

Convenience translation

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**Mister Spex SE**

**Berlin**

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

We hereby invite the shareholders of our Company to the Annual General Meeting to be held at

**10:00 hours (CEST) on Friday, 26 May 2023.**

The General Meeting shall be convened on the basis of section 26n para. 1 of the Introductory Act to the German Stock Corporation Act (*Einführungsgesetz zum Aktiengesetz – EG AktG*) with the consent of the Supervisory Board in the form of a virtual General Meeting in accordance with section 118a of the German Stock Corporation Act (*Aktiengesetz – AktG*) without the physical presence of the shareholders or their authorised representatives (with the exception of the Company's proxies). The venue for the General Meeting as defined by the German Stock Corporation Act is the premises of Grünebaum Gesellschaft für Event Logistik mbH (the burrow), Lützowplatz 15/ Karl-Heinrich-Ulrichs-Straße 22/24, 10785 Berlin, Germany.

The General Meeting will be broadcast live in video and audio for shareholders who have duly registered and provided proof of their shareholding and their authorised representatives via the password-protected internet service for the General Meeting of the Company at the internet address

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

The voting rights of duly registered shareholders and their authorised representatives shall be exercised exclusively by way of electronic postal voting or by granting power of

attorney and issuing instructions to the Company's proxies. You will find more detailed explanations on this following the agenda under Section V.

**Note:** The provisions applicable to stock corporations with their registered office in Germany, in particular the German Commercial Code (*Handelsgesetzbuch – HGB*) and the German Stock Corporation Act, 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 any 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 2022 together with the combined management report for the Company and the Group, and the report of the Supervisory Board as well as the explanatory reports on the information required pursuant to sections 289a and 315a HGB, in each case for the fiscal year 2022**

The aforementioned documents are available for inspection from the convening of the General Meeting as well as during the General Meeting on the website of the Company 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 27 March 2023. 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.

The General Meeting cannot adopt a resolution on the appropriation of distributable profit in accordance with section 174 para. 1 sentence 1 AktG, since no such distributable profit exists.

**2. Resolution on the discharge of the members of the Management Board for fiscal year 2022**

The Management Board and the Supervisory Board propose to grant discharge to the members of the Management Board listed in a) to d) below who were in office in fiscal year 2022 in respect of this period:

- a) Dirk Graber (Co-Chairman of the Management Board)
- b) Dr Mirko Caspar (Co-Chairman of the Management Board)
- c) Dr Sebastian Dehnen (member until 31 August 2022)
- d) Maren Kroll

It is intended that the General Meeting decide on discharging the Management Board members by way of separate votes.

**3. Resolution on the discharge of the members of the Supervisory Board for fiscal year 2022**

The Management Board and the Supervisory Board propose to grant discharge to the members of the Supervisory Board listed in a) to g) below for the fiscal year 2022 in respect of this period:

- a) Peter Williams (Chairman)
- b) Nicola Brandolese (Vice Chairman)
- c) Tobias Krauss
- d) Birgit Kretschmer
- e) Pietro Luigi Longo
- f) Stuart Paterson
- g) Nicole Srock.Stanley

It is intended that the General Meeting decide on discharging the Supervisory Board members by way of separate votes.

#### 4. Election of the auditor for the financial statements and the auditor for the consolidated financial statements for fiscal year 2023 as well as the auditor for the review

- a) Based on the recommendation of its Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor for the audit of the annual financial statements and of the consolidated financial statements for fiscal year 2023 and for a review of the condensed financial statements and of the interim management report for the first six months of fiscal year 2023 and for a review, if applicable, of additional interim financial information within the meaning of section 115 para. 7 of the German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*) in fiscal year 2023.
- b) Furthermore, based on the recommendation of its Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor for a review, if applicable, of additional interim financial information within the meaning of section 115 para. 7 WpHG in fiscal year 2024 until the next annual General Meeting.

Pursuant to Art. 16 para.2 sub-para. 3 of the Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 (*EU Statutory Audit Regulation*) the Audit Committee has declared that it has issued its recommendation free of any undue third-party influence and that it has not been subject to any clauses restricting its choice as defined in Art. 16 para. 6 of the EU Statutory Audit Regulation.

It is intended that separate votes be taken on agenda items 4 lit. a) and 4 lit. b).

#### 5. Election of a Supervisory Board member

The term of office of Stuart Paterson on the Supervisory Board expires at the end of the annual General Meeting of the Company held on 26 May 2023. A new election is therefore required.

Pursuant to (i) Art. 40 para. 2 and para. 3 SE Regulation, (ii) section 17 of the German SE Implementation Act (*SE-Ausführungsgesetz – SEAG*), (iii) section 21 para. 3 of the German SE Participation Act (*SE-Beteiligungsgesetz*), (iv) part 2 of the Agreement on the Participation of Employees in the Company of 7 May 2021 and (v) Art. 9 para. 1 of the Company's articles of association (*Articles of*

**Association**), the Supervisory Board is composed of seven (7) members, with these members consisting solely of shareholder representatives. Pursuant to Art. 9 para. 2 of the Articles of Association, these members are elected by the General Meeting without being bound to nominations.

The Supervisory Board proposes to elect Stuart Paterson, Partner at Scottish Equity Partners LLP, residing in Glasgow (United Kingdom), from the end of the annual General Meeting of the Company held on 26 May 2023 until the end of the General Meeting that resolves on the discharge for fiscal year 2023, as shareholder representative to the Supervisory Board.

The election proposal takes into account the objectives adopted by the Supervisory Board regarding its composition in accordance with section C.1 of the German Corporate Governance Code (as amended on 28 April 2022) (**GCGC**) and aims to comply with the competency profile defined by the Supervisory Board for the board as a whole.

Stuart Paterson has expertise in the areas of accounting and auditing within the meaning of section 100 para. 5 AktG.

Further information on the candidate, including details regarding his memberships of other statutory supervisory boards and comparable controlling bodies of business enterprises in Germany or abroad, are specified following the agenda in Section II.

This information is also available from the time the General Meeting is convened on the Company's website at

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

and will be available there during the General Meeting.

#### **6. Resolution on the approval of an amended remuneration system for the members of the Management Board**

Pursuant to section 120a para. 1 sentence 1 AktG, the general meeting of a listed company must resolve on the approval of the remuneration system for the members of the management board adopted by the supervisory board pursuant to section 87a para. 1 AktG whenever there is a significant change, but at least every four years.

The Supervisory Board had last adopted a remuneration system for the Management Board members in 2022, which it submitted to the Company's annual General Meeting held on 30 June 2022 for approval and which was approved by the latter with a majority of 97.39% of the valid votes.

Subsequently, the Supervisory Board decided to amend the remuneration system for the Management Board members that had been established so far and approved by the General Meeting essentially in one point and to submit the amended remuneration system to the General Meeting for approval. The amendments relate to the performance target for virtual stock options issued on the basis of the authorisation to issue virtual stock options resolved by the General Meeting of the Company on 30 June 2022 under agenda item 11. It has become apparent that the previous performance target "net revenue CAGR" is not a suitable performance criterion for granting long-term variable remuneration components to Management Board members and employees of the Company and Group companies. It shall therefore be replaced by the two equally weighted performance targets "sales revenue" and "adjusted EBITDA (AEBITDA)". In addition, further minor adjustments were made to the remuneration system.

The amendment of the authorisation to issue virtual stock options will be proposed for resolution to this General Meeting under agenda item 11. The corresponding amendments to the remuneration system are to take effect retroactively as of 1 January 2023.

Against this background, the Supervisory Board decided on 27 March 2023 on an amended remuneration system for the Management Board members, which it will submit to the General Meeting for approval.

The Supervisory Board proposes to the General Meeting to approve the remuneration system for the Management Board members as described following the agenda in Section III. The description of the remuneration system is also available from the time the General Meeting is convened on the Company's website at <https://ir.misterspex.com/agm> and will be available there during the General Meeting.

## **7. Resolution on the approval of the remuneration report for fiscal year 2022**

The management board and the supervisory board of listed companies are required under section 162 para. 1 sentence 1 AktG to draw up a clear and understandable report each year on the remuneration awarded in the last fiscal 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 for fiscal year 2022 prepared by the Management Board and the Supervisory Board was audited by the auditor of the Company, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Berlin, to determine whether the legally required disclosures pursuant to section 162 para. 1 and para. 2 AktG were made. The audit certificate for the remuneration report is attached to the remuneration report.

The Management Board and the Supervisory Board propose to approve the Company's remuneration report for fiscal year 2022.

The remuneration report for fiscal year 2022 and the related audit certificate are reproduced following the agenda in Section IV. It is also available from the time the General Meeting is convened on the Company's website at <https://ir.misterspex.com/agm> and will be available there during the General Meeting.

## **8. Resolution on the amendment of Art. 16 of the Articles of Association to enable virtual General Meetings**

The "Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendment of Cooperative, Insolvency and Restructuring Law Provisions" of 20 July 2022 (Federal Law Gazette of 26 July 2022, page 1166 et seq.) allows to hold general meetings without the physical presence of shareholders or their authorised representatives at the place of the general meeting (virtual general meeting). Pursuant to section 118a para. 1 sentence 1 AktG, the articles of association may provide for or authorise the management board to provide for virtual general meetings. A provision of the Articles of Association shall be adopted, according to which the Management Board is authorised to hold virtual General Meetings in the future.

The Management Board and the Supervisory Board of the Company agree that the virtual General Meeting format has proven its worth in the past years and that the possibility of holding General Meetings virtually should be maintained in the future. The virtual General Meeting in the format provided for by the corresponding new regulations in the German Stock Corporation Act adequately safeguards the rights of the shareholders and, in particular, provides for direct interaction between shareholders and administration during the meeting via video communication and electronic communication channels in a manner similar to the General Meeting in person.

This authorisation shall be limited to five years in accordance with the legal requirements. In order for the Company to be able to use the entire six-month period of Art. 54 para. 1 sentence 1 SE Regulation for holding a virtual General Meeting also in 2028, the Management Board shall be instructed to apply for registration of the amendment to the Articles of Association in such a way that it is not entered in the commercial register of the Company before 30 June 2023.

During the term of the authorisation, the Management Board will decide anew for each General Meeting whether and under what conditions, if any, it should be convened as a virtual General Meeting. In doing so, it will take into account the relevant concrete circumstances of the individual case and make its decision according to its best judgement for the benefit of the Company and the shareholders. The Management Board will also take into account the appropriate protection of the shareholders' participation rights in its decision.

The new provision of the Articles of Association shall replace the current Art. 16 para. 8 of the Articles of Association. The previous Art. 16 para. 8 of the Articles of Association, which corresponds to Art. 18 para. 2 of the Articles of Association in terms of content, shall be repealed in order to avoid duplication in the Articles of Association.



The Management Board and the Supervisory Board propose to resolve as follows:

- a) Art. 16 para. 8 of the Articles of Association shall be repealed and reworded as follows:

*“(8) The Management Board is authorised to provide that General Meeting of the Company held until the end of 30 June 2028 shall be held without the physical presence of the shareholders or their authorised representatives at the place of the General Meeting (virtual General Meeting).”*

Otherwise, Art. 16 of the Articles of Association shall remain unchanged.

- b) The Management Board is instructed to apply for registration of the amendment to the Articles of Association under agenda item 8 lit. a) in such a way that it is not entered in the commercial register of the Company before 30 June 2023.

**9. Resolution on the amendment of Art. 18 of the Articles of Association concerning the participation of Supervisory Board members by means of video and audio transmission**

The Supervisory Board members shall be allowed to participate in a virtual General Meeting by means of video and audio transmission. If a direct interaction of all or individual Supervisory Board members with the General Meeting should be necessary, this shall be made possible by way of the intended two-way communication to provide direct connection. The provision in Art. 18 para. 2 of the Articles of Association shall therefore be amended accordingly.

The Management Board and the Supervisory Board propose to resolve as follows:

Art. 18 para. 2 of the Articles of Association shall be amended and reworded as follows:

*“(2) Members of the Supervisory Board are exceptionally permitted to participate in the General Meeting by means of video and audio transmission if the respective member of the Supervisory Board is prevented from participating in person at the venue of the General Meeting due to professional or personal reasons or if the General Meeting is held as a virtual General Meeting.”*

Otherwise, Art. 18 of the Articles of Association shall remain unchanged.

**10. Resolution on the amendment of Art. 17 of the Articles of Association concerning the restriction of the right to speak and ask questions**

The provision of the Articles of Association regarding the restriction of the right to speak and ask questions by the chairperson of the General Meeting should be amended in view of virtual General Meeting.

Pursuant to section 131 para. 2, sentence 2 AktG, the Articles of Association may authorise the chairperson of the General Meeting to impose reasonable time limits on the shareholders' right to speak and ask questions, and to determine further details in this regard. In order to ensure a proper conduct of the General Meeting, the Articles of Association already provide for a corresponding regulation on the restriction of the right to speak and ask questions in Art. 17 para. 3. The existing regulation in this respect shall be supplemented. In particular, it shall be clarified that this right of the chairperson also applies to all formats of a virtual General Meeting and accordingly also refers to 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.

The Management Board and the Supervisory Board propose to resolve as follows:

Art. 17 para. 3 of the Articles of Association shall be amended and reworded as follows:

*“(3) The chairperson of the General Meeting is authorised to impose reasonable time limits on the right to speak as well as on 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 doing so, it may, in particular, reasonably determine restrictions on the speaking time, the 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 reasonable time frame for the entire course of the General Meeting, for individual items of the agenda and for individual speakers at the beginning of or during the course of the General Meeting; this also includes, in particular, the possibility, if necessary, to close the list of requests to speak early and to order the end of the debate.”*

Otherwise, Art. 17 of the Articles of Association shall remain unchanged.

**11. Resolution on the amendment of the authorisation to issue virtual stock options and to deliver shares of the Company to service payment claims from virtual stock options to Management Board members and employees of the Company or group companies (Virtual Stock Option Plan (VSOP)) as well as on the new version of the Conditional Capital 2022 for servicing payment claims from virtual stock options from the VSOP and on the corresponding amendment to the Articles of Association**

The General Meeting of the Company on 30 June 2022 resolved under agenda item 11 on an authorisation to issue virtual stock options and to deliver shares of the Company to service payment claims from virtual stock options to Management Board members and employees of the Company or group companies (Virtual Stock Option Plan (VSOP)) as well as on the creation of the Conditional Capital 2022 to service payment claims from virtual stock options from the VSOP and on the corresponding amendment to the Articles of Association.

In the course of discussions on the performance target to be achieved in the performance period according to the VSOP, it became apparent that the previous performance target " net revenue CAGR" is not a suitable performance criterion for granting long-term variable remuneration components to Management Board members and employees of the Company and group companies. Therefore, it shall be replaced by the two performance targets "sales revenue" and "adjusted EBITDA (AEBITDA)", which are equally weighted in the determination of the overall performance factor.

The proposed adjustment of the VSOP means that the Conditional Capital 2022 as well as the corresponding provision in Art. 4 para. 8 of the Articles of Association must be reworded.

The Management Board and the Supervisory Board therefore propose to resolve as follows:

- a) The authorisation to issue virtual stock options granted by the General Meeting of the Company on 30 June 2022 under agenda item 11 shall be amended in letter f) ("Performance Target") as follows:

The virtual stock options can only be exercised by the Beneficiaries if and to the extent that the two performance targets sales revenue and AEBITDA are achieved over a measurement period of three years. During a three-year performance period starting with the grant date, the two performance targets must achieve a certain value in each fiscal year.

Sales Revenue means the consolidated net revenue of the Company as derived from the relevant published annual reports for the years of the measurement period. AEBITDA is earnings before interest, taxes, depreciation and amortisation adjusted for share-based payment expenses in accordance with IFRS 2, one-off transformation costs and other special effects that are not part of the normal course of business.

The Supervisory Board (for Management Board members) and the Management Board (for employees of the Company or group companies) define minimum and maximum values for the two performance targets for each fiscal year in the performance period. The determination shall be made at the beginning of the respective fiscal year. The Beneficiaries are informed of the minimum and maximum values for the performance targets in the first fiscal year of the performance period in the individual allocation letters. They will also be informed in the further fiscal years of the performance period about the minimum and maximum values for the performance targets in the respective fiscal year. If a performance target in the fiscal year equals or falls below the respective minimum value, the performance factor for this performance target in the respective fiscal year shall be 0%. If a performance target in the fiscal year equals or exceeds the respective maximum value, the performance factor for this performance target in the respective fiscal year shall be 100%. If a performance target in the fiscal year lies between the respective minimum value and the respective maximum value, the performance factor for this performance target in the respective fiscal year is calculated by linear interpolation.

After the end of each fiscal year, the achievement of each performance target is calculated and fixed for the previous fiscal year. The target achievement of the individual performance targets is calculated after the end of the performance period from the average of the respective three annual target achievements. The annual target attainments of a performance target are equally weighted with 1/3 each.

The achievement of the two performance targets over the performance period is weighted 50% each in the overall performance factor.

The number of virtual stock options is multiplied by the total performance factor to determine the number of virtual stock options which result from the achievement of the performance targets and are thus performance-vested (subject to time-vesting pursuant to c)). Depending on the target

achievement, the virtual stock options of a tranche may be exercised in full, in part or not at all. If the above results in a total performance factor of 0%, all virtual stock options of the respective tranche shall be forfeited in full without replacement or compensation.

Apart from that, the authorisation of the annual General Meeting of the Company of 30 June 2022 pursuant to agenda item 11 to issue virtual stock options shall continue to apply unchanged. The virtual stock options already issued on the basis of the VSOP remain unaffected by the amendments.

- b) In the light of the amendment to the authorisation proposed under agenda item 11 letter a) the resolution of the annual General Meeting of the Company of 30 June 2022 under agenda item 11 letter m) concerning the creation of new conditional capital (Conditional Capital 2022) to service payment claims from virtual stock options from the Virtual Stock Option Plan (VSOP) shall be reworded as follows:

“The registered share capital of the Company is conditionally increased by up to EUR 1,588,920 (in words: one million five hundred eighty-eight thousand nine hundred twenty euros) by issuing up to 1,588,920 new no-par value bearer shares (**Conditional Capital 2022**).

The Conditional Capital 2022 serves to deliver shares of the Company for the settlement of payment claims arising from virtual stock options granted under the Company’s virtual stock option plan (**VSOP**) during the period up to (and including) 31 December 2026 to the Management Board members and employees of the Company and/or group companies in accordance with the more detailed provisions of the authorising resolution of the General Meeting of the Company of 30 June 2022 under agenda item 11 (in the original version or as amended by the resolution of the General Meeting of 26 May 2023).

The conditional capital increase will be implemented only to the extent that holders of virtual stock options have exercised them, the payment claims against the Company resulting from virtual stock options being settled by the delivery of shares in the Company instead of payment of a cash amount, and the Company not settling the virtual stock options by the delivery of treasury shares or shares from authorised capital. Granting the virtual stock options generally meets the requirements of Art. 5 SE Regulation in conjunction with section 193 para. 2 no. 4 AktG, in particular with regard to

the performance targets and a waiting period of four years. The new shares shall be issued at the issue price to be determined in each case in accordance with the authorising resolution of the General Meeting of the Company of 30 June 2022 under agenda item 11 (in the original version or as amended by the resolution of the General Meeting of 26 May 2023), the general provisions of the VSOP and the individual terms and conditions of the relevant Management Board member's service agreement or of the relevant employees' individual grant agreements, as applicable. The issue price of the new shares must be at least EUR 1.00 and may be paid by contributions in cash and/or in kind, including claims against the Company.

The new shares shall participate in the profits from the beginning of the fiscal year in which they are issued and for all subsequent fiscal years; notwithstanding this, the Management Board, to the extent permitted by law, with the consent of the Supervisory Board (and, in the event that shares are issued from the Conditional Capital 2022 to members of the Management Board, the Supervisory Board) may determine that the new shares shall participate in the profits from the beginning of the fiscal year preceding the fiscal year in which such new shares are created, if the General Meeting has not yet adopted a resolution on the appropriation of the distributable profit (*Bilanzgewinn*) of the fiscal year preceding the fiscal year in which such new shares are created.

The pro rata amount of the registered share capital attributable to the new shares issued may not exceed 10% of the Company's registered share capital existing at the time the resolution on the Conditional Capital 2022 is adopted. In order to protect shareholders against dilution, any shares which have been issued or transferred from authorised capital, conditional capital or from treasury shares to members of the Management Board and employees of the Company and to members of the management and employees of entities affiliated with the Company within the meaning of section 15 AktG or their investment vehicles under participation programmes since the adoption of the resolution on the Conditional Capital 2022 shall be counted towards this 10% limit.

The Management Board (and, in the event that shares are issued from the Conditional Capital 2022 to the Management Board members, the Supervisory Board) are authorised to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorised to amend the Articles of Association of the Company accordingly

after the relevant utilisation of the Conditional Capital 2022 and upon expiration of all exercise periods.”

- c) Art. 4 para. 8 of the Articles of Association shall be amended and reworded as follows:

*“The registered share capital of the Company is conditionally increased by up to EUR 1,588,920 (in words: one million five hundred eighty-eight thousand nine hundred twenty euros) by issuing up to 1,588,920 new no-par value bearer shares (Conditional Capital 2022).*

*The Conditional Capital 2022 serves to deliver shares of the Company for the settlement of payment claims arising from virtual stock options granted under the Company’s virtual stock option plan (VSOP) during the period up to (and including) 31 December 2026 to the members of the Management Board and employees of the Company and/or group companies in accordance with the more detailed provisions of the authorising resolution of the General Meeting of the Company of 30 June 2022 under agenda item 11 (in the original version or as amended by the resolution of the General Meeting of 26 May 2023).*

*The conditional capital increase will be implemented only to the extent that holders of virtual stock options have exercised them, the payment claims against the Company resulting from virtual stock options being settled by the delivery of shares in the Company instead of payment of a cash amount, and the Company not settling the virtual stock options by the delivery of treasury shares or shares from authorised capital. Granting the virtual stock options generally meets the requirements of Art. 5 SE Regulation in conjunction with section 193 para. 2 no. 4 AktG, in particular with regard to the performance targets and a waiting period of four years. The new shares shall be issued at the issue price to be determined in each case in accordance with the authorising resolution of the General Meeting of the Company of 30 June 2022 under agenda item 11 (in the original version or as amended by the resolution of the General Meeting of 26 May 2023), the general provisions of the VSOP and the individual terms and conditions of the relevant members of the Management Board’s service agreement or of the relevant employees’ individual grant agreements, as applicable. The issue price of the new shares must be at least EUR 1.00 and may be paid by contributions in cash and/or in kind, including claims against the Company.*

*The new shares shall participate in the profits from the beginning of the fiscal year in which they are issued and for all subsequent fiscal years; notwithstanding this, the Management Board, to the extent permitted by law, with the consent of the Supervisory Board (and, in the event that shares are issued from the Conditional Capital 2022 to members of the Management Board, the Supervisory Board) may determine that the new shares shall participate in the profits from the beginning of the fiscal year preceding the fiscal year in which such new shares are created, if the General Meeting has not yet adopted a resolution on the appropriation of the distributable profit (Bilanzgewinn) of the fiscal year preceding the fiscal year in which such new shares are created.*

*The pro rata amount of the registered share capital attributable to the new shares issued may not exceed 10% of the Company's registered share capital existing at the time the resolution on the Conditional Capital 2022 is adopted. In order to protect shareholders against dilution, any shares which have been issued or transferred from authorised capital, conditional capital or from treasury shares to members of the Management Board and employees of the Company and to members of the management and employees of entities affiliated with the Company within the meaning of section 15 AktG or their investment vehicles under participation programmes since the adoption of the resolution on the Conditional Capital 2022 shall be counted towards this 10% limit.*

*The Management Board (and, in the event that shares are issued from the Conditional Capital 2022 to the members of the Management Board, the Supervisory Board) are authorised to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorised to amend the articles of association of the Company accordingly after the relevant utilisation of the Conditional Capital 2022 and upon expiration of all exercise periods."*

- d) The above resolutions on agenda item 11 letters a) to c) are subject to the condition precedent that the General Meeting approves the amended remuneration system for Management Board members proposed under agenda item 6.



## II.

### Information on agenda item 5:

#### Information on the candidate proposed for election to the Supervisory Board

**Name:** Stuart Paterson, Glasgow (United Kingdom)

**Profession:** Partner at Scottish Equity Partners LLP

**Initial appointment:** 2020

#### a) Personal data

Date of birth: 1 January 1970

Place of birth: Bellshill (United Kingdom)

Nationality: British

#### b) Academic background

1999 UK Investment Management Certificate (FCA)

1991-1994 The Institute of Chartered Accountants of Scotland – CA

1991 The Institute of IT – MBCS

1988-1991 Heriot-Watt University, Edinburgh (United Kingdom) - degree in accounting and computer science

#### c) Professional experience

Since 1996 Scottish Equity Partners LLP - co-founder and partner

1991-1996 Ernst & Young UK (Audit & Corporate Finance)

**d) Material activities in addition to the Supervisory Board mandate at the Company**

**(1) Membership in statutory supervisory boards**

None

**(2) Membership in comparable supervisory bodies of business enterprises in Germany or abroad**

- Chairman of the Shareholders' Committee of Babel Group AG
- Member of the Board of Directors of Dohop ehf, Reykjavik (Iceland)
- Non-Executive Director and Chairman of the Audit and Risk Committee of European Assets Trust plc, London (United Kingdom)
- Non-Executive Director of LoveCrafts Group Ltd., London (United Kingdom)

**(3) Other activities**

Member of the Institute of Chartered Accountants of Scotland

In the opinion of the Supervisory Board, there are no personal or business relationships between the proposed candidate on the one hand and the Company, its group companies, the corporate bodies of the Company or a shareholder directly or indirectly holding more than 10% of the voting shares in the Company on the other hand that would be relevant for the election decision of an objectively judging shareholder within the meaning of C.13 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex – DCGK*).

The Supervisory Board considers Stuart Paterson to be independent within the meaning of C.6 and C.7 DCGK.

### III.

#### Information on agenda item 6:

#### Remuneration system for the Management Board members

##### 1. Principles of the Management Board remuneration system

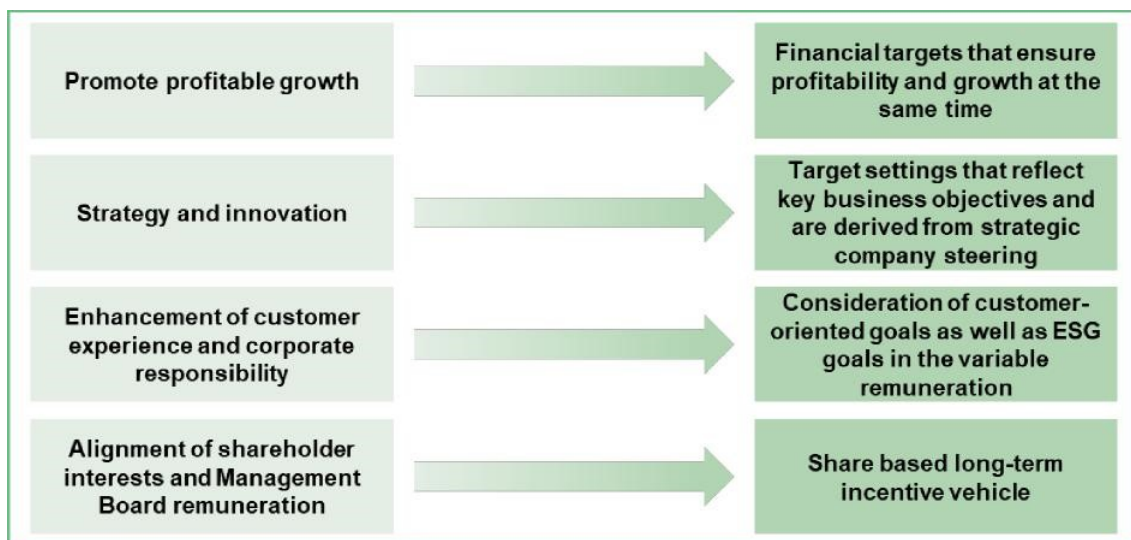
Mister Spex SE was founded in 2007 and is one of the leading digitally native omnichannel retail brands in the optical industry in Europe. The Company offers its customers fashionable glasses, including prescription glasses, sunglasses and contact lenses. Thanks to the seamless omnichannel approach, Mister Spex creates an individual shopping experience and at the same time gives its customers the freedom to decide for themselves when, where and how they want to buy their glasses.

The data- and technology-driven core of the business model allows Mister Spex to continuously improve and innovate the experience of its customers and therefore fosters further growth and expansion. At the same time Mister Spex is aware of its responsibilities regarding the environment, employees and the surrounding community, particularly in times of ecological challenges and fast-paced consumption. Therefore, a number of important initiatives were launched to strengthen corporate responsibility and secure a sustainable success of the Company.

The remuneration system for the Management Board members reflects this business strategy and contributes significantly to the implementation of Mister Spex' corporate goals. It provides targeted incentives for the members of the Management Board to improve financial key figures used for corporate steering to promote further growth. In line with the corporate strategy, the remuneration system is also set to reward the fulfilment of non-financial goals, with a clear focus on customers and ESG initiatives, in order to reinforce innovation and corporate responsibility. Furthermore, as shareholders are considered as one of the key stakeholders of Mister Spex, long-term variable remuneration is share-based to ensure a long-term alignment of interests between the Management Board and the shareholders.

The remuneration system for the Management Board members complies with the requirements of the German Stock Corporation Act (*Aktiengesetz – AktG*) and considers the recommendations and suggestions of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex – DCGK*).

The following principles were taken into account by the Supervisory Board in the design of the remuneration system to match the Company's strategy with the remuneration of the Management Board:



## 2. Procedure for establishing, implementing and reviewing the remuneration system

The Supervisory Board is responsible for determining the remuneration system for the Management Board members in accordance with section 87a AktG. While the Supervisory Board plenum makes the final decision on the remuneration system, the Nomination and Remuneration Committee prepares the respective resolution. The remuneration system resolved by the Supervisory Board is subsequently presented to the Annual General Meeting for approval. If the Annual General Meeting does not approve the remuneration system, a revised remuneration system will be submitted for approval at the latest at the next regular Annual General Meeting. Going forward, the Supervisory Board regularly reviews the remuneration system with the assistance of its Nomination and Remuneration Committee. Where following the review a material change is made to the remuneration system, the remuneration system is presented to the Annual General Meeting for re-approval. In line with section 120a para. 1 AktG, the remuneration system is submitted to approval at the latest every four years. The Supervisory Board as well as the Nomination and Remuneration Committee may engage an independent external remuneration expert when reviewing the remuneration system.

The Supervisory Board determines the total remuneration for each member of the Management Board on the basis of the applicable remuneration system. The Nomination and Remuneration Committee prepares the decision of the

Supervisory Board. To do so, it may engage external experts who are independent of Mister Spex and the Management Board.

To assess the appropriateness of the total target remuneration of each member of the Management Board, the Supervisory Board considers the Management Board member's individual tasks and performance as well as the Company's overall situation and performance. Thereby, the Supervisory Board ensures that the level of remuneration does not exceed the usual level of remuneration without specific justifying reasons. To ensure that the total target remuneration of Management Board members is in line with usual levels compared to other companies, the Supervisory Board conducts a horizontal comparison on a regular basis. The AktG and GCGC require an assessment of the appropriateness of the remuneration of the Management Board based on the criteria country, size and industry. Thus, an individual peer group consisting of companies in e-commerce, retail and tech with start-up character and competitors is typically defined by the Supervisory Board as relevant peer group. The Supervisory Board may adjust the composition of the relevant peer group from time to time taking into account the aforementioned criteria. The composition of the peer group as defined most recently is published in the remuneration report.

In order to assess whether the remuneration is appropriate within Mister Spex and to take the employees' remuneration and employment terms into consideration, the Supervisory Board conducts a vertical comparison. In accordance with the recommendations of the GCGC, the Supervisory Board assesses whether the remuneration of the Management Board members is in line with usual levels within the Company itself. Therefore, the Supervisory Board takes into account the relationship between Management Board remuneration and the remuneration of senior managers and the overall workforce in Germany also over time.

In addition to the vertical comparison, the Supervisory Board also considers the remuneration and employment terms of the Company's employees when determining the target remuneration for Mister Spex' Management Board members. Hence, Mister Spex places great value on the consistency of the remuneration system. This includes ensuring a large degree of harmonization in remuneration components by setting similar incentives and goals to ensure the common pursuit of long-term and sustainable growth at Mister Spex.

### **3. Measures to avoid and manage conflicts of interest**

The rules regarding the avoidance and the management of conflicts of interest applicable to the Supervisory Board are valid also for establishing, implementing and reviewing the remuneration system. Where it comes to any conflicts of interest, the affected Supervisory Board member must disclose these to the Chairman of the Supervisory Board. In case conflicts of interest happen to arise for the Chairman of the Supervisory Board, he discloses these to the Deputy Chairman of the Supervisory Board. Subsequently, any conflict of interest will be disclosed to the Annual General Meeting. In case of conflicts of interest, the Supervisory Board takes appropriate measures to take account of the conflict of interest. Conflicted Supervisory Board members do not participate in discussions and resolutions or in the event of a permanent conflict of interest, the respective Supervisory Board members shall resign from the Supervisory Board of Mister Spex.

### **4. Components and structure of the remuneration system**

The remuneration system of Mister Spex consists of fixed and variable remuneration components. The fixed remuneration components comprise the base salary as well as fringe benefits. Mister Spex does not provide for – apart from contributions to a direct insurance – company pension arrangements for the members of the Management Board. The variable remuneration components comprise a short-term variable remuneration component (short-term incentive) based on an annual performance period as well as a long-term variable remuneration component (long-term incentive). The latter is generally designed as a virtual stock option program (VSOP); however, for a transitional period current Management Board members are entitled to a long-term variable component based on the continued vesting of stock option grants made to them prior to the IPO of the Company under a legacy employee stock option program (ESOP).

Next to the fixed and variable remuneration components, certain remuneration-related contractual arrangements are part of the remuneration system, for instance a maximum remuneration cap, malus and clawback provisions and a share ownership guideline. The key aspects of the remuneration system are summarized in the table below:

<b>Remuneration system for members of the Management Board</b>	
<b>Fixed remuneration</b>	
<b>Base salary</b>	<ul style="list-style-type: none"> <li>Fixed annual gross salary, payable in 12 equal monthly instalments</li> </ul>
<b>Fringe benefits</b>	<ul style="list-style-type: none"> <li>Insurance premiums</li> <li>Reimbursement of costs of annual medical check-up</li> <li>Payment of half of the contributions to health and nursing care insurance</li> <li>Employer contribution to individual pension direct insurance</li> </ul>
<b>Variable remuneration</b>	
<b>Short-term Incentive (STI)</b>	<ul style="list-style-type: none"> <li>Target bonus model</li> <li>Performance period: 1 year</li> <li>Financial goals (e.g. AEBITDA, net revenue growth) and non-financial goals (e.g. ESG goals)</li> <li>Cap: 150 %</li> <li>Payout in cash</li> </ul>
<b>Long-term Incentive (LTI)</b>	<ul style="list-style-type: none"> <li>Virtual Stock Option Plan (VSOP)</li> <li>Waiting period: 4 years</li> <li>Performance period: 3 years, starting with the grant date</li> <li>Performance targets: Sales revenue and adjusted EBITDA (AEBITDA)</li> <li>Exercise period: 3 years following end of waiting period</li> <li>Settlement: Generally in equity; cash settlement at discretion of Supervisory Board</li> <li>Pre-IPO ESOP stock options continue to vest for a transitional period</li> </ul>
<b>Other contract and system components</b>	
<b>Maximum remuneration</b>	<ul style="list-style-type: none"> <li>EUR 3,500,000 p.a. für Co-CEOs</li> <li>EUR 1,500,000 p.a. for Ordinary Board Members</li> </ul>
<b>Malus/Clawback</b>	<ul style="list-style-type: none"> <li>Malus- und Clawback-provisions for compliance violations and/or incorrect financial reports for both STI and LTI</li> </ul>
<b>Share Ownership Guideline</b>	<ul style="list-style-type: none"> <li>Equals at least two times (Co-CEOs)/one time (other members of the Management Board) the annual fixed gross base salary</li> <li>Build-up phase of four years</li> </ul>

The remuneration system is applicable to all Management Board members as of 1 January 2023. To meet the legal requirement of section 87 para. 1 sentence 2 AktG the structure of the total target remuneration is directed towards a long-term and sustainable development of the Company. Therefore, the long-term variable remuneration at target generally outweighs the short-term variable remuneration at target achievement of 100%.

The current members of the Management Board have received grants out of a long-term oriented stock option program (ESOP) prior to the IPO of Mister Spex. For reasons of the protection of legitimate expectations, the Supervisory Board decided that these stock option grants shall continue to vest for a transitional period until the end of 2024 at the latest as a transitional long-term incentive

component for current Management Board members. The ESOP stock options are oriented towards the long-term success and development of the Company in that, considered as a whole, they vest and change in value over a vesting period of several years since the time of their initial grant. However, apart from the value of the ESOP stock options depending on the share price development, the terms of the ESOP – which originate from the time when the Company was organized in the legal form of a limited liability company (GmbH) – do not provide for any long-term oriented performance targets and, in view of the pro rata temporis vesting, not all options granted under the ESOP have a vesting period of several years.

With regard to the continued vesting of the stock options granted under the ESOP to current Management Board members and to avoid excessive remuneration, the service agreements of the current Management Board members provide for an individual transition period regarding the post-IPO long-term incentive. Within such transition period, the current members of the Management Board do not yet participate or participate only with a reduced grant amount in the VSOP. The transition period ends no later than at the end of 2024 and from the fiscal year 2025 onwards all active members of the Management Board shall participate only in the VSOP with the full grant amount as stipulated in their service agreements.

The Supervisory Board has defined ranges for the structure of the total target remuneration (based on a target achievement of 100% for each variable remuneration component) in order to provide individual and at the same time appropriate remuneration packages for current as well as potential future members of the Management Board.

For periods of the transition period in which a member of the Management Board does not yet participate in the VSOP, the respective base salary contributes with approx. 75% to the total target remuneration while the short-term incentive accounts for approx. 25% of the total target remuneration (without considering entitlements from vested ESOP stock options). Fringe benefits usually account for less than 2% of the total target remuneration.

During the time frame of the transition period in which the current Management Board members participate in the VSOP with a reduced VSOP grant amount, the base salary accounts for approx. 50% of the total target remuneration, while the short-term incentive accounts for approx. 15% - 20% and the VSOP for approx. 30% - 35% of the total target remuneration (without considering entitlements from vested ESOP stock options) for the current Co-CEOs, while for other current Management Board members the base salary accounts for



approx. 45% - 55%, the short-term incentive for approx. 15% - 25% and the VSOP for approx. 25% - 35% of the total target remuneration (without considering entitlements from vested ESOP stock options).

The relative proportions of the fixed and variable remuneration components may differ from the above values for the individually defined transition period of each of the current Management Board members when considering the entitlements from vested stock options under the ESOP as long as the stock options under the ESOP continue to vest.

Following the individual transition period and once the Management Board members are entitled to their individual full grant amount of the VSOP, the base salary for the Co-CEOs accounts for approx. 30% - 40%, the short-term incentive for approx. 10% - 20% and the VSOP for approx. 45% -55% of the total target remuneration. For other Management Board members, the relative proportions are as follows: base salary approx. 35% - 45%, short-term incentive approx. 10% - 20% and VSOP approx. 40% - 50%. Fringe benefits account for approx. 1% of the total target remuneration once the Management Board members participate with the full amount in the VSOP.

## **5. Maximum remuneration**

In accordance with section 87a para. 1 sentence 2 no. 1 AktG a maximum remuneration was defined comprising all remuneration components (i.e. base salary, fringe benefits, short-term and long-term incentive (ESOP, VSOP)). The maximum remuneration for each Co-CEO is set at EUR 3,500,000 p.a. and for each other member of the Management Board at EUR 1,500,000 p.a. Potential severance payments are not included in the maximum remuneration.

The maximum remuneration refers to the total sum of all payments resulting from the remuneration granted for a given fiscal year. If the sum of the payments to a Management Board member for a fiscal year exceeds the respective maximum remuneration, the last remuneration component to be paid out (generally the VSOP) is reduced accordingly.

## **6. Fixed remuneration**

### **6.1 Base salary**

Each Management Board member receives a fixed annual gross salary which is payable in 12 monthly instalments. In the event that a service agreement does not exist throughout the full 12 months of a calendar year, the fixed annual gross salary is prorated.

### **6.2 Fringe benefits**

The members of the Management Board are covered by an accident insurance for death and invalidity. In addition, the Company pays the members of the Management Board half of the contributions to the health and nursing care insurance of the Management Board, but not exceeding a monthly amount that would be payable if the respective Management Board member was insured with the statutory health insurance. Furthermore, Mister Spex reimburses costs for an annual medical check-up for each member of the Management Board limited to EUR 2,500 annually. Next to the fringe benefits stated, the members of the Management Board receive reimbursement of expenses (e.g. travel expenses).

While Mister Spex has not established a separate company pension arrangement for Management Board members, Mister Spex gives an employer contribution in the amount of the social security savings if a Management Board member defers part of his/her remuneration into a direct insurance.

In order to attract the most suitable candidates, the Supervisory Board may grant newly joining Management Board members additional fringe benefits such as a housing allowance or relocation costs. If a newly joining Management Board member foregoes variable remuneration at his/her former employer, such amount may be compensated as a one-time payment. In addition, the Supervisory Board has the option of granting a one-time payment to new members of the Management Board upon taking office. Where such one-time payments occur, these will be disclosed separately in the remuneration report referring to the respective fiscal year of payment.

The aforementioned relative proportions of the fixed and variable components (section 4) may vary in the event of a one-time payment as referred to herein.

All fringe benefits including the named one-time payments are included in the maximum remuneration and therefore capped.

Management Board members are covered by a D&O insurance. The Management Board's D&O insurance is subject to an excess amount of 10%.

## **7. Variable remuneration**

Mister Spex grants its members of the Management Board a significant portion of the annual total target remuneration as variable and thereby performance-based remuneration. By doing so, the pay for performance approach is ensured.

### **7.1 Short-Term Incentive**

Mister Spex grants its members of the Management Board a short-term incentive to incentivize the achievement of operational and / or strategic goals. The payout amount of the short-term incentive is determined as the product of the annual target amount as agreed-on in the respective service agreement of each member of the Management Board and the total target achievement which is based on the target achievement of usually multiple financial and non-financial goals. The payout amount is capped at 150% of the respective target amount and is settled in cash.

The respective performance criteria within in the financial and non-financial goals are strategy-derived and, irrespective of their measurement on an annual basis, also support the long-term and sustainable development of the Company.

For each fiscal year, the Supervisory Board defines the relevant performance criteria for the financial and non-financial goals which are usually additively linked. As Mister Spex clearly focuses on profitable growth, financial goals usually comprise performance criteria such as sales revenue or net revenue growth as well as profitability measures such as (adjusted) EBITDA.

With respect to the non-financial goals, the Supervisory Board defines performance criteria considering ESG aspects, such as, inter alia, net promoter score, natural resource and waste management, greenhouse gas emissions, employee health and satisfaction, diversity, apprenticeship offerings or good governance. The Supervisory Board sets the respective performance criteria for the non-financial goals for each fiscal year.

The Supervisory Board also determines the weighting of the selected performance criteria and the respective target values as well as corresponding minimum and maximum values for the fiscal year. At the maximum value, target achievement is

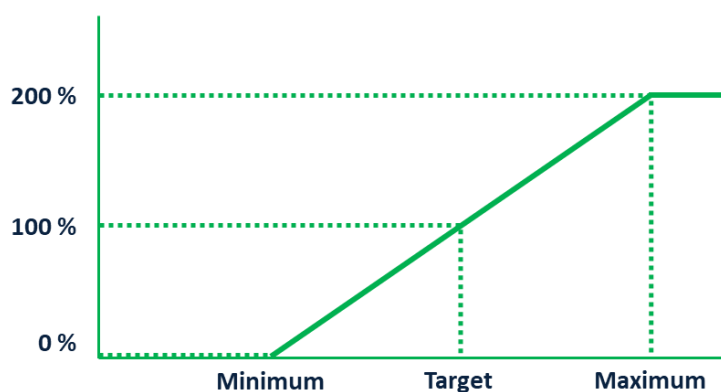
capped, i.e., an actual value above the maximum value does not result in a higher target achievement.

For fiscal year 2023, sales revenue and adjusted EBITDA (AEBITDA) have been defined as financial goals. In determining the overall target achievement, sales revenues are weighted at 30 % and AEBITDA at 50 %. Sales revenue and AEBITDA are used as key financial indicators in the corporate management of Mister Spex. Sales revenue is the consolidated revenue of the Company as reported in the respective published annual reports. The turnover is composed of the sale of merchandise, services rendered from marketing and other services related to the core business. As an indicator of demand for Mister Spex products, sales revenues are therefore an important factor in increasing the value of the Company in the long term. In addition, sales revenues have a significant influence on the Group's annual result. The AEBITDA is earnings before interest, taxes, depreciation and amortization, adjusted for share-based compensation expenses pursuant to IFRS 2, onetime transformation costs and other special effects that are not part of the regular course of business. EBITDA reflects earnings power and is a common profitability indicator. In line with the Company's financial management system, adjusted EBITDA (AEBITDA) is used as part of the financial goals of the short-term incentive for 2023 in order to achieve alignment between financial management and Management Board remuneration.

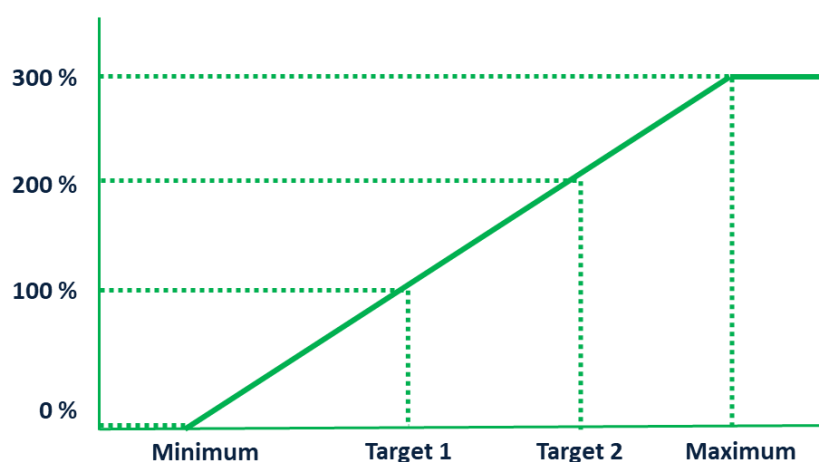
Mister Spex is pursuing a clear growth course and intends to continue opening up new markets and gaining further market share. In doing so, growth is to remain profitable in order to ensure the Company's long-term financial success. Sales revenue and AEBITDA are thus key financial indicators in corporate management and contribute to the implementation of the corporate strategy.

The Supervisory Board defines a target value for the financials goals as well as corresponding minimum and maximum values. Target achievement can range from 0% to 200% (target achievement cap) or between 0% and 300 % (target achievement cap), i.e., even an actual value above the defined maximum values results in a target achievement of 200% or 300%. In between the respective minimum and maximum values, linear interpolation is applied.

### Target Achievement Curve for Financial Goals (Maximum of 200%)



### Target Achievement Curve for Financial Goals (Maximum of 300%)



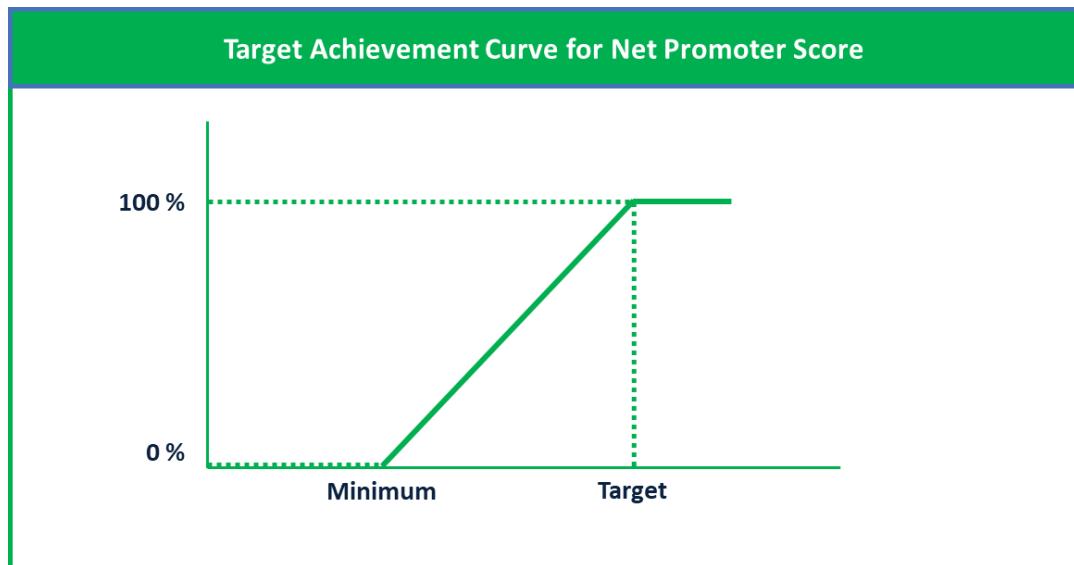
To further strengthen the aspect of profitable growth, target achievement for the performance criterion of sales revenue is zero, where a defined threshold of the AEBITDA is not met.

For fiscal year 2023, the Net Promoter Score and other ESG targets were set as performance criteria for the short-term variable remuneration as non-financial targets. The two non-financial target categories are equally weighted with 10% each.

Mister Spex aims to deliver an unparalleled customer experience and pursues an active customer relationship. To this end, the net promoter score is a significant indicator on the success of building a long-lasting customer relationship and to evaluate customer satisfaction. At the same time, the net promoter score

contributes to the achievement of the intended growth and thus, even though being a non-financial criterion, supports the financial success of Mister Spex.

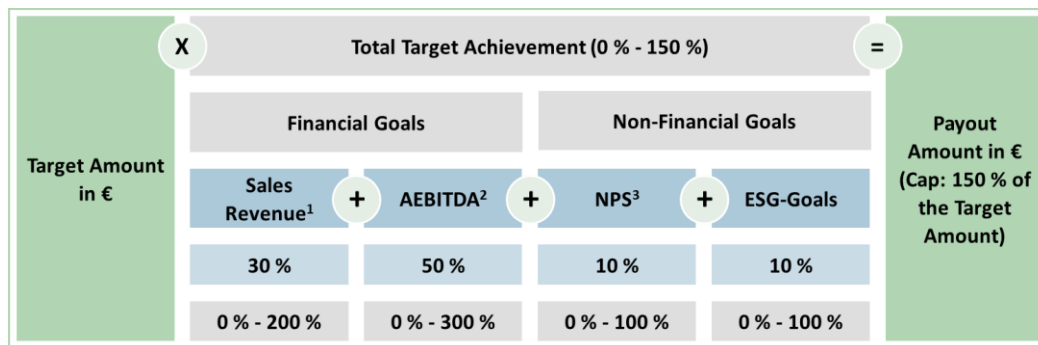
As for the net promoter score, a target value (which at the same time represents the maximum) as well as corresponding minimum value have been defined. Target achievement is capped at 100%. Where an actual net promoter score exceeds the maximum, target achievement does not exceed 100% (target achievement cap). In between the respective minimum and maximum values, linear interpolation is applied.



Next to the net promoter score, ESG goals are defined, whereby the target achievement is capped at 100% as well. The selected ESG goals address key aspects of the sustainability strategy of Mister Spex outlined in the sustainability reporting and thus, promote the sustainable development of the Company.

In the remuneration report, the specific target value and corresponding minimum and maximum values, as well as the actual target achievement for the financial and non-financial goals will be disclosed.

The following graphic illustrates the general functioning of the short-term incentive based on the financial and non-financial goals and their weighting defined for fiscal year 2023:



1 Consolidated Sales Revenue of Mister Spex Group.

2 Adjusted EBITDA.

3 Net Promoter Score.

In the event of extraordinary developments or events (e.g., non-foreseeable M&A transactions), the Supervisory Board may adjust the target achievement for the performance criteria. In any case, such adjustment may not exceed 20% of the short-term incentive target amount, whereby the payout cap remains unchanged. For the avoidance of doubt, usual market fluctuations are principally not considered to be exceptional developments. Section 87 para. 2 AktG shall remain unaffected.

In the event that the service agreement does not exist throughout the entire fiscal year, the short-term incentive is to be pro-rated accordingly. The performance criteria and their assessment remain unaffected in case of a termination of the service agreement during the year. Irrespective of an intra-year termination of the service agreement, no early payout occurs.

## 7.2 Long-Term Incentive

### 7.2.1 VSOP

As long-term incentive, Mister Spex grants the Management Board members a virtual stock option program (VSOP). Through its clear focus on share price increase, the VSOP fosters the alignment of the interests of the Management Board with those of the shareholders and sets a clear incentive towards the strategy of long-term growth.

At the beginning of each fiscal year, each VSOP-entitled member of the Management Board receives a number of virtual stock options (VSOs). The number of VSOs for one fiscal year is calculated by dividing the individual VSOP grant amount by the fair market value of one VSO as at the grant date. To calculate the fair market value, a financial-mathematical model is applied adhering to the requirements of IFRS 2. In case such calculation results in a fractional VSOs, the number of VSOs shall be commercially rounded to the next full number of VSOs.

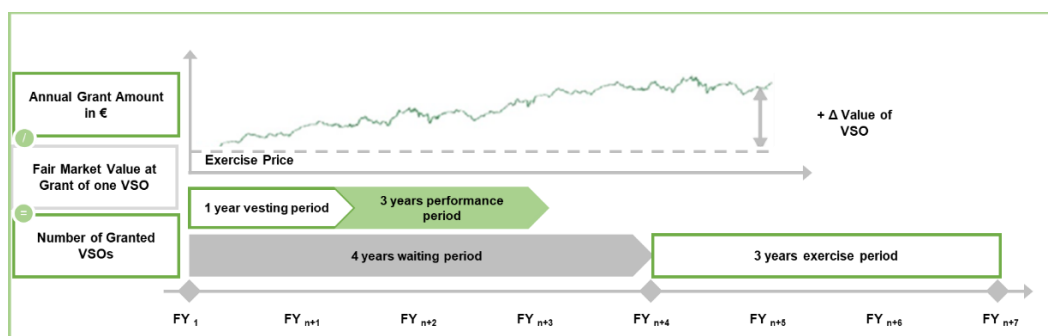
Any VSOs are subject to a waiting period of four years. VSOs vest in twelve equal monthly instalments (vesting period). Both, vesting and waiting period commence with the grant date.

In addition, the VSOs are subject to a performance condition. During a three-year performance period beginning with the grant date, the two performance targets of sales revenue and adjusted EBITDA (AEBITDA) must each reach a certain value in the respective financial year.

Sales revenue is the consolidated revenue of the Company as derived from the respective published annual reports for the years of the measurement period. AEBITDA is earnings before interest, taxes, depreciation and amortisation adjusted for share-based payment expenses in accordance with IFRS 2, one-off transformation costs and other special effects that are not part of the normal course of business.

Sales revenues and AEBITDA are used as key financial indicators in Mister Spex's corporate management. The two performance targets for the VSOP create incentives for the long-term financial success of Mister Spex.

The below graphic illustrates the general functioning of the VSOP:



The Supervisory Board shall set minimum and maximum values for the two performance targets for each fiscal year in the performance period. The determination shall be made at the beginning of each respective fiscal year. The beneficiaries are informed of the minimum and maximum values for the performance targets in the first fiscal year of the performance period by individual allocation letters. They will also be informed in the further fiscal years of the performance period regarding the minimum and maximum values for the performance targets in the respective financial year. If a performance target in the fiscal year equals or falls below the respective minimum value, the performance factor for this performance target in the respective fiscal year is 0%. If a performance target in the fiscal year equals or exceeds the respective maximum



value, the performance factor for this performance target in the respective fiscal year is 100 %. If a performance target in the fiscal year lies between the respective minimum value and the respective maximum value, the performance factor for this performance target in the respective fiscal year is calculated by linear interpolation.

After the end of each fiscal year, the achievement of each performance target is calculated and fixed for the previous fiscal year. The target achievement of the individual performance targets is calculated after the end of the performance period from the average of the respective three annual target achievements. The annual target attainments of a performance target are equally weighted with 1/3 each.

The achievement of the two performance targets over the performance period is weighted at 50% each when determining the overall performance factor.

The number of VSOs is multiplied by the total performance factor to determine the number of VSOs that result from the achievement of the performance targets and are therefore performance-based vested (subject to vesting over time). Depending on the achievement of the targets, the VSOs of a tranche may be exercised in full, in part or not at all. If the above results in a total performance factor of 0%, all VSOs of the respective tranche shall lapse in full without replacement or compensation.

Any vested VSOs (i.e. those for which the time vesting and performance vesting condition has been met) can be exercised within a three-year exercise period following the end of the waiting period.

Upon exercise, each Management Board member is entitled to settlement of the difference between the share price at exercise and the exercise price multiplied by the number of exercised VSOs (VSOP proceeds). The VSOP proceeds are uncapped to ensure a strong alignment of the interests of the Management Board and those of Mister Spex's shareholders. Nonetheless, the VSOP proceeds are capped by means of the maximum remuneration. The VSOP proceeds are generally settled in shares, whereby the Company at its sole discretion may also settle in cash.

In the event that a service agreement does not exist throughout the entire fiscal year for which the VSO tranche is granted or the respective service agreement is suspended for parts of the fiscal year for which the VSO tranche is granted, the VSO tranche shall only vest on a pro-rata basis.

All vested and unvested VSOs granted to a Management Board member which have not been exercised yet shall lapse without replacement or compensation if the respective Management Board member resigns from the Management Board or the service agreement ends prematurely at his/her own request without the resignation or termination being caused by a breach of duty by the Company that would entitle the Management Board member to an extraordinary termination pursuant to section 626 para. 1 BGB. The same applies where the service agreement is terminated due to an effective extraordinary termination on the part of the Company pursuant to section 626 BGB or the service relationship is terminated for a reason that would have entitled the Company to terminate the service agreement for good cause pursuant to section 626 para. 1 BGB or the respective member of the Management Board is removed from office for cause within the meaning of section 84 para. 4 AktG (other than for permanent incapacity or disability or a withdrawal of trust for which the Management Board member is not at fault). The Supervisory Board may provide that no lapse of the vested or unvested VSOs shall occur in case of a resignation of a Management Board member if he/she notified the Company at least 12 months in advance of his/her intended resignation.

Where the service agreement ends for any other reason as the foregoing prior to the end of the fiscal year of grant, the VSOs granted for such fiscal year shall discontinue to vest at the earlier of the effective date of termination of the Management Board member's service agreement or his/her office as Management Board member. Any unvested VSOs granted for the year of termination shall lapse without replacement or compensation upon such date. Any vested VSOs by such date shall be retained and become exercisable pursuant to the normal terms and conditions provided that all exercise conditions are met.

In the event of a change of control, all vested VSOs that have not yet been exercised may, at the request of the Management Board member or of the Company, be cancelled against compensation in cash with such compensation being calculated based on the consideration per share paid by the third party acquiring control under a take-over offer. Upon a cancellation request by the Management Board member the Company may decide at its free discretion whether the unvested VSOs shall continue to vest or be replaced by taking all reasonable efforts to introduce an economically equivalent long-term incentive program. Upon a cancellation request by the Company, all unvested VSOs lapse and the Company will take all reasonable efforts to introduce an economically equivalent long-term incentive program replacing the unvested VSOs that have

lapsed upon the change of control. For the avoidance of doubt, a change of control does not result in an accelerated vesting of VSOs.

In the event of capital and structural measures (e.g., capital increase, (reverse) share split), the Supervisory Board may establish reasonable financial equality for the Management Board member in order to prevent that such a measure results in a dilution or enlargement of the benefits or potential benefits intended to be made available under the outstanding VSOs.

In case of extraordinary events or developments or in case of M&A transactions for which the terms of the VSOP and/or the general VSOP methodology do not adequately account for, the Supervisory Board may at its reasonable discretion amend the terms and conditions of the VSOs. Such amendment may, for instance, occur by means of adjusting the performance factor or by adjusting the VSOP proceeds. Notwithstanding the foregoing, Section 87 (2) AktG shall remain unaffected.

### **7.2.2 ESOP**

The current Management Board members participated in an employee stock option program (ESOP) and were granted stock options thereunder prior to the IPO in 2021. This share-based compensation continues an option program from the time when the Company had the legal form of a limited liability company (GmbH).

As stock options granted to the current members of the Management Board pre-IPO continue to vest and become exercisable under the initial ESOP terms, the Supervisory Board has defined individual transition periods during which the members of the Management Board are not eligible to the full grant amount under the new VSOP to avoid excessive remuneration. No new stock option grants will be made to Management Board members under the ESOP.

Each ESOP stock option grants the right to acquire one share of Mister Spex at a predefined exercise price. The stock options are subject to monthly vesting over a period of 48 months (4 years) following the relevant grant date. Vested option rights can be exercised immediately after vesting, but only during the exercise windows specified by the Company. Exercised stock options generally shall be settled in equity, however, the Company reserves the right to settle exercised stock options in cash.

ESOP stock options vesting and therefore earned after 1 January 2022 are taken into account for the maximum remuneration pursuant to section 87a para. 1 sentence 2 no. 1 AktG.

## **8. Malus and clawback**

Malus and clawback provisions applicable to the entire variable remuneration (except any options granted under the ESOP) are part of this remuneration system to foster the long-term and sustainable development of Mister Spex as well as the pay for performance linkage.

If certain malus/clawback-events occur, variable remuneration components not paid out yet can be reduced to zero (“malus”), while variable remuneration already paid out can be claimed back within a certain period of time (“clawback”).

A malus and clawback can be applied by the Supervisory Board if the Management Board member has demonstrably committed a breach of internal principles of the Company or a breach of material duties under the service agreement which led to or would justify the issuance of a legally effective termination for good cause pursuant to section 626 para. 1 BGB or the Management Board member has demonstrably committed an intentional or grossly negligent breach of one of his material duties of care within the meaning of section 93 AktG.

A malus and clawback can also be applied where the consolidated financial statements or other data or assumptions underlying the assessment of the performance criteria for variable remuneration were incorrect or erroneous.

## **9. Share Ownership Guideline**

Share Ownership Guidelines are applied to further strengthen the alignment of the interests of the member of Management Board members with those of the Company’s shareholders.

The members of the Management Board are obliged to acquire shares of the Company within a build-up phase of four years as of their appointment as members of the Management Board and to hold them for the entire duration of their respective duration of appointment as Management Board member of the Company. The share ownership guideline equals at least two times the annual gross base salary for the Co-CEOs and one time the annual gross base salary for other Board Members (investment amount). After two years, half of the target number of shares must be accumulated.

Shares already held by a Management Board member directly or indirectly through an own company count towards the share ownership obligation.

## **10. Further contractual components**

### **10.1 Terms and termination options in service agreements**

The terms of Management Board members' service agreements depend on the duration of their appointment. When appointing Management Board members and determining the duration of the corresponding service agreements, the Supervisory Board adheres to the regulatory requirements, particularly the maximum term of six years in accordance with Art. 46 of the Council Regulation (EC) No 2157/2001 on the Statute for a European Company (SE). The appointment periods usually range between three years for the initial appointment and five years for the reappointment of Management Board members hereby meeting the recommendation of B.3 GCGC.

The service agreements do not provide for the possibility of ordinary termination by either party. The mutual right of both parties to terminate the service agreement without notice for good cause is not affected by the foregoing.

The Management Board members' service agreements provide that in case of termination of the office of the Management Board member by revocation of the appointment or resignation from office for good cause by the Management Board member the service agreement shall automatically terminate upon the expiry of an expiration period (be determined in accordance with section 622 para. 1 and para. 2 BGB), but no later than the regular termination date.

A change of control does not trigger a termination right or a right to resign from office for the member of the Management Board.

### **10.2 Invalidity or death**

In the event of illness or other involuntary service interruption, the member of the Management Board shall continue to receive his/her contractual base salary for a period of six months. The remuneration during an illness and involuntary incapacity for work shall be reduced by the amounts which the member of the Management Board receives from third parties for this period, in particular from a health insurance policy or daily sickness benefit insurance.

If a member of the Management Board dies during the term of this service agreement, the contractual base salary shall continue to be paid for the month of death and the three subsequent months.

The Management Board members' service agreements provide that if a Management Board member becomes permanently incapacitated the service agreement shall end at the end of the quarter in which the permanent incapacity was determined. For the purposes of the service agreement, permanent disability shall be understood to mean the permanent prevention of 50% or more of the proper performance of the obligations under the service agreement.

### **10.3 Severance Payment**

The service agreements provide that if a Management Board member and the Company terminate the service agreement by mutual agreement initiated by the Company or if the Company revokes the appointment of the Management Board member, in relation to each case without fault of the Management Board member, and if in such cases the service agreement ends prematurely, the Management Board member is entitled to receive a severance payment in the amount of two years' remuneration, but limited to the amount of remuneration to which the Management Board member would have been entitled until the initial termination date.

The service agreements further provide that also in any other cases severance payments in connection with the premature termination of the service agreement shall be limited to two years' remuneration and at maximum limited to the remuneration which the Management Board member would be entitled to until the end of the contractual term.

According to the Management Board members' service agreements, the maximum amount of the severance payment is generally determined based on the base salary and the short-term incentive, but the Supervisory Board may agree that the severance payment cap is to be determined on the basis of the base salary, the short-term incentive and also the VSOP.

The service agreements further provide that an entitlement to a severance payment does not exist if the Company effectively terminates the service agreement for good cause in accordance with section 626 BGB, if a good cause is given which would allow for an extraordinary termination of the service relationship by the Company for good cause pursuant to section 626 BGB and the appointment or service agreement is terminated prematurely for such cause, or if

the appointment or the service relationship is terminated prematurely at the request of the Management Board member (without good cause within the meaning of section 626 para. 1 BGB for which the Company is at fault).

#### **10.4 Post-contractual non-compete clause**

The Supervisory Board may agree on a comprehensive post-contractual non-competition clause for all or individual Management Board members for up to twenty-four months after the end of the service agreement in consideration for which the Company would pay a customary non-compete compensation payment (i.e., up to at least half of the contractual remuneration last received by the Management Board member) for the period of the prohibition. Any such payment is credited against any potential severance payment.

#### **10.5 Secondary activities**

Any member of the Management Board is obliged to take over the position or office of a member of the Supervisory Board, an Advisory Board or similar, in affiliated or investment companies, if required by the Company. For the assumption of such positions, no additional remuneration is paid.

Any remuneration earned by the Management Board member in its capacity as board member of affiliated or investment companies shall be deducted in full from the contractual agreed-on remuneration.

The assumption of positions in supervisory bodies of other companies and honorary positions in organizations, insofar as the Company is not itself a member there, require the prior written consent of the Company. The Supervisory Board decides on case-by-case basis whether and to which extent any remuneration element received by the Management Board member in his capacity as a supervisory board of a non-affiliated company will be offset against the contractual agreed-on remuneration. The Management Board Member must inform the Supervisory Board about any such remuneration received by the end of each fiscal year.

### **11. Temporary deviations from the remuneration system**

The Supervisory Board has the option to temporarily deviate from the remuneration system in exceptional cases if this is necessary in the interest of the long-term well-being of Mister Spex. This applies in particular in the event of extraordinary, unforeseeable developments. For the avoidance of doubt,

generally unfavourable market developments do not justify a temporary deviation from the remuneration system. A temporary deviation from the remuneration system is only possible by resolution of the Supervisory Board upon proposal of the Nomination and Remuneration Committee.

If the Supervisory Board decides to deviate from the remuneration system, temporary deviations from the following components of the remuneration system are permitted: Structure of the target remuneration, performance conditions, and measurement methods of the variable remuneration as well as performance periods and payment dates of the variable remuneration.

Furthermore, under the prerequisites described, the Supervisory Board may temporarily grant additional remuneration components or replace individual remuneration components with other remuneration components to the extent necessary to restore an appropriate incentive level of the Management Board remuneration.

Any deviation from the remuneration system under the above circumstances is possible only after careful analysis of these extraordinary circumstances and the response options.

In the event of a temporary deviation from the remuneration system, details of any such deviations, including an explanation of the necessity of the deviations, and an indication of the specific components of the remuneration system from which deviations have been made, will be provided in the remuneration report.

#### **IV.**

### **Information on agenda item 7: Remuneration report for the fiscal year 2022**

#### **1. Remuneration report pursuant to Sec. 162 AktG**

##### **Preamble**

The remuneration report explains the main components of the remuneration system for the Management Board as well as the Supervisory Board and discloses on an individual level the remuneration awarded and due for both the Management Board and the Supervisory Board. The remuneration report refers to the remuneration components and remuneration awarded and due for the period from 1 January 2022 to 31 December 2022 (reporting period).

The Management Board and Supervisory Board have jointly prepared this remuneration report. It complies with the legal requirements of Sec. 162 AktG



[“Aktiengesetz”: German Stock Corporation Act] and considers the recommendations of the German Corporate Governance Code (GCGC) in its version as of 28 April 2022.

This remuneration report was subject to a formal audit by EY in accordance with the regulatory requirements of Sec. 162 (3) AktG and is an integral part of the annual report of Mister Spex SE. As required by Sec. 120a (4) AktG, the remuneration report will be submitted to the Annual General Meeting on 26 May 2023 for its approval. Following the vote on the audited remuneration report, the remuneration report as well as the independent auditor’s report on the respective audit will also be published on the Company’s website

[https://ir.misterspex.com/websites/misterspex/German/4000/berichte-\\_-praesentationen.html#annual](https://ir.misterspex.com/websites/misterspex/German/4000/berichte-_-praesentationen.html#annual).

A new remuneration system for the Management Board members applied from fiscal year 2022 and was approved by the Annual General Meeting on 30 June 2022. The applicable remuneration system according to Sec. 87a (1) and (2) Sentence 1 AktG and the most recent resolution on remuneration pursuant to Sec. 113 (3) AktG are publicly available on the Company’s website:

[https://ir.misterspex.com/download/companies/58260a/Hauptversammlung/HV2022\\_Verguetungssystem\\_des\\_Vorstands.pdf](https://ir.misterspex.com/download/companies/58260a/Hauptversammlung/HV2022_Verguetungssystem_des_Vorstands.pdf)

Dr. Sebastian Dehnen, formerly responsible for finance, legal, internal audit and investor relations, resigned by mutual agreement from the Management Board of Mister Spex SE, effective 31 August 2022. Since then, Dirk Graber has assumed interim responsibility for these functions. The terms of his exit were regulated in a termination agreement. The remuneration disclosures in this report refer to the period from 1 January 2022 to 31 August 2022 for Sebastian Dehnen, with the exception of the disclosures on target remuneration.

## **1.1 Overview of the remuneration system for the Management Board**

To ensure that the requirements and expectations of the remuneration system for the Management Board of listed companies are met, the Supervisory Board of Mister Spex introduced a new, adjusted remuneration system for the Management Board as of 2022, the first full fiscal year as a listed company. The new remuneration system is in line with regulatory requirements pursuant to Sec. 87a AktG, takes into account the recommendations and suggestions of the GCGC as well as the expectations of institutional investors and proxy advisors.

The new remuneration system also includes maximum remuneration according to Sec. 87a (1) No. 1 AktG. Fixed remuneration components were the fixed base salary and fringe benefits. The variable remuneration components consisted of an annual bonus designed as a target bonus model and a long-term variable remuneration component. The latter was designed as a stock option program (VSOP (LTIP)). Two members of the Management Board received grants under the stock option program in 2022.

### **Appropriateness of remuneration**

The Supervisory Board is responsible for designing the remuneration system as well as for the level of remuneration for the Management Board. The Nomination and Remuneration Committee prepares the respective resolutions.

To assess the appropriateness of the total target remuneration of each member of the Management Board, the Supervisory Board considers the Management Board member's respective tasks and performance as well as to the Company's overall situation and performance. In doing so, the Supervisory Board takes into account that the level of remuneration does not exceed the usual level of remuneration without specific reasons. To ensure that the total target remuneration of Management Board members is in line with usual levels compared to other companies, the Supervisory Board conducts a horizontal comparison on a regular basis. The AktG and GCGC require an assessment of the appropriateness of the remuneration of the Management Board based on the criteria country, size and industry. Thus a relevant peer group consisting of 15 companies in e-commerce, retail and tech ranging from fledgling to established and one competitor was defined. The peer group comprises the following companies: CTS EVENTIM, Home24, Westwing Group, Delivery Hero, New Work, Zalando, Fielmann, Scout24, Zeal Network, Global Fashion Group, Shop Apotheke Europe, Zooplus, CeWe, HelloFresh and TeamViewer.

Furthermore, the Supervisory Board assesses whether the remuneration of the Management Board members is in line with usual levels within the Company itself. For the remuneration period 2022, the Supervisory Board has taken into account the relationship between Management Board remuneration and the remuneration of senior managers and the workforce as a whole.

## Target remuneration in 2022

The following table shows the contractually agreed total target remuneration for each member of the Management Board for the reporting period:

Total target remuneration of the Management Board				
	Dirk Graber Co-CEO	Dr. Mirko Caspar Co-CEO	Dr. Sebastian Dehnen CFO	Maren Kroll CHRO
	in EUR	in EUR	in EUR	in EUR
Base salary	300,000	300,000	225,000	225,000
Fringe benefits <sup>1</sup>	2,105	2,675	952	3,698
Subtotal	302,105	302,675	225,952	228,698
Short-term incentive plan	100,000	100,000	75,000	75,000
Long-term incentive <sup>2</sup> (stock options)	200,000	200,000	n/a	n/a
Total target remuneration	602,105	602,675	300,952	303,698

<sup>1</sup> Figures are based on the actual expenses incurred for the period i.e., the actual fringe benefits provided.

<sup>2</sup> n/a: not applicable (no options granted under the VSOP in 2022 as options still vesting under existing ESOP)

## Application of the remuneration system in 2022

### Base salary

The members of the Management Board each receive a fixed annual gross salary which is paid in 12 equal installments as a monthly salary.

### Fringe benefits

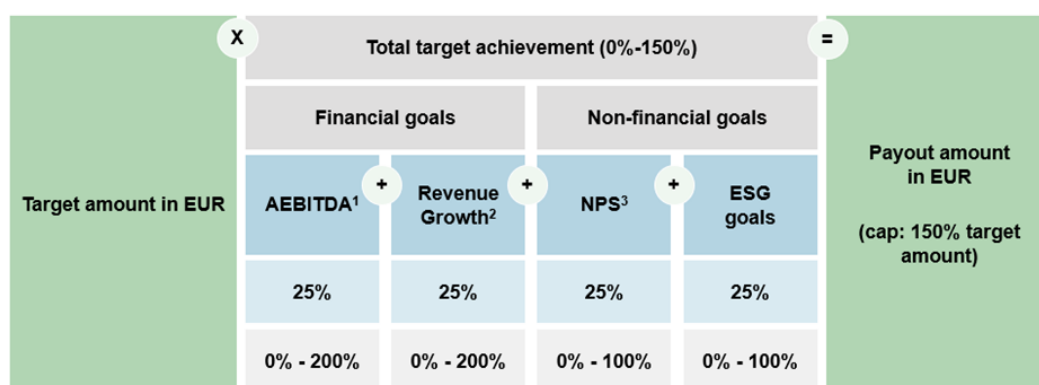
The members of the Management Board of Mister Spex are covered by an accident insurance policy for death and invalidity. In addition, the Company pays the members of the Management Board half of the contributions to their health and nursing care insurance, but no more than the monthly amount that would be payable if the respective Management Board member were insured under the statutory health insurance scheme. Furthermore, Mister Spex reimburses costs for a yearly medical check-up for each member of the Management Board limited to EUR 2,500 annually.

Mister Spex continues to service the direct pension insurance policy held at Allianz AG for Maren Kroll. She defers compensation that is converted into contributions to the direct insurance policy and Mister Spex makes a contribution equal to the amount of social security costs saved.

In addition to the fringe benefits stated, the members of the Management Board receive reimbursement of expenses (e.g., travel expenses) and are covered by a D&O insurance policy. The Management Board's D&O insurance is subject to a deductible of 10%.

### Short-term variable remuneration – annual bonus for fiscal year 2022

The members of the Management Board are eligible for an annual bonus designed as a target bonus model. The final payout amount depends on total target achievement and is calculated by multiplying the target amount by total target achievement. Total target achievement for the annual bonus 2022 can range between 0% and 150% and is determined based on financial and non-financial goals. The resulting payout amount is settled in cash.



<sup>1</sup> Adjusted EBITDA

<sup>2</sup> Growth in consolidated revenue of the Mister Spex Group

<sup>3</sup> Net promoter score

### Financial goals

For the annual bonus 2022, the financial goals were weighted at 50%. The Supervisory Board defined two equally weighted financial performance criteria as financial goals. These performance criteria were the growth in consolidated net revenue of the Mister Spex Group and the 2022 consolidated adjusted EBITDA of the Mister Spex Group (AEBITDA). AEBITDA is defined as earnings before interest, taxes, depreciation and amortization, adjusted for share-based payments in accordance with IFRS 2, non-recurring transformation costs and other special effects that are not part of the ordinary course of business. Both performance criteria are relevant performance indicators for corporate management and strategy execution focusing on growth.

The target achievement for each financial performance criterion can range between 0% and 200%. However, as a subsidiary condition, the target achievement of the financial goals in total is 0% if the defined threshold

(minimum) for AEBITDA is not achieved. Actual values above the defined maximum for each financial goal do not lead to a target achievement of more than 200%.

The table below summarizes the target values as well as the corresponding minimum and maximum values for both financial goals combined and shows the actual value achieved for each financial goal:

Target achievement of financial goals				
	Minimum	Target	Maximum	2022 consolidated financial statements
Revenue growth in %	15.0	20.0	25.0	8.1
AEBITDA in EUR m	7.0	8.8	10.0	-8.3

In fiscal year 2022, AEBITDA was less than EUR 7m. The growth goal for the revenue of the Mister Spex Group also fell short of the minimum of 15%. Thus target achievement of the financial goals is 0%.

### Non-financial goals

The Supervisory Board defines performance criteria that include ESG aspects for the non-financial goals, such as net promoter score, management of natural resources and waste, greenhouse gas emissions, employee health and satisfaction, diversity, professional training opportunities and good corporate governance. The Supervisory Board defines the relevant performance criteria for the non-financial goals each year.

The Supervisory Board set the net promoter score (NPS) and additional ESG goals as equally weighted performance criteria for the 2022 non-financial goals. The scope of the additional ESG goals comprises seven subgoals in total: establishing environmentally friendly own brands, reducing the use of plastic in dispatching merchandise, carbon neutrality for the Company and customer shipments, employee satisfaction, increasing the proportion of women in technical and management positions and hiring more trainees. As with the financial goals, each performance criterion is equally weighted for the two non-financial goal categories.

A target value as well as minimum and maximum values were set for the net promoter score and the additional ESG goals. Target achievement is limited to

100% in each case, which means that, even if the actual value exceeds the maximum value, target achievement cannot exceed 100% (target achievement cap). Linear interpolation is performed between the relevant minimum and maximum value.

As the target value for fiscal year 2022, resulting in a target achievement of 100%, a NPS of 70 was defined. The minimum is defined as a NPS of 60.

The target value for the additional ESG goals, resulting in a target achievement of 100%, was defined as the complete implementation of the seven ESG subgoals. The minimum is defined as the implementation of three or fewer subgoals. Target achievement is 50% if four subgoals are implemented, 67% for five implemented subgoals and 83% for six implemented subgoals.

The NPS was 67 in fiscal year 2022 and thus target achievement for this goal is 70%.

The following table presents the target values and target achievement in fiscal year 2022:

	Criterion	Target	Fiscal year 2022	Target achieved
Establishment of environmentally friendly own brands	Share in %	> 7.0%	7.8%	Yes
Reduction of the use of plastic in dispatching merchandise	Share in %	> 90.0%	92.0%	Yes
Carbon neutrality for the Company and customer shipments	Share in %	100%	100%	Yes
Employee satisfaction	Score	<2.5	2.7	No
Increasing the proportion of women in technical positions	Share in %	at least 20.0%	22.55%	Yes
Erhöhung des Frauenanteils in Führungspositionen <sup>1</sup>	Share in %	at least 35.0%	35.0%	Yes
Hiring more trainees	Number	at least 30	34	Yes

<sup>1</sup> Management positions above head of xxx/director xxx level

Six out of the seven ESG goals were achieved. This means that target achievement for the ESG goals was 83% and target achievement for the annual bonus for fiscal year 2022 is thus 38%.

The table below shows the target achievement for the financial and non-financial goals as well as the corresponding amounts:

Target remuneration for the annual bonus					
	Target amount in EUR	Target achievement of financial goals	Target achievement of non-financial goals	Total target achievement	Payout amount
Dirk Graber	100,000	0%	75%	38%	38,000
Dr. Mirko Caspar	100,000	0%	75%	38%	38,000
Dr. Sebastian Dehnen*	50,000	0%	75%	38%	19,000
Maren Kroll	75,000	0%	75%	38%	28,500

\* Pro rata due to exit as of 31 August 2022

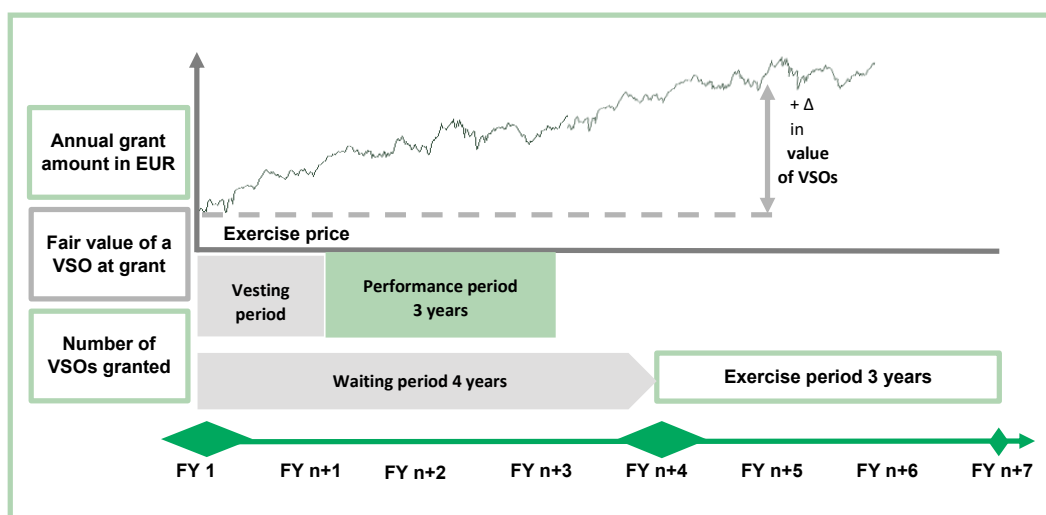
## Long-term variable remuneration in fiscal year 2022

### VSOP (LTIP)

From fiscal year 2022, Mister Spex enables the members of the Management Board to participate in a Virtual Stock Option Plan (VSOP) as long-term variable remuneration.

Effective at the beginning of each fiscal year, each eligible Management Board member is granted a number of virtual stock options (VSOs). All VSOs are subject to a waiting period of four years. VSOs vest in 12 equal monthly installments (vesting period). Both the vesting period and the waiting period begin at the grant date. Additionally, VSOs are subject to a performance condition, namely the revenue compound annual growth rate (CAGR).

The following chart illustrates the basic features of the VSOP:



The Supervisory Board sets a revenue CAGR target value as well as minimum and maximum values for each VSO tranche at the beginning of each fiscal year in the individual grant letters to the Management Board members. If the respective actual revenue CAGR falls short of the minimum value in the three-year performance period, the performance factor is 0% and all VSOs from the relevant VSO tranche are forfeited in full without replacement or compensation. If actual revenue CAGR is equal to or exceeds the maximum value in the performance period, the performance factor is 100%. The performance factor is calculated using linear interpolation if actual revenue CAGR lies between the defined minimum and maximum values in the performance period.

The number of VSOs is multiplied by the performance factor in order to obtain the number of performance-based vested VSOs. Vested VSOs (i.e., VSOs that are both time-vested and vested on the basis of achievement of the performance condition) can be exercised during a three-year exercise period after the end of the waiting period.

On exercising the vested VSOs, the Management Board member is entitled to receive the difference between the share price at the exercise date and the exercise price, multiplied by the number of exercised VSOs (VSOP proceeds). VSOP proceeds are not capped so as to ensure a broad alignment of the interests of the Management Board members and the shareholders of Mister Spex. However, they are subject to the maximum remuneration cap. The entitlement to VSOP proceeds is generally settled in equity, though the Company may settle in cash at its free discretion.



In fiscal year 2022, the two co-CEOs Dirk Graber and Dr. Mirko Caspar were each granted 52,831 VSOs valued at EUR 200,000 on a proportionate basis due to the transition periods from the old long-term variable remuneration model. The exercise price is EUR 11.72 per option. The other Management Board members were not granted any VSOs in 2022 due to the transition periods.

The table below summarizes the general information on the VSOs granted to the members of the Management Board:

VSOP 2022					
	Target amount in EUR	Fair value per option at grant in EUR	Number of options granted	Vesting period	Exercise period
Dirk Graber	200,000	3.79	52,831	Waiting period lasts until 31.12.2025	
Dr. Mirko Caspar	200,000	3.79	52,831		

## ESOP

The current Management Board members participated in an Employee Stock Option Program (ESOP) and received stock options under this program until 2021. This share-based remuneration plan is a continuation of an option program dating from the time when the Company had the legal form of a German limited liability company (GmbH).

As the stock options granted to the current members of the Management Board pre-IPO continue to vest and become exercisable according to the original ESOP conditions, the Supervisory Board has defined individual transition periods during which the members of the Management Board are not entitled to the full grant amount under the new VSOP in order to avoid inappropriate remuneration. No new stock options are granted to the members of the Management Board under the ESOP.

Each ESOP stock option grants the right to acquire one share of Mister Spex at a predefined exercise price. The stock options are subject to monthly vesting over a period of 48 months (4 years) following the relevant grant date. Vested option rights can be exercised immediately after vesting, but only within the exercise windows specified by the Company. Exercised stock options generally shall be settled in equity; however, the Company reserves the right to settle exercised stock options in cash in its free discretion.

ESOP stock options that vest after 1 January 2022 and are thus only due to the Management Board members from this date are included in the calculation of maximum remuneration.

Dr. Mirko Caspar exercised 50,000 stock options in December 2021. As the exercised stock options were settled in fiscal year 2022, however, the intrinsic value of the exercised stock options and the resulting remuneration awarded and due are disclosed in this remuneration report.

The table below summarizes the general information on the stock options granted to the members of the Management Board:

General conditions of stock options granted to the members of the Management Board							
		Option grant amount in EUR	Fair value per option at grant in EUR	Number of options granted	Exercise price in EUR per option	Vesting period	Exercise period
ESOP I	Dirk Graber	37,427	3.28	11,427	1.00	13.08.2010 to 12.08.2014	01.07.2021 to 30.06.2025
		190,134	3.20	59,335		01.01.2013 to 31.12.2016	01.07.2021 to 30.06.2025
	Dr. Mirko Caspar	780,832	3.25	240,149		01.09.2011 to 31.08.2015	01.07.2021 to 30.06.2025
		190,134	3.20	59,335		01.01.2013 to 31.12.2016	01.07.2021 to 30.06.2025
		83,031	3.02	27,512		01.01.2014 to 31.12.2017	01.07.2021 to 30.06.2025
		125,675	4.57	27,512		01.01.2014 to 31.12.2017	01.07.2021 to 30.06.2025
ESOP II	Dirk Graber	425,005	1.61	264,720	3.71	01.01.2015 to 31.12.2018	01.07.2021 to 30.06.2025
	Dr. Mirko Caspar	240,836	1.61	150,015			
ESOP IV	Dirk Graber	363,201	1.37	264,720	7.52	01.01.2019 to 31.12.2022	01.07.2021 to 30.06.2025
	Dr. Mirko Caspar	363,201	1.37	264,720			
	Dr. Sebastian Dehnen	344,998	3.91	88,245		01.08.2020 to 31.07.2024	01.07.2021 to 31.07.2026
	Maren Kroll	96,854	1.37	70,596		01.01.2020 to 31.12.2023	01.07.2021 to 31.12.2025
		69,247	3.92	17,649		01.01.2021 to 31.12.2024	01.07.2021 to 31.12.2026

The following table shows all exercises of stock options during the reporting period:

Overview of stock options exercised by the members of the Management Board								
		Number of options granted	Number of options forfeited or previously exercised	Final number of options	Number of exercised options	Share price at settlement date in EUR	Intrinsic value <sup>1</sup> of exercised options in EUR	Number of outstanding options
ESOP I	Dirk Graber	70,762	41,667	29,095	-	-	-	29,095
	Dr. Mirko Caspar	354,508	158,767	195,741	50,000	9.35	417,500	145,741
ESOP II	Dirk Graber	264,720	-	-	-	-	-	264,720
	Dr. Mirko Caspar	150,015	-	-	-	-	-	150,015
ESOP IV	Dirk Graber	264,720	Vesting period lasts until 31.12.2022		Exercise possible from 01.01.2023			264,720
	Dr. Mirko Caspar	264,720						264,720
ESOP IV	Dr. Sebastian Dehnen	88,245	Vesting period lasts until 31.07.2024; 42,284 options forfeited due to exit		Vesting period lasts until 31.07.2024			
	Maren Kroll	70,596	Vesting period lasts until 31.12.2023		Vesting period lasts until 31.12.2023			
		17,649	Vesting period lasts until 31.12.2024		Vesting period lasts until 31.12.2024			
VSOP 2022	Dirk Graber	52,831	Waiting period lasts until 31.12.2025		Waiting period lasts until 31.12.2025			
	Dr. Mirko Caspar	52,831						

<sup>1</sup> The intrinsic value of an exercised option reflects the final value of a stock option as the difference between the share price at the settlement date and the exercise price, multiplied by the number of exercised stock options.

### Benefits from third parties

In the reporting period, members of the Management Board did not receive any remuneration or benefits in kind from third parties for their activity as members of the Management Board of Mister Spex.

### Maximum remuneration

Pursuant to Sec. 87a (1) Sentence 2 No. 1 AktG, maximum remuneration has been defined, comprising all remuneration components (i.e., base salary, fringe benefits, short-term and long-term variable remuneration (ESOP, VSOP)). The maximum remuneration is EUR 3,500,000 p.a. for each co-CEO and EUR 1,500,000 p.a. for each other member of the Management Board. Any severance payments

are not included in the calculation of the maximum remuneration. The maximum remuneration refers to the total of all remuneration payments that can arise from the remuneration for a given fiscal year. If the total payments to one Management Board member for a fiscal year exceeds the defined maximum remuneration, the last remuneration component to be paid out (generally the VSOP) is reduced accordingly. The maximum remuneration rules defined for the Management Board members were complied with in fiscal year 2022.

### **Malus and clawback provisions**

As of fiscal year 2022, malus and clawback provisions are in place for both short-term and long-term variable remuneration components.

If malus/clawback events are triggered, variable remuneration components not yet paid out can be reduced to zero (malus) and any variable remuneration components already paid out can be reclaimed within a defined period (clawback).

The Supervisory Board can apply malus and clawback provisions if the Management Board member has demonstrably infringed the Company's internal policies or failed to meet significant obligations under their service agreement and this has resulted in or would justify a legally binding termination for good cause in accordance with Sec. 626 (1) BGB ["Bürgerliches Gesetzbuch": German Civil Code] or if the Management Board member has breached significant due diligence obligations in accordance with Sec. 93 AktG by demonstrably acting in an intentional or grossly negligent manner.

Malus and clawback provisions can also be applied if the consolidated financial statements or other data and assumptions underlying the assessment of performance criteria for variable remuneration were incorrect or erroneous.

However, no malus or clawback provisions were applied in the fiscal year.

### **Share ownership of Management Board members**

From fiscal year 2022 on, a share ownership guideline is in place according to which the Co-CEOs of Mister Spex are obligated to acquire shares in the Company for an amount equal to least two times their respective annual fixed gross salary, while the other Management Board members are obligated to acquire shares in the Company for an amount equal to at least one time their respective annual fixed gross salary within a time horizon of four years as of their appointment as members of the Management Board. Half of the shareholding should be achieved within two years.

In 2022, co-CEO Dirk Graber acquired 36,577 shares in total, of which 20,000 shares as a private individual and 16,577 through Graber Investment Ltd. As of 31 December 2022, he held a total of 359,787 shares in the Company.

In 2022, Dr. Mirko Caspar received 50,000 shares by exercising his stock options under the ESOP program. As of 31 December 2022, he held a total of 52,865 shares in the Company.

Maren Kroll did not acquire any shares in 2022 and also does not hold any shares from acquisitions or grants in prior years.

### **Further contractual arrangements**

The following contractual arrangements refer to the service agreements in place for the reporting period.

### **Severance payments**

The termination of the office of a member of a Management Board, in particular by revocation of the appointment or resignation from office, shall constitute a termination by the Company at the next possible date (ordinary termination).

If the Company gives notice of ordinary termination, the member of the Management Board is entitled to a severance payment. The severance payment is calculated on the basis of the base salary and the annual bonus. The severance payment is equal to the remuneration payable by the Company during the remaining term of the service agreement, but does not exceed the amount of two years' remuneration.

The entitlement to a severance payment exists furthermore if the member of the Management Board terminates the service agreement for good cause in accordance with Sec. 626 BGB for which the Company is responsible.

For the avoidance of doubt, no entitlement to any severance payment exists where the Company effectively terminates the service agreement for good cause in accordance with Sec. 626 BGB.

### **Payments in the event of incapacity for work or death**

In the event of illness or other involuntary service interruption, the member of the Management Board shall continue to receive their contractual base salary for a period of six months. The remuneration during an illness and involuntary incapacity for work shall be reduced by the amounts which the member of the

Management Board receives from third parties for this period, in particular from a health insurance policy or daily sickness benefit insurance.

If a member of the Management Board dies during the term of this service agreement, the contractual base salary shall continue to be paid for the month of death and the three subsequent months.

### **Post-contractual non-competition clause**

The service agreements with members of the Management Board contain a comprehensive post-contractual non-competition clause. The duration of the post-contractual non-competition clause is limited to 12 months after the end of the service agreement. For each month of the non-competition obligation, the Company is obliged to make a compensation payment amounting to 75% of the last base salary received by the member of the Management Board. Such payment is credited against any severance payments and current benefits from any pension commitment.

The post-contractual non-competition clause does not come into force if the service agreement ends due to retirement or invalidity.

### **Remuneration of the Management Board in 2022**

In accordance with Sec. 162 (1) Sentence 1 AktG, the table below shows the remuneration awarded or due to the members of the Management Board on an individualized level in the reporting period.

The table shows the pro rata base salary as well as the expenses for fringe benefits and the pro rata short-term variable remuneration components for the reporting period.

	Dirk Graber Co-CEO		Dr. Mirko Caspar Co-CEO		Dr. Sebastian Dehne <sup>1</sup> CFO		Maren Kroll CHRO	
	in EUR	in %	in EUR	in %	in EUR	in %	in EUR	in %
Base salary	300.000	55,51%	300.000	55,48%	150.000	88,28%	225.000	87,38%
Fringe benefits (including energy price allowance)	2.405	0,45%	2.975	0,56%	962	0,56%	3.968	1,54%
Total fixed remuneration	302.405	55,98%	302.975	56,01%	150.962	88,82%	228.968	88,93%
Short-term variable remuneration	38.000	15,97%	38.000	15,97%	19.000	100,00%	28.500	100,00%
Short-term incentive (annual bonus)	38.000	7,03%	38.000	7,02%	19.000	11,18%	28.500	11,07%
Long-term variable remuneration	200.000	84,03%	200.000	84,03%	-	0,00%	-	0,00%
Long-term incentive (stock options)	200.000	37,01%	200.000	38,97%	-	0,00%	-	0,00%
Total variable remuneration	238.000	44,04%	238.000	43,99%	19.000	11,18%	28.500	11,07%
Total remuneration	540.405		540.975		169.962		257.468	

<sup>1</sup> For part of the reporting period due to resignation on 31 August 2022

## 1.2 Remuneration of the Supervisory Board

### Remuneration governance

The remuneration system for the Supervisory Board complies with the legal requirements of Sec. 113 AktG and considers the relevant recommendations and suggestions of the GCGC. The members of the Supervisory Board receive fixed remuneration, with due consideration given to the greater time commitment of the Chair and the Deputy Chair of the Supervisory Board as well as of the Chair and the members of committees. No variable remuneration is granted.

According to Sec. 113 (3) AktG, the remuneration system of the Supervisory Board is subject to a non-binding vote at the Annual General Meeting every four years. A confirmative vote is possible. The remuneration system for the Supervisory Board was subject to a non-binding vote at the Annual General Meeting of Mister Spex held on 30 June 2022.

### Remuneration system

The members of the Supervisory Board receive annual fixed remuneration for their membership in the Supervisory Board. Additional remuneration is paid for memberships in Supervisory Board committees. No attendance fees are paid to the members of the Supervisory Board. Members who belong to the Supervisory Board and any of its committees for only part of a year receive remuneration pro rata temporis.

Remuneration component		Remuneration of the Supervisory Board	
Annual fixed remuneration		<ul style="list-style-type: none"> <li>Chair: 87,500 €</li> <li>Deputy Chair: 52,500 €</li> <li>Supervisory Board member: 35,000 €</li> </ul>	
Committee remuneration		<ul style="list-style-type: none"> <li>Audit Committee: 10,000 €/20,000 € (member/Chair)</li> <li>Nomination and Remuneration Committee: 2,500 €/5,000 € (Chair)</li> <li>Strategy and ESG Committee: 5,000 €/10,000 € (Chair)</li> </ul>	

In addition to the remuneration set forth above, the Company reimburses the members of the Supervisory Board for all reasonable out-of-pocket expenses incurred in the performance of their duties as members of the Supervisory Board and for any VAT payable on such out-of-pocket expenses.

Furthermore, the members of the Supervisory Board are covered by the D&O insurance policy of the Mister Spex Group.

### Remuneration of the Supervisory Board in 2022

Sec. 162 AktG requires a comprehensive overview of the remuneration awarded and due to members of the Supervisory Board of listed companies. The following table provides the pro rata fixed remuneration as well as the pro rata committee remuneration in the reporting period. To ensure better comprehensibility, committee memberships are included in the table as well:

Total remuneration of the Supervisory Board								
	Committee memberships <sup>1)</sup>			Remuneration		Committee remuneration		Total remuneration
	Audit	Nomination & Remuneration	Strategy & ESG	in EUR	in %	in EUR	in %	in EUR
Peter Williams (Chair)	M	C	M	87,500	81 %	20,000	19 %	107,500
Nicola Brandolese (Deputy Chair)		M	C	52,500	81 %	12,500	19 %	65,000
Tobias Krauss	M	M	M	35,000	67 %	17,500	33 %	52,500
Birgit Kretschmer	C		M	35,000	58 %	25,000	42 %	60,000
Pierluigi Longo				35,000	100 %	-	0 %	35,000
Stuart Paterson	M	M	M	35,000	67 %	17,500	33 %	52,500
Nicole Srock.Stanley			M	35,000	88 %	5,000	13 %	40,000

1)C = Chair; M = Member



## Comparative presentation

In addition to the individualized disclosure of the remuneration awarded and due to the Management Board and Supervisory Board, Sec. 162 (1) Sentence 2 No. 2 AktG also requires a comparative presentation thereof showing the remuneration of the workforce as well as the Company's financial performance. The following table therefore compares the remuneration awarded and due to members of the Management Board and the Supervisory Board with the average employee remuneration of Mister Spex SE and the profit or loss of the Company and the Group. As indicators to evaluate the Company's financial performance, the profit or loss of the Company and the Group as well as adjusted EBITDA and consolidated revenue are considered as these indicators are used as key financial parameters in the corporate management of Mister Spex.

The average employee remuneration on a full-time equivalent basis is stated based on personnel expenses including the employer contributions to social security for all regularly insured employees.

The figures presented in the following table for 2021 relate to the period between the IPO in July 2021 and the end of 2021. They are compared with the figures for the entire 2022 reporting period (1 January to 31 December):

Comparative presentation			
	2022	2021	Change from 2021 to 2022
	in EUR	in EUR	in %
<b>Management Board</b>			
Dirk Graber	540,405	283,500	91%
Dr. Mirko Caspar	540,975	282,500	91%
Dr. Sebastian Dehnen	169,952	239,590	-29%
Maren Kroll	257,468	154,668	66%
<i>Total</i>	<i>1,508,800</i>	<i>960,258</i>	<i>57%</i>
<b>Supervisory Board</b>			
Peter Williams (Chair)	107,500	53,750	100%
Nicola Brandolese (Deputy Chair)	65,000	32,500	100%
Tobias Krauss	52,500	26,250	100%
Birgit Kretschmer	60,000	30,000	100%
Pietro Luigi Longo	35,000	17,500	100%
Stuart Paterson	52,500	26,250	100%
Nicole Srock.Stanley	40,000	20,000	100%
<i>Average</i>	<i>58,929</i>	<i>29,464</i>	<i>100%</i>
<b>Employees</b>			
Average for Mister Spex SE (FTE)	46,791	45,302 <sup>1</sup>	3%

<b>Comparative presentation</b>			
<b>Company performance</b>			
Profit or loss in EUR m (group level)	-44.9	-31.5	-30%
Profit or loss in EUR m (company level)	-56.4	-30.2	-87%
Revenue in EUR m (group level)	210.1	194.2	8.1%
Adjusted EBITDA in EURm (group level)	-8.3	4.1	<100%

<sup>1</sup> Full-year value for comparability, original reporting period only second half of 2021

Berlin, 27 March 2023

Mister Spex SE

The Management Board

The Supervisory Board

## **Report of the independent auditor on the audit of the remuneration report pursuant to Sec. 162 (3) AktG**

To Mister Spex SE

### **Opinion**

We have audited the formal aspects of the remuneration report of Mister Spex SE, Berlin, for the fiscal year from 1 January to 31 December 2022 to determine whether the disclosures required by Sec. 162 (1) and (2) AktG [“Aktiengesetz”: German Stock Corporation Act] have been made therein. In accordance with Sec. 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the disclosures required by Sec. 162 (1) and (2) have been made in the accompanying remuneration report in all material respects. Our opinion does not cover the content of the remuneration report.

### **Basis for the opinion**

We conducted our audit of the remuneration report in accordance with Sec. 162 (3) AktG and in compliance with the IDW Auditing Standard: Audit of the Remuneration Report in Accordance with Sec. 162 (3) AktG (IDW AuS 870). Our responsibilities under this provision and standard are further described in the “Responsibilities of the auditor” section of our report. As an audit firm, we applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QS 1). We complied with the professional obligations pursuant to the WPO [“Wirtschaftsprüferordnung”: German Law Regulating the Profession of Wirtschaftsprüfer (German Public Auditor)] and the BS WP/vBP [“Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer”: Professional Charter for German Public Accountants/German Sworn Auditors] including the requirements regarding independence.

### **Responsibilities of the management board and supervisory board**

The management board and supervisory board are responsible for the preparation of the remuneration report and the related disclosures in compliance with the requirements of Sec. 162 AktG. In addition, they are responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report and the related disclosures that are free from material misstatement, whether due to fraud or error.

## **Responsibilities of the auditor**

Our objectives are to obtain reasonable assurance about whether the disclosures required by Sec. 162 (1) and (2) AktG are made in the remuneration report in all material respects and to express an opinion thereon in a report.

We planned and performed our audit so as to determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Sec. 162 (1) and (2) AktG. In accordance with Sec. 162 (3) AktG, we have not audited the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

## **Consideration of misrepresentations**

In connection with our audit, our responsibility is to read the remuneration report considering the knowledge obtained in the audit of the financial statements and, in doing so, remain alert for indications of whether the remuneration report contains misrepresentations in relation to the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

If, based on the work we have performed, we conclude that there is a misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Berlin, 27 March 2023

Ernst & Young GmbH  
Wirtschaftsprüfungsgesellschaft

Bilz	Kostolnik-Briedela
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]

## V.

### Further information and notes

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

At the time of convening the General Meeting, the registered capital (*Grundkapital*) of the Company amounts to EUR 34,864,063.00 and is divided into 34,864,063 no-par value bearer shares with a notional interest in the share capital of EUR 1,00 per share. The company holds 973,000 treasury shares at the time of convening the General Meeting. At the time of convening the General Meeting, the total number of voting rights thus amounts to 33,891,063.

#### 2. Conducting the General Meeting as a virtual general meeting without physical presence of the shareholders and their authorised representatives; password-protected internet service

The Management Board has decided, with the consent of the Supervisory Board, to hold the annual General Meeting in accordance with section 118a AktG in conjunction with section 26n para. 1 EGAktG as a virtual General Meeting without the physical presence of the shareholders or their authorised representatives (with the exception of the Company's proxies).

For this purpose, the annual General Meeting will be broadcast live in video and audio via our password-protected internet service at the internet address

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

from 10:00 hours (CEST) on 26 May 2023.

A physical presence of the shareholders and their authorised representatives (with the exception of the Company's proxies) at the venue of the General Meeting is excluded.

Only those shareholders who have duly registered and provided evidence of their shareholding (see section 3 "*Prerequisites for the exercise of shareholders' rights in relation to the virtual General Meeting*"), or their authorised representatives, may follow the video and audio transmission of the entire General Meeting in the password-protected internet service. In addition, shareholders who have duly registered and provided evidence of their shareholding may exercise their voting rights in person or by authorised representatives by electronic postal vote or by authorising the Company's proxies. Shareholders and their authorised representatives who are electronically connected to the General Meeting shall be

granted the right to speak and to receive information as well as the right to submit motions and election proposals at the General Meeting by means of video communication. They also have the right to object to resolutions of the General Meeting by means of electronic communication. Shareholders who have duly registered for the General Meeting and their authorised representatives shall also be granted the right to submit comments by electronic communication prior to the General Meeting.

The password-protected internet service will be accessible at the internet address

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

as of 5 May 2023, 0:00 hours (CEST), for shareholders who have duly registered and provided evidence of their shareholding, and their authorised representatives.

In order to be able to use the password-protected internet service, they must log in with their individual access data, which they will receive together with the General Meeting ticket after the registration and evidence of share ownership have been received by the Company in due form and time. After entering these access data in the password-protected internet service for the first time, they may choose their own password, which will enable them to access the password-protected internet service again, if necessary. Authorised representatives of shareholders shall also be granted access to the password-protected internet service by using access data which will be transmitted to them after receipt of the proxy or its proof by the Company via the channel chosen by the shareholder. In all other respects, the provisions on granting, revocation and proof of proxy (see section 5 "*Procedure for voting by proxy*") shall remain unaffected.

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

When entering the virtual General Meeting using the password-protected internet service for the duration of the virtual Annual General Meeting on 26 May 2023, the shareholders or their authorised representatives will be electronically connected to the virtual General Meeting. However, the electronic connection does not enable participation in the General Meeting within the meaning of section 118 para. 1 sentence 2 AktG nor the exercise of voting rights by way of electronic participation within the meaning of section 118a para. 1 sentence 2 no. 2 AktG.

### **3. Prerequisites for the exercise of shareholders' rights in relation to the virtual General Meeting**

Only those shareholders who have duly registered for the General Meeting and provided evidence of their shareholding are entitled to follow the virtual General Meeting in the password-protected internet service and to exercise their shareholder rights in relation to the virtual General Meeting, in particular the voting right.

The registration shall be made in text form (section 126 BGB) in German or English. A proof of shareholding issued by the ultimate intermediary in text form (section 126b BGB) pursuant to section 67c para. 3 AktG shall suffice as proof of shareholding. The proof of share ownership must refer to the beginning of the 21<sup>st</sup> day prior to the General Meeting, i.e. the beginning of 5 May 2023, 0:00 hours (CEST) (record date). The registration and the proof of share ownership must be received by the Company no later than 19 May 2023, 24:00 hours (CEST), at one of the following contact options:

**Mister Spex SE**  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 München/Munich

or

email: [anmeldung@better-orange.de](mailto:anmeldung@better-orange.de)

Only those persons who have provided evidence of share ownership as at the record date shall be deemed to be shareholders in relation to the Company for the purpose of exercising shareholder rights, in particular voting rights. The entitlement to exercise shareholder rights and the scope of voting rights are determined exclusively by the proven shareholding on the record date. Even in the event of a complete or partial sale of the shareholding after the record date, only the shareholding of the respective shareholders on the record date shall be decisive for the exercise of shareholder rights with regard to the virtual General Meeting and the scope of the voting right, i.e. sales of shares after the record date shall have no effect on the entitlement of the respective shareholders to exercise shareholder rights with regard to the virtual General Meeting and on the scope of the voting right. The same applies to the acquisition and additional acquisition of shares after the record date. Persons who do not yet hold any shares on the record date and only become shareholders thereafter may only exercise shareholder rights in relation to the virtual General Meeting to the extent that they have been

authorised to exercise rights. The record date has no significance for any dividend entitlement.

After receipt of the registration and the evidence of share ownership in due form and time under one of the contact options mentioned above, the shareholders will be sent a General Meeting ticket with the access data for the use 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 internet on the Company's website at <https://ir.misterspex.com/agm>.

In order to ensure timely receipt of the access data, we kindly ask shareholders to request a General Meeting ticket from their custodian bank as early as possible. In these cases, the required registration and evidence of share ownership will be carried out directly by the custodian bank. Shareholders who have requested a General Meeting ticket from their custodian bank in good time therefore do not need to take any further action.

Receipt of the General Meeting ticket is not a prerequisite for issuing proxies and instructions (to the Company's proxies) by form, but all options of the password-protected internet service can only be used with the help of the access data printed on the General Meeting ticket.

#### **4. Procedure for voting by electronic postal vote**

Shareholders may cast their votes by electronic communication (***electronic postal vote***). For this purpose, proper registration and evidence of share ownership are required (see section 3 "*Prerequisites for the exercise of shareholders' rights in relation to the virtual General Meeting*"). Voting by electronic postal vote can be done via the password-protected internet service at the internet address

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

in accordance with the procedure laid down for this purpose.

Voting via the password-protected internet service at the internet address <https://ir.misterspex.com/agm> is possible from 5 May 2023 until the closure of voting by the chairperson in the virtual General Meeting on 26 May 2023. Until the closure of voting by the chairperson in the virtual General Meeting on 26 May 2023, a vote cast via the password-protected internet service may also be changed or revoked.



If no explicit or unambiguous vote is cast on an agenda item during the electronic postal vote, this shall be counted as an abstention for this agenda item. Should an individual vote be taken 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 shall also be deemed to be a corresponding vote for each item of the individual vote.

## **5. Procedure for voting by proxy**

Shareholders may also exercise their shareholder rights in relation to the virtual General Meeting through a proxy, e.g. an intermediary, a shareholders' association, a proxy advisor or another person of their choice. If more than one person is authorised, the Company may reject one or more of them.

The granting of the proxy, its revocation and the proof of the authorisation vis-à-vis the Company must be made in text form (section 126b BGB) or must be made using the input mask via the password-protected Internet service at the address

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

in accordance with the procedure laid down for this purpose. Intermediaries within the meaning of section 67a para. 4 AktG, shareholders' associations, proxy advisors or other persons within the meaning of section 135 para. 8 AktG may, to the extent that they are themselves authorised, provide for deviating regulations, which must be enquired about with them in each case. However, pursuant to section 135 para. 7 AktG, a violation of these and certain other requirements set forth in section 135 AktG for the authorisation of an intermediary within the meaning of section 67a para. 4 AktG, a shareholders' association, a proxy advisor or another person within the meaning of section 135 para. 8 AktG shall not impair the effectiveness of the vote.

Proxies may only exercise voting rights on behalf of shareholders they represent by means of electronic postal voting or by granting (sub)power of attorney to the Company's proxies. The use of the password-protected internet service by proxies requires that the proxies receives the corresponding access data.

Shareholders will receive a form for granting a proxy together with the General Meeting ticket after the registration and the evidence of share ownership have been received in due form and time. The form for granting a proxy is also available for download on the Company's website at <https://ir.misterspex.com/agm>.

It is also possible to grant a proxy in another manner; however, unless it is granted using the input mask via the password-protected internet service at <https://ir.misterspex.com/agm>, this must also comply with the text form (section 126b BGB) if neither an intermediary within the meaning of section 67a para. 4 AktG nor a shareholders' association, a proxy advisor or any other person within the meaning of section 135 para. 8 AktG is authorised.

The authorisation may be declared vis-à-vis the proxy or declared or proved vis-à-vis the Company. The granting of the proxy, its revocation and the proof of a proxy granted to an authorised representative or its revocation vis-à-vis the Company must be received by the Company in one of the following ways for organisational reasons no later than 25 May 2023, 24:00 hours (CEST).

**Mister Spex SE**

c/o better Orange IR & HV AG

Haidelweg 48

81241 Munich

or

email: [misterspex@better-orange.de](mailto:misterspex@better-orange.de)

The granting of the proxy and its revocation are furthermore possible from 5 May 2023 using the input mask via the password-protected internet service at the internet address <https://ir.misterspex.com/agm> prior to and during the virtual General Meeting on 26 May 2023. It is also possible to revoke or amend a proxy previously sent in text form (section 126b BGB) or granted via the password-protected internet service.

On the day of the virtual General Meeting on 26 May 2023, proxies may be granted, amended or revoked exclusively via the password-protected internet service at the internet address <https://ir.misterspex.com/agm>.

Even in the case of granting a proxy, registration and evidence of share ownership are required in due form and time in accordance with the above provisions. This does not preclude the granting of proxies after registration and evidence of share ownership, subject to the aforementioned deadline for the granting of a proxy.

## 6. Representation by the Company's proxies

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 addition to the power of attorney, these proxies appointed by the Company must also be given instructions for exercising the voting right. They do not exercise the voting right at their own discretion, but exclusively on the basis of the instructions given by the shareholder. If no explicit or if contradictory or unclear instructions have been given, the Company's proxies shall abstain from voting on the relevant resolutions; this shall always apply to other motions as well. Should an individual vote be held 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 Company's proxies will not accept instructions to speak, ask questions or propose motions or make statements for the record, neither in the run-up to the General Meeting nor during the General Meeting, nor will they exercise any other shareholder rights, with the exception of exercising voting rights.

The power of attorney to the Company's proxies, as well as the issuance of instructions, must be made in text form (section 126b BGB) or must be submitted using the input mask via the password-protected internet service at the internet address

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

in accordance with the procedure laid down for this purpose. The same applies to the amendment or revocation of the power of attorney or the instructions.

The proxy and instruction form for the Company's proxies will be sent to the shareholders together with the General Meeting ticket after receipt of the registration and the evidence of shareholding in due form and time. A corresponding form is also available for download on the Company's website at <https://ir.misterspex.com/agm>.

For organisational reasons, the granting of proxy to the Company's proxies, the issuance of instructions and their revocation must be received by the Company in one of the following ways no later than 24:00 hours (CEST) on 25 May 2023:

**Mister Spex**

c/o Better Orange IR & HV AG

Haidelweg 48

81241 München

or

email: [misterspex@better-orange.de](mailto:misterspex@better-orange.de)

The granting of a power of attorney for the exercise of voting rights including instructions to the Company's proxies and its revocation are furthermore possible from 5 May 2023 using the input mask via the password-protected internet service at the internet address <https://ir.misterspex.com/agm> until the closure of the voting by the chairperson in the virtual General Meeting on 26 May 2023. Until the closure of the voting by the chairperson in the virtual General Meeting on 26 May 2023, it is also possible to revoke or amend a proxy with instructions to the Company's proxies previously sent in text form (section 126b BGB) or issued via the password-protected internet service.

On the day of the virtual General Meeting on 26 May 2023, proxies and instructions with regard to the Company's proxies can only be issued, amended or revoked via the password-protected internet service at the internet address <https://ir.misterspex.com/agm> until the closure of the voting by the chairperson of the virtual General Meeting on 26 May 2023.

Even in the case of authorization of Company's proxies, registration and evidence of share ownership must be provided in due form and time in accordance with the above provisions.

## 7. Information on further rights of the shareholders

- a) **Additions to the agenda at the request of a minority pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, section 50 para. 2 SEAG, section 122 para. 2 AktG**

Those Shareholders whose shares individually or together amount to not less than one twentieth of the share capital or represent a pro rata amount of EUR 500,000 in share capital (corresponding to 500,000 shares) may request pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, section 50 para.2 SEAG, which corresponds in content to section 122 para. 2 sentence 1 AktG, that items be put on the agenda and published. Each new item must be accompanied by a statement of reasons or a resolution proposal. The request is to be addressed 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., by 25 April 2023, 24:00 hours (CEST) (time of receipt) at the latest. Any requests to add items to the agenda which are received after that date will not be taken into account.

Please send a corresponding request to:

**Mister Spex SE**

- Management Board -  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 München/Munich

A ninety-day shareholding prior to the day of the General Meeting within the meaning of section 122 para. 1 sentence 3 AktG shall not be a prerequisite for a motion to supplement the agenda for a general meeting of an SE pursuant to section 50 para. 2 SEAG.

Additions to the agenda to be announced shall be published in the German Federal Gazette without undue delay after receipt of the request and shall be forwarded for publication to such media as may be expected to disseminate the information throughout the European Union. They will also be published on the Company's website at <https://ir.misterspex.com/agm> and communicated to the shareholders pursuant to section 125 para. 1 sentence 3 of the AktG.

b) **Motions and election proposals by shareholders pursuant to sections 126 para. 1, 127, 118a para. 1 sentence 2 no. 3, 130a para. 5 sentence 3 AktG**

Shareholders may submit countermotions against proposals of the Management Board and/or the Supervisory Board on a specific item of the agenda and may submit proposals for the election of Supervisory Board members and/or auditors.

Such motions and election proposals (together with any justification) shall be sent exclusively to one of the following contact options:

**Mister Spex**

c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 München

or

email: [misterspex@better-orange.de](mailto:misterspex@better-orange.de)

Countermotions and election proposals addressed otherwise will not be considered.

Countermotions and election proposals received by the Company no later than 24:00 hours (CEST) on 11 May 2023 will be made available to the other shareholders, including the name of the shareholder as well as any justification, without undue delay via the Company's website at <https://ir.misterspex.com/agm>. Any comments by the administration will also be published there. A countermotion and its justification or an election proposal need not to be made available under the conditions of section 126 para. 2 AktG (in conjunction with section 127 sentence 1 AktG).

Proposals for the election of Supervisory Board members or auditors pursuant to section 127 AktG shall also only be made available if they contain the name, profession and place of residence of the proposed person or the company name and registered office of the proposed legal entity and, in the case of the proposal for the election of Supervisory Board members, information on their memberships in other statutory supervisory boards.

Counter motions and election proposals of the shareholders to be made accessible by the Company shall be deemed to have been submitted at the time of their publication pursuant to section 126 para. 4 AktG. Shareholders who have duly registered for the General Meeting and provided evidence of their shareholding may exercise their voting rights in respect of these counter motions and election proposals. If the shareholder submitting the counter motion or election proposal has not duly registered for the General Meeting or has not provided evidence of his/her shareholding, the counter motion or election proposal need not be dealt with at the General Meeting.

Counter motions and election proposals as well as other motions may also be submitted during the General Meeting by means of video communication, i.e. within the scope of the right to speak, as described below.

c) **Submission of comments pursuant to section 118a para. 1 sentence 2 no. 6, section 130a para. 1 to para. 4 AktG**

Shareholders who have duly registered for the General Meeting or their authorised representatives have the right to submit comments on the items of the agenda by means of electronic communication no later than five days before the General Meeting, i.e. by 20 May 2023 (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 internet address <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 authorised representative agrees that the statement will be made available on the password-protected internet service, including the name of the submitting shareholder or authorised representative.

The Company will make statements available to properly registered shareholders no later than four days before the General Meeting, i.e. by 21 May 2023 (24:00 hours (CEST)), stating the name of the submitting shareholder or authorised representative, via the password-protected internet service at the internet address <https://ir.misterspex.com/agm>.

Statements will not be made available if they are submitted late or do not meet the above 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).

Motions and election proposals, requests for information and objections against resolutions of the General Meeting within the scope of the comments submitted in text form shall not be considered at the General Meeting. In particular, the opportunity to submit comments does not constitute an opportunity to submit questions in advance pursuant to section 131 para. 1a AktG. The filing of motions and the submission of election proposals (as described above), the exercise of the right to information (as described below) as well as the declaration of objections against resolutions of the General Meeting (as described below) are only possible by the means described separately in this convening notice.

**d) Right to speak pursuant to section 118a para. 1 sentence 2 no. 7, section 130a para. 5 and para. 6 AktG**

Shareholders and their authorised representatives who are electronically connected to the virtual General Meeting have a right to speak at the General Meeting, which is exercised by means of video communication. Shareholders and their authorised representatives may register their speeches via the password-protected internet service from the beginning of the General Meeting at the internet address <https://ir.misterspex.com/agm> in accordance with the procedure provided for this purpose. Motions and election proposals pursuant to section 118a para. 1 sentence 2 no. 3 AktG (as described above) and requests for information (as described below) may be part of the speech.

The entire virtual General Meeting, including video communication, is handled in the password-protected internet service via the BetterMeeting system from Better Orange IR & HV AG. Shareholders or their authorised representatives who wish to register their speech via the virtual registration table require either a non-mobile end device (PC, notebook, laptop) with the installed browser Chrome from version 89, Edge from version 88 or Safari from version 13.1 or a mobile end device (e.g. smartphone or tablet). Mobile



end devices with ANDROID operating system require Chrome from version 89 as the installed browser; mobile end devices with iOS operating system require Safari from version 13.1 as the installed browser. A camera and microphone, which can be accessed from the browser, must be available on the end devices for speeches. No further installation of software components or apps on the end devices is required. Persons who have registered for a speech via the virtual registration table 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 authorised representative and the Company at the General Meeting and before the speech 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 chairman of the meeting is entitled to impose reasonable time limits on the shareholders' right to speak and ask questions from the beginning of the General Meeting.

e) **Right to information pursuant to section 118a para. 1 sentence 2 no. 4, section 131 para. 1 AktG**

Pursuant to section 131 para. 1 AktG, each shareholder shall, upon request, be provided with information at the General Meeting by the Management Board regarding the Company's affairs, including its legal and business relationships with affiliated companies and the situation of the Group and the companies included in the consolidated financial statements. This applies only to the extent that the information is necessary for a proper assessment of the item of the agenda.

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

Section 131 para. 4 sentence 1 AktG stipulates that if a shareholder has been provided with information outside the General Meeting due to his/her capacity as a shareholder, this information shall be provided to any other

shareholder or his/her authorised representative 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 refused information, he/she may request that his/her question and the reason for which the information was refused be recorded in the minutes of the meeting.

Within the framework of the virtual General Meeting, it shall be ensured that shareholders or their authorised representatives who are electronically connected to the General Meeting may submit their requests pursuant to section 131 para. 4 sentence 1 AktG and their requests 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 d)), 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.

f) **Possibility to object to resolutions of the General Meeting pursuant to section 118a para. 1 sentence 2 no. 8 AktG**

Shareholders and their authorised representatives who are electronically connected 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 may be made from the beginning of the General Meeting until its end via the password-protected internet service at the internet address

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

in accordance with the procedure laid down for this purpose.

Any other form of transmission of objections is excluded.

g) **Further explanations**

Further explanations of shareholders' rights, in particular such pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, section 50 para. 2 SEAG, section 122 para. 2 AktG, section 126 para. 1 AktG, section 127 AktG and section 131 para. 1 AktG are available on the Company's website at <https://ir.misterspex.com/agm>.

**8. Data protection information for shareholders and their authorised representatives**

When shareholders register for the General Meeting and exercise their shareholder rights in relation to the virtual General Meeting or grant a proxy, Mister Spex SE collects personal data about the shareholders and their authorised representatives in order to enable them to exercise their rights in relation to the virtual General Meeting.

Mister Spex SE processes personal data as a controller within the meaning of Article 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 handling of personal data and the rights of shareholders and their authorised representatives under the General Data Protection Regulation can be found on the Company's website at <https://ir.misterspex.com/agm>.

**9. Internet site via which the information pursuant to section 124a AktG is accessible**

This invitation to the General Meeting, the 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.

Any countermotions, election proposals and requests for amendments from shareholders received by Mister Spex SE and subject to publication will also be made available on the above-mentioned website. The results of the voting will also be published there after 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 exercise shareholder rights on the password-protected internet service, you need an internet connection and an internet-capable device. In order to be able to render the video and audio broadcast of the General Meeting optimally, a stable internet connection with a sufficient transmission speed is recommended.

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

To access the Company's password-protected internet service, you need your access data, which you will receive unsolicited after proper registration and proof of share ownership. 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 that shareholder rights (in particular voting rights) be exercised before the start of the General Meeting wherever possible. In the password-protected internet service, the exercise of voting rights is possible from 5 May 2023, 0:00 hours (CEST).

## **11. Information on availability of video and audio broadcast**

Shareholders who have duly registered and provided evidence of their shareholdings, and their authorised representatives, may follow the entire General Meeting on 26 May 2023 from 10:00 hours (CEST) via video and audio transmission 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 on 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 such of the service companies used, unless caused intentionally. For this reason, the Company recommends that the above-mentioned options for exercising rights, in particular voting rights, be exercised at an early stage.

Berlin, April 2023

**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
<b>A. Specification of the message</b>	
1. Unique identifier of the event	MRX052023oHV
2. Type of message	Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
<b>B. Specification of the issuer</b>	
1. ISIN	DE000A3CSAE2
2. Name of issuer	Mister Spex SE
<b>C. Specification of the meeting</b>	
1. Date of the General Meeting	26.05.2023 [format pursuant to Implementing Regulation (EU) 2018/1212: 20230526]
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 [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the General Meeting	Virtual General Meeting: <a href="https://ir.misterspex.com/agm">https://ir.misterspex.com/agm</a>  In accordance with the German Stock Corporation Act: Grünebaum Gesellschaft für Event Logistik mbH (the burrow), Lützowplatz 15/ Karl-Heinrich-Ulrichs-Straße 22/24, 10785 Berlin, Germany
5. Record Date	05.05.2023, 00:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20230504]
6. Uniform Resource Locator (URL)	<a href="https://ir.misterspex.com/agm">https://ir.misterspex.com/agm</a>