

– CONVENIENCE TRANSLATION –

**Declaration of Conformity
of the Management Board and the Supervisory Board of Mister Spex SE
pursuant to section 161 of the German Stock Corporation Act**

Pursuant to section 161 para. 1 sentence 1 of the German Stock Corporation, the Management Board and Supervisory Board of Mister Spex SE ("**Company**") shall declare annually that the recommendations of the commission "Regierungskommission Deutscher Corporate Governance Kodex" as published by the Federal Ministry of Justice in the official section of the Federal Gazette (version of 28 April 2022, "**GCGC**") 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").

The last declaration of conformity by the Management Board and Supervisory Board of the Company was issued in December 2022. The Management Board and Supervisory Board of the Company declare that the Company has complied with the recommendations of the GCGC since that date and will continue to do so in the future, 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 financial year, while mandatory interim financial information shall be made publicly accessible within 45 days from the end of the reporting period.

The Company published each of the Annual Report per 31 December 2022 and the Quarterly Statements per 31 March 2023 and 30 September 2023 within the deadlines provided for in recommendation F.2 GCGC. Alone the half-year financial report per 30 June 2023 was only published at 31 August 2023.

The Company intends to further make the consolidated financial statements and the group management report publicly accessible within 90 days from the end of the financial year. Furthermore, it is intended to publish the quarterly statements within 45 days from the end of the reporting period.

Alone the Company's half-year financial report is expected to be published also in 2024 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 recommendation of the GCGC. 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.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 compensation system for the Management Board members has provided for a long-term variable compensation component with long-term targets based on a Virtual Stock Option Plan ("**VSOP**"), the allocation amount of which 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

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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 German limited liability company.

For each of the Management Board members participating in the ESOP, provision has been made for them not yet to participate or to participate only to a lesser extent in the new long-term-oriented VSOP during their individually defined transition phase ("**Transition Phase**"), which depends on the remaining vesting period under the ESOP. For the members of the Management Board Dirk Graber and Dr. Mirko Caspar, the Transition Phase ended on 31 December 2022 with the consequence that recommendation G.6 GCGC in that regard has been complied with in full.

For the former Management Board member Maren Kroll who left the Company per 31 May 2023 ("**Ex-Board Member**"), the Transition Phase ends on 31 December 2023 so that she participates in the VSOP in 2023 with an annual grant value reduced to 50%. It is therefore declared as a precautionary measure that recommendation G.6 GCGC has not been complied with in regard of 2023 to the extent that the sum of the entitlements of the Ex-Board Member from the ESOP Options and the annual target bonus may exceed her entitlements from the grant value of the VSOP.

As from the fiscal year 2024 the recommendation will be fully complied with.

- **G.7 sentence 1 GCGC** recommends that, referring to the forthcoming financial year, the Supervisory Board shall establish the performance criteria for each Management Board member covering all variable remuneration components.

Recommendation G.7 sentence 1 GCGC has not been fully complied with in 2023 insofar as the Ex-Board Member participated in the VSOP in 2023 only in an amount of 50% of the annual grant (for further information, see recommendation G.6 GCGC) and as no performance criteria existed with respect to the ESOP still applying to the Ex-Board Member.

As from the fiscal year 2024 the recommendation will be fully complied with.

- **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 in 2023 insofar as the Ex-Board Member participated in the VSOP in 2023 only in an amount of 50% of the annual grant (for further information, see recommendation G.6 GCGC) and as for the ESOP still applying to the Ex-Board Member no individual or joint targets have been set.

As from the fiscal year 2024 the recommendation will be fully complied with.

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- **G.9 sentence 1 GCGC** recommends that after the end of every financial 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 in 2023 as the Ex-Board Member participated in the VSOP in 2023 only in an amount of 50% of the annual grant (for further information, see recommendation G.6 GCGC) and as entitlements under the ESOP still applying to the Ex-Board Member have not been determined on the basis of target achievement.

As from the fiscal year 2024 the recommendation will be fully complied with.

- **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 was not fully complied with in 2023 as the Ex-Board Member participated in the VSOP in 2023 only in an amount of 50% of the annual grant (for further information, see recommendation G.6 GCGC) and as the ESOP Options still applying to the Ex-Board Member are not subject to a four-year blocking period.

As from the fiscal year 2024 the recommendation will be fully complied with.

Berlin, December 2023

Mister Spex SE

Management Board

Supervisory Board