



**Mister Spex SE**

**Berlin**

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**Annual General Meeting on 7 June 2024**

**INFORMATION ON ITEM 8 OF THE AGENDA:**

**REMUNERATION SYSTEM FOR THE MEMBERS OF THE SUPERVISORY BOARD**

The remuneration system for the members of the Supervisory Board complies with the statutory requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code.

The remuneration of the members of the Supervisory Board shall be balanced overall and appropriate to the responsibilities and tasks of the members of the Supervisory Board and the situation of the Company, also taking into account the remuneration arrangements of other listed companies. At the same time, adequate and appropriate remuneration plays an important role in competing for outstanding individuals to fill positions on the Supervisory Board and thus in obtaining the best possible supervising and advice for the Management Board. These factors in turn are a prerequisite for the longterm success of the Company.

The members of the Supervisory Board shall continue to receive a purely function-related fixed remuneration in accordance with section G.18 of the German Corporate Governance Code. There will be no performance-related remuneration or financial or non-financial performance criteria. This best reflects the independent control and advisory function of the Supervisory Board, which is not geared to the short-term success but to the long-term development of the Company. Generally, the extent of the workload and liability risk of the members of the Supervisory Board does not develop in parallel with the business success of the Company or the results of operations of the Company. Rather, it is precisely in economically difficult times, when variable remuneration components generally

decline, that the members of the Supervisory Board need to perform their advisory and supervising function particularly intensively.

Pursuant to section 14 of the articles of association of Mister Spex SE, the following remuneration arrangements apply to members of the Supervisory Board:

The fixed annual remuneration is EUR 112,500.00 for the Chairperson of the Supervisory Board, EUR 67,500.00 for the Deputy Chairperson of the Supervisory Board and EUR 45,000.00 for each other member of the Supervisory Board.

For their work on the Audit Committee, members of the Supervisory Board receive an additional fixed annual remuneration of EUR 10,000.00, while the Chairperson of the Audit Committee receives an additional fixed annual remuneration of EUR 20,000.00.

For their work on the Nomination and Remuneration Committee, members of the Supervisory Board receive an additional fixed annual remuneration of EUR 2,500.00, while the Chairperson of the Nomination and Remuneration Committee receives an additional fixed annual remuneration of EUR 5,000.00.

For their work on the Strategy and ESG Committee, members of the Supervisory Board receive an additional fixed annual remuneration of EUR 5,000.00, while the Chairperson of the Strategy and ESG Committee receives an additional fixed annual remuneration of EUR 10,000.00.

For their work on the Transformation Committee, members of the Supervisory Board receive an additional fixed annual remuneration of EUR 10,000.00, while the Chairperson of the Strategy and ESG Committee receives an additional fixed annual remuneration of EUR 15,000.00.

The respective amount of the fixed remuneration takes into account the specific functions and responsibilities of the members of the Supervisory Board. In particular, in accordance with section G.17 of the German Corporate Governance Code, the larger time commitment of the Chairperson and Deputy Chairperson of the Supervisory Board as well as of the Chairperson and the members of the Audit Committee, the Nomination and Remuneration Committee, the Strategy and ESG Committee and the Transformation Committee is also appropriately taken into account by a corresponding additional remuneration. No attendance fees shall be paid.

Members of the Supervisory Board who belong to the Supervisory Board or a committee or hold the office of the Chairperson or Deputy Chairperson of the Supervisory Board or Chairperson of a committee for part of a fiscal year only receive a corresponding pro rata remuneration. The remuneration becomes due at the end of the fiscal year for which the remuneration is paid.

In addition to the function-related fixed remuneration, the members of the Supervisory Board shall continue to be reimbursed for their reasonable out-of-pocket expenses incurred when fulfilling their duties as members of the Supervisory Board, and for any value added taxes payable on such out-of-pocket expenses. Furthermore, the members of the Supervisory Board shall be covered by a D&O (directors' and officers') liability insurance policy for board members maintained at an appropriate level by the Company in its interests, where such a policy is in place. The insurance premiums shall be paid by the Company.

The General Meeting determines the remuneration of the members of the Supervisory Board upon proposal of the Management Board and the Supervisory Board in the articles of association or by resolution. Currently, the remuneration is determined in the articles of association.

The General Meeting resolves on the approval of the remuneration system for the members of the Supervisory Board at least every four years. In this context, a resolution confirming the existing remuneration is also permissible. Where the General Meeting does not approve the relevant remuneration system put to vote, a revised remuneration system is presented at the latest at the subsequent annual General Meeting. In preparation for the resolution of the General Meeting, the Management Board and the Supervisory Board each review whether the remuneration, in particular with regard to its amount and structure, continues to be in the best interests of Mister Spex SE and is appropriate to the tasks of the members of the Supervisory Board and to the situation of the Company. For this purpose, the Supervisory Board may also conduct a horizontal market comparison. In this context, the Supervisory Board may seek advice from an external remuneration expert. If necessary, the Management Board and the Supervisory Board propose to the General Meeting an appropriate adjustment of the remuneration.

Such resolution proposals to the General Meeting are submitted by both the Management Board and the Supervisory Board in accordance with the statutory division of competences in order to enable a mutual control between the two boards.