

Medios AG, Hamburg

German Securities Identification No.: A1MMCC

ISIN No.: DE000A1MMCC8

## Annual Corporate Governance Declaration 2021

### **Declaration by the Executive Board and the Supervisory Board of Medios AG regarding the Recommendations by the “Government Commission on the German Corporate Governance Code” Pursuant to Section 161 of the German Stock Corporation Act (AktG)**

Pursuant to Section 161 of the German Stock Corporation Act (AktG), the Executive Board and Supervisory Board of Medios AG (hereinafter referred to as the “company”) hereby declare:

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

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

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

**Recommendation C.1 of the Code: The Supervisory Board should determine specific objectives regarding its composition, and should prepare a profile of skills and expertise for the entire Board while taking the principle of diversity into account. Proposals by the Supervisory Board to the Annual General Meeting should take these objectives into account, while simultaneously aiming at fulfilling the overall profile of required skills and expertise of the Supervisory Board. The implementation status should be published in the Corporate Governance Statement. This statement should also provide information about what the shareholder representatives on the Supervisory Board regard as the appropriate number of independent Supervisory Board members representing shareholders, and the names of these members.**

#### **Recommendation C.2 of the Code: An age limit should be specified for members of the Supervisory Board and disclosed in the Corporate Governance Statement.**

In order to ensure that its statutory duties are duly performed, the Supervisory Board will continue to be guided in its future nominations primarily by the knowledge, skills, and experience of the candidates under consideration. In doing so, the Supervisory Board will take the principle of diversity into account. The Supervisory Board does not consider it necessary or appropriate to set specific targets or quotas in advance that go beyond the statutory requirement to set a target quota for women on the Supervisory Board pursuant to Section 111 Para. 5 of the German Stock Corporation Act (AktG), however, as this would impose a blanket restriction on the selection of suitable candidates for a Supervisory Board consisting of only three members. Accordingly, the Corporate Governance Statement does not disclose any objectives in this regard. The company is of the opinion that reaching an age limit does not allow any conclusions to be drawn regarding the expertise of a Supervisory Board member.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The company's Declarations of Compliance are published on the Medios AG website at [www.medios.ag](http://www.medios.ag), where they are permanently available to the public.

Berlin, March 2021

**Medios AG**

*Executive Board and Supervisory Board*

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