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Mister Spex sets final offer price at €25.00 per share

- Placement comprises around 15.0 million shares in total including c. 9.8 million new shares from a capital increase, c. 3.3 million existing shares from the holdings of certain existing shareholders and c. 2.0 million shares to cover over-allotments, resulting in a total offer volume of €375 million (based on full exercise of the greenshoe option)
- Final offer price implies a market capitalisation of Mister Spex of c. €829 million
- Gross proceeds to Mister Spex amount to around €245 million
- Shares are expected to commence trading on the regulated market of the Frankfurt Stock Exchange (Prime Standard) on 2 July 2021

Berlin, 30 June 2021 – Mister Spex SE (together with its subsidiaries "Mister Spex"), Europe's leading digitally native omnichannel optician, has set the final offer price for its initial public offering ("IPO") at €25.00 per share. In total, the offering consists of c.15.0 million bearer shares with no par value (*Stückaktien*), which includes c.9.8 million newly issued bearer shares with no par value (*Stückaktien*) from a capital increase against cash contributions resolved upon by Mister Spex SE's shareholders on 29 June 2021, c.3.3 million existing bearer shares with no par value (*Stückaktien*) from the holdings of certain existing shareholders and c.2.0 million additional existing shares to cover over-allotments.

Based on full exercise of the greenshoe option and the final offer price, the total offer volume amounts to c. €375 million, indicating a total market capitalization of Mister Spex of around €829 million.

Gross proceeds to the company from the sale of all the new shares amount to c. €245 million. The company intends to use these proceeds primarily to accelerate its growth strategy, the international expansion of Mister Spex's omnichannel business model, and for the repayment of a term loan.

“A market-leading customer experience enabled by technology and a highly scalable platform have made Mister Spex Europe's leading digitally native omnichannel optician. The IPO represents another milestone for the company. We will use the access to the capital markets to accelerate our international growth and secure our technological advance with further investments”, says Dirk Graber, founder and Co-CEO of Mister Spex SE.

“Thanks to the broad investor interest, the additional funds from the IPO will enable us to implement our ambitious growth plans in Germany as well as internationally at full speed. The strong growth of our online business combined with an accelerated expansion of our store network underpins our double-digit growth rates", adds Dr. Mirko Caspar, Co-CEO of Mister Spex SE.

Mister Spex SE's shares are planned to be listed on the regulated market of the Frankfurt Stock Exchange (ISIN: DE000A3CSAE2, WKN: A3CSAE, Ticker Symbol: MRX) with simultaneous admission to the Prime Standard segment. The first day of trading is scheduled for 2 July 2021. Settlement is expected to occur on or around 6 July 2021.

The company and certain existing shareholders, including the selling shareholders, have agreed to a lock-up period of 180 days, whereas the members of the Management Board have agreed to a lock-up period of 365 days. In addition, all existing shareholders with a shareholding of less than 0.5% have agreed to a lock-up period of 35 days.

Barclays, Berenberg and Jefferies acted as Joint Global Coordinators and together with Bryan Garnier and COMMERZBANK as Joint Bookrunners. Quirin Privatbank acted as Co-Lead Manager.

About Mister Spex:

Founded in 2007, Mister Spex SE (together with its subsidiaries, "Mister Spex") is a multi-award-winning company that has become the leading digitally native omnichannel optician in Europe. Mister Spex has been at the forefront of the industry's transformational shift, growing from a pure online player into a successful omnichannel optician with more than 5 million customers, 10 online shops across Europe and physical retail stores. A digital native, technology and innovation have always been an integral part of the company's evolution, from 2D to 3D digital frame fitting tools to intelligent browsing functionalities. The focus of Mister Spex is to make eyewear purchase for customers an easy, transparent and fun shopping experience by combining a comprehensive and varied range of high-quality products with optician expertise and services through its customer service, own stores and an extensive network of partner opticians.

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In member states of the European Economic Area and the United Kingdom, the offering mentioned in this publication will, subject to the public offering in Germany, only be addressed to and directed at persons who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129, in the case of the United Kingdom, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018. In addition, in the United Kingdom, this document is only being distributed to and is only directed at persons who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) are persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.), or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "Relevant Persons"). This document is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

Certain statements contained in this release may constitute "forward-looking statements" that involve a number of risks and uncertainties. Forward-looking statements are generally identifiable by the use of the words "may", "will", "should", "plan", "expect", "anticipate", "estimate", "believe", "intend", "project", "goal" or "target" or the negative of these words or other variations on these words or comparable terminology.

Forward-looking statements are based on assumptions, forecasts, estimates, projections, opinions or plans that are inherently subject to significant risks, as well as uncertainties and contingencies that are subject to change. No representation is made or will be made by the Company that any forward-looking statement will be achieved or will prove to be correct. The actual future business, financial position, results of operations and prospects may differ materially from those projected or forecast in the forward-looking statements. Neither the Company nor any of the underwriters nor any of their respective affiliates nor any other person assume any obligation to update, and do not expect to publicly update, or publicly revise, any forward-looking statements or other information contained in this release, whether as a result of new information, future events or otherwise, except as otherwise required by law.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares may decline and investors could lose all or part of their investment; the shares offer no guaranteed income and no capital protection; and an investment in the shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares and determining appropriate distribution channels.

In connection with the placement of the shares in the Company, Joh. Berenberg, Gossler & Co. KG, acting for the account of the underwriters, will act as stabilization manager (the "Stabilization Manager") and may, as Stabilization Manager, make overallotments and take stabilization measures in accordance *with Article 5(4) and (5) of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse, as amended, in conjunction with Articles 5 through 8 of Commission Delegated Regulation (EU) 2016/1052) of March 8, 2016. Stabilization measures aim at supporting the market price of the shares of the Company during the stabilization period, such period starting on the date the Company's shares commence trading on the regulated market (Prime Standard) of the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse), expected to be July 2, 2021, and ending no later than 30 calendar days thereafter (the "Stabilization Period"). Stabilization transactions may result in a market price that is higher than would otherwise prevail. However, the Stabilization Manager is under no obligation to take any stabilization measures. Therefore, stabilization may not necessarily occur and it may cease at any time. Stabilization measures may be undertaken at the following trading venues: Xetra.*

In connection with such stabilization measures, investors were allocated additional shares of the Company in the amount of 15% of the new and existing shares placed in the offering (the "Overallotment Shares"). The selling shareholders granted the Stabilization Manager, acting for the account of the underwriters, an option to acquire a number of shares in the Company equal to the number of Overallotment Shares at the offer price, less agreed commissions (so-called Greenshoe option). To the extent Overallotment Shares were allocated to investors in the offering, the Stabilization Manager, acting for the account of the underwriters, is entitled to exercise this option during the Stabilization Period even if such exercise follows any sale of shares by the Stabilization Manager which the Stabilization Manager had previously acquired as part of any stabilization measures (so-called refreshing the shoe).

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