discount. The receivables sold were derecognized in full after the transfer to the factoring institute and the fixed purchase price discount was recognized in full as an expense. As of the reporting date of December 31, 2024, the Group no longer held any receivables held for sale.

VALUATIONS, FAIR VALUES BY MEASUREMENT CATEGORY

With the exception of non-current financial assets and non-current financial liabilities, all financial instruments had short remaining terms or were available as cash and cash equivalents as of December 31, 2024 and December 31, 2023. Their carrying amounts as of the reporting date therefore correspond at least approximately to their respective fair values.

The contingent purchase price liability of €1,931 thousand from the business combination with Ceban was classified as a financial liability and recognized at fair value. Due to the short-term maturity, the fair value corresponds to the settlement amount.

As in the previous year, as of the reporting date there were no receivables intended for sale to the factoring institute and still held in the portfolio that are also classified as financial instruments in the "FVtPL" category.

All remaining financial instruments are allocated to the AC (amortized cost) category. The non-current financial assets with a carrying amount of €179 thousand (previous year: €100 thousand) relate to loans granted. Other non-current financial assets of €525 thousand (previous year: €547 thousand) relate to receivables from finance leases. The fair values of the loans and finance lease receivables approximate the respective carrying amounts.

Other non-current financial liabilities include €2,158 thousand (previous year: €0) in liabilities from put options/forwards and €174,129 thousand previous year: €0) in loan liabilities.

The fair values of the liabilities from put options/forwards approximate the respective carrying amounts. The loans bear interest at the standard market variable interest rates and correspond approximately to the respective carrying amounts.

34. Net results from financial instruments

The net results per measurement category are presented as follows:

2024 from subsequent measurement

in € thousand	From interest	Impairment	From disposal	Net result
Loans and receivables (AC)	1,050	-170	0	880
Financial liabilities at amortized cost (AC)	-10,863	0	0	-10,863
Total	-9,813	-170	0	-9,983

2023 from subsequent measurement

in € thousand	From interest	Impairment	From disposal	Net result
Loans and receivables (AC)	74	-417	0	-343
Financial liabilities at amortized cost (AC)	-2,407	0	0	-2,407
Total	-2,333	-417	0	-2,750

35. Risk management of the Group

The Medios Group's risk management system is an integral part of the Medios Group's business practice and encompasses the individual organizational processes at various levels and all risk types. Key components are the business planning and controlling processes. The tasks of risk identification and assessment are performed by each organizational unit. Risks with similar content are combined into risk groups, for example "regulatory risks". These are then regularly communicated to the responsible decision-makers, who are responsible for risk management. Further information on the management of financial risks can be found in the risk and opportunity report in the combined management report.

MACROECONOMIC RISKS FINANCIAL RISK MANAGEMENT

The Group is exposed to various financial risks arising from its operating and financial activities. The most significant financial risks for the Group arise from the creditworthiness and solvency of the Group's counterparties and the liquidity risk. The basic principles of financial policy are determined by the Executive Board and monitored by the Supervisory Board. The Executive Board has implemented a risk management system and receives regular reports on the development of financial risks, among other things. Certain transactions require the prior approval of the Executive Board or the Supervisory Board, which are also regularly informed of the scope and amount of the current level of risk.

CREDIT RISK (DEFAULT RISK)

Credit risks arise from the possibility that counterparties (customers and other debtors) to a transaction are unable to meet their obligations and that the Group suffers a financial loss as a result. The maximum credit risk (default risk) corresponds to the carrying amount of the Group's financial assets without taking into account netting agreements and without taking into account any additional collateral or other credit enhancements. Trade receivables are by far the largest item among the financial assets. A possible concentration of risk is analyzed regularly. The development of due and non-due receivables is reported on a monthly basis. Where necessary, the Group takes account of the credit risk by recognizing appropriate impairments. In addition, the Group uses factoring for working capital management in individual cases where necessary. This is genuine factoring with assumption of the del credere risk.

The credit risk is reduced through diversification, which is achieved through a large number of debtors. Furthermore, the credit risk is mitigated by obtaining advance payments from buyers, where negotiable. IFRS 9 contains an impairment model based on expected credit losses ("expected credit loss model"). This model is to be applied to all financial assets measured at amortized cost. The simplified method is used to determine impairments on trade receivables. This involves determining the expected credit losses over the entire term of the financial instruments. An estimate of expected future defaults is extrapolated from the analysis of historical bad debt losses. For further information, please refer to [note 21](#).

The non-current financial assets include loans granted. The default risks are assessed individually each year by inspecting the company's earnings planning. In our opinion, there are currently no significant default risks. There are also long-term receivables from finance leases. In our opinion, there are also no significant default risks at present.

The other current assets are measured at amortized cost. The Medios Group regularly monitors creditworthiness and checks whether there are objective indications, such as financial difficulties on the part of the debtor. In the financial year, specific valuation allowances (€73 thousand) were recognized in relation to two customers in the Pharmaceutical Supply segment. From the company's perspective, these are special cases that are not representative of the risk classification of Medios AG's customer and receivables structure and are both historically and systematically individual cases in this form. This does not result in a different assessment of impairment due to expected credit losses. There were no other indications of impairment.

Cash and cash equivalents are bank balances. Due to the short term (available on demand) and the creditworthiness of our contractual partners, no impairment was recognized.

LIQUIDITY RISKS

Liquidity risk is the potential inability of the Medios Group to meet existing or future payment obligations. This is constantly determined and managed centrally by the Group's finance department as part of same-day and medium-term liquidity planning in order to meet all planned payment obligations across the Group when they fall due. According to Medios' planning, it will be possible to cover the expected financing requirements to a large extent from the operating cash flow and with the Medios Group's available cash and cash equivalents and, if necessary, via contractually agreed syndicated financing. As of December 31, 2024, the Medios Group had undrawn credit lines of €25 million (previous year: €75 million), which can be drawn on at short notice and if necessary.

MARKET RISK

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in the market interest rate. Interest rate risk positions usually arise from variable-interest financial instruments. The Medios Group does not capitalize any fixed-interest financial assets and liabilities at fair value through profit or loss whose interest rate changes could have an impact on the profit or loss of the Medios Group.

Sensitivity analysis of cash flows for variable-rate instruments

In order to analyze the effects of changes in the reference interest rates relevant to Medios on the Group's earnings position, the proportion of financial liabilities that bear interest at variable rates and are not hedged against an increase in reference interest rates through the use of interest rate swaps or interest rate options is determined. As of December 31, 2024, the Medios Group had taken out variable-interest loans in the amount of €200 million and had not concluded any interest rate derivatives as of the reporting date. An assumed and possible change of +/- 50 basis points in the reference interest rates (Euribor) as of the reporting date would mean an additional annual interest burden/relief of €1 million. This analysis assumes that all other influencing factors remain constant.

CAPITAL MANAGEMENT

The Group defines the managed capital as the Group's equity. As a stock corporation, the company is subject to the minimum capital requirements of German stock corporation law. No dividends were paid in the past financial year. Capital is monitored using the equity ratio. This is calculated as follows:

in € thousand	2024	2023
Equity	510,192	468,807
balance sheet total	934,357	594,753
Equity ratio (%)	54.6	78.8

Ensuring financial flexibility is a top priority in the Group's financing strategy. In order to achieve this flexibility, the Group primarily uses the free liquidity available. The Group also has a wide range of financing instruments at its disposal in the form of leasing agreements, factoring and existing credit lines. The Medios Group has a broad spread of maturities with a high proportion of medium and long-term financing.

The Medios Group uses the gearing ratio, measured by the net gearing ratio, as a key target figure and is calculated as follows:

Net gearing ratio = net debt/12-month EBITDA (adjusted).

The net leverage ratio is part of the covenants of the syndicated loan agreement concluded in November 2024. A net gearing ratio of 3.0 may not be exceeded. The Group's financial planning does not show any breach of the agreed financial covenant.

36. Share-based compensation

The Medios Group has stock options (equity-settled share-based payment transactions). granted. The fair value of the obligation is recorded as personal expenses over the vesting period and by simultaneously forming a capital reserve. The expense is recognized pro rata over the vesting period. This is the Period during which the recipients of a share-based payment must fulfill the agreed service condition. The options issued are valued using a binomial model.

The Medios Group currently has four share-based remuneration models for employees and managers:

- Stock Option Program 2023 (a) and (b),
- Stock Option Program 2022 (a),
- Stock Option Program 2020 (a), (b) and (c),
- Stock Option Program 2018 (a), (c), (d) and (e).

The rules of the above-mentioned Stock Option Programs stipulate that the stock options granted to the respective beneficiaries are earned over a vesting period of four years. In this context, parts of the claims become vested even before the end of the four year vesting period. In this context, a separate estimate of the expense periodization must be made, which is based on the work performed up to the balance sheet date compared to the total work to be performed by the beneficiaries over the respective vesting period. Since a certain portion of the following installments is already earned in the first year, a declining expense curve is assumed. The vesting period of four years is followed by the exercise period, during which the stock options can generally be exercised. The exercisability of the stock options is linked to the achievement of the performance target set out in the respective stock option program. It is assumed with a high degree of probability that the stock options will be exercised within one year of the end of the vesting period.

In the 2024 financial year, the 2018 and 2020 Stock Option Plans were amended with regard to their total term (consisting of a vesting period and an exercise period). The total term of the Stock Option Programs was reduced from eleven years to seven years from the issue date. There were no effects on the valuation or the distribution of expenses for the stock options.

Expenses of €1,675 thousand (previous year: €1,944 thousand) were recorded for the share-based remuneration commitments of Medios existing on the reporting date. Of these expenses, €1,675 thousand (previous year: €1,944 thousand) are attributable to equity-settled share-based payment awards.

The weighted average fair value of the stock options granted in the reporting period amounted to €3.20 (previous year: €4.13) on the valuation date.

Volatility was calculated as the standard deviation of historical share returns for all Stock Option Programs. The mean value of the rolling annualized 90-day standard deviations of the returns was used. With the exception of the Stock Option Programs 2023 (a) and (b), 2022 (a) and 2020 (c), the period under review was the period since the initial listing of Medios AG on November 22, 2016; for the Stock Option Programs 2023 (a) and (b), 2022 (a) and 2020 (c), the period was limited to five years retrospectively from the respective grant date.

The exercise prices of the stock options outstanding at the end of the reporting period range between €15.00 and €29.00 (previous year: €15.00 to €29.00). The weighted average of the remaining contractual term of the option programs is 4.9 years as of December 31, 2024 (7.6 years as of December 31, 2023). The decrease in the average remaining contract term is mainly due to the adjustment of the term of the 2018 and 2020 Stock Option Programs. If the term had been adjusted in the previous year, the average remaining term of the stock option programs would have been 5.1 years. As in the previous year, no stock options were exercised in the reporting period.

STOCK OPTION PROGRAM 2023 (A) AND (B)

In the 2023 financial year, a Stock Option Program was launched in which selected members of the Executive Board, employees, managers and members of the management of the Medios Group were granted options to purchase shares as remuneration for work performance [Stock Option Program 2023 (a)].

In addition to the Stock Option Program 2023 (a), further stock options were granted to selected Group employees in the 2024 financial year as remuneration for work performance [Stock Option Program 2023 (b)].

The beneficiary receives the right to acquire an individual number of no-par value bearer shares ("no-par value shares") specified in the respective subscription rights agreement. Each option relates to one share in the company and has an exercise price of €24.00. There is no cash settlement option. There is no cash settlement option.

The options can only be exercised after the expiry of a vesting period and if the defined performance target is achieved. The vesting period is four years from the issue date on December 1, 2023 [Stock Option Program 2023 (a)], February 1, 2024, June 1, 2024 and October 1, 2024 [Stock Option Program 2023 (b)].

The outstanding stock options from the Stock Option Programs 2023 (a) and (b) as of December 31, 2024 have not yet fully vested and cannot be exercised.

The option rights can only be exercised in the seven years following the issue date. If the employment or service relationship is terminated, the options expire, provided the respective vesting period has not yet expired.

The following are exempt from forfeiture

for Stock Option Program 2023 (a)

- 25% of the option rights granted if the termination takes place after December 31, 2023,
- 50% of the option rights granted if the termination occurs after December 31, 2024 or
- 75% of the option rights granted if the termination takes place after December 31, 2025.

If the termination takes place after December 31, 2026, all option rights granted are excluded from expiry. In deviation from this provision, all option rights granted to member of the Executive Board Falk Neukirch are excluded from expiry.

- excluded if the termination takes place after March 31, 2026;

for Stock Option Program 2023 (b)

- 25% of the option rights granted if the termination takes place after December 31, 2024,
- 50% of the option rights granted if the termination occurs after December 31, 2025 or
- 75% of the option rights granted if the termination takes place after December 31, 2026.
- If the termination takes place after December 31, 2027, all option rights granted are excluded from expiry.
- By way of derogation, (i) 33.33% of the option rights granted to the member of the Executive Board Matthias Gärtner, which already vest upon granting, and (ii) 66.66% of the option rights granted, provided that the termination occurs after June 30, 2025, are excluded from forfeiture. If the termination occurs after June 30, 2026, all option rights granted are excluded from forfeiture.
- By way of derogation, for the members of the Executive Board Mrs. Mi-Young Miehler and Mr. Christoph Prußeit, (i) 25% of the option rights granted, which already vest upon granting, (ii) 50% of the option rights granted, provided that the termination takes place after December 31, 2024, and (iii) 75% of the option rights granted, provided that the termination takes place after December 31, 2025, are excluded from forfeiture. If the termination occurs after December 31, 2026, all option rights granted are excluded from forfeiture.
- By way of derogation, (i) 25% of the option rights granted are excluded from expiry for the member of the Executive Board Constantijn van Rietschoten if the termination takes place after December 31, 2024, (ii) 50% of the option rights granted are excluded from expiry if the termination takes place after December 31, 2025, and (iii) 75% of the option rights granted are excluded from expiry if the termination takes place after December 31, 2026. If the termination occurs after March 31, 2027, all option rights granted are excluded from expiry.

The prerequisite for exercising the option rights is that the closing price of the company's share in XETRA trading (or a comparable successor system of the Frankfurt Stock Exchange) reaches or exceeds the amount of €28.00 on thirty consecutive trading days prior to the respective exercise.

The valuation of the stock options is based on the assumption that the options will most likely be exercised within one year of the end of the vesting period. The outstanding stock options from the Stock Option Program 2023 have no dilutive effect on the calculation of earnings per share, as the exercise price is higher than the average share price in 2024.

STOCK OPTION PROGRAM 2022 (A)

In the 2022 financial year, a stock option program was set up in which selected members of the Executive Board, employees, managers and members of the Medios Group management were granted options to purchase shares as remuneration for work performance. There is no option for cash settlement.

The beneficiary receives the right to acquire an individual number of no-par value bearer shares ("no-par value shares") specified in the respective subscription rights agreement. Each option relates to one share in the company and has an exercise price of €27.00.

The options can only be exercised after the expiry of a vesting period and if the defined performance target is achieved. The vesting period is four years from the issue date on November 1, 2022.

The outstanding stock options from the Stock Option Program 2022 (a) as of December 31, 2024 have not yet fully vested and cannot be exercised.

The option rights can only be exercised in the seven years following the issue date. If the employment or service relationship is terminated, the options expire, provided the respective vesting period has not yet expired.

The following are exempt from forfeiture

- 25% of the option rights granted if the termination takes place after December 31, 2022,
- 50% of the option rights granted if the termination takes place after December 31, 2023 or
- 75% of the option rights granted if the termination takes place after December 31, 2024.
- If the termination takes place after December 31, 2025, all option rights granted are excluded from expiry.

The prerequisite for exercising the option rights is that the closing price of the company's share in XETRA trading (or a comparable successor system of the Frankfurt Stock Exchange) reaches or exceeds the amount of €40.00 on thirty consecutive trading days prior to the respective exercise.

The valuation of the stock options is based on the assumption that the options are highly likely to be exercised within one year of expiry of the vesting period. The outstanding stock options from the Stock Option Program 2022 have no dilutive effect on the calculation of earnings per share, as the exercise price is higher than the average share price in 2024.

STOCK OPTION PROGRAM 2020 (A), (B) AND (C)

In the 2021 financial year, a stock option program was set up in which selected members of the company's management, employees and executives were granted options to purchase shares by Medios AG as remuneration for work performance. There is no option for cash settlement [Stock Option Program 2020 (a) and (b)].

As a supplement to the stock option program from 2021, share-based remuneration in the form of equity instruments (so-called equity-settled transaction) was granted by Medios AG to further selected employees of the Group in the 2022 financial year as remuneration for work performance [Stock Option Program 2020 (c)].

The beneficiary receives the right to acquire an individual number of no-par value bearer shares ("no-par value shares") specified in the respective subscription rights agreement. Each option relates to one share in the company and has an exercise price of €29.00.

The options can only be exercised after the expiry of a vesting period and if the defined performance target is achieved. The vesting period is four years from the issue date on October 1, 2021, November 1, 2021 [Stock Option Program 2020 (a)], January 1, 2022 [Stock Option Program 2020 (a) and (b)] and June 1, 2022 [Stock Option Program 2020 (c)].

The outstanding stock options from the 2020 Stock Option Programs (a), (b) and (c) as of December 31, 2024 have not yet fully vested and cannot be exercised.

Following the aforementioned amendment to the Stock Option Plan, the option rights can only be exercised in the seven years following the issue date (previously: the expiry of the vesting period). If the employment or service relationship is terminated, the options expire, provided the respective vesting period has not yet expired.

The following are exempt from forfeiture

- 25% of the option rights granted if the termination takes place after December 31, 2021,
- 50% of the option rights granted if the termination occurs after December 31, 2022 or

- 75% of the option rights granted if the termination takes place after December 31, 2023.
- If the termination takes place after December 31, 2024, all option rights granted are excluded from expiry.

The prerequisite for exercising the option rights is that the closing price of the company's share in XETRA trading (or a comparable successor system of the Frankfurt Stock Exchange) reaches or exceeds the amount of €50.00 on thirty consecutive trading days prior to the respective exercise.

The valuation of the stock options is based on the assumption that the options will most likely be exercised within one year of the expiry of the vesting period. The outstanding stock options from the Stock Option Program 2020 have no dilutive effect on the calculation of earnings per share, as the exercise price is higher than the average share price in 2024.

STOCK OPTION PROGRAM 2018 (A), (C), (D) AND (E)

In the 2018 financial year, a stock option program was set up in which selected employees were granted options to purchase shares by Medios AG as remuneration for work performance. There is no option for cash settlement [Stock Option Program 2018 (a)].

As a supplement to the 2018 Stock Option Program, Medios AG granted share-based remuneration in the form of equity instruments (so-called equity-settled transactions) to further selected employees of the Group as remuneration for work performance in the 2019 financial year [Stock Option Program 2018 (c)].

As a further addition to the stock option program from 2018, share-based remuneration in the form of equity instruments (so-called equity-settled transaction) was granted by Medios AG to further selected employees of the Group as remuneration for work performance in the 2020 financial year [Stock Option Program 2018 (d)].

As a further addition to the Stock Option Program from 2018, Medios AG granted share-based remuneration in the form of equity instruments (so-called equity-settled transaction) to further selected employees of the Group as remuneration for work performance in the 2021 financial year [Stock Option Program 2018 (e)].

The beneficiary receives the right to acquire an individual number of no-par value bearer shares ("no-par value shares") specified in the respective subscription rights agreement. Each option relates to one share in the company and has an exercise price of €15.00.

The options can only be exercised after a vesting period and if the defined performance target is achieved; the vesting period is four years from the issue date on December 1, 2018, February 1, 2019 and May 1, 2019 [Stock Option Program 2018 (a)], October 1, 2019 and December 1, 2019 [Stock Option Program 2018 (c)], October 1, 2020 and January 1, 2021 [Stock Option Program 2018 (d)] and on March 1, 2021 [Stock Option Program 2018 (e)].

The stock options outstanding as of December 31, 2024 from the 2018 Stock Option Programs (a), (c) and (d, issue date October 1, 2020) are vested but not exercisable as the defined performance target had not been achieved as of the balance sheet date. The outstanding stock options from the 2018 Stock Option Program (d, issue date January 1, 2021) and (e) as of December 31, 2024 have been earned and are not exercisable.

Following the aforementioned amendment to the Stock Option Plan, the option rights can only be exercised in the seven years following the issue date (previously: the expiry of the vesting period). If the employment or service relationship is terminated, the options expire, provided the respective vesting period has not yet expired.

The following are exempt from forfeiture

for Stock Option Program 2018 (a)

- 25% of the option rights granted if the termination takes place after December 31, 2018,
- 50% of the option rights granted if the termination takes place after December 31, 2019 or
- 75% of the option rights granted if the termination takes place after December 31, 2020.
- If the termination takes place after December 31, 2021, all option rights granted are excluded from expiry.

for Stock Option Program 2018 (c)

- 25% of the option rights granted if the termination takes place after December 31, 2019,
- 50% of the option rights granted if the termination occurs after December 31, 2020 or
- 75% of the option rights granted if the termination takes place after December 31, 2021.
- If the termination takes place after December 31, 2022, all option rights granted are excluded from expiry.

for Stock Option Program 2018 (d)

- 25% of the option rights granted if the termination takes place after December 31, 2020,
- 50% of the option rights granted if the termination occurs after December 31, 2021 or
- 75% of the option rights granted if the termination takes place after December 31, 2022.
- If the termination takes place after December 31, 2023, all option rights granted are excluded from expiry.

for Stock Option Program 2018 (e)

- 25% of the option rights granted if the termination takes place after December 31, 2021,
- 50% of the option rights granted if the termination occurs after December 31, 2022 or
- 75% of the option rights granted if the termination takes place after December 31, 2023.
- If the termination takes place after December 31, 2024, all option rights granted are excluded from expiry.

The prerequisite for exercising the option rights is that the closing price of the company's share in XETRA trading (or a comparable successor system of the Frankfurt Stock Exchange) reaches or exceeds the amount of €23.00 on thirty consecutive trading days prior to the respective exercise.

In the valuation of the stock options, it is assumed that the options are highly likely to be exercised within one year of the expiry of the vesting period. The outstanding stock options from the 2018 Stock Option Program (a), 2018 Stock Option Program (c) and 2018 Stock Option Program (d) have no dilutive effect on the calculation of earnings per share, as the performance target associated with the exercise of the stock options has not been met as of December 31, 2024. The outstanding stock options from the 2018 Stock Option Program (e) have no dilutive effect on the calculation of earnings per share, as the exercise price is above the average share price for 2024 and the performance target associated with the exercise of the stock options has not been met as of December 31, 2024.

OTHER STOCK OPTION PROGRAMS

The stock options from the other stock option programs 2018 (b), 2017 and 2016 were exercised until the 2021 financial year.

2024	Share options in number of shares	Weighted average Exercise price in €
Outstanding as of 01/01/2024	1,148,875	24.15
Granted in the reporting period	534,000	24.00
Forfeited in the reporting period	0	–
Exercised in the reporting period	0	–
Expired in the reporting period	44,750	25.58
Outstanding as of 12/31/2024	1,638,125	24.06
Exercisable as of 12/31/2024	0	–

2023	Share options in number of shares	Weighted average Exercise price in €
Outstanding as of 01/01/2023	846,125	24.22
Granted in the reporting period	315,000	24.00
Forfeited in the reporting period	0	–
Exercised in the reporting period	0	–
Expired in the reporting period	12,250	24.71
Outstanding as of 12/31/2023	1,148,875	24.15
Exercisable as of 12/31/2023	0	–

Valuation parameters 2024

	AOP 2023 (b)
Option pricing model	Binomial model
Date granted	01/24/2024/ 01/25/2024/ 05/01/2024/ 09/27/2024/ 09/30/2024
Date issued	02/01/2024/ 02/01/2024/ 06/01/2024/ 10/01/2024/ 10/01/2024
Vesting period after issue date	4 years
End of the vesting period	02/01/2028/ 02/01/2028/ 06/01/2028/ 10/01/2028/ 10/01/2028
Term after expiry of the vesting period	1 year
Maturity of the option	02/01/2029/ 02/01/2029/ 06/01/2029/ 10/01/2029/ 10/01/2029
Exercise price (in €)	24.00
Performance target (in €)	28.00
Share price at the grant date (in €)	14.80/ 14.76/ 14.16/ 16.36/ 16.10
Maturity-equivalent risk-free interest rate (in %)	2.17/ 2.22/ 2.52/ 1.90/ 1.93
Expected volatility (in %)	38.81/ 38.81/ 39.23/ 40.77/ 40.77
Expected dividends (in %)	Up to 2.0

Valuation parameters 2023

	AOP 2023 (a)
Option pricing model	Binomial model
Date granted	11/20/2023
Date issued	12/01/2023
Vesting period after issue date	4 years
End of the vesting period	12/01/2027
Term after expiry of the vesting period	1 year
Maturity of the option	12/01/2028
Exercise price (in €)	24.00
Performance target (in €)	28.00
Share price at the grant date (in €)	17.30
Maturity-equivalent risk-free interest rate (in %)	2.48
Expected volatility (in %)	39.2
Expected dividends (in %)	Up to 2.0

37. Transactions with related parties and persons

Related parties within the meaning of IAS 24 are natural persons and companies that can influence Medios AG, that can exert a significant influence on Medios AG or that are under the influence of another related party of Medios AG.

RELATED PARTIES IN KEY POSITIONS

Related parties in key positions are the members of the Executive Board and Supervisory Board as well as the management of the parent company, which are shown for the 2024 financial year:

Executive Board

Matthias Gärtner	CEO
Falk Neukirch	CFO
Mi-Young Miehler	COO
Christoph Prußeit	CINO
Constantijn van Rietschoten	CIM

The total remuneration of the members of the Executive Board in the reporting year amounted to €2,820 thousand. Of this amount, €647 thousand was paid to Matthias Gärtner (CEO), €565 thousand to Mrs. Mi-Young Miehler (COO), €565 thousand to Falk Neukirch (CFO), €565 thousand to Christoph Prußeit (CINO) and €462 thousand to Mr. van Rietschoten (CIM). Other fees for the Executive Board in the

reporting period amounted to €16 thousand. Mrs. Miehler, Mr. Prußeit, Mr. Neukirch and Mr. van Rietschoten also have a company car at their disposal. In the 2024 financial year, €787 thousand (previous year: €582 thousand) was recognized in personnel expenses and in the capital reserve for the long-term incentive (LTI) remuneration component for members of the Executive Board.

Supervisory Board

Dr. Yann Samson	Chairman
Dr. Anke Nestler	Deputy Chairwoman
Joachim Messner	Member of the Supervisory Board
Florian Herger	Member of the Supervisory Board
Jens Apermann	Member of the Supervisory Board

The shareholders approved an expansion of the Supervisory Board from four to five members in the 2024 financial year. Mr. Florian Herger (business graduate and investment manager (principal) at Luxempart S.A.) and Mr. Jens Apermann (independent consultant and investor in the digital health sector and Executive Board member of Pleja AG) were newly elected to the Supervisory Board. Mr. Klaus J. Buß resigned from office.

No member of the Executive Board was a member of a statutory Supervisory Board or a comparable controlling body during the financial year.

The Supervisory Board members belong to the following statutory supervisory boards or a comparable control medium:

Dr. Yann Samson	Avemio AG, Düsseldorf (Deputy Chairman of the Supervisory Board)
Dr. Anke Nestler	GK Software SE, Schöneck/Vogt (Deputy Chairman of the Supervisory Board)
Joachim Messner	No further memberships in supervisory bodies
Florian Herger	Nexus AG (Member of the Supervisory Board) technotrans SE (Member of the Supervisory Board)
Jens Apermann	easyApotheke (Holding) AG, Düsseldorf (Member of the Supervisory Board)

Remuneration for Supervisory Board activities amounted to €276 thousand in the 2024 financial year (previous year: €240 thousand).

FURTHER RELATED PARTY DISCLOSURES

TRANSACTIONS IN ACCORDANCE WITH IAS 24

Furthermore, in the 2024 financial year, the daughter of the Chairman of the Executive Board worked at Medios AG as an employee and received a total salary of €14 thousand (previous year: €15.4 thousand). There were no further business relationships with related parties in the 2024 financial year.

38. Personnel

On average, 843 people were employed in the 2024 financial year (previous year: 512):

in € thousand	2024	2023
Compounding	370	261
Distribution	222	46
Purchasing	96	70
Other areas	155	135
Total	843	512

39. Earnings per share

Earnings per share are calculated by dividing the total consolidated earnings attributable to the shareholders of Medios AG by the weighted average number of ordinary shares outstanding in the reporting year.

Calculation of earnings per share

	2024	2023
Share of consolidated net income (in € thousand) attributable to shareholders of the parent company	12,548	18,810
Weighted average number of ordinary shares (in thousands of units)	24,775	23,806
Undiluted earnings per share	0.51	0.79

Adjustment in the calculation diluted earnings per share

	2024	2023
Weighted average number of ordinary shares (in thousands of units)	24,775	23,806
Share program 2018 and 2022 (number of shares in thousands)	0	0
Weighted average of ordinary shares used as denominator for the calculation of diluted earnings per share (in thousands of units)	24,775	23,806
Diluted earnings per share	0.51	0.79

40. Auditor's fees

The auditor for the 2024 financial year, Baker Tilly GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft, Düsseldorf, Munich branch, charged fees totaling €727 thousand in the 2024 financial year (previous year: €559 thousand). At €582 thousand (previous year: €559 thousand), the fees related to auditing services for the audit of the annual and consolidated financial statements. Other auditing and confirmation services amounted to €50 thousand (previous year: €0 thousand) at and other services in the amount of €105 thousand (previous year: €0 thousand). All fees and expenses stated relate to net amounts excluding statutory VAT of 19%.

41. Declaration on the German Corporate Governance Code

The Compliance Statement on the German Corporate Governance Code required by Section 161 AktG was issued by the Executive Board and Supervisory Board of Medios AG and is permanently available to shareholders on the Medios AG website in the Investor Relations section at: <https://investors.medios.group/en/corporate-governance>.

42. Events after the balance sheet date

The Medios Group sold all of its shares in Apotheek Groot Driene V.O.F after the reporting date.

Berlin, March 24, 2025

Matthias Gärtner

Chief Executive Officer (CEO)

Falk Neukirch

Chief Financial Officer (CFO)

Mi-Young Miehler

Executive Board (COO)

Christoph Prußeit

Executive Board (CINO)

Constantijn van Rietschoten

Executive Board (CIM)

Responsibility statement (unaudited)

To the best of our knowledge, and in accordance with the applicable reporting principles, the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group in accordance with German accepted accounting principles, and the combined management report of the Group includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risks associated with the expected development of the Group.

Berlin, March 24, 2025

Matthias Gärtner

Chief Executive Officer (CEO)

Falk Neukirch

Chief Financial Officer (CFO)

Mi-Young Miehler

Executive Board (COO)

Christoph Prußeit

Executive Board (CINO)

Constantijn van Rietschoten

Executive Board (CIM)

Independent Auditor's Report

To Medios AG

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND THE COMBINED MANAGEMENT REPORT

AUDIT OPINIONS

We have audited the consolidated financial statements of Medios AG and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash-flows for the financial year from 1 January 2024 to 31 December 2024, as well as the notes to the consolidated financial statements, including a summary of significant accounting policies. We have also audited the combined management report of Medios AG for the financial year from 1 January 2024 to 31 December 2024. In accordance with the German legal requirements, we have not audited the content of the information contained in the sections "General internal control system (unaudited)" and "Overall statement on the risk management system and internal control system (unaudited)" as well as the Corporate governance statement according to §§ 289 et seq., 315d HGB mentioned in the section "Other parts of the Group management report" of the combined management report.

In our opinion, on the basis of the knowledge obtained in the audit:

- the accompanying consolidated financial statements comply, in all material respects, with the IFRS Accounting Standards (hereinafter referred to as "IFRS Accounting Standards") issued by the International Accounting Standards Board (IASB), as adopted by the EU, and the additional requirements of German commercial law pursuant to § 315e (1) HGB [Handelsgesetzbuch: German Commercial Code] and, in compliance with these requirements, give a true and fair view of the assets, liabilities, and financial position of the Group as at 31 December 2024 and of its financial performance for the financial year from 1 January 2024 to 31 December 2024, and
- the accompanying combined management report as a whole provides an appropriate view of the Group's position. In all material respects, this combined management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the combined management report does not cover the content of the information contained in the sections "General internal control system (unaudited)" and "Overall statement on the risk management system and internal control system (unaudited)" as well as the Corporate governance statement according to §§ 289 et seq., 315d HGB mentioned in the section "Other parts of the Group management report" of the combined management report.

Pursuant to § 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the combined management report.

BASIS FOR THE AUDIT OPINIONS

We conducted our audit of the consolidated financial statements and of the combined management report in accordance with § 317 HGB and the EU Audit Regulation (No. 537/2014, hereinafter referred to as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer ("IDW", German Institute of Public Auditors). Our responsibilities under those requirements and principles are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements and of the combined management report" section of our auditor's report. We are independent of the Group entities in accordance with the requirements pursuant to European law as well as German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. Furthermore, we declare in accordance with Article 10 Sec. 2 lit. f) of the EU Audit Regulation that we have not provided any non-audit services prohibited under Article 5 Sec. 1 of the EU Audit Regulation. We believe the audit evidence we have obtained is sufficient and appropriate in order to provide a basis for our audit opinions expressed

on the consolidated financial statements and on the combined management report.

KEY AUDIT MATTERS IN THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year from 1 January 2024 to 31 December 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our audit opinion thereon, we do not provide a separate audit opinion on these matters.

From our point of view, the following matters were the most significant in our audit:

- Impairment of goodwill
- Acquisition of the PharComp Investco B.V. subgroup

We have structured our presentation of these particularly important audit matters as follows:

1. Facts and problem
2. Audit procedure and findings
3. Reference to further information

In the following, we present this particularly important audit matter:

IMPAIRMENT OF GOODWILL

1. Facts and problem

In the consolidated financial statements of Medios AG, goodwill in the amount of EUR 361.6 million is reported under the balance sheet item "Intangible assets", which thus represents around 38.7% of the balance sheet total. Goodwill is subject to an impairment test by the company on an annual basis on the balance sheet date or on an ad hoc basis. This involves comparing the calculated values in use with the carrying amounts of the corresponding group of cash-generating units. These valuations are usually based on the present value of future cash flows of the cash-generating unit to which the respective goodwill is allocated. The valuations are based on the planning calculations of the individual cash-generating units, which are based on the financial plans approved by management. Discounting is carried

out using the weighted average cost of capital of the respective cash-generating unit. The result of this valuation is highly dependent on management's estimate of future cash inflows and the discount rate used and is therefore subject to considerable uncertainty, which is why this matter is of particular significance in the context of our audit.

2. Audit procedure and findings

In order to adequately assess this risk, we have critically evaluated management's assumptions and estimates, and, among others, performed the following audit procedures:

We have audited the planning process and reviewed the implemented controls.

During the audit, we were provided with impairment tests by independent experts, the results of which we were able to use. Where necessary, taking into account the significance of the expert's work for the objectives of our audit, we assessed the competence, capabilities and objectivity of the expert, obtained an understanding of the expert's work and evaluated the suitability of the expert's work as audit evidence for the relevant assertion.

Furthermore, we have understood the methodological procedure for carrying out the impairment tests and assessed the determination of the weighted average cost of capital.

We have assured ourselves that the future cash inflows underlying the valuations and the discount rates used as a whole provide an appropriate basis for the impairment tests of the individual cash-generating units.

Our assessment of the planning calculations was based, among others, on a comparison with general and industry-specific market expectations as well as management's detailed explanations on the key value drivers of the plannings and a comparison of this information with the current budgets from the planning approved by the Supervisory Board.

Knowing that even relatively small changes in the discount rate can have a significant impact on the amount of the value in use determined in this way, we looked at the parameters used to determine the discount rate used and traced the Company's calculation

scheme. In addition, we have checked mathematically the sensitivity analyses prepared by the Company and verified their content.

Considering the available information, the valuation parameters and assumptions applied by the management are, in our view, generally suitable for an impairment testing of goodwill.

3. Reference to further information

The Company's goodwill disclosures are contained in the notes to the consolidated financial statements in "5 B) Business combinations", "5 C) Scope of consolidation", "5 E) Goodwill", "5 I) Value and impairment losses of assets with indefinite and determined useful lives", "6 A) Goodwill and other intangible assets" and "Explanations to the consolidated balance sheet" (under: "16. Intangible assets").

ACQUISITION OF THE PHARCOMP INVESTCO B.V. SUBGROUP

1. Facts and problem

On June 6, 2024, Medios AG obtained control over PharComp Investco B.V. and its subsidiaries (hereinafter referred to as the "Ceban Group"). Accounting for business combinations requires the application of complex accounting methods and estimations. In the case of company acquisitions, there is a risk for the consolidated financial statements that the assets acquired and liabilities assumed are not fully identified and are incorrectly measured or recognized. There is also the risk that the required disclosures in the notes to the consolidated financial statements are incomplete or inappropriate.

2. Audit procedure and findings

We have assessed the accounting method for the transaction in connection with the acquisition of the Ceban Group as follows:

We obtained an understanding of the transaction by evaluating the contractual basis underlying the acquisition and assessed whether the accounting method applied is consistent with the contractual content. This includes, among other things, the assessment of the date obtaining control over a business operation, the amount of the consideration given (purchase price) and how any transaction and financing costs are to be recognized.

We assessed whether new information about facts and circumstances that existed at the acquisition date were fully reflected in the amounts recognized.

Furthermore, we assessed the competence, ability and objectivity of the independent expert engaged by Medios AG for the identification and valuation of the acquired assets and assumed liabilities. Furthermore, with the involvement of valuation specialists, we assessed whether the valuation methods applied are consistent with the relevant valuation principles and whether the assumptions made are consistent with external market assessments and existing reference values and assessed their appropriateness.

In addition, we assessed whether the presentations and explanations of the transactions in the consolidated financial statements are appropriate and relevant.

3. Reference to further information

The company's disclosures on the transaction are contained in the notes to the consolidated financial statements in "5 B) Business combinations", "5 C) Scope of consolidation", "5 E) Goodwill" and "7 Acquisitions and disinvestments of equity investments".

OTHER INFORMATION

The executive directors and the Supervisory Board are responsible for the other information. The other information comprises the following matters of the combined management report:

- The sections "General internal control system (unaudited)" and "Overall statement on the risk management system (unaudited)" contained in the combined management report as well as the Corporate governance statement according to §§ 289 et seq., 315d HGB contained in the section "Other parts of the Group management report" of the combined management report.
- all parts of the annual report, without extensive cross-references to external information, except the Remuneration report, the audited annual and consolidated financial statements, the audited combined management report and the Auditor's report.

Our audit opinions on the consolidated financial statements and on the combined management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the above mentioned other information and, in so doing, to consider whether the other information:

- is materially inconsistent with the consolidated financial statements, with the audited part of the combined management report or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

RESPONSIBILITIES OF THE EXECUTIVE DIRECTORS AND THE SUPERVISORY BOARD FOR THE CONSOLIDATED FINANCIAL STATEMENTS AND THE COMBINED MANAGEMENT REPORT

The executive directors are responsible for the preparation of consolidated financial statements that comply, in all material respects, with the IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to § 315e (1) HGB and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position, and financial performance of the Group. In addition, the executive directors are responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the consolidated financial statements, the executive directors are responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, the executive directors are responsible for the preparation of the combined management report that, as a whole, provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a combined management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the combined management report.

The Supervisory Board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the combined management report.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND OF THE COMBINED MANAGEMENT REPORT

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the combined management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the consolidated financial statements and on the combined management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and this combined management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- obtain an understanding of internal controls relevant to the audit of the consolidated financial statements and of arrangements and measures (systems) relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the Group's internal controls and these precautions and measures.
- evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with the IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to § 315e (1) HGB.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express audit opinions on the consolidated financial statements and on the combined management report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinions.
- evaluate the consistency of the combined management report with the consolidated financial statements, its conformity with German law, and the view of the Group's position it provides.
- perform audit procedures on the prospective information presented by the executive directors in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the actions taken or safeguards applied to eliminate independence threats.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

REPORT ON THE AUDIT OF THE ELECTRONIC RENDERINGS OF THE CONSOLIDATED FINANCIAL STATEMENTS AND THE COMBINED MANAGEMENT REPORT PREPARED FOR PUBLICATION PURPOSES IN ACCORDANCE WITH § 317 (3A) HGB

AUDIT OPINION

In accordance with § 317 (3a) of the German Commercial Code (HGB), we have performed a reasonable assurance audit to determine whether the rendering 391200Z7Z09IHDBT2L23-2024-12-31-de.zip of the consolidated financial statements and the combined management report (hereinafter the "ESEF documents") contained in the attached electronic file and prepared for publication purposes complies in all material respects with the requirements pursuant to § 328 (1) HGB concerning the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this audit extends only to the conversion of the information contained in the consolidated financial statements and the combined management report into the ESEF format and therefore relates neither to the information contained in this rendering nor to any other information contained in the above-mentioned file.

In our opinion, the rendering of the consolidated financial statements and the combined management report contained in the above-mentioned attached file and prepared for publication purposes complies in all material respects with the electronic reporting format requirements pursuant to § 328 (1) HGB. Beyond this opinion and our audit opinions on the accompanying consolidated financial statements and the accompanying combined management report for the financial year from 1 January 2024 to 31 December 2024 contained in the above "Report on the audit of the consolidated financial statements and the combined management report", we do not express any opinion on the information contained in these renderings or on any other information contained in the above-mentioned file.

BASIS FOR THE AUDIT OPINION

We conducted our audit on the rendering of the consolidated financial statements and the combined management report contained in the above-mentioned attached file in accordance with § 317 (3a) HGB and the IDW Auditing Standard: Audit of the electronic rendering of financial statements and management reports prepared for publication purposes in accordance with § 317 (3a) HGB (IDW PS 410 (06.2022)). Our responsibility in accordance therewith is further described in the "Group auditor's responsibility for the audit of the ESEF documents" section. Our audit firm has complied with the

requirements of the IDW Quality Management Standard: Requirements for Quality Management in the Audit Firm (IDW QMS 1).

EXECUTIVE DIRECTORS' AND SUPERVISORY BOARD'S RESPONSIBILITIES FOR THE ESEF DOCUMENTS

The Company's executive directors are responsible for the preparation of the ESEF documents including the electronic rendering of the consolidated financial statements and the combined management report in accordance with § 328 (1) sentence 4 no. 1 HGB and for the tagging of the consolidated financial statements in accordance with § 328 (1) sentence 4 no. 2 HGB.

Furthermore, the Company's executive directors are responsible for such internal controls they have deemed necessary in order to enable the preparation of the ESEF documents that are free from any material non-compliance, whether due to fraud or error, with the provisions pursuant to § 328 (1) HGB for the electronic reporting format.

The Supervisory Board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

GROUP AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE ESEF DOCUMENTS

Our objective is to obtain reasonable assurance as to whether the ESEF documents are free from material non-compliance, whether due to fraud or error, with the requirements pursuant to § 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the entire audit. We also:

- identify and assess the risks of material non-compliance with the requirements pursuant to § 328 (1) HGB, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion.
- obtain an understanding of the internal control system relevant for the audit of the ESEF documents in order to design audit procedures that are appropriate under the circumstances, but not for the purpose of expressing an opinion on the effectiveness of this control.
- assess the technical validity of the ESEF documents, i.e. whether the provided file containing the ESEF documents complies with the requirements of the Delegated Regulation (EU) 2019/815 in the version in force at the reporting date on the technical specification for this file.

- assess whether the ESEF documents allow for a XHTML rendering with content identical to the audited consolidated financial statements and the audited combined management report.
- assess whether the tagging of ESEF documents with Inline XBRL technology (iXBRL) in accordance with Articles 4 and 6 of the Delegated Regulation (EU) 2019/815 in the version in force at the reporting date, provides an adequate and complete machine-readable XBRL copy of the XHTML rendering.

GERMAN PUBLIC AUDITOR RESPONSIBLE FOR THE ENGAGEMENT

The German Public Auditor responsible for the audit is Andreas Weissinger.

Munich, 24 March 2025

Baker Tilly GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft

FURTHER INFORMATION PURSUANT TO ARTICLE 10 OF THE EU AUDIT REGULATION

We were elected as Group auditor by the annual general meeting on August, 14 2024. We were engaged by the Supervisory Board on October, 12 2024. We have been the Group auditor of Medios AG without interruption since the financial year 2016.

We declare that the opinions expressed in this auditor's report are consistent with the additional report to the Audit Committee pursuant to Article 11 of the EU-APrVO (long-form audit report).

Gloth

Wirtschaftsprüfer
German CPA

Weissinger

Wirtschaftsprüfer
German CPA

OTHER MATTERS – USE OF THE AUDIT REPORT

Our audit report must always be read in conjunction with the audited consolidated financial statements and audited combined management report as well as the audited ESEF documents. The consolidated financial statements and combined management report converted to ESEF format – including the versions to be published in the Unternehmensregister [German Company Register] – are merely electronic renderings of the audited consolidated financial statements and the audited combined management report and do not replace them. In particular, the ESEF report and our audit opinion contained therein are to be solely used together with the audited ESEF documents made available in electronic format.

Further information



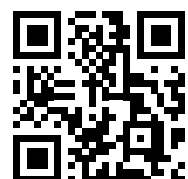
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Financial calendar 2025

May 13	Quarterly statement (Q1)
May 27	Annual General Meeting
August 13	Half-year financial report (Q2 & H1)
November 11	Quarterly statement (Q3 & 9M)

THIS ANNUAL REPORT IS AVAILABLE AT
WWW.MEDIOS.AG/EN.



Imprint

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Concept, design and implementation

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