

Remuneration report for the Executive and Supervisory Board

of the annual year 2025



Remuneration report

I. REMUNERATION REPORT FOR THE 2025 FINANCIAL YEAR

This remuneration report describes the individually granted and owed remuneration of the current and former members of the Executive Board and Supervisory Board of Medios AG in the 2025 financial year for the period from January 1, 2025, to December 31, 2025. The report explains in detail and on an individual basis 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 the Supervisory Board and complies with the requirements of the German Stock Corporation Act (Section 162 AktG) and the applicable recommendations of the German Corporate Governance Code (GCGC 2022). Clear, comprehensible, and transparent reporting is important to both the Executive Board and the Supervisory Board.

This remuneration report will be submitted to the 2026 Annual General Meeting 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 current and former members of the Executive Board and Supervisory Board of Medios AG in the previous 2024 financial year was approved by the Annual General Meeting on May 27, 2025, with a majority of 91.67% of the share capital represented in accordance with Section 120a (Para. 4) AktG. The Executive Board and Supervisory Board regard this vote as confirmation of the format used since the 2021 remuneration report. It will therefore be retained in principle for the present 2025 remuneration report.

II. EXECUTIVE BOARD AND SUPERVISORY BOARD REMUNERATION

1. Remuneration systems approved by the Annual General Meeting of Medios AG

In accordance with Section 120a (Para. 1) AktG in the version valid since January 1, 2020, pursuant to the Act Implementing the Second Shareholder 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 submitted by the Supervisory Board whenever there is a material change to the system, but at least every four years.

Against this background, the Supervisory Board of Medios AG has adopted a remuneration system for members of the Executive Board that complies with the requirements of ARUG II and – insofar as no deviation has been declared in accordance with Section 161 AktG – is 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 2025 financial year. This remuneration system also complies with the currently applicable recommendations of the German Corporate Governance Code (GCGC 2022).

The Medios Group's corporate strategy is geared toward operating profitably in the Specialty Pharma sector and gaining further market share, particularly through international growth, without generating excessive additional capital requirements (working capital). Responsible business conduct and the simultaneous exploitation of business opportunities are of paramount importance in this context. The following principles are essentially followed or taken into account in the specific design of remuneration, the determination of individual remuneration, the selection of relevant performance indicators, and the design of payment and allocation modalities:

- Promotion of the long-term and sustainable corporate development of the Medios Group and support for the corporate strategy;
- Compliance with the provisions 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;
- Supplementation with ESG criteria (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 internal corporate objectives to align incentives for the Executive Board and senior management; and
- Consideration of modern and market-standard elements and mechanisms.

In the 2022 financial year, a remuneration system for the members of the Executive Board was presented to the Annual General Meeting of Medios AG, which was applied to newly concluded, amended, or extended service contracts with members of the Executive Board until December 31, 2024.

In the current 2025 financial year, the Annual General Meeting of Medios AG on May 27, 2025, approved a new remuneration system for the members of the Executive Board with a majority of 91.13% of the share capital represented. This remuneration system has been applied to Executive Board employment contracts with members of the Executive Board of Medios AG since January 1, 2025, through an amendment to the relevant Executive Board employment contracts.

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

2. Composition of the Executive Board

In the 2025 financial year, Medios AG repositioned itself for the next phase of its corporate development. In this context, the Executive Board employment contracts of CEO Matthias Gärtner were terminated by mutual agreement on December 31, 2025, and the Executive Board employment contract of board member Mi-Young Miehler was terminated by mutual agreement on June 30, 2025. Since then, the Executive Board has consisted of three members:

- (1) Christoph Prusseit (CBO Germany, member since January 1, 2019);
- (2) Falk Neukirch (CFO, member since October 1, 2021) and
- (3) Constantijn van Rietschoten (CBO International, since May 1, 2024).

With effect from February 1, 2026, the Supervisory Board of Medios AG has appointed Mr. Thomas Meier as a member of the Executive Board and named him as the new Chairman of the Executive Board (CEO) of the company. He succeeds Matthias Gärtner and was CEO of another listed Swiss CDMO (Contract Development and Manufacturing Organization) company since 2020.

In accordance with his Executive Board employment contract, Mr. Gärtner will continue to receive his total remuneration under the Executive Board employment contract until the end of the remaining term of the contract, i.e., until January 31, 2027. In addition, he is entitled to a non-compete compensation amounting to 50% of the most recent contractually agreed remuneration for the period during which the remuneration is no longer paid, i.e. from 1 February 2027 to 31 December 2027.

At the time of her departure, Mrs. Miehler is entitled to a cash severance payment in accordance with the termination agreement in the amount of the total contractual remuneration for the remaining term of the original contract until January 31, 2026, as well as compensation for a subsequent non-competition clause until August 31, 2026, taking into account the severance payment. Furthermore, Medios AG will continue to provide Mrs. Miehler with the company car assigned to her free of charge until January 31, 2026.

In addition to their activities on the Executive Board of Medios AG, Mr. Neukirch and Mr. van Rietschoten each serve as managing directors at Medios International B.V., whose sole shareholder is Medios AG. Mr. Neukirch and Mr. van Rietschoten perform these duties in addition to their activities as members of the Executive Board of Medios AG without receiving any separate compensation for this.

3. Key remuneration systems in the 2025 financial year

The following overview shows the remuneration systems ("RS") of Medios AG and the relevant remuneration systems (marked with "X") applied in the 2025 financial year for each member of the Executive Board.

The Executive Board employment contract with Matthias Gärtner was amended on July 29, 2022, following approval of the new remuneration system adopted in the 2022 financial year, and extended in the 2024 financial year before being amended again in the 2025 financial year with effect from January 1, 2025. The Executive Board employment contract with Mr. Gärtner was terminated by mutual agreement on December 31, 2025.

On May 25, 2023, the Executive Board employment contract with Falk Neukirch was extended and amended in the 2025 financial year with effect from January 1, 2025.

The Executive Board employment contracts with Mi-Young Miehler and Christoph Prusseit were amended and extended prematurely in the 2024 financial year with effect from January 1, 2024. The Executive Board employment contract with Christoph Prusseit was amended in the 2025 financial year with effect from January 1, 2025. The Executive Board employment contract with Mrs. Miehler was terminated by mutual agreement with effect from June 30, 2025.

On May 1, 2024, Constantijn van Rietschoten signed his Executive Board employment contract, which was amended in the 2025 financial year with effect from January 1, 2025.

The remuneration system for the members of the Executive Board submitted for approval at the Annual General

Meeting on June 21, 2022, was applied to all Executive Board employment contracts until December 31, 2024, and was applied to Mrs. Miehler until her departure on June 30, 2025. For all other members of the Executive Board, the remuneration system submitted for approval by the Annual General Meeting on May 27, 2025, has been applied since January 1, 2025.

If the remuneration report pursuant to Section 162 of the German Stock Corporation Act (AktG) refers to the applicable and relevant remuneration system for members of the Executive Board, this refers to the remuneration system submitted for approval at the Annual General Meeting on May 27, 2025 for all members of the Executive Board except Mrs. Miehler. For Mrs. Miehler, this refers to the remuneration system submitted for approval at the Annual General Meeting on June 21, 2022.

Since the remuneration systems 1 ("RS 1" old) and 2 ("RS 2" old) reported in the 2024 remuneration report, which applied to contracts concluded on or after June 30, 2021 ("RS 1" old) and August 10, 2021 ("RS 2" old) respectively, are no longer relevant due to the contract adjustments described above, they have been removed from the overview below and will not be explained further in the following. In this context, the overview below has also been renumbered and renamed.

Since the variable remuneration components for the 2024 financial year, which were paid out in the 2025 financial year, are based on the performance criteria agreed in the 2024 financial year, the remuneration system for contracts concluded on or after June 21, 2022 ("RS 2022") will continue to be explained. In addition, this remuneration system was still applicable to Mrs. Miehler in the 2025 financial year until her departure on June 30, 2025.

Executive Board	Contract extension or adjustment	Remuneration systems of Medios AG	
		Remuneration system for contracts concluded on or after June 21, 2022 (basis: approval by the Annual General Meeting on June 21, 2022) (Remuneration System 2022 – "RS 2022")	Remuneration system for Executive Board employment contracts from January 1, 2025 (basis: approval by the Annual General Meeting on May 27, 2025) (Remuneration System 2025 – "RS 2025")
Matthias Gärtner (CEO)	July 21, 2025 (change); (termination as of December 31, 2025)	X (until December 31, 2024)	X (until December 31, 2025)
Mi-Young Miehler (COO)	January 1, 2024 (change); (termination on June 30, 2025)	X (until June 30, 2025)	
Christoph Prusseit (CBO Germany)	October 15, 2025 (change)	X (until December 31, 2024)	X
Falk Neukirch (CFO)	September 1, 2025 (change)	X (until December 31, 2024)	X
Constantijn van Rietschoten (CBO International)	September 3, 2025 (change)	X (until December 31, 2024)	X

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

3.1. KEY REMUNERATION SYSTEM UNTIL DECEMBER 31, 2024 (RS 2022)

In the 2024 financial year, the compensation system for contracts concluded on or after June 21, 2022 ("RS 2022") was applied to all members of the Executive Board. For Mrs. Miehler, this compensation system was also applied until her departure on June 30, 2025.

Under the 2022 remuneration system, the remuneration of the members of the Executive Board consisted of the following remuneration components:

- (1) a 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 compensation system is described below.

3.1.1. Fixed remuneration RS 2022

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 required for the development and implementation of the corporate strategy for the Executive Board. The remuneration system for the Executive Board is an important element in the orientation of the Medios Group and contributes materially to promoting the business strategy and increasing operational performance, and thus to the long-term success of the Medios Group, as the fixed remuneration supports sustainable business conduct. The fixed remuneration should correspond to the skills, experience, and responsibilities of the individual member of the Executive Board.

3.1.2 Performance-related annual bonus (short-term incentive, "STI") RS 2022

Under the Short-Term Incentive ("STI") program, a bonus payment is made to the members of the Executive Board if certain ambitious targets set by the Supervisory Board are achieved.

Depending on the achievement of the specified targets, each Member of the Executive Board may 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.

Financial key figures – remuneration system 2022

Inorganic growth	Revenue growth	EBITDA growth	EBITDA margin
Target requirements M&A transactions	Percentage increase Group revenue	Percentage increase Consoli- dated EBITDA	Target requirements Group EBITDA margin
Weighting: 40%	Weighting: 20%	Weighting: 20%	Weighting: 20%

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

- (I) **Inorganic growth:** Up to 40% of the STI can be achieved in connection with the successful execution of M&A transactions, provided that these meet certain requirements with regard to the purchase price¹/EBITDA ratio and the profitability of the target company.
- (II) **Revenue growth:** A further 20% of the STI can be earned if consolidated revenue grows by an ambitious percentage determined by the Supervisory Board compared to the previous year.
- (III) **EBITDA growth:** A further 20% of the STI can be achieved by growing consolidated EBITDA (before special items) by an ambitious percentage determined by the Supervisory Board compared to the comparative 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 the interests of Stakeholders and to achieve Long-term goals in a sustainable manner.

The STI is intended to motivate members of the Executive Board to achieve ambitious and challenging financial, operational, and strategic goals during a fiscal year. The goals reflect the corporate strategy and are aimed at increasing the value of the company. In particular, by linking it to EBITDA and revenue development, the annual variable compensation is tied to the achievement of material Group performance indicators in the respective fiscal year.

3.1.3 Stock options as part of the long-term incentive program

The long-term incentive program ("LTIP") is a variable remuneration scheme based on Stock Option Plans that provide for the issuance of stock options with a vesting period of four years.

Under the terms of their Executive Board employment contracts, members of the Executive Board are entitled to options on shares of Medios AG. Through a contractual agreement with each Member of the Executive Board, the Member of the Executive Board receives the right to acquire an individually agreed number of no-par value bearer shares in Medios AG at an exercise price specified in the applicable Stock Option Plan after expiry of the respective vesting period and upon fulfilment 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 Medios shares above their price at the time the options were granted.

The stock options may be issued annually in one or more tranches by the Supervisory Board. The stock options may 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 trading days prior to the end 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 an amount defined in the respective Stock Option Plan on thirty consecutive 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 become vested.

By June 21, 2022, Medios AG had introduced a total of three Stock Option Plans, the 2017, 2018, and 2020 Stock Option Plans, with different parameters for the granting and exercise of stock options:

- 2017 Stock Option Plan: 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.
- 2018 Stock Option Plan: 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.
- 2020 Stock Option Plan: 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.

¹ 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.

As part of the approval of the 2022 compensation system by the Annual General Meeting on June 21, 2022, the determination of the performance target and the exercise price in connection with the long-term incentive program was made more flexible so that these parameters can be determined in the future based on current developments.

As part of the 2022 compensation system, Medios AG introduced the 2022 Stock Option Plan. 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.

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

In this context, Medios AG also adopted the 2023 Stock Option Plan 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.

Aim and relation to corporate strategy

The aim is to increase the value of the company and shareholder value in the long-term by setting ambitious targets that are closely linked to the share price performance. Linking remuneration to the share price performance ensures that the interests and expectations of shareholders and the remuneration of the Executive Board are aligned. The four-year vesting period helps to ensure that the actions of the Executive Board in the current fiscal year are also geared toward 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 goals, exceeds the share from short-term goals and that the remuneration structure is thus geared towards sustainable and long-term development. The combination of fixed and variable performance-related remuneration elements enables sustainable business conduct while promoting performance.

3.1.4 Variable ESG bonus RS 2022

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

When setting the ESG targets, the Supervisory Board takes into account non-financial targets in the areas of climate and environment, employees, social affairs and Governance, as well as technology and innovation. Relevant topics include, for example, contributions to global Climate change mitigation (CO₂ reduction or CO₂ neutrality), recycling, Renewable energy, the promotion of diversity and employee satisfaction, and health in the workplace.

When setting the ESG targets, the Supervisory Board also determines the weighting among the defined ESG targets for overall target achievement and criteria and methodologies for assessing the achievement of the respective ESG targets. At the same time, a specific target amount in euros is set for each Member of the Executive Board for the achievement of 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.

At the end of the fiscal year, the Supervisory Board determines the degree of target achievement for each of the defined ESG targets as a percentage for the respective Member of the Executive Board. Values between the threshold, target, and maximum values are interpolated linearly. The Supervisory Board then determines the overall target achievement rate as an average from the target achievement rates for each of the ESG targets. If a target is achieved below the threshold of 80% for a specified ESG target, a factor of zero is used in the calculation. The payout amount is then determined by multiplying the target amount by the overall target achievement rate.

The payout amount of the ESG bonus is limited to 100% of the target amount. There is no guaranteed minimum target achievement, so the payout may be completely omitted.

The ESG bonus is payable in cash four months after the end of the relevant fiscal year.

If the employment contract or position on the executive body only existed for part of a fiscal year, the overall target achievement level is also calculated proportionally and the ESG bonus is only paid on a pro rata basis.

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 leading company 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 fulfill its responsibility as part of society.

3.1.5 Fringe benefits RS 2022

In addition to fixed remuneration and profit sharing, the members of the Executive Board generally received the following fringe benefits under the 2022 remuneration system:

- A mobile phone and an appropriate company car or, alternatively, compensation in accordance with the company's applicable policies, and/or
- A subsidy for statutory or private health and long-term care insurance.

All members of the Executive Board are insured against the risk of financial loss in the course of their duties by 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. The D&O insurance has a deductible of 10% of the loss up to one and a half times the fixed annual remuneration.

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 business conduct can be ensured.

3.2. REMUNERATION SYSTEM DATED JANUARY 1, 2025 (RS 2025)

The 2025 Executive Board remuneration system approved by the Annual General Meeting on May 27, 2025, has been applied to all employment contracts with members of the Executive Board adjusted in the 2025 financial year since January 1, 2025. Only Mrs. Miebler continued to be subject to the 2022 compensation system until her departure on June 30, 2025.

The introduction of the 2025 compensation system focuses on adjusting the short-term incentive (STI) component, which is intended to maintain the focus on operational performance indicators and sustainable corporate development.

The aim of the new STI system is to motivate the Executive Board to pursue sustainable and value-creating corporate development while safeguarding the interests of shareholders and other Stakeholders.

In the course of a review of the 2022 compensation system by the Supervisory Board, supported by an external compensation consultant, it was determined that the previous weighting and composition of the STI targets no longer fully reflect the company's current strategic priorities and operational challenges in some areas.

In particular, the Supervisory Board believes that the previous focus on inorganic growth (M&A), which accounted for 40% of the STI, is no longer appropriate. Although external growth remains part of the corporate strategy, the focus in future will be more on measurable, recurring, and predictable performance indicators that are within the direct sphere of influence of operational management.

Against this background, the Supervisory Board has decided to replace the "inorganic growth" target with the "operating cash flow" indicator. This change has several objectives:

- **Operational relevance:** Operating cash flow is a key indicator for assessing the company's economic performance. It shows how much cash is actually generated from operating activities and is a material measure of efficiency and internal financing power.
- **Better controllability:** While M&A transactions are often influenced by external factors and do not occur regularly or predictably, the management of operating cash flow is much more within the Executive Board's own area of responsibility.
- **Promotion of sustainable business conduct:** The integration of operating cash flow as an STI component takes into account the expectations of investors and other Stakeholders to focus more on robust, cash-generating Business models that can withstand challenging market environments.
- **Transparency and measurability:** The key performance indicator is included in the audited IFRS consolidated financial statements and is therefore subject to clear and comprehensible accounting rules. At the same time, it allows for a fair and objective performance assessment, supplemented by rules for taking into account exceptional, unplanned special effects.

As part of the realignment, the weighting of the remaining targets was also adjusted to create a balanced incentive system. The new distribution of the remaining targets is as follows:

- The weighting of EBITDA-related key figures (EBITDA growth and EBITDA margin) was increased by 10% in each case in order to promote profitability and efficiency gains more strongly.
- Revenue growth remains a relevant target, but is deliberately given less weight in favor of qualitative, value-oriented performance indicators.

As a result, the adjustment ensures a balanced combination of growth, earnings, and liquidity targets.

The new distribution of STI targets under the 2025 compensation system is shown in the following overview:

Except for the changes described with regard to the STI component, the basic features of the compensation system and the compensation components have not changed and will continue to apply in the 2025 financial year. For this reason, reference is made to the descriptions already provided for the purpose of explaining the compensation components.

Financial indicators – 2025 remuneration system

Operating cash flow (new)	Revenue growth	EBITDA growth	EBITDA margin
Target requirements Group Cash flow	Percentage increase Group revenue	Percentage increase Group EBITDA	Target requirements Consolidated EBITDA margin
Weighting: 20%	Weighting: 20% (unchanged)	Weighting: 20% (New +10%)	Weighting: 30% (New +10%)

4. Application of the relevant compensation systems

The applicable relevant remuneration systems were fully implemented and applied in the context of the remuneration of the Executive Board in the 2025 financial year.

Furthermore, no advances, loans, collateral, pension commitments, or similar payments or benefits were granted to the members of the Executive Board that were not in accordance with the relevant remuneration system.

5. Individual Executive Board remuneration in the 2025 financial year in accordance with Section 162 AktG and application of the performance criteria

5.1. INDIVIDUAL REMUNERATION GRANTED (IN ACCORDANCE WITH SECTION 314 (1) NO. 6A OF THE GERMAN COMMERCIAL CODE (HGB))

The table on [page 104](#) shows the fixed and variable remuneration components (and fringe benefits) granted (i.e., actually paid) and owed (i.e., all legally incurred, not yet received, but due in 2025) fixed and variable remuneration components (and fringe benefits) granted to current and former members of the Executive Board in the past fiscal year 2025, including the respective relative share pursuant to Section 162 AktG.

For all members of the Executive Board, the remuneration granted and owed in the 2025 financial year consisted of fixed basic remuneration, fringe benefits, variable remuneration in the form of the STI and the ESG bonus.

Due to Mrs. Miehler's departure on June 30, 2025, the fixed base remuneration for the 2025 financial year was only granted on a pro rata basis. In addition, Mrs. Miehler received an extraordinary payment of €506,500, consisting of a severance payment of €354,550 and a compensation payment of €151,950.

Due to the renewal of Constantijn van Rietschoten's Executive Board employment contract as of May 1, 2024, the remuneration granted and owed to this Member of the Executive Board in the comparative year 2024 consisted solely of the fixed (pro rata) base remuneration and fringe benefits.

The amounts paid out in the 2025 financial year as part of the variable remuneration in the form of the STI and the ESG bonus are attributable to the 2024 financial year.

The respective payment amount under variable remuneration in the form of the STI is due for payment by the last day of the month following the approval of the annual financial statements for the previous year. This means that the existence of a payment claim under variable remuneration in the form of the STI for the 2024 financial year was only reviewed once the annual financial statements for the 2024

financial year had been approved at the beginning of the 2025 financial year.

Under the ESG bonus, the respective payment amount is due for payment in cash four months after the end of the relevant fiscal year. This means that the payment entitlement was only determined after the Supervisory Board had reviewed the achievement of targets at the end of the 2024 financial year at the beginning of the 2025 financial year.

No variable remuneration under the STI and the ESG bonus was granted or owed to any Member of the Executive Board in the 2025 financial year for the 2025 financial year. The Supervisory Board will decide on the fulfillment of the targets and performance criteria of the STI and ESG bonus for the 2025 financial year when the annual financial statements for the fiscal year ending December 31, 2025, are approved or at the beginning of the 2026 fiscal year. This means that any payment amounts under the STI and ESG bonus for the 2025 financial year will be due and can be paid out in 2026 at the earliest.

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

in € (gross)	Matthias Gärtner (until December 31, 2025)		Mi-Young Miehler (until June 30, 2025)		Christoph Prusseit		Falk Neukirch		Constantijn van Rietschoten (from May 1, 2024)	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
Fixed remuneration										
Base salary	410,000	366,368	170,000	320,000	340,000	320,000	340,000	320,000	340,000	213,333
In %	59.3	68.0	18.5	68.7	58.0	68.8	58.2	67.7	57.2	91.9
Fringe benefits	17,556	17,086	12,819	15,479	16,345	15,381	14,247	14,581	23,709	18,867
In %	2.5	3.2	1.4	3.3	2.8	3.3	2.4	3.1	4.0	8.1
Variable remuneration										
Annual	263,785	154,960	230,400	130,000	230,400	130,000	230,400	138,000	230,400	0
In %	38.2	28.8	25.0	27.9	39.2	27.9	39.4	29.2	38.8	0
Perennial	0	0	0	0	0	0	0	0	0	0
Extraordinary payments	0	0	506,500 ¹	0	0	0	0	0	0	0
In %	0	0	55.1	0	0	0	0	0	0	0
Pension expenses	0	0	0	0	0	0	0	0	0	0
Total remuneration	691,341	538,414	919,719	465,479	586,745	465,381	584,647	472,581	594,109	232,200
In %	100	100	100	100	100	100	100	100	100	100

¹ The extraordinary payment shown in the table is related to Mrs. Miehler's departure on June 30, 2025, and consists of a severance payment of €354,550 and non-compete compensation of €151,950.

The Supervisory Board aims to offer the members of the company's Executive Board 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 and on the specific total remuneration of the members of the Executive Board in comparison with other (comparable) companies.

In view of the principle of overall responsibility of the Executive Board, the Supervisory Board has decided against function-specific differentiations with regard to the remuneration of individual members of the Executive Board. An exception is the higher remuneration of the Chairman of the Executive Board, which is intended to reflect the greater scope of his duties and representative functions and the associated additional workload. Against this background, the base salary of the Chairman of the Executive Board was increased by approx. 12% in the 2025 financial year compared with the 2024 financial year, as planned in accordance with the Executive Board employment contract, and the base salaries of the other members of the Executive Board were increased by approx. 6% each, as planned in accordance with the Executive Board employment contract.

The planned increase in basic remuneration took particular account of the increases in revenue achieved in previous fiscal years, accompanied by a 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 Medios Group has grown significantly in recent years, and inorganic growth in particular has led to an increase in the volume of work and a change in tasks. The company assumes that this workload will remain unchanged, as Medios AG is continuing on its expansion course and expects further growth in the coming years.

5.2. VARIABLE REMUNERATION FOR 2024, TARGET ATTAINMENT, AND APPLICATION OF PERFORMANCE CRITERIA

The performance-related variable remuneration under the STI or the ESG bonus is payable 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 review by the Supervisory Board (see also explanations above).

In this respect, the following tables show the fulfillment of the performance criteria agreed for the 2024 financial year for the variable remuneration components that were actually paid out ("granted" within the meaning of Section 162 of the German Stock Corporation Act (AktG)) in the 2025 financial year.

Short Term Incentive

Executive Board	Performance criteria	Relatives weight of the performance 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
Matthias Gärtner	Inorganic growth	40	a) The purchase price shall not exceed ten times the EBITDA of the target or the assets in Germany or twelve times the EBITDA of the target or the assets abroad; EBITDA exceeds €2 million	a) Purchase price is a maximum of ten times the EBITDA of the target or the assets in Germany or a maximum of twelve times the EBITDA of the target or the assets abroad; The total EBITDA of all acquired targets or all acquired assets amounts to more than €4 million; in the case of multiple transactions, there must be a link to internationalization or diversification into new segments.	a) Yes/100%
			b) €73,274	b) €146,547	b) €146,547
			a) Consolidated revenue of the Medios Group at least €1.868 billion	a) Consolidated revenue of the Medios Group at least €2.085 billion	a) Yes/60%
			b) €43,964	b) €73,274	b) €43,964
EBITDA growth	20	a) EBITDA of the Medios Group at least €79 million	a) EBITDA of the Medios Group At least €88 million	a) Yes/60%	
		b) €43,964	b) €73,274	b) €43,964	
EBITDA margin	20	a) EBITDA margin 2024 at least 4.2%	a) EBITDA margin 2024 at least 4.5%	a) Yes/40%	
		b) €29,310	b) €73,274	b) €29,310	
Total STI payment				€263,785	

Executive Board	Performance criteria	Relatives weighting of the performance 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) The purchase price shall not exceed ten times the EBITDA of the target or the assets in Germany or twelve times the EBITDA of the target or the assets abroad; EBITDA exceeds €2 million	a) Purchase price is a maximum of ten times the EBITDA of the target or the assets in Germany or a maximum of twelve times the EBITDA of the target or the assets abroad; The total EBITDA of all acquired targets or all acquired assets amounts to more than €4 million; In the case of multiple transactions, there must be a link to internationalization or diversification into new segments.	a) Yes/100%
			b) €64,000	b) €128,000	b) €128,000
	Revenue growth	20	a) Consolidated revenue of the Medios Group at least €1.868 billion	a) Consolidated revenue of the Medios Group at least €2.085 billion	a) Yes/60%
	EBITDA growth	20	a) EBITDA of the Medios Group at least €79 million	a) EBITDA of the Medios Group at least €88 million	a) Yes/60%
	EBITDA margin	20	a) EBITDA margin 2024 at least 4.2%	a) EBITDA margin 2024 at least 4.5%	a) Yes/40%
			b) €25,600	b) €64,000	b) €25,600
Total STI payment					€230,400

Executive Board	Performance criteria	Relatives weight of the performance 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 Pruseit	Inorganic growth	40	a) The purchase price shall not exceed ten times the EBITDA of the target or the assets in Germany or twelve times the EBITDA of the target or the assets abroad; EBITDA exceeds €2 million	a) Purchase price is a maximum of ten times the EBITDA of the target or the assets in Germany or a maximum of twelve times the EBITDA of the target or the assets abroad; The total revenue of all acquired targets or all acquired assets amounts to more than €4 million; In the case of multiple transactions, there must be a link to internationalization or diversification into new segments.	a) Yes/100%		
			b) €64,000	b) €128,000	b) €128,000		
			Revenue growth	20	a) Consolidated revenue of the Medios Group at least €1.868 billion	a) Consolidated revenue of the Medios Group at least €2.085 billion	a) Ja/60 %
			EBITDA growth	20	a) EBITDA of the Medios Group at least €79 million	a) EBITDA of the Medios Group at least €88 million	a) Yes/60%
			EBITDA margin	20	a) EBITDA margin 2024 at least 4.2%	a) EBITDA margin 2024 at least 4.5%	a) Yes/40%
		b) €25,600	b) €64,000	b) €25,600			
Total STI payment					€230,400		

Executive Board	Performance criteria	Relatives weight of the performance 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	<p>a) The purchase price shall not exceed ten times the EBITDA of the target or the assets in Germany or twelve times the EBITDA of the target or the assets abroad;</p> <p>EBITDA exceeds €2 million</p>	<p>a) Purchase price is a maximum of ten times the EBITDA of the target or the assets in Germany or a maximum of twelve times the EBITDA of the target or the assets abroad;</p> <p>The total revenue of all acquired targets or all acquired assets amounts to more than €4 million;</p> <p>In the case of multiple transactions, there must be a link to internationalization or diversification into new segments.</p>	a) Yes/100%
			b) €64,000	b) €128,000	b) €128,000
	Revenue growth	20	a) Consolidated revenue of the Medios Group at least €1.868 billion	a) Consolidated revenue of the Medios Group at least €2.085 billion	a) Ja/60 %
			b) €38,400	b) €64,000	b) 38.400 €
	EBITDA growth	20	a) EBITDA of the Medios Group at least €79 million	a) EBITDA of the Medios Group at least €88 million	a) Yes/60%
			b) 38.400 €	b) 64.000 €	b) €38,400
	EBITDA margin	20	a) EBITDA margin 2024 at least 4.2%	a) EBITDA margin 2024 at least 4.5%	a) Yes/40%
			b) €25,600	b) €64,000	b) €25,600
Total STI payment					€230,400

Executive Board	Performance criteria	Relatives weight of the performance 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		
Constantijn van Rietschoten	Inorganic growth	40	a) The purchase price shall not exceed ten times the EBITDA of the target or the assets in Germany or twelve times the EBITDA of the target or the assets abroad; EBITDA exceeds €2 million	a) Purchase price is a maximum of ten times the EBITDA of the target or the assets in Germany or a maximum of twelve times the EBITDA of the target or the assets abroad; The total revenue of all acquired targets or all acquired assets amounts to more than €4 million; In the case of multiple transactions, there must be a link to internationalization or diversification into new segments.	a) Yes/100%		
			b) €64,000	b) €128,000	b) €128,000		
			Revenue growth	20	a) Consolidated revenue of the Medios Group at least €1.868 billion	a) Consolidated revenue of the Medios Group at least €2.085 billion	a) Ja/60 %
			EBITDA growth	20	a) EBITDA of the Medios Group at least €79 million	a) EBITDA of the Medios Group at least €88 million	a) Yes/60%
			EBITDA margin	20	a) EBITDA margin 2024 at least 4.2%	a) EBITDA margin 2024 at least 4.5%	a) Yes/40%
		b) €25,600	b) €64,000	b) €25,600			
Total STI payment					€230,400		

ESG bonus for 2024

The following table on the fulfillment of the agreed performance criteria within the framework of the ESG bonus applies equally to the members of the Executive Board, Mr. Matthias Gärtner, Mrs. Mi-Young Miehler, Mr. Christoph Prusseit, Mr. Falk Neukirch, and Mr. Constantijn van Rietschoten.

Performance criteria	Relatives weight of the performance 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		
Training on compliance topics (at least 65% of employees)	10.0	a) Implementa-tion or initiation of at least 8 performance criteria	a) Implementa-tion or initiation of at least 10 performance criteria	No/0%	0
Number of federal states in which mediosconnect is available (at least eight federal states)	10.0				
Proportion of women in management positions (at least 46%)	10.0	b) €16,000	b) €20,000		
Gender pay parity ratio (unadjusted) (less than 25.9%)	10.0				
Employee turnover rate (less than 23%)	10.0				
Proportion of green electricity purchased in relation to total electricity purchased* (at least 41.1%)	10.0				
Total waste volume* (less than 213.5 tons)	10.0				
Recycled or reused waste (at least 48%)	10.0				
Total Scope 3 emissions* (less than 37,619.5 tons CO ² equivalent)	10.0				
Water consumption (less than 3,229.0 m ³)	10.0				

* Performance criteria not fully achieved.

The following describes how the agreed performance criteria and targets for the variable compensation components Short-Term Incentive, ESG Bonus, and LTIP were applied for the 2025 financial year.

5.2.1. Short-Term Incentive 2025

Each Member of the Executive Board can receive an amount of up to 100% of the agreed fixed remuneration as STI, depending on the achievement of the specified targets. For operating cash flow, revenue growth, Group EBITDA growth, and Group EBITDA margin, the consolidated financial statements for the Medios Group prepared and audited in accordance with IFRS are binding. 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 member.

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

As Mrs. Miehler's Executive Board employment contract, which expires on June 30, 2025, was not adjusted to the new 2025 remuneration system of May 27, 2025, the 2022 remuneration system of June 21, 2022, with the corresponding STI targets and target weightings, continued to apply to Mrs. Miehler.

The following targets were set for 2025:

**Inorganic growth (weighting 40%)
(Mi-Young Miehler only)**

**When completing a transaction by
December 31, 2025, a 20% bonus will be paid if**

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

**Upon completion of one or more transactions by
December 31, 2025 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 exceeds €4 million.
- If several transactions are necessary to achieve these goals, at least one of the transactions must be related to the internationalization or diversification into new segments of the Medios Group.
- The acquisition of compounding volumes from pharmacy laboratories is included in the consideration.

**Operating cash flow (weighting 20%)
(All members of the Executive Board except
Mi-Young Miehler)**

- 60% of this component if the Medios Group's operating cash flow in 2025 is at least €40 million,
- 80% of this component if the Medios Group's operating cash flow in 2025 is at least €45 million,
- 100% of this component if the Medios Group's operating cash flow in 2025 is at least €50 million.
- The achievement of the target is determined from the threshold value of at least 60% linearly interpolated to the target value of 100%. If the threshold value of 60% is not reached, the target achievement is zero.

**Revenue growth (weighting 20%)
(All members of the Executive Board)**

- 60% of this component if the consolidated revenue of the Medios Group in 2025 is at least €1.950 billion,
- 80% of this component if the consolidated revenue of the Medios Group in 2025 is at least €2.000 billion,
- 100% of this component if the consolidated revenue of the Medios Group in 2025 is at least €2.050 billion.

The achievement of the target is determined on a linear interpolation basis from the threshold value of at least 60% up to the target value of 100%. If the threshold value of 60% is not reached, the target achievement is zero.

**EBITDA growth (weighting 30%)
(All members of the Executive Board – weighting
Mi-Young Miehler 20%)**

- 60% of this component if the Medios Group's EBITDA before special items in 2025 is at least €90 million,
- 80% of this component if the Medios Group's EBITDA before special items in 2025 is at least €96 million,
- 100% of this component if the Medios Group's EBITDA before special items in 2025 amounts to at least €102 million.
- The achievement of the target is determined on a linear interpolation basis from the threshold value of at least 60% up to the target value of 100%. If the threshold value of 60% is not reached, the target achievement is zero.

**EBITDA margin (weighting 30%)
(All members of the Executive Board – weighting
Mi-Young Miehler 20%)**

- 60% of this component if the EBITDA margin before special items of the Medios Group in 2025 is at least 4.6%,
- 80% of this component if the EBITDA margin before special items of the Medios Group in 2025 is at least 4.8%,
- 100% of this component if the EBITDA margin before special items of the Medios Group in 2025 is at least 5.0%.
- The achievement of the target is determined on a linear interpolation basis from the threshold value of at least 60% up to the target value of 100%. If the threshold value of 60% is not reached, the target achievement is zero.

The respective payment amount under the STI is due for payment by the last day of the month following the approval of the annual financial statements for the past fiscal year. The payment amount for the aforementioned STI targets for the 2025 financial year will therefore only be paid out in the 2026 fiscal year, depending on the achievement of the targets.

5.2.2. ESG bonus 2025

Before the start of each fiscal 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 specified ESG targets for overall target achievement and criteria and methodologies for assessing the achievement of the respective ESG targets.

At the same time, a specific target amount in euros is set for each Member of the Executive Board for the achievement of an overall target achievement level of 100% for the defined ESG targets.

The target amount for the ESG bonus for the 2025 financial year is €20 thousand ("target amount").

Values achieved between the threshold and maximum values are interpolated linearly. The Supervisory Board determines the overall target achievement as an average based on the target achievement levels for each of the ESG targets, whereby a target achievement for an ESG target below the threshold of 80% is included in the calculation with a factor of zero ("overall target achievement level").

The payout amount is finally determined by multiplying the target amount by the overall target achievement rate and is limited to 100% of the target amount. There is no guaranteed minimum target achievement and the payout may therefore be omitted entirely.

The specified ESG target values refer to the Medios Group in each case. For the purposes of the ESG targets and target values, "Medios Group" means the Medios Group excluding the companies of the Ceban Group.

The specific actions agreed upon to achieve the ESG targets for the 2025 financial year can be found in the table below.

The ESG bonus for the 2025 financial year will be payable in cash four months after the end of the 2025 financial year, i.e., in the 2026 financial year. The payout amount for the aforementioned ESG bonus targets for the 2025 financial year will therefore only be paid out in the 2026 financial year, depending on the achievement of the targets.

5.2.3. Variable remuneration in 2025 under the LTIP

In the 2025 financial year, no member of the Executive Board was granted options on Medios AG shares under the LTIP.

5.2.4. Stock options outstanding in the 2025 financial year

On October 31, 2021, 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) under the 2020 Stock Option Plan. The exercise price of these options is €29.00. The option rights can be exercised after a vesting period of four years from the date of issue. The performance target is defined as the closing price of the company's share in XETRA trading (or in a comparable successor system of the Frankfurt Stock Exchange) reaching or exceeding €50.00 on 30 consecutive trading days prior to the respective exercise.

The vesting period for the stock options granted expired on October 31, 2025, meaning that the options have been exercisable since that 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 2022 Stock Option Plan. The exercise price of these options is €27.00. The option rights can be exercised after a vesting period of four years from the date of issue. The performance target is defined as the closing price of the company's share in XETRA trading (or in a comparable successor system of the Frankfurt Stock Exchange) reaching or exceeding €40.00 on 30 consecutive trading days prior to the respective exercise.

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

	ESG target/action	a) Maximum value (= target value) b) Threshold	Weighting of the ESG target in overall target achievement
1.	Electricity consumption (in MWh)	a) ≤2,522 MWh (100%) b) ≤3,120 MWh (80%)	25% i.e. €5,000
2.	Water consumption (in square meters)	a) ≤2,703 sqm (100%) b) ≤3,120 sqm (80%)	25% i.e. €5,000
3.	Compliance training (percentage of employees who have received compliance training)	a) at least 88% (100%) b) at least 72% (80%)	25% i.e. €5,000
4.	Employee turnover rate	a) ≤18.4% (100%) b) ≤22.4% (80%)	25% i.e. €5,000

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

In the 2024 financial year, members of the Executive Board Matthias Gärtner, Mi-Young Miehler, Christoph Prusseit, and Constantijn van Rietschoten were each granted 60,000 options to purchase Medios AG shares (call option). These stock options were granted from the 2024 tranche of the 2023 Stock Option Plan. The exercise price of these options is €24.00. The option rights can be exercised after a vesting period of four years from the date of issue. The performance target is defined as the closing price of the company's share

in XETRA trading (or in a comparable successor system of the Frankfurter stock exchange) reaching or exceeding €28.00 on 30 consecutive trading days prior to the respective exercise.

The vesting period for the stock options granted expires on September 30, 2028, meaning that the options can generally be exercised from this date onwards. Upon termination of their membership of the Executive Board, a total of 30,000 stock options granted to Ms. Miehler and 20,000 stock options granted to Mr. Gärtner from the Stock Option Plan for the 2024 financial year will expire in accordance with the respective provisions of the Executive Board employment contract in conjunction with the provisions of the Stock Option Plan for the 2023 financial year 30,000 stock options granted to Mrs. Miehler and 20,000 stock options granted to Mr. Gärtner in the 2024 financial year from the 2024 tranche of the 2023 Stock Option Plan.

The following overview contains a statement of changes in the initial balance, additions, and disposals of stock options in the 2025 financial year. As of December 31, 2025, there are no outstanding stock options for the members of the Executive Board from the 2017 and 2018 Stock Option Plans:

Development of stock options in fiscal year 2025

Executive Board	Stock Option Plan (SOP) and runtime	Opening balance sheet as of	In the current 2025 financial year
		January 1, 2025	
		Number of stock options as of	Granted and committed
		January 1, 2025	(forfeitable) options
Matthias Gärtner	AOP 2020	40,000	0
	AOP 2022	60,000	0
	AOP 2023	60,000	0
Mi-Young Miehler	AOP 2020	40,000	0
	AOP 2022	0	0
	AOP 2023	60,000	0
Christoph Prusseit	AOP 2020	40,000	0
	AOP 2022	0	0
	AOP 2023	60,000	0
Falk Neukirch	AOP 2020	40,000	0
	AOP 2022	0	0
	AOP 2023	60,000	0
Constantijn van Rietschoten	AOP 2020	0	0
	AOP 2022	0	0
	AOP 2023	60,000	0

In the current 2025 financial year			Closing balance as of December 31, 2025	
Vested options	Exercised options	Dilapidated options	Number of stock options as of December 31, 2025	
40,000	0	0	40,000	
60,000	0	0	60,000	
40,000	0	20,000 ¹	40,000	
40,000	0	0	40,000	
0	0	0	0	
30,000	0	30,000 ²	30,000	
40,000	0	0	40,000	
0	0	0	0	
30,000	0	0	60,000	
40,000	0	0	40,000	
0	0	0	0	
45,000	0	0	60,000	
0	0	0	0	
0	0	0	0	
30,000	0	0	60,000	

1 Due to Mr. Gärtner's departure on December 31, 2025, a total of 20,000 stock options from the 2023 Stock Option Plan have expired.

2 Due to the departure of Mrs. Miehler on June 30, 2025, a total of 30,000 stock options from the 2023 Stock Option Plan have expired.

6. Benefits in the 2025 financial year 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, Annex Tables 1 and 2 of the 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 (AktG) also does not require such disclosures to continue to be included in the remuneration report. In order to enable our shareholders to better compare the information with that of 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" within the meaning of the GCGC 2017 in the remuneration report for the 2025 financial year.

"Benefits granted" within the meaning of the GCGC 2017 are not synonymous with "remuneration granted and owed" within the meaning of Section 162 (1) sentence 1 AktG as described above:

- "Benefits granted" within the meaning of the GCGC 2017 are – regardless of the date 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 (1) sentence 1 AktG, on the other hand, is only remuneration that was actually received in the financial year or remuneration that, according to the explanatory memorandum to the draft (BT-Drs. 19/9739, page 111) is "due according to legal categories but has not (yet) been received."

BENEFITS GRANTED PURSUANT TO THE GCGC 2017

The table of "benefits granted" in accordance with the GCGC 2017 shows the amount allocated in each financial year. The stock options granted under the LTIP are recognized at their fair value at the time of grant. The future amount of the resulting benefits cannot be reliably estimated, which is why no figures are given in the table. In accordance with Section 162 (1) sentence 1, sentence 2 No. 1 AktG, all fixed and variable remuneration components that were "granted and owed" to the individual members of the Executive Board in the 2025 financial year must be disclosed. These disclosures are materially consistent with the disclosures previously reported as "inflows" (see table "Inflows") within the meaning of the GCGC 2017.

In connection with the mutually agreed termination of the Management Board service agreement as of June 30, 2025, an extraordinary payment of €506,500 was made to Executive Board member Mi-Young Miehler. This amount consists of a severance payment of €354,550 and a compensation payment for the non-compete obligation of €151,950. This payment is not included in the GCGC 2017 tables "Benefits granted" and "Inflows" and is therefore not shown in the following GCGC 2017 tables.

As part of the mutual termination of his Executive Board employment contract as of December 31, 2025, Matthias Gärtner, Member of the Executive Board, continues to be

entitled to his total remuneration in accordance with his Executive Board employment contract until the end of the remaining contract term, i.e., until January 31, 2027. In addition, he is entitled to a non-compete compensation amounting to 50% of his last contractual remuneration for the period during which remuneration is no longer paid, i.e. for the period from February 1, 2027, to December 31, 2027. In this context, Medios AG has recognized a corresponding provision in the 2025 financial year. The provision amount is also not included in the GCGC 2017 tables "Benefits granted" and "Inflows" and is therefore not shown in the following GCGC 2017 tables.

Benefits granted in 2025 according to the GCGC 2017

in € thousand	Matthias Gärtner (until December 31, 2025)			Mi-Young Miehler (until June 30, 2025)			Christoph Prusseit		
	2025	min	max	2025	min	max	2025	min	max
Fixed remuneration	410	410	410	170	170	170	340	340	340
Fringe benefits	18	18	18	13	13	13	16	16	16
Total	428	428	428	183	183	183	356	356	356
Short-term variable compensation	268	0	430	66 ²	0	180	225	0	360
Long-term variable compensation	0	0	0	0	0	0	0	0	0
Plan name (plan duration)	0	0	0	0	0	0	0	0	0
Total	696	428	858	249	183	363	581	356	716
Pension expenses ¹	0	0	0	4	4	4	8	8	8
Total remuneration	696	428	858	253³	187	367	589	364	724

in € thousand	Falk Neukirch			Constantijn van Rietschoten		
	2025	min	max	2025	min	max
Fixed remuneration	340	340	340	340	340	340
Fringe benefits	14	14	14	24	24	24
Total	354	354	354	364	364	364
Short-term variable compensation	225	0	360	225	0	360
Long-term variable compensation	0	0	0	0	0	0
Plan name (plan duration)	0	0	0	0	0	0
Total	579	354	714	589	364	724
Pension expenses ¹	0	0	0	0	0	0
Total remuneration	579	354	714	589	364	724

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

2 Due to the departure of Mrs. Miehler on June 30, 2025, the short-term variable compensation refers to the estimate for the period from January 1, 2025, to June 30, 2025, and therefore represents a pro rata amount.

3 Taking into account the extraordinary payment of €507 thousand, which is not included in the GCGC 2017 table "Benefits granted," Mrs. Miehler's total remuneration amounts to €760 thousand.

Inflow in 2025 according to GCGC 2017

in € thousand	Matthias Gärtner (until December 31, 2025)		Mi-Young Miehler (until December 31, 2025)		Christoph Prusseit	
	2025	2024	2025	2024	2025	2024
Fixed remuneration	410	366	170	320	340	320
Fringe benefits	18	17	13	15	16	15
Total	428	383	183	335	356	335
Short-term variable compensation	264	155	230	130	230	130
Long-term variable compensation	0	0	0	0	0	0
Plan name (plan term)	0	0	0	0	0	0
Total	692	538	413	465	586	465
Pension expenses ¹	0	0	4	8	8	8
Total remuneration	692	538	417²	473	594	473

in € thousand	Falk Neukirch		Constantijn van Rietschoten (as of May 1, 2024)	
	2025	2024	2025	2024
Fixed remuneration	340	320	340	213
Fringe benefits	14	15	24	19
Total	354	335	364	232
Short-term variable compensation	230	138	230	n/a
Long-term variable compensation	0	0	0	0
Plan name (plan term)	0	0	0	0
Total	584	473	594	232
Pension expenses ¹	0	0	0	0
Total remuneration	584	473	594	232

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

2 Taking into account the extraordinary payment of €507 thousand, which is not included in the GCGC 2017 table "Inflow," Mrs. Miehler's total remuneration amounts to €924 thousand.

7. Relationship between remuneration and work performance in 2025 ("pay for performance")

In order to illustrate the relationship between remuneration and work performance for the current 2025 financial year, the following table shows both the payments received in 2025 and – regardless of the date of payment all remuneration components that were promised to a member of the Executive Board in the 2025 financial year, at least in principle, and whose (future) amount can at least be estimated.

As the RS 2022 will continue to apply to Mrs. Miehler in the 2025 financial year, the pro-rata STI bonus consists of the components inorganic growth (weighting: 40%), revenue growth (weighting: 20%), EBITDA growth (weighting: 20%), and EBITDA margin (weighting: 20%). For all other members of the Executive Board, RS 2025 will be applied in the current fiscal year and the STI bonus will consist of the components operating cash flow (weighting: 20%), revenue growth (weighting: 20%), EBITDA growth (weighting: 30%) and EBITDA margin (weighting: 30%).

in € (gross)	Fixed remuneration	Variable (STI)				Variable (LTIP)	
		Maximum possible STI bonus 100%	STI bonus (estimated) 59.1% (all members of the Executive Board)	Maximum possible ESG bonus 100%	ESG bonus (Estimate) 70%	Total (Estimate) 59.7%	Number of stock options granted
Matthias Gärtner (until December 31, 2025)	410,000	410,000	254,404	20,000	14,000	268,404	0
Mi-Young Miehler (until June 30, 2025)	170,000 ¹	170,000	58,990	10,000	7,000	65,990	0
Christoph Prusseit	340,000	340,000	210,969	20,000	14,000	224,969	0
Falk Neukirch	340,000	340,000	210,969	20,000	14,000	224,969	0
Constantijn van Rietschoten	340,000	340,000	210,969	20,000	14,000	224,969	0
Total	1,600,000	1,600,000	946,301	90,000	63,000	1,009,301	0

¹ Due to Mrs. Miehler's departure on June 30, 2025, both the STI bonus and the ESG bonus will only be granted on a pro rata basis. Against this background, only the fixed remuneration from January 1, 2025, to June 30, 2025, is shown in the above table as the basis for the STI remuneration

The STI bonus is broken down into the following individual components:

in € (gross)	Inorganic growth	Operating cash flow	Revenue growth	EBITDA growth	EBITDA Margin	Total STI
Weighting (All except Miehler)	n.a.	(20 %)	(20 %)	(30 %)	(30 %)	(100 %)
Weighting (Miehler)	(40 %)	n.a.	(20 %)	(20 %)	(20 %)	(100 %)
Target achievement All except Miehler	n/a	100 %	100 %	73,5 %	0 %	62,0 %
Target achievement Miehler	0 %	n/a	100 %	73,5 %	0 %	34,7 %
Matthias Gärtner (until December 31, 2025)	n/a	82.000	82.000	90.404	0	254.404
Mi-Young Miehler (until June 30, 2025)	0	n.a.	34.000	24.990	0	58.990
Christoph Prusseit	n/a	68.000	68.000	74.969	0	210.969
Falk Neukirch	n/a	68.000	68.000	74.969	0	210.969
Constantijn van Rietschoten	n/a	68.000	68.000	74.969	0	210.969
Total	0	286.000	320.000	340.301	0	946.301

8. 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

8.1 MALUS AND CLAWBACK

The relevant remuneration systems for 2022 (Mrs. Miehler only) and 2025 (all members of the Executive Board except Mrs. Miehler) include penalty and clawback provisions in the Executive Board employment contracts. These provisions allow for the reclamation or reduction of variable remuneration components that have already been paid or have not yet been paid under certain conditions. This possibility of reclaiming or reducing remuneration 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 violation of duty or compliance by a Member of the Executive Board, the company may partially or completely cancel or withhold ("malus") the variable remuneration under the ESG bonus, the short-term incentive program, and the long-term incentive program and allow variable remuneration components already granted to expire without replacement or reclaim them ("clawback").

For the first time, (variable) remuneration under the LTIP, STI, and ESG bonus granted for fiscal years beginning on or after

January 1, 2022, is subject to a penalty or clawback. In the 2025 financial year, no use was made of the option to reclaim variable remuneration components.

8.2 TERMINATION OF CONTRACT AND REMUNERATION

In the event of revocation of the appointment, resignation by the member of the Executive Board, or other termination of the position, the Executive Board employment contract shall end upon expiry of the relevant period specified in Section 622 of the German Civil Code (BGB). In this case, Medios AG shall be entitled to release the member of the Executive Board from any further activities for the company for the remaining term of the employment contract. The exemption shall be granted 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 service contract, the respective spouse or dependent children of the deceased member of the Executive Board shall be entitled to the 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.

8.3 SEVERANCE CLAUSES

The Executive Board employment contracts existing in the 2025 financial year contain severance payment provisions 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 mutual termination agreement, the members of the Executive Board are entitled to a severance payment. However, this does not apply in the event of termination of the employment contract by the company for good cause attributable to the member of the Executive Board in accordance with Section 626 of the German Civil Code (BGB). 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.

As a result of the mutual termination of the Executive Board employment contract with effect from June 30, 2025, Mrs. Miehler was paid severance pay of €354,550 in the current 2025 financial year. No severance pay was paid in connection with the termination of Mr. Gärtner's Executive Board employment contract on December 31, 2025. Mr. Gärtner will receive his total remuneration in accordance with his Executive Board employment contract until January 31, 2027.

8.4 CHANGE OF CONTROL

In the event of a change of control, the Executive Board employment contracts under the 2022 and 2025 relevant

remuneration systems provide for the following special provisions, but no additional severance payment:

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 service contract also ends at this point. A change of control occurs if:

- the company's shares are delisted from trading on a regulated market;
- the appointment of the member of the Executive Board ends due to a change in the legal form of the company or a merger of the company with 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;
- a corporate agreement is concluded with Medios AG as the company in accordance with Sections 291 et seq. of the German Stock Corporation Act (AktG) or the company is integrated in accordance with Sections 319 et seq. of the German Stock Corporation Act (AktG).

8.5 POST-CONTRACTUAL NON-COMPETE CLAUSE

The Executive Board employment contracts under the 2022 and 2025 remuneration systems provide for a post-contractual non-competition clause of up to two years for all members of the Executive Board. For the duration of the non-competition clause, the respective member of the Executive Board shall be paid compensation amounting to 50% of their last contractual remuneration. Any other income earned during the term of the non-competition clause shall be offset against the compensation if the compensation, including the other income, would exceed the last contractual remuneration received. In addition, other contractual severance payments to a member of the Executive Board shall be offset against the compensation in lieu of notice.

In the 2025 financial year, Mrs. Miehler was paid severance pay of €151,950 in connection with the mutually agreed termination of her Executive Board employment contract with effect from June 30, 2025.

No non-compete compensation was paid in connection with the termination by mutual agreement of Mr. Gärtner's Executive Board employment contract as of December 31, 2025. Mr. Gärtner will initially receive his total remuneration in accordance with his Executive Board employment contract until January 31, 2027. Subsequently, Mr. Gärtner is entitled to severance pay for the period from February 1, 2027, to December 31, 2027.

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

The remuneration report for the 2024 financial year prepared by Medios in accordance with the requirements of Section 162 AktG was approved by the Annual General Meeting on May 27, 2025.

There were no deviations from the relevant remuneration systems. Since this 2025 financial year, the current 2025 Executive Board remuneration system submitted to the Annual General Meeting for approval in 2025 has been applied to all members of the Executive Board except Mrs. Miebler. Against the backdrop of her departure on June 30, 2025, the 2022 Executive Board remuneration system submitted to the Annual General Meeting for approval in 2022 continued to apply to Mrs. Miebler.

The maximum remuneration amounts of €2.5 million (CEO) and €2.0 million (members of the Executive Board) specified in the applicable remuneration systems were complied with in

the 2025 financial year, as these exceeded the remuneration granted and owed to Mr. Gärtner (€691 thousand), Mrs. Miebler (€920 thousand), Mr. Prusseit (€587 thousand), Mr. Neukirch (€585 thousand), and Mr. van Rietschoten (€594 thousand).

III. 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 in relation to the company's earnings development and the remuneration of employees on a full-time equivalent basis in accordance with Section 162 AktG.

	Remuneration 2025 (Sec. 162 AktG)	Deviation 2025 vs. 2024	Remuneration 2024 (Sec. 162 AktG)	Deviation 2024 vs. 2023	Remuneration 2023 (Sec. 162 AktG)	Deviation 2023 vs. 2022	Remuneration 2022 (Sec. 162 AktG)	Deviation 2022 vs. 2021	Remuneration 2021 (Sec. 162 AktG)
	in € thousand	in %	in € thousand	in %	in € thousand	in %	in € thousand	in %	in € thousand
Executive Board									
Matthias Gärtner (until December 31, 2025)	691	28.4	538	-12.9	618	31.9	469	58.4	296
Mi-Young Miebler (until June 30, 2025)	583 ¹	25.3	465	-11.2	524	30.7	401	42.4	282
Christoph Prusseit	587	26.1	465	-10.8	522	32.1	395	62.2	244
Falk Neukirch	585	23.7	473	-7.5	510	67.5	305	18.4	258 ²
Constantijn van Rietschoten	594	70.6	348 ³	n/a	n/a	n/a	n/a	n/a	n/a
Employees									
Average employee compensation Medios Group	54.3	0.8	53.9	-0.1	53.9	10.8	48.7	-1.2	49.2
Earnings performance Medios AG									
Net income Medios Group (in € million)	15.4	22.4	12.5	-33.3	18.8	2.6	18.3	147.6	7.4
Net income Medios AG (in € million)	30.2	99.6	15.1	-6.4	16.1	-17.0	19.5	137.4	8.2

1 The remuneration granted and owed to Mrs. Miebler for the 2025 financial year (from January 1, 2025, to June 30, 2025) was granted on a pro rata basis due to the mutual termination of the employment contract and extrapolated on a simplified linear basis to ensure meaningful comparability with the 2024 financial year. In this context, both the severance payment and the maternity leave allowance were excluded from the calculation and the fixed remuneration was extrapolated on a straight-line basis (the STI was granted for the entire year 2024 and therefore does not need to be extrapolated). For the sake of simplicity, no extrapolation of fringe benefits was made, as a material component (company car allowance) was still incurred for the entire year 2025.

2 The remuneration granted and owed to Mr. Neukirch for the 2021 financial year (from October 1, 2021, to December 31, 2021) was granted on a pro rata basis and extrapolated on a simplified linear basis to ensure meaningful comparability with the 2022 financial year.

3 The remuneration granted and owed to Mr. van Rietschoten for the 2024 financial year (from May 1, 2024, to December 31, 2024) was granted on a pro rata basis and extrapolated using a simplified linear method to ensure meaningful comparability with the 2025 financial year. For clarification, it should be noted that no variable remuneration components were paid to Mr. van Rietschoten for his work on the Executive Board in the 2024 financial year.

The remuneration of the members of the Executive Board shown in the table reflects the amounts granted in the respective fiscal year. In cases where members of the Executive Board were only remunerated on a pro rata basis in individual fiscal years, for example due to joining during the year, the remuneration for that fiscal year was extrapolated to a full year to ensure comparability.

For comparative analysis of the development of average employee remuneration, the average remuneration of the Medios Group workforce is used. The remuneration of all employees excluding senior executives within the meaning of Section 5 (3) of the German Works Constitution Act (BetrVG) was taken into account. To ensure comparability, the remuneration of part-time employees was extrapolated to full-time equivalents.

Earnings performance is generally presented on the basis of the development of Medios AG's net income for the year in accordance with Section 275 No. 17 HGB.

IV. REVIEW OF THE APPROPRIATENESS OF EXECUTIVE BOARD REMUNERATION

In the 2025 financial year, the Supervisory Board again carried out its annual review of the Executive Board remuneration for the 2025 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 no adjustments were necessary from a legal perspective with regard to the amount of Executive Board remuneration.

The Supervisory Board also sought external advice in assessing the appropriateness of the Executive Board remuneration. From an external perspective, the ratio of the amount and structure of the Executive Board remuneration to the remuneration of senior management and the workforce as a whole was assessed (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 amount and structure of remuneration were assessed on the basis of Medios AG's positioning in a comparative market (horizontal comparison). The comparable 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 on the reporting date. In addition to fixed compensation, the horizontal comparison also includes short- and Long-term compensation components and the amount of company pension plans.

In order to assess the appropriateness and customary nature of the specific total remuneration of the members of the Executive Board in comparison with other companies (horizontal comparison), the Supervisory Board used a suitable peer group when drawing up the remuneration system. The market position of the Companies in comparison with Medios AG is relevant for this comparative peer group analysis. 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 readmitted to the SDAX on July 15, 2024. The company generally considers itself to be in competition with the Companies in the SDAX, particularly with regard to senior management and the Executive Board.

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

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

V. SUPERVISORY BOARD AND SUPERVISORY BOARD REMUNERATION

The remuneration system for Supervisory Board members is based on the statutory 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 issues of business conduct. The remuneration of the Supervisory Board is also crucial to its effective functioning. This remuneration is commensurate with the duties of the Supervisory Board members and the situation of the company. Appropriate and market-driven remuneration for the Supervisory Board thus promotes the business strategy and Long-term development of Medios AG.

In accordance with Section 13 of the company's Articles of Association, the Annual General Meeting determines the amount of remuneration for the members of the Supervisory Board. The remuneration system for the Supervisory Board specifies both the abstract and concrete framework for the remuneration of the members of the Supervisory Board.

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

In accordance with Section 113 (3) sentences 1 and 2 of the German Stock Corporation Act (AktG), as amended on 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.

The remuneration of the members of the Supervisory Board pursuant to Section 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 enlarged from four to five members by a corresponding amendment to the Articles of Association. In addition, the Supervisory Board established an ESG Committee in the 2024 financial year, in addition to the Audit Committee and the Compensation and Nomination Committee. These changes took particular account of the company's continued growth and the increased demands on the work of the Supervisory Board, and ensured that the Supervisory Board had a quorum.

In this context, Mr. Jens Apermann (as of August 22, 2024) was newly elected to the Supervisory Board of Medios AG for a term ending at the close of the Annual General Meeting that will decide on the discharge for the 2026 fiscal year. At the end of the 2024 Annual General Meeting, Klaus J. Buß (until August 14, 2024) resigned from office with effect from the end of this Annual General Meeting, and Mr. Florian Herger (from August 14, 2024) was newly elected to the Supervisory Board during this Annual General Meeting for a term ending at the close of the Annual General Meeting that will decide on the discharge for the 2026 financial year.

Against this background, the Supervisory Board of Medios AG consisted of five members in the 2025 financial year in accordance with the Articles of Association. The members serving in the 2025 financial year are therefore Dr. Yann Samson (Chairman of the Supervisory Board), Mr. Joachim Messner, Dr. Anke Nestler (Deputy Chairwoman of the Supervisory Board), Mr. Florian Herger, and Mr. Jens Apermann.

1. Structure of the remuneration system for members of the Supervisory Board

The remuneration system for members of the Supervisory Board currently in force and approved by the Annual General Meeting has been in effect 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 annum, payable at the end of the fiscal year. The Chairman of the Supervisory Board receives twice the basic remuneration.

In addition to the basic remuneration, each ordinary member of a Supervisory Board committee receives a fixed remuneration of €10,000 (in words: ten thousand euros) per annum for their committee membership, payable after the end of the fiscal year. The Chairman of the Supervisory Board 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 after the end of the financial year.

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

The company shall reimburse each member of the supervisory board for any expenses incurred and for the revenue tax attributable to their remuneration, insofar as they are entitled to invoice the company separately for revenue tax and exercise this right.

The insurance premium for a financial loss liability insurance policy (known as D&O insurance) to be taken out by the company for the members of the Supervisory Board shall be borne by the company.

In the 2025 financial year, the remuneration system for the Supervisory Board was applied in all respects as resolved by the Annual General Meeting.

In the 2025 financial year, Joachim Messner provided consulting services for the Medios Group through his law firm Messner Rechtsanwälte in the total amount of €4,130.30. Beyond that, the members of the Supervisory Board did not receive any other compensation or benefits for personal services rendered, in particular consulting and mediation services, in the reporting year. Furthermore, no loans or advances were granted to the members of the Supervisory Board, nor were any liabilities incurred in their favor.

As the remuneration of the members of the Supervisory Board does not consist of variable components, but exclusively of 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 provisions of the German Stock Corporation Act (AktG) in the version of ARUG II. These new provisions expressly stipulate the setting of a maximum remuneration only for members of the Executive Board, but not for members of the Supervisory Board.

2. Remuneration granted and owed in 2025 within the meaning of Section 162 Para. 1 sentence 1 AktG

The following table shows the fixed remuneration components granted and owed to the members of the Supervisory Board in office in the 2025 financial year, including the respective relative share pursuant to Section 162 AktG.

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

The table below showing the remuneration for the 2025 financial year therefore relates to the remuneration paid

for the 2024 financial year for services as a member of the Supervisory Board. The remuneration for the 2025 financial year will not be due until 2026 and is not listed as remuneration owed for the 2025 financial year.

As 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, the payment amounts for the 2025 financial year are pro rata remuneration for the 2024 financial year.

No remuneration was paid to former Supervisory Board member Mr. Buß in the 2025 financial year, as the pro rata remuneration for the 2024 financial year had already been paid in the 2024 financial year due to his departure from the Supervisory Board at the end of the Annual General Meeting 2024 on August 14, 2024.

VI. 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 comparative analysis 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 with the previous year. The remuneration of the members of the Supervisory Board shown in the table reflects the amounts actually received in the respective financial year. In cases where members of the Supervisory Board were only remunerated on a pro rata basis in individual financial years, for example due to joining during the year, the remuneration for that financial year was extrapolated to a full year to ensure

Supervisory Board

in €	Fixed remuneration	Committee remuneration	ESG remuneration	Meeting allowance	Additional benefits ¹	Total
Dr. Yann Samson (Chairman)	60,000	20,000	13,798	0	0	93,798
Joachim Messner	30,000	10,000	0	0	0	40,000
Dr. Anke Nestler (Deputy Chair)	30,000	40,000	0	0	0	70,000
Florian Herger (from August 14, 2024)	11,393	3,798	0	0	0	15,191
Jens Apermann (from August 22, 2024)	11,393	0	3,798	0	0	15,191

¹ The members of the Supervisory Board are covered by a financial loss liability insurance policy maintained by the company in the interests of the company at an appropriate level, insofar as such a policy exists. The premiums for this are paid by the company.

comparability. In cases where members of the Supervisory Board previously belonged to the Executive Board of Medios AG and received remuneration for this, this is not taken into account in the comparative presentation.

Earnings performance is generally presented on the basis of the development of the annual result. Since the remuneration of the members of the Supervisory Board also depends significantly on the development of key Group figures, the development of the (adjusted) annual result of the Medios Group reported in the consolidated financial statements is also disclosed.

For the comparative analysis of the development of the average remuneration of employees, the average remuneration of the Medios Group's workforce is used as a basis. The remuneration of all employees without executive positions within the meaning of Section 5 (3) of the Works Constitution Act (BetrVG) was taken into account. To ensure comparability, the remuneration of part-time employees was extrapolated to full-time equivalents.

	Remuneration 2025 (Sec. 162 AktG)	Deviation 2025 vs. 2024	Remuneration 2024 (Sec. 162 AktG)	Deviation 2024 vs. 2023	Remuneration 2023 (Sec. 162 AktG)	Deviation 2023 vs. 2022	Remuneration 2022 (Sec. 162 AktG)	Deviation 2022 vs. 2021	Remuneration 2021 (Sec. 162 AktG)
	in € thousand	2025 vs. 2024	in € thousand	in %	in € thousand	in %	in € thousand	in %	in € thousand
Supervisory Board									
Dr. Yann Samson	94	4.2	90	0.0	90	82.2	49	23.5	40
Joachim Messner	40	0.0	40	0.0	40	75.4	23	52.1	15
Dr. Anke Nestler	70	0.0	70	0.0	70	52.5	46 ¹	n/a	0
Florian Herger (from August 14, 2024)	40 ²	n/a	0	n/a	n/a	n/a	n/a	n/a	n/a
Jens Apermann (from August 22, 2024)	40 ³	n/a	0	n/a	n/a	n/a	n/a	n/a	n/a
Employees									
Average employee compensation Medios Group	54.3	0.8	53.9	-0.1	53.9	10.8	48.7	-1.2	49.2
Earnings development of Medios AG									
Net income Medios Group (in € million)	15.4	22.4	12.5	-33.3	18.8	2.6	18.3	147.6	7.4
Net income Medios AG (in € million)	30.2	99.6	15.1	-6.4	16.1	-17.0	19.5	137.4	8.2

1 By resolution of the Annual General Meeting on June 10, 2021, the Supervisory Board was expanded from three to four members with the addition of Mrs. Dr. Anke Nestler. The Supervisory Board remuneration for Mrs. Anke Nestler for the 2022 financial year shown in the table is the projected remuneration for the 2021 financial year, as the actual remuneration was only granted on a pro rata basis for seven months.

2 By resolution of the Annual General Meeting on August 14, 2024, Mr. Florian Herger was elected to the Supervisory Board of Medios AG. The Supervisory Board remuneration for Mr. Florian Herger for the 2025 financial year shown in the table is the projected remuneration for the 2024 financial year, as the actual remuneration was only granted on a pro rata basis.

3 By resolution of the Annual General Meeting on August 14, 2024, Mr. Jens Apermann was elected to the Supervisory Board of Medios AG. The Supervisory Board remuneration for Mr. Jens Apermann for the 2025 financial year shown in the table is the projected remuneration for the 2024 financial year, as the actual remuneration was only granted on a pro rata basis.

Independent Auditor's Report

TO MEDIOS AG

We have audited the accompanying Remuneration Report of Medios AG for the financial year from January 1, 2025 to December 31, 2025, 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 January 1, 2025 to December 31, 2025, 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 January 1, 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, March 25, 2026

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