

tonies SE
Société européenne
Registered office: 9, rue de Bitbourg
L-1273 Luxembourg
R.C.S. Luxembourg: B 252939

**Statement regarding the application of certain rules from
the German Corporate Governance Code**

tonies SE is a European Company (*societas europaea*) governed by Luxembourg law. The German corporate governance code (“**GCGC**”) does therefore not apply to the Company and the Company does not have to issue a declaration of conformity with the GCGC under section 161 of the German Stock Corporation Act (*Aktiengesetz*).

Solely for purposes of section 5.4.1. of the DAX Equity Index Methodology Guide of STOXX Ltd., tonies SE declares that it does not deviate from recommendations C.10 (with sole reference to its applicability to the Chair of the Audit Committee), D.8 and D.9 of the GCGC 2022, in each case applied accordingly to a European Company (*societas europaea*) with a two-tier governance system under Luxembourg law.

The Company’s supervisory board or its audit committee arranges for the Company’s external auditors to inform it and note in the audit report if, during the performance of the audit, the external auditors identify any facts that indicate an inaccuracy in adhering to the recommendations in C.10, D.8 or D.9 of the GCGC in each case applied accordingly to a European Company (*societas europaea*) with a two-tier governance system under Luxembourg law, and, in case of D.9, applied accordingly with respect to this statement.

tonies SE additionally declares that it has appointed an Audit Committee that is to monitor the accounting process, the effectiveness of the internal control system, the risk management system, and the internal accounting control system as well as the auditing of financial statements, and in this regard particularly the selection and the independence of the auditor of the annual accounts and the services additionally provided by the auditor of the annual accounts pursuant to section 107 (4) of the German Stock Corporation Act (*Aktiengesetz*).

Luxembourg, May 27, 2024.

For the management board of the Company.

gez. Tobias Wann

gez. Dr. Jan Middelhoff

By: Tobias Wann

By: Dr. Jan Middelhoff

Title: CEO

Title: CFO