



**Rules of Procedure for the
Remuneration and Nomination
Committee in the Supervisory
Board of Medios AG**

At its meeting on June 10, 2021, the Supervisory Board appointed a Remuneration and Nomination Committee from among its members and gave it the following Rules of Procedure:

Rules of Procedure for the Remuneration and Nomination Committee in the Supervisory Board of Medios AG

Section 1 Responsibilities („Nomination Committee“)

1 Annual General Meeting

Selection and recommendation of candidates to the Supervisory Board in preparation for the Supervisory Board's election proposal to the Annual General Meeting on the basis of the composition targets adopted by the Supervisory Board and the competence profile and diversity concept for the Supervisory Board (competence profile).

2 Legal appointment

Recommendation of candidates to the Supervisory Board and the Executive Board in the event of a required legal appointment to the Supervisory Board pursuant to Section 104 of the German Stock Corporation Act (AktG).

3 Competency profile

Regular review of the competency profile for the Supervisory Board and recommendations for adapting the competency profile to the Supervisory Board.

Section 2 Responsibilities („Remuneration Committee“)

1 Remuneration

The Remuneration and Nomination Committee submits proposals to the Supervisory Board for resolution on setting the remuneration of the individual Executive Board member, on reducing the remuneration, on the remuneration system and on its regular review. In doing so, the Remuneration and Nomination Committee examines the appropriateness and customary nature of the proposed remuneration, taking into account horizontal and vertical comparability.

2 Appointment

The Remuneration and Nomination Committee also prepares the Supervisory Board's personnel decisions; in particular, it makes proposals for the appointment and termination of the appointment of members of the Executive Board. It also submits a proposal for the target level of the proportion of women on the Executive Board as a whole and a deadline for achieving it.

Section 3 Chair

1 Election

The Chairman of the Remuneration and Nomination Committee is elected by the Supervisory Board.

2 Profile

The Chairman of the Remuneration and Nomination Committee shall have personnel experience. The Chairman of the Supervisory Board shall be independent of the Company and the Executive Board. The Supervisory Board shall ensure that the members of the Remuneration and Nomination Committee have the knowledge, skills and professional experience required to properly perform the tasks of the Committee.

Section 4 Internal order

1 No decision-making committee

The Remuneration and Nomination Committee makes recommendations that are merely preparatory in nature. Recommendations are made by a majority of the submitted votes. In the event of a tie, the Chairman of the Remuneration and Nomination Committee shall have two votes.

2 Rules of Procedure of the Supervisory Board

The provisions of the Rules of Procedure for the Supervisory Board shall apply accordingly, unless otherwise specified in these Rules of Procedure.

3 Reporting to the Supervisory Board

The Chairman of the Remuneration and Nomination Committee reports on the activities of the Remuneration and Nomination Committee at the meetings of the Supervisory Board.
