

**Additional explanations on the rights of shareholders
pursuant to Art. 56 sentence 2 and sentence 3 of the SE Regulation, section 50 para. 2
of the German SE Implementation Act, sections 122 para. 2, 126 para. 1, 127 and 131
para. 1 of the German Stock Corporation Act (AktG) and further rights in connection
with the virtual Annual General Meeting**

Note: The provisions applicable to stock corporations with their registered office in Germany, in particular the German Stock Corporation Act ("**AktG**"), apply to Mister Spex SE ("**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.

1. Virtual general meeting pursuant to section 118a AktG and right to comment and speak at virtual general meetings pursuant to section 130a AktG

The General Meeting shall be convened on the basis of section 118a 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) on **Thursday, 19 September 2024, at 10:00 hours (CEST)**. The venue of the General Meeting in the meaning of the AktG is the dbb Forum, Friedrichstraße 169, 10117 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.

The relevant sections of the AktG for a virtual general meeting are as follows:

Section 118a AktG (Virtual general meeting) (extract)

(1) *¹The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the stockholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). [...]*

2. Additions to the agenda at the request of a minority pursuant to Art. 56 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 SE Regulation, section 50 para.2 of the German SE Implementation Act ("**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 19 August 2024, 24:00 hours (CEST). Requests for additional items received at a later point in time will be disregarded. Please send such a 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.

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.misterspex.com/agm> and communicated to the shareholders pursuant to section 125 para. 1 sentence 3 AktG.

The relevant sections of the SE Regulation, SEAG and AktG upon which this shareholder right is based are as follows:

Article 56 SE Regulation

¹One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. ²The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. ³The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

Section 50 SEAG (extract)

[...]

- (2) The amendment of the agenda of a General Meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to not less than 5% of the share capital or represent an amount of the share capital corresponding to EUR 500,000.

Section 122 AktG (Convening the general meeting upon a corresponding demand being made by a minority) (extract)

- (1) ¹The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. ²The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. [...]
- (2) ¹In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital or to a stake of 500,000 euros, may demand that items of business be set out in the agenda and that notice be given by publication. ²Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. ³The demand within the meaning of sentence 1 must be received by the company at the latest 24 days prior to the general meeting, in the case of listed companies at the latest 30 days prior to the general meeting; the date on which the demand is received is not to be included in calculating the period. [...]

Section 124 AktG (Notice by publication of demands for supplementation; guidance regarding resolutions) (extract)

- (1) ¹Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, notice of said items of business is to be given by publication either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. ²Section 121 (4) applies accordingly; moreover, in the case of listed companies, section 121 (4a) applies accordingly. ³The notice is to be published and forwarded in the same way as the invitation convening the general meeting.

Section 121 AktG (General provisions) (extract)

[...]

- (4) ¹Notice of the invitation convening the general meeting is to be given in the company's publications of record. ²Where the stockholders of the company are known by name, the general meeting may be convened by registered letter unless stipulated otherwise in the by-laws; the date on which the invitation is posted is considered the date of the notice. ³The notification of the parties entered in the share register is sufficient.
- (4a) In the case of listed companies that have not issued exclusively registered shares of stock or that do not directly send the invitation convening the general meeting to the stockholders pursuant to subsection (4) sentence 2, the invitation convening the general meeting is to be forwarded, at the latest as per the time of the notice, to such media for publication regarding which it can be assumed that they will disseminate the information in the entire European Union.
- (7) ¹In the case of time limits and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. ²Rescheduling the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. ³Sections 187 to 193 of the Civil Code do not apply accordingly. [...]

3. Countermotions 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

Even before the General Meeting, 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

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 4 September 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 subject to the conditions under section 126 para. 2 AktG (in conjunction with section 127 sentence 1 AktG).

Furthermore, nominations for the election of Supervisory Board members or auditors pursuant to section 127 AktG will be made available only 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.

Pursuant to section 126 para. 4 AktG, countermotions and nominations for election by shareholders that are to be made available by the Company will be deemed to have been submitted at the time they are made available. The Company will enable the exercise of the voting right regarding motions or nominations for election as of that point in time. Motions and nominations for election made by shareholders that have not duly registered or are not duly legitimized need not be dealt with at the General Meeting.

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

The relevant sections of the AktG upon which those shareholder rights are based and which also set forth under which preconditions counter-proposals and election proposals do not need to be made available are as follows:

Section 118a AktG (Virtual general meeting) (extract)

- (1) ¹The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the stockholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). ²Where a virtual general meeting is held, the following pre-requisites are to be met: [...]
3. the stockholders participating in the meeting by electronic means are granted the right to propose motions and to make nominations by way of video communication technology at the meeting, [...]

Section 126 AktG (Motions by stockholders)

- (1) ¹Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest 14 days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. ²The date on which the counter-motion is received is not to be included in calculating the period. ³In the case of listed companies, the counter-motion is to be made accessible via the company's website. ⁴Section 125 (3) applies accordingly.

- (2) ¹A counter-motion and the reasons for which it is being made need not be made accessible:
1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
 2. if the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
 3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting;
 4. if a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;
 5. if the same counter-motion of the stockholder, citing substantially the same reasons, has been made accessible pursuant to section 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;
 6. if the stockholder indicates that they will not participate in the general meeting and will not have a proxy represent them;
 7. if, in the past two years at two general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which they have informed the company.

²The reasons need not be made accessible if they amount to more than 5,000 characters in total.

- (3) Where several stockholders propose counter-motions regarding one and the same item of business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.
- (4) ¹In the case of the virtual general meeting, motions that are to be made accessible in accordance with subsections (1) to (3) are considered as having been proposed at the time at which they are made accessible. ²The company is to enable the voting right to be exercised regarding such motions as soon as the stockholders are able to provide proof that the pre-requisites for exercising the voting right as stipulated by the law or as specified in the by-laws have been met. ³If the stockholder who has proposed the motion is not properly legitimised and, insofar as registration is required, has not duly registered for the general meeting, the motion need not be addressed at the general meeting.

Section 127 AktG (Nominations by stockholders) (extract)

¹Section 126 applies accordingly to nominations by stockholders of candidates for the supervisory board or as statutory auditors. ²No reasons need be specified for the nomination. ³The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3) sentence 4 and section 125 (1) sentence 5. [...]

Section 124 AktG (Publication for requests for supplements; proposals for resolutions) (extract)

(3) [...] ⁴The nominations of candidates for the supervisory board or as auditors are to state their names, the profession exercised, and their places of residence. [...]

Section 125 AktG (Notifications for the stockholders and to members of the supervisory board)

(1) ¹At the latest 21 days prior to the general meeting, the management board of a company that has issued shares of stock that are not exclusively registered shares of stock is to notify the following of the invitation convening the general meeting:

1. the intermediaries serving as depositories of the shares of stock in the company,
2. the stockholders and intermediaries that had demanded that such notice be given them, and
3. the associations of stockholders that had demanded that such notice be given them or that had exercised voting rights at the last general meeting.

²The date of the notification is not to be included in calculating the period. ³If the agenda is to be amended pursuant to section 122 (2), then notice of the amended agenda is to be given where the general meeting is that of a listed company. ⁴The notice is to indicate the option of exercising the voting right by proxy, as well as by an association of stockholders. ⁵In the case of listed companies, information on the candidates' membership in other supervisory boards mandated by law as a rule is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad as a rule is to be attached.

(2) The management board of a company that has issued registered shares of stock is to provide the same notification as of the start of the twenty-first day prior to the general meeting to the parties entered in the company's share register as well as to the stockholders and intermediaries that had demanded that such notice be given to them, and the associations of stockholders that had demanded that such notice be given to them or that had exercised voting rights at the last general meeting.

(3) Each member of the supervisory board may demand that the management board send them the same notifications.

(4) Upon a corresponding demand being made, each member of the supervisory board and each stockholder is to be notified of the resolutions adopted at the general meeting.

(5) ¹The requirements of Commission Implementing Regulation (EU) 2018/1212 apply as regards the content and format of a minimum amount of information to be provided in the notifications pursuant to subsections (1) sentence 1 and (2). ²Section 67a (2) sentence 1 applies accordingly to subsections (1) and (2). ³In the case of listed companies, the intermediaries serving as depositories for shares of stock in the company are under obligation, in accordance with sections 67a and 67b, to forward and transmit the information pursuant to subsections (1) and (2), unless the intermediary is aware that the stockholder is receiving such information from another source. ⁴The same applies to unlisted companies subject to the proviso that the provisions of Commission Implementing Regulation (EU) 2018/1212 do not apply.

Section 137 AktG (Voting on nomination made by shareholders)

If a shareholder has made a nomination for the election of members of the supervisory board pursuant to section 127 and proposes at the general meeting the election of the person nominated by him, such proposal shall be resolved upon prior to consideration of the proposal of the supervisory board if a minority of shareholders whose aggregate holding is at least one-tenth of the share capital represented at the meeting so requests.

Section 121 AktG (General provisions) (extract)

[...]

(7) ¹In the case of time limits and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. ²Rescheduling the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. ³Sections 187 to 193 of the Civil Code do not apply accordingly. [...]

4. Submission of statements pursuant to sections 118a para. 1 sentence 2 no. 6, 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 13 September 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 all duly registered shareholders and their proxies no later than four days before the General Meeting, i.e. by 14 September 2024, 24:00 hours (CEST) via the password-protected internet service at the website <https://ir.misterspex.com/agm>, stating the name of the submitting shareholder or proxy. Any comments by the administration will also be published on the aforementioned internet service.

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

The possibility of submitting statements does not constitute a possibility to submit questions in advance pursuant to section 131 para. 1a AktG. Any questions contained in statements will therefore not be answered at the virtual General Meeting unless they are asked again at the General Meeting by means of electronic communication and, upon such instruction given by the chairperson of the meeting, by means of video communication. 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 as well. 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.

The relevant sections of the AktG are as follows:

Section 118a AktG (Virtual general meeting) (extract)

- (1) *¹The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the stockholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). ²Where a virtual general meeting is held, the following pre-requisites are to be met: [...]*
6. *the stockholders are granted the right to submit statements in accordance with section 130a (1) to (4) by way of electronic communication, [...]*

Section 130a (Right to make statements and right to speak at virtual general meetings) (extract)

- (1) *¹In the case of the virtual general meeting, stockholders are entitled to submit statements prior to the meeting regarding the items of business set out in the agenda, doing so by way of electronic communication using the address provided for this purpose in the invitation convening the general meeting. ²This right may be restricted to stockholders who have duly registered for the general meeting. ³The scope of the statements reasonably may be restricted in the invitation convening the general meeting.*
- (2) *Statements are to be submitted by no later than five days prior to the meeting.*
- (3) *¹The statements submitted are to be made accessible to all stockholders by no later than four days prior to the meeting. ²The ability to access the statements may be restricted to stockholders duly registered for the meeting. ³In the case of listed companies, the statements are to be made accessible via the company's website; in the case governed by sentence 2, accessibility may be effected via a third-party website. ⁴Section 126 (2) sentence 1 nos. 1, 3 and 6 applies accordingly.*
- (4) *Section 121 (7) applies to the calculation of the time periods set out in subsections (2) and (3) sentence 1. [...]*

Section 121 AktG (General provisions) (extract)

[...]

(7) ¹In the case of time limits and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. ²Rescheduling the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. ³Sections 187 to 193 of the Civil Code do not apply accordingly. [...]

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

Shareholders or their proxies, as the case may be, 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 or, as the case may be, their proxies can register their speeches starting at approximately one hour before the start of the General Meeting on 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 Chrome from version 89, Edge from version 88 or Safari from version 13.1 as the installed browser or a mobile end device (e.g. smartphone or tablet) to submit the speech. Mobile end devices with an 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 before the speech is held 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, the chairperson 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.

The relevant section of the Articles of Association is as follows:

Section 17 para. 3 of the Articles of Association of Mister Spex SE (extract)

(3) *The chairperson of the General Meeting is authorised to impose reasonable time limits on the right to speak as well as on the right to ask questions within the meaning of section 131 para. 1 sentence 1 AktG, follow-up questions within the meaning of section 131 para. 1d sentence 1 AktG and new questions within the meaning of section 131 para. 1e sentence 1 AktG. In doing so, it may, in particular, reasonably determine restrictions on the speaking time, the question time (including the time for follow-up questions and new questions) or the combined speaking and question time (including the time for follow-up questions and new questions) as well as the reasonable time frame for the entire course of the General Meeting, for individual items of the agenda and for individual speakers at the beginning of or during the course of the General Meeting; this also includes, in particular, the possibility, if necessary, to close the list of requests to speak early and to order the end of the debate.*

The relevant sections of the German Stock Corporation Act are as follows:

Section 118a AktG (Virtual general meeting) (extract)

- (1) ¹The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the stockholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). ²Where a virtual general meeting is held, the following prerequisites are to be met: [...]
7. the stockholders participating in the meeting by electronic means are granted a right to speak at the general meeting by means of video communication technology in accordance with section 130a (5) and (6), [...]

Section 130a Right to comment and speak at virtual general meetings (extract)

[...]

- (5) ¹The stockholders participating in the meeting by electronic means are to be granted a right to speak at the meeting by means of video communication technology. ²The form of video communication offered by the company is to be used for the spoken contributions. ³The spoken contribution may consist of motions and nominations under section 118a (1) sentence 2 no. 3, the demand for information under section 131 (1), follow-up questions under section 131 (1d) as well as of further questions under section 131 (1e). ⁴Section 131 (2) sentence 2 applies accordingly.
- (6) The company may reserve the right, in the invitation convening the general meeting, to test the functionality of the video communication between the stockholder and the company at the meeting and prior to the spoken contribution and to refuse to admit the spoken contribution if said functionality is not assured.

Section 131 AktG (Stockholder's right to seek information) (extract)

- (2) [...] ²The by-laws or the rules of procedure pursuant to section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the stockholder's right to ask questions and to speak, and may also allow them to make further determinations concerning the details in this regard. [...]

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

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

The right to information is to be exercised exclusively at the General Meeting. It is intended that the chairperson of the General Meeting will determine, in accordance with section 131 para. 1f AktG, that the right to information can be exercised at the General Meeting only 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, 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.

The relevant sections of the AktG upon which the shareholder right is based and which also set forth under which preconditions the Management Board can refuse to answer are as follows:

Section 118a AktG (Virtual general meeting) (extract)

- (1) ¹The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the stockholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). ²Where a virtual general meeting is held, the following pre-requisites are to be met: [...]
4. the stockholders are granted a right to seek information in accordance with section 131 by way of electronic communication, [...]

Section 131 AktG (Stockholder's right to seek information)

- (1) ¹The management board is to inform each stockholder at the general meeting, upon a corresponding demand being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. ²The duty to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. ³Where a company avails itself of the eased requirements pursuant to section 266 (1) sentence 3, section 276 or section 288 of the Commercial Code, each stockholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. ⁴The duty of the management board of a parent undertaking to provide information (section 290 (1) and (2) of the Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.
- (1a) ¹In the case of the virtual general meeting, subsection (1) sentence 1 is to be applied subject to the proviso that the management board may stipulate that questions by the stockholders are to be submitted by way of electronic communication no later than three days prior to the general meeting. ²Section 121 (7) applies to the calculation of the time limit. ³Questions not submitted in due time need not be considered.
- (1b) ¹The scope in which questions may be submitted may reasonably be restricted in the invitation convening the general meeting. ²The right to submit questions may be restricted to stockholders duly registered for the meeting.
- (1c) ¹The company is to make accessible to all stockholders, prior to the general meeting, the questions duly submitted and is to provide answers to such questions no later than by one day prior to the meeting; section 121 (7) applies to the calculation of the time limit. ²In the case of listed companies, the questions are to be made accessible and the answers are to be provided via the company's website. ³Section 126 (2) sentence 1 no. 1, 3 and 6 applies accordingly to the accessibility of the questions. ⁴If the answers have been continuously accessible one day prior to commencement of the general meeting and while the meeting is ongoing, the management board may refuse, at the meeting, to provide information regarding those questions.
- (1d) ¹Each stockholder participating in the general meeting by electronic means is to be granted a right, by way of electronic communication, to ask follow-up questions regarding all of the answers provided by the management board before the meeting and while it is ongoing. Subsection (2) sentence 2 applies also to the right to ask follow-up questions.
- (1e) Moreover, each stockholder participating in the general meeting by electronic means is to be granted the right, by way of electronic communication, to ask questions regarding facts and circumstances that have come about only after the time limit defined in subsection (1a) sentence 1 has expired. ²Subsection 2 sentence 2 applies also to this right to ask questions.
- (1f) The person chairing the meeting may establish that the right to seek information under subsection (1), the right to ask follow-up questions under subsection (1d) and the right to ask questions under subsection (1e) may be exercised at the general meeting exclusively by means of video communication technology.
- (2) ¹The information provided is to comply with the principles of conscientious and faithful accounting. ²The by-laws or the rules of procedure pursuant to section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the stockholder's right to ask questions and to speak, and may also allow them to make further determinations concerning the details in this regard.

(3) ¹The management board may refuse to provide information:

1. *inasmuch as the provision of the information, when assessed applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;*
2. *inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;*
3. *regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual financial statements;*
4. *regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position and revenue situation in keeping with its actual circumstances within the meaning of section 264 (2) of the Commercial Code; this does not apply if the general meeting approves and establishes the annual financial statements;*
5. *inasmuch as the management board would be liable to punishment under law were it to provide the information;*
6. *inasmuch as, in the case of a credit institution, a financial services provider or a securities institution, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual financial statements, management report, consolidated financial statements or consolidated management report;*
7. *inasmuch as such information is continuously accessible on the company's website for a minimum of seven days prior to commencement of the general meeting, and also in its course.*

²Any refusal to provide information for other than the grounds set out above is not permissible.

(4) ¹Where information has been provided to a stockholder because of their capacity as such, and this was done outside of the general meeting, it is to be provided to every other stockholder making a corresponding demand at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. ²In the case of the virtual general meeting, it is to be warranted that each stockholder participating in the general meeting by electronic means is able to transmit their demand under sentence 1 by way of electronic communication. ³The management board may not refuse to provide the information in accordance with subsection (3) sentence 1 nos. 1 to 4. ⁴Sentences 1 to 3 do not apply if a subsidiary undertaking (section 290 (1) and (2) of the Commercial Code), a joint venture (section 310 (1) of the Commercial Code) or an associated enterprise (section 311 (1) of the Commercial Code) issues the information to a parent undertaking (section 290 (1) and (2) of the Commercial Code) for purposes of including the company in the consolidated financial statements of the parent undertaking and the information is required for this purpose.

(5) ¹Where a stockholder is denied the information sought, the stockholder may demand that their question and the grounds for refusing to provide the information be included in the minutes of the meeting. ²In the case of the virtual general meeting, it is to be warranted that each stockholder participating in the meeting by electronic means is able to transmit their demand under sentence 1 by way of electronic communication.

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

Shareholders and their proxies who are connected electronically to the virtual General Meeting have the right to object to resolutions of the General Meeting for the record of the notary by means of electronic communication. Objections can be filed from the beginning of the General Meeting until its end via the password-protected internet service on the Company's website <https://ir.misterspex.com/agm>.

In addition, they may object to the notary's minutes exercising their right to speak. The Company points out once again that the voting proxies appointed by the Company do not accept instructions to file objections.

The relevant sections of the AktG upon which this shareholder right is based are as follows:

Section 118a AktG (Virtual general meeting) (extract)

(1) ¹The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the stockholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). ²Where a virtual general meeting is held, the following prerequisites are to be met: [...]

8. the stockholders participating in the meeting by electronic means are granted a right to lodge an objection against a resolution adopted by the general meeting by way of electronic communication.

Section 245 AktG (Authority to bring an action for avoidance) (extract)

¹The following have authority to bring an action for avoidance:

1. any stockholder present in person at the general meeting, provided they have purchased the shares of stock already prior to notice of the agenda having been given by publication and provided they raised an objection concerning the resolution and had it recorded in the minutes; [...]

²In the case of the virtual general meeting, all stockholders participating in the meeting by electronic means are considered to have been present in person within the meaning of sentence 1 no. 1.

Berlin, August 2024

Mister Spex SE

The Management Board