



VOTING FORM

IN ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION AND THE LUXEMBOURG LAW OF 24 MAY 2011 ON CERTAIN RIGHTS OF SHAREHOLDERS IN LISTED COMPANIES, AS AMENDED, SHAREHOLDERS WISHING TO PARTICIPATE IN THE ANNUAL GENERAL MEETING WITHOUT ATTENDING IN PERSON, MAY PROVIDE A PROXY OR VOTING FORM TO EXERCISE THEIR VOTING RIGHTS (IN ACCORDANCE WITH SECTION "REPRESENTATION" OF THE CONVENING NOTICE").

IF A SHAREHOLDER HAS CHOSEN TO APPOINT A PROXYHOLDER OTHER THAN THE PERSON APPOINTED BY THE COMPANY AS THEIR PROXYHOLDER, SUCH PROXYHOLDER MAY VOTE BY ATTENDING IN PERSON OR BY WAY OF THIS VOTING FORM.

Dear Shareholder,

You are holding shares of the Company (as defined below) on **10 May 2022 at 12.00 am (midnight) CEST**. You are therefore entitled to participate in the annual general meeting of shareholders of:

Company name	tonies SE (the "Company")
Nationality	Incorporated under the laws of the Grand Duchy of Luxembourg
Legal form	<i>Société européenne</i>
Registered office	9, rue de Bitbourg, L-1273 Luxembourg
Registration number	R.C.S. Luxembourg B 252939

WHEN IS THE MEETING?

We invite you to participate in the annual general meeting of shareholders that will be held on:

Date, time and place	24 May 2023 at 9.00 am CEST, on the premises of Arendt & Medernach S.A. at 41A, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.
Deadline to provide proof of shareholding	No later than on 19 May 2023 at 6.00 pm CEST

HOW TO PARTICIPATE AND VOTE?

STEP 1 : Provide proof of shareholding no later than on 19 May 2023 at 6.00 pm CEST

- 1 Provide proof of shareholding no later than on 19 May 2023 at 6.00 pm CEST to the Centralizing Agent by any of the following means of communication:

✉ By postal mail to:
tonies SE,
 c/o **Link Market Services GmbH** as Centralizing Agent
 Address: Landshuter Allee 10
 80637 Munich Germany
 Tel: +49 (0) 89 210 27 – 289

@ By email to: agm@linkmarketservices.de

STEP 2 : Vote by voting form

- 1 Fill in the “*Voting form*” in [Schedule 1](#)
- 2 Send the voting form no later than on 19 May 2023 at 6.00 pm CEST by any of the following means of communication:
 - ✉ By postal mail to:
tonies SE,
 c/o **Link Market Services GmbH** as Centralizing Agent
 Address: Landshuter Allee 10
 80637 Munich Germany
 Tel: +49 (0) 89 210 27 – 289
 - @ By email to: agm@linkmarketservices.de

WHAT IS ON THE AGENDA?

The shareholders will deliberate and vote on the following agenda.

AGENDA	
1	Presentation of the combined consolidated management report of the management board of the Company regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2022.
2	Presentation of the reports of the independent auditor (<i>réviseur d'entreprises agréé</i>) of the Company regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2022.
3	Approval of the annual accounts of the Company for the financial year ended December 31, 2022.
4	Acknowledgement of the results of the Company made with respect to the financial year ended December 31, 2022, and resolution concerning the allocation of the results of the Company for the financial year ended December 31, 2022.
5	Approval of the consolidated financial statements of the Company for the financial year ended December 31, 2022.
6	Granting of discharge (<i>quitus</i>) to Christian Bailly, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.
7	Granting of discharge (<i>quitus</i>) to Alexander Kudlich, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.
8	Granting of discharge (<i>quitus</i>) to Alexander Schemann, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.
9	Granting of discharge (<i>quitus</i>) to Helmut Jeggle, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.
10	Granting of discharge (<i>quitus</i>) to Dr. Thilo Fleck, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.

- 11** Granting of discharge (*quitus*) to Anna Dimitrova, as member of the supervisory board, for the performance of her duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.
- 12** Granting of discharge (*quitus*) to Stephanie Caspar, as member of the supervisory board, for the performance of her duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.
- 13** Granting of discharge (*quitus*) to Patric Faßbender, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2022.
- 14** Granting of discharge (*quitus*) to Marcus Stahl, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2022.
- 15** Renewal of the mandate of Mazars Luxembourg as independent auditor (*réviseur d'entreprises agréé*) of the Company for the financial year 2023.
- 16** Presentation of and advisory vote on the remuneration report for the members of the management board and the supervisory board for the financial year ended on December 31, 2022.
- 17** Approval of the 2022 equity incentive plan of the Company.

SCHEDULE 1

VOTING FORM

for the annual general meeting of shareholders of **tonies SE** to be held on 24 May 2023 at 9.00 am CEST, on the premises of Arendt & Medernach S.A. at 41A, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.



Please return this form no later than on 19 May 2023 at 6.00 pm CEST

✉ By postal mail to:
tonies SE,
 c/o **Link Market Services GmbH** as Centralizing Agent
 Address: Landshuter Allee 10
 80637 Munich Germany
 Tel: +49 (0) 89 210 27 – 289

@ By email to: agm@linkmarketservices.de

I, THE UNDERSIGNED,

If you are an individual, please indicate:

First name(s)

Last name

Address

OR

If you are a company, please indicate:

Corporate name

Registered office or principal place of business

Registration authority

Registration number

HOLDER OF THE FOLLOWING SHARES

Check the type(s) of shares you own and fill in the number of corresponding shares as shown in the attached certificate(s):

Class A shares

Number of shares:

HEREBY ACKNOWLEDGE

that the annual general meeting of the Company will be held on 24 May 2023 at 9.00 am CEST, on the premises of Arendt & Medernach S.A. at 41A, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

EXPRESSION OF VOTES

The undersigned hereby votes as follows:

Resolution	
1	The general meeting of shareholders acknowledges the combined consolidated management report of the management board of the Company regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2022.
Resolution	
2	The general meeting of shareholders acknowledges the reports of the independent auditor (<i>réviseur d'entreprises agréé</i>) of the Company regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2022.
Resolution	My vote
3	The general meeting of shareholders approves the annual accounts of the Company for the financial year ended December 31, 2022.
	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
4	The general meeting of shareholders acknowledges the results of the Company made with respect to the financial year ended December 31, 2022.
	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
	The general meeting of shareholders resolves to carry forward the [***] of the financial year ended December 31, 2022 amounting to EUR [***] to the following financial year.
Resolution	My vote
5	The general meeting of shareholders resolves to approve the consolidated financial statements of the Company for the financial year ended December 31, 2022.
	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
6	The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Christian Bailly, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.
	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
7	The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Alexander Kudlich, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.
	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p>8 The general meeting of shareholders resolves to shareholders grant discharge (<i>quitus</i>) to Alexander Schemann, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p>9 The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Helmut Jeggle, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p>10 The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Dr. Thilo Fleck, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p>11 The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Anna Dimitrova, as member of the supervisory board, for the performance of her duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p>12 The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Stephanie Caspar, as member of the supervisory board, for the performance of her duties as member of the supervisory board for and in connection with the financial year ended December 31, 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p>13 The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Patric Faßbender, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p>14 The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Marcus Stahl, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p>15 The general meeting of shareholders resolves to renew the mandate of Mazars Luxembourg as independent auditor (<i>réviseur d'entreprises agréé</i>) of the Company for the financial year 2023.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
16 The general meeting of shareholders resolves to pass an advisory vote on the remuneration report for the members of the management board and the supervisory board for the financial year ended on December 31, 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
17 The general meeting of shareholders resolves to approve the 2022 equity incentive plan of the Company.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

IMPORTANT NOTES

What happens if my vote is not clearly expressed?

Any lack of choice in one or more of the various voting options provided above on a signed voting form or any contradictory choice on such form will be considered as abstention for the relevant resolution.

Can I revoke this voting form?

Yes. The voting form can be revoked by timely delivering a properly executed later-dated proxy or voting form or a declaration to revoke the voting form to the Centralizing Agent no later than on 19 May 2023 at 6.00 pm CEST.

What is the applicable law to this voting form?

This voting form and the rights, obligations and liabilities of the undersigned hereunder shall be governed by the laws of Luxembourg, to the exclusion of its rules of conflict of laws.

Any claims, disputes or disagreements arising under, in connection with or by reason of this voting form shall be brought by the undersigned and the Company in the courts of the city of Luxembourg, and each of the undersigned and the Company hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

SIGNATURES

Date of signature		← Use the format day/month/year
Place of signature		← Write the name of the city and the country

Signature	
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Name		← Name of a company or the First and Last names of a natural person
Signed by		← If signed by a company, First and Last names of a natural person
Title		← If signed by a company, title of the natural person signing on behalf of the company