





## Code of Conduct

Status: December 2020

The corporate culture of the Medios Group is shaped throughout the Group by our values of *trust, respect, integrity* and *responsibility*. We conduct ourselves in accordance with rules and laws and take personal responsibility for our actions and omissions. We have summarized the most important standards of our business activities in this Code of Conduct. It serves as the basis for our long-term and sustainable corporate success, as an internal regulation and at the same time as a business card for all stakeholders of Medios AG.

The code of conduct determines every aspect of our daily actions and applies without exception to all employees and third parties acting on behalf of Medios AG and its subsidiaries.



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## Preface

Dear employees,

At this point I would like to thank you on behalf of the entire Executive Board of Medios AG: Not only do you bring valuable contributions to our Company day after day, but you also live our values of *trust*, *respect*, *integrity* and *responsibility* every day. You are thus an essential part of our corporate culture, which has enabled us to become one of the leading Specialty Pharma companies in Germany and to write an extraordinary success story together.

We would like to continue this success story together with you, while maintaining our culture and taking it with us on our further path. We have therefore decided to set out the principles that underpin our corporate culture in this Code of Conduct – to make our convictions visible to all stakeholders. Only if we continue to live our principles and compliance requirements every day, we will maintain the trust of our business partners, shareholders and the public in our Company.

We therefore ask you to continue on this path and to act responsibly at all times. If you have any questions regarding our Code of Conduct or other compliance issues, our Compliance Officers will be happy to assist you at any time.

With warm regards,

Matthias Gärtner

## Vision

### Manage complex diseases more easily

As experts for drug supply and the manufacture of patient-specific therapies including blistering, we cover essential aspects of the supply chain in this complex Specialty Pharma segment. Our business is based on our founding idea, our mission and our vision:

#### Founding Idea

Millions of people worldwide suffer from rare or complex diseases such as cancer, HIV or hepatitis. The high demand for therapies that are individually tailored to the patients' needs poses major problems for health care, because treatment with individualized medicine is usually lengthy and cost intensive.

Against the background of a cost explosion in this segment that is difficult to regulate, the supply of specialized pharmacies, physicians and their seriously ill patients with special pharmaceuticals must be organized nationwide in a highly competent, fast and cost-efficient manner.

#### Mission

Medios builds regional supply networks and increases the cost-effectiveness of complex therapies. Every day we work with heart and soul to be the Specialty Pharma partner for specialized pharmacies and medical specialists.

Together we are Specialty Pharma.

#### Vision

Manage complex diseases more easily.

## Self-Image

### Value Awareness

The basis for the management and our business operations is formed by a multitude of laws and regulations. Compliance with legal, social and ecological rules and standards is a matter of course for us. To ensure this throughout the Company, we regularly train our employees on all important compliance topics and use a wide variety of training formats.

In addition to adhering to the above rules and standards, our entrepreneurship is characterized by values that go far beyond them: *Trust, respect, integrity and responsibility.*

Furthermore, we behave fairly and respectfully towards each other as well as towards third parties and are transparent and reliable. With regard to management behavior, we expect comprehensible communication throughout the Group and aim to promote collaborative intelligence.

In the present Code of Conduct, we make this self-image part of our compliance. The Code of Conduct of Medios AG applies to the Executive Board, Supervisory Board, Management and employees throughout the Group. We also expect our business partners to adhere to the applicable laws, regulations, industry guidelines, contractual terms and conditions, as well as to respect human rights and high sustainability standards.

## Matter of Course

### Ethics

When our stakeholders are doing well, we as a group of companies are doing well. This is the motto we use to shape all our business and employment relationships. We explain the cornerstones of our ethics and our sustainable claim on the following pages.



## 1. Corporate Culture

The basis of the corporate culture of the Medios Group is the consistent compliance with legal, social and ecological rules and standards as well as ethical principles by all employees of the Company including the management, the Executive Board and the Supervisory Board. At all levels of the Company, we also act and decide according to our internal business ethics principles. These include treating customers, suppliers and employees with respect, actively avoiding conflicts of interest, preventing and actively punishing corruption, handling information and personal data with care, observing the duty of confidentiality with regard to Company and business data, zero tolerance of discrimination of any kind and environmentally friendly action.

## 2. Compliance

Treating our customers, suppliers and each other with respect is just as much a matter of course for us as we are environmentally aware of limited resources. We refrain from actions that could result in a conflict of interest, without prejudice to their classification as unlawful actions. We are transparent in our dealings with third-party grants. Corruption is a taboo for us and is actively punished. In handling information and personal data, we maintain the principle of confidentiality and strictly observe our duty of secrecy with regard to all Company and business data. We actively oppose all forms of discrimination, violence and defamation.

## 3. Dealing with Business Partner

The Medios Group maintains fair dealings with customers, suppliers, business partners, competitors and other third parties. We compete in a fair way because we firmly believe that everyone benefits from a competitive market. We do not gain market share through unfair or anti-competitive practices, but through our outstanding performance.

We choose our suppliers carefully. For a successful business activity, we need raw materials, packaging materials etc. from reliable suppliers with whom we work in partnership. We also encourage them to behave lawfully and fairly and to consider sustainable aspects in their procurement – as far as possible.

We also select our suppliers and contractors in fair and transparent processes and regularly review our existing business relationships with regard to defined sustainability criteria.

Medios does not tolerate misconduct such as corruption, unfair competition, violation of environmental regulations or undignified working conditions. Any violations will be consistently investigated.

## 4. Equality of Opportunity and Diversity

Diversity is one of our greatest potentials. With the individual skills of our employees we develop new, innovative and creative solutions together.

To ensure equal opportunities, we do not tolerate any exclusion of employees. We therefore at no time accept discrimination against people on the basis of their gender, cultural or national origin, religion, ideology, sexual orientation or identity, on account of disabilities or age.

## 5. Human Rights

Medios AG respects human rights as defined by the United Nations in their "Universal Declaration of Human Rights". This respect determines our dealings with each other and with our partners throughout the entire supply chain. We strive to ensure that our business activities do not have a negative impact on the protection of human rights, and we always examine how we can positively influence respect for these rights.



The United Nations Global Compact is one of the world's most important initiatives for responsible Corporate Governance. We are currently planning to join this initiative and, once we have been accepted, will report continuously on the measures we are taking to implement the principles defined in the UN Global Compact in the areas of *human rights, labor standards, environmental protection* and *anti-corruption*.

## 6. Sustainability

The Medios Group bears responsibility both for its stakeholders and for future generations. Ensuring social, economic and ecological sustainability is therefore a high priority for our corporate activities.

### Social Sustainability

As part of society, we want to make a contribution to it. To this end, we intensively examine the effects of our business activities on society and the people around us. In particular, we promote the well-being of people by contributing to high-quality, nationwide pharmaceutical care.

### Ecological Sustainability

We are aware that our business activities require the use of energy and natural resources – e.g. by using a wide variety of raw materials, manufacturing highly specialized products, using production facilities and transporting pharmaceuticals. We therefore use energy and resources such as water and natural raw materials as sparingly as possible and optimize processes to conserve resources whenever we recognize potential.

## Basics

### Compliance

The Medios Group complies with all applicable rights and laws without restrictions. Adherence to applicable laws as well as internal regulations and binding voluntary commitments is part of our compliance. Compliance violations are recorded and – if necessary – sanctioned. The main compliance requirements are summarized in this Code of Conduct.

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## 1. Multiple-Eyes Principle

The Medios Group promotes a strong sense of personal responsibility among its employees and at the same time relies on the principle of multiple eyes. As part of their personal responsibility, we support our employees in making risky decisions by critically examining whether it is appropriate to involve other employees. In this way, our competencies complement each other and the risk of wrong decisions and the possibility of abuse can be reduced to a minimum. In addition, for many constellations it is internally stipulated that decisions of considerable legal, economic or actual significance must be made by at least two people.

## 2. Ban on Corruption

Medios rejects any form of corrupt business behavior. Active and passive bribery, embezzlement, theft, fraud and the granting of unfair advantages are not tolerated by the Medios Group. We do not bribe and are not corrupt and do not derive any advantage from our business activities, apart from the remuneration paid by the Company. We also refrain from granting or promising to grant advantages to competitors, consultants, customers, suppliers, service providers or other business partners of the Medios Group. Within the framework of market practice and to the extent permitted by law, the Compliance Officer may allow exceptions in justified individual cases.

## 3. Taxes

The Medios Group complies with the applicable tax regulations. Structures, workflows and facts are aligned and controlled in such a way that the basic conditions for tax-correct behavior and action are given and at the same time sensitivity for tax-relevant facts is developed. In order to support the adherence to deadlines and thus to avoid late payment surcharges (§ 152 AO), late payment surcharges (§ 240 AO) or, in individual cases, estimates (§ 162 AO), we have established various mechanisms to monitor adherence to deadlines. Complicated, disputable or incomplete facts are identified at an early stage and assessed for tax purposes.

## 4. Prevention of Money Laundering

The Medios Group complies with all regulations for the prevention of money laundering and terrorist financing. Thus, all payments to and from the Medios Group in cash are prohibited – except in minor cases. Furthermore, payments must be structured in such a way that they are compatible with tax law as well as the regulations on the prevention of money laundering and corruption.

## 5. Fair Competition

For the Medios Group, fair competition begins with fair treatment of all stakeholders. All employees are obliged to strictly adhere to the requirements of antitrust law and the corresponding internal rules. For us, fair competition also includes compliance with the requirements of labor and social law as well as fair and performance-related compensation of employees and suppliers.

## 6. Protection of Company Property

The employees of the Medios Group maintain a prudent and appropriate handling of Company property. Irrespective of whether it is physical, monetary or intellectual property of our company, it may only be used in the interests of the Company. The use of technical equipment may, under certain conditions, also be for private purposes. We define the term intellectual property broadly. This includes inventions, patents and trademarks as well as certain confidential business-related information and innovations.

## 7. Privacy

The Medios Group respects the individuality and self-determination of each person. This respect obliges us to protect the personal data entrusted to us with appropriate care. To this end, we implement all data protection regulations. Thus, we use the data exclusively for the intended and authorized purposes and take the rights of the data owner into account at all times without restriction.

We are transparent in the processing of data and protect it from possible misuse by responsibly adhering to the security measures required by law. In doing so, we follow the principles of legality, transparency, proportionality and data economy.

## 8. Confidentiality

The Medios Group treats non-public information with the strictest confidentiality. We do not pass on information that could influence the share price of Medios AG and is not publicly known without permission and protect it from unauthorized access. As a listed stock corporation, we are committed to fair and sustainable securities trading. We do not use insider information to our advantage, i.e. we do not buy, sell or recommend shares of Medios AG with this knowledge.

In order to protect the confidentiality of insider information and other non-public information concerning our Company or customers, suppliers and business partners, our employment contracts contain appropriate provisions. Confidential information is classified and marked as such.

## 9. Capital Market Compliance

As a capital market-oriented Company, the confidence of shareholders and investors is of particular importance for the Medios Group. We treat all investors equally. In addition to the reporting system required by law and the stock exchange, we maintain extensive investor relations activities. One focus of our capital market compliance is the confidential and at the same time transparent handling of insider information: This information is never disclosed unlawfully and always promptly in accordance with legal requirements and exclusively through the channels provided for this purpose. Other important media for communication with our shareholders are the annual ordinary and, if necessary, extraordinary General Meetings.

## 10. Reporting Integrity

For the Medios Group, proper financial reporting is not limited to the auditor's certificate. That's why our reporting does not just start in the finance department. All employees are trained to ensure that every circumstance relevant to accounting is fully and correctly documented and passed on. In addition, it must be ensured that the accounts and the associated documents completely and accurately reflect all business transactions and that the balance sheet amounts correspond to the principles of proper accounting and are therefore correct.

## 11. Conflicts of Interest

The Medios Group addresses conflicts of interest where they usually arise. Conflicts of interest regularly arise when private and business interests merge. Our employees must therefore notify Medios AG of any sideline activities, including those of a charitable or voluntary nature. We must also be made aware of financial interests in competitors, business partners or other companies with a connection to the Medios Group. Furthermore, our employees are required to inform us about business or personnel decisions involving certain relatives or other related parties.

## 12. Whistleblowing

The Medios Group maintains a whistleblower system. Every employee is obliged to report compliance violations to the Compliance Officer without delay. Alternatively, our anonymous whistleblower system can be used. With the exception of improper reports, it is ensured that the informant does not suffer any disadvantages from his report. We will follow up on all reports without exception.

## 13. Violations of the Code of Conduct

The code of conduct of the Medios Group is part of all employment relationships. Therefore, if necessary, violations of it are sanctioned with disciplinary measures under labor law or claims for damages - always applying the principle of sound judgment.

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## Policies

### Internal Rules and Regulations

Germany is a country with a high density of regulations, so that in most cases the legislator already ensures fair competition. Some issues are of particular importance to us. Here we apply stricter standards that go beyond the demands of the legislator. We hereby make the corresponding codes available.

Observance of the following guidelines does not release the user from the obligation to comply with the law. All legal regulations apply additionally.

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## **1. Dealing with Grants**

### **1.1. Gifts and Invitations**

Gifts to and invitations from employees, business partners or public officials form the focus of the customary benefits. From the perspective of the legislator, these benefits also include reduced purchasing conditions, discounts, refunds, "handling fees", "storage allowances", so-called "loyalty bonuses", etc.

In principle, the entire Medios Group believes that the granting or acceptance of such benefits is only permitted if the amount and reason for the benefits are appropriate and they are not offered in return for preferential treatment, e.g. by the business partner, in competition with others. In particular, the acceptance of an appropriate benefit must neither influence the employee's decision making nor give the impression that the benefit influences the decision making. Therefore, especially those benefits which are in a close temporal connection to the decision making are to be omitted.

The appropriateness of the amount depends primarily on the financial value of the grant, the function and position of the recipient, the timing of negotiation and decision-making processes and business practices.

Exceptions to this rule are only possible if there is a factual reason. In this case, the employee must obtain the approval of the Compliance Officer in advance and document the factual reason in writing.

### **1.2. Dealing with Hospitality and Business Meals**

The following additional regulations apply to the hospitality of members of expert circles:

Employees may invite customers to business meals if this does not imply any intention to favor the Company over its competitors.

The invitation may not exceed an entertainment value of €60.00 per person and day.

For invitations where it is foreseeable that the value of €60.00 per person will be exceeded, the prior consent of the superior must be obtained.

An invitation, with which the value of €60.00 was exceeded, although this was not foreseeable in the apron, is to be indicated to the superior immediately and examined by this for a subsequent permission. In cases of doubt, the supervisor must obtain approval from the Compliance Officer.

Employees of the Medios Group are prohibited from requesting invitations to a business dinner from business partners.

### **1.3. Cooperation with Expert Circles**

The cooperation with pharmacists and, if necessary, other members of the professional community and their institutions is of particular importance to the Medios Group. At the interfaces between entrepreneurial action and the medically indicated use of the products, Medios will always structure the cooperation in such a way that there is no impression created that the cooperation endangers the neutrality and independence of the parties involved. The principles of separation, transparency, equivalence and documentation must be observed. This means that it is not permitted to unfairly influence any therapy, prescription or procurement decisions of the above-mentioned business partners, to grant unilateral advantages for this purpose without consideration or to create incentives for this. In particular, any action that violates the provisions of the German Penal Code, the German Drug Advertising Act, the German Pharmacy Act or the German Unfair Competition Act is considered unfair.

## **1.4. Dealing with Advertising Allowances**

It is only permissible for employees of Medios AG to grant benefits or other advertising gifts (goods or services) to the service providers or to accept those from them if these are items of low value (maximum €1.50) and they are identified by a permanent and clearly visible designation of the advertiser or the advertised product.

Gifts or advertising gifts for prescription drugs are only permitted to the extent that is granted within the framework of the price regulations of the AMPPreisV (Arzneimittelpreisverordnung) (drug price regulation). This means that discounts on pharmacy purchase prices may not exceed the amount of the permissible wholesale surcharges.

## **2. Dealing with Donations**

Donations by Medios AG to institutions, organizations or associations made up of members of health care providers may only be made under the conditions that they comply with legal requirements and serve the purposes of the health care system or comparable purposes. We donate voluntarily and without consideration.

In addition, donations are properly documented at Medios, and this documentation is kept for a period of at least ten years after termination of the contractual relationship and may not be misused as an incentive to influence therapy, prescription and procurement decisions.

Donations to individuals of expert circles or pharmacies are considered inadmissible and are not granted by Medios AG. Furthermore, donations to political parties are explicitly prohibited. Donation-like payments, i.e. payments that are only apparently granted as remuneration for a service, but whose value clearly exceeds that of the service, are also inadmissible at Medios. All donations require the prior approval of the supervisor, who must inform the Compliance Officer in case of doubt.



## Drug Safety

The companies Medios Individual GmbH and Medios Manufaktur GmbH as well as Kölsche Blister GmbH as manufacturing companies with a manufacturing license according to § 13 AMG are subject to the guidelines for quality assurance of the production processes and the production environment – the so-called GMP guidelines (GMP = Good Manufacturing Practice).

Medios Pharma, as a pharmaceutical wholesaler with a license to trade with drugs according to § 52a AMG, is subject to the GDP guidelines (GDP = Good Distribution Practices).

These guidelines are meticulously implemented by Medios in the form of a quality assurance system using risk management for the respective areas of production and trade and are monitored by the authorities through regular inspections. In addition, the implementation of the process guidelines is checked in self-inspections and continuously optimized.

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