

# Remuneration report for the Executive and Supervisory Board

of the annual year 2024

# Remuneration report

## REMUNERATION REPORT FOR THE 2024 FINANCIAL YEAR

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

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

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

## EXECUTIVE AND SUPERVISORY BOARD REMUNERATION

### Remuneration systems adopted by the Annual General Meeting of Medios AG

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

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

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

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

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

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

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

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

## Composition of the Executive Board

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

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

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

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

## Key remuneration systems in the 2024 financial year

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

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

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

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

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

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

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

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

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

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

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

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

The remuneration system is described below.

### **Fixed remuneration 2023**

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

### **Aim and relation to corporate strategy**

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

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

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

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

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

### **Key financial figures**

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

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

- (I) **Inorganic growth:** Up to 40% of the STI can be achieved in connection with the successful implementation of M&A transactions, provided that these meet certain requirements with regard to the purchase price<sup>1</sup>-EBITDA ratio and the profitability of the target company.
- (II) **Revenue growth:** A further 20% of the STI can be earned by growing Group revenue by an ambitious percentage set by the Supervisory Board compared to the previous year.
- (III) **EBITDA growth:** A further 20% of the STI can be achieved by growing Group EBITDA (before special items) by an ambitious percentage rate set by the Supervisory Board compared to the previous year
- (IV) **EBITDA margin:** A further 20% of the STI can be achieved by increasing the Group EBITDA margin (before special items) to an ambitious margin set by the Supervisory Board.

### **Aim and relation to corporate strategy**

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

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

### **Stock options as part of the long-term incentive program**

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

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

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

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

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

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

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

### **Aim and relation to corporate strategy**

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

### **Variable ESG bonus 2023**

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

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

When setting ESG targets, the Supervisory Board takes into account non-financial targets from the areas of climate and environment, employees, social issues and governance as well as technology and innovation. Relevant topics include, for example, contributions to global climate protection (CO<sub>2</sub> reduction or CO<sub>2</sub> neutrality), recycling, renewable energies, the promotion of diversity and employee satisfaction as well as health in the workplace.

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

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

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

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

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

If the employment contract or the position on a governing body only existed pro rata temporis during a financial year, the overall degree of target achievement is also calculated pro rata temporis and the ESG bonus is only paid pro rata temporis.

### **Aim and relation to corporate strategy**

Sustainable action is an integral part of the strategy of Medios AG and the Medios Group.

The ESG bonus focuses on Medios AG's contribution to creating stable economic, social and environmental conditions for current and future generations. As a Company with a leading position in the Specialty Pharma sector, the Medios Group aims to implement an equally innovative sustainability strategy with its innovative services and products. A remuneration component in the form of an ESG bonus based exclusively on non-financial sustainability targets encourages Medios AG to live up to its responsibility as part of society.

### **Ancillary services 2023**

In addition to fixed remuneration and profit sharing, the members of the Executive Board generally received the following fringe benefits as part of remuneration system 1:

- An appropriate company car or, alternatively, compensation in accordance with the company's applicable guidelines and
- a subsidy for statutory or private health and long-term care insurance.



All members of the Executive Board are insured against the risk of claims being made against them for financial losses in the performance of their duties via a D&O insurance policy taken out at the expense of Medios AG with the statutory deductible in accordance with the provisions of the German Stock Corporation Act. A deductible of 10% of the loss up to one and a half times the fixed annual remuneration applies to the D&O insurance.

### **Aim and relation to corporate strategy**

The agreed fringe benefits are also intended to create an attractive working environment for the members of the Executive Board, so that success-oriented corporate management can be guaranteed.

### **REMUNERATION SYSTEM DATED JUNE 10, 2021 (RS 2) – NOT APPLIED**

Remuneration System 2 was approved by the Annual General Meeting of Medios AG on June 10, 2021 and, in accordance with the statutory requirements, was to be applied to employment contracts with Members of the Executive Board of the company that were newly concluded, amended or extended after two months following the approval of the remuneration system by the Annual General Meeting (Section 87a Para. 2 Sentence 1 AktG, Section 26j Para. 1 Sentence 2 EGAktG).

The remuneration system was not applied as the contracts of the members of the Executive Board were newly concluded, amended or extended before the expiry of two months after approval of the remuneration system by the Annual General Meeting – i.e. before August 10, 2021.

In principle, this remuneration system will not apply to new, amended or extended Executive Board employment contracts concluded in the future, as the relevant remuneration system 3 set out below (approved by the Annual General Meeting on June 21, 2022) applies to these.

### **RELEVANT REMUNERATION SYSTEM FROM JUNE 21, 2022 (RS 3)**

The Executive Board remuneration system approved by the Annual General Meeting on June 21, 2022 has been applied to newly concluded, amended or extended employment contracts with members of the Executive Board since this date. This remuneration system was applied for the first time

with the amendment of Mr. Matthias Gärtner's Executive Board employment contract (as of August 1, 2022), which was already in place in the 2022 financial year. In the 2023 financial year, this remuneration system was also applied to the Executive Board employment contract of Mr. Falk Neukirch, as he extended his Executive Board employment contract with effect from May 1, 2023. As a result of the contract adjustments made in the 2024 financial year for Mrs. Miehler and Mr. Prußbeit with effect from January 1, 2024 and the newly concluded Executive Board employment contract for Mr. van Rietschoten with effect from May 1, 2024, this remuneration system is now applied in full to all members of the Executive Board.

As part of the adjustment of the Executive Board remuneration system in connection with the long-term incentive program, the determination of the performance target and the exercise price in particular was made more flexible so that these parameters can be determined in future on the basis of current developments.

As part of the authoritative remuneration system from June 21, 2022, Medios AG introduced the Stock Option Plan 2022. The exercise price per stock option was €27.00. The performance target for exercising the stock options was a share price of at least €40.00.

In the course of the Annual General Meeting on June 21, 2023, the volume of the Stock Option Plan 2022 was limited to the volume of subscription rights previously issued under the Stock Option Plan 2022, as the Stock Option Plan 2022 was replaced by a new Stock Option Plan 2023 and no further shares are to be issued under the Stock Option Plan 2022.

In this context, Medios AG also adopted the Stock Option Plan 2023 at the Annual General Meeting on June 21, 2023. The exercise price per stock option is €24.00. The performance target for exercising the stock options is a share price of at least €28.00.

The basic features of the remuneration system and the remuneration components did not change in the 2022 and 2023 financial years as a result of the adjustment and will continue to apply in the 2024 financial year. In this respect, please refer to the descriptions above for an explanation of the remuneration components.



## Application of the relevant remuneration systems

The relevant applicable remuneration systems were fully implemented and applied as part of the Executive Board's remuneration in the 2024 financial year.

In particular, no advances, loans, security payments, pension commitments or similar payments or benefits were granted to members of the Executive Board that were not in line with the relevant remuneration system.

## Individual Executive Board remuneration in the 2024 financial year in accordance with Section 162 AktG and application of the performance criteria

### INDIVIDUAL REMUNERATION GRANTED (IN ACCORDANCE WITH SECTION 314 PARA. 1 NO. 6A HGB)

The following table shows the fixed and variable remuneration components (and fringe benefits) granted (i.e. actually paid out) and owed (i.e. all legally accrued fixed and variable remuneration components that have not yet accrued but are due in 2024) to the current and former members of the Executive Board in the past 2024 financial year, including the respective relative share in accordance with Section 162 AktG.

For the members of the Executive Board Matthias Gärtner, Mi-Young Miehler, Christoph Prußeit and Falk Neukirch, the remuneration granted and owed in the 2024 financial year consisted of the fixed basic remuneration, fringe benefits, the variable remuneration in the form of the STI and the ESG bonus. Following the conclusion of a new Executive Board employment contract with Constantijn van Rietschoten as of May 1, 2024, the remuneration granted and owed to this member of the Executive Board consisted solely of the fixed basic remuneration and fringe benefits. In addition, Mr. Gärtner, Mrs. Miehler, Mr. Prußeit and Mr. van Rietschoten received an additional remuneration component from the granting of stock options under the LTIP.

The amounts paid out in the 2024 financial year as part of the variable remuneration in the form of the STI and the ESG bonus are allocated to 2023.

The respective payment amount under the variable remuneration in the form of the STI is due for payment by the last day of the month following the adoption of the annual financial statements for the previous year. This means that the existence of a payment entitlement under the variable remuneration in the form of the STI for the 2023 financial year will not be verified until the annual financial statements for the 2023 financial year are adopted at the beginning of 2024.

Under the ESG bonus, the respective payout amount is due for payment in cash four months after the end of the relevant financial year. This means that the payment entitlement will only be determined at the beginning of 2024 following the Supervisory Board's review of target achievement after the end of the 2023 financial year.

For the 2024 financial year, no variable remuneration under the STI and ESG bonus was granted or owed to any member of the Executive Board in the 2024 financial year. The Supervisory Board will decide whether the targets and performance criteria of the STI and ESG bonus for the 2024 financial year have been met when the annual financial statements for the financial year ended December 31, 2024 are adopted or at the beginning of the 2025 financial year. This means that any payout amounts under the STI and ESG bonus for the 2024 financial year are due and can be paid out in 2025 at the earliest.

In addition, the relative share of all fixed and variable remuneration components in the total remuneration must be disclosed in accordance with Section 162 Para. 1 sentence 2 no. 1 AktG. The relative shares shown in the table below relate to the remuneration components granted and owed in the respective financial year in accordance with Section 162 Para. 1 sentence 1 AktG.

in € (gross)	Matthias Gärtner		Mi-Young Miehler		Christoph Prußeit		Falk Neukirch		Constantijn van Rietschoten (as of May 1, 2024)	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
<b>Fixed remuneration</b>										
Basic salary	366,368	342,400	320,000	280,000	320,000	280,000	320,000	300,000	213,333	n/a
in %	68.0	55.4	68.7	53.5	68.8	53.7	67.7	58.8	91.9	n/a
Fringe benefits	17,086	16,611	15,479	15,393	15,381	13,214	14,581	12,365	18,867	n/a
in %	3.2	2.7	3.3	2.9	3.3	2.5	3.1	2.4	8.1	n/a
<b>Variable remuneration</b>										
Annual	154,960	259,200	130,000	228,800	130,000	228,800	138,000	198,400	0	n/a
in %	28.8	41.9	27.9	43.6	27.9	43.8	29.2	38.8	0	n/a
Perennial	0	0	0	0	0	0	0	0	0	n/a
Extraordinary Payments	0	0	0	0	0	0	0	0	0	n/a
Pension expenses	0	0	0	0	0	0	0	0	0	n/a
<b>Total remuneration</b>	<b>538,414</b>	<b>618,211</b>	<b>465,479</b>	<b>524,193</b>	<b>465,381</b>	<b>522,014</b>	<b>472,581</b>	<b>510,765</b>	<b>232,200</b>	<b>n/a</b>
in %	100	100	100	100	100	100	100	100	100	n/a

The Supervisory Board strives to ensure that the members of the company's Executive Board receive attractive remuneration in line with market conditions. The salary of the members of the Executive Board is generally based on the responsibility and experience of the individual members. In connection with the contract extensions of Mrs. Miehler and Mr. Prußeit, the basic salary in the 2024 financial year was increased by approx. 14% compared to the 2023 financial year.

The increase in basic remuneration took particular account of the revenue growth achieved in the past financial years and the simultaneous increase in operating profitability. This trend is expected to continue. In addition, the particular burden on the Executive Board of Medios AG was also taken into account. The company has grown significantly in recent years and the inorganic growth in particular has led to an increase in the volume of work and a change in tasks. Members of the Executive Board Mi-Young Miehler and Christoph Prußeit, who are responsible for the operational and innovative business operations of Medios AG respectively, play an important role in this, particularly following acquisitions. The company assumes that this workload will remain as Medios AG continues to expand and expects further growth in the coming years.

The adjustment of the basic remuneration of the members of the Executive Board Mi-Young Miehler and Christoph Prußeit also leads to an adjustment of remuneration within the Executive Board as a whole. All four members of the Executive Board, with the exception of Mr. Matthias Gärtner as Chairman of the Executive Board, will receive the same salary as a result.

#### **VARIABLE REMUNERATION FOR 2023, TARGET ATTAINMENT AND APPLICATION OF PERFORMANCE CRITERIA**

The performance-related variable remuneration under the STI or the ESG bonus is due for payment by the last day of the month following the approval of the annual financial statements for the previous year or four months after the end of the relevant financial year following the Supervisory Board's review (see also explanations above).

In this respect, the following tables show the fulfillment of the performance criteria agreed for the 2023 financial year for the variable remuneration components that were actually paid out ("granted" within the meaning of Section 162 AktG) in the 2024 financial year.

As Mr. van Rietschoten concluded his Executive Board employment contract with effect from May 1, 2024, he will not receive any variable remuneration for the 2023 financial year, which was paid out in the 2024 financial year.

## Short Term Incentive

Executive Board	Performance criteria	Relatives weight of the power criterion in %	Information on the performance target		a) Target achievement b) Amount paid out
			a) Minimum target and b) corresponding Remuneration	a) Maximum target and b) corresponding Remuneration	
Matthias Gärtner	Inorganic growth	40	a) Purchase price more than 10 times the EBITDA of the target or the assets in Germany, or more than 12 times the EBITDA of the target or the assets abroad;  EBITDA up to €2 million	a) The maximum purchase price is 10 times the EBITDA of the target or the assets in Germany, or a maximum of 12 times the EBITDA of the target or the assets abroad;  Total EBITDA of all acquired targets and all acquired assets is more than €4 million;  In the case of several transactions, reference to internationalization or diversification into new segments is necessary.	a) No/0%
	Revenue growth	20	b) €0 a) Consolidated revenue of the Medios Group < €1.65 billion	b) €136,960 a) Consolidated revenue of the Medios Group > €1.8 billion	b) €0 a) Yes/80%
	EBITDA growth	20	b) €0 a) EBITDA of the Medios Group < €56 million	b) €68,480 a) EBITDA of the Medios Group > €63 million	b) €54,784 a) Yes/80%
	EBITDA margin	20	b) €0 a) EBITDA margin 2023 < 3.4%	b) €68,480 a) EBITDA margin 2023 at least 3.7%	b) €54,784 a) Yes/40%
			b) €0	b) €68,480	b) €27,392
	<b>Total STI payout</b>				<b>€136,960</b>

Executive Board	Performance criteria	Relatives weight of the power criterion in %	Information on the performance target					
			a) Minimum target and b) corresponding Remuneration	a) Maximum target and b) corresponding Remuneration	a) Target achievement b) Amount paid out			
Mi-Young Miehler	Inorganic growth	40	a) Purchase price more than 10 times the EBITDA of the target or the assets in Germany, or more than 12 times the EBITDA of the target or the assets abroad;	a) The maximum purchase price is 10 times the EBITDA of the target or the assets in Germany, or a maximum of 12 times the EBITDA of the target or the assets abroad;	a)	No/0%		
			EBITDA up to €2 million	Total EBITDA of all acquired targets and all acquired assets is more than €4 million;				
				In the case of several transactions, reference to internationalization or diversification into new segments is necessary.				
			b)	€0	b)	€112,000	b)	€0
	Revenue growth	20	a) Consolidated revenue of the Medios Group < €1.65 billion	a) Consolidated revenue of the Medios Group > €1.8 billion	a)	Yes/80%		
			b)	€0	b)	€56,000	b)	€44,800
	EBITDA growth	20	a) EBITDA of the Medios Group < €56 million	a) EBITDA of the Medios Group > €63 million	a)	Yes/80%		
			b)	€0	b)	€56,000	b)	€44,800
	EBITDA margin	20	a) EBITDA margin 2023 < 3.4%	a) EBITDA margin 2023 at least 3.7%	a)	Yes/40%		
			b)	€0	b)	€56,000	b)	€22,400
Total STI payout						€112,000		

Executive Board	Performance criteria	Relatives weight of the power criterion in %	Information on the performance target					
			a) Minimum target and b) corresponding Remuneration	a) Maximum target and b) corresponding Remuneration	a) Target achievement b) Amount paid out			
Christoph Pruß	Inorganic growth	40	a) Purchase price more than 10 times the EBITDA of the target or the assets in Germany, or more than 12 times the EBITDA of the target or the assets abroad;	a) The maximum purchase price is 10 times the EBITDA of the target or the assets in Germany, or a maximum of 12 times the EBITDA of the target or the assets abroad;	a)	No/0%		
			EBITDA up to €2 million	The total revenue of all acquired targets and all acquired assets is more than €4 million;				
				In the case of several transactions, reference to internationalization or diversification into new segments is necessary.				
			b)	€0	b)	€112,000	b)	€0
			a) Consolidated revenue of the Medios Group < €1.65 billion	a) Consolidated revenue of the Medios Group > €1.8 billion	a)	Yes/80%		
	Revenue growth	20	b)	€0	b)	€56,000	b)	€44,800
			a) EBITDA of the Medios Group < €56 million	a) EBITDA of the Medios Group > €63 million	a)	Yes/80%		
			b)	€0	b)	€56,000	b)	€44,800
			a) EBITDA margin 2023 < 3.4%	a) EBITDA margin 2023 at least 3.7%	a)	Yes/40%		
			b)	€0	b)	€56,000	b)	€22,400
Total STI payout					€112,000			

Executive Board	Performance criteria	Relatives weight of the power criterion in %	Information on the performance target					
			a) Minimum target and b) corresponding Remuneration	a) Maximum target and b) corresponding Remuneration	a) Target achievement b) Amount paid out			
Falk Neukirch	Inorganic growth	40	a) Purchase price more than 10 times the EBITDA of the target or the assets in Germany, or more than 12 times the EBITDA of the target or the assets abroad;	a) The maximum purchase price is 10 times the EBITDA of the target or the assets in Germany, or a maximum of 12 times the EBITDA of the target or the assets abroad;	a)	No/0%		
			EBITDA up to €2 million	The total revenue of all acquired targets and all acquired assets is more than €4 million;				
				In the case of several transactions, reference to internationalization or diversification into new segments is necessary.				
			b)	€0	b)	€120,000	b)	€0
	Revenue growth	20	a) Consolidated revenue of the Medios Group < €1.65 billion	a) Consolidated revenue of the Medios Group > €1.8 billion	a)	Yes/80%		
			b)	€0	b)	€60,000	b)	€48,000
	EBITDA growth	20	a) EBITDA of the Medios Group < €56 million	a) EBITDA of the Medios Group > €63 million	a)	Yes/80%		
		b)	€0	b)	€60,000	b)	€48,000	
EBITDA margin	20	a) EBITDA margin 2023 < 3.4%	a) EBITDA margin 2023 at least 3.7%	a)	Yes/40%			
		b)	€0	b)	€60,000	b)	€24,000	
Total STI payout						€120,000		

### ESG bonus for the year 2023

The following table on the fulfilment of the agreed performance criteria as part of the ESG bonus applies equally to the members of the Executive Board Mr. Matthias Gärtner, Mrs. Mi-Young Miehler, Mr. Christoph Prußeit and Mr. Falk Neukirch. As Mr. van Rietschoten concluded his Executive Board employment contract with effect from May 1, 2024, he will not receive an ESG bonus for the 2023 financial year, which was paid out in the 2024 financial year.

Performance criteria	Relatives weight of the power criterion in %	Information on the performance target		a) Target achievement	b) Amount paid out
		a) Minimum target and b) corresponding Remuneration	a) Maximum target and b) corresponding Remuneration		
Expansion of data protection training to all employees <sup>1</sup>	6.25	a) Implementation or initiation of less than 8 performance criteria	a) Implementation or initiation of at least 10 performance criteria	Yes/90% <sup>1</sup>	€18,000
Introduction of special training on corruption and bribery	6.25				
Avoid or reduce complaints <sup>1</sup>	6.25	b) €0	b) €20,000		
Introduce a Code of Conduct for suppliers	6.25				
Increase purchasing volume from suppliers assessed according to ESG aspects	6.25				
Maintain a high proportion of women in the workforce and management positions <sup>1</sup>	6.25				
Reduce fluctuation rate	6.25				
Reduce the rate of work-related accidents	6.25				
Increase the number of apprenticeships	6.25				
Annual evaluation of gender pay parity, ensuring fair pay for Mrs. and reducing the gender pay gap <sup>1</sup>	6.25				
Significantly increase employee feedback and development meetings <sup>1</sup>	6.25				
Expand share of green electricity <sup>1</sup>	6.25				
Anchoring ESG in purchasing guidelines	6.25				
Climate neutrality at own locations through offsetting	6.25				
Participation in charitable events	6.25				
Support employees in their day-to-day work by giving them a paid day off <sup>1</sup>	6.25				

<sup>1</sup> Performance criteria not fully achieved.

The following describes how the agreed performance criteria and the targets for the variable remuneration components Short Term Incentive, ESG Bonus and LTIP were applied for the 2024 financial year.



## SHORT TERM INCENTIVE 2024

Depending on the achievement of the defined targets, each member of the Executive Board can receive an amount of up to 100% of the agreed fixed remuneration as STI. For revenue growth, Group EBITDA growth and the Group EBITDA margin, the audited consolidated financial statements prepared in accordance with IFRS are binding for the Medios Group. The Supervisory Board determines the four targets or percentages and margins of the STI targets annually before the start of the relevant financial year after consultation with the respective member of the Executive Board and communicates them to the latter.

EBITDA within the meaning of the STI agreements is EBITDA pre, i.e. EBITDA before Executive Board bonuses, before M&A expenses, before expenses for Stock Option Programs and before payments affecting expenses for the acquisition of compounding volumes and before taking into account expenses for the introduction of an ERP system.

The following targets have been set for 2024:

### Inorganic growth (weighting 40%)

#### If a transaction is concluded by December 31, 2024, 20% bonus if

- The purchase price is a maximum of 10 times the normalized EBITDA of the target or the assets in Germany, or a maximum of 12 times the normalized EBITDA of the target or the assets abroad, and
- EBITDA is more than €2 million.
- The transfer of compounding volumes from pharmacy laboratories is included in the analysis.

#### If one or more transactions are concluded by December 31, 2024, 40% bonus if

- the purchase price is a maximum of 10 times the normalized EBITDA of the target or the assets in Germany, or a maximum of 12 times the normalized EBITDA of the target or the assets abroad, and
- the sum of all EBITDA of all acquired targets or all acquired assets is more than €4 million.
- If several transactions are necessary to achieve these objectives, at least one of the transactions must be related to the internationalization or diversification into new segments of the Medios Group.
- The “Curie” transaction is taken into account when determining target achievement. The normalized EBITDA of the target in 2023 amounts to approx. €29 million according to the due diligence carried out.
- The transfer of compounding volumes from pharmacy laboratories is included in the analysis.

When determining the “revenue growth” and “EBITDA growth” targets set out below, the date of first-time consolidation of the Ceban Group on June 1, 2024 was taken into account.

### Revenue growth (weighting 20%)

- 60% of this component if the consolidated revenue of the Medios Group amounts to at least €1.868 billion in 2024,
- 80% of this component if the consolidated revenue of the Medios Group in 2024 is at least €1.967 billion,
- 100% of this component if the consolidated revenue of the Medios Group in 2024 is at least €2.085 billion.

### EBITDA growth (weighting 20%)

- 60% of this component if the Medios Group's EBITDA before special effects amounts to at least €79 million in 2024,
- 80% of this component if the Medios Group's EBITDA before special effects amounts to at least €83 million in 2024,
- 100% of this component if the Medios Group's EBITDA before special effects amounts to at least €88 million in 2024.

### EBITDA margin (weighting 20%)

- 40% of this component if the EBITDA margin before special effects of the Medios Group is at least 4.2% in 2024,
- 60% of this component if the EBITDA margin before special effects of the Medios Group is at least 4.3% in 2024,
- 80% of this component if the EBITDA margin before special effects of the Medios Group is at least 4.4% in 2024,
- 100% of this component if the EBITDA margin before special effects of the Medios Group is at least 4.5% in 2024.

The respective payout amount under the STI is due for payment by the last day of the month following the adoption of the annual financial statements for the past financial year. The payout amount for the aforementioned STI targets for the 2024 financial year will therefore not be paid out until the 2025 financial year, depending on target achievement.

## ESG BONUS 2024

Before the start of each financial year, the Supervisory Board, in consultation with the Executive Board, determines ESG targets from various areas (such as climate and environment) uniformly for all members of the Executive Board. When setting the ESG targets, the Supervisory Board also determines the weighting among the defined ESG targets for the overall target achievement and criteria and methods for assessing the achievement of the respective ESG targets. At the same time, a specific target amount in € is set for each member of the Executive Board for achieving an overall target achievement level of 100% for the defined ESG targets.

The target figure for the ESG bonus for the 2024 financial year is €20 thousand ("target amount"). If

- at least 7 of these targets are achieved (80% target achievement), the Executive Board receives a bonus of €16 thousand.
- each additional target is achieved, this amount increases by €2 thousand up to a maximum of €20 thousand if 10 targets are achieved (100% target achievement).

When defining the target metrics for the ESG bonus for the 2024 financial year, the group structure of the previous financial year was used as the basis.

The specific measures agreed to achieve the ESG targets for the 2024 financial year can be found in the table below:

	ESG target/measure	Target achievement criteria (performance measurement)
1.	Training on compliance topics	Training of at least 65% of employees
2.	Number of federal states in which mediosconnect is available	At least 8 federal states in which mediosconnect is available
3.	Proportion of women in management positions	The proportion of women in management positions is stable or higher than the previous year's figure of 46%
4.	Gender pay parity ratio (unadjusted)	Reduction of the gender pay parity gap to below the previous year's figure of 25.9
5.	Fluctuation rate	Reduction in the fluctuation rate to less than 23% compared to the previous year
6.	Proportion of electricity purchased from green sources	Increase in the proportion of electricity purchased from green sources compared to the previous year's figure of 41
7.	Total waste quantities	Reduction in the total amount of waste below the previous year's figure of 213.5 tons
8.	Recycled or reused waste	The proportion of recycled or reused waste is stable or higher than the previous year's figure of 48%
9.	Total Scope 3 emissions	Reduction in Scope 3 emissions below the previous year's figure of 500.8 <sup>1</sup> tons of CO <sub>2</sub> equivalent
10.	Water consumption	Reduction in total water consumption below the previous year's figure of 3,229.0 m <sup>3</sup>

<sup>1</sup> Updated due to more accurate data and calculation methods.

The ESG bonus for the 2024 financial year is due for payment in cash four months after the end of the 2024 financial year, i.e. in the 2025 financial year. The payout amount for the aforementioned ESG bonus targets for the 2024 financial

year will therefore only be paid out in the 2025 financial year, depending on target achievement. For the 2024 financial year, the Executive Board expects that no ESG bonus will be paid out in 2025.

## VARIABLE REMUNERATION IN 2024 UNDER THE LTIP

In the 2024 financial year, the members of the Executive Board Matthias Gärtner, Mrs. Mi-Young Miehler, Mr. Christoph Prußeit and Mr. Constantijn van Rietschoten were granted options on shares in Medios AG under the LTIP.

These granted stock options originate from the 2024 tranche of the 2023 Stock Option Plan. By contractual agreement, all named members of the Executive Board from the 2023 Stock Option Plan were each granted the right to acquire an agreed number of 60,000 no-par value bearer shares in Medios AG at an exercise price of €24.00 after the four-year vesting period and if the performance target of €28.00 is met in accordance with the provisions of the Stock Option Plan.

### Key conditions for exercising the options

The stock options can be exercised within an exercise period of three years, which begins at the end of the vesting period. The prerequisite for exercising the stock options is that the performance target has been achieved within a period of 30 trading days prior to the expiry of the vesting period.

The performance target is achieved if the closing price of the company's share in XETRA trading (or a comparable successor system of the Frankfurt Stock Exchange) reaches or exceeds the amount of €28.00 on 30 consecutive trading days.

In the 2024 financial year, the members of the Executive Board were "granted" stock options within the meaning of Section 162 Para. 1 sentence 1 AktG under the LTIP, as shown in the table below:

## PORTFOLIO OF STOCK OPTIONS IN THE 2024 FINANCIAL YEAR

On October 31, 2021, the members of the Executive Board Matthias Gärtner, Mi-Young Miehler, Christoph Prußeit and Falk Neukirch each received 40,000 options to purchase Medios AG shares (call option) as part of the Stock Option Plan 2020. The exercise price of these options is €29.00. The option rights can be exercised after a vesting period of four years from the issue date. The performance target is defined as the closing price of the company's shares in XETRA trading (or a comparable successor system of the Frankfurt Stock Exchange) must reach or exceed the amount of €50.00 on 30 consecutive trading days prior to the respective exercise.

The vesting period for the stock options granted expires on October 31, 2025, meaning that the options can generally be exercised from this date.

On October 28, 2022, member of the Executive Board Matthias Gärtner received 60,000 options to purchase Medios AG shares (call option) as part of the Stock Option Plan 2022. The exercise price of these options is €27.00. The option rights can be exercised after a vesting period of four years from the issue date. The performance target is defined as the closing price of the company's shares in XETRA trading (or a comparable successor system of the Frankfurt Stock Exchange) must reach or exceed the amount of €40.00 on 30 consecutive trading days prior to the respective exercise.

### Key conditions for exercising the stock options granted in the 2024 financial year

	Matthias Gärtner	Mi-Young Miehler	Christoph Prußeit	Constantijn van Rietschoten
Stock Option Plan	AOP 2023	AOP 2023	AOP 2023	AOP 2023
vesting period	4 years	4 years	4 years	4 years
Date of allocation (grant date)	09/27/2024	01/24/2024	01/25/2024	05/01/2024
Vesting date (non-forfeitability)	06/30/2026	12/31/2026	12/31/2026	03/31/2027
End of the vesting period	10/01/2028	02/01/2028	02/01/2028	06/01/2028
End of the exercise period	10/01/2031	02/01/2031	02/01/2031	06/01/2031
Exercise price/success target (in €)	24/28	24/28	24/28	24/28
Number of stock options	60,000	60,000	60,000	60,000

The vesting period for the stock options granted expires on October 31, 2026, meaning that the options can generally be exercised from this date.

On November 20, 2023, member of the Executive Board Falk Neukirch received 60,000 options to purchase Medios AG shares (call option) as part of the Stock Option Plan 2023. The exercise price of these options is €24.00. The option rights can be exercised after a vesting period of four years from the issue date. The performance target is defined as the closing price of the company's shares in XETRA trading (or a comparable successor system of the Frankfurt Stock

Exchange) must reach or exceed the amount of €28.00 on 30 consecutive trading days prior to the respective exercise. The vesting period for the stock options granted expires on November 30, 2027, meaning that the options can generally be exercised from this date.

The following overview shows the development of the opening balance, additions and disposals of stock options in the 2024 financial year. As of December 31, 2024, there are no outstanding stock options for members of the Executive Board from the 2017 and 2018 Stock Option Plans:

### Information on stock options of Medios AG in accordance with Section 162 Para. 1 no. 3 AktG

Executive Board	Stock Option Plan (SOP) and runtime	Opening balance sheet as of January 1, 2024	In the current 2024 financial year		Closing balance sheet as of December 31, 2024		
		Number of stock options as of January 1, 2024	Granted and promised (expiring) options	Vested Options	Exercised options	Dilapidated options	Number of stock options as of December 31, 2024
Matthias Gärtner	AOP 2020	40,000	C	40,000	C		40,000
	AOP 2022	60,000	C	60,000	C		60,000
	AOP 2023	C	60,000	20,000	C		60,000
Mi-Young Miehler	AOP 2020	40,000	C	40,000	C		40,000
	AOP 2022	C	C	C	C		C
	AOP 2023	C	60,000	30,000	C		60,000
Christoph Prußeit	AOP 2020	40,000	C	40,000	C		40,000
	AOP 2022	C	C	C	C		C
	AOP 2023	C	60,000	30,000	C		60,000
Falk Neukirch	AOP 2020	40,000	C	40,000	C		40,000
	AOP 2022	C	C	C	C		C
	AOP 2023	60,000	C	30,000	C		60,000
Constantijn van Rietschoten	AOP 2020	C	C	C	C		C
	AOP 2022	0	C	C	C		0
	AOP 2023	0	60,000	15,000	C		60,000

## Benefits in the 2024 financial pursuant to the GCGC 2017

The following table shows the benefits “granted” by Medios AG within the meaning of the GCGC 2017 in accordance with Section 4.2.5 Appendix Tables 1 and 2 GCGC in the version dated February 7, 2017 (“GCGC 2017”). The underlying recommendations for the disclosure of such tables on “benefits granted” within the meaning of the GCGC 2017 ceased to apply when the revised GCGC came into force on March 20, 2020.

The German Stock Corporation Act in the current version of ARUG II also does not stipulate that such disclosures must continue to be included in the remuneration report. In order to enable our shareholders to make a better comparison with the information provided in previous years and to maintain the level of transparency achieved to date, the Executive Board and Supervisory Board have decided to voluntarily include information on “benefits granted” as defined by the old version of the GCGC in the remuneration report for the 2024 financial year.

The “benefits granted” within the meaning of the GCGC 2017 are not synonymous with the “remuneration granted and owed” within the meaning of Section 162 Para. 1 sentence 1 AktG as described above:

- “Benefits granted” within the meaning of the GCGC 2017 are – regardless of the time of payment – all remuneration components that were promised to a member of the Executive Board in the financial year, at least in principle, and whose (future) amount can at least be estimated.
- “Remuneration granted and owed” within the meaning of Section 162 Para. 1 sentence 1 AktG, on the other hand, is only remuneration that has actually accrued in the financial year or remuneration that, according to the explanatory memorandum (BT-Drs. 19/9739, page 111), is “due according to legal categories but has not (yet) accrued”.

### BENEFITS GRANTED PURSUANT TO THE GCGC 2017

The table of “benefits granted” in accordance with GCGC 2017 shows the amount granted in each financial year. The stock options granted under the LTIP are recognized at fair value at the grant date. The future amount of the resulting benefits cannot be reliably estimated, which is why no figure-based disclosures have been made in the table. In accordance with Section 162 Para. 1 sentence 1, sentence 2 no. 1 AktG, all fixed and variable remuneration components “granted and owed” to the individual members of the Executive Board in the 2024 financial year must be disclosed. These disclosures essentially correspond to the disclosures previously required to be reported as “Allocation” (see “Allocation” table) in accordance with the GCGC 2017.

### Benefits granted in 2024 according to GCGC 2017

in € thousand	Matthias Gärtner			Mi-Young Miehler			Christoph Pruß		
	2024	min	max	2024	min	max	2024	min	max
Total remuneration	366	366	366	320	320	320	320	320	320
Fringe benefits	17	17	17	15	15	15	15	15	15
<b>Total</b>	<b>383</b>	<b>383</b>	<b>383</b>	<b>335</b>	<b>335</b>	<b>335</b>	<b>335</b>	<b>335</b>	<b>335</b>
Short-term variable remuneration	264	0	386	230	0	340	230	0	340
Long-term variable remuneration	0	0	0	0	0	0	0	0	0
Plan designation (planned term)	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>647</b>	<b>383</b>	<b>769</b>	<b>565</b>	<b>335</b>	<b>675</b>	<b>565</b>	<b>335</b>	<b>675</b>
Supply costs	0	0	0	8	8	8	8	8	8
<b>Total remuneration</b>	<b>647</b>	<b>383</b>	<b>769</b>	<b>573</b>	<b>343</b>	<b>683</b>	<b>573</b>	<b>343</b>	<b>683</b>

in € thousand	Falk Neukirch			Constantijn van Rietschoten (as of May 1, 2024)		
	2024	min	max	2024	min	max
Total remuneration	320	320	320	213	213	213
Fringe benefits	15	15	15	19	19	19
<b>Total</b>	<b>335</b>	<b>335</b>	<b>335</b>	<b>232</b>	<b>232</b>	<b>232</b>
Short-term variable remuneration	230	0	340	230	0	340
Long-term variable remuneration	0	0	0	0	0	0
Plan designation (planned term)	0	0	0	0	0	0
<b>Total</b>	<b>565</b>	<b>335</b>	<b>675</b>	<b>462</b>	<b>232</b>	<b>572</b>
Supply costs	0	0	0	0	0	0
<b>Total remuneration</b>	<b>565</b>	<b>335</b>	<b>675</b>	<b>462</b>	<b>232</b>	<b>572</b>

### Inflow 2024 according to DCGK 2017

in € thousand	Matthias Gärtner		Mi-Young Miehler		Christoph Pruß	
	2024	2023	2024	2023	2024	2023
Total remuneration	366	342	320	280	320	280
Fringe benefits	17	17	15	15	15	13
<b>Total</b>	<b>383</b>	<b>359</b>	<b>335</b>	<b>295</b>	<b>335</b>	<b>293</b>
Short-term variable remuneration	155	259	130	229	130	229
Long-term variable remuneration	0	0	0	0	0	0
Plan designation (planned term)	0	0	0	0	0	0
<b>Total</b>	<b>538</b>	<b>618</b>	<b>465</b>	<b>524</b>	<b>465</b>	<b>522</b>
Supply costs <sup>1</sup>	0	0	8	8	8	8
<b>Total remuneration</b>	<b>538</b>	<b>618</b>	<b>473</b>	<b>532</b>	<b>473</b>	<b>530</b>

in € thousand	Falk Neukirch		Constantijn van Rietschoten (as of May 1, 2024)	
	2024	2023	2024	2023
Total remuneration	320	300	213	n/a
Fringe benefits	15	12	19	n/a
<b>Total</b>	<b>335</b>	<b>312</b>	<b>232</b>	<b>n/a</b>
Short-term variable remuneration	138	198	n/a	n/a
Long-term variable remuneration	0	0	0	n/a
Plan designation (planned term)	0	0	0	n/a
<b>Total</b>	<b>473</b>	<b>510</b>	<b>232</b>	<b>n/a</b>
Supply costs <sup>1</sup>	0	0	0	n/a
<b>Total remuneration</b>	<b>473</b>	<b>510</b>	<b>232</b>	<b>n/a</b>

<sup>1</sup> The pension expense corresponds to the service cost in accordance with IAS 19 from commitments for pensions and other benefits (amounts correspond to amounts in the "Benefits granted" table); this is not an inflow in the financial year.

## Relationship between remuneration and work performance in 2024 (“pay for performance”)

In order to illustrate the connection between remuneration and work performance for the current 2024 financial year, the following table shows both the remuneration components received in 2024 and – regardless of the date of payment – all remuneration components that were promised to a member of the Executive Board in the 2024 financial year, at least in principle, and whose (future) amount can at least be estimated.

in € (gross)	Fixed remuneration	Variable (STI)				Variable (LTIP)	
		Maximum possible STI bonus 100%	STI bonus (estimated) 72%	Maximum possible ESG bonus 100%	ESG bonus (estimate) 0%	Total (estimate)	Granted Shares Options (number)
Matthias Gärtner	366,368	366,368	263,785	20,000	0	263,785	60,000
Mi-Young Miehler	320,000	320,000	230,400	20,000	0	230,400	60,000
Christoph Prußeit	320,000	320,000	230,400	20,000	0	230,400	60,000
Falk Neukirch	320,000	320,000	230,400	20,000	0	230,400	0
Constantijn van Rietschoten (as of May 1, 2024)	320,000 <sup>1</sup>	320,000	230,400	20,000	0	230,400	60,000
<b>Total</b>	<b>1,646,368</b>	<b>1,646,368</b>	<b>1,185,385</b>	<b>100,000</b>	<b>0</b>	<b>1,185,385</b>	<b>240,000</b>

<sup>1</sup> The fixed remuneration shown here is the annual basic remuneration in accordance with the Executive Board employment contract, not the basic remuneration paid in the 2024 financial year. This was granted on a pro rata basis.

The STI bonus is divided between the individual components as follows:

in € (gross)	Inorganic growth 40%	Revenue growth 20%	EBITDA growth 20%	EBITDA margin 20%	STI Total
<b>Target achievement</b>	<b>100%</b>	<b>60%</b>	<b>60%</b>	<b>40%</b>	<b>72%</b>
Matthias Gärtner	146,547	43,964	43,964	29,310	263,785
Mi-Young Miehler	128,000	38,400	38,400	25,600	230,400
Christoph Prußeit	128,000	38,400	38,400	25,600	230,400
Falk Neukirch	128,000	38,400	38,400	25,600	230,400
Constantijn van Rietschoten (as of May 1, 2024)	128,000	38,400	38,400	25,600	230,400
<b>Total</b>	<b>658,547</b>	<b>197,564</b>	<b>197,564</b>	<b>131,710</b>	<b>1,185,385</b>

## Disclosures pursuant to Section 162 Para. 1 No. 4 AktG and benefits for the event of premature termination of Executive Board employment within the meaning of Section 162 Para. 2 AktG

### MALUS AND CLAWBACK

Under the relevant remuneration system 3 (approved by the Annual General Meeting on June 21, 2022), malus and clawback provisions have been implemented in the Executive



Board employment contracts. These allow the clawback or reduction of variable remuneration components already paid or not yet paid out under certain conditions. This clawback or reduction option applies to all variable components of Executive Board remuneration, i.e. remuneration under the ESG bonus, the long-term incentive program and the short-term incentive.

In the event of a serious and intentional breach of duty or compliance by a member of the Executive Board, the company may cancel or withhold some or all of the variable remuneration under the ESG bonus, the short-term incentive and the long-term incentive program ("malus") and forfeit or reclaim variable remuneration components already granted without compensation ("clawback").

(Variable) remuneration under the LTIP, STI and ESG bonus granted for financial years from January 1, 2022 is subject to a malus or clawback for the first time. The option to reclaim variable remuneration components was not exercised in the 2024 financial year.

#### **TERMINATION OF CONTRACT AND REMUNERATION**

In the event of revocation of the appointment, resignation from office by the member of the Executive Board or other termination of the position on the executive body, the Executive Board employment contract shall end upon expiry of the relevant period under Section 622 of the German Civil Code (BGB). In this case, Medios AG is entitled to release the member of the Executive Board from any further activity for the company for the remaining term of the employment contract. The release shall take place with continued payment of the contractually agreed remuneration.

In the event of the death of a member of the Executive Board before the end of the term of the employment contract, the respective spouse or dependent children of the deceased member of the Executive Board are entitled to receive the non-performance-related fixed basic remuneration (i.e. gross monthly salary in accordance with the respective Executive Board employment contract) for the month of death and the following three months.

#### **SEVERANCE CLAUSES**

The Executive Board employment contracts in place in the 2024 financial year contain severance arrangements that comply with the recommendations of the German Corporate Governance Code. If the employment relationship with a member of the Executive Board ends due to resignation or a mutual termination agreement, the Executive Board members are entitled to a severance payment. However,

this does not apply if the employment contract is terminated by the company for good cause for which the member of the Executive Board is responsible in accordance with Section 626 of the German Civil Code. The severance payment may not exceed the amount of two years' total remuneration and may not exceed the remuneration for the remaining term of the contract.

#### **CHANGE OF CONTROL**

In the event of a change of control, the Executive Board employment contracts under the applicable remuneration system 3 provide for the following special provisions, but no additional severance pay:

In the event of a change of control, the member of the Executive Board has the right to resign from office with three months' notice. The employment contract also ends at this time. A change of control is deemed to have occurred if:

- the company's shares are withdrawn from trading on a regulated market (delisting);
- the appointment of the member of the Executive Board ends due to a change of legal form of the company or due to a merger of the company into another company, unless the member of the Executive Board is offered an appointment as a Member of the Executive Board in the new company on the same economic terms as before;
- an intercompany agreement has been concluded with Medios AG as a dependent company in accordance with Sections 291 et seq. AktG or the company is integrated in accordance with Sections 319 et seq. AktG is integrated.

#### **POST-CONTRACTUAL NON-COMPETE CLAUSE**

The Executive Board employment contracts under the relevant remuneration system 3 provide for a post-contractual non-competition clause for all members of the Executive Board for up to two years. For the duration of the non-competition clause, the respective member of the Executive Board is to be paid compensation amounting to 50% of the last contractually agreed remuneration. Any other income received during the period of the non-competition clause will be offset against the compensation to the extent that the compensation, including other income, would exceed the most recent contractual remuneration received. In addition, other contractual severance payments to a member of the Executive Board are offset against the compensation for non-competition.

No compensation was granted or owed in the 2024 financial year.

## Further mandatory disclosures pursuant to Section 162 Para. 1 and Para. 2 AktG

The remuneration report for the 2023 financial year prepared by Medios in accordance with the requirements of Section 162 AktG was approved by the Annual General Meeting on August 14, 2024.

There were no deviations from the relevant remuneration systems. Since this financial year, the current Executive Board remuneration system 3 submitted to the Annual General Meeting for approval in 2022 has been applied to all Executive Board members.

The maximum remuneration defined in the applicable authoritative remuneration systems of €2.5 million (Chairman of the Executive Board) and €2.0 million (members of the Executive Board) were complied with in the 2024 financial year, as this is higher than the remuneration granted

and owed to Mr. Gärtner (€538 thousand), Mrs. Miehler (€465 thousand), Mr. Prußeit (€465 thousand), Mr. Neukirch (€473 thousand) and Mr. van Rietschoten (€232 thousand).

## COMPARATIVE PRESENTATION OF THE ANNUAL CHANGE IN THE REMUNERATION OF THE MEMBERS OF THE EXECUTIVE BOARD WITH THE DEVELOPMENT OF EARNINGS AND THE AVERAGE REMUNERATION OF EMPLOYEES OF MEDIOS AG IN ACCORDANCE WITH SECTION 162 PARA. 1 NO. 2 AKTG

The following comparative presentation shows the annual change in the remuneration granted and owed to the current members of the Executive Board of the company's earnings performance and the remuneration of employees on a full-time equivalent basis in accordance with Section 162 AktG.

	Remune- ration 2024 (Sec. 162 AktG)	Deviation 2024 vs. 2023	Remune- ration 2023 (Sec. 162 AktG)	Deviation 2023 vs. 2022	Remune- ration 2022 (Sec. 162 AktG)	Deviation 2022 vs. 2021	Remune- ration 2021 (Sec. 162 AktG)	Deviation 2021 vs. 2020	Remune- ration 2020 (Sec. 162 AktG)
	in € thousand	in %	in € thousand	in %	in € thousand	in %	in € thousand	in %	in € thousand
<b>Executive Board</b>									
Matthias Gärtner	538	-12.9	618	31.9	469	58.4	296	15.7	256
Mi-Young Miehler	465	-11.2	524	30.7	401	42.4	282	7.7	262
Christoph Prußeit	465	-10.8	522	32.1	395	62.2	244	73.6	141
Falk Neukirch	473	-7.5	510	67.5	305	18.4	258 <sup>1</sup>	n/a	n/a
Constantijn van Rietschoten (as of May 1, 2024)	232 <sup>2</sup>	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
<b>Employees</b>									
Ø Employee compensation Medios Group	53.9	-0.1	53.9	10.8	48.7	-1.2	49.2	6.8	46.1
<b>Earnings development of the Medios AG</b>									
Net income for the year Medios Group (in € million)	12.5	-33.3	18.8	2.6	18.3	147.6	7.4	34.0	5.5
Net income for the year of Medios AG (in € million)	15.1	-6.4	16.1	-17.0	19.5	137.4	8.2	26.0	6.5

<sup>1</sup> The remuneration granted and owed to Mr. Neukirch for the 2021 financial year (from October 1, 2021 to December 31, 2021) was granted pro rata temporis and extrapolated on a simplified straight-line basis in order to ensure meaningful comparability with the 2022 financial year.

<sup>2</sup> The remuneration granted and owed to Mr. van Rietschoten for the 2024 financial year (from May 1, 2024 to December 31, 2024) was granted pro rata temporis. As there are no comparative figures yet, no linear extrapolation has (yet) been made.

The remuneration of the members of the Executive Board included in the table reflects the amounts granted in the respective financial year. Where members of the Executive Board were only remunerated pro rata in individual financial years, for example due to joining during the year, the remuneration for this financial year was extrapolated to a full year in order to ensure comparability.

The comparison with the development of average employee remuneration is based on the average remuneration of the Medios Group workforce. The remuneration of all employees, excluding executives within the meaning of Section 5 Para. 3 BetrVG, was taken into account. If employees also receive remuneration as a member of the Supervisory Board of Medios AG, this remuneration was not taken into account. To ensure comparability, the remuneration of part-time employees was extrapolated to full-time equivalents.

The development of earnings is generally presented on the basis of the development of Medios AG's net profit for the year in accordance with Section 275 no. 17 HGB.

## REVIEW OF THE APPROPRIATENESS OF EXECUTIVE BOARD REMUNERATION

In the 2024 financial year, the Supervisory Board also carried out the annual review of Executive Board remuneration for the 2024 financial year, which was taken into account in particular when setting the targets for the short-term variable remuneration components. In its review, it came to the conclusion that, from a legal perspective, no adjustments are necessary with regard to the amount of Executive Board remuneration.

When the Executive Board employment contracts with the members of the Executive Board Mi-Young Miehler and Christoph Prußeit were adjusted, the remuneration was also adjusted in each case. The Supervisory Board also used external advice to assess the appropriateness of the Executive Board remuneration. On the one hand, the relationship between the amount and structure of Executive Board remuneration and the remuneration of senior management and the workforce as a whole was assessed from a company-external perspective (vertical comparison). In addition to a status quo analysis, the vertical comparison also takes into account the development of remuneration ratios over time. On the other hand, the level and structure of remuneration were assessed on the basis of Medios AG's positioning in a comparative market (horizontal comparison). The comparative market consists of a combination of DAX and SIX/Euronext companies that fall within the scope of the German Stock Corporation Act or comparable European

standards, belong to related industries or have comparable core characteristics and are similar in terms of company size as of the reporting date. In addition to the fixed remuneration, the horizontal comparison also includes the short-term and long-term remuneration components as well as the amount of the company pension scheme.

In order to assess the appropriateness and customary nature of the specific total remuneration of the members of the Executive Board in comparison to other companies (horizontal comparison), the Supervisory Board used a suitable peer group when preparing the remuneration system. The market position of the companies compared to Medios AG is relevant for this peer group comparison. With effect from September 21, 2020, Medios AG was included in the Deutsche Börse SDAX selection index. Medios AG has since left the SDAX, but was reincluded in the SDAX on July 15, 2024. In principle, the company considers itself to be in competition with the companies in the SDAX, particularly with regard to the upper management level and the Executive Board.

For the horizontal comparison, the Supervisory Board therefore used the remuneration data for the fixed, variable and total direct remuneration of male and female Executive Board members in the DAX indices 2013-2021 according to the "Mixed Compensation Barometer 2022" study from November 2022 by the auditing firm Ernst & Young.

To assess the remuneration, the Supervisory Board used both the values of the total Executive Board remuneration and the values of the individual remuneration elements of the SDAX companies and compared them with the Executive Board remuneration it considered. In order to assess the appropriateness of Executive Board remuneration within the Medios Group, the Supervisory Board based its remuneration system on the upper management level below the Executive Board within the Medios Group, for the workforce as a whole and on the average remuneration of Medios Group employees in Germany. Both the current ratio and the change in the ratio over time were taken into account.

## SUPERVISORY BOARD AND SUPERVISORY BOARD REMUNERATION

The remuneration system for Supervisory Board members is based on the legal requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code. The Supervisory Board advises and monitors the Executive Board and is closely involved in important operational and strategic corporate management issues. The Supervisory Board's remuneration is also decisive

for its effective action. This is commensurate with the tasks of the Supervisory Board members and the situation of the company. Appropriate Supervisory Board remuneration in line with the market thus promotes the business strategy and long-term development of Medios AG.

In accordance with Article 13 of the Articles of Association, the Annual General Meeting determines the amount of remuneration for Supervisory Board members. The remuneration system for the Supervisory Board provides both the abstract and the concrete framework for the remuneration of Supervisory Board members.

This ensures that the remuneration of Supervisory Board members always corresponds to the remuneration system approved by the Annual General Meeting.

In accordance with Section 113 Para. 3 sentences 1 and 2 AktG, which was revised as of January 1, 2020, the Annual General Meeting of listed companies must pass a resolution on the remuneration of Supervisory Board members at least every four years, whereby a resolution confirming the remuneration is permissible. According to the transitional provision pursuant to Section 26j Para. 1 sentence 1 of the Introductory Act to the German Stock Corporation Act, the first resolution had to be passed at the Annual General Meeting following December 31, 2020. This resolution was passed on June 10, 2021.

The remuneration of Supervisory Board members in accordance with Article 13 of the Articles of Association was last amended by the Annual General Meeting on June 21, 2022 with (retroactive) effect for the entire 2022 financial year.

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

By resolution of the Annual General Meeting on August 14, 2024, the Supervisory Board of Medios AG was increased from four to five members by means of a corresponding amendment to the Articles of Association. This expansion takes particular account of the company's continued growth and the increased demands on the work of the Supervisory Board and ensures that the Supervisory Board has a quorum. In this context, Mr. Jens Apermann was newly elected to the Supervisory Board of Medios AG for a period until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year.

The term of office of the current Supervisory Board member Dr. Anke Nestler ended at the end of the 2024 Annual General Meeting. Furthermore, Supervisory Board member Klaus J. Buß resigned from office with effect from the end of this Annual General Meeting. Dr. Anke Nestler was re-elected to the Supervisory Board of Medios AG at the Annual General Meeting on August 14, 2024. In addition, Mr. Florian Herger was newly elected to the Supervisory Board at the 2024 Annual General Meeting. Mrs. Nestler and Mr. Herger were also elected to the Supervisory Board of Medios AG for a period until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year.

Taking into account the aforementioned changes, the Supervisory Board in the 2024 financial year is composed of the current members Dr. Yann Samson (Chairman of the Supervisory Board), Mr. Klaus J. Buß (until August 14, 2024), Mr. Joachim Messner (Deputy Chairman of the Supervisory Board), Dr. Anke Nestler, Mr. Florian Herger (from August 14, 2024) and Mr. Jens Apermann (from August 22, 2024).

Following the expansion of the Supervisory Board from four to five members, the Supervisory Board established an ESG Committee in the 2024 financial year – in addition to the Audit Committee and the Compensation and Nomination Committee.

### **Structure of the remuneration system for the members of the Supervisory Board**

The remuneration system for the members of the Supervisory Board currently in force and approved by the Annual General Meeting has been in place since the beginning of the 2022 financial year and can be summarized as follows:

Each member of the Supervisory Board receives a fixed basic remuneration of €30,000 (in words: thirty thousand euros) per year, payable at the end of the financial year. The Chairman of the Supervisory Board receives double the basic remuneration.

In addition to the basic remuneration, each ordinary member of a Supervisory Board committee receives a fixed annual remuneration of €10,000 (in words: ten thousand euros) for their committee membership, payable after the end of the financial year. The Chairman of a Supervisory Board committee receives twice this remuneration and the Chairman of the Audit Committee receives four times this remuneration.

In addition to the basic remuneration and the committee remuneration, the ESG Officer receives a fixed annual

remuneration of €10,000 (in words: ten thousand euros) payable at the end of the financial year.

Supervisory Board members who only belong to the Supervisory Board or a committee of the Supervisory Board for part of a financial year or who hold the office of Chairman of the Supervisory Board or a committee receive corresponding pro rata remuneration.

The company shall reimburse each member of the Supervisory Board for the expenses incurred by them and the value added tax payable on their remuneration, insofar as they are entitled to invoice the value added tax separately to the company and exercise this right.

The insurance premium for a D&O insurance policy to be taken out by the company for the members of the Supervisory Board is borne by the company.

In the 2024 financial year, the remuneration system for the Supervisory Board was applied in all aspects as regulated by resolution of the Annual General Meeting.

The members of the Supervisory Board did not receive any further remuneration or benefits for personal services rendered in the reporting year, in particular consulting and agency services. Furthermore, no loans or advances were granted to the members of the Supervisory Board, nor were any contingent liabilities entered into in their favor.

As the remuneration of the members of the Supervisory Board is not made up of variable but exclusively fixed components, there is no need to set a maximum total remuneration for the members of the Supervisory Board. This also applies in accordance with the new requirements

of the German Stock Corporation Act in the version of ARUG II. These new requirements expressly provide for the determination of a maximum remuneration only for the members of the Executive Board, but not for the members of the Supervisory Board.

### Remuneration granted and owed in 2024 within the meaning of Section 162 Para. 1 sentence 1 AktG

The following table shows the fixed remuneration components granted and owed to the Supervisory Board members in office in the 2024 financial year, including the respective relative share in accordance with Section 162 AktG.

In accordance with the resolution of the Annual General Meeting of Medios AG, Supervisory Board remuneration is payable pro rata temporis after the end of each financial year.

The following table showing the remuneration for the 2024 financial year therefore relates to the remuneration paid out for the 2023 financial year for activities as a member of the Supervisory Board. The remuneration for the 2024 financial year is not due until 2025 and is not listed as remuneration owed for the 2024 financial year.

As the Supervisory Board members Mr. Florian Herger and Mr. Jens Apermann were newly elected to the Supervisory Board of Medios AG at the Annual General Meeting on August 14, 2024, no remuneration granted and owed for the 2024 financial year is shown in the overview. The corresponding (pro rata temporis) remuneration for the 2024 financial year will not be due until 2025 and will be disclosed in the corresponding remuneration report.

### Supervisory Board

in €	Fixed remuneration	Committee Remuneration	ESG-Remuneration	Attendance fee	Secondary services <sup>1</sup>	Total
Dr. Yann Samson	60,000	20,000	10,000	0	0	90,000
Klaus J. Buß (until August 14, 2024)	30,000	10,000	0	0	0	40,000
Joachim Messner	30,000	10,000	0	0	0	40,000
Dr. Anke Nestler	30,000	40,000	0	0	0	70,000
Florian Herger (as of August 14, 2024)	0	0	0	0	0	0
Jens Apermann (as of August 22, 2024)	0	0	0	0	0	0

<sup>1</sup> The members of the Supervisory Board are included in a financial loss liability insurance policy maintained by the company in the interests of the company in an appropriate amount, insofar as such a policy exists. The premiums for this are paid by the company.

## COMPARISON OF ANNUAL CHANGES IN THE REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD WITH THE DEVELOPMENT OF EARNINGS AND THE AVERAGE REMUNERATION OF EMPLOYEES OF MEDIOS AG IN ACCORDANCE WITH SECTION 162 PARA. 1 NO. 2 AKTG

The following table shows a comparison of the percentage change in the remuneration of the members of the Supervisory Board with the earnings performance of Medios AG and with the average remuneration of employees on a full-time equivalent basis compared to the previous year. The remuneration of the members of the Supervisory Board included in the table reflects the amounts actually received in the respective financial year. Where members of the Supervisory Board were only remunerated pro rata in individual financial years, for example due to joining during the year, the remuneration for this financial year was extrapolated to a full year in order to ensure comparability.

Insofar as members of the Supervisory Board were previously members of the Executive Board of Medios AG and received remuneration for this, this is not taken into account in the comparative presentation.

The development of earnings is generally presented on the basis of the development of the annual result. As the remuneration of the members of the Supervisory Board is also largely dependent on the development of Group key figures, the development of the (adjusted) annual result of the Medios Group reported in the consolidated financial statements is also disclosed.

The comparison with the development of average employee remuneration is based on the average remuneration of the Medios Group workforce. The remuneration of all employees excluding executives within the meaning of Section 5 Para. 3 BetrVG was taken into account. To ensure comparability, the remuneration of part-time employees was extrapolated to full-time equivalents.

	Remune- ration 2024 (Sec. 162 AktG)	Deviation 2024 vs. 2023	Remune- ration 2023 (Sec. 162 AktG)	Deviation 2023 vs. 2022	Remune- ration 2022 (Sec. 162 AktG)	Deviation 2022 vs. 2021	Remune- ration 2021 (Sec. 162 AktG)	Deviation 2021 vs. 2020	Remune- ration 2020 (Sec. 162 AktG)
	in € thousand	in %	in € thousand	in %	in € thousand	in %	in € thousand	in %	in € thousand
<b>Supervisory Board</b>									
Dr. Yann Samson	90	0.0	90	82.2	49	23.5	40	100.0	20
Klaus J. Buß (until August 14, 2024)	40	0.0	40	75.4	23	14.0	20	100.0	10
Joachim Messner	40	0.0	40	75.4	23	52.1	15	50.0	10
Dr. Anke Nestler	70	0.0	70	52.5	46 <sup>1</sup>	n/a	0	n/a	n/a
Florian Herger (as of August 14, 2024)	0	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Jens Apermann (as of August 22, 2024)	0	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
<b>Employees</b>									
Ø Employee compensation Medios Group	53.9	-0.1	53.9	10.8	48.7	-1.2	49.2	6.8	46.1
<b>Earnings development of Medios AG</b>									
Net income for the year Medios Group (in €m)	12.5	-33.3	18.8	2.6	18.3	147.6	7.4	34.0	5.5
Net income for the year of Medios AG (in €m)	15.1	-6.4	16.1	-17.0	19.5	137.4	8.2	26.0	6.5

<sup>1</sup> By resolution of the Annual General Meeting on June 10, 2021, the Supervisory Board was increased from three to four members with the addition of Dr. Anke Nestler. The Supervisory Board remuneration for Dr. Anke Nestler for the 2022 financial year shown in the table is the extrapolated remuneration for the 2021 financial year, as the actual remuneration was only granted pro rata temporis for seven months.

# Independent Auditor's Report

## To Medios AG

We have audited the accompanying Remuneration Report of Medios AG for the financial year from 1 January 2024 to 31 December 2024, including the related disclosures, which was prepared in order to comply with § 162 of the German Stock Corporation Act (AktG).

## RESPONSIBILITY OF THE EXECUTIVE DIRECTORS AND THE SUPERVISORY BOARD

The executive directors and the Supervisory Board of Medios AG are responsible for the preparation of the Remuneration report, including the related disclosures, which complies with the requirements of § 162 of the German Stock Corporation Act (AktG). The executive directors and the Supervisory Board are also responsible for the internal controls they have determined necessary to enable the preparation of a remuneration report, including related disclosures, that is free from material misstatements, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

## AUDITOR'S RESPONSIBILITIES

Our objective is to issue an opinion on this remuneration report including the related disclosures. We conducted our audit in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer ("IDW", German Institute of Public Auditors). Thereafter, we have to comply with our professional duties and plan and perform the audit in such a way as to obtain reasonable assurance as to whether the remuneration report, including the related information, is free from material misstatement.

An audit involves performing audit procedures to obtain audit evidence about the valuations including the related disclosures in the remuneration report. The procedures selected depend on the auditor's judgement. This includes

an assessment of the risks of material misstatement of the remuneration report, whether intended or unintended, including the related disclosures. In making those risk assessments, the auditor considers the internal control system relevant to the entity's preparation of the remuneration report, including the related disclosures. The objective is to design and perform audit procedures that are appropriate in the circumstances, but not to express an opinion on the effectiveness of the Company's internal control system. An audit also includes assessing the applied accounting principles and the reasonableness of accounting estimates made by the executive directors and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## AUDIT OPINION

In our opinion, on the basis of the findings of the audit, the remuneration report for the financial year from 1 January 2024 to 31 December 2024, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

## OTHER MATTERS – FORMAL AUDIT OF THE REMUNERATION REPORT

The substantive review of the remuneration report described in this audit report includes the formal review of the remuneration report required by § 162 (3) AktG, and the issuance of an auditor's report on this audit. Since we give an unqualified audit opinion on the content-based review of the remuneration report, this opinion includes that the disclosures pursuant to § 162 (1) and (2) AktG have been provided in the remuneration report in all material respects.



#### **LIMITATION OF LIABILITY NOTICE**

The engagement, in the performance of which we provided the above-mentioned services for the Management Board and the Supervisory Board of Medios AG, Berlin, was based on the General Engagement Terms for Public Auditors and Public Auditing Firms in the version dated 1 January 2024. By acknowledging and using the information contained in this report, each recipient confirms that he has taken note of the regulations made therein and acknowledges their validity in relation to us.

Munich, 24 March 2025

Baker Tilly GmbH & Co. KG  
Wirtschaftsprüfungsgesellschaft

#### **Gloth**

Wirtschaftsprüfer  
German CPA

#### **Weissinger**

Wirtschaftsprüfer  
German CPA

# Contact

Medios AG  
Investor Relations  
Heidestraße 9  
10557 Berlin  
Germany

T +49 30 232 5668 00  
F +49 30 232 5668 01  
[ir@medios.group](mailto:ir@medios.group)  
[www.medios.group](http://www.medios.group)

