



Medios AG

Berlin

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ISIN DE000A409682 / WKN A40968

INVITATION TO THE ANNUAL GENERAL MEETING 2025

On

Tuesday, May 27, 2025, 10:00 a.m. CEST

The

Annual General Meeting of Medios AG

takes place as a **virtual Annual General Meeting without the physical presence of shareholders or their proxies** at the venue of the Annual General Meeting.

We cordially invite our shareholders to attend.

OVERVIEW OF THE AGENDA

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report and the combined non-financial report (including the explanatory reports on the disclosures pursuant to Sections 289a (1) and 315a (1) HGB) for Medios AG and the Group as at December 31, 2024 and the report of the Supervisory Board on the 2024 financial year
2. Resolution on the appropriation of net retained profits for the 2024 financial year
3. Discharge of the members of the Management Board for the 2024 financial year
4. Discharge of the members of the Supervisory Board for the 2024 financial year
5. Appointment of the auditor and the Group auditor for the 2025 financial year as well as the auditor for the review of interim financial reports and the appointment of the auditor for sustainability reporting for the 2025 financial year
6. Resolution on the approval of the **remuneration report** for the 2024 financial year
7. Resolution on the approval of the **remuneration system** for the members of the Management Board
8. Resolution on the amendment of the authorizations to issue share options under the 2022 share option plan and the 2023 share option plan as well as the partial cancellation of the Conditional Capital 2018, the Conditional Capital 2020/I, the Conditional Capital 2022/II and the Conditional Capital 2023/I; resolution on the authorization to issue share options (2025 share option plan) and the creation of Conditional Capital 2025/I as well as corresponding amendments to the Articles of Association
9. Resolution on an authorization to issue convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) with the possibility of excluding subscription rights and on the creation of Conditional Capital 2025/II and on the corresponding amendment to the Articles of Association in Section 4 of the Articles of Association; amendment of the resolution of the Annual General Meeting of 14 August 2024 under agenda item 13 on the creation of Authorized Capital 2024/I and corresponding amendment to the Articles of Association

Duly registered shareholders and their proxies can connect to the virtual Annual General Meeting by means of electronic communication via the Internet service ("Event Portal") and exercise their voting rights and other shareholder rights. The password-protected Event Portal for the Annual General Meeting is available at

<https://investors.medios.group/en/events-corporate-calendar/annual-general-meeting> accessible. Further information on the audio and video transmission of the Annual General Meeting can be found in section III "Supplementary information and notes", which is printed after the agenda.

Voting rights are exercised - even if third parties are authorized - exclusively by means of electronic communication via electronic postal voting or by granting power of attorney and issuing instructions to the proxies appointed by the company.

The decision to hold the 2025 Annual General Meeting virtually was made by the Management Board with the approval of the Supervisory Board after careful consideration and at its due discretion for the benefit of the company and the shareholders. Decisive considerations were the low attendance at the Annual General Meeting in 2023 which was held in person, the positive experience with the virtual Annual General Meeting in 2024 and positive feedback from shareholders. The 2024 virtual Annual General Meeting was held in full compliance with shareholders' rights, without any technical or organizational problems overall and enabled a broad shareholder audience from all over Germany and abroad to participate without having to travel. The authorization to hold the virtual Annual General Meetings was again approved by a significant majority at the 2024 Annual General Meeting.

The Management Board also considered the items on the agenda, sustainability considerations and the lower costs of the virtual format in its decision. The acquisition of the Ceban Group last year, also in return for the issue of shares, has resulted in changes to the shareholder structure of Medios AG. In particular, the proportion of international

shareholders has increased. The company would like to also give these shareholders in particular the opportunity to participate in the Annual General Meeting without excessive logistical expenses and the associated increase in CO₂ emissions.

The Management Board has also considered the fact that the legislator has introduced the virtual Annual General Meeting as an equivalent alternative to a General Meeting with physical attendance and that shareholders can exercise their rights in the same way as at a General Meeting with physical attendance. To make the virtual Annual General Meeting shareholder-friendly, the company will waive the requirement to submit questions in advance and the associated restriction on the opportunity to ask questions at the Annual General Meeting.

The intention is to hold next year's Annual General Meeting in the form of an in-person meeting again.

The venue of the Annual General Meeting within the meaning of the German Stock Corporation Act is the premises of GRÜNEBAUM Event Services & Consulting GmbH & Co. KG, Karl-Heinrich-Ulrichs-Straße 22-24, 10785 Berlin. The Annual General Meeting will be held in the physical presence of the chairman of the meeting, the members of the Management Board and the Supervisory Board, the notary commissioned to take the minutes and the company's proxies.

All members of the Management Board and the Supervisory Board intend to attend the entire Annual General Meeting. Shareholders and their proxies (except for the proxies appointed by the company) have no right or opportunity to be present at the venue of the Annual General Meeting.