

Convenience Translation

This version of the Invitation to the Annual General Meeting 2025, prepared for the convenience of English-speaking readers, is a translation of the German original. For purposes of interpretation the German text shall be authoritative and final.



Mister Spex SE

Berlin

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**Invitation to the Annual General Meeting
(virtual General Meeting)**

We hereby invite the shareholders of Mister Spex SE ("**Company**") to the Annual General Meeting to be held on

Thursday, 5 June 2025, at 10:00 hours (CEST).

The General Meeting shall be convened on the basis of section 118a of the German Stock Corporation Act (Aktiengesetz – "**AktG**") in conjunction with section 16 para. 8 of the Company's Articles of Association ("**Articles of Association**") in the form of a virtual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the voting proxies appointed by the Company) at the venue of the General Meeting. The venue of the General Meeting as defined by the AktG are the business premises of Maschinenraum GmbH, Zionskirchstraße 73A, 10119 Berlin.

The General Meeting will be broadcast live in its entire duration in video and audio for shareholders who have duly registered and provided evidence of their shareholding and their proxies via the password-protected internet service for the General Meeting of the Company at the website

<https://ir.misterspex.com/agm>

for the entire duration of the event. The voting rights of duly registered shareholders and their proxies shall be exercised exclusively by way of electronic postal voting or by granting power of attorney and issuing instructions to the proxies appointed by the Company. You will find more detailed explanations on this following the agenda under section III of this invitation.

Note: The provisions applicable to stock corporations with their registered office in Germany, in particular the German Commercial Code (Handelsgesetzbuch – "**HGB**") and the AktG, apply to the Company by virtue of the reference provisions of Art. 5, Art. 9 para. 1 lit. c) ii), Art. 53 and Art. 61 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) ("**SE Regulation**"), unless otherwise provided for in more specific provisions of the SE Regulation. For reasons of clarity, the citation of these reference provisions is omitted in the following.

I.
AGENDA

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of 31 December 2024 together with the combined management report for the Company and the Group, the report of the Supervisory Board and the explanatory report on the information required pursuant to sections 289a and 315a HGB, in each case for the financial year 2024**

The above-mentioned documents, with the exception of the adopted annual financial statements of the Company, are part of the annual report 2024. The documents are available for inspection from the time of the convening and during the General Meeting on the Company's website at

<https://ir.misterspex.com/agm>

They will be explained in more detail at the General Meeting.

The Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Management Board on 26 March 2025. The annual financial statements are therefore adopted in accordance with section 172 sentence 1 AktG. The documents mentioned under this agenda item shall be submitted to the General Meeting without requiring a resolution of the General Meeting.

- 2. Resolution on the discharge of the members of the Management Board for the financial year 2024**

The Management Board and the Supervisory Board propose that the members of the Management Board listed under 2.1 and 2.2 below who were in office during the financial year 2024 be discharged for this time period:

2.1 Dirk Graber

2.2 Stephan Schulz-Gohritz

It is intended to let the General Meeting resolve by separate ballot on the discharge of each member of the Management Board individually.

3. Resolution on the discharge of the members of the Supervisory Board for the financial year 2024

The Management Board and the Supervisory Board propose that the members of the Supervisory Board listed under 3.1 to 3.9 below who were in office during the financial year 2024 be discharged for this time period:

3.1 Nicola Brandolese

3.2 Tobias Krauss

3.3 Birgit Kretschmer

3.4 Claus-Dietrich Lahrs

3.5 Pietro Luigi Longo

3.6 Stuart Paterson

3.7 Nicole Srock.Stanley

3.8 Gil Steyaert

3.9 Peter Williams

It is intended to let the General Meeting resolve by separate ballot on the discharge of each member of the Supervisory Board individually.

4. Election of the auditor for the financial statements and the consolidated financial statements for the financial year 2025, the auditor for the review of additional interim financial information for the financial years 2025 and 2026 prior to the Annual General Meeting 2026, and the auditor for the sustainability reporting for the financial year 2025

Based on the recommendation of its Audit Committee, the Supervisory Board proposes the following resolutions:

4.1 Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, is appointed as auditor for the annual financial statements and the consolidated financial statements for the fiscal year 2025 and as auditor for any review of interim financial reports for the

fiscal year 2025 and for the fiscal year 2026 that are prepared prior to the Annual General Meeting 2026.

- 4.2 Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, is appointed as auditor of the sustainability report for the financial year 2025 in accordance with the Directive (EU) 2022/2464 regarding sustainability reporting by companies (Corporate Sustainability Reporting Directive).

The Corporate Sustainability Reporting Directive, Directive (EU) 2022/2464, ("**CSRD**") requires member states to introduce appropriate sustainability reporting. As a German law implementing the CSRD had not been passed at the time this invitation to the Annual General Meeting was submitted to the Federal Gazette (*Bundesanzeiger*), the election of an auditor for the sustainability report under item 4.2 is proposed as a precaution in case such an election by the General Meeting is required.

Pursuant to Article 16 para. 2 subparagraph 3 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 ("**EU Statutory Auditor Regulation**"), the Audit Committee declares that its recommendation is free from undue influence by a third party and that no clause limiting its choice within the meaning of Article 16 para. 6 of the EU Statutory Audit Regulation.

It is intended to have the General Meeting vote individually on the resolutions regarding 4.1 and 4.2.

5. Resolution on the approval of the remuneration report for the financial year 2024

Pursuant to section 162 para. 1 sentence 1 AktG, the management board and the supervisory board of listed companies are required to draw up a clear and understandable report each year on the remuneration awarded and owed in the last financial year to each individual current and former member of the management board and the supervisory board, and to submit this report to the general meeting for approval in accordance with section 120a para. 4 sentence 1 AktG.

In accordance with section 162 para. 3 AktG, the remuneration report prepared by the Management Board and Supervisory Board for the financial year 2024 was audited by the Company's auditor, Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, to

determine whether the legally required disclosures in accordance with section 162 para. 1 and para. 2 AktG were made. The remuneration report is accompanied by the Company's auditor's opinion on the audit.

The remuneration report for the financial year 2024, together with the auditor's opinion, is available from the time of the convening and during the General Meeting on the Company's website at

<https://ir.misterspex.com/agm>

The Management Board and Supervisory Board propose to approve the Company's remuneration report for the financial year 2024.

6. Election of one new member of the Supervisory Board

In accordance with Art. 40 para. 2, para. 3 SE Regulation, section 17 SE Implementation Act (SEAG), section 21 para. 3 SE Employee Involvement Act (SEBG), part two of the Agreement on the Involvement of Employees in the Company dated 7 May 2021 and section 9 para. 1 of the Articles of Association, the Supervisory Board is composed of five (5) members, and exclusively from shareholder representatives. Pursuant to section 9 para. 2 of the Articles of Association, these are elected by the General Meeting without being bound to nominations.

The former Chairman of the Supervisory Board, Tobias Krauss, resigned from his position and stepped down from the Supervisory Board with effect from 31 March 2025. He was appointed as Chairman of the Management Board of Mister Spex SE with effect from 1 April 2025. The member of the Supervisory Board Nicola Brandolese was elected as his successor as the new Chairman of the Supervisory Board. The resignation of Tobias Krauss also requires the election of a new member of the Supervisory Board.

Based on the recommendation of the Nomination and Remuneration Committee of the Supervisory Board, the Supervisory Board proposes to elect Quentin Demeestère, President of People Over Process SAS, Paris, France, residing in Milan, Italy, for the period until the end of the General Meeting that resolves on the discharge of the members of the Supervisory Board for the fiscal year ending on 31 December 2027.

The Supervisory Board has assured itself that the proposed candidate is able to devote the expected amount of time required for serving on the Supervisory Board of Mister Spex SE.

Quentin Demeestère has expertise in the field of accounting and auditing in accordance with section 100 para. 5 AktG and recommendation D.3 of the German Corporate Governance Code (in the version of 28 April 2022) ("**GCGC**").

If Quentin Demeestère is elected, the Supervisory Board as a whole will remain familiar with the sector in which the Company operates. The election proposal also takes into account the objectives for its composition decided by the Supervisory Board in accordance with recommendation C.1 GCGC and aims to fill the competence profile developed by the Supervisory Board for the entire board.

Further information on the candidate proposed for election, including a CV that provides information on relevant knowledge, skills and professional experience, as well as an overview of the main activities of the candidate proposed for election, information on memberships of other statutory supervisory boards and comparable domestic and foreign control bodies of commercial enterprises (section 125 para. 1 sentence 5 AktG) and information in accordance with the recommendations C.7 and C. 13 GCGC are listed at the end of the agenda in section II. This information is available from the time of the convening and during the General Meeting on the Company's website at

<https://ir.misterspex.com/agm>

II.

**INFORMATION ON ITEM 6 OF THE AGENDA:
INFORMATION ON THE CANDIDATE PROPOSED FOR ELECTION TO THE
SUPERVISORY BOARD**

Quentin Demeestère

Practiced profession: President of People Over Process SAS, Paris, France,
residing in Milan, Italy

a) Personal data

Year of birth: 1985

Gender: Male

Nationality: French

b) Academic career

| | |
|-------------|---|
| 2006 – 2009 | ESSEC Business School, Paris, France – Master of Science in Management |
|-------------|---|

c) Professional experience

| | |
|------------|--|
| Since 2020 | People over Process SAS, Paris, France – Co-founder and President |
|------------|--|

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|-------------|--|
| 2016 – 2019 | Euronext Corporate Solutions, Paris, France – Chief Executive Officer (CEO) |
|-------------|--|

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|-------------|--|
| 2014 – 2016 | Edenred, São Paulo, Brazil – Head of M&A |
|-------------|--|

| | |
|-------------|--|
| 2012 – 2014 | Santander Bank, São Paulo, Brazil – Investment Banking Senior Associate |
|-------------|--|

| | |
|-------------|---|
| 2009 – 2012 | Santander Bank, Paris, France – Corporate & Investment Banking Associate |
|-------------|---|

d) Information on memberships in other statutory Supervisory Boards

None

- e) Information on memberships in comparable domestic and foreign supervisory committees of commercial companies

None

- f) Other significant activities

None

- g) Disclosures in accordance with the recommendations of the German Corporate Governance Code (GCGC)

In the opinion of the Supervisory Board, there are no personal or business relationships of Quentin Demeestère with the Company, its group companies, the executive bodies of the Company or a shareholder with a material interest in the Company that require disclosure pursuant to recommendation C.13 GCGC. In the opinion of the Supervisory Board, Quentin Demeestère is also considered independent within the meaning of recommendation C.7 GCGC.

III.

FURTHER INFORMATION AND NOTES

1. Total number of shares and voting rights at the time of the convocation

At the time of the convocation of the General Meeting, the registered share capital of the Company amounts to EUR 35,048,001.00 and is divided into 35,048,001 no-par value bearer shares, with a notional value of EUR 1.00 per share, each of which carries one vote. At the time of the convocation of the General Meeting, the total number of voting rights therefore amounts to 35,048,001.

This total number also includes the 743,062 treasury shares held by the Company at the time of the convocation of the General Meeting, which do not confer any rights, in particular voting rights (section 71b AktG).

2. Holding the General Meeting as a virtual General Meeting without the physical presence of the shareholders and their proxies; password-protected internet service

The Management Board of the Company has decided to hold the Annual General Meeting in accordance with section 118a AktG in conjunction with section 16 para. 8 of the Articles of Association as a virtual General Meeting without the physical presence of shareholders or their proxies (with the exception of the voting proxies appointed by the Company) at the venue of the General Meeting.

Physical attendance by shareholders or their proxies (with the exception of the proxies appointed by the Company) is excluded. Only shareholders who have duly registered and provided evidence of their shareholding, or their proxy will be able to participate in the meeting only by connecting to the virtual General Meeting via electronic communication through the password-protected internet service on 5 June 2025, from 10:00 hours (CEST) by clicking the button "Enter Annual General Meeting".

How shareholders or their proxies can access the password-protected internet service and connect is described in section 2.2 "*Access to the password-protected internet service and electronic connection to the meeting*" below.

Shareholders who have duly registered and have provided evidence of their shareholding can exercise their voting rights personally or by proxy via electronic postal vote or by

granting power of attorney to one of the proxies appointed by the Company. Shareholders or their proxies who are connected to the meeting electronically will be granted the right to speak and the right to make proposals and nominations at the General Meeting by means of video communication. Furthermore, they have the right to information at the General Meeting; in this respect, it is envisaged that the chairperson of the meeting will determine that the right to information at the General Meeting in accordance with section 131 para. 1f AktG may only be exercised by means of video communication. Shareholders or their proxies who are connected to the meeting electronically also have the right to object to resolutions of the General Meeting by means of electronic communication. Furthermore, the shareholders and their proxies who are duly registered for the General Meeting are granted the right to submit statements by means of electronic communication prior to the General Meeting.

Participation in the virtual General Meeting by means of electronic communication via the password-protected internet service and the rights to participate in the virtual General Meeting do not constitute participation in the virtual General Meeting within the meaning of Section 118 para. 1 sentence 2 AktG.

2.1 Live transmission of the General Meeting

The General Meeting will be transmitted live with video and audio on 5 June 2025 at 10:00 hours (CEST) on the password-protected internet service at

<https://ir.misterspex.com/agm>

Only those shareholders who have duly registered and provided proof of their shareholding (see section 3. *“Prerequisites for the exercise of shareholders’ rights in connection to the virtual General Meeting”* below) or their proxies will be able to follow the video and audio transmission of the entire General Meeting in the password-protected internet service. How shareholders and their proxies can access the password-protected internet service is described below in section 2.2 *“Access to the password-protected internet service and electronic connection to the meeting”*.

2.2 Access to the password-protected internet service and electronic connection to the meeting

The Company has set up a password-protected internet service for the General Meeting. Shareholders who have duly registered and provided proof of their shareholding, and their proxies, can use the password-protected internet service to connect electronically to the General Meeting and thus participate in the meeting and exercise shareholder rights, as well as follow the entire General Meeting live with video and audio via electronic communication. The password-protected internet service is available at

<https://ir.misterspex.com/agm>

from 15 May 2025 for shareholders who have duly registered and provided proof of their shareholding, and their proxies.

After timely receipt of the registration and proof of their shareholding in the proper form in accordance with the provisions set out in section 3 below, "*Prerequisites for the exercise of shareholders' rights in connection to the virtual General Meeting*", the shareholders entitled to participate and their proxies will each be sent an AGM-ticket with the individual access data for using the password-protected internet service.

In order to use the password-protected internet service, shareholders must log in with their individual access data. After entering this access data in the password-protected internet service for the first time, a personal password can be chosen that allows access to the password-protected internet service in the future. Proxies of shareholders will also be given access to the password-protected internet service by means of access data that will be sent to them via the method chosen by the shareholder after the proxy or their proof of authorization has been received by the company. Otherwise, the provisions regarding the granting, revocation and proof of power of attorney (see section 5. "*Procedure for voting by proxy*") remain unaffected.

The various options for exercising shareholder rights in relation to the virtual General Meeting will then appear on the user interface in the password-protected internet service.

3. Prerequisites for the exercise of shareholders' rights in connection to the virtual General Meeting

Only shareholders who have duly registered for the General Meeting and have provided evidence of their right to participate in the General Meeting are entitled to follow the virtual General Meeting in the password-protected internet service and to exercise other shareholder rights in connection with the virtual General Meeting, particularly the voting right.

The registration has to be made in text form (section 126b of the German Civil Code ("**BGB**")) in German or English.

Evidence of shareholding issued by the last intermediary in text form (section 126b BGB) pursuant to section 67c para. 3 AktG is sufficient as evidence of shareholding. Evidence of shareholding must refer to the close of business on the 22nd day before the General Meeting, i.e. 14 May 2025, 24:00 hours (CEST), ("**record date**").

The registration and the evidence of shareholding must be received by the Company no later than

29 May 2025, 24:00 hours (CEST),

at one of the following contact options:

Mister Spex SE

c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich

or

e-mail: anmeldung@linkmarketservices.eu

In relation to the Company, only persons who have provided evidence of their shareholdings as of the record date shall be deemed shareholders entitled to attend the General Meeting and exercise shareholder rights, in particular voting rights. The entitlement to exercise shareholder rights and the scope of voting rights are based exclusively on the proven shareholdings as of the record date.

The record date is not associated with any lock-up period for the sale of shareholdings. Even in the event of a full or partial disposal of the shareholding after the record date, the entitlement to exercise shareholder rights in connection with the virtual General Meeting and the scope of the right to vote are solely based on the shareholding held by the respective shareholders on the record date, i.e. any disposal of shares after the record date does not affect the entitlement of the respective shareholders to exercise shareholder rights in connection with the virtual General Meeting and the scope of the voting rights. The same applies to additional acquisitions of shares after the record date. Persons who do not hold any shares on the record date and subsequently become shareholders may only exercise shareholder rights in connection with the virtual General Meeting provided that they arrange to be given power of attorney or be authorised to exercise these rights. The record date does not have any significance for dividend entitlements.

After receipt of the registration and the evidence of shareholding in due form and time at one of the contact options mentioned above, shareholders will be sent an AGM-ticket with the access data for the using of the password-protected internet service, which contains an integrated proxy form as well as a proxy and instruction form for the General Meeting. The forms are also available on the Company's website at

<https://ir.misterspex.com/agm>

The depository institutions usually take care of the necessary registration and transmission of the evidence of shareholding for their customers. In order to ensure timely receipt of the access data, we kindly request that shareholders who wish to attend the General Meeting arrange for the necessary registration and evidence of shareholding from their depository institution as early as possible.

4. Procedure for voting by electronic postal vote

Shareholders may exercise their voting rights by electronic communication (**electronic postal vote**). This requires due registration and evidence of the shareholding (see section 3. "*Prerequisites for the exercise of shareholders' rights in connection to the virtual General Meeting*"). Votes can be cast by electronic postal vote via the password-protected internet service at

<https://ir.misterspex.com/agm>

Voting via the password-protected internet service at the website <https://ir.misterspex.com/agm> is possible from 15 May 2025 until the closure of the voting by the chairperson of the meeting in the virtual General Meeting on 5 June 2025. A vote previously cast can also be modified or revoked via the password-protected internet service until the closure of the voting by the chairperson of the meeting in the virtual General Meeting on 5 June 2025.

If no explicit or unambiguous vote is cast on an agenda item by electronic postal vote, this shall be counted as an abstention for this agenda item. If individual vote is held on an agenda item without this having been communicated in advance of the General Meeting, a vote cast on this agenda item as a whole will also be deemed to be a corresponding vote for each item of the individual vote.

5. Procedure for voting by proxy

Shareholders can also be represented at the virtual General Meeting and have their shareholder rights exercised by a proxy, e.g. an intermediary, a shareholders' association, a proxy advisor or another person of their choice.

Even in the case of a power of attorney, timely registration and submission of evidence of shareholding in accordance with the provisions set out in section 3 above, *“Prerequisites for the exercise of shareholders’ rights in connection to the virtual General Meeting”*, must be ensured.

The granting of a power of attorney that is not granted to an intermediary or a representative deemed equivalent to an intermediary in accordance with section 135, para. 8 of the AktG, its amendment, its revocation and the evidence of authorization vis-à-vis the Company must be made in text form (section 126b of the BGB) or have to be made using the input mask via the password-protected internet service at the website <https://ir.misterspex.com/agm> in accordance with the procedure provided for this purpose.

Shareholders will receive a form for granting power of attorney together with the AGM-ticket after the registration and the evidence of shareholding have been received in due form and time. The form for granting a power of attorney is also available for download on the Company’s website at <https://ir.misterspex.com/agm>.

The authorization can be declared vis-à-vis the proxy or can be declared and proven vis-à-vis the Company. The granting of the power of attorney, its amendment, its revocation and the evidence of a power of attorney granted vis-à-vis a proxy or its revocation vis-à-

vis the Company must be received by the Company either in writing (section 126b BGB) in one of the following ways:

Mister Spex SE

c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich

or

e-mail: misterspex@linkmarketservices.eu

or by using the input mask via the password-protected Internet service at the website

<https://ir.misterspex.com/agm>

from 15 May 2025, and before and during the virtual General Meeting on 5 June 2025. It should be noted that the proxies can only exercise the voting right up to the point in time at which the chairperson of the meeting closes the vote in the virtual General Meeting on 5 June 2025 (see section 4 above)

In the case of a power of attorney granted to intermediaries, in particular credit institutions, and persons treated as such in accordance with section 135 para. 8 AktG (these are shareholder associations, proxy advisors and persons who professionally offer shareholders their services in exercising voting rights at the General Meeting, unless the person who wishes to exercise the voting rights is a legal representative, spouse or life partner of the shareholder or related to or related by marriage to the shareholder up to the fourth degree) must observe section 135 AktG. According to this, the power of attorney must in particular be granted to a specific authorised representative and verifiably recorded by the authorised representative. The power of attorney must also be complete and may only contain declarations associated with the exercise of voting rights. In such cases, please agree the form of the power of attorney with the person to be authorised. However, any violation of the aforementioned and certain other requirements for the authorisation of the persons named in this paragraph, as specified in section 135 AktG, does not affect the validity of the vote cast, in accordance with section 135, para. 7 AktG. Intermediaries and persons of equal standing pursuant to section 135, para. 8 AktG are also advised to contact the shareholder hotline or the registration office at the address above regarding the exercise of voting rights in advance of the General Meeting.

Proxies (with the exception of the proxy appointed by the Company) also cannot physically attend the General Meeting. They can only exercise the voting rights of the shareholders they represent by means of electronic postal vote or by granting substitute power of attorney and instructions to the proxies appointed by the Company. The information contained in this invitation on exercising voting rights and on exercising other shareholder rights associated with participation, in particular on the right to speak and to request information at the General Meeting, applies accordingly to the exercise of rights by proxies. In order to use the internet service, the proxies will be sent access data that enables them to exercise their rights by means of electronic communication via the internet service. The prerequisite for this is proper registration, including evidence of the shareholding of the shareholder for whom the proxy is acting (see above under section 3. *“Prerequisites for the exercise of shareholders’ rights in connection to the virtual General Meeting”*). The proxy should be appointed as early as possible so that authorised representatives receive their individual access data in good time. Authorised representatives are requested to use only the access data provided to them for using the internet service.

6. Representation by the proxies appointed by the Company

We offer our shareholders the opportunity to be represented by proxies appointed by the Company, who will exercise the voting right exclusively in accordance with the instructions of the respective shareholder. In this case, as well, timely registration and submission of evidence of the shareholding in accordance with the provisions set forth in section 3 above, *“Prerequisites for the exercise of shareholders’ rights in connection to the virtual General Meeting”*, is required.

In addition to the power of attorney, these proxies appointed by the Company must also be given instructions for the exercise of voting right. They do not exercise the voting right at their own discretion, but exclusively on the basis of the instructions given by the respective shareholder. If no explicit or contradictory or unclear instructions have been given, the proxies appointed by the Company shall abstain from voting on the relevant agenda items; this always applies to other motions as well. If an individual vote is to be taken on an agenda item without this having been communicated in advance of the General Meeting, an instruction on this agenda item as a whole shall also be deemed to be a corresponding instruction for each item of the individual vote. Please note that the proxies appointed by the Company cannot accept any instructions to speak, submit questions or motions or make statements for the record, neither in the run-up to the

General Meeting nor during the General Meeting, nor can they exercise any other shareholder rights except for exercising the voting right.

Shareholders will receive a form for granting power of attorney and instructions to the proxies appointed by the Company together with the AGM-ticket after the registration and the evidence of shareholding have been received in due form and time. A corresponding form is also available for download on the Company's website at <https://ir.misterspex.com/agm>.

The granting of a power of attorney to the proxies appointed by the Company, the issuance of instructions and any changes or revocations of such instructions must be submitted to the Company in text form (section 126b of the BGB) by one of the following means:

Mister Spex SE

c/o Link Market Service GmbH
Landshuter Allee 10
80637 Munich

or

e-mail: misterspex@linkmarketservices.eu

or by using the input mask via the password-protected Internet service at the website

<https://ir.misterspex.com/agm>

from 15 May 2025 until the closure of the vote by the chairperson of the meeting in the virtual General Meeting on 5 June 2025. Until the closure of the vote by the chairperson of the meeting in the virtual General Meeting on 5 June 2025, a revocation or amendment of a power of attorney with instructions previously sent in text form (section 126b BGB) or issued via the password-protected Internet service to the proxies named by the Company is also possible.

7. Further information on voting

If an individual vote is held on an item on the agenda, a vote cast by electronic postal vote or instructions on this agenda item as a whole shall also be deemed to be a corresponding declaration for each point of the individual vote.

Postal votes or powers of attorney and instructions that cannot be unequivocally assigned to a proper registration will not be considered.

When exercising shareholder rights, you should be aware that significant delays in delivery can occur when sending by post.

8. Information on further rights of the shareholders

8.1 Addition to the agenda at the request of a minority pursuant to Art. 56 SE-VO, section 50 para. 2 SEAG, section 122 para. 2 AktG

Shareholders whose shares individually or combined are at least equivalent to one twentieth of the share capital or to a proportionate amount of EUR 500,000.00 in share capital (corresponding to 500,000 shares) can request pursuant to Art. 56 SE Regulation, section 50 para. 2 of the Act on the Implementation of the SE-VO ("**SEAG**"), which corresponds in content to section 122 para. 2 sentence 1 AktG, that items be placed on the agenda and published.

Each new item must be accompanied by a reasoning or a draft resolution. The request must be submitted to the Management Board of the Company in writing and must be received, pursuant to section 122 para.2 sentence 3 AktG, by the Company at least 30 days prior to the General Meeting, i.e. at the latest by 5 May 2025, 24:00 hours (CEST). Requests for additional items received at a later point in time will be disregarded. Please send a corresponding request to:

Mister Spex SE

– The Management Board –
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich

A ninety-day shareholding prior to the day of the General Meeting within the meaning of section 122, para. 1, sentence 3 AktG is not prerequisite for a request for an additional item to be added to the agenda for a general meeting of an SE.

Additions to the agenda to be published will be published in the German Federal Gazette (*Bundesanzeiger*) without undue delay after receipt of the request and will be forwarded to such media as can be assumed to disseminate the information throughout the European Union. They will also be published on the Company's website at <https://ir.mister-spex.com/agm> and communicated to the shareholders pursuant to section 125 para. 1 sentence 3 AktG.

8.2 Countermotions and nominations for election by shareholders in pursuant to sections 118a para. 1 sentence 2 no. 3, 126 para. 1 and para. 4, 127, 130a para. 5 sentence 3 of the AktG

Prior to the virtual General Meeting, shareholders can also submit countermotions to proposals of the Management Board and/or Supervisory Board regarding a specific item on the agenda and can submit nominations for the election of Supervisory Board members and/or auditors.

Such countermotions and nominations for election (together with any reasoning) are to be sent exclusively to:

Mister Spex SE

c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich

or

e-mail: antraege@linkmarketservices.eu

Any countermotions and nominations for election sent to a different address will be disregarded.

Countermotions and nominations for election received by the Company no later than 21 May 2025, 24:00 hours (CEST) will be made available to the other shareholders without undue delay via the Company's website at <https://ir.misterspex.com/agm>, including the name of the shareholder as well as any reasoning. Any comments by the

administration will also be published there. A countermotion and its reasoning or a nomination for election do not need to be made available under the conditions of section 126 para. 2 AktG (in conjunction with section 127 sentence 1 AktG).

Furthermore, nominations for the election of Supervisory Board members or of auditors pursuant to section 127 AktG will only be made available if they contain the name, profession and place of residence of the nominated person or the company name and registered office of the nominated legal entity and, in the event of the nomination for the election of Supervisory Board members, information on their memberships in other statutory supervisory boards.

Countermotions and nominations for election by shareholders that are to be made accessible by the Company will be deemed to have been submitted at the time of publication in pursuant to section 126 para. 4 AktG. The Company will ensure that voting rights in respect of these motions or nominations for election can be exercised from this point in time. There is no obligation to address motions and nominations for election by shareholders that have not been properly registered or properly authenticated at the General Meeting.

Countermotions and nominations for election as well as other motions can also be submitted during the General Meeting by means of video communication, i.e. within the scope of the right to speak, as described in section 8.4 below.

8.3 Submission of statements pursuant to sections 118a para. 1 sentence 2 no. 6, 130a para. 1 to 4 AktG

Shareholders who have duly registered for the General Meeting or their proxies have the right to submit statements on the items of the agenda by means of electronic communication no later than five days before the General Meeting, i.e. by 30 May 2025, 24:00 hours (CEST).

The submission must be made in text form (section 126b BGB) as a file in PDF format with a recommended maximum file size of 50 MB via the password-protected internet service at the website <https://ir.misterspex.com/agm> in accordance with the procedure provided for this purpose. The submission of several statements is possible. By submitting a statement, the submitting shareholder or proxy agrees that the statement will be made available on the password-protected internet service, including the name of the submitting shareholder or proxy.

The Company will make statements available to all duly registered shareholders no later than four days before the General Meeting, i.e. by 31 May 2025, 24:00 hours (CEST), via the password-protected internet service at the internet address <https://ir.misterspex.com/agm>, stating the name of the submitting shareholder or proxy. Any statements by the administration will also be published on the above-mentioned website.

Statements will not be made available if they are submitted late or do not meet the above-mentioned requirements or if the Management Board would be liable to prosecution by making them available, if they contain obviously false or misleading information in material respects or if they contain insults or if the shareholder indicates that he/she will not attend the General Meeting and will not be represented (section 130a para. 3 sentence 4 in conjunction with section 126 para. 2 sentence 1 no. 1, no. 3 and no. 6 AktG).

The possibility to submit statements does not constitute a possibility for advance submission of questions in accordance with section 131 para. 1a AktG. Any questions contained in statements will therefore not be answered at the virtual General Meeting unless they are asked again at the General Meeting under the right to information as described in section 8.5 below. Motions and nominations for election, requests for information and objections to resolutions of the General Meeting made in written comments will also not be considered at the General Meeting. The submission of motions and proposals for election (as described in section 8.2 above), the exercise of the right to information (as described in section 8.5 below) and the declaration of objections to resolutions of the General Meeting (as described in section 8.6 below) are only possible by the means described separately in this invitation.

8.4 Right to speak pursuant to sections 118a para. 1 sentence 2 no. 7, 130a para. 5 and para. 6 AktG

Shareholders and their proxies who are connected electronically to the virtual General Meeting have the right to speak at the General Meeting, which is exercised by means of video communication. Shareholders and their proxies can register their speeches from approximately one hour before the start of the General Meeting via the password-protected internet service at the website <https://ir.misterspex.com/agm> in accordance with the procedure provided for this purpose. Motions and nominations for election pursuant to section 118a para. 1 sentence 2 no. 3 AktG (please also see section 8.2 above) and requests for information (as described in section 8.5 below) can be part of the speech.

The entire virtual General Meeting, including the video communication, will be handled in the password-protected internet service via the MeetingBase system by Better Orange IR & HV AG. Shareholders or their proxies who wish to register their speech via the virtual registration desk require either a non-mobile end device (PC, notebook, laptop) or a mobile end device (e.g. smartphone or tablet) to connect their speech. For speaking requests, a camera and microphone must be available on the end devices and accessible from the browser. We also ask shareholders to ensure that they have a good and stable internet connection with their computer or mobile device and that they are using a current version of one of the following browsers: Chrome, Edge or Safari. JavaScript must also be activated. No further installation of software components or apps is required on the end devices. Persons who have registered to speak via the virtual registration desk will be activated for their speech in the password-protected internet service.

The Company reserves the right to check the functionality of the video communication between the shareholder or the proxy and the Company at the General Meeting and before the speech is made and to reject the speech if the functionality of the video communication is not ensured.

Pursuant to section 131 para. 2 sentence 2 AktG in conjunction with section 17 para. 3 of the Articles of Association, the chairperson of the meeting is entitled to impose reasonable time limits on the shareholders' right to speak and the right to ask questions within the meaning of section 131 para. 1 sentence 1 AktG, follow-up questions within the meaning of section 131 para. 1d sentence 1 AktG and new questions within the meaning of section 131 para. 1e sentence 1 AktG. In particular, he may impose reasonable restrictions on speaking time, question time (including the time for follow-up questions and new questions) or the combined speaking and question time (including the time for follow-up questions and new questions) as well as the appropriate time frame for the entire General Meeting, for individual agenda items and for individual speakers at the beginning or during the course of the General Meeting; this also includes, in particular, the possibility of closing the list of speakers early if necessary and ordering the end of the debate.

8.5 Right to information pursuant to sections 118a para. 1 sentence 2 no. 4, 131 para. 1, 1f, 4 and 5 AktG

Pursuant to section 131 para. 1 AktG, each shareholder must be provided with information by the Management Board on the Company's affairs, including legal and business relationships with affiliated companies and the situation of the Group and the companies included in the consolidated financial statements, upon request at the General Meeting. This applies only to the extent that the information is necessary for a proper assessment of the item of the agenda and there is no right to refuse to provide information.

The right to information is to be exercised exclusively at the General Meeting. It is intended that the chairperson of the General Meeting will determine that the right to information can only be exercised at the General Meeting in accordance with section 131 para. 1f AktG by way of video communication, i.e. in the context of exercising the right to speak (as described in section 8.4 above).

Section 131 para. 4 sentence 1 AktG provides that if a shareholder has been provided with information outside the General Meeting due to his/her capacity as a shareholder, this information must be provided to any other shareholder or his/her proxy at his/her request during the General Meeting, even if it is not necessary for the proper assessment of the item of the agenda.

In addition, section 131 para. 5 sentence 1 AktG provides that if a shareholder is denied information, he/she may request that his/her question and the reason for which the information was denied be included in the minutes of the meeting.

Within the framework of the virtual General Meeting, it is ensured that shareholders or their proxies who are connected electronically to the General Meeting can submit their request pursuant to section 131 para. 4 sentence 1 AktG and their request pursuant to section 131 para. 5 sentence 1 AktG not only by means of video communication, i.e. within the framework of the right to speak and the procedure provided for this purpose (see section 8.4 above), but also by means of electronic communication via the password-protected internet service in accordance with the procedure provided for this purpose at the General Meeting.

8.6 Possibility to object to resolutions of the General Meeting pursuant to sections 118a para. 1 sentence 2 no. 8, 245 AktG

Shareholders and their proxies who are connected electronically to the virtual General Meeting have the right to object to resolutions of the General Meeting for the record of the notary by means of electronic communication. Objections can be filed from the beginning of the General Meeting until its end via the password-protected internet service at the website

<https://ir.misterspex.com/agm>

Furthermore, as part of the right to speak (see section 8.4 above), they also have the opportunity to declare an objection in the notary's records. The Company points out once again that the proxies appointed by the Company do not accept instructions to file objections.

8.7 Further explanations of shareholders' rights

Further explanations of shareholders' rights can be found on the company's website at <https://ir.misterspex.com/agm>.

9. Website via which the information pursuant to section 124a AktG is accessible

This invitation to the General Meeting, any documents to be made available to the General Meeting and further information in connection with the General Meeting are available on the Company's website at <https://ir.misterspex.com/agm> from the time the General Meeting is convened. The documents to be made available will also be made available there in accordance with section 118a para. 6 AktG during the period of the meeting to the shareholders connected electronically or their proxies.

Any countermotions, nominations for election and requests for additions to the agenda from shareholders received by the Company that are subject to publication will also be made available on the above-mentioned website. The results of the voting will also be published here after the General Meeting.

A confirmation of the vote count in accordance with section 129 para. 5 AktG will be provided via the internet service and can be downloaded within one month of the day of the General Meeting.

10. Technical instructions for the virtual General Meeting

To follow the virtual General Meeting and to use the password-protected internet service and to exercise shareholder rights in the password-protected internet service, you need an internet connection and an internet-enabled device. A stable internet connection with a sufficient transmission speed is recommended in order to be able to optimally reproduce the video and audio transmission of the General Meeting.

If you use a computer to receive the video and audio transmission of the virtual General Meeting, you will need a browser and speakers or headphones.

To access the password-protected internet service, you need your access data, which will be sent to you unsolicited after duly registration and providing evidence of the shareholding. With this access data, you can log into the password-protected internet service.

In order to avoid the risk of restrictions in the exercise of shareholder rights due to technical problems during the virtual General Meeting, it is recommended – as far as possible – that shareholder rights (in particular voting rights) be exercised before the start of the General Meeting. Voting rights can be exercised in the password-protected internet service from 15 May 2025.

11. Information on availability of video and audio broadcast

Shareholders who have duly registered and provided evidence of their shareholding and their proxies can follow the entire General Meeting on 5 June 2025 from 10:00 hours (CEST) via video and audio broadcast on the internet. The video and audio broadcast of the General Meeting and the availability of the password-protected internet service may be subject to fluctuations in accordance with the current state of the art due to restrictions in the availability of the telecommunications network and limitations on third-party internet services, on which the Company has no influence. The Company can therefore not assume any guarantees or liability for the functionality and constant availability of the internet services used, the third-party network elements used, the video and audio broadcast or access to the password-protected internet service and its general availability. The Company also does not assume any responsibility for errors and defects in the hardware and software used for the holding of the General Meeting via the internet, including those of the service companies used, unless caused intentionally. For this reason, the

Company recommends making use of the above-mentioned options for exercising rights, in particular voting rights, at an early stage.

12. Information on data protection for shareholders

When shareholders register for the General Meeting and exercise their shareholder rights in relation to the virtual General Meeting or grant a power of attorney, the Company collects personal data about the shareholders and/or their proxies in order to enable them to exercise their rights in relation to the virtual General Meeting.

The Company processes personal data as a data controller within the meaning of Art. 4 No. 7 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC (General Data Protection Regulation) and all other applicable laws. Details on the processing of personal data and the rights of shareholders and their proxies under the General Data Protection Regulation can be found on the Company's website at <https://ir.misterspex.com/agm>.

Berlin, in April 2025

Mister Spex SE
The Management Board

Minimum information pursuant to Section 125 (1) German Stock Corporation Act (AktG) in connection with Section 125 (5) AktG, Article 4 (1) and Table 3 blocks A to C of the Annex to Implementing Regulation (EU) 2018/1212

| Type of Information | Description |
|--|---|
| A. Specification of the message | |
| 1. Unique identifier of the event | MRX062025oHV |
| 2. Type of message | Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM] |
| B. Specification of the issuer | |
| 1. ISIN | DE000A3CSAE2 |
| 2. Name of issuer | Mister Spex SE |
| C. Specification of the meeting | |
| 1. Date of the General Meeting | 05.06.2025 [format pursuant to Implementing Regulation (EU) 2018/1212: 20250605] |
| 2. Time of the General Meeting | 10:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC] |
| 3. Type of the General Meeting | Ordinary General Meeting in the form of a virtual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the voting proxies appointed by the Company) at the venue of the General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET] |
| 4. Location of the General Meeting | Virtual General Meeting: https://ir.misterspex.com/agm In accordance with the German Stock Corporation Act (AktG): Maschinenraum GmbH, Zionskirchstraße 73A, 10119 Berlin, Germany. Physical attendance on site is not possible. [format pursuant to Implementing Regulation (EU) 2018/1212: https://ir.misterspex.com/agm] |
| 5. Record Date | 14.05.2025, 24:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20250514] |
| 6. Uniform Resource Locator (URL) | https://ir.misterspex.com/agm |