

A young man and woman are featured in a fashion advertisement. The man, on the right, has short brown hair and is wearing dark aviator sunglasses, a blue denim polo shirt, and a grey wool jacket. The woman, on the left, has long dark hair and is wearing round, thin-framed glasses, a white hoodie, and a grey wool jacket. They are both looking towards the camera with neutral expressions. The background is a plain, light grey color.

 MISTER SPEX

Half-Year Report H1 2022

MISTER SPEX – At a glance



Key Figures

in EUR k	2nd quarter (01.04.–30.06.)			1st half-year (1 Jan to 30 Jun)		
	2022	2021	Change	2022	2021	Change
Results of operation						
Revenue	61,104	56,108	9%	108,291	100,507	8%
Revenue by segment						
Germany	43,893	39,791	10%	77,456	71,138	9%
International	17,211	16,317	5%	30,835	29,369	5%
Revenue by product category						
Prescription glasses	18,410	17,973	2%	39,228	38,805	1%
Sunglasses	24,853	22,368	11%	34,586	31,343	10%
Contact lenses	16,649	14,763	13%	32,426	28,733	13%
Miscellaneous services	1,192	1,004	19%	2,051	1,626	26%
Gross profit margin (in % of revenues) ¹	46.8%	47.6%	-80bp ²	47.9%	49.4%	-150bp ²
EBITDA	-1,174	-5,027	-77%	-6,326	-5,978	6%
Adjusted EBITDA	583	1,603	-64%	-4,003	2,328	> -100%
Other key figures						
Active customers (LTM) ³ (in k)	1,725	1,661	4%	1,725	1,661	4%
Number of orders ⁴ (in k)	692	650	6%	1,243	1,175	6%
Average order value ⁵ (LTM) (in EUR)	86.0	86.3	-0%	86.0	86.3	-0%

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

**> 1.7
MILLION
ACTIVE CUSTOMERS**

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#Interactive

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Interim Group Management Report



I. Background of the Group

Group structure

Mister Spex SE was founded in Berlin and is headquartered there. This interim group management report relates to Mister Spex SE and its subsidiaries (collectively, "Mister Spex").

On 10 May 2022, Mister Spex Switzerland AG, Zurich, Switzerland, was incorporated. Mister Spex Switzerland AG is a wholly owned subsidiary of Mister Spex SE.

Following the acquisition of the remaining interest (51.83%) in Tribe GmbH, Berlin (Tribe), Tribe GmbH has been included in the consolidated financial statements as a wholly owned subsidiary since 12 May 2022.

The Management Board of Mister Spex has three members: Dirk Graber as Co-CEO in charge of operations, IT, data analytics and corporate development, Mirko Caspar as Co-CEO in charge of marketing, product management, category management, retail stores and international markets and Maren Kroll in charge of human resources, corporate communications and ESG. Sebastian Dehnen, formerly responsible for the areas of finance, legal, internal audit and investor relations, resigned by mutual agreement from the Management Board of Mister Spex SE, effective 31 August 2022. Dirk Graber will stand in for him in the interim.

Business model

With more than 1,350 employees from 60 countries and more than 5.8 million customers to date, Mister Spex is one of the leading digitally driven omnichannel retail brands in the ophthalmic industry in Europe. We offer our customers fashionable glasses, including prescription glasses,

sunglasses and contact lenses. Our range includes seven of our 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 shop. Innovative technologies and smart, data-supported features play a central role in this. We operate online shops in 10 countries (Austria, Finland, France, Germany, the Netherlands, Norway, Spain, Sweden, Switzerland and the UK), over 60 stores in Germany, Austria and Sweden and a comprehensive network of some 400 partner opticians.

The lenses are cut and fitted in our own central master workshop in Berlin using state-of-the-art automatic grinding machines. Our logistics locations in Berlin, Stockholm (Sweden), and Karmsund (Norway), enable us to supply all customers throughout Europe. Fast delivery times and easy free return shipments are part of our business model. From our distribution center in Berlin with a total capacity of up to 40,000 orders, we ship more than 20,000 orders per day. Same-day shipment is achieved for more than 85% of the orders.

II. Economic report for the Group

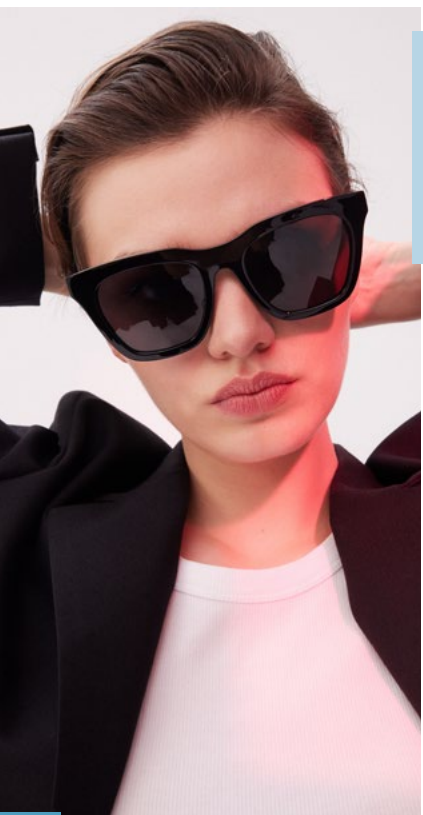
General economic and industry development

According to the Federal Ministry for Economic Affairs and Climate Action, retail sector revenue increased slightly at the beginning of the year despite impacts from the 2G rules still

in place in Germany. However, the outbreak of war in Ukraine saw retail revenue decline and had a negative impact on consumer spending. Energy and commodity prices have risen steeply since the beginning of the war. This accelerated the increase in the inflation rate in the first half of the year which curbed consumer spending.

The GfK ["Gesellschaft für Konsumgüterforschung": Consumer Goods Research Company] Consumer Climate Index reached a historic low at the end of the first half of the year with a clearly negative outlook for the third quarter. Consumer uncertainty is expected to result in decreasing demand for ophthalmic services. Preliminary figures from GfK on the development of independent optician retailers in Germany show low revenue growth of approximately 1% for frames for the first half of 2022 compared with the same prior-year period. This growth was mainly the result of the development in the first quarter of 2022 compared to a COVID-19-related weak first quarter of 2021, after which growth became negative in the second quarter of 2022. This confirms the expectation that the decline in customer demand will also affect the ophthalmic industry.

In October 2020, we had acquired a stake in the deep-tech company Tribe GmbH ("Tribe"), which offers tailor-made digital services based on 3D face recognition technology for measuring pupillary distance and fitting height, virtual fittings with true-to-scale views and frame adaptation, and individual recommendations. In May 2022, we acquired the remaining interest in Tribe GmbH to ensure even closer integration between this leading innovator and our own omnichannel technology as well as the development function.



In line with our strategy of expanding our presence in the European opticians' market, we took another big step in this direction with the establishment of Mister Spex Switzerland AG. Our first store in Zurich will open in the last quarter of 2022.

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

Financial performance

+8%

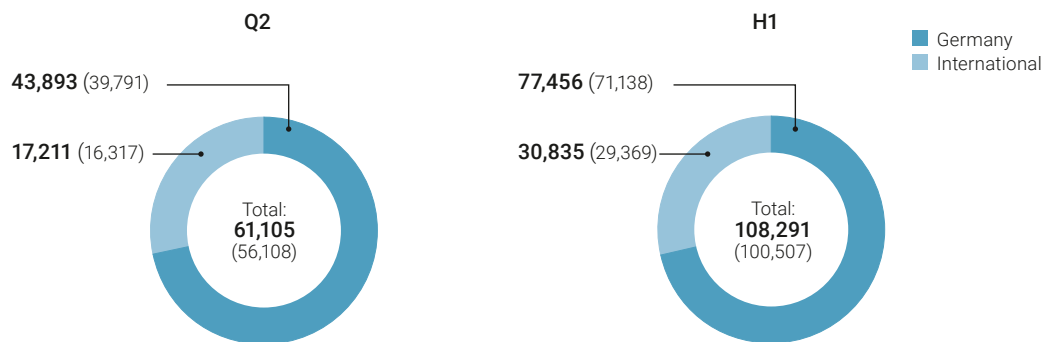
Revenue increase in 1st half-year

Consolidated statement of profit and loss

In EUR k	2nd quarter (01.04.–30.06.)			1st half-year (1 Jan to 30 Jun)		
	2022	2021	Change	2022	2021	Change
Revenue	61,105	56,108	9%	108,291	100,507	8%
Own work capitalized	2,074	1,924	8%	3,675	3,067	20%
Other operating income	159	268	-41%	330	794	-58%
Cost of materials	-32,506	-29,387	11%	-56,461	-50,888	11%
Gross profit ¹	28,599	26,721	7%	51,830	49,619	4%
Gross profit margin ¹	46.8%	47.6%	-80bp	47.9%	49.4%	-150bp
Personnel expenses	-14,251	-16,241	-12%	-28,375	-26,560	7%
Other operating expenses	-17,755	-17,699	0%	-33,787	-32,898	3%
EBITDA	-1,174	-5,027	-77%	-6,326	-5,978	6%
Adjustments	1,757	6,630	-73%	2,324	8,306	-72%
Adjusted EBITDA	583	1,603	-64%	-4,003	2,328	> -100%
Depreciation and amortization	-4,752	-3,575	33%	-8,815	-6,968	27%
EBIT	-5,926	-8,602	-31%	-15,141	-12,946	17%
Financial result	-1,146	-1,968	-42%	-1,928	-3,110	-38%
Share in loss of associates	-307	-13	>100%	-302	-136	>100%
Income taxes	-160	-1,716	-91%	-454	-1,834	-75%
Loss for the period	-7,538	-12,299	-39%	-17,824	-18,025	-1%

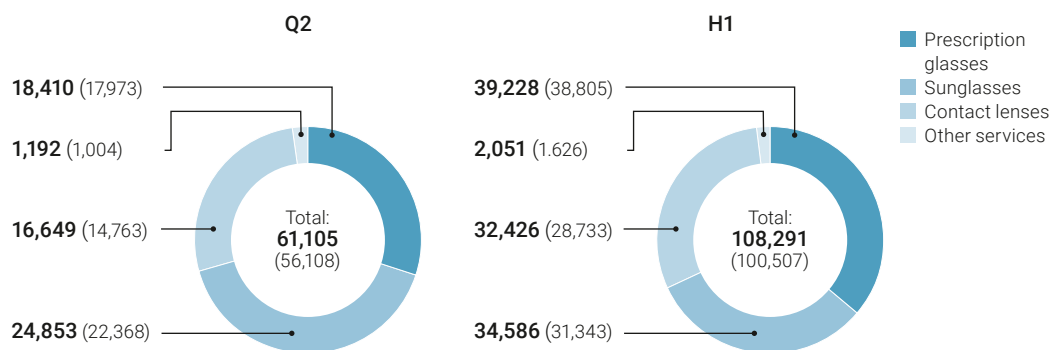
¹ Management defines gross profit as revenue less cost of materials and the gross profit margin as the ratio of gross profit to revenue.

Revenue by segment 2022 (in EUR k)*



* Prior-year figures are in brackets

Revenue by product category 2022 (in EUR k)*



* Prior-year figures are in brackets

Thanks to double-digit growth in the product categories sunglasses (including sunglasses with prescription) and contact lenses, revenue was up 9% in the second quarter of 2022. Revenue from sunglasses continued to benefit from the very good weather conditions and the increase in travel, up 11%.

Due to the positive development in all product categories in the second quarter of 2022, revenue in Germany increased by 10%. Revenue in the international segment increased by 5%.

Revenue increased by 8% in total in the first half of 2022. In Germany, revenue was up 9% in the first half of 2022, with sunglasses and contact lenses developing particularly well. On the back of revenue growth in the mid double-digit range for contact lenses, international revenue increased by 5% in total.

With regard to revenue by product category, contact lenses developed most positively in the first half of the year, with a 13% climb in revenue. Due to very sunny weather in the second quarter, there was an overall increase in sunglasses revenue by 10%.

The number of active customers increased by 4% to 1,725,000 in the first half of 2022, due in particular to higher demand in our stores. The number of orders in the first half-year also increased by 6% to 1,243,000 year on year. Due to the change in the product mix with a higher share of contact lenses, the average order value over the past 12 months remained at EUR 86.00.

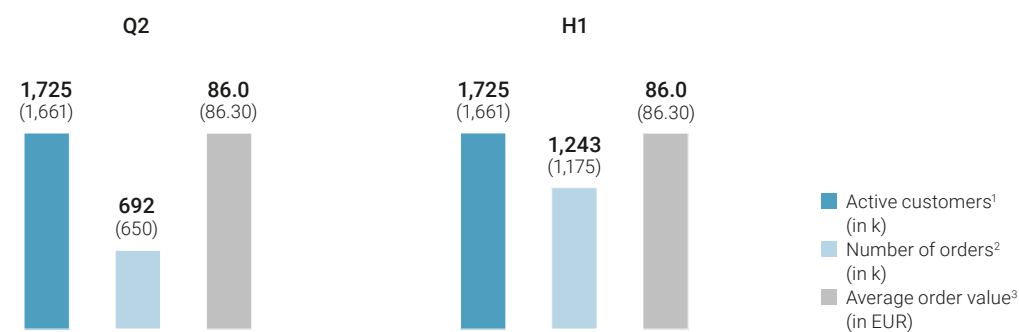
In the first half of 2022, the gross margin decreased by 150 basis points to 47.9%, which was mainly due to the higher share of contact lenses in the product mix. In the second quarter of 2022, the gross margin decreased by 80 basis points to 46.8%, mainly as a result of a significantly higher cost of materials and a shift in the product mix.





Personnel expenses increased by 7% in the first half of 2022, due in particular to new store openings and the new hires in this context. Other operating expenses rose by 3% in the first half of 2022, mainly due to the loss from the derecognition of shares in associates (Tribe GmbH). Marketing costs increased by 10%, driven by rising inbound costs for branding and performance marketing. In addition to higher amortization of intangible assets, the 27% rise in depreciation and amortization in the first half of 2022 is mainly attributable to higher depreciation of right-of-use assets in accordance with IFRS 16 in connection with leases for newly opened stores.

Non-financial KPIs 2022*



- 1 Number of clearly identified customers who have placed at least one order with us without cancellation in the last 12 months up to the reporting date
 - 2 Number of deliveries to customers in a given reporting period, less canceled and returned orders
 - 3 Revenue (less advertising discounts, customer credits, refunds and VAT) divided by orders in the last 12 months (up to the reporting date) net of cancellations and returns
- * Prior-year figures are in brackets

Reconciliation from EBITDA to Adjusted EBITDA

In EUR k	1 Apr to 30 Jun			1 Jan to 30 Jun		
	2022	2021	Change	2022	2021	Change
EBITDA	-1,174	-5,027	-77%	-6,326	-5,978	6%
Adjustments	1,757	6,630	-73%	2,324	8,306	-72%
Thereof effects arising from the application of IFRS 2	699	305	>100%	865	682	27%
Thereof transformation costs	1,020	1,692	-40%	1,267	3,021	-58%
Thereof other special effects	38	4,633	-99%	192	4,603	-96%
Adjusted EBITDA	583	1,603	-64%	-4,003	2,328	>-100%

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 ordinary business.

The transformation costs for the six months ended 30 June 2022 mainly comprise legal and consulting fees in connection with IFRS 2 and for projects or activities that are not part of ordinary business as well as authorization and registration fees in connection with IFRS 2 (EUR 327k). In addition, transformation costs include expenses related to the release of employees (EUR 154k), expenses related to the acquisition of Tribe GmbH (EUR 674k) as well as one-time personnel expenses incurred in connection with the implementation of transformation projects (EUR 112k). The transformation costs for the six months ended 30 June 2021 mainly comprise one-time legal, consulting and audit fees related to the IPO in July 2021, costs related to the change of legal form and refinancing costs.

Other special effects for the six months ended 30 June 2022 mainly include expenses for COVID-19-related protective measures (EUR 79k) as well as other one-time and special effects that are not part of ordinary business (EUR 112k). Other special effects for the six months ended 30 June 2021 mainly include a one-time transaction bonus in connection with the IPO and a bonus for the additional workload due to COVID-19.

Due to the change in the product mix and the resulting decrease in gross margin, adjusted EBITDA decreased by >100% in the first half of 2022. In the second quarter of 2022, adjusted EBITDA decreased by 64% compared to the prior year, mainly due to increased material and personnel costs in 2022.

Total assets increased by EUR 4,135k in the first half of 2022. The EUR 12,348k increase in non-current assets is largely attributable to the opening of new stores and the associated recognition of right-of-use assets in accordance with the provisions of IFRS 16, the acquisition of Tribe GmbH and the resulting increase in goodwill and other assets as well as the increase in internally generated intangible assets.

The decrease in current assets is mainly attributable to the EUR 47,364k drop in cash and cash equivalents. This was offset by the increase in other financial assets by EUR 29,094k to EUR 61,707k due to term deposit investments, the increase in inventories by EUR 6,734k to EUR 29,885k, in particular in merchandise for the retail business, and the seasonal increase in right of return assets by EUR 3,059k to EUR 3,782k.

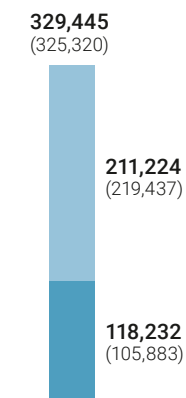
In the reporting period, Mister Spex recorded a negative cash flow from operating activities of EUR -3,155k (H1 2021: negative cash flow of EUR -52k). The cash outflow is attributable to a narrower loss for the period, the payment of interest and the increase in inventories and other assets offset by an increase in trade payables and other liabilities.

The cash outflow from investing activities of EUR -40,728k (H1 2021: EUR -7,092k) largely arose from the acquisition of term deposits and the remaining interest (51.83%) in Tribe GmbH as well as from investments in fittings for our new stores, logistics, internally developed software and other furniture and fittings.

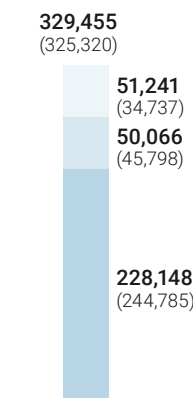
Assets, liabilities and financial position 2022

(in EUR k)*

Assets 30.06.2022



Equity and liabilities 30.06.2022



* Figures in brackets as of 31.12.2021

- Non-current assets
- Current assets
- Equity
- Non-current liabilities
- Current liabilities



+12

New stores in the 1st half of 2022

The cash outflow from financing activities of EUR –3,480k is mainly due to the lease liability repayments for our stores.

As a result, cash and cash equivalents decreased by EUR 47,364k to EUR 102,280k as of 30 June 2022.

The change in equity is mainly due to the net loss for the period. At 69%, the equity ratio as of 30 June 2022 was below the prior-year ratio of 75%. Business activities were financed by a combination of equity and debt.

As of 30 June 2022, total current and non-current liabilities were up by EUR 20,772k on the prior-year figure. The EUR 4,268k increase in non-current liabilities reflects the increase in lease liabilities following the opening of the new stores and the recognition of leases pursuant to IFRS 16. The rise in current liabilities is mainly due to an increase in trade payables by EUR 6,246k and a seasonal increase in refund liabilities by EUR 4,946k. Other non-financial liabilities were also up by EUR 3,676k. The increase in other

non-financial liabilities was largely attributable to the rise in liabilities from outstanding invoices (EUR 1,877k), accrued personnel-related expenses (EUR 646k) and VAT liabilities (EUR 500k). In connection with the acquisition of Tribe GmbH, liabilities to banks rose to EUR 1,121k.

III. Overall assessment of assets, liabilities, financial position and financial performance

The Management Board regards the Group's performance in the first half of 2022 as positive despite the ongoing negative impact of the COVID-19 pandemic, the geopolitical uncertainties and the rising inflation. Compared to the same period in the prior year, the Group achieved revenue growth as well as an increase in the number of active customers and orders. At the same time, the gross margin decreased slightly and adjusted EBITDA decreased as well. All things considered, the very positive development of adjusted EBITDA in the second quarter of 2022, which results from a number of successful initiatives, gives cause for optimism despite the challenging market environment.

Taking into account the global macroeconomic challenges, the Group's assets, liabilities, financial position and financial performance can be described as satisfactory overall.

IV. Risks and opportunities

While opportunities can positively shape financial performance and business value, risks are seen as negative deviations from planned developments and targets. Mister Spex will again attach great importance to consciously weighing up opportunities and risks in its business activities in the remaining months of 2022.

Early recognition and informed action will continue to be in focus in fiscal year 2022. The internal monitoring and early warning systems are continuously enhanced and adapted to market requirements.

Risks

The overall risk exposure of Mister Spex is composed of various individual risks. We present risks on a net basis. The reported risks relate to the remaining months of fiscal year 2022.

The risk situation was largely unchanged compared with the last reporting date and there are no indications that the Company's ability to continue as a going concern is at risk. The deterioration in the overall economic situation with effects on consumer behaviour and inflation in the wake of the war in Ukraine could have a negative impact on customer demand in the ophthalmic industry and on our revenue. Please see the group management report for fiscal year 2021 for a detailed description of the main risks.

Risks that may arise in connection with our corporate social responsibility and our handling of all ESG topics are comprehensively explained and assessed in our annual sustainability report.





Opportunities

Opportunities arising from changed market structures or improvements in the internal value chain should be identified early on and systematically leveraged in order to secure the Company's ongoing success.

The opportunities are unchanged compared with the last reporting date. Please see the group management report for fiscal year 2021 for a description of the main opportunities.

V. Outlook

The markets are dominated by immense uncertainty. Against the backdrop of the ongoing war in Ukraine, significantly increased inflation, and the historically low consumer climate in Germany, the management is updating its outlook for the whole year 2022.

In uncertain times, we expect reduced revenue growth between 7% and 12% for 2022 (previously: slightly higher than 18%), assuming no further restrictions from COVID-19 or geopolitical uncertainties in the second half of the fiscal year 2022 and especially in the fourth quarter.

As a result of the ongoing uncertainty, we have launched the comprehensive "Lean for Leverage" efficiency program to significantly reduce our costs and sustainably increase profitability. In the short term, despite of an increase in efficiency the reduction in revenue will negatively affect the adjusted EBITDA. Therefore, we expect an adjusted EBITDA margin ¹ of -6% to -3% ² for the current financial year.

Berlin, 6 September 2022

The Management Board


Dr. Ingrid Isenhardt
 Founder and Co-CEO


Dr. Mirko Caspar
 Co-CEO


Maren Kröll
 CHRO

¹ The adjusted EBITDA margin is defined as ratio of adjusted EBITDA to revenue. Explanatory remarks regarding the definition of "adjusted EBITDA" are available in the combined management report for fiscal year 2021.

² This corresponds to an adjusted EBITDA between EUR -13.1m to EUR -6.2m (previously: Increase in adjusted EBITDA compared to EUR 4.1m in 2021).

Consolidated statement of comprehensive profit and loss



Consolidated statement of profit and loss

in EUR k	Note	2nd quarter (1 Apr to 30 Jun)		1st half-year (1 Jan to 30 Jun)	
		2022	2021	2022	2021
Revenue	1.	61,105	56,108	108,291	100,507
Other own work capitalized		2,074	1,924	3,675	3,067
Other operating income		159	268	330	794
Total operating performance		63,338	58,300	112,296	104,368
Cost of materials		-32,506	-29,387	-56,461	-50,888
Personnel expenses	2.	-14,251	-16,241	-28,375	-26,560
Other operating expenses	3.	-17,755	-17,699	-33,787	-32,898
Earnings before interest, taxes, depreciation and amortization (EBITDA)		-1,174	-5,027	-6,326	-5,978
Depreciation, amortization and impairment		-4,752	-3,575	-8,815	-6,968
Earnings before interest and taxes (EBIT)		-5,926	-8,602	-15,141	-12,946
Financial result	4.	-1,146	-1,968	-1,928	-3,110
Share of results of associates		-307	-13	-302	-136
Earnings before taxes (EBT)		-7,378	-10,583	-17,371	-16,192
Income taxes	5.	-160	-1,716	-454	-1,834
Loss for the period		-7,538	-12,299	-17,824	-18,025
Thereof loss attributable to the shareholders of Mister Spex SE					
Basic and diluted earnings per share (in EUR)		-0.23	-0.53	-0.53	-0.78

Consolidated statement of other comprehensive income

in EUR k	1 Apr to 30 Jun		1 Jan to 30 Jun	
	2022	2021	2022	2021
Loss for the period				
Other comprehensive income/loss to be reclassified to profit or loss in subsequent periods				
	-7,538	-12,299	-17,824	-18,025
Exchange differences on translation of foreign financial statements	43	-35	125	-8
Other comprehensive income/loss	43	-35	125	-8
Total comprehensive income/loss	-7,495	-12,334	-17,699	-18,033
Thereof loss attributable to the shareholders of Mister Spex SE	-7,495	-12,334	-17,699	-18,033

Consolidated statement of financial position



Consolidated statement of financial position

Assets			
in EUR k	Note	30 June 2022	31 Dec 2021
Non-current assets		118,232	105,883
Goodwill		14,987	12,113
Intangible assets		22,841	17,904
Property, plant and equipment	6.	22,661	19,549
Right-of-use assets		52,918	48,953
Investments in associates		–	2,073
Other financial assets	7.	4,824	5,291
Current assets		211,224	219,437
Inventories		29,885	23,151
Right of return assets	1.	3,782	723
Trade receivables		1,080	2,852
Other financial assets	7.	61,707	32,613
Other non-financial assets		12,490	10,454
Cash and cash equivalents		102,280	149,644
Total assets		329,455	325,320

Consolidated statement of financial position

Equity and liabilities			
in EUR k	Note	30 June 2022	31 Dec 2021
Equity		228,148	244,785
Subscribed capital	8.	33,856	33,761
Capital reserves	8.	327,287	326,319
Other reserves		–662	–787
Accumulated loss		–132,333	–114,509
Non-current liabilities		50,066	45,798
Provisions		456	350
Lease liabilities		46,794	44,016
Liabilities to banks		1,120	–
Other financial liabilities		7	160
Other non-financial liabilities		64	100
Deferred tax liabilities		1,626	1,172
Current liabilities		51,241	34,737
Provisions	1.	1,017	900
Trade payables		22,469	16,222
Refund liabilities	1.	6,928	1,983
Lease liabilities		8,747	7,675
Liabilities to banks		1	–
Other financial liabilities		977	1,010
Contract liabilities	1.	1,568	1,090
Other non-financial liabilities	11.	9,534	5,857
Total equity and liabilities		329,455	325,320

Consolidated statement of changes in equity

Consolidated statement of changes in equity (for the six months ended 30 June 2022)

in EUR k	Note	Subscribed capital	Treasury shares	Capital reserves	Other reserves	Accumulated loss	Total
As of 1 Jan 2022		34,769	-1,008	326,319	-787	-114,509	244,785
Loss for the period						-17,824	-17,824
Other comprehensive loss					125		125
Total comprehensive loss							-17,699
Capital increase	8.	95		103			197
Share-based payments	9.			865			865
As of 30 June 2022		34,864	-1,008	327,287	-662	-132,333	228,148

Consolidated statement of changes in equity (for the six months ended 30 June 2021)

in EUR 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						-18,025	-18,025
Other comprehensive loss					-8		-8
Total comprehensive loss							-18,033
Capital increase		10,148		234,783			244,931
Capital increase from company funds		22,760	-941	-21,819			0
Transaction costs				-3,524			-3,524
Share-based payments				682			682
As of 30 June 2021		34,168	-1,008	326,169	-843	-101,018	257,468

Consolidated statement of cash flows



Consolidated statement of cash flows

in EUR k	Note	1 Jan to 30 Jun	
		2022	2021
Operating activities			
Loss for the period		-17,824	-18,025
Adjustments for:			
Finance income	4.	-367	-313
Finance costs	4.	2,294	3,423
Income tax expense	5.	454	1,834
Amortization and impairment of intangible assets		2,862	2,176
Depreciation and impairment of property, plant and equipment		1,627	1,187
Depreciation and impairment of right-of-use assets		4,324	3,605
Non-cash expenses for share-based payments	9.	865	682
Increase (+)/decrease (-) in non-current provisions		106	91
Increase (-)/decrease (+) in inventories		-6,734	-5,650
Increase (-)/decrease (+) in other assets		-2,355	-14,944
Increase (+)/decrease (-) in trade payables and other liabilities		11,619	28,358
Share of results of associates		302	136
Loss from the deconsolidation of associates		674	-
Interest paid		-1,005	-2,613
Interest received		3	1
Cash flow from operating activities		-3,155	-52

Consolidated statement of cash flows

in EUR k	Note	1 Jan to 30 Jun	
		2022	2021
Investing activities			
Acquisition of subsidiaries, net of cash acquired		-1,000	-
Purchase of other financial assets		-30,000	-
Investments in property, plant and equipment		-4,737	-3,226
Investments in intangible assets		-4,992	-3,866
Cash flow from investing activities		-40,728	-7,092
Financing activities			
Cash received from capital increases, net of transaction costs		429	10,148
Cash received from the issue of loans		-	35,000
Repayments of liabilities to banks		-	-30,882
Payment of principal portion of lease liabilities		-3,909	-2,935
Cash flow from financing activities		-3,480	11,331
Net increase in cash		-47,364	4,187
Cash and cash equivalents at the beginning of the period		149,644	14,536
Cash and cash equivalents at the end of the period		102,280	18,723

Notes to the interim condensed consolidated financial statements

I. Information on the Company

Mister Spex SE (the "Company") was incorporated in Berlin on 8 January 2008 and is headquartered there. These interim condensed consolidated financial statements ("interim financial statements") for the six months ended 30 June 2022 include the Company and its subsidiaries (collectively, the "Group"). The Company's registered office is 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 Group primarily engages in the marketing of glasses, sunglasses and contact lenses in Europe.

II. Basis of preparation and changes to the Group's accounting policies

Basis of preparation

These unaudited interim financial statements for the six months ended 30 June 2022 have been prepared in accordance with IAS 34 Interim Financial Reporting and should be read in conjunction with the most recent consolidated financial statements for the fiscal year ended 31 December 2021 (the "most recent consolidated financial statements"). They do not include all the information and disclosures required for a complete set of financial statements prepared in accordance with International Financial Reporting Standards (IFRSs). However, they include selected explanatory notes on events and transactions that are significant to an understanding of the changes in the Group's assets, liabilities, financial position and financial performance since the most recent consolidated financial statements.

These interim financial statements were approved and authorized for issue by management resolution dated 6 September 2022.

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

Presentation currency

The interim financial statements were prepared in euros (EUR), which is the functional and presentation currency of the Group and all values in the interim financial statements and the related notes are rounded to the nearest thousand (EUR 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 30 June 2022.

Compared to 31 December 2021, as of 30 June 2022, the consolidated financial statements of Mister Spex SE also include Mister Spex Switzerland AG (100% equity interest) and Tribe GmbH (100% equity interest).

On 10 May 2022, Mister Spex Switzerland AG, Zurich, was incorporated.

Until 11 May 2022, Tribe GmbH was included in the consolidated financial statements as an associate. On 12 May 2022, the Company acquired the remaining 51.83% interest in Tribe GmbH, Berlin. Accordingly, Tribe GmbH has been included in the consolidated financial statements as a subsidiary of Mister Spex SE since 12 May 2022.

Judgments and estimates

In preparing these interim financial statements, management made judgments and estimates concerning the application of financial reporting methods and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Significant judgments made by management in applying the Group's accounting policies and the most important sources of estimation uncertainty were identical to those in the most recent consolidated financial statements.

New standards, interpretations and amendments adopted by the Group

Apart from the new standards and amendments to standards or interpretations effective from January 2022, the accounting policies applied in these interim financial statements are consistent with those applied in the consolidated financial statements for the fiscal year ended 31 December 2021. Several amendments to standards and interpretations became effective from 1 January 2022, however, these do not have any material effects on the Group's interim financial statements.

The accounting policy applied to the measurement and recognition of income taxes in the interim period is described in note 5.

Effects of the Russia-Ukraine war

The war in Ukraine has had a negative impact on retail and private consumption. According to management, consumer uncertainty and increases in energy and commodity prices can also result in decreasing demand for ophthalmic services. The change in customer demand can result in declining revenue. However, any significant impacts on judgments, changes in estimates or valuation uncertainties are not expected at the moment.



III. Operating segments

Information about reportable segments

The tables below present information on revenue and adjusted EBITDA for the Group's reportable segments for the six months ended 30 June 2022 and 2021:

For the six months ended 30 June 2022

in EUR k	Germany	International	Reconciliation	Total
External revenue	77,456	30,835	–	108,291
Intersegment revenue	4,739	187	–4,926	–
Segment revenue	82,195	31,022	–4,926	108,291
Adjusted EBITDA	–2,349	–1,654	–	–4,003

For the six months ended 30 June 2021

in EUR k	Germany	International	Reconciliation	Total
External revenue	71,138	29,369	–	100,507
Intersegment revenue	5,050	199	–5,249	–
Segment revenue	76,188	29,568	–5,249	100,507
Adjusted EBITDA	3,541	–1,213	–	2,328



Reconciliation of information on reportable segments to the amounts presented in the interim financial statements

in EUR k	For the six months ended 30 June	
	2022	2021
I. Segment revenue		
Revenue of the reportable segments	113,217	105,756
Elimination of intersegment revenue	-4,926	-5,249
Consolidated revenue	108,291	100,507
II. Adjusted EBITDA		
Adjusted EBITDA of the reportable segments	-4,003	2,328
Special effects	-2,324	-8,306
Thereof effects arising from the application of IFRS 2	-865	-682
Thereof transformation costs	-1,267	-3,021
Thereof other special effects	-192	-4,603
Finance income and costs	-1,928	-3,110
Depreciation and amortization	-8,815	-6,968
Share of results of associates	-302	-136
Earnings before income taxes	-17,371	-16,192

The transformation costs for the six months ended 30 June 2022 mainly comprise legal and consulting fees in connection with IFRS 2 and for projects or activities that are not part of ordinary business as well as authorization and registration fees in connection with IFRS 2 (EUR 327k). In addition, transformation costs include expenses related to the release of employees (EUR 154k), expenses related to the acquisition of Tribe GmbH (EUR 674k) as well as one-time personnel expenses incurred in connection with the implementation of transformation projects (EUR 112k). The transformation costs for the six months ended 30 June 2021 mainly comprise one-time legal, consulting and audit fees related to the IPO in July 2021, costs related to the change of legal form and refinancing costs.

Other special effects for the six months ended 30 June 2022 mainly include expenses for COVID-19-related protective measures (EUR 79k) as well as other one-time and special effects that are not part of ordinary business (EUR 112k). Other special effects for the six months ended 30 June 2021 mainly include a one-time transaction bonus in connection with the IPO and a bonus for the additional workload due to COVID-19. This item also includes expenses for COVID-19-related protective measures.

The following table shows Mister Spex Group's revenue by product category.

in EUR k	Germany		International		Total	
	For the six months ended 30 June					
	2022	2021	2022	2021	2022	2021
I. Revenue						
Prescription glasses	32,956	32,512	6,272	6,293	39,228	38,805
Sunglasses	24,405	21,149	10,181	10,194	34,586	31,343
Contact lenses	18,355	16,256	14,071	12,477	32,426	28,733
Total products	75,716	69,917	30,524	28,963	106,240	98,881
Marketing and other services	1,740	1,221	311	406	2,051	1,627
Total	77,456	71,128	30,835	29,369	108,291	100,507

IV. Acquisition of subsidiaries

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.

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 30 June 2022, Tribe GmbH contributed revenue of EUR 0k and profit of EUR 281k. If the acquisition had occurred on 1 January 2022, the inclusion of Tribe GmbH would not have led to any additional revenue according to management estimates and the consolidated loss for the six-month period would have been EUR 257k higher.

For the interest (51.83%) acquired in Tribe GmbH, cash of EUR 1,180k 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 EUR 1,770k were revalued at a fair value of EUR 1,096k. The resulting loss of EUR 674k from the revaluation of the previously held shares was recognized in other operating expenses.



The Company incurred acquisition-related costs of EUR 14k for legal counsel. These costs are included in other operating expenses.

The following table summarizes the fair values of acquired assets and assumed liabilities as of the acquisition date:

in EUR 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

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 EUR k	
Consideration transferred	1,180
Settlement of pre-existing relationships	2,270
Fair value of the previously held interest in Tribe GmbH	1,096
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 work force 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.

The amount for settlement of existing relationships of EUR 1,267k included in the consideration transferred equals the fair value of the receivable from Tribe GmbH recognized by the Mister Spex Group as of the acquisition date.

V. Notes to the interim condensed consolidated financial statements

1. Revenue

The Group's sunglasses product category is prone to seasonal fluctuations depending on weather conditions. Due to this product category's seasonality, higher revenue is usually expected in the second and third fiscal quarters. This information is provided to facilitate a better understanding of the results, however, management has concluded that this revenue is not "highly seasonal" within the meaning of IAS 34.21.

The following table contains information about assets and liabilities from contracts with customers:

in EUR k	30 June 2022	31 Dec 2021
Right of return assets	3,782	723
Refund liabilities	6,928	1,983
Provisions for warranties	1,017	900
Contract liabilities	1,568	1,090

Right of return assets of EUR 3,782k (31 December 2021: EUR 723k) and refund liabilities of EUR 6,928k (31 December 2021: EUR 1,983k) are presented as separate items in the consolidated statement of financial position. Both the assets and the liabilities increased as of 30 June 2022 as compared to 31 December 2021, mainly due to seasonal effects.





Contract liabilities of EUR 1,568k (31 December 2021: EUR 1,090k) arising from prepayments received are generally realized (settled) within a few weeks after the reporting date by delivery of the products to customers.

2. Personnel expenses

Personnel expenses for the six months ended 30 June 2022 increased by EUR 1,815k compared with the same prior-year period. This increase is primarily attributable to the opening of new stores and to more new hires to support the further growth of Mister Spex.

3. Other operating expenses

Other operating expenses rose by EUR 889k from EUR 32,898k to EUR 33,787k year on year. The increase in other operating expenses is primarily due to higher marketing costs and to the acquisition of Tribe GmbH.

4. Financial result

The financial result for the interim period breaks down as follows:

in EUR k	For the six months ended 30 June	
	2022	2021
Finance income	367	313
Finance costs	-2,294	-3,423
Financial result	-1,928	-3,110

5. Income taxes

The recognized income tax expense is calculated by multiplying EBT for the interim period by the best estimate by management of the weighted average income tax rate expected for the full fiscal year.

The Group's effective tax rate for the six months ended 30 June 2022 was 2.6% (30 June 2021: 0.9%).

6. Property, plant and equipment

Property, plant and equipment comprises plant and machinery, furniture, fixtures and office equipment and assets under construction.

As of 30 June 2022, property, plant and equipment amounted to EUR 22,661k (31 December 2021: EUR 19,549k). The increase mainly stems from investments in furniture, fixtures and office equipment for new stores and additions to assets under construction.

7. Other financial assets

Other financial assets comprise receivables from money market funds, rent deposits and collateral pledged, receivables from sales by invoice and direct debit and other financial assets. The carrying amounts of the financial assets are the same as their fair values.

As of 30 June 2022, current money market funds amount to EUR 24,452k (31 December 2021: EUR 25,010k) and comprise proceeds from the IPO that were invested in liquid investments in 2021 in order to mitigate the effects of negative interest rates and can be drawn within one year. The money market funds are still measured at fair value through profit or loss in accordance with IFRS 9. The calculation of fair value (level 1 pursuant to IFRS 13) is based on quoted prices in active markets.

Current other financial assets rose, primarily due to term deposits in the amount of EUR 30,000k.

8. Equity

According to the entry in the commercial register in February 2022, the Company's subscribed capital was increased by EUR 95k from EUR 34,769k to EUR 34,864k. The capital increase was carried out in connection with the exercise of options under the previous stock option program (ESOP) in December 2021. Each share corresponds to a notional share of EUR 1.00 in the subscribed capital and entitles the holder to one vote at the Annual General Meeting. All shares entail the same rights and obligations.

Further, capital reserves increased by EUR 865k in connection with share-based payments and by EUR 103k in connection with the exercise of options.

Authorized and conditional capital:

By resolution of the shareholder meeting on 30 June 2022, the Management Board was authorized, subject to the consent of the Supervisory Board, to increase the capital stock on one or more occasions by up to EUR 1,187,370 in total until 29 June 2027 (Authorized Capital 2022/I).

The conditional capital resolved on 15 June 2021 (Conditional Capital 2021/II) no longer exists.

By resolution of the shareholder meeting on 30 June 2022, the share capital was increased conditionally by up to EUR 1,588,920 (Conditional Capital 2022/I).



9. Share-based payments

ESOP I – IV:

The Company 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 Company are equity-settled plans.

The last stock options under these plans were issued in fiscal year 2021. No further issues as part of these plans are planned.

No options were exercised in the reporting period. For the six months ended 30 June 2022, the Group recognized an expense of EUR 412k for share-based payments in the consolidated statement of profit or loss (30 June 2021: EUR 682k).

LTIP:

As of 1 January 2022, the Company issued a new stock option plan (LTIP) which gives eligible employees the option of investing in the Company's equity instruments. The share-based payment awards granted by the Company are equity-settled plans.

The vesting period for these equity-settled share-based payment awards is 12 months. The grant date is 1 January 2022. The share-based payments are exercisable after the expiry of a four-year waiting period for the following three years.

A total of 145,286 options were issued in the reporting period. The options are then allocated based on a predefined performance factor. The options allocated based on the performance factor all have an exercise price of EUR 11.72 and grant the right to acquire one share of the Company's capital stock for a price of EUR 1.00.

In the reporting period, a total expense of EUR 454k was recognized in this connection.

10. Financial instruments – Fair values and risk management

The financial instruments used by the Group comprise cash and cash equivalents and other financial assets and liabilities, such as money market funds, term deposits or trade receivables and trade payables stemming directly from its business activities.

The fair values of financial instruments are largely equivalent to the carrying amounts, which are assessed to be a reasonable approximation of the former. The carrying amounts of the financial assets and financial liabilities as of 30 June 2022 and 31 December 2021 are equivalent to their fair values.

In the ordinary course of business, the Group is exposed to credit risk, liquidity risk and market risk (primarily currency and interest rate risk). These risks remain unchanged and have been described in detail in the most recent consolidated financial statements.

Group management is responsible for managing the risks and develops principles for overall risk management.

11. Other current non-financial liabilities

As of 30 June 2022, other current non-financial liabilities amounted to EUR 9,534k (31 December 2021: EUR 5,857k). This increase was largely attributable to the rise in liabilities from outstanding invoices (EUR 3,423k), accrued personnel-related expenses (EUR 1,912k) and VAT liabilities (EUR 1,272k).

12. Impairment test

The Mister Spex Group performed an unscheduled impairment test as of 30 June 2022 due to the decrease in its market capitalization. The unscheduled impairment test did not reveal any impairment for any of the tested CGUs.

The recoverable amount was determined using the value in use as part of a discounted cash flow calculation. The impairment test was based on the business plan for fiscal years 2022 to 2028 and discount rates between 9.50% and 9.97% p.a. after taxes. Cash flows beyond the 6,5-year medium-term forecast are extrapolated using a growth rate of 2.0%.

The unscheduled impairment test is based on cash flow projections for the CGUs and estimates concerning the future market development. The 6,5-year planning period reflects the medium-term business plan. The recognized cash flows were derived from past information. In the business plans for subsequent years, growth in the operating margin is expected over a 6,5-year period. Growth for both reporting units is expected to slow beyond this period and, thereafter, settle at a steady level, which is the basis for the calculation of the terminal value. Growth will amount to 2.0% in the terminal value period.



13. Related parties

After the acquisition of the remaining shares in Tribe GmbH, there were no transactions with associates as of 30 June 2022.

in EUR k	Transaction values for the six months ended 30 June		Outstanding receivable as of	
	2022	2021	30 Jun 2022	31 Dec 2021
Associates				
Loan and related interest	-	23	-	1,001
Other receivables	-	-	-	952
Other income	286	-	-	-
Other expenses	96	-	-	-

All outstanding receivables from related parties are based on arm's length conditions. None of the balances is secured.

Other receivables include allocations for other services.

14. Events after the reporting date

In July 2022, a stock option holder from the previous stock option plan (ESOP) exercised 10,000 option rights in total. The Company transferred shares from its stock of treasury shares.


Additionally, after the reporting date, the grant of further options through the new stock option plan (LTIP) with a total volume of EUR 275k was contractually agreed.

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. Dirk Graber will stand in for him in the interim.


There were no further events after the reporting date which had a significant effect on the Group's assets, liabilities, financial position or financial performance.

Berlin, 6 September 2022

The Management Board


Dirk Graber
 Founder and Co-CEO


Dr Mirko Caspar
 Co-CEO


Maren Kroll
 CHRO

Responsibility statement by the management board

We assure to the best of our knowledge and in accordance with the applicable reporting principles for half-yearly financial reporting, that the condensed consolidated interim financial statements give a true and fair view of the assets, financial, and earnings position of the Group, and that the interim Group management report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risks associated with the expected development of the Group for the remaining months of the fiscal year.

Berlin, 6 September 2022

The Management Board


Dirk Giesher

Founder and Co-CEO


Maren Kroll

CHRO


Dr Mirko Caspar

Co-CEO



Review report



To Mister Spex SE

We have reviewed the interim condensed consolidated financial statements of Mister Spex SE, Berlin, which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, the consolidated statement of cash flows and selected explanatory notes, and the interim group management report for the period from 1 January to 30 June 2022, which are part of the half-year financial report pursuant to Sec. 115 WpHG [“Wertpapierhandelsgesetz”: German Securities Trading Act]. The executive directors are responsible for the preparation of the interim condensed consolidated financial statements in accordance with IFRSs on interim financial reporting as adopted by the EU and of the interim group management report in accordance with the requirements of the WpHG applicable to interim group management reports. Our responsibility is to issue a report on the interim condensed consolidated financial statements and the interim group management report based on our review.

We conducted our review of the interim condensed consolidated financial statements and of the interim group management report in compliance with German Generally Accepted Standards for the Review of Financial Statements promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we plan and perform the review to obtain a certain level of assurance in our critical appraisal to preclude that the interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with

IFRSs on interim financial reporting as adopted by the EU and that the interim group management report is not prepared, in all material respects, in accordance with the requirements of the WpHG applicable to interim group management reports. A review is limited primarily to making inquiries of the Company’s employees and analytical assessments and therefore does not provide the assurance obtainable from an audit of financial statements. Since, in accordance with our engagement, we have not performed an audit of financial statements, we cannot issue an auditor’s report.

Based on our review, nothing has come to our attention that causes us to believe that the interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IFRSs on interim financial reporting as adopted by the EU or that the interim group management report is not prepared, in all material respects, in accordance with the provisions of the WpHG applicable to interim group management reports.

Berlin, September 6, 2022

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

Bilz
Wirtschaftsprüfer
[German Public Auditor]

Kostolnik-Briedela
Wirtschaftsprüfer
[German Public Auditor]



Financial calendar

Date	
07 September 2022	First Half Year Report 2022
10 November 2022	Quarterly Statement Q3/2022

Imprint

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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 SE

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