



*NON-BINDING CONVENIENCE TRANSLATION
SIGNIFICANTLY SHORTENED*

**Medios AG
Hamburg**

ISIN DE000A1MMCC8 / WKN A1MMCC

ISIN DE000A288821 / WKN A28882

**Invitation to the annual general meeting in the form of a virtual Annual General Meeting
without the physical presence of shareholders on**

Monday, October 26, 2020, at 11:00 a.m. CEST, in the offices of Grünebaum Gesellschaft für Event-Logistik mbH, Leibnizstraße 38, 10625 Berlin,

the Annual General Meeting of Medios AG,

will be held in the form of a virtual annual general meeting without the physical presence of shareholders or their proxies.

We cordially invite our shareholders to the virtual Annual General Meeting.

Kindly note that shareholders or their proxies will not be able to attend the virtual annual general meeting on site at the offices of Grünebaum Gesellschaft für Event-Logistik mbH, Leibnizstraße 38, 10625 Berlin.

The Annual General Meeting will be held in the form of a virtual annual general meeting in accordance with Art. 2 Section 1 (2) of the "German Act Concerning Measures under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic" (Federal Law Gazette I 2020, p. 569) and thus without the physical presence of the shareholders or their proxies. For details on shareholder rights and shareholder proxies, please refer to the section "Further Information and Instructions" printed at the end of this agenda.

1. **Presentation of the adopted financial statements, the approved consolidated financial statements and the combined management report (including the explanatory reports on the disclosures pursuant to Sec. 289a, para. 1, and Sec. 315a, para. 1, of the HGB) for Medios AG and the Group as of 31 December 2019 and the report of the Supervisory Board for the financial year 2019**
2. **Resolution on the allocation of the distributable profit for the financial year 2019**
3. **Discharge of the members of the Management Board for the financial year 2019**
4. **Discharge of the members of the Supervisory Board for the financial year 2019**
5. **Appointment of the auditors of the financial statements and consolidated financial statements for the financial year 2020 and of the auditor for the audit review of interim financial reports**
6. **Elections of the members of the Supervisory Board**
7. **Resolution on the cancellation of the Authorized Capital 2018/I in Sec. 4 para. 3 of the Articles of Association and of the Authorized Capital 2019/I in Sec. 4 para. 7 of the Articles of Association and the corresponding amendments of the Articles of Association in Sec. 4 of the Articles of Association; resolution on the creation of a new Authorized Capital 2020 with the authorization to exclude shareholders' subscription rights and the corresponding amendment of Sec. 4 of the Articles of Association**
8. **Resolution on the authorization to issue subscription rights to members of the Management Board of the company, to employees, executives and general managers of the company and to employees, and to executives and managing directors of entities in which the company holds a major interest (Stock Option Program 2020), and on the creation of contingent capital (Conditional Capital 2020/I) and the corresponding amendments to Sec. 4 of the Articles of Association**
9. **Resolution on the cancellation of the resolution of the annual general meeting of 10 July 2019 under agenda item 12 on the authorization of the Management Board to issue convertible/warrant bonds and to exclude subscription rights and cancellation of the Conditional Capital 2019 in Sec. 4 para. 6 of the Articles of Association; resolution on a new authorization to issue convertible bonds, bonds with warrants, profit participation rights and/or profit participating bonds (or combinations of these instruments) with the possibility of excluding shareholders' subscription rights and on the creation of a Conditional Capital 2020/II as well as on the corresponding amendment to Sec. 4 of the Articles of Association**
10. **Resolution on the amendment of Sec. 15 para. 3 and para. 4 of the Articles of Association**
11. **Resolution on the amendment of Sec. 16 para. 2 of the Articles of Association**
12. **Resolution on the adjustment of the remuneration for the members of the Supervisory Board**

Hamburg, September 2020

Medios AG

The Management Board