20230714277650

Årsredovisning
Nordic Eyewear Holdings AB

Org.nr 556928-3947

Räkenskapsår 2022-01-01 - 2022-12-31

Fastställelseintyg

Undertecknad styrelseordförande intygar att resultaträkningen och balansräkningen i årsredovisningen har fastställts på årsstämma 2023-06-22.
Årsstämman beslöt att godkänna styrelsens förslag till resultatdisposition.

Jag intygar också att innehållet i årsredovisningen och revisionsberättelsen stämmer överens med originalen.

Stockholm, 2023-06-22

Dirk Graber

Nordic Eyewear Holdings AB
556928-3947

20230714276S2

Årsredovisning

för räkenskapsåret 2022-01-01 - 2022-12-31

Styrelsen för Nordic Eyewear Holdings AB avger härmed följande årsredovisning.

Innehåll **Sida**

Förvaltningsberättelse	2
Resultaträkning	3
Balansräkning	4
Rapport över förändringar i eget kapital	6
Tilläggsupplysningar	
Redovisningsprinciper m.m.	7
Noter	8

Styrelsens säte: Stockholm
Företagets redovisningsvaluta: Svenska kronor (SEK).
Alla belopp redovisas, om inte annat anges, i tusentals kronor (tkr).

Förvaltningsberättelse

20230714276S3

Förvaltningsberättelse
Styrelsen för Nordic Eyewear Holdings AB, 556928-3947 får härmed avge årsredovining för 2022-01-01 - 2022-12-31, bolagets tioende räkenskapsår.

Bolaget har sitt säte i Stockholm och bedriver indirekt via dotterbolag försäljning av linser, glasögon, solglasögon och sportglasögon.

Bolaget ägs till 100% av Mister Spex SE, Greifswalder Str. 156, 10409 Berlin, Tyskland.

Väsentliga händelser under räkenskapsåret
Under året har det osäkra geopolitiska läget med krig i Ukraina tillsammans med det försämrade ekonomiska klimatet påverkat bolaget. Denna påverkan har haft en negativ effekt på konsumenternas köpvilja och köpkraft, vilket lett till lägre försäljning än förväntat. Utöver detta har valutaeffekter och ökade kostnader främst från el, transporter och inköp av produkter påverkat årets resultat. Bolaget fortsätter att följa händelseutvecklingen och analyserar potentiella konsekvenser fortlöpande.

Ett ovillkorat aktieägartillskott om totalt 40 000 000 kronor har erhållits under året.

Ägarförhållanden
Bolaget ägs till 100% av Mister Spex SE, Greifwalder Strasse 15, 10409 Berlin, Tyskland.
Innehav av egna aktier: 800 st á 100 kr

Flerårsöversikt	**2022**	**2021**	**2020**	**2019**
Nettoomsättning (tkr)	*0*	0	0	0
Resultat efter finansiella poster (tkr)	-88 608	-14 492	-9 578	-18 061
Rörelsemarginal (%)	0,0%	0,0%	0,0%	0,0%
Avkastning på eget kapital (%)	237,0%	-170,0%	0,0%	0,0%
Balansomslutning (tkr)	118 357	173 422	153 454	153 466
Soliditet (%)	-11,0%	6,5%	3,8%	4,8%
Antal anställda	0	0	0	0

Förslag till resultatdisposition
Styrelsen föreslår att till förfogande stående medel balanseras i ny räkning med 88 608 185.
Belopp redovisas i kr.

Överkursfond	172 628 000
Balanserat resultat	-121 431 381
Årets resultat	-88 608 185
	-37 411 566

20230714276S4

Resultaträkning

	Not	2022-01-01 -2022-12-31	2021-01-01 -2021-12-31
Rörelsens kostnader			
Övriga externa kostnader		-125	-146
		-125	**-146**
Rörelseresultat		**-125**	**-146**
Resultat från finansiella poster			
Resultat från andelar i koncernföretag		-65 898	0
Räntekostnader och liknande resultatposter	2	-22 585	-14 345
		-88 483	**-14 345**
Resultat efter finansiella poster		**-88 608**	**-14 492**
Årets resultat		**-88 608**	**-14 492**

20230714276555

Balansräkning

	Not	2022-12-31	2021-12-31
TILLGÅNGAR			
Anläggningstillgångar			
Finansiella anläggningstillgångar			
Andelar i koncernföretag	3	117 477	153 375
Summa anläggningstillgångar		**117 477**	**153 375**
Fordringar hos koncernföretag		0	20 000
Övriga fordringar		0	1
Kassa och bank		879	46
Summa omsättningstillgångar		**879**	**20 047**
SUMMA TILLGÅNGAR		**118 357**	**173 423**

20230714217656

Balansräkning

	Not	2022-12-31	2021-12-31
EGET KAPITAL OCH SKULDER			
Eget kapital			
Bundet eget kapital			
Aktiekapital		80	80
		80	**80**
Fritt eget kapital			
Balanserat resultat		51 197	25 688
Årets resultat		-88 608	-14 492
		-37 412	**11 197**
Summa eget kapital		**-37 332**	**11 277**
Långfristiga skulder			
Skulder till koncernföretag	4	155 598	161 941
		155 598	**161 941**
Kortfristiga skulder			
Leverantörsskulder		91	0
Skulder till koncernföretag		0	72
Upplupna kostnader och förutbetalda intäkter		0	133
		91	**205**
SUMMA EGET KAPITAL OCH SKULDER		**118 357**	**173 422**

20230714217657

Rapport över förändringar i eget kapital

	Bundet eget kapital	*Fritt eget kapital*	
	Aktie-kapital	Balanserat resultat	Årets resultat
Ingående balans 2021-01-01	80	15 266	-9 578
Omföring resultat föregående år	0	-9 578	9 578
Transaktioner med ägare:			
Erhållet aktieägartillskott	0	20 000	0
Årets resultat	0	0	-14 492
Utgående balans 2021-12-31	**80**	**25 688**	**-14 492**
Omföring resultat föregående år	0	-14 492	14 492
Transaktioner med ägare:			
Erhållet aktieägartillskott	0	40 000	0
Årets resultat	0	0	-88 608
Utgående balans 2022-12-31	**80**	**51 196**	**-88 608**

20230714277658

Noter

Not 1 Redovisningsprinciper m.m.

Allmänna redovisningsprinciper
Årsredovisningen har upprättats enligt Årsredovisningslagen (1995:1554) och BFNAR 2012:1. Årsredovisning och koncernredovisning (K3).

Koncerntillhörighet
Närmast överordnade moderföretag, samt moderföretag för hela koncernen som upprättar koncernedovisning är Mister Spex SE med säte i Berlin. Företaget och dess samtliga dotterföretag omfattas av koncenredovisning som upprättas av det överordnade moderföretaget. Koncernredovisningen har upprättats och reviderats enligt lagstiftning som har tillkommit i enlighet med Europeiska gemenskapernas direktiv av den 13 juni 1983 om sammanställd redovisning (83/349/EEG) eller på likvärdigt sätt enligt Årsredovisningslagen 7 kap. 2§.

Det överordnade moderföretagets koncernredovisning kan beställas av Bundesanzeiger via www.bundesanzeiger.de

Koncernredovisning
Företaget är ett moderföretag men upprättar ingen koncernredovisning med hänvisning till undantagsregeln i Årsredovisningslagen 7 kap. 2 §.

Omräkning av poster i utländsk valuta
Fordringar och skulder i utländsk valuta har värderats till balansdagens kurs. Kursvinster och kursförluster på rörelsefordringar och rörelseskulder redovisas i rörelseresultatet medan kursvinster och kursförluster på finansiella fordringar och skulder redovisas som finansiella poster.

Koncernbidrag
Koncernbidrag som lämnas till dotterföretag redovisas som en ökning av värdet på andelar i koncernföretag. Övriga lämnade samt erhållna koncernbidrag redovisas som en bokslutsdisposition.

Skatt
Bolaget har skattemässiga underskott om totalt 105 019 739 (104 894 461) kronor men har valt att inte redovisa någon uppskjuten skattefordran på grund av osäkerhet kring om och när de kan utnyttjas mot framtida skattemässiga överskott.

20230714276S9

Not 2 Räntekostnader och liknande resultatposter

	2022	2021
Räntekostnader till koncernföretag	10 043	11 081
Övriga räntekostnader	0	13
Kursdifferenser	12 542	3 251
	22 585	**14 345**

Not 3 Andelar i koncernföretag

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	153 375	153 375
Årets anskaffningar	30 000	0
Utgående ackumulerade anskaffningsvärden	**183 375**	**153 375**
Årets nedskrivningar	-65 898	0
Utgående ackumulerade nedskrivningar	**-65 898**	**0**
Utgående redovisat värde	**117 477**	**153 375**

Not 4 Långfristiga skulder

	2022-12-31	2021-12-31
Förfaller senare än 5 år efter balansdagen	155 598	161 941

Not 5 Medelantal anställda

	2022	2021
Medelantal anställda	0	0

Not 6 Ställda säkerheter

	2022-12-31	2021-12-31
Andelar i koncernföretag	117 477	153 375
	117 477	**153 375**

Not 7 Väsentliga händelser efter balansdagens slut

Ett nedskrivningstest som utfördes i samband med upprättande av årsbokslutet har medfört en nedskrivning av finansiella tillgångar om 66mkr, vilket i sig medflört att det egna kapitalet per 31/12-2023 var förbrukat. Ett aktieägartillskott har erhållits om 75mkr under april 2023. Styrelsen har därfter låtit upprätta en kontrollbalansräkning per 26 april vilken granskats av bolagets revisor. Kontrollbalansräkningen utivsar att det egna kapitalet är åter intakt.

20230714276 60

Not 8 Nyckeltalsdefinitioner

Rörelsemarginal
Rörelseresultat i procent av nettoomsättningen

Justerat eget kapital
Eget kapital med tillägg för obeskattade reserver som reducerats med uppskjuten skatt.

Avkastning på eget kapital
Resultat efter finansiella poster i procent av genomsnittligt justerat eget kapital

Soliditet
Justerat eget kapital i procent av balansomslutning

Stockholm, 2023-06-09

Dirk Graber
Styrelseordförande

Mirko Alexander Caspar
Ledamot

Nils Vortman
Ledamot

Vår revisionsberättelse har lämnats 2023-06-15

Ernst & Young AB

Stefan Andersson Berglund
Auktoriserad Revisor

20230926007651

Building a better working world

Revisionsberättelse

Till bolagsstämman i Nordic Eyewear Holdings AB, org.nr 556928-3947

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Nordic Eyewear Holdings AB för räkenskapsåret 2022.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Nordic Eyewear Holdings ABs finansiella ställning per den 31 december 2022 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Nordic Eyewear Holdings AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen ansvarar även för den interna kontroll som den bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen för bedömningen av bolagets förmåga att fortsätta verksamheten. Den upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om att årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.
- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.
- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens uppskattningar i redovisningen och tillhörande upplysningar.
- drar vi en slutsats om lämpligheten i att styrelsen använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.
- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

Denna dokumentkopia är framställd av FYCO-SVMOG-3SMSS-YSSO7-WWBBV-EOUSM

20230926007555

Building a better working world

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens förvaltning av Nordic Eyewear Holdings AB för räkenskapsåret 2022 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman behandlar förlusten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Nordic Eyewear Holdings AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

Stockholm den dag som framgår av vår elektroniska underskrift

Ernst & Young AB

Stefan Andersson Berglund
Auktoriserad revisor

EFYCQ-8XMOG-3SMSS-YSSQ7-MWBBV-EQUSM
Penneo dokumentnyckel:

PENNEO

Signaturerna i detta dokument är juridiskt bindande. Dokumentet är signerat genom Penneo™ för säker digital signering. Tecknarnas identitet har lagrats, och visas nedan.

"Med min signatur bekräftar jag innehållet och alla datum i detta dokumentet."

STEFAN ANDERSSON BERGLUND
Undertecknare 1
Serienummer: 19640720xxxx
IP: 83.140.xxx.xxx
2023-06-15 11:13:20 UTC

BankID

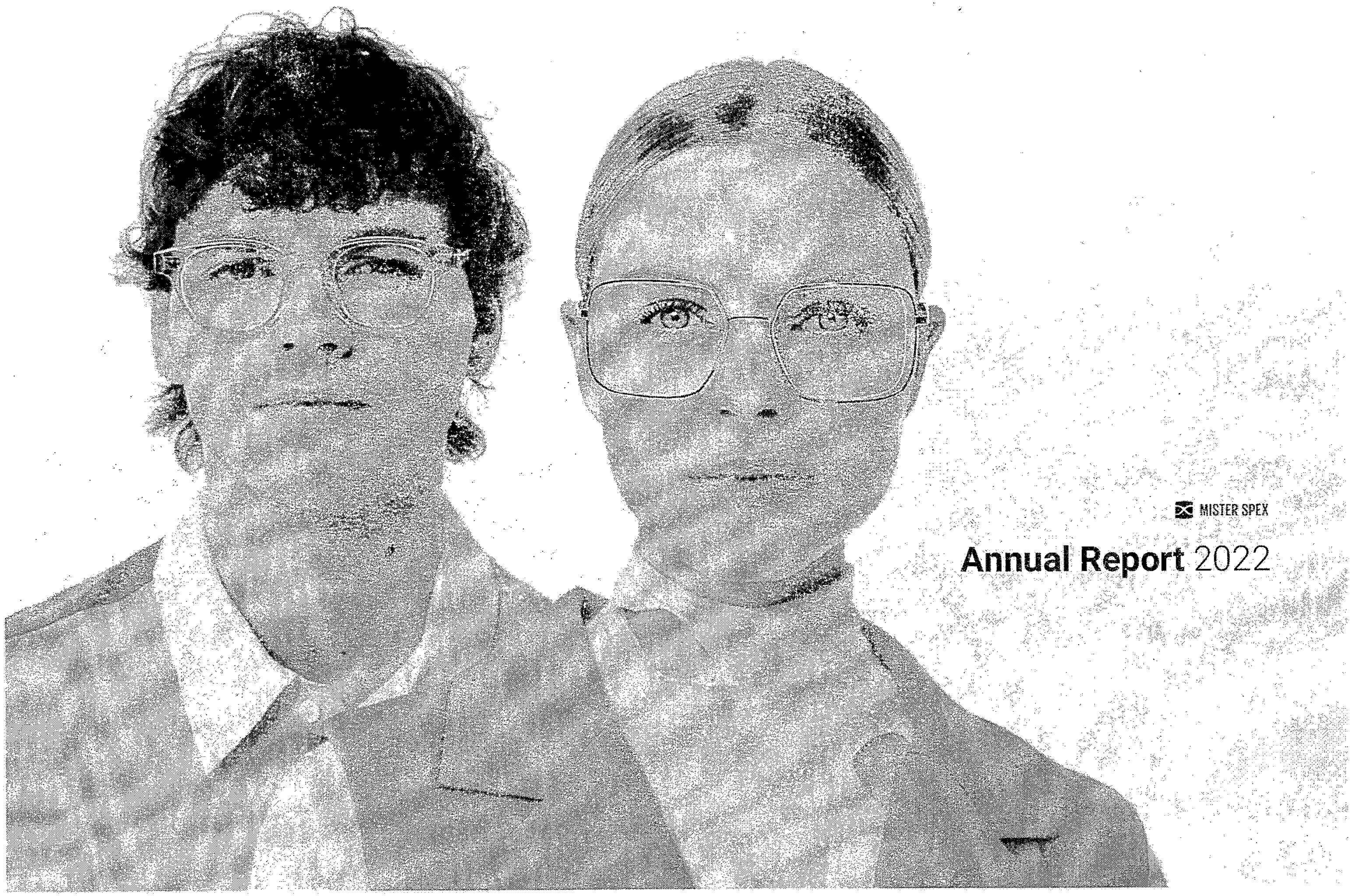
Penneo dokumentnyckel: EFYCQ-8XMOG-3SMSS-YSSQ7-WWBBV-EQUSM

20230926000757

Detta dokument är digitalt signerat genom Penneo.com. Den digitala signeringsdatan i dokumentet är säkrad och validerad genom det datorgenererade hashvärdet hos det originella dokumentet. Dokumentet är låst och tidsstämplat med ett certifikat från en betrodd tredje part. All kryptografisk information är innesluten i denna PDF, för framtida validering om så krävs.

Hur man verifierar originaliteten hos dokumentet
Detta dokument är skyddat genom ett Adobe CDS certifikat. När du öppnar dokumentet i Adobe Reader bör du se att dokumentet är certifierat med **Penneo e-signature service <penneo@penneo.com>** Detta garanterar att dokumentets innehåll inte har ändrats.

Du kan verifiera den kryptografiska informationen i dokumentet genom att använda Penneos validator, som finns på **https://penneo.com/validator**

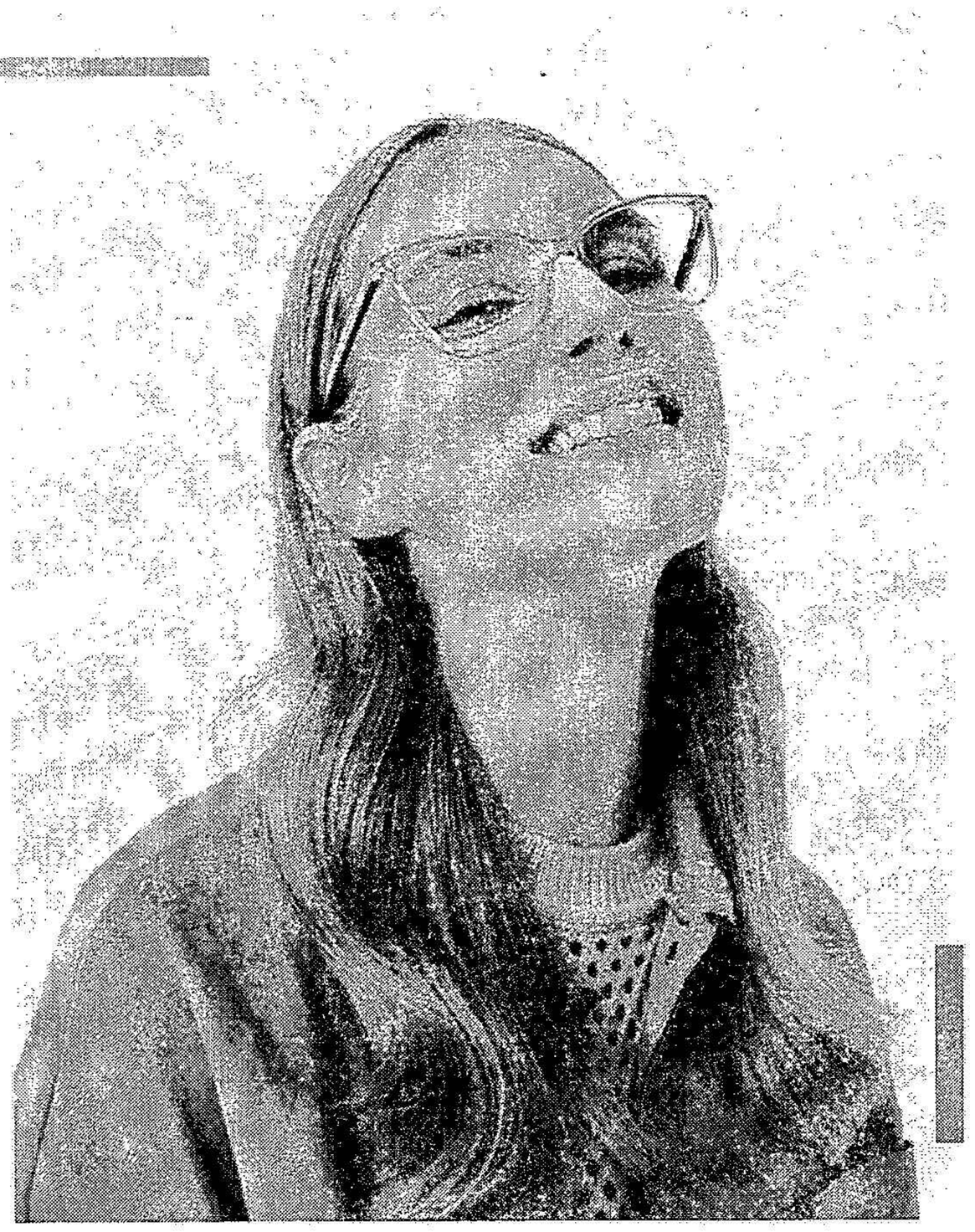


MISTER SPEX

Annual Report 2022

20231004012238

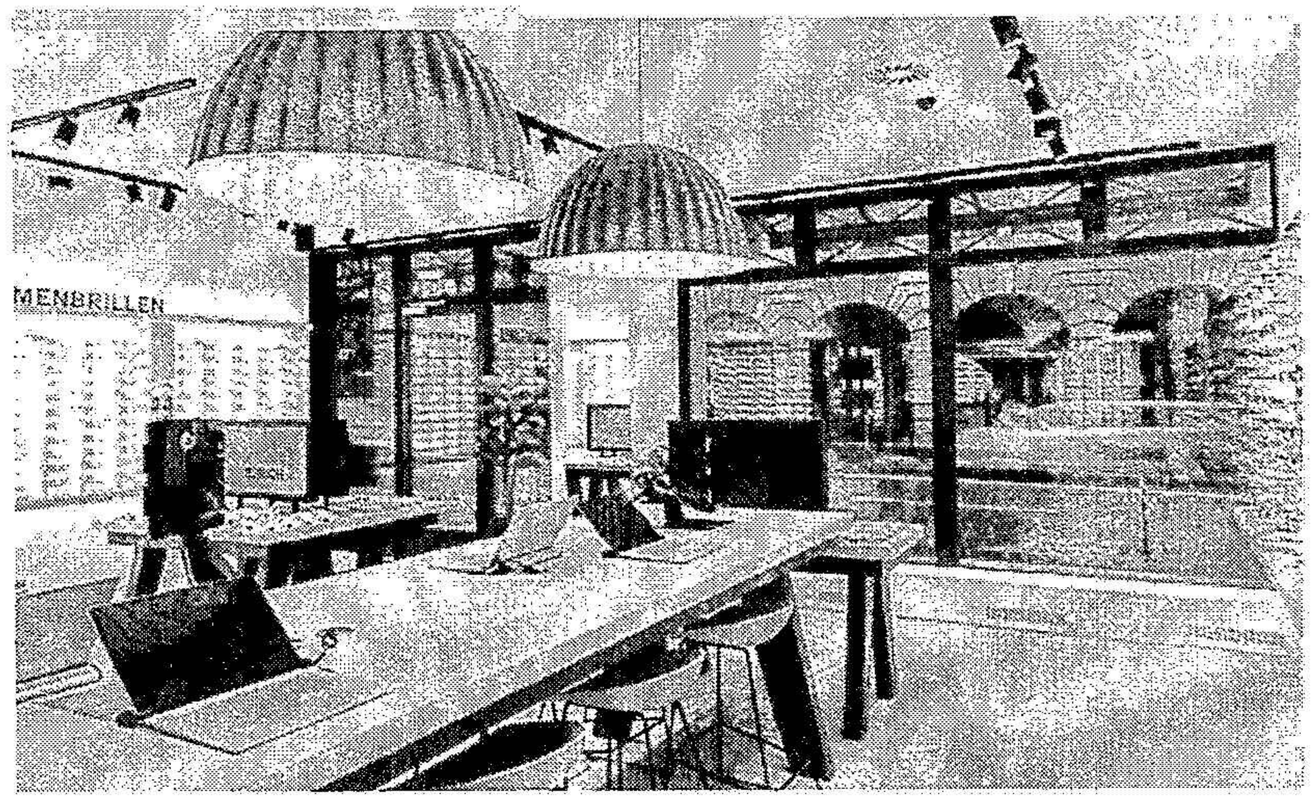
Looking back at 2022



Key Figures

in € k	1 Jan to 31 Dec 2022	2021	Change
Financial performance indicators			
Revenues	210,067	194,248	8%
Revenue by product category			
Prescription glasses	81,587	77,686	5%
Sunglasses (incl. prescription sunglasses)	59,670	50,156	19%
Contact lenses	64,917	61,824	5%
Miscellaneous services	3,893	4,582	-15%
Gross profit margin[1]	48%	49%	-60bp[2]
EBITDA	-11,974	-8,238	45%
Adjusted EBITDA	-8,289	4,149	>-100%
Financial position			
Cash flow from operating activities (in € k)	-20,842	-27,824	
Cash flow from investing activities (in € k)	3,751	-40,932	
Cash flow from financing activities (in € k)	-4,761	203,864	
Net debt (in € k)	-35,565	-69,109	
Non-financial performance indicators			
Active customers (LTM)[3] (in k)	1,734	1,706	2%
Number of orders[4] (in k)	2,304	2,208	4%
Average order value (LTM)[5] (in €)	89.8	85.9	5%
Number of employees (end of year)	1,330	1,179	13%
Number of stores	68	48	42%

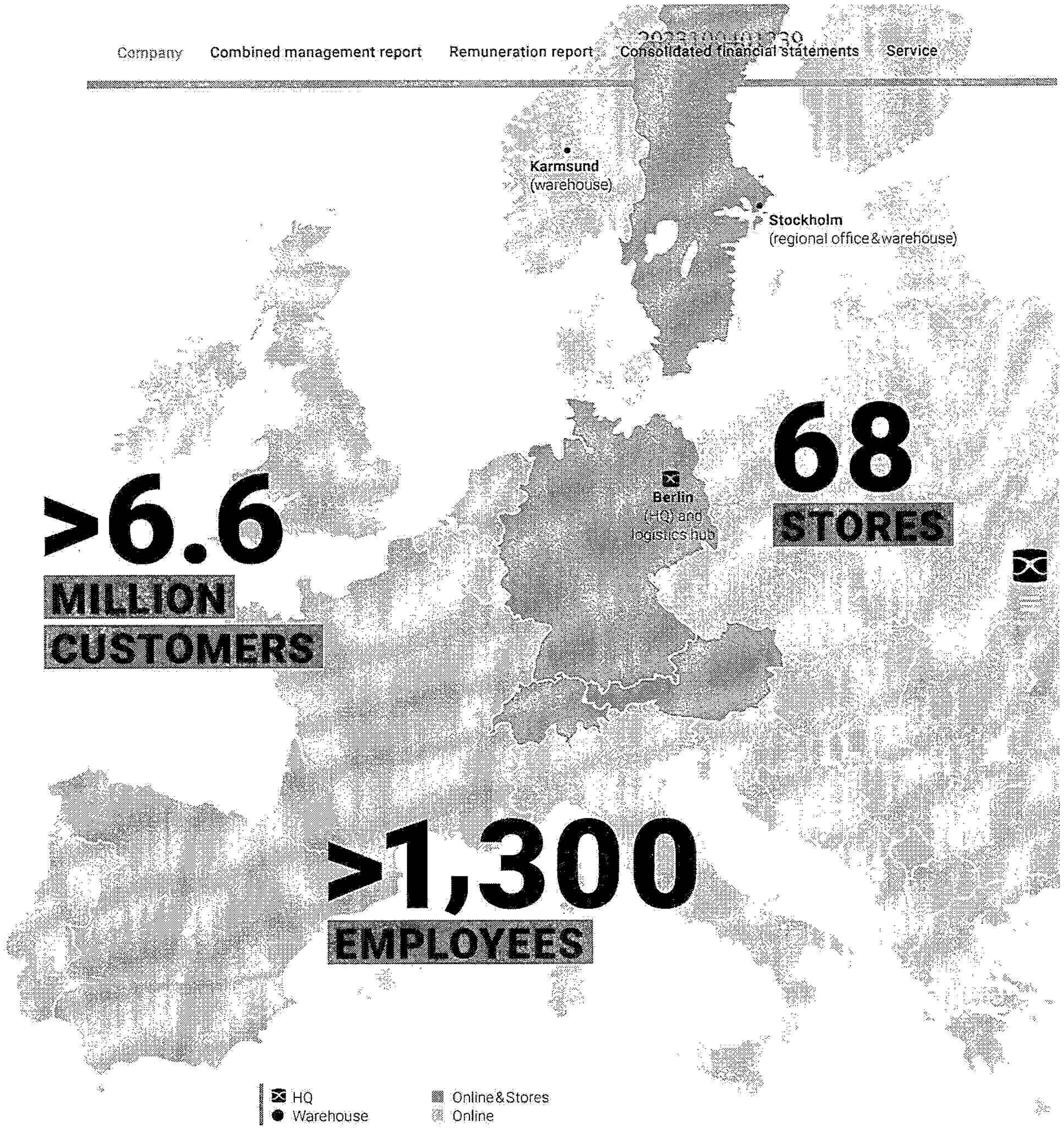
1 Management defines gross profit margin as the ratio of gross profit to revenue
2 bp = basis points
3 Customers who ordered in the last twelve months excluding cancellations
4 Orders after cancellations and after returns
5 Calculated as revenues divided by number of orders after cancellation and after returns, over the last twelve months



2022, 20 new stores were opened to further expand the local retail network.

We empower & inspire people to wear glasses with joy & confidence

The way to find the right glasses should be an easy, intuitive and innovative process for our customers. That is why we offer them smart solutions, information and services that enable a unique shopping experience and provide inspiration at the same time – both on- and offline. Because purchasing a pair of glasses should do one thing above all else: easy. We want our customers to wear their new glasses or sunglasses with joy and confidence.



2023100401240

Contents



#Interactive

Click

This table of contents is linked interactively – just like the menu on the right.

Home | Back

Menu | Forward

Company 5

Our company and brand 6
Our business model 7
Our operations and our store footprint 8
Our products 9
Our technology 11
Our customers 12
Our people and culture 13
Letter to shareholders 14
Report of the Supervisory Board 17
The Mister Spex share 24

Combined Management Report 26

Background of the Group 27
Economic report of the Mister Spex Group 35
Risks and opportunities 43
Outlook 49
Acquisition-relevant information according to Secs. 289a (1), 315a (1) HGB 50
Group statement on corporate governance 58

Remuneration report according to Sec. 162 AktG 69

Overview of the remuneration system for the Management Board 70
Remuneration of the Supervisory Board 79

Consolidated financial statements 83

Consolidated statement of comprehensive income 84
Consolidated statement of financial position 85
Consolidated statement of changes in equity 86
Consolidated statement of cash flows 87
Notes to the consolidated financial statements 88

Other information and services 128

Responsibility statement by the Management Board 129
Independent auditor's report 130
Financial calendar 137
Imprint 137
Disclaimer 137



Company

Our company and brand	6
Our business model	7
Our operations and our store footprint	8
Our products	9
Our technology	11
Our customers	12
Our people and culture	13
Letter to the shareholders	14
Report of the supervisory board	17
Mister Spex Share	24

20231004012242

Our company

As a driver of digital transformation always putting the consumer needs and wishes in the centre of all our efforts, Mister Spex has played a key role in shaping the optical retail industry since its foundation in 2007. Today, our company is the leading digitally anchored omnichannel optical retail brand in Europe offering an inspiring and unique shopping experience across both channels. We serve our over 6.6 million customers to find their perfect pair of eyewear by operating online shops in ten countries, more than 60 retail stores in Germany, Austria, Sweden and Switzerland, and a nationwide network of over 350 partner opticians. By combining technologically advanced solutions and smart services with our optician expertise and an extensive and diverse product range, Mister Spex stands for a new, **contemporary way of buying glasses** ever since. We challenge ourselves every day to improve our customers journeys to its possibly best – so they can wear their glasses with joy and confidence and focus on the things that truly matters to them. The fact that we are successful in this is also reflected in our financial figures: Since year one, we have been consistently growing. In the fiscal year 2022, we were able to increase sales by 8% to € 210 million, with an adjusted EBITDA of € –8.3 million. Mister Spex has once again demonstrated strong growth, even in a very challenging market environment.



Our vision

We believe that finding the right glasses should be an easy, intuitive and enjoyable process for our customers. We want our customers to buy and wear their new glasses or sunglasses with joy and confidence.

Mister Spex is the leading digital-driven omnichannel optical brand in Europe.

With Mister Spex, our customers find the perfect match, for every face and the perfect lens for every eye, everywhere. **With ease, style and expertise.**

Our brand

Finding the perfect pair of glasses for one's own very personal look should be an easy, intuitive and joyful experience that is not limited by location, time or assortment. That's why we at Mister Spex enable our customers to find their perfect match with ease, style and expertise by offering them everything they need for their individual shopping journey. As the pioneering optical retail brand in Europe we unite intuitive experience, style competence and optician expertise – always looking for **new and better solutions** to make the buying process even easier and more satisfying.

20231004012743

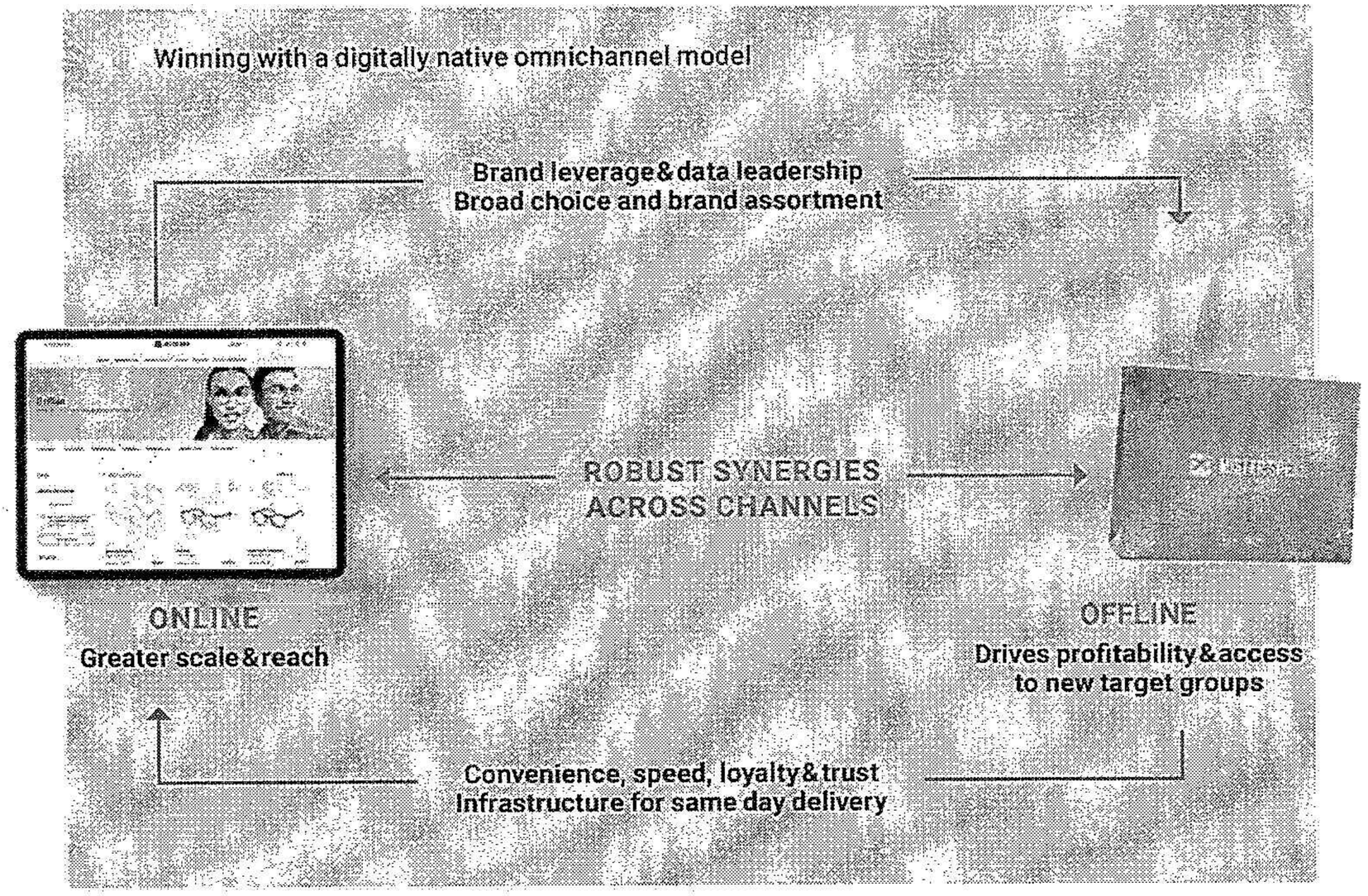
Our business model

Mister Spex impresses with its multi-award-winning, digitally anchored omnichannel concept with that **seamlessly links online and offline offers.** The advantage of our approach lies in the balanced strengthening of both channels, which creates valuable synergies.

Thanks to the data- and technology-driven core of our business model, we are continuously gathering valuable insights into the needs of our customers, thus developing a deep understanding of the market, which, in turn, forms the basis for constant optimization our services and offers.

We are also expanding our target groups through our offline offers. With a digitally anchored purchase process and a high proportion of educational and engaging formats, new customers in the stores are introduced to the online purchase process step by step, resulting in a very high repurchase rate via the online shop. The online and offline businesses complement each other, create valuable synergies and thus contribute significantly to the success of Mister Spex.

Winning with a digitally native omnichannel model





We combine multifunctional online offers with all the services of a brick-and-mortar optician.

Shopping experience

Depending on personal or situational preferences the Mister Spex shopping experience can be completely online or offline or a mixture of both. While most customers start their journey accessing our website on their mobile devices, others prefer the special retail experience in one of our stores. But whether digital or in person – at the end of the journey every one of our costumer leaves satisfied with the **perfect pair of eyewear.**

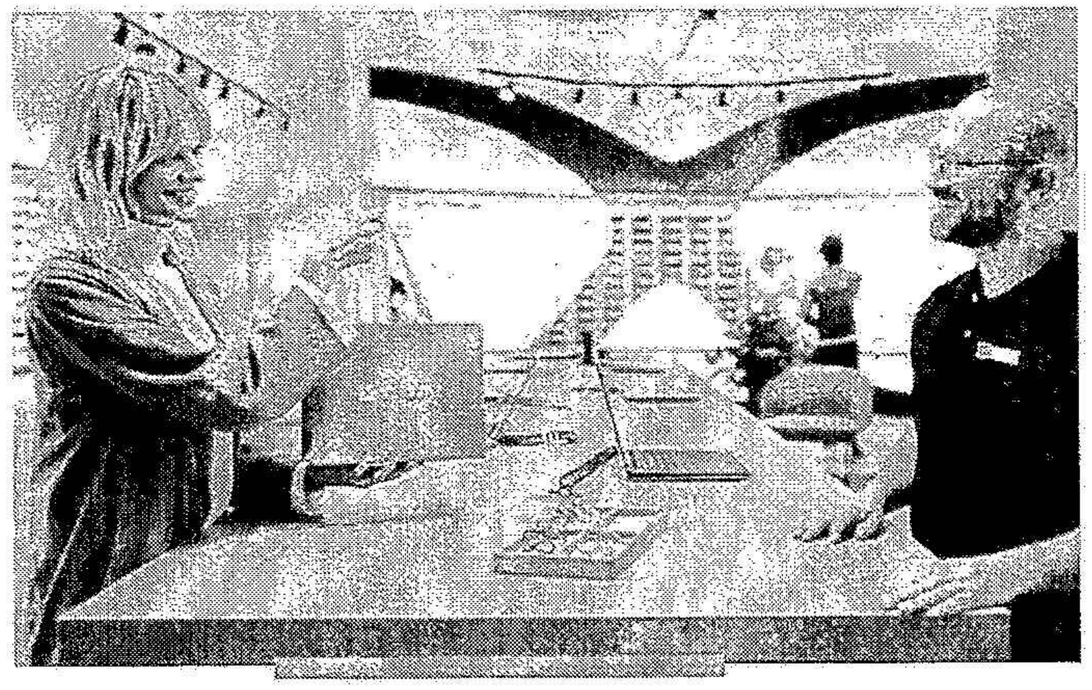
202310040124

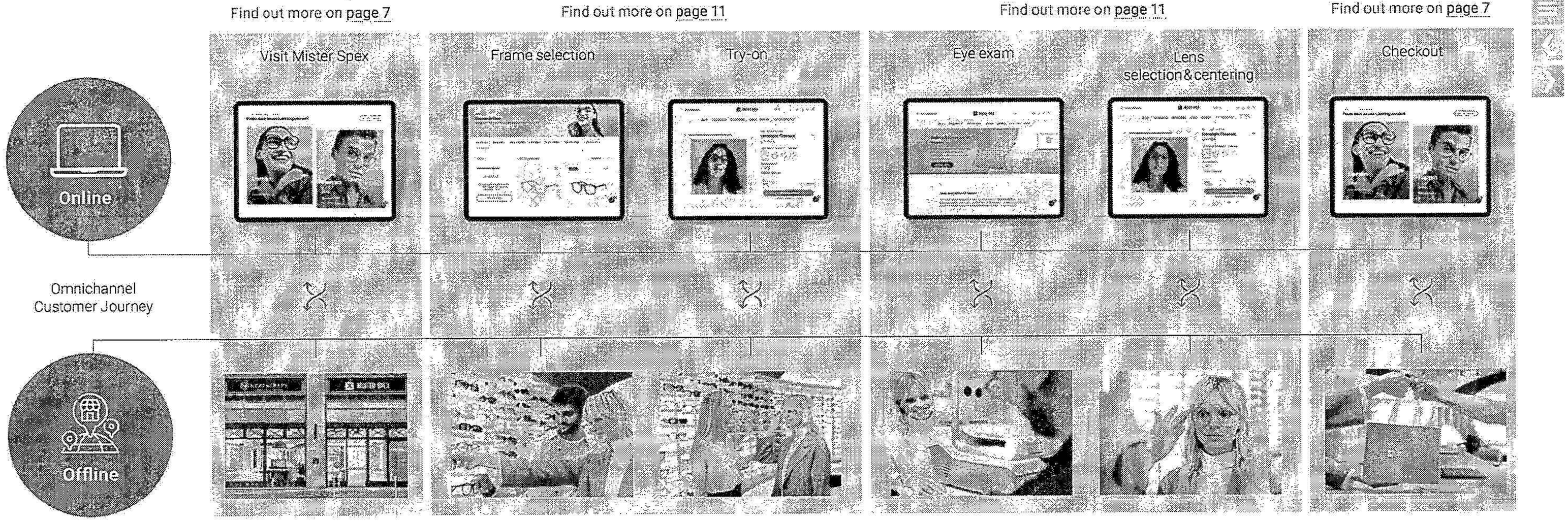
Our operations and our store footprint

In addition to our online shop our customers also enjoy shopping eyewear and great services in more than 60 Mister Spex stores and at over 350 independent partner opticians. Our stores are mainly located in highly frequented sites of **major metropolitan areas in Germany**, but also can be found in main shopping streets or major local shopping malls in Austria, Switzerland and Sweden. Our partner network is spread across the DACH region (Germany, Austria, Switzerland) as well as the Netherlands and Sweden with opticians' shops inside and outside the major cities.

We operate **three distribution centres** across Europe. Mister Spex's largest distribution centre is located in Berlin, Germany and includes an edging and mounting lab, in addition to that, there are two smaller distribution centres in Stockholm, Sweden, and Karmsund, Norway to serve local markets.

- One customer experience
- One customer account&database
- One technology stack





20231004012345

Our products

At Mister Spex, we believe in choice. Our customers have access to an extensive range of over 170 attractive premium and luxury brands, trendy independent labels and high-quality own labels, as well as selected designer and influencer collaborations. A wide range of contact lenses and care products from all major manufacturers complete our diverse range, which is unique in Europe.



Sunglasses

Sunglasses are much more than just protection for the eyes. They can be the finishing touch that completes and accentuates one's outfit and helps to emphasize one's individuality. At Mister Spex, we offer a great variety of both third-party brands and several own brands, available at attractive prices and for every budget. Our range also incorporates prescription sunglasses as well as polarized and mirrored sunglasses.



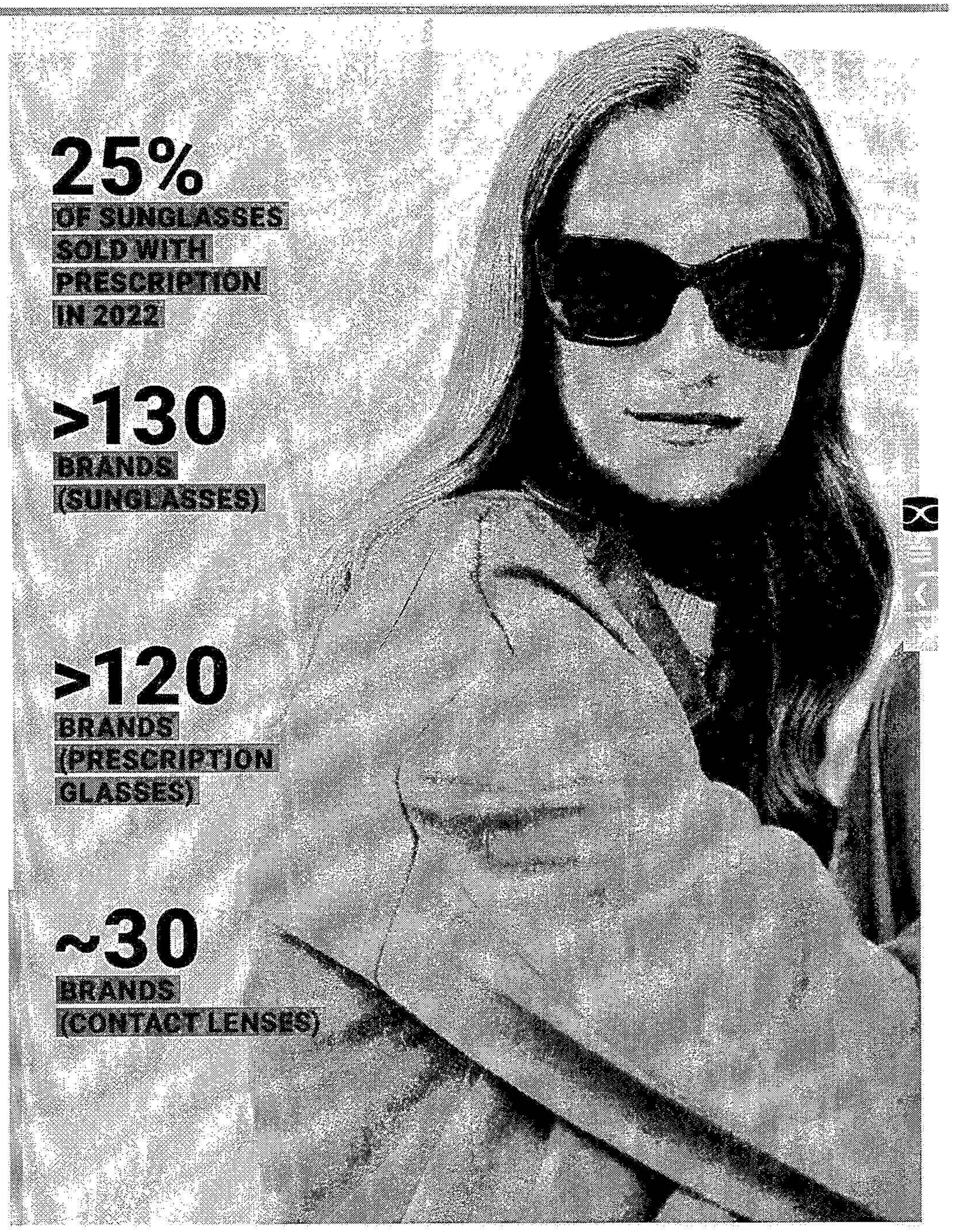
Prescription glasses

Prescription glasses are a fashion accessory, statement piece and medical device all in one. That's why we provide not only the latest trends and frames, but also sound optician expertise and high-quality lenses. Our range of lenses includes premium fully coated single vision and varifocal lenses as well as non-prescription (Plano) lenses. In addition, our customers can choose among various upgrades such as a blue-light filter, photochromic lenses or an extra lotus effect for ultimate grease and water repellence.



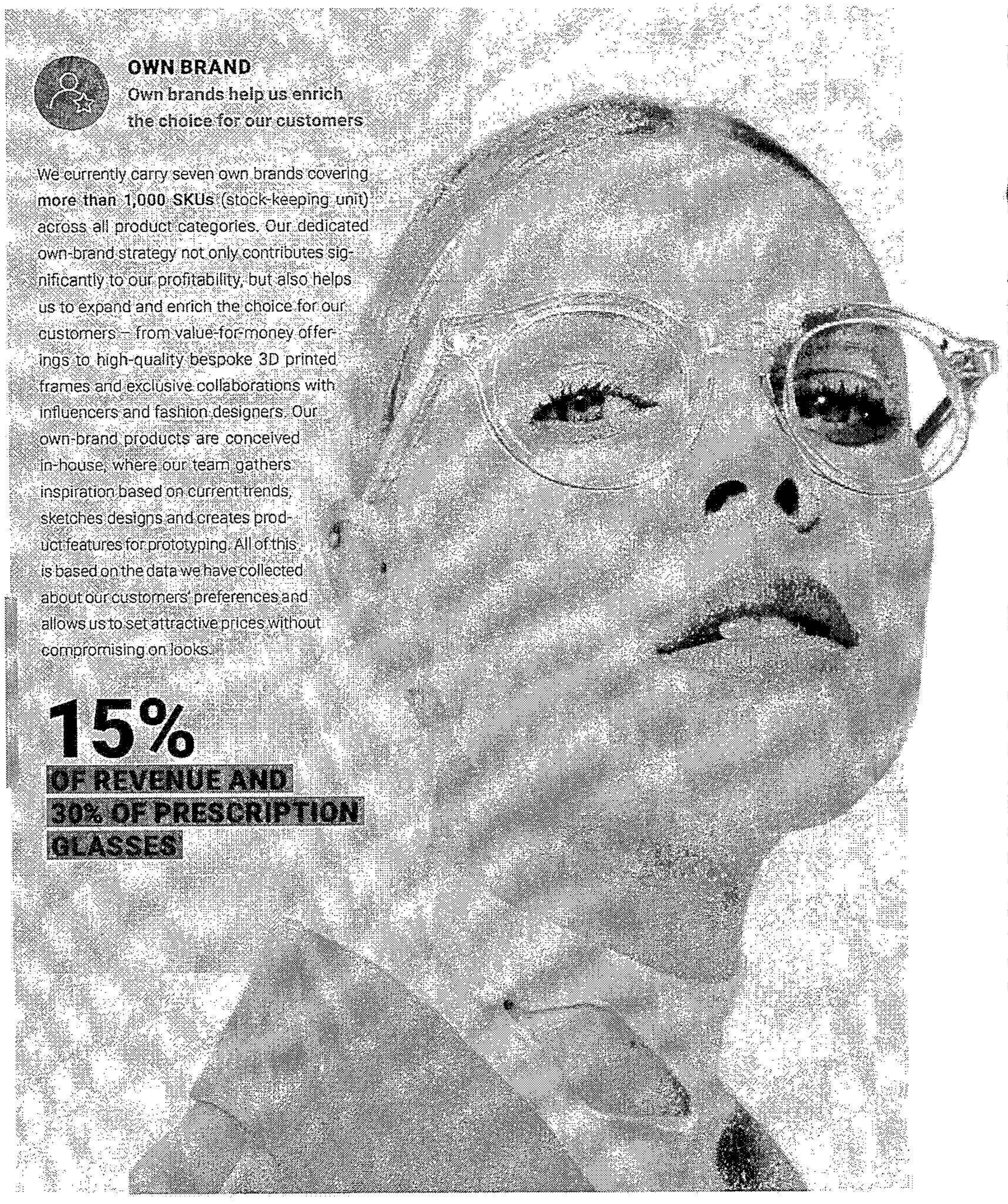
Contact lenses

Mister Spex SElls its own brand of contact lenses as well as third-party contact lenses; this allows us to present our customers a truly comprehensive range of vision aids. Contact lenses cover daily, monthly and weekly lenses as well as daily and night lenses.



20231004012246

Zooming into some of our product groups



OWN BRAND

Own brands help us enrich the choice for our customers

We currently carry seven own brands covering **more than 1,000 SKUs** (stock-keeping unit) across all product categories. Our dedicated own-brand strategy not only contributes significantly to our profitability, but also helps us to expand and enrich the choice for our customers – from value-for-money offerings to high-quality bespoke 3D printed frames and exclusive collaborations with influencers and fashion designers. Our own-brand products are conceived in-house, where our team gathers inspiration based on current trends, sketches designs and creates product features for prototyping. All of this is based on the data we have collected about our customers' preferences and allows us to set attractive prices without compromising on looks.

15%

OF REVENUE AND 30% OF PRESCRIPTION GLASSES

BOUTIQUE

Home for luxury and independent eyewear brands in Europe

At Mister Spex, we aim to become the leading omnichannel **home for luxury and independent eyewear brands** in Europe. Our online shops and every Mister Spex store carries a wide range of boutique brands based on the local needs and purchasing behaviour. In addition in December 2022, Mister Spex opened its first flagship store in Cologne, Germany. The store features the first "Mister Spex BOUTIQUE" floor, which focuses exclusively on the presentation of luxury brands and independent labels – with around 30 luxury brands and 700 different products.

13%

OF REVENUE WITH ~40% GROWTH

SUSTAINABLE BRANDS

Together with our customers, suppliers and partners we are moving toward a more sustainable ways of eyewear fashion

We take responsibility and want to make **eyewear fashion more sustainable.** This puts us in line with the demands of our customers, who are increasingly willing to change their shopping behaviour in order to reduce their environmental impact. To this end, we are constantly expanding our range to include exciting brands with sustainably manufactured products. By the end of 2022, we had more than 750 prescription glasses and sunglasses from 30 brands that are considered eco-friendly. Four third-party brands of that (Stella McCartney, EOE, Sea2See, Botaniq) even achieve a sustainability score of 100% as they only use recycled or recyclable metal, bio acetate and recycled plastic for production. In 2019, Mister Spex has launched its first own 100% sustainable brand, CO CO, which was expanded in 2020 by an exclusive designer sub-collection "Marcel Ostertag x CO CO".

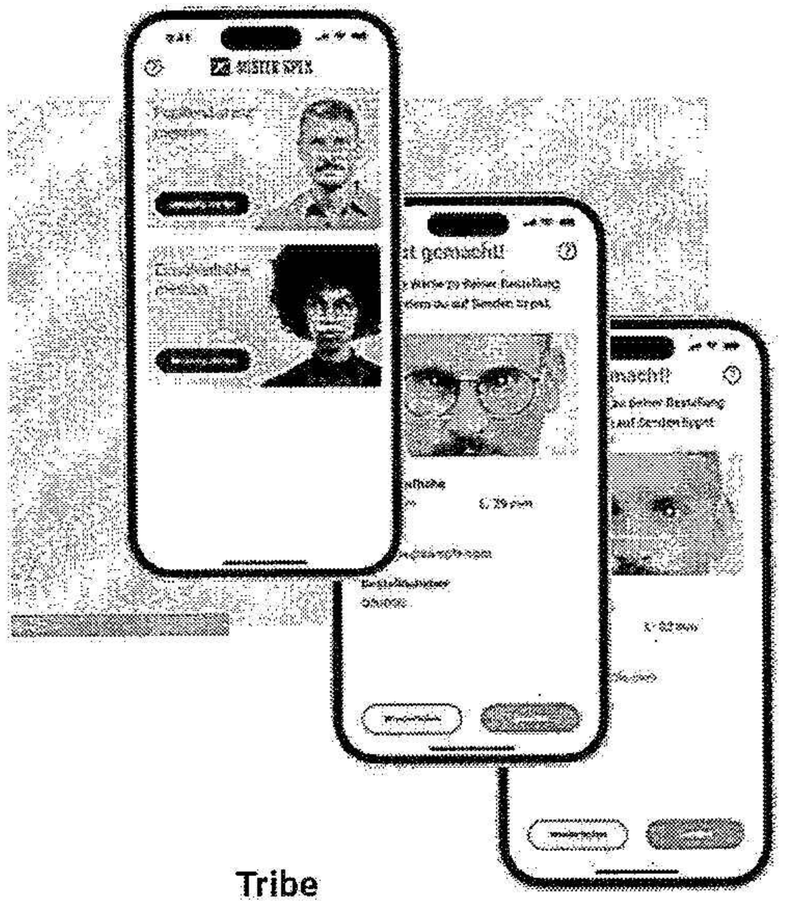
>750

PRESCRIPTION GLASSES AND SUNGLASSES FROM 30 BRANDS CONSIDERED SUSTAINABLE

20231004012247

Our technology

Based on our extensive tech and data expertise we offer numerous digital features that support and empower our customers to make personal purchasing decisions that best fits their personality and individual needs: from different filters and a virtual 3D try-on to frame size recommendation, an online eye exam and many more. We are constantly **investing in innovations and technical solutions** to expand our digital services, leveraging evolving state-of-the-art technology and giving our customers the maximum flexibility in finding their individual look with joy and ease.



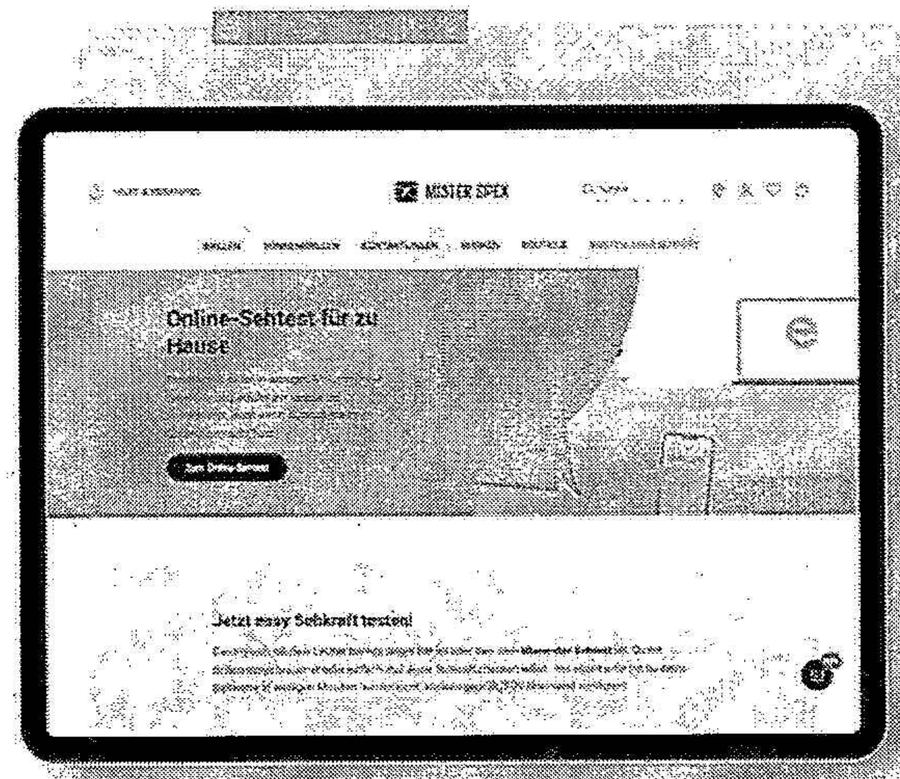
Tribe

In October 2020, we acquired a minority stake in Tribe, a Berlin-based deep tech company focused on AI-based applications that significantly enhance the customer experience when buying glasses. In 2022, we acquired the remaining shares in Tribe. Together we will develop **new, innovative functionalities to make buying glasses even easier and more innovative**.

Frame size recommendation

To navigate through the large range of prescription glasses and sunglasses to find the perfect pair we offer frames size filters combined with a unique proprietary size recommendation based on our extensive database to match frames and the customer's face parameters. Our customers love it because they find their **perfectly fitting frame faster than ever before**.



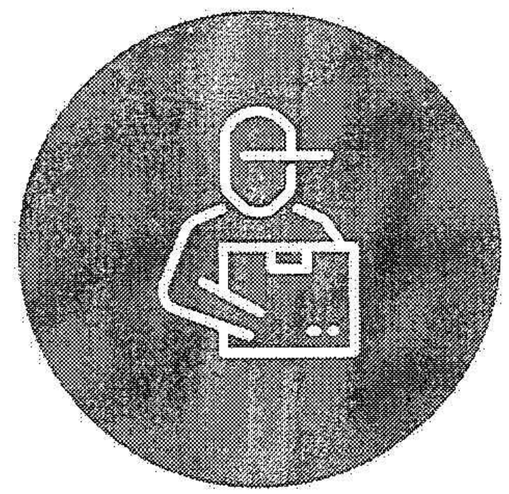


Online eye test

Since the launch of Germany's first online eye test in April 2020, a ten thousands of Mister Spex customers have successfully used it. Meanwhile, the service is also available in Austria, Switzerland, the Netherlands and Sweden, addressing spectacle and contact lens wearers aged 18 to 45 with visual impairments in the single vision range between –10 and +10 dioptres. The online eye exam was developed by the Dutch TÜV- and CE-certified software company easee and clinically tested at the Utrecht Medical Centre.

Logistics

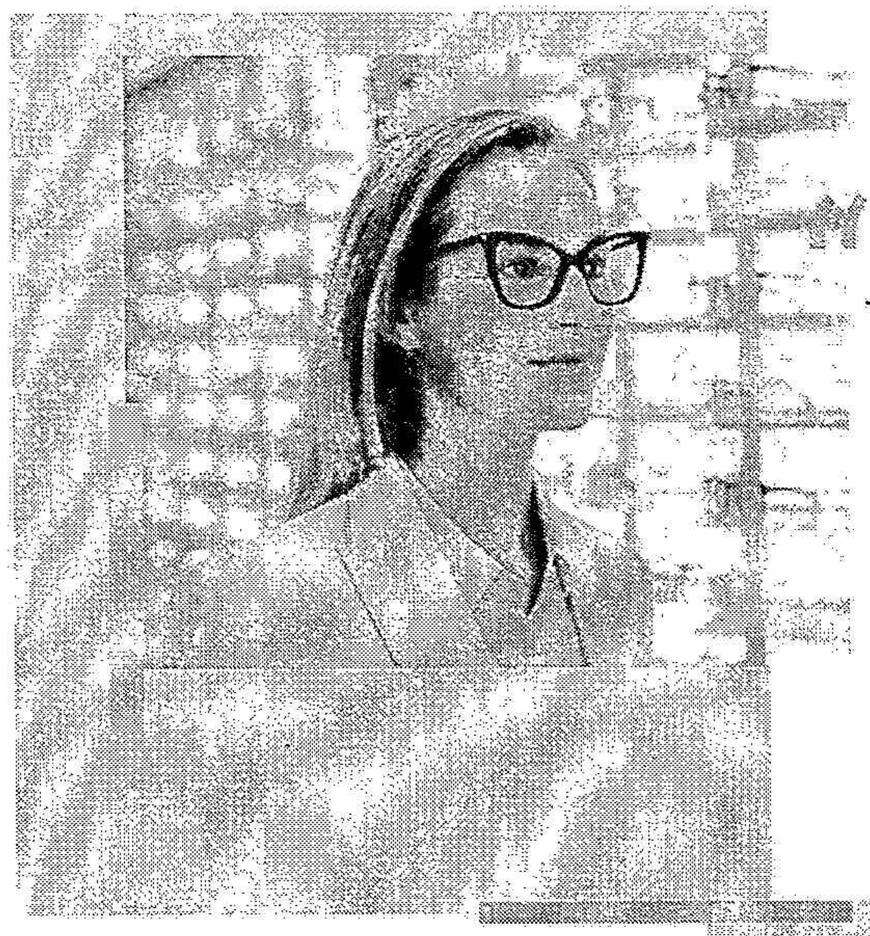
Three distribution centres in Europe ensure that our customers receive their desired goods quickly. Our **largest distribution centre in Berlin** is a 10,000 square metre logistics centre. With an estimated capacity utilisation of 65% in 2022, it provides sufficient capacity for the further expansion of our business activities. From there, we ship up to 20,000 orders per day. At this facility, we operate an integrated supply chain for glazed prescription (sunglass) eyewear, including our own lens cutting and assembly. This supply chain not only includes stock for more than 15,000 different models presented on the website, but also stock lenses. With these stock lenses, state-of-the-art edging machines and qualified staff we can produce over 4,000 ready-glazed frames per day, with the majority being finalized for delivery within one to two days.



UP TO
20,000
SHIPPED ORDERS PER DAY

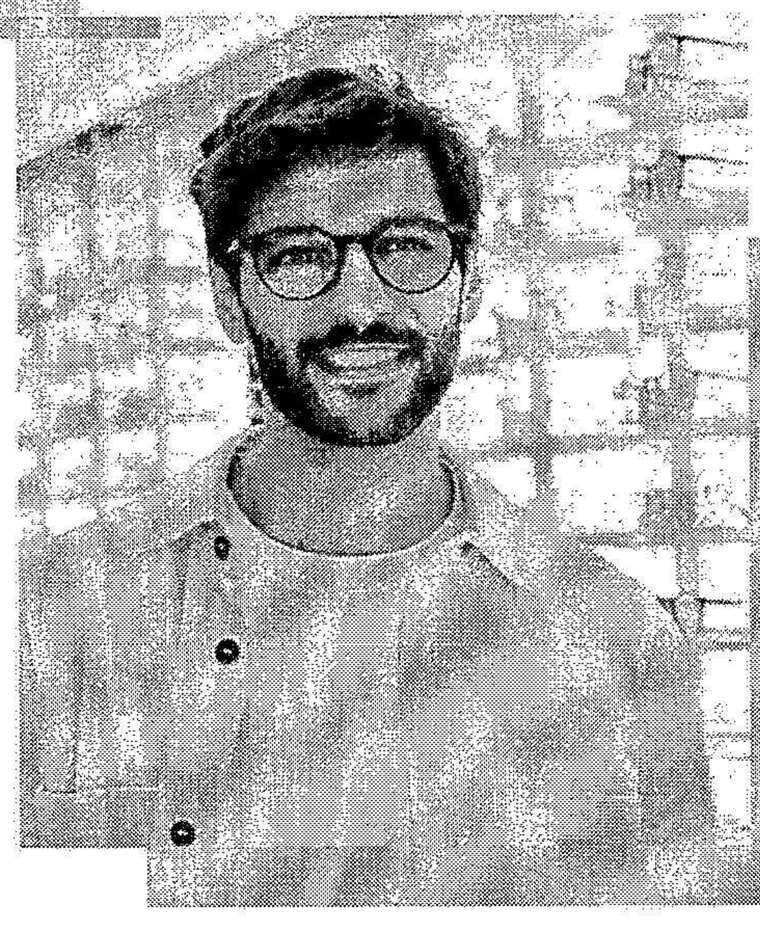
65%
UTILIZATION RATE

20231004012148



I love glasses! They are a fashion accessory I wear to express my personality."

ALEX
Eyewear lover



"I have a lot of trouble finding glasses that suit me as I'm very picky. Therefore, I need to be taken by the hand."

MARKUS
Urban professional

Our customers

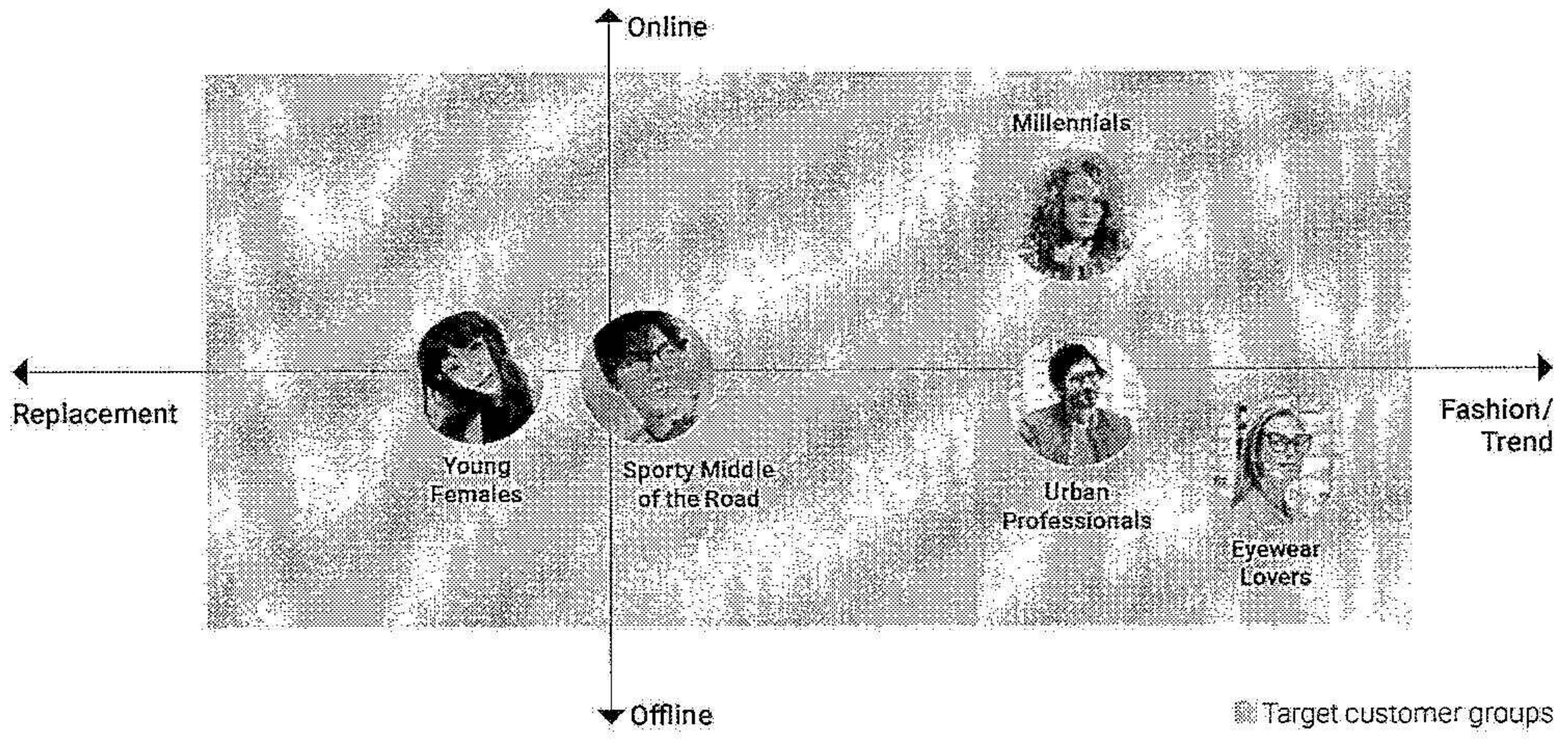
Throughout history, eyewear has often been a necessary, often annoying and probably not always appealing element to see things more clearly. Over time, the need for self-expression and aesthetics combined with an intuitive and joyful shopping experience became the requirement for a new generations of spectacle wearers – making glasses the most fashion forward medical equipment of today. That is why Mister Spex is a story about **simplifying a customer's journey by bringing together style, ease and expertise** helping millions of people in finding their right frame.

The typical Mister Spex customer cannot necessarily be categorised by age, income or demographic characteristics – even though the majority of our customers are female and between 25 and 39 years old. What they all have in common is to find a pair that is more than a medical device, expresses their personality, to find joy in the process. They want to feel confident with their new eyewear in the end. And therein lies the core of our brand promise.

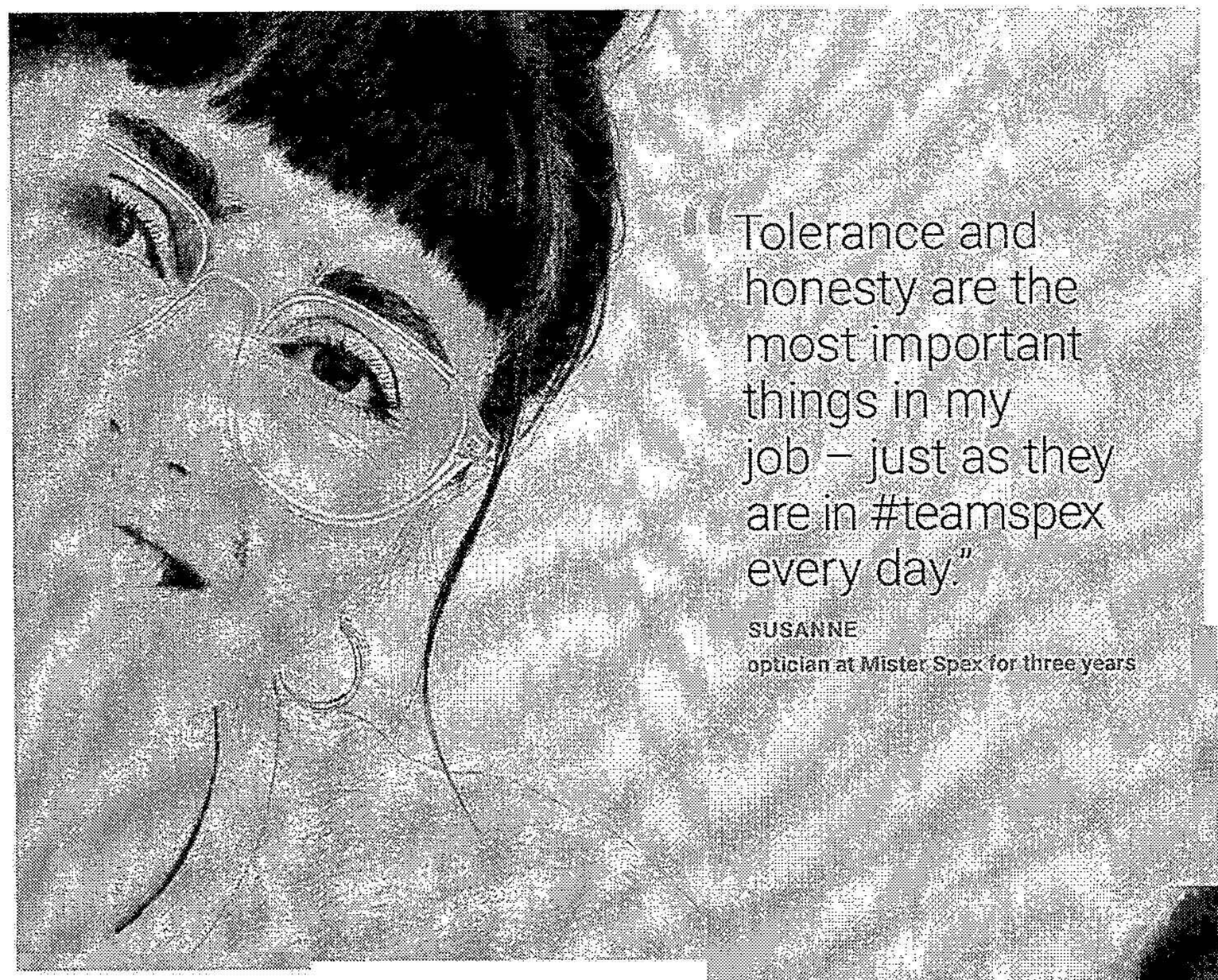
At Mister Spex, we offer great value to our customers by combining a wide range of products and competitive prices with outstanding customer service and industry expertise, the convenience of a nationwide store network and first-class websites.

We have segmented a core target group of around 16 million fashion and digital-savvy eyewear customers in Germany. However, the spill-over into other customer groups due to the appeal of our offerings is already significant.

Mister Spex targets a wide group of relatively brand and online affine customers



20231004012A9



"Tolerance and honesty are the most important things in my job – just as they are in #teamspex every day."

SUSANNE
optician at Mister Spex for three years

Our people and culture

With our targeted digitalisation strategy, we have significantly changed an entire industry and established a new way of buying eyewear. Our strong team of **unique and skilled people** optimally combines contemporary e-commerce solutions and traditional brick-and-mortar retail. This success has come hand-in-hand with our rapid growth and makes us one of the most innovative employers in the industry.

Our five corporate values are the cornerstones of our overall mindset, and how we want to work together at Mister Spex and develop our company and ourselves individually.

1. **We win as a team**
2. **We take ownership**
3. **We stay hungry**
4. **We are open and give&take feedback to learn**
5. **We respect each other**

Every day we inspire our customers to find their new glasses with joy and confidence – no matter when, no matter how, no matter where. To do this, we often break new ground. As an employer, we also regularly question our actions, always with the aim of supporting our teams in the best possible way to combine work and private life well und meaningfully. As a digitally driven and value-oriented company, it is important to us to create a sustainable working environment. We therefore incorporate the wishes of our employees into our decisions. This results in the following cornerstones to which we align our everyday working life:

1. **A maximum of flexibility and personal responsibility**
2. **Consideration of individual needs and wishes**
3. **Focus on the individual and their development**
4. **Space for personal contacts and events**

"Innovative processes and a constant learning process have been with me at Mister Spex for years now – and I don't want to miss them any more."

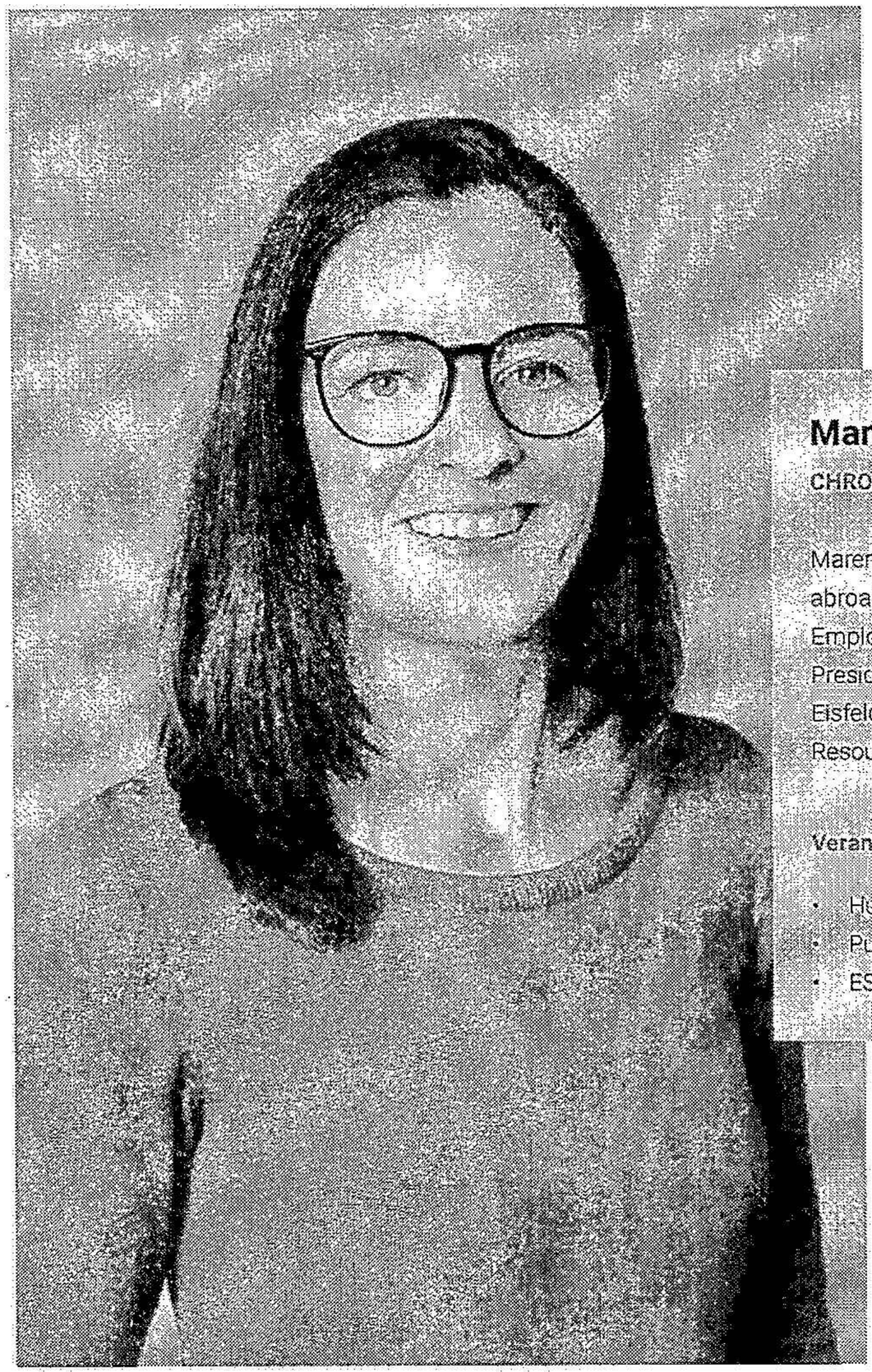
ANDREAS
Specialist Logistics Processes at Mister Spex for five years



1,330
NUMBER OF EMPLOYEES

34
AVERAGE AGE OF EMPLOYEES

Close ⊗



Maren Kroll

CHRO

Maren held various human resources roles and gained experience in working abroad, before joining Zalando as the Global Head of People Development & Employer Branding and Head of HR Technology. In 2017 she became Vice President Human Resources at Harry's Inc. located in New York, London and Eisfeld, Germany. In January 2020 Maren joined Mister Spex as Chief Human Resources Officer.

Verantwortungsbereiche:

- Human Resources
- Public Relations
- ESG

20231004012S1

Sweden and Switzerland. Mister Spex launched its online shop in Switzerland back in March 2015 with local partner optician program in the same year, and as of November we have strengthened our customer value proposition with the opening of a new store.

In **December 2022**, we have opened our largest store to date. On two floors and a total of 400 square meters, Mister Spex has presented its first flagship store in Cologne's city centre. The ground floor includes a comprehensive range of glasses and sunglasses from our own brand collections and popular brands plus a wide assortment of contact lenses. On the second floor, the flagship store features the first "Mister Spex BOUTIQUE" area, with the sole focus on Luxury brands and independent labels. With around 30 luxury brands and 700 different products, the range on this floor alone is comparable to the size of the total range in other Mister Spex stores. This marks the 68th store for Mister Spex.

2022 Financial results

Despite soaring inflation, geopolitical uncertainty and slowly declining consumer sentiment, in **Q1** we grew by 6% and were able to increase the number of active customers by 7% to 1.7 million.

We finished **Q2** with 8% growth, while throughout the quarter we have witnessed worsening in external conditions, namely higher inflation, further deteriorating consumer confidence and for the first time in many years negative market growth in prescription glasses. All of this combined, forced us to correct our outlook in September 2022. At that time we have initiated an efficiency program "Lean 4 Leverage". The program is based on three pillars, first, Mister Spex will focus on its core markets to increase profitability. Second, we aimed to further optimise price, mix and margin through a variety of measures including selected prize increased, controlled promotion and focused targeting of high value customer segments. Third, is focusing closely on personnel costs, particularly overhead, to improve profitability and protect our solid cash position.

In **Q3** we have continued to observe complicated geopolitical and macroeconomic environment which has weighted down on consumer sentiment even further. Nonetheless, we have delivered strong revenue growth of 18% significantly outperforming the market which has declined by 11%[6] and at the same time we have continued the execution of "Lean 4 Leverage" program.

In **Q4** we have achieved –2% growth, therefore resulting in € 210 million for the year or 8% growth year-on-year. Adjusted EBITDA amounted to € –8.3 million. Therefore, we have reached the adjusted outlook for the fiscal year 2022, as given on 5 September 2022.

Our strategic vision and purpose

We believe that finding the right glasses should be an easy, intuitive and enjoyable process for our customers. That is why we offer a number of solutions and additional information and services that enable a unique, trusted shopping experience while providing inspiration at the same time – both online and offline. We want our customers to buy and wear their new glasses or sunglasses with joy and confidence.

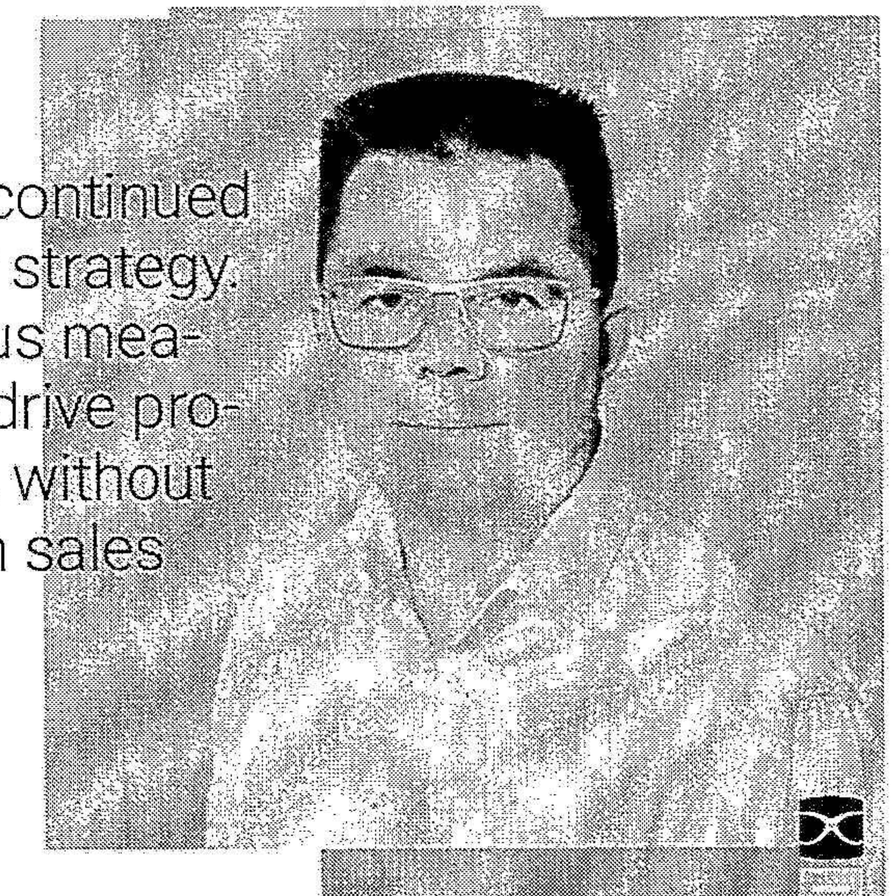
Our Purpose guides the way we do business every day, from our strategy, values and behaviors, to the products we offer, the experiences we create and the topics we care about.

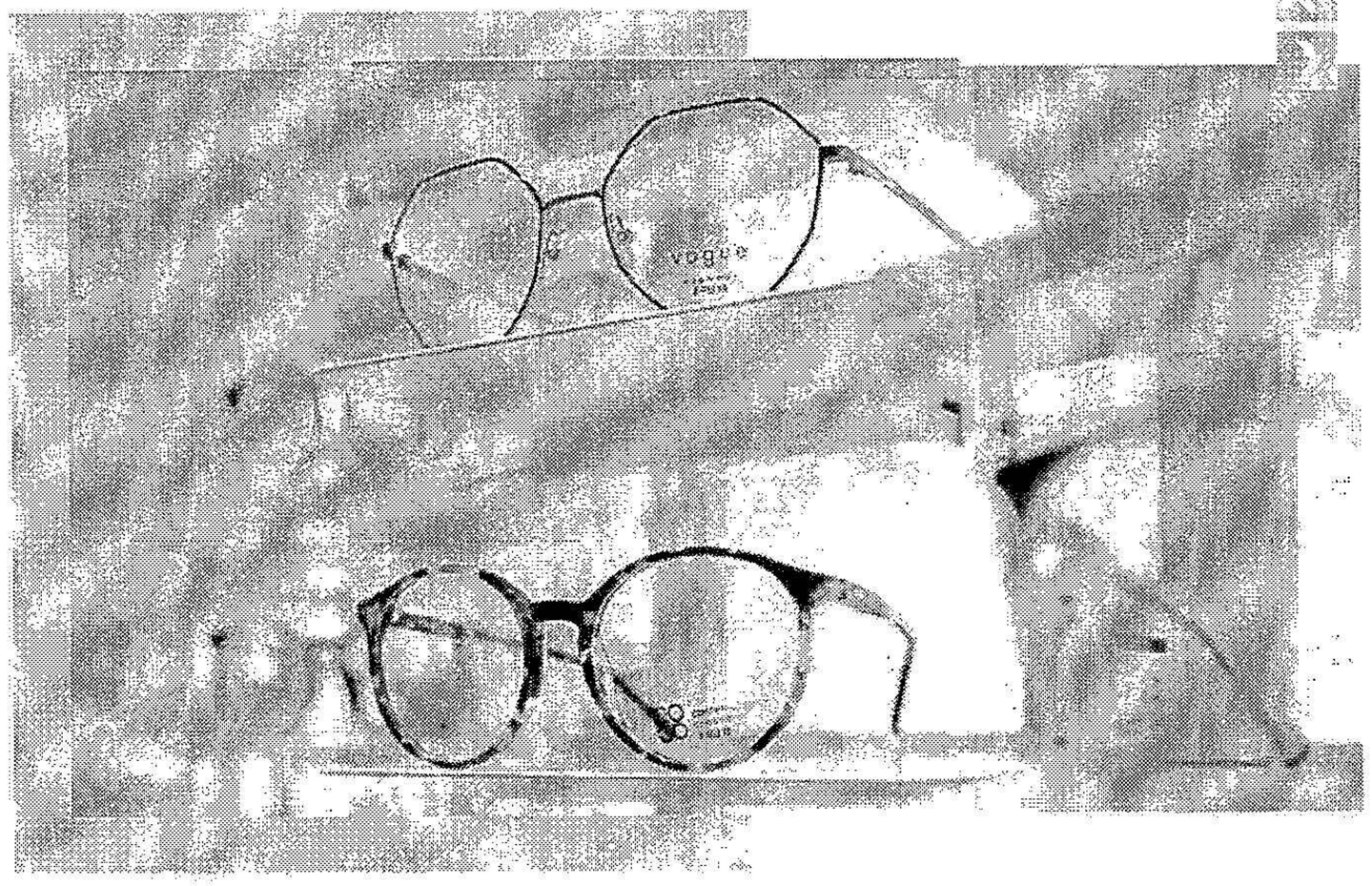
The perfect frame for every face – with ease, style and expertise, so you can focus on what matters with confidence!

As part of our DNA, we focus on the customer experience and always start with data. By now we have the largest pool

"In 2022 we have continued to execute on our strategy. We have numerous measures in place to drive profitability midterm, without compromising on sales growth."

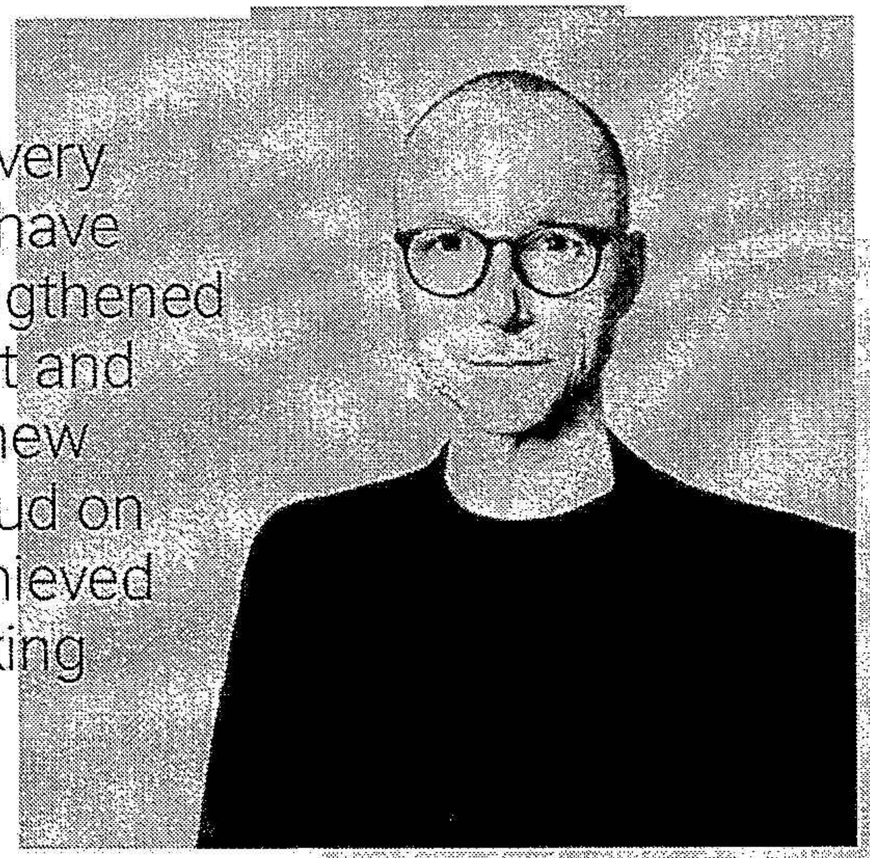
DIRK GRABER
Founder and Co-CEO





6 Based on GfK data for sunglasses, frames and prescription lenses in sales value (%). On the date of publishing only July and August data available.

202310040125?



"2022 has been a very eventful year, we have significantly strengthened our store footprint and expanded into a new country. I am proud on what we have achieved this year and looking forward to 2023"

DR MIRKO CASPER
Co-CEO



"Although the past year has been very challenging, the #teamspex has stuck together and given its best every day. I am very grateful and proud of that."

MAREN KROLL
CHRO

of digital consumers in Europe. This allows us to leverage customer purchasing patterns and develop new recommendation algorithms. We rolled our latest version out to over 35% of existing customers and what we can already see is that the conversion rate has significantly improved and went up by 20%. Therefore, there was a 20% better chance that a customer was able to find a better fitting pair of glasses at Mister Spex – for a greater "ease of the experience".

The tech driven innovation is complimented by a further differentiation of our fashionable assortment and service offer – from our Boutique Flagship store to even more distinguished brands and choice across all our touchpoints.

We continued to pay increased attention to sustainability. Focusing on customer's needs Mister Spex is committed to meeting the growing demand for sustainable materials and production processes as well as responsible social action. In this way, consumers can act according to their values.

Looking into 2023

Based on our achievements in 2022 we are looking forward to what we have ahead of us. However, the current geopolitical environment will remain an incalculable element of uncertainty in 2023, as consumer sentiment has continuously deteriorated throughout 2022 and will remain to be very difficult to predict. In 2023, we will continue to strengthen our omnichannel model, whether it is with new store openings or experience enhancing IT developments. We will grow our premium and luxury assortment, as well as our own brand share which is already 15% in 2022.

For 2023, management expects revenue growth in the mid to high single-digit percentage range and a positive adjusted EBITDA margin in the low single-digit percentage range.

After more than fifteen years of Mister Spex, we have achieved major steps in growing our business and strengthening our operations. We have established young and dedicated teams around us and have built strong relationships with our customer and suppliers. **Mister Spex has become a leading destination in Germany for sunglasses and second for prescription glasses**. We have achieved this by focusing on our customers' shopping experience and by always striving for incremental improvement at every customer touchpoint.

Thank you for your interest and we are looking forward to 2023.

Berlin, 27 March 2023

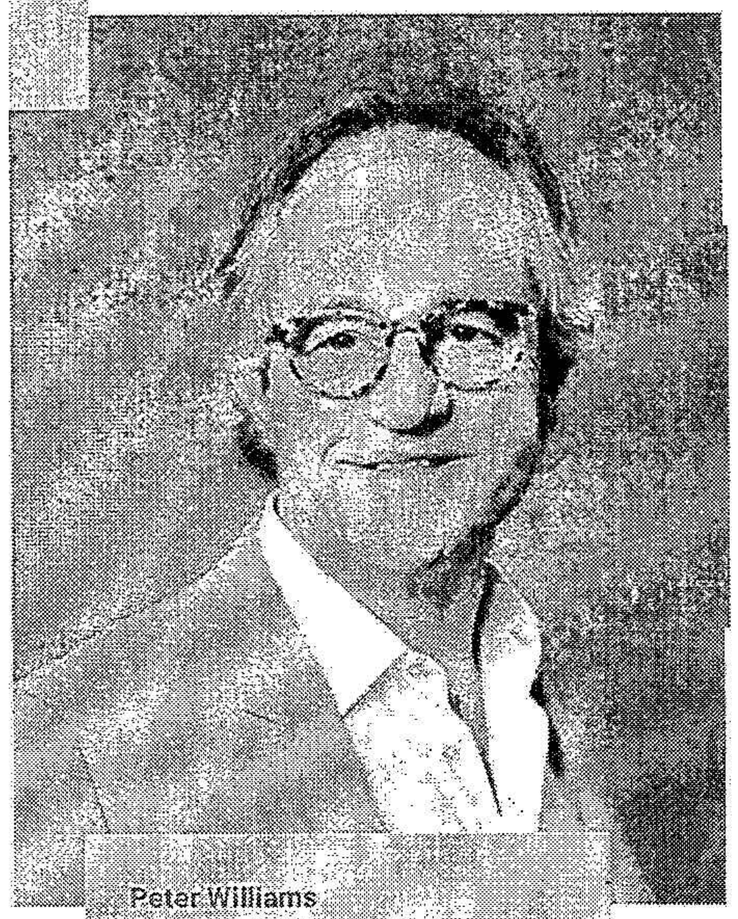
Dirk Graber
Founder and Co-CEO

Dr Mirko Caspar
Co-CEO

Maren Kroll
CHRO

20231004012S3

Report of the Supervisory Board



Peter Williams

Chairperson of the Supervisory Board

Dear shareholders,

Given the geopolitical and macroeconomic circumstances, the fiscal year 2022 was challenging for Mister Spex SE (**"Company"** and, together with its consolidated subsidiaries, **"Mister Spex"**). The market environment in which Mister Spex operates in 2022 was characterized by, among other things, the COVID-19 pandemic, the war in Ukraine, the energy crisis, global supply chain issues, and a sharp increase in inflation in the interim. Even though Mister Spex was not able to achieve its original target for the 2022 fiscal year due to these circumstances, Mister Spex proved to be robust with sales growth of 8%. The Supervisory Board is therefore of the opinion that Mister Spex has mastered the year 2022 well despite the numerous challenges and imponderables. Especially in such times, the close and trusting cooperation between the Management Board and the Supervisory Board was and is of immense importance.

On behalf of the entire Supervisory Board, I would like to express our gratitude to all employees. Their high level of commitment and tireless efforts to drive Mister Spex forward every day are the cornerstone of Mister Spex's success. We as the Supervisory Board look forward to continuing to accompany the company in its positive development and to doing so together with all employees, partners and shareholders.

Consultation and Supervision by the Supervisory Board

The Supervisory Board advised the Management Board on the management of the Company and monitored its activities. It performed its duties with due care and diligence in accordance with the statutory requirements, the Articles of Association, the Rules of Procedure of the Supervisory Board and the German Corporate Governance Code. It was regularly and comprehensively informed, both in writing and verbally, about the intended business strategy, major issues of financial, investment and personnel planning, the course of business and the profitability of the Company, and received reports on relevant issues relating to the risk situation, risk management and compliance. The Management Board coordinated in particular the strategic orientation of Mister Spex with the Supervisory Board. In addition, the Supervisory Board was directly involved in all fundamental decisions. Transactions requiring approval were submitted by the Management Board and discussed with the Supervisory Board in advance of the resolution. The discussions took place at meetings of the Supervisory Board or its committees. Outside the meetings of the Supervisory Board and its committees, the Chairman of the Supervisory Board, the Chairwoman of the Audit Committee and other members of the Supervisory Board were also in regular contact with the Management Board and the auditors and discussed current developments and major decisions, such as in particular the adjustment made at the beginning of September 2022 to the Company's forecast for the full year 2022.

Meetings and major Resolutions passed by the Supervisory Board

In fiscal year 2022, ten meetings of the Supervisory Board were held, of which nine meetings were held in the form of a video conference due to the COVID-19 pandemic and to reduce travel expenses, and one meeting was held as a face-to-face meeting.

At the meeting on 19 January 2022, the Management Board informed the Supervisory Board about the current situation in connection with sustainability, the Net Promoter Score, the Group organization, the business figures, and investor relations. In addition, the Supervisory Board dealt with the budget for fiscal 2022, the supply chain and logistics strategy, potential inorganic growth through company acquisitions, and the Supervisory Board's self-evaluation. Finally, at this meeting the Supervisory Board discussed possible employee share programs and the holding of the 2022 Annual General Meeting as a virtual General Meeting.

At the meeting on 21 February 2022, the Supervisory Board discussed the 2022 budget and the criteria as well as the weighting of the components of the Board of Management's short-term variable compensation component for the 2022 fiscal year. The Supervisory Board then adopted the necessary resolutions in this regard.

The Supervisory Board meeting on 25 March 2022 constituted the Supervisory Board's annual balance sheet meeting. At this meeting, the Management Board reported on the current business figures. In addition, the Company's auditor reported on the audit of the financial statements for the 2021 fiscal year. At the meeting, the Supervisory Board adopted resolutions on the amount of the Management Board's short-term variable compensation component, the compensation report, the corporate governance statement, and the Supervisory Board report, in each case for the 2021 fiscal year. Finally, in accordance with the recommendations of the Audit Committee, the Supervisory Board approved the annual financial statements and the consolidated financial statements for the 2021 fiscal year, as well as the combined management report of the Company and the Group.

The meeting of the Supervisory Board on 7 April 2022 took place at the Mister Spex logistics center on Wohlrabedamm in Berlin. The members of the Supervisory Board were given a guided tour of the logistics center. In the course of the subsequent meeting, the Supervisory Board dealt in particular with the Company's non-financial report and preparations for the 2022 Annual General Meeting. Furthermore, the Management Board informed the Supervisory Board about the business figures for the first quarter of 2022. Finally, the

20231004013254



Supervisory Board consulted with the Management Board about logistics and the related strategy as well as the current situation with regard to sales of prescription eyewear.

At the meeting on 11 May 2022, the Management Board and a legal advisor to the Company informed the Supervisory Board about the upcoming 2022 Annual General Meeting, which was to be held in the form of a virtual general meeting in accordance with the provisions of the Act on Measures in the Law on Companies, Cooperatives, Associations, Foundations, and Condominiums to Combat the Effects of the COVID-19 Pandemic. The Supervisory Board then adopted the resolutions required for the preparation and holding of the 2022 Annual General Meeting. After prior consultation, the Supervisory Board also approved the acquisition of the remaining shares in Tribe GmbH.

The meeting of the Supervisory Board on 25 May 2022 was again held at the Mister Spex logistics center on Wohlrabedamm in Berlin. At this meeting, the Management Board reported on the current business figures. In addition, the Supervisory Board discussed with the Management Board the strategic positioning of Mister Spex, possible growth and profitability measures, and digitalization projects such as the digital recommendation of spectacle frames. Finally, in the course of the visit to the logistics center, the Supervisory Board dealt with possible optimization potential in logistics.

At the meeting on 4 July 2022, the Management Board reported on the current business figures and the planned growth and profitability measures. Furthermore, the Supervisory Board re-elected Stuart Paterson as a member of the three existing committees of the Supervisory Board, following his re-election as a member of the Supervisory Board at the 2022 Annual General Meeting.

At the Supervisory Board meeting on 5 September 2022, the Management Board provided information on the current business figures. The Management Board then reported to the Supervisory Board on the required adjustment to the Company's forecast for the 2022 fiscal year. Finally, the Supervisory Board dealt with the Management Board's Lean 4 Leverage program.

At the meeting on 22 September 2022, the Management Board reported to the Supervisory Board on the current business figures, strategic considerations against the backdrop of the ongoing negative consumer climate, and investor communications. Furthermore, the Supervisory Board discussed the Lean 4 Leverage program and the extension of the lease for the logistics center with the Management Board.

At its meeting on 15 December 2022, the Supervisory Board again dealt intensively with the search for a new Chief Financial Officer and the Company's risk management system. In this context, the Management Board presented the annual risk report to the Supervisory Board. Furthermore, the Management Board presented the budget planning for the 2023 fiscal year to the Supervisory Board, which discussed it between the Management Board and the Supervisory Board and then approved it.

In addition to the meetings, the Supervisory Board passed eleven circular resolutions. These included in particular significant transactions and measures requiring the approval of the Supervisory Board in accordance with statutory requirements, the Articles of Association or the Rules of Procedure for the Board of Management. The approvals granted in this course, after these topics had already been discussed in advance by the Supervisory Board, related to (i) the conclusion of contracts with a related party of Nicole Srock.Stanley regarding design and brand concepts, in particular with regard to the interior design of the Company's new administration building and the flagship store in Cologne, (ii) the conclusion of the Management Board service contracts, (iii) the non-financial report for fiscal year 2021, (iv) the acknowledgement of the delegation of the chairmanship of the Annual General Meeting 2022 to Nicole Srock. Stanley, (v) the termination of the Management Board service agreement with Dr Sebastian Dehnen, (vi) the extension of the lease agreement for the logistics center, (vii) the introduction and implementation of the employee stock option plan for the Head and Director level (so-called Restricted Stock Unit Plan 2022), (viii) the introduction and implementation of the employee stock option plan for the C and VP level (so-called Virtual Stock Option Plan), (ix) the issuance of the Declaration of Conformity 2022.

In addition, the Company serviced option rights of current or former employees and members of the management in two exercise windows and, in this connection, resolved a capital increase against cash contributions from the authorized capital and a use of treasury shares. The Supervisory Board approved the capital increase and the use of treasury shares.

The Supervisory Board also met regularly without the Management Board.

20231004012555

Work in the Supervisory Board's Committees

For the proper and efficient performance of its duties, the Supervisory Board has constituted the following committees:

Audit Committee:

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

Nomination and Compensation Committee:

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

Strategy- and ESG Committee:

- Nicola Brandolese (Chair)
- Peter Williams
- Birgit Kretschmerr
- Nicola Brandolese
- Stuart Paterson
- Nicole Srock Stanley
- Tobias Krauss

The content and outcome of committee meetings were regularly reported to the full Supervisory Board. The tasks of the respective committees are detailed in the corporate governance statement.

Audit Committee

The Audit Committee held four meetings in fiscal year 2022. Due to the COVID-19 pandemic and to reduce travel expenses, all meetings were held in the form of a video conference. The Company's auditor also attended three of the four meetings and was available to answer questions from Committee members. In addition, depending on the agenda item, the heads of the corporate departments also took part and were available to answer questions.

At the meeting on 18 March 2022, the company's internal auditors provided information on current audits and the audit planning for 2022. In addition, the company's auditors reported on the results of the audit. The Audit Committee then resolved to recommend to the Supervisory Board to approve the annual financial statements of the Company and the consolidated financial statements for the fiscal year 2021 as well as the combined management report of the Company and the Group for the fiscal year 2021.

At the meeting on 11 May 2022, the Management Board reported on the current business figures and the planned measures to increase sales and profitability. Furthermore, the Audit Committee discussed and resolved to recommend to the Supervisory Board that it recommends to the 2022 Annual General Meeting the resolution under agenda item 4 of the Annual General Meeting (election of the auditor of the financial statements and the consolidated financial statements as well as the auditor for the audit review).

At the meeting on 5 September 2022, the Supervisory Board dealt with the half-year financial report 2022 and the review of the half-year figures by the Company's auditors, who reported on the results of their review at the meeting.

At the meeting on 9 November 2022, the Management Board provided information on the quarterly figures for the third quarter of 2022 and a possible adjustment to the Company's treasury policy. In addition, the auditor reported on the focal points of the audit for the fiscal year 2022.

The Audit Committee regularly reviewed and discussed the structures and processes as well as current developments in the areas of accounting, the internal control system, the internal audit system, the risk management system and compliance. The Audit Committee also dealt with the audit of the financial statements, in particular the auditor's key audit areas, the independence of the auditor and the quality of the audit. It concluded a fee agreement with the auditors and prepared the Supervisory Board's proposal to the 2022 Annual General Meeting for the appointment of the auditors.

The Supervisory Board is of the opinion that the participation of the Management Board, in particular the Chief Financial Officer, and its involvement in the discussion with the auditor also provides added value for the Supervisory Board and the Audit Committee and their auditing activities. The Supervisory Board therefore considered it necessary for the Management Board to attend the meetings in fiscal 2022 at which the auditor was called in as an expert. In addition, a discussion with the auditor took place on a regular basis at the relevant meetings without the presence of the Management Board.

The Audit Committee also met regularly without the Management Board.

Nomination and Compensation Committee

The Nomination and Compensation Committee held three meetings in fiscal year 2022, of which two meetings were held as face-to-face meetings and one meeting was held in the form of a video conference due to the COVID-19 pandemic.

At its meeting on 11 May 2022, the Supervisory Board dealt with the compensation system for the members of the Management Board and with the required election of two new

20231004012256

Supervisory Board members in the course of the Annual General Meeting 2022. In this context, the Committee adopted the resolution to recommend to the Supervisory Board the resolutions adopted by the Annual General Meeting 2022 under agenda items 5 (election of new Supervisory Board members) and 6 (resolution on the approval of the compensation system for the members of the Management Board).

At the meeting on 22 September 2022, the Management Board presented to the Supervisory Board the planned employee stock option programs for the head and director level (so-called Restricted Stock Unit Plan 2022) and for the C and VP level (so-called Virtual Stock Option Plan). The Supervisory Board also dealt with other compensation-related issues.

At its meeting on 15 December 2022, the Supervisory Board discussed further details of the employee stock option programs. Furthermore, the Supervisory Board dealt with the development of personnel costs and the search for a Chief Financial Officer.

Individualised Disclosure of the participation in meetings

Supervisory Board Member	Term	All Members Meetings	Audit Committee	Nomination and Compensation Committee	Strategy and ESG Committee
Peter Williams	Chair, since 11 December 2020	10/10	4/4	3/3	1/1
Nicola Brandolese	since 15 June 2021	10/10	–	3/3	1/1
Tobias Krauss	since 11 December 2020	10/10	4/4	3/3	1/1
Birgit Kretschmer	since 15 June 2021	9/10	4/4	–	1/1
Pietro Luigi Longo	since 20 May 2021	10/10	–	–	–
Stuart Paterson	since 11 December 2020	9/10	3/4	3/3	1/1
Nicole Srock.Stanley	since 1 July 2021	9/10	–	–	1/1

More information
can be found on **page 60**
in "6. Corporate Governance Statement".

The declaration of conformity
is available on our **website**.

The Nomination and Compensation Committee also met regularly without the Management Board.

Strategy and ESG Committee

The Strategy and ESG Committee held one meeting in fiscal year 2022; in essence, the full Supervisory Board already dealt with the topics of strategy and ESG. The meeting took place in the form of a video conference due to the COVID-19 pandemic.

At its meeting on 21 February 2022, the Strategy and ESG Committee prepared and approved the 2022 budget as well as the criteria and weighting of the short-term variable compensation component of the members of the Management Board.

In view of other scheduled commitments, (i) Birgit Kretschmer was prevented from attending a meeting of the Supervisory Board, (ii) Stuart Paterson was prevented from attending a meeting of the Supervisory Board and a meeting of the Audit Committee, and (iii) Nicole Srock.Stanley was prevented from attending a meeting of the Supervisory Board. Due to a potential conflict of interest, Nicole Srock.Stanley did not participate in two resolutions by circular resolution. Otherwise, all Supervisory Board members were present at all meetings of the Supervisory Board and the respective committees during their respective terms of office.

Corporate Governance

Pursuant to Section 161 (1) Sentence 1 of the German Stock Corporation Act (AktG), the Board of Management and Supervisory Board must declare each year that the recommendations of the "Government Commission on the German Corporate Governance Code" published by the Federal Ministry of Justice in the official section of the Federal Gazette have been and are being complied with, or which recommendations have not been or are not being applied and why not (so-called declaration of conformity). On 28 April 2022, the Government Commission on the German Corporate Governance Code presented a new version of the German Corporate Governance Code, which was published in the official section of the Federal Gazette on 27 June 2022. In December 2022, the Management Board and Supervisory Board published the annual Declaration of Conformity, which is reproduced under **Page 58** and made permanently available on the corporate website. Further information on corporate governance at the Company is contained in the Corporate Governance Statement.

20231004012S7

In accordance with good corporate governance and the Rules of Procedure of the Supervisory Board, Supervisory Board members are obliged to disclose conflicts of interest to the Supervisory Board without delay, in particular those that may arise as a result of consulting for or serving on the boards of or being employees of customers, suppliers, lenders or other third parties. Pietro Luigi Longo interrupted his participation in a Supervisory Board meeting for one agenda item due to a potential conflict of interest. In addition, Nicole Srock.Stanley did not participate in one agenda item of a meeting and in two circular resolutions of the Supervisory Board, each of which concerned the Supervisory Board's approval of the conclusion of contracts with a related party relating to design and brand concepts, in particular with regard to the interior design of the Company's new administration building and the flagship store in Cologne.

The members of the Supervisory Board took responsibility for the training and continuing education measures required for their duties. The Company provided appropriate support to the members of the Supervisory Board in their training and development measures. In particular, training was held in February 2022 to prepare the Company for a potential public takeover bid.

Audit and adoption of the annual financial statements and approval of the consolidated financial statements

The Management Board forwarded the annual financial statements and the consolidated financial statements for the fiscal year 2022 as well as the combined management report of the Company and the Group for the fiscal year 2022 (together the **"financial statement documents"**) to the members of the Audit Committee and the Supervisory Board after their preparation. The auditors Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Berlin, audited the annual financial statements and the consolidated financial statements as well as the combined management report of the Company and the Group for the fiscal year 2022 and issued an unqualified audit opinion in each case.

The financial statement documents with the auditors' reports, including the audit opinion on the compensation report, were sent to the members of the Supervisory Board and discussed at the meeting of the Audit Committee on 13 March 2023 and at the meeting of the Supervisory Board on 27. The reports were examined and discussed in detail in the presence of the auditors, in particular with regard to their legality and correctness, at the meetings of the Audit Committee on 13 March 2023 and of the Supervisory Board on 27 March 2023, both of which took place at the Company's offices. The auditors reported in each case on the main findings of their audit, the key audit matters defined and the audit procedures relating thereto described in the respective audit opinion. The Management Board and the auditors were available to the Audit Committee and the Supervisory Board to answer further questions and provide additional information. After detailed discussion, the Audit Committee resolved to propose to the Supervisory Board that it approve the financial statement documents.

The Supervisory Board approved the results of the audit. Following the final results of the Supervisory Board's review, no objections were raised. In accordance with the recommendations of the Audit Committee, the Supervisory Board approved the annual financial statements and the consolidated financial statements for fiscal year 2022 and the combined management report at its meeting on 27 March 2023 the Supervisory Board therefore approved the annual financial statements and consolidated financial statements for fiscal year 2022 and the combined management report on the Company and the Group; the annual financial statements for fiscal year 2022 were thus adopted.

There will be no resolution on the appropriation of net income at the 2023 Annual General Meeting, as the Company's annual financial statements show a net loss. Therefore, no dividend proposal for fiscal year 2022 will be submitted to the Annual General Meeting 2023 for resolution.

Members

Supervisory Board

Pursuant to (i) Art. 40 para. 2, para. 3 SE Regulation, (ii) Section 17 SE Implementation Act (SE-Ausführungsgesetz, SEAG), (iii) Section 21 para. 3 SE Participation Act (SE-Beteiligungsgesetz, SEBG), (iv) Second Part of the Agreement on Employee Involvement in Mister Spex SE dated 7 May 2021 and (v) Section 9 para. 1 of the Articles of Association, the Supervisory Board shall be composed of seven members, exclusively shareholder representatives. Pursuant to Section 9 (2) of the Articles of Association, these are elected by the General Meeting without being bound by election proposals.

The terms of office of Stuart Paterson and Pietro Luigi Longo on the Supervisory Board ended at the close of the Company's Annual General Meeting held on 30 June 2022. A new election was therefore necessary. In accordance with the Supervisory Board's election proposal to the Annual General Meeting of Shareholders held on 30 June 2022, and pursuant to the recommendation of the Nomination and Compensation Committee, the shareholders elected, each as a shareholder representative on the Supervisory Board, (i) Stuart Paterson as a member of the Supervisory Board with effect from the end of the Annual General Meeting of Shareholders held on 30 June 2022 for a period until the end of the Annual General Meeting that resolves on the ratification of the acts of the Supervisory Board for the fiscal year 2022, and (ii) Pietro Luigi Longo, effective from the end of the Annual General Meeting on 30 June 2022 for a period until the end of the Annual General Meeting that resolves on the ratification of the acts of the Supervisory Board for the fiscal year 2023. The election proposals took into account the objectives resolved by the Supervisory Board for its composition in accordance with section C.1 of the German

20231004012S8

Corporate Governance Code (as amended on 28 April 2022) and aim to fulfill the competence profile drawn up by the Supervisory Board for the entire body. Stuart Paterson in particular has expertise in the fields of accounting and auditing within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG).

Management Board

Dr Sebastian Dehnen resigned from his position on the Management Board with effect from the end of August 2022 by mutual agreement with the Company. He held the position of Chief Financial Officer (CFO). The Supervisory Board is currently searching for a successor.

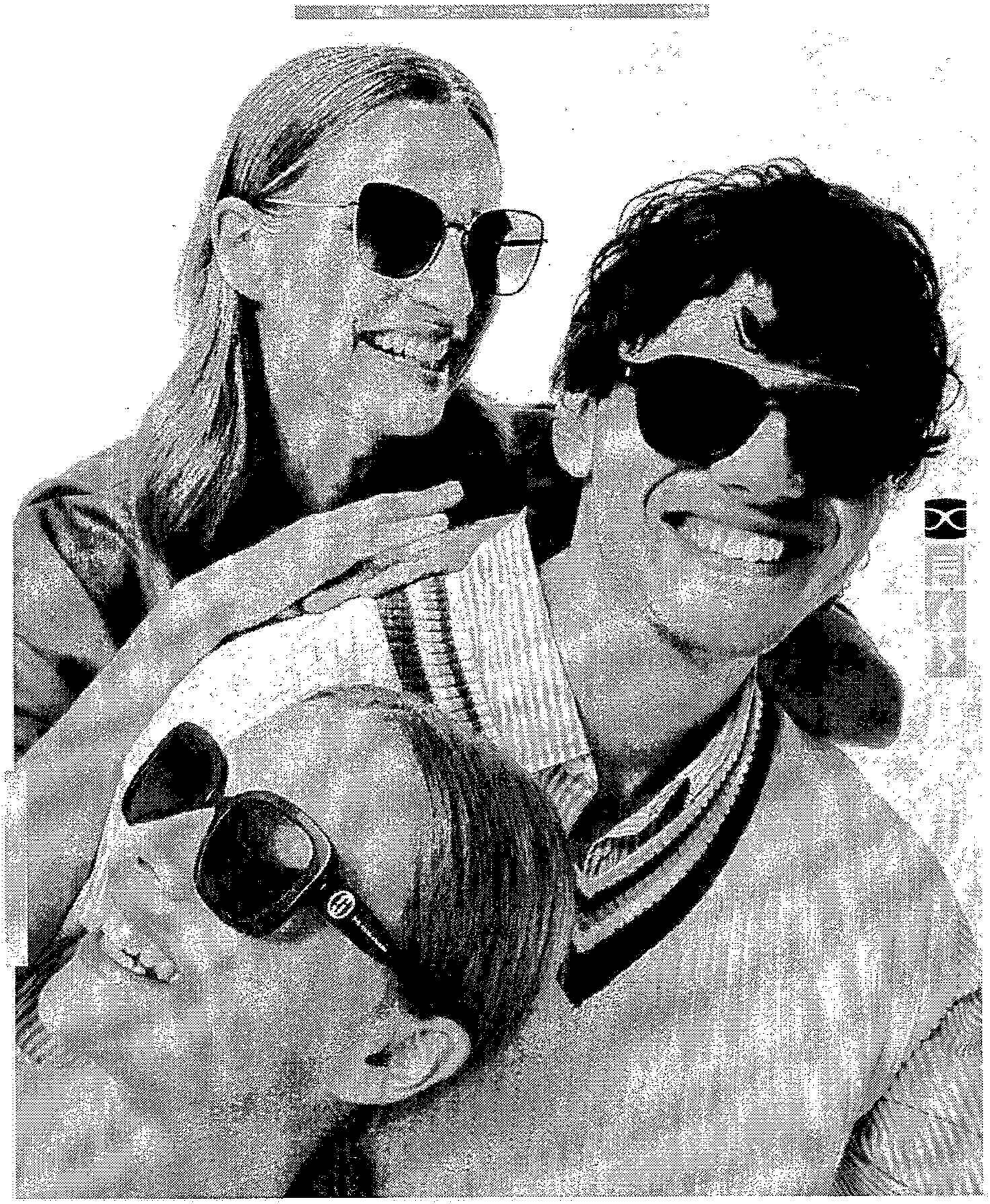
Dirk Graber and Dr Mirko Caspar continue as Co-Chairmen of the Management Board. They are responsible for the business units Operations, IT, Data Analysis and Business Development, Product Management, Category Management, and Marketing and Sales. Dirk Graber has also taken over the responsibilities of the retired Chief Financial Officer on an interim basis. The term of office of the Co-CEOs runs until 26 May 2026. Maren Kroll, as the third member of the Management Board, is responsible for HR, Corporate Communications and ESG. Her term of office ends on 26 May 2024.

The Supervisory Board would like to thank the Management Board and all employees for their excellent performance and high level of commitment in fiscal year 2022.

Berlin, 27 March 2023

On behalf of the Supervisory Board

Peter Williams
Chairperson of the Supervisory Board



20231004012S9

Board of Directors



Peter Williams

Nicola Brandolese

Tobias Krauss

Birgit Kretschmer

Pietro Luigi Longo

Stuart Paterson

Nicole Srock Stanley

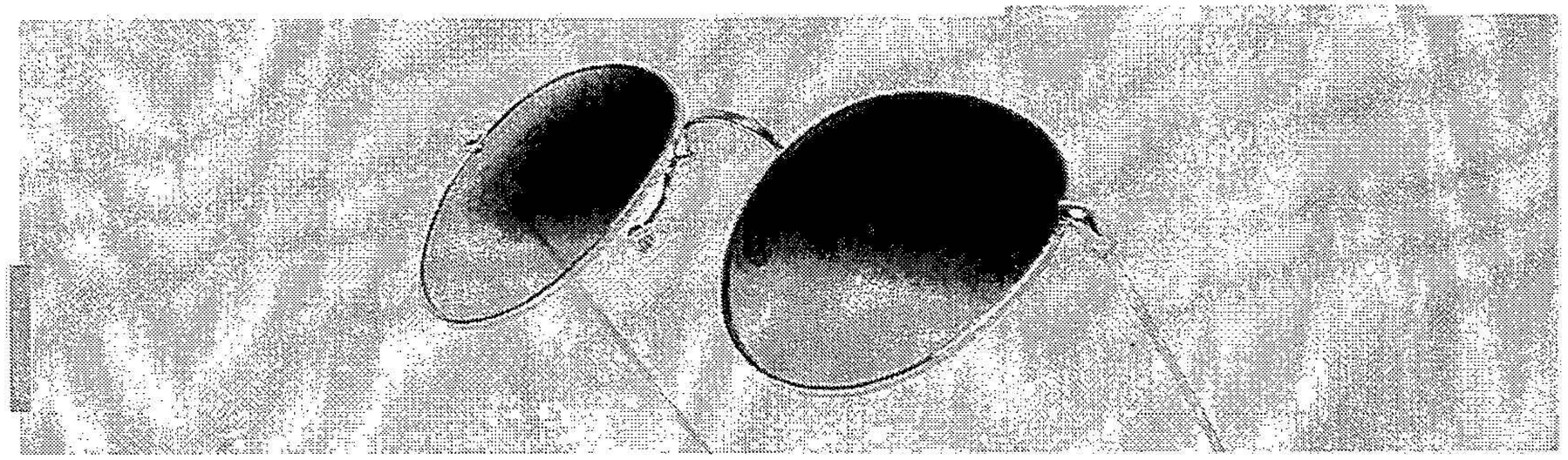
20231004012S0

Mister Spex Share

Capital markets and share price development

In 2022, the development of the stock market was very volatile, it was significantly driven by the war in Ukraine and its knock-on effect like rising inflation and the change in consumer sentiment which had significantly influenced the development of the market overall.

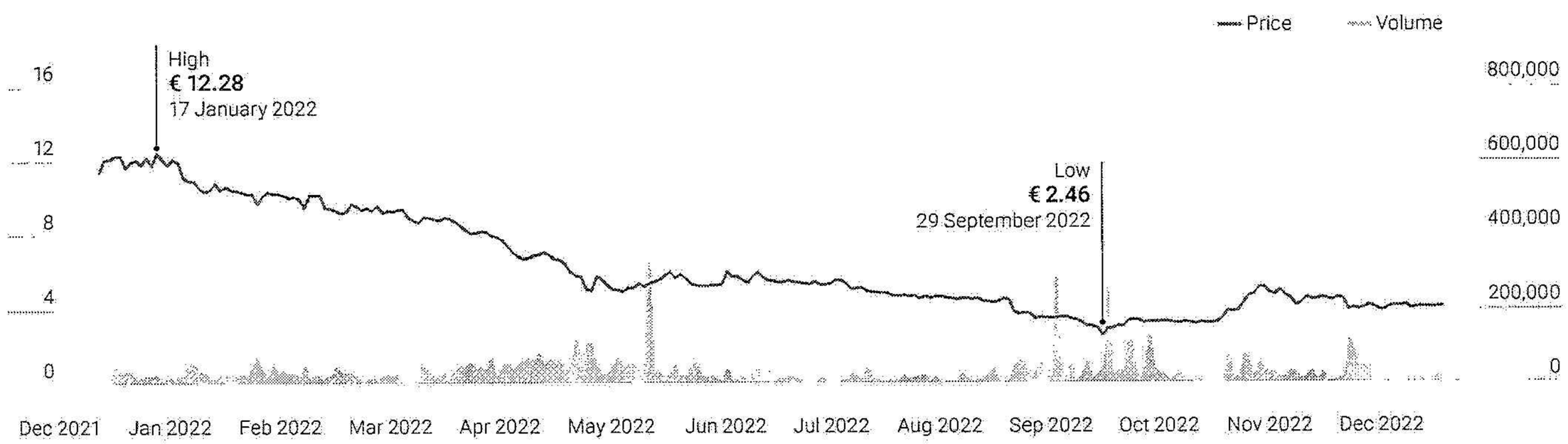
In the fourth quarter of 2021, the stock markets benefited from good economic data and signs of a foreseeable end to the pandemic. However, the prospect of rising inflation weighed in particular on the growth stocks. The stock market has continued the positive trajectory in the first two months of 2022. Following the announcement of war in the Ukraine in late February, the DAX, MDAX and SDAX experienced sharp decline. Wide spectrum of investors have divested from tech and e-commerce stocks in light of rising interest rates. The unprofitable, growth stocks in particular came under pressure. The SDAX recorded its annual low on 29 September 2022, reaching 10,261 points on the day.



However, the stock markets began to recover in the early days of November following lower than expected inflation record. At the end of 2022, the SDAX closed at 11,925 points.

For Mister Spex share, apart from the war, rising interest rates and increasing inflation, factors affecting the share price included update of the guidance and regular financial reporting.

Performance of the Mister Spex share in the period 31.12.2021–31.12.2022 (in €)



Mister Spex share

Share type	Ordinary bearer shares without par value
Highest price (17 January 2022)	€ 12.28
Lowest price (29 September 2022)	€ 2.46
Closing price (30 December 2022)	€ 4.03
Market capitalization (30 Decemeber 2022) in € m	136
Share capital	€ 34,864,080
Number of share issued	34,864,080
Number of outstanding shares	33,866,080
ISIN	DE000A3CSAE2
WKN	A3CSAE
Ticker symbol	MRX
Stock market	Frankfurt Stock exchange
Market segment	Prime standard of the Frankfurt stock exchange

20231004012261

Shareholder structure

EssilorLuxottica is the largest shareholder and holds 11.3% of the voting rights in Mister Spex. The strategic investor has participated in the IPO and is represented on the Supervisory Board by one person. Another shareholder with more than 10% of the voting rights is Albert Büll, Christa Büll, Sabine Büll-Schroeder and Nathalie Büll-Testorp, who hold 10.4% of the voting rights in Mister Spex through ABACON Invest GmbH. Both shareholdings are seen as strategic investments.

According to the Deutsche Börse definition, the free float was 67.4% at the end of December 2022. Voting rights of EssilorLuxottica, Albert Büll, Christa Büll, Sabine Büll-Schroeder and Nathalie Büll-Testorp, Scottish Equity Partners, as well as own shares, are not included in the free float.

In our latest ownership analysis conducted in December 2022, we identified over 96% of our shares outstanding. In terms of geographical distribution, the German market currently accounts for 31% of institutional shareholdings.

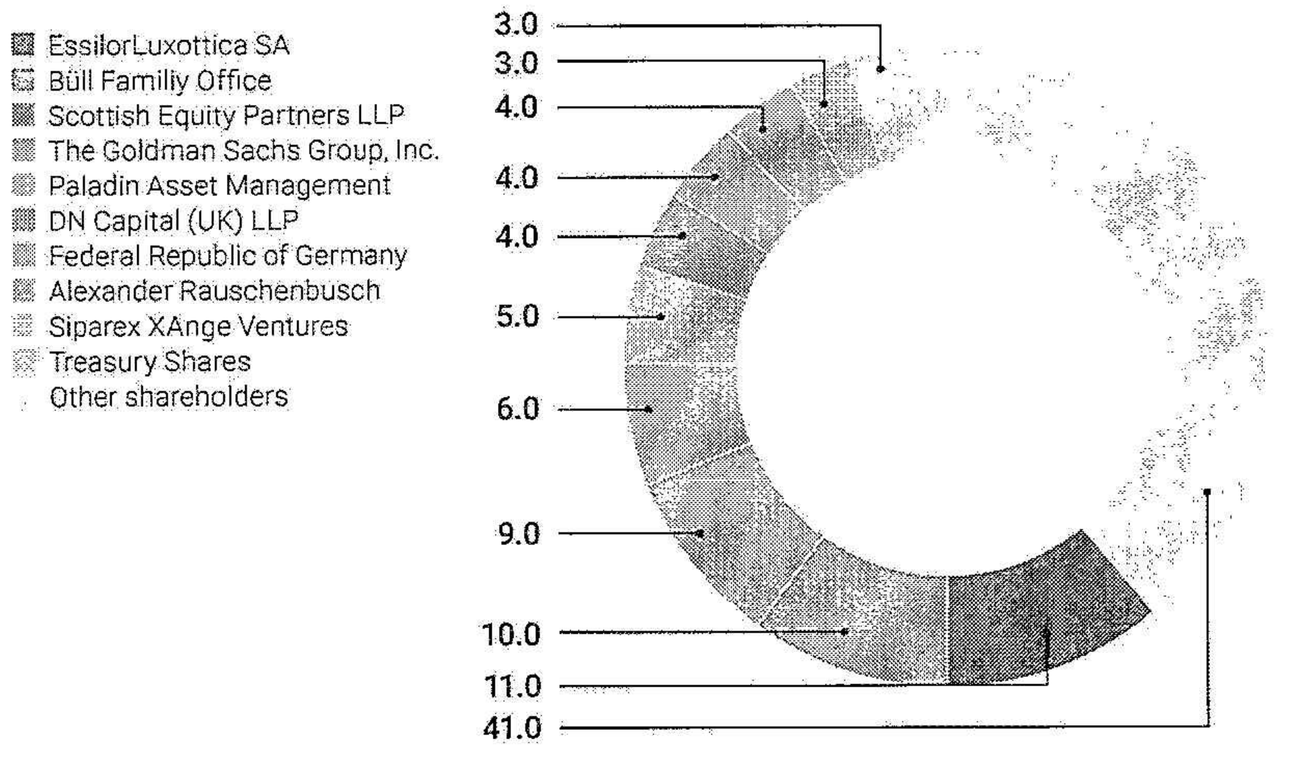
Research coverage

By 31 December 2022, the Mister Spex share was covered by six research analysts with median target price € 7.75.

Analyst recommendation (31 December)

Last update	Institution	Analyst	Recommendation	Price target
10/11/2022	Barclays	Nicolas Champ	Buy	15.00
10/11/2022	Berenberg	Graham Renwick	Buy	8.00
11/11/2022	Bryan, Garnier&Co.	Cédric Rossi	Buy	12.00
10/11/2022	Jefferies	Alexander Thiel	Hold	4.00
11/11/2022	ODDO BHF	Jean Danjou	Hold	5.10
21/11/2022	Quirin Bank	Ralf Marinoni	Buy	7.50

Shareholder structure on 31 December 2022 (in %)[7]



7 Shareholder structure based on a shareholder analysts by a third party provider. The chart only shows shareholdings >2.9% of the share capital.

Investor relations activities

The investor relations department is committed to informing all capital market participants equally in a timely and transparent manner about current developments. Investor relations department continuously engages with institutional investors in numerous one-on-one meetings, calls, roadshows, and conferences.

The Investor Relations section of the Mister Spex website is a key communication tool with the investor community at ir.misterspex.com. The website offers additional information about the strategy and business developments, current publications, financial reports and presentations as wells as upcoming events.

Contact
Mister Spex SE
Greifswalder Str. 156
10409 Berlin
Germany
E-mail: investorrelations@misterspex.de

2023100401262

Combined Management Report



Background of the Group 27

Business model 27
Our management system 31
Non-financial report 32

Economic report of the Mister Spex Group 35

Macroeconomic and sector-specific parameters 35
Assets, liabilities, financial position and financial Performance of the Mister Spex Group 36
Comparison of outlook and actual business developments 39
Economic report for Mister Spex SE 40
Overall assessment of financial performance, financial position and assets and liabilities 43

Risks and opportunities 43

Risk and opportunity management system 43
Internal control system 46
Overview of risks at Mister Spex 47
Overview of opportunities at Mister Spex 48

Outlook 49

Acquisition-relevant information according to Secs. 289a (1), 315a (1) HGB 50

Group statement on corporate governance 58

Declaration of conformity pursuant to Sec. 161 AktG 58
Remuneration report 60
Corporate governance 60
Operation and composition of the Management Board, the Supervisory Board and the committees 61
Target for the participation of women on the Management Board, the Supervisory Board and at the two management levels below the Management Board in accordance with Secs. 76 (4) and 111 (5) AktG 68

20231004012G3

Combined Management Report

More information can be found on page 7 in "Our business model".

68

store in Germany, Austria, Sweden and Switzerland

I. Background of the Group

Mister Spex is one of the leading digitally driven omnichannel optical brands in Europe with over 6.6 million customers. [1]

Ever since Mister Spex was founded in 2007, it has enjoyed healthy revenue growth, consistently grown its customer base and continuously evolved its offering. Mister Spex is viewed as one of biggest optical retail brands in Germany, Austria and Switzerland.

The Mister Spex Group is managed by its ultimate parent company Mister Spex SE, which was founded in 2021. Mister Spex SE is registered in Berlin, Germany and bundles all management functions of the Mister Spex Group. In addition to the parent company, Mister Spex is comprised of seven subsidiaries that are active in Germany and abroad, in the areas of operating online shops and stores as well as software development and holding functions. Mister Spex has control over all subsidiaries.

As a European public limited company, Mister Spex SE has a dual management (Co-CEOs) and control structure. The Management Board at Mister Spex consists overall of four board members who are jointly responsible for managing the Group. Dirk Graber (founder and Co-CEO) is responsible for Operations, IT, Corporate Development and Data. At the same time, Dirk Graber assumed the responsibility of a Chief Financial Officer on an interim basis, following the departure of Sebastian Dehnen in August 2022. Dr Mirko Caspar (Co-CEO) oversees Marketing, Product and Category Management as well as Retail and International Business. Maren Kroll is the Chief Human Resources Officer (CHRO) and assumes responsibility for Human Resources, Public Relations and ESG.

The Management Board is in turn overseen by the Supervisory Board, which also advises the Management Board. The Supervisory Board consists of seven board members. It is directly involved in decisions of fundamental importance to the Company. It reviews the financial statements and management reports.

Mister Spex's management reports of the Company and of the Group have been combined. The comments below relate the entire Group. They also apply for Mister Spex SE. Selected information on the economic situation of the parent company is presented in a separate section of this report.

1.1 Business model

With more than 1,300 employees from 62 countries and more than 6.6 million customers, Mister Spex is one of the leading digitally native omnichannel retail brands in the eyewear market in Europe [2]. We offer our customers fashionable glasses, including prescription glasses, sunglasses and contact lenses. Our product range includes seven own brands, as well as more than 100 premium and luxury brands. We also carry fashionable and high-quality independent labels and boast exclusive collaborations with fashion designers and influencers.

Thanks to our seamless omnichannel approach, we create an individual shopping experience and at the same time give our customers the freedom to decide for themselves when, where and how they want to purchase their glasses. Innovative technologies and smart, data-driven services that are provided by our team of more than 100 software and system engineers, data scientists, analysts, designers and product managers, focus on improving the customer journey at every touchpoint. Our features and services include recommendations, automatic goods replenishment and real-time sorting algorithms that play a central role in our online shops.

We are present in 10 markets (Austria, Finland, France, Germany, the Netherlands, Norway, Spain, Sweden, Switzerland and the UK) with our own online shops and operate 68 of our own brick-and-mortar stores in Germany, Austria, Sweden and Switzerland. Our market presence is supplemented by an extensive partner optician network with over 350 opticians.

Most of the lenses are edged and mounted in our own facility in Berlin using state-of-the-art machines. We operate three distribution centers across Europe. Mister Spex's largest distribution center is located in Berlin. Two others are located in Stockholm, Sweden, and Karmsund, Norway, to serve the local markets. Fast delivery times and easy free return shipments are part of our business model. We currently ship more than 20,000 orders every day from our distribution center in Berlin that boasts a total capacity of up to 40,000 orders. [3] Same-day shipment takes place for more than 85% of the orders [4].

The Mister Spex Group is steered and reported regionally, with the German and International markets forming the Group's the two operating segments.

1.1.1 Group strategy

We believe that finding the right glasses should be an easy, intuitive and enjoyable process for our customers.

To make this vision reality for our customers, we offer a number of solutions and services that provide a unique shopping experience, instilling both confidence and inspiration – whether online or offline. We want our customers to feel happy and comfortable about buying and wearing their new glasses or sunglasses.

1 This statement is unaudited.
2 This statement is unaudited.
3 The statement regarding total capacity and the number of orders shipped each day is unaudited.
4 The statement regarding the percentage of same-day shipments is unaudited.

20231004012644

#Investment Highlights

Market

Large and growing eyewear market supported by structural tailwinds.

A nationwide network of

>350

Partner opticians

To achieve this goal, our strategy is focused on the following pillars:

We enhance the customer experience and expand the product range

Our omnichannel model provides our customers with a high degree of flexibility, allowing them to choose the modalities of their customer journey themselves. The result is a highly individual shopping experience. To make the customer experience as convenient as possible, we offer size and style recommendations as well as comprehensive lens packages including valued-added lens options. These offers are tailored for each customer based on individual measurements and data models using our extensive customer database.

In addition to a unique customer experience, we also want to establish ourselves as the place where people come to for the most attractive and extensive product range of fashionable glasses on the market. We offer well-known and renowned luxury brands, young and innovative independent labels as well as high-quality own brands.

We are convinced that our strong position as a digital omnichannel optician enables us to grow faster than the market as a whole and to expand our position as one of the leading players in the overall optician market. Our strategic focus is clearly on further accelerating revenue growth and increasing adjusted EBITDA.

We continuously expand our omnichannel offering internationally

We want to further expand our presence in the European optician market. In line with our strategy, we always start online, and only then open our own stores. In 2022, we opened 20 new stores in Germany, Austria and Sweden and entered a new market, Switzerland. We will continue to expand our store footprint in 2023. In the medium to long term, we would like to present our offer locally in more than 200 stores across Europe (2022: 68 stores).

We increase and enhance our brand strength

We aim to enhance the way we are seen by our customers and increase their awareness, interest and loyalty via various media channels such as social media and TV as well as active customer relationship management. To further increase our brand strength, our efforts focus on our conceptual framework for positioning our brand as a customer and employer brand. For this purpose, we conduct market research to identify the needs, wishes and drivers that impact the consumption and working behavior of our customers and employees in the respective countries. The insights gained have a direct influence on how we develop our brand and our range of services. In 2023, we will focus on expanding the target groups for multifocal glasses as well as on strengthening our own brands and Boutique (luxury and independent) business. Through greater individualization of our marketing activities, we also plan to further increase repurchase rates, which are already higher than the market average. [5]

Invest in innovation, technology and operations

We continue to invest in innovation, technology and our operations across the entire value chain. Based on our existing integrated omnichannel technology, we plan to invest more than 5% of our annual revenue in technology each fiscal year. In 2022, we finalized our acquisition of the deep-tech company Tribe GmbH ("Tribe"), which offers tailor-made digital services for measuring the pupillary distance and the fitting height based partly on 3D face recognition technology. We are also working on a facial recognition technology to provide suitable recommendations for eyewear frames. In the next step, we will offer bespoke 3D printed frames based on the 3D scan of the face.

After the launch of Germany's first online eye tests at Mister Spex in 2020, we are now also offering the service in Austria, Switzerland, the Netherlands and Sweden. With the online eye test, we also want to expand into other markets and are continuously working to revolutionize the purchase of glasses on the internet through additional technical innovations.

We always take advantage of the attractive market opportunity in the growing online eyewear market

According to Euromonitor International, in 2020 the online market share in the overall European market for ophthalmic products was only 13% and thus significantly below the market share of around 25%[6] that the online business had in Europe in 2020 in many other sectors, for example in consumer electronics and apparel. In the coming years, we expect strong growth in the online share, as both customers and other large optician chains are becoming increasingly aware of the many advantages of the online business. This is supported by the continuous development and implementation of other digital functionalities, such as online eye tests and virtual fittings.

We will judge our success by:

Boosting profitability

We are increasingly focusing on an exclusive and fast-growing range of own brands, luxury and independent labels. We want to steadily increase the share of high-margin prescription glasses in the product mix by offering a leading omnichannel shopping experience to increase our profitability in the medium term. Our stores play an important role in this regard, since prescription glasses account for most of the revenue generated in our stores. We will therefore take action to increase customer traffic in our stores and further improve profitability, even in an environment with lower customer footfall in shopping streets and shopping centers. By making improvements in our processes, we strive to further improve customer satisfaction and store productivity.

5 The statement that the repurchase rates are higher than the market average is unaudited.
6 The statement regarding a market share of around 25% is unaudited.

Through automation, the continued expansion of business activities and a relative reduction in overhead costs, we expect a further increase in our operating efficiency in the medium term.

1.1.2 Our people

Investing in a workforce that is fit for the future

At Mister Spex, we believe that a highly skilled, developed and engaged workforce is crucial for delivering on our vision of helping our customers find a perfect match for every face with ease, style and confidence. We focus on investing in a workforce that is fit for the future, attracting and retaining flexible and inventive talent both in Germany and in all markets that we operate in.

At the end of fiscal year 2022, we had 1,330 (2021: 1,179) employees from 62 nations. With their commitment, enthusiasm and team spirit, they have made Mister Spex one of the leading digitally driven omnichannel retail brands in the optician industry in Europe. It is our top priority not only to ensure the safety and health of our employees, but also to ensure diversity and further development in all areas. Our guiding principles are our five corporate values, which determine our actions and our corporate culture.



Recruitment and training

We offer a variety of career opportunities in the fields of dispensing optics, technology, data analysis, retail, finance, customer service, logistics, human resources and marketing. When recruiting employees, we benefit from an above-average employer rating on social channels and a higher recommendation rate compared to our competitors. To recruit new employees, we increasingly approach suitable candidates in professional networks directly and recruit throughout Germany because for us it is the qualifications of employees that count, not where they work.

The training of future employees is particularly important to us. In addition to our apprenticeship programs as an optician, we also offer training in many other areas, such as logistics, dialog marketing, system administration, e-commerce and office management. The training of opticians is of particular importance because of the high demand. In our own training centers in Berlin, Münster and Reutlingen, we offer an optimal learning atmosphere for young talents to become excellent and successful opticians. In 2022, 33 trainees with a focus on dispensing opticians started at Mister Spex (2021: 24). Increasing the number of trainees is a reflection of our strong growth and the associated higher demand for skilled employees. A total of 65 young people in 2022 will have completed their training as dispensing opticians at Mister Spex within the next three years (2021: 54). In the coming years, we will significantly increase the number of trainees to successfully support our growth plans.

Diversity, Equity and Inclusion (DEI)

Diversity, Equity and Inclusion and a focus on employee well-being is most effective when they are embedded within an organization's culture.

Our employees have a diverse background. Our employees come from 62 different nations. [7] Overall, 59% (2021: 58%) of our total workforce is female. [8] Mister Spex is distinguished in particular by its sociocultural diversity, its many international employees and the balance of the sexes.

One way in which Mister Spex facilitates a shift to a more equitable, inclusive and regenerative culture is by encouraging and supporting open conversations about DEI and mental health. This is why in 2022 we hosted panels for International Women's Day, Pride Month and No-Shave November. We had courageous conversations and events designed to spur dialog across the Company in a bid to make uncomfortable conversations comfortable.

7 This statement is unaudited.
8 This statement is unaudited.

20231004012666

In addition, we partner with OpenUp, an organization that gives our employees confidential direct access to trained psychologists and programs to build awareness, commitment and engagement around mental health.

Working at Mister Spex

The health and well-being of our employees is our top priority. For this reason, we conduct a short survey monthly to find out how satisfied our employees are. The surveys are anonymous and are aimed at continuously obtaining a general impression of the sentiment in order to be able to react more quickly to current issues in the Company. In addition, we conduct an extensive annual employee survey to measure satisfaction and identify potential for improvement. The findings provide the Company with important insights for the further development of its human resources work and corporate culture. The employee satisfaction survey resulted in a score of 2.2 in 2022 (2021: 2.3). [9]

Mister Spex also attaches great importance to the further development of its employees. For example, store employees have the opportunity to complete a trainee program to qualify for leadership roles and expert functions. Within three years, there is the possibility to move up from optician or sales consultant to store manager. During the training program, the candidates receive extensive feedback and instruction to deepen their business knowledge. They also learn about employee management.

In 2022, we also partnered with a digital learning service provider called Bookboon to create SpexiE-Learning. The platform contains thousands of podcasts and summarized e-books related to personal/professional development as well as soft skills. The content is available in 13 languages. In the first six months of the year, almost half of the organization made use of the e-learning platform.

Employee figures

At the end of fiscal year 2022, Mister Spex employed more than 1,300 employees. The number of employees increased from last year, driven predominantly by new store openings and the acquisition of Tribe GmbH. The average age of the workforce remained broadly stable at 34 years. [10] In 2022, 50% of all employees were in the age group between 31 to 50, [11] the ratio is roughly flat versus the prior year. [12] With a share of 59%, women continued to make up the majority of the workforce (2021: 58%). [13]

Key employee figures [14]

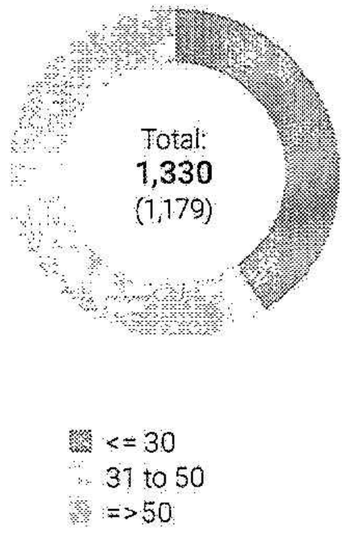
	2022	2021
Total number of employees	**1,330**	**1,179**
Female share	59%	58%
Male share	41%	42%
Average age of employees	34	35
Average length of employment	2.5	2.5

Employees by function

	2022	2021
Total number of employees	**1,330**	**1,179**
Operational employees	999	909
Commercial employees	215	112
Technical employees	116	158

Operational functions: Operations, Retail and Customer Service
Commercial functions: Human Resources, Finance, Marketing and Category Management
Technical functions: IT, Data, Product Management, Tribe GmbH

Employees by age group [15]



9 This is an annual survey. The scores are based on a scale of 1 (very good) to 6 (insufficient). These disclosures for the current and prior year are unaudited.
10 This statement regarding the average age of the workforce is unaudited.
11 This statement is unaudited.
12 This statement is unaudited.
13 This statement is unaudited.
14 The stated percentages of female and male employees, the average age of employees and the average length of employment in 2022 and 2021 are unaudited.
15 The information contained in this graphic on the composition of the workforce according to age groups in 2022 and 2021 is unaudited.

20231109401367

New hires [16] by gender and age group [17]

New employees by gender

in %	2022	2021
Females	61%	56%
Males	39%	44%
Diverse	<1%	<1%

New employees by age group

in %	2022	2021
<= 30	59%	48%
31 to 50	37%	46%
>50	4%	5%

1.1.3 Research and development

Innovation as the basis for future business success

As a digitally driven omnichannel retail brand, we do not have a research and development department in the traditional sense. However, we develop key components of the software we use ourselves, since our technological competencies along the value chain and process chain are decisive for the Company's success. Through in-house developments, we can ensure that the software is tailored to the operational processes and systems and meets the individual challenges of the optician industry.

In fiscal year 2022, we recorded development costs of € 8.0 m (2021: € 8.3 m). The development costs are attributable to new projects and improvements that optimize the purchasing process and thus continuously increase customer satisfaction as well as to projects and improvements that lead to internal process improvements and thus to cost savings.

Amortization of € 4.9 m was initially charged on internally generated intangible assets in fiscal year 2022 (2021: € 2.5 m). Another € 1.6 m was recognized as an impairment in connection with the impairment test.

1.2 Our management system

We have developed a performance management system and defined reasonable performance indicators. Detailed daily, weekly and monthly reports are an important element of our internal management and control system. The financial indicators we use are based on the interests and expectations of our investors. We use financial and non-financial performance indicators to assess how successful we are in implementing our strategy.

Key financial performance indicators

We primarily use revenue and adjusted EBITDA to manage our business activities.

Financial performance indicators

Revenue	Revenue is generated by the sale of prescription glasses, sunglasses, contact lenses and other category-related products as well as advertising subsidies and shipping fees. Revenue is recorded after delivery of products to customers. Revenue is an indicator of the demand for our products and an important factor in the long-term increase in the value of the Company.
Adjusted EBITDA	Earnings before interest, taxes, depreciation of property, plant and equipment and amortization of intangible assets and share in the profit or loss of associates, adjusted for expenses for share-based compensation in accordance with IFRS 2, non-recurring transformation costs and other special effects that are not part of the ordinary course of business. Adjusted EBITDA is an indicator of operating profitability, as it excludes one-time effects that do not reflect the underlying business performance.

Some of the above indicators are or may be non-GAAP financial measures. Other companies may use similarly designated financial indicators, which are defined differently.

16 New hires are defined as people hired in the course of the year.
17 The information contained in this table on the number of new hires broken down by gender and age group in 2022 and 2021 is unaudited.

20231004012688

Non-financial performance indicators

In addition to the financial performance indicators mentioned above, Mister Spex also uses a number of non-financial performance indicators to assess the economic success of its business activities.

Non-financial performance indicators

Active customers	The active customers indicator is defined as the number of clearly identified customers who have placed at least one order without cancellation in the last 12 months. The growth of active customers is usually closely related to the growth of our revenue.
Number of orders	Orders correspond to the number of deliveries to customers in a given reporting period, less canceled and returned orders. An order is independent of the respective product category. Home try-on orders are not included in the calculation of the indicator.
Average order value	The average order value is derived from revenue (less advertising discounts, customer credits, refunds and VAT) divided by the number of orders in a certain period.

1.3 Non-financial report [18]

In this chapter, Mister Spex presents its sustainability strategy and non-financial report in accordance with Sec. 289b (1) and (3) HGB ("Handelsgesetzbuch": German Commercial Code) and Sec. 315b (1) and (3) HGB as well as Art. 8 (1) and (3) of the EU Taxonomy Regulation.

More information
can be found in **Section 3**, which provides information on Mister Spex's risks and opportunities.

For more information about Mister Spex's business model, see section 1.1 "Business model."

Section 3 provides information on Mister Spex's risks and opportunities.

Sustainability strategy and governance

Mister Spex's aim is to build long-lasting and sustainable relationships with our customers, employees, business partners and suppliers alike. By aligning our business goals with the environmental needs of those of current and future generations, our stakeholders and society as a whole, we will continue to be successful in the long term. Therefore, at Mister Spex, we aim to strike a balance between shareholder expectations and the concerns of our customers, employees and other stakeholders.

2023–2025 sustainability reporting roadmap

To further strengthen our ESG commitments and ongoing activities in fiscal year 2023, we will carry out our first materiality analysis taking into account the "double materiality concept" as well as the principles of the CSRD and the requirements of the German Commercial Code (HGB). The materiality analysis will help us to refine and deepen our sustainability approach. Using the materiality analysis, we will create a shortlist of topics according to their business relevance and impact – both positive and negative.

Going forward, we will conduct a gap analysis between the required reporting standards and the current state of sustainability reporting and identify key reporting figures (general and industry-specific). On top of this, we will establish internal control mechanisms as well as monitoring processes to ensure the auditability of the data points going forward.

In fiscal year 2025 we will publish our first CSRD compliant annual report for fiscal year 2024.

EU Taxonomy

From fiscal year 2021 onwards, companies in the non-financial reporting (NFR) scope of EU Directive 2013/34 are required to report in accordance with the EU Taxonomy (Regulation (EU) 2020/852). The non-financial reporting shall include information on how and to what extent a company's economic activities qualify as environmentally sustainable. In particular, this includes making disclosures relating to (i) turnover derived from services or products as well as (ii) capital expenditure and (iii) operating expenditure related to assets or processes associated with economic activities that qualify as environmentally sustainable. In 2021 and 2022, the environmentally sustainable activities were determined by the first two environmental objectives listed in Art. 9 of the regulation: (a) climate change mitigation and (b) climate change adaptation.

Mister Spex performed a detailed analysis of its business activities in order to identify economic activities which are Taxonomy-eligible and aligned on the basis of Annex I and Annex II of the Climate Delegated Act. Mister Spex's business activities primarily comprise the sale of visual aids and other optical products. Currently, these business activities are not covered by Annex I or Annex II of the Climate Delegated Act. Therefore, they are not Taxonomy-eligible and as a result not Taxonomy-aligned. This implies that our primary business activities are not identified as relevant sources of greenhouse gas emissions.

Proportion of turnover, CapEx and OpEx associated with environmentally sustainable economic activities

Turnover

$$\text{Proportion of Taxonomy-eligible turnover} = \frac{\text{Turnover associated with eligible activities}}{\text{Total turnover}}$$

18 The information and disclosures in this section are unaudited

20231004012G9

#Investment Highlights

Leadership
a leading digital-driven omnichannel optical brand in Europe

According to the Delegated Act on Art. 8 of the EU Taxonomy Regulation, the proportion of Taxonomy-eligible turnover shall be calculated as the part of the net turnover derived from products or services, including intangibles, associated with Taxonomy-eligible economic activities (numerator), divided by the net turnover (denominator) as defined in Art. 2, point (5), of Directive 2013/34/EU.

As described previously, Mister Spex did not identify any Taxonomy-eligible economic activities. Therefore, the proportion of Taxonomy-eligible turnover in total turnover for fiscal year 2022 equals 0%.

Capital expenditure (CapEx)

$$\text{Proportion of Taxonomy-eligible CapEx} = \frac{\text{CapEx associated with eligible activities}}{\text{Total CapEx}}$$

According to the Delegated Act on Art. 8 of the EU Taxonomy Regulation, Taxonomy aligned CapEx (numerator) is defined as capital expenditure that is

(a) related to assets or processes that are associated with Taxonomy-aligned economic activities

(b) part of a plan to expand Taxonomy-aligned economic activities or to allow Taxonomy-eligible economic activities to become Taxonomy-aligned ("CapEx plan")

(c) related to the purchase of output from Taxonomy-aligned economic activities and individual measures enabling the target activities to become low-carbon or to lead to greenhouse gas reductions

As described previously, Mister Spex did not identify any Taxonomy-eligible economic activities. Therefore, the proportion of Taxonomy-eligible CapEx in total capital expenditure for the fiscal year 2022 equals 0%.

Operating expenditure (OpEx)

$$\text{Proportion of Taxonomy-eligible OpEx} = \frac{\text{OpEx associated with eligible activities}}{\text{Total OpEx}}$$

In accordance with the Delegated Act on Art. 8 of the EU Taxonomy Regulation, Taxonomy-aligned OpEx (numerator) is defined as follows:

(a) OpEx related to assets or processes that are associated with Taxonomy-aligned economic activities

(b) OpEx as part of an upgrade plan to expand Taxonomy-aligned economic activities or as part of an expansion plan to allow Taxonomy-eligible economic activities to become Taxonomy-aligned (CapEx plan)

(c) OpEx related to the purchase of output from Taxonomy-aligned economic activities and individual measures enabling the target activities to become low-carbon or to lead to greenhouse gas reductions

As described previously, Mister Spex did not identify any Taxonomy-eligible economic activities. Therefore, the proportion of Taxonomy-eligible OpEx under definition (a) in total OpEx for fiscal year 2022 equals 0%. Moreover, Mister Spex currently has no "CapEx plan" as referred under point (b) and no material or eligible activities relating to point (c).

Mister Spex will expand the reporting following the EU Taxonomy; the remaining environmental objectives come into effect in 2023. In 2023, we will continue with the eligibility assessment of all economic activities in terms of relevance for Mister Spex. We will create an alignment assessment of relevant economic activities and available data with substantial contribution, do-no-significant-harm and minimum social safeguards. At the end, we will create an integrated future reporting process with end-to-end data flow to ensure auditability of the taxonomy KPIs by integrating and linking the KPIs with the existing processes, systems and controls.

German Supply Chain Act

The German Act on Corporate Due Diligence in Supply Chains ("Lieferkettensorgfaltspflichtengesetz": LkSG) will be applicable to Mister Spex as of 1 January 2024.

Mister Spex SE is committed to safeguarding the human rights of our employees and the individuals in our business interactions. We expect our employees and business partners to conduct business according to the principles of integrity, ethics, fairness and respect as described in our Code of Ethics and Code of conduct, which can be found **here** [19].

We understand that the risk of human rights violations in supply chains is always growing and evolving, and we will continue and increase our efforts to mitigate that risk.

In fiscal year 2023, we are starting the process of aligning our existing policies and developing new processes to meet the requirements of the LkSG.

For all sustainability-related topics we will establish a cross-functional working group to evaluate the impacts of the new regulations and laws and close any possible gaps in our existing processes, if needed.

19 https://corporate.misterspex.com/en/corporate-compliance

20231004012?0

#Investment Highlights

Attractive Financials

We aim to become the leading omnichannel home for luxury and independent eyewear brands in Europe.

More information can be found on **page 13** in "Our business model".

2022 progress update

Our environment

Carbon emissions

We are convinced that a responsible use of resources can only be achieved through a holistic approach to emissions measurement and reduction. In order to properly understand emissions and how they develop and to take pinpointed action to counteract them, a data-driven analysis is required that allows the current state of emissions in the Company to be viewed at any time. We started our close collaboration with Planetly, a CO_2 management system in late 2021. However, as the company ceased operations in late 2022, calculation and reporting on carbon emissions for 2022 could not be completed in time. Mister Spex aims to publish the data in the Half-Year Report 2023.

Packaging

Our declared goal is to use only recyclable and sustainable materials and to avoid single-use plastic by 2025.

Our cardboard boxes have a high recycling content. Our packaging is FSC-certified and has carried the RESY seal since December 2019. This means: the paper products we use for our packaging originate from responsibly managed forests and are 100% recyclable. Our shipping boxes no longer contain any plastic. In addition, the shipping boxes can be immediately reused for returns, without requiring additional adhesive tape.

The bubble wrap used is made of Blue Ocean film, a 100% recycled material. Furthermore, we use recyclable pool boxes for many intralogistics processes, for example for supplying our warehouse in Stockholm or our stores. Our shipping has been 100% climate-neutral since the end of 2021.

Since April 2021, we have been shipping using DHL's GoGreen Solutions. The surcharge on each parcel is reinvested by DHL in climate protection projects to offset the greenhouse gases generated by transport. The GoGreen initiative addresses both direct and indirect greenhouse gas emissions caused by direct operations and by the activities of DHL's transport subcontractors.

To reduce the number of shipments and returns, we have been offering the virtual 3D eyewear fitting service since 2011. Wherever possible and in accordance with our quality standards, we process returned goods to a high standard and reintroduce them into the product cycle.

Assortment range

Our aim is to continuously make the eyewear market more sustainable and greener.

At Mister Spex, we are consistently working on expanding our assortment range with more environmentally friendly and sustainable brands. Currently we have four third-party brands (Stella McCartney, EOE, Sea2See, Botaniq) in our assortment range which are 100% sustainable, meaning that these styles are produced using only recycled or recyclable metal, bio acetate or recycled plastic from the oceans. At the same time, we launched our first 100% sustainable brand back in 2019, CO CO, which has been expanded to include an exclusive designer sub-collection "Marcel Ostertag x CO CO." Overall, we see that the industry and suppliers are moving towards more sustainable ways of manufacturing and production. By the end of 2022, we had more than 750 SKUs from 30 brands which are considered sustainable.

We have been working together with the non-profit organization CleanRiver Project since 2019, to which we donate one euro for each model of our sustainable own brand CO sold.

Our people

Please refer to the information in section 1.1.2 "Our people."

Cyber security and data protection

Cyber security

At Mister Spex, we take cyber security as a social as well as a technical responsibility. We therefore continuously monitor, review and invest in our information technology (IT) systems and processes to protect our customers, the business and our employees from any cyber security threats. To mitigate cyber risks, we have established a three-tier approach based on automation, professional auditing and deliberate attempts to breach our own systems ("white hat hacking") in order to continuously ensure and improve the effectiveness of our efforts to prevent and mitigate any cyber risk scenarios.

We have a framework of controls in place that protect against unauthorized access to our systems. These include policies and procedures for maintaining and regularly updating infrastructure, servers and security devices and for restricting and monitoring access to customer data and other sensitive information. We test our systems for vulnerabilities with a high frequency. Back-up facilities and contingency plans are in place and are regularly reviewed to ensure that data is protected. Every employee has responsibility for cyber security, and we invest in education and awareness-raising, including the requirement of regular training. Employees are updated regularly on how to mitigate data security risks, the importance of password management, the latest breaches, and software updates. In 2022, we had no security breaches or cyber security incidents.

20231004012?1

Data protection

Protection of personal data is of the highest priority for us and is part of our Code of Ethics. Personal data must be treated confidentially and may only be processed within the framework of the relevant data protection provisions, in particular the General Data Protection Regulation (GDPR) and the German Federal Data Protection Act ("Bundesdatenschutzgesetz": BDSG). Our employees are obliged to comply with our Privacy Policy.

Corporate governance and compliance

Code of Ethics

Our Code of Ethics is a guideline and is intended to provide employees with orientation so they act according to defined ethical and legal standards during their work. In addition, the Code of Ethics describes the standards that Mister Spex adheres to so that, as a company, it is the perfect match for every Spexie.

The Code of Ethics can be viewed **here**[20].

The Code of Ethics
is available on our **website**.

Code of Conduct for suppliers

The Code of Conduct for suppliers sets out our expectations of all our suppliers and contractors in terms of responsible business conduct. It is intended to serve as a guideline and formulates a minimum standard of ethical and lawful conduct. Mister Spex expects each of its suppliers and service providers to comply with these standards of conduct and thus strives to act responsibly as a whole.

The Code of Conduct is available ***here***[21].

The Code of Conduct
is available on our **website**.

2. Economic report of the Mister Spex Group

2.1 Macroeconomic and sector-specific parameters

Global economy

At the beginning of 2022, the global economy continued its recovery from the previous year's declines as a result of COVID-19. Starting from February 2022, global economic activity experienced a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. Russia's war in Ukraine triggered a political and economic shock. The war resulted in an energy crisis in Europe that has sharply increased costs of living and weighed on consumer sentiment. To prevent inflation from becoming more ingrained, central banks rapidly increased nominal policy rates and by the end of the year the European Central Bank had raised its key interest by 2.5 percentage points.

According to the estimates provided by International Monetary Fund (IMF), global growth is expected to slow from 6.0% in 2021 to 3.4% in 2022 and 2.9% in 2023. For the eurozone, the IMF reduced its assessment twice in 2022, followed by an increase of 0.5 percentage points in October 2022 and another 0.4 percentage points in January 2023. Accordingly, estimated growth in Europe in 2022 was 3.5% as a result of macroeconomic policies offsetting some of the impacts of the war.

Germany

At the beginning of 2022, the German economy saw solid growth in gross domestic product (GDP) supported by the continued recovery from the COVID-19 pandemic. However, the increase in inflation and the Russian war in Ukraine again led to a slowdown in economic growth. The macroeconomic situation in Germany in 2022 was primarily driven by the consequences of the war in Ukraine, which included an extreme increase in prices for energy products. For Germany, the IMF and Federal Statistical Office (Destatis) report that economic output increased by 1.9%. Additionally, Destatis, states that the consumer price index (CPI) rose to 7.9%, which is two and a half times higher than 2021 (up 3.1%).

Industry developments

Optician industry

According to Statista, the optician market in Germany declined by -2% to € 6.68 b in 2022. The biggest decline came from spectacle lenses, which decreased by -2% to € 3.9 b, and eyewear frames, which declined by -2% reaching € 1.48 b in 2022. Similar data was also published by the ZVA ("Zentralverband der Augenoptiker": German Association of Opticians), in 2022, according to which revenue declined by 2.4%. On the unit level, the average decline in the number of glasses sold was 6.5%. The average order value for glasses increased by 2.2%. According to the GfK ("Gesellschaft für Konsumgüterforschung": Consumer Goods Research Company), revenue in the German independent optician market for prescription glasses declined by 5% in 2022.

Luxury industry

Based on the research provided by the consulting firm McKinsey&Company and The Business of Fashion, the European luxury goods market reported continued growth following the onset of COVID-19. Revenue from luxury goods grew from 10% to 12% in the first half of 2022 and 2% to 4% in the second half of the year. The effects of inflation are weighing on the overall sentiment. However, the luxury segment is expected to show greater resilience, with revenue projected to grow in a range of 3% to 8% in 2023.

20 https://corporate.misterspex.com/wp-content/uploads/2022/12/mister-spex-code-of-ethics-en.pdf
21 https://corporate.misterspex.com/wp-content/uploads/2022/12/mister-spex-supplier-code-of-conduct-eng.pdf

20231004012772

#Investment Highlights

Operations
Best-in-class and high scalable infrastructure driving strong service levels.

2.2 Assets, liabilities, financial position and financial Performance of the Mister Spex Group

2022 was particularly dominated by Russia's war in Ukraine and the resulting effects on energy prices and the rising cost of living. This had a negative impact on business development starting from second quarter of 2022. The growing uncertainty and increasing commodity and energy prices also reduced demand for prescription glasses and ophthalmic services. However, with its customer-centric omnichannel approach, Mister Spex recorded robust revenue growth of 8%, buoyed by market share gains in its core market, Germany [22].

Financial performance of the Mister Spex Group

	1 Jan to 31 Dec		
in € k	**2022**	2021	Change
Revenue	210,067	194,248	8%
Own work capitalized	6,845	6,399	7%
Other operating income	819	2,400	-66%
Cost of materials	-108,182	-98,792	10%
Gross profit[23]	**101,885**	**95,456**	**7%**
Gross profit margin[24]	**48.5%**	**49.1%**	**-60 bp**
Personnel expenses	-57,822	-49,567	17%
Other operating expenses	-63,701	-62,926	1%
EBITDA	**-11,974**	**-8,238**	**-45%**
Adjustments	3,685	12,387	-70%
Adjusted EBITDA	**-8,289**	**4,149**	**>-100%**
Amortization, depreciation and impairment	-29,847	-15,215	96%
EBIT	**-41,821**	**-23,453**	**78%**
Financial result	-2,595	-4,577	-43%
Share in loss of associates	-302	-345	-13%
Income taxes	-209	-3,140	-93%
Profit or loss for the period	**-44,927**	**-31,515**	**43%**

External revenue and adjusted EBITDA by segment

	1 Jan to 31 Dec		
in € k	**2022**	2021	Change
Revenue			
Germany	153,287	137,802	11%
International	56,779	56,446	1%
Total	**210,067**	**194,248**	**8%**
Adjusted EBITDA			
Germany	-4,942	7,556	>-100%
International	-3,347	-3,407	-2%
Total	**-8,289**	**4,149**	**>-100%**

Revenue by product category

	1 Jan to 31 Dec		
in € k	**2022**	2021	Change
Revenue			
Prescription glasses	81,587	77,686	5%
Sunglasses	59,670	50,156	19%
Contact lenses	64,917	61,824	5%
Total, products	**206,174**	**189,666**	**9%**
Other services	3,893	4,582	-15%
Total	**210,067**	**194,248**	**8%**

In fiscal year 2022, revenue increased by 8%. **Both segments** contributed to this growth. The Germany segment grew by 11%, supported by 16 store openings, the relaxation of COVID-19-related measures and the subsequent start in the recovery of brick-and-mortar retail. The International segment grew by 1%, driven by growth in sunglasses and prescription glasses, which compensated for the decline in contact lenses. The International segment benefited especially from the positive revenue development in Austria, Sweden and Switzerland.

In 2022, all **product categories** experienced a positive revenue development. Sunglasses was the fastest growing product category in 2022, with a 19% increase in revenue. The growth was supported by the recovery in the travel sector, the wide variety in the product range and the good weather. Revenue

22 This statement regarding market share gains in the core market of Germany is unaudited.
23 Management defines gross profit as revenue less cost of materials.
24 Management defines gross profit margin as the ratio of gross profit to revenue.

20231109401273

#Investment Highlights

Brand promise:
Perfect frame for every face and perfect lens for every eye

1. Intuitive experience ease
2. Style competence
3. Optician expertise

+5%

revenue growth in prescription glasses

from prescription glasses increased by 5%, benefiting from accelerated growth of 9% in the second half of the year. Contact lens revenue increased by 5%, underpinned by a stronger development in the first half of the year. Other revenue included in particular advertising allowances and allocations to investees. The latter decreased in 2022.

Adjusted EBITDA reached a total of € -8,289 k in fiscal year 2022 (2021: € 4,149 k) and therefore decreased by € 12,438 k compared to the same period of the prior year. The decrease is particularly attributable to the increase in personnel expenses as a result of new openings, the narrowing of the gross profit margin by 60 basis points due to an unfavorable product mix resulting from weaker growth in prescription glasses, especially in the first half of the year, and higher operating expenses. The adjustments in 2022, amounted to a lower contribution than in 2021. In fiscal year 2021, one-time adjustments mostly included consulting and legal fees in connection with the IPO.

The **Germany** segment contributed disproportionately to this negative development, reaching adjusted EBITDA of € -4,942 k in 2022 (2021: € 7,556 k). The decline was driven by higher operating expenses due to new store openings, the unfavorable product mix mentioned above and increased overhead costs. The International segment recorded adjusted EBTIDA of € -3,347 k in 2022, which was on the same level as in the prior year (2021: € -3,407 k).

In 2022, the **gross profit margin** decreased by 60 basis points to 48.5%. The decline was mainly attributable to a higher share of sunglasses in the product mix.

Personnel expenses increased by 17% compared to the prior year. This development was primarily driven by an increase in the average number of employees from 1,179 to 1,330 as well as by transformation costs relating to the efficiency program "Lean 4 Leverage." The increase in the number of employees was attributable to the new store openings and new hires in the administrative functions. To boost profitability and adjust to the challenging market environment, Mister Spex adopted the "Lean 4 Leverage" efficiency program in fall 2022. This program has three key pillars: a focus on the successful omnichannel core business in the Germany, Austria and Switzerland region as well as Sweden; optimization of the product mix, prices and gross profit margins; rigorous cost management of central personnel expenses and other administrative costs.

Other operating expenses increased by 1% to € 63,701 k. Lower legal and consulting fees in 2022 largely compensated for the increase in general business costs and external services. Marketing expenses rose by 3% in 2022, predominantly due to more marketing activities in the first half of the year, which was partially compensated by the efficiency program "Lean 4 Leverage," starting in the second half of the year.

EBITDA came to € -11,974 k, which was below the level in the prior year of € -8,238 k. The main reason was the decrease in the gross profit margin due to an unfavorable product mix. The high-margin prescription glasses product category, in particular, was unable to meet expectations in the first half of 2022. Another factor driving this development is the significantly higher operating expenses.

Management assesses operating performance on the basis of adjusted EBITDA. This is defined as earnings before interest, taxes, depreciation and amortization, adjusted for expenses for share-based payments in accordance with IFRS 2, one-time transformation costs and other special effects that are not part of the ordinary course of business.

	1 Jan to 31 Dec		
in € k	**2022**	2020	Change
EBITDA	**-11,974**	**-8,238**	**45%**
Adjustments	**3,685**	**12,387**	**>100%**
thereof effects arising from the application of IFRS 2	1,246	1,295	-4%
thereof transformation costs	2,212	6,438	-66%
thereof other special effects	227	4,654	>100%
Adjusted EBITDA	**-8,289**	**4,149**	**>100%**

Transformation costs mainly comprise related to employee redundancies (€ 1,085 k; 2021: € 288 k) incurred in particular in connection with the "Lean 4 Leverage" efficiency program, legal and consulting costs (€ 137 k) and other one-time costs in connection with the IPO in 2021 (€ 242 k; 2021 € 6,426 k). Transformation costs also include expenses in connection with the initial consolidation of Tribe GmbH and Mister Spex Switzerland AG (€ 748 k).

Other special effects in 2022 mainly include expenses for COVID-19-related protective measures (€ 188 k; 2021: € 566 k) and other non-recurring effects that are not part of ordinary business activities.

Adjusted EBITDA declined in 2022 to€ -8,289k for the Group, with the Germany segment contributing disproportionately to this negative development with adjusted EBITDA of € -4,942 k in 2022 (2021: € 7,556 k). The International segment recorded adjusted EBITDA of € -3,347 k in 2022, which was on the same level as in the prior year (2021: € -3,407 k).

20231004012?4

+5%

in average order value (AOV)

Amortization, depreciation and impairment of € 29,847 k (2021: € 15,215 k) was mainly attributable to higher depreciation of right-of-use assets recognized in the course of the fiscal year for the leases for the new stores in accordance with IFRS 16 and impairment of € 10,378 k. Besides the annual impairment test of goodwill and software under development, Mister Spex tests the remaining intangible assets and right-of-use assets for impairment if there are indications that they may be impaired. The consistently low market capitalization of Mister Spex is such an indication as of 31 December 2022. As a result of changes in forecast cash flows and in the discount and growth rates due to the current macroeconomic situation, the recoverable amount of some assets was lower than their carrying amount.

The **financial result** improved by € 1,982 k to € −2,595 k compared to the prior year (2021: € −4,577 k) thanks to the loan liabilities already repaid and the reduced negative interest on free cash in comparison to 2021. Conversely, the accounting for new leases in accordance with IFRS 16 in the context of further location openings resulted in higher interest expenses in 2022.

The Mister Spex Group's loss for the period came to € 44,927 k (2021: loss of € 31,515 k).

Non-financial performance indicators

	1 Jan to 31 Dec		
	2022	2020	Change
Active customers (in thousands)	1,734	1,706	2%
Number of orders (in thousands)	2,304	2,208	4%
Average order value (in €)	89.80	85.90	5%

The most important **non-financial performance indicators** relevant to the evaluation of our performance in relation to our customers, the market and the offers are the number of active customers, number of orders and average order value. Revenue growth is largely attributable to an improvement in these non-financial performance indicators as well.

The number of **active customers** increased by 2% in fiscal year 2022. This result reflects the customer-centric omnichannel business model of Mister Spex, which is characterized by a high level of customer satisfaction and a repurchase intention that surpasses that of traditional opticians[25]. The **number of orders** also increased by 4% year on year. The **average order value** increased by 5% in 2022 which was partly due to growing retail sales revenue, price increases and a higher share of the premium and luxury range.

Both our non-financial performance indicators and our financial performance indicators relate to the entire Group.

2.2.2 Assets, liabilities and financial position of the Mister Spex Group

Assets

in € k	**31 Dec 2022**	31 Dec 2021	Change
Non-current assets	120,411	105,883	24,995
Current assets	172,821	219,437	−46,748
Thereof: cash and cash equivalents	127,792	149,644	−21,852
Total assets	**293,232**	**325,320**	**−32,088**

Equity and liabilities

in € k	**31 Dec 2022**	31 Dec 2021	Change
Equity	201,005	244,785	−43,780
Non-current liabilities	56,736	45,798	10,938
Current liabilities	35,491	34,737	754
Total equity and liabilities	**293,232**	**325,320**	**−32,088**

As of 31 December 2022, the Mister Spex consolidated statement of financial position reports equity in the amount of € 201,005 k (2021: € 244,785 k). The change in equity is mainly due to the loss for the period and the contributions from the share-based payment transactions. At 69%, the equity ratio was slightly below the prior-year level as of the reporting date (2021: 75%).

Net debt[26] for the year amounts to € −35,565 k (2021: € −69,109 k).

Cash and cash equivalents decreased by € 21,852 k, driven by negative cash flows from operating activities and negative cash flows from financing activities that were only partially offset by positive cash flows from investing activities.

In 2022, **total assets** decreased by € 32,088 k to € 293,232 k (prior year: € 325,320 k). There was an increase in **non-current assets** of € 14,528 k to € 120,411 k. This development is chiefly attributable to the recognition of new leases in accordance with IFRS 16 due to the opening of 20 new stores

25 This statement is unaudited.
26 Net debt: non-current liabilities + current liabilities − cash and cash equivalents

#Investment Highlights

Growth
Multiple levers for continued strong growth through increased market penetration, platform development and new market expansion.

and the capitalization of internally developed software. The carrying amount of rights-of-use-assets came to € 53,193 k as of 31 December 2022 (prior year: € 48,953 k). Further additions to non-current assets stem from investments in intangible assets of € 8,959 k (prior year: € 8,849 k). Mister Spex develops core components of the software used in the Company internally to optimize its operating activities and the procurement process as well as to continuously boost customer satisfaction. Research costs were expensed as incurred. Moreover, there were additions to property, plant and equipment in 2022, especially as a result of investments of € 10,717 k (prior year: € 6,996 k) in the logistics location and in fitting out the new retail spaces. The impairments resulting from the annual goodwill impairment tests and the ad hoc impairment tests for the remaining non-current non-financial assets as of 31 December 2022 had an offsetting effect of € 10,378 k.

Current assets decreased by € 46,616 k, mainly due to the reduced level of cash and cash equivalents, which largely comprise bank balances and are not subject to any restraints on disposal. The securities of € 25,010 k held as of 31 December 2021 were sold in the course of fiscal year 2022. At the end of fiscal year 2022, inventories rose to € 30,041 k from € 23,151 k as of 31 December 2021. The increase is related to a higher share of luxury and independent label products as well as higher stocks due to supply chain uncertainties.

As of 31 December 2022, **non-current liabilities** came to € 56,736 k (2021: € 45,798 k) and mainly comprise non-current lease liabilities of € 50,376 k (prior year: € 44,016 k).

Current liabilities rose by € 754 k to € 35,491 k year on year. While current lease liabilities increased by € 2,484 k to € 10,159 k, trade payables decreased by € 3,365 k to € 12,857 k. As of 31 December 2022, current liabilities also included refund liabilities and tax liabilities, accrued personnel-related expenses and liabilities for outstanding invoices.

Equity

in € k	31 Dec 2022	31 Dec 2021
Cash flows from operating activities	−20,842	−27,824
Cash flows from investing activities	3,751	−40,932
Cash flows from financing activities	−4,761	203,864
Total cash flow	**−21,852**	**135,108**

In fiscal year 2022, Mister Spex recorded negative **cash flows from operating activities** of € −20,842 k (2021: € −27,824 k). The cash outflows are largely attributable to a higher loss for the period. The inventory build-up and decrease in trade payables also led to further cash outflows in 2022.

Cash flows from investing activities amounted to € 3,751 k (2021: € −40,932 k). The cash outflows were attributable in particular to the sale of money market funds in 2022, which partly compensated for the cash outflows for investments in property, plant and equipment and intangible assets.

The **cash outflows from financing activities** of € 4,761 k in 2022 are chiefly due to payments for the contribution from the principal portion of lease liabilities, which were partly offset by cash outflows for sale and leaseback transactions.

Overall, the Mister Spex Group's cash and cash equivalents decreased by € 21,852 k to € 127,792 k as of 31 December 2022.

The Mister Spex Group was in a position to meet its financial obligations at all times during the fiscal year.

2.3 Comparison of outlook and actual business developments

in € k	2021	Forecast (adjusted) [27] for 2022	2022
Revenue growth	Moderate double-digit growth, slightly above 18%	7–12%	8%
Adjusted EBITDA	Greater than € 4.1 m	−6% to −3% of adjusted EBITDA margin [28], equivalent to adjusted EBITDA of between € −13.1 m and € −6.2 m.	€ −8.3 m (equivalent to an adjusted EBITDA margin of −4%)

27 The adjusted forecast for 2022 was published on 5 September 2022.
28 The adjusted EBITDA margin is defined as the ratio of adjusted EBITDA to revenue.

In its publication of 26 January 2022, the German Federal Ministry of Economic Affairs and Climate Action forecast that the global economy would grow by 4.5% in 2022 compared to the prior year. It was expected that the German market, which is Mister Spex's biggest revenue-generating market, would benefit from the positive market environment of the global economy. However, the impact of Russia's war in Ukraine and the ensuing spiraling inflation, the energy crisis and the rise in interest rates have significantly changed the forecasts for economic growth.

In the first quarter of 2022, Mister Spex saw a 6% increase in revenue compared to an all-time high from the prior year.[29] The positive revenue growth continued in the second quarter, although Mister Spex had expected an even stronger recovery compared to 2021.[30] Due to the effects of Russia's war in Ukraine and the resulting inflationary environment impacting consumer sentiment, the forecast for 2022 that had been issued on 30 March 2022 was adjusted on 5 September 2022. Therefore, the subsequent comparison of the actual business development with the outlook for fiscal year 2022 refers to the forecast published on 5 September 2022.

For 2022, we forecast **revenue growth** of between 7% and 12% compared to the prior year. With revenue growth of 8%, Mister Spex reached the lower end of the adjusted forecast. As originally stated, the Group expanded its store network by 20 stores in 2022, achieved a 4% increase in the number of orders as well as an increase in the average order value of 5%. The number of active customers increased by 2%. All of the above significantly contributed to revenue growth in 2022.

Adjusted EBITDA in 2022 reached a total of -€ 8.3m, which is a decrease of € 12.4m on the prior year (2021: € 4.1m). This represents an adjusted EBITDA margin of –4% and thus is at the upper end of the adjusted forecast (–6% to –3% adjusted EBITDA margin). As a result of the rapidly deteriorating consumer sentiment and the ensuing change in the product mix with a lower gross profit margin, the Group initiated an efficiency program, "Lean 4 Leverage." The program is aimed at substantially increasing profitability and adapting the business to the new market environment. Dedicated operational measures were initiated to optimize the product mix, increase the gross profit margin and commence rigorous cost management for administrative functions.

2.4 Economic report for Mister Spex SE

Preliminary remarks

The management report and the group management report of Mister Spex SE, Berlin, have been combined. The following comments are based on the financial statements of Mister Spex SE, which were prepared in accordance with the provisions of the German Commercial Code ["Handelsgesetzbuch": HGB] and the German Stock Corporation Act ["Aktiengesetz": AktG] in conjunction with Art. 61 of EU Regulation No 2157/2001.

Business activities

Mister Spex SE is the parent company of the Mister Spex Group. It operates its own national and international Mister Spex websites and sells prescription glasses, sunglasses, contact lenses and contact lens care products via its country-specific online shops and in brick-and-mortar stores in Germany, Austria and Switzerland. As a holding company, it holds the shares in the subsidiaries.

Mister Spex is one of the leading digitally driven omnichannel optical brands in Europe. We offer our customers fashionable glasses, including prescription glasses, sunglasses and contact lenses. Our range includes seven own brands, as well as more than 100 premium and luxury brands. We also carry fashionable and high-quality independent labels and boast exclusive collaborations with fashion designers and influencers.

Thanks to our seamless omnichannel approach, we create an individual shopping experience and at the same time give our customers the freedom to decide for themselves when, where and how they want to shop. Innovative technologies and smart, data-driven services, such as frame recommendations, automatic goods replenishment and real-time sorting algorithms, play a central role. We are present in six markets (Austria, Germany, the Netherlands, Spain, Switzerland and the UK) with online shops and operate 65 of our own brick-and-mortar stores in Germany, Austria and Switzerland. We also have an extensive partner optician network with 350 opticians.

Due to the Company's significance within the Group, the Company and the Group share the same performance indicators. Mister Spex SE is subject to the same risks and opportunities as the Group. The information provided in the Group's economic report also reflects the results and expectations in this section.

29 This statement on the development of revenue in the first quarter of 2022 compared to the prior year is unaudited.
30 This statement is unaudited.

20231004013277

#Investment Highlights

Data Capabilities
Investing in innovations and technical solutions to expand our digital services, leveraging evolving state-of-the-art technology and giving our customers the maximum flexibility in finding their individual look with joy and ease.

2.4.1 Financial performance, financial position and assets and liabilities of Mister Spex SE

Financial performance

The Company's financial performance developed as follows:

	1 Jan to 31 Dec		
in € k	**2022**	2021	Change
Revenue	189,633	173,921	9%
Own work capitalized	6,712	6,956	–4%
Other operating income	1,396	4,549	–69%
Cost of materials	–93,614	–85,372	10%
Gross profit	**104,127**	**100,054**	**4%**
Personnel expenses	–53,578	–45,603	17%
Amortization, depreciation and impairment	–9,089	–7,329	24%
Other operating expenses	–70,466	–75,401	–7%
Operating result	**–29,006**	**–28,279**	**3%**
Financial and investment result	–26,911	–1,399	>100%
Income taxes	–448	–547	16%
Loss for the year	**–56,365**	**–30,225**	**86%**

Mister Spex SE closed the year with a loss for the period of € 56,365k. This is a decline of € 26,140k from 2021.

Revenue in 2022 increased by 9% or € 15,711k to € 189,633k (2021: € 173,922k). In 2022, Germany continues to be the largest market for Mister Spex with key categories being prescription glasses and sunglasses.

Own work capitalized of € 6,712k relates to internally developed software. In the fiscal year, additions included both internally generated intangible assets and assets under development.

Other operating income decreased by € 3,153k to € 1,396k compared to the prior year. The decline is due to the absence of other operating income recorded in the prior year generated from the allocation of IPO costs.

Cost of materials rose by € 8,242k to € 93,614k (2021: € 85,372k). At 49.4%, cost of materials as a percentage of revenue was 0.3 percentage points above the prior-year level, due to factors such as shifts in the product mix.

Personnel expenses increased by € 7,975k to € 53,578k (2021: € 45,603k), primarily as a result of a further increase in headcount relating to new store openings as well as in the administrative and logistics divisions.

Amortization, depreciation and impairment increased by € 1,760k to € 9,089k, mainly due to higher amortization of intangible assets and depreciation of property, plant and equipment for new stores.

At € 70,466k, **other operating expenses** were lower than the prior year (2021: € 75,401k). Legal and consulting fees significantly decreased, since 2021 was impacted by costs for the IPO and the change of legal form from a German stock corporation (AG) to a European company (SE). At € 14,231k (prior year: € 10,749k), rental expenses and other premises costs mainly increased due to the expansion of our omnichannel activities and the opening of further stores. Marketing costs increased by € 2,727k to € 24,330k (2021: € 21,603k), while variable costs associated with revenue growth including costs for distribution and sales were slightly reduced. The outcome of a tax audit spanning several years also resulted in other tax expenses in the amount of € 188k (prior year: € 0k).

The **financial and investment result** for the fiscal year mainly comprises impairment losses of € 28,067k charged on loans to and shares in affiliates to reflect changes in forecast cash flows and in the discount and growth rates, also in light of the current macroeconomic situation. It is also contains

#Investment Highlights

Team
Experienced, founder-led management team with strong track-record in successfully scaling the business.

interest expenses of € 800k (2021: € 2,877k), income from loans classified as non-current financial assets of € 1,600k (2021: € 1,346k) and income from profit transfers of € 59k (2021: € 124k).

Assets, liabilities and financial position

The following overview shows the summary of the balance sheet:

Assets

in € k	31 Dec 2022	31 Dec 2021	Change
Non-current assets	63,602	80,482	–16,880
Current assets	171,886	211,508	–39,622
Prepaid expenses	2,055	1,941	114
Total assets	**237,543**	**293,931**	**–56,388**

Equity & Liabilities

in € k	31 Dec 2022	31 Dec 2021	Change
Equity	209,953	266,111	–56,158
Contribution made to effect the resolved capital increase	–	85	–85
Special item for government grants	19	79	–60
Provisions	6,930	5,416	1,514
Liabilities [31]	18,046	20,272	–2,226
Deferred income	566	338	228
Deferred tax liabilities	2,029	1,630	399
Total equity and liabilities	**237,543**	**293,931**	**–56,388**

A total of € 8,806k (prior year: € 9,408k) of additions to **intangible assets** is attributable to capitalized development costs and prepayments made for intangible assets under development. In addition, investments in property, plant and equipment amounted to € 8,664k (prior year: € 6,172k). The investments in property, plant and equipment mainly relate to the expansion of the new stores and the expansion of the logistics site.

The change in **financial assets,** which largely explains the decline in total non-current assets, stems mainly from the acquisition of the remaining shares in Tribe GmbH as well as from impairment losses. The annual test of loans to and shares in affiliates for impairment indicated that their impairment was expected to be permanent. As a result, impairment losses of € 28,068k were recognized in fiscal year 2022.

As in the prior year, **inventories** primarily comprise merchandise for the operating business and amount to € 27,782k (prior year: € 21,206k). The increase is related to a higher share of luxury and independent label products as well as higher stocks due to supply chain uncertainties.

Receivables and other assets decreased by € 4,055k to € 20,658k year on year. The change mainly resulted from the decrease in receivables from group companies by € 2,316k to € 1,029k (prior year: € 3,345k) and from the decrease in other assets by € 2,579k, which is primarily attributable to lower VAT receivables and to the settlement of receivables from shareholders in connection with the allocation of shareholders' IPO costs relating to the shares sold in 2021.

The **securities** of € 25,010k held as of 31 December 2021 were sold in the course of fiscal year 2022.

The **equity ratio** stood at 88% at the end of the fiscal year (prior year: 91%). Further details regarding the development of treasury shares are provided in the notes.

Provisions and liabilities decreased by € 712k to € 24,976k at the end of the year (prior year: € 25,688k). As of 31 December 2022, provisions primarily related to employee obligations, obligations from outstanding invoices, warranties and returns.

31 Liabilities comprise prepayments received on account of orders, trade payables and other liabilities.

20231004012?9

Cash and cash equivalents largely comprise bank balances of € 123,445k (prior year: € 140,578k) and are not subject to any restrictions on disposal. The change is mainly attributable to cash outflows from operating activities.

The Company was in a position to meet its financial obligations at all times during the fiscal year.

2.5 Overall assessment of financial performance, financial position and assets and liabilities

The Management Board regards the Group's performance in fiscal year 2022 and that of Mister Spex SE as positive despite the negative impacts stemming from Russia's war in Ukraine and the resulting sharp increase in inflation, impacting private consumption and consumer sentiment. In 2022, both revenue growth and adjusted EBITDA were below the prior-year forecast, but within the guidance range as revised in the course of the year.

Overall, the Company's and the Group's assets, liabilities, financial position and financial performance can again be described as satisfactory.

3. Risks and opportunities

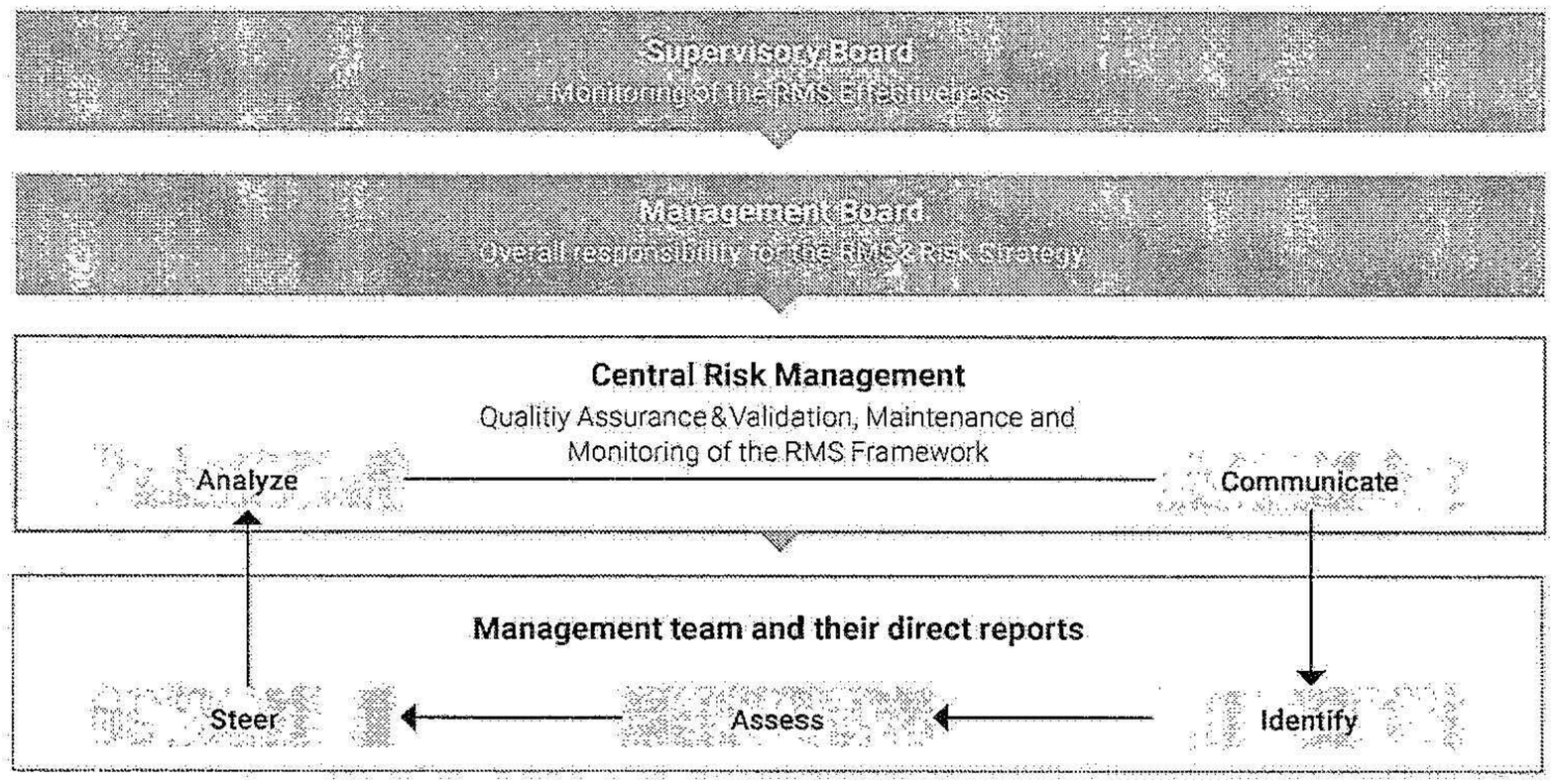
As a European omnichannel eyewear retailer, Mister Spex has exposure to macroeconomic, sector-specific, and company-specific opportunities and risks. The risks and opportunities report outlines the material opportunities and risks for Mister Spex and gives an overview of the risk and opportunity management system, which Mister Spex revised substantially in 2022.

3.1 Risk and opportunity management system

The Management Board of Mister Spex has mandated the risk management team with the definition, implementation, operation, monitoring and continuous development of the risk and opportunity management system (RMS) of Mister Spex SE. For this purpose, the Risk Management team defines the framework for the RMS with binding minimum requirements. The core risk management process at Mister Spex is based on relevant standards, such as ISO31000, COSO II and IDW AuS 340 (Revised). In fiscal year 2022, a comprehensive revision of the RMS took place, including the corresponding establishment of clearly defined responsibilities, methods and processes. During the revision, the risk categories and the scales of probability of occurrence and expected financial damage were fundamentally changed. Hence, no year-to-year comparison is presented in this year's report.

20231004013280

Overview of the RMS at Mister Spex



The objective of the RMS at Mister Spex is not to have zero risks but rather to create transparency over risks and opportunities and enable structured steering to mitigate risks and take advantage of opportunities.

Risk and opportunity identification and monitoring

Risk and opportunity identification is the initial phase of information gathering aimed at capturing all relevant sources of risks and opportunities. As part of the revision of the RMS, risks and opportunities were identified in a structured and moderated manner in the second half of 2022. The main methods employed to do so were interviews with the management team and their direct reports as well as identification of risks based on 13 predefined risk categories and the risks Mister Spex had identified in the past. The risks and opportunities are identified during day-to-day operations by risk and opportunity owners and twice a year by the central risk management team. At Mister Spex, risk and opportunity owners are generally the management team and their direct reports. However, any employee can report risks and opportunities to risk management. Furthermore, Mister Spex has implemented ad hoc reporting thresholds for risks that might arise outside the usual risk management cycle.

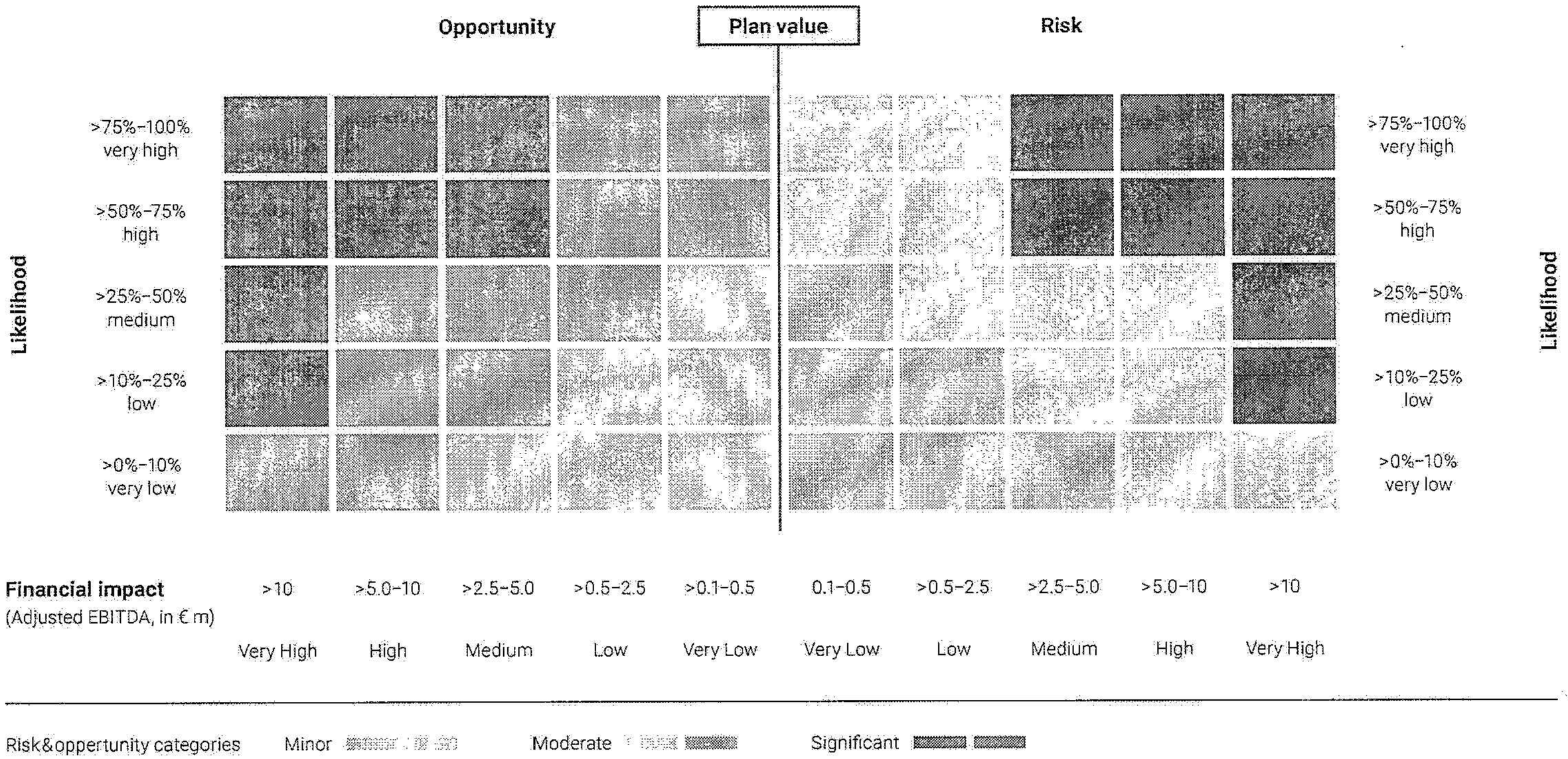
Risk and opportunity assessment

Mister Spex assesses individual financial and non-financial risks and opportunities that might arise in the plan year and the year thereafter. Financial risks and opportunities are negative or positive deviations from planned earnings, measured as adjusted EBITDA, while non-financial risks pertain to reputation and compliance. As part of the revision of the RMS, Mister Spex adjusted the likelihood and risk impact scales, which are displayed in the risk and opportunity matrix below. The likelihood describes the probability of an identified risk occurring in the plan year or the year thereafter. The risk scales capture the financial and non-financial damage should the risk materialize. The financial impact of the risk or opportunity is estimated by means of a three-point estimation based on a PERT distribution.

When assessing individual risks, Mister Spex considers the net risk after effective mitigation measures but before planned but not yet effective additional risk-mitigation measures. Individual risks and opportunities are grouped into 13 thematic clusters and shown in the following risk and opportunity matrix. The clusters presented in this report show the net risk or net opportunities for the plan year.

20231004012B1

Risk amd opportunity matrix



Risk&oppertunity categories Minor Moderate Significant

Stochastic simulation method

Risks and opportunities are classified as minor, moderate or significant based on the combination of the likelihood of occurrence and the financial and non-financial impact. In this report, the financial impact of a risk or opportunity cluster is the sum of the financial impacts of its individual risks or opportunities, respectively. This report describes risks and opportunity clusters classified as moderate or above for the plan year, according to the risk and opportunity matrix.

In addition to the expected loss aggregation outlined above, Mister Spex uses stochastic simulation methods to identify material risks and opportunities at an early stage. This approach enables Mister Spex to take interdependencies into account that might significantly positively or negatively affect adjusted EBITDA. For this purpose, the value at risk with a confidence level of 99% is determined for the overall risk portfolio. To assess Mister Spex's risk-bearing capacity, the total risk determined is compared with the risk coverage potential, which considers both liquidity and equity positions.

Risk and opportunity management, reporting and continuous improvement

Central risk management reports to the management team, the Management Board and the Supervisory Board at least twice a year on the overall risk and opportunity situation at Mister Spex. Internal Audit's brief is to regularly review the effectiveness of Mister Spex's RMS and provide independent assurance on the risk management process by testing the design and operating effectiveness of the risk management framework, processes, risk assessment and mitigation

20231004013282

measures for material risks. Internal Audit and the Supervisory Board's Audit Committee monitor the effectiveness of risk management and the internal control system (ICS).

Risk and opportunity owners are tasked with deriving and implementing effective measures to mitigate risks and take advantage of opportunities. Derived measures are recorded as part of the risk management process and continuously reviewed and tracked for currentness and appropriateness. For identified risks, a management strategy must be chosen that takes effectiveness and costs of further risk-mitigating measures into account. Mister Spex distinguishes between risk reduction, which includes risk avoidance and transfer to a third party, and risk acceptance.

The establishment of risk-conscious behavior and the resulting sustainable risk culture for Mister Spex is a prerequisite for appropriate and effective risk management. For this reason, all executives of Mister Spex are required to live and promote risk-conscious actions within their sphere of influence. To continuously promote a consistent understanding and management of risks, Mister Spex addresses risk management in regular management meetings.

3.2 Internal control system

3.2.1 Non-financial internal control system [32]

The Management Board has fulfilled its obligations with regard to establishing and ensuring independent monitoring of corporate governance systems such as the risk management system, the financial (accounting-related) and non-financial internal control system and the compliance management system.

The internal control system and the risk management system also include a compliance management system that is geared to Mister Spex's risk situation. Furthermore, the internal control system and the risk management system also address sustainability goals, including the processes and systems for collecting and processing sustainability-related data.

Internal and external reports are issued, such as:

- Internal management reports
- Internal risk reports
- Internal reports by company officers (e.g., the data protection officer)
- Statutory or regulatory corporate reports
- Sustainability reports, other environmental and social reports

3.2.2 Financial (accounting-related) internal control system

As part of the internal control system, Mister Spex has implemented a system of accounting-related internal controls, which is a central component of the accounting and reporting system. It comprises preventive, detective and corrective controls over business processes in the areas of accounting, controlling and all operational functions which ensure a methodical and consistent approach to the preparation of the financial statements.

These processes of the accounting-related control system, the relevant risks and the assessment of the controls include the identification and definition of processes, the introduction of approval levels and the application of the principle of segregation of functions as well as the identification of best practices. The implemented control mechanisms affect several processes and therefore often overlap. Mechanisms include the establishment of policies and procedures, the definition of processes and controls, such as monthly closing checklists and deviation analyses, and the introduction of approval levels and guidelines. In the accounting process, various monitoring measures and controls help to ensure that the annual and consolidated financial statements are prepared in accordance with the regulations. Mister Spex has clearly defined financial reporting subprocesses and assigned clear responsibilities. This also includes regularly reviewing updates to accounting policies and laws and updating accounting policies accordingly as well as the regular training of the employees involved. Appropriate segregation of functions and the application of the principle of dual control also reduce the risk of fraud.

3.2.3 Design of the internal control system [33]

The internal audit function – as the third line of defense – is an integral part of the internal control system at Mister Spex. It monitors and reviews compliance with the internal control system and risk management system at regular intervals. The Audit Committee of the Supervisory Board monitors its design and operating effectiveness on the basis of quarterly internal audit reports.

32 This subsection was not part of the audit of the combined management report.
33 This subsection was not part of the audit of the combined management report.

3.3 Overview of risks at Mister Spex

In the reporting period, no risks or risk clusters were identified that could jeopardize Mister Spex's ability to continue as a going concern. The following table provides an overview of the 13 risk categories, clustered into four main risk areas.

As noted above, due to the changes in the RMS framework and the risk categories, no explicit comparison to the prior year is possible.

Overview of risk clusters

	Assessment	Impact	Likelihood
Markets, competition, sales, and strategy			
1. Market development	Moderate	High	Low
2. Sales	Moderate	High	Low
3. Strategic planning	Minor	Very low	Very low
Operational			
4. Production	Moderate	High	Very low
5. Supply Chain and Logistics	Moderate	Very high	Very low
6. IT	Moderate	High	Very low
7. HR	Moderate	Medium	Low
Financial, compliance, and legal			
8. Compliance	Minor	Low	Very low
9. Finance and Controlling	Minor	Medium	Very low
10. Legal	Minor	Low	Low
Reputation, sustainability, and other			
11. Communications and Public Relations	Minor	Very low	Very low
12. Sustainability	Minor	Low	Low
13. Other	Minor	Very low	Very low

13
risk categories

Markets, competition, sales, and strategy

The ongoing COVID-19 pandemic, Russia's war in Ukraine, high inflation and the increasing cost of living weighed negatively on consumer demand in Mister Spex's core European markets in 2022. While there are early signs that the consumer climate is improving in Germany, albeit very slowly and from a historically low level, Mister Spex remains very cautious for 2023. A further worsening of market conditions due to decreasing consumer demand or changed consumer behavior and/or new COVID-19 restrictions and the resulting decrease in footfall in retail stores represent the biggest risk cluster for Mister Spex. Further risks in this risk cluster are heightened competition as more competitors enter the online market and higher marketing costs in response to the increased competition and/or the strong market position of the advertising platforms.

Mister Spex has planned 2023 allowing for the current uncertainties and other market circumstances and hence considers the likelihood of risks in this cluster materializing to a greater extent than planned to be low. Conversely, a more rapid than expected recovery of consumer markets is one of the biggest opportunities for 2023, which we describe below. We believe that we remain ideally positioned to take further market share even in difficult economic circumstances thanks to our attractive and varied assortment as well as the excellent value for money offered across all product categories.

Operational

Operational risks faced by Mister Spex in 2023 stem from four areas: production, supply chain and logistics, IT and human resources. The main production risks include natural hazards and malicious attacks that have a potentially high impact but are very unlikely to occur. To mitigate these risks and create redundancy, Mister Spex is investing in additional edging and mounting facilities. In order to reduce costs and

20231004012284

offer customers a better level of service, Mister Spex is continuously investing in the automation of logistics and production. Late completion of ongoing automation projects could have a negative financial impact, as Mister Spex has already factored in some cost reductions from productivity increases in its budget.

Supply chain and logistics risks include the reliance on a small number of large suppliers with considerable pricing power and the resulting increase in cost of goods sold as well as outbound delivery service providers. However, as Mister Spex has secured conditions for most of its large suppliers and outbound delivery service providers for 2023, the risk of further significant price increases and subsequent pressure on margins is very low. Mister Spex is strengthening its own brand collection and broadening its branded assortment to further decrease reliance on large suppliers going forward.

IT risks encompass IT security as well as IT system availability. Customer data is a key distinguishing feature and advantage of Mister Spex compared to its competitors in the eyewear industry. Data protection is of utmost importance, as Mister Spex collects, processes and stores medical data on its customers' eyesight to produce and deliver the perfect pair of prescription glasses or contact lenses. Mister Spex regularly trains its employees to prevent data theft and cybercrime, which could jeopardize customer information and result in financial damage due to penalties and significant non-financial damage due to reputational damage and compliance issues. The availability of IT systems and the integrity of these technologies are a decisive factor to enable a frictionless customer journey and ultimately business success. Disruptions or failures of online services can lead to a loss of sales revenues. Mister Spex takes proactive steps to identify services at risk and enact measures to guarantee systems availability and integrity. Another risk is that of changes to cookie regulations that could necessitate system modifications and thus cause an additional financial outlay.

The ongoing war for talent is a nation-wide risk that Mister Spex faces. To achieve its strategic goals and to win further market share, Mister Spex relies on a skilled workforce across the organization. As a result of demographic change and increasing competition in the personnel market, it is challenging to attract skilled workers. For skilled workers that Mister Spex successfully attracts, the Company often faces a much higher cost due to ongoing wage inflation. The areas where Mister Spex is facing the biggest risks is IT specialists and opticians, both of which are in high demand and short supply in Mister Spex's major market, Germany. To mitigate this risk, Mister Spex is actively investing in training and employee development. Mister Spex is looking to increase its intake of optician apprentices to a record high in 2023. To increase employee satisfaction and ultimately retain key personnel, Mister Spex has introduced a flexible working model as well as bonus schemes and incentives.

While not considered a financial or non-financial risk for 2023, Mister Spex is taking active measures to prepare for ESG legislation and the German Supply Chain Act ["Lieferkettensorgfaltspflichten-gesetz"] and hence mitigate any future risks that might arise from non-compliance.

3.4 Overview of opportunities at Mister Spex

With the aim of sustainably securing the Company's success, opportunities that may arise from changed market structures as well as improvements in the internal value chain should also be identified at an early stage and systematically exploited.

Markets, competition, sales and strategy

While Mister Spex has planned 2023 on the basis of muted consumer demand for prescription glasses, there are early signs that the eyewear retail market might pick up earlier than planned. First, according to GfK, consumer confidence seems to have hit rock bottom in Germany in October 2022 and has since slowly but steadily improved. Second, in January 2023 the International Monetary Fund revised the overall economic outlook for Germany in 2023 upwards. Considering that Mister Spex was able to grow its revenue by 8% in 2022 compared to 2021, while the German eyewear market stagnated according to data from GfK, Mister Spex is also expected to profit from a speedier recovery of the German eyewear market. Other opportunities to grow revenue and/or margins include various pricing adjustments, which will be tested in 2023 and, if successful, rolled out in Mister Spex's main markets. In addition, an expansion of the products and services offered might also positively impact revenue and adjusted EBITDA. A possible reduction in competitors' advertising volumes in the face of the persistently clouded consumer sentiment and savings in marketing costs could

have a positive impact on Mister Spex customer acquisition costs through reduced competition in various marketing channels. Another opportunity lies in forging alliances with third parties to win new customers.

Further opportunities arise from the continued focus on strategic projects, particularly the further improvement and rollout of our frame recommendation algorithm that helps customers to find the perfectly fitting frames for their faces. The acquisition of Tribe GmbH in 2022 further strengthened Mister Spex's capabilities to recommend the perfect frame to new and returning customers alike. In addition, an improved recommendation of the perfect lenses for prescription glasses, based on customers' prescription values, might also result in increased revenue, reduced customer service contacts and costs and higher customer satisfaction.

Operational

The biggest operational opportunity is higher revenue following reduced return rates due to the rollout of the frame recommendation algorithm to a larger share of Mister Spex's customers. Other operational opportunities arise from the focus on operational excellence across the organization and the reduction of overhead costs as part of the ongoing "Lean 4 Leverage" performance program.

4. Outlook

General economic situation and industry conditions

The outlook prepared by Mister Spex considers relevant facts and events that were known at the time of preparing the consolidated financial statements and that may impact the future development of the business. The outlook on economic parameters is based on an analysis of primary data and derived from expert assessments on the development of energy supply and the Russian war in Ukraine.

The global economy lost its original growth momentum over the course of 2022. The trajectory of the current geopolitical development and the associated costs are not yet fully foreseeable. This means that all forecasts on the development are subject to an extraordinarily high degree of uncertainty. We expect the global economy to grow weaker in fiscal year 2023.

In its publication on 30 January 2023, the International Monetary Fund (IMF) expects the global economy to slow from 3.4% in the prior year to 2.9% in 2023; however, this is 0.2 percentage points higher than in its October 2022 outlook. The German economy, which is highly integrated in global value chains, is likely to be particularly impacted by the global slowdown in growth, with expected growth of 0.1% in 2023. Based on the report from the Federal Ministry for Economic Affairs and Climate Action, the German economy (measured by GDP) is expected to grow by 0.2% in 2023 (2022: 1.9%).

One of the factors influencing the economic development in 2023 will continue to be high inflation and the resulting efforts to mitigate it. Additional interest rate hikes by central banks will restrain the upward trajectory, but will also curb some of the economic growth due to higher interest rates. We expect inflation to peak in the first half of the year.

Weaker consumer sentiment has a stronger impact on discretionary spending, for example on travel and luxury accessories. Since prescription glasses, the most important product category for Mister Spex, are a medical necessity for many, they are less affected by the decline in discretionary spending. Households from higher income groups are more resilient and considered to be less restrictive in their consumption patterns when inflation rises. Therefore, we believe that the increase in the boutique range and other relevant designer collaborations will support sales development in 2023 and have a positive effect on revenue.

Future development of the Group

We are convinced that our position as one of the leading digitally driven omnichannel opticians in Europe will enable us to continue our growth and become one of the leading players in the overall eyewear market. An important factor for the further expansion of our omnichannel offer will be the opening of additional stores to build up a comprehensive network in brick-and-mortar retail as well. In addition to the markets in which we currently have a store presence, we will continue to examine the potential for further market entries for our store concept. However, in 2023 we will focus our efforts on the countries where we are already present and stores which we have opened in the last six years. We are confident that thanks to the seamless omnichannel approach, the broad product and varied product and brand range and a leading price-value proposition, Mister Spex will to continue to grow faster than the European eyewear market in 2023 and expand its customer base further.

Management expects to record **revenue growth** in the mid to high single-digit percentage range in fiscal year 2023. The expansion of the store network by 10 new stores, a slight increase in the number of orders, a slight increase in the average order value and a slight increase in active customers should contribute to revenue growth.

The Management Board expects **positive adjusted EBITDA margin** in the low single-digit percentage range in fiscal year 2023, as compared to –4% in 2022. As a result of the "Lean 4 Leverage" efficiency program launched in the second half of 2022, the Germany segment is expected to make a significant contribution to the overall improvement in 2023. Under the program, the focus is on increasing operating efficiency in order to reduce the cost base.

20231004011286

A more accurate revenue and earnings forecast is not possible due to the volatile market environment. Increasing inflation concerns and rising costs for everyday items could negatively impact private consumption and further dampen consumer demand. The uncertainties caused by the Russia's war in Ukraine could indirectly exacerbate this development through higher sourcing costs as well as more cautious travel plans and thus lower demand for sunglasses.

Future development of Mister Spex SE

The statements made on the intensity and direction of market trends, the development of revenue and the results for the Group also apply here given the close ties between Mister Spex SE and the group companies and its significance within the Group. The statements also reflect the expectations for the parent company in terms of trends and intensity of the expected development of the key performance indicators.

5. Acquisition-relevant information according to Secs. 289a (1), 315a (1) HGB

The Company is obliged to disclose acquisition-relevant information in accordance with Secs. 289a (1), 315a (1) HGB ["Handelsgesetzbuch": German Commercial Code].

Composition of subscribed capital

With regard to the composition of the subscribed capital, reference is made to the notes.

Restrictions concerning voting rights or the transfer of shares

As of 31 December 2022 (reporting date), Mister Spex SE held 998,000 treasury shares which do not entitle it to any rights pursuant to Sec. 71b AktG ["Aktiengesetz": German Stock Corporation Act].

Equity investments exceeding 10% of voting rights

EssilorLuxottica SA, having its registered office in Charenton-Le-Pont, France, indirectly holds an equity investment exceeding 10% of the voting rights through Luxottica Group S.p.A., having its registered office in Milan, Italy, and Luxottica Holland B.V., having its registered office in Heemstede, Netherlands. Luxottica Holland B.V., having its registered office in Heemstede, Netherlands, directly holds an equity investment that exceeds 10% of the voting rights and which is attributed to EssilorLuxottica SA in accordance with Sec. 34 WpHG ["Wertpapierhandelsgesetz": German Securities Trading Act].

In addition, Albert Büll, Christa Büll, Sabine Büll-Schroeder and Nathalie Büll-Testorp, each having their place of residence in Hamburg, Germany (together "Büll Family"), jointly hold an indirect equity investment in the Company exceeding 10% of the voting rights via the jointly controlled Verwaltung ACB GmbH, ABACON GmbH & Co. KG and ABACON Invest GmbH, each having its registered office in Hamburg, Germany. ABACON Invest GmbH directly holds an interest in the Company which exceeds 10% of the voting rights and which is attributed to the Büll Family in accordance with Sec. 34 WpHG.

Statutory provisions and provisions of the Articles of Incorporation concerning the appointment and dismissal of members of the Management Board and the amendment of the Articles of Incorporation

The Supervisory Board of the Company appoints the members of the Management Board on the basis of Art. 9 (1), Art. 39 (2) and Art. 46 of the SE Regulation, Secs. 84 and 85 AktG and Art. 6 (3) and (4) of the Articles of Incorporation for a term of up to five years. Reappointments are permissible. The Supervisory Board is entitled to revoke the appointment of a member of the Management Board for good cause (see Art. 9 (1), Art. 39 (2) of the SE Regulation, Sec. 84 AktG). In accordance with Art. 6 (1) of the Articles of Incorporation, the Management Board consists of one or more persons and the number of Management Board members is determined by the Supervisory Board.

Amendments to the Articles of Incorporation shall be adopted by the Annual General Meeting (Secs. 119 (1) No. 6, 179 (1) Sentence 1 AktG). Unless mandatory statutory provisions or the Articles of Incorporation stipulate otherwise, under Art. 19 (3) of the Articles of Incorporation, amendments to the Articles of Incorporation require a majority of two thirds of the valid votes cast or, if at least half of the capital stock is represented, the simple majority of the valid votes cast.

In accordance with Art. 11 (5) of the Articles of Incorporation, the Supervisory Board is authorized to adopt amendments to the Articles of Incorporation which relate only to the wording. In accordance with the Articles of Incorporation, the Supervisory Board is authorized to amend the Articles of Incorporation after the authorized or conditional capital has been used or the authorization periods for their use has expired in order to reflect the increase in capital stock or the expiry of the authorization period.

20231004013B7

Powers of the Management Board to issue or repurchase shares

Authorized Capital 2019/I

In accordance with Art. 4 (4) of the Articles of Incorporation, the Management Board is authorized, with the approval of the Supervisory Board, to increase the Company's capital stock once or several times by up to € 1,103,971.00 in the period up to 12 August 2024 by issuing up to 1,103,971 new no-par value bearer shares in return for contributions in cash or in kind **(Authorized Capital 2019/I).** Shareholders' subscription rights are excluded. Authorized Capital 2019/I serves to fulfill acquisition rights (option rights) granted or promised by the Company to current or former employees and directors of the Company prior to conversion into a European company (SE); shares from Authorized Capital 2019/I may only be issued for this purpose. The new shares are to be issued at the lowest issue price. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the utilization of Authorized Capital 2019/I. Furthermore, the Supervisory Board is expressly authorized to amend the Articles of Incorporation to reflect the extent of the respective utilization of Authorized Capital 2019/I.

Authorized Capital 2020/I

In accordance with Art. 4 (5) of the Articles of Incorporation, the Management Board is authorized, with the approval of the Supervisory Board, to increase the Company's capital stock once or several times by up to € 1,189,065.00 in the period up to 30 November 2025 by issuing up to 1,189,065 new no-par value bearer shares in return for contributions in cash or in kind **(Authorized Capital 2020/I).** Shareholders' subscription rights are excluded. Authorized Capital 2020/I serves to fulfill acquisition rights (option rights) granted or promised by the Company to current or former employees and directors of the Company prior to conversion into a European company (SE); shares from Authorized Capital 2020/I may only be issued for this purpose. The new shares are to be issued at the lowest issue price. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the utilization of Authorized Capital 2020/I. Furthermore, the Supervisory Board is expressly authorized to amend the Articles of Incorporation to reflect the extent of the respective utilization of Authorized Capital 2020/I.

Authorized Capital 2021

In accordance with Art. 4 (6) of the Articles of Incorporation, the Management Board is authorized to increase the capital stock in the period up to 13 June 2026 with the approval of the Supervisory Board by up to a total of € 9,203,647.00 by issuing up to 9,203,647 new no-par value bearer shares in return for cash and/or contributions in kind once or several times **(Authorized Capital 2021).**

The shareholders shall in principle be granted a subscription right. The shares may also be subscribed by one or more credit institutions or entities within the meaning of Art. 5 of the SE Regulation in conjunction with Sec. 186 (5) Sentence 1 AktG with the obligation to offer them for subscription to the shareholders of the Company.

The Management Board is authorized to exclude the subscription rights of the shareholders with the approval of the Supervisory Board for one or more capital increases

- in order to exclude fractional amounts from the subscription right;
- in the event of a capital increase against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of the shares in the Company already listed. However, this authorization is subject to the provision that the amount of the capital stock attributable to the shares sold under the exclusion of the shareholders' subscription rights in accordance with Art. 5 of the SE Regulation in conjunction with Sec. 186 (3) Sentence 4 AktG shall not exceed 10% of the capital stock of the Company at the time Authorized Capital 2021 comes into effect or – of such amount is lower – is exercised. The following shall count towards the above threshold of 10% of the capital stock: the amount attributable to (a) any shares that are sold during the term of Authorized Capital 2021 on the basis of an authorization to sell treasury shares according to Art. 5 of the SE Regulation in conjunction with Secs. 71 (1) No. 8 Sentence 5, 186 (3) Sentence 4 AktG, provided that shareholders' subscription rights are excluded, (b) any shares that are issued during the term of Authorized Capital 2021 to fulfill subscription rights or conversion or option rights or obligations arising from convertible or option bonds, profit participation rights and/or profit participation bonds (or any combination of these instruments) (together **bonds**), provided that such bonds are issued subject to the exclusion of the shareholders' subscription rights applying Art. 5 of the SE Regulation in conjunction with Sec. 186 (3) Sentence 4 AktG as appropriate; and (c) any shares that are issued during the term of Authorized Capital 2021 on the basis of other capital actions, provided that such shares are issued subject to the exclusion of the shareholders' subscription rights applying Art. 5 of the SE Regulation in conjunction with Sec. 186 (3) Sentence 4 AktG as appropriate
- to the extent necessary in order to be able to grant new shares in the Company to holders or creditors of bonds that will be issued or have already been issued by the Company or its subordinated group companies upon exercise of conversion or option rights or fulfillment of conversion or option obligations and to the extent necessary in order to grant holders of bonds that will be issued or have already been issued by the Company or its subordinated group companies a subscription right to new shares in the amount to which they would be entitled to as shareholders upon exercise of the option or conversion rights or fulfillment of conversion or option obligations;

20231004012388

- in the event of a capital increase against contributions in kind, in particular in the context of mergers or acquisitions (including indirect acquisitions) of companies, businesses, parts of companies, equity investments or other assets or claims for the acquisition of assets, including claims against the Company or any of its group companies.
- in the event of a capital increase against cash contributions and/or contributions in kind, if the shares are to be issued as part of participation programs and/or as part of share-based payments and no other authorization to exclude subscription rights is used for this purpose. The shares may only be issued to persons who participate in the participation program as a member of the Management Board of the Company, as a member of the management of an entity dependent on the Company or as an employee of the Company or an entity dependent on the Company, or to whom the share-based payment was granted as a member of the Management Board, as a member of the management of an entity dependent on the Company or as an employee of the Company or an entity dependent on the Company, or to third parties who grant the beneficial ownership and/or the economic rewards from the shares to these persons. The new shares may in particular also be issued on preferential terms (including an issue at the lowest issue price within the meaning of Sec. 9 (1) AktG and/or against the contribution of compensation claims. The new shares may also be issued through an intermediary credit institution or entity operating in accordance with Sec. 53 (1) Sentence 1 or Sec. 53b (1) Sentence 1 or (7) KWG ("Kreditwesengesetz": German Banking Act), which subscribes these shares with the obligation to offer them to the aforementioned persons. The shares issued in exercise of this authorization to exclude subscription rights may not exceed a total of 10% of the capital stock, either at the time this authorization becomes effective or at the time it is exercised. The nominal amount of any conditional capital of the Company resolved for the purposes of Sec. 192 (2) No. 3 AktG shall count towards this 10% limit. Where shares are to be granted to members of the Management Board under this authorization, the Supervisory Board of the Company shall decide on the allocation in accordance with the allocation of responsibilities under stock corporation law.

The Management Board is authorized to determine the further details of the capital increase and its implementation with the consent of the Supervisory Board; this also includes the determination of the profit participation of the new shares, which may, in a departure from Art. 9 (1) c) (ii) of the SE Regulation in conjunction with Sec. 60 (2) AktG, also participate in the profit of completed fiscal years.

The Supervisory Board is authorized to adjust the wording of the Articles of incorporation accordingly after the utilization of Authorized Capital 2021 or upon expiry of the period for the utilization of Authorized Capital 2021.

Authorized Capital 2022

In accordance with Art. 4 (3) of the Articles of Incorporation, the Management Board is authorized, with the approval of the Supervisory Board, to increase the Company's capital stock once or several times by a total of up to € 1,187,370 in the period up to 29 June 2027 by issuing up to 1,187,370 new no-par value bearer shares in return for contributions in cash and/or in kind **(Authorized Capital 2022)**. Shareholders' subscription rights are excluded. Authorized Capital 2022 will be used to supply shares in the Company to settle payment claims from virtual stock options granted to members of the Management Board or employees of the Company or group companies under a **Virtual Stock Option Plan (VSOP)** of the Company against contribution of the existing payout claim from virtual stock options granted under the VSOP together with the payment (contribution) of € 1.00 in cash for these virtual stock options per share in the Company to be issued. In this case, the payout claim is deemed to be increased by a corresponding amount to ensure that the entire payout claim is settled in shares in the Company without the member of the Management Board or the employee of the Company and/or group companies suffering any economic loss as a result of the payment of € 1.00 per share in the Company to be issued.

Authorized Capital 2022 also serves to issue shares under participation programs and/or as part of share-based payments. The shares may only be issued to persons who participate in the participation program as a member of the Management Board of the Company, as a member of the

management of an entity dependent on the Company or as an employee of the Company or an entity dependent on the Company, or to whom the share-based payment was granted as a member of the Management Board, as a member of the management of an entity dependent on the Company or as an employee of the Company or an entity dependent on the Company, or to third parties who grant the beneficial ownership and/or the economic rewards from the shares to these persons. In particular, the new shares may also be issued on preferential terms (including being issued at the lowest issue price within the meaning of Sec. 9 (1) AktG and/or against contribution of remuneration claims). The new shares may also be issued through an intermediary credit institution or entity operating in accordance with Sec. 53 (1) Sentence 1 or Sec. 53b (1) Sentence 1 or (7) KWG **(financial institution)**, which subscribes these shares with the obligation to offer them to the aforementioned persons. To the extent permitted by Sec. 204 (3) Sentence 1 AktG, the contribution to be made on the new shares may be covered by the portion of the profit for the year that the Management Board and the Supervisory Board may transfer to other retained earnings pursuant to Sec. 58 (2) AktG.

The amount of the capital stock attributable to the new shares issued may not exceed 10% of the Company's capital stock existing at the time the resolution on Conditional Capital 2022 is adopted. In order to protect shareholders against dilution, any shares which have been issued or transferred under participation programs 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 Sec. 15 AktG or their investment vehicles since the adoption of the resolution on Conditional Capital 2022 shall be counted towards this 10% limit.

The issue of shares to members of the Management Board is subject to the express consent of the Supervisory Board.

The issue price of the new shares must be at least € 1.00 and may be paid by contributions in cash and/or in kind, including claims against the Company. The Management Board is authorized to determine the further details of the capital increase and its implementation with the consent of the Supervisory Board. The new shares shall participate in profit from the beginning of the fiscal year in which they are issued and for all subsequent fiscal years; by way of derogation from this rule, the Management Board may, where legally permissible, determine, with the consent of the Supervisory Board and, where shares are issued from Authorized Capital 2022 to members of the Management Board, the Supervisory Board, determine that the new shares shall participate in profit from the beginning of the fiscal year preceding the fiscal year in which such new shares are created, provided the Annual General Meeting has not yet adopted a resolution on the appropriation of the net retained profit of the fiscal year preceding the fiscal year in which such new shares are created.

The Supervisory Board is authorized to adjust the wording of the Articles of Incorporation accordingly after the utilization of Authorized Capital 2022 or upon expiry of the period for the utilization of Authorized Capital 2022.

Conditional Capital 2021/I

In accordance with Art. 4 (7) of the Articles of Incorporation, the capital stock is conditionally increased by a total of up to € 3,177,855.00 by the issue of a total of up to 3,177,855 new no-par value bearer shares (Conditional Capital 2021/I).

Conditional Capital 2021/I serves to grant shares for the exercise of conversion or option rights or for the fulfillment of conversion or option obligations to the holders or creditors of bonds issued on the basis of the authorization resolution adopted by the Extraordinary General Meeting held on 14 June 2021.

The issue of the new shares shall take place at the conversion or option price to be determined in each case in accordance with the authorization resolution of the extraordinary Annual General Meeting held on 14 June 2021. The conditional capital increase will only be carried out to the extent that holders or creditors of bonds issued or guaranteed by the Company or a subordinate group entity until 13 June 2026 on the basis of the authorization resolution adopted by the Extraordinary General Meeting held on 14 June 2021 exercise their conversion or option rights or in order to fulfill conversion or option obligations from such bonds or to the extent that the Company grants shares in the Company in lieu of payment of the amount of money due and to the extent that the conversion or option rights or conversion or option obligations are not fulfilled using treasury shares, shares from authorized capital or by other payments.

The new shares shall participate in profit from the beginning of the fiscal year in which they are issued and for all subsequent fiscal years; by way of derogation from this rule, the Management Board may, where legally permissible, determine, with the consent of the Supervisory Board, that the new shares shall participate in profit from the beginning of the fiscal year in respect of which no resolution has yet been passed by the Annual General Meeting on the appropriation of the net retained profit at the time of exercise of conversion or option rights, fulfillment of conversion or option obligations or grant in lieu of payment of the amount of money due.

The Management Board is authorized to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to amend the Articles of Incorporation of the Company accordingly after the respective utilization of Conditional Capital 2021/I and upon expiration of all option or conversion periods.

20231004012900

Conditional Capital 2022

The capital stock is conditionally increased by a total of up to € 1,588,920.00 by the issue of a total of up to 1,588,920 new no-par value bearer shares **(Conditional Capital 2022).**

Conditional Capital 2022 will be used to supply shares in the Company to settle payment claims from virtual stock options granted until 31 December 2026 to members of the Management Board or employees of the Company or group companies under a Virtual Stock Option Plan (VSOP) of the Company subject to the provisions of the authorization resolution on agenda item 11 adopted by the Company's Annual General Meeting on 30 June 2022.

The conditional capital increase will be implemented only to the extent that holders of virtual stock options have exercised them, the payment claims against the Company resulting from virtual stock options 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. The grant of the virtual stock options generally meets the requirements of Art. 5 of the SE Regulation in conjunction with Sec. 193 (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 authorization resolution on agenda item 11 adopted by the Annual General Meeting of the Company on 30 June 2022, the general provisions of the VSOP and the individual terms and conditions of the relevant Management Board member's service agreement or of the relevant employees' individual grant agreements, as applicable. The issue price of the new shares must be at least € 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 profit from the beginning of the fiscal year in which they are issued and for all subsequent fiscal years; by way of derogation from this rule, the Management Board may, where legally permissible, determine, with the consent of the Supervisory Board and, where shares are issued from Conditional Capital 2022 to members of the Management Board, the Supervisory Board, may determine that the new shares shall participate in profit from the beginning of the fiscal year preceding the fiscal year in which such new shares are created, provided the Annual General Meeting has not yet adopted a resolution on the appropriation of the net retained profit of the fiscal year preceding the fiscal year in which such new shares are created.

The amount of the capital stock attributable to the new shares issued may not exceed 10% of the Company's capital stock existing at the time the resolution on Conditional Capital 2022 is adopted. In order to protect shareholders against dilution, any shares which have been issued or transferred under participation programs 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 Sec. 15 AktG or their investment vehicles since the adoption of the resolution on Conditional Capital 2022 shall be counted towards this 10% limit.

The Management Board and, where 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 Incorporation of the Company accordingly after the respective utilization of Conditional Capital 2022 and upon expiration of all exercise periods.

Acquisition of treasury shares

a) The Company's Annual General Meeting on 30 June 2022 authorized the Management Board until 29 June 2027 to acquire for any permissible purpose treasury shares of up to 10% of the capital stock at the time of adopting the resolution or at the time of exercising the authorization, whichever is lower. At no time may the shares acquired on the basis of this authorization together with other treasury shares held by the Company or which are attributable to the Company under Sec. 71a et seq. AktG constitute more than 10% of the capital stock. At the discretion of the Management Board, the shares shall be acquired (i) via the stock exchange or (ii) by means of a public tender offer addressed to all shareholders or by means of a public invitation to all shareholders to submit offers for sale (acquisition offer) or (iii) by granting a put option to shareholders.

aa) If the shares are purchased on the stock market, the consideration paid by the Company per share in the Company (excluding incidental transaction charges) may neither exceed the stock market price of a share in the Company at the Frankfurt Stock Exchange on the trading day, as determined during the opening auction in Xetra trading (or a comparable successor system) subject to other applicable statutory regulations by more than 10% nor fall below such market price by more than 20%.

bb) If the shares are repurchased under a purchase offer, the Company may determine either a purchase price or the upper and lower ends of the price range at which it is willing to purchase the shares. If a price range is established, the Company will determine the final purchase price on the basis of the offers received. The purchase price or the upper and lower ends of the purchase price range (in each case excluding incidental transaction charges) – subject to adjustment during the offer period – must not exceed the average stock market price of the Company's shares on the Frankfurt Stock Exchange on the last three trading days prior to the purchase offer being made public, determined on the basis of the arithmetic mean of the auction closing price in Xetra trading (or a comparable successor system) by more than 10% nor fall below this average closing price by more than 20%. If, after the public announcement, material deviations in the relevant market price occur, the purchase price or price range can be adjusted. In this event, reference will be made to the average stock market price of the shares on the Frankfurt Stock Exchange on the last three trading days prior to any adjustment being made public, determined on the basis of the arithmetic mean of the auction closing price in Xetra trading (or a comparable successor system). The purchase offer can include additional conditions.

If, in the event of a purchase offer, the volume of shares tendered exceeds the intended repurchase volume, acceptance shall generally be in proportion to the relevant subscribed or offered shares; the right of shareholders to tender their shares in proportion to their ownership interest is excluded in this respect. Provision may be made for the preferential acceptance of small lots of up to a maximum of 100 tendered shares per shareholder, as well as for commercial rounding in order to avoid fractions of shares. In this respect, any further tender rights of the shareholders are excluded.

cc) If the shares are repurchased through a grant of rights of tender to the shareholders, these can be exercised per share held in the Company. According to the ratio of the Company's capital stock to the volume of the shares to be repurchased by the Company, a correspondingly determined number of tender rights entitles a shareholder to sell a share in the Company to the Company. Tender rights can also be allocated such that in each case one right of tender is allocated for the number of shares derived from the ratio of capital stock to the volume of shares to be repurchased. No fractions of tender rights are allocated; in this case any such partial tender rights are excluded.

In this context, the Company may establish either a purchase price or a price range at which a share may be sold to the Company upon the exercise of one or more tender rights. If a price range is established, the Company will determine the final purchase price on the basis of the exercise notices received. For the purpose of determining the purchase price or the upper and lower ends of a price range (in either case excluding incidental transaction charges) at which a share may be sold to the Company upon the exercise of one or several tender rights, the provisions in bb) above apply. For the purpose of determining the relevant closing prices, reference is to be made to the day when the repurchase offer granting tender rights is publicly announced, and if the repurchase offer is adjusted, to the day when such adjustment is publicly announced. The Company may determine the specific contractual structure of the tender rights, in particular their content, term and tradability, if any.

The authorization may be exercised once or several times, in whole or in part, in pursuit of one or more objectives by the Company or entities controlled or majority-owned by the Company or by third parties acting for the account of the Company or such entities. The authorization shall not be used for the purpose of trading in the Company's shares.

b) In addition, the Company's Annual General Meeting on 30 June 2022 authorized the Management Board to use the treasury shares already held by the Company as well as shares of the Company acquired on the basis of the authorization granted under b) with the Supervisory Board's consent – in addition to selling them on the stock exchange or through an offer with subscription rights to all shareholders – for every permissible purpose, in particular as follows:

aa) The shares may be retired without an additional resolution by the General Meeting being required for such retirements or their implementation. The shares may also be retired without a capital reduction by adjusting the pro rata amount of the remaining no-par value shares in the Company's capital stock. For this purpose, the Management Board is authorized to adjust the number of no-par value shares in the Articles of Incorporation.

20231004013293

bb) The shares may also be sold against consideration in kind for the purpose of acquiring companies, parts of companies, equity investments in companies or other assets (including receivables) and in the context of mergers. For this purpose, "sell" also means granting conversion or subscription rights or call options as well as the conveyance of shares within the scope of securities lending.

cc) The shares may be used for the fulfillment of conversion rights and/or option rights or obligations arising from or in connection with convertible bonds and/or option bonds (or any combination of such instruments) with conversion rights or option rights or obligations (these instruments are each hereinafter referred to as "bonds") that are or were issued by the Company or by companies controlled or majority-owned by the Company.

dd) The shares may be sold against compensation in cash provided that the sale price is not substantially lower than the stock market price of the Company's shares at the time when they are sold (Sec. 186 (3) Sentence 4 AktG).

ee) The shares may serve to introduce the Company's shares at stock exchanges on which they are not yet admitted for trading. The price at which these shares are introduced at other stock exchanges may not be more than 5% below the closing price in the Xetra trading system (or a comparable successor system) on the last trading day on the Frankfurt Stock Exchange prior to the listing (excluding incidental transaction charges).

ff) The shares may be used as part of share-based payments or in connection with share-based payment programs and/or employee stock option programs of the Company or any of its affiliates within the meaning of Sec. 15 et seq. AktG and issued to persons currently or formerly employed by the Company or any of its affiliates as well as to board members of any of the Company's affiliates. In particular, they may be offered for acquisition, awarded and transferred for or without consideration to said persons and board members, provided that the employment relationship or board membership exists at the time of the offer, award commitment or transfer. The shares can also be transferred to third parties if and to the extent it is legally ensured that such third party offers and transfers the shares to the aforementioned persons and board members. Sec. 71 (1) No. 2 AktG remains unaffected.

gg) They may be offered and transferred to the beneficiaries for the purpose of servicing virtual stock options issued under the Company's Virtual Stock Option Plan (VSOP) described under agenda item 11 of the Annual General Meeting of the Company on 30 June 2022. Shareholder subscription rights are excluded in this respect. Where members of the Company's Management Board are concerned, this authorization applies to the Supervisory Board, which also determines the relevant details (see d) below).

The amount of capital stock attributable to the shares used under the authorizations pursuant to cc) and dd) above may not exceed 10% of the capital stock existing at the time of the resolution or, if lower, of the capital stock existing at the time this authorization is exercised, if the shares or bonds – applying the provisions of Sec. 186 (3) Sentence 4 AktG as appropriate – are issued against cash contributions and not significantly below the stock market price or, in the case of bonds, below their theoretical market value, with shareholder subscription rights being excluded. Any shares issued or sold applying these provisions directly or indirectly during the term of this authorization up to the time of their utilization shall be counted towards this limit. Furthermore, any shares to be issued or sold on the basis of bonds issued during the term of this authorization with shareholder subscription rights excluded in accordance with Sec. 186 (3) Sentence 4 AktG shall also be counted towards this limit. The following shall be counted towards this limit: any shares issued according to the two preceding sentences making use of the authorizations (i) to issue new shares pursuant to Sec. 203 (1) Sentence 1, (2) Sentence 1 and Sec. 186 (3) Sentence 4 AktG and/or (ii) to sell treasury shares pursuant to Sec. 71 (1) No. 8 and Sec. 186 (3) Sentence 4 AktG, and/or (iii) to issue bonds pursuant to Sec. 221 (4) Sentence 2 and Sec. 186 (3) Sentence 4 AktG shall be canceled with effect for the future if and to the extent that the relevant authorization(s), the exercise of which having led to the shares being counted towards this limit, is (are) granted again by the General Meeting in accordance with the statutory provisions.

c) The Management Board is also authorized, with the approval of the Supervisory Board, to use the treasury shares already held by the Company as follows:

The shares may be used to fulfill acquisition rights (option rights) granted or promised by the Company prior to the conversion into a German stock corporation or European company (SE) and prior to the initial public offering of the Company, to current or former employees and directors of the Company as well as former members of the Advisory Board of the Company and which the Company is obliged to satisfy.

d) The Supervisory Board is authorized to use the treasury shares already held by the Company and the Company's shares repurchased on the basis of the authorization granted under a) to fulfill acquisition obligations or acquisition rights relating to shares in the Company that were or will be agreed with members of the Management Board in connection with the provisions on Management Board remuneration.

In particular, they may be offered for acquisition, awarded and transferred for or without consideration to members of the Management Board, provided that the employment relationship or board membership exists at the time of the offer, award commitment or transfer. The details regarding the remuneration of Management Board members are determined by the Supervisory Board.

e) The authorizations under b), c) and d) above may be exercised once or several times, in whole or in part, individually or jointly by the Company or – in the cases of b) bb) through ff) above – by entities controlled or majority-owned by the Company or by third parties acting for the account of the Company or such entities.

f) Shareholder subscription rights relating to the treasury shares already held by the Company as well as to the treasury shares acquired under this authorization are excluded to the extent to which such shares are used in accordance with the authorizations under b) bb) through ff), c) or d) above. Furthermore, if the treasury shares are sold under an offer for sale to all shareholders, the Management Board may exclude the shareholders' subscription rights in respect of fractions. Finally, the Management Board is authorized to exclude subscription rights in order to grant holders/creditors of bonds with conversion or option rights or obligations in relation to the Company's shares subscription rights as compensation for the effects of dilution to the extent to which they would be entitled if such rights were exercised or such obligations fulfilled.

g) The Management Board will inform the General Meeting about the utilization of the above authorization, in particular about the reasons for and purpose of the acquisition of treasury shares, the number of shares acquired and the amount of capital stock attributable to them, their proportion of capital stock and the value of the shares in each case.

Compensation agreements of the Company concluded with members of the Management Board or employees in the event of a takeover bid

The arrangements under the VSOP (LTIP) allow the stock options issued to the members of the Management Board and senior management to be redeemed in the event of a change-of-control event. Options which have vested but have not yet been exercised at the time of the change of control will be canceled at the request of the participants or the Company and may then be settled by making a cash compensation payment. The amount of compensation will be determined by reference to the Company's share price at the time of the change of control. The options not yet vested at the time of the change of control may, if canceled by the participant, continue to vest at the discretion of the Company or be replaced by a new stock option program which is equivalent in substance. If canceled by the Company, the stock options which have not yet vested but have lapsed due to the change of control shall be replaced by a new stock option program which is equivalent in substance.

The arrangements in the RSU share-based payment program provide for an option to cancel the plan in the event of a change-of-control event, whereby any vested RSUs that have not yet been settled on the change-of-control date may, at the discretion of the Company, be canceled in return for a cash compensation payment. The amount of compensation will be determined by reference to the Company's share price at the time of the change of control. All RSUs which have not vested by that date will expire without further compensation.

20231004013294



Our Declaration of Conformity can be found on our website.

Significant agreements that are subject to a change of control at the Company

The Company has entered into a very small number of significant agreements that contain provisions that are subject to a change of control at the Company. These are two supply contracts for spectacle lenses and/or contact lenses. In the event of a change of control, the respective contractual partners are entitled – in some cases under certain other conditions – to terminate these contracts without notice or subject to certain short notice periods. One of these contracts provides that, in the event of the contractual partner exercising the right of termination, all outstanding amounts are due immediately or that the supplier is entitled to cancel all outstanding orders from Mister Spex, even if they had already accepted them, without giving rise to a compensation obligation.

6. Group statement on corporate governance

The Management Board and the Supervisory Board of Mister Spex SE (also the **"Company"** or **"Mister Spex"**) strive to manage the Company responsibly, transparently and sustainably, following the recommendations and principles of the German Corporate Governance Code in the version of 28 April 2022 as published in the Federal Gazette on 27 June 2022 **("GCGC").**

Now, therefore, the Management Board and the Supervisory Board of the Company issue the following statement on corporate governance in accordance with Secs. 289f and 315d HGB ["Handelsgesetzbuch": German Commercial Code]. In it, they report – in accordance with Principle 22 of the GCGC – on the corporate governance of the Company. In accordance with Secs. 289f and 315d HGB (unaudited), the statement on corporate governance is part of the management report.

6.1 Declaration of conformity pursuant to Sec. 161 AktG

In December 2022, the Management Board and Supervisory Board of Mister Spex SE issued the following declaration regarding the recommendations of the German Corporate Governance Code pursuant to Sec. 161 AktG, which is published on the Company's website and available at any time [http://www.ir.misterspex.com/websites/misterspex/English/6000/corporate-governance.html]:

The Management Board and Supervisory Board declare that the Company has complied with all recommendations of the GCGC and will continue to comply with all these recommendations, with the exception of the deviations stated below:

- **F.2 GCGC** recommends that consolidated financial statements and the group management report shall be made publicly accessible within 90 days from the end of the fiscal year, while mandatory interim financial information shall be made publicly accessible within 45 days from the end of the reporting period.

  Despite the ongoing adjustments to the internal accounting and consolidation processes as a result of the Company's IPO, the Annual Report 2021 and the Quarterly Statements Q1 and Q3 2022 were published within the deadlines provided for in recommendation F.2 GCGC. By contrast, it was not possible to publish the Half-Year Report 2022 within the period provided for in recommendation F.2 GCGC, but only within the statutory and stock exchange deadlines. However, the Company is of the opinion that publication within the statutory and stock exchange deadlines was sufficient for the information interests of investors, creditors, other stakeholders and the public. Recommendation F.2 GCGC has therefore been largely complied with since 1 January 2022.

  In the future, the Company intends to make the consolidated financial statements and the group management report publicly accessible within 90 days of the end of the fiscal year. Furthermore, it is intended to publish the quarterly statements *(Quartalsmitteilungen)* within 45 days of the end of the reporting period. The Company's half-year financial report *(Halbjahresfinanzbericht)* is expected to be published in 2023 also in accordance with the publication periods required by law or stock exchange regulations. This is due to the still ongoing establishment of internal accounting and consolidation processes within the Group. Once these processes have been implemented, the Company also intends to publish the half-year financial reports in accordance with the GCGC Recommendation. As a result, Recommendation F.2 GCGC will not be fully complied with for the time being, until the implementation of the accounting and consolidation processes is completed.

- **G.3 GCGC** recommends that, in order to assess whether the specific total remuneration of Management Board members is in line with usual levels compared to other enterprises, the Supervisory Board shall use an appropriate peer group of other third-party entities, and shall disclose the composition of such group.

  Until 30 March 2022, the Supervisory Board did not disclose the composition of the peer group for the purpose of assessing the customary nature of the specific total remuneration of the Management Board members. This is based on the fact that the first remuneration report of the Company as a listed company disclosing the composition of the peer group was published on 30 March 2022. Recommendation G.3 GCGC has therefore been complied with since 30 March 2022 and will continue to be complied with in the future.

20231004013295

- **G.6 GCGC** recommends that the share of variable remuneration achieved as a result of reaching long-term targets shall exceed the share from short-term targets.

  Since 1 January 2022, the remuneration system for the Management Board members has provided for a long-term variable remuneration component with long-term targets on the basis of a Virtual Stock Option Plan **(VSOP)**, under which the amount granted exceeds the target annual bonus as a short-term variable component. However, for reasons of protection of existing rights, the Supervisory Board has decided that the Management Board members may continue to participate in an Employee Stock Option Program **(ESOP)** for an individually defined transition phase. The ESOP continues an option program from the time when the Company had the legal form of a limited liability company (GmbH). The stock options granted to Management Board members under the ESOP **(ESOP options)** vest on a pro rata monthly basis over four years and are oriented to the long term in that, when looking back and considered as a whole, they vest and change in value over a vesting period of several years since the time of their original grant. However, apart from depending on the share price development, they are not linked to any long-term targets and, in view of the pro rata temporis vesting, not all vested ESOP options have a vesting period of several years.

  No new options will be granted to the participating Management Board members under the ESOP. However, the ESOP options will vest beyond 31 December 2022 in accordance with the applicable ESOP terms and conditions and may be exercised by the participating Management Board members. For each of the Management Board members participating in the ESOP, provision has been made for them to not yet participate or to participate only to a lesser extent in the new long-term oriented VSOP during their individually defined transition period **(transition period)**, which depends on the remaining vesting period under the ESOP. For two Management Board members, the transition period ends on 31 December 2022 with the consequence that the annual grant value under the VSOP will be reduced to 50% for fiscal year 2022. For another Management Board member, the transition period ends on 31 December 2023 (with a small portion of the expiring ESOP options only vesting in the period ending on 31 December 2024), with the consequence that this member will not yet be eligible for participation in the VSOP for fiscal year 2022 and will only be eligible for participation with an annual grant value reduced to 50% for fiscal year 2023. Therefore, it is not certain that the share of variable remuneration achieved as a result of reaching long-term targets will exceed the share from short-term targets during this transition period. It is therefore declared as a precautionary measure that Recommendation G.6 GCGC has not been complied with in the past and will not be complied with in the future (including fiscal year 2023) insofar as the sum of the entitlements from the ESOP options and the target annual bonus may exceed the entitlements from the grant value of the VSOP.

- **G.7 sentence 1 GCGC** recommends that, referring to the forthcoming fiscal year, the Supervisory Board shall establish the performance criteria for each Management Board member covering all variable remuneration components and that, besides operating targets, the performance criteria shall be geared mainly towards strategic goals.

  Recommendation G.7 sentence 1 GCGC has not been fully complied with and will not be fully complied with in the future including fiscal year 2023 insofar as no performance criteria for the ESOP (for further information, see Recommendation G.6 GCGC) have been or will be established as variable remuneration.

- **G.7 sentence 2 GCGC** recommends that the Supervisory Board shall determine to what extent individual targets for each Management Board member – or targets for the entire Management Board as a whole – are decisive for the variable remuneration components.

  Recommendation G.7 sentence 2 GCGC has not been fully complied with and will not be fully complied with in the future including fiscal year 2023 insofar as it has not been determined and will not be determined with regard to entitlements under the ESOP (for further information, see Recommendation G.6 GCGC) to what extent individual targets for each Management Board member or targets for the Management Board as a whole are decisive.

- **G.9 sentence 1 GCGC** recommends that, after the end of every fiscal year, the Supervisory Board shall establish the amount of individual variable remuneration to be granted, depending on target achievement.

  Recommendation G.9 sentence 1 GCGC has not been fully complied with and will not be fully complied with in the future including fiscal year 2023 insofar as no entitlements under the ESOP (for further information, see Recommendation G.6 GCGC) have been or will be established depending on target achievement.

- **G.10 sentence 1 GCGC** recommends that taking the respective tax burden into consideration, variable remuneration amounts of Management Board members shall be invested predominantly in company shares by the respective Management Board member, or shall be granted as share-based remuneration.

  On the basis of the Management Board service agreements prior to 1 January 2022, members of the Management Board acquired entitlements to variable remuneration in the form of an annual bonus as well as entitlements under the ESOP. The entitlements under the ESOP represent share-based remuneration, whereas the annual bonus has not been share-based in the past and will not

20231004013296

be share-based in the future. The new VSOP introduced a share-based long-term variable remuneration component. However, due to the individual transition periods from the ESOP to the VSOP (for further information, see Recommendation G.6 GCGC), the VSOP was not yet applied to all Management Board members with effect from 1 January 2022 or not yet at the full grant value, in order to ensure that, when considered in combination with the potential entitlements under the ESOP, no excessive remuneration arises. For the transition periods, it therefore cannot be ruled out that the variable components will not be predominantly share-based. It is therefore declared as a precautionary measure that Recommendation G.10 sentence 1 GCGC has not been fully complied with and will not be fully complied with in the future including fiscal year 2023 insofar as in individual years or for individual members of the Management Board the variable remuneration was not or is not predominantly share-based.

- **G.10 sentence 2 GCGC** recommends that granted long-term variable remuneration components shall be accessible to Management Board members only after a period of four years.

  Recommendation G.10 sentence 2 GCGC has not been fully complied with in the past and will not be fully complied with in the future (including fiscal year 2023) insofar as the ESOP options (for further information, see Recommendation G.6 GCGC) were not and are not subject to a four-year blocking period.

- **G.11 sentence 2 GCGC** recommends that it shall be permitted to retain or reclaim variable remuneration if justified.

  Recommendation G.11 sentence 2 GCGC has not been fully complied with in the past and will not be fully complied with in the future (including fiscal year 2023) insofar as claims from ESOP options that become exercisable during the individual transition period (for further information, see recommendation G.6 GCGC) are not subject to any retention or claw-back option for reasons of protection of existing rights.

- **G.18 sentence 2 GCGC** recommends that if members of the Supervisory Board are granted performance-related remuneration, it shall be geared to the long-term development of the company.

  In 2019, one Supervisory Board member was granted options for his mandate as a member of the Advisory Board of Mister Spex GmbH, which will still vest monthly on a pro rata basis in the period until the end of 2022 and which are partly not based on a multi-year assessment basis. The grant was made at a time when the current Supervisory Board member did not yet hold this position. It is therefore declared as a precautionary measure that Recommendation G.18 sentence 2 DCGK was not complied with up to the end of 2022. The Company will comply with Recommendation G.18 sentence 2 GCGC in the future.

6.2 Remuneration report

Our remuneration system, which is aligned with the requirements of Sec. 87a AktG and the recommendations of the GCGC (with the exceptions described in our declaration of conformity), will be presented for approval at the Annual General Meeting of the Company on 26 May 2023. The currently 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) will be publicly available on the Company's website:
https://ir.misterspex.com/websites/misterspex/German/1/investor-relations.html

The remuneration report regarding the previous fiscal year and the audit report according to Sec. 162 AktG will be publicly available on the Company's website:
https://ir.misterspex.com/websites/misterspex/English/4000/berichte-praesentationen.html#annual

6.3 Corporate governance

The corporate governance of the Company is primarily determined by the legal requirements and the recommendations of the GCGC as well as by our internal company guidelines. Good corporate governance in the sense of long-term, sustainable corporate success is a major concern of the Company's Management Board and Supervisory Board.

20231004012?7

Risk management system

The Company has established a group-wide risk management system that regulates the capture, assessment, documentation and reporting of all risks (financial, operational, strategic and legal) within the Mister Spex Group. The system is based, on the one hand, on legal requirements and, on the other hand, on an analysis of potential risks that may arise from (internal) structures and processes or in certain markets in which Mister Spex operates. Details of the risk management system are explained in the section on risks and opportunities.

Compliance management

As part of compliance management, we have implemented internal guidelines (e.g., our anti-corruption policy and our Code of Ethics), which define the Company's mandatory compliance requirements for all employees. These regulations prohibit all employees from offering, accepting or granting benefits, whether in the form of money, inappropriate gifts, donations or other incentives, to obtain an unethical, economic, contractual or personal advantage and contain guidelines on how to identify and handle potentially non-compliant situations. Furthermore, our compliance management includes measures to ensure compliance with legal and internal company requirements, including regular training of our employees and the implementation of our whistleblower system.

Since June 2021, our compliance and risk management system has been supplemented by a whistleblower system, which is provided by an established external provider in the form of an electronic mailbox and can be accessed via a link on our website. Employees as well as customers and contractors of Mister Spex and third parties can use this system to report suspicious transactions and compliance violations to our compliance team and to communicate with them. The report can be made anonymously at the request of the reporting person.

The effective protection of customer and employee data is an important concern of Mister Spex. At the end of 2021, we therefore introduced additional software-based processes for the automated deletion of personal data and, in addition, implemented a SaaS-based directory of processing activities that enables the various business divisions to record their processing activities efficiently and independently.

The Company has formed a Compliance Committee. The Committee meets quarterly to discuss compliance issues and to investigate them if necessary. The Head of Legal and the Head of Internal Audit and Compliance report regularly to the Management Board and the Supervisory Board of the Company on compliance issues.

6.4 Operation and composition of the Management Board, the Supervisory Board and the committees

As a European public limited company, Mister Spex SE has a dual management and control structure. The Management Board is responsible for the management of Mister Spex SE as well as for the implementation of the strategy. Its management is in turn overseen by the Supervisory Board, which also advises the Management Board.

Operation of the Management Board

The Management Board manages the Company on its own responsibility in the interests of the Company with the aim of creating sustainable value in accordance with the statutory provisions, the Articles of Incorporation of the Company and the rules of procedure of the Management Board. The Management Board develops the strategic direction of the Company, coordinates it with the Supervisory Board and ensures that the strategy is implemented. In addition, the Management Board ensures compliance with the statutory provisions and the Company's internal guidelines and works towards compliance with these throughout the Group. The Management Board is responsible for ensuring that an appropriate risk management and control system is in place. The Management Board informs the Supervisory Board in a timely and comprehensive manner on all issues relevant to the Company in terms of strategy, planning, business development, risk situation, risk management and compliance. The cooperation and responsibilities of the members of the Management Board are regulated in detail by the rules of procedure of the Management Board. Each member of the Management Board shall be responsible for the business area assigned to them within the framework of Management Board resolutions. The allocation of responsibilities is regulated as follows:

Name	Business area
Dirk Graber	Operations, IT, Data and Corporate Development
Dr Mirko Caspar	Marketing, Product Management, Category Management, Retail and International Business
Maren Kroll	Human Resources, Public Relations and ESG

Effective from the end of August 2022, Dr Sebastian Dehnen resigned from the Management Board by mutual agreement. Dirk Graber has taken over his duties as interim Chief Financial Officer (CFO).

Without prejudice to the allocation of responsibilities, the members of the Management Board shall jointly bear the responsibility for the entire management. They inform each other about important measures and processes in their business areas. The Management Board has not set up any committees. The full Management Board decides jointly on all matters in which the law, the Articles of Incorporation or

20231004012O8

the rules of procedure of the Management Board provide for a decision by the Management Board, in particular on the strategy of the Company and essential questions of business policy.

In accordance with the rules of procedure of the Management Board, Management Board meetings should take place regularly. They must take place when the interests of the Company so require. The Management Board maintains regular contact with the Supervisory Board and, in particular, with the Chair of the Supervisory Board. It informs the Chair about the course of business and the situation of the Company and its group entities and advises the Chair on strategy, planning, business development, risk situation, risk management and compliance issues. The Management Board shall immediately inform the Supervisory Board or the Chair of the Supervisory Board in the event of important events and business matters which may have a significant influence on the assessment of the situation and development as well as on the management of the Company. In addition, the Management Board informs the Supervisory Board comprehensively and obtains corresponding approvals for certain transactions of fundamental importance for which the Articles of Incorporation or the rules of procedure of the Management Board provide for a reservation of approval in favor of the Supervisory Board or one of its committees.

The members of the Management Board are subject to a comprehensive ban on competition and secondary employment during their term of service on the Management Board. The Supervisory Board decides on exceptions from this rule. Each member of the Management Board is obliged to immediately inform all other members of the Management Board of any conflicts of interest and to disclose them to the Supervisory Board. D&O group insurance has been taken out for the members of the Management Board. The D&O group insurance includes pursuant to Sec. 93 (2) Sentence 3 AktG a deductible of 10% for the Management Board.

Composition of the Management Board

The Management Board consists of one or more members in accordance with the provisions of the Articles of Incorporation. The Supervisory Board determines the number of members of the Management Board and appoints them for a maximum period of five years. The Supervisory Board may appoint one or more Chair(s) of the Management Board and one Deputy Chair. The Management Board consists of Dirk Graber (Co-CEO), Dr Mirko Caspar (Co-CEO) and Maren Kroll.

In fiscal year 2022, the members of the Management Board held the following mandates on Supervisory Boards or comparable domestic and foreign supervisory bodies of other commercial companies:

Member of the Management Board	Memberships on Supervisory Boards (external to the Group)	Memberships on Supervisory Boards (within the Group)	Memberships in comparable domestic or foreign supervisory bodies (external to the Group)	Memberships in comparable domestic or foreign supervisory bodies (within the Group)
Dirk Graber Co-Chief Executive Officer	–	–	Walbusch Walter Busch GmbH&Co. KG (member of the Advisory Board) Splash BidCo GmbH (member of the Advisory Board since December 2021) minubo, Inc. (member of the Board of Directors) Graber Investment Limited (Director)	Nordic Eyewear Holdings AB (member of the Board of Directors, Chair) Nordic Eyewear AB (member of the Board of Directors, Chair) Lensit.no AS (member of the Board of Directors, Chair) Mister Spex France SAS (Président) Nordic Eyewear Holdings AB (member of the Board of Directors) Nordic Eyewear AB (member of the Board of Directors)
Dr Mirko Caspar Co-Chief Executive Officer	Bastei Lübbe AG (member of the Supervisory Board, Deputy Chair)	–	Gitti GmbH (member of the Advisory Board)	Lensit.no AS (member of the Board of Directors)
Dr Sebastian Dehnen (CFO) until August 2022	–	–	–	–
Maren Kroll (CHRO)	–	–	–	–

20231004013289

The Supervisory Board pays attention to diversity in the event of changes in the Management Board, since diversity in management bodies can contribute to the success of the Company. Nevertheless, the Supervisory Board will continue to select members of the Management Board primarily on the basis of their professional and international experience as well as their personal suitability (including with regard to their integrity, managerial qualities and life experience as well as their social and academic background) regardless of their gender or, for example, their ethnic origin. For the Supervisory Board, diversity on the Management Board therefore primarily means combining various professional skills, knowledge and international experience. In addition, the Supervisory Board has defined a target of 25% for the proportion of women on the Management Board in accordance with Sec. 111 (5) AktG. Although the age of a person is in principle irrelevant for the assessment of professional suitability, the Supervisory Board has set an age limit of 65 years for members of the Management Board of the Company.

In addition, the Supervisory Board takes into account the following criteria when selecting the members of the Management Board:

- The Management Board as a whole should have the knowledge, skills and professional experience necessary for the successful performance of its duties.
- The Management Board as a whole should have in-depth knowledge of all relevant areas of the business model.
- The Management Board as a whole should have appropriate leadership experience.
- The Management Board as a whole should, if possible, have many years of experience in the areas of strategy, finance and personnel management.
- The Management Board as a whole should, as far as possible, reflect a variety of backgrounds in terms of training, professional activities and international experience.
- The Management Board as a whole should, if possible, have many years of experience in the areas of e-commerce and (online) retail.

The Supervisory Board cooperates with the Management Board to ensure long-term succession planning for appointments to the Management Board. In particular, the Supervisory Board and the Management Board regularly exchange views in order to identify suitable candidates from the Company's senior management to fill vacant positions on the Management Board in the future. The succession planning process also includes the Management Board's regular report on the proportion and development of female executives, especially at the first and second management levels below the Management Board.

Operation of the Supervisory Board

The Supervisory Board advises and monitors the Management Board with regard to its management of the Company. It is involved in decisions of fundamental importance to the Company – as described under the paragraph "Operation of the Management Board" – and works in trust and close cooperation with the other bodies of the Company, in particular the Management Board. The Supervisory Board appoints and removes the members of the Management Board and, together with the Management Board, ensures appropriate succession planning. It is committed to maintaining high standards of governance in all areas of the business of the Mister Spex Group.

The rights and obligations of the Supervisory Board are governed in detail by the statutory provisions, the Articles of Incorporation and the rules of procedure for the Supervisory Board. The work of the Supervisory Board takes place both in plenary and in committees, whose respective chairs regularly report to the full Supervisory Board on the committee activities. The Supervisory Board held 10 meetings in plenary (nine by video conference and one face-to-face meeting) in the reporting period. Resolutions of the Supervisory Board may also be passed outside of meetings, in particular by circulation. This was the case for 11 decisions in the reporting period.

The Supervisory Board has set up three standing committees: the Audit Committee, the Nomination and Remuneration Committee and the Strategy and ESG Committee.

The Supervisory Board regularly reviews the efficiency of its activities and its committees (self-assessment). In addition to qualitative criteria to be defined by the Supervisory Board, the subject of the self-assessment is in particular the procedures in the Supervisory Board and the committees as well as the timely and sufficient provision of information to the Supervisory Board. The members of the Supervisory Board answer a comprehensive questionnaire at the end of each year, the results of which are discussed in the first meeting of the following year. The self-assessment took place at the end of the reporting period. The Supervisory Board implements the recommendations and proposals of its members.

The members of the Supervisory Board are committed to the interests of the Company and must disclose to the Supervisory Board any conflicts of interest, in particular those that may arise as a result of any consulting or board function at customers, suppliers, lenders, borrowers or other third parties. In the event of conflicts of interest that are significant and not merely temporary related to the person of a Supervisory Board member, the Supervisory Board member concerned should resign.

20231004013OO

Composition of the Supervisory Board

In accordance with the provisions of the Articles of Incorporation, the Supervisory Board consists of seven members. The Supervisory Board is not subject to employee co-determination and therefore consists exclusively of shareholder representatives. The representatives of the shareholders on the Supervisory Board are elected by the Annual General Meeting without being bound by nominations. The Supervisory Board shall elect a Chair and a Deputy Chair from among its members.

The Supervisory Board has set itself objectives for the composition of the Supervisory Board and has established a competence profile that ensures that the Management Board is appropriately and competently monitored, supervised and advised. Accordingly, Supervisory Board members must have the knowledge, skills and professional experience necessary for the successful performance of their duties. In addition, at least two Supervisory Board members shall have appropriate international experience and at least two Supervisory Board members shall have no board function, advisory or representation duties towards significant lenders or other business partners of the Company. Pursuant to Sec. 100 (5) AktG as amended by the FISG ["Finanzmarktintegritätsstärkungsgesetz": German Act to Strengthen Financial Market Integrity] from 1 July 2021, at least one member of the Supervisory Board must have expertise in the field of accounting and at least one other member of the Supervisory Board must have expertise in the field of auditing; the members in their entirety must be familiar with the sector in which the Company operates. Each member of the Supervisory Board shall ensure that they have sufficient time to perform their duties.

In addition, diversity should be taken into account when selecting Supervisory Board members. The Supervisory Board regards the diversity of its members in terms of age and gender as an important prerequisite for effective cooperation. In particular, an appropriate number of women should be considered for membership of the Supervisory Board; the Supervisory Board has set a target figure of 2/7 (28.57%) for the proportion of women on the Supervisory Board.

According to the recommendation of the GCGC, an appropriate number of its members should be independent in the opinion of the Supervisory Board, considering the ownership structure. In accordance with the recommendation of the GCGC, at least four members of the Supervisory Board should also be independent of the Company and the Management Board. A member of the Supervisory Board who is not a member of the Management Board of a listed company should normally not hold more than five Supervisory Board mandates in non-group listed companies or comparable positions, with one Supervisory Board chair counting twice. A member of the Supervisory Board who is also a member of the Management Board of a listed company should not, in addition to the Supervisory Board mandate in the Company outside the group in which they perform Management Board activities, normally hold more than one other Supervisory Board mandate in listed companies or in supervisory bodies of companies that have similar requirements and should not chair the Supervisory Board either at the Company or at another listed company outside the group in which they perform Management Board activities. Members of the Management Board of the Company may not, as a rule, become members of the Supervisory Board of the Company before the expiry of two years after the end of their appointment as a member of the Management Board. No more than two former members of the Management Board of the Company shall be members of the Supervisory Board at the same time. As decided by the Supervisory Board, as a rule, only candidates who are not older than 70 years of age at the time of their election and who have not generally been members of the Supervisory Board for 12 years or more should be proposed for election as members of the Supervisory Board.

The Supervisory Board's Nomination and Remuneration Committee, which proposes suitable candidates for the election of the Supervisory Board members to the Annual General Meeting, takes into account the aforementioned requirements and objectives in its proposals.

The Supervisory Board fulfills the set objectives for its composition and fits the competence profile. Nicola Brandolese and Pietro Luigi Longo are international experts from the optician industry who are members of the Supervisory Board.

The appointment of Birgit Kretschmer, Peter Williams and Stuart Paterson ensures the expertise of the Supervisory Board and the Audit Committee in the areas of accounting and auditing. In addition, Nicole Srock.Stanley, a seasoned marketing and sustainability expert, has been appointed to the Supervisory Board to support the further growth and internationalization of the business model in line with the Company's ESG goals. With Peter Williams, Stuart Paterson as well as Nicola Brandolese and Pietro Luigi Longo the Supervisory Board has a majority of international members.

As of 31 December 2022, the proportion of women on the Supervisory Board amounted to 28.7% and the age spectrum ranged from 46 to 69 years.

The Supervisory Board of the Company was composed as follows in the reporting period:

Supervisory Board member	Appointed since	Appointed until	Occupation	Independence
Peter Williams (Chair)	11 December 2020	2024	Supervisory Board member	Yes
Nicola Brandolese (Deputy Chair since 1 July 2021)	15 June 2021	2024	Director of Doctolib Srl	Yes
Tobias Krauss	11 December 2020	2026	Director of Albert Büll Beteiligungsgesellschaft mbH	Yes
Birgit Kretschmer	15 June 2021	2024	CFO at C&A Europe	Yes
Pietro Luigi Longo	20 May 2021	2024	Head of M&A and Co-Chief Integration Officer of Essilor-Luxottica SA	No
Stuart Paterson	11 December 2020	2023	Partners of Scottish Equity Partners LLP	Yes
Nicole Srock.Stanley	1 July 2021	2024	Director of dan pearlman Markenarchitektur Gesellschaft von Architekten und Innenarchitekten mbH and CEO of Buckley Destinations Limited	No

The terms of office of Stuart Paterson and Pietro Luigi Longo on the Supervisory Board ended at the close of the Company's Annual General Meeting held on 30 June 2022. A new election was therefore necessary. In accordance with the Supervisory Board's election proposal to the Annual General Meeting of Shareholders held on 30 June 2022 and pursuant to the recommendation of the Nomination and Remuneration Committee, the shareholders elected, each as a shareholder representative on the Supervisory Board, (i) Stuart Paterson as a member of the Supervisory Board with effect from the end of the Annual General Meeting held on 30 June 2022 for a period until the end of the Annual General Meeting that resolves on the ratification of the acts of the Supervisory Board for fiscal year 2022, and (ii) Pietro Luigi Longo, effective from the end of the Annual General Meeting on 30 June 2022 for a period until the end of the Annual General Meeting that resolves on the ratification of the acts of the Supervisory Board for fiscal year 2023. The election proposals took into account the objectives resolved by the Supervisory Board for its composition in accordance with C.1 GCGC (as amended on 28 April 2022) and aim to fulfill the competence profile drawn up by the Supervisory Board for the entire body. Stuart Paterson in particular has expertise in the fields of accounting and auditing within the meaning of Sec. 100 (5) AktG.

According to Recommendation C.7 GCGC, a member of the Supervisory Board is independent of the Company and its Management Board if they have no personal or business relationship with the Company or its Management Board that can cause a material and not merely temporary conflict of interest. In particular, the shareholder representatives on the Supervisory Board should take into account whether the Supervisory Board member themselves or a close relative of the Supervisory Board member:

- was a member of the Management Board of the Company in the two years prior to the appointment;
- is currently or was in the year before their appointment, either directly or as a partner or in a responsible function of a company outside the group, which has or has had a significant business relationship with the Company or a company dependent on it (e.g., as a customer, supplier, lender or consultant);
- is a close relative of a member of the Management Board; or
- has been a member of the Supervisory Board for more than 12 years.

Taking into account these criteria and considering the professional positions of Pietro Luigi Longo and Nicole Srock.Stanley as Head of M&A and Co-Chief Integration Officer of EssilorLuxottica SA or as Director and co-shareholder of dan pearlman Markenarchitektur Gesellschaft von Architekten und Innenarchitekten mbH, respectively, Mr. Longo and Ms. Srock.Stanley are not considered as independent of the Company as a precautionary measure. EssilorLuxottica S.A. is a significant supplier of the Company. The Company has concluded contracts with dan pearlman Markenarchitektur Gesellschaft von Architekten und Innenarchitekten mbH, relating to design and brand concepts, in particular with regard to the interior design of the Company's new administrative building.

In fiscal year 2022 and during their respective term of office as Supervisory Board members of Mister Spex SE, the Supervisory Board members additionally held the following mandates on Supervisory Boards or comparable domestic and foreign supervisory bodies of companies outside the Mister Spex Group:

Supervisory Board member	Memberships of Supervisory Boards	Memberships of comparable domestic or foreign supervisory bodies
Peter Williams, Chair	–	DP Eurasia N.V. (member of the Board of Directors, Chair) Miinto A/S (member of the Board of Directors, Deputy Chair)
Nicola Brandolese, Deputy Chair	–	–
Tobias Krauss	–	Axxum GmbH (member of the Advisory Board, Deputy Chair) Bruss Sealing Systems GmbH (member of the Advisory Board) Earlybird Growth Opportunities Fund 1 GmbH&Co. KG (member of the Investor Advisory Board) Meron 2 LP (member of the Limited Partners Committee) Noventic GmbH (member of the Advisory Board) perma-tec GmbH&Co. KG (member of the Advisory Board, Deputy Chair) Think Bigger Fund 1 FCRE (member of the Limited Partners Committee) Vsquared Ventures 1 GmbH&Co. KG (member of the Limited Partners Committee)
Birgit Kretschmer	–	–
Pietro Luigi Longo	–	Shamir Optical Industry Ltd. (member of the Board of Directors)
Stuart Paterson	–	Dohop ehf (member of the Board of Directors) European Assets Trust plc (Non-Executive Director and Chair of the Audit and Risk Committee) LoveCrafts Group Ltd (member of the Board of Directors) Babbel AG (Chair of the Shareholder Committee)
Nicole Srock.Stanley	–	–

Operation and composition of the committees of the Supervisory Board

The Supervisory Board has three permanent committees, each with at least three members: the Audit Committee, the Nomination and Remuneration Committee and the Strategy and ESG Committee. The relevant committee chairs must submit regular reports to the Supervisory Board detailing the work of the committees.

Audit Committee

The Audit Committee deals in particular with the audit of financial statements, the monitoring of the effectiveness of the internal risk management system and the internal control system as well as with auditing and compliance matters. In addition, it decides on the award of the audit engagement to the statutory auditors, the definition of audit priorities and the remuneration of the auditors. In addition, it monitors the auditing, in particular the required auditor independence, and deals with the additional services provided by the auditors. The Audit Committee regularly assesses the quality of the audits. The Audit Committee also prepares the resolutions of the Supervisory Board on the annual financial statements and the consolidated financial statements. For this purpose, the Audit Committee is intensively involved in the annual financial statements, the consolidated financial statements and the combined management report. The Audit Committee is in regular contact with the auditors, in particular regarding the audit report and its findings, and makes recommendations to the Supervisory Board. The Audit Committee met four times during the reporting period.

At least one member of the Audit Committee must have expertise in the field of accounting and at least one other member of the Audit Committee must have expertise in the field of auditing; the members in their entirety must be familiar with the sector in which the Company operates (Secs. 100 (5), 107 (4) Sentence 2 AktG as amended by the FISG). The Chair of the Audit Committee must have specific knowledge and experience in the application of accounting principles and internal control procedures and must be familiar with the audit of financial statements. The Chair of the Audit Committee should also be independent within the meaning of the GCGC, and neither the Chair of the Supervisory Board nor a former member of the Management Board of the Company whose appointment as Chair of the Audit Committee ended less than two years before their appointment. The Audit Committee has the following members:

Name
Birgit Kretschmer (Chair)
Tobias Krauss
Stuart Paterson
Peter Williams

The Chair of the Audit Committee is independent and is not a former member of the Management Board of the Company. Like the other members, Stuart Paterson and Peter Williams, the Chair also has special knowledge and experience in the application of accounting principles and internal control procedures and is familiar with the audit of financial statements.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall nominate suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting for the election of Supervisory Board members; in doing so, it shall take into account the objectives of the Supervisory Board with regard to its composition. In addition, it deals with the remuneration policy of the Company for the members of the Management Board and prepares the resolutions of the Supervisory Board in accordance with Secs. 87a and 162 AktG. In doing so, it observes in particular the requirements of the GCGC and compares the remuneration system to assess its appropriateness, especially with suitable peer groups of other companies. During the reporting period, the Nomination and Remuneration Committee met three times.

The members of the Nomination and Remuneration Committee are:

Name
Tobias Krauss (Chair)
Nicola Brandolese
Stuart Paterson
Peter Williams

Strategy and ESG Committee

The Strategy and ESG Committee prepares the annual strategy day together with the Management Board and resolutions of the Supervisory Board on long-term and annual ESG targets. It monitors the implementation of the agreed business strategy and deals with the decision-making and approval of M&A activities. The Strategy and ESG Committee held one meeting in fiscal year 2022 as the full Supervisory Board addressed these topics intensively.

The members of the Strategic and ESG Committee are:

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

6.5 Target for the participation of women on the Management Board, the Supervisory Board and at the two management levels below the Management Board in accordance with Secs. 76 (4) and 111 (5) AktG

The participation of women in the Management Board, the Supervisory Board and at the management levels below the Management Board is an essential part of our diversity policy. It is an important concern for the Management Board and the Supervisory Board when it comes to enhancing the corporate culture and working relationships. At the same time, the Management Board and Supervisory Board are aware that personal suitability is always a central selection criterion in each specific case.

The Supervisory Board has set a target of 2/7 (28.57%) for the participation of women in the Supervisory Board and a target of 1/4 (25%) for the Management Board of the Company in accordance with Sec. 111 (5) AktG, with an implementation deadline of 21 June 2026 in each case. The Company meets these requirements.

The Management Board also pays attention to diversity when filling management positions and, in particular, seeks appropriate consideration of women, without departing from the overriding principle that a person should be recommended, nominated, employed or promoted solely because they are best suited to the task in question, both professionally and personally. On 21 June 2021, the Management Board, in accordance with Sec. 76 (4) AktG, set the target for the proportion of women in the first two management levels below the Management Board at 35%. The period for implementation was set at five years.

At the reporting date, the proportion of women in the first management level below the Management Board (C/VP level) was 33% and in the second management level below the Management Board (director/head level) it was 35%.

Berlin, 27 March 2023

The Management Board

Dirk Graber
Founder and Co-CEO

Dr Mirko Caspar
Co-CEO

Maren Kroll
CHRO

Remuneration report pursuant to Sec. 162 AktG

Remuneration report pursuant to Sec. 162 AktG	**70**
Overview of the remuneration system for the Management Board	70
Remuneration of the Supervisory Board	79



3

20231004101206

7. Remuneration report pursuant to Sec. 162 AktG

Our resolution on remuneration can be found on our website.

Preamble

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

The Management Board and Supervisory Board have jointly prepared this remuneration report. It complies with the legal requirements of Sec. 162 AktG ["Aktiengesetz": German Stock Corporation Act] and considers the recommendations of the German Corporate Governance Code (GCGC) in its version as of 28 April 2022.

This remuneration report was subject to a formal audit by EY in accordance with the regulatory requirements of Sec. 162 (3) AktG and is an integral part of the annual report of Mister Spex SE. As required by Sec. 120a (4) AktG, the remuneration report will be submitted to the Annual General Meeting on 26 May 2023 for its approval. Following the vote on the audited remuneration report, the remuneration report as well as the independent auditor's report on the respective audit will also be published on the Company's website https://ir.misterspex.com/websites/misterspex/German/4000/berichte-_-praesentationen.html#annual.

Our remuneration report can be found on our website.

A new remuneration system for the Management Board members applied from fiscal year 2022 and was approved by the Annual General Meeting on 30 June 2022. The applicable remuneration system according to Sec. 87a (1) and (2) Sentence 1 AktG and the most recent resolution on remuneration pursuant to Sec. 113 (3) AktG are publicly available on the Company's website: https://ir.misterspex.com/download/companies/58260a/Hauptversammlung/HV2022_Verguetungssystem_des_Vorstands.pdf

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

1.1 Overview of the remuneration system for the Management Board

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

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

Appropriateness of remuneration

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

To assess the appropriateness of the total target remuneration of each member of the Management Board, the Supervisory Board considers the Management Board member's respective tasks and performance as well as to the Company's overall situation and performance. In doing so, the Supervisory Board takes into account that the level of remuneration does not exceed the usual level of remuneration without specific reasons. To ensure that the total target remuneration of Management Board members is in line with usual levels compared to other companies, the Supervisory Board conducts a horizontal comparison on a regular basis. The AktG and GCGC require an assessment of the appropriateness of the remuneration of the Management Board based on the criteria country, size and industry. Thus a relevant peer group consisting of 15 companies in e-commerce, retail and tech ranging from fledgling to established and one competitor was defined. The peer group

comprises the following companies: CTS EVENTIM, Home24, Westwing Group, Delivery Hero, New Work, Zalando, Fielmann, Scout24, Zeal Network, Global Fashion Group, Shop Apotheke Europe, Zooplus, CeWe, HelloFresh and TeamViewer.

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

Target remuneration in 2022

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

Total target remuneration of the Management Board

In €	Dirk Graber Co-CEO	Dr. Mirko Caspar Co-CEO	Dr. Sebastian Dehnen CFO	Maren Kroll CHRO
Base salary	300,000	300,000	225,000	225,000
Fringe benefits[1]	2,105	2,675	952	3,698
Subtotal	**302,105**	**302,675**	**225,952**	**228,698**
Short-term incentive plan	100,000	100,000	75,000	75,000
Long-term incentive[2] (stock options)	200,000	200,000	n/a	n/a
Total target remuneration	**602,105**	**602,675**	**300,952**	**303,698**

1 Figures are based on the actual expenses incurred for the period i.e., the actual fringe benefits provided.
2 n/a: not applicable (no options granted under the VSOP in 2022 as options still vesting under existing ESOP)

Application of the remuneration system in 2022

Base salary

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

Fringe benefits

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

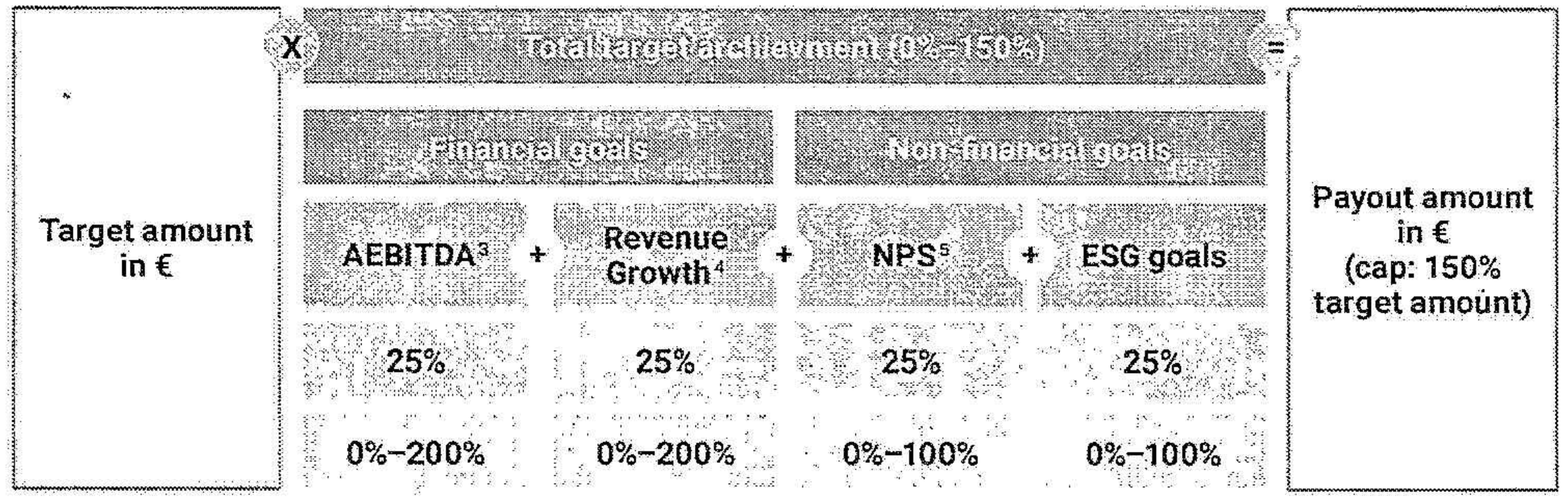
Mister Spex continues to service the direct pension insurance policy held at Allianz AG for Maren Kroll. She defers compensation that is converted into contributions to the direct insurance policy and Mister Spex makes a contribution equal to the amount of social security costs saved.

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

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

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

Short-term variable remuneration



3 Adjusted EBITDA
4 Growth in consolidated revenue of the Mister Spex Group
5 Net promoter score

Financial goals

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

The target achievement for each financial performance criterion can range between 0% and 200%. However, as a subsidiary condition, the target achievement of the financial goals in total is 0% if the defined threshold (minimum) for AEBITDA is not achieved. Actual values above the defined maximum for each financial goal do not lead to a target achievement of more than 200%.

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

Target achievement of financial goals

	Minimum	Target	Maximum	2022 consolidated financial statements
Revenue growth in %	15.0	20.0	25.0	8.1
AEBITDA in € m	7.0	8.8	10.0	–8.3

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

Non-financial goals

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

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

A target value as well as minimum and maximum values were set for the net promoter score and the additional ESG goals. Target achievement is limited to 100% in each case, which means that, even if the actual value exceeds the maximum value, target achievement cannot exceed 100% (target achievement cap). Linear interpolation is performed between the relevant minimum and maximum value.

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

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

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

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

ESG target achievements in 2022

	Criterion	Target	Fiscal year 2022	Target achieved
Establishment of environmentally friendly own brands	Share in %	>7.0%	7.8%	Yes
Reduction of the use of plastic in dispatching merchandise	Share in %	>90.0%	92.0%	Yes
Carbon neutrality for the Company and customer shipments	Share in %	100%	100%	Yes
Employee satisfaction[6]	Score	<2.5	2.7	No
Increasing the proportion of women in technical positions	Share in %	at least. 20.0%	22.55%	Yes
Increasing the proportion of women in management positions[7]	Share in %	at least. 35.0%	35.0%	Yes
Hiring more trainees	Number	at least 30	34	Yes

6 A 6-point scale is applied reaching from 1 – very good to 6 - very poor
7 Management above Head of level

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

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

Target remuneration for the annual bonus

	Target amount in €	Target achievement of financial goals	Target achievement of non-financial goals	Total target achievement	Payout amount in €
Dirk Graber	100,000	0%	75%	38%	38,000
Dr. Mirko Caspar	100,000	0%	75%	38%	38,000
Dr. Sebastian Dehnen[8]	50,000	0%	75%	38%	19,000
Maren Kroll	75,000	0%	75%	38%	28,500

8 Pro rata due to exit as of 31 August 2022

Long-term variable remuneration in fiscal year 2022

VSOP (LTIP)

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

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

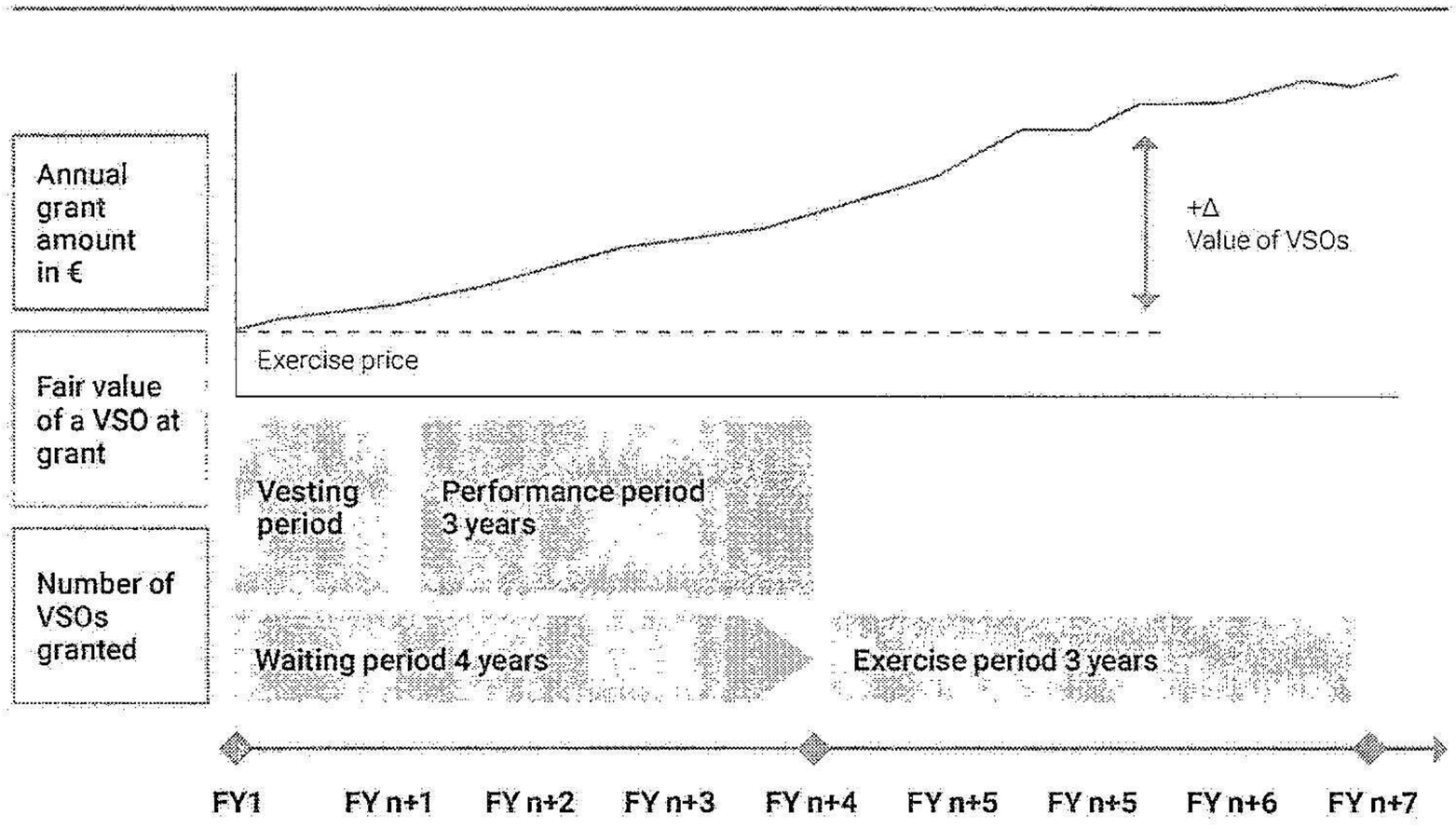
The following chart illustrates the basic features of the VSOP:

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

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

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

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



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

Overview of stock option grants (VSOP) to members of the Executive Board

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

ESOP

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

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

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

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

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

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

General conditions of stock options granted to the members of the Management Board

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

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

Overview of stock options exercised by the members of the Management Board

		Number of options granted	Number of options forfeited or previously exercised	Final number of options	Number of exercised options	Share price at settlement date in €	Intrinsic value [9] of exercised options in €	Number of outstanding options
ESOP I	Dirk Graber	70,762	41,667	29,095	–	–	–	29,095
	Dr. Mirko Caspar	354,508	158,767	195,741	50,000	9.35	417,500	145,741
ESOP II	Dirk Graber	264,720	–	–	–	–	–	264,720
	Dr. Mirko Caspar	150,015	–	–	–	–	–	150,015
ESOP IV	Dirk Graber	264,720	Vesting period lasts until 31.12.2022		Exercise possible from 01.01.2023			264,720
	Dr. Mirko Caspar	264,720						264,720
	Dr. Sebastian Dehnen	88,245	Vesting period lasts until 31.07.2024; 42,284 options forfeited due to exit		Vesting period lasts until 31.07.2024			
		70,596	Vesting period lasts until 31.12.2023		Vesting period lasts until 31.12.2023			
	Maren Kroll	17,649	Vesting period lasts until 31.12.2024		Vesting period lasts until 31.12.2024			
VSOP 2022	Dirk Graber	52,831	Waiting period lasts until 31.12.2025		Waiting period lasts until 31.12.2025			
	Dr. Mirko Caspar	52,831						

9 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 EUR 1,500,000 p.a. for each other member of the Management Board. Any severance payments are not included in the calculation of the maximum remuneration. The maximum remuneration refers to the total of all remuneration payments that can arise from the remuneration for a given fiscal year. If the total payments to one Management Board member for a fiscal year exceeds the defined maximum remuneration, the last remuneration component to be paid out (generally the VSOP) is reduced accordingly. The maximum remuneration rules defined for the Management Board members were complied with in fiscal year 2022.

Malus and clawback provisions

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

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

The Supervisory Board can apply malus and clawback provisions if the Management Board member has demonstrably

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

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

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

Share ownership of Management Board members

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

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

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

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

Further contractual arrangements

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

Severance payments

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

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

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

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

Payments in the event of incapacity for work or death

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

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

Post-contractual non-competition clause

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

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

Remuneration of the Management Board in 2022

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

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

Total compensation of the Management Board

	Dirk Graber Co-CEO		Dr. Mirko Caspar Co-CEO		Dr. Sebastian Dehnen[10] CFO		Maren Kroll CHRO	
	in €	in %	in €	in %	in €	in %	in €	in %
Base salary	300,000	55.51%	300,000	55.46%	150,000	88.26%	225,000	87.39%
Fringe benefits (including energy price allowance)	2,405	0.45%	2,975	0.55%	952	0.56%	3,968	1.54%
Total fixed remuneration	**302,405**	**55.96%**	**302,975**	**56.01%**	**150,952**	**88.82%**	**228,968**	**88.93%**
Short-term variable remuneration	**38,000**	**15.97%**	**38,000**	**15.97%**	**19,000**	**100.00%**	**28,500**	**100.00%**
Short-term incentive (annual bonus)	38,000	7.03%	38,000	7.02%	19,000	11.18%	28,500	11.07%
Long-term variable remuneration	**200,000**	**84.03%**	**200,000**	**84.03%**	**–**	**0.00%**	**–**	**0.00%**
Long-term incentive (stock options)	200,000	37.01%	200,000	36.97%	–	0.00%	–	0.00%
Total variable remuneration	**238,000**	**44.04%**	**238,000**	**43.99%**	**19,000**	**11.18%**	**28,500**	**11.07%**
Total remuneration	**540,405**		**540,975**		**169,952**		**257,468**	

10 For part of the reporting period due to resignation on 31 August 2022

1.2 Remuneration of the Supervisory Board

Remuneration governance

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

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

Remuneration system

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

Remuneration component	Remuneration of the Supervisory Board
Annual fixed remuneration	Chair: € 87,500
	Deputy Chair: € 52,500
	Supervisory Board member: € 35,000
	Audit Committee: € 10,000/€ 20,000 (member/Chair)
Committee remuneration	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 2022

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

Total remuneration of the Supervisory Board

	Committee membership[1]			Remuneration		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

11 C = Chair; M = Member

Comparative presentation

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

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

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

Comparative presentation

	2022	2021	Change from 2021 to 2022 in %
Management Board			
Dirk Graber	540,405	283,500	91%
Dr. Mirko Caspar	540,975	282,500	91%
Dr. Sebastian Dehnen	169,952	239,590	–29%
Maren Kroll	257,468	154,668	66%
Total	**1,508,800**	**960,258**	**57%**
Supervisory Board			
Peter Williams (Chair)	107,500	53,750	100%
Nicola Brandolese (Deputy Chair)	65,000	32,500	100%
Tobias Krauss	52,500	26,250	100%
Birgit Kretschmer	60,000	30,000	100%
Pierluigi Longo	35,000	17,500	100%
Stuart Paterson	52,500	26,250	100%
Nicole Srock-Stanley	40,000	20,000	100%
Average	**58,929**	**29,464**	**100%**
Employees	**46,791**	**45,302**[12]	**3%**
Average for Mister Spex SE (FTE)	22,651		
Company performance			
Profit or loss in EURm (group level)	–44.9	–31.5	–30%
Profit or loss in EURm (company level)	–56.4	–30.2	–87%
Revenue in EURm (group level)	210.1	194.2	8%
Adjusted EBITDA in EURm (group level)	–8.3	4.1	<100%

12 Full-year value for comparability, original reporting period only second half of 2021

Berlin, 27 March 2023

Mister Spex SE

The Management Board The Supervisory Board

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

To Mister Spex SE

Opinion

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

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

Basis for the opinion

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

Responsibilities of the management board and supervisory board

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

Responsibilities of the auditor

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

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

Consideration of misrepresentations

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

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

Berlin, 27 March 2023

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

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



Consolidated financial statements

Consolidated statement of comprehensive income	**84**
Consolidated statement of financial position	**85**
Consolidated statement of changes in equity	**86**
Consolidated statement of cash flows	**87**
Notes to the consolidated financial statements	**88**
Information on the Company	88
Summary of significant accounting policies	88
Accounting policies	89
Significant accounting estimates and judgments in applying accounting policies	99
Amendments and new accounting pronouncements	100
Operating segments	100
Business combinations	103
Notes to the consolidated statement of comprehensive income	104
Notes to the consolidated statement of financial position	107
Other notes	123

Consolidated statement of comprehensive income



Consolidated statement of profit or loss

in € k	Note	2022	2021
Revenue	1.	210,067	194,248
Other own work capitalized	6.	6,845	6,399
Other operating income	3.	819	2,400
Total operating performance		**217,731**	**203,047**
Cost of materials	11.	-108,182	-98,792
Personnel expenses	2., 15.	-57,822	-49,567
Other operating expenses	3.	-63,701	-62,926
Earnings before interest, taxes, depreciation and amortization (EBITDA)		**-11,974**	**-8,238**
Depreciation, amortization and impairment	6., 7., 8., 17.	-29,847	-15,215
Earnings before interest and taxes (EBIT)		**-41,821**	**-23,453**
Finance income	4.	1,470	807
Finance costs	4.	-4,065	-5,384
Financial result	4.	**-2,595**	**-4,577**
Share of results of associates	9.	-302	-345
Earnings before taxes (EBT)		**-44,718**	**-28,376**
Income taxes	5.	-209	-3,140
Loss for the period		**-44,927**	**-31,515**
Thereof loss attributable to the shareholders of Mister Spex SE		-44,927	-31,515
Basic and diluted earnings per share (in €)	27.	**-1.33**	**-1.11**

Consolidated statement of comprehensive income

in € k	2022	2021
Loss for the period		
Other comprehensive income/loss to be reclassified to profit or loss in subsequent periods	**-44,927**	**-31,515**
Exchange differences on translation of foreign financial statements	-307	48
Other comprehensive income/loss	**-307**	**48**
Total comprehensive loss	**-45,233**	**-31,467**
Thereof loss attributable to the shareholders of Mister Spex SE	-45,233	-31,467

202310040132

Consolidated statement of financial position



Consolidated statement of financial position

Assets

in € k	Note	31. Dec 2022	31. Dec 2021
Non-current assets		**120,411**	**105,883**
Goodwill	6.	12,829	12,113
Intangible assets	6.	21,738	17,904
Property, plant and equipment	7.	23,922	19,549
Right-of-use assets	17.	53,193	48,953
Investments in associates	9.	–	2,073
Other financial assets	10.	8,729	5,291
Current assets		**172,821**	**219,437**
Inventories	11.	30,041	23,151
Right of return assets	1.	759	723
Trade receivables	10.	2,742	2,852
Other financial assets	10.	868	32,613
Other non-financial assets	12.	10,619	10,454
Cash and cash equivalents	13.	127,792	149,644
Total assets		**293,232**	**325,320**

Consolidated statement of financial position

Equity and liabilities

in € k	Note	31. Dec 2022	31. Dec 2021
Equity	14.	**201,005**	**244,785**
Subscribed capital		33,866	33,761
Capital reserves		327,668	326,319
Other reserves		–1,094	–787
Accumulated loss		–159,435	–114,509
Non-current liabilities		**56,736**	**45,798**
Provisions	19.	1,563	350
Liabilities to banks	16.	1,120	–
Lease liabilities	17.	50,376	44,016
Other financial liabilities	16.	2,462	160
Other non-financial liabilities	18.	42	100
Deferred tax liabilities	5.	1,173	1,172
Current liabilities		**35,491**	**34,737**
Provisions	19.	1,054	900
Trade payables	16.	12,857	16,222
Refund liabilities	16.	2,166	1,983
Lease liabilities	17.	10,159	7,675
Other financial liabilities	16.	1,433	1,010
Contract liabilities	1.	1,121	1,090
Other non-financial liabilities	18.	6,700	5,857
Total equity and liabilities		**293,232**	**325,320**

2023100401322

Consolidated statement of changes in equity



Consolidated statement of changes in equity

in € k	Note	Subscribed capital	Treasury shares	Capital reserves	Other reserves	Accumulated loss	Total
As of 1 Jan 2021		**1,261**	**–67**	**116,048**	**–835**	**–82,993**	**33,412**
Loss for the period						–31,515	–31,515
Other comprehensive loss					48		48
Total comprehensive loss							**–31,467**
Capital increases		10,749		236,453			247,202
Capital increases from company funds		22,760	–941	–21,819			–
Transaction costs				–7,137			–7,137
Reimbursement of transaction costs				1,480			1,480
Share-based payments				1,295			1,295
As of 31 Dec 2021		**34,769**	**–1,008**	**326,319**	**–787**	**–114,509**	**244,785**
Loss for the period						–44,927	–44,927
Other comprehensive income					–307		–307
Total comprehensive loss							**–45,233**
Capital increases	14.	95		103			197
Issuance of treasury shares for share-based payments	14.		10				10
Share-based payments	15.			1,246			1,246
As of 31 Dec 2022		**34,864**	**–998**	**327,668**	**–1,094**	**–159,435**	**201,005**

2023100401323

Consolidated statement of cash flows



Consolidated statement of cash flows

in € k	Note	2022	2021
Operating activities			
Loss for the period		**-44,927**	**-31,515**
Adjustments for:			
Finance income	4.	-1,470	-807
Finance costs	4.	4,065	5,384
Income tax expense	5.	209	3,140
Amortization and impairment of intangible assets	6.	7,932	4,893
Depreciation and impairment of property, plant and equipment	7.	6,335	2,758
Depreciation and impairment of right-of-use assets	17.	13,423	7,563
Impairment of goodwill	6.	2,158	–
Non-cash expenses for share-based payments	15.	1,246	1,295
Increase (+) / decrease (-) in non-current provisions	19.	1,213	91
Increase (-) / decrease (+) in inventories	11.	-6,890	-5,545
Increase (-) / decrease (+) in other assets	10.	2,957	-15,367
Increase (+) / decrease (-) in trade payables and other liabilities	16., 18.	-5,855	3,666
Share of results of associates	9.	302	345
Loss from the derecognition of shares in associates		674	–
Income tax paid	5.	-230	-2
Interest paid		-2,176	-3,732
Interest received		192	9
Cash flows from operating activities		**-20,842**	**-27,824**

Consolidated statement of cash flows

in € k	Note	2022	2021
Investing activities			
Purchase of investments in consolidated subsidiaries, net of cash acquired		-1,000	–
Purchase of other financial assets	10.	–	-25,087
Sale of other financial assets		24,427	–
Investments in property, plant and equipment	7.	-10,717	-6,996
Investments in intangible assets	6.	-8,959	-8,849
Cash flow from investing activities		**3,751**	**-40,932**
Financing activities			
Cash received from capital increases, net of transaction costs	14.	439	241,108
Cash received for the resolved capital increase	14.	–	85
Cash received from liabilities to banks	16.	–	35,000
Repayments of liabilities to banks	16.	–	-65,882
Cash received from borrowings	16.	3,350	–
Cash outflows from repayment of borrowings	16.	-267	–
Payment of principal portion of lease liabilities	17.	-8,283	-6,447
Cash flow from financing activities		**-4,761**	**203,864**
Net increase in cash		**-21,852**	**135,108**
Cash and cash equivalents at the beginning of the period		149,644	14,536
Cash and cash equivalents at the end of the period		**127,792**	**149,644**

2023100401324

Notes to the consolidated financial statements

I. Information on the Company

The consolidated financial statements of Mister Spex SE (the "Company") and its subsidiaries ("Mister Spex Group," "Mister Spex" or the "Group") for the fiscal year ended 31 December 2022 were approved and authorized for issue by management resolution dated 27 March 2023. Mister Spex SE was established on 8 January 2008 at Greifswalder Strasse 156, 10409 Berlin, Germany. The Company is entered in the commercial register of Charlottenburg Local Court under HRB no. 230317 B. The Company has been listed on the Regulated Market (Prime Standard) of the Frankfurt Stock Exchange since 2 July 2021.

The Group primarily engages in the marketing of glasses, sunglasses and contact lenses in Europe.

II. Summary of significant accounting policies

Basis of preparation

The consolidated financial statements were prepared applying Sec. 315e HGB ["Handelsgesetzbuch": German Commercial Code] in accordance with the International Financial Reporting Standards (IFRSs) published by the International Accounting Standards Board in effect and adopted by the European Union (EU) at the reporting date and the interpretations of the IFRS Interpretations Committee (formerly IFRIC) approved by the IASB.

The consolidated financial statements were prepared on an historical cost basis except for certain financial instruments and share-based payments, which were measured at fair value. The principal accounting policies applied in the preparation of these consolidated financial statements are set out below.

The statement of profit or loss within the statement of comprehensive income was prepared using the nature of expense method.

Due to rounding differences, figures in tables may differ slightly from the actual figures.

The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

Presentation currency

The consolidated financial statements were prepared in euros (€), which is the functional and presentation currency of the Group, and all values in the consolidated financial statements and the related notes are rounded to the nearest thousand (€ k) except where otherwise indicated. This may result in rounding differences in the tables of the notes to the consolidated financial statements.

Basis of consolidation

The consolidated financial statements include the financial statements of Mister Spex SE and its subsidiaries as of 31 December 2022. Control within the meaning of IFRS 10 is achieved when the Group is exposed, or has the right, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee that significantly affect its returns)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins from the date the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

All intercompany assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, the related assets (including goodwill), liabilities, non-controlling interests and other equity components are derecognized. Any resultant gains or losses are recognized in profit or loss. Any investment retained is recognized at fair value.

20231004013325

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company.

All seven subsidiaries were fully consolidated in the fiscal year. Compared to the prior year, as of 31 December 2022, the consolidated financial statements of Mister Spex SE also include Mister Spex Switzerland AG (100% equity interest) and Tribe GmbH (100% equity interest). Mister Spex Switzerland AG was founded on 10 May 2022 and has its registered office in Zurich, Switzerland. Until 11 May 2022, Tribe GmbH was accounted for as an associate in the consolidated financial statements using the equity method. On 12 May 2022, the Company acquired the remaining 51.83% interest in Tribe GmbH, Berlin. As a result, the equity interest of Mister Spex SE in Tribe GmbH increased from 48.17% to 100% and it thereby obtained control over the company. Accordingly, Tribe GmbH has been included in the consolidated financial statements as a subsidiary of Mister Spex SE since 12 May 2022. For further details regarding the acquisition of the subsidiary, see section VII. Business combinations.

These consolidated financial statements were prepared for fiscal year 2022 with a reporting period from 1 January to 31 December. The consolidated entities also have the calendar year as their fiscal year.

The structure of the Group is described in note (24).

The financial statements of the entities included in the consolidated financial statements were prepared in accordance with the uniform accounting policies of the parent company. The group entities each prepare their financial statements in their own functional currency.

Currency translation

The consolidated financial statements are presented in euros, which is the functional currency of Mister Spex SE and the Group's presentation currency pursuant to IAS 21.

Items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are initially translated into the functional currency by the group entities at the respective rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the spot rate prevailing at the end of the reporting period. Any differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

The assets, liabilities, expenses and income of all the group entities are translated into the presentation currency as follows:

- The assets and liabilities of subsidiaries are translated at the closing rate on the reporting date.
- Income and expenses included in the statements of comprehensive income are translated using the exchange rate at the date of the transaction. If exchange rates do not fluctuate strongly, the weighted average rates are used instead.
- The equity of the subsidiaries is translated using the historical rate. All resulting exchange differences are recognized in other comprehensive income as an adjustment item for exchange differences on translating foreign operations.

The Group uses the following exchange rates:

	2022	2021
Norwegian krone (NOK)		
Closing rate	10.5138	9.9888
Annual average exchange rate	10.1026	10.1633
Swedish krona (SEK)		
Closing rate	11.1218	10.2503
Annual average exchange rate	10.5296	10.1465
Swiss franc (CHF)		
Closing rate	0.9847	1.0331
Annual average exchange rate	1.0047	1.0811

III. Accounting policies

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identified net assets.

20231004013326

The consideration transferred for the acquiree is measured at the fair value of the assets given up, equity instruments issued and liabilities incurred or assumed, including the fair value of assets or liabilities from contingent consideration arrangements.

Acquisition-related costs such as advisory, legal, valuation and similar professional services are expensed as incurred. Acquisition-related costs and the costs to issue equity instruments are deducted from equity.

Goodwill is measured by deducting the net assets of the acquiree from the aggregate of the consideration transferred for the acquiree, the amount of non-controlling interest in the acquiree and fair value of an interest in the acquiree held immediately before the acquisition date. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this way is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries. The Group's investment in its associate is accounted for using the equity method.

Under the equity method, the investment in an associate is initially recognized at cost, including transaction costs. As of each reporting date, the carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortized nor separately tested for impairment. The statement of profit or loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the statement of changes in equity. The aggregate of the Group's share of profit or loss of an associate is shown on the face of the statement of profit or loss outside operating profit and represents profit or loss after tax.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying amount, and then recognizes the loss within "Share of results of associates" in the statement of profit or loss.

Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

20231004013327

Measurement of the fair value of financial assets and liabilities

The Group measures certain financial instruments, such as derivatives, at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the parties involved in setting the price always act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value.

The following measurement hierarchy is used for fair value measurement. The inputs used in the valuation techniques are categorized in three levels:

- Level 1 — Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

When measuring fair value, the Group maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs. The categorization of valuation techniques in the various levels is reviewed at the end of each reporting period.

Current versus non-current classification

The Group presents its assets and liabilities in the statement of financial position based on current/non-current classification.

The Group classifies assets and liabilities as current if

- the asset is expected to be realized or the liability is due to be repaid in the normal operating cycle,
- the assets and liabilities are primarily held for trading,
- the asset is expected to be realized or the liability is due to settled within 12 months after the reporting date,
- it is cash or a cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

The Group classifies all other assets and liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Revenue from contracts with customers

The Group generates revenue primarily from the sale of glasses, sunglasses and contact lenses.

Revenue from contracts with customers is recognized when control of the goods or services is transferred to the customer, usually on delivery of the goods. Revenue is recognized at the amount of the consideration received or receivable. This revenue is generally recognized prior to performance. The Mister Spex Group therefore presents contract liabilities for the outstanding performance. The Group has generally concluded that it is the principal in its revenue arrangements because it regularly controls the goods or service before transferring them to the customer.

Mister Spex offers its customers a wide range of payment options, in particular payment by invoice, by PayPal, by credit card, in advance, per credit/voucher or by direct debit.

Rights of return

The contracts for the sale of products provide customers with a right of return within a fixed period.

The Group uses the expected value method to estimate the goods that will not be returned, because this method best predicts the amount of variable consideration to which the Group will be entitled. For goods that are expected to be returned, instead of revenue, the Group recognizes a refund liability. It is measured at the amount the Group ultimately expects it will have to return to the customer. A right of return asset (and corresponding adjustment to cost of sales) is also recognized for the right to recover products from a customer. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods.

202310040132 8

Warranty obligations

The Group typically provides warranties for general repairs of defects that existed at the time of sale, as required by law. These assurance-type warranties are recognized as provisions in accordance with IAS 37. Details on the accounting policy for warranty provisions are included in note (19).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made. Contract liabilities are recognized as revenue when the Group performs under the contract. The length of time between the transfer of the product to the customer and payment of the product can be up to 15 days. Refer to note (1) for more information.

Factoring

With a view to recognizing the receipt of cash flows at an early stage, receivables from sales by invoice and direct debit are sold and assigned to factors and then derecognized from the consolidated statement of financial position (non-recourse factoring). In this connection, the Group transfers, on a notification basis, the cash flows to a third party which bears the full credit risk. No del credere risk is retained.

Expense recognition

Operating expenses are recognized in profit or loss when a service is used or when the costs are incurred.

Interest is recognized as a financial income or expense item in the period to which it relates using the effective interest method. The EIR is the rate that exactly discounts the estimated future cash receipts and payments over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability.

Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

Taxes

Current income taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

The income tax expense or income relates to current and deferred taxes and is recognized in the statement of profit or loss for the fiscal year.

Deferred taxes

Deferred tax is recognized using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date and for tax loss carryforwards.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- With regard to taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

2023100401329

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date.

VAT

Expenses and assets are recognized net of VAT when the VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the VAT is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of VAT recoverable from, or payable to, the taxation authority is included in the statement of financial position under other non-financial assets and other non-financial liabilities, respectively.

Intangible assets

Intangible assets acquired separately are recognized initially at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Internally generated intangible assets are recognized at the costs incurred in the development phase from the time when the technical and economic feasibility has been demonstrated until the time when the intangible asset has been completed.

Development expenditures on an individual project are recognized as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for internal use or sale
- Its intention to complete the asset and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and, if necessary, accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit.

Research costs were insignificant and were immediately expensed.

The useful lives of intangible assets are assessed as either finite or indefinite.

Internally generated and purchased intangible assets that have a determinable useful life are amortized over their expected useful lives using the straight-line method, starting from the time when they become available for use by the enterprise, as follows:

	Useful life in years
Customer lists	2.5 to 9.5
Software	2 to 6.8
Other licenses	3 to 10

The amortization period for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. These intangible assets are not amortized. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Property, plant and equipment

Property, plant and equipment as well as assets under construction are stated at cost less accumulated depreciation and impairment, if any. Costs of repairs and maintenance are expensed as incurred.

The present value of the expected cost for the decommissioning of assets after their use is included in the cost of the respective asset if the recognition criteria for a provision are met. An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss when the asset is derecognized.

The residual values, useful lives and depreciation methods of items of property, plant and equipment are reviewed, and adjusted if appropriate, at each reporting date.

Property, plant and equipment are depreciated using the straight-line method, with the cost being allocated over their estimated useful lives:

	Useful life in years
Plant and machinery	8 to 15
Furniture, fixtures and office equipment	3 to 20

Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. It recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying asset.

Rental agreements may contain both a lease and a non-lease component. The Group allocates the transaction price to these components on the basis of their relative standalone selling prices.

Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of the right-of-use assets includes the present value of lease payments, any initial direct costs incurred by the lessee and any lease payments made on or prior to the commencement date, less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. Further information on lease terms is included in note (17).

Lease liability

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

The Group is exposed to potential increases in variable lease payments resulting from a change in an index or rate. Such potential changes in lease payments are not included in the lease liability until they become effective. As soon as the change in an index or rate affects lease payments, the lease liability and the right-of-use asset are adjusted accordingly.

Variable lease payments that do not depend on an index or a rate are recognized as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounts lease payments using the incremental borrowing rate. The interest rate was determined by reference to current market benchmark rates for real estate and company-specific risk factors, resulting in a weighted average rate.

The carrying amount of the lease liability is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value.

202310040133 1

Lease payments on short-term leases and leases of low-value assets are recognized as expenses on a straight-line basis over the lease term.

COVID-19-related rent concessions

The Group applied COVID-19-Related Rent Concessions (Amendment to IFRS 16). The Group applies the exemptions afforded by the practical expedient and is therefore not required to assess whether an admissible rent concession arising as a direct consequence of the COVID-19 pandemic is a lease modification. The Mister Spex Group consistently applies the practical expedient to all contracts with similar characteristics and in similar circumstances. When the Group elects not to apply the practical expedient to rent concessions under leases or the practical expedient is not applicable, the Group determines whether the lease has been modified.

Sale and leaseback transactions

If a sale and leaseback transaction constitutes a sale of an asset within the meaning of IFRS 15 Revenue from Contracts with Customers, the Group must derecognize the right-of-use asset and recognize any gain or loss that relates to the rights transferred to the lessor (buyer). If the transfer of the asset is not a sale, the Group accounts for the transaction as a financing arrangement. The Group continues to recognize the asset transferred under the sale and leaseback transaction in its statement of financial position and recognizes amounts received as a financial liability in accordance with IFRS 9. The financial liability is reduced by payments made by the Group less the related interest expense.

The Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue due to its operating nature. Initial direct costs incurred in negotiating and concluding an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations mostly cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year. A seven-year planning period was assumed for the growth market UK. To assess impairment of the stores, detailed budgets and forecast calculations were prepared for the contractually agreed lease terms.

Impairment losses are recognized in the expense category "Depreciation, amortization and impairment" in the statement of profit or loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable

202310040133Z

amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. The reversal is recognized in profit or loss.

Goodwill is tested for impairment once a year as of 31 December. A test is also performed if circumstances indicate that the value may be impaired.

Impairment losses relating to goodwill may not be reversed in future periods.

Inventories

Inventories are measured at the lower of cost or net realizable value on the reporting date. Net realizable value is the estimated selling price less the estimated costs to make the sale. As in the prior year, the cost of items of inventory is determined using the first-in, first-out (FIFO) method.

Inventories comprise merchandise, raw materials, consumables and supplies.

Adequate write-downs to the net realizable value provide for valuation risks resulting from slow-moving stock and/or reduced usability. Write-downs of inventories are reversed if the reasons for the write-down no longer exist.

Financial assets

The Group's financial assets mainly comprise cash and cash equivalents, trade receivables and other financial assets.

Initial recognition

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI) and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

In order for a financial asset to be classified and measured at amortized cost, it needs to give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At the Group, this category includes trade receivables, receivables from sales by invoice and direct debit and other financial assets initially recognized at fair value.

Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Receivables from sales by invoice and direct debit are regularly sold and assigned to factors and then derecognized (non-recourse factoring). In this connection, the Group transfers, on a notification basis, the cash flows to a third party which bears the full credit risk. No del credere risk is retained.

Trade receivables are recognized at the transaction price determined under IFRS 15.

Losses arising from the impairment of financial assets are recorded in the statement of profit or loss under other operating expenses in separate accounts.

202310040133

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at fair value through other comprehensive income with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through other comprehensive income with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

The financial assets at amortized cost (debt instruments) category is the category most relevant to the consolidated financial statements.

The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Assets at amortized cost (debt instruments) are subsequently measured using the effective interest method and are subject to impairment.

The Group uses the new impairment model for financial assets measured at amortized cost introduced by IFRS 9. Mister Spex uses the simplified approach to assess credit risk and calculates the expected credit losses (ECL) using a loss allowance equal to the amount of the lifetime expected credit losses, regardless of the timing of the default. Refer to note (10) for more information.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of profit or loss.

A financial asset is generally derecognized when the contractual rights to receive the cash flows from the financial asset expire.

Financial liabilities

Initial recognition

Financial liabilities are classified, at initial recognition, as liabilities or as liabilities to banks.

All financial liabilities are recognized initially at fair value, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, other financial liabilities and liabilities to banks including bank overdrafts.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification.

For purposes of subsequent measurement, trade payables and other financial liabilities are classified in the category at amortized cost.

After initial recognition, interest-bearing liabilities to banks are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit or loss. Refer to note (16) for more information.

A financial liability is derecognized when the obligation under the liability is discharged or canceled or expires.

Provisions

Provisions are non-financial liabilities of uncertain timing or amount. They are recognized in accordance with IAS 37 when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount of the provision is the best estimate taking all identifiable risks from the obligation into account. The settlement value that is the most probable is used. Provisions with a term of more than one year were discounted to the reporting date.

Warranty provision

The Group provides warranties for general repairs of defects that existed at the time of sale, as required by law. Provisions related to these assurance-type warranties are recognized when the product is sold or the service is provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

Share-based payments

In the Mister Spex Group, employees receive share-based payments in the form of equity instruments.

The payments granted to executive staff and employees are recognized as an expense, on the one hand, and as a contribution to capital reserves in the amount of the fair value, on the other. Expenses are recognized and amounts are allocated to the capital reserves over the contractually agreed vesting period. The fair value of the options issued is calculated at the grant date.

The cost of equity-settled transactions is recognized, together with a corresponding increase in capital reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in profit or loss for represents the movement in cumulative expense recognized as at the beginning and end of that period.

No expense is recognized for awards that do not vest because a service condition was not observed. No expense is recognized for awards that do not ultimately vest, except for equity-settled transactions for which vesting is conditional upon a market or non-vesting condition. These are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled transaction award are modified, the minimum expense recognized is the expense as if the original terms of the award had been met. Mister Spex also records the increase in the fair value of the promised equity instruments as a result of a modification.

When an equity-settled award is canceled, it is treated as if it vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. However, if a new award is substituted for the canceled award, and designated as a replacement award on the date that it is granted, the canceled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

Refer to note (15) for more information.

Accounting for transaction costs in connection with equity transactions

In accordance with IAS 32.35, the Group recognized the share of transaction costs relating to new share issues as a deduction from equity with no effect on consolidated loss. The entire transaction costs of the capital increase in connection with the initial public offering (IPO) in July 2021 were allocated on a basis proportionate to the number of new shares and the total number of all shares, with only the amount relating to new share issues being deducted from equity. The amount relating to existing shares was recognized in profit or loss.

Earnings per share

Basic earnings per share are calculated by dividing the share in profit or loss for the period attributable to the shareholders of Mister Spex SE by the weighted average number of shares outstanding. New share issues during a period are considered on a pro rata basis for the period during which they are outstanding.

Segment reporting

The segment reporting of the Mister Spex Group is based on its internal organizational and reporting structure using the management approach.

2023100401335

IV. Significant accounting estimates and judgments in applying accounting policies

The preparation of financial statements in accordance with IFRSs requires management to make assumptions and estimates which impact the reported amounts as well as the related disclosures. In preparing the consolidated financial statements as of 31 December 2022, management assessed the effect of the COVID-19 pandemic and the Russia-Ukraine war on the Group's assets, liabilities, financial position and financial performance as well as the significant assumptions and estimates. The Russian war against Ukraine has political and economic implications. The ensuing energy crisis in Europe and the surging cost of living are weighing on consumer sentiment. Economic growth has weakened as a result. Management believes that macroeconomic developments could also lead to a decrease in demand for ophthalmic services. The change in customer demand could also result in a slump in revenue. All estimates and assumptions are reviewed on an ongoing basis. The future development and the impact on business development are subject to considerable uncertainty at present (in addition, see the detailed discussion of the market environment and industry development in the "Economic report" section of the management report). With regard to judgments, changes in estimates and valuation uncertainties, the Group endeavored to factor in the current market situation with its uncertainties and other conditions to the best of its knowledge and belief at the time the financial statements were prepared.

Significant estimates and assumptions are made particularly with regard to the following matters:

Share-based payments

The Group measures the cost of equity-settled transactions with executives and employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note (15).

Impairment tests

Regardless of whether there is any indication of impairment, goodwill and intangible assets under development are tested for impairment in accordance with IAS 36 on an annual basis at the level of the cash-generating unit to which the asset belongs. If there are indications of impairment, the impairment test is extended to include other assets. The impairment test is based on the future net cash flows generated for individual assets or in groups of assets combined into cash-generating units. Impairment exists when the carrying value of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. A discounted cash flow method is used to calculate the value in use, with the inputs classified as level 3 of the fair value hierarchy. The recoverable amount is sensitive to the discount rate used for the discounted cash flow method as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

See note (8) of the notes to the consolidated financial statements on impairment tests for further details.

Leases

The Group determines the lease term as the non-cancelable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group uses its incremental borrowing rate to measure lease liabilities, which is estimated using observable inputs when available. In addition, the Group is required to make certain entity-specific estimates.

Climate action and sustainability

We are strongly committed to climate change mitigation. Our declared goal is to use only recyclable and sustainable materials and to eliminate single-use plastic by 2025. We are pushing ahead with many smaller initiatives aimed at reducing our environmental impact. For example, we have decided to reduce temple guards made of plastic when sending glasses directly to our customers. By covering only one temple, scratches are largely avoided. Our cardboard boxes have a high recycling content. Our packaging is FSC-certified and has carried the RESY seal since December 2019. This means the paper products we use for our packaging originate from responsibly managed forests and are 100% recyclable. Our shipping boxes no longer contain any plastic. In addition, the shipping boxes can be immediately reused for returns, without requiring additional adhesive tape. The bubble wrap used is made of Blue Ocean film, a 100% recycled material. Our shipping has been 100% climate-neutral since the end of 2021. Since April 2021, we have been shipping using DHL's GoGreen Solutions. The surcharge on each parcel is

2023100401336

reinvested by DHL in climate protection projects to offset the greenhouse gases generated by transport. To reduce the number of shipments and returns, we have been offering the virtual 3D eyewear fitting service since 2011. Wherever possible and in accordance with our quality standards, we process returned goods to a high standard and reintroduce them into the product cycle. Our investment in the Tribe technology, which will lower our return rate, will help reduce our carbon footprint. In the years ahead, we will continue to intensify our commitment to climate action and sustainability. Overall, there is no significant impact on the consolidated financial statements. However, the development costs mentioned above result in a commensurate increase in internally developed intangible assets.

V. Amendments and new accounting pronouncements

As of 1 January 2022, the Group applied all standards and amendments for the first time that became effective as of that date. However, these do not have a significant impact on the consolidated financial statements.

- Amendments to IFRS 3: References to the Conceptual Framework
- Amendments to IAS 16 Property, Plant and Equipment – Proceeds before Intended Use
- Amendments to IAS 37: Onerous Contracts – Cost of Fulfilling a Contract
- Amendments to IFRS 2018–2020 (IFRS 1, IFRS 9, IAS 41 and IFRS 16)
- Amendments to IFRS 16: COVID-19-Related Rent Concessions beyond 30 June 2021

New accounting pronouncements that have not yet been applied

The Mister Spex Group does not plan early application of the following standards and interpretations that will only become effective in future fiscal years. The Group does not expect their application to have a material impact on its consolidated financial statements.

First-time application: reporting periods beginning on or after 1 January 2023

- Amendments to IAS 1 and IFRS Practice Statement 2: Disclosure of Accounting Policies
- Amendments to IAS 8: Definition of Accounting Estimates
- Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction
- IFRS 17 Insurance Contracts (including amendments to IFRS 17)

First-time application: reporting periods beginning on or after 1 January 2024

- Amendments to IAS 1: Classification of Liabilities as Current or Non-current
- Amendments to IFRS 16: requirements for sale and leaseback transactions

New standards and interpretations that are not yet effective

The following standards have not yet been endorsed by the EU. The Group has not yet applied these standards and does not expect them to have any significant impact on its consolidated financial statements:

- Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

VI. Operating segments

For corporate management purposes, the Mister Spex Group is organized according to geographic regions and comprises the two reportable segments pursuant to IFRS 8 presented below:

Reportable segments	Geschäftsbereiche
Germany	Purchase and sale of prescription glasses, sunglasses and contact lenses via the German web shops and stores in Germany
International	Purchase and sale of prescription glasses, sunglasses and contact lenses via the international web shops in Austria, Finland, France, the Netherlands, Norway, Spain, Sweden, Switzerland and the UK as well as stores in Austria, Sweden and Switzerland

The "Reconciliation" column shows the consolidation entries between the two reportable segments.

The Group's two Co-CEOs are the chief operating decision makers (CODM) and separately monitor the operating results of the segments to decide on the allocation of resources and assess performance.

Intersegment pricing is determined on an arm's length basis.

Information on the two reportable segments is presented below. The adjusted segment earnings before interest, taxes, depreciation and amortization (adjusted EBITDA) are used to measure performance because both Co-CEOs believe that this information is the most relevant in evaluating the results of the respective segments relative to other entities that operate in the same industries. EBITDA is adjusted for expenses for share-based payments pursuant to IFRS 2, one-time transformation costs and one-time effects that are not part of ordinary business.

In fiscal year 2022, impairment losses of € 4,049 k and € 6,328 k, respectively, were charged on assets in the Germany and International segments. For additional information, see note (8).

In € k	2022	2021
I. Revenue		
Revenue of the reportable segments	217,649	201,810
Elimination of intersegment revenue	–7,582	–7,562
Consolidated revenue	**210,067**	**194,248**
II. Adjusted EBITDA		
Adjusted EBITDA of the reportable segments	–8,289	4,149
Special effects	–3,685	–12,387
Thereof effects arising from the application of IFRS 2	–1,246	–1,295
Thereof transformation costs	–2,212	–6,438
Thereof other special effects	–227	–4,654
Finance income and costs	–2,595	–4,577
Depreciation, amortization and impairment	–29,847	–15,215
Share of results of associates	–302	–345
Earnings before income taxes	**–44,718**	**–28,376**

2022 In € k	Germany	International	Reconciliation	Total
External revenue	153,280	56,786	–	210,067
Intersegment revenue	6,889	693	–7,582	–
Segment revenue	**160,169**	**57,479**	**–7,582**	**210,067**
Adjusted EBITDA	–4,942	–3,347	–	–8,289

2021 In € k	Germany	International	Reconciliation	Total
External revenue	137,802	56,446	–	194,248
Intersegment revenue	7,178	384	–7,562	–
Segment revenue	**144,980**	**56,830**	**–7,562**	**194,248**
Adjusted EBITDA	7,556	–3,407	–	4,149

In addition to expenses for share-based payments (IFRS 2 expenses), special effects include transformation costs mainly comprising expenses related to employee redundancies (€ 1,085 k) incurred in connection with the "Lean 4 Leverage" efficiency program, legal and consulting costs (€ 137 k) and other one-time costs in connection with the IPO in 2021 (€ 242 k). Transformation costs also include expenses of € 748 k in connection with the initial consolidation of Tribe GmbH and Mister Spex Switzerland AG. Other special effects in 2022 include expenses for COVID-19-related protective measures (€ 188 k) and other non-recurring effects that are not part of ordinary business activities.

The following table shows Mister Spex Group's revenue by product type.

The following table shows the Group's revenue and non-current assets broken down by the Company's country of domicile (Germany) and other countries (International). In presenting the geographic information, segment assets are based on the location of the assets.

	2022	2021[1]
Non-current assets		
Germany	83,873	73,345
International	27,809	27,247
Total	**111,682**	**100,592**

1 restated

Non-current assets exclude financial instruments, deferred tax assets and employee benefit assets.

Revenue from transactions with a single customer never exceeded 10% of the Group's total revenue generated in fiscal years 2022 or 2021.

In € k	Germany		International		Total	
	2022	2021	**2022**	2021	**2022**	2021
I. Revenue						
Prescription glasses	69,070	65,471	12,516	12,215	81,586	77,686
Sunglasses	42,670	33,790	17,000	16,366	59,670	50,156
Contact lenses	38,492	34,852	26,425	26,972	64,917	61,824
Total products	**150,232**	**134,113**	**55,941**	**55,553**	**206,173**	**189,666**
Marketing and other services	3,048	3,689	845	893	3,893	4,582
Total	**153,280**	**137,802**	**56,786**	**56,446**	**210,067**	**194,248**

VII. Business combinations

On 12 May 2022, the Company acquired a 51.83% interest in Tribe GmbH. As a result, Mister Spex SE's equity interest in the company increased from 48.17% to 100% and it thereby obtained control over Tribe GmbH. The entity specializes in the development and sale of communication software. In particular, Tribe GmbH offers and develops tailor-made digital services, e.g., for measuring the pupillary distance and the fitting height, based partly on 3D face recognition technology.

The control of Tribe GmbH will enable the Company to further expand its successful omnichannel strategy and drive forward digitalization in the optics segment through the acquisition of the related technology.

In the months since the acquisition until 31 December 2022, Tribe GmbH contributed revenue of € 0 k and a loss of € 897 k. If the acquisition had occurred on 1 January 2022, the Group's revenue would have been € 209,844 k according to management estimates and consolidated loss for the period would have been € 45,184 k.

For the interest (51.83%) acquired in Tribe GmbH, cash of € 1,180 k was transferred as consideration.

In the course of the first-time consolidation of Tribe GmbH, the fair values of the shares previously accounted for using the equity method were derecognized as of the acquisition date. In this context, the shares previously held with a carrying amount of € 1,770 k were revalued at a fair value of € 1,096 k. The resulting loss of € 674 k from the revaluation of the previously held shares was recognized in other operating expenses.

The Company incurred acquisition-related costs of € 14 k for legal counsel. These costs are included in other operating expenses.

The following table summarizes the final fair values of acquired assets and assumed liabilities as of the acquisition date:

In € k	12 May 2022
Intangible assets	2,807
Property, plant and equipment	34
Trade receivables	76
Other non-financial assets	207
Cash and cash equivalents	180
Liabilities to banks	–1,121
Other financial liabilities	–6
Other non-financial liabilities	–505
Total identifiable acquired net assets	**1,672**

The Mister Spex Group recognized deferred tax liabilities of € 261 k in connection with the acquired technology and deferred tax assets of € 261 k in connection with the carryforward of unused tax losses of the acquired company.

Trade receivables comprise gross amounts due. All receivables were considered to be recoverable as of the acquisition date.

Goodwill arising from the acquisition has been recognized as follows:

In € k	
Consideration transferred	1,180
Plus settlement of existing relationships	2,270
Plus fair value of the previously held interest in Tribe GmbH	1,096
Less fair value of identifiable net assets	1,672
Goodwill	**2,874**

The goodwill is attributable mainly to the skills and specialist abilities of Tribe GmbH's workforce and the synergies expected to be achieved from integrating the company and its technology into the Group's existing business. The goodwill recognized is not expected to be deductible for tax purposes.

Relationships between the Mister Spex Group and Tribe GmbH existed before the business combination was planned. These existing relationships between the Group and Tribe GmbH were contractual in nature. The amount for the settlement of existing relationships of € 2,270 k equals the fair value of the receivables from Tribe GmbH recognized by the Mister Spex Group as of the acquisition date.

Net cash flow on the acquisition amounted to € 1,000 k and was as follows:

In € k	
Cash and cash equivalents acquired with Tribe GmbH	180
Cash paid	–1,180
Net cash flow on acquisition	**–1,000**

VIII. Notes to the consolidated statement of comprehensive income

1. Revenue

Revenue comprises sales of merchandise, marketing services provided and other services related to the core business.

The Group's revenue by geographical segment and by product category and services is presented in the section on operating segments.

Revenue from product sales amounted to € 206,173 k in the fiscal year (prior year: € 189,666 k). Revenue from marketing and other services provided amounted to € 3,893 k in 2022 (prior year: € 4,582 k).

Assets and liabilities under IFRS 15 **Revenue from Contracts with Customers** break down as follows:

In € k	**2022**	2021	1 Jan 2021
Right of return assets	759	723	695
Refund liability	2,166	1,983	1,993
Provisions for warranties	1,054	900	728
Contract liabilities	1,121	1,090	698

Contract liabilities of € 1,121 k (prior year: € 1,090 k) arising from prepayments received are generally realized (settled) within a few weeks after the reporting date by delivery of the products to customers. The prior-year amount was realized in full in fiscal year 2022. As the contract liabilities relate to prepayments received from customers, the balances of this item vary and depend on the invoiced orders at the end of the year.

Rights to the surrender of goods from anticipated returns by customers in the amount of € 759 k (prior year: € 723 k) and refund liabilities of € 2,166 k (prior year: € 1,983 k) are presented as separate items in the statement of financial position.

2. Personnel expenses

Personnel expenses developed as follows in the fiscal year:

In € k	**2022**	2021
Wages and salaries	48,760	42,246
Social security costs	9,062	7,321
Total	**57,822**	**49,567**

Social security costs include pension costs in the form of contributions to statutory pension insurance of € 3,895 k (prior year: € 3,276 k).

The increase in personnel expenses is primarily attributable to the increase in headcount due to the opening of new stores and further new hires for administrative positions.

3. Other operating income and expenses

Other operating income for the fiscal year of € 819 k (prior year: € 2,400 k) mainly comprises other out-of-period income from the reversal of provisions and out-of-period income from operating cost refunds of € 450 k (prior year: € 616 k), other income of € 176 k (prior year: € 1,556 k) and income from subsidies of € 60 k (prior year: € 228 k). In the prior year, other income chiefly included a refund of transaction costs in connection with the IPO that related to services received by existing shareholders.

Other operating expenses for the fiscal year break down as follows:

In € k	2022	2021
Marketing costs	25,694	24,923
Freight and fulfillment costs	15,413	15,520
General business costs	8,903	7,143
External services	6,135	4,257
Legal and consulting fees	2,774	8,205
Other	4,782	2,878
Total	**63,701**	**62,926**

The "Other" item under other operating expenses for the fiscal year of € 4,782 k (prior year: € 2,878 k) mainly comprises expenses from the expansion of the store network of € 1,256 k (prior year: € 578 k), a one-time effect from the derecognition of the shares in Tribe GmbH previously accounted for using the equity method of € 674 k and out-of-period expenses of € 344 k (prior year: € 88 k).

4. Finance income and costs

Finance income for the fiscal year breaks down as follows:

In € k	2022	2021
Interest income	496	63
Income from change in exchange rates	974	744
Total	**1,470**	**807**

Finance costs for the fiscal year break down as follows:

In € k	2022	2021
Interest and similar expenses	2,961	4,683
Expenses from change in exchange rates	1,104	701
Total	**4,065**	**5,384**

Interest and similar expenses also contain interest on lease liabilities of € 2,061 k (prior year: € 1,453 k). In addition, the item includes the effects from the fair value measurement of money market funds of € 693 k (prior year: € 76 k). The money market funds held as of 31 December 2021 were sold in fiscal year 2022.

5. Income taxes

Income tax expenses in profit or loss relate to the following items:

In € k	2022	2021
Current taxes	208	175
Deferred taxes	1	2,965
Income tax expense	**209**	**3,140**

The reconciliation of current tax expense and the expected tax expense for fiscal years 2022 and 2021 is as follows:

In € T	2022	2021
Earnings before taxes	**–44,718**	**–28,376**
Tax rate	29.0%	28.7%
Expected tax income calculated at domestic tax rates applicable to earnings in the respective countries	12,964	8,131
Unrecognized deferred tax assets on tax losses and deductible temporary differences	–11,105	–10,283
Non-deductible business expenses	–960	–676
Non-deductible impairment losses on goodwill	–651	-
Share-based payment expenses not deductible for tax purposes	–376	–391
Other effects	–81	79
Recognized income tax expense	**–209**	**–3,140**

The weighted average applicable tax rate was 29.0% (prior year: 28.7%) which was derived from the tax rates in the individual countries weighted by the relevant pre-tax earnings.

Deferred taxes

Differences between IFRS and statutory taxation regulations give rise to temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and their tax bases. The deferred tax expense resulting for the temporary differences is recognized in full in the statement of profit or loss. The tax effect of these temporary differences and used tax loss carryforwards is detailed below:

Corporate income tax loss carryforwards of € 131,502 k (prior year: € 95,463 k) and trade tax loss carryforwards of € 123,504 k (prior year: € 88,479 k) gave rise to deferred taxes on recognized loss carryforwards of € 3,397 k (prior year: € 3,036 k). Deferred tax assets are recognized in the amount of the expected future tax benefit. No deferred tax assets were recognized on corporate income tax loss carryforwards of € 120,245 k (prior year: € 85,615 k) and trade tax loss carryforwards of € 112,246 k (prior year: € 78,630 k). Additionally, there are interest carryforwards of € 8,981 k (prior year: € 8,475 k) for which no deferred taxes were recognized. The unused losses and interest can be carried forward indefinitely. In addition, no deferred tax assets were recognized for deductible temporary differences of € 4,377 k (prior year: € 0 k). These can therefore also be carried forward indefinitely.

Tax loss carryforwards for foreign subsidiaries for which no deferred taxes were recognized amount to € 19,378 k (prior year: € 17,396 k). The foreign loss carryforwards do not expire.

In € k	Deferred tax assets		Deferred tax liabilities	
	31 Dec 2022	31 Dec 2021	**31 Dec 2022**	31 Dec 2021
Intangible assets from internally generated software	–	–	5,809	4,950
Intangible assets from business combinations	–	–	210	63
Software	138	–	–	–
Furniture, fixtures and office equipment	456	–	–	–
Leases	15,797	15,025	14,946	14,224
Other	4	4	–	–
Aggregate amount of temporary differences	**16,395**	**15,029**	**20,965**	**19,237**
Loss carryforwards recognized	3,397	3,036	–	–
Total deferred taxes (before offsetting)	**19,792**	**18,065**	**20,965**	**19,237**
Offsetting	–19,792	–18,065	–19,792	–18,065
Total deferred taxes (after offsetting)	**–**	**–**	**1,173**	**1,172**

20231004013343

IX. Notes to the consolidated statement of financial position

6. Goodwill and intangible assets

Changes in the carrying amounts of goodwill and intangible assets are presented below:

Cost

In € k	Goodwill	Customer list	Brand	Software	Software under development	Total
As of 1 Jan 2021	**12,113**	**3,571**	**221**	**24,233**	**5,313**	**45,450**
Additions	–	–	–	585	8,264	8,849
Reclassifications	–	–	–	5,602	–5,602	–
Currency effects	–	–2	–	–4	–	–6
As of 31 Dec 2021	**12,113**	**3,569**	**221**	**30,415**	**7,975**	**54,293**
Acquisitions through business combinations	2,874	–	–	1,008	1,800	5,682
Additions	–	–	–	989	7,970	8,959
Reclassifications	–	–	–	10,332	–10,332	–
Currency effects	–	–	–	–16	–	–16
As of 31 Dec 2022	**14,987**	**3,569**	**221**	**42,728**	**7,413**	**68,918**

Amortization and impairment

In € k	Goodwill	Customer list	Brand	Software	Software under development	Total
As of 1 Jan 2021	**–**	**2,627**	**221**	**16,542**	**–**	**19,390**
Amortization	–	431	–	4,462	–	4,893
Currency effects	–	–2	–	–4	–	–6
As of 31 Dec 2021	**–**	**3,055**	**221**	**21,000**	**–**	**24,276**
Amortization	–	431	–	5,917	–	6,348
Impairment	2,158	–	–	1,585	–	3,743
Currency effects	–	–	–	–16	–	–16
As of 31 Dec 2022	**2,158**	**3,486**	**221**	**28,486**	**–**	**34,351**

202310040134 4

Net carrying amounts

In € k	Goodwill	Customer list	Brand	Software	Software under development	Total
As of 31 Dec 2021	**12,113**	**513**	**–**	**9,415**	**7,975**	**30,017**
As of 31 Dec 2022	**12,829**	**83**	**–**	**14,242**	**7,413**	**34,567**

The acquisition of Tribe GmbH resulted in additions to intangible assets of € 5,682 k, comprising goodwill and software (partly under development).

For further information on the impairment losses of € 3,743 k recognized in fiscal year 2022, see note (8).

7. Property, plant and equipment

Changes in the carrying amount of property, plant and equipment are presented below:

Cost

In € k	Plant and machinery	Furniture, fixtures and office equipment	Assets under construction	Total
As of 1 Jan 2021	**5,872**	**14,808**	**1,780**	**22,459**
Additions	824	1,820	4,352	6,996
Reclassifications	476	3,120	–3,596	–
Disposals	–	–2	–	–2
Currency effects	0	7	–	7
As of 31 Dec 2021	**7,171**	**19,753**	**2,536**	**29,460**
Acquisitions through business combinations	–	34	–	34
Additions	1,096	5,658	3,962	10,717
Reclassifications	417	2,710	–3,127	–
Currency effects	–2	–76	–	–78
As of 31 Dec 2022	**8,682**	**28,080**	**3,371**	**40,133**

Depreciation and impairment

In € k	Plant and machinery	Furniture, fixtures and office equipment	Assets under construction	Total
As of 1 Jan 2021	**1,304**	**5,844**	**–**	**7,148**
Depreciation	653	2,104	–	2,758
Disposals	–	–2	–	–2
Currency effects	0	7	–	7
As of 31 Dec 2021	**1,958**	**7,954**	**–**	**9,911**
Depreciation	838	2,789	–	3,628
Impairment	–	2,707	–	2,707
Currency effects	–2	–32	–	–34
As of 31 Dec 2022	**2,794**	**13,418**	**–**	**16,212**

Net carrying amounts

In € k	Plant and machinery	Furniture, fixtures and office equipment	Assets under construction	Total
As of 31 Dec 2021	**5,214**	**11,799**	**2,536**	**19,549**
As of 31 Dec 2022	**5,889**	**14,662**	**3,371**	**23,922**

No borrowing costs were capitalized in the reporting period.

For further information on the impairment losses of € 2,707 k recognized in fiscal year 2022, see note (8).

8. Impairment tests for non-current non-financial assets

Besides the annual impairment tests of goodwill and software under development, Mister Spex tests other non-current non-financial assets (such as intangible assets, property, plant and equipment as well as right-of-use assets) for impairment if there are indications that they may be impaired. The consistently low market capitalization of Mister Spex remains such an indication as of 31 December 2022. As a result of changes in forecast cash flows and in the interest and growth rates due to the current macroeconomic situation, the recoverable amount of some assets was lower than their carrying amount.

Mister Spex has identified online business regions grouped by country as well as the individual retail stores as cash-generating units.

Goodwill and other non-current non-financial assets are tested for impairment at the level of cash-generating units or groups of cash-generating units. They represent the lowest level within the Company at which goodwill and other non-current non-financial assets are monitored for internal management purposes. Testing requires an estimate of the recoverable amount of the group or the individual cash-generating unit to which the goodwill or other non-current non-financial asset is allocated. The recoverable amount of a cash-generating unit or group of cash-generating units is determined based on the value in use or the fair value less costs of disposal. To estimate the value in use, Mister Spex must estimate the future cash flows expected to be derived from the cash-generating units or groups of cash-generating units and apply an appropriate discount rate to determine the present value of those cash flows.

The impairment test is based on cash flow projections for the cash-generating units and estimates concerning the future market development. The five-year planning period reflects the medium-term business plan. As an exception, a seven-year planning period was used for the online business UK cash-generating unit because it is a growth market and net cash flows are still subject to considerable fluctuations

20231004013346

after the five-year planning period. In the detailed planning phase, the operating margin of the reporting units is expected to increase. The underlying budgets reflect the current performance and management's best estimate of the future development of factors such as market prices and profit margins. Market assumptions such as economic trends and market growth take into account external macroeconomic and business-specific sources. Growth is expected to slow after the end of this phase and a steady state is assumed for the reporting units, which is the basis for the calculation of the perpetuity.

Goodwill

The Mister Spex Group has recognized goodwill of € 12,830 k from three business combinations (Lensit, Nordic Eyewear and Tribe). As in the prior year, the online business of Lensit with allocated goodwill of € 5,259 k (prior year: € 5,259 k) and the online business of Nordic Eyewear with allocated goodwill of € 4,696 k (prior year: € 6,854 k) are separate cash-generating units to which the relevant goodwill is allocated directly.

Goodwill from the acquisition of Tribe GmbH (€ 2,874 k) was allocated to several cash-generating units in the online business. A significant portion of the carrying amount of Tribe GmbH's goodwill was allocated to the online business Germany cash-generating unit (€ 2,185 k) in the Germany reportable segment.

In fiscal year 2022, an impairment loss of € 2,158 k was recognized in "Depreciation, amortization and impairment" for the goodwill of the Nordic Eyewear cash-generating unit, which is part of the International reportable segment. The value in use of the cash-generating unit was estimated at € 5,321 k.

The consistently low market capitalization of Mister Spex remains an indication for the possible impairment of other non-current non-financial assets as of 31 December 2022. The impairment test performed showed that the recoverable amount of some assets was lower than their carrying amount as a result of changes in forecast cash flows and in the interest and growth rates due to the current macroeconomic situation.

The following key assumptions were made for all impairment tests:

Assumptions	Weighted average cost of capital (WACC)	Growth rate of the perpetuity
Lensit	11.02% (prior year: 9.7%)	1.33% (prior year: 2%)
Nordic Eyewear	10.06% (prior year: 9.72%)	1.33% (prior year: 2%)
Tribe	9.1 to 12.7%	1.33%

In addition to the impairment test, a sensitivity analysis was performed for all reporting units to test whether changes in the assumptions above (1% increase in WACC, long-term growth rate of 1%, 10% decrease in future cash flows in the detailed planning period) would cause the units' carrying amount to exceed their recoverable amount. For Nordic Eyewear, this would result in an additional impairment loss of € 588 k (1% increase in WACC), € 135 k (growth rate of 1%) and € 513 k (10% decrease in future cash flows). For Lensit and Tribe, the changes would not result in impairment.

Other non-current non-financial assets

As there was an indication of impairment, intangible assets, property, plant and equipment as well as right-of-use assets were tested for impairment at the level of all cash-generating units or groups of cash-generating units.

Intangible assets (with finite useful lives)

The intangible assets of the Mister Spex Group of € 14,325 k are allocated to several groups of cash-generating units as they are mainly assets (such as IT systems used group-wide) that contribute to future cash flows of multiple cash-generating units.

Intangible assets, property, plant and equipment as well as right-of-use assets were allocated directly to the retail stores.

The carrying amount (after impairment) of the cash-generating units breaks down according to groups of assets as follows:

Groups of assets	Carrying amount in € k	Thereof in the Germany segment	Thereof in the International segment
Intangible assets	3,151	3,048	103
Property, plant and equipment	14,615	14,167	449
Right-of-use assets	47,622	45,728	1,894

In fiscal year 2022, an impairment loss of € 7,776 k was determined for these cash-generating units and recognized in "Depreciation, amortization and impairment." € 3,715 k of the impairment loss is attributable to the International reporting segment. The remaining € 4,061 k is allocated to the retail stores in the Germany segment.

The recoverable amount of the impaired **retail stores** cash-generating units is € 20.1 m, comprising a value in use of € 13,517 k and a fair value less costs of disposal of € 6,610 k.

To estimate the value in use, the expected future cash flows were estimated for each cash-generating unit and discounted over the term of the lease for each retail store. The discount factors used for the retail stores were 10.06% for Germany, 10.70% for Austria, 9.14% for Switzerland and 9.71% for Sweden.

The fair value measurement of the assets in the cash-generating units was classified as Level 3 of the fair value hierarchy (IFRS 13). For the right-of-use assets, the rent observable at the reporting date was used, among other inputs, to determine the fair value. For property, plant and equipment (comprising store fittings and other equipment, furniture and fixtures), the resale value customary in the market was used to determine the fair value. The fair value measurement for the right-of-use assets was based on the discounted cash flow method. As the discount factors for the retail stores, the country-specific weighted cost of capital was used: 10.06% for Germany, 10.70% for Austria, 9.14% for Switzerland and 9.71% for Sweden.

9. Investments in associates

Until 11 May 2022, Tribe GmbH was included in the consolidated financial statements as an associate. Until this date, the Group's investment in Tribe GmbH is accounted for using the equity method. On 12 May 2022, the Company acquired the remaining 51.83% interest in Tribe GmbH. Accordingly, Tribe GmbH has been included in the consolidated financial statements as a subsidiary of Mister Spex SE since 12 May 2022 (see section VII. Business combinations).

The following table shows the financial information of Tribe GmbH for fiscal years 2022 and 2021 including fair value adjustments as of the acquisition date in 2020. The table also reconciles the summarized financial information to the carrying amount of the Group's investment in Tribe GmbH. The information for fiscal year 2021 presented in the table includes the results of Tribe GmbH for the period from 1 January to 31 December 2021. The information for fiscal year 2022 includes the results of Tribe GmbH only for the period from 1 January to 11 May 2022, because Tribe GmbH became a subsidiary on 12 May 2022.

In € k	**31 Dec 2022**	31 Dec 221
Current assets	–	317
Non-current assets	–	637
Current liabilities	–	1,029
Non-current liabilities	–	801
Net assets (100%)	**–**	**-875**
Capital increase in 2020	–	127
Group's share of net assets: 48.17% (taking into account the capital increase in 2020)	–	-482
Goodwill	–	2,351
Group adjustments	–	204
thereof fair value adjustments	–	256
thereof carryforward of fair value adjustments	–	-52
Equity method result	–	-345
Carrying amount of investment in associate	**–**	**2,073**

In € k	**Until 11 May 2022**	2021
Revenue	**96**	**0**
Total comprehensive loss, net of tax (100%)	**-588**	**-609**
Group's share of total comprehensive loss	**-283**	**-293**
Group adjustments	**-19**	**-52**
Equity method result	**-302**	**-345**

Group adjustments include fair value adjustments in connection with the purchase price allocation and further adjustments recognized in profit or loss under the equity method.

10. Financial assets

Financial assets break down into current and non-current assets as follows:

In € k	**31 Dec 2022**	31 Dec 2021
Non-current financial assets	8,729	5,291
Current financial assets	3,610	35,465
Total	**12,339**	**40,756**

Non-current financial assets comprise receivables from rent deposits and collateral pledged of € 8,729 k (prior year: € 4,289 k). Non-current receivables from rent deposits and collateral pledged are recognized at their respective carrying amounts, since they bear interest at market interest rates.

202310040134B

Current financial assets comprise trade receivables of € 2,742 k (prior year: € 2,852 k), other financial assets of € 510 k (prior year: € 3,423 k), receivables from sales by invoice and direct debit of € 353 k (prior year: € 468 k) and receivables from rent deposits and collateral pledged of € 5 k (prior year: € 3,710 k).

In the prior year, part of the proceeds from the IPO were invested in liquid investments and money market funds to minimize the effect of negative interest. The money market funds of € 25,010 k held as of 31 December 2021 were sold in fiscal year 2022. The money market funds were derecognized at fair value through profit or loss in accordance with IFRS 9. The calculation of fair value (level 1 pursuant to IFRS 13) was based on quoted prices in active markets.

Trade receivables are generally on terms of 30 to 90 days and are non-interest bearing.

All significant financial assets are classified and measured at amortized cost in accordance with IFRS 9. The carrying amounts of the financial assets are the same as their fair values.

As the Group has not experienced any historical default events in relation to its current and non-current financial assets and, in light of the good credit quality of its debtors, it does not expect any significant losses, it did not recognize any expected credit losses in the fiscal year.

11. Inventories

Inventories comprise the following:

In € k	31 Dec 2022	31 Dec 2021
Raw materials, consumables and supplies	1,114	1,212
Merchandise	28,927	21,939
Inventories	**30,041**	**23,151**

Write-downs of inventories amounted to € 49 k in the reporting period (prior year: € 39 k) and reflect the estimated inventories at risk at year-end.

Cost of inventories included as an expense under cost of materials amounts to € 108,182 k (prior year: € 98,792 k).

12. Other non-financial assets

As of 31 December 2022, other non-financial assets amounted to € 10,619 k (prior year: € 10,454 k).

Other non-financial assets again comprise other receivables (€ 7,117 k; prior year: € 4,733 k), prepayments (€ 2,774 k; prior year: € 3,901 k) and VAT receivables (€ 728 k; prior year: € 1,820 k).

All other non-financial assets are classified as current.

13. Cash and cash equivalents

Cash and cash equivalents mainly comprise cash on hand, cash at banks and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. Cash and cash equivalents are not subject to any restraints on disposal.

14. Equity

Subscribed capital

After a resolution to carry out a capital increase had been adopted in December 2021, the called contributions of € 95 k were paid into the subscribed capital in full. The capital increase was entered in the commercial register in February 2022. The capital increase was carried out in connection with the exercise of options under the previous stock option program (ESOP).

Compared with the prior reporting date, the number of shares thus rose from 34,769,368 to 34,864,063. Capital stock is divided into 34,864,063 no-par value shares. The shares have been issued and paid in in full. All shares entail the same rights and obligations. Each share entitles the holder to one vote at the Annual General Meeting and determines the holder's share of the Company's profit after tax.

Capital reserves:
Capital reserves amount to € 327,668 k (prior year: € 326,319 k). Capital reserves rose by € 103 k due to the capital increase in connection with the exercise of options, which had been resolved in fiscal year 2021 and entered in the commercial register in February 2022. In addition, amounts arising from share-based payment transactions pursuant to IFRS 2 of € 1,246 k were contributed in fiscal year 2022 (prior year: € 1,295 k).

Authorized capital:
As of the reporting date 31 December 2022, authorized capital amounted to € 12,778,747 (prior year: € 11,591,378). The authorized capital also serves to create equity in connection with the employees' share-based payments.

Other comprehensive income:
Other comprehensive income solely includes gains or losses from currency translation.

Treasury shares:
The amount of treasury shares changed by € 10 k from € 1,008 k to € 998 k due to the exercise of options under the previous stock option program (ESOP).

15. Share-based payments

ESOP I to IV
The Group has set up four stock option plans (ESOP I to IV) which give eligible employees the option of investing directly or indirectly in the Company's equity instruments. The share-based payment awards granted by the Mister Spex Group are equity-settled plans. Due to the change in legal form, the Company harmonized the four stock option plans. Separate amendment agreements for all existing stock option agreements were concluded. The harmonization did not have any material impact on the measurement of the individual stock option plans. As part of the harmonization, the adjusted option plans provide for a cash settlement at the discretion of Mister Spex in addition to the previous settlement through equity instruments. Each option confers the right to acquire one ordinary share of the Company's capital stock for a price of € 1.00. The vesting of option rights under each amendment agreement may be subject to different provisions in individual cases.

In the reporting period, total personnel expenses of € 362 k (prior year: € 1,295 k) were recognized in this connection.

The vesting period for the equity-settled share-based payment awards is usually 48 months. The first tranche vests after 12 months, while the remaining tranches vest on a monthly basis in equal amounts over the residual vesting period. The share-based payment awards become exercisable after a certain period of time, when an exit event occurs or the participant leaves.

The inputs used in the measurement were determined as follows: The share price used was derived from the financing rounds performed close to the issue date and a sale of shares. The expected volatility is based on the development of the share price volatility of comparable companies (peer group) over the expected term of the option in each case. The maturity-matched risk-free interest rate was calculated using the Svensson method.

10,000 options were exercised during the 2022 reporting period (2021: 696,029). 94,695 options were exercised in December 2021. The related capital increase had not yet been entered in the commercial register as of 31 December 2021. The weighted average share value at the date of exercise of an option exercised during the 2022 reporting period amounted to € 4.56.

ESOP I
The payment awards granted by Mister Spex SE in Germany under Employee Stock Option Program I (ESOP I) were granted at different times between 2012 and 2015.

The number of outstanding options developed as follows in the reporting period:

	Number	Weighted average exercise price (in €)
Options outstanding on 1 Jan 2021	**733,220**	**1.45**
Options granted during the period	–	–
Options forfeited during the period	62,501	1.00
Options exercised during the period	304,228	1.01
Options outstanding on 31 Dec 2021	**366,491**	**1.89**
Options exercisable on 31 Dec 2021	**366,491**	**1.89**
Options outstanding on 1 Jan 2022	**366,491**	**1.89**
Options granted during the period	–	–
Options forfeited during the period	–	–
Options exercised during the period	10,000	1.00
Options outstanding on 31 Dec 2022	**356,491**	**1.92**
Options exercisable on 31 Dec 2022	**356,491**	**1.92**

The range of exercise prices for options issued and outstanding under ESOP I as of the reporting date was € 1.00 to € 3.86 *(prior year: € 1.00 to € 3.86)*; of which 234,271 outstanding options (prior year: 244,271 outstanding options) have an exercise price of € 1.00 and 122,220 outstanding options (prior year: 122,220 outstanding options) have an exercise price of € 3.68. Considering the harmonization of ESOP I in 2021, the beneficiaries may exercise vested options up to a maximum of four years after the IPO.

The weighted average fair value of an option granted in fiscal year 2015 is € 4.57. The fair value of the option rights consists of the intrinsic value and the time value. The weighted average remaining contractual life for the stock options outstanding as of 31 December 2022 was 2.5 years (prior year: 3.5 years).

The Black-Scholes model was used to determine the fair values of the option rights. The inputs used to calculate the options granted are summarized in the following overview:

Weighted average share value (€)	€ 3.62
Weighted average exercise price (€)	€ 1.89
Expected volatility (%)	14.73% to 38.68%
Expected option term (years)	2.47 to 5.31
Expected dividends (%)	0%
Maturity-matched risk-free interest rate (%)	–0.28% to 1.33%

2023100401351

ESOP II

Employee Stock Option Program II (ESOP II) was introduced by Mister Spex SE in October 2015. The vesting conditions are the same as under ESOP I.

The number of outstanding options developed as follows in the reporting period:

	Number	Weighted average exercise price (in €)
Options outstanding on 1 Jan 2021	**742,500**	**3.71**
Options granted during the period	–	–
Options forfeited during the period	–	–
Options exercised during the period	223,878	3.71
Options outstanding on 31 Dec 2021	**518,622**	**3.71**
Options exercisable on 31 Dec 2021	**518,622**	**3.71**
Options outstanding on 1 Jan 2022	**518,622**	**3.71**
Options granted during the period	–	–
Options forfeited during the period	–	–
Options exercised during the period	–	–
Options outstanding on 31 Dec 2022	**518,622**	**3.71**
Options exercisable on 31 Dec 2022	**518,622**	**3.71**

No new options under ESOP II were issued during the 2022 reporting period. The uniform exercise price for option rights outstanding under ESOP II as of the reporting date was € 3.71. Considering the harmonization of ESOP II in 2021, the beneficiaries may exercise vested options up to a maximum of four years after the IPO.

The Black-Scholes model was used to determine the fair values of the option rights. The inputs used to calculate the options granted are summarized in the following overview:

Weighted average share value (€)	€ 5.68
Weighted average exercise price (€)	€ 3.71
Expected volatility (%)	33.47% to 36.93%
Expected option term (years)	1.85 to 3.22
Expected dividends (%)	0%
Maturity-matched risk-free interest rate (%)	−0.90% to −0.22%

The weighted average fair value of a new option granted in fiscal year 2017 is € 4.35. The fair value of the option rights consists of the intrinsic value and the time value. The weighted average remaining contractual life for the stock options outstanding as of 31 December 2022 was 2.5 years (prior year: 3.5 years).

ESOP III

Employee Stock Option Program III (ESOP III) is the name of the employee stock option program launched in November 2017. The vesting conditions are the same as under ESOP I and II.

The number of outstanding options developed as follows in the reporting period:

	Number	Weighted average exercise price (in €)
Options outstanding on 1 Jan 2021	**289,455**	**9.07**
Options granted during the period	–	–
Options forfeited during the period	624	9.07
Options exercised during the period	40,029	9.07
Options outstanding on 31 Dec 2021	**248,802**	**9.07**
Options exercisable on 31 Dec 2021	**220,967**	**9.07**
Options outstanding on 1 Jan 2022	**248,802**	**9.07**
Options granted during the period	–	–
Options forfeited during the period	–	–
Options exercised during the period	–	–
Options outstanding on 31 Dec 2022	**248,802**	**9.07**
Options exercisable on 31 Dec 2022	**244,388**	**9.07**

No new options under ESOP III were issued during the 2022 reporting period. The uniform exercise price for option rights outstanding under ESOP III as of the reporting date was € 9.07. Considering the harmonization of ESOP III in 2021, the beneficiaries may exercise vested options up to a maximum of four years after the IPO.

The Black-Scholes model was used to determine the fair values of the option rights. The inputs used to calculate the options granted are summarized in the following overview:

Weighted average share value (€)	€ 8.84
Weighted average exercise price (€)	€ 9.07
Expected volatility (%)	28.86% to 33.60%
Expected option term (years)	1.07 to 2.36
Expected dividends (%)	0%
Maturity-matched risk-free interest rate (%)	–0.79% to –0.59%

The weighted average fair value of a new option granted in fiscal year 2018 is € 1.14. The fair value of the option rights consists of the intrinsic value and the time value. The weighted average remaining contractual life for the stock options outstanding as of 31 December 2022 was 2.5 years (prior year: 3.5 years).

2023100401353

ESOP IV

Employee Stock Option Program IV (ESOP IV) is the name of the current employee stock option program launched in January 2019. The vesting conditions are largely the same as under ESOP III.

The number of outstanding options developed as follows in the reporting period:

	Number	Weighted average exercise price (in €)
Options outstanding on 1 Jan 2021	**1,425,483**	**7.52**
Options granted during the period	339,075	7.52
Options forfeited during the period	46,176	7.52
Options exercised during the period	127,894	7.52
Options outstanding on 31 Dec 2021	**1,590,488**	**7.52**
Options exercisable on 31 Dec 2021	**810,594**	**7.52**
Options outstanding on 1 Jan 2022	**1,590,488**	**7.52**
Options granted during the period	–	–
Options forfeited during the period	91,914	7.52
Options exercised during the period	–	–
Options outstanding on 31 Dec 2022	**1,498,574**	**7.52**
Options exercisable on 31 Dec 2022	**1,280,627**	**7.52**

The uniform exercise price for option rights outstanding under ESOP IV as of the reporting date was € 7.52. Considering the harmonization of ESOP IV in 2021, the beneficiaries may exercise vested options up to a maximum of four years after the IPO or two years after expiry of the vesting period. The later of the two aforementioned periods always applies here.

The Black-Scholes model was used to determine the fair values of the option rights. The inputs used to calculate the new options granted are summarized in the following overview:

Weighted average share value (€)	€ 12.17
Weighted average exercise price (€)	€ 7.52
Expected volatility (%)	36.88% to 39.15%
Expected option term (years)	3.93 to 4.57
Expected dividends (%)	0%
Maturity-matched risk-free interest rate (%)	−0.81% to −0.65%

The weighted average fair value of a new option granted in fiscal year 2021 is € 9.55. The fair value of the option rights consists of the intrinsic value and the time value. The weighted average remaining contractual life for the stock options outstanding as of 31 December 2022 was 3.0 years (prior year: 4.0 years).

VSOP (LTIP)

As long-term variable compensation, from fiscal year 2022 Mister Spex SE (Mister Spex) will allow the members of the Management Board and senior management to participate in a Long-Term Incentive Program (LTIP) in the form of a Virtual Stock Option Plan (VSOP).

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

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

The number of VSOs is multiplied by the performance factor in order to obtain the number of performance-based VSOs.

Vested VSOs (i.e., VSOs that are both time-vested and vested on the basis of achievement of the performance condition) can be exercised during a three-year exercise period after the end of the four-year waiting period.

On exercising the vested VSOs, the beneficiary is entitled to receive shares in the Company equal to the difference between the share price at the exercise date and the exercise price, multiplied by the number of exercised VSOs. 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. These share-based payment awards granted by the Mister Spex Group are accounted for as equity-settled plans.

In the fiscal year, personnel expenses of € 556 k were recognized in this connection.

The number of outstanding options developed as follows in the reporting period:

	Number	Weighted average exercise price (in €)
Options outstanding on 1 Jan 2022	–	–
Options granted during the period	157,668	11.72
Options forfeited during the period	–	–
Options exercised during the period	–	–
Options outstanding on 31 Dec 2022	**157,668**	**11.72**
Options exercisable on 31 Dec 2022	**0**	**0**

2023100401355

The weighted average fair value of an option granted in fiscal year 2022 is € 3.54. The fair value of the option rights consists of the intrinsic value and the time value. The weighted average remaining contractual life for the stock options outstanding as of 31 December 2022 was 4.5 years.

The Black-Scholes model was used to determine the fair values of the option rights. The inputs used to calculate the options granted are summarized in the following overview:

Weighted average share value (€)	€ 10.77
Weighted average exercise price (€)	€ 11.72
Performance factor	100.0%
Expected volatility (%)	39.56 to 41.42%
Expected option term (years)	5.5
Expected dividends (%)	0%
Maturity-matched risk-free interest rate (%)	–0.47 to 0.39%

The inputs used in the measurement were determined as follows: The average share value used equals the closing price on the last 20 trading days before the grant date in accordance with the terms of the program. The expected volatility is based on the development of the share price volatility of comparable companies (peer group) over the expected term of the option in each case. The maturity-matched risk-free interest rate was calculated using the Svensson method.

RSUs

Since mid-December 2022, Mister Spex has granted selected executives and employees long-term remuneration components in the form of restricted share units (RSUs). RSUs are not shares, but grant the beneficiaries rights to shares (or to cash settlement, at the discretion of Mister Spex). These remuneration components granted by the Mister Spex Group are accounted for as equity-settled plans.

Each RSU beneficiary is granted a fixed amount of money each year under their employment contract. As of 1 April of a given year, this annual amount of money is converted into a number of rights to shares (the RSUs) at the weighted average share price of the last 20 trading days before 1 April.

The new RSUs granted each year are subject to a vesting period of two years beginning on 1 April of that year (RSU cycle). During the two-year vesting period, the RSUs vest in eight equal stages, i.e., the rights of the beneficiary increase by one eighth of the RSUs in the RSU cycle as of the last day of each quarter (if the beneficiary starts work during the year, the number of quarters and shares that can be earned is reduced proportionally). In the first year of service, the beneficiary is not entitled to receive RSUs before the year has expired (cliff). If an employee leaves the Company after the cliff but before the end of the RSU cycle, they are entitled to receive the RSUs earned until that date.

Upon expiry of the two-year vesting period of an RSU cycle (settlement date, i.e., 31 March two years after 1 April in the year of grant), the RSU beneficiary receives the number of shares in Mister Spex SE equal to the number of RSUs of that RSU cycle. Mister Spex SE reserves the right to settle the RSUs in cash in the amount of the share price as of the settlement date instead of granting shares to the beneficiary.

The final total value of the options vested is calculated exclusively at the settlement date. This is the total value of the package and the basis on which the Company's and the participant's tax and social security obligations are calculated. Before this date, the employee does not receive any shares or any payment under the RSU program.

Personnel expenses of € 327 k were recognized in this connection in the reporting period.

	Number	Weighted average fair value (in €)
Options outstanding on 1 Jan 2022	–	–
Options granted during the period	118,440	4.03
Options forfeited during the period	–	–
Options exercised during the period	–	–
Options outstanding on 31 Dec 2022	**118,440**	**4.03**
Options exercisable on 31 Dec 2022	**0**	**0**

20231004013S6

A total of 118,440 RSUs were granted in the fiscal year. The weighted average fair value of each RSU is € 4.03 as of the grant date and is equal to the market price. No RSUs were exercisable as of 31 December 2022.

16. Financial liabilities

Financial liabilities mainly include trade payables, refund liabilities to customers from anticipated returns and liabilities under sale and leaseback agreements.

As of 31 December 2022, financial liabilities had the following maturities based on the contractually agreed amounts:

In € k	Up to one year	One to five years	More than five years	Total
As of 31 Dec 2021				
Liabilities to banks	–	–	–	–
Trade payables	16,222	–	–	16,222
Refund liabilities	1,983	–	–	1,983
Other financial liabilities	1,010	160	–	1,170
Financial liabilities	**19,215**	**160**	**–**	**19,375**
As of 31 Dec 2022				
Liabilities to banks	–	1,120	–	1,120
Trade payables	12,857	–	–	12,857
Refund liabilities	2,166	–	–	2,166
Other financial liabilities	1,433	2,462	–	3,895
Financial liabilities	**16,456**	**3,582**	**–**	**20,038**

The carrying amounts of the financial liabilities are the same as their fair values.

The following table shows the reconciliation carried out by the Group from the opening to the closing balance of liabilities to banks and other financial liabilities:

In € k	2022	2021
Financial liabilities – 1 Jan	1,170	**31,042**
Change due to cash flow from financing activities		
Cash received from liabilities to banks	–	35,000
Repayments of liabilities to banks	–	–65,882
Cash received from borrowings	3,350	–
Cash outflows from repayment of borrowings	–267	–
Total change	**3,083**	**–30,882**
Other cash and non-cash changes		
Contribution made to effect the resolved capital increase	–	85
Contribution not yet made to effect the resolved capital increase	–	113
Changes in liabilities to banks from the acquisition of subsidiaries	1,120	–
Other changes	–358	812
Total change	**762**	**1,010**
Financial liabilities – 31 Dec	**5,015**	**1,170**

Other financial liabilities of € 3,083 k relate to financial liabilities incurred as part of sale and leaseback transactions.

Sale and leaseback agreements of € 3,350 k were concluded for the store fittings acquired to equip our stores with high-quality instruments and installations with the aim of spreading one-time expenses for investments in store fittings (high-quality instruments, installations, etc.) over an extended period (five years in each case). Mister Spex retains control of the assets. In addition, ownership of the store fittings will be transferred to Mister Spex in full after fulfillment of all payment obligations. The sale and leaseback transactions in fiscal year 2022 gave rise to cash inflows of € 3,350 k. At the same time the repayment of the liability led to a € 267 k increase in the Group's cash outflows.

17. Leases

Leases comprise rental agreements for office, warehouse and store space, usually with terms of between 5 and 10 years. There are several lease contracts that include extension and termination options and variable payments, which are further discussed below.

The carrying amounts of right-of-use assets in the statement of financial position are as follows:

In € k	Commercial and office *space*
As of 1 Jan 2021	**35,783**
Additions	20,733
Depreciation	-7,563
As of 31 Dec 2021	**48,953**
Additions	17,663
Depreciation	-9,494
Impairment	-3,929
As of 31 Dec 2022	**53,193**

€ 13,385 k of the additions relates to new lease agreements, most of which were concluded for store space. In fiscal year 2022, the adjustments of contractual terms and conditions, i.e., mainly from the planned exercise of contract extension options, also gave rise to a € 3,141 k (prior year: € 8,348 k) increase in recognized right-of-use assets and lease liabilities.

The Group recognized depreciation of right-of-use assets of € 9,494 k in the fiscal year (prior year: € 7,563 k). For information on the impairment losses of € 3,929 k, see note (8).

The following table presents the carrying amounts of the lease liabilities and the changes in the fiscal year:

In € k	Commercial and office *space*
As of 1 Jan 2021	**37,439**
Additions	20,699
Accretion of interest	1,453
Payments	-7,900
As of 31 Dec 2021	**51,691**
Thereof current	7,675
Thereof non-current	44,016
Additions	17,127
Accretion of interest	2,061
Payments	-10,344
As of 31 Dec 2022	**60,535**
Thereof current	10,159
Thereof non-current	50,376

The following amounts were recognized in profit and loss in the reporting period:

In € k	2022	2021
Depreciation of right-of-use assets	9,494	7,563
Impairment of right-of-use assets	3,929	–
Interest expense on lease liabilities	2,061	1,453
Expense for variable lease payments not included in the lease liabilities	1,216	882
Other expenses	–	7
Total	**16,700**	**9,905**

The table below summarizes the maturities of the Group's lease liabilities as of 31 December 2022.

The information presented is based on contractual discounted payments:

In € k	Up to one year	One to five years	More than five years	Total
As of 31 Dec 2022				
Lease liabilities	10,159	37,426	12,950	**60,535**
As of 31 Dec 2021				
Lease liabilities	7,675	29,823	14,193	51,691

The following figures are based on contractual undiscounted payments:

In € k	Up to one year	One to five years	More than five years	Total
As of 31 Dec 2022				
Lease liabilities	12,245	41,910	13,688	**67,843**
As of 31 Dec 2021				
Lease liabilities	10,684	33,640	14,998	59,322

The Group's cash outflows for leases came to € 11,560 k in the fiscal year (prior year: € 8,782 k). The other variable payments not included in the measurement of the lease liability are based on consumption and totaled € 1,216 k in the fiscal year (prior year: € 882 k).

The Group did not exercise any termination options in the reporting period.

In addition, Mister Spex has entered into several lease agreements that have not yet commenced as the leased assets have not been transferred. These relate to additional space for future stores and the new office. Additional payments of € 38 m (prior year: € 46 m) are expected over the non-cancelable term of the lease.

18. Other non-financial liabilities

Other non-financial liabilities comprise current and non-current liabilities.

While other non-current non-financial liabilities mainly include liabilities from government grants of € 19 k (prior year: € 79 k), other current non-financial liabilities of € 6,700 k (prior year: € 5,857 k) chiefly comprise tax liabilities of € 1,627 k (prior year: € 1,310 k), deferred personnel-related expenses of € 1,342 k (prior year: € 1,025 k) and liabilities from outstanding invoices of € 1,172 k (prior year: € 1,547 k).

18. Provisions

in € k	Warranties	Asset retirement obligations	Total
As of 1 Jan 2022	**900**	**350**	**1,250**
Provisions recognized	1,054	1,213	2,267
Provisions utilized	-900	–	-900
As of 31 Dec 2022	**1,054**	**1,563**	**2,617**
Non-current	–	1,563	1,563
Current	1,054	–	1,054

Current provisions include warranty provisions of € 1,054 k for products sold during the fiscal year (prior year: € 900 k).

Non-current provisions of € 1,563 k (prior year: € 350 k) primarily relate to asset retirement obligations for leased properties at the end of the lease term.

X. Other notes

20. Financial risk management

In the ordinary course of business, the Mister Spex Group is exposed to credit risk, liquidity risk and market risk (primarily currency and interest rate risk).

The financial instruments used by the Mister Spex Group comprise non-current liabilities to banks, cash and cash equivalents, factoring instruments which serve to finance its business activities as well as sale and leaseback transactions.

Group management is responsible for managing the risks and develops principles for overall risk management. The significant risks are presented below:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Exposure to credit risk arises as a result of the Group's sales of products on credit terms and other transactions with counterparties giving rise to financial assets.

The risk of default is very low due to the payment structures. By way of factoring agreements, the Mister Spex Group has transferred the del credere risk for sales by invoice and direct debit to third parties in full. No default risk arises from payments via the service provider PayPal or payments in advance. Credit card risks are closely monitored and managed.

With regard to other financial assets that are neither past due nor impaired on the reporting date, there were no indications that the customers will be unable to meet their payment obligations.

Liquidity risk

Liquidity risk is the risk that a company will not be able to meet its financial obligations. The Group is exposed to the risk of daily calls on its available cash resources. Liquidity risk is managed by the management of the Company.

The Group manages liquidity development in the course of annual budgeting and on a monthly basis.

202310040136O

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and lease contracts.

As of 31 December 2022, the Group's current assets (€ 172,821 k; prior year: € 219,437 k) exceeded its current liabilities (€ 35,491 k; prior year: € 34,737 k) by € 137,330 k. The Group's liquidity portfolio comprises cash and cash equivalents of € 127,792 k (prior year: € 149,644 k), allowing it to meet unexpected liquidity needs at short notice.

The Group's current financial liabilities as of 31 December 2022 amounted to € 1,433 k (prior year: € 1,010 k) and consisted exclusively of short-term liabilities due within one year. As of 31 December 2022, there were liabilities to banks of € 1,120 k (prior year: € 0 k).

Currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from currency positions, primarily with respect to the Swedish krona (SEK), the Norwegian krona (NOK), the Swiss franc (CHF) and the British pound (GBP). Currency risk arises from future commercial transactions as well as asset and liability positions. As part of its foreign currency management, Mister Spex uses derivative financial instruments – primarily denominated in USD, GBP, CHF, NOK and SEK – to mitigate currency risks. For this purpose, Mister Spex has banking partners of international repute.

There are two kinds of currency risk. While translation risk describes the risk of exchange differences leading to changes in the items of the statement of financial position and statement of profit or loss of a subsidiary when the local separate financial statements are translated into the group currency, transaction risk represents exchange differences at transaction level. Exchange differences resulting from translation risk are presented in equity.

The sensitivities of transaction risk are as follows: If the euro had appreciated by 5% as of 31 December 2022 against the foreign currencies presented above, earnings before interest and taxes would have been € 347 k (prior year: € 684 k) lower. If it had depreciated by 5%, earnings before interest and taxes would have been € 355 k (prior year: € 692 k) higher.

Interest rate risk

The interest rates of the loan agreements are contractually agreed. The interest rate of each loan arises from the sum of several fixed components. Consequently, no interest rate risk is expected.

21. Capital management

The financial ratios used for corporate management are largely performance-oriented. The capital management objectives, methods and processes are geared to achieving the performance-based financial ratios with the overarching goal to support business growth and secure the Company's continued existence in the long term. The flexibility needed in the provision of funds requires a healthy financial structure with a focus on equity. As debt instruments are already being used, capital management comprises equity and debt capital.

A performance indicator for active capital management is the free cash flow comprising the sum of cash flows from operating activities and investing activities as well as cash repayments of lease liabilities. Free cash flow is also an indicator for changes in the liquidity situation. In the reporting period, it came to € -25,374 k (prior year: € -75,203 k).

22. Related parties

In accordance with IAS 24, parties are considered to be related if the parties are under common control or if one party has the ability to control the other party or can exercise significant influence or joint control over the other party's financial and operating policies.

In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form.

For the purposes of related party disclosures, the Mister Spex Group defines all shareholders of Mister Spex SE, the members of the Management Board and the Supervisory Board of Mister Spex SE, including any of their immediate family members, and any entity owned or controlled by such persons as a related party.

In addition to the business relationships with its consolidated subsidiaries, the Group had a business relationship with one associate in the reporting year.

Management Board member compensation

The Management Board comprises Dirk Graber, Dr. Mirko Caspar, Maren Kroll (appointed since 1 June 2021) and Dr. Sebastian Dehnen (appointed from 1 June 2021 to 31 August 2022).

In € k	2022	2021
Short-term benefits		
Salaries	1,107	1,262
Share-based payments		
Granting of options	400	257
Total	**1,507**	**1,519**

Supervisory Board member compensation

Expenses for Supervisory Board compensation came to € 412 k in 2022 (prior year: € 228 k). Additionally, the share-based compensation for the Supervisory Board amounted to € 0 k (prior year: € 3 k) in fiscal year 2022.

Other related party transactions

In € k	Transaction values		Outstanding receivable as of 31 December	
	2022	2021	**2022**	2021
Associates				
Loan and related interest	24	54	–	1,001
Other receivables	–	952	–	952
Other income	222	41	–	–
Other expenses	96	71	–	–

All outstanding receivables from related parties are based on arm's length conditions. These outstanding receivables from related parties are unsecured. Transactions with associates exclusively related to transactions with Tribe GmbH.

Other receivables included allocations for other services.

23. Other financial obligations

The Group rents office, warehouse and store space under non-cancelable leases with terms of up to 10 years.

The following table shows the total future minimum lease payments under non-cancelable leases classified as non-lease components as well as other financial obligations.

In € k	2022	2021
Up to one year	26,760	3,636
Between one and five years	14,736	7,106
More than five years	4,661	5,222
Total commitments	**46,157**	**15,964**

202310040136Z

24. Significant subsidiaries and associates

Mister Spex SE, as the group parent, held direct and indirect equity investments in the following subsidiaries and associates as of 31 December 2022:

	Registered office	Share in equity (in %)	
		2022	2021
Subsidiaries:			
International Eyewear GmbH	Berlin, Germany	100	100
Mister Spex France SAS	Rouen, France	100	100
Nordic Eyewear Holdings AB	Stockholm, Sweden	100	100
Nordic Eyewear AB	Stockholm, Sweden	100	100
Lensit.no AS	Karmsund, Norway	100	100
Mister Spex Switzerland AG	Zurich, Switzerland	100	–
Tribe GmbH	Berlin, Germany	100	–
Associates:			
Tribe GmbH	Berlin, Germany	–	48.17

The voting interests in the subsidiaries and associates are the same as the ownership interests presented in the table.

25. Number of employees

	2022	2021
Operational employees	999	909
Commercial employees	215	112
Technical employees	116	158
Total	**1,330**	**1,179**

The average number of employees in the Group during the fiscal year was 1,330 (prior year: 1,179); there were 1,151 full-time equivalents (prior year: 1,024).

26. Auditor's fees

The auditor's fees paid to Ernst&Young Wirtschaftsprüfungsgesellschaft recognized as an expense in the reporting period come to € 519 k for the audit (separate and consolidated financial statements) (prior year: € 466 k) and € 151 k for audit-related services (prior year, € 865 k). The auditor did not provide any other services.

27. Earnings per share

Basic earnings per share are calculated by dividing the profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

The following table reflects the income and share data used in the basic earnings per share calculation:

Weighted average number of ordinary shares

In thousands of shares	**2022**	2021
Issued ordinary shares as of 1 January	34,769	24,020
Effect of treasury shares held	–998	–1,008
Effect of capital increase	85	5,388
Weighted average number of ordinary shares as of 31 December	**33,856**	**28,400**

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorization of these consolidated financial statements.

The following table provides the profit/(loss) amount used:

Basic earnings per share

	2022	2021
Loss (in € k)	–44,927	–31,515
Weighted average number of ordinary shares as of 31 December (in thousands of shares)	33,856	28,400
Earnings per share (in €)	**–1.33**	**–1.11**

The equity instruments of the share-based payment plans were excluded from the calculation of basic earnings per share as their effect would have been anti-dilutive. The number of ordinary shares potentially outstanding during fiscal year 2022 would have been 3,793 thousand shares (prior year: 13,455 thousand shares).

202310040136

28. Note on the declaration on corporate governance

The declaration of conformity with the German Corporate Governance Code required under Sec. 161 AktG was issued in December 2022 and made available to the shareholders on a permanent basis on the internet (see https://ir.misterspex.com/websites/misterspex/English/6000/corporate-governance.html).

29. Events after the reporting date

There were no events after the reporting date which had a significant effect on Mister Spex SE's assets, liabilities, financial position or financial performance.

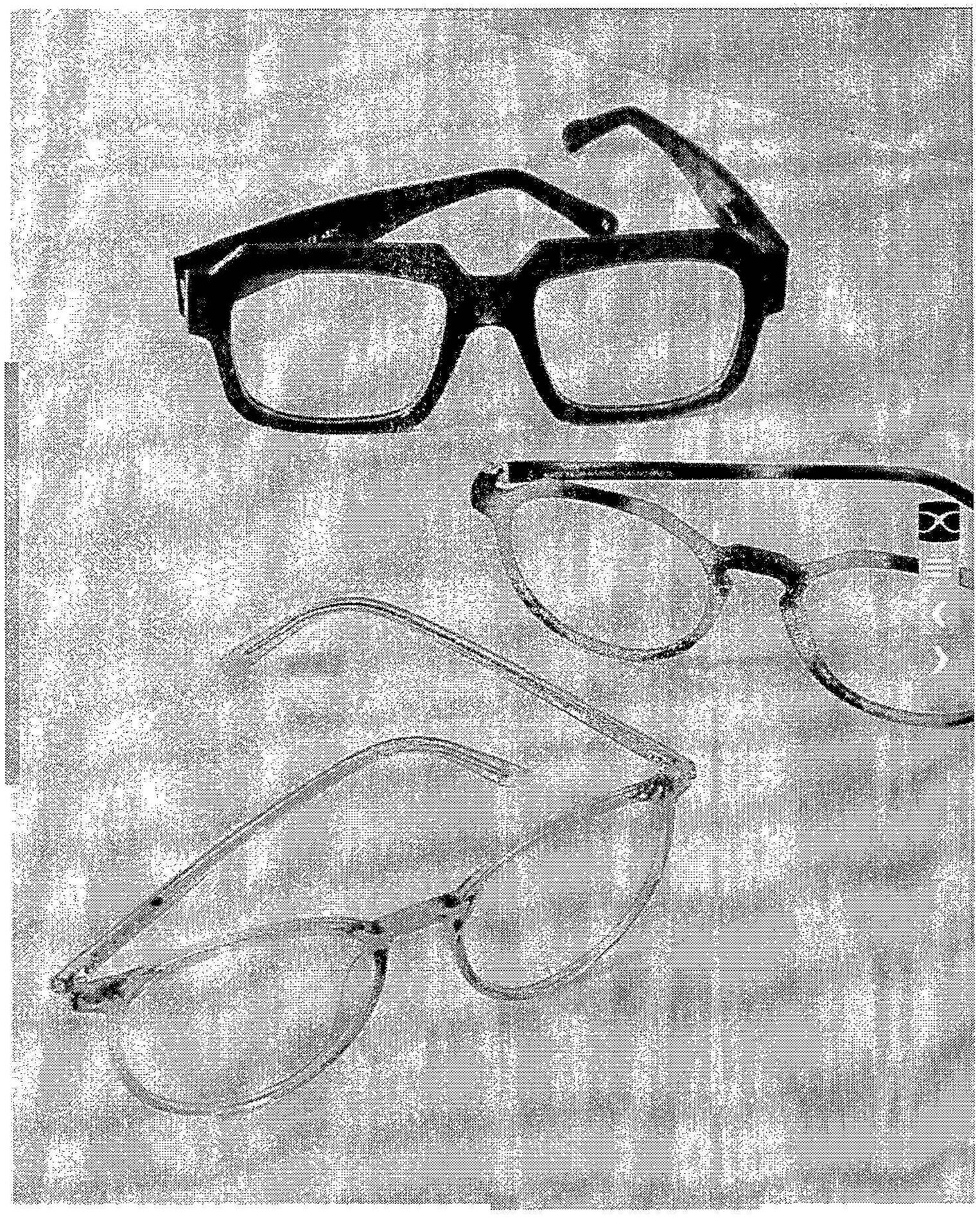
Berlin, 27 March 2023

The Management Board

Dirk Graber
Founder and Co-CEO

Dr. Mirko Caspar
Co-CEO

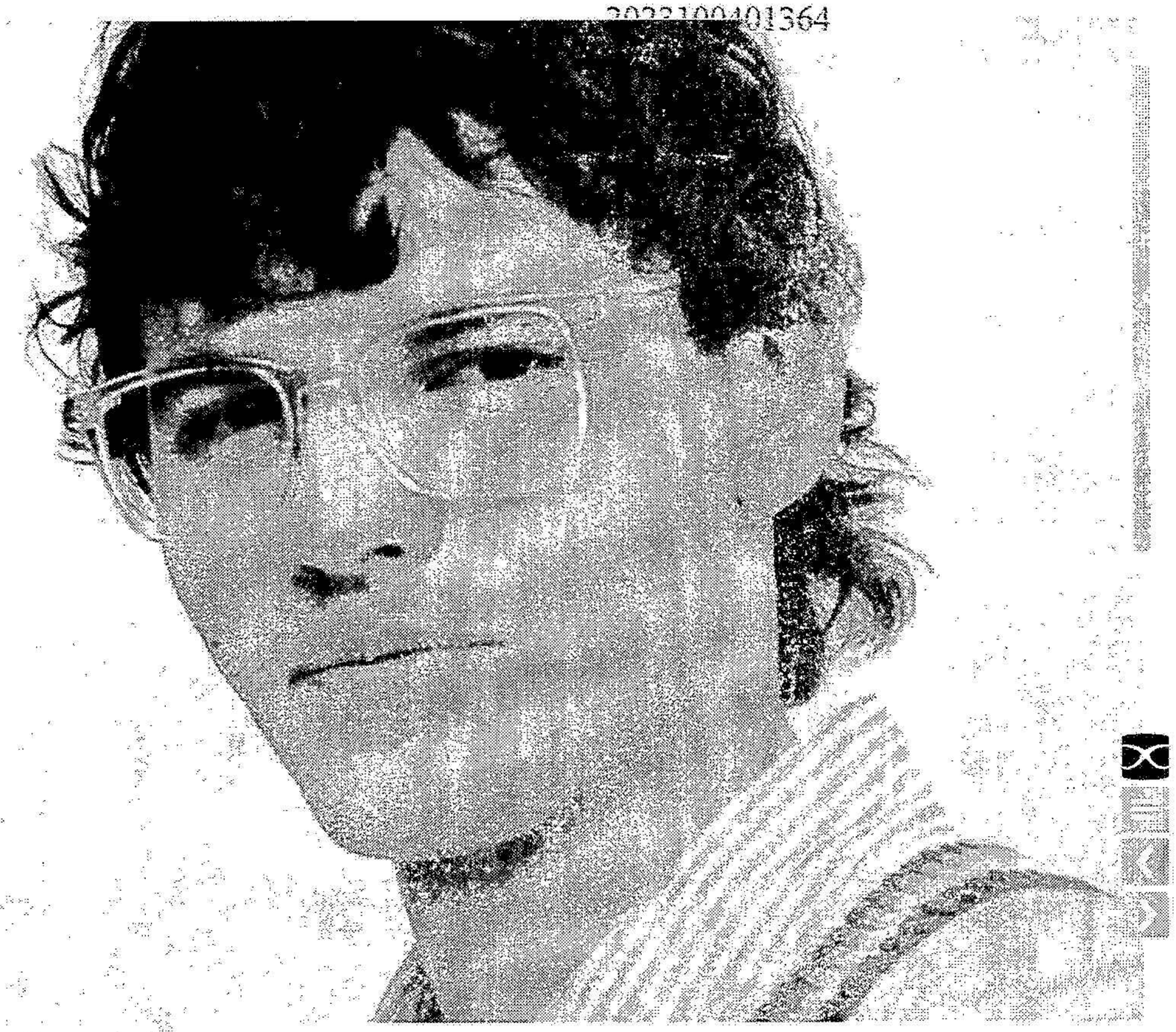
Maren Kroll
CHRO



20231004013641

Other information and services





Responsibility statement by the Management Board	129
Independent auditor's report	130
Financial calendar	137
Imprint	137
Disclaimer	137

8. Responsibility statement by the Management Board

We assure to the best of our knowledge and in accordance with the applicable reporting principles that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the group, and that the group management report, which is combined with the management report of Mister Spex SE, includes a fair review of the development and performance of the business and the position of the group, together with a description of the material opportunities and risks associated with the expected development of the group.

Berlin, on 27 March 2023

The Management Board

Dirk Graber
Founder and Co-CEO

Dr Mirko Caspar
Co-CEO

Maren Kroll
CHRO

Independent auditor's report

Independent auditor's report

To Mister Spex SE

Report on the audit of the consolidated financial statements and of the group management report

Opinions

We have audited the consolidated financial statements of Mister Spex SE, Berlin, and its subsidiaries (the Group), which comprise the consolidated statement of comprehensive income for the fiscal year from 1 January to 31 December 2022, and the consolidated statement of financial position as at 31 December 2022, consolidated statement of changes in equity and consolidated statement of cash flows for the fiscal year from 1 January to 31 December 2022, and notes to the consolidated financial statements, including a summary of significant accounting policies. In addition, we have audited the group management report of Mister Spex SE, which was combined with the management report of the Company, for the fiscal year from 1 January to 31 December 2022. In accordance with the German legal requirements, we have not audited the content of the parts of the group management report listed in the appendix to the auditor's report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying consolidated financial statements comply, in all material respects, with the IFRSs as adopted by the EU, and the additional requirements of German commercial law pursuant to Sec. 315e (1) HGB and, in compliance with these requirements, give a true and fair view of the assets, liabilities and financial position of the Group as at 31 December 2022 and of its financial performance for the fiscal year from 1 January to 31 December 2022, and
- the accompanying group management report as a whole provides an appropriate view of the Group's position. In all material respects, this group management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. We do not express an opinion on the parts of the group management report listed in the appendix.

Pursuant to Sec. 322 (3) Sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the group management report.

Basis for the opinions

We conducted our audit of the consolidated financial statements and of the group management report in accordance with Sec. 317 HGB and the EU Audit Regulation (No 537/2014, referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements and of the group management report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Art. 10 (2) f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Art. 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions on the consolidated financial statements and on the group management report.

Key audit matters in the audit of the consolidated financial statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the fiscal year from 1 January to 31 December 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon; we do not provide a separate opinion on these matters.

Below, we describe what we consider to be the key audit matters:

1) Existence and measurement of revenue from the sale and dispatch of merchandise taking into account expected returns

Reasons why the matter was determined to be a key audit matter

When Mister Spex SE sells merchandise to its customers, the service is typically only rendered when the merchandise is delivered, i.e., on the date on which control has been transferred to the customer. Mister Spex SE's customers can return the merchandise free of charge within the legally prescribed period and beyond within the withdrawal period granted by Mister Spex SE. Expected returns, which are not recognized as revenue, are calculated by Mister Spex SE's executive directors. This calculation is based on assumptions and judgment, in particular regarding return rates expected for specific countries, months and products. Revenue has a significant impact on the Group's profit or loss for the period and is one of the key financial performance indicators for the Mister Spex Group.

Due to the large transaction volume for the sale of merchandise, the general risk of fictitious revenue and the uncertainty inherent in the estimation of expected returns, we consider the existence and measurement of revenue from the sale and dispatch of merchandise to be a key audit matter.

Auditor's response

As part of our audit procedures, we obtained an understanding of the revenue recognition process from the moment merchandise is ordered until payment is received as implemented by Mister Spex SE's executive directors based on the process documentation provided to us. In addition, we assessed whether the requirements of IFRS 15 for revenue recognition were complied with and tested the effectiveness of implemented internal controls, focusing in particular on the operating effectiveness of IT-based controls. Taking into account historical daily, weekly and monthly figures for financial and non-financial data points, we developed our own expectations for revenue from the sale of merchandise and compared these with the revenue realized in the current fiscal year in order to detect any irregularities in the development of revenue. We also examined the posting journal for manual revenue entries and performed contra account and correlation analyses.

As part of our substantive audit procedures for a sample of sales chosen on the basis of statistical methods, we moreover obtained evidence (delivery notes, invoices, incoming payments) for the existence of revenue in order to verify that revenue was only recognized for merchandise that was actually dispatched. In addition, we checked the arithmetical accuracy of the calculation of expected returns performed by Mister Spex SE's executive directors. We compared the expected return rates by country, month and product to historical return rates, taking into account seasonal effects, and analyzed them. For a more in-depth assessment of the expected return rates by country, month and product, we moreover performed a comparison with the merchandise returns recorded by the financial accounting department until the end of our audit.

Our audit procedures pertaining to the existence of revenue and the measurement of revenue from the sale and dispatch of merchandise taking into account expected returns did not lead to any reservations.

Reference to related disclosures

With regard to the recognition and measurement policies applied for recognizing revenue from merchandise, refer to the Company's disclosures in the notes to the consolidated financial statements in the subsection "Revenue from contracts with customers" in section "III. Accounting policies" and in subsection "1. Revenue" in section "VIII. Notes to the consolidated statement of comprehensive income."

2) Impairment testing of non-current non-financial assets

Reasons why the matter was determined to be a key audit matter

The Mister Spex Group recognizes significant non-current non-financial assets, including goodwill, and assesses at each reporting date whether there is an indication that non-current non-financial assets may be impaired. If any indication exists, or when annual impairment testing for a non-current non-financial asset is required, the Mister Spex Group estimates the non-financial asset's recoverable amount. The result of the impairment test to determine whether an impairment loss has to be recognized for non-current non-financial assets is highly dependent on the estimate by the Mister Spex Group's executive directors of future cash flows and the respective discount rates used.

The executive directors' assessment of the adequate valuation of non-current non-financial assets is based on valuation models in connection with which the executive directors also exercise significant judgment in determining the cash-generating units for the purpose of the impairment tests and the long-term growth rates assumed.

As there was an indication of impairment as of the reporting date because market capitalization was lower than the carrying amount of the net assets of the Mister Spex Group and in light of the materiality of the non-current non-financial assets, the complexity of their valuation and the judgment exercised during valuation, impairment testing of non-current non-financial assets was a key audit matter.

Auditor's response

During our audit, among other things, we evaluated the methods used to carry out the impairment tests in light of the relevant provisions of IAS 36. In this respect, we checked the arithmetical accuracy of the valuation models used. Moreover, we obtained an understanding of the Mister Spex Group's processes for forecasting expected future cash flows and for testing non-current non-financial assets for impairment. We checked the determination and composition of the carrying amounts of the cash-generating units based in particular on the criteria of IAS 36.

As a starting point, we compared the operational planning for 2023 for the Mister Spex Group prepared by the executive directors and approved by the Supervisory Board and the multi-year plan prepared by the executive directors with the forecast values used in the impairment tests. We discussed the significant planning assumptions for the individual cash-generating units or groups of cash-generating units to which significant non-current non-financial assets

are allocated with the executive directors and compared these with the results and cash inflows realized in the past to assess how accurately the expected future cash flows were forecast.

To assess the discount rates and growth rates used, we analyzed the inputs used to determine these rates based on publicly available information and obtained an understanding of the underlying methods with regard to the relevant requirements of IAS 36.

We also evaluated the executive directors' sensitivity analyses in order to estimate any potential impairment risk associated with a reasonably possible change in one of the significant assumptions used in the valuation.

Our audit procedures did not lead to any reservations relating to the impairment testing of non-current non-financial assets.

Reference to related disclosures

With regard to the recognition and measurement policies applied for non-current non-financial assets, refer to the disclosures in the notes to the consolidated financial statements in the subsections "Business combinations and goodwill," "Intangible assets," "Property, plant and equipment," "Leases" and "Impairment of non-financial assets" in section "III. Accounting policies." For the related disclosures on judgments by the executive directors and sources of estimation uncertainty as well as the disclosures on non-current non-financial assets, refer to the disclosures in the notes to the consolidated financial statements in the subsection "Impairment tests" in section "IV. Significant accounting estimates and judgments in applying accounting policies" and in subsection "8. Impairment tests for non-current non-financial assets" in section "IX. Notes to the consolidated statement of financial position."

Other information

The Supervisory Board is responsible for the Report of the Supervisory Board. The executive directors and the Supervisory Board are responsible for the declaration pursuant to Sec. 161 AktG ["Aktiengesetz": German Stock Corporation Act] on the German Corporate Governance Code, which is part of the group corporate governance statement, and for the remuneration report pursuant to Sec. 162 AktG. In all other respects, the executive directors are responsible for the other information. The other information comprises the parts of the annual report listed in the appendix to the auditor's report.

Our opinions on the consolidated financial statements and on the group management report do not cover the other information, and consequently we do not express an opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and, in so doing, to consider whether the other information

- is materially inconsistent with the consolidated financial statements, with the group management report or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

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

Responsibilities of the executive directors and the Supervisory Board for the consolidated financial statements and the group management report

The executive directors are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRSs as adopted by the EU and the additional requirements of German commercial law pursuant to Sec. 315e (1) HGB, and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position and financial performance of the Group. In addition, the executive directors are responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the consolidated financial statements, the executive directors are responsible for assessing the Group's ability to continue as a going concern. They also have the

20231004013 69

responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, the executive directors are responsible for the preparation of the group management report that, as a whole, provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a group management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the group management report.

The Supervisory Board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the group management report.

Auditor's responsibilities for the audit of the consolidated financial statements and of the group management report

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the group management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our opinions on the consolidated financial statements and on the group management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Sec. 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and this group management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements and of the group management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures (systems) relevant to the audit of the group management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these systems.

- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.

- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the group management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRSs as adopted by the EU and the additional requirements of German commercial law pursuant to Sec. 315e (1) HGB.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express opinions on the consolidated financial statements and on the group management report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinions.

- Evaluate the consistency of the group management report with the consolidated financial statements, its conformity with [German] law, and the view of the Group's position it provides.

- Perform audit procedures on the prospective information presented by the executive directors in the group management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, the related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other legal and regulatory requirements

Report on the assurance on the electronic rendering of the consolidated financial statements and the group management report prepared for publication purposes in accordance with Sec. 317 (3a) HGB

Opinion

We have performed assurance work in accordance with Sec. 317 (3a) HGB to obtain reasonable assurance about whether the rendering of the consolidated financial statements and the group management report (hereinafter the "ESEF documents") contained in the file Mr_Spex_SE_KA-KLB_ESEF-2022-12-31.zip and prepared for publication purposes complies in all material respects with the requirements of Sec. 328 (1) HGB for the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this assurance work extends only to the conversion of the information contained in the consolidated financial statements and the group management report into the ESEF format and therefore relates neither to the information contained within these renderings nor to any other information contained in the file identified above.

In our opinion, the rendering of the consolidated financial statements and the group management report contained in the file identified above and prepared for publication purposes complies in all material respects with the requirements of Sec. 328 (1) HGB for the electronic reporting format. Beyond this assurance opinion and our audit opinions on the accompanying consolidated financial statements and the accompanying group management report for the fiscal year from 1 January to 31 December 2022 contained in the "Report on the audit of the consolidated financial statements and of the group management report" above, we do not express any assurance opinion on the information contained within these renderings or on the other information contained in the file identified above.

Basis for the opinion

We conducted our assurance work on the rendering of the consolidated financial statements and the group management report contained in the file identified above in accordance with Sec. 317 (3a) HGB and the IDW Assurance Standard: Assurance on the Electronic Rendering of Financial Statements and Management Reports Prepared for Publication Purposes in Accordance with Sec. 317 (3a) HGB (IDW AsS 410 (06.2022)). Our responsibility in accordance therewith is further described in the "Group auditor's responsibilities for the assurance work on the ESEF documents" section. Our audit firm applies the IDW Standard on Quality Management 1: Requirements for Quality Management in the Audit Firm (IDW QS 1).

Responsibilities of the executive directors and the Supervisory Board for the ESEF documents

The executive directors of the Company are responsible for the preparation of the ESEF documents including the electronic rendering of the consolidated financial statements and the group management report in accordance with Sec. 328 (1) Sentence 4 No. 1 HGB and for the tagging of the consolidated financial statements in accordance with Sec. 328 (1) Sentence 4 No. 2 HGB.

In addition, the executive directors of the Company are responsible for such internal control as they have determined necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional

non-compliance with the requirements of Sec. 328 (1) HGB for the electronic reporting format.

The Supervisory Board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Group auditor's responsibilities for the assurance work on the ESEF documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Sec. 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the assurance work. We also:

- Identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Sec. 328 (1) HGB, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.

- Obtain an understanding of internal control relevant to the assurance on the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.

- Evaluate the technical validity of the ESEF documents, i.e., whether the file containing the ESEF documents meets the requirements of Commission Delegated Regulation (EU) 2019/815, in the version in force at the date of the financial statements, on the technical specification for this file.

- Evaluate whether the ESEF documents enable an XHTML rendering with content equivalent to the audited consolidated financial statements and to the audited group management report.

- Evaluate whether the tagging of the ESEF documents with Inline XBRL technology (iXBRL) in accordance with the requirements of Arts. 4 and 6 of Commission Delegated Regulation (EU) 2019/815, in the version in force at the date of the financial statements, enables an appropriate and complete machine-readable XBRL copy of the XHTML rendering.

Further information pursuant to Art. 10 of the EU Audit Regulation

We were elected as group auditor by the Annual General Meeting on 30 June 2022. We were engaged by the Supervisory Board on 13 August 2022. We have been the group auditor of Mister Spex SE without interruption since fiscal year 2015.

We declare that the opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Art. 11 of the EU Audit Regulation (long-form audit report).

In addition to the consolidated financial statement audit, we have provided to the group companies the following services, all of which are permitted non-audit services as defined by the EU Audit Regulation, that are not disclosed in the consolidated financial statements or in the group management report:

- Voluntary review of the interim condensed consolidated financial statements as of 30 June 2022 and the interim group management report for the period from 1 January to 30 June 2022

- Formal audit of the remuneration report in accordance with Sec. 162 (3) AktG for the fiscal year from 1 January to 31 December 2022

- Review of the "representation letter pursuant to Sec. 11 VerpackG ["Verpackungsgesetz": German Packaging Act]"

- Agreed-upon procedures relating to the revenue statements for various stores

Other matter – use of the auditor's report

Our auditor's report must always be read together with the audited consolidated financial statements and the audited group management report as well as the assured ESEF documents. The consolidated financial statements and the group management report converted to the ESEF format – including the versions to be published in the Unternehmensregister [German Company Register] – are merely electronic renderings of the consolidated financial statements and the audited group management report and do not take their place. In particular, the ESEF report and our assurance opinion contained therein are to be used solely together with the assured ESEF documents made available in electronic form.

German Public Auditor responsible for the engagement

The German Public Auditor responsible for the engagement is Ms. Mandy Bilz.

Appendix to the auditor's report:

1) Parts of the management report whose content is unaudited

We have not audited the content of the following parts of the group management report:

- The group corporate governance statement

- The non-financial report

202310040137 2

Furthermore, we have not audited the content of the following disclosures extraneous to management reports. Disclosures extraneous to group management reports are such disclosures that are not required pursuant to Secs. 315, 315a HGB or Secs. 315b to 315d HGB or GAS 20:

- The information on the number of customers included in the "Background of the Group" section.
- The information on the number of countries of origin of employees, the number of customers, the information on the total capacity of the sales center in Berlin as well as on the number of orders dispatched per day and the percentage of orders dispatched on the order date included in the "Business model" section.
- The statement included in the "Group strategy" subsection that the repurchase rates are already higher than the market average and that online market share in many other sectors in Europe, for example in consumer electronics and apparel, stood at around 25% in 2020.
- The information provided in the "Our people" subsection on the number of countries of origin of employees, the information of the percentage of female employees in the workforce in 2022 and 2021, the information on the results of the employee satisfaction surveys in 2022 and 2021, the average age of the workforce, the percentage of employees aged between 31 and 50 years in 2022, the fact that this figure is similar to that of the prior year, and the percentage of women in the workforce in 2022 and 2021. Additionally, the quantitative disclosures in this subsection for 2022 and 2021 on the percentages of female and male employees, the average age of employees and the average length of employment, as well as information about the composition of the workforce according to age groups and information on new hires broken down by gender and age group.
- The statement included in the "Financial performance, financial position and assets and liabilities of the Mister Spex Group" subsection that the increase in the number of active customers in fiscal year 2022 compared to 2021 reflects the customer-centric omnichannel business model of Mister Spex, which is characterized by a high level of customer satisfaction and a repurchase intention that surpasses that of traditional opticians.
- The statement contained in the "Comparison of outlook and actual business developments" section on the development of revenue in the first quarter of 2022 compared to the prior year and the statement on positive revenue growth in the second quarter of 2022.
- The statements contained in the "Non-financial internal control system" and "Design of the internal control system" subsections.
- The section "Remuneration report pursuant to Sec. 162 AktG"
- The section "Other information and services" with the subsections "Responsibility statement by the Management Board," "Financial calendar," "Imprint" and "Disclaimer"

but not the consolidated financial statements, not the group management report disclosures whose content is audited and not our auditor's report thereon.

Berlin, 27 March 2023

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

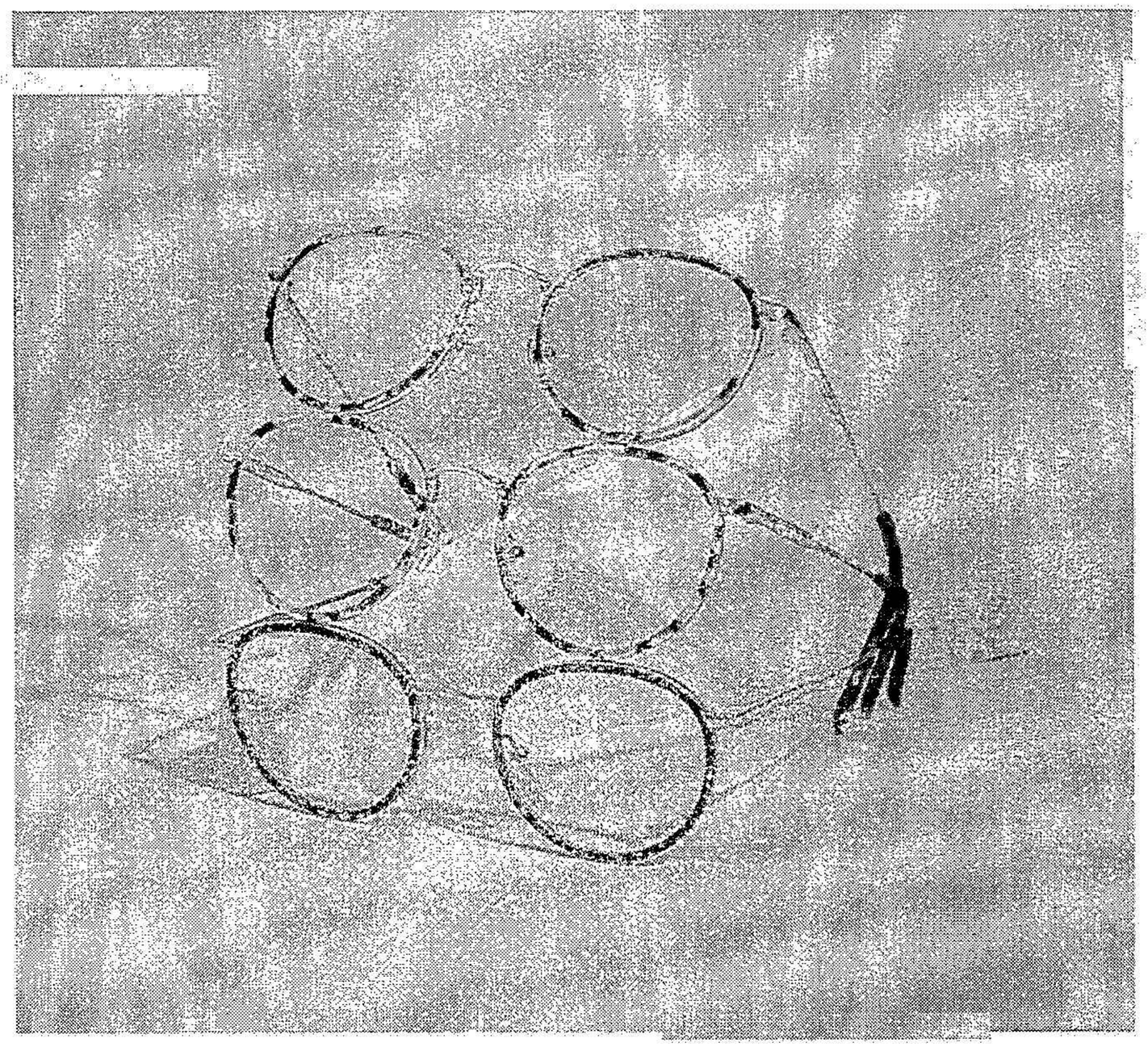
Bilz	Kostolnik-Briedela
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]

2) Further other information

Further other information comprises the following component of the annual report, of which we obtained a version prior to issuing this auditor's report:

- The sections "Mister Spex – looking back at 2022," "Our company and brand", "Our business model," "Our operations and store footprint," "Our products," "Our technology," "Our customers," "Our people and culture," "Letter to the shareholders," "Report of the Supervisory Board," "SVB CVs" and "Mister Spex Share"

2023100401373



Financial calendar

Datum	
March 28, 2023	Publication annual financial report
March 28, 2023	Annual Press Conference
May 11, 2022	Publication quarterly statement (call-date Q1)
May 26, 2023	Annual General Meeting
August 31, 2023	Publication half-yearly financial report

Imprint

Contact
Mister Spex SE
Greifswalder Str. 156
10409 Berlin
Germany
https://corporate.misterspex.com/de

INVESTOR RELATIONS
Irina Zhurba
Head of Investor Relations
E-mail: investorrelations@misterspex.de

Design And Typesetting
IR-ONE AG&Co., Hamburg
www.ir-one.de

DISCLAIMER

This report also contains forward-looking statements. These statements are based on the current view, expectations and assumptions of the management of Mister Spex SE ("Mister Spex"). Such statements are subject to known and unknown risks and uncertainties that are beyond Mister Spex's control or accurate estimates, such as the future market environment and the economic, legal and regulatory framework, the behaviour of other market participants, the successful integration of newly acquired entities and the realisation of expected synergy effects, as well as measures by public authorities.

If any of these or other uncertainties and imponderables materialise, or if the assumptions on which these statements are based prove to be incorrect, actual results could differ materially from those expressed or implied by such statements. Mister Spex does not warrant or assume any liability that the future development and future actual results will be consistent with the assumptions and estimates expressed in this report. Mister Spex does not intend or assume any obligation to update forward-looking statements to reflect events or developments after the date of this report, except as required by law.

Due to the effects of rounding, some figures in this and other reports or statements may not add up precisely to the sums indicated, and percentages presented may not precisely reflect the exact figures to which they relate.

This report is also published in German. In the event of any discrepancies, the German version of the report shall prevail over the English translation.

Mister Spex
Greifswalder Straße 156
10409 Berlin
Germany