

**NON-BINDING CONVENIENCE TRANSLATION**

In the event of any inconsistencies between the German and the English wording,  
the German wording shall therefore prevail.

**ARTICLES OF ASSOCIATION**

of

**Medios AG**

with its registered office in Hamburg

in the version of

November 25, 2020

## **I. General Articles**

### **Article 1**

- (1) The name of this corporation is:

**Medios AG**

- (2) Its principal place of business shall be in Hamburg.

### **Article 2**

- (1) The corporate purpose shall be the wholesale, brokerage, and manufacturing of all goods and items required for pharmacy operations or other pharmaceuticals companies and the performance of services that are directly or indirectly connected or associated with the aforementioned business activity. The corporate purpose shall also include research and development, including analytics, and digitalization of business operations in this sector. Furthermore, the corporate purpose shall also include the purchase, holding, and management of equity interests in companies that directly or indirectly conduct the business described above. The corporation may perform any business transactions that are related to the corporate purpose or that are suited to supporting the corporation directly or indirectly. It may limit its activity to one or more of the objects set out here in paragraph 1. The corporation is authorized to establish branch offices in Germany and internationally.
- (2) The corporate purpose shall also include the establishment, purchase, holding, management, and sale of equity interests in other domestic and foreign companies, particularly in the health and pharmaceuticals sectors. These activities shall also include supplementary transactions such as:
- Performance of services for portfolio companies and third parties in relation to finance and capital market activities, corporate strategy, and corporate planning;
  - Conclusion of corporate contracts, especially control and profit transfer agreements and leases, and occupation of leadership roles at portfolio companies;
  - Realization of infrastructure projects such as office and production buildings and provision of them for use by portfolio companies and third parties.
- (3) Furthermore, the corporation is authorized to perform its activity entirely or partly indirectly through branch offices and subsidiary, portfolio, and joint-venture companies in Germany and internationally. In particular, it can leave its business operations entirely or partly to companies dependent on the corporation and/or outsource its business operations entirely or partly to companies dependent on the corporation. The corporate purpose of subsidiary and portfolio companies may also include objects beyond the limits set out in paragraph 1. The corporation may limit itself to the activity of a managing holding company and/or other management of its assets.
- (4) The corporation may realize all or part of its purpose indirectly and over the Internet.

- (5) Excluded are transactions that require approval under the German Banking Act (*Kreditwesengesetz*, KWG) or German Investment Companies Act (*Gesetz über Kapitalanlagegesellschaften*, KAGG).

### Article 3

The Company's announcements shall be published exclusively in the German Federal Gazette.

## II. Share capital and Shares

### Article 4

- (1) The share capital shall be €20,264,991.00 (written: twenty million, two hundred sixty-four thousand nine hundred and ninety-one euros).
- (2) It shall be divided into 20,264,991.00 (written: twenty million, two hundred sixty-four thousand nine hundred and ninety-one) no-par value shares.
- (3) The Management Board is authorized to increase the corporation's share capital in the period up to July 12, 2023 by €321,037.00 through a one-time issue or multiple issues of up to 321,037 new no-par value bearer shares, each with a €1.00 portion of the share capital, in return for contributions in cash and/or in kind with the permission of the Supervisory Board (**Authorized Capital 2018/1**). Ordinary and/or nonvoting preferred shares may be issued. The new shares may also be acquired by one or more financial institutions specified by the Management Board or companies active under KWG § 53(1) first sentence or § 53b(1) first sentence or (7) on condition that they are required to offer them to the shareholders ("indirect subscription right"). The Management Board is authorized to void the shareholder subscription right after approval by the Supervisory Board in the following situations:
- When the capital is increased in return for in-kind contributions, especially for the issue of shares as part of company mergers or for the purpose of acquiring companies, operations, parts of companies, or interests in companies or other assets, including receivables from the corporation or companies associated with it.
  - To even out fractional shares.
  - If the issue price of the new shares when raising capital in return for cash contributions is not significantly short of the market price of the shares already listed at the time the final issue price is defined and the issued shares do not exceed a total of 10 percent of the share capital, either at the time of taking effect or at the time this power is exercised. Shares that must be calculated toward this limit are shares that are sold or issued or are to be issued during the period this power is valid and up to the time of their exploitation on the basis of

other powers through the direct or corresponding application of German Stock Corporations Act (*Aktiengesetz*, AktG) § 186(3) fourth sentence, with the subscription right voided.

- Where necessary in order to grant to holders of convertible bonds, convertible participation rights, or warrants a subscription right of an extent to which they would be entitled as a shareholder after exercising the conversion right or warrant.
- To grant shares to members of the Management Board, executive bodies of companies associated with the corporation within the meaning of AktG § 15, managers of the corporation and/or associated companies, or employees of the corporation and/or associated companies as part of employee participation schemes. Where shares are to be granted to members of the Management Board, the corporation's Supervisory Board shall be the sole body responsible for this.
- For the fulfillment of a greenshoe option stipulated with issuing banks when issuing the corporation's shares.

A capital increase for the implementation of the employee participation scheme that excludes the subscription right may only occur with an amount of up to 10 percent of the share capital present at the time of issuing the new shares.

The Management Board is authorized to define further details and conditions to realize capital increases from authorized capital and share issue after approval by the Supervisory Board.

The Supervisory Board is authorized to alter the wording in Article 4.3 of the Articles of Association accordingly when the power is utilized or expires.

- (4) The corporation's share capital is conditionally increased by €600,000 through the issue of up to 600,000 no-par value bearer shares (**Conditional Capital 2017**). The conditional capital increase shall serve solely to satisfy subscription rights that are granted based on the authorization given pursuant to the eighth item of business on the agenda of the Annual General Meeting on August 28, 2017. The conditional capital increase shall only be performed to the same extent that the holders of the subscription rights issued as part of the "2017 Stock Option Plan" utilize their right to acquire the corporation's shares and the corporation does not provide any of its own shares to fulfill the options. The new shares shall start receiving dividends from the beginning of the fiscal year for which a resolution has not yet been passed for appropriation of profit as at the time of its issue.
- (5) The corporation's share capital is conditionally increased by €300,000.00 through the issue of up to 300,000 no-par value bearer shares (**Conditional Capital 2018**). The conditional capital increase shall serve solely to fulfill subscription rights that are granted based on the authorization given pursuant to the seventh item of business on the agenda of the Annual General Meeting on July 13, 2018. The conditional capital increase shall only be performed to the same extent that the holders of the subscription rights issued as part of the "2018 Stock Option Plan" utilize their

right to acquire the corporation's shares and the corporation does not provide any of its own shares to fulfill the options. The new shares shall start receiving dividends from the beginning of the fiscal year for which a resolution has not yet been passed for appropriation of profit as at the time of its issue.

- (6) The share capital is conditionally increased by up to €5,825,607.00. The conditional capital increase shall only be performed through the issue of up to 5,825,607 no-par value bearer shares with a dividend entitlement from the beginning of the fiscal year of their issue and to the same extent that the holders or creditors of convertible bonds or warrants from warrant bonds issued by Medios AG based on the authorization given to the Management Board at the Annual General Meeting on July 10, 2019 or by a subsidiary company by July 9, 2024 utilize their conversion right or warrant, fulfill their conversion/warrant obligation, or shares are tendered and provided there are no other methods of fulfillment used for servicing them. The new shares shall be issued at conversion/warrant prices that must each be set in the bond or option conditions based on the aforementioned resolution giving authorization. The Management Board is authorized to define further details for the capital increase and its implementation after approval by the Supervisory Board (**Conditional Capital 2019**).
- (7) The corporation's Management Board is authorized to increase the corporation's share capital by €1,260,000.00 in the period up to July 9, 2024 through a one-time issue or multiple issues of up to 1,260,000 new no-par value bearer shares, each with a €1.00 portion of the share capital, in return for contributions in cash and/or in kind with the permission of the Supervisory Board (**Authorized Capital 2019/1**). Ordinary and/or nonvoting preferred shares may be issued. The new shares may also be acquired by one or more financial institutions specified by the Management Board or companies active under KWG § 53(1) first sentence or § 53b(1) first sentence or (7) on condition that they are required to offer them to the shareholders ("indirect subscription right"). The Management Board is authorized to void the shareholder subscription right after approval by the Supervisory Board in the following situations:
- When the capital is increased in return for in-kind contributions, especially for the issue of shares as part of company mergers or for the purpose of acquiring companies, operations, parts of companies, or interests in companies or other assets, including receivables from the corporation or companies associated with it.
  - To even out fractional shares.
  - If the issue price of the new shares when raising capital in return for cash contributions is not significantly short of the market price of the shares already listed at the time the final issue price is defined and the issued shares do not exceed a total of 10 percent of the share capital, either at the time of taking effect or at the time this power is exercised. Shares that must be calculated toward this limit are shares that are sold or issued or are to be issued during the period this power is valid and up to the time of their exploitation on the basis of other powers through the direct or corresponding application of AktG § 186(3) fourth sentence, with the subscription right voided.

- Where necessary in order to grant to holders of convertible bonds, convertible participation rights, or warrants a subscription right of an extent to which they would be entitled as a shareholder after exercising the conversion right or warrant.
- To grant shares to members of the Management Board, executive bodies of companies associated with the corporation within the meaning of AktG § 15, managers of the corporation and/or associated companies, or employees of the corporation and/or associated companies as part of employee participation schemes. Where shares are to be granted to members of the Management Board, the corporation's Supervisory Board shall be the sole body responsible for this.
- For the fulfillment of a greenshoe option stipulated with issuing banks when issuing the corporation's shares.

A capital increase for the implementation of the employee participation scheme that excludes the subscription right may only occur with an amount of up to 10 percent of the share capital present at the time of issuing the new shares.

The Management Board is authorized to define further details and conditions to realize capital increases from authorized capital and share issue after approval by the Supervisory Board.

The Supervisory Board is authorized to alter the wording in Article 4 of the Articles of Association accordingly when the power is utilized or expires.

- (8) The corporation's share capital is conditionally increased by €700,000.00 through the issue of up to 700,000 no-par value bearer shares (Conditional Capital 2020/I). The conditional capital increase shall serve solely satisfy subscription rights that are granted based on the authorization given pursuant to the eighth item of business on the agenda of the Annual General Meeting on October 26, 2020. The conditional capital increase shall only be performed to the same extent that the holders of the subscription rights issued as part of the "2020 Stock Option Plan" utilize their right to acquire the corporation's shares and the corporation does not provide any of its own shares to fulfill the options. The new shares shall start receiving dividends from the beginning of the fiscal year for which a resolution has not yet been passed for appropriation of profit as at the time of its issue. The Supervisory Board is authorized to alter the wording in Article 4 of the Articles of Association respectively in accordance with the issue of new shares. This also applies if and to the extent that the stock options can no longer be satisfied.
- (9) Profit distribution benefits may be attached to primary shares from a future capital increase.

## **Article 5**

- (1) The share capital shall be divided into bearer shares.

- (2) If it is increased and the resolution for the increase does not specify whether the new shares are to be bearer shares or registered shares, they shall be bearer shares.
- (3) The format and content of the share certificates, dividend warrants, and renewal certificates shall be specified by the Management Board in agreement with the Supervisory Board. The same shall apply to bonds and coupons.
- (4) The corporation may issue certificates for a number of shares (multiple shares) in the place of share certificates for a single share. The shareholders' entitlement to securitization of their shares shall be void.

### **III. The Management Board**

#### **Article 6**

- (1) The Management Board shall consist of one or more members. The Supervisory Board shall specify the number of members.
- (2) The Supervisory Board shall appoint the members of the Management Board. It may appoint deputy members to the Management Board. The Supervisory Board may appoint a chief executive officer to the Management Board from among the Board's members.
- (3) The resolutions of the Management Board shall be passed by a simple majority. If a chief executive officer has been appointed, he or she shall have the casting vote in the event of a tie.

#### **Article 7**

The corporation shall be represented by the members of the Management Board. Each member of the Management Board is normally authorized to represent the corporation alone. However, appointments may be made of Management Board members who are only authorized to represent the corporation with a further Management Board member or authorized officer. Any Management Board member may be released from the restrictions of German Civil Code (*Bürgerliches Gesetzbuch*, BGB) § 181 unless AktG § 112 conflicts with this.

### **IV. The Supervisory Board**

#### **Article 8**

- (1) The Supervisory Board shall consist of three members. The tenure of the Supervisory Board members shall be determined at the Annual General Meeting at the time of appointment in accordance with the following paragraph. Reelection shall be permitted.
- (2) Special elections shall take place for members leaving prior to the expiration of their term to appoint a replacement serving the remainder of the term of the former Supervisory Board member unless another arrangement is made for the replacement's tenure at the Annual General Meeting. This shall apply accordingly if a special election is required due to a disputed election. Appointments may simultaneously be made at an Annual General Meeting for replacements for the Supervisory Board members elected at a meeting, with these replacements taking the place of Supervisory Board members who lose their place prematurely or because of a disputed election; replacements shall take up their position in an order defined at the time of election. If a replacement takes the place of a former member, his or her position shall expire at the end of the Annual General Meeting during which a special election pursuant to this paragraph is held, though no later than when the term of the former Supervisory Board member expires. If a replacement loses his or her position as a result of a special election and was appointed for multiple Supervisory Board members, his or her status as a replacement shall be revived.
- (3) Each Supervisory Board member and replacement may resign from his or her position without cause after giving one month's written notice to the chairperson of the Supervisory Board – or, if the chairperson seeks to resign his or her position, to the deputy chairperson. The chairperson of the Supervisory Board or, if he or she is resigning, the deputy chairperson may shorten the notice period or choose not to apply it altogether. The right to resignation for cause shall not be affected by this.

#### **Article 9**

The Supervisory Board shall elect a chairperson and a deputy chairperson from among its members at a meeting held without special invitation after the Annual General Meeting during which it was constituted; this meeting shall be chaired by the Supervisory Board member most senior in age. The chairperson and deputy chairperson of the Supervisory Board shall be elected for the term of the Supervisory Board. Should the chairperson or deputy chairperson of the Supervisory Board leave before their tenure expires, the Supervisory Board shall immediately elect a replacement.

#### **Article 10**

- (1) The Supervisory Board shall meet at least twice in every six-month period. Supervisory Board meetings shall be called by the chairperson, or the deputy chairperson if the chairperson is prevented from doing so, with at least fourteen days' notice, not including the day on which the invitations are sent and the day on which the meeting is held. Meetings may be called in writing, by fax, by e-mail, or through other customary methods of communication. The chairperson or deputy



chairperson may shorten the notice period in urgent situations and call meetings verbally or by telephone. Otherwise, statutory provisions and the rules of procedure for the Supervisory Board shall apply when calling Supervisory Board meetings. Meetings of the Supervisory Board shall be led by the chairperson or the deputy chairperson if the former is prevented from doing so.

- (2) The Supervisory Board shall normally pass its resolutions at its meetings. If arranged by the chairperson or approved by all members of the Supervisory Board, meetings may also take place by conference call or through other electronic methods of communication (including video conference) and individual Supervisory Board members may join by telephone or through electronic methods of communication (including video transmission); in these cases, the Supervisory Board may pass resolutions by conference call or other electronic methods of communication (including video conference). Supervisory Board members who are absent or not participating in or connected to a conference session may also participate in the Supervisory Board's passing of resolutions by having another Supervisory Board member cast a written vote on their behalf. Furthermore, they may cast their vote before a meeting, during a meeting, or after a meeting verbally, by telephone, by fax, by e-mail, or by other customary methods of communication by a deadline set by the chairperson of the Supervisory Board. There shall be no right to appeal a method of vote-taking ordered by the chairperson.
- (3) A vote on an item of business not included in an invitation and not announced up to three days prior to a meeting shall only be permitted if there is no Supervisory Board member who objects to it. In such cases, absent members shall be afforded an opportunity to object to the vote or to cast their vote in writing, verbally, by telephone, by fax, by e-mail, or through other customary methods of communication by a reasonable deadline set by the chairperson of the Supervisory Board. Resolutions shall only take effect if there is no absent Supervisory Board member who has objected by the deadline. Supervisory Board members who join meetings by telephone or through electronic methods of communication shall be deemed present.
- (4) Votes on resolutions may also be taken outside meetings in writing, by fax, by e-mail, or through other, comparable methods of communication or in a combination of the above forms if the chairperson of the Supervisory Board orders this and provides reasonable notice or if all Supervisory Board members participate in the vote on the resolution. Members who abstain from voting on a resolution shall be deemed to have participated in that vote for these purposes. There shall be no right to appeal a method of vote-taking ordered by the chairperson.
- (5) The Supervisory Board shall be quorate at a meeting if at least half the members that it must comprise under law or these Articles of Association participate in the voting. Supervisory Board members who are absent or not participating or connected by telephone or other electronic methods of communication (including video conference) and who cast their vote based on Article 10.2 or 10.4 and members who abstain from voting on a resolution shall be deemed to have participated in that vote for these purposes.

- (6) Supervisory Board resolutions shall be passed by a simple majority unless other, binding arrangements are imposed by law. Abstentions shall not count as cast votes for these purposes. Should a vote result in a tie, the vote of the chairperson of the Supervisory Board shall decide the result. If the chairperson of the Supervisory Board is prevented from doing this, the deputy chairperson shall enjoy this right provided he or she is a shareholder representative.
- (7) Minutes shall be kept of the resolutions and meetings of the Supervisory Board (within the meaning of Article 10.2) and of the resolutions passed during these meetings; the chairperson shall sign these minutes. The minutes shall include the location and date of the meeting, the attendees, the items of business on the agenda, the key content of negotiations, and the resolutions passed by the Supervisory Board. The chairperson shall keep a written record of resolutions passed outside Supervisory Board meetings (within the meaning of Article 10.2) and forward such records to all Supervisory Board members.
- (8) Declarations of intent from the Supervisory Board and its committees shall be submitted by the chairperson or deputy chairperson in the name of the Supervisory Board.

#### **Article 11**

The Supervisory Board may appoint one or more committees from among its members. The committees' tasks, powers, and procedures shall be specified by the Supervisory Board.

#### **Article 12**

The Supervisory Board shall set rules of procedure for the Management Board. These rules shall provide that business of fundamental importance be subject to approval by the Supervisory Board. Such business includes decisions or actions that fundamentally alter the corporation's position regarding assets, finances, or earnings.

#### **Article 13**

Each member of the Supervisory Board shall receive compensation of an amount set at the Annual General Meeting. If a Supervisory Board member is only a member for part of a year, his or her compensation shall be prorated. Furthermore, Supervisory Board members shall receive reimbursement of their expenses as well as any value added tax due on their Supervisory Board compensation provided, they are entitled to invoice the value added tax to the corporation separately and they exercise this right.

## **V. Annual General Meeting**

### **Article 14**

The Annual General Meeting at which resolutions are passed to relieve the management and Supervisory Boards of their duties, on the appropriation of profit, on the selection of the auditors, and on the potential adoption of the annual financial statements (ordinary Annual General Meeting) shall be held within the first eight months of each fiscal year.

### **Article 15**

- (1) The Annual General Meeting shall be held at the corporation's principal place of business, a stock exchange in Germany, or in another German city with a population of at least 100,000. The Annual General Meeting shall be called by the Management Board or, in the situations specified by law, by the Supervisory Board.
- (2) The Annual General Meeting shall be called through an announcement in the Federal Gazette at least thirty days in advance of the day of the Meeting unless a shorter notice period is permitted by law (an invitation deadline). The invitation deadline shall be brought forward by the number of days provided to respond to the invitation in accordance with Article 16.1.
- (3) The Company may transmit information to shareholders and to intermediaries, associations of shareholders and other third parties, to the extent that this is legally permissible, by means of remote data transmission. This also applies to the transmission of such information to shareholders via intermediaries, associations of shareholders and other third parties.

### **Article 16**

- (1) Eligibility to attend the Annual General Meeting and to exercise voting rights shall be extended to shareholders who confirm their attendance with the corporation prior to the Annual General Meeting and provide evidence of their entitlement to participate in the Annual General Meeting and exercise their voting right. Confirmation of attendance must be communicated in writing (BGB § 126) or by text (BGB § 126) in German or English; confirmation of attendance may also be sent by fax or e-mail if the invitation allows this. Confirmation of attendance must be received by the Management Board at the corporation's principal place of business or another location advertised in the invitation at least six days before the Annual General Meeting. The Management Board is entitled to set a shorter deadline in the invitation. Statutory provisions shall apply when determining whether the confirmation of attendance is timely.
- (2) Shareholders shall provide evidence of their entitlement to attend the Annual General Meeting with a certificate of their share ownership from the custodian institution produced in text form (BGB § 126b) in German or English and obtained for the beginning of the 21st day preceding the

meeting; evidence issued by the last intermediary in accordance with § 67c(3) AktG will be sufficient in all cases. The evidence must be received by the corporation at the address communicated for this purpose in the invitation at least six days prior to the Meeting. The Management Board is authorized to set a shorter deadline in the invitation.

- (3) The Management Board is authorized to provide that shareholders may also participate in the Annual General Meeting without being present at the venue and without sending a proxy by exercising all or some of their rights wholly or partially through electronic communication (online attendance). As part of this, the Management Board is also authorized to determine conditions regarding the extent of and procedures for participating and exercising rights pursuant to the first sentence here in paragraph 3. Any usage of this procedure and the conditions set out for it shall be announced when calling the Annual General Meeting.
- (4) The Management Board is authorized to provide that shareholders may also cast their votes in writing or through electronic communication (absentee vote) without participating in the Annual General Meeting. As part of this, the Management Board is also authorized to determine conditions regarding the procedures pursuant to the first sentence here in paragraph 4. Any usage of this procedure and the conditions set out for it shall be announced when calling the Annual General Meeting.

#### **Article 17**

- (1) Each individual share shall provide one vote.
- (2) The voting right may be exercised by a proxy. The appointment of a proxy, the recall of a proxy, and evidence of the proxy's authorization shall be in text form (BGB § 126b) and communicated to the corporation. A proxy may be recalled by way of the shareholder appearing in person at the Annual General Meeting. The invitation may provide a requirement less strict than text form. AktG § 135 shall remain unaffected.

#### **Article 18**

- (1) The chairperson of the Supervisory Board shall lead the Annual General Meeting. If he or she is prevented from doing so, the Annual General Meeting shall be led by another Supervisory Board member or third party specified by the chairperson of the Supervisory Board. Should the chairperson of the Supervisory Board not make such a specification, a Supervisory Board member or third party shall be elected chairperson of the Meeting by simple majority of the Supervisory Board members present directly before the Annual General Meeting.

- (2) The chairperson of the Meeting shall lead the Annual General Meeting and determine the order of the items of business on the agenda, the order in which votes are cast on motions, and the nature of the voting process.
- (3) The chairperson of the Meeting is authorized to put reasonable time limits on the shareholders' entitlements to questioning and speaking.

#### **Article 19**

- (1) Resolutions shall be passed by simple majority at the Annual General Meeting and, where a majority of voting shares is required, with a simple majority of voting shares unless otherwise required by law or these Articles of Association.
- (2) Resolutions to increase the corporation's capital (AktG § 182) shall be passed by a simple majority of votes cast and by a simple majority of the share capital represented at the time of voting on the resolution.
- (3) The Supervisory Board is authorized to alter the Articles of Association in ways that only affect their wording.

### **VI. Annual Financial Statements and Appropriation of Profit**

#### **Article 20**

The corporation's fiscal year shall be the calendar year.

#### **Article 21**

- (1) The Management Board shall compile the annual financial statements and management's discussion and analysis and, where legally required, the consolidated annual financial statements and consolidated discussion and analysis by the management for the previous fiscal year; the Management Board shall present these documents to the Supervisory Board and auditor without delay. Likewise, the Management Board shall present to the Supervisory Board the proposal it wishes to make at the Annual General Meeting for the appropriation of the net profit.
- (2) If the management and Supervisory Boards approve the annual financial statements, they may keep up to half of the annual net income as retained earnings. They are furthermore authorized to keep further amounts up to 100 percent of the net income as retained earnings if and to the extent that the other retained earnings do not exceed half of the share capital and will not exceed the share capital after the net income is retained.

#### **Article 22**

- (1) The net profit shall be distributed to the shareholders unless another form of appropriation is decided at the Annual General Meeting.
- (2) If new shares are issued, a different dividend entitlement may be defined for them.

END OF THE ARTICLES OF ASSOCIATION