

*Non-binding Convenience Translation*

**OFFER DOCUMENT**

**Voluntary Public Share Repurchase Offer**

of

**Medios AG**

Heidestraße 9, 10557 Berlin

to its shareholders

for the purchase of a total of up to 1,000,000  
no-par value bearer shares of Medios AG

against a cash payment of

**EUR 12.50**

per bearer share

**Acceptance period:**

**June 20, 2025 to July 8, 2025, 24:00 hours**  
(Central European Summer Time (CEST))

Shares of Medios AG: ISIN DE000A1MMCC8

Shares tendered for repurchase: ISIN DE000A40ZUS8

The provisions of the German Securities Acquisition and Takeover Act (WpÜG) are not applicable to this public share repurchase offer.

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## **1. GENERAL INFORMATION AND NOTICES**

### **1.1 Implementation of the share repurchase offer in accordance with German law**

This offer document (the "**Offer Document**") describes the voluntary public share repurchase offer (the "**Repurchase Offer**") of Medios AG, a stock company with its registered office in Berlin, Germany, registered in the commercial register of the local court of Charlottenburg under HRB 246626 B (the "**Company**"), to all shareholders of the Company (the "**Medios Shareholders**") in the form of a partial offer to acquire up to 1,000,000 treasury shares.

The Repurchase Offer will be conducted exclusively in accordance with the laws of the Federal Republic of Germany. According to the legal opinion of the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – "**BaFin**"), offers to repurchase treasury shares are not subject to the provisions of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz* – "**WpÜG**"). Accordingly, the Repurchase Offer does not comply with the requirements of the WpÜG and has not been submitted to BaFin for review or examination. It is not intended to be implemented as a public tender offer under the laws and legal systems of countries other than those of the Federal Republic of Germany ("**Foreign Jurisdictions**"). Nor have any announcements, registrations, admissions or approvals of the Offer Document or the Repurchase Offer been applied for or arranged for outside the Federal Republic of Germany.

Consequently, Medios Shareholders cannot claim or rely on the application of the laws and regulations of Foreign Jurisdictions for the protection of investors.

### **1.2 Publication of the Offer Document**

The Offer Document will be published on the Company's website at <https://medios.group> in the section "Investors / Shares" and in the German Federal Gazette (*Bundesanzeiger*) ([www.bundesanzeiger.de](http://www.bundesanzeiger.de)) (German language only).

In addition, the Company has published this non-binding English translation of the Offer Document on the Company's website (<https://medios.group>) in the section "Investors / Shares".

There will be no further publication or distribution of the Offer Document.

### **1.3 Distribution and acceptance of the Repurchase Offer outside the Federal Republic of Germany**

The publication of the Offer Document by the Company is made exclusively pursuant to the laws of the Federal Republic of Germany. No publication under the laws of any other jurisdiction has been made, nor is it intended or going to be permitted by the Company. Any such prohibited publication, dispatch, distribution or dissemination of the Offer Document may be subject to the provisions (in particular restrictions) of Foreign Jurisdictions. This also applies to a summary or other description of the terms and conditions contained in the Offer Document.

In particular, the Repurchase Offer is not being made or distributed, directly or indirectly, in the United States of America. Neither the Offer Document nor its contents may therefore be published, sent, distributed or disseminated to or within the United States of America,

in each case by using either a postal service or any other means or instrumentality of interstate or foreign commerce or the facilities of a national securities exchange of the United States of America. This includes, but is not limited to, fax, electronic mail, telex, telephone and the Internet. Consequently, copies of this Offer Document and other related documents may also not be sent or transmitted to the United States of America or within the United States of America.

To the extent that a custodian credit institution or a custodian investment services company with its registered office in the Federal Republic of Germany or a German branch of a custodian credit institution or a custodian investment services company ("**Custodian Bank**") has information and forwarding obligations vis-à-vis its customers in connection with the Repurchase Offer which are based on the legal provisions applicable to the respective custodial relationship, the Custodian Bank is required to comply with the above restrictions and to examine any effects of Foreign Jurisdictions on these obligations on its own responsibility; the same applies to custodian credit institutions or custodian securities services companies with their registered office outside the Federal Republic of Germany. Mailings of the Offer Document, a summary or any other description of the provisions of the Offer Document or other information documents relating to the Repurchase Offer to Medios Shareholders outside Germany by Custodian Banks or third parties shall neither be made on behalf of, nor at the instigation of, nor under the responsibility of the Company.

Beyond the aforementioned restrictions, the Repurchase Offer may in principle be accepted by all domestic and foreign Medios Shareholders in accordance with the provisions of this Offer Document.

The Company points out that the acceptance of the Repurchase Offer outside the Federal Republic of Germany may be subject to legal restrictions. Medios Shareholders who wish to accept the Repurchase Offer outside the Federal Republic of Germany and/or are subject to legal systems other than those of the Federal Republic of Germany are advised to inform themselves about the applicable legal provisions and their restrictions and to comply with them. The Company does not warrant that the acceptance of the Repurchase Offer outside the Federal Republic of Germany is permissible. Furthermore, the Company cannot accept any responsibility for the disregard of legal provisions or restrictions of the Repurchase Offer by third parties. In addition, the Company points out that declarations of acceptance which would directly or indirectly constitute a violation of the above restrictions, in particular those by Medios Shareholders having their registered office, place of residence or habitual abode in the United States of America, will not be accepted by the Company.

#### **1.4 Publication of the decision to submit the Repurchase Offer**

On June 18, 2025, the Company published the decision to launch the Repurchase Offer by way of an ad hoc announcement pursuant to Article 17 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse ("**Market Abuse Regulation**"). The ad hoc announcement is also available in the section "Investors / Press / Ad-hoc Announcements" on the Company's website at <https://medios.group>.

#### **1.5 Status of the information contained in this Offer Document**

All statements, views and intentions as well as forward-looking statements contained in this Offer Document are based, unless expressly stated otherwise, on the currently available information, plans and certain assumptions of the Company at the time of

publication of this Offer Document, which may change in the future. The Company will not update this Offer Document unless it is or becomes legally obligated to do so pursuant to the German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*), the Market Abuse Regulation or other regulations.

## **2. OFFER TO REPURCHASE SHARES**

### **2.1 Subject matter of the Repurchase Offer**

The subject of the Repurchase Offer are up to 1,000,000 no-par value bearer shares with a notional interest in the share capital of EUR 1,00 per no-par value share of Medios AG (ISIN DE000A1MMCC8) (collectively the "**Medios Shares**" and individually a "**Medios Share**").

The Company hereby offers to all Medios Shareholders, subject to the further provisions of this Offer Document, to purchase and acquire up to a total of 1,000,000 Medios Shares, including all ancillary rights, in particular the right to dividends, in return for cash consideration in the amount of

**EUR 12.50 per Medios Share**

("Offer Price").

The Repurchase Offer is a partial offer. It is limited to the purchase of up to 1,000,000 Medios Shares with a notional interest in the share capital of up to EUR 1,000,000.00. This corresponds to up to approx. 3.92 % of the registered share capital of the Company of EUR 25,505,723.00 existing at the time of publication of this Offer Document. If, in the context of the Repurchase Offer, declarations of acceptance are received for more than 1,000,000 Medios Shares ("**Oversubscription**"), the declarations of acceptance will in principle be considered on a *pro rata* basis in accordance with section 3.5.

### **2.2 Acceptance period**

The period for acceptance of the Repurchase Offer starts on June 20, 2025, 00:00 hours and ends on July 8, 2025, 24:00 hours (in each case Central European Summer Time (CEST)) ("**Acceptance Period**").

As the provisions of the WpÜG do not apply to the Repurchase Offer, the provisions of the WpÜG regarding a possible extension of the Acceptance Period do not apply, either. The Company reserves the right to extend the Acceptance Period. Should it decide to extend the Acceptance Period, it will announce this on the Company's website (<https://medios.group>) in the section "Investors / Shares" and in the German Federal Gazette ([www.bundesanzeiger.de](http://www.bundesanzeiger.de)). In the event of an extension of the acceptance period, the deadlines for settlement of the Repurchase Offer specified in this Offer Document will be postponed accordingly.

### **2.3 Conditions and approvals**

The implementation of the Repurchase Offer and the share purchase and transfer agreements resulting from its acceptance are not subject to any conditions. No regulatory approvals or releases are required.

## 2.4 Changes to the Repurchase Offer

The Repurchase Offer is not subject to the provisions of the WpÜG. Therefore, the provisions of the WpÜG regarding a possible amendment of the Repurchase Offer also do not apply. The Company reserves the right to amend the Repurchase Offer and, in particular, the Offer Price. If there is an amendment to the Repurchase Offer, this will be announced by publication on the Company's website (<https://medios.group>) in the section "Investors / Shares" and in the German Federal Gazette ([www.bundesanzeiger.de](http://www.bundesanzeiger.de)). If the publication of the amendment is made within the last week of the Acceptance Period, the Acceptance Period will be extended by one week. This will be specified again in the publication announcing the amendment. Medios Shareholders having accepted the Repurchase Offer prior to the announcement of an amendment shall in principle have a right of withdrawal in accordance with section 3.6 below until the expiry of the Acceptance Period. No right of withdrawal shall, however, result from a mere increase of the Offer Price and/or one or more extensions of the Acceptance Period.

## 3. IMPLEMENTATION OF THE REPURCHASE OFFER

The Company has appointed M.M.Warburg & CO (AG & Co.) Kommanditgesellschaft auf Aktien, Ferdinandstraße 75, 20095 Hamburg, as central settlement agent for the technical settlement of the Repurchase Offer ("**Central Settlement Agent**").

### 3.1 Declaration of acceptance and reclassification

Medios Shareholders who wish to accept the Repurchase Offer should contact their respective Custodian Bank with any questions they may have regarding the acceptance of the Repurchase Offer and its technical settlement. The Custodian Banks will be informed separately about the handling of the acceptance and settlement of the Repurchase Offer and are required to inform customers holding Medios Shares in their securities accounts about the Repurchase Offer and the steps required for its acceptance.

Medios Shareholders may only accept the Repurchase Offer within the Acceptance Period by submitting a written declaration to their Custodian Bank. The declaration shall state the number of Medios Shares for which the respective Medios Shareholder accepts the Repurchase Offer. In addition, the respective Custodian Bank shall be instructed to arrange for the booking of the Medios Shares held in the securities accounts of the respective Medios Shareholders for which the Repurchase Offer is to be accepted into ISIN DE000A40ZUS8 ("**Interim Class**") at Clearstream Banking Aktiengesellschaft, Frankfurt am Main ("**Clearstream**").

The declaration of acceptance shall only become effective if the Medios Shares in respect of which acceptance has been declared have been re-booked in due time at Clearstream into the Interim Class established for the purpose of implementing the Repurchase Offer. The re-booking will be arranged by the respective Custodian Bank after receipt of the declaration of acceptance. The re-booking of the Medios Shares into the Interim Class shall be deemed to have been effected in a timely manner if the re-booking is effected by 18:00 hours (Central European Summer Time (CEST)) on the second Banking Day (inclusive) after the expiry of the Acceptance Period, i.e., subject to an extension of the Repurchase Offer, by 18:00 hours (Central European Summer Time (CEST)) on July 10, 2025 ("**Technical Post-Booking Period**"). A "**Banking Day**" means a day on which banks are open for general business in Frankfurt am Main, Germany, and in Hamburg, Germany,

and on which the Trans-European Automated Real-time Gross Settlement Express Transfer system (TARGET) or a comparable system is in operation.

Declarations of acceptance which are not received by the respective Custodian Bank within the Acceptance Period or which are incorrect or incomplete shall not constitute acceptance of the Repurchase Offer and shall not entitle the respective Medios Shareholder to receive the Offer Price.

The Company and the Central Settlement Agent assume no liability whatsoever for the acts and omissions of the Custodian Banks in connection with the acceptances of the Repurchase Offer by the Medios Shareholders. In particular, they assume no liability whatsoever if a Custodian Bank fails to duly and timely inform the Central Settlement Agent of the acceptance of the Repurchase Offer by a Medios Shareholder and to duly and timely book the tendered Medios Shares into the Interim Class.

### **3.2 Further declarations by accepting Medios Shareholders**

Upon declaration of acceptance of the Repurchase Offer each accepting Medios Shareholder individually

- (1) declares (i) that they accept the Repurchase Offer of the Company to enter into a purchase agreement for the Medios Shares designated in the declaration of acceptance in accordance with the provisions of this Offer Document and (ii) that they agree to the transfer of ownership of the corresponding Medios Shares to the Company;
- (2) warrants, by way of an independent guarantee irrespective of fault, that their Medios Shares tendered for repurchase are, at the time of transfer, solely owned by them, are not subject to any restrictions on disposal, and are free from rights and claims of third parties;
- (3) instructs their respective Custodian Bank to (i) initially leave the Medios Shares tendered for repurchase in their securities account but book them into the Interim Class at Clearstream; and (ii) instruct and authorize Clearstream, taking into account the potential *pro rata* allocation in the event of Oversubscription of the Repurchase Offer (see section 3.5), to make the Medios Shares in the Interim Class available to the Central Settlement Agent in its securities account at Clearstream for transfer to the Company without undue delay after the expiry of the Acceptance Period;
- (4) instructs and authorizes the Central Settlement Agent as well as their respective Custodian Bank (in each case under release from the prohibition of self-dealing pursuant to Section 181 German Civil Code (*Bürgerliches Gesetzbuch – BGB*)) to take all actions necessary or expedient for the settlement of this Repurchase Offer in accordance with the provisions of this Offer Document as well as to make and receive declarations, in particular to effect the transfer of ownership of the Medios Shares tendered for repurchase to the Company;
- (5) instructs their respective Custodian Bank, for its part, to instruct and authorize Clearstream to provide the Company, either directly via the Central Settlement Agent or via the Custodian Bank, with the information required for the announcement of the result of the Repurchase Offer, in particular the number of

Medios Shares booked into the Interim Class in the Custodian Bank's securities account at Clearstream on each trading day;

- (6) instructs and authorizes their respective Custodian Bank to transfer the Medios Shares in respect of which acceptance has been declared, in each case including all rights attaching thereto, to the Company concurrently against payment of the Offer Price to the account of the respective Custodian Bank at Clearstream in accordance with the provisions of the Repurchase Offer. Provided that the declarations of acceptance are taken into account *pro rata*, the declaration of transfer of ownership shall apply to the extent of the allotment in accordance with the allotment procedure described in section 3.5.

The provisions set out in paragraphs (1) to (6) above shall be irrevocably issued or given upon declaration of acceptance.

### **3.3 Legal consequences of acceptance**

Upon acceptance of the Repurchase Offer and subject to only partial (*pro rata*) consideration of declarations of acceptance pursuant to section 3.5 below, a contract for the sale and transfer of ownership of the Medios Shares tendered for repurchase, including all rights associated therewith (in particular all potential dividend claims), is concluded between the respective accepting Medios Shareholder and the Company in accordance with this Offer Document.

In addition, by accepting the Repurchase Offer, each Medios Shareholder irrevocably declares the instructions and powers of attorney specified in section 3.2 and gives the declarations and assurances set out therein.

### **3.4 Settlement of the Repurchase Offer and payment of the Offer Price**

Payment of the Offer Price shall be made – if applicable, subject to the partial (*pro rata*) consideration of declarations of acceptance pursuant to section 3.5 – concurrently against re-booking of the Medios Shares from the Interim Class by Clearstream and transfer of the Medios Shares to the account of the Central Settlement Agent for transfer to the Company. The Offer Price is expected to be available to the respective Custodian Bank at the earliest by the sixth Banking Day after the expiry of the Technical Post-Booking Period. In the event of a partial (*pro rata*) consideration of declarations of acceptance, the payment of the Offer Price, which must also then be made without undue delay, may be delayed by a few days for settlement-related reasons. To the extent that Medios Shares could not be allotted in the case of a partial (*pro rata*) consideration of declarations of acceptance, the Central Settlement Agent will instruct Clearstream to re-book the remaining Medios Shares into the original ISIN DE000A1MMCC8.

The respective Custodian Bank is instructed to credit the Offer Price to the account of the respective Medios Shareholder held with it. Upon crediting the account of the respective Custodian Bank, the Company has fulfilled its obligation to pay the Offer Price. It is the responsibility of the Custodian Banks to credit the Offer Price to the Medios Shareholders who have accepted the Repurchase Offer.



### **3.5 Allocation in the event of Oversubscription of the Repurchase Offer**

The Repurchase Offer relates to up to 1,000,000 Medios Shares. This corresponds to up to approx. 3.92 % of the Company's registered share capital existing at the time of publication of this Offer Document.

If declarations of acceptance for more than 1,000,000 Medios Shares are submitted via the Custodian Banks in the course of the Repurchase Offer, the declarations of acceptance will be considered *pro rata*, i.e. in the ratio of the maximum number of 1,000,000 Medios Shares to be acquired under this Repurchase Offer to the total number of Medios Shares tendered for repurchase by Medios Shareholders.

The result of these calculations may be rounded down to the nearest natural number, i.e. positive integer.

As a consequence of the *pro rata* consideration of acceptances and the rounding down required in this context, if any, it is possible that the total number of Medios Shares validly tendered and accepted in the Repurchase Offer will be lower than 1,000,000 even in the event of Oversubscription. The excess Medios Shares tendered for repurchase but not repurchased will be re-booked into the original ISIN DE000A1MMCC8 after Clearstream has carried out this *pro rata* allocation. The re-booking is expected to take place between the second and fifth Banking Day after the end of the Technical Post-Booking Period.

### **3.6 Right of withdrawal**

Medios Shareholders who have accepted the Repurchase Offer shall, in the event of an amendment to the Repurchase Offer pursuant to section 2.4, have a contractual right of withdrawal from the contract concluded by acceptance of the Repurchase Offer, provided that the amendment is not limited to an increase of the Offer Price and/or one or more extensions of the Acceptance Period. Medios Shareholders shall have no further contractual right of withdrawal.

A withdrawal permitted hereunder shall be effected in the form specified by the respective Custodian Bank to the Custodian Bank of the withdrawing Medios Shareholder and re-booking of the Medios Shares tendered for sale for which the withdrawal has been declared, by the Custodian Bank to the original class (ISIN DE000A1MMCC8), in each case at the latest by the end of the Technical Post-Booking Period.

### **3.7 Acceptance costs**

The Custodian Banks will receive a flat settlement fee from the Company in the amount of EUR 5.00 per securities account of Medios Shareholders whose Medios Shares are booked into the Interim Class. All other costs, expenses and fees associated with the acceptance of the Repurchase Offer and the transfer of the Medios Shares shall be borne by the Medios Shareholders themselves.

### **3.8 No stock exchange trading in tendered Medios Shares**

The Medios Shares tendered for repurchase and classified under the separate ISIN DE000A40ZUS8 are not admitted to stock exchange trading. Medios Shareholders will therefore not be able to trade Medios Shares tendered for repurchase on the regulated market of the Frankfurt Stock Exchange or in the open market (*Freiverkehr*), irrespective

of whether the Medios Shares are sold to the Company as a result of the Repurchase Offer or are subsequently returned to a Medios Shareholder due to a possible Oversubscription.

The remaining Medios Shares under ISIN DE000A1MMCC8 not tendered for repurchase will continue to be tradable.

#### **4. BASES OF THE REPURCHASE OFFER**

##### **4.1 Capital structure and authorization to repurchase treasury shares**

The share capital of the Company currently amounts to EUR 25,505,723.00 and is divided into 25,505,723.00 no-par value bearer shares with a notional interest in the share capital of EUR 1.00 per no-par value share. The Medios Shares are admitted to and traded on the regulated market of the Frankfurt Stock Exchange (Prime Standard).

On June 21, 2023, the Annual General Meeting of the Company authorized the Management Board of the Company under item 12 of the agenda to acquire treasury shares as follows ("**Authorization**"):

###### *"b) Authorization*

*The Management Board (Vorstand) is authorized to acquire treasury shares up to 10 % of the share capital at the time this authorization becomes effective or – if the following value is lower – at the time this authorization is exercised. The acquired shares, together with any treasury shares acquired for other reasons that are held by the company or attributable to it in accordance with Sections 71a et seq. of the German Stock Corporation Act (AktG), may not at any time exceed 10 % of the company's share capital:*

###### *aa) Details*

*The authorization may be exercised by the company in whole or in part, once or several times, but may also be exercised by companies dependent on or majority-owned by the company or by third parties on their behalf or for their account. The authorization to acquire shares is valid until June 20, 2028.*

###### *bb) Acquisition*

*The acquisition may, at the discretion of the Management Board, be made (1) on the stock exchange or (2) by means of a public purchase offer addressed to all shareholders or a public invitation to the shareholders of the company to submit offers to sell, or (3) by issuing tender rights to the shareholders.*

*(1) If the acquisition is made through the stock exchange, the consideration for the acquisition of the shares (excluding incidental acquisition costs) may not exceed or fall below the average of the stock exchange prices (closing auction price of the Medios share in electronic trading on the Frankfurt Stock Exchange) on the last five trading days prior to the assumption of the obligation to acquire. The details of the acquisition shall be determined by the company's Management Board.*

*(2) In the event of a public purchase offer to all shareholders or a public invitation to shareholders to submit offers to sell, the purchase or sale price offered or the limits of the purchase or sale price range offered (excluding incidental acquisition costs) may not exceed the average of the stock exchange prices (closing auction price of Medios shares*

*in electronic trading on the Frankfurt Stock Exchange) on the last five trading days prior to the date of publication of the offer by more than 10 % and may not fall below the average of the stock exchange prices (closing auction price of Medios shares in electronic trading on the Frankfurt Stock Exchange) on the last five trading days prior to the date of publication of the offer by more than 20 %. If, after publication of the company's offer or after a formal request to submit offers to sell, there are significant price deviations from the offered purchase or sale price or the limits of the offered purchase or sale price range, the offer or the request to submit offers to sell may be amended. In this case, the relevant amount shall be determined by the corresponding price on the last trading day prior to the publication of the adjustment; the 10 % or 20 % limit for exceeding or falling below shall apply to this amount. The volume of the offer or the invitation to submit offers may be limited. If the total acceptance of the offer or the offers submitted by shareholders in response to an invitation to submit offers exceeds this volume, the acquisition or acceptance must be made with the partial exclusion of any possible right of shareholders to tender their shares in proportion to the shares offered in each case. A preferential acquisition or preferential acceptance of smaller numbers of up to 100 shares offered for acquisition by the company per shareholder of the company may be provided for, subject to the partial exclusion of any right of shareholders to tender their shares. Rounding in accordance with commercial principles may also be provided for in order to avoid fractional shares. The details of the offer or a public invitation to shareholders to submit offers to sell shall be determined by the company's Management Board.*

*(3) If the acquisition is made by means of tender rights made available to shareholders, these may be allocated per share of the company. In accordance with the ratio of the company's share capital to the volume of shares to be repurchased by the company, a correspondingly determined number of tender rights entitles the holder to sell one share of the company to the company. Tender rights may also be allocated in such a way that one tender right is allocated for each number of shares resulting from the ratio of the share capital to the repurchase volume. Fractions of tender rights shall not be allocated; in this case, the corresponding partial tender rights shall be excluded. The price or the limits of the purchase price range offered (in each case excluding incidental acquisition costs) at which a share may be sold to the company upon exercise of the sell-out right shall be determined in accordance with the provisions of lit. b) bb) (2) above and adjusted if necessary.*

*The detailed structure of the sell-out rights, in particular their content, term and, if applicable, their tradability, shall be determined by the company's Management Board.*

*The details of the tender rights, in particular their content, term and, if applicable, their tradability, shall be determined by the company's Management Board.*

#### *cc) Sale and use*

*The Management Board is authorized to sell the treasury shares acquired on the basis of this or a previous authorization via the stock exchange or by means of an offer to all shareholders. In the event of an offer to all shareholders, subscription rights for any fractional amounts shall be excluded. The Management Board is also authorized to use the treasury shares acquired on the basis of this or a previous authorization for all legally permissible purposes, in particular for the following:*

*(1) They may be sold in exchange for non-cash consideration, in particular as (partial) consideration in the context of business combinations or for the acquisition of companies,*

*interests in companies or parts of companies or for the acquisition of other assets. Shareholders' subscription rights are excluded in this respect.*

*(2) They may be transferred to persons who are or were in an employment relationship with the company or an affiliated company, as well as to members of the corporate bodies of the company or of companies affiliated with the company, or to their investment vehicles, to holders of acquisition rights, in particular from issued call options, to holders of virtual options as well as performance shares, phantom stocks, restricted stock units, issued by the company or its subsidiaries (in particular in connection with share-based compensation programs or employee participation programs) may be transferred and/or offered for acquisition to the aforementioned persons. The subscription rights of shareholders are excluded in this respect. Insofar as members of the company's Management Board are affected, this authorization applies to the Supervisory Board (Aufsichtsrat), which also determines the respective details.*

*(3) They may also be sold in a manner other than through the stock exchange or by means of an offer to shareholders, excluding shareholders' subscription rights, 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. However, this authorization shall only apply on condition that the total number of shares sold under exclusion of subscription rights pursuant to Section 71 (1) No. 8 sentence 5 in conjunction with Section 186 (3) sentence 4 AktG does not exceed 10 % of the respective share capital of the company. The 10 % limit is calculated based on the amount of share capital at the time this authorization becomes effective or, if lower, the amount of share capital at the time this authorization is exercised. If, during the term of this authorization until its utilization, other authorizations to issue or sell shares of the company or to issue rights that enable or oblige the subscription of shares of the company are exercised and the subscription right pursuant to or in accordance with Section 186 (4) sentence 4 AktG is excluded, this shall be offset against the aforementioned 10 % limit.*

*(4) They may be redeemed without the need for redemption or the implementation of a further resolution by the Annual General Meeting. Redemption may be limited to a portion of the acquired shares. Redemption results in a capital reduction. However, redemption may also be effected without a capital reduction by adjusting the proportionate amount of the share capital of the remaining shares in accordance with Section 8 (3) AktG. In this case, the Management Board is authorized to amend the number of shares stated in the Articles of Association accordingly.*

#### *dd) Authorization of the Supervisory Board*

*The Supervisory Board is authorized to transfer the treasury shares acquired on the basis of this or a previous authorization to members of the Management Board of the company in fulfillment of the applicable remuneration agreements. The subscription rights of shareholders are excluded in this respect.*

#### *ee) Exclusion of subscription rights*

*The use of shares with the exclusion of subscription rights pursuant to lit. b) cc) (1), (2) and (3) and lit. b) dd) may only be made under this authorization if the total number of shares used in this way, together with shares issued or sold by the company during the term of this authorization until its utilization under another authorization excluding shareholders' subscription rights or on the basis of rights which are issued during the term of this authorization until its utilization on the basis of another authorization excluding*

*shareholders' subscription rights and which enable or oblige the subscription of shares in the company, may not, in aggregate, represent more than 10 % of the share capital at the time the authorization becomes effective or, if lower, at the time the authorization is exercised.*

*ff) Multiple exercise*

*The authorizations under lit. b) cc) and dd) may be exercised once or several times, in whole or in part, individually or jointly, and the authorizations under lit. b) cc) (1), (2) and (3) may also be exercised by companies affiliated with or majority-owned by the company or by third parties acting on their behalf or on behalf of the company.”*

The wording of the Authorization was published with the invitation to the Annual General Meeting of the Company in the German Federal Gazette on May 12, 2023.

#### **4.2 Resolution of the Management Board on the exercise of the Authorization**

On June 18, 2025, the Management Board resolved to make use of the Authorization in order to repurchase up to 1,000,000 Medios Shares by way of a voluntary public purchase offer addressed to all Medios Shareholders. The Supervisory Board has approved this resolution. The decision of the Management Board to submit the Repurchase Offer was published on the same day in the manner described in section 1.4.

### **5. INFORMATION ON THE OFFER PRICE**

The Offer Price for one Medios Share is EUR 12.50.

The Offer Price takes into account the requirements of the Authorization for the determination of the Offer Price. Accordingly, in the event of a public purchase offer directed to all shareholders, the purchase price offered per share (excluding incidental acquisition costs) may not be more than 10 % higher or 20 % lower than the average stock prices (closing price of the Company's shares in the electronic trading system XETRA, or a comparable successor system, on the Frankfurt Stock Exchange) during the last five trading days prior to the date of the public announcement of the public purchase offer. The reference period relevant for determining the consideration therefore comprises the following stock exchange trading days: June 12, 2025; June 13, 2025; June 16, 2025; June 17, 2025 and June 18, 2025 ("**Reference Period**").

On these days, the closing prices of Medios Shares in electronic trading system XETRA on the Frankfurt Stock Exchange were as follows:

June 12, 2025	EUR 11.70
June 13, 2025	EUR 11.32
June 16, 2025	EUR 11.36
June 17, 2025	EUR 11.52
June 18, 2025	EUR 11.28

The average closing price in XETRA trading in the Reference Period is EUR 11.44 ("**Relevant Stock Market Price**").

The Offer Price of EUR 12.50 per Medios Share is thus approximately 9.30 % above the Relevant Stock Market Price and is therefore within the range specified by the Authorization.

## **6. FUNDING OF THE REPURCHASE OFFER AND INTENDED USE OF THE ACQUIRED MEDIOS SHARES**

The Company has available the funds necessary to satisfy fully the Repurchase Offer at the time the Offer Price becomes due for payment.

The Medios Shares acquired under the Repurchase Offer may be used for any purpose permitted under the Authorization.

## **7. EFFECTS OF THE REPURCHASE OFFER**

It is uncertain how the price of the Medios Shares will develop during or after the expiry of the Acceptance Period. It cannot be excluded that following completion of the Repurchase Offer and depending on the acceptance rate, the supply and demand of or for Medios Shares will be lower than today and thus the trading liquidity of the Medios Shares will decrease. A possible restriction of trading liquidity could also lead to stronger price fluctuations than in the past.

The Company has no rights, in particular no voting or dividend rights, from Medios Shares acquired by the Company under the Repurchase Offer. The participation quota of the Medios Shareholders who do not accept the Repurchase Offer will therefore increase *pro rata*. As the voting rights from treasury shares cannot be exercised, the remaining Medios Shares will have a proportionately greater voting weight. Treasury shares held by the Company are not taken into account for the appropriation of net income for the payment of dividends, either.

At the time of publication of this Repurchase Offer, the Company does not hold any treasury shares. Following the successful completion of the Repurchase Offer, the Company would hold up to 1,000,000 treasury shares with an aggregated notional interest in the share capital of EUR 1,000,000, corresponding to up to approx. 3.92 % of the current share capital.

## **8. TAX NOTICE**

Acceptance of the Repurchase Offer will result in a sale of Medios Shares by the Medios Shareholders accepting the Repurchase Offer in accordance with this Offer Document. The Company recommends that the Medios Shareholders obtain advice on the tax consequences of accepting the Repurchase Offer prior to such acceptance, taking into account their individual circumstances.

## **9. PUBLICATIONS**

Supplements or amendments to the Repurchase Offer will be published in the same manner as the Offer Document (see section 1.2). The aforementioned other publications and further announcements of the Company in connection with the Repurchase Offer will only be made on the internet at <https://medios.group>, unless there are further statutory publication obligations. To the extent that this Offer Document provides for deadlines of publications, the publication on the website of the Company shall be decisive for compliance with such deadlines.

The Company will publish the final result of the Repurchase Offer and, in the event of Oversubscription, the allocation quota, after the expiry of the Technical Post-Booking

Period on the Company's website (<https://medios.group>) in the section "Investors / Shares" and in the German Federal Gazette ([www.bundesanzeiger.de](http://www.bundesanzeiger.de)).

## **10. APPLICABLE LAW AND JURISDICTION**

The Repurchase Offer as well as the share purchase and transfer agreements resulting from the acceptance of the Repurchase Offer shall be governed exclusively by the laws of the Federal Republic of Germany.

If a Medios Shareholder is a merchant (*Kaufmann*), a legal entity under public law (*juristische Person des öffentlichen Rechts*) or a special fund under public law (*öffentlich-rechtliches Sondervermögen*), it is agreed that the exclusive place of jurisdiction for all claims arising from or on the basis of the Repurchase Offer and the share purchase and transfer agreements resulting from the acceptance of the Repurchase Offer shall be Berlin, Germany. To the extent permissible, the same shall apply to persons who do not have a general place of jurisdiction in the Federal Republic of Germany or persons who, after conclusion of the share purchase and transfer agreements resulting from acceptance of the Repurchase Offer, have relocated their place of residence or habitual abode outside the Federal Republic of Germany or whose place of residence or habitual abode is unknown at the time legal action is brought.

**Berlin, June 19, 2025**

**Medios AG**

**– The Management Board –**