



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

FORM OF RESOLUTIONS TO BE PROPOSED AT THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF TONIES SE TO BE HELD ON 2 JUNE 2022 AT 9.00 AM CEST

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, 2021.
2. Presentation of the reports of the independent auditor (*réviseur d'entreprises agréé*) of the Company regarding the annual accounts and the consolidated financial statements of the Company for the financial year ended December 31, 2021.
3. Approval of the annual accounts of the Company for the financial year ended December 31, 2021.
4. Acknowledgement of the results of the Company made with respect to the financial year ended December 31, 2021, and resolution concerning the allocation of the results of the Company for the financial year ended December 31, 2021.
5. Approval of the consolidated financial statements of the Company for the financial year ended December 31, 2021.
6. Granting of discharge (*quitus*) to Christian Bailly, 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, 2021.
7. Granting of discharge (*quitus*) to Alexander Kudlich, 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, 2021.
8. Granting of discharge (*quitus*) to Alexander Schemann, 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, 2021.
9. Granting of discharge (*quitus*) to Helmut Jeggle, 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, 2021.
10. Granting of discharge (*quitus*) to Dr. Thilo Fleck, 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, 2021.
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, 2021.

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, 2021.
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, 2021.
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, 2021.
15. Granting of discharge (*quitus*) to Alexander Kudlich, as member of the management board, for the performance of his mandate as member of the management board for the financial year ended December 31, 2021.
16. Granting of discharge (*quitus*) to Dr. Ludwig Ensthaler, as member of the management board, for the performance of his mandate as member of the management board for the financial year ended December 31, 2021.
17. Granting of discharge (*quitus*) to Florian Leibert, as member of the management board, for the performance of his mandate as member of the management board for the financial year ended December 31, 2021.
18. Granting of discharge (*quitus*) to Daniel Bley, as member of the management board, for the performance of his mandate as member of the management board for the financial year ended December 31, 2021.
19. Confirmation of discharge (*quitus*) given pursuant to the extraordinary general meeting of shareholders on November 15, 2021 to Gisbert Rühl as member of the supervisory board, for the performance of his mandate as member of the supervisory board for the financial year ended December 31, 2021.
20. Confirmation of discharge (*quitus*) given pursuant to the extraordinary general meeting of shareholders on November 15, 2021 to Johannes Maret, as member of the supervisory board, for the performance of his mandate as member of the supervisory board for the financial year ended December 31, 2021.
21. Confirmation of discharge (*quitus*) given pursuant to the extraordinary general meeting of shareholders on November 15, 2021 to Lea-Sophie Cramer, as member of the supervisory board, for the performance of her mandate as member of the supervisory board for the financial year ended December 31, 2021.
22. Confirmation of discharge (*quitus*) given pursuant to the extraordinary general meeting of shareholders on November 15, 2021 to Florian Wendelstadt, as member of the supervisory board, for the performance of his mandate as member of the supervisory board for the financial year ended December 31, 2021.
23. Renewal of the mandate of Mazars Luxembourg as independent auditor (*réviseur d'entreprises agréé*) of the Company.
24. Approval of the remuneration of members of the supervisory board of the Company acting on committees.
25. 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, 2021.
26. Presentation of and advisory vote on the remuneration policy for the members of the management board and the supervisory board applicable as from the financial year ending on December 31, 2022.

The management board and supervisory board of the Company submit the following resolutions for adoption:

First Resolution

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, 2021

Second Resolution

The general meeting of shareholders acknowledges the reports of the independent auditor (*cabinet de révision agréé*) of the Company regarding the annual accounts and the consolidated financial statements of the Company for the financial year ended December 31, 2021, as presented to it by Mazars, in its capacity as independent auditor (*cabinet de révision agréé*) of the Company.

Third Resolution

The management board proposes that the general meeting of shareholders approve the annual accounts of the Company for the financial year ended December 31, 2021.

Fourth Resolution

The general meeting of shareholders acknowledges the loss of EUR 21,787,733.92 of the Company for the financial year ended December 31, 2021, as presented to it by the management board of the Company.

The management board proposes that the general meeting of shareholders carry forward the net loss of the financial year ended December 31, 2021 amounting to EUR 21,787,733.92 to the following financial year.

Fifth Resolution

The management board proposes that the general meeting of shareholders approve the consolidated financial statements of the Company for the financial year ended December 31, 2021.

Sixth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) 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, 2021.

Seventh Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) 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, 2021.

Eighth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) 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, 2021.

Ninth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) 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, 2021.

Tenth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) 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, 2021.

Eleventh Resolution

The management board proposes that the general meeting of shareholders grant 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, 2021.

Twelfth Resolution

The management board proposes that the general meeting of shareholders grant 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, 2021.

Thirteenth Resolution

The management board proposes that the general meeting of shareholders grant 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, 2021.

Fourteenth Resolution

The management board proposes that the general meeting of shareholders grant 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, 2021.

Fifteenth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Alexander Kudlich, 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, 2021.

Sixteenth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Dr. Ludwig Ensthaler, 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, 2021.

Seventeenth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Florian Leibert, 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, 2021.

Eighteenth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Daniel Bley, 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, 2021.

Nineteenth Resolution

The management board proposes that the general meeting of shareholders confirm the discharge (*quitus*) granted to Gisbert Rühl granted by the extraordinary general meeting of shareholders on November 15, 2021, as member of the supervisory board, for the performance of his mandate as member of the supervisory board for the financial year ended December 31, 2021.

Twentieth Resolution

The management board proposes that the general meeting of shareholders confirm the discharge (*quitus*) granted to Johannes Maret granted by the extraordinary general meeting of shareholders on November 15, 2021, as member of the supervisory board, for the performance of his mandate as member of the supervisory board for the financial year ended December 31, 2021.

Twenty-first Resolution

The management board proposes that the general meeting of shareholders confirm the discharge (*quitus*) granted to Lea-Sophie Cramer granted by the extraordinary general meeting of shareholders on November 15, 2021, as member of the supervisory board, for the performance of her mandate as member of the supervisory board for the financial year ended December 31, 2021.

Twenty-second Resolution

The management board proposes that the general meeting of shareholders confirm the discharge (*quitus*) granted to Florian Wendelstadt granted by the extraordinary general meeting of shareholders on November 15, 2021, as member of the supervisory board, for the performance of his mandate as member of the supervisory board for the financial year ended December 31, 2021.

Twenty-third Resolution

The management board proposes that the general meeting of shareholders renew the mandate of Mazars Luxembourg, represented by partner Fabien Delante, as independent auditor (*cabinet de révision agréé*) of the Company in relation to the annual accounts and the consolidated financial statements for the financial year ending on December 31, 2022, for a term which will expire at the end of the annual general meeting of the shareholders of the Company called to approve the annual accounts and the consolidated financial statements for the financial year ending on December 31, 2022.

Twenty-fourth Resolution

The management board proposes that the general meeting of shareholders approve the remuneration of the members of the supervisory board acting on the audit committee of the Company, which shall comprise a fixed annual compensation of 30,000.00 euro (EUR thirty thousand) for the chairman of the audit committee of the Company. The Company may also pay on an attendance fee to the other members of the audit committee of the Company.

Twenty-fifth Resolution

The management board proposes that the general meeting of shareholders 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, 2021.

Twenty-sixth Resolution

The management board proposes that the general meeting of shareholders pass an advisory vote on the remuneration policy for the members of the management board and the supervisory board, applicable as from the financial year ending December 31, 2022.