

# Report of the Supervisory Board



## Dear Shareholders,

In the light of our IPO on 2 July 2021, the financial year 2021 has been a very special year for Mister Spex SE (also referred to as the "Company"). Mister Spex managed to generate IPO gross proceeds of EUR 245m, thereby securing the means to finance its growth plans. The internationalisation of the business model with the first store openings in Austria and Sweden is just the start of the omnichannel business model's further expansion into additional markets.

Other than by this success, the financial year 2021 was characterised by the uncertainties and effects of the continuing Covid pandemic. Although the Company missed its original targets due to slower than expected store recovery in the second half of the year, revenue growth of 18% is still well above market growth. Despite many challenges and uncertainties, the Supervisory Board is firmly convinced that Mister Spex has done well in 2021. Particularly in these unusual times, the collaboration and trust between the Management Board and the Supervisory Board was of crucial importance.

On behalf of the entire Supervisory Board, I would like to express our thanks to all employees. Your deep commitment and tireless efforts to advance Mister Spex every day are the key to the Company's success. We, as the Supervisory Board, look forward to accompanying the Company on its path to further growth and doing this together with all employees, partners and shareholders.

### Consultation and monitoring from the Supervisory Board

The Supervisory Board and its members advised the Management Board on the management of the Company and monitored its activities. The Supervisory Board performed its tasks in a proper and dutiful manner as well as with great care in accordance with the articles of association, the rules of procedure for the Supervisory Board and the German

Corporate Governance Code. It familiarised itself extensively and on a regular basis, both in writing and verbally, with the intended business strategy, material issues relating to finance, investment and personnel planning, the course of business and the Company's profitability while also receiving reports on relevant questions about risk exposure, risk management and compliance. In particular, the Management Board coordinated the Company's strategic direction with the Supervisory Board. The Supervisory Board was also directly involved in all fundamental decisions. Transactions requiring approval were presented by the Management Board and discussed with it. The discussions took place in meetings with the Supervisory Board plenum or committees of the Supervisory Board. Outside the meetings of the Supervisory Board and its committees, the chairperson of the Supervisory Board, the chairperson of the Audit Committee and other members of the Supervisory Board kept in regular contact with the Management Board and the auditor and discussed current developments as well as key decisions, such as the adjustment of the 2021 full year guidance at the beginning of November.

### Meetings and key resolutions of the Supervisory Board

During the financial year 2021, nine meetings featuring the full Supervisory Board took place. The Audit Committee met five times, while the Nomination and Remuneration Committee held two meetings. The IPO Committee also held five meetings in the run-up to the Company's IPO. At the IPO, the committees of the Supervisory Board were recomposed, with the IPO Committee being discontinued. The newly established Strategy and ESG Committee did not hold any meetings in the financial year 2021, with the full Supervisory Board addressing these important topics in detail instead. In addition to the decisions taken at its meetings, the Supervisory Board passed circular resolutions on

nine occasions. The Supervisory Board and its committees also met without the Management Board on a regular basis.

Except for the full Supervisory Board meeting on 30 September 2021, the Supervisory Board's and its committees' meetings were held in the form of video conferences during the financial year 2021 owing to the Covid pandemic.

### Plenary Meetings

In the meeting on 26 January 2021, the Supervisory Board was informed about the preliminary business development results for the financial year 2020. The Management Board also reported to the Supervisory Board on the effects of the Coronavirus pandemic. Furthermore, the status of preparations for the Company's IPO and a loan refinancing arrangement were discussed. The Supervisory Board also considered the planned lease of a new office building by the Company.

In its meeting on 23 April 2021, the Supervisory Board addressed the annual and consolidated financial statements, including the combined management and group management report for the financial year 2020. In accordance with the recommendations of the Audit Committee, the Supervisory Board approved the annual financial statement documents. The Supervisory Board also adopted its report for the financial year 2020 and addressed the agenda for the 2021 Annual General Meeting. Furthermore, it was informed as to the status of preparations for the Company's listing on the stock exchange and approved the conclusion of loan agreements with Barclays Bank Ireland PLC and Commerzbank Aktiengesellschaft. The Supervisory Board also gave its consent to the merger plan with regard to the merger to absorb Mister Spex N.V., Amsterdam, into Mister Spex AG, together with the change of legal form into a European Company (SE), and to conclude a participation agreement with



**Peter Williams**

Chairperson of the Supervisory Board

the special negotiating body of the employees with regard to their participation in Mister Spex SE. The Supervisory Body furthermore appointed Maren Kroll and Dr Sebastian Dehnen as additional members of the Company's Management Board with effect from 1 June 2021. Moreover, the Supervisory Board addressed, among other topics, the Nomination and Remuneration Committee's proposal regarding the new compensation systems for the Management Board and the Supervisory Board from the date of the IPO as well as the adjustment of the Company's bonus and stock option programmes and discussed the ESG strategy with the Management Board.

At the ordinary Annual General Meeting on 20 May 2021, approval was given for, among other things, the merger plan between Mister Spex N.V., Amsterdam, as the transferring company and Mister Spex AG as the absorbing company, with the change to Mister Spex AG's legal form to a European Company (SE) also being approved and the articles of association being determined accordingly. Following the Annual General Meeting, the Supervisory Board of Mister Spex SE elected by the Annual General Meeting held its constituent meeting on 27 May 2021. It elected Peter Williams as chairman and Stuart Paterson as deputy chairman of the Supervisory Board and adopted rules of procedure for itself. The committees of the Supervisory Board were also constituted, and their members elected. Furthermore, Dirk Graber, Dr Mirko Caspar, Maren Kroll and Dr Sebastian Dehnen were appointed to the Management Board of Mister Spex SE, with Dirk Graber and Dr Mirko Caspar being appointed co-chief executive officers of the Management Board. The Supervisory Board adopted rules of procedure for the Management Board and decided on service contracts with the members of the Management Board. The Supervisory Board also addressed the business development in the first quarter of 2021 and the progress of the preparations for the IPO.

In the extraordinary meeting on 11 June 2021, the Supervisory Board elected Jochen Klüppel as the new deputy

chairperson of the Supervisory Board and approved the publication of the intention to float. In addition, the Supervisory Board dealt with the preparation for the extraordinary General Meeting on 14 June 2021.

At the extraordinary meeting of the Supervisory Board on 21 June 2021, the rules of procedure for the Supervisory Board and the rules of procedure for the Management Board were revised in light of the forthcoming stock market listing. Nicola Brandolese was elected deputy chairperson of the Supervisory Board effective 1 July 2021. The Supervisory Board also formed new committees and appointed members to them in addition to adopting a corporate governance statement together with the Management Board. The Supervisory Board authorised the Management Board to take measures to implement the IPO, including the conclusion of certain contracts. In particular, the Supervisory Board subjected Mister Spex SE's securities prospectus to a thorough plausibility inspection in terms of its completeness and correctness and approved the securities prospectus as well as its publication.

In a further extraordinary meeting on 29 June 2021, the Supervisory Board approved the Management Board's determination of the issue price for shares in the context of the IPO. At the Supervisory Board meeting on 30 September 2021, the Supervisory Board discussed the Company's long-term strategy. The Supervisory Board was also informed about the Company's big data strategy, plans for business expansion and operational developments.

An extraordinary Supervisory Board meeting was held on 22 November 2021 in which the Management Board reported to the Supervisory Board on the adjustment made to the forecast for the financial year 2021. Furthermore, the Supervisory Board addressed business performance and the quarterly statement for Q3 2021.

In the meeting on 15 December 2021, the Supervisory Board addressed, among other topics, financial planning for the financial year 2022, the setting of targets for the proportion of women on the Supervisory Board and the Management Board and succession planning for the Management Board. It also addressed the requirements of the German Corporate Governance Code and the revision of service contracts as well as of the short- and long-term incentive systems for the Management Board. Certain material transactions require the approval of the Supervisory Board in accordance with the legal requirements, the articles of association or the rules of procedure for the Management Board. These transactions were presented to the Supervisory Board either at its meetings or via circulation. The approvals granted by means of circular resolutions after the topics were discussed beforehand in the supervisory board related to, among other things, the determination of performance criteria for the short-term variable remuneration of the Management Board for the financial years 2021 and 2022, the determination of the short-term variable remuneration of the Management Board for the financial year 2020, the approval to the lease of a new administration building, the approval to conclude contracts with a company closely related to a member of the Supervisory Board in relation to design and brand concepts, in particular with regard to the interior design of the Company's new administration building, and the adoption of the conformity declaration for 2021.

The Company also served option rights of current or former employees and members of the management team in a total of three exercise windows and, in connection therewith, resolved capital increases against cash contributions from the authorised capital. The Supervisory Board approved each of these capital increases.

### Work in committees of the Supervisory Board

In order to perform its duties in a proper and efficient manner, the Supervisory Board has set up the following committees: the Audit Committee, the Nomination and Remuneration Committee and the Strategy and ESG Committee. An IPO Committee was also set up before the Company went public. The content and results of committee meetings were regularly reported to the plenary session. The tasks and members of the respective committees are listed in detail in the corporate governance statement.

The Audit Committee held five meetings in the financial year 2021 where, with the exception of the meeting on 15 December 2021, the Company's auditor and, depending on the agenda item, the heads of department were also

present and were available to answer questions from the committee members. The Audit Committee examined and discussed the structures and processes in the fields of accounting, the internal control system, internal audit, risk management and compliance organisation. Furthermore, the Audit Committee addressed the annual financial statements and consolidated financial statements for 2020, including the combined management report for 2020, the semi-annual report and quarterly figures, in addition to approving the auditor's non-audit-related services. The Audit Committee also addressed the focus areas of the audit, the auditor's independence and quality of the audit, concluded a fee agreement with the auditor and prepared the Supervisory Board's proposal for the 2021 Annual General Meeting to appoint the auditor.

The IPO Committee held four meetings between January and May 2021, during which the committee members discussed the process and preparations for the Company's IPO together with the Management Board. With the restatement of the rules of procedure for the Supervisory Board in the Supervisory Board meeting on 21 June 2021, the IPO Committee was dissolved.

As part of the restatement of the rules of procedure for the Supervisory Board, the Supervisory Board formed a Strategy and ESG Committee at the Supervisory Board meeting on 21 June 2021. The Strategy and ESG Committee did not hold any meetings in the financial year 2021 as the full Supervisory Board addressed these topics intensively, in particular during its meeting on 30 September 2021.

### Individualised disclosure of meeting attendance in the financial year 2021

Supervisory Board member	Term of office	Full Supervisory Board	Audit Committee	Nomination and Remuneration Committee	IPO Committee (until June 2021)	Strategy and ESG Committee (since June 2021)
Peter Williams	chairperson since 11 December 2020 <sup>1</sup>	9/9	5/5	2/2	4/4	0/0
Nicola Brandolese	since 15 June 2021	5/5	–	1/1	–	0/0
Tobias Krauss	since 11 December 2020 <sup>1</sup>	9/9	5/5	2/2	4/4	0/0
Birgit Kretschmer	since 15 June 2021	5/5	3/3	–	–	0/0
Pietro Luigi Longo	since 20 May 2021	5/5	–	–	–	–
Stuart Paterson	since 11 December 2020	9/9	5/5	2/2	4/4	0/0
Nicole Srock.Stanley	since 1 July 2021	3/3	–	–	–	0/0
Jochen Klüppel	until 30 June 2021 <sup>1</sup>	6/6	–	1/1	1/4	–
Oliver Beste	until 15 June 2021 <sup>1</sup>	4/4	–	–	–	–
Mike Ebeling	until 15 June 2021 <sup>1</sup>	4/4	2/2	1/1	3/4	–
Nenad Marovac	until 15 June 2021 <sup>1</sup>	3/4	–	–	–	–
Fred Piet	until 20 May 2021 <sup>1</sup>	2/2	–	–	–	–

<sup>1</sup> Prior to the change of legal form to a European Company (SE), membership referred to the Supervisory Board of Mister Spex AG

The Supervisory Board believes that the participation of the Management Board, in particular the Chief Financial Officer, and their participation in the discussion with the auditor provides added value also for the Supervisory Board and the Audit Committee as well as their audit task. The Supervisory Board thus considered it necessary for the Management Board to attend the meetings in the financial year 2021 at which the auditor was consulted as an expert. In the respective meetings, there was also regular discussion with the auditor without the Management Board being present.

The Nomination and Remuneration Committee held two meetings. In particular, it addressed the preparation of the remuneration system for the members of the Management Board and the revision of their service contracts, in accordance with the German Corporate Governance Code, as well as the further development of the Company's short- and long-term incentive programmes.

### Individualised disclosure and meeting attendance

Nenad Marovac was unable to attend one ordinary meeting of the Supervisory Board. Jochen Klüppel could not attend three meetings and Mike Ebeling could not attend one meeting of the IPO Committee. Nenad Marovac and Jochen Klüppel also left a meeting of the Supervisory Board during a single item on the agenda, due to other scheduling commitments, and cast their votes afterwards. Owing to a conflict of interest, Pietro Luigi Longo left the Supervisory Board's meetings during specific agenda items. He did not take part in the resolutions of another Supervisory Board meeting due to a conflict of interest. Owing to a conflict of interest, Peter Williams and Nicole Srock.Stanley did not participate in the resolution on a specific item on the respective agenda. Beyond this, all members of the Supervisory Board were present at all meetings of the Supervisory Board and the respective committees held during their respective terms of office.



The declaration of conformity is available on our website.

### Corporate governance

In December 2021, the Management Board and the Supervisory Board passed a declaration of compliance in accordance with Sec. 161 AktG (Joint-Stock Corporation Act) for the first time. The declaration of conformity is reproduced on page 38 and has been made permanently accessible on the company website <https://www.ir.misterspex.com/websites/misterspex/English/6000/corporate-governance.html>. Further information on corporate governance in the Company can be found in the corporate governance statement.

In accordance with good corporate governance and the rules of procedure for the Supervisory Board, the members of the Supervisory Board are obliged to immediately disclose any conflicts of interest to the Supervisory Board, in particular those which may arise as a result of advising or serving as a member of a corporate body or as an employee of customers, suppliers, lenders or other third parties. Owing to such a conflict of interest, Pietro Luigi Longo left the respective meeting of the Supervisory Board during specific agenda items. He did not take part in the passing of resolutions in another meeting due to a conflict of interest. Owing to a conflict of interest, Peter Williams decided not to participate in the passing of a resolution on a specific item on the Supervisory Board's agenda. Furthermore, Nicole Srock.Stanley did not take part in one agenda item of a meeting and in two circular resolutions of the Supervisory Board, each of which dealt with the approval of the conclusion of contracts with a company closely related to her and concerning design and brand concepts, in particular regarding the interior design of the Company's new administration building.

The members of the Supervisory Board are themselves responsible for any training and further education activities required to carry out their tasks. The Company provided the members of the Supervisory Board with sufficient support

regarding both their training and further education activities as well as their onboarding. In particular, the members who were newly elected in June 2021 were given an overview of the strategy and topics relevant to the Company in the subsequent ordinary Supervisory Board meeting. Furthermore, external legal advisors provided training on matters of corporate governance and capital market law.

### Audit and approval of the annual financial statement as well as approval of the consolidated financial statement

The Management Board provided the members of the Audit Committee and of the Supervisory Board with the annual financial statement and consolidated financial statement for the financial year 2021 as well as the combined management report on the Company and the Group for the financial year 2021 (also referred to as the "Annual Financial Statement Documents") once they had been prepared. The auditor Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Berlin, audited the annual financial statement of the Company, the consolidated financial statement and the combined management report of the Company and the Group for the financial year 2021 and issued an unqualified audit certificate for each of these.

The Annual Financial Statement Documents with the auditor's reports, including the audit certificate for the remuneration report, were sent to the members of the Supervisory Board and were thoroughly reviewed and discussed at the Audit Committee meeting on 18 March 2022 as well as at the Supervisory Board meeting on 25 March 2022. Both of which took place via video conference, in the presence of the auditor with a particular focus placed on their legality and regularity. In each case, the auditor reported on the key results of their audit, the focal points determined for the audit and the key audit matters described in the respective audit certificate as well as the associated auditing procedures.

The Management Board and the auditor were available to the Audit Committee and the Supervisory Board for any further questions and to provide supplementary information. Following detailed discussion, the Audit Committee decided to propose that the Supervisory Board approve the Annual Financial Statement Documents.

The Supervisory Board approved the results of the audit. On completion of its examination no objections were raised by the Supervisory Board. In accordance with the recommendations of the Audit Committee, the Supervisory Board thus approved the Company's annual financial statement and the consolidated financial statements for the financial year 2021 as well as the Company's combined management report in its meeting on 25 March 2022; the annual financial statement for the financial year 2021 was thus adopted.

No resolution on the use of the balance sheet profit will be passed in the 2022 Annual General Meeting as the individual financial statements of Mister Spex SE show a balance sheet loss. As a result, no dividend proposal for the financial year 2021 will be submitted to the Annual General Meeting for resolution on 30 June 2022.

### Personnel matters

In the course of adopting the legal form of a European Company (SE) and in preparation for the Company's IPO, the Company's Supervisory Board was reorganised and reduced from eight to seven members. The Supervisory Board consists exclusively of shareholder representatives.

Fred Piet resigned from his role as a member of Mister Spex AG's Supervisory Board with effect from the end of the Annual General Meeting on 20 May 2021. On 8 June 2021, upon registration of Mister Spex AG's change of legal form into a European Company (SE), the term of office of the other Supervisory Board members of Mister Spex AG, Peter Williams, Oliver Beste, Mike Ebeling, Jochen Klüppel, Nenad Marovac and Stuart Paterson, who had meanwhile been elected as members of Mister Spex SE's Supervisory Board by the Annual General Meeting on 20 May 2021, ended. Pietro Luigi Longo was appointed as a further member of the Supervisory Board of Mister Spex SE. The election was made for a term until the end of the Annual General Meeting which decides on any discharge for the financial year 2021.

Oliver Beste, Mike Ebeling, Jochen Klüppel and Nenad Marovac resigned from their positions as members of Mister Spex SE's Supervisory Board with effect from the end of the Annual General Meeting on 14 June 2021 or, in the case of Jochen Klüppel, with effect from 30 June 2021, and were accordingly dismissed by the General Meeting on 14 June 2021 as a precautionary measure. Birgit Kretschmer was elected to replace Oliver Beste and Nicola Brandolese was elected to replace Nenad Marovac, in both cases with effect from 15 June 2021 and with a new term of office until the end of the Annual General Meeting which decides on any discharge for the financial year 2023. Nicole Srock. Stanley was elected as a member of the Supervisory Board to replace Jochen Klüppel with effect from 1 July 2021 and until the end of the Annual General Meeting which decides on any discharge for the financial year 2023. The terms of office of Peter Williams and Tobias Krauss have been extended and will now run until the end of the Annual General Meeting which decides on any discharge for the financial year 2023 or, in the case of Tobias Krauss, the financial year 2025.

The Supervisory Board would like to thank the Supervisory Board members whose terms of office ended during the

financial year 2021 for their valuable contributions to the work of the Supervisory Board as well as for their trusting collaboration.

Peter Williams and Stuart Paterson, who already held these positions of Mister Spex AG's Supervisory Board, were appointed as chairman and deputy chairman of the Supervisory Board at the constituent meeting of Mister Spex SE's Supervisory Board on 27 May 2021. On 11 June 2021, as part of the preparations for the IPO, the Supervisory Board transferred the office of the deputy chairperson from Stuart Paterson to Jochen Klüppel, who left the Supervisory Board on 30 June 2021. Since 1 July 2021, Nicola Brandolese serves as deputy chairperson of the Supervisory Board.

The Supervisory Board has established the following committees, which are composed as follows:

#### Audit Committee:

- Birgit Kretschmer (chairperson)
- Tobias Krauss
- Stuart Paterson
- Peter Williams

#### Nomination and Remuneration Committee:

- Peter Williams (chairperson)
- Nicola Brandolese
- Tobias Krauss
- Stuart Paterson

#### Strategy and ESG Committee:

- Nicola Brandolese (chairperson)
- Tobias Krauss
- Birgit Kretschmer
- Stuart Paterson
- Nicole Srock. Stanley
- Peter Williams

In view of the company's IPO, the Supervisory Board decided to expand the Management Board of Mister Spex SE. Maren Kroll (CHRO) and Dr Sebastian Dehnen (CFO) were thus appointed to the Management Board with effect from 1 June 2021. As a member of the Management Board, Maren Kroll's area of responsibility includes HR, corporate communications and ESG, while Dr Sebastian Dehnen is responsible for the areas of finance, legal, internal audit and investor relations.

As part of the change of legal form to a European Company (SE), Dirk Graber, Dr Mirko Caspar, Maren Kroll and Dr Sebastian Dehnen were also appointed to the Management Board of Mister Spex SE. Dirk Graber and Dr Mirko Caspar remain co-chairmen of the Management Board. Dirk Graber is responsible for the areas operations, IT, data analysis as well as business development, and Dr Mirko Caspar for the areas product management, category management as well as marketing and sales. The terms of office of the co-chairmen will expire on 26 May 2026, while the terms of office of the other Management Board members will expire on 26 May 2024.

The Supervisory Board would like to thank the Management Board and all employees for their excellent performance and their deep commitment during the financial year 2021.

Berlin, 25 March 2021

On behalf of the Supervisory Board

#### Peter Williams

Chairperson of the Supervisory Board