M1 Kliniken AG

ANNUAL REPORT 2025

M1 KLINIKEN AG KEY FIGURES

Statement of comprehensive income according to IFRS (in kEUR)

	fiscal year 2025	fiscal year 2024
Sales	364,299	339,184
EBT	34,063	26,299
Net profit	24,100	17,792

Balance sheet according to IFRS (in kEUR)

	fiscal year 2025	fiscal year 2024
Short-term assets	89,334	83,555
Long-term assets	99,954	104,320
Total assets	**189,288**	**187,875**
Short-term liabilities	31,681	43,755
Long-term liabilities	7,596	9,900
Equity	150,011	134,220
Total liabilities and equity	**189,288**	**187,875**

Shares

Share class	Bearer shares
Number of shares	19,643,403
WKN / ISIN	A0STSQ / DE000A0STSQ8
Ticker symbol	M12
Trading places	Frankfurt, Xetra, Dusseldorf, Stuttgart, Berlin, Hanover, Hamburg, Munich, Tradegate, gettix, Quotrix
Market segment	Open Market at the Stock Exchange Frankfurt
Designated Sponsor, Listing Partner	mwb fairtrade
Coverage	Bankhaus Metzler, M.M. Warburg & Co., First Berlin, Hauck Aufhäuser Lampe Privatbank AG
Market capitalization	EUR 373.2 mn (as of 31.12.2025 – Xetra, previous year EUR 326.1 mn)

XETRA
Stock development
of the M1 Kliniken AG share

as of
31.12.2025
(Xetra)

EUR 19.00

CONTENT

Dear Shareholders,
Ladies and Gentlemen,

The 2025 financial year was an exceptionally successful one for M1 Kliniken AG. We significantly strengthened our earnings power, noticeably improved profitability and, at the same time, set an important strategic course for the coming years.

Consolidated revenue rose by 7.4% to EUR 364.3 million (prev. year: EUR 339.2 million). EBITDA improved from EUR 32.0 million to EUR 39.4 million, whilst the EBITDA margin rose to 10.8% (prev. year: 9.4%) – the result of consistently implemented efficiency measures. Operating profit (EBIT) reached EUR 34.6 million (+29.2%), whilst net profit for the year grew by 35.5% to EUR 24.1 million. Earnings per share increased by 38% to EUR 1.19.

In the core Beauty segment, revenue rose by over 11% to EUR 102.0 million (prev. year: EUR 91.7 million), thus exceeding the EUR 100 million mark for the first time. The EBIT margin increased once again to around 28%, whilst EBIT grew by over 41% to EUR 28.3 million (prev. year: EUR 20.0 million). This development underscores the sustainable strength and scalability of our core medical aesthetics business.

The trading segment generated stable revenue of EUR 262.3 million (prev. year: EUR 247.4 million). EBIT, at EUR 6.2 million, was slightly below the previous year's level of EUR 6.7 million.

The balance sheet structure remains exceptionally sound: the equity ratio rose to 79.3% as at 31 December 2025 (prev. year: 71.4%), underlining the financial independence of M1 Kliniken AG.

Operating cash flow amounted to EUR 37.9 million (prev. year: EUR 30.5 million), whilst free cash flow rose to EUR 34.4 million (prev. year: EUR 24.9 million). Of these funds, EUR 9.3 million was used for dividend payments (prev. year: EUR 9.3 million).

As part of a systematic profitability review of our overseas sites, we closed three sites each in the United Kingdom and Australia during the 2025 financial year in order to concentrate activities in these markets on the most profitable units and to drive forward the brand development of M1 Kliniken AG in a targeted manner.

At the same time, we further expanded our presence in the fast-growing Hungarian market with an additional specialist centre in Budapest. At the end of the year, the clinic network comprised 58 sites across ten countries.

A strategic milestone was achieved after the balance sheet date: the sale of HAEMATO Pharm GmbH by our majority-owned subsidiary HAEMATO AG (85%) to the PHOENIX group was successfully completed with effect from 31 January 2026, after all conditions precedent, including antitrust approvals, had been met. With this step, M1 Kliniken AG is sharpening its profile as a world-leading, vertically integrated pure-play provider of medical aesthetics and is consistently pursuing its strategic focus.

Geopolitical developments such as US trade policy or the war in Ukraine did not have a noticeable impact on our business activities, as we do not maintain any relevant locations or critical supply relationships in the affected regions.

For the 2026 financial year, we plan to continue profitable growth through national and international expansion. With clearly defined markets, an established brand profile and a high-performance platform, M1 Kliniken AG is excellently positioned for the next stages of growth. In the medium term, we are aiming for annual revenue of EUR 200 to 300 million in our core 'Beauty' segment, with an EBIT margin of at least 20%.

In light of this positive performance, the Management Board and Supervisory Board are proposing a dividend of EUR 1.20 per share to the Annual General Meeting.

Our thanks go to our employees, whose commitment and professional excellence make the success of M1 Kliniken AG possible day after day. We would like to thank you, dear shareholders, for the trust you have placed in us. We look forward to shaping the next phase of growth for M1 Kliniken AG together with you.

Berlin, May 2026

Attila Strauss
(Management Board)

Katharina Zimmnau
(Management Board)

2 SUPERVISORY BOARD REPORT

Monitoring and cooperation with the Management Board

In the 2025 financial year, the Supervisory Board of M1 Kliniken AG performed the duties incumbent upon it under the law and the Articles of Association with great diligence. The Supervisory Board advised the Management Board in its activities. The Supervisory Board was involved directly and at an early stage by the Management Board in all decisions of fundamental importance to the company. The Management Board regularly provided the Supervisory Board with timely and comprehensive information, verbally, by telephone and in writing, regarding the course of business, the financial position of the company and the Group, significant business transactions, corporate planning including matters of business policy and risk management, the development of costs and earnings, liquidity and investment measures. The Supervisory Board was able to satisfy itself as to the proper conduct of the management. No thematic committees were formed within the Supervisory Board.

Meetings, consultations and resolutions

The Supervisory Board held five ordinary meetings in the 2025 financial year. All meetings were quorate. The following topics, among others, were the focus of the meetings:

19.02.2025
- Share price performance, research, organisational development and optimisation of the cost structure
- Operational highlights and the development of the M1 specialist centres, discussion of the Executive Board's statements regarding the planned closure of sites in Australia and the UK
- Development of the mail-order pharmacy
- Quarterly figures As of 30 September 2024
- Schedule of upcoming meetings and annual audit

07.05.2025
- Discussion of the audited annual financial statements for 2024 and other documents pursuant to Section 170 of the German Stock Corporation Act
- Resolution on the approval of the 2024 annual and consolidated financial statements for 2024
- Discussion and resolution on the proposal to the Annual General Meeting of M1 Kliniken AG regarding the appropriation of profits for the 2024 financial year
- Discussion of the Management Board's report on relations with affiliated companies for the financial year 2024 and the auditor's report
- Discussion and adoption of the Supervisory Board's report to the Annual General Meeting for the financial year 2024
- Resolution on the agenda for the Annual General Meeting on 16 July 2025, including a proposal for the appointment of the auditor for the financial year 2025

14.07.2025
- Preliminary meeting ahead of the Annual General Meeting on 15 July 2025

22.10.2025
- Share price performance and research
- Operational highlights and development of the M1 specialist centres; discussion of the Management Board's report on the status of interest from private equity firms in acquiring the beauty business. No concrete results have yet been achieved.
- Explanation of the half-year figures As of 30 June 2025 and key figures
- Explanations regarding the sale of HAEMATO PHARM GmbH and Dr. Holz Pharmaservice GmbH
- Update on the financial calendar

10.12.2025
- Share price performance and research
- Operational highlights, efficiency improvements and development of the M1 specialist centres
- Explanations regarding the sale of HAEMATO PHARM GmbH and Dr. Holz Pharmaservice GmbH
- Explanation of the figures for the third quarter of 2025
- Resolution on the appointment of Ms Katharina Zimmnau as a new member of the Executive Board

In addition, all meetings discussed the company's situation, in particular the changes, measures and consequences relating to the Ukraine crisis and rising inflation, strategic development and its operational implementation, the current competitive, organisational and personnel situation, investment planning, as well as the company's annual report and interim report. Further informal meetings and telephone conferences were also held between the Supervisory Board and the Management Board for this purpose, which were used as an opportunity to discuss rapidly changing business policy developments and strategic options.

Annual financial statements

The Supervisory Board satisfied itself as to the proper conduct of the management. The annual financial statements, the consolidated financial statements and the group management report of M1 Kliniken AG for the financial year ending 31 December 2025, including the accounting records, were audited by wetreu NTRG Norddeutsche Treuhand- und Revisions-Gesellschaft mbH, Kiel, and have been issued with an unqualified audit opinion.

The annual financial statements, the consolidated financial statements and the group management report of M1 Kliniken AG, the proposal for the appropriation of retained earnings and the auditor's reports were distributed to each member of the Supervisory Board in good time prior to the financial statements meeting. At the Supervisory Board meeting on 6 May 2026, the auditor reported on the key findings of his audit and was available to answer questions from the members of the Supervisory Board. We have, for our part, audited the annual financial statements and the consolidated financial statements prepared by the Management Board. At the annual General Meeting on 12 May 2026, we took note of and approved the annual financial statements and the consolidated financial statements prepared by the Management Board, and following our own audit of the annual financial statements, the consolidated financial statements and the proposal for the appropriation of retained earnings, we raise no objections.

We have also reviewed the Executive Board's proposal to pay an unchanged dividend of EUR 1.20 per dividend-bearing share from the retained earnings and to carry forward the remaining retained earnings to new account. We consider this proposal to be appropriate and therefore endorse it.

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Management Board on the basis of its own review. The annual financial statements are thus adopted.

Dependency report

M1 Kliniken AG prepared a dependency report in accordance with Section 312 of the German Stock Corporation Act (AktG) for its financial year ending 31 December 2025.

The Dependency Report was audited by wetreu NTRG Norddeutsche Treuhand- und Revisions-Gesellschaft mbH, Kiel, the auditor appointed by the Annual General Meeting, in accordance with Section 313(1) of the German Stock Corporation Act (AktG). The auditor has issued a separate written report on the results of the audit. As no objections were raised against the Management Board's report, the audit opinion was issued on 6 May 2026 in accordance with Section 313(3) of the German Stock Corporation Act (AktG).

At the Supervisory Board meeting on 6 May 2026, the auditor reported on the results of his audit and confirmed that the factual information in the related-party report is correct, that in the legal transactions listed in the report the consideration provided by the company was not unreasonably high or that any disadvantages had been offset, and that in the measures listed in the report there are no circumstances that would warrant an assessment significantly different from that of the Management Board.

The dependency report was submitted to the Supervisory Board for review in good time prior to the balance sheet meeting in accordance with Section 314 of the German Stock Corporation Act (AktG). At its meeting on 12 May 2026, the Supervisory Board comprehensively reviewed the dependency report for completeness and accuracy. The Supervisory Board concluded that no objections were to be raised against the Management Board's statement at the end of the report on relations with affiliated companies and approved the dependency report.

Members of the Supervisory Board

During the period from 1 January 2025 to 31 December 2025, the Supervisory Board consisted of the following members: Mr Uwe Zimdars (Chairman), Prof. Dr Dirk Hempel (Deputy Chairman) and Prof. Dr Dr Sabine Meck (Member).

Other

The Supervisory Board would like to thank the Management Board and all employees for their outstanding achievements in delivering the results and further expanding the Group. The Supervisory Board looks forward to continuing this successful collaboration.

Berlin, 12 May 2026

Zimdars

Uwe Zimdars
(Chairman of the Supervisory Board)

3 GROUP MANAGEMENT REPORT

3.1 COMPANY PROFILE

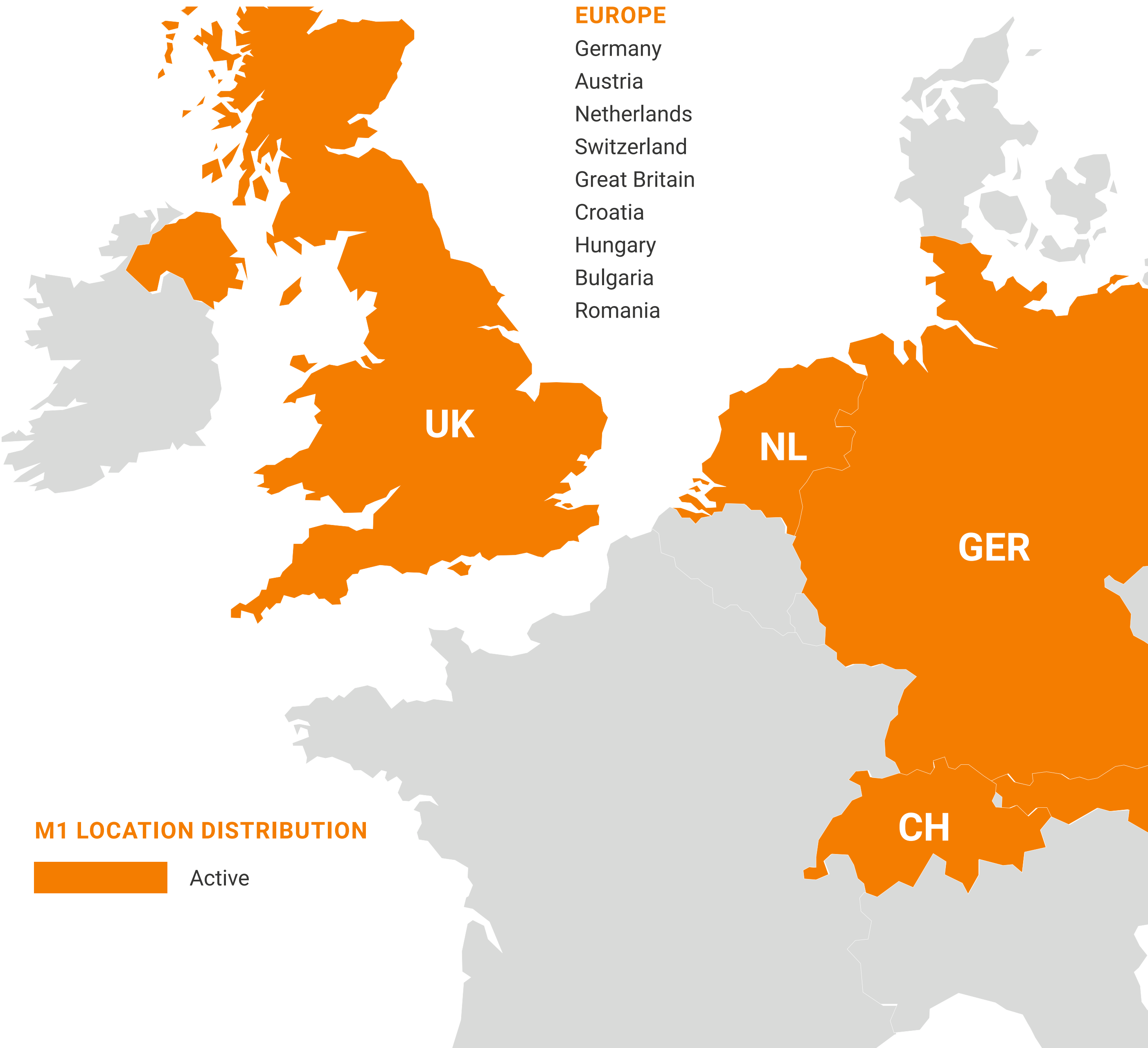
Guided by our guiding principle of “cutting-edge medicine through specialisation” and driven by steady growth, we have steadily developed over recent years into the leading provider of healthcare services in the field of aesthetic medicine, as well as the distribution of pharmaceuticals and medical devices in the “Specialty Pharma” and “Aesthetic Medicine” sectors.

The business model of M1 Kliniken AG is based on **two fields of activity** ("segments"):

In the **"Beauty"** segment, M1 focuses its activities on medical-aesthetic beauty treatments and surgeries as well as the operation and provision of medical infrastructures for partner companies.

In the **"Trade"** segment, the Group sells pharmaceuticals and medical products in the cost-intensive therapeutic areas of oncology, HIV/AIDS, neurology, rheumatology, other chronic diseases and aesthetic medicine.

The Group does not conduct its own research activities. On the other hand, the Group is active in the development and approval of treatment products in order to be able to comprehensively serve the value chain in the provision of medical-aesthetic treatments with (its own) products and services in the long term.



3.2 ORGANISATION AND BUSINESS SEGMENTS

Within the “Beauty” business segment, M1 operates a private clinic for plastic and aesthetic surgery (Schlossklinik in Berlin-Köpenick), specialist medical centres for aesthetic and plastic medicine at locations throughout Germany and abroad, and manages the supply of products to these centres. Under the “M1 Med Beauty” brand, the network of centres comprised a total of 58 specialist centres at the end of 2025 (prev. year: 63), of which 42 are located in Germany (prev. year: 42). In these specialist centres, the doctors working there provide a focused range of aesthetic medical treatments of the highest quality and at attractive prices. In the 2025 financial year, M1 Kliniken AG decided to review loss-making locations abroad and assess them in terms of their profitability and prospects for a positive future. Based on this analysis, it was decided to close three locations each in the United Kingdom and Australia and to concentrate activities on the most profitable units in these markets in order to further develop the M1 Group’s brand awareness from there in a targeted manner. At the same time, the Group’s presence in existing core markets is being further strengthened. In this context, an additional specialist centre has been opened in Budapest (Hungary). In Berlin, M1 operates a specialist surgical clinic (private clinic under Section 30 of the German Trade Regulation Act) – one of the largest and most modern facilities of its kind in Europe. The number of customers who appreciate this attractive range of services is growing steadily.

In a second segment, “Trade“, the Group distributes EU original medicines as parallel imports and re-imports, generics and biosimilars, as well as other medical devices. This involves the distribution of off-patent and patent-protected medicines in growth markets for high-value specialist pharmaceuticals in the therapeutic areas of HIV and oncology, as well as in the fields of rheumatology, neurology, cardiovascular diseases and narcotics. In the medical devices sector, the HAEMATO Group focuses on high-quality aesthetic medicine products for doctors, pharmacists and wholesalers.

In connection with aesthetic medical treatments, we are also constantly gaining extensive product experience. In our “Trade“ business segment, we draw on this product expertise for product selection and development with a view to marketing branded products to doctors, pharmacies and wholesalers. Building on this, we launched a range of cosmetic products under the brand name “M1 Select“ in 2018.

AUSTRALIA

3.3 ECONOMIC REPORT

3.3.1 Economic and industry-specific conditions

a) General economic conditions

Germany remained the core market for the Group's business activities in the past financial year, although the international markets in which the Group operates will also become increasingly important in the coming years. Expansion continued in the past financial year with the opening of the second M1 specialist centre in Budapest (Hungary). Currently, however, the strategic focus is more on increasing capacity utilisation at existing sites by recruiting additional doctors, as this will achieve further economies of scale in fixed costs.

For 2026, global economic growth is forecast at around 3.1 per cent year-on-year.[1]

Global production continued to expand significantly throughout 2025, despite the enormous economic uncertainty triggered by the US government; it is likely to have risen by 3.4 per cent on average for the year, as in the previous year. Although the pace of expansion slowed significantly in the fourth quarter (Figure 1), this was primarily due to a temporary slowdown in the United States, which was largely attributable to the government shutdown in October and November. Indicators for the first quarter continued to point to robust global economic expansion right up to the end.[2]

Figure 1

In advanced economies, aggregate economic output grew at a moderate pace in the fourth quarter. Gross domestic product in the G7 countries expanded at a rate of just 0.25 per cent in the fourth quarter, a significant slowdown. This was largely due to the impact of the longest government shutdown in US history, which led to a sharp decline in federal government consumption. However, growth momentum in the other major industrialised countries was also weak. Growth in aggregate output in the euro area edged down slightly to 0.2 per cent, and the UK economy grew by a mere 0.1 per cent once again. Finally, in Japan, growth was also little more than stagnation; at least gross domestic product did not decline as it had in the previous quarter. The available indicators for the first two months of the year suggested an acceleration in economic expansion in the advanced economies. For instance, the Purchasing Managers' Indices in Japan and the United Kingdom improved markedly, whilst in the United States and the euro area they remained firmly in expansionary territory.[3]

Global trade in goods grew strongly in 2025 despite US tariff policies. On an annual average for 2025, it grew by 4.4 per cent, a significantly stronger increase than in 2024 (2.5 per cent). The sharp rise at the start of the year, which was largely attributable to the United States bringing forward purchases in anticipation of new US tariffs, has hardly been corrected since the tariffs were introduced. Although US imports declined noticeably at times, trade between other countries, particularly in the Asian region, expanded significantly. However, there are indications that the additional tariffs, which varied considerably from country to country at times, led to a diversion of trade that has statistically inflated global trade figures (Gern et al. 2025). Furthermore, Asian countries are benefiting particularly from the global AI boom. In the United States, too, imports of IT equipment continued to rise unabated over the course of the year, especially as these are generally exempt from the additional tariffs. According to WTO estimates, the contribution of this product group to the growth of world trade in the first half of 2025 amounts to almost half (WTO 2025).[4]

On 20 February, the Supreme Court of the United States ruled that the tariffs imposed under the International Emergency Economic Powers Act (IEEPA) were unlawful, as they fall within the remit of Congress. This applies in particular to the flat-rate tariffs of varying amounts imposed on 2 April 2025 – known as 'Liberation Day' – on different countries, and to the so-called fentanyl tariffs imposed on China, Canada and Mexico. The decision does not affect sector-specific tariffs introduced on a different legal basis, such as those on steel, aluminium and cars. Nevertheless, the decision has annulled tariffs accounting for 60 per cent of the tariff revenue collected since Donald Trump took office in 2025. The US government responded to the decision by introducing flat-rate tariffs under a different legal provision, which allows the President to impose tariffs of up to 15 per cent for a maximum period of 150 days without congressional approval. Initially, a uniform tariff rate of 10 per cent was set for all countries. As a result, the average tariff level for US imports falls from 13.8 per cent to 10 per cent (York and Durante 2026). The macroeconomic effects of such a change are, on balance, positive in themselves, not least for the United States, which ultimately bears by far the largest share of the tariff burden (Hinz et al. 2026). However, the relative position of individual countries in the competition for the US market changes: under the new rules, tariffs fall particularly sharply for countries that were previously subject to particularly high tariff rates, such as India, Brazil and, not least, China. In contrast, tariffs for other countries hardly decrease at all. These include, for example, the European Union and the United Kingdom, whose relative competitive position has thus deteriorated. Furthermore, uncertainty regarding the future trade framework has increased once again. It remains to be seen what will happen after the tariff period expires in mid-June, especially as the latest transitional tariffs are already being challenged in court. It is questionable whether other justifications for tariffs can be found or additional sectoral tariffs imposed to compensate for the considerable shortfall in revenue currently being incurred by the US Treasury. Finally, the bilateral trade agreements now concluded with a number of countries, including the EU, will likely need to be revised to take account of the new regime.[5]

The German economy is tentatively regaining its footing. The main impetus will come from expansionary fiscal policy. However, a broad-based, robust recovery remains out of reach, as the structural problems – manifested in a significant loss of competitiveness – continue to act as a brake. The general economic picture has hardly changed since our winter forecast until the outbreak of the Iran war. Thus, the nearly four-year period of weakness is now gradually giving way to a moderate phase of expansion, which is largely due to expansionary fiscal policy. Without the impetus provided by this, the momentum would be so modest that there can still be no talk of a self-sustaining upturn. Although business investment is also on an upward trend during the forecast period, the growth rates are very modest compared with previous upturns. Private investment in equipment, in particular, is lacklustre and, by the end of the forecast period, will barely exceed the level it had already reached twenty years ago. Housing construction is also likely to pick up again after a long slump, though it will only make up a fraction of the losses from the past five years over the forecast period. Whilst private consumption is likely to lose some momentum, government consumption expenditure continues to expand strongly. Foreign trade, by contrast, will provide little impetus. Although the tariff environment has hardly changed for the time being, despite the latest decisions in the United States, uncertainty in this regard remains considerable.[6]

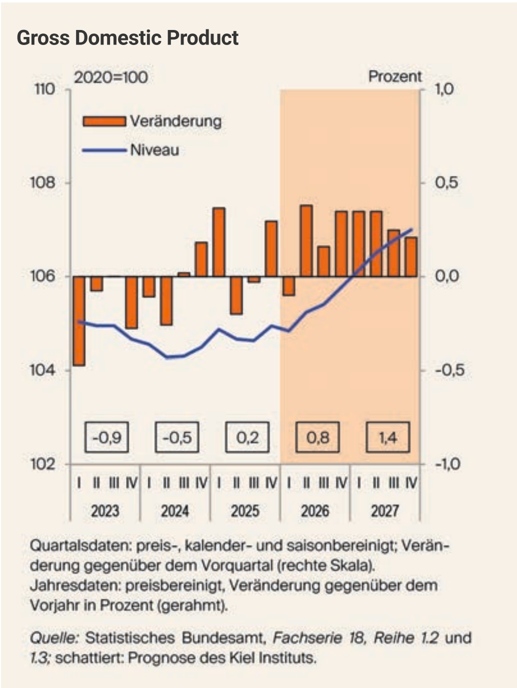


Figure 2

b) Industry-specific conditions

“Beauty“ segment

The global beauty market remained a growth market in 2024 (more recent data is not available), with growth seen in both surgical and non-surgical procedures.

Based on figures from ISAPS, the global trade association for plastic surgeons, for the year 2024, the total number of aesthetic surgical procedures rose by 3.5% compared with 2023 to 17.52 million (prev. year +5.5%) and the number of non-surgical aesthetic procedures by 1.2% (prev. year +1.7%). Over the last four years, according to ISAPS, surgical procedures rose by 46.3% and non-surgical procedures by 39.6%.[7]

In the surgical sector, eyelid surgery was the most common surgical procedure for the first time in 2024, with 2.1 million procedures (+13.4%), thereby replacing liposuction, followed by liposuction, breast augmentation, scar revision and rhinoplasty. However, the surgical procedures liposuction and breast augmentation declined by -12.6% (prev. year -2.9%) and -17.5% (prev. year -13.0%) respectively.[8]

Among non-surgical procedures, the most popular treatment, “botulinum toxin injections”, continued to decline by -17.4% (prev. year -3.7%), whilst the second most popular treatment, “hyaluronic acid injections”, continued to rise by +5.2% (prev. year +29.1%). Looking at the last four-year period, there has been an increase of +56.4% for hyaluronic acid and +26.9% for botulinum toxin.[9]

In Germany, liposuction was once again the frontrunner in 2024 with around 111,700 procedures (+17.8%). In second place among the most popular procedures was eyelid correction with around 78,400 procedures (+12.5%), followed by breast augmentation with around 70,100 procedures (+11.2%).[10]

Among non-surgical procedures in Germany, the most popular treatment, ‘botulinum toxin injections’, has seen a decline of 14.3% (previous year: +43.6%) following exceptional growth in the previous year. The second most popular treatment, “hyaluronic acid injections”, also fell by 22.5% (previous year: +45.7%).[11]

“Trading“ segment

Four sectors dominate industry in Germany: the automotive sector (turnover in 2024: EUR 542 billion), mechanical engineering (turnover in 2024: EUR 254 billion), electrical engineering and the electrical industry (turnover in 2024: EUR 220 billion) and the chemical and pharmaceutical industry (turnover in 2024: EUR 223 billion). The pharmaceutical industry is an important part of the chemical industry. The largest segment of the chemical industry’s turnover in 2024 was generated by pharmaceutical products. The sector is one of the most productive and research-intensive economic sectors in Germany.[12]

In the calendar year 2025, turnover from medicines across the entire pharmaceutical market (pharmacies and hospitals) rose by EUR 3.4 billion to EUR 67.9 billion (prev. year: EUR 64.5 billion). Growth in the pharmacy market sub-segment (volume EUR 58.4 billion) was just under 6% (prev. year 7.8%) and in the hospital market sub-segment (volume EUR 9.6 billion) 4.6% (prev. year 7.5%). Whereas sales volume had risen by a total of 1.7% in the previous year (2024), sales volume (count units such as capsules, doses, sachets, etc.) fell again by a total of 0.7% in 2025. In both the (smaller) hospital market (which accounts for only around 14% of the total volume) and the (significantly larger) pharmacy market, sales volumes fell by 0.5% and 0.8% respectively.[13]

The pharmacy market recorded sales growth of 5.7% in the 2025 calendar year (prev. year: approx. 8%). The reduced manufacturer discount for patent-protected preparations and off-patent medicines without generic competition plays a role here. In 2023, the discount stood at 12%, returning to 7% from 1 January 2024. Just under 1.7 billion packs (-2.4%, prev. year +1.4%) worth EUR 58.4 billion (at the pharmaceutical company’s selling price, including vaccines and diagnostic tests) were dispensed to patients. The market segment for prescription-only medicines grew by 6.7% in terms of turnover over the whole of 2025, corresponding to a monetary value of EUR 51.7 billion (approx. 804 million packs). Sales of over-the-counter medicines dispensed via pharmacies and mail-order companies fell significantly by 4.2% to around 868 million packs (prev. year: 910 million packs). Turnover has virtually stagnated, with a year-on-year change of -0.3%, corresponding to a cumulative volume of EUR 6.6 billion.[14]

Statutory health insurance expenditure on medicines, net of discounts from manufacturers (Section 130a(1) of the German Social Code, Book V) and pharmacies (excluding savings from discount agreements), will amount to EUR 59.3 billion in 2025. This figure is 4.6% higher than the previous year. Sales in the same segment and period amount to around 735 million packages dispensed, which is 1.3% below the previous year's level. Savings for statutory health insurance through mandatory manufacturer discounts and rebates from reimbursement amounts will amount to EUR 10.85 billion in 2025 (+13%). For private health insurers, too, savings from mandatory manufacturer discounts and rebates on reimbursement amounts have risen by 14%. This calculated volume remains unchanged at EUR 1.6 billion. In the hospital sector, mandatory manufacturer discounts and rebates have fallen by 40% to a volume of EUR 286 million.[15]

3.3.2 Business performance

The M1 Group operates in the growing market of aesthetic medicine and plastic surgery and provides aesthetic medical treatments in the self-pay segment (the "Beauty" segment).

In the 'Retail' segment, the Group, as a pharmaceutical manufacturer, distributes European medicines, imported medicines and medical devices. It also offers medicines from other manufacturers that are authorised in Germany under its wholesale distribution licence.

Revenue rose by 7.2% in 2025 to EUR 364.3 million (prev. year: EUR 339.2 million). In the 2025 financial year, M1 Kliniken AG decided to systematically evaluate loss-making overseas sites and assess their profitability as well as the conditions for a positive going concern prognosis. Based on this analysis, it was decided to close three locations each in the United Kingdom and Australia and to concentrate activities on the most profitable units in these markets in order to further develop the M1 Group's brand awareness from there in a targeted manner. At the same time, the presence in existing core markets is being further strengthened. In this context, an additional specialist centre was opened in Budapest (Hungary). As of 31 December 2025, the M1 clinic network thus comprised 58 sites (prev. year: 63).

Net profit for the 2025 financial year amounted to EUR 24.1 million (prev. year: EUR 17.8 million).

3.3.3 Net assets, financial position and results of operations

a) Earnings position of the M1-Group (IFRS)

The company's position continues to be characterised by the growth of our operating business and the dynamic development of the market for medical-aesthetic treatments, as well as specialist pharmaceuticals and medical devices.

The M1 Group's revenue is generated primarily from the trade in medicinal products and medical devices authorised in the European Economic Area (EEA) (the "Trade" segment) and from the field of aesthetic medicine (the "Beauty" segment).

Revenue in the "Beauty" segment rose by 11.2% to EUR 102.0 million (prev. year: EUR 91.7 million), thereby exceeding the EUR 100 million revenue mark for the first time. EBIT rose from EUR 20.0 million in the previous year to EUR 28.3 million. The EBIT margin in this segment also rose significantly to 27.8% (prev. year: 21.8%).

Revenue in the 'Retail' segment increased from EUR 247.4 million in 2024 to EUR 262.3 million in the 2025 financial year, representing a rise of 6.0%. The EBIT margin in this segment fell from 2.7% (EUR 6.7 million) in the previous year to 2.4%, corresponding to an EBIT of EUR 6.2 million.

Revenue performance was in line with M1's expectations. We anticipate rising revenues in the Beauty segment in the coming years. Following the sale to the PHOENIX group on 31 January 2026, the Retail division will play only a minor role for the M1 Group.

The cost of materials as a percentage of turnover was reduced once again to 77.3% in the 2025 financial year (prev. year: 81.2%).

The personnel cost ratio increased slightly and, at 8.0%, is higher than in the previous year (2024: 5.9%). Total staff costs rose in the 2025 financial year from EUR 19.9 million in the previous year to EUR 29.3 million. This is primarily due to changes in the scope of consolidation. In the 2025 financial year, M1 Med Beauty Bulgaria EOOD, M1 Med Beauty SRL (Romania) and M1 MVZ GmbH were included for the first time.

Other operating expenses amounted to EUR 15.0 million, an increase of EUR 2.0 million compared with the previous year (2024: EUR 13.0 million). Significant cost items include, amongst others, advertising/sales promotion and travel costs, accommodation costs, costs of goods sold, as well as insurance and consultancy costs.
The main drivers of this development are losses from the disposal of fixed assets amounting to EUR 1.0 million (prev. year: EUR 0) and the increase in various operating expenses, which, however, are primarily related to the change in the scope of consolidation.

At EUR -0.5 million, the financial result is essentially in line with the previous year.

b) Financial position of the M1-Group (IFRS)

With cash and cash equivalents of EUR 37.8 million (prev. year: EUR 21.4 million) and other current financial assets of EUR 9.6 million (prev. year: EUR 3.1 million) at the end of the year, the financial position can be described as very stable. Inventories fell from EUR 36.8 million (2024) to EUR 31.8 million.

Financial management is geared towards ensuring that liabilities are always settled within the payment deadline and that receivables are collected within the payment terms.

Non-current assets are 150% covered by equity (prev. year: 129%).

The Group's liquidity trend is illustrated in the cash flow statement presented below. When examining the balance sheet items As of the reported balance sheet dates, cash and cash equivalents increased by EUR 16.3 million.

Operating cash flow, at EUR 37.9 million (prev. year: EUR 30.5 million), shows a significant increase of EUR 7.4 million compared with the previous year. This is primarily due to an increase in profit for the period and a reduction in inventories.

Cash flow from investing activities, amounting to EUR -3.6 million (prev. year: EUR -5.7 million), is primarily attributable to investments in financial assets (EUR 3.4 million, previous year: EUR 6.7 million).

Cash flow from financing activities, at EUR -14.6 million, is significantly stronger than in the previous year (EUR -30.4 million). This primarily comprises the repayment of rights of use amounting to EUR -4.1 million (prev. year: EUR -4.1 million) and the payment of dividends to minority shareholders amounting to EUR 9.3 million (prev. year: EUR 9.3 million). The previous year was significantly influenced, among other things, by the net payments from transactions relating to the purchase and sale of own shares amounting to EUR -13.6 million.

The financial performance of the M1 Kliniken Group during the reporting period, as shown in the cash flow statement using the indirect method to calculate cash flows from operating activities, is as follows:

Cash flow statement (in kEUR)	Financial year 2025	Financial year 2024
Cash flow from operating activities	37.949	30,546
Cash flow from investing activities	-3,594	-5,668
Cash flow from financing activities	-14,608	-30,442
Consolidation-related changes & Other	61	-98
Changes in cash and cash equivalents due to changes in the scope of consolidation	2,386	0
Net cash flow	**22,194**	**-5,662**
Liquid funds at the beginning of the period	21,435	22,381
Liquid funds at the end of the period	37,763	21,435
Liabilities due at any time at the end of the period	2,376	8,242
Change in cash and cash equivalents	**16,328**	**-946**

Further details on cash flow for the past financial period can be found in the cash flow statement in the consolidated financial statements and the related notes in the notes to the consolidated financial statements.

The M1 Group plans to make investments primarily in connection with the further expansion of the infrastructure operated by its clinics and specialist centres. These investments will amount to a low six-figure sum in 2026 and are to be financed largely from internal resources.

c) Asset position of the M1-Group (IFRS)

The capital structure remains sound. Equity increased nominally from EUR 134.2 million to EUR 150.0 million in the 2025 financial year. The equity ratio has thus risen from 71.4% in the previous year to 79.3% As of 31 December 2025. At EUR 189.3 million, total assets are almost at the previous year’s level (EUR 187.9 million).

Current assets rose from EUR 83.6 million As of 31 December 2024 to EUR 89.3 million As of 31 December 2025.
These primarily comprise cash and bank balances (EUR 37.8 million; previous year: EUR 21.4 million), trade receivables (EUR 6.3 million; previous year: EUR 16.4 million), inventories (EUR 31.8 million; previous year: EUR 36.8 million) and other current financial assets (EUR 9.6 million; previous year: EUR 3.1 million).

Non-current assets have fallen to EUR 100.0 million (prev. year: EUR 104.3 million). These comprise, in particular, property, plant and equipment (including right-of-use assets in accordance with IFRS 16) of EUR 9.4 million (prev. year: EUR 12.9 million), intangible assets (including goodwill) amounting to EUR 90.2 million (prev. year: EUR 87.5 million) and other non-current and long-term financial assets totalling EUR 0.4 million (prev. year: EUR 3.9 million).

3.3.4 Financial performance indicators of the M1-Group (IFRS)

For our internal management purposes, we use the **key performance indicators of revenue and EBT** (earnings before tax).

Revenue increased by 7.4% in the reporting year to EUR 364.3 million (prev. year: EUR 339.2 million).

EBT amounts to EUR 34.1 million (prev. year: EUR 26.3 million), representing an increase of 29.5%.

EBITDA (earnings before interest, tax and depreciation) amounts to EUR 39.4 million (prev. year: EUR 31.9 million), representing an increase of 23.6%.

The Group's earnings position is very satisfactory overall; the economic situation can be described as stable and sound.

3.3.5 Non-financial performance indicators of the M1-Group (IFRS)

In the area of non-financial performance indicators, the M1 Group primarily monitors customer reviews of the medical-aesthetic treatments carried out at the clinic and within the network of specialist centres in the "Beauty" segment. The aim is, for example, to continuously increase the number of positive Google reviews, which ultimately has a positive impact on the strength of the brands underpinning the market presence (e.g. "M1 Med Beauty"). The brands' image development is continuously monitored and negative reviews are dealt with promptly by customer service.

3.4 RESULTS AFTER THE BALANCE SHEET DATE

On 2 February 2026, M1 Kliniken AG announced that the sale of HAEMATO Pharm GmbH by its majority shareholder HAEMATO AG (85%) to the PHOENIX group had been successfully completed with effect from 31 January 2026.

Now that all conditions precedent, including the necessary antitrust approvals, have been met, the transaction has been legally completed. Consequently, HAEMATO Pharm GmbH is excluded from the scope of consolidation of HAEMATO AG and M1 Kliniken AG as of 31 January 2026.

With the successful completion of this transaction, M1 Kliniken AG is consistently pursuing its strategic focus and strengthening its position as a leading global, vertically integrated pure-play provider of medical aesthetics.

3.5 FORECAST REPORT

3.5.1 Macroeconomic outlook

In 2025, Germany's gross domestic product stood at around €4.47 trillion; in nominal terms, GDP has therefore risen sharply. However, this is due to inflation; when adjusted for inflation, the German economy remains on the brink of stagnation, with real gross domestic product growing by 0.2 per cent compared with the previous year. In the two preceding years, economic output fell by 0.5 per cent and 0.9 per cent; the last time the German economy contracted for two consecutive years was over 20 years ago. According to the Federal Statistical Office, the slight growth in the German economy is attributable in particular to increased private consumer spending and government spending. In terms of foreign trade, Germany remains in a difficult position, with higher US tariffs and intensifying competition weighing on the export sector. Exports continued to decline compared with the previous year. Investment has also fallen again, both in equipment (such as machinery, tools and vehicles) and in construction.[16]

According to the spring forecast by the IfW Kiel, there are as yet few signs that companies intend to significantly expand their investment and employment. New headwinds are looming due to the military conflict in Iran, which has caused commodity prices to rise significantly. This forecast assumes that the rises in commodity prices – in line with market expectations since the start of the conflict – will remain significantly elevated for only a few months. In this scenario, the current year is associated with a loss of purchasing power amounting to 0.6 per cent of annual gross domestic product, which will noticeably dampen economic activity but will not cause it to collapse. Against this backdrop, gross domestic product is expected to grow by 0.8 per cent this year, slightly slower than forecast in the IfW Kiel winter forecast (1.0 per cent). For 2027, the IfW Kiel anticipates growth of 1.4 per cent (winter: 1.3 per cent). At 2.5 per cent, inflation this year will rise significantly more sharply than expected in the winter forecast (1.8 per cent) due to higher energy prices. For the coming year, we continue to anticipate an inflation rate of 2.1 per cent. German exporters are likely to expand their business moderately once again, but will continue to lose global market share. Investment activity will rise primarily due to additional public spending, whilst private investment remains weak. Employment will react to the economic expansion with a lag and is not expected to pick up again until the second half of this year. The budget deficit is likely to rise from 2.7 per cent of gross domestic product in 2025 to 4.2 per cent in 2027.[17]

In the Federal Cabinet's Annual Economic Report, which is published at the start of each year, the Federal Government sets out its economic and fiscal policy priorities and its economic forecast for the current year, and comments on the Annual Report of the German Council of Economic Experts. According to the 2026 Annual Economic Report, German economic output stabilised in 2025 following the declines in price-adjusted gross domestic product (GDP) in 2023 and 2024. For 2026, the Federal Government expects real economic growth of 1.0 per cent. This recovery is largely driven by domestic economic momentum. The Federal Government's economic and fiscal policy measures are expected to have a noticeable impact on growth and – on their own – contribute around two-thirds of a percentage point to GDP growth in 2026.[18]

As expected, expenditure by the statutory health insurance (GKV) on medicines (excluding vaccines) rose by 4.9 per cent to €56.4 billion (including VAT) in 2025. This is shown by current calculations by the German Pharmacists' Association (DAV) based on billing data from pharmacy billing centres. The framework guidelines issued by the GKV-Spitzenverband and the National Association of Statutory Health Insurance Physicians (KBV), which had forecast a 4.9 per cent increase in expenditure on medicines for 2025, have thus proved spot on. The DAV's calculations also show that pharmacy remuneration has largely stagnated: in January 2025, an increased fee deduction in favour of the statutory health insurance funds initially reduced remuneration. Furthermore, over the whole of 2025, the number of medicines dispensed – which determines remuneration – fell by 1.5 per cent to 749 million. Only the lower-weighted, percentage-based component of the pharmacy fee was able to prevent a decline in total remuneration. A precise fee calculation for 2025 is not yet available (2024: €5.84 billion).[19]

In 2025, the situation in the German chemical and pharmaceutical industry remains tense. Despite a slight recovery among some industrial customers at the end of the year – triggered by isolated large orders – the downturn in the chemical sector continued: production, prices and turnover were once again in decline. Capacity utilisation remained below the break-even point once again. The pharmaceutical industry's performance, by contrast, was positive: its growth helped stabilise the overall picture. Yet concerns are mounting in the pharmaceutical sector too. One thing is certain: the sector as a whole is suffering from a weak industrial economy, high import pressure and intense price competition. Furthermore, the war in Iran is creating further risks due to the blockade of the Strait of Hormuz. These risks extend beyond oil and gas supplies. There are concerns about more serious, increasing supply bottlenecks for raw materials – for example, ammonia and phosphate, helium and sulphur. Furthermore, there are initial signs of disruptions in international supply chains. A rapid improvement in the economic situation in the German chemical industry is not in sight. The German government's relief measures have not yet reached the factory gates and do not compensate for structural locational disadvantages.[20]

Demand for cosmetic surgery continues to grow unabated. The sharp rise in aesthetic procedures can be attributed to various social and technological developments. On the one hand, growing acceptance plays a role. Whilst cosmetic surgery was often viewed as superficial in the past, it is now regarded as a legitimate means of self-optimisation. In many cases, it is less about drastic changes and more about correcting minor imperfections or slowing down the ageing process. A study on cosmetic surgery and treatments by the Fort Malakoff Clinic in Germany found that social acceptance of, and experience with, cosmetic treatments has increased. According to the study, around half of those surveyed have acquaintances who have undergone cosmetic treatments. Younger generations in particular know someone who has had a treatment or surgery. Another key factor is the increasing visibility of aesthetic treatments on social media. Platforms such as Instagram and TikTok are setting new beauty standards and influencing young people in particular. Celebrities and influencers promote these treatments and now speak openly about their procedures, which contributes to the growing desire for 'perfection' in society. Last but not least, advances in medicine have increased the appeal of cosmetic surgery. Modern techniques enable lower-risk, quicker procedures with shorter recovery times. Minimally invasive treatments such as Botox or fillers are particularly popular, as they do not require surgery and take only a few minutes. The beauty industry never stands still. Whilst traditional procedures remain in demand, new developments are emerging that will shape the market in the coming years. Particularly striking is the increasing focus on gentle, non-invasive methods, preventive aesthetics and personalised treatments. Whereas cosmetic surgery used to focus mainly on correcting the signs of ageing, many people today are turning to preventive measures. The term 'preventive aesthetics' describes this trend: patients are starting treatments at a young age to slow down skin ageing as early as possible. A typical example is so-called "Baby Botox", in which small amounts of botulinum toxin are injected directly into the skin to prevent expression lines, rather than treating them later in life. This development reflects a shift in attitudes towards beauty: rather than undergoing extensive procedures later on, many are opting for long-term care and the preservation of a youthful appearance.[21]

3.5.2 Entrepreneurial outlook

We continue to view the Group's medium-term development positively and expect the growth trajectory to continue in the coming years. With the sale of key business units in the "Retail" division As of 31 January 2026, the Group will focus entirely on the "Beauty" segment in future, thereby sharpening its strategic focus.

For the year 2026, the company anticipates a persistently positive business environment. Despite the continuing trade policy uncertainties in transatlantic relations and the ongoing war in Ukraine, the beauty industry in Germany and Europe offers significant growth potential, provided that service, price and quality are strictly aligned with customer requirements and potential within the value chain is consistently exploited.

In March 2026, the EU and the US reached a framework agreement on the tariff issue, which restores a degree of planning certainty for the business community. Nevertheless, structural tensions in transatlantic trade remain, and the medium-term stability of this agreement is not yet definitively assured. In our view, the 'Beauty' division is not directly affected by these developments, as our sourcing and sales markets are largely located within the EU. Our suppliers and customers have no links to the regions currently experiencing exceptional circumstances.

Following the sale of significant parts of the "Retail" division, the company will be positioned as a pure-play beauty company from the 2026 financial year onwards. The proceeds from the sale strengthen the company's financial position and lay the foundation for the consistent further development of the remaining core business.

In the "Beauty" segment, the company anticipates an increase in the number of treatments at its locations. In particular, through increased utilisation at existing locations and the opening of new ones, the company expects significant year-on-year growth in the "beauty segment" in 2026.

The German beauty market is benefiting from the ongoing trend towards wellness, self-care and high-quality professional treatments, from which the company derives further growth potential. The expansion in revenue will be accompanied by a disproportionately smaller increase in fixed costs, meaning that the focus on the Beauty segment will also have a positive impact on the earnings situation.

The positive development of the “Beauty” segment will consequently also lead to an improvement in the financial position and contribute to a positive operating cash flow. In addition, the company expects the sale of the “Retail” division to have a one-off liquidity-boosting effect, which will further consolidate the Group’s medium-term financial stability.

In the ‘Specialty Pharma’ division of the retail segment, the focus is less on increasing revenue and more on securing or increasing relative margins. The ongoing price pressure on the supply side for parallel-imported medicines via manufacturers and health insurance funds remains, although the manufacturer’s discount has been reduced back to 7% – the previous level – from 1 January 2024 (2023: 12%). However, high inflation and ongoing geopolitical uncertainties do not allow for concrete earnings forecasts. Compared with previous years, a slight increase in expenditure on goods procurement and transport services is expected. This effect is to be offset by further consistent portfolio streamlining – towards high-margin products – and an additional cost-efficiency programme that has been running since mid-2021.

The above forecasts are based on the assumption that geopolitical crises will not escalate further and that existing uncertainties will not have any immediate impact on our supply and sales chains.

We will continue to be in a position to meet our payment obligations on time.

3.6 OPPORTUNITY AND RISK REPORT

3.6.1 Risk management system

The M1 Group uses a risk management system to systematically identify significant risks that could threaten the Group’s continued existence, to assess their impact and to develop appropriate measures.

The primary aim of the risk management system is to prevent financial losses, failures or disruptions, or to implement appropriate countermeasures without delay. Under this system, the Management Board and Supervisory Board are informed of risks at an early stage. Key mechanisms for early detection include the monitoring of liquidity and earnings performance. The monitoring of operational performance and the timely identification of deviations from plan are the responsibility of Controlling and Quality Management. Where necessary, the relevant heads of the specialist departments, together with the respective management staff, decide on the appropriate strategy and measures for managing risks.

3.6.2 Risk report

The M1 Group operates its own medical service facilities, provides infrastructure services, to third parties, and engages in commercial activities within the pharmaceutical and medical devices market. The health and well-being of the patients we care for (both directly and indirectly) set high standards for the management of risk factors and the measures in place to control them.

Thanks to the M1 Group’s many years of experience in its relevant markets and its now established leading market position, M1 is able to manage the risks that arise and control the occurrence of risk events with the least possible impact.

The healthcare sector, and in particular the market segments in which M1 is primarily active, offer a wide range of business opportunities that M1 is able to capitalise on thanks to its integrated business model. Balancing business opportunities against the risks inherently associated with them forms the basis of M1's business approach. In doing so, M1 primarily considers six risk areas from which risk situations may arise for the Group.

a) Industry-specific risks

"Beauty" segment

The healthcare sector in Germany – as well as in most other international markets – is heavily regulated. Legislative changes relating to the provision of services in the market segments relevant to M1 may impact M1's corporate strategy and operational performance. Of particular relevance, therefore, are the organisational structures and individual (medical) qualifications required to provide the medical services offered by M1. To this end, M1 closely monitors legislative measures (in conjunction with relevant specialist lawyers), analyses within the framework of risk and opportunity management which developments are (or could be) emerging, and assesses their impact on the Group's revenue and earnings situation.

For several years now, a shortage of skilled workers has been developing in the healthcare market, affecting both nursing and medical roles. In response, the German government has developed various recruitment strategies in recent years, though these have not yet been able to sustainably alleviate the skills shortage. The staff shortage is also being felt at M1 and is perceived as a limiting factor in achieving growth targets. Furthermore, it must be ensured at all times that newly recruited staff meet M1's high professional standards. Finally, we are seeing pressure on staff cost trends at M1, as the healthcare labour market has already evolved into a 'job-seeker's market'. In this regard, M1 is working to maintain the company's strong reputation in the labour market in order to secure the highest possible and consistent supply of staff.

In the field of beauty treatments, there is a risk that societal perceptions of beauty may change. Should a different ideal of beauty emerge that conflicts with the services provided by M1, this could pose a significant business risk. Due to its market-leading position and the high number of customer contacts, M1 is in a position to identify developments in the 'beauty consciousness' of its target customers at a very early stage and to draw conclusions from this regarding the range of services required for optimal market coverage.

Furthermore, new market entrants whose business model is similar to ours could emerge as competitors. Should these new entrants develop their own 'unique selling propositions', this could also pose a business risk. M1 closely monitors the competitive landscape within its own market segments and keeps a watchful eye on individual emerging competitors and supply chains. We recognise that the field of providers is growing and that isolated attempts are being made to establish 'supply chains' based on the M1 model in the market. M1 views this increasingly differentiated competition as a positive sign for its own strategy and the high potential of the chosen market segments. The competitive advantage built up over several years puts M1 in a position to respond effectively to new competitors and new forms of supply, and to maintain and even expand its own relative market position.

"Trading" segment

Regulatory measures across the European Union, strong margin pressure in the pharmaceutical market, and the constant evolution of the parallel import market due to exchange rate risk and price differences in the procurement of medicines may have a negative impact on our revenue and earnings. Original manufacturers continue to attempt to impose quotas on individual European markets or use single-channel distributors to hinder exports. Furthermore, original manufacturers are attempting to make exports more difficult by maintaining high list prices and concluding retrospective discount agreements. In addition, there is a fundamental risk that selling prices in the various EU countries will gradually converge or that export bans will be imposed in individual countries or for specific products.

Under the GKV Financial Stabilisation Act of 2022, the temporary increase in the manufacturer's discount for reimbursable medicines from 7% to 12% – which was due to expire in 2023 – was 1 January 2024, thereby providing some relief to the 'Trade' division. This discount rate also applies for 2025. The lucrative 'Lifestyle and Aesthetics' division is to be further expanded, thereby supporting the focus on sustainably higher margins.

Legal risks arise primarily from the distribution of our products and, in particular, from issues relating to trademark and patent law. As an importer, we are regarded as a pharmaceutical company under pharmaceutical law. We therefore bear the risk of product recalls.

The "Trade" division will be sold on 31 January 2026 and will therefore no longer form part of the Group from that date. The industry-specific risks described above are therefore no longer relevant to the Company's future risk profile. Until the completion of the sale, regulatory measures within the European Union, strong margin pressure in the pharmaceutical market, and the constant changes in the parallel import market due to exchange rate risks and price differences in the procurement of medicines were potential factors influencing the revenue and earnings situation. With the completion of the transaction, these risks no longer apply to the Group.

b) Reputational/ quality risks

Risks that could damage M1's reputation arise primarily in the 'Beauty' segment from patient and customer satisfaction. Quality shortcomings in the performance of treatments, in hygiene standards and in the products used may be relevant here.

To avoid risks arising from inadequate quality of the treatments provided, M1 implements a comprehensive medical quality management system. This begins with the fact that only doctors carry out medical treatments in the field of injection therapies. This is a fundamental requirement in M1 specialist centres, as the quality of treatments is ultimately inextricably linked to the brand image of the M1 brands used. In the surgical field, only specialist doctors are entrusted with carrying out treatments.

Since 2017, M1 has established its own training institute (the 'M1 Academy'), where doctors joining the practice are trained by highly qualified supervisors as part of a structured programme lasting several weeks and are familiarised with the range of treatments offered. Internal audits are also carried out regularly by the supervisors as part of ongoing operations. In addition, further training sessions are held several times a month to deepen knowledge of treatment methods and introduce new products. In the surgical field, too, regular conferences are held by the clinic management and the medical director to improve treatment processes.

In the market segments served by M1, the company pursues a clear strategy of offering only a limited number of treatments. These are the treatments in highest demand in the market. This consistent specialisation enables doctors to develop a high level of routine, which ultimately leads to high-quality treatment.

A comprehensive hygiene plan, developed by a leading hospital hygienist in Germany, has been established in all clinics and practices operated by M1. To this end, an audit checklist has been developed, which is regularly worked through by the practices and also checked during unannounced additional audits.

M1 also pursues a comprehensive quality strategy with regard to the materials used (treatment products, instruments, etc.). As a matter of principle, in the area of treatment products, M1 collaborates exclusively with market leaders in their relevant market segments. To this end, products are sourced globally. Publications and the statements of global regulatory bodies regarding product safety assessments are evaluated. For treatment instruments, attention is paid to durability, treatment safety and risk-free use.

In the retail segment, there are a number of legally prescribed guidelines, strict adherence to which ensures a high standard of quality.

c) Earnings-related risks

The main cost items in M1's treatment-related business area (the 'Beauty' segment) consist of material costs (treatment materials), personnel costs and infrastructure costs.

When procuring medicines, medical devices and medical technology, general price inflation trends may have a negative impact on the earnings situation. The treatment materials used by are sourced from a limited number of internationally operating suppliers. A change in the pricing policy of these suppliers would have a direct impact on profitability, provided that the suppliers cannot be replaced. M1 counteracts this risk by clearly diversifying the range of treatment products on offer. This reduces the actual dependence on individual suppliers. Furthermore, M1 is active in international procurement markets and exploits pricing opportunities arising from this approach.

General price inflation trends and wage trends also have a negative impact on earnings.

If, in the medium term, it proves impossible to offset these costs through pricing or efficiency gains, they will have a negative impact on earnings. In this context, M1's primary focus is on optimising the utilisation of existing capacity, thereby spreading rising costs across a larger number of treatments. In the area of infrastructure services, there is the option of passing on rising costs to customers. Furthermore, infrastructure services are preferably contracted on the basis of long-term agreements (e.g. leases), so that general price inflation trends can be managed. Finally, there is a risk that users (self-employed doctors or medical service providers) of the practice infrastructure provided by M1 may encounter financial difficulties due to their own poor decisions, resulting in a failure to receive reimbursement for infrastructure services provided. M1 manages this risk through close monitoring of medical service provision (customer reviews) and an ongoing analysis of the financial performance of its partners, enabling it to take action at an early stage.

In addition to the costs of service provision, the prices achievable in the sales market are key drivers of the Group's turnover and earnings. Here, the M1 Group positions itself as a leading price competitor for (aesthetic) medical services and products. Should other financially strong companies attempt to enter the market as competitors, this could lead to price competition that puts pressure on margins. The M1 Group's strong financial position enables the sustainable implementation of this strategy.

The "Retail" division will be sold As of 31 January 2026 and will therefore no longer form part of the Group from that date. The competitive risks described below therefore no longer apply to the Company's future risk profile. Until the completion of the sale, the "Retail" segment faced competitive risks from new market entrants as well as from competitors with greater financial or organisational resources. Furthermore, a persistently aggressive pricing policy via discount agreements carried the risk of negative impacts on profitability or a loss of market share. With the completion of the transaction, these risks no longer apply to the Group.

Finally, the M1 Group's comprehensive insurance cover should be noted as a means of mitigating further earnings risks. In addition to medical malpractice insurance (Beauty segment), which covers financial risks arising from medical errors, there is the statutory pharmaceutical liability insurance required of pharmaceutical manufacturers under the German Medicines Act (AMG). Finally, business interruption insurance has been taken out for the operation of the Group's own clinic, which covers the cost risks arising from an interruption of clinic operations as a result of property damage.

d) Financial risks

Financial risks may arise in relation to the non-recovery of receivables, changes in interest rates and ensuring the Group's solvency at all times.

Risks arising from potential bad debts are addressed through active receivables management. In the area of medical treatments, this ensures that, as a rule, customer payments are received either before the treatments are carried out or immediately after their completion. As a result, virtually no end-customer receivables are at risk of default. For customers of infrastructure services, M1 continuously analyses the customers' financial and quality performance in order to be able to take protective measures at an early stage if necessary. In the retail and corporate customer sector, M1 regularly checks the creditworthiness of partners and compliance with the payment terms granted. In individual cases, collateral is required for larger receivables.

There are no significant currency risks that could affect the Company's financial position, cash flow or results of operations. Deliveries of goods from countries using foreign currencies are settled within a very short timeframe. In 2025, services were provided in non-euro countries only to a limited extent.

The financial stability of the M1 Group is largely guaranteed by its high equity ratio. In 2017 and 2018, M1 Kliniken AG carried out two capital increases, which together generated a cash inflow of approximately EUR 30 million. This ensures the Group's solvency at all times. Available liquidity is managed conservatively with the aim of avoiding any capital losses.

The Group utilises credit facilities granted by a banking syndicate. These agreements define financial covenants, the breach of which may, in principle, lead to individual lenders having the option to terminate the facilities. The credit facilities provided are not regularly utilised in full. Thanks to a rolling corporate and financial planning system, we are always in a position to react quickly to changes in funding requirements.

In addition, we finance our operations in the Retail segment through customer factoring.

To further preserve liquidity, leasing and financing instruments are implemented on a selective basis. For instance, the Schlossklinik operated in Berlin-Köpenick was converted to a 'sale-and-lease-back' model in 2015, thereby freeing up the funds invested in the property's development. The premises of the practice network are leased exclusively under long-term contracts, meaning that no acquisition costs are incurred for the properties.

e) Infrastructural risks

M1 defines infrastructural risks primarily as risks arising from the IT sector and the area of human resources management. The IT risks relate to the reliability (availability) of the IT systems in operation and security against cyber attacks on the company. The internal IT department has been strengthened in recent years and the hardware systems in operation have been upgraded to meet future requirements. Systems are operated with redundancy, so that in the event of a failure of the main system, a backup system ensures the availability of the applications.

The application landscape is characterised by a network of interconnected individual applications. Individual applications can be taken offline in the event of problems without this affecting the availability of the other IT applications.

A specialised IT infrastructure and comprehensive firewall systems are in place to provide extensive protection against cyber-attacks. Regular backups of data are carried out.

The Group pays close attention to data protection. The requirements of the EU's GDPR have been implemented across the Group. To this end, the relevant data protection policies have been revised.

Dependence on key personnel is viewed as an infrastructural risk. M1 addresses this risk through the partially redundant distribution of tasks within the Group. Furthermore, measures are in place to ensure that no single individual assumes an excessive concentration of critical bottleneck functions. As medical treatments are provided simultaneously, the absence of individual practitioners can be quickly compensated for by redeploying staff.

In terms of physical infrastructure, the clinic licence for the Schlossklinik in Berlin-Köpenick under Section 30 of the German Trade Regulation Act (GewO) represents a significant risk. Regular inspections by the licensing authorities have confirmed that M1 meets the highest quality standards. The licence to operate the clinic has been granted without restriction. The closure of individual locations within the practice network has a less significant impact on the provision of the medical treatments carried out there. The now tightly knit practice network makes it possible to carry out treatments at other locations as well. Furthermore, the requirements for operating a practice space can be met relatively quickly, meaning that the closure of a location can be compensated for within a few months.

f) Economic risks

The recent coronavirus pandemic has shown that overarching societal developments (in this case: lockdown orders issued by the authorities) can arise which may significantly affect society's ability to act.

The COVID-19 pandemic has also made it clear to our society that supply chains can break down and that consumer behaviour can change rapidly and with consequences that are difficult to predict. The state intervened in public life with extensive measures aimed at reducing the extent of social contact. Even if the COVID-19 pandemic is to be regarded as having been overcome, it cannot be ruled out that comparable developments will affect our social life in the future. For example, it is currently impossible to assess whether a medium-term solution can be found to the US trade conflict, or whether the US's restrictive tariff policy will continue, and what trade and fiscal policy measures can be expected from the EU and the rest of the world. This could have a significant negative impact on the macroeconomic environment affecting the Group's business performance.

However, the macroeconomic environment in Germany is positive in the long term. In particular, government infrastructure and defence spending under the Federal Government's newly adopted financial package, together with private consumption, will once again support the forecast modest macroeconomic growth from 2026 onwards. This also includes the services provided by the M1 market segments. Demand for M1 services will continue to grow in the long term. In the management's view, this demand is, to some extent, independent of macroeconomic developments.

3.6.3 Opportunities report

In addition to the risk areas considered, M1 has also identified areas of opportunity in which the Group intends to actively participate in the coming years.

"Beauty" segment

The medical beauty market is and remains a growth market. Thanks to our specialisation in aesthetic medicine and the development and marketing of pharmaceutical, medical and medical technology products for aesthetic medicine and cosmetic dermatology, as well as our associated price leadership, the M1 Group is expected to benefit from this growth to an above-average extent.

Efficiency in patient treatment is enhanced by a consistent focus on a limited range of indications. The high quality of the treating physicians also contributes to this, which in turn is supported by the high number of individually performed treatments.

“Trading“ segment

The healthcare market is and remains a stable market with further growth prospects. Through our specialisation in the therapeutic areas of oncology, HIV and other chronic diseases, as well as aesthetic medicine products, we will benefit from this growth, for example by expanding our range of high-margin products.

On the procurement side, we have access to a wide range of supply options. To minimise business risks, we diversify our sources of supply across Europe. We ensure our high quality standards through careful supplier qualification and
selection, as well as active supplier management.

Overall, for both business segments, we will counter market competition – particularly a potential increase in competition – with our experience, innovation, reliability and a high standard of service and quality.

We see the listing of M1 Kliniken AG as an opportunity to raise further funds to implement our chosen growth strategy.

As the company continues to grow, it will become possible to gradually transfer roles to even more highly qualified staff, thereby embedding this additional expertise within the group.

M1’s HR policy is based on flat hierarchies, a participatory management style and the opportunity for employees to take on further areas of responsibility as the company grows. By streamlining and simplifying the organisational structure, employees are in direct contact with senior management and are therefore particularly motivated, which leads to greater efficiency.

3.6.4 General statement

M1’s risk portfolio consists of a number of risk positions (e.g. economic conditions, legislation) that are beyond M1’s control. M1 monitors these risks regularly and assesses the resulting changes for the Group.

Risks that can be influenced are monitored by control systems so that negative developments can be absorbed and mitigated. We continue to see risks to future development in a competitive environment characterised by new competitors, rising procurement prices, stagnating sales prices and limitations on ‘means of production’ (e.g. materials, personnel). Given our financial stability, we are well equipped to manage future risks. There are currently no identifiable risks that could jeopardise the company’s continued existence.

For the 2026 financial year, we anticipate that the overall landscape of opportunities and risks for the M1 Group will remain largely unchanged. Overall, we are well-positioned to manage both external and internal risks.

3.7 RISK REPORTING ON THE USE OF FINANCIAL INSTRUMENTS

The financial instruments held by the company primarily comprise securities, receivables, liabilities and balances with banks.

The companies within the Group have a solvent customer base. Bad debts are the absolute exception.

Liabilities are settled within the agreed payment terms.

The company pursues a conservative risk policy in the management of its financial positions. Where default and credit risks are identifiable in relation to financial assets, appropriate value adjustments are made. To minimise default risks, the company has an adequate accounts receivable management system in place. Furthermore, we always check the creditworthiness of our customers before entering into a new business relationship.

3.8 REPORT ON BRANCHES

The Group does not operate any branches.

3.9 FINAL DECLARATION ACCORDING TO § 312 (3) SEC (3) AKTG

In accordance with Section 312 of the German Stock Corporation Act (AktG), the Management Board has prepared a report on relations with affiliated companies, which contains the following concluding statement: “Our company and its subsidiaries received appropriate consideration for every legal transaction, based on the circumstances known to us at the time the legal transactions were entered into with the controlling company and other affiliated companies.”.

Berlin, 29 April 2026

Attila Strauss (Management Board)	Katharina Zimmnau (Management Board)

4 GROUP FINANCIAL STATEMENT

4.1 GROUP - PROFIT AND LOSS STATEMENT

as of 31 December 2025*

	Notes	Jan. – Dec. 2025 in EUR	Jan. – Dec. 2024 in EUR
Sales	5.5.1	364,298,940	339,184,017
Other operating income	5.5.1	1,171,149	1,228,467
Cost of goods and services	5.5.1	-281,685,638	-275,580,584
Personnel expenses	5.5.1	-29,309,791	-19,894,931
Other operating expenses	5.5.1	-15,031,323	-13,024,507
Operating result before depreciation | EBITDA		**39,443,337**	**31,912,461**
Depreciation	5.5.1	-4,882,265	-5,158,196
Operating result | EBIT		**34,561,071**	**26,754,264**
Income from investments		222,106	128,270
Other interest and similar income		818,550	861,420
Interest and similar income		-1.539.178	-1,926,610
Write-ups from the valuation of financial assets		0	481.573
Financial result	5.5.2	**-498,522**	**-455,346**
Earnings before taxes | EBT		**34,062,549**	**26,298,918**
Taxes on income and earnings	5.5.3	-9,963,042	-8,506,766
Net profit/loss		**24,099,507**	**17,792,152**
Profit or loss attributed minority interests		-1,967,319	-1,773,700
Shares of the shareholders of the parent company		22,132,189	16,018,451
Net profit/loss after minority interests		**22,132,189**	**16,018,451**
Earnings per share (in EUR)**	5.5.4	1.19	0.85

* accounting according to IFRS
** according to IAS 33

4.2 GROUP - BALANCE SHEET - ASSETS

as of 31 December 2025*

	Notes	31.12.2025 in EUR	31.12.2024 in EUR
Cash and cash equivalents	5.6.1	37,762,813	21,434,802
Trade account receivables	5.6.1	6,334,996	16,413,068
Inventories	5.6.1	31,807,834	36,791,843
Other short-term financial assets	5.6.1	9,620,984	3,105,757
Other short-term non-financial assets	5.6.1	3,334,623	2,681,217
Income tax assets	5.6.1	472,754	3,128,217
Short-term assets		**89,334,003**	**83,554,905**
Intangible assets	5.6.1	90,179,074	87,466,946
Fixed assets	5.6.1	9,414,337	12,911,665
Other long-term financial assets	5.6.1	781	3,626,137
Other long-term non-financial assets	5.6.1	360,092	315,165
Long-term assets		**99,954,284**	**104,319,914**
TOTAL ASSETS		**189,288,288**	**187,874,824**

* accounting according to IFRS

4.3 GROUP - BALANCE SHEET - LIABILITIES/EQUITY

as of 31 December 2025*

	Notes	31.12.2025 in EUR	31.12.2024 in EUR
Short-term provisions	5.6.2	2,517,453	1,569,807
Liabilities from income taxes		4,885,319	6,899,610
Trade account payables	5.6.2	8,435,257	12,968,118
Short-term lease liabilities	5.6.2	2,098,941	3,134,444
Other short-term financial liabilities	5.6.2	3,109,104	10,700,528
Other short-term non-financial liabilities	5.6.2	7,091,030	3,617,607
Contract and refund liabilities	5.6.2	3,543,675	4,864,859
Short-term liabilities		**31,680,778**	**43,754,910**
Long-term provisions	5.6.2	11,007	11,007
Long-term lease liabilities	5.6.2	5,047,649	7,283,908
Deferred tax liabilities	5.6.2	2,537,364	2,605,281
Long-term liabilities		**7,596,020**	**9,900,197**
Subscribed capital		19,643,403	19,643,403
Subscribed capital-treasury stock		-1,088,289	-1,088,289
Capital reserve		50,759,454	50,759,454
Capital reserve-treasury stock		-19,724,491	-19,724,491
Retained earnings		69,907,072	57,276,497
Adjustment for minority interests		30,085,504	28,118,186
Equity differences from currency exchange		428,836	-764,833
Equity	5.6.2	**150,011,490**	**134,219,927**
TOTAL LIABILITIES AND EQUITY		**189,288,288**	**187,874,824**

* accounting according to IFRS

4.4 GROUP - CASH FLOW STATEMENT

as of 31 December 2025*

	Jan. - Dec,.2025	Jan. - Dec,.2024
Net profit for the period	**24,099,507**	**17,792,152**
Depreciation of assets	4,884,739	5,158,196
Increase / decrease in short-term provisions	188,981	185,664
Increase / decrease due to fair value measurement	0	-481,573
Increase / decrease in inventories	11,769,303	8,719,830
Increase / decrease in trade receivables and other assets	2,835,176	13,640,868
Increase / decrease in trade accounts payable and other liabilities	-7,946,290	-20,204,337
Profit / loss from the disposal of fixed assets	992,007	11,410
Interest expenses / income	720,628	3,250,454
Other investment income	-222,106	-128,270
Income tax expenses / income	9,901,987	8,506,766
Income tax payments	-9,275,209	-5,905,288
Cash flow from operating activities	**37,948,725**	**30,545,871**
Payments for investments in intangible assets	124,943	0
Proceeds from disposals of fixed assets	-110,224	-767,838
Payments for investments in property, plant, and equipment	58,773	8,250
Cash inflows/outflows from disposals/investments in financial assets	-320,613	-227,545
Cash inflows/outflows for short-term financial investments	2,944,831	976,436
Cash inflows from investments	-3,353,734	-6,724,880
Cash outflows from investments	10,217	77,845
Interest income	-3,988,600	0
Income from investments	1,040,656	989,690
Cash flow from investment activities	**-3,593,753**	**-5,668,042**
Payment from equity contributions		852,016
Repayment of loans (within the scope of consolidation)	0	-14,438,657
Cash outflow from the acquisition of treasury shares	-5	-1,875,000
Interest expenses	-1,201,504	-1,528,559
Payments to company owners and minority shareholders	-9,309,656	-9,309,656
Amortisation of rights of use	-4,096,672	-4,142,441
Cash flow from financing activities	**-14,607,838**	**-30,442,298**
Changes in cash and cash equivalents due to changes in the scope of consolidation	2,386,075	0
Change in liquidity from exchange rate fluctuations	60,686	-97,958
Net cash flow	**22,193,896**	**-5,662,428**
Cash and cash equivalents at the beginning of the period	21,434,807	22,380,945
Cash and cash equivalents at the end of the period	37,762,813	21,434,807
Change in cash and cash equivalents	**16,328,005**	**-946,138**

* accounting according to IFRS

4.5 GROUP - STATEMENT OF CHANGES IN EQUITY

as of 31 December 2025*

Statement of Changes in Equity in EUR	1. Subscribed capital	2. Subscribed capital (treasury stock)	3. Capital reserve	4. Capital reserve (treasury stock)	5. Retained earnings	6. Equity differences from exchange rate conversions	7. Adjustments for minority intrests	8. Total equity
1 January 2024	**19,643,403**	**-517,484**	**49,907,438**	**-5,856,639**	**50,116,813**	**-43,486**	**29,973,405**	**143,223,451**
Net profit	0	0	0	0	16,018,451	0	1,773,700	17,792,152
Other changes in equity	0	0	0	0	-5,432	0	0	-5,432
Share buy-back	0	-570,805	0	-13,867,852	0	0	0	-14,438,657
Transfer to reserves	0	0	852,016	0	0	0	0	852,016
Change Dividends	0	0	0	0	59,316	0	-3,628,920	-3,569,604
Changes in the scope of consolidation	0	0	0	0	-9,309,656	0	0	-9,309,656
Currency conversion differences	0	0	0	0	397,004	-721,347	0	-324,343
31 December 2024	**19,643,403**	**-1,088,289**	**50,759,454**	**-19,724,491**	**57,276,497**	**-764,833**	**28,118,186**	**134,219,927**
1 January 2025	**19,643,403**	**-1,088,289**	**50,759,454**	**-19,724,491**	**57,276,497**	**-764,833**	**28,118,186**	**134,219,927**
Net profit	0	0	0	0	25,219,468	0	1,967,319	27,186,787
Other changes in equity	0	0	0	0	277,289	0	0	277,289
Transfer to reserves	0	0	0	0	5,515,313	0	0	5,515,313
Withdrawals from reserves	0	0	0	0	-8,602,593	0	0	-8,602,593
Dividends	0	0	0	0	-9,309,656	0	0	-9,309,656
Changes in the scope of consolidation	0	0	0	0	-5,456	0	0	-5,456
Currency conversion differences	0	0	0	0	-463,789	1,193,669	0	729,879
31 December 2025	**19,643,403**	**-1,088,289**	**50,759,454**	**-19,724,491**	**69,907,072**	**428,836**	**30,085,504**	**150,011,490**

* accounting according to IFRS

5 GROUP ANNEX / NOTES

5.1 GENERAL INFORMATION

5.1.1 Reporting company

M1 Kliniken AG, which was founded in 2007, is the parent company of the M1 Group. It is registered in the Commercial Register of the Berlin-Charlottenburg Local Court under HRB 107637 B and has its registered office at Grünauer Straße 5, 12557 Berlin, Germany.

The business model of M1 Kliniken AG is based on two areas of activity (“segments”):
In the “Beauty” segment, M1 focuses its activities on medical-aesthetic beauty treatments and the operation and provision of medical infrastructure.

In the “Retail” segment, the Group trades in original EU medicines (as parallel imports and re-imports), generics and biosimilars, as well as medical devices and equipment and high-quality aesthetic medicine products.

5.1.2 Basis of preparation of the financial statements

M1 Kliniken AG, headquartered in Berlin, Germany, is listed on the Basic Board (‘Freiverkehr’) of the Frankfurt Stock Exchange. In the 2017 financial year, voluntary consolidated financial statements were prepared in accordance with the provisions of the International Financial Reporting Standards (IFRS) of the International Accounting Standards Board and the interpretations of the International Financial Reporting Interpretations Committee (IFRIC), as applicable in the European Union. Since the 2018 financial year, M1 Kliniken AG has exceeded two size criteria under Section 293 of the German Commercial Code (HGB) on two consecutive balance sheet dates and is therefore required to prepare consolidated financial statements in accordance with the provisions of commercial law. The consolidated financial statements of M1 Kliniken AG for the period from 1 January to 31 December 2025 were prepared in accordance with the requirements of Section 315e(1) of the German Commercial Code (HGB) in conjunction with Section 315e(3) HGB, in accordance with the International Financial Reporting Standards (IFRS) of the International Accounting Standards Board (IASB) and the interpretations of the International Financial Reporting Interpretations Committee (IFRIC), as applicable in the European Union. In addition, the notes to the consolidated financial statements contain certain disclosures regarding provisions of the German Commercial Code (HGB) in accordance with Section 315e(1) HGB.

Unless otherwise stated, the amounts for the financial year and for the previous year are stated in EUR. With the exception of the subsidiaries in Switzerland, the United Kingdom, Hungary and Australia, the EUR also corresponds to the functional currency of the other companies included in the consolidated financial statements.

When preparing the financial statements of the affiliated Group companies, transactions denominated in currencies other than the functional currency (EUR) of the Group company are translated at the exchange rates prevailing on the date of the transaction. As of the balance sheet date, all monetary items in foreign currencies are translated at the exchange rate prevailing on that date. Non-monetary items denominated in foreign currencies that are measured at fair value are translated using the exchange rates prevailing at the time of measurement at fair value.

The new standards adopted by the IASB have been applied from the date of their entry into force.

Accounting and valuation have been carried out on a going concern basis.

The M1 Group’s balance sheet has been prepared on a maturity basis, with assets and liabilities expected to be realised or settled within twelve months of the balance sheet date classified as current in accordance with IAS 1. Deferred tax assets and deferred tax liabilities are recognised in full under non-current assets and non-current liabilities respectively, in accordance with IAS 1.56.

The Group's income statement has been prepared using the total cost method. A consolidated statement of comprehensive income has not been presented, as there were no items in the M1 Group during the reporting year or the previous year that would have required recognition in other comprehensive income.

The accounting policies applied are generally consistent with those applied in the previous year.

To improve the clarity of the presentation, individual items have been aggregated in the balance sheet and the income statement. The breakdown of these items is set out in the notes. Rounding differences may occur in the presentation compared with the mathematically exact figures.

5.1.3 New standards and interpretations

The new standards adopted by the IASB have been applied from the date of their entry into force.

The following standards and interpretations, as well as amendments to existing standards, are mandatory for the first time for reporting periods beginning on or after 1 January 2025:

- Amendments to IAS 21 – The Effects of Changes in Foreign Exchange Rates: Lack of Convertibility – effective from 1 January 2025

The first-time application of these standards or their amendments has no material impact on the consolidated financial statements.

In future, the following standards and interpretations, as well as amendments to existing standards, are to be applied:

- Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 – effective from 1 January 2026
- Annual Improvements to IFRS Accounting Standards – Volume 11 – (IAS 7, IFRS 1, IFRS 7, IFRS 9 and IFRS 10) – effective from 1 January 2026
- Presentation and Disclosures in Financial Statements – IFRS 18 – effective from 1 January 2027
- Disclosures regarding subsidiaries not subject to public accountability – IFRS 19 – effective from 1 January 2027
- Disposals or contributions of assets between an investor and an associate or joint venture – Amendments to IFRS 10 and IAS 28 – Effective date to be determined

5.2 DISCRETIONARY DECISIONS, ESTIMATES AND ASSUMPTIONS

In preparing the consolidated financial statements, certain assumptions have been made and estimates used which have affected the amount and presentation of the assets and liabilities recognised in the balance sheet, as well as income and expenses. Actual figures may differ from the assumptions and estimates made at a later date. Any such changes would be recognised in the income statement when better information becomes available. All assumptions and estimates are made to the best of our knowledge and belief in order to present a true and fair view of the Group's financial position, results of operations and cash flows.

In applying the accounting policies set out below, the Management Board exercises significant judgement.

M1 Kliniken AG tests the impairment of goodwill and other non-current assets with a finite useful life annually where there are indications of impairment, in accordance with the provisions of IAS 36. The basis for the impairment test is a comparison between the carrying amount of an asset and the recoverable amount that can be generated from the asset, group of assets or cash-generating unit. The recoverable amount is the higher of fair value less costs to sell and value in use.

The determination of the fair values of assets and liabilities is based on management's estimates. M1 Kliniken AG measures, in particular, its investments in HAEMATO AG and M1 Direct Holding GmbH (formerly Nutri Care GmbH), together with their own investments, at fair value. In the case of M1 Direct Holding GmbH (formerly Nutri Care GmbH), this is primarily based on a valua-tion report by an external expert.

The basis used by management to assess the appropriateness of value adjustments to trade receivables includes, in particular, the maturity structure of the receivable balances, the creditworthiness of customers and changes in payment terms. Due to the prompt settlement of receivables arising from medical treatments and the close monitoring of the solvency of other customers, value adjustments are of secondary importance.

In the area of revenue recognition, it is necessary to examine which separate performance obli-gations are contained in the contracts with customers. For each identified separate performance obligation, it must be assessed whether the conditions for period-based revenue recognition are met.

For each taxable entity, the expected actual income tax must be calculated, and the temporary differences arising from the different treatment of certain balance sheet items between the IFRS consolidated financial statements and the tax financial statements must be assessed. Where temporary differences exist, these differences generally result in the recognition of deferred tax assets and liabilities in the consolidated financial statements. Management must make judgements when calculating current and deferred taxes. Deferred tax assets are recognised to the extent that it is probable that they can be utilised . The utilisation of deferred tax assets depends on the ability to generate sufficient taxable income within the scope of the respective tax category.

Various factors must be taken into account when assessing the likelihood of future utilisation of deferred tax assets, such as past earnings performance, operational planning and tax planning strategies. If actual results deviate from these estimates or if these estimates need to be adjusted in future periods, this could have an adverse effect on the Group's financial position, results of operations and cash flows. If there is a change in the impairment assessment of deferred tax assets, the recognised deferred tax assets must be written down through profit or loss.

5.3 SCOPE OF CONSOLIDATION AND CONSOLIDATION PRINCIPLES

5.3.1 Scope of consolidation

In the consolidated financial statements of M1 Kliniken AG, Berlin, As of 31 December 2025, the following subsidiaries were fully consolidated in addition to M1 Kliniken AG. Control arises from the fact that M1 Kliniken AG holds, directly or indirectly, more than 50% of the voting rights atta-ched to a company's subscribed capital and/or is able to direct the financial and operating polici-es of a company in such a way as to benefit from its activities.

M1 Med Beauty Berlin GmbH has been consolidated since 1 August 2013. The business purpose of M1 Med Beauty Berlin GmbH is the provision of services in the field of aesthetic medicine. The share capital of M1 Med Beauty Berlin GmbH amounts to EUR 25,000. M1 Med Beauty Berlin GmbH has its own business operations within the meaning of IFRS 3. After deducting the identifiable net assets (assets less liabilities), goodwill of EUR 115,723 was recognized. The consideration transferred includes, among other things, benefits from sales growth and future market developments. These benefits, which cannot be recognized separately from goodwill, add up to the aforementioned goodwill. In the 2021 financial year, M1 Med Beauty Berlin GmbH acquired M1 Verwaltungs GmbH at a nominal equity value of EUR 25,000. M1 Verwaltungs GmbH was subsequently merged into M1 Med Beauty Berlin GmbH, whereby the nominal carrying amounts of M1 Verwaltungs GmbH were transferred to M1 Med Beauty Berlin GmbH. The merger did not have any effect on earnings.

Pursuant to Section 264 (3) HGB, a corporation that is not capital market-oriented within the meaning of Section 264d HGB and is included as a subsidiary in the consolidated financial statements of a parent company domiciled in an EU member state must comply with the provisions of Subsection 1. "Annual financial statements of the corporation and management report" to the second section of the HGB as well as those of the third and fourth subsections of the section "Audit" and "Disclosure, audit by the operator of the Federal Gazette" do not apply if all of the requirements specified in Section 264 (3) HGB are met. This applies to M1 Med Beauty Berlin GmbH, which is why it has waived the preparation of notes and a management report in its own 2024 annual financial statements.

Beauty Now GmbH was founded by M1 Kliniken AG on 16 December 2015. The initial consolidation did not result in any differences. The purpose of the company is the ownership, operation and management of beauty institutes, the brokerage and provision of services in the field of beauty and health care as well as beauty and health care, the license-free consulting of alternative practitioners, medical professionals and cosmetic professionals in the field of cosmetics and aesthetic medicine, the acquisition, management and sale of real estate, in particular real estate in the health sector and the acquisition, management and sale of investments. The share capital amounts to EUR 100,000.

Saname GmbH was founded by M1 Kliniken AG on 22 May 2013. The initial consolidation did not result in any differences. The purpose of the company is the acquisition, management and sale of own and third-party real estate, in particular real estate in the healthcare sector, as well as the management and sale of investments. The share capital amounts to EUR 25,000.

Sanabona GmbH was founded by M1 Med Beauty Berlin GmbH on 18 July 2017. The initial consolidation did not result in any differences. The object of the company is the acquisition, management and sale of real estate, in particular real estate in the healthcare sector, as well as the acquisition, management and sale of investments. The share capital amounts to EUR 25,000.

Sanawert GmbH was founded on 18 July 2017 by M1 Med Beauty Berlin GmbH. The initial consolidation did not result in any differences. The purpose of the company is the acquisition, management and sale of real estate, in particular real estate in the healthcare sector, as well as the acquisition, management and sale of investments. The share capital amounts to EUR 25,000.

Sanaselect GmbH was founded by M1 Med Beauty Berlin GmbH on 18 July 2017. The initial consolidation did not result in any differences. The object of the company is the acquisition, management and sale of real estate, in particular real estate in the healthcare sector, as well as the acquisition, management and sale of investments. The share capital amounts to EUR 25,000.

Sanaestate GmbH was founded by M1 Med Beauty Berlin GmbH on 18 July 2017. The initial consolidation did not result in any differences. The object of the company is the acquisition, management and sale of real estate, in particular real estate in the healthcare sector, as well as the acquisition, management and sale of investments. The share capital amounts to EUR 25,000.

M1 MVZ GmbH has been consolidated since 1 May 2025. In the 2025 financial year, M1 Med Beauty Berlin GmbH acquired M1 MVZ GmbH. After deducting the identifiable net assets (assets less liabilities), goodwill amounting to EUR 1,966,307 was recognised. The company's object is the operation of a private medical practice and the establishment and operation of medical care centres within the meaning of Section 95 of the German Social Code, Book V (SGB V). The share capital amounts to EUR 25,000.

M1 Med Beauty Australia Pty Ltd. was founded on 2 August 2018 as a subsidiary of M1 Kliniken AG. M1 Med Beauty Australia Pty Ltd. has its own business operations within the meaning of IFRS 3. The corporate purpose of M1 Med Beauty Australia Pty Ltd. is the provision of services in aesthetic medicine. The subscribed capital of the company amounts to AUS$ 100. The company was fully consolidated for the first time with effect from 1 January 2020. As part of the initial consolidation, an existing loss carryforward of the company as of 31 December 2019 in the amount of EUR 259,681 was offset in Group equity.

M1 Med Beauty UK Ltd. was founded on 22 October 2018 as a subsidiary of M1 Kliniken AG. M1 Med Beauty UK Ltd. has its own business operations within the meaning of IFRS 3. The corporate purpose of M1 Med Beauty UK Ltd. is the provision of services in aesthetic medicine. The company's subscribed capital amounts to GBP 10,000. The company was fully consolidated for the first time with effect from 1 January 2020. As part of the initial consolidation, an existing loss carried forward by the company as of 31 December 2019 in the amount of EUR 210,667 was offset in Group equity.

M1 Med Beauty Austria GmbH was founded on 20 December 2018 as a subsidiary of M1 Kliniken AG. M1 Med Beauty Austria GmbH has its own business operations within the meaning of IFRS 3. The corporate purpose of M1 Med Beauty Austria GmbH is the provision of services in the field of aesthetic medicine. The company's subscribed capital amounts to EUR 35,000. The company was fully consolidated for the first time with effect from 1 January 2020. As part of the initial consolidation, an existing loss carryforward of the company as of 31 December 2019 in the amount of EUR 287,986 was offset in Group equity.

M1 Med Beauty Netherlands B.V. was founded on 21 December 2018 as a subsidiary of M1 Kliniken AG. M1 Med Beauty Netherlands B.V. has its own business operations within the meaning of IFRS 3. The business purpose of M1 Med Beauty Netherlands B.V. is the provision of services in aesthetic medicine. The company's subscribed capital amounts to EUR 10,000. The company was fully consolidated for the first time with effect from 1 January 2020. As part of the initial consolidation, an existing loss carried forward by the company as of 31 December 2019 in the amount of EUR 418,300 was offset in Group equity.

M1 Med Beauty Croatia d.o.o. was founded on 21 December 2018 as a subsidiary of M1 Kliniken AG. M1 Med Beauty Croatia d.o.o. has its own business operations within the meaning of IFRS 3. The business purpose of M1 Med Beauty Croatia d.o.o. is the provision of services in aesthetic medicine. The company's subscribed capital amounts to 50,000 kuna. The company was fully consolidated for the first time with effect from 1 January 2020. As part of the initial consolidation, an existing loss carried forward by the company as of 31 December 2019 in the amount of EUR 2,370 was offset in Group equity.

M1 Med Beauty Swiss GmbH was founded on 22 February 2019 as a subsidiary of M1 Kliniken AG. M1 Med Beauty Swiss GmbH has its own business operations within the meaning of IFRS 3. The corporate purpose of M1 Med Beauty Swiss GmbH is the provision of services in aesthetic medicine. The company's subscribed capital amounts to CHF 200,000. The company was fully consolidated for the first time with effect from 1 January 2020. As part of the initial consolidation, an existing loss carryforward of the company as of 31 December 2019 in the amount of EUR 309,178 was offset in Group equity.

M1 Med Beauty Hungary Kft. was established on 13 July 2022 as a subsidiary of M1 Kliniken AG. M1 Med Beauty Hungary Kft. operates as a separate business entity within the meaning of IFRS 3. The corporate purpose of M1 Med Beauty Hungary Kft. is the provision of services in the field of aesthetic medicine. The company's subscribed capital amounts to HUF 3,000,000. The company was fully consolidated for the first time with effect from 1 October 2022. No differences arose in connection with the initial consolidation.

M1 Med Beauty S.R.L. was founded on 21 November 2022 as a subsidiary of M1 Kliniken AG. M1 Med Beauty S.R.L. operates as a separate business entity within the meaning of IFRS 3. The corporate purpose of M1 Med Beauty S.R.L. is the provision of services in aesthetic medicine. The company's subscribed capital amounts to 1 RON. The company was fully consolidated for the first time with effect from 1 April 2025. After deducting the identifiable net assets (assets less liabilities), goodwill of EUR 409,826 was recognised.

M1 Med Beauty Bulgaria EOOD was founded on 24 January 2023 as a subsidiary of M1 Kliniken AG. M1 Med Beauty Bulgaria EOOD operates as a separate business entity within the meaning of IFRS 3. The corporate purpose of M1 Med Beauty Bulgaria EOOD is the provision of services in aesthetic medicine. The company's subscribed capital amounts to BGN 1,000. The company was fully consolidated for the first time with effect from 1 April 2025. After deducting the identifiable net assets (assets less liabilities), goodwill of EUR 249,869 was recognised.

By agreement dated 10 June 2020, M1 Kliniken AG acquired a 48.2% stake in **HAEMATO AG** with effect from 1 July 2020 as part of a non-cash capital increase at M1 Kliniken AG. In this context, MPH Health Care AG contributed the shares it previously held in HAEMATO AG to M1 Kliniken AG and subscribed to the newly issued shares of M1 Kliniken AG. As of 1 July 2020, HAEMATO AG was consolidated at equity in the consolidated financial statements of M1 Kliniken AG, as the shareholding was below 50%.

In the course of July 2020, M1 Kliniken AG took over entrepreneurial control of HAEMATO AG. As there was also the option of calling an Extraordinary General Meeting of HAEMATO AG at any time and, based on the historically known attendance rates at the Annual General Meetings of HAEMATO AG, it can be assumed that the 48.2% share in the share capital of HAEMATO AG is sufficient to determine the resolution situation at the Annual General Meeting, HAEMATO AG was fully consolidated in the consolidated financial statements of M1 Kliniken AG from 1 August 2020.

During the 2024 financial year, the holding in HAEMATO AG was increased through further partial acquisitions. As at 31 December 2025, the holding amounted to approximately 85% of the total of 5,229,307 shares issued.

HAEMATO AG was founded on 10 May 1993. The company is registered in the commercial register of the Berlin-Charlottenburg district court under HRB 88633 and has its registered office in Berlin. The HAEMATO Group is active in the pharmaceutical sector with a focus on the growth markets of high-priced specialty pharmaceuticals in the indication areas of oncology and HIV as well as in the areas of rheumatism, neurology and cardiovascular diseases and in the "Lifestyle and Aesthetics" segment.

After deducting the identifiable net assets (assets less liabilities), the initial consolidation of HAEMATO AG resulted in goodwill of EUR 25,907,033. The consideration transferred includes, among other things, benefits from sales growth and future market developments. These benefits, which cannot be recognized separately from goodwill, add up to the aforementioned goodwill.

HAEMATO AG prepares its own consolidated financial statements in accordance with IFRS regulations. For the 2025 fiscal year, revenue of EUR 298,583 thousand (prev. year: EUR 291,898 thousand) was generated. Operating profit totaled EUR 15,186 thousand in 2025 (prev. year: EUR 14,017 thousand). The consolidated net income of HAEMATO AG amounted to EUR 12,513 thousand (prev. year: EUR 11,291 thousand).

In connection with a capital increase carried out at HAEMATO AG in 2013, HAEMATO AG acquired all shares in the former HAEMATO Pharm AG, which now trades as HAEMATO Pharm GmbH. HAEMATO Pharm GmbH was acquired by the parent company. HAEMATO Pharm GmbH is active in the pharmaceutical sector through a) the trade in medicinal products, pharmaceutical products and medical devices, b) the manufacture of medicinal products, pharmaceutical products and medical devices, c) the repackaging, filling and labeling of medicinal products, pharmaceutical products and medical devices and d) the import, export and re-import of medicinal products, pharmaceutical products and medical devices. The share capital of HAEMATO Pharm GmbH amounts to EUR 500,000. HAEMATO Pharm GmbH has its own business operations within the meaning of IFRS 3.

HAEMATO Med GmbH was founded by HAEMATO AG on 22 May 2013. The initial consolidation did not result in any differences. The business purpose of HAEMATO Med GmbH is the manufacture, distribution, import, export and re-import of medical products. HAEMATO Med GmbH has its own business operations within the meaning of IFRS 3. The share capital amounts to EUR 25,000.

HAEMATO Pharm GmbH established Sanate GmbH on 24 September 2013. This was renamed Dr. Holz Pharmaservice GmbH in 2022. No difference arose on initial consolidation. Dr. Holz Pharmaservice GmbH constitutes a separate business entity within the meaning of IFRS 3. The share capital amounts to EUR 25,000.

On 16 October 2025, HAEMATO AG signed an agreement for the sale of HAEMATO Pharm GmbH to the PHOENIX group, a healthcare provider based in Mannheim. As at 31 December 2025, the transaction was still subject to antitrust approvals. The sale has no financial implications.

HAEMATO Med GmbH was founded by HAEMATO AG on 22 May 2013. No differences arose in connection with the initial consolidation. The corporate purpose of HAEMATO Med GmbH is the manufacture, distribution, import, export and re-import of medical devices. HAEMATO Med GmbH operates as a separate business entity within the meaning of IFRS 3. The share capital amounts to EUR 25,000.

M1 Direct Holding GmbH (formerly Nutri Care GmbH) has been consolidated since 1 December 2023. In the 2025 financial year, both the company name and the corporate purpose were changed. The corporate purpose of M1 Direct Holding GmbH (formerly Nutri Care GmbH), acting as a managing holding company, is the acquisition, financing, holding, management and disposal of shareholdings and/or companies of all kinds, particularly in the medical and pharmaceutical sectors. After deducting identifiable net assets (assets less liabilities), goodwill of EUR 4,105,594 was recognised. The share capital amounts to EUR 25,000.

Direct Apotheke Venlo B.V. has been consolidated since 1 December 2023. The corporate purpose of Direct Apotheke Venlo B.V. is the retail sale of pharmaceutical products and the pursuit of business activities relating in particular, but not exclusively, to the operation of a pharmacy, in the broadest sense of the term. After deducting identifiable net assets (assets less liabilities), goodwill of EUR 17,103,864 has been recognised. The share capital amounts to EUR 1,000.

Adhoc Pharma B.V. has been consolidated since 1 December 2023. The corporate purpose of Direct Apotheke Venlo B.V. is the manufacture, import, export and wholesale of medicines and pharmaceutical products, as well as the procurement and distribution of goods in the field of pharmaceutical technology. After deducting the identifiable net assets (assets less liabilities), goodwill of EUR 6,636,634 was recognised. The share capital amounts to EUR 1,000.

Adhoc Pharma Kft. was established on 1 September 2025 as a subsidiary of M1 Direct Holding GmbH. Adhoc Pharma Kft. operates as a separate entity within the meaning of IFRS 3. The corporate purpose of Adhoc Pharma Kft. is the wholesale trade in pharmaceutical products and medical devices. The company's subscribed capital amounts to HUF 3,000,000. The company was consolidated in full for the first time with effect from 1 December 2025. No differences arose in connection with the initial consolidation.

Company name	Location of the company	Date of initial consolidation	Share in %
M1 Med Beauty Berlin GmbH	Berlin	1 August 2013	100.0%
Saname GmbH	Schönefeld	22 May 2013	100.0%
BEAUTY Now GmbH	Berlin	16 December 2015	100.0%
Sanabona GmbH*	Berlin	18 July 2017	100.0%
Sanawert GmbH*	Berlin	18 July 2017	100.0%
Sanaselect GmbH*	Berlin	18 July 2017	100.0%
Sanaestate GmbH*	Berlin	18 July 2017	100.0%
M1 MVZ GmbH*	Potsdam	01 May 2025	100.0%
M1 Med Beauty Australia Pty Ltd.	Melbourne	1 January 2020	100.0%
M1 Med Beauty UK Ltd.	London	1 January 2020	100.0%
M1 Med Beauty Austria GmbH	Vienna	1 January 2020	100.0%
M1 Med Beauty Netherlands B.V.	Venlo	1 January 2020	100.0%
M1 Med Beauty Croatia d.o.o.	Zagreb	1 January 2020	100.0%
M1 Med Beauty Swiss GmbH	Zürich	1 January 2020	100.0%
M1 Med Beauty Hungary Kft.	Budapest	1 October 2020	100.0%
M1 Med Beauty S.R.L.	Bukarest	1 April 2025	100.0%
M1 Med Beauty Bulgaria EOOD	Sofia	1 April 2025	100.0%
HAEMATO AG	Berlin	1 July 2020	85.0%
HAEMATO PHARM GmbH*	Schönefeld	1 July 2020	85.0%
HAEMATO Med GmbH*	Schönefeld	1 July 2020	85.0%
Dr. Holz Pharmaservice GmbH* (ehemals Sanate GmbH)	Berlin	1 July 2020	85.0%
M1 Aesthetics GmbH*	Schönefeld	6 July 2013	85.0%
M1 Direct Holding GmbH (ehemals Nutri Care GmbH)	Schönefeld	1 December 2023	100.0%
Direct Apotheke Venlo B.V.*	Maasbree	1 December 2023	100.0%
M1 Telemedizin GmbH*	Schönefeld	1 December 2023	100.0%
Adhoc Pharma B.V.*	Groningen	1 December 2023	100.0%
Adhoc Pharma Kft.*	Budapest	1 December 2025	100.0%

* Indirect investment

The ownership percentages have not changed compared with the previous year, unless the company was only established or acquired during the past financial year.

5.3.2 Principles of consolidation

The financial statements of all Group companies are prepared on the basis of uniform accounting and valuation methods in accordance with IFRS 10.B92 As of the reporting date of M1 Kliniken AG (parent company). The financial year of M1 Kliniken AG and its subsidiaries included in the consolidated financial statements corresponds to the calendar year.

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the sum of the consideration transferred, measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration that constitutes a financial asset or a financial liability are recognised in the income statement in accordance with IFRS 9. Contingent consideration classified as equity is not remeasured, and its subsequent settlement is recognised in equity.

In every business combination, non-controlling interests in the acquiree are measured either at fair value or at the acquiree's proportionate share of its identifiable net assets. HAEMATO AG holds non-controlling interests in its currently consolidated subsidiaries.

Costs incurred in connection with the business combination are recognised as an expense. When the Group acquires a business, it assesses the appropriate classification and designation of the financial assets and liabilities assumed in accordance with the contractual terms, econo-mic circumstances and conditions prevailing at the acquisition date.

Goodwill is initially recognised at cost, which is measured as the excess of the consideration transferred over the Group's identifiable assets and liabilities acquired, revalued at fair value. If this consideration is less than the fair value of the net assets of the acquired subsidiary, the difference is recognised in the statement of comprehensive income.

After initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purposes of impairment testing, goodwill acquired in a business combination is allocated from the acquisition date to the Group's cash-generating units that are expected to benefit from the business combination. This applies regardless of whether other assets or liabilities of the acquired entity are allocated to these cash-generating units.

If goodwill has been allocated to a cash-generating unit and a business segment of that unit is disposed of, the goodwill attributable to the disposed business segment is included as part of the carrying amount of the business segment when determining the gain or loss on the disposal of that business segment. The value of the disposed portion of the goodwill is determined on the basis of the relative values of the disposed business and the remaining portion of the cash-generating unit.

Receivables and payables between consolidated companies, as well as intra-group revenue, other intra-group income and the corresponding expenses, are consolidated. Intercompany profits and losses are eliminated, unless they are immaterial.

Deferred tax liabilities have been recognised in accordance with IAS 12 for consolidation adjustments affecting profit or loss to the extent that the resulting difference in tax expense is expected to be offset in subsequent financial years.

5.4 REMARKS ON THE ACCOUNTING AND VALUATION METHODS

5.4.1 Revenue recognotion

Revenue is measured at the fair value of the consideration received or to be received.

Provision of medical services

Revenue from the provision of medical services in the "Beauty" segment is recognized if the following conditions are met:

- the component that determines the character of the service is fully implemented,
- the amount of revenue can be reliably determined,
- it is probable that the economic benefits associated with the transaction will flow to the Group and
- the costs incurred or to be incurred in connection with the service can be reliably determined.

As of 1 January 2025, advance payments made by customers for the provision of medical services amounted to EUR 322,911, which were recognised as revenue in the reporting year.

As of 31 December 2025, there were customer prepayments amounting to EUR 433,467, which will be recognised as revenue during the 2026 financial year.

Trade of goods

Revenue from the sale of goods in the "Trade" segment is recognized if the following conditions are met:

- the customer has obtained power of disposal over the transferred goods (transfer of control),
- the Group retains neither a right of disposal, as is usually associated with ownership, nor effective power of disposal over the goods sold,
- the amount of revenue can be reliably determined,
- it is probable that the economic benefits associated with the transaction will flow to the Group and
- the costs incurred or to be incurred in connection with the sale can be reliably determined.

Dividends and interest income

Dividend income from shares is recognised when the Group's legal right to payment has arisen. This is subject to the conditions that it is probable that the economic benefits will flow to the Group and that the amount of the income can be reliably determined.

Interest income is accrued over time based on the outstanding nominal amount using the relevant effective interest rate. The effective interest rate is the rate that exactly discounts the expected future cash inflows over the term of the financial asset to the net carrying amount of that asset at initial recognition.

5.4.2 Income tax expense

Tax expense

Tax expense for the period comprises current and deferred taxes. Taxes are recognised in the income statement unless they relate to items recognised directly in equity or in other comprehensive income. In this case, taxes are also recognised in equity or in other comprehensive income.

Deferred taxes

Deferred taxes are recognised using the liability method for all temporary differences between the tax carrying amounts of assets and liabilities and their respective IFRS carrying amounts. However, if, in the context of a transaction that does not constitute a business combination, a deferred tax arises from the initial recognition of an asset or liability that has no effect on either the accounting or the taxable profit or loss at the time of the transaction, no deferred tax is recognised. Deferred taxes are measured using the tax rates (and tax laws) that are in force at the balance sheet date or have essentially been enacted and are expected to be in force by the time the deferred tax asset is realised or the deferred tax liability is settled. The calculation of deferred taxes is based on a corporation tax rate of 15.0% (plus a solidarity surcharge of 5.5% on corporation tax). Trade tax is calculated using a rate of 240% (M1 Aesthetics GmbH, HAEMATO Pharm GmbH, HAEMATO Med GmbH, HAEMATO AG) and 410% (M1 Med Beauty Berlin GmbH, M1 Kliniken AG). This results in a trade tax burden on taxable profit of 8.40% and 14.35% respectively. The Group's total tax burden for the German companies ultimately comprises the respective trade tax and corporation tax, including the solidarity surcharge.

Deferred tax assets are recognised to the extent that it is probable that a tax benefit will be realised from offsetting against taxable annual results.
Deferred tax liabilities relating to temporary differences on investments in subsidiaries are generally recognised, unless it is unlikely that the temporary differences will reverse in the foreseeable future.

5.4.3 Foreign currency conversion

When preparing the financial statements of the associated Group companies, transactions denominated in currencies other than the functional currency (euro) of the respective Group company are translated at the exchange rates prevailing on the date of the transaction. As of the balance sheet date, all monetary items in foreign currencies are translated at the exchange rate prevailing on that date. In general, foreign currency translations are of minor significance for the preparation of the consolidated financial statements, as the Group has so far operated predominantly within the eurozone. There have been no significant changes arising from currency translations compared with the previous year. The individual financial statements of foreign subsidiaries with a functional currency other than the euro were converted using the closing rate of the relevant foreign currency.

5.4.4 Earnings per share

Earnings per share are calculated by dividing the net profit attributable to the shareholders of the parent company by the number of shares in issue. In accordance with IAS 33.19, the number of ordinary shares used to calculate basic earnings per share is the weighted average number of ordinary shares in issue during the period. There are no circumstances that could result in diluted earnings.

5.4.5 Financial instruments

The Group's financial instruments are measured in full in accordance with the provisions of IFRS 9.

a) Cash and cash equivalents

Cash and cash equivalents include cash, fixed-term deposits with remaining terms of up to three months and demand deposits, all of which are recognized at their nominal value. The cash and cash equivalents reported in the cash flow statement are defined in accordance with the company's cash management and are identical to cash and cash equivalents.

b) Financial assets

In addition to cash and cash equivalents, financial assets include in particular investments, loans and receivables granted by the company and other financial assets.

Financial assets must be recognized when a Group company becomes a party to the contractual provisions of the financial instrument. When a financial asset is recognized for the first time, it is measured at fair value, which generally corresponds to cost. Transaction costs are included in the initial measurement if the financial asset is not measured at fair value through profit or loss.

Subsequent measurement depends on the categorisation of the financial instruments using one of the following measurement categories:

- Financial assets measured at amortized cost
- Financial assets at fair value through profit or loss
- Assets measured at fair value through other comprehensive income.

A financial asset is measured at amortised cost if the contractual cash flows consist solely of interest and principal payments on the outstanding principal amount of the financial instrument (cash flow criterion) and the business model consists of holding the financial instrument. This includes trade receivables of the M1 Group as well as other receivables, bank balances and cash. The subsequent measurement of these financial assets is carried out using the effective interest method. Transaction costs and other premiums and discounts are also taken into account when determining the effective interest rate.

Financial assets are measured at fair value through profit or loss if the financial asset is either held for trading or is subject to a mandatory fair value measurement. This applies to all financial assets that do not meet the cash flow criterion or are subject to the ‘selling’ business model. Financial assets are not held for trading purposes. Similarly, no financial assets are measured at fair value through other comprehensive income.

Financial assets are measured at fair value through other comprehensive income if the financial instrument meets the cash flow criterion and the business model consists of a combination of holding and selling. No financial assets in the M1 Group fall into this category.
The M1 Group does not hold any derivative financial instruments.

c) Financial liabilities

Financial liabilities must be recognised when a Group company becomes a party to the financial instrument. As the M1 Group has no financial liabilities or derivatives held for trading purposes, all financial liabilities are measured at amortised cost.

Upon initial recognition, a financial liability is recognised at fair value, which generally corresponds to the amount payable; transaction costs are included in the initial measurement. Following initial recognition, financial liabilities are measured at amortised cost using the effective interest method. Transaction costs and other premiums and discounts are also taken into account when determining the effective interest rate.

d) Derecognition / impairment

Financial assets or a portion of a financial asset are derecognised when M1 Kliniken AG loses control over the contractual rights comprising the asset. Financial liabilities are derecognised when M1 Kliniken AG no longer has any contractual obligations arising from this financial instrument.

Financial assets are subject to the impairment provisions of IFRS 9. Financial assets measured at fair value through profit or loss are exempt from impairment.

The amount of the impairment is measured based on expected credit losses. Expected credit losses arise from the difference between the contractually agreed cash flows and the expected cash flows, discounted to present value using the original effective interest rate.

Expected credit losses are generally recognised in three stages. However, within the M1 Group, the impairment provisions primarily relate to trade receivables. For these, IFRS 9.5.5.15 provides for a simplified approach, under which the recognition of expected credit losses is omitted at Sta-ge 1. Instead, trade receivables are impaired either in accordance with Stage 2 or Stage 3. Stage 2 covers all trade receivables with no indication of impaired credit quality. To determine expected credit losses, observed historical default rates updated As of each reporting date are used, ad-justed for any necessary forward-looking components. Where possible, external sources are also used to determine the probabilities of default. Expected credit losses are calculated as the product of the determined probabilities of default and the loss given default, which is set at 100% of the receivable amount.

Where there are indications of impaired creditworthiness, a transition to Stage 3 takes place, with the result that, in addition to the continued recognition of a provision for credit losses, the effective interest rate is calculated on the basis of the net carrying amount. Indications of impaired credit-worthiness are present in particular where the debtor's financial difficulties, in conjunction with an increased probability of insolvency, become known. For trade receivables with impaired credit-worthiness, an individualised estimate of the expected credit loss is made.

The M1 Group generally assesses a default if contractual payments are more than 90 days past due. In addition, in individual cases, internal or external information is also taken into account that indicates that the contractual payments cannot be made in full. Financial assets are derecognised if there is no reasonable expectation of future payment.

e) Offsetting of receivables and payables

Financial assets and liabilities are offset so that only the net amount is recognised in the balance sheet. This is done only if there is currently a legal right to offset the recognised amounts and there is an intention to settle on a net basis or to settle the associated liability simultaneously with the realisation of the relevant asset.

f) Fair value

The fair value of financial instruments traded on active markets (Level 1) is determined by the market price quoted on the reporting date or the publicly quoted price (bid price offered by the buyer for a long position and ask price for a short position) without deducting transaction costs. A similar approach is taken for financial instruments that are not themselves traded on a market but for which corresponding values can be derived from such a market (Level 2).

The fair value of financial instruments that are not traded on an active market (Level 3) is determined using the discounted cash flow method and in accordance with the requirements of IFRS 13.

Valuation methods include the use of recent transactions between knowledgeable, willing and independent counterparties, comparison with the current fair value of another, substantially identical financial instrument, the use of discounted cash flow methods and other valuation models.

For further details on the determination of the fair values of significant investments, see section 6.1.4.

The Company assumes that the fair values of financial assets and financial liabilities not measured at fair value essentially correspond to their carrying amounts.

5.4.6 Inventories

Inventories in the beauty and retail sectors are valued at cost plus any incidental purchase costs (e.g. transport, customs duties) or at a lower net realisable value, whichever is lower. There are no work-in-progress or finished goods.

5.4.7 Fixed assets

Property, plant and equipment are carried at cost less accumulated depreciation. Upon disposal of property, plant and equipment, the historical cost and accumulated depreciation are derecognised, and a gain or loss arising from the disposal is recognised in profit or loss under the items “Other operating income” or “Other operating expenses”.

	Term of depreciation
Buildings	33 years
Machinery and equipment	5-8 years
Operating and office equipment	1-15 years

Where necessary, impairment losses reduce the amortised cost. No revaluation of property, plant and equipment was carried out in accordance with the option provided under IAS 16.

Depreciation is calculated on a straight-line basis. Depreciation reflects the pattern of consumption of the future economic benefits. Property, plant and equipment are depreciated on a straight-line basis over varying economically relevant useful lives (1 to 15 years).

In the event that the carrying amount of an item of property, plant and equipment exceeds its estimated recoverable amount, an impairment loss is recognised in accordance with IAS 36. The recoverable amount is determined as the higher of the net selling price and the present value of the estimated future cash flows from the use of the asset.

The useful lives and depreciation methods are reviewed regularly to ensure that the economic benefits align with the depreciation period.

In addition to depreciation and amortisation of intangible assets and property, plant and equipment, from the 2019 financial year onwards, scheduled impairment losses on right-of-use assets capitalised in accordance with IFRS 16 are also recognised under depreciation and amortisation. This resulted in depreciation on right-of-use assets in the past financial year amounting to EUR 3,695,919 (prev. year: EUR 3,763,256).

5.4.8 Leases

The Group pursues a strategy of partially renting or leasing key assets required for the conduct of its business operations. In addition to a number of company vehicles, this primarily includes the premises of the clinic in Berlin-Köpenick, as well as the premises of the practice network and the warehouse for the retail division. The premises are rented at suitable locations and are subject to long-term lease agreements. An initial lease term of five years is usually agreed, which may be extended once or several times. In the case of rental and lease obligations, the future expected rental and lease payments are capitalised upon the inception of the rental or lease agreement, and a corresponding rental and lease liability is recognised. The expense arising from the rental and lease agreements is included under the item "Depreciation and amortisation".

5.4.9 Intangible assets

M1 Kliniken AG capitalises intangible assets if the asset is in the economic ownership of the company as a result of past events, if it is probable that future economic benefits will flow to the company from this asset, and if the cost of the asset can be reliably determined. There are no internally generated intangible assets.

Concessions and similar rights

Concessions and similar rights are capitalized at cost and reported separately from goodwill as an intangible asset. Concessions and similar rights are amortized on a straight-line basis over the duration of this interval if a limited time interval is involved. If the right or asset is indefinite, an annual impairment test is carried out for the concession or right and any impairment is recognized in the income statement.

Software

Software is capitalized at cost and reported as an intangible asset separately from goodwill, provided that these software costs are not an integral part of the associated hardware. Software is amortized on a straight-line basis over a period of three or four years.

Goodwill

Goodwill is initially measured at cost, which is the excess of the total consideration transferred and the amount of non-controlling interests in the identifiable assets acquired and liabilities assumed of the Group.

Irrespective of whether there is any indication of impairment, the recoverable amount for the cash-generating unit to which the goodwill belongs is determined annually. If the carrying amount is higher than the recoverable amount, an impairment loss is recognized. If the recoverable amount is only 10% below the carrying amount, a theoretical impairment potential is determined using a sensitivity analysis. For this purpose, the underlying earnings before interest and taxes (EBIT) are reduced by 10% and the risk-free basic interest rate is increased by 1 percentage point and the effects on the capitalized goodwill are determined.

5.4.10 Impairment of long-term assets

Property, plant and equipment and intangible assets are tested for impairment whenever events or changes in external circumstances indicate that the asset's recoverable amount at the balance sheet date may be less than its carrying amount, or whenever an annual impairment test is required. For intangible assets with an indefinite useful life, an impairment test must also be carried out at least annually.

To determine whether an impairment loss exists, the recoverable amount is calculated. If this cannot be determined directly for the asset, the calculation is carried out using a cash-generating unit (CGU) to which the asset belongs. To this end, the future cash flows expected from the cash-generating unit are determined and valued using the discounted cash flow approach. The discount rate incorporates the risk-free interest rate and a risk premium, with the cost of capital weighted in accordance with the capital structure (equity/debt) of the cash-generating unit. If an asset belongs to several cash-generating units, the jointly used assets are allocated to the individual cash-generating units.

If the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised for property, plant and equipment and intangible assets that have been recognised at cost. The recoverable amount is the higher of fair value less costs to sell and value in use.

Fair value less costs to sell is the amount that could be obtained from the sale of the asset in an arm's-length transaction between knowledgeable parties.

The value in use is the present value of the estimated future cash flows expected from the continued use of an asset and its disposal at the end of its useful life. The recoverable amount must be estimated for each individual asset or, if this is not possible, for the smallest identifiable cash-generating unit.

If, in the case of a cash-generating unit to which goodwill is allocated, an impairment loss is identified that exceeds the carrying amount of the goodwill, the goodwill is first written off in full and the remaining impairment loss is allocated to the other assets of the cash-generating unit.

5.4.11 Equity

The Company is listed on the Basic Board (Open Market) of the Frankfurt Stock Exchange. At the end of the year, the Company's share capital amounted to EUR 19,643,403 (prev. year: EUR 19,643,403), divided into 19,643,403 shares (prev. year: 19,643,403 shares) with a nominal value of EUR 1.00.

With effect from 30 June 2020, a capital increase in kind took place at M1 Kliniken AG as part of the transfer of the shares in HAEMATO AG held by MPH Health Care AG to M1 Kliniken AG. The 2,143,403 newly issued shares in M1 Kliniken AG were subscribed to and acquired by MPH Health Care AG. The issue premium of EUR 10.20 per share, exceeding the par value of the shares of EUR 1.00, was allocated to the capital reserve.

In the 2024 financial year, a share buyback of up to 10% of the share capital at that time (EUR 1,750,000) was resolved upon the basis of the resolution passed by the Annual General Meeting on 9 July 2020. Commencing on 29 April 2024, the share buyback programme was launched with a total volume of 1,000,000 shares or EUR 12,600,000, continuing the previous share buyback programme from 2023. In total, shares with a nominal value of EUR 570,805 were acquired in this context during the 2024 financial year, meaning that As of 31 December 2024, treasury shares amounting to EUR 1,088,289 were held.

As of 31 December 2025, treasury shares amounting to EUR 1,088,289 continued to reduce the subscribed capital, unchanged from the previous year. Accordingly, treasury shares amounting to 5.5% of the share capital are included in equity.

5.4.12 Provisions and contingent liabilities

Provisions are recognised in accordance with IAS 37 for obligations where the timing or amount is uncertain, it is probable that the settlement of the obligation will result in an outflow of resources, and the amount of the provision can be estimated reliably. A provision shall be recognised only if:

- the company has a present obligation (legal or constructive) arising from a past event,
- it is probable (i.e. there is more evidence for than against) that an outflow of resources embodying economic benefits will be required to settle the liability, and
- • it is possible to estimate the amount of the liability reliably.

The amount recognised as a provision represents the best estimate of the cost of settling the obligation existing at the balance sheet date, i.e. the amount that the company would, in all likelihood, have to pay to settle the obligation at the balance sheet date or to transfer it to a third party on that date.

Long-term provisions are discounted using a pre-tax interest rate where the effect of doing so is material. Where discounting is applied, the increase in provisions attributable to the passage of time is recognised as finance costs.

Contingent liabilities are disclosed in the notes to the financial statements as liabilities arising from a possible obligation resulting from a past event, the existence of which depends on the occurrence or non-occurrence of one or more uncertain future events that are not entirely within the company's control. Contingent liabilities may also arise from a present obligation based on past events but not recognised because:

- the outflow of resources embodying economic benefits is not probable with the fulfillment of this obligation or
- the amount of the obligation cannot be estimated with sufficient reliability.

If the probability of an outflow of resources embodying economic benefits for the company is low, no contingent liability is disclosed.

5.5 NOTES TO THE CONSOLIDATED INCOME STATEMENT

5.5.1 Operating result

a) Sales

Sales revenue totaling EUR 364,298,940 (prev. year EUR 339,184,017) mainly relates to revenue from the sale of pharmaceuticals and medical products, medical services in the field of aesthetic medicine and the provision of infrastructure services.

In accordance with IFRS 15.121, outstanding performance obligations are not disclosed.

b) Other operating income

Other operating income amounts to EUR 1,171,149 (prev. year: EUR 1,228,467).

The following table shows a breakdown of other operating income into its individual components.

	2025 in EUR	2024 in EUR
Insurance compensation and indemnities	27,891	36,962
Income from currency conversion	37,853	531,858
Income from the reduction of liabilities	152,648	322,786
Other benefits in kind offset	96,069	86,677
Income related to other periods	27,739	48,720
Income from the release of accruals	659,414	24,395
Profit from the disposal of fixed assets	127,708	66,435
Other operating income	41,827	110,634
Total	**1,171,149**	**1,228,467**

c) Cost of goods and services

Expenses for goods and services purchased, which totalled EUR 281,685,638 (prev. year: EUR 275,580,584), mainly comprise expenses incurred in connection with the purchase of medicines and medical devices.

This also includes expenses for services purchased (primarily fees) in the field of aesthetic medicine.

d) Personnel expenses

Staff costs increased to a total of EUR 29,309,791 (prev. year: EUR 19,894,931). This comprises EUR 26,079,469 in wages and salaries (prev. year: EUR 17,864,218) and EUR 3,230,322 in social security contributions and pension costs (prev. year: EUR 2,030,713).

The M1 Group employed an average of 280 staff during the reporting period (prev. year: 199 staff). Of these, 224 were full-time employees and 76 were part-time employees. No apprentices were employed during the financial year.

e) Depreciation

Depreciation and amortisation comprises scheduled depreciation on property, plant and equipment and amortisation on intangible assets amounting to EUR 1,186,346 (prev. year: EUR 1,394,940). An amount of EUR 3,695,919 related to the depreciation of the right-of-use assets capitalised in accordance with IFRS 16 (prev. year: EUR 3,763,256).

Property, plant and equipment and intangible assets are depreciated on a straight-line basis.

	2025 in EUR	2024 in EUR
Depreciation of intangible assets	505,163	645,573
Depreciation of property, plant and equipment	681,183	749,367
Depreciation of rights-of-use assets	3,695,919	3,763,256
Total	**4,882,265**	**5,158,196**

f) Other operating expenses

Other operating expenses, which totalled EUR 15,031,323 (prev. year: EUR 13,024,507), are spread across a wide range of individual items, such as rent, advertising and travel costs, packaging materials, freight costs, insurance premiums, external services, legal and consultancy fees, as well as costs for the preparation of the annual financial statements and audit fees.

In addition, write-downs on current assets amounting to EUR 863,525 (prev. year: EUR 51,311) were made.

The following table shows a breakdown of other operating expenses into their individual components.

	2025 in EUR	2024 in EUR
Advertising and travel expenses	2,769,473	3,305,050
Rental costs	1,883,170	2,343,491
Third-party services	987,900	626,816
Depreciation and amortisation of current assets	863,525	51,311
Other items, including	8,527,255	6,697,839
- Costs of distribution of goods	1,077,935	1,337,816
- Insurances and fees	1,104,914	1,066,083
- Office supplies/telephone/internet/postage etc.	382,074	482,017
- Currency conversion	686,840	306,070
- Repairs & maintenance	381,543	288,256
- Legal and consulting costs	790,830	665,065
- Accounting / closing costs	502,781	428,017
- Losses from the disposal of intangible assets	1,004,155	0
- Other	2,596,183	2,124,515
Grand total	**15,031,323**	**13,024,507**

Premises costs do not relate to the original rent payments, but to additional costs in the rental and leasing sector (e.g. ancillary rental costs).

5.5.2 Financial result

Interest and similar income comprises interest income totalling EUR 818,550 (prev. year: EUR 861,420). The interest arises from the granting of loans and from the investment of cash and cash equivalents in fixed-income investment products and with German credit institutions.

Interest and similar expenses, which total EUR 1,539,178 (prev. year: EUR 1,926,610), consist, on the one hand, of the discounting of capitalised lease liabilities in accordance with IFRS 16 amounting to EUR 337,674 (prev. year: EUR 373,430) and, on the other hand, of interest on short- and long-term borrowings, including factoring interest, amounting to EUR 1,201,503 (prev. year: EUR 1,553,180).

Income from investments amounts to EUR 222,106 (prev. year: EUR 128,270) and arises from dividend entitlements.

The valuation of financial assets in connection with the investment of the Group's liquidity resulted in net write-ups of EUR 0 (prev. year: EUR 481,573).

5.5.3 Income taxes and earnings

Income tax amounts to EUR 9,901,987 (prev. year: EUR 8,506,766).

	2025 in EUR	2024 in EUR
Taxes on income and earnings	**9,901,987**	**8,506,766**
Corporation tax incl. solidarity surcharge	7,024,482	5,284,548
Trade tax	2,945,165	2,384,180
Capital gains tax incl. solidarity surcharge	256	4,218
Deferred taxes	67,917	833,820

Deferred taxes are calculated as in the previous year using different effective tax rates. With reference to IAS 12.81(c), the following tax rates apply:

Effective tax rate for companies located in	in%
Berlin, Germany	30.175
Schönefeld, Germany	24.225
Netherlands (from taxable profit > EUR 200,000)	25.000
Austria	24.000
Hungary	13.179

The statutory effective tax rate comprises corporation tax and the solidarity surcharge (effective rate: 15.825%) as well as trade tax (effective rates: Berlin at 14.350% / Schönefeld at 8.400%).

	2025		2024	
Tax reconciliation	**in kEUR**	**in%**	**in kEUR**	**in%**
Earnings before taxes	34,063		26,299	
Tax rate	30.175%		30.175%	
Expected tax expense and tax rate	**10,278**	**30.2**	**7,936**	**30.2**
Tax-free income, fair value measurements	236	-0.7	-182	-0.7
Non-deductible expenses	26	0.1	25	0.1
Tax rate differences subsidiaries	-1,703	-5.0	-548	-2.1
Deferred taxes and consolidation effects	1,183	3.5	834	3.2
Other tax effects	-118	0.3	314	1.2
Reported tax expense and effective tax rate	**9,902**	**29.1**	**8,507**	**32.3**

5.5.4 Earnings per share

The weighted average number of ordinary shares outstanding during the period was calculated in accordance with IAS 33. This results in the basic earnings per share.

Period	**Number of shares**		
1 January - 31 December 2025	19,643,403		
		2025 in EUR	**2024 in EUR**
Net income attributable to equity holders of the parent company		22,132,189	16,018,451
Number of shares		19,643,403	19,643,403
Less own shares (weighted average)		-1,088,289	-1,088,289
Earnings per share		1.19	0.85

5.6 NOTES TO THE CONSOLIDATED BALANCE SHEET

5.6.1 Assets

a) Cash and cash equivalents

Cash and cash equivalents comprise cash, term deposits with remaining maturities of up to three months and demand deposits, all of which are recognised at their nominal values.

	31.12.2025 in EUR	31.12.2024 in EUR
Cash registers	72,148	14,274
Bank deposits	37,690,664	21,420,533
Total	**37,762,813**	**21,434,807**

b) Trade account receivables

Trade receivables, which total EUR 6,334,996 (prev. year: EUR 16,413,068), are measured at amortised cost less any impairment losses. The expected credit loss model is applied for this purpose, although this has not resulted in any material effects. Impairment losses are initially recognised in allowance accounts, unless it can be assumed at the time the impairment event occurs that the receivable will be wholly or partially uncollectible. In such cases, a direct impairment loss is recognised in profit or loss against the gross value of the receivable.

In the financial year 2025, provisions amounted to EUR 8,698 (prev. year: EUR 881). As of 31 December 2025, there are no indications of any impairment in the creditworthiness of the debtors.

Trade receivables include trade receivables from associated companies amounting to EUR 130,977 (prev. year: EUR 2,594,200). The trade receivables are due within one year.

		remaining period	
Maturity	**31.12.2025 in EUR**	**up to 1 year in EUR**	**more than 1 year**
Trade account receivables	6,334,996	6,334,996	0
thereof: Trade account receivables from affiliated companies	130,977	130,977	0

		remaining period	
Maturity	**31.12.2024 in EUR**	**up to 1 year in EUR**	**more than 1 year**
Trade account receivables	16,413,068	16,413,068	0
thereof: Trade account receivables from affiliated companies	2,594,200	2,594,200	0

Due to the short maturities of trade receivables, it is assumed that the fair values correspond to the carrying amounts. As in the previous year, there are no overdue receivables from customers.

c) Inventories

Inventories consist primarily of goods held in the ordinary course of business and treatment materials used in the course of medical treatment.

	31.12.2025 in EUR	31.12.2024 in EUR
Inventories	**31,807,833**	**36,791,843**
Goods	31,412,535	35,821,401
Advance payments on inventories	45,222	658,477
Right to recollect products	350,076	311,965

d) Goodwill

Goodwill acquired in a business combination may not be amortised. Instead, the acquirer must allocate it to the Group's cash-generating units (CGUs) and test it for impairment in accordance with IAS 36, either annually or more frequently if events or changes in circumstances indicate that an impairment loss may have occurred.

If the recoverable amount of a cash-generating unit is less than its carrying amount, the impairment loss must first be allocated to the goodwill allocated to the unit's carrying amount and then proportionately to the other assets. Any impairment loss on goodwill is recognised directly in the income statement. An impairment loss recognised for goodwill may not be reversed in future periods.

The goodwill of EUR 64,689,098 (prev. year: 62,094,703) reported in the consolidated balance sheet comprises EUR 25,907,033 relating to HAEMATO AG, EUR 115,723 relating to M1 Med Beauty Berlin GmbH, EUR 7,913,014 to M1 Aesthetics GmbH, EUR 268,518 to M1 Med Beauty Austria GmbH, and EUR 27,858,808 to Nutri Care GmbH, which was consolidated, including its subsidiary Direct Apotheke B.V. and its indirect holding in Adhoc Pharma B.V. as a cash-generating unit. Goodwill increased by EUR 249,869 in respect of M1 Med Beauty Bulgaria EOOD, which was consolidated for the first time in 2025, by EUR 409,826 in respect of M1 Med Beauty S.R.L., and by EUR 1,966,307 in respect of M1 MVZ GmbH.

in EUR	Acquisition and production costs			Value adjustments			Book value
	01.01. 2025	Accruals/ disposals	31.12. 2025	01.01. 2025	Depreciation/ Appreciation	31.12. 2025	31.12. 2025
Goodwill	**62,252,731**	**2,626,002**	**64,878,733**	**-158,029**	**-31,606**	**-189,635**	**64,689,098**
HAEMATO AG	25,907,033	0	25,907,033	0	0	0	25,907,033
M1 Aesthetics GmbH	7,913,014	0	7,913,014	0	0	0	7,913,014
M1 Med Beauty Berlin GmbH	115,723	0	115,723	0	0	0	115,723
M1 Med Beauty Austria GmbH	458,283	0	458,283	-158,159	-31,606	-189,765	268,518
Nutri Care GmbH inkl. deren Tochter-gesellschaften	27,858,678	0	27,858,678	130	0	130	27,858,808
M1 Med Beauty Bulgaria EOOD	0	249,869	249,869	0	0	0	249,869
M1 Med Beauty S.R.L.	0	409,826	409,826	0	0	0	409,826
M1 MVZ GmbH	0	1,966,307	1,966,307	0	0	0	1,966,307

in EUR	Acquisition and production costs			Value adjustments			Book value
	01.01. 2024	Accruals/ disposals	31.12. 2024	01.01. 2024	Depreciation/ Appreciation	31.12. 2024	31.12. 2024
Goodwill	**62,252,731**	**0**	**62,252,731**	**-126,423**	**-31,606**	**-158,029**	**62,094,703**
HAEMATO AG	25,907,033	0	25,907,033	0	0	0	25,907,033
M1 Aesthetics GmbH	7,913,014	0	7,913,014	0	0	0	7,913,014
M1 Med Beauty Berlin GmbH	115,723	0	115,723	0	0	0	115,723
M1 Med Beauty Austria GmbH	458,283	0	458,283	-126,423	-31,736	-158,159	300,125
Nutri Care GmbH incl. subsidiaries	27,858,678	0	27,858,678	0	130	130	27,858,808

For the purpose of conducting the impairment test, the recoverable amount of ZGE HAEMATO AG, M1 Aesthetics GmbH and M1 Med Beauty Berlin GmbH was determined as value in use based on a three-year forecast incorporating appropriate assumptions regarding revenue and cost trends. The three-year forecast was prepared on the basis of the companies' business expectations and past performance (in terms of revenue and costs). No further growth factors are included for the terminal value beyond the period covered by the detailed forecast.

The expected future cash flows were derived from this. The average of the three planning years was used to determine the cash flow for the terminal value. For the three-year plan, management made detailed assumptions regarding revenue and costs, based on past performance and expected future market developments. This calculation method was used in the same way as in the previous year.

The cost of capital was determined on the basis of estimated cost of equity (including a market risk premium) and cost of debt (net of tax). This reflects the specific risks of the respective segments in which the Group operates. To determine the weighted average cost of capital, an assumption regarding ‘typical’ capital proportions was selected.

The impairment tests carried out did not result in any need for impairment of the goodwill recognised in the balance sheet.

A sensitivity analysis of the impairment test with respect to changes in the key assumptions used to determine the recoverable amount was carried out for the goodwill of the parent companies HAEMATO AG, M1 Med Beauty Berlin GmbH and M1 Aesthetics GmbH.

The goodwill for M1 Med Beauty Austria GmbH arose upon the transfer of the Austrian business operations from the former branch of M1 Med Beauty Berlin GmbH to M1 Med Beauty Austria GmbH in the 2019 financial year and represents expenses incurred in setting up the business. Regular impairment testing is not carried out for this goodwill, and the goodwill is amortised over 15 years.

e) Intangible assets excluding goodwill

Intangible assets excluding goodwill relate primarily to investments in software.

in EUR	Acquisition/manufacturing costs				Value adjustments				Book value
	01.01.2025	Accruals/disposal	Transfer/disposal	31.12.2025	01.01.2025	Current depreciation	Disposals	31.12.2025	31.12.2025
Concessions and similar rights	34,499,684	640,890	2,675	34,499,684	-9,876,514	-528,940	11,106	-10,394,348	24,748,901
Acquired intangible assets	9,912,944	0	0	9,912944	-9,702,943	-7,998	0	-9,710,941	202,003
Advance payments made on intangible assets	539,072	0	0	539,072	0	0	0	0	539,072
Total	**44,951,700**	**640,890**	**2,675**	**44,951,700**	**-19,579,457**	**-536,938**	**11,106**	**-20,105,289**	**25,489,976**

in EUR	Acquisition/manufacturing costs				Value adjustments				Book value
	01.01.2024	Accruals/disposal	Transfer/disposal	31.12.2024	01.01.2024	Current depreciation	Disposals	31.12.2024	31.12.2024
Concessions and similar rights	33,731,846	767,838	0	34,499,684	-9,252,606	-623,908	0	-9,876,514	24,623,170
Acquired intangible assets	9,912,944	0	0	9,912944	-9,694,945	-7,998	0	-9,702,923	210,001
Advance payments made on intangible assets	539,072	0	0	539,072	0	0	0	0	539,072
Total	**44,183,862**	**767,838**	**0**	**44,951,700**	**-18,947,551**	**-631,906**	**0**	**-19,579,437**	**25,372,243**

f) Fixed assts

in EUR	Acquisition/manufacturing costs					Value adjustments					Book value
	01.01. 2025	AHK Additions / Transfers	AHK Disposal	Currency difference	31.12 2024	01.01. 2025	AHK Additions / Transfers	AHK Disposal	Currency difference	31.12. 2025	31.12. 2025
Properties	**37,831,660**	**1,466,663**	**-2,417,646**	**-34,197**	**36,980,479**	**-24,919,994**	**-2,637,416**	**30,268**	**-39,001**	**-27,566,143**	**9,414,337**
Land and buildings	2,560,129	0	0	0	2,560,129	-2,560,128	0	0	0	1	1
Technical equipment and machinery	935,092	12,489	0	0	947,581	-637,968	-61,069	0	0	-699,037	248,544
Operating and office equipment	9,278,239	446,818	-59,385	-19,564	9,646,107	-6,769,276	-629,995	-30,268	7,595	7,361,409	2,284,699
Rights of use	25,046,938	1,152,618	-2,358,261	-14,633	23,826,662	-14,952,622	-1,946,352	0	-46,595	-16,945,569	6,881,093
Advance payments on assets under construction	11,262	8,738	-20,000	0	0	0	0	0	0	0	0

in EUR	Acquisition/manufacturing costs					Value adjustments					Book value
	01.01. 2024	AHK Additions / Transfers	AHK Disposal	Currency difference	31.12 2024	01.01. 2024	AHK Additions / Transfers	AHK Disposal	Currency difference	31.12. 2024	31.12. 2024
Properties	**35,903,192**	**3,226,822**	**-1,339,790**	**29,314**	**37,831,660**	**-22,109,918**	**-2,827,960**	**24,103**	**-6,220**	**-24,919,994**	**12,911,665**
Land and buildings	2,560,129	0	0	0	2,560,129	-2,560,128	0	0	0	-2,560,128	1
Technical equipment and machinery	935,092	0	0	0	935,092	-577,068	-60,900	0	0	-637,968	297,124
Operating and office equipment	9,077,030	216,282	-24,703	9,630	9,278,239	-6,118,586	-670,352	24,103	-4,441	-6,769,276	2,508,963
Rights of use	23,330,941	3,011,400	-1,315,087	19,683	25,046,938	-12,854,136	-2,096,707	0	-1,779	-14,952,622	10,094,316
Advance payments on assets under construction	0	11,262	0	0	11,262	0	0	0	0	0	11,262

g) Non-current financial assets

The investments held under non-current financial assets are measured at fair value through profit or loss. In the 2025 financial year, all investments in associates were sold.

in EUR	Acquisition and production costs					Value adjustments				Book value
	01.01. 2025	AHK Additions	Transfers	Consolidation	31.12. 2025	01.01. 2025	Transfers	Appreciation/ Depreciation	31.12. 2025	31.12. 2025
Shares in affiliated Companies	**3,090,457**	**3,352,953**	**-6,442,886**	**-522**	**0**	**535,680**	**-535,680**	**781**	**0**	**781**
Other	3,090,457	3,352,953	-6,442,886	-522	0	535,680	-535,680	781	0	781
	01.01. 2024	AHK Additions	Transfers	Consolidation	31.12. 2024	01.01. 2024	Transfers	Appreciation/ Depreciation	31.12. 2024	31.12. 2024
Shares in affiliated Companies	**930,676**	**2,159,781**	**0**	**0**	**3,090,457**	**8,156**	**0**	**527,524**	**535,680**	**3,626,137**
Other	930,676	2,159,781	0	0	3,090,457	8,156	0	527,524	535,680	3,626,137

h) Other financial and non-financial assets

Other financial assets in the 2025 financial year consisted primarily of receivables arising from security retentions in connection with factoring services.

	31.12.2025 in EUR	31.12.2024 in EUR
Other short-term financial assets	**9,620,984**	**3,105,757**
Receivables from affiliated companies	518,581	849,453
Other assets	4,865,776	1,926,631
Bonds	4,236,627	329,673
Other short-term assets	**3,334,623**	**2,681,217**
Receivables from sales tax credits	1,106,487	1,948,189
Receivables from personnel	77,916	22,904
Accruals and deferred income	224,305	331,649
Further assets	1,925,915	378,475
Other long-term assets	**360,092**	**315,165**
Deposits	384,677	340,304
Prepaid expenses (Leasing)	-24,585	-25,139

5.6.2 Liabilities

a) Short-term provisions

Provisions include financial statement and audit costs of the consolidated companies, provisions for staff costs, legal and consultancy costs, and other provisions. The amounts to be recognised for these purposes must be clearly determined using clearly defined calculation algorithms.

Current Provisions	01.01.2025 in kEUR	Consumption in kEUR	Elimination in kEUR	Increase in kEUR	31.12.2025 in kEUR
Audit and year-end closing costs	159.1	145.3	20.1	168.0	161.7
Personnel / holiday entitlements	518.8	984.5	609.7	2,592.6	1,517.2
Supervisory board expenses	52.5	52.5	86.3	116.3	30.0
Other	850.1	591.7	103.7	664.9	819.6
Total	**1,580.5**	**1,773.5**	**819.8**	**3,541.8**	**2,528.5**

b) Liabilities from deliveries and services

Trade payables are recognised at amortised cost using the effective interest method. It is assu-med that, due to the short maturities, the fair values correspond to the carrying amounts of these financial instruments.

c) Leasing liabilities

In accordance with IFRS 16, M1 Kliniken AG capitalises operating leases as right-of-use assets and amortises these over the term of the contracts. Lease payments give rise to liabilities, which are classified as current or non-current liabilities depending on their term and are discounted.

	31 December 2025	31 December 2024
Right of use	6,881,763	10,094,316
Prepaid expenses	-30,585	-31,139
Σ **Assets**	**6,851,178**	**10,063,177**
Short-term leasing liabilities	2,099,621	2,970,719
Long-term leasing liabilities	5,033,551	7,823,715
Passive accruals	14,098	4,313
Σ **Liabilities**	**7,147,270**	**10,418,352**
Depreciation	-3,695,930	-3,763,256
Interest expense	-337,673	-373,430
Σ **Income statement**	**-4,033,604**	**-4,136,686**
Leasing expenses	4,096,519	4,142,441
Σ **Correction of leasing expenses**	**4,096,519**	**4,142,441**
Delta net profit/loss for the year	**62,915**	**5,755**

d) Other short-term financial liabilities

Other current financial liabilities to banks and other financial liabilities are carried at amortised cost using the effective interest method. Other financial liabilities consist primarily of current liabi-lities to banks arising from loans and overdraft facilities, loans received and accounts payable.

e) Other current liabilities

Other current liabilities are recognised at amortised cost using the effective interest method. These consist primarily of liabilities for payroll taxes and VAT, social security liabilities and ad-vance payments received for treatments in the Beauty segment.

f) Contractual and reimbursement liabilities

Refund liabilities comprise obligations arising from sales transactions that constitute financial in-struments. A refund liability arises when the Company receives consideration from a customer and expects that this consideration will be refunded to the customer in full or in part. A refund liability is measured at the amount of consideration to which the Company is not expected to be entitled and which is therefore not included in the transaction price.

A refund liability is recognised for sales with a right of return.

	31 December 2025	31 December 2024
Return delivery rights	370,843	331,103
Discount contracts / manufacturer discounts	3,172,832	4,533,757
Contractual and reimbursement liabilities	**3,543,675**	**4,864,859**

g) Long-term provisions

Non-current provisions relate to provisions for retention obligations with a remaining term of more than one year.

h) Long-term financial liabilities

Non-current financial liabilities comprise liabilities to banks and are carried at amortised cost u-sing the effective interest method.

i) Deferred tax assets and deferred tax liabilities

Deferred tax assets and liabilities are recognised for temporary differences between the tax and accounting carrying amounts, including differences arising from consolidation, as well as for un-used tax loss carryforwards and tax credits. The measurement is based on the tax rates expec-ted to apply in the period in which an asset is realised or a liability is settled. The tax rates and regulations in force on the balance sheet date or due to come into force shortly are used as a basis. The Company recognises a write-down on deferred tax assets if it is not probable that sufficient future taxable profit will be available against which the deductible temporary differences, tax loss carryforwards and tax credits can be offset.

In the case of tax-deductible temporary differences relating to investments in subsidiaries, a de-ferred tax asset is recognised only to the extent that it is probable that the temporary difference will reverse in the foreseeable future and that corresponding taxable income is expected.

Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off current tax refunds against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same tax authority on the same taxable entity.

No deferred tax assets were recognised As of the balance sheet date.

A deferred tax liability is recognized for all taxable temporary differences, unless the deferred tax liability arises from:

- goodwill for which amortisation is not tax-deductible, or
- the initial recognition of an asset or a liability in a transaction that is not a business combi-nation and which, at the time of the transaction, affects neither the profit or loss for the period under commercial law nor the taxable

However, in the case of taxable temporary differences relating to investments in subsidiaries, a deferred tax liability is recognised unless the timing of the reversal of the temporary difference can be controlled by the Company and it is probable that this will not occur in the foreseeable future. The deferred taxes As of 31 December 2025 relate to the following circumstances:

Temporary Differences in kEUR	01.01.2025	Recognised directly in equity	31.12.2025
Valuation of intangible assets	2,372	120	2,492
Fair value measurement of financial instruments	189	-187	2
Other valuation differences	44	0	44
Deferred tax liabilities	**2,605**	**-67**	**2,537**

Deferred tax arising from the measurement of intangible assets results from the first-time consolidation of a subsidiary acquired in 2009 and 2013 within the HAEMATO AG sub-group, as well as from differences in measurement approaches under German commercial law and IFRS, and amounts to EUR 3,051 thousand As of the balance sheet date (prev. year: EUR 2,372 thousand).

In connection with the fair value measurement of existing financial instruments, it was necessary to recognise deferred tax liabilities of EUR 2 thousand (prev. year: EUR 189 thousand). These relate to the amount by which the IFRS carrying amounts measured at fair value exceed the tax carrying amounts. In the past financial year, deferred tax liabilities were reversed due to sales of financial assets measured at fair value. Accordingly, there is no longer any difference in the approach between commercial law provisions and the approach under IFRS.

j) Equity

The Company's share capital of EUR 19,643,403 (prev. year: EUR 19,643,403) is divided into 19,643,403 no-par value shares (prev. year: 19,643,403 shares) with a notional par value of EUR 1.00 each. The increase in the Company's share capital carried out in 2020 was effected by utilising the authorised capital of EUR 2,143,403.00 from 2019 as part of a capital increase in kind against the contribution of 11,011,977 shares in HAEMATO AG previously held by MPH Health Care AG. The capital increase was entered in the Commercial Register on 30 June 2020. The new shares were fully subscribed and taken up by MPH Health Care AG.

For details of the development and composition of equity, please refer to the statement of changes in equity.

In the 2025 financial year, following a resolution passed by the Annual General Meeting of M1 Kliniken AG on 16 July 2025, the retained earnings were appropriated as follows: a dividend of EUR 0.50 per dividend-bearing share was paid. This resulted in a dividend payment of EUR 9,277,557. The remaining retained earnings of EUR 45,239,293 were carried forward to the new financial year.

At the time of preparing the financial statements for the 2025 financial year, no proposal has yet been made regarding the appropriation of the net profit for the 2025 financial year.

5.7 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

The cash flow statement shows how the M1 Kliniken Group's cash and cash equivalents have changed over the course of the reporting years as a result of cash inflows and outflows. In this cash flow statement, cash flows are categorised into operating, investing and financing activities. Cash flows from investing and financing activities are presented using the direct method. Cash flows from operating activities, on the other hand, are presented using the indirect method. The cash and cash equivalents comprise short-term cash and cash equivalents amounting to EUR 35,387,022 (prev. year: EUR 13,193,121).

In the cash flow from 'operating activities', the key items relate to the profit for the period of EUR 24,099,507 (prev. year: EUR 17,792,152), depreciation and amortisation of EUR 4,884,739 (prev. year: EUR 5,158,196), the decrease in inventories of EUR 11,769,303 (prev. year: EUR 8,719,830) and the cash outflow from the increase in trade receivables and payables and other assets and liabilities amounting to EUR 5,111,114 (prev. year: EUR 6,563,469).

Cash flow from 'investing activities' is characterised by inflows from disposals of financial assets amounting to EUR 2,944,830 (prev. year: EUR 976,436) as well as outflows for investments in financial assets amounting to EUR 3,353,734 (prev. year: EUR 6,724,880) and due to investments in financial assets amounting to EUR 3,988,600 (prev. year: EUR 0). Income from investments amounting to EUR 222,106 was received in 2025 with a cash effect (prev. year: EUR 128,270). In addition, interest income of EUR 818,550 (prev. year: EUR 861,420) and investments in intangible assets and property, plant and equipment of EUR 430,837 (prev. year: EUR 995,383) were recognised on a cash basis.

Cash flow from 'financing activities' stems primarily from the payment of EUR 9,309,656 in dividends to the shareholders of M1 Kliniken AG and its subsidiaries ( ) (prev. year: EUR 9,309,656). Payments made to settle rights of use amounted to EUR 4,096,672 (prev. year: EUR 4,142,441). In the previous financial year, payments totalling EUR 13,586,641 were also used for the repurchase of own shares.

5.8 SEGMENT REPORTING

The reportable segments within the M1-Kliniken Group are the "Beauty" and "Retail" segments.
The division into operating segments follows the guidelines set out in the Group's internal management and controlling systems based on business activities. There is no segmentation by region, as this is not (as yet) a relevant control parameter for internal management.

The "Beauty" segment comprises the Schlossklinik in Berlin-Köpenick and the network of specialist outpatient centres. The clinics provide aesthetic surgery services (primarily breast augmentations, eyelid lifts and liposuction), whilst the network of specialist centres offers further aesthetic medical treatments (primarily injections with hyaluronic acid and botulinum toxin, laser treatments and cosmetic dental treatments). The end customers of this segment are individuals for whom treatments are carried out, as well as operators of aesthetic medicine practices.

The "Trade" segment encompasses all activities relating to the trade in pharmaceuticals and medical devices. This constitutes a trading activity, with an increasing focus on the role of distributor for products from contract manufacturers. In this context, the products are not processed or refined. Rather, the M1-Kliniken Group uses its trading activities to increase its purchase volume with relevant suppliers as a basis for price negotiations. The target customers of this segment are end-users who use the products as part of their own business activities or resell them.

The segments have no internal sales within the Group.

Changes to the segmentation or the allocation of individual activities to the segments take place in 2025.

	2025 in kEUR		2024 in kEUR	
Group sales	**364,299**		**339,184**	
Trade	262,319	72.0 %	247,439	73.0%
Beauty	101,980	28.0 %	91,745	27.0%

The Group does not generate more than 10% of consolidated sales with any one customer.

EBIT is distributed across the various business segments as follows:

	2025 in kEUR		2024 in kEUR	
Group EBIT	**34,561**		**26,754**	
Trade	6,219	18.0 %	6,722	25.1%
Beauty	28,342	82.0 %	20,032	74.9%

5.9 FURTHER DISCLOSURES ON FINANCIAL INSTRUMENTS

5.9.1 Capital risk management

To date, the Group has managed its capital with the aim of maintaining a very high equity ratio to avoid dependence on external lenders and to preserve as much entrepreneurial freedom of decision-making as possible. This ensures that all Group companies can operate on a going concern basis and that decisions are not influenced by any covenants imposed by external lenders.

Equity As of the respective balance sheet date:

	31.12.2025 in EUR	31.12.2024 in EUR
Equity	150,011,490	134,219,927
Balance sheet total	189,288,288	187,874,824
Equity ratio	79.3%	71.44%

The Group has raised debt to implement its business model. During the reporting period, liabilities to banks fell from EUR 8,241,681 to a total of EUR 2,375,791. A 1 percentage point increase in the interest rate on variable-rate bank liabilities would result in an increase in interest expense of EUR 24,000. A 1 percentage point decrease in the interest rate on variable-rate bank liabilities would result in a decrease in interest expense of EUR 24,000.

5.9.2 Categories of financial instruments

For the financial instruments measured at amortised cost shown in the two tables below, the carrying amounts in the consolidated balance sheet are a good approximation of fair values.

Book values	31.12.2025 in EUR	31.12.2024 in EUR
Financial assets measured at amortized cost	**49,482,166**	**40,623,960**
Trade account receivables	6,334,996	16,413,068
Other short-term financial assets	5,384,357	2,776,085
Cash and cash equivalents	37,762,813	21,434,807
Financial assets at fair value through profit or loss	**4,237,408**	**3,955,810**
Other short-term financial assets	4,236,627	329,673
Other long-term financial assets	781	3,626,137
Book values total	**53,719,574**	**44,579,771**

As in the previous year, the net gains on financial assets measured at amortised cost correspond essentially to the interest income described in section 5.2. As in the previous year, the net losses on financial liabilities correspond essentially to the interest expense described there. The net gain on financial assets measured at fair value comprises income from investments and changes in fair value.

5.9.3 Risk management policy and hedging measures

The M1 Group's risk management system aims to identify and record all significant risks and their causes at an early stage in order to avoid financial losses, defaults or disruptions. No 'hedge accounting' within the meaning of IFRS 9 is applied.

This approach ensures that appropriate countermeasures can be implemented to mitigate risks. Essentially, it is an early-warning system designed to monitor liquidity and earnings performance.

The risk management policy is primarily managed by the Executive Board of M1 Kliniken AG. The Controlling department of M1 Med Beauty Berlin GmbH, which provides support in this regard, monitors operational performance and is thus able to identify deviations from plan in good time. Where necessary, the relevant heads of the specialist departments decide, together with the Executive Board, on the appropriate strategy for managing risks.

The M1 Group is exposed to general risks that may arise from changes in the regulatory environment due to legislation or other regulations. However, should such changes occur, they do not, in most cases, arise suddenly or unexpectedly, meaning that there is generally sufficient time to respond to them.

a) Risk from the default of financial and non-financial assets

Default risk is the risk that business partners will be unable to meet their contractual obligations, thereby causing the Group to incur a financial loss. Thanks to the company's good knowledge of its customers, the default risk associated with trade receivables can be managed effectively. Open positions are only entered into where actual settlement is guaranteed. Consequently, the significance of default risk for the M1 Group is low. Should such risks nevertheless become apparent, they are recognised through impairment charges in accordance with the ‘Expected Credit Loss Model’ under IFRS 9.

The maximum credit risk on financial assets is limited by the carrying amounts.

b) Liquidity risk

The Group manages liquidity risks to ensure ongoing solvency by continuously monitoring forecast and actual cash flows and aligning the maturity profiles of financial assets and liabilities.

The following tables show the expected cash flows of financial liabilities As of 31 December 2025 and 31 December 2024. Interest payments have not been taken into account. Liabilities with a maturity of more than one year have not been discounted:

Financial liabilities measured at amortized cost	Book value 31.12.2025 in EUR	Cash flow up to 1 year in EUR	Cash flow > 1 year to 5 years in EUR	Cashflow > 5 years in EUR
Trade account payables	8,435,257	8,435,257	0	0
Other short-term financial liabilities	3,109,104	3,109,104	0	0
Other short-term liabilities	7,091,030	7,091,030	0	0

Financial liabilities measured at amortized cost	Book value 31.12.2024 in EUR	Cash flow up to 1 year in EUR	Cash flow > 1 year to 5 years in EUR	Cashflow > 5 years in EUR
Other long-term financial liabilities	12,968,118	12,968,118	0	0
Other short-term financial liabilities	10,700,523	10,700,523	0	0
Other short-term liabilities	3,617,607	3,167,607	0	0

Non-interest-bearing financial liabilities comprise trade payables of EUR 8,435,257 (prev. year: EUR 12,968,118) and other current liabilities of EUR 7,091,030 (prev. year: EUR 3,617,607).

c) Other price risks

Other price risks may arise from rising purchase prices. There are currently no long-term supply contracts or similar measures in place that could mitigate these risks. Entering into such contracts would negatively impact the management’s required flexibility in compiling the product portfolio, which is put together in response to demand.

In recent years, the company has been able to significantly reduce the cost prices for the treatment materials used through a skilful purchasing policy. Falling purchase prices are also expected in the future. The retail division is also expected to benefit from generally falling purchase prices in the future.

5.10 OTHER DISCLOSURES

5.10.1 Guarantees, contingent liabilities and other financial commitments

There are no contingent liabilities or contingent obligations. Other financial obligations are within the scope of normal business operations. As of the end of 2025, rental and lease agreements totalled EUR 7,146,589 (prev. year: EUR 10,418,352) of which EUR 5,047,648 (prev. year: EUR 7,283,908) is classified as non-current liabilities and EUR 2,098,941 (prev. year: EUR 3,134,444) as current liabilities.

5.10.2 Related companies and persons

Related parties within the meaning of IAS 24 “Related Party Disclosures” generally include members of the Management Board and the Supervisory Board, their close family members, as well as all companies belonging to the investment group of the parent company of M1 Kliniken AG, MPH Health Care AG, and Magnum AG, which will control MPH Health Care AG until July 2025 (registered office: Schönefeld). As MPH Health Care AG, being an investment entity under IFRS 10, does not prepare consolidated financial statements, M1 Kliniken AG is not included in any further consolidated financial statements of a parent company.

Business relationships with related parties are, on the whole, not of a significant nature for M1 Kliniken AG. They relate primarily to the procurement of products and services. The aim of these business relationships is generally to pool purchasing and sales advantages with related parties in order to optimise the market position of all parties involved. These purchases and services could also have been obtained in this manner from other, unrelated third parties.

These related parties were not involved in any transactions with companies of the M1 Group that were unusual in their nature or character. All transactions between the related parties were concluded on arm’s length terms, as would be the case between unrelated third parties.

Where transactions with these companies give rise to assets or liabilities, these are recognised under ‘Other assets’ and ‘Other liabilities’.

The Management Board and the Supervisory Board of M1 Kliniken AG are regarded as the ‘key management’ of the company. Changes to the persons concerned occurred in the past financial year as shown below:

Management Board

Family name	First name	Function/ profession	Power of representation	Comment
Strauss	Attila	Business-computer scientist	Sole power of representaion	until June 2024
Zimmnau	Katharina	Business administrator	Sole power of representaion	since Dec 2025

Board of Supervisors

Family name	First name	Profession	Function	Comment
Zimdars	Uwe	Business administrator	Chairman	
Prof. Dr. Hempel	Dirk	Specialist for internal medicine and oncology	Deputy Chairman	
Prof. Dr. Dr. Meck	Sabine	University lecturer	Member	

The following transactions were conducted with related parties:

Transactions with related parties and persons	31.12.2025 in kEUR	31.12.2024 in kEUR
Deliveries and services rendered	**813**	**913**
to companies that are controlled by majority shareholders	813	913
Deliveries and services received	**0**	**0**
from companies that are controlled by majority shareholders	0	0

The total remuneration of the Supervisory Board of M1 Kliniken AG amounted to EUR 67,500 in the 2025 financial year (prev. year: EUR 67,500). The Supervisory Board received no variable remuneration components. Neither the Management Board nor the Supervisory Board are entitled to any pension benefits. There are no claims against members of the Supervisory Board or the Management Board.

There were no other business relationships with related parties in the 2025 financial year.

With regard to the disclosure of the total remuneration of the members of the Management Board, the safeguard clause of Section 286(4) of the German Commercial Code (HGB) was invoked.

5.10.3 Auditor's fee

The auditor’s fees for the past financial year totalled EUR 226,594 (prev. year: EUR 157,111).

5.10.4 Events after the balance sheet date

On 2 February 2026, M1 Kliniken AG announced that the sale of HAEMATO Pharm GmbH by its majority shareholder HAEMATO AG (85%) to the PHOENIX group had been successfully completed with effect from 31 January 2026.

Now that all conditions precedent, including the necessary competition law approvals, have been met, the transaction has been legally completed. Consequently, HAEMATO Pharm GmbH is no longer included in the scope of consolidation of HAEMATO AG and M1 Kliniken AG.

No other significant events have occurred since the balance sheet date.

5.11 APPROVAL BY THE MANAGEMENT BOARD FOR THE PUBLICATION OF THE 2025 CONSOLIDATED FINANCIAL STATEMENTS IN ACCORDANCE WITH IAS 10.17

These consolidated financial statements take into account all events known to the Management Board up to 29 April 2026.

Berlin, 29 April 2026

Attila Strauss
(Management Board)

Katharina Zimmnau
(Management Board)

5.12 INDEPENDENT AUDITOR'S REPORT

Independent Auditor's Report

To M1 Kliniken AG:

Audit opinions

We have audited the consolidated financial statements of M1 Kliniken AG, Berlin, and its subsidiaries (the Group)—comprising the consolidated balance sheet as of 31 December 2025, the consolidated statement of comprehensive income, the consolidated statement of cash flows, and the consolidated statement of changes in equity for the fiscal year from 1 January 2025, to 31 December 2025, as well as the notes to the consolidated financial statements, including the summary of accounting policies—. In addition, we have audited the Group management report of M1 Kliniken AG for the fiscal year from 1 January 2025, to 31 December 2025.

In our opinion, based on the findings of our audit, pursuant to Section 322 (3), Sentence 1 of the German Commercial Code (HGB), we declare that our audit has not led to any objections regarding the regularity of the consolidated financial statements and the Group management report.

- the accompanying consolidated financial statements comply in all material respects with IFRS as well as with the German commercial law provisions applicable to corporations and, in accordance with German principles of proper accounting, present a true and fair view of the Group’s net assets and financial position as of 31 December 2025, as well as its results of operations for the fiscal year from 1 January 2025, to 31 December 2025, and

- the accompanying Group management report as a whole presents a true and fair view of the Group’s position. In all material respects, this Group management report is consistent with the consolidated financial statements, complies with IFRS and German statutory requirements, and accurately presents the opportunities and risks of future development.

Pursuant to Section 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the group management report.

Basis for the audit opinions

We conducted our audit of the consolidated financial statements and the Group management report in accordance with Section 317 of the German Commercial Code (HGB), observing the German standards for the proper conduct of an audit established by the Institute of Public Auditors in Germany (IDW). Our responsibilities under these regulations and standards are described in more detail in the section “Auditor’s Responsibility for the Audit of the Consolidated Financial Statements and the Group Management Report” of our auditor’s report.

We are independent of the Group companies in accordance with German commercial and professional regulations and have fulfilled our other German professional obligations in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to serve as a basis for our audit opinions on the consolidated financial statements and the Group management report.

Responsibility of the legal representatives and the Supervisory Board for the consolidated financial statements and the Group management report

The legal representatives are responsible for the preparation of the consolidated financial statements, which comply in all material respects with IFRS and the German commercial law provisions applicable to corporations, and for ensuring that the consolidated financial statements present a true and fair view of the Group's net assets, financial position, and results of operations in accordance with German principles of proper accounting.

Furthermore, the legal representatives are responsible for the internal controls that they have determined to be necessary in accordance with German generally accepted accounting principles to enable the preparation of consolidated financial statements that are free from material misstatements due to fraudulent acts (i.e., accounting manipulations and financial losses) or errors.

In preparing the consolidated financial statements, the legal representatives are responsible for assessing the Group's ability to continue as a going concern. Furthermore, they are responsible for disclosing matters related to the going concern, to the extent relevant. In addition, they are responsible for preparing the financial statements based on the going concern accounting principle, unless actual or legal circumstances preclude this.

In addition, the legal representatives are responsible for preparing the Group Management Report, which as a whole provides a true and fair view of the Group's position, is consistent with the consolidated financial statements in all material respects, complies with IFRS and applicable German statutory requirements, and accurately presents the opportunities and risks of future development. Furthermore, the legal representatives are responsible for the arrangements and measures (systems) they deemed necessary to enable the preparation of a Group management report in accordance with IFRS and the applicable German statutory provisions, and to provide sufficient and appropriate evidence for the statements in the Group management report.

The Supervisory Board is responsible for overseeing the Group's financial reporting process for the preparation of the annual financial statements and the management report.

Responsibility of the auditor for the audit of the consolidated financial statements and the Group management report

Our objective is to obtain reasonable assurance as to whether the consolidated financial statements as a whole are free from material misstatements due to fraud or error, and whether the Group Management Report as a whole presents a true and fair view of the Group's financial position, is consistent in all material respects with the consolidated financial statements and with the findings of our audit, complies with German legal requirements, and accurately presents the opportunities and risks of future development, as well as to issue an auditor's report containing our audit opinions on the consolidated financial statements and the Group Management Report.

Reasonable assurance is a high level of assurance, but not a guarantee, that an audit conducted in accordance with Section 317 of the German Commercial Code (HGB), in compliance with the German Standards for the Auditing of Financial Statements established by the Institute of Public Auditors in Germany (IDW), will always detect a material misstatement. Misstatements may result from fraud or error and are considered material if they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and the Group Management Report.

During the audit, we exercise professional judgment and maintain a critical mindset.

In addition,

- we identify and assess the risks of material misstatements in the consolidated financial statements and the consolidated management report due to fraud or error, plan and perform audit procedures in response to these risks, and obtain audit evidence that is sufficient and appropriate to serve as a basis for our audit opinions. The risk that a material misstatement resulting from fraud will not be detected is higher than the risk that a material misstatement resulting from error will not be detected, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- We obtain an understanding of the internal controls relevant to the audit of the consolidated financial statements and the arrangements and measures relevant to the audit of the consolidated management report in order to plan audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of the Company's internal controls or such arrangements and measures.
- We evaluate the appropriateness of the accounting policies applied by management and the reasonableness of the estimates and related disclosures made by management.
- We draw conclusions regarding the appropriateness of the going concern assumption applied by the legal representatives and, based on the audit evidence obtained, whether there is material uncertainty related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our audit report to the related disclosures in the consolidated financial statements and the group management report or, if such disclosures are inadequate, to modify our audit opinion accordingly. We draw our conclusions based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may result in the Group being unable to continue as a going concern.
- We evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and assess whether the consolidated financial statements present the underlying transactions and events in such a way that, in accordance with German generally accepted accounting principles, they provide a true and fair view of the Group's financial position, results of operations, and cash flows.
- We plan and perform the audit of the consolidated financial statements to obtain sufficient appropriate audit evidence regarding the financial information of the companies or business segments within the Group as a basis for forming our audit opinions on the consolidated financial statements and the Group management report. We are responsible for directing, supervising, and reviewing the audit work performed for the purposes of the audit of the consolidated financial statements. We bear sole responsibility for our audit opinions.
- We assess the consistency of the Group management report with the consolidated financial statements, its compliance with the law, and the picture it conveys of the Group's financial position.
- We perform audit procedures regarding the forward-looking statements presented by the legal representatives in the Group management report.
- Based on sufficient and appropriate audit evidence, we in particular verify the significant assumptions underlying the forward-looking statements made by the legal representatives and assess the appropriate derivation of the forward-looking statements from these assumptions. We do not issue a separate audit opinion on the forward-looking statements or on the underlying assumptions. There is a significant and unavoidable risk that future events may differ materially from the forward-looking statements.

We discuss with those responsible for oversight, among other things, the planned scope and timing of the audit as well as significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

Berlin, 6 May 2026

wetreu NTRG
Norddeutsche Treuhand- und
Revisions-Gesellschaft mbH
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

Rainer Dröse-Seidler
Auditor

Dan-Alexandru Buta
Auditor

GLOSSARY

AMNOG – German law on the new regulation of the pharmaceutical market. Entry into force on 1 January 2011.

Botox/Botulinumtoxin – botulinum neurotoxin or botulinum. The name comes from the Latin (botulus = sausage and toxin = poison) and denotes one of the most poisonous, but also most effective therapeutic substances. It is used for spasticity, tension headache and migraine and excessive sweating. In cosmetic medicine it is used for the treatment of mimic wrinkles and much more.

Cash Flow – An economic measure that says something about a company's liquidity. Represents the inflow of liquid funds during a period.

Dermal filler – Dermal filler are special filling substances for the volume build-up of e.g. sunken cheeks or for the augmentation of lips. The substance will biodegrade after some time.

EBT – Earnings before taxes.

EBITDA – Earnings before interest, taxes, depreciation and amortization: Depreciation and amortization of valuables and intangible assets are added to earnings before interest and taxes (EBIT).

GKV – „Gesetzliche Krankenversicherung“ (statutory health insurance)

Hyaluronic acid – Hyaluronic acid is one of the resorbable fillers. Hyaluronic acid is a water-binding, natural sugar compound that occurs in large quantities in young skin and is increasingly degraded over the course of life. In aesthetic medicine it is used to build up volume and for deep wrinkles.

Licence – An official approval required to offer, distribute or supply an industrially manufactured, ready-to-use drug.

SOURCES

1 Cf. https://de.statista.com/statistik/daten/studie/197039/umfrage/veraenderung-des-weltweiten-bruttoinlandsprodukts/

2 Cf. Kieler Konjunkturberichte: Weltwirtschaft im Frühjahr 2026 (Nr. 132) vom 11.03.2026, S. 3

3 Cf. Kieler Konjunkturberichte: Weltwirtschaft im Frühjahr 2026 (Nr. 132) vom 11.03.2026, S. 4

4 Cf. Kieler Konjunkturberichte: Weltwirtschaft im Frühjahr 2026 (Nr. 132) vom 11.03.2026, S. 5

5 Cf. Kieler Konjunkturberichte: Weltwirtschaft im Frühjahr 2026 (Nr. 132) vom 11.03.2026, S. 5-6

6 Cf. Kieler Konjunkturberichte: Deutsche Wirtschaft im Frühjahr 2026 (Nr. 132) vom 11.03.2026, S. 2-3

7 Cf. ISAPS INTERNATIONAL SURVEY ON AESTHETIC/COSMETIC PROCEDURES performed in 2024, S. 9-10

8 Cf. ISAPS INTERNATIONAL SURVEY ON AESTHETIC/COSMETIC PROCEDURES performed in 2024, S. 6

9 Cf. ISAPS INTERNATIONAL SURVEY ON AESTHETIC/COSMETIC PROCEDURES performed in 2024, S. 9-10

10 Cf. ISAPS INTERNATIONAL SURVEY ON AESTHETIC/COSMETIC PROCEDURES performed in 2024, S. 19

11 Cf. ISAPS INTERNATIONAL SURVEY ON AESTHETIC/COSMETIC PROCEDURES performed in 2024, S. 19

12 Cf. https://de.statista.com/themen/11297/verarbeitendes-gewerbe-in-deutschland/#topicOverview

13 Cf. IQVIA Marktbericht: Entwicklung des deutschen Pharmamarktes im 4. Quartal 2025, S. 4-16

14 Cf. IQVIA Marktbericht: Entwicklung des deutschen Pharmamarktes im 4. Quartal 2025, S. 5

15 Cf. IQVIA Marktbericht: Entwicklung des deutschen Pharmamarktes im 4. Quartal 2025, S. 6

16 Cf. https://de.statista.com/statistik/daten/studie/1251/umfrage/entwicklung-des-bruttoinlandsprodukts-seit-dem-jahr-1991/

17 Cf. Kieler Konjunkturberichte Nr. 132 (Deutsche Wirtschaft im Frühjahr 2026) vom 11. März 2026, S. 3

18 Cf. https://www.bundesfinanzministerium.de/Monatsberichte/Ausgabe/2026/02/Inhalte/Kapitel-2-Analysen/2-4-jahreswirtschaftsbericht-2026.html

19 Cf. https://www.abda.de/aktuelles-und-presse/pressemitteilungen/detail/arzneimittelausgaben-2025-steigen-wie-erwartet-an-apothekenhonorar-stagniert/

20 Cf. https://www.chemie.de/news/1188287/chemie-weiter-in-schieflage.html

21 Cf. https://trendreport.de/boom-in-der-beauty-industrie-warum-sich-immer-mehr-menschen-unters-messer-legen/

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