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Mister Spex sets price range for planned IPO at €23 to €27 per share

- Mister Spex intends to raise gross proceeds between €225 million and €264 million, subject to the final number of shares placed and the realised issue price
- The offering will consist of up to c. 9.8 million new shares from a capital increase and of up to c. 3.3 million existing shares from the holdings of certain existing shareholders; an additional c. 2.0 million existing shares will be made available to cover potential over-allotments
- The primary proceeds are intended to be used primarily to accelerate Mister Spex's growth strategy and the international expansion of its omnichannel business model, as well as certain debt repayments
- Price range implies a total market capitalization of c. €763 million to c. €895 million
- Subject to market standard conditions, Luxottica Holland B.V., subsidiary of EssilorLuxottica, and funds managed and advised by Janus Henderson Investors and M&G Investments have entered into cornerstone agreements, with commitments to subscribe for shares in the IPO worth €50 million, €30 million and €30 million respectively
- Offer period is expected to commence on 23 June 2021 and is expected to end on 30 June 2021; the first day of trading on the regulated market of the Frankfurt Stock Exchange (Prime Standard) is scheduled for 2 July 2021
- Public offering in Germany is subject to approval of the prospectus by the German Federal Financial Supervisory Authority and its subsequent publication which is expected for today
- Nicola Brandolese, Birgit Kretschmer and Nicole Srock.Stanley confirmed as new members of Supervisory Board

Berlin, 22 June 2021 – Mister Spex SE (together with its subsidiaries "Mister Spex"), Europe's leading digitally native omnichannel optician, today set the price range for its envisaged initial public offering ("IPO") at €23.00 to €27.00 per share. The final offer price will be determined in a bookbuilding process. Subject to approval of the prospectus by the German Federal Financial Supervisory Authority ("BaFin") and its subsequent publication, the offer period is expected to commence on 23 June 2021 and is expected to end on 30 June 2021.

"The positive feedback we have received from investors to date confirms to us that the planned IPO is the right way forward for Mister Spex as we execute on our strategy and accelerate our successful path with double-digit sales growth. We are convinced that our digitally native omnichannel approach is the future of our entire industry and we furthermore expect to benefit disproportionately from the strong growth in Europe's eyewear market, supported by sustainable underlying macro trends", says Dirk Graber, founder and Co-CEO of Mister Spex SE.

The IPO consists of a public offering in Germany and private placements in certain jurisdictions outside of Germany. It comprises up to c. 9.783 million newly issued bearer shares with no par value (*Stückaktien*) from a capital increase against cash contributions which is expected to be resolved upon by Mister Spex SE's shareholders on or about 29 June 2021, as well as up to c. 3.261 million existing bearer shares with no par value (*Stückaktien*) from the holdings of certain existing shareholders. In addition, up to c. 1.957 million existing bearer shares with no par value (*Stückaktien*) will be made available through a securities loan by certain lending shareholders in connection with a possible over-allotment.

Cornerstone investors Luxottica, Janus Henderson and M&G

Subject to market standard conditions, Luxottica Holland B.V. ("Luxottica"), subsidiary of EssilorLuxottica, and funds managed and advised by Janus Henderson Investors ("Janus Henderson") and M&G Investments ("M&G") have agreed to be cornerstones of the IPO and to acquire shares in the IPO at the offer price of €50 million for Luxottica, €30 million for Janus Henderson and €30 million for M&G.

"Our superior customer experience powered by data insights, and our strong technological platform have convinced a leading player in our industry, as well as two strong strategic financial investors in Europe, to support our IPO with cornerstone commitments totaling €110 million. This not only evidences the strong investor interest in Mister Spex but also validates our strategy and shows that the planned IPO is a logical step forward for our company", adds Dr. Mirko Caspar, Co-CEO of Mister Spex SE.

The total proceeds from the issue of the shares to be placed (including the full exercise of the Greenshoe Option) would be between €345 million and €405 million, depending on the final number of new shares placed and the issue price realised. Of these, the gross proceeds to the Company from the sale of all the New Shares to be placed would be between €225 million and €264 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.

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. 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 an abbreviated lock-up period of 35 days.

New Supervisory Board appointments

Today, Mister Spex also announces the appointment of three new independent members to its Supervisory Board who will contribute a diverse set of expertise in audit, retail and the eyewear market. Nicola Brandolese, an experienced consumer goods CEO and former Managing Director of Net a Porter Group Limited, and Birgit Kretschmer, Chief Financial Officer (CFO) of C&A Europe, have been appointed as members of the Supervisory Board as of 15 June 2021. Birgit Kretschmer will also act as Chair of the Audit Committee. Nicole Srock.Stanley, founder and CEO of the dan pearlman Group, a group of owner-managed, strategic creative agencies based in Berlin, is expected to join the Supervisory Board from 1 July 2021, replacing Jochen Klüppel. Peter Williams, former CEO of Selfridges Retail Limited, will continue in the role of Chairman of the Supervisory Board. Further members are Stuart Paterson, Pierluigi Longo and Tobias Krauss, representing the financial investors which supported the growth of Mister Spex in the last decade.

Following its approval by BaFin, the prospectus will be published on Mister Spex’s corporate website at www.ir.misterspex.com.

Barclays, Berenberg and Jefferies are acting as Joint Global Coordinators and Joint Bookrunners. Bryan Garnier and COMMERZBANK have been mandated as additional Joint Bookrunners and Quirin Privatbank 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 browse 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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These materials constitute neither an offer to sell nor a solicitation to buy securities. A public offer in Germany will be made solely by means of, and on the basis of, a securities prospectus which is yet to be published. An investment decision regarding the publicly offered securities of Mister Spex SE should only be made on the basis of the securities prospectus. The securities prospectus will be published promptly upon approval by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin)) and will be available free of charge on the website of Mister Spex SE.

In any EEA Member State, other than Germany, these materials are only addressed to and are only directed at "qualified investors" in that Member State within the meaning of Article 2(e) of Regulation (EU) 2017/1129.

In the United Kingdom, these materials are only being distributed to and are only directed at persons who are "qualified investors" within the meaning of Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, and who are also (i) investment *professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.), or (iii) 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"). These materials are 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.*

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The Underwriters are acting exclusively for the Company and no-one else in connection with the planned offering of shares of the Company (the "Offering"). They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company and the selling shareholders for providing the protections afforded to its clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offering, the Underwriters and their respective affiliates may take up a portion of the shares offered in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such shares and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references in the international offering circular, once published, to the shares being offered, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or acquisition, placing or dealing by, the Underwriters and their respective *affiliates acting in such capacity. In addition, the Underwriters and their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which the Underwriters and their respective affiliates may from time to time acquire, hold or dispose of shares of the Company. The Underwriters do not intend to disclose the extent of any such investment or transactions, other than in accordance with any legal or regulatory obligations to do so.*

None of the Underwriters, existing shareholders or any of their respective affiliates or any of their or any of their affiliates' respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this release (or whether any information has been omitted from the release) or any other information relating to the Company or its subsidiaries, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available, or for any loss howsoever arising from any use of this release or its contents or otherwise arising in connection therewith

These materials also contain certain financial measures that are not recognized under International Financial Reporting Standards (“IFRS”). These non-IFRS measures are presented because the Company believes that they and similar measures are widely used in the markets in which it operates as a means of evaluating the Company’s operating performance and financing structure. They may not be comparable to other similarly titled measures of other companies and are not measurements under IFRS or other generally accepted accounting principles.

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 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 2 July 2021, end 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. The Stabilization Manager is, however, 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 venue[s]: Deutsche Börse – XETRA*.*

In connection with such stabilization measures, investors may be allocated additional shares of the Company of up to 15% of the new shares and existing shares sold in the offering (the "Over-Allotment Shares"). Certain selling shareholders have granted the Stabilization Manager, acting for the account of the underwriters, an option to acquire up to c. 1.957 *million shares of the Company at the offer price, less agreed commissions (the "Greenshoe Option"). To the extent Over-Allotment 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 stabilization measures (so-called refreshing the shoe).*