Separate financial statements of Medios AG HGB

2024

MEDIOS

Contents

Please note that the use of rounded amounts and percentages may result in differences due to commercial rounding.

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 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.

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.

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

Pharmaceutical Supply	International Business	Patient-Specific Therapies
— Strong focus on specialty pharma drugs — 1,000 products from 100,000 available products	— Includes all activities in the international environment (APIs[1] procurement, non-sterile and sterile production of medicinal products, supply of public/hospital pharmacies, homecare service) — Supplying around 3,300 pharmacies and > 200 hospitals	— Strong positioning in patient-specific therapies — ~ 400,000 individualized preparations in 2024 (Medios incl. NewCo Pharma)

Concentration on six indication areas

- Oncology
- Neurology
- Autoimmune Diseases (e.g. Gastroenterology, Rheumatology)
- Ophtalmology
- Infectious Diseases (e.g. HIV, Hepatitis C)
- Haemophilia

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 ophthalmology 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 medicinical 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	
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
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

Share-holdings	Name of the company	Registered office of the company	
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.	Kontich	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 Neder-land B.V.	Breda	Netherlands
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

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%	Apotheken Den Bosch B.V.	Breda	Netherlands
100%	Apotheek Mema B.V.	s-Hertogen-bosch	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 countries[1] 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 pre[1]	**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.

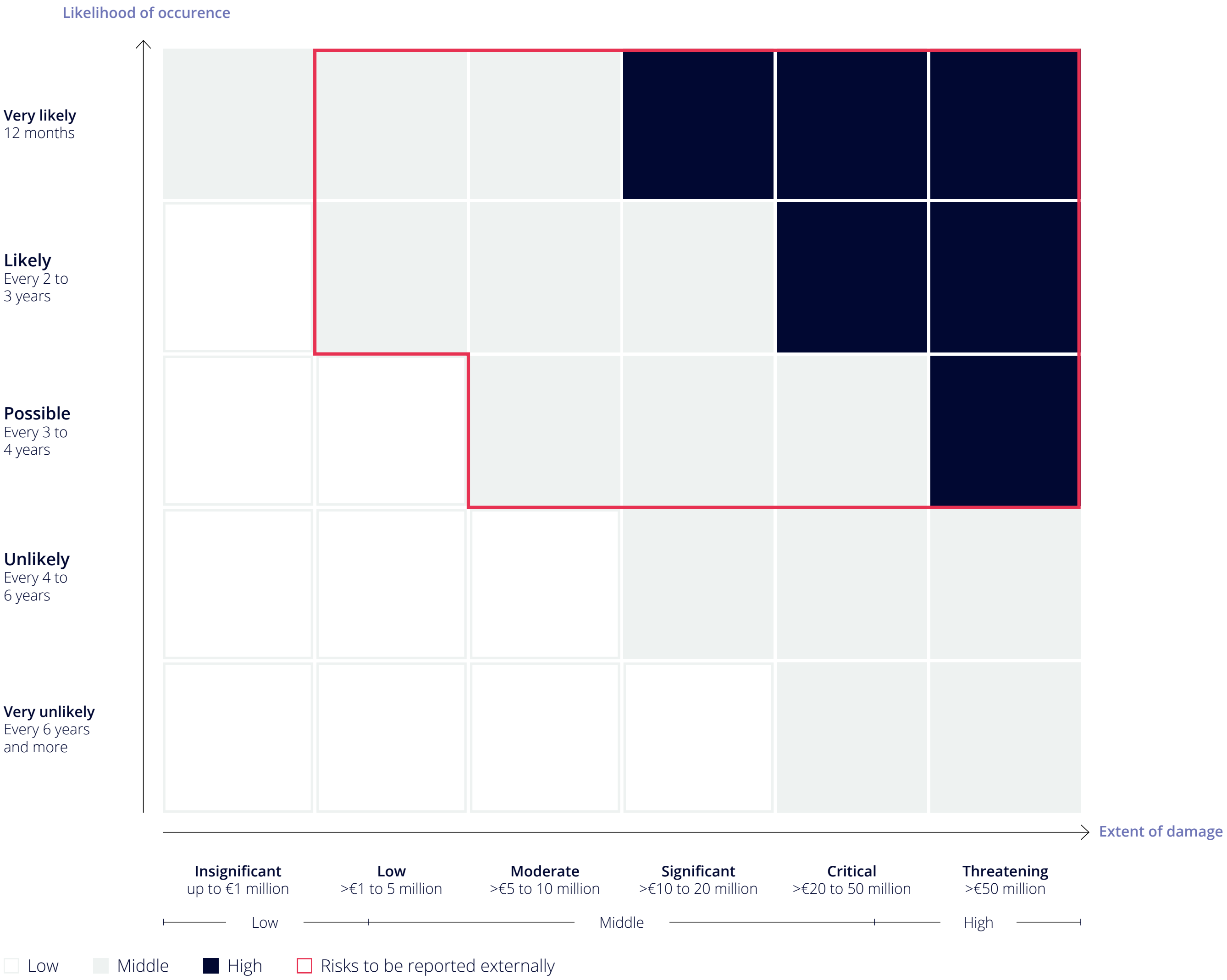
Information on the segments is passed on to Group Risk Management in a structured form every six months for reporting to the Executive Board. However, any significant risks that arise unexpectedly must be reported immediately. At monthly reporting meetings, the respective segment managers decide together 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 statementt.

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 requiredcan 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 **www.medios.ag** 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)

Balance sheet

of Medios AG, Berlin, as of 12/31/2024

Assets

in €	2024	2023
A. Fixed assets		
I. Intangible assets		
1. Concessions, industrial property rights and similar rights and assets acquired for consideration, as well as licenses to such rights and assets	147,093.44	56,142.44
II. Property, plant and equipment		
1. Land, land rights and buildings, including buildings on third-party land	2,652,749.00	3,045,839.00
2. Technical equipment and machinery	51,202.00	0.00
3. Other equipment, furniture and office equipment	2,754,371.00	1,642,950.00
4. Advance payments and assets under construction	10,837.01	0.00
	5,469,159.01	**4,688,789.00**
III. Financial assets		
1. Shares in affiliated companies	365,470,701.83	347,680,254.82
2. Loans to affiliated companies	165,260,071.17	60,177,859.55
3. Other loans	0.00	100,000.00
	530,730,773.00	**407,958,114.37**
Total fixed assets	**536,347,025.45**	**412,703,045.81**
B. Current assets		
I. Inventories		
1. Finished products and goods	11,788.31	9,363.71
II. Receivables and other assets		
1. Trade receivables	111,706.97	43,915.18
2. Receivables from affiliated companies	79,055,766.32	50,731,511.02
3. Other assets	2,354,900.37	2,392,788.33
of which with a remaining term of more than one year €366,907.42 (€366,907.42)		
	81,522,373.66	**53,168,214.53**
III. Cash on hand, Bundesbank balances, bank balances and checks	81,404,980.58	48,585,977.97
Total current assets	**162,939,142.55**	**101,763,556.21**
C. Accruals and deferrred income	**1,316,887.54**	**1,168,531.30**
	700,603,055.54	**515,635,133.32**

Balance sheet

of Medios AG, Berlin, as of 12/31/2024

Equity and liabilities

in €	2024	2023
A. Equity		
I. Subscribed capital	25,505,723.00	23,805,723.00
II. Capital reserves	406,258,459.01	380,724,459.01
III. Retained profit	81,265,876.55	66,151,406.83
thereof profit carried forward €66,151,406.83 (€50,008,082.72)		
Total equity	**513,030,058.56**	**470,681,588.84**
B. Provisions		
1. Tax provisions	19,139,848.81	11,163,634.93
2. Other provisions	3,272,825.34	2,590,446.90
Total provisions	**22,412,674.15**	**13,754,081.83**
C. Liabilities		
1. Liabilities to banks	75,167,558.34	198,312.50
of which with a remaining term of up to one year €167,558.34 (€198,312.50)		
of which with a remaining term of more than one year €75,000,000.00 (€0.00)		
2. Trade accounts payable	807,574.28	1,228,073.86
of which with a remaining term of up to one year €807,574.28 (€1,228,073.86)		
3. liabilities to affiliated companies	83,562,178.84	29,247,101.67
of which with a remaining term of up to one year €83,562,178.84 (€29,247,101.67)		
4. Other liabilities	1,181,025.97	525,974.62
thereof from taxes €833,081.13 (€217,493.01)		
thereof in the context of social security €41,178.94 (€30,868.60)		
of which with a remaining term of up to one year €1,175,075.97 (€520,024.62)		
of which with a remaining term of more than one year €5,950.00 (€5,950.00)		
Total liabilities	**160,718,337.43**	**31,199,462.65**
D. Deferred tax liabilities	**4,441,985.40**	**0.00**
	700,603,055.54	**515,635,133.32**

Profit and loss account

of Medios AG, Berlin, from 01/01/2024 to 12/31/2024

in €	2024	2023
1. Revenue	10,939,455.10	9,526,292.78
2. Other operating income	3,760,574.35	1,549,624.70
3. Cost of materials		
a) Cost of raw materials, consumables and supplies and of purchased goods	21.83	–489.19
4. Personnel expenses		
a) Wages and salaries	11,037,417.90	9,159,204.09
b) Social security contributions and expenses for pensions and other benefits	1,365,589.45	1,191,772.52
thereof for pensions €8,415.58 (€6,020.62)		
	12,403,007.35	**10,350,976.61**
5. Depreciation and amortization		
a) intangible fixed assets and property, plant and equipment	1,181,406.38	1,283,695.78
6. Other operating expenses	17,263,205.55	10,167,489.87
of which expenses from currency translation €197.93 (€45.15)		
7. Profits received on the basis of a profit pooling, profit or partial profit transfer agreement	53,713,974.00	46,194,046.21
8. Other interest and similar income	11,371,196.20	2,279,418.62
thereof from affiliated companies €10,648,766.26 (€1,942,762.77)		
9. Depreciation and amortization of financial assets and marketable securities	7,271,000.00	8,850,176.89
of which unscheduled depreciation and amortization of financial assets €7,271,000.00 (€8,850,176.89)		
10. Interest and similar expenses	11,012,055.99	2,029,225.50
thereof to affiliated companies €2,385,931.03 (€732,701.81)		
of which interest expenses from the discounting of provisions €763.13 (€213.39)		
11. Expenses from loss transfers (parent company)	0.00	58,931.58
12. Taxes on income and earnings	15,542,364.82	10,660,069.16
thereof expenses from the addition to and reversal of deferred taxes €4,441,985.40 (€0.00)		
13. Profit after tax	**15,112,137.73**	**16,149,306.11**
14. Other taxes	–2,331.99	5,982.00
15. Net income	**15,114,469.72**	**16,143,324.11**
16. Accumulated profit	66,151,406.83	50,008,082.72
17. Net retained profits	**81,265,876.55**	**66,151,406.83**

Appendix

of Medios AG, Berlin, as of 12/31/2024

GENERAL INFORMATION ON THE ANNUAL FINANCIAL STATEMENTS

As a capital market-oriented company, the company is considered a large corporation in accordance with Section 267 Para. 3 sentence 2 in conjunction with Section 264d of the German Commercial Code. The annual financial statements of Medios AG, Berlin, were prepared in accordance with the provisions of commercial law and the supplementary provisions of the German Stock Corporation Act.

The balance sheet has been structured in accordance with the commercial law classification scheme pursuant to Section 266 HGB, while the income statement has been prepared in accordance with the nature of expense method pursuant to Section 275 Para. 2 HGB.

Information on the identification of the company according to the register court

Company name according to the register court:	Medios AG
Registered office according to the register court:	Berlin
Register entry:	Commercial register
Register court:	Berlin Local Court (Charlottenburg)
Register no:	HRB 246626

A. Disclosures on accounting and valuation methods

ACCOUNTING AND VALUATION PRINCIPLES

Intangible assets
Acquired intangible assets were recognized at acquisition or production cost and, if subject to wear and tear, reduced by scheduled depreciation and amortization (3–5 years). This also applies to advance payments for the acquisition of intangible assets.

Property, plant and equipment
Property, plant and equipment were recognized at acquisition or production cost and, where depreciable, reduced by scheduled straight-line depreciation and amortization.

Scheduled depreciation and amortization was carried out on a straight-line basis over 3–15 years according to the expected useful life of the assets (pro rata temporis in the year of acquisition).

Low-value assets were fully depreciated and amortized in the year of acquisition.

Financial assets
In the case of financial assets, shares in affiliated companies and investments are generally recognized at acquisition cost (including incidental acquisition costs) and loans at nominal value. In the event of expected permanent impairment, financial assets are written down to their expected fair value.

Receivables and other assets
Receivables and other assets were measured at nominal value, taking into account all identifiable risks.

Cash on hand and bank balances
Cash on hand and bank balances were recognized at nominal value.

Prepaid expenses and deferred charges
Prepaid expenses relate to expenses prior to the balance sheet date that represent expenses for a certain period after this date.

Equity
The share capital/registered capital was capitalized at nominal value and is fully paid in. The additional payments exceeding the nominal value when the share capital/registered capital was issued were allocated to the capital reserve in accordance with Section 272 Para. 2 No. 1 HGB.

Provisions
Tax provisions mainly include taxes relating to the financial year and the previous year that have not yet been assessed.

Other provisions were recognized for all other uncertain liabilities. All recognizable risks were taken into account. They are recognized at the settlement amount required according to prudent business judgment (i.e. including future cost and price increases). Provisions with a remaining term of more than one year were discounted.

Liabilities
Liabilities were recognized at the settlement amount.

Deferred taxes
Deferred taxes record temporary differences between the commercial and tax valuations of all balance sheet items. Since Medios AG, as the parent company, is also the tax debtor for affiliated companies with which a profit and loss transfer agreement exists, their differences are also taken into account when determining deferred taxes. Deferred taxes on these differences are calculated using an average income tax rate of 30.175%, in which Medios AG holds an interest. In accordance with the option under Section 274 HGB, deferred tax assets are not capitalized.

Accounting and valuation methods that differ from the previous year
The accounting and valuation methods applied to date were largely retained in the annual financial statements.

There was no fundamental change in accounting and valuation methods compared to the previous year.

B. Notes to the balance sheet and income statement

I. NOTES TO THE BALANCE SHEET

Fixed assets

The development of fixed assets and accumulated depreciation and amortization are shown in the appendix to the notes.

Disclosure of shareholdings in financial assets

Medios AG has direct and indirect shareholdings of at least 20% in the following companies. Investments in which Medios AG holds more than 5% of the voting rights are also reported:

Company name/Registered office	Share amount	Annual result 2024 in €	Equity as of 12/31/2024 in €
1. Medios Pharma GmbH, Berlin, Germany	100%	0.00	10,128,438.98
2. Medios Manufaktur GmbH, Berlin, Germany	100%	0.00	6,068,566.47
3. Medios Digital GmbH, Berlin, Germany	100%	0.00	109,894.81
4. Medios Individual GmbH, Berlin, Germany	100%	0.00	1,054,999.67
5. Cranach Pharma GmbH, Hamburg, Germany	100%	0.00	27,024,579.80
6. Blisterzentrum Baden-Württemberg GmbH, Magstadt, Germany	100%	474,309.39	4,137,702.51
7. hvd medical GmbH, Friedrichsthal, Germany	100%	887,292.47	5,626,417.51
8. cas central compounding baden-württemberg GmbH, Magstadt, Germany	100%	–1,838,802.82	10,791,304.17
9. Rhein Main Compounding GmbH, Aschaffenburg, Germany	100%	100,663.96	396,177.93
10. Rheinische Compounding GmbH, Bonn, Germany	100%	2,604,872.85	15,578,234.90
11. Onko Service Beteiligung GmbH, Osnabrück, Germany	100%	–8,222.42	25,901.63
12. Onko Service GmbH & Co. KG, Osnabrück, Germany	100%	0.00	260,699.00
13. Fortuna Herstellung GmbH, Mannheim, Germany	100%	1,964,234.32	11,855,668.38
14. Medios International B.V., Breda, Netherlands	100%	–51,476,261.81	–24,242,260.81
15. Ceban Automation Holding B.V., Breda, Netherlands	100%	596,418.14	3,122,794.52
16. Ceban Automation B.V., Breda, Netherlands	100%	38,330.89	375,628.44
17. Ceban Automation Maintenance B.V., Breda, Netherlands	100%	704,737.64	1,393,656.30
18. Comsysco B.V., Schimmert, Netherlands	100%	11,009.83	64,602.11
19. Ad Channel B.V., Schimmert, Netherlands	100%	–13,802.21	–5,850.78
20. CEBAN Intermediate Holding B.V., Breda, Netherlands	100%	4,367,960.03	31,013,522.71
21. Medsen Holding B.V., Breda, Netherlands	100%	213,024.19	23,098,272.00
22. AIO Vastgoed B.V., Breda, Netherlands	100%	–12,633.28	–71,962.05
23. Ceban Compounding B.V., Breda, Netherlands	100%	5,206,134.34	24,236,003.86
24. Ceban Labs B.V., Breda, Netherlands	100%	–56,569.07	–86,848.98
25. Ceban Homecare B.V., Almere, Netherlands	100%	397,146.51	528,012.03
26. Ceban Ziekenhuisfarmacie B.V., Oostrum, Netherlands	100%	–4,855,787.38	–4,109,950.38
27. Ceban Ziekenhuisfarmacie B.V., Breda, Netherlands	100%	0	100.00
28. Hygeia Holding B.V., Almere, Netherlands	100%	1,297,660.98	5,053,013.83
29. Clindia Benelux B.V., Almere, Netherlands	100%	–8,685.78	171,249.81
30. Bipharma B.V., Almere, Netherlands	100%	1,103,987.87	4,117,047.14
31. Bipharma N.V., Wilrijk, Belgium	100%	191,037.51	844,275.80

32. Magis Pharma Group B.V., Antwerp, Belgium	100%	108,222.87	8,215,421.30
33. Magis-Pharma N.V., Antwerp, Belgium	100%	–1,449,466.27	637,675.38
34. Parchim N.V., Kontich, Belgium	100%	–29,059.46	1,879.68
35. Methapharmaceutical Industrial SL, Barcelona, Spain	100%	574,232.35	2,580,666.87
36. Ceban Clinic Care Services B.V., Breda, Netherlands	100%	831,489.08	6,530,748.78
37. Clinic Care Services B.V., Haarlem, Netherlands	100%	1,724,381.27	4,224,567.42
38. Medsen Apotheek Veersche Poort B.V., Middelburg, Netherlands	100%	285,331.27	561,128.92
39. Apotheek Bierhaalder B.V., Baarn, Netherlands	100%	47,492.14	278,833.62
40. Apotheek Hardegarijp B.V., Hardegarijp, Netherlands	100%	141,410.25	397,641.28
41. Apotheek OOG B.V., Rotterdam, Netherlands	100%	118,388.23	390,671.81
42. Apotheek Groot Driene B.V., Breda, Netherlands	100%	185,660.53	314,649.76
43. Apotheek Groenendaal B.V., Heemstede, Netherlands	100%	39,058.36	108,898.24
44. Apotheek Groot Driene V.O.F., Hengelo, Netherlands	51%	683,191.73	1,157,581.68
45. AIZO Holding B.V., Breda, Netherlands	100%	23,203.44	5,540,204.46
46. Dorestede Holding B.V., Breda, Netherlands	100%	392,429.13	476,235.65
47. Apotheek Dorestede De Horden B.V., Breda, Netherlands	100%	550,841.65	633,877.96
48. Zorgapotheek Nederland B.V., Breda, Netherlands	100%	214,147.78	4,608,305.49
49. Apotheek Vrolijk B.V., 's-Gravenhage, Netherlands	100%	–7,469.64	–7,382.00
50. Apotheek Vrederust B.V., 's-Gravenhage, Netherlands	100%	–122,441.42	–610,183.35
51. Apotheek Gennep B.V., Gennep, Netherlands	100%	243,308.43	364,992.55
52. Apotheek Zonnestraal B.V., Amsterdam, Netherlands	100%	0.00	–172,665.33
53. Apothekersgroep Breda B.V., Teteringen, Netherlands	100%	406,997.62	1,782,029.44
54. Apotheek Woltermann Breda B.V., Breda, Netherlands	100%	307,105.42	618,985.63
55. Apotheek Brabantpark Heusdenhout B.V., Teteringen, Netherlands	100%	28,686.42	632,580.12
56. Apotheek Teteringen Farma B.V., Teteringen, Netherlands	100%	68,429.95	98,934.76
57. Apotheek Van den Bergh Breda B.V., Breda, Netherlands	100%	55,576.74	–20,703.59
58. Apotheek Doornbos Breda B.V., Breda, Netherlands	100%	19,936.89	–615,622.00
59. Bos & Lommer B.V., Amsterdam, Netherlands	100%	–1,115.02	54,323.45
60. Wesselerbrink B.V., Breda, Netherlands	100%	465,922.92	546,821.47
61. Apotheek Nilling B.V., Breda, Netherlands	100%	–4,755.46	102,911.36
62. Apotheek Enschede Noord B.V., Breda, Netherlands	100%	17,964.45	201,828.16
63. Apotheken Den Bosch B.V., Breda, Netherlands	100%	–518.42	216,272.02
64. Apotheek Mema B.V., 's-Hertogenbosch, Netherlands	100%	43,353.58	1,731,849.70
65. Apotheek Kooikersweg BV, Breda, Netherlands	100%	6,856.17	413,430.09

NewCo Pharma GmbH was merged into Medios AG in the financial year.

Profit and loss transfer agreements were concluded with Medios AG for the aforementioned subsidiaries under 1 to 5 (entry in the commercial register in August/September 2018; for Cranach Pharma GmbH on January 6, 2022). Due to the profit and loss transfer obligation for the entire financial year, the respective net profit for the year of the subsidiaries amounts to €0.00.

Letters of comfort were concluded with the companies under 6 to 13 and published in the company register on January 28, 2025. The exemptions pursuant to Sections 264 Para. 3 and 291 HGB are utilized for all companies with concluded and registered profit and loss transfer agreements as well as for those with concluded and registered letters of comfort.

Merger of NewCo Pharma GmbH into Medios AG

NewCo Pharma GmbH was merged into Medios AG in the 2024 financial year. The merger took place on January 1, 2024 in accordance with the general acquisition cost principle. The carrying amount of the NewCo Pharma GmbH share that ceased to exist represented the acquisition costs of the assets and liabilities assumed. As NewCo Pharma GmbH had a holding function, there were no material effects from the merger. A separate column has been included in the statement of changes in non-current assets for better understanding.

Receivables and other assets

The total amount of receivables from affiliated companies of €79,055,766.32 (previous year: €50,731,511.02 €) is mainly attributable to receivables from profit and loss transfer agreements (€55,099,849.00; previous year: €46,194,046.21), receivables from cash pools amounting to 17,294,395.53 € (previous year: 0) and trade receivables (€6,659,585.16; previous year: €3,787,464.81). As in the previous year, all receivables are current and have a term of up to one year. Other assets consist mainly of trade and corporation tax refund claims and security deposits. At €366,907.42, other assets include asset claims with a remaining term of more than one year.

Information on the class of shares

The share capital of €25,505,723.00 (previous year: €23,805,723.00) is divided into

Share capital in €	2024	2023
23,805,723 ordinary shares with a nominal value of €1.00 each	25,505,723.00	23,805,723.00
of which from conditional capital increase	1,490,000.00	1,490,000.00
thereof from authorized capital increase	24,015,723.00	22,315,723.00

The shares are bearer shares.

Information on 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 proportionate amount of the share capital of €1.00 each against 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 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 through the issue of 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 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 through the issue of 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 authorization 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 or guaranteed until August 13, 2029, exercise their conversion or option rights or fulfil conversion or option obligations from such bonds or shares are tendered or insofar as the company – instead of paying the amount of money due – grants shares in the company and insofar as 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 the balance sheet 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

In the 2024 financial year, the company carried out a capital increase against contributions in kind as part of the acquisition of Ceban, in which the subscribed capital was increased by €1,700,000 and the established premium of €25,340,000 was transferred to the capital reserve.

Other provisions include the following not insignificant types of provisions:

in €	2024	2023
Provision for personnel costs	1,858,082.85	1,172,044.85
Outstanding invoices	798,688.79	915,699.82
Provisions for financial statements and audit	441,062.31	319,654.00
Archiving provisions	52,000.00	50,000.00
Other	122,991.39	133,048.23
Total	**3,272,825.34**	**2,590,446.90**

Liabilities

Liabilities with a remaining term of up to one year amount to €85,712,387.43 (previous year: € 31,193,512.65) and are mainly attributable to liabilities to affiliated companies in the amount of €83,562,178.84 (previous year: €29,247,101.67). The liabilities to affiliated companies result in particular from liabilities due to a cash pooling agreement.

The amount of liabilities with a remaining term of between one and five years is €75,005,950.00 (previous year: €5,950.00). It mainly includes a revolving credit line in the amount of €75,000,000 from the syndicated loan, which has a term of five years.

As in the previous year, there are no liabilities with a remaining term of more than five years.

All liabilities are unsecured.

Medios AG concluded a new syndicated loan agreement in November 2024 to replace the old syndicated loan. This secures Medios AG a revolving credit facility with a total volume of €100 million. As of December 31, 2024, Medios AG had drawn down a total of €75 million. An unused credit line of €25 million is still available to the company. In accordance with the existing syndicated loan agreement, Medios AG is obliged to comply with a defined financial ratio (net leverage = net debt/EBITDA). The maximum permitted net gearing ratio is 3.0. This requirement was met as of the balance sheet date and at the time of publication of the report.

Deferred taxes

As of December 31, 2024, deferred taxes were recognized due to differences in measurement between the commercial and tax balance sheets, which are of a temporary or quasi-permanent nature.

In detail, deferred taxes relate to the following balance sheet items.

in €	12/31/2024	Controlling company	Controlled company
Shares in affiliated companies	–4,849,990.59	–4,849,990.59	
Intangible fixed assets	264,554.11		264,554.11
Dismantling obligations	35,603.92	7,028.48	28,575.44
Personnel provisions	71,279.44	59,273.20	12,006.24
Vacation obligation	20,194.43	13,375.20	6,819.23
Retention provision	15,737.25		15,737.25
Retax provisions	2,547.78		2,547.78
Tax provisions	–1,911.74	–1,410.83	–500.91
Status 12/31/2024 (active)	**–4,441,985.39**	**–4,771,724.53**	**329,739.14**

in €	12/31/2023	Controlling company	Controlled company
Intangible fixed assets	–80,077.83	0.00	–80,077.83
Dismantling obligations	27,441.41	5,121.82	22,319.59
Personnel provisions	83,402.94	8,383.82	75,019.12
Vacation obligation	20,968.30	12,906.72	8,061.58
Retention provisions	15,737.25	0.00	15,737.25
Retax provisions	4,255.61	0.00	4,255.61
Tax provisions	1,207.00	0.00	1,207.00
Status 12/31/2023 (active)	**72,934.68**	**26,412.36**	**46,522.32**

Deferred tax liabilities increased compared to the previous year, partly due to a merger of a subsidiary with Medios AG that will take effect in 2024.

Deferred taxes are generally measured using a tax rate of 30.175% (previous year: 30.175%).

The balance of deferred tax assets at the end of the financial year is €0 (previous year: €72,934.68). Deferred tax assets were not reported in the previous year in accordance with Section 274 Para. 1 sentence 2 HGB. The balance of deferred tax liabilities at the end of the financial year amounted to €4,441,985.40 (previous year: €0).

Supplementary tax information

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 has been in force since January 1, 2024. 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.

II. NOTES TO THE INCOME STATEMENT

Breakdown of revenue

Revenue is broken down as follows in accordance with section 285 No. 4 HGB:

Field of activity in €	2024 Revenue	2023 Revenue
Service management services/brand licenses	9,628,780.42	8,308,910.80
Income from renting and leasing	1,310,674.68	1,217,381.98
Total	**10,939,455.10**	**9,526,292.78**

Income from service management services/brand licenses and income from rental and leasing was generated entirely in Germany and resulted in the amount of €10,566,276.34 (previous year: €9,210,413.68) from services provided to the companies in the Medios AG.

Other operating income

Other operating income includes recharges to Medios International B.V. for consulting services in the course of the Ceban transaction in the amount €2,184,678.66 (previous year: €0) and income relating to other periods from the reversal of provisions in the amount of €268,124.08 (previous year: €474,626.38).

Depreciation and amortization of financial assets

In the 2024 financial year, the shares in Blisterzentrum Baden-Württemberg GmbH ("bbw") were written down by an extraordinary amount of €7,271,000.00 to €3,212,456.82. The reasons for this include a lack of trading revenue in the field of parenteral nutrition and a reduction in margins due to regulatory price adjustments. bbw was integrated into the Pharmaceutical Supply segment of the Medios Group in the 2023 financial year. From a segment and Group perspective, there was no need for impairment.

Profits received on the basis of a profit pooling, profit transfer or partial profit transfer agreement

The item "Profits received on the basis of a profit pooling, profit or partial profit transfer agreement" includes profits transferred in the amount of €47,899,338.91 (previous year: €42,853,857.08) on the basis of existing profit and loss transfer agreements and in the amount of €5,814,635.09 (previous year: €3,340,189.13), the profit share of the atypical dormant company, which was contributed to Medios AG on November 15, 2018 by means of a capital increase against contributions in kind.

III. OTHER INFORMATION

Average number of employees during the financial year

The following employee groups were employed by the company during the financial year:

Employee groups	Number
Salaried employees	90
Senior employees	5
Working students/part-time employees	1
The total number of average employees thus amounts to	96 (previous year: 90)

Names of the members of the Executive Board and Supervisory Board

The following persons were members of the Executive Board during the past financial year:

Executive Board	Profession practiced
Matthias Gärtner	Chief Executive Officer (CEO)
Mi-Young Miehler	Member of the Executive Board (COO)
Christoph Prußeit	Member of the Executive Board (CINO)
Falk Neukirch	Chief Financial Officer (CFO)
Constantijn van Rietschoten	Member of the Executive Board (CIM)

The Supervisory Board consisted of the following members:

Supervisory Board	Profession practiced
Dr. Yann Samson, Munich (Chairman of the Supervisory Board)	Lawyer
Joachim Messner, Mainz	Lawyer
Florian Herger, Munich	Senior Advisor at Luxempart Beratungsgesellschaft mbH, Munich, Germany
Dr. Anke Nestler, Frankfurt (Deputy Chairwoman)	Senior Managing Director at FTI Consulting Deutschland GmbH
Jens Apermann, Hamburg	Managing Director at Pleja AG

Memberships of Supervisory Boards and supervisory bodies:

Supervisory Board	Profession practiced
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)

The total remuneration of the members of the Executive Board in the reporting year amounted to €2,820 thousand. The other duties for the Executive Board in the reporting period amounted to €16 thousand. Mrs. Miehler, Mr. Prußeit, Mr. van Rietschoten and Mr. Neukirch are also provided with a company car. The remuneration of the individual members of the Executive Board is as follows:

Remuneration of the members of the Executive Board

GRANTS AWARDED IN 2024 ACCORDING TO THE GCGC 2017

in € thousand	Matthias Gärtner 2024	Matthias Gärtner 2024 Min.	Matthias Gärtner 2024 Max.	Mi-Young Miehler 2024	Mi-Young Miehler 2024 Min.	Mi-Young Miehler 2024 Max.	Christoph Prußeit 2024	Christoph Prußeit 2024 Min.	Christoph Prußeit 2024 Max.	Falk Neukirch 2024	Falk Neukirch 2024 Min.	Falk Neukirch 2024 Max.	Constantijn van Rietschoten (as of May 1, 2024) 2024	Constantijn van Rietschoten (as of May 1, 2024) 2024 Min.	Constantijn van Rietschoten (as of May 1, 2024) 2024 Max.
Fixed remuneration	366	366	366	320	320	320	320	320	320	320	320	320	213	213	213
Fringe benefits	17	17	17	15	15	15	15	15	15	15	15	15	19	19	19
Total	**383**	**383**	**383**	**335**	**335**	**335**	**335**	**335**	**335**	**335**	**335**	**335**	**232**	**232**	**232**
Short-term variable remuneration	264	0	386	230	0	340	230	0	340	230	0	340	230	0	340
Long-term variable remuneration	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Plan designation (plan term)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total	**647**	**383**	**769**	**565**	**335**	**675**	**565**	**335**	**675**	**565**	**335**	**675**	**462**	**232**	**572**
Pension expenses	0	0	0	8	8	8	8	8	8	0	0	0	0	0	0
Total remuneration	**647**	**383**	**769**	**573**	**343**	**683**	**573**	**343**	**683**	**565**	**335**	**675**	**462**	**232**	**572**

in € thousand	Matthias Gärtner 2023	Matthias Gärtner 2023 (min.)	Matthias Gärtner 2023 (max.)	Mi-Young Miehler 2023	Mi-Young Miehler 2023 (min.)	Mi-Young Miehler 2023 (max.)	Christoph Prußeit 2023	Christoph Prußeit 2023 (min.)	Christoph Prußeit 2023 (max.)	Falk Neukirch 2023	Falk Neukirch 2023 (min.)	Falk Neukirch 2023 (max.)
Fixed remuneration	342	342	342	280	280	280	280	280	280	300	300	300
Fringe benefits	17	17	17	15	15	15	13	13	13	12	12	12
Total	**359**	**359**	**359**	**295**	**295**	**295**	**293**	**293**	**293**	**312**	**312**	**312**
Short-term variable remuneration	155	0	362	130	0	300	130	0	300	138	0	320
Long-term variable remuneration	0	0	0	0	0	0	0	0	0	0	0	0
Plan designation (plan term)	0	0	0	0	0	0	0	0	0	0	0	0
Total	**514**	**359**	**721**	**425**	**295**	**595**	**423**	**293**	**593**	**450**	**312**	**632**
Pension expenses	0	0	0	8	8	8	8	8	8	0	0	0
Total remuneration	**514**	**359**	**721**	**433**	**303**	**603**	**431**	**301**	**601**	**450**	**312**	**632**

INFLOW 2024

in € thousand	Matthias Gärtner 2024	Matthias Gärtner 2023	Mi-Young Miehler 2024	Mi-Young Miehler 2023	Christoph Prußeit 2024	Christoph Prußeit 2023	Falk Neukirch 2024	Falk Neukirch 2023	Constantijn van Rietschoten (as of May 1, 2024) 2024	Constantijn van Rietschoten (as of May 1, 2024) 2023
Fixed remuneration	366	342	320	280	320	280	320	300	213	n/a
Fringe benefits	17	17	15	15	15	13	15	12	19	n/a
Total	**383**	**359**	**335**	**295**	**335**	**293**	**335**	**312**	**232**	**n/a**
Short-term variable remuneration	155	259	130	229	130	229	138	198	n/a	n/a
Long-term variable remuneration	0	0	0	0	0	0	0	0	0	n/a
Plan designation (plan term)	0	0	0	0	0	0	0	0	0	n/a
Total	**538**	**618**	**465**	**524**	**465**	**522**	**473**	**510**	**232**	**n/a**
Pension expenses	0	0	8	8	8	8	0	0	0	n/a
Total remuneration	**538**	**618**	**473**	**532**	**473**	**530**	**473**	**510**	**232**	**n/a**

Remuneration of the members of the Supervisory Board

Supervisory Board activities were remunerated with €276 thousand (previous year: €240 thousand).

Transactions with related companies and persons

Related companies and persons are shareholders with a significant influence on Medios AG, shareholdings and affiliated companies, as well as persons who exercise a significant influence on the financial and business policy of the company. The latter include all persons in key positions and their close family members. These are the members of the Executive Board and Supervisory Board of the parent company. There were no non-arm's length transactions with related parties in the 2024 financial year.

Notifications pursuant to Section 33 Para. 1 WpHG

The following shareholders hold shares in the company as of the reporting date, December 31, 2024, as shown below and have notified the company of the voting rights stated below.

COMPOSITION OF THE SUBSCRIBED CAPITAL

As of December 31, 2024, the share capital amounted to €25,505,723.00 and was divided into 25,505,723 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 ff., 118 ff. and 186 AktG.

RESTRICTIONS AFFECTING 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 INVESTMENTS EXCEEDING 10% OF THE VOTING RIGHTS

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 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 a total of 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 INFORMATION (DIRECT AND INDIRECT EQUITY INVESTMENTS 3 % – 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 Investmentaktiengesellschaft mit veränderlichem Kapital und Teilgesellschaftsvermögen 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 in accordance with Section 34 Para. 1 WpHG: Paladin Asset Management Investmentaktiengesellschaft mit veränderlichem Kapital und Teilgesellschaftsvermögen.

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.

Contingent liabilities and other financial obligations

The total amount of other financial obligations is €11,632,031.43 (previous year: €12,605,514.78):

in €	2024	2025	2026	2027	2028	2029 and later	Total
Real estate	1,739,318.31	1,791,233.18	1,844,705.59	1,899,782.12	1,956,510.92	1,567,411.90	10,798,962.02
Parking lots	82,970.85	84,498.78	86,072.55	87,693.51	89,363.07	51,815.88	482,414.64
Vehicles	187,656.27	133,936.26	29,062.24	0.00	0.00	0.00	350,654.77
Total	**2,009,945.43**	**2,009,668.22**	**1,959,840.38**	**1,987,475.63**	**2,045,873.99**	**1,619,227.78**	**11,632,031.43**

It is not expected that the letters of comfort listed under the statement of shareholdings will be utilized. As part of the acquisition of the Ceban Group, Medios International B.V. took out a loan of €125 million, for which Medios International B.V. and Medios AG are jointly and severally liable. Due to the planned development of the Ceban Group, Medios AG does not expect the joint and several liability to be invoked.

Inclusion in the consolidated financial statements

Medios AG, Berlin, prepares the consolidated financial statements for the smallest and largest group of consolidated companies. The consolidated financial statements of Medios AG, Berlin, are prepared in accordance with the International Financial Reporting Standards as applicable in the EU (Section 315e HGB). They are published in the company register and on the company's Investor Relations website.

For all companies with concluded and registered profit and loss transfer agreements as well as for those with concluded and registered letters of comfort, the exemptions pursuant to Sections 264 Para. 3 and 291 HGB are utilized.

Auditor's fee

Please refer to the disclosures in the consolidated financial statements for information on the auditor's fee.

Declaration on the German Corporate Governance Code

The Executive Board and Supervisory Board report annually on the company's corporate governance in accordance with the requirements of the Government Commission on the German Corporate Governance Code. The Executive Board reports on the company's management, leadership and corporate governance in the Corporate Governance Statement in accordance with Section 289a Para. 1 of the German Commercial Code (HGB) and Section 3.10 of the German Corporate Governance Code – also for the Supervisory Board. The declaration is published on the company website **https://medios.group/en/** in the **Investor Relations/Corporate Governance section**.

Significant events after the balance sheet date

There were no significant events after the balance sheet date.

PROPOSED APPROPRIATION OF PROFITS

The Executive Board resolves to propose to the shareholders of Medios AG at the 2025 Annual General Meeting that the net retained profits reported in the company's annual financial statements as of December 31, 2024 be appropriated as follows for the 2024 financial year:

“The net retained profits of Medios AG from the past 2024 financial year in the amount of €81,265,876.55 will be carried forward in full to new account.”

Signature of the Executive Board

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)

Schedule of fixed assets

of Medios AG, Berlin, as of 12/31/2024

in €	Acquisition and production costs 01/01/2024	Additions	Disposals	Transfers	Additions/ disposals from the NewCo merger	Acquisition and production costs 12/31/2024	Accumulated depreciation and amortization 01/01/2024	Depreciation and amortization Financial year	Disposals	Additions/ disposals from the NewCo merger	Accumulated depreciation and amortization 12/31/2024	Book value 12/31/2024	Carrying amount 12/31/2023
A. Fixed assets													
I. Intangible assets													
1. Intangible assets under development	0.00	114,400.00		−114,400.00		0.00	0.00				0.00	0.00	0.00
2. Concessions, industrial property rights and similar rights and assets acquired for consideration, as well as licenses to such rights and assets	1,146,438.96	6,107.00	197,660.98	114,400.00	839,761.12	1,909,046.10	1,090,296.52	60,697.12	197,659.98	808,619.00	1,761,952.66	147,093.44	56,142.44
3. Advance payments	101,550.00					101,550.00	101,550.00				101,550.00	0.00	0.00
Total intangible assets	**1,247,988.96**	**120,507.00**	**197,660.98**	**0.00**	**839,761.12**	**2,010,596.10**	**1,191,846.52**	**60,697.12**	**197,659.98**	**808,619.00**	**1,863,502.66**	**147,093.44**	**56,142.44**
II. Property, plant and equipment													
1. Land, land rights and buildings, including buildings on third-party land	3,852,645.35	72,040.00		33,170.78		3,957,856.13	806,806.35	498,300.78			1,305,107.13	2,652,749.00	3,045,839.00
2. Technical equipment and machinery	0.00	0.00			77,858.38	77,858.38	0.00	5,331		21,325.38	26,656.38	51,202.00	0.00
3. Other equipment, furniture and office equipment	3,915,903.15	339,629.47		−33,170.78	1,840,039.80	6,062,401.64	2,272,953.15	617,077.60		417,999.89	3,308,030.64	2,754,371.00	1,642,950.00
4. Advance payments and assets under construction	0.00	10,837.01				10,837.01	0.00				0.00	10,837.01	0.00
Total property, plant and equipment	**7,768,548.50**	**422,506.48**		**0.00**	**1,917,898.18**	**10,108,953.16**	**3,079,759.50**	**1,120,709.38**		**439,325.27**	**4,639,794.15**	**5,469,159.01**	**4,688,789.00**
III. Financial assets													
1. Shares in affiliated companies	356,530,431.71	27,234,000.01		0.00	−2,172,553.00	381,591,878.72	8,850,176.89	7,271,000			16,121,176.89	365,470,701.83	347,680,254.82
2. Loans to affiliated companies	62,477,859.55	236,132,211.62	131,050,000.00			167,560,071.17	2,300,000.00				2,300,000.00	165,260,071.17	60,177,859.55
3. Other loans	100,000.00	−100,000.00				0.00	0.00				0.00	0.00	100,000.00
Total financial assets	**419,108,291.26**	**263,266,211.63**	**131,050,000.00**	**0.00**	**−2,172,553.00**	**549,151,949.89**	**11,150,176.89**	**7,271,000**			**18,421,176.89**	**530,730,773.00**	**407,958,114.37**
Total fixed assets	**428,124,828.72**	**263,809,225.11**	**131,247,660.98**	**0.00**	**585,106.30**	**561,271,499.15**	**15,421,782.91**	**8,452,406.38**	**197,659.98**	**1,247,944.27**	**24,924,473.70**	**536,347,025.45**	**412,703,045.81**

Responsibility statement (unaudited)

To the best of our knowledge, and in accordance with the applicable reporting principles, the annual financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the company, and the combined management report includes a fair review of the development and performance of the business and the position of the company, together with a description of the principal opportunities and risks associated with the expected development of the company.

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 FINANCIAL STATEMENTS AND THE COMBINED MANAGEMENT REPORT

AUDIT OPINIONS

We have audited the annual financial statements of Medios AG which comprise the statement of financial position as at 31 December 2024, and the statement of profit and loss for the financial year from 1 January 2024 to 31 December 2024, as well as the notes to the financial statements, including the presentation of the recognition and measurement 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 annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the company as at December 31, 2024 and of its financial performance for the financial year from January 1, 2024 to December 31, 2024 in compliance with German Legally Required Accounting Principles and

- the accompanying combined management report as a whole provides an approbiate view of the Company's position. In all material respects, this combined management report is consistent with the annual 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 the 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 annual financial statements and of the combined management report.

BASIS FOR THE AUDIT OPINIONS

We conducted our audit of the annual 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 annual financial Statements and of the combined management report" section of our auditor's report. We are independent of the Company 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 annual financial statements and on the combined management report.

KEY AUDIT MATTERS IN THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the financial year from January 1, 2024 to December 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our audit opinion thereon, and we do not provide a separate audit opinion on this matter.

From our point of view, the following matter was the most significant in our audit:

— Impairment of shares in affiliated companies and loans to affiliated companies

We have structured our presentation of this particularly important audit matter 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 SHARES IN AFFILIATED COMPANIES AND LOANS TO AFFILIATED COMPANIES

1. Facts and problem

   In the annual financial statements of Medios AG, under the balance sheet item “Financial assets”, participations in affiliated companies of EUR 365.5 million and loans to affiliated companies amounting to EUR 165.2 million which together represent approximately 76% of total assets. The significant participations in affiliated companies are subjected to an impairment test by the Company annually on the balance sheet date or on an ad hoc basis. These valuations are usually based on the present value of future cash flows of the respective affiliated company. The valuations are based on the planning calculations of the individual affiliates, which are based on the financial plans approved by management. Discounting is based on the weighted average cost of capital of the respective company. Discounting is based on the weighted average cost of capital of the respective company. The outcome of this valuation is highly dependent on management's assessment of future cash inflows and the discount rate used and is therefore subject to considerable uncertainty, which is why this matter is of particular importance 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 traced the planning process and reviewed the implemented controls.

   During the audit, we were provided with impairment tests performed by independent experts, the results of which we were able to utilize. 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 companies.

   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 carried out our own sensitivity analyses for selected companies in order to be able to assess a possible impairment risk in the event of a change in a key assumption of the valuation that is thought possible. The selection of assumptions was based on qualitative aspects and the extent to which the respective carrying amount was covered by the value in use. We consider the valuation method and the assumptions and parameters used therein to be an appropriate and sufficient basis for verifying the impairment of the participations in affiliated companies and loans recognised in the balance sheet.

3. Reference to further information

   The Company's disclosures on the participations in and loans to affiliated companies are contained in the notes to the annual financial statements in the section “Recognition and measurement policies”.

OTHER INFORMATION

The executive directors and the Supervisory Board are responsible for the other information. The other information comprises the following matters:

— The sections “General internal control system (unaudited)” and “Overall statement on the risk management system and internal control system (unaudited)” contained in the combined management report 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.

— 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 annual 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 other information and, in so doing, to consider whether the other information

— is materially inconsistent with the annual financial statements, with the audited information 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 ANNUAL FINANCIAL STATEMENTS AND THE COMBINED MANAGEMENT REPORT

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual 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 annual financial statements, the executive directors are responsible for assessing the Company’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 are factual or legal circumstances to the contrary.

Furthermore, the executive directors are responsible for the preparation of the combined management report that, as a whole, provides an appropriate view of the Company’s position and is, in all material respects, consistent with the annual 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 determined 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 Company’s financial reporting process for the preparation of the annual financial statements and of the combined management report.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND OF THE COMBINED MANAGEMENT REPORT

Our objectives are to obtain reasonable assurance about whether the annual 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 Company's position and, in all material respects, is consistent with the annual 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 annual 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 annual 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 annual 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 annual 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 effectiveness of these internal controls of the Company 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 Company'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 annual 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 Company to cease to be able to continue as a going concern.

— evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with in German Legally required Accounting Principles.

— evaluate the consistency of the combined management report with the annual financial statements, its conformity with German law, and the view of the Company'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 annual 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 ANNUAL 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 of the annual financial statements and the combined management report (hereinafter the "ESEF documents") contained in the attached electronic file "JA.zip" 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 annual 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 annual financial statements and the combined management report contained in the above-mentioned 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 annual 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 annual 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 annual financial statements and the combined management report contained in the above-mentioned 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 "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 annual financial statements and the combined management report in accordance with § 328 (1) sentence 4 no. 1 HGB and for the tagging of the annual financial statements in accordance with § 328 (1) sentence 4 no. 2 HGB.

Furthermore, the Company's executive directors are responsible for such internal controls as they have considered 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.

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 controls 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 these controls.
- 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 annual financial statements and the audited combined management report.

FURTHER INFORMATION PURSUANT TO ARTICLE 10 OF THE EU AUDIT REGULATION

We were elected as 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 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).

OTHER MATTERS – USE OF THE AUDIT REPORT

Our audit report must always be read in conjunction with the audited annual financial statements and audited combined management report as well as the audited ESEF documents. The annual 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 annual 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.

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

Gloth	**Weissinger**
Wirtschaftsprüfer	Wirtschaftsprüfer
German CPA	German CPA

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

	Body as a whole		Remuneration and Nomination Committee		Audit Committee		ESG Committee	
Attendance	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

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