

Convenience Translation

This version of the Invitation to the Annual General Meeting 2024, prepared for the convenience of English-speaking readers, is a translation of the German original. For purposes of interpretation the German text shall be authoritative and final.



Mister Spex SE

Berlin

ISIN: DE000A3CSAE2

WKN: A3CSAE

Unique identifier of the corporate event: MRX062024oHV

**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 on

Friday, 7 June 2024, at 10:00 hours (CEST).

The General Meeting shall be convened on the basis of section 118a of the German Stock Corporation Act (*Aktiengesetz – AktG*) in conjunction with section 16 para. 8 of the Company's Articles of Association (*Articles of Association*) in the form of a virtual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the voting proxies appointed by the Company) at the venue of the General Meeting. The venue of the General Meeting as defined by the AktG is the business premises of Grünebaum Gesellschaft für Event Logistik mbH (the burrow), Lützowplatz 15 / Karl-Heinrich-Ulrichs-Straße 22/24, 10785 Berlin.

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

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

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

All members of the Management Board and the Supervisory Board intend to attend the General Meeting for the entire duration of the meeting.

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

I. AGENDA

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of 31 December 2023 together with the management report for the Company and the Group, the report of the Supervisory Board and the explanatory report on the information required pursuant to sections 289a and 315a HGB, in each case for the financial year 2023**

The above-mentioned documents are available for inspection from the time of convening and during the General Meeting on the Company's website at

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

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

The Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Management Board on 26 March 2024. 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.

There is no unappropriated net income that the General Meeting could adopt a resolution on in accordance with section 174 para. 1 sentence 1 AktG.

2. Resolution on the formal approval of the acts of the members of the Management Board for the financial year 2023

The Management Board and the Supervisory Board propose that the acts of the members of the Management Board in office during the financial year 2023 be formally approved for this time period.

3. Resolution on the formal approval of the acts of the members of the Supervisory Board for the financial year 2023

The Management Board and the Supervisory Board propose that the acts of the members of the Supervisory Board in office during the financial year 2023 be formally approved for this time period.

4. Election of the auditor for the financial statements and the auditor for the consolidated financial statements for the financial year 2024 as well as the auditor for the audit review

- a) Based on the recommendation of its Audit Committee, the Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditor for the audit of the annual financial statements and of the consolidated financial statements for the financial year 2024 and for a review, if applicable, of any additional interim financial information within the meaning of section 115 para. 7 of the German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*) in the financial year 2024.
- b) Furthermore, based on the recommendation of its Audit Committee, the Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditor for a review, if applicable, of any additional interim financial information within the meaning of section 115 para. 7 WpHG in the financial year 2025 until the next Annual General Meeting.
- c) The recommendation of the Audit Committee was preceded by a selection procedure carried out in accordance with Art. 16 para. 3 of Regulation (EU)

No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (**EU Statutory Audit Regulation**). Based on this selection procedure, the Audit Committee recommended to the Supervisory Board for the above-mentioned audit services in accordance with Art. 16 para. 2 of the EU Statutory Audit Regulation Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, and Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, and expressed a reasoned preference for Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich.

- d) Pursuant to Art. 16 para. 2 sub-para. 3 of the 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.

5. Resolution on the approval of the remuneration report for the financial year 2023

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

In accordance with section 162 para. 3 AktG, the remuneration report for the financial year 2023 prepared by the Management Board and the Supervisory Board was audited by the Company's auditor, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Berlin, to determine whether the legally required disclosures in accordance with section 162 para. 1 and para. 2 AktG were made. The remuneration report is accompanied by the Company's auditor's opinion on the audit.

The Management Board and the Supervisory Board propose to approve the Company's remuneration report for the financial year 2023.

The remuneration report for the financial year 2023 and the related audit certificate are reproduced after the agenda under section II.

It is also available for inspection from the time of convening and during the General Meeting on the Company's website at

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

6. Election of new members of the Supervisory Board

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

The terms of office of Peter Williams, Nicola Brandolese, Birgit Kretschmer, Pietro Luigi Longo, Stuart Paterson and Nicole Srock.Stanley on the Supervisory Board will end effective with the termination of the Annual General Meeting on 7 June 2024. Therefore, it is necessary to elect six (6) members of the Supervisory Board.

Based on the recommendation of the Nomination and Remuneration Committee of the Supervisory Board, the Supervisory Board proposes the following individuals to be elected as members of the Supervisory Board:

- a) Nicola Brandolese, Chief Executive Officer of Doctolib S.r.l., residing in Rome, Italy
- b) Birgit Kretschmer, Chief Financial Officer at C&A Europe, residing in Fürth, Germany
- c) Claus-Dietrich Lahrs, independent senior advisor, residing in Stuttgart, Germany
- d) Pietro Luigi Longo, Head of M&A and Business Development Director at EssilorLuxottica S.A., residing in Milan, Italy

- e) Nicole Srock.Stanley, Managing Director of dan Pearlman markenarchitektur gesellschaft von architekten und innenarchitekten mbH, residing in Berlin, Germany
- f) Gil Steyaert, independent senior adviser, residing in Wilmslow, United Kingdom

Pietro Luigi Longo and Nicole Srock.Stanley are appointed for the period up to the termination of the General Meeting that resolves on the formal approval of the acts of the members of the Supervisory Board for the financial year 2025. Nicola Brandolese and Birgit Kretschmer are appointed for the period up to the termination of the General Meeting that resolves on the formal approval of the acts of the members of the Supervisory Board for the financial year 2026. Claus-Dietrich Lahrs and Gil Steyaert are appointed for the period up to the termination of the General Meeting that resolves on the formal approval of the acts of the members of the Supervisory Board for the financial year 2027.

It is intended to hold the election of the members of the Supervisory Board by way of separate election.

The Supervisory Board has assured itself that the proposed candidates are able to devote the expected amount of time to serving on the Supervisory Board of Mister Spex SE.

Nicola Brandolese, Birgit Kretschmer, Claus-Dietrich Lahrs, Pietro Luigi Longo and Gil Steyaert each have expertise in the field of accounting in accordance with section 100 para. 5 AktG and recommendation D.3 of the German Corporate Governance Code (in the version dated 28 April 2022) (**GCGC**). Birgit Kretschmer also has expertise in the field of auditing in accordance with section 100 para. 5 AktG and recommendation D.3 GCGC. The proposed candidates in their entirety are familiar with the sector in which the Company operates. The election proposal also takes into account the objectives resolved by the Supervisory Board for its composition in accordance with recommendation C.1 GCGC and aims to fulfil the competence profile developed by the Supervisory Board for the entire board.

It is intended to elect Claus-Dietrich Lahrs as Chairman of the Supervisory Board if he is elected as a member of the Supervisory Board and Gil Steyaert as Deputy Chairman of the Supervisory Board if he is elected as a member of the Supervisory Board.

Further information on the candidates proposed for election including a CV providing information on relevant knowledge, skills and professional experience, information on memberships in other statutory supervisory boards and comparable domestic and foreign supervisory committees of commercial companies (section 125 para. 1 sentence 5 AktG) and information in accordance with recommendations C.7 and C.13 GCGC is provided after the agenda under section III. This information is also available for inspection from the time of convening and during the General Meeting on the Company's website at

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

7. 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 pass a resolution on the approval of the remuneration system for the members of the management board resolved by the supervisory board in accordance with section 87a para. 1 AktG whenever there is a material change, but at least every four years.

The Supervisory Board had last adopted a remuneration system for the members of the Management Board in 2023, which it submitted to the Company's Annual General Meeting held on 26 May 2023 for approval and which was approved by the latter.

Subsequently, the Supervisory Board decided to amend the remuneration system for the members of the Management Board, which had previously been established and approved by the General Meeting, essentially in one point and to submit the amended remuneration system to the General Meeting for approval. The amendment relates to the performance targets for virtual stock options issued on the basis of the authorisation to issue virtual stock options resolved by the Annual General Meeting of the Company on 30 June 2022 under agenda item 11 and amended by the Annual General Meeting of the Company on 26 May 2023 under agenda item 11.

It has become apparent that the previous performance targets of "sales revenue" and "adjusted EBITDA (AEBITDA)" are not suitable performance criteria for granting long-term variable remuneration components to members of the Management Board and employees of the Company and group companies. They are therefore to be replaced by the performance target of the compound annual growth rate (CAGR) of the Company's share

price. This is intended to give the remuneration of the Management Board an even stronger long-term focus and align it with the interests of shareholders.

Other minor adjustments were also made to the remuneration system.

The amendment to the authorisation to issue virtual stock options will be proposed for resolution at this General Meeting under agenda item 10. The corresponding change to the remuneration system is to come into force retroactively from 1 January 2024. Against this background, on 18 April 2024, the Supervisory Board adopted an amended remuneration system for the members of the Management Board, which it will submit to the Annual General Meeting for approval.

The Supervisory Board proposes to the General Meeting that it approves the amended remuneration system for the members of the Management Board, as set out after the agenda under section IV.

The amended remuneration system for the members of the Management Board is available for inspection from the time of convening and during the General Meeting on the Company's website at

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

8. Resolution on the amendment to the remuneration for the members of the Supervisory Board and the corresponding amendment to section 14 of the Articles of Association

Pursuant to section 113 para. 3 AktG, the general meeting of a listed company must pass a resolution on the remuneration for the members of the supervisory board at least every four years. Most recently, the Company's Annual General Meeting on 30 June 2022 passed a resolution on the remuneration for the members of the Supervisory Board and the underlying remuneration system and approved both.

The remuneration for the members of the Supervisory Board is specifically set out in section 14 of the Articles of Association. The remuneration for the members of the Supervisory Board is to be adjusted and the relevant provisions of the Articles of Association are to be amended for this purpose.

It is proposed that the remuneration for the members of the Supervisory Board be increased moderately: The fixed annual remuneration for ordinary members of the

Supervisory Board shall amount to EUR 45,000.00 (previously EUR 35,000.00). For the Chairperson of the Supervisory Board, the fixed annual remuneration shall be two and a half times the amount of EUR 45,000.00, i.e. EUR 112,500.00 (previously two and a half times the amount of EUR 35,000.00, i.e. EUR 87,500.00), and for the Deputy Chairperson of the Supervisory Board, the fixed annual remuneration shall be one and a half times the amount of EUR 45,000.00, i.e. EUR 67,500.00 (previously one and a half times the amount of EUR 35,000.00, i.e. EUR 52,500.00).

The Supervisory Board has set up a Transformation Committee. The Transformation Committee is tasked with supporting the short and medium-term development of the group by providing operational support, in particular for measures to increase sales and profitability. It is proposed that the members of this Transformation Committee receive an additional annual remuneration of EUR 10,000.00 and that the Chairperson of the Transformation Committee receives an additional annual remuneration of EUR 15,000.00.

The remuneration of the Chairpersons and members of the Audit Committee, the Nomination and Remuneration Committee and the Strategy and ESG Committee remains unchanged.

The Management Board and Supervisory Board propose that the amended remuneration system for the members of the Supervisory Board, which is set out after the agenda under section V., and the amended Supervisory Board remuneration derived from it be adopted and revised as follows in accordance with section 14 para. 1 of the Articles of Association:

"(1) The members of the Supervisory Board shall receive a fixed annual remuneration of EUR 45,000.00 (in words: forty-five thousand euros). In deviation from sentence 1, the Chairperson of the Supervisory Board shall receive a fixed annual remuneration of EUR 112,500.00 (in words: one hundred and twelve thousand five hundred euros) and the Deputy Chairperson of the Supervisory Board shall receive fixed annual remuneration of EUR 67,500.00 (in words: sixty-seven thousand five hundred euros). As a member of the Audit Committee, members of the Supervisory Board receive an additional annual remuneration of EUR 10,000.00 (in words: ten thousand euros). In deviation from sentence 3, the Chairperson of the Audit Committee receives an additional annual remuneration of EUR 20,000.00 (in words: twenty thousand euros). As a member of the Nomination and Remuneration

Committee, members of the Supervisory Board receive an additional annual remuneration of EUR 2,500.00 (in words: two thousand five hundred euros). In deviation from sentence 5, the Chairperson of the Nomination and Remuneration Committee receives an additional annual remuneration of EUR 5,000.00 (in words: five thousand euros). As a member of the Strategy and ESG Committee, members of the Supervisory Board receive an additional annual remuneration of EUR 5,000.00 (in words: five thousand euros). In deviation from sentence 7, the Chairperson of the Strategy and ESG Committee receives an additional annual remuneration of EUR 10,000.00 (in words: ten thousand euros). As a member of the Transformation Committee, members of the Supervisory Board receive an additional annual remuneration of EUR 10,000.00 (in words: ten thousand euros). In deviation from sentence 9, the Chairperson of the Transformation Committee receives an additional annual remuneration of EUR 15,000.00 (in words: fifteen thousand euros)."

Otherwise, section 14 of the Articles of Association remains unchanged.

The amended remuneration system for the members of the Supervisory Board is available for inspection from the time of convening and during the General Meeting on the Company's website at

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

9. Resolution on the cancellation of the Authorized Capital 2019/I and creation of a new Authorized Capital 2024/I

The existing authorization of the Management Board pursuant to section 4 para. 4 of the Articles of Association to increase the share capital of the Company with the consent of the Supervisory Board, once or repeatedly, by up to EUR 971,079.00 through the issuance of up to 971,079 new no-par value bearer shares against contribution in cash or kind (Authorized Capital 2019/I) expires on 12 August 2024. To fulfil acquisition rights (option rights) that were granted or promised by the Company prior to its conversion into a European company (SE) to current or former employees and managing directors of the Company, the existing Authorized Capital 2019/I is to be cancelled, a new Authorized Capital 2024/I is to be resolved and section 4 para. 4 of the Articles of Association is to be amended accordingly.

In connection with creation of the new Authorized Capital 2024/I, the Management Board submits a written report pursuant to section 203 para. 2 sentence 2 in conjunction with section 186 para. 4 sentence 2 AktG on the reasons for the exclusion of shareholders' subscription rights when issuing the new shares. This report of the Management Board will be available from the time of convening and during the General Meeting on the Company's website at

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

The Management Board and the Supervisory Board propose to adopt the following resolution:

a) Cancellation of the Authorized Capital 2019/I

The existing authorization of the Management Board pursuant to section 4 para. 4 of the Articles of Association to increase the share capital of the Company with the consent of the Supervisory Board, once or repeatedly, by up to EUR 971,079.00 until 12 August 2024 through the issuance of up to 971,079 new no-par value bearer shares against contribution in cash or kind (Authorized Capital 2019/I) is cancelled – insofar as it has not been used – subject to the condition precedent of the new Authorized Capital 2024/I under lit. b) of this agenda item 9 becoming effective and the registration in the commercial register of the amendment to section 4 para. 4 of the Articles of Association under lit. c) of this agenda item 9.

b) Creation of Authorized Capital 2024/I

The Management Board is authorized to increase the share capital of the Company with the consent of the Supervisory Board, once or repeatedly, by up to EUR 971,079.00 until 31 December 2025 through the issuance of up to 971,079 new no-par value bearer shares against contributions in cash or kind (Authorized Capital 2024/I).

The shareholders' subscription rights are excluded. The Authorized Capital 2024/I serves to fulfil acquisition rights (option rights) granted or promised by the Company to current or former employees and managing directors of the Company prior to the conversion into a European company (SE); shares from the Authorized Capital 2024/I may only be issued for this purpose. The new shares shall be issued at the lowest issue price.

The Management Board is also authorized, with the consent of the Supervisory Board, to determine the further details of the utilization of the Authorized Capital 2024/I. The Supervisory Board is authorized to amend the Articles of Association accordingly after the relevant utilization of the Authorized Capital 2024/I.

- c) Amendment of section 4 para. 4 of the Articles of Association

Section 4 para. 4 of the Articles of Association is revised as follows:

*“The Management Board is authorized to increase the share capital of the Company with the consent of the Supervisory Board, once or repeatedly, by up to EUR 971,079.00 (in words: Euro nine hundred seventy-one thousand seventy-nine) until 31 December 2025 through the issuance of up to 971,079 new no-par value bearer shares against contributions in cash or kind (**Authorized Capital 2024/I**). The shareholders’ subscription rights are excluded. The Authorized Capital 2024/I serves to fulfil acquisition rights (option rights) granted or promised by the Company to current or former employees and managing directors of the Company prior to the conversion into a European company (SE); shares from the Authorized Capital 2024/I may only be issued for this purpose. The new shares shall be issued at the lowest issue price. The Management Board is also authorized, with the consent of the Supervisory Board, to determine the further details of the utilization of the Authorized Capital 2024/I. The Supervisory Board is authorized to amend the Articles of Association accordingly after the relevant utilization of the Authorized Capital 2024/I.”*

- d) Application for entry in the commercial register

The Management Board is instructed to register the cancellation of the Authorized Capital 2019/I contained in section 4 para. 4 of the Articles of Association resolved above under lit. a) of this agenda item 9 and the creation of the Authorized Capital 2024/I resolved under lit. b) of this agenda item 9 with the commercial register with the proviso that the cancellation is entered first, but only if the newly created Authorized Capital 2024/I and the corresponding amendments to the Articles of Association are registered with the commercial register at the same time.

Subject to the preceding paragraph, the Management Board is authorized to register the cancellation of the Authorized Capital 2019/I and the creation of the

Authorized Capital 2024/I, including the amendment of section 4 para. 4 of the Articles of Association, with the commercial register independently of the other resolutions of the General Meeting.

10. Resolution on the amendment of the authorization to issue virtual stock options and to deliver shares of the Company for the settlement of payment claims arising from virtual stock options to members of the Management Board and employees of the Company and/or group companies (Virtual Stock Option Plan (VSOP)) as well as on the revision of the Conditional Capital 2022 for the settlement of payment claims arising from virtual stock options under the VSOP and on the corresponding amendment to the Articles of Association

The Annual General Meeting of the Company on 30 June 2022 resolved under agenda item 11 on an authorization to issue virtual stock options and to deliver shares of the Company for the settlement of payment claims arising from virtual stock options to members of the Management Board and employees of the Company and/or group companies (Virtual Stock Option Plan (VSOP)) and on the creation of a Conditional Capital 2022 for the settlement of payment claims arising from virtual stock options under the VSOP and on the corresponding amendment to the Articles of Association. The Annual General Meeting of the Company on 26 May 2023 amended this authorization by resolution under agenda item 11.

In the course of discussions on the performance targets to be achieved in the performance period according to the VSOP, it became apparent that the previous performance targets of "sales revenue" and "adjusted EBITDA (AEBITDA)" are not suitable performance criteria for granting long-term variable remuneration components to members of the Management Board and employees of the Company and Group companies. They are therefore to be replaced by the performance target of the compound annual growth rate (CAGR) of the Company's share price. This is intended to give the remuneration of the Management Board an even stronger long-term focus and align it with the interests of shareholders.

The proposed amendment to the VSOP means that the Conditional Capital 2022 and the corresponding provision in section 4 para. 8 of the Articles of Association must be revised.

The Management Board and Supervisory Board therefore propose the following resolution:

- a) The authorization to issue virtual stock options granted by the Annual General Meeting of the Company on 30 June 2022 under agenda item 11 and amended by the Annual General Meeting of the Company on 26 May 2023 under agenda item 11 is 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 performance target is achieved over a performance period of three years. At the end of a three-year performance period, starting with the grant date, the compound annual growth rate (CAGR) of the Company's share price (Share Price-CAGR) must achieve a certain value. Depending on the Share Price-CAGR achieved, the virtual stock options of a tranche may be exercised in full, in part or not at all.

The Supervisory Board (for the members of the Management Board) and the Management Board (for employees of the Company and/or group companies) defines a corresponding minimum and maximum Share Price-CAGR for each tranche of virtual stock options. The definition is made at the beginning of the respective performance period. The Beneficiaries are informed of the minimum and maximum value of the performance target over the performance period in the individual grant letters.

If the performance target in the performance period falls below the minimum value, the performance factor is 0%. If the performance target in the performance period equals or exceeds the maximum value, the performance factor is 100%. If the performance target in the performance period lies between the minimum value and the maximum value, the performance factor is calculated by linear interpolation.

The number of virtual stock options is multiplied by the performance factor to determine the number of virtual stock options which result from the achievement of the performance target and are thus performance-vested (subject to vesting over time in accordance with c)). Depending on 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 performance factor of 0%, all virtual stock options of the respective tranche lapse in full without any further replacement or compensation.

Otherwise, the authorization to issue virtual stock options granted by the Annual General Meeting of the Company held on 30 June 2022 under agenda item 11 and amended by the Annual General Meeting of the Company held on 26 May 2023 under agenda item 11 remains unchanged. The virtual stock options already issued on the basis of the VSOP remain unaffected by the amendments.

- b) The resolution of the Annual General Meeting of the Company on 30 June 2022 under agenda item 11 letter m) on the creation of a new conditional capital (Conditional Capital 2022) for the settlement of payment claims arising from virtual stock options und the Virtual Stock Option Plan (VSOP) in the version of the resolution of the Annual General Meeting of the Company of 26 May 2023 is to be revised as follows in light of the proposed amendment to the authorization under agenda item 10 letter a):

The registered share capital of the Company is conditionally increased by up to EUR 1,588,920 (in words: one million five hundred and eighty-eight thousand nine hundred and 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) until (and including) 31 December 2026 to members of the Management Board and employees of the Company and/or group companies in accordance with the more detailed provisions of the authorizing resolution of the General Meeting of the Company of 30 June 2022 under agenda item 11 (in the original version or in the version of the resolution of the General Meeting of 26 May 2023 or in the version of the resolution of the General Meeting of 7 June 2024).

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 arising from virtual stock options are to be settled by the delivery of shares in the Company instead of payment of a cash amount, and the Company does not settle the virtual stock options by the delivery of treasury shares or shares from authorized 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 authorizing resolution of the General Meeting of the Company of 30 June 2022 under agenda item 11 (in the original version or in the version of the resolution of the General Meeting of 26 May 2023 or in the version of the resolution of the General Meeting of 7 June 2024), 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 employee's 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 financial year in which they are issued and for all subsequent financial 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 financial year preceding the financial 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 financial year preceding the financial 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 a total of 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 authorized 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 programs 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 Conditional Capital 2022 to members of the Management Board, the Supervisory Board) are authorized to determine the further details of the implementation of the conditional

capital increase. The Supervisory Board is authorized to amend the Articles of Association of the Company accordingly after the relevant utilization of the Conditional Capital 2022 and upon the expiration of all exercise periods.

- c) Section 4 para. 8 of the Articles of Association is amended and revised 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 and eighty-eight thousand nine hundred and 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) until (and including) 31 December 2026 to members of the Management Board and employees of the Company and/or group companies in accordance with the more detailed provisions of the authorizing resolution of the General Meeting of the Company of 30 June 2022 under agenda item 11 (in the original version or in the version of the resolution of the General Meeting of 26 May 2023 or in the version of the resolution of the General Meeting of 7 June 2024).

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 arising from virtual stock options are to be settled by the delivery of shares in the Company instead of payment of a cash amount, and the Company does not settle the virtual stock options by the delivery of treasury shares or shares from authorized 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 authorizing resolution of the General Meeting of the Company of 30 June 2022 under agenda item 11 (in the original version or in the version of the resolution of the General Meeting of 26 May 2023 or in the version of the resolution of the General Meeting of 7 June 2024), 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 employee's 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 financial year in which they are issued and for all subsequent financial 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 financial year preceding the financial 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 financial year preceding the financial 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 a total of 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 authorized 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 programs 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 Conditional Capital 2022 to members of the Management Board, the Supervisory Board) are authorized to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to amend the Articles of Association of the Company accordingly after the relevant utilization of the Conditional Capital 2022 and upon the expiration of all exercise periods."

- d) The above resolutions on agenda item 10 letters a) to c) are subject to the condition precedent that the General Meeting approves the amended remuneration system for the members of the Management Board proposed under agenda item 7.

11. Resolution on the amendment of section 16 para. 3 sentence 3 of the Articles of Association (record date)

In accordance with section 16 para. 1 of the Articles of Association, only those shareholders who have duly registered prior to the General Meeting and provided evidence of their authorization to participate in the General Meeting are entitled to participate in the General Meeting and to exercise their voting rights at the General Meeting. In accordance with the previous version of section 123 para. 4 sentence 2 AktG, section 16 para. 3 sentence 3 of the Articles of Association stipulates that evidence of shareholding must refer “*to the beginning of the 21st day before the general meeting (record date)*”.

However, the Act on the Financing of Future-Proof Investments (*Zukunftsfinanzierungsgesetz* – BGBl. 2023 I Nr. 354) amended section 123 para. 4 sentence 2 AktG with effect from 15 December 2023 to the effect that evidence of shareholding in listed companies must now refer “*to the close of business on the 22nd day prior to the general meeting*”. This amendment of section 123 para. 4 sentence 2 AktG requires an adjustment of section 16 para. 3 sentence 3 of the Articles of Association.

The Management Board and the Supervisory Board propose to adopt the following resolution:

Section 16 para 3 sentence 3 of the Articles of Association is revised as follows:

“The evidence of shareholding must refer to the close of business on the 22nd day prior the General Meeting (record date).”

Otherwise, section 16 para. 3 of the Articles of Association remains unchanged.

II.

**INFORMATION ON ITEM 5 OF THE AGENDA:
REMUNERATION REPORT FOR THE FINANCIAL YEAR 2023**

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 2023 to 31 December 2023 (reporting period).

The Management Board and Supervisory Board have jointly prepared this remuneration report. It complies with the legal requirements of Sec. 162 AktG [“Aktengesetz”: 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 7 June 2024 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/English/4000/reports-_-presentations.html

A new remuneration system for the Management Board members has applied since fiscal year 2022 and was approved by the Annual General Meeting on 30 June 2022. An amended remuneration system for the members of the Management Board with regard to the long-term incentive and the related performance conditions was approved at the Annual General Meeting on 26 May 2023. 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/CorporateGovernance/HV_2023_07_MRX_Verguetungssystem_fuer_Vorstandsmitglieder.pdf

Ms. Maren Kroll, formerly responsible for Human Resources and Communications, resigned by mutual agreement from the Management Board of Mister Spex SE, effective 31 May 2023. After that date, Dirk Graber and Dr. Mirko Caspar managed these functions together with the respective executives. The terms of exit were regulated in a termination agreement. The remuneration disclosures in this report refer to the period from 1 January 2023 to 31 May 2023 for Maren Kroll, with the exception of the disclosures on target remuneration.

Dr. Mirko Caspar resigned from the Management Board of Mister Spex SE on 31 December 2023. This did not affect remuneration in 2023.

The termination agreement for Ms. Maren Kroll stipulated that all of Ms. Kroll's fixed and (short-term) variable remuneration and fringe benefit claims against the Company that would have arisen by the regular end date were finally and conclusively settled and ceased to exist upon receipt of a lump-sum payment of € 0.3m in June 2023. The entitlement under the 2022 VSOs remains unaffected by the termination agreement. Ms. Kroll will receive the full grant value for the VSOP 2023 for 2023; no reduction or exclusion of vesting will apply.

In accordance with the termination agreement, Dr. Mirko Caspar will continue to receive his contractual basic remuneration and all fringe benefits until the termination date (31 January 2024). He will also receive a one-time lump-sum payment of € 0.7m. The VSOP tranches already granted to Dr. Mirko Caspar for fiscal years 2022 and 2023 continue to exist in accordance with the regular VSOP conditions and remain unaffected by this termination agreement. There are no further entitlements to additional VSOP tranches beyond the VSO tranches already granted for 2022 and 2023.

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)). Three members of the Management Board received grants under the stock option program in 2023.

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 when determining the target remuneration in 2021. The target remuneration has remained unchanged since then.

The Supervisory Board confirmed the appropriateness of the existing target remuneration in 2023.

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 2023, 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 2023

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	Dr. Mirko Caspar	Maren Kroll
	Co-CEO	Co-CEO	CHRO
	in €	in €	in €
Base salary	300,000	300,000	225,000
Fringe benefits ¹	2,688	-	-
Subtotal	302,688	300,000	225,000
Short-term incentive plan	100,000	100,000	75,000
Long-term incentive (stock options)	400,000	400,000	100,000
Total target remuneration	802,688	800,000	400,000

Application of the remuneration system in 2023

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 € 2,500 annually.

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

For Maren Kroll, the direct pension insurance policy is no longer serviced and is deemed to have been settled upon payment of the other remuneration under the termination agreement.

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 2023

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 2023 can range between 0 % and 150 % and is determined based on financial and non-financial goals. The resulting payout amount is settled in cash.

Target amount in EUR	Total target achievement (0%–150%)				Payout amount in EUR (cap: 150% of target amount)
	Financial goals		Non-financial goals		
	AEBITDA¹	Net revenue²	NPS³	ESG goals	
	50%	30%	10%	10%	
	0%–300%	0%–200%	0%–100%	0%–100%	

¹ Adjusted EBITDA

² Revenue target achievement

³ Net promoter score

Financial goals

For the annual bonus 2023, the financial goals were weighted at 80 %. The Supervisory Board defined two differently weighted financial performance criteria as financial goals. These performance criteria were the growth in consolidated net revenue of the Mister Spex Group and the 2023 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 in relation to adjusted EBITDA can range between 0 % and 300 %. The target achievement in relation to net revenue 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 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 300 % or 200 %, respectively.

Values between the stated thresholds lead to a linear increase in target achievement in each case.

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

		Mini- mum	100 %	200 %	300 %	2023 consoli- dated financial statements
Adjusted in € m	EBITDA	0.0	4.0	6.0	8.0	0.9
Net in € m	revenue	225.0	240.0	255.0	-	223.5

In fiscal year 2023, AEBITDA came to € 0.9m. The goal for the revenue of the Mister Spex Group also fell short of the minimum of € 225.0m. Thus target achievement of the financial goals is 11.3 %.

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 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 performance criteria for the 2023 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, developing the first in-house ESG reporting system, employee satisfaction, maintaining the proportion of women in management positions and setting up a supply chain management system in accordance with the LkSG ["Lieferkettensorgfaltspflichtengesetz": German Act on Corporate Due Diligence in Supply Chains]. Each performance criterion is equally weighted.

A target value as well as minimum and maximum values were set for the net promoter score. 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.

The additional ESG goals were each assigned a target value. Accomplishment of each of the seven goals is equivalent to one seventh of total target achievement.

As the target value for fiscal year 2023, 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 64 in fiscal year 2023 and thus target achievement for this goal is 40 %.

Convenience Translation

The following table presents the target values and target achievement in fiscal year 2023:

	Criterion	Target	Fiscal year 2023	Target achieved
Establishment of environmentally friendly own brands	Share in %	>9.0%	13%	Yes
Reduction of the use of plastic in dispatching merchandise ³	Share in %	100%	100%	Yes
Carbon neutrality for the Company and customer shipments	Share in %	100%	100%	Yes
ESG reporting	Yes/No	31 Dec 2023		No
Employee satisfaction	Score	>2.5/6	7.3/10	Yes ²
Maintaining the proportion of women in management positions ¹	Share in %	at least 35%	32%	No
Supply chain management in accordance with the LkSG	Yes/No	31 Dec 2023		Yes

¹ Management positions above *head of xxx/director xxx* level

² Due to the change in the rating scale in September 2023, the measured values were linearized in relation to each other to enable comparability. After linear conversion, a German school grade of 2.5/6 corresponds to a value of 0.58. The value 7.3/10 corresponds to 0.73.

³ With respect to the packaging of products for the shipping of merchandise.

Five out of the seven ESG goals were achieved. This means that target achievement for the ESG goals was 71 %.

Target achievement for the annual bonus for fiscal year 2023 thus totals 22 %.

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 €	Target achievement of financial goals	Target achievement of non-financial goals	Total target achievement	Payout amount in €
Dirk Graber	100,000	11.3%	53.5%	22%	22,000
Dr. Mirko Caspar	100,000	11.3%	53.5%	22%	22,000
Maren Kroll ¹	75,000	-	-	-	-

¹ The annual bonus no longer applies as per the termination agreement

Long-term variable remuneration in fiscal year 2023

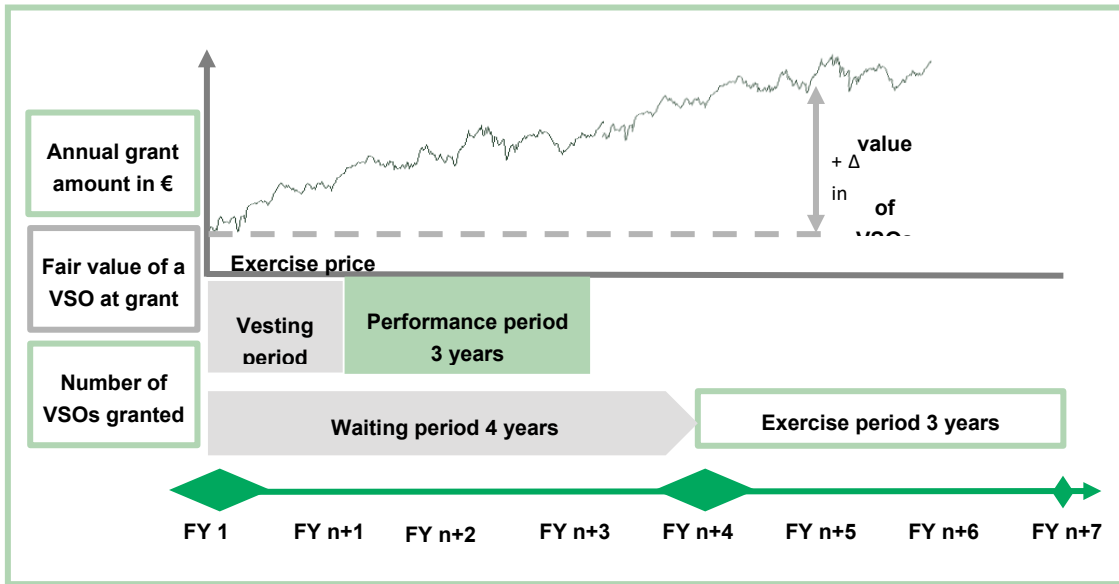
VSOP (LTIP)

In fiscal year 2023, 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) in the context of their target remuneration. 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, the VSOs are subject to a performance condition in the performance period. In fiscal year 2023, this is the respective annual adjusted EBITDA (AEBITDA) target and the revenue target, with both performance targets being equally weighted at 50 % each. In fiscal year 2022, the performance condition was the compound annual growth rate (CAGR) of revenue.²

² In fiscal year 2022, a minimum of 5% and a maximum of 20% were set for the compound annual growth rate for revenue.

The following chart illustrates the basic features of the VSOP:



The Supervisory Board sets a revenue target value, an adjusted EBITDA 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 or AEBITDA 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 the actual value 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 the actual value lies between the defined minimum and maximum values in the performance period. The minimum target for adjusted EBITDA in 2023 was set at € 0m and the maximum target at € 4m. A minimum target of € 225m and a maximum target of € 240m were set for revenue in 2023.

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 conditions) can be exercised during a three-year exercise period after the end of the four-year 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 2023, the two Co-CEOs Dirk Graber and Dr. Mirko Caspar were each granted 228,487 VSOs valued at € 400,000 as part of their target remuneration. In this context, Ms. Maren Kroll received a grant of 57,143 VSOs valued at € 100,000. The exercise price is € 3.99 per option.

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

		Target amount in €	Fair value per option at grant in €	Number of options granted	Vesting period	Exercise period
VSOP 2023	Dirk Graber	400,000	1.89	228,487	Waiting period lasts until 31.12.2026	
	Dr. Mirko Caspar	400,000	1.89	228,487		
	Maren Kroll	100,000	1.89	57,143		

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 pre-defined exercise price. The stock options are subject to monthly vesting over a period of

Convenience Translation

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.

Dr. Mirko Caspar exercised 80,000 stock options in June 2023. Dirk Graber exercised 29,095 stock options in June 2023. Both packages originated from the ESOP I program.

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 €	Fair value per option at grant in €	Number of options granted	Exercise price in € per option	Vesting period	Exercise period
	37,427	3.28	11,427		13.08.2010 to 12.08.2014	01.07.2021 to 30.06.2025
Dirk Graber	190,134	3.20	59,335	1.00	01.01.2013 to 31.12.2016	01.07.2021 to 30.06.2025
	780,832	3.25	240,149		01.09.2011 to 31.08.2015	01.07.2021 to 30.06.2025
ESOP I	190,134	3.20	59,335		01.01.2013 to 31.12.2016	01.07.2021 to 30.06.2025
Dr. Mirko Caspar	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	425,005	1.61	264,720	3.71	01.01.2015 to 31.12.2018	01.07.2021 to 30.06.2025
Dirk Graber	240,836	1.61	150,015			
Dr. Mirko Caspar	363,201	1.37	264,720		01.01.2019 to 31.12.2022	01.07.2021 to 30.06.2025
	363,201	1.37	264,720			
ESOP IV	96,854	1.37	70,596	7.52	01.01.2020 to 31.12.2023	01.07.2021 to 31.12.2025
Dirk Graber	69,247	3.92	17,649		01.01.2021 to 31.12.2024	01.07.2021 to 31.12.2026
Maren Kroll						

Convenience Translation

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 €	Intrinsic value ¹ of exercised options in €	Number of outstanding options
ESOP I	Dirk Graber	70,762	41,667	29,095	29,095	3.55	74,047	0
	Dr. Mirko Caspar	354,508	208,767	145,741	80,000	3.74	218,800	65,741
ESOP II	Dirk Graber	264,720	-	-	-	-	-	264,720
	Dr. Mirko Caspar	150,015	-	-	-	-	-	150,015
ESOP IV	Dirk Graber	264,720	-	264,720	-	-	-	264,720
	Dr. Mirko Caspar	264,720	-	264,720	-	-	-	264,720
	Maren Kroll	70,596	Vesting period lasts until 31.12.2023; 10,295 options forfeited due to exit		Vesting period lasts until 31.12.2023			
		17,649	Vesting period lasts until 31.12.2024; 6,986 options forfeited due to exit		Vesting period lasts until 31 December 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						
VSOP 2023	Dirk Graber	228,487	Waiting period lasts until 31.12.2026		Waiting period lasts until 31.12.2026			
	Dr. Mirko Caspar	228,487						
	Maren Kroll	57,143						

¹ 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 € 3,500,000 p.a. for each Co-CEO and € 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 2023.

Malus and clawback provisions

Since fiscal year 2022, malus and clawback provisions have been 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

Since fiscal year 2022, a share ownership guideline has been 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 2023, Co-CEO Dirk Graber acquired 29,095 shares in total through options under the ESOP I program. He therefore held a total of 388,882 shares on 31 December 2023.

In 2023, Dr. Mirko Caspar received 80,000 shares by exercising his stock options under the ESOP program.

Maren Kroll did not acquire any shares in 2023 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 2023

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. The long-term variable remuneration represents remuneration granted and owed at the end of the respective three-year performance period and will be disclosed for the first time for the LTIP tranche 2022 in the remuneration report for fiscal year 2025. The presentation in the table below has been adjusted accordingly.

Total remuneration of the Management Board

	Dirk Graber Co-CEO		Dr. Mirko Caspar Co-CEO		Maren Kroll CHRO ¹	
	in €	in %	in €	in %	in €	in %
Base salary	300,000	92%	300,000	30%	93,750	22%
Fringe benefits	2,405	1%	2,975	<1%	-	0%
Total fixed remuneration	302,405	93%	302,975	30%	93,750	22%
Short-term variable remuneration	22,000	7%	22,000	2%	-	0%
<i>Short-term incentive (annual bonus)</i>	22,000	7%	22,000	2%	-	0%
Long-term variable remuneration	-	0%	-	0%	-	0%
<i>Long-term incentive (stock options) – VSOP 2022</i>	-	0%	-	0%	-	0%
<i>Long-term incentive (stock options) – VSOP 2023</i>	-	0%	-	0%	-	0%
Total variable remuneration	22,000	7%	22,000	2%	-	0%
Other remuneration²	-	0%	676,000	68%	322,292	78%
Total remuneration	324,405		1,000,975		416,042	

¹ For part of the reporting period due to resignation and termination of employment as of 31 May 2023

² Other remuneration comprises the benefits defined in the respective termination agreements.

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	Chair: € 87,500 Deputy Chair: € 52,500 Supervisory Board member: € 35,000
Committee remuneration	Audit Committee: € 10,000/€ 20,000 (member/Chair) Nomination and Remuneration Committee: € 2,500/€ 5,000 (Chair) Strategy and ESG Committee: € 5,000/€ 10,000 (Chair)

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 2023

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 ¹⁾			Fixed salary		Committee remuneration		Total remuneration
	Audit	Nomination & Remuneration	Strategy & ESG	in €	in %	in €	in %	in €
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.

Convenience Translation

Comparative presentation

	2023 in €	2022 in €	Change from 2022 to 2023 in %
Management Board			
Dirk Graber ¹	324,405	340,405	-5%
Dr. Mirko Caspar ¹	1,000,975	340,975	194%
Dr. Sebastian Dehnen ²	-	169,952	-100%
Maren Kroll ³	416,042	257,468	62%
<i>Total</i>	<i>1,741,422</i>	<i>1,108,800</i>	<i>57%</i>
Supervisory Board			
Peter Williams (Chair)	107,500	107,500	0%
Nicola Brandolese (Deputy Chair)	65,000	65,000	0%
Tobias Krauss	52,500	52,500	0%
Birgit Kretschmer	60,000	60,000	0%
Pietro Luigi Longo	35,000	35,000	0%
Stuart Paterson	52,500	52,500	0%
Nicole Srock.Stanley	40,000	40,000	0%
<i>Average</i>	<i>58,929</i>	<i>58,929</i>	<i>0%</i>
Employees			
Average for Mister Spex SE (FTE) ⁴	46,551	46,791	-0.5%
Company performance			
Profit or loss in € m (group level)	-47.9	-44.9	-7%
Profit or loss in € m (company level)	-44.2	-56.4	22%
Revenue in € m (group level)	223.5	210.1	6%
Adjusted EBITDA in € m (group level)	0.9	-8.3	>100%

¹ The comparative figure for 2022 was adjusted for long-term variable remuneration.

² Resignation and termination of employment as of 31 August 2022

³ Resignation and termination of employment as of 31 May 2023

⁴ The decline in the average is due to the reduction in the number of above-average paying IT and commercial positions. In 2023, Mister Spex paid all employees a one-time inflation bonus and all employees take part in annual performance and salary reviews, which in January 2023 meant an average increase of more than 3 % per employee in the review process.

Berlin, 26 March 2024

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 2023 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 (09.2023)). 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 (i.e., fraudulent financial reporting and misappropriation of assets) 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, 26 March 2024

EY GmbH & Co. KG

Wirtschaftsprüfungsgesellschaft

Bilz

Wirtschaftsprüfer

[German Public Auditor]

Kostolnik-Briedela

Wirtschaftsprüfer

[German Public Auditor]

III.

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

1. Nicola Brandolese

Practiced profession: Chief Executive Officer (CEO) of Doctolib S.r.l.

residing in Rome, Italy

Member of the Supervisory Board since: 15 June 2021

a) Personal data

Year of birth: 1971

Gender: Male

Nationality: Italian

b) Academic career

1999 Babson College, Boston, USA – Executive business administration program

1996 Politecnico di Milano – Master of Science in management, economics and industrial engineering

c) Professional experience

Since 2021 Doctolib Italia – CEO

2019 to 2021 NET-A-PORTER (Richemont Group) – Managing Director

2017 to 2019 LVMH Group – Group Executive

2014 to 2017 Luxottica Group S.p.A – Group President Retail and head of the digital department (Chief Digital Officer)

2012 to 2013 Luxottica Group S.p.A – Chief Digital Officer

2003 to 2012 SKY – 21st Century Fox – Executive Vice President

2000 to 2003	Sapient Corp. – Director of Digital Strategy
1998 – 2000	The Boston Consulting Group – Project Leader
1997 to 1998	GEA Management Consultants - Consultant
1995 to 1997	Oy Erikstone AB – Sales Manager

d) Information on memberships in other statutory Supervisory Boards

None

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

None

f) Other significant activities

None

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

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

2. Birgit Kretschmer

Practiced profession: Chief Financial Officer (CFO) at C&A Europe

residing in Fürth, Germany

Member of the Supervisory Board since: 15 June 2021

a) Personal data

Year of birth: 1970

Gender: Female

Nationality: German

b) Academic career

1990 to 1994	University of Nürnberg – International business administration
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c) Professional experience

Since 2021	C&A Europe - CFO
2017 to 2020	Adidas AG – Senior Vice President Finance
2012 to 2017	Adidas AG – CFO Europe
2006 to 2011	Adidas AG – Head of Project Management Office Global eCommerce / Reebok Europe Controlling
2004 to 2005	Adidas AG – CFO adidas International BV, Amsterdam
1994 to 2003	Adidas AG – Group Treasury
1986 to 1989	Sparkasse Rothenburg – Trainee & Internal Auditor

d) Information on memberships in other statutory Supervisory Boards

Ceconomy AG – Member of the Supervisory Board

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

None

- f) Other significant activities

None

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

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

3. **Claus-Dietrich Lahrs**

Practiced profession: Independent senior advisor
residing in Stuttgart, Germany

- a) Personal data

Year of birth: 1963

Gender: Male

Nationality: German

- b) Academic career

1986 to 1989 University of Cologne – Business administration
(Diplom-Kaufmann)

- c) Professional experience

Since 2023 Independent senior advisor

2019 to 2022 s. Oliver-Group – Chief Executive Officer (CEO)

2016 to 2019 Bottega Veneta SA – CEO

2008 to 2016	HUGO BOSS AG – Chairman of the Management Board and CEO
2004 to 2008	Christian Dior Couture – Managing Director
2000 to 2003	Louis Vuitton Northern America – President/ CEO
1997 to 2000	Louis Vuitton and Loewe, Germany and Austria – General Manager
1996 to 1997	Cartier Northern Europe – Marketing & Retail Manager
1992 to 1995	Cartier Germany – Marketing Manager
1990 to 1991	Delton AG – Trainee (Marketing & Sales)

d) Information on memberships in other statutory Supervisory Boards

Hellmann Verwaltungs SE – Member of the Supervisory Board

Ravensburger AG – Member of the Supervisory Board

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

None

f) Other significant activities

None

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

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

4. Pietro Luigi Longo

Practiced profession: Head of M&A and Business Development Director at
EssilorLuxottica S.A.

residing in Milan, Italy

Member of the Supervisory Board since: 20 May 2021

a) Personal data

Year of birth: 1972

Gender: Male

Nationality: Italian

b) Academic career

1991 to 1997	Università Commerciale L. Bocconi Milano – Economics
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c) Professional experience

Since 2014	EssilorLuxottica S.A. – currently: Head of M&A and Business Development Director
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2011 to 2014	Banca IMI S.p.A – Managing Director
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1997 to 2011	Credit Suisse – most recently Head of Corporate Advisory Group Italy
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d) Information on memberships in other statutory Supervisory Boards

None

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

Artgri Group International Pte Ltd, Singapore – Member of the Board of Directors

Xiamen Yarui Optical Company Ltd, China – Member of the Board of Directors

f) Other significant activities

None

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

EssilorLuxottica S.A. is a major supplier of the Company. EssilorLuxottica S.A. is also the Company's largest shareholder and holds approximately 11.3% of the voting rights in the Company. In the opinion of the Supervisory Board, there are no other personal or business relationships of Pietro Luigi Longo with the Company, its group companies, the executive bodies of the Company or a shareholder with a material interest in the Company that require disclosure pursuant to recommendation C.13 GCGC. Taking into account the professional position of Pietro Luigi Longo as Head of M&A and Business Development Director of EssilorLuxottica S.A., Pietro Luigi Longo is, as a precaution, not considered to be independent of the Company.

5. Nicole Srock.Stanley

Practiced profession: Managing Director of dan pearlman markenarchitektur gesellschaft von architekten und innenarchitekten mbH
residing in Berlin, Germany
Member of the Supervisory Board since: 1 July 2021

- a) Personal data

Year of birth: 1969
Gender: Female
Nationality: German

- b) Academic career

1992 to 1996 Universities of Hannover and London – Design, Art and Interior Architecture

- c) Professional experience

Since 1999 dan pearlman Group – Co-Founder and CEO
Since 2020 beam cross realities GmbH – Co-Founder
Since 2016 Spring.Brandideas GmbH – Co-Founder

Since 2016 Climate Education GmbH – Co-Founder

d) Information on memberships in other statutory Supervisory Boards

None

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

None

f) Other significant activities

Since 2023 Rotary Club Berlin - President

Since 2021 German Council of Design – Vice President

Since 2020 Foundation Berliner Leben – Chairman of the Advisory Board

Since 2017 Institute of Place Management at the University of Manchester – Senior Fellow

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

The Company has signed contracts with dan pearlman markenarchitektur gesellschaft von architekten und innenarchitekten mbH in relation to design and brand concepts, in particular with regard to the interior design of the Company's new administration building. In the opinion of the Supervisory Board, there are no other personal or business relationships of Nicole Srock.Stanley with the Company, its group companies, the executive bodies of the Company or a shareholder with a material interest in the Company that require disclosure pursuant to recommendation C.13 GCGC. Taking into account the professional position of Nicole Srock.Stanley as a shareholder and Managing Director of dan pearlman markenarchitektur gesellschaft von architekten und innenarchitekten mbH, Nicole Srock.Stanley is, as a precaution, not considered to be independent of the of the Company.

6. Gil Steyaert

Practiced profession: Independent senior advisor
residing in Wilmslow, United Kingdom

a) Personal data

Year of birth: 1962
Gender: Male
Nationality: French

b) Academic career

1984 to 1986	Institut Supérieur du Commerce, Paris
2012	IMD Lausanne, Executive Leadership Program
2017 to 2018	Harvard Business School, Executive Education

c) Professional experience

Since 2019	Independent senior advisor
2017 to 2019	Adidas AG – Member of the Management Board and Chief Operations Officer
2013 to 2017	Adidas Group – Senior Vice President/ Managing Director Adidas Europe
2003 to 2013	Adidas Group North Europe – Senior Vice President/ Managing Director
2001 to 2002	Adidas AG – Vice President for strategic projects
1999 to 2001	Adidas France – Managing Director
1997 to 2001	Kellogg's – Marketing Director for France and Benelux
1994 to 1997	Kellogg's – Marketing Director for Benelux
1990 to 1993	Kellogg's – Various positions marketing
1987 to 1989	Kenner Parker/Hasbro – Brand Manager

d) Information on memberships in other statutory Supervisory Boards

None

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

Velcro Ltd. – Member of the Board of Directors

- f) Other significant activities

None

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

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

IV.

INFORMATION ON ITEM 7 OF THE AGENDA: REMUNERATION SYSTEM FOR THE MEMBERS OF THE MANAGEMENT BOARD

1. Principles of the Management Board remuneration system

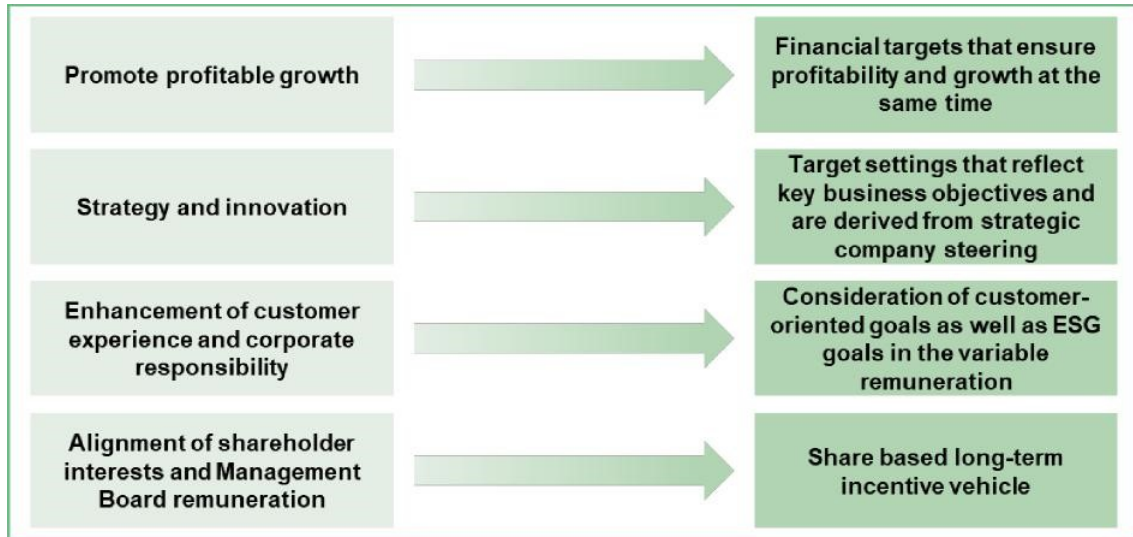
Mister Spex SE was founded in 2007 and is one of the leading digitally native omnichannel retail brands in the optical industry in Europe. The Company offers its customers fashionable glasses, including prescription glasses, sunglasses and contact lenses. Thanks to the seamless omnichannel approach, 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 members of the Management Board 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 fulfillment 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 members of the Management Board 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 members of the Management Board 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 the members of the Management Board 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 members of the Management Board 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' members of the Management Board. 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 member of the Supervisory Board 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 members of the Supervisory Board do not participate in discussions and resolutions or in the event of a permanent conflict of interest, the respective members of the Supervisory Board 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 designed as a virtual stock option program (VSOP); Dirk Graber may also exercise vested stock options that were granted to him prior to the IPO of the Company under a legacy employee stock option program (ESOP) during the designated exercise period.

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:

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

The remuneration system is applicable to all members of the Management Board as of 1 January 2024. 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 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.

Accordingly, the base salary 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.

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 the CEO and 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 member of the Management Board 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 member of the Management Board 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 member of the Management Board 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 the members of the Management Board, Mister Spex gives an employer contribution in the amount of the social security savings if a member of the Management Board 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 members of the Management Board additional fringe benefits such as a housing allowance or relocation costs. If a newly joining member of the Management Board 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.

Members of the Management Board 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.

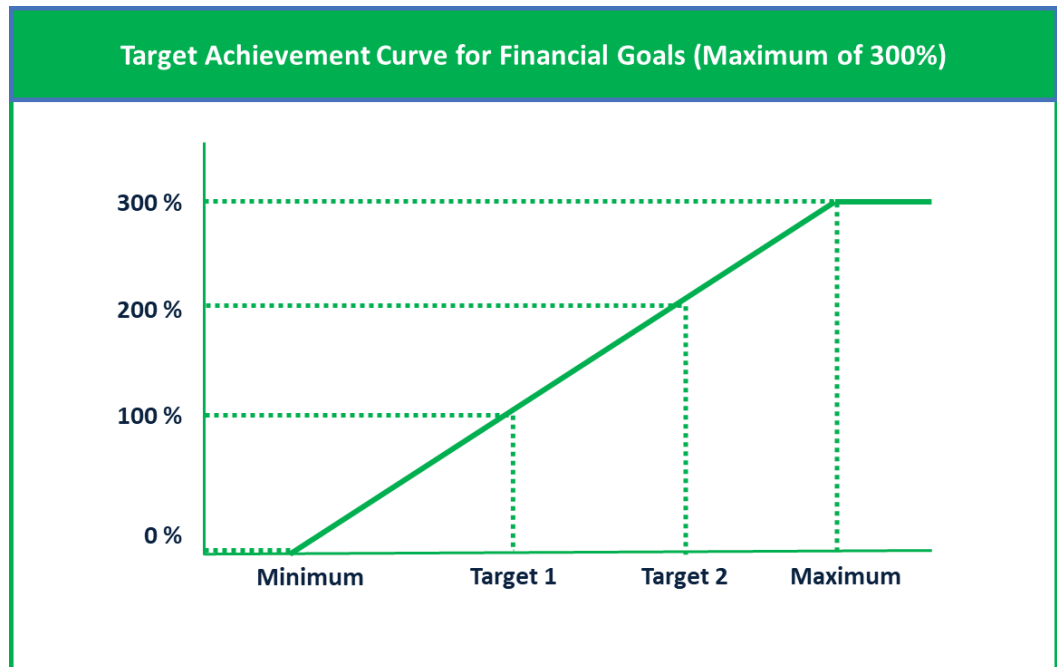
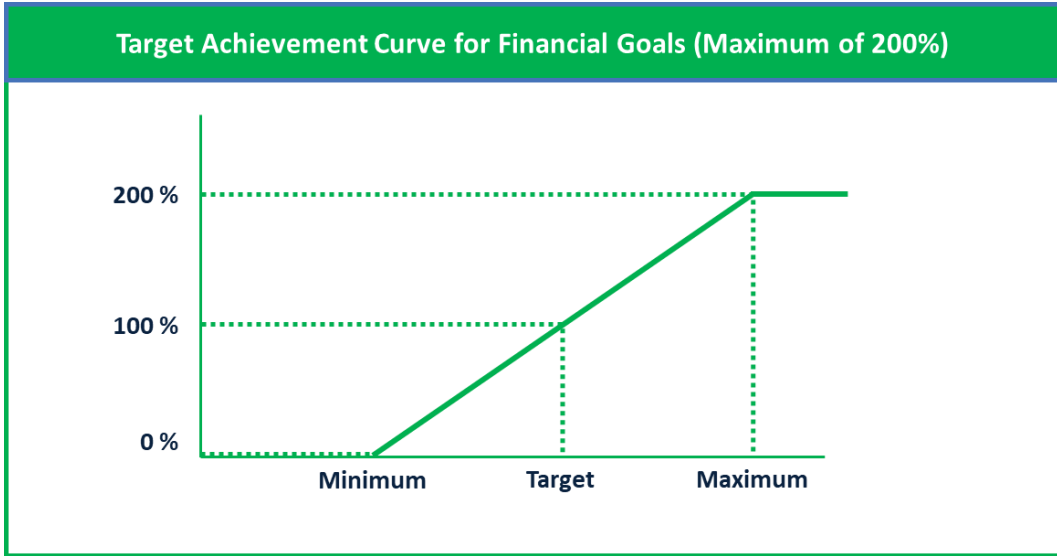
The Supervisory Board also determines the weighting of the selected performance criteria and the respective target values as well as corresponding minimum and maximum values for the fiscal year. At the maximum value, target achievement is

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

For fiscal year 2024, 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 2024 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.



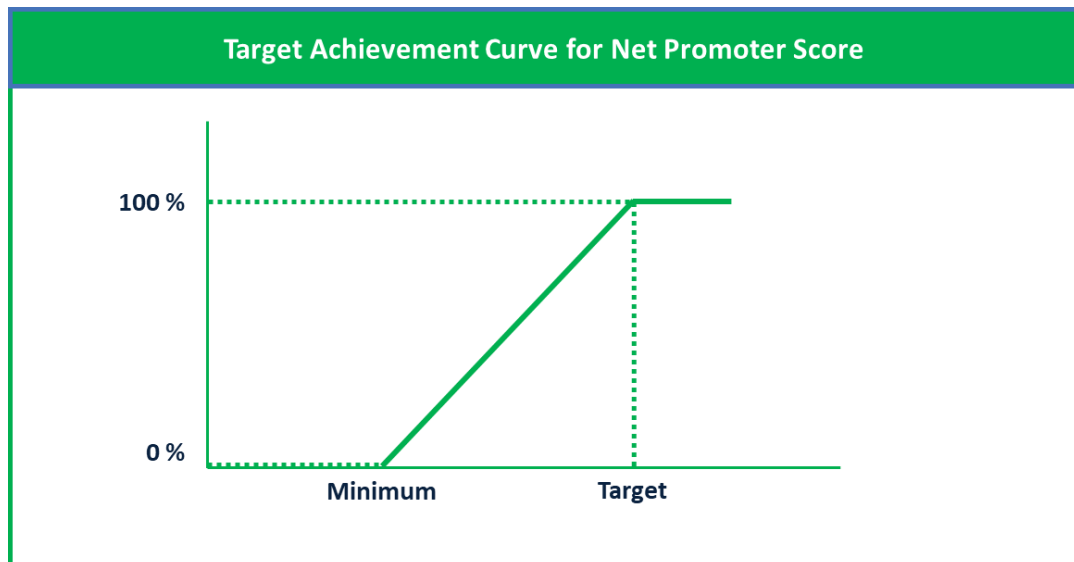
To further strengthen the aspect of profitable growth, target achievement for the performance criterion of sales revenue is zero, where a defined threshold of the AEBITDA is not met.

For fiscal year 2024, 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.

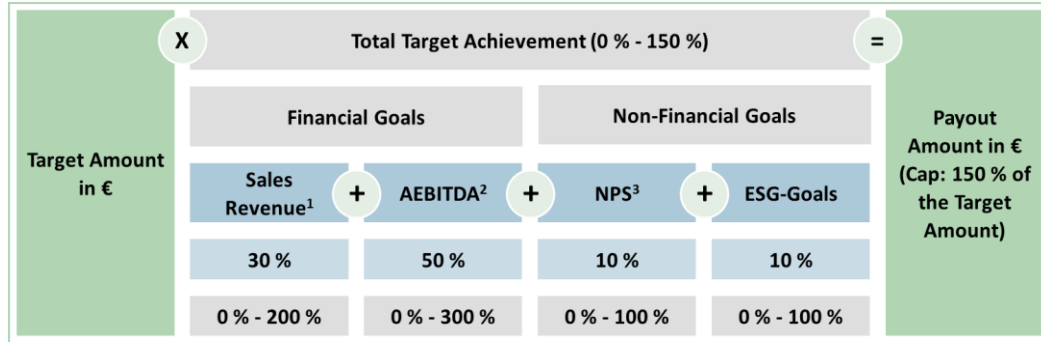


Next to the net promoter score, ESG goals are defined, whereby the target achievement is capped at 100% as well. The selected ESG goals address key aspects of the sustainability strategy of Mister Spex outlined in the sustainability reporting and thus, promote the sustainable development of the Company.

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 2024:

Convenience Translation



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

a) VSOP

As long-term incentive, Mister Spex grants the members of the Management Board 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.

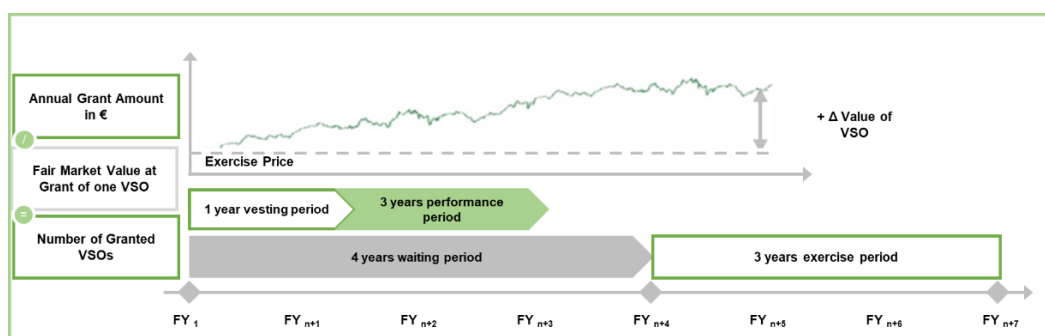
At the beginning of each fiscal year, each VSOP-entitled member of the Management Board receives a number of virtual stock options (VSOs). The number of VSOs for one fiscal year is calculated by dividing the individual VSOP grant amount by the fair market value of one VSO as at the grant date. To calculate 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. At the end of a three-year performance period beginning with the grant date, the performance target of share price CAGR, i.e. the compound annual growth rate (CAGR) of the Company's share price (Share Price-CAGR), must reach a certain value.

The below graphic illustrates the general functioning of the VSOP:



The Supervisory Board shall set for each performance period a corresponding minimum and maximum value for the Share Price-CAGR. The determination shall be made at the beginning of each respective performance period. The beneficiaries are informed by individual grant letters of the minimum and maximum value for the performance target in the performance period.

If the performance target in the performance period falls below the minimum value, the performance factor is 0%. If the performance target in the performance period equals or exceeds the maximum value, the performance factor is 100%. If the performance target in the performance period lies between the minimum value and the maximum value, the performance factor is calculated by linear interpolation.

The number of VSOs is multiplied by the 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 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 member of the Management Board 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 member of the Management Board which have not been exercised yet shall lapse without replacement or compensation if the respective member of the Management Board 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 member of the Management Board 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 member of the Management Board 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 member of the

Management Board 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 member of the Management Board. 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 member of the Management Board 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 member of the Management Board 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 member of the Management Board 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.

b) ESOP

Dirk Graber has 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). No new stock option grants will be made 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 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 vested 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 member of the Management Board 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 member of the Management Board 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 members of the Management Board 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 members of the Management Board of the Company. The share ownership guideline equals at least two times the annual gross base salary for the CEO and each Co-CEOs and one time the annual gross base salary for other members of the Management Board (investment amount). After two years, half of the target number of shares must be accumulated.

Shares already held by a member of the Management Board 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 members of the Management Board 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 members of the Management Board 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 member of the Management Board by revocation of the appointment or resignation from office for good cause by the member of the Management Board 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 member of the Management Board 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 member of the Management Board and the Company terminate the service agreement by mutual agreement initiated by the Company or if the Company revokes the appointment of the member of the Management Board, in relation to each case without fault of the member of the Management Board, and if in such cases the service agreement ends prematurely, the member of the Management Board is entitled to receive a severance payment in the amount of two years' remuneration, but limited to the amount of remuneration to which the member of the Management Board 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 member of the Management Board 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 member of the Management Board (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 members of the Management Board 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 member of the Management Board) 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 member of the Management Board 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 member of the Management Board in his capacity as a supervisory board of a non-affiliated company will be offset against the contractual agreed-on remuneration. The member of the Management Board 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 unfavorable 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.

V.

INFORMATION ON ITEM 8 OF THE AGENDA:

REMUNERATION SYSTEM FOR THE MEMBERS OF THE SUPERVISORY BOARD

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

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

and advice for the Management Board. These factors in turn are a prerequisite for the longterm success of the Company.

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

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

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

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

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

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

For their work on the Transformation Committee, members of the Supervisory Board receive an additional fixed annual remuneration of EUR 10,000.00, while the

Chairperson of the Strategy and ESG Committee receives an additional fixed annual remuneration of EUR 15,000.00.

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

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

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

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

The General Meeting resolves on the approval of the remuneration system for the members of the Supervisory Board at least every four years. In this context, a resolution confirming the existing remuneration is also permissible. Where the General Meeting does not approve the relevant remuneration system put to vote, a revised remuneration system is presented at the latest at the subsequent annual General Meeting. In preparation

for the resolution of the General Meeting, the Management Board and the Supervisory Board each review whether the remuneration, in particular with regard to its amount and structure, continues to be in the best interests of Mister Spex SE and is appropriate to the tasks of the members of the Supervisory Board and to the situation of the Company. For this purpose, the Supervisory Board may also conduct a horizontal market comparison. In this context, the Supervisory Board may seek advice from an external remuneration expert. If necessary, the Management Board and the Supervisory Board propose to the General Meeting an appropriate adjustment of the remuneration.

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

VI.

FURTHER INFORMATION AND NOTES

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

At the time of the convocation of the General Meeting, the registered share capital of the Company amounts to EUR 35,048,001.00 and is divided into 35,048,001 no-par value bearer shares with a notional interest in the share capital of EUR 1.00 per share. The Company holds 912,793 treasury shares at the time of convocation of the General Meeting. At the time of convocation of the General Meeting, the total number of voting rights thus amounts to 34,135,208.

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

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

For this purpose, the Annual General Meeting will be broadcast live with video and audio transmission via our password-protected internet service at the website

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

on 7 June 2024 from 10:00 hours (CEST).

A physical presence of the shareholders and their proxies (with the exception of the voting proxies appointed by the Company) at the venue of the General Meeting is excluded.

Only shareholders who have duly registered and have provided evidence of their shareholding (see numeral 3 “Prerequisites for the exercise of shareholders’ rights in connection to the virtual General Meeting”) or their proxies will be able to follow the video and audio broadcast of the entire General Meeting in the password-protected internet service. In addition, shareholders who have duly registered and have provided evidence of their shareholding can exercise their voting right personally or by proxies by electronic postal vote or by granting power of attorney to one of the voting proxies appointed by the

Company. Shareholders and their proxies who are connected electronically to the General Meeting will be granted the right to speak and to request information as well as the right to submit motions and nominations for election at the General Meeting by means of video communication. They also have the right to file objections to resolutions of the General Meeting by means of electronic communication. Shareholders who have duly registered for the General Meeting and their proxies are also be granted the right to submit statements prior to the General Meeting by means of electronic communication. The password-protected internet service will be available at the website

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

as of 17 May 2024 for shareholders who have duly registered and have provided evidence of their shareholding and their proxies.

To be able to use the password-protected internet service, you have to log in with your individual access data, which you will receive together with the AGM-ticket after the registration and evidence of shareholding have been received by the Company in due form and time. After entering this access data in the password-protected internet service for the first time, a separate password can be selected there, which enables any renewed access to the password-protected internet service. Proxies of shareholders also receive access to the password-protected internet service by using access data which will be sent to them after receipt of the proxy or its evidence by the Company via the method chosen by the shareholder. Otherwise, the provisions on granting, revoking and providing evidence of proxy (see numeral 5 "Procedure for voting by proxy") 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 using the password-protected internet service and clicking the "Entering the General Meeting" button during the duration of the virtual General Meeting on 7 June 2024, shareholders or their proxies will be connected electronically 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 connection to the virtual General Meeting

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

The registration has to be made in text form (section 126b of the German Civil Code (**BGB**)) in German or English. Evidence of shareholding issued by the last intermediary in text form (section 126b BGB) pursuant to section 67c para. 3 AktG is sufficient as evidence of shareholding. According to section 123 para. 4 sentence 2 AktG in the version amended by the Financing for the Future Act, which takes precedence over the regulations in the Articles of Association, the evidence of shareholding must refer to the close of business on the 22nd day before the General Meeting, i.e. 16 May 2024, 24:00 hours (CEST) (record date). The registration and the evidence of shareholding must be received by the Company no later than 31 May 2024, 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

e-mail: anmeldung@linkmarketservices.eu

Regarding the exercising of shareholder rights, in particular the right to vote, only persons who have provided evidence of shareholding at the record date will be considered shareholders in relation to the Company. The entitlement to exercise shareholder rights and the scope of the right to vote are determined exclusively by the proven shareholding on the record date. Even in the event of a full or partial disposal of the shareholding after the record date, the entitlement to exercise shareholder rights in connection with the virtual General Meeting and the scope of the right to vote are solely based on the shareholding held by the respective shareholders on the record date, i.e. any disposal of

shares after the record date does not affect the entitlement of the respective shareholders to exercise shareholder rights in connection with the virtual General Meeting and the scope of the voting rights. The same applies to additional acquisitions of shares after the record date. Persons who do not hold any shares on the record date and subsequently become shareholders may only exercise shareholder rights in connection with the virtual General Meeting provided that they arrange to be given power of attorney or be authorized to exercise these rights. The record date does not have any significance for dividend entitlements.

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

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

To ensure that the access data is received in good time, we kindly ask shareholders to request an AGM-ticket from their depository institution as early as possible. In these cases, the required registration and evidence of shareholding will be provided directly by the depository institution. Shareholders who have requested an AGM-ticket from their depository institution in good time therefore do not need to take any further action.

Receipt of the AGM-ticket is not a prerequisite for issuing proxies and instructions (to the proxies appointed by the company) 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 AGM-ticket.

4. Procedure for voting by electronic postal vote

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

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

in accordance with the procedure provided for this purpose.

Voting via the password-protected internet service at the website <https://ir.misterspex.com/agm> is possible from 17 May 2024 until the closure of the voting by the chairperson of the meeting in the virtual General Meeting on 7 June 2024. A vote previously cast can also be modified or revoked via the password-protected internet service until the closure of the voting by the chairperson of the meeting in the virtual General Meeting on 7 June 2024.

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

5. Procedure for voting by proxy

Shareholders can also exercise their shareholder rights in connection with the virtual General Meeting through a proxy, e.g. an intermediary, a shareholders' association, a proxy advisor or another person of their choice.

The granting of the power of attorney, its revocation and the evidence of the authorization vis-à-vis the Company must be made in text form (section 126b BGB) or have to be made using the input mask via the password-protected internet service at the website

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

in accordance with the procedure provided for this purpose. 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 authorized, provide for deviating regulations, which must be enquired about with them in each case. However, a breach of these requirements and certain other requirements referred to in section 135 AktG for granting power of attorney to an intermediary within the meaning of section 67a para. 4 AktG, a shareholders' association, a proxy advisor or any other person within the meaning of section 135 para. 8 AktG does not affect the validity of the vote cast pursuant to section 135 para. 7 AktG.

Proxies can 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 voting proxies appointed by the Company. The use of the password-protected internet service by proxies requires that the proxies receive the corresponding access data.

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

It is also possible to grant a power of attorney by other means; however, this likewise has to comply with the text form (section 126b BGB) unless it is granted using the input mask via the password-protected internet service at <https://ir.misterspex.com/agm>, 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 authorized.

The authorization can be declared vis-à-vis the proxy or declared or proved vis-à-vis the Company. The granting of the power of attorney, its revocation and the proof of a power of attorney granted to a proxy or its revocation vis-à-vis the Company must be received by the Company in one of the following ways by 6 June 2024, 24:00 hours (CEST) at the latest for organizational reasons:

Mister Spex SE

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

or

e-mail: misterspex@linkmarketservices.eu

The granting of the power of attorney and its revocation can also be made from 17 May 2024 by using the input mask via the password-protected internet service at the website <https://ir.misterspex.com/agm> prior to and during the virtual General Meeting on 7 June 2024. A power of attorney previously sent in text form (section 126b BGB) or granted via the password-protected internet service can also be modified or revoked.

On the day of the virtual General Meeting on 7 June 2024, powers of attorney can only be granted, amended or revoked via the password-protected internet service at the website <https://ir.misterspex.com/agm>.

Even in the event that a power of attorney is granted, registration and evidence of shareholding must be provided in due form and time in accordance with the above provisions. Subject to the above-mentioned conditions, this does not exclude the granting of powers of attorney after registration and providing evidence of shareholding.

6. Representation by the proxies appointed by the Company

We offer our shareholders the opportunity to be represented by proxies appointed by the Company, who will exercise the voting right exclusively in accordance with the instructions of the respective shareholder. In addition to the power of attorney, these proxies appointed by the Company must also be given instructions for the exercise of voting right. They do not exercise the voting right at their own discretion, but exclusively on the basis of the instructions given by the respective shareholder. If no explicit or contradictory or unclear instructions have been given, the proxies appointed by the Company shall abstain from voting on the relevant agenda items; this always applies to other motions as well. If an individual vote is to be taken on an agenda item without this having been communicated in advance of the General Meeting, an instruction on this agenda item as a whole shall also be deemed to be a corresponding instruction for each item of the individual vote. Please note that the proxies appointed by the Company cannot accept any instructions to speak, submit questions or motions or make statements for the record, neither in the run-up to the General Meeting nor during the General Meeting, nor can they exercise any other shareholder rights except for exercising the voting right.

The power of attorney to the proxies appointed by the Company as well as the issuance of the 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 website

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

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

Shareholders will receive a form for granting power of attorney and instructions to the proxies appointed by the Company together with the AGM-ticket after the registration

and the evidence of shareholding have been received in due form and time. A corresponding form is also available for download on the Company's website at <https://ir.misterspex.com/agm>. The granting of power of attorney to the proxies appointed by the Company, the issuance of instructions and their revocation and the proof of power of attorney granted to a proxy or its revocation must be received by the Company in one of the following ways by 6 June 2024, 24:00 hours (CEST) at the latest for organisational reasons:

Mister Spex SE

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

or

e-mail: misterspex@linkmarketservices.eu

The granting of a power of attorney for the exercise of voting rights including instructions to the proxies appointed by the Company and their revocation can also be made from 17 May 2024 by using the input mask via the password-protected internet service at the website <https://ir.misterspex.com/agm> until the closure of the voting by the chairperson of the meeting in the virtual General Meeting on 7 June 2024. Until the closure of the voting by the chairperson of the meeting in the virtual General Meeting on 7 June 2024, a power of attorney with instructions to proxies appointed by the Company previously sent in text form (section 126b BGB) or granted via the password-protected internet service can also be modified or revoked.

On the day of the virtual General Meeting on 7 June 2024 powers of attorney and instructions to the proxies appointed by the Company can only be issued, amended or revoked via the password-protected internet service at the website <https://ir.misterspex.com/agm> until the closure of the voting by the chairperson of the meeting in the virtual General Meeting on 7 June 2024.

Even in the event that a power of attorney is granted to proxies appointed by the Company, registration and evidence of shareholding 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

Shareholders whose shares individually or combined are at least equivalent to one twentieth of the share capital or to a proportionate amount of EUR 500,000.00 in share capital (corresponding to 500,000 shares) can request pursuant to Art. 56 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 placed on the agenda and published. Each new item must be accompanied by a reasoning or a draft resolution. The request must be submitted to the Management Board of the Company in writing and must be received, pursuant to section 122 para. 2 sentence 3 AktG, by the Company at least 30 days prior to the General Meeting, i.e. at the latest by 7 May 2024, 24:00 hours (CEST). Requests for additional items received at a later point in time will be disregarded. Please send a corresponding request to:

Mister Spex SE

– The Management Board –
c/o 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 is not a prerequisite for a request for an additional item to be added to the agenda for a general meeting of an SE pursuant to section 50 para. 2 SEAG.

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

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

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

Such countermotions and nominations for election (together with any reasoning) are to be sent exclusively to one of the following contact options:

Mister Spex SE

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

or

e-mail: antrage@linkmarketservices.eu

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

Countermotions and nominations for election received by the Company no later than 23 May 2024, 24:00 hours CEST will be made available to the other shareholders without undue delay via the Company's website at <https://ir.misterspex.com/agm>, including the name of the shareholder as well as any reasoning. Any comments by the administration will also be published there. A countermotion and its reasoning or a nomination for election need not to be made available under the conditions of section 126 para. 2 AktG (in conjunction with section 127 sentence 1 AktG).

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

Countermotions and nominations for election by shareholders that are to be made accessible by the Company will be deemed to have been submitted at the time of their

publication pursuant to section 126 para. 4 AktG. Shareholders who have duly registered for the General Meeting and provided evidence of their shareholding can exercise their voting rights regarding these counter motions and nominations for election. If the shareholder submitting the counter motion or nomination for election has not duly registered for the General Meeting or has not provided evidence of his/her shareholding, the counter motion or nomination for election need not be dealt with at the General Meeting.

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

- c) Submission of statements 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 proxies have the right to submit statements on the items of the agenda by means of electronic communication no later than five days before the General Meeting, i.e. by 1 June 2024, 24:00 hours (CEST).

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

The Company will make statements available to duly registered shareholders no later than four days before the General Meeting, i.e. by 2 June 2024, 24:00 hours (CEST) via the password-protected internet service at the internet address <https://ir.misterspex.com/agm>, stating the name of the submitting shareholder or proxy.

Statements will not be made available if they are submitted late or do not meet the above-mentioned requirements or if the Management Board would be liable to prosecution by making them available, if they contain obviously false or misleading information in material respects or if they contain insults or if the shareholder indicates that he/she will not

attend the General Meeting and will not be represented (section 130a para. 3 sentence 4 in conjunction with section 126 para. 2 sentence 1 no. 1, no. 3 and no. 6 AktG).

Motions and nominations for election, requests for information and objections to resolutions of the General Meeting within the scope of the statements submitted in text form will be disregarded at the General Meeting. In particular, the opportunity to submit statements 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 nominations for election (as described above), the exercise of the right to information (as described below) as well as the filing of objections to 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 proxies who are connected electronically to the virtual General Meeting have the right to speak at the General Meeting, which is exercised by means of video communication. Shareholders and their proxies can register their speeches from approximately 1 hour before the start of the General Meeting via the password-protected internet service at the website <https://ir.misterspex.com/agm> in accordance with the procedure provided for this purpose. Motions and nominations for election pursuant to section 118a para. 1 sentence 2 no. 3 AktG (as described above) and requests for information (as described below) can be part of the speech.

The entire virtual General Meeting, including video communication, will be handled in the password-protected internet service via the LinkMeeting system from Better Orange IR & HV AG. Shareholders or their proxies 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) to connect the speech. 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 proxy 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 chairperson of the meeting is entitled to impose reasonable time limits on the shareholders' right to speak and the right to ask questions within the meaning of section 131 para. 1 sentence 1 AktG, follow-up questions within the meaning of section 131 para. 1d sentence 1 AktG and new questions within the meaning of section 131 para. 1e sentence 1 AktG. In particular, he may impose reasonable restrictions on speaking time, question time (including the time for follow-up questions and new questions) or the combined speaking and question time (including the time for follow-up questions and new questions) as well as the appropriate time frame for the entire General Meeting, for individual agenda items and for individual speakers at the beginning or during the course of the General Meeting; this also includes, in particular, the possibility of closing the list of speakers early if necessary and ordering the end of the debate.

- e) Right to information pursuant to section 118a para. 1 sentence 2 no. 4, section 131 para. 1, 1f, 4 and 5 AktG

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

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

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

this information must be provided to any other shareholder or his/her proxy at his/her request during the General Meeting, even if it is not necessary for the proper assessment of the item of the agenda.

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

Within the framework of the virtual General Meeting, it is ensured that shareholders or their proxies who are connected electronically to the General Meeting can submit their request pursuant to section 131 para. 4 sentence 1 AktG and their request pursuant to section 131 para. 5 sentence 1 AktG not only by means of video communication, i.e. within the framework of the right to speak and the procedure provided for this purpose (see letter 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 proxies who are connected electronically to the virtual General Meeting have the right to object to resolutions of the General Meeting for the record of the notary by means of electronic communication. Objections can be filed from the beginning of the General Meeting until its end via the password-protected internet service at the website

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

in accordance with the procedure provided for this purpose.

- 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 proxies

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

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

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

This invitation to the General Meeting, any documents to be made available to the General Meeting and further information in connection with the General Meeting are available on the Company's website at <https://ir.misterspex.com/agm> from the time the General Meeting is convened.

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

10. Technical instructions for the virtual General Meeting

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

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

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

In order to avoid the risk of restrictions in the exercise of shareholder rights due to technical problems during the virtual General Meeting, it is recommended – as far as possible – that shareholder rights (in particular voting rights) be exercised before the start of the General Meeting. Voting rights can be exercised in the password-protected internet service from 17 May 2024, 00:00 (CEST).

11. Information on availability of video and audio broadcast

Shareholders who have duly registered and provided evidence of their shareholding and their proxies can follow the entire General Meeting on 7 June 2024 from 10:00 hours (CEST) via video and audio broadcast on the internet. The video and audio broadcast of the General Meeting and the availability of the password-protected internet service may be subject to fluctuations in accordance with the current state of the art due to restrictions in the availability of the telecommunications network and limitations on third-party internet services, on which the Company has no influence. The Company can therefore not assume any guarantees or liability for the functionality and constant availability of the internet services used, the third-party network elements used, the video and audio broadcast or access to the password-protected internet service and its general availability. The Company also does not assume any responsibility for errors and defects in the hardware and software used for the holding of the General Meeting via the internet, including those of the service companies used, unless caused intentionally. For this reason, the Company recommends making use of the above-mentioned options for exercising rights, in particular voting rights, at an early stage.

Berlin, in April 2024

Mister Spex SE
The Management Board

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

Type of Information	Description
A. Specification of the message	
1. Unique identifier of the event	MRX062024oHV
2. Type of message	Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
B. Specification of the issuer	
1. ISIN	DE000A3CSAE2
2. Name of issuer	Mister Spex SE
C. Specification of the meeting	
1. Date of the General Meeting	07.06.2024 [format pursuant to Implementing Regulation (EU) 2018/1212: 20240607]
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: https://ir.misterspex.com/agm 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	16.05.2024, 24:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20240516]
6. Uniform Resource Locator (URL)	https://ir.misterspex.com/agm