

Winning with Integrity

Code of *Conduct*





Tobias Krauss
Chief Executive Officer



Benjamin v. Schenck
Chief Financial Officer

A *word* from the Management Board

„We empower people to see and to be seen.“ This aspiration drives us daily to support our customers in finding the perfect glasses, combined with a unique shopping experience and a comprehensive approach to eye health.

With the continuous expansion of our service offerings, the legal and regulatory requirements for Mister Spex are also increasing. As one of the leading opticians in Germany and Europe, we are aware of this responsibility.

Exemplary behaviour and integrity are core elements of our corporate culture. This is the basis of our Code of Conduct. It provides a binding framework for all of us and is both a claim and a guideline: We commit to the requirements we set for dealing with each other at Mister Spex and ensure that we fulfil them emphatically and sustainably. This also applies to our relationships with customers, users, business partners, and in terms of our social responsibility.

Dear Spexies, this Code of Conduct gives us security and orientation for our daily actions. With our integrity, we help mitigate risks and thus contribute sustainably to the success of Mister Spex. **„Winning with Integrity“: we count on you!**

Management Board

Tobias Krauss

Chief Executive Officer

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Intro: *You* as part of #TeamSpex

Since day one, Mister Spex (hereinafter „Mister Spex“ or „we“) has aimed to distinguish itself through the seamless integration of online and offline presence, innovative technologies, a comprehensive range of products, and excellent customer service. Since its founding, Mister Spex has evolved from a pure online player to a successful omni-channel optician with more than 8 million customers and 10 online shops across Europe, as well as its own stores

– and we are far from the end of our journey. We want to continue to be drivers of innovation and growth in the future and convince many additional customers, employees, and business partners together with all Spexies. For this, we must make all decisions, big and small, and always be aware of our corporate responsibility. Our corporate values, which are an important part of our entrepreneurial actions, serve as the basis for this.

Why this Code of Conduct?

Mister Spex supports, promotes, and develops its employees¹. We foster an environment and corporate culture where we can all perform at our best and meet the expectations of our users and customers. The goal of this Code

of Conduct is to create a reliable framework for responsible actions that meet legal requirements as well as our ethical and social standards. It is about preventing harm from misconduct by Mister Spex or individual employees.

Our Code of Conduct defines the framework of our business actions based on legal sources to be observed, including:

- **Laws**
- **Regulations** (regulatory requirements)
- **Policies**
- **Work instructions** (processes)
- **Contracts**

Mister Spex observes applicable laws and regulations in implementing the Code of Conduct, as well as respective cultural and national customs within this framework. It is

not only of legal but also of significant economic importance. Its adherence significantly strengthens Mister Spex's reputation in the market, with regulatory authorities, the public, and our owners. Above all, it sustainably protects all of us – if we live by the Code of Conduct.

For our joint business success, it is crucial that we can leverage our opportunities in a fast-paced market environment. We must always act lawfully and responsibly. **This Code of Conduct helps us do that.**

¹ This code applies to board members, senior executives, employees, and other staff of all companies in the Mister Spex group, regardless of their title or position, including all freelancers working for companies in the Mister Spex group under a service or work contract. For simplicity, the term „employees“ or „Spexies“ is used in this comprehensive understanding.



When in doubt: *Consult!*

Ask questions if you don't understand something, if you are unsure, or if you need advice. Your first point of contact should always be your supervisor. If this is not possible for various reasons, you can always contact our specialists. **You can find the contact options in the „Contact“ chapter or in the Legal & Compliance Space.**

To support and strengthen a common understanding of the contents of our Code of Conduct, we offer appropriate training and support relevant areas of activity with specific policies, procedures, and guidelines.

Finally, it should be mentioned that our Code of Conduct also applies to our customers, suppliers, service providers, external consultants, and other contractual partners. This reinforces our value of responsible and sustainable actions externally as well.



Leading by *Example*: Tone from the Top

Actions speak louder than words: Exemplary and ethically as well as legally impeccable behaviour starts with leadership. The integrity, responsibility, and value-based behaviour of management members have a decisive influence on the compliance behaviour of everyone else. **At Mister Spex, we lead by example.**

„Doing Good Business“ is an important corporate goal for us. From this aspiration arises the duty for all employees, and especially for our leaders, to act as role models. It is expected that all members of management credibly exemplify our values to all employees („Tone at the Top“). This underscores their responsibility for value-based decisions and reinforces their role model function in line with our values.

Our business environment supports this: Performance metrics are not the sole measure of business success for us; rather, our performance evaluation also includes the „How“ of achieving goals. This includes integrity and responsible behaviour.

DON'T JUST
TALK
THE TALK ...
WALK
THE WALK!

Focus on the Essentials: *Our Values*

This code formulates principles of entrepreneurial action that are in line with our values and whose adherence is essential for us. We have the aspiration that these values are not only recorded on paper but also reflected in the behaviour of every Spexie and in the actions of our company as a whole.

All Spexies, that is, the board, managers, and all employees, commit to adhering to these central corporate values as specified in this Code of Conduct. Only in this way can we all live our purpose together: „Focus confidently on what really matters. For you, for everyone, for the planet.“

These values are:





What does this mean for *me*?

Ask yourself the following questions in your daily work:

- Am I doing the right thing according to my own values?
- Is my behaviour appropriate and in line with the Code of Conduct?
- Can I stand by my decision and its consequences?
- Is my decision in the long-term interest of Mister Spex?

Integrity

Winning with Integrity – The integrity of each individual is the prerequisite for trustworthy and cooperative collaboration. Compliance with laws and regulations in the jurisdictions in which we operate is inseparably linked to our corporate responsibility and values. At Mister Spex, various regulations apply, which are regularly adapted to changed and new business processes and/or activities as part of our agile approach and must always be observed.

Compliance with laws and regulations and the proper handling of Mister Spex assets is part of our corporate responsibility.

We always perform our tasks and the associated responsibilities within and outside our company with the utmost professionalism, competence, care, and integrity. We respect the rights of others and refrain from anything that could harm our customers and users, our brands, the Mister Spex group, and our colleagues.

We also handle assets and resources prudently and use them exclusively for appropriate business purposes, unless otherwise specified individually or according to company regulations or practice.

We see compliance with the Code of Conduct as a shared task.

Compliance with the Code of Conduct is an ongoing process in which we support each other. Together with the departments, our central compliance officer identifies the relevant regulations and requirements for Mister Spex and ensure that their compliance is monitored by the relevant functions. We know that the demands on our behaviour evolve with our business activities. We incorporate this into our daily actions. We inform ourselves about changes in regulations and requirements in our work area and apply them in a timely manner.



What does this mean for *me*?

- Ensure that your decisions and actions are in line with the Code of Conduct, applicable law, and regulations.
- Pay attention to compliance with written rules (e.g., organizational and competency policies and procedures).
- Always be aware of potential reputational risks in your actions and decisions.
- Ensure that Mister Spex is not harmed by your statements on the internet and social networks.

When in doubt: *Consult!*

If you have questions, doubts, or uncertainties: Ask! First, contact your supervisor and/or directly contact Compliance. If this is not possible for various reasons, you can also contact our external confidential counsellor via our Compliance Hotline (see „Where to Find Help“ - Compliance Hotline).

Customers, Employees, and Our *Social Environment*

We are committed to our customers.

For us, the customer is at the center. We support them in long-term partnerships. We know the business environment and offer our customers optimal advice and solutions that meet their needs. Our collaboration is based on team spirit, trust, reliability, commitment, honesty, reason, and self-confidence – both externally and internally.

We value the commitment of our employees.

We foster a motivating and respectful work environment where our employees can bring their great potential. We want to attract, promote, and retain highly qualified and committed employees at Mister Spex. We believe that the diversity of our colleagues with their different views and skills enriches us.

We ensure a safe working environment and comply with local laws and regulations regarding health and safety at the workplace.

We comply with all laws regarding equal opportunities and the equal promotion of career development opportunities for all employees, without distinction or discrimination based on ethnic origin, skin color, gender, age, religion, disability, marital status, sexual orientation, nationality, or other characteristics.

We do not tolerate discrimination against employees.

We do not tolerate any form of discrimination, harassment, threats, or other hostile or abusive behaviour in the workplace. Nor do we tolerate false or malicious statements or actions that could harm customers, employees, shareholders of the Mister Spex group, or the social environment. It is our endeavour, and we have appropriate procedures, to resolve arising problems respectfully, confidentially, and quickly.

In all our business activities, we always keep the importance of ecological and social sustainability in mind.

We understand taking social responsibility as an integral part of our actions, as an investment in society and thus also in our own future. Therefore, we support social and cultural activities, engage responsibly and sustainably in our social environment.

What does this mean for *me*?

- Inform our Customer Service immediately about complaints from customers.
- Consider the opinions of your colleagues.
- Treat your colleagues fairly and respectfully.
- Consider the impact of your actions and decisions on our customers, our employees, and our social environment.
- Refrain from any discriminatory or harassing behaviour towards colleagues and customers.
- In case of discriminatory or harassing behaviour by other employees, you can confidently contact HR. Alternatively, you can contact our external confidential counsellor via our Compliance Hotline or our anonymous whistleblower system BKMS® (see „Where to Find Help – Compliance Hotline“).

When in doubt: *Consult!*

Conflicts of Interest

We resolve conflicts of interest in the best interest of Mister Spex.

Conflicts between the interests of our customers and the interests of Mister Spex and our employees can arise in numerous everyday business situations. Additionally, situations can occur where the personal interests of our customers or employees differ from those of Mister Spex. We always act attentively and have the necessary knowledge and tools to recognize, manage, or – if possible – avoid conflicts of interest.

If conflicts of interest, whether factual or apparent, are unavoidable, we disclose them in a timely manner. We then seek appropriate measures together with the responsible departments in the company (e.g., Risk Management & Compliance, Legal, HR) to act in the best interest of Mister Spex.

We do not use our position or that of Mister Spex to pursue our personal interests or the interests of third

parties close to us. We do not engage in side activities such as political engagements that could endanger the reputation of Mister Spex. They may only be carried out as long as they do not conflict with the interests of Mister Spex and there are no competitive reasons against them. Additionally, other paid side activities are only permitted with prior approval from Mister Spex.

Furthermore, we do not invest, directly or indirectly, in a competitor of Mister Spex if this affects the legitimate interests of Mister Spex. Exceptions require the explicit written consent of Mister Spex.

We do not grant or accept any benefits that could potentially lead to conflicts of interest and thus harm Mister Spex or our customers.



What does this mean for *me*?

- Report personal or other relationships that could lead to conflicts of interest, as well as other matters with potential for conflicts of interest to Risk Management & Compliance.
- Report any paid side activities in writing to HR and obtain written approval. Approval is generally granted if there are no substantive reasons against taking up the activity.
- Be cautious when awarding contracts to external service providers if there are personal relationships with them. Always disclose such connections!
- Do not accept or grant any benefits, including invitations or gifts, if this could influence business decisions or create such an impression among third parties.
- Familiarize yourself with the internal standards for avoiding and handling conflicts of interest. You can find these in the Legal & Compliance Space on SharePoint.

When in doubt: *Consult!*

Data Protection, Communication and *Transparency*

The trust of customers, the public, employees, and investors in us and our brand is a valuable asset. The handling of collected and provided data from customers, users, and business partners is done responsibly while respecting personal rights. External reporting must always be correct and truthful.

We treat data absolutely confidentially and communicate professionally.

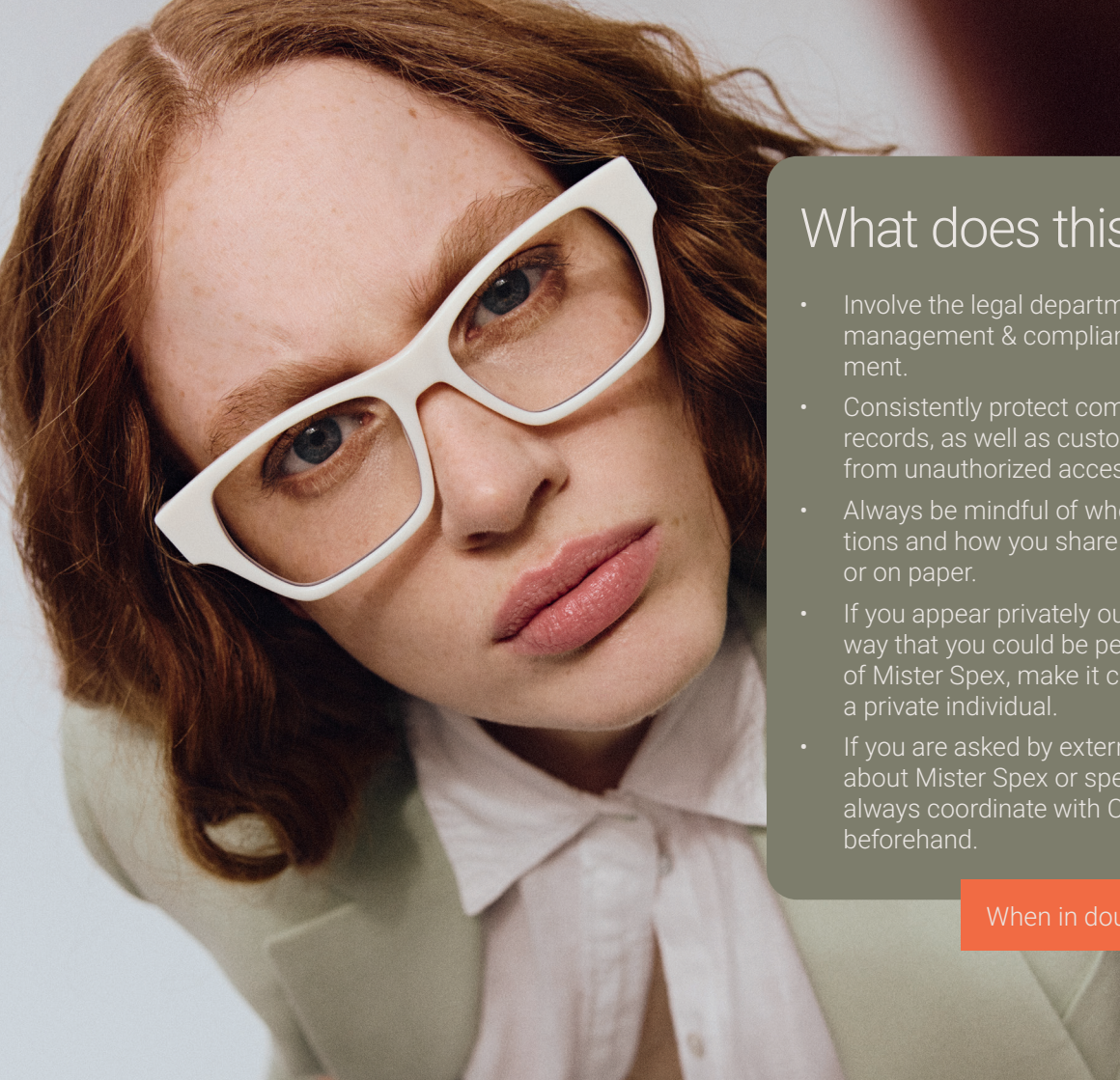
We protect the data of customers, business partners, and employees by complying with applicable information security and data protection requirements. We handle these data responsibly and use them exclusively within the framework of legal regulations.

Statements made on behalf of Mister Spex employees are uniform, clear, and factually correct. Communications directed to the public are coordinated with Corporate Communications / PR or Investor Relations.

Information about Mister Spex and our business activities is disclosed, if required by law (e.g., in the context of annual and consolidated financial statements), in accordance with legal requirements and in coordination with relevant departments.

Legal notification obligations, e.g., regarding price information, annual and consolidated financial statements, data protection, etc., are comprehensively fulfilled by the responsible employees of Mister Spex. In case of doubt, the legal department assists in clarifying legal requirements.

Where necessary, Mister Spex cooperates with investigative authorities, auditors, consumer protection agencies, and competition regulators and supports their work.



What does this mean for *me*?

- Involve the legal department, data protection, and risk management & compliance early in product development.
- Consistently protect company documents and records, as well as customer and company data, from unauthorized access.
- Always be mindful of where you conduct conversations and how you share information electronically or on paper.
- If you appear privately outside of Mister Spex in a way that you could be perceived as a representative of Mister Spex, make it clear that you are acting as a private individual.
- If you are asked by external parties for a statement about Mister Spex or specific business topics, always coordinate with Corporate Communications beforehand.

When in doubt: *Consult!*

Confidential Information and Insider Knowledge

In the course of our business activities, we gain access to confidential company data and information. This can include trade and business secrets (e.g., codes, customer and user data, market strategies, product plans, etc.), as well as valuable insider information (e.g., figures, data, financial information, planned acquisitions, etc.). Insider knowledge includes all (specific) information about non-public circumstances related to Mister Spex that could significantly influence the behaviour of other market participants if made public.

We protect trade and business secrets, insider knowledge, and other confidential information, keep them secret, and never use them for personal gain or the benefit of others.

We use our business information only within the usual operational processes and official duties. If we suspect the misuse of trade secrets, confidential information, or insider knowledge, we report this to the responsible departments (Risk Management & Compliance, Data Protection, Confidential Counsellor).

We particularly comply with the specific legal regulations regarding insider information for publicly traded companies.

Under no circumstances do we use trade secrets or insider information to pursue personal interests or the interests of third parties. Special behavioural rules apply to insider knowledge, and its misuse is punishable by law.



What does this mean for *me*?

- Confidential information must not be mentioned or otherwise disclosed to unauthorized persons or made accessible to them.
- It is not permitted to send confidential information via email to a private email address. Similarly, any other form of disclosure outside the designated information channels is prohibited.
- Be particularly careful when sending confidential information, especially in choosing to whom you send it.
- Never use confidential information for personal gain or the benefit of a third party.
- Consider whether the disclosure of confidential information is necessary to fulfil official duties („need to know” principle).

When in doubt: *Consult!*

Criminal Acts

We firmly oppose any form of fraud, bribery, and corruption, as well as any other economic criminal acts.

As one of the leading omnichannel opticians, we have a great responsibility towards customers, employees, investors, and the public. Our actions are always aimed at meeting high ethical standards. This naturally means that we comply with the law and particularly oppose any form of criminal acts (e.g., fraud, bribery, and corruption) within our area of responsibility.

We are aware of and comply with the applicable guidelines for avoiding conflicts of interest, including the acceptance and granting of benefits (e.g., invitations and gifts). Detected violations of internal and legal regulations are sanctioned.

We do not engage in transactions where we suspect they are related to bribery.

We actively and appropriately inform ourselves about our customers. We incorporate this information into our decisions and analyse the customer relationship attentively. Mister Spex has binding rules and procedures for investigating suspected cases related to criminal acts within our business activities. These can be found on SharePoint in the Legal & Compliance Space.

We support the responsible departments in our area of responsibility in their investigations and are aware of the options provided by Mister Spex for reporting other criminal acts.



What does this mean for *me*?

- Do not accept or grant any benefits, including invitations or gifts, if this could influence business decisions or create such an impression among third parties.
- Immediately report suspected fraud cases or other violations of laws or regulations (including internal ones) to the designated contacts.
- Contact one of the designated contacts if you are concerned about being involved in a bribery or fraud case or other criminal act.

When in doubt: *Consult!*

Risk Management, Finance, Taxes, and Contracts

We consistently and proactively assess our risks.

Active risk management is an essential component of Mister Spex's corporate governance. Our actions are based on a reasonable and consistent approach to risks and opportunities. The individual elements of risk management form a system that ensures the identification, analysis, evaluation, control, ongoing monitoring, and reporting of risks.

We keep our books accurately and completely.

We ensure that all business transactions are recorded in our books according to established rules and processes as well as generally accepted accounting principles. Our accounting, financial reporting, and reporting are timely, precise, accurate, understandable, and truthful. They comply with current legal and regulatory requirements.

We support the work of auditors to the best of our knowledge and belief.

Financial planning is based on appropriate assumptions and reflects future contributions considering existing accounting regulations. Opportunities and risks are equally considered.

We comply with national and international tax laws and reject any form of tax abuse.

We explicitly commit to fulfilling all tax obligations. We engage in responsible tax planning that takes into account both our tax obligations and our investors. We reject tax abuse but utilize available opportunities for permissible tax optimization. When introducing new products, we ensure compliance with tax requirements.

When concluding contracts, we adhere to the prescribed processes.

The conclusion of contracts is subject to clear responsibilities. We adhere to the prescribed processes, including involving the legal department and observing signing

rights and approval obligations (e.g., supervisory board). We adhere to budgets and handle them responsibly, monitor contractual relationships, and coordinate special features with the appropriate contacts (e.g., special termination rights, non-standard clauses), and we archive according to legal requirements.

What does this mean for *me*?

- Inform yourself about obligations to avoid tax risks if they affect your area of responsibility and involve Finance/Taxes in relevant cases.
- Always act responsibly, with the necessary care, and in the best interest of Mister Spex.
- Ensure that your contributions to reporting/finance – especially in the context of financial statement preparation, planning processes, and reporting – are timely and accurate.
- Weigh the yield and risk of your decisions for your area of responsibility and for Mister Spex.
- Coordinate all non-standard clauses with the legal department and inform about special termination rights.

When in doubt: *Consult!*

Compliance with the Code of Conduct

We know and read the Code of Conduct and adhere to the „spirit and letter“ of its provisions. We are aware that non-compliance with the principles outlined here, also in con-

nection with applicable guidelines (Policies & Procedures), can impact individual goal achievement and may result in disciplinary measures up to termination of employment.

Look, don't look away, and: *Take responsibility!*

We promptly report potential violations of laws, rules, regulations, internal guidelines, or the Code of Conduct to our supervisors, the Compliance Officer, or our external confidential counsellor via our Compliance Hotline and our anonymous whistleblower system BKMS® (see „Where to Find Help – Compliance Hotline“). Reports to the Compliance Hotline can also be made anonymously but should contain sufficient information for Mister Spex to investigate the matter appropriately.

Mister Spex prohibits any form of sanctions against anyone who reports a potential violation in good faith or participates in an investigation, even if no sufficient evidence can be provided to substantiate the concerns raised. This applies to any indication of a potential violation of law and/or regulations, not just those submitted through the Compliance Hotline.



Where to Find Help – *Compliance* Hotline

There are many ways to get help. We use those that seem appropriate for the situation. In some situations, seeking advice is sensible, perhaps even necessary. Usually, the first and most suitable point of contact is your supervisor.

Other places where help or advice can be sought, or where questions can be addressed in writing, are listed in the „Contact“ chapter at the end of this Code of Conduct.

If the above communication channels seem unsuitable in the specific situation, you can contact our external confidential counsellor via our external Compliance Hotline or the anonymous whistleblower system BKMS®.

Mister Spex has appointed an external lawyer as confidential counsellor, who is legally obligated to confidentiality, to perform the tasks of an ombudsman.

Every submission is

- taken seriously,
- treated absolutely confidentially and
- followed up.

Submissions can also be made anonymously if necessary.

Mister Spex prohibits any form of sanctions against anyone who reports a potential violation in good faith or participates in an investigation, even if no sufficient evidence can be provided to substantiate the concerns raised. This applies to any indication of a potential violation of law and/or regulations, not just those submitted through the hotline.



Compliance Hotline

(030) 31 86 85 – 81

compliance-misterspex@fs-pp.de

Further information:

- **Compliance Hotline**
- **Compliance Space** in our **Sharepoint**
- **External Compliance Hotline:**

<https://fachanwaelte-strafrecht-potsdamer-platz.de/de/compliance/compliance-meldestelle/unternehmen-organisationen/mister-spex>

Compliance *Checklist*

Our ethical behaviour, that is, the personal assessment of what is appropriate, what is right, and what ultimately benefits everyone, should guide our behaviour in daily business. Our behaviour is fundamentally based on applicable law and Mister Spex policies. At the same time, it should reflect fundamental considerations of ethics, values, and related obligations – including the values and obligations postulated by Mister Spex. The following checklist is intended to serve as a decision aid not only in difficult situations but also in daily business.

When making a decision or following an instruction, please ask yourself the following questions:

- ✓ Does my action or behaviour, or that of a colleague, customer, or supplier – as far as I can assess – comply with applicable law?

- ✓ Does the decision or instruction align with the specifications of Mister Spex policies, the Code of Conduct, including the „Tone at the Top“?
- ✓ Does the decision or instruction lead to doing the right thing, is it based on responsible professional judgment, and would I still stand by it if it were made public?

If the answer to any of these questions is „No“ or „Maybe,“ support is needed. This also includes the following situations:

- ✓ Uncertainties regarding the interpretation of relevant laws and applicable policies – regulations can be complex.
- ✓ Potential actions or decisions cause personal discomfort.

Look, don't look away and *take responsibility!*

Our employees are required to point out the imminent danger in case of potential or suspected violations of applicable laws and Mister Spex policies, if this appears appropriate or necessary after weighing the individual case

and circumstances to prevent harm to Mister Spex, our employees, customers, or users.



Kontakt

Compliance Officer

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Externe Hotline

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<https://fachanwaelte-strafrecht-potsdamer-platz.de/de/compliance/compliance-meldestelle/unternehmen-organisationen/mister-spex>

Current contacts for the following topics can be found on SharePoint in the Legal & Compliance Space

Risk Management & Compliance

Conflicts of interest, quality of our products, compliance with Mister Spex policies & processes, corruption and bribery, acceptance and granting of benefits, fraud and embezzlement (including travel expenses), theft and misappropriation, misuse of assets, insurance

Legal

Behaviour during searches, lawsuits or threats of lawsuits, contractual penalties, human dignity, confidentiality, handling business documents and trade secrets, violations of obligations regarding insider knowledge, capital market compliance including insider trading, directors' dealings, and ad hoc publicity

People/HR

Work environment, career development, equality, respect, discrimination, bullying & bossing

Data Protection

Data protection, privacy of customers, users, and employees, personal data, violations of competition or consumer protection regulations

CorpIT

IT security, electronic communication, use of software, operational use of AI, misuse and unauthorized access to data

Procurement

Supplier selection

Workplace

Building security, occupational safety

Corporate Communications / Brand & PR

Crisis communication and
public relations, brand & reputation

Finance / Accounts Payable

Accounting regulations & obligations of
external financial reporting, hospitality &
travel expenses (including tax-related)

