



PROXY FORM

IN ACCORDANCE WITH THE LAW OF 23 SEPTEMBER 2020 RELATING TO MEASURES ON THE HOLDING OF MEETINGS IN COMPANIES AND OTHER LEGAL ENTITIES, AS EXTENDED, THE SHAREHOLDERS WILL NOT BE ABLE TO EXPRESS THEIR VOTE IN PERSON AT THE ANNUAL GENERAL MEETING. FOR THIS REASON, PLEASE EXERCISE YOUR VOTING RIGHTS BY EITHER USING A VOTING FORM (IN ACCORDANCE WITH SECTIONS “VOTING FORMS” OF THE CONVENING NOTICE) OR BY SUBMITTING THIS PROXY COMPLETED AND EXECUTED TO THE CENTRALIZING AGENT.¹

IF A SHAREHOLDER APPOINTS A PROXYHOLDER OTHER THAN THE CENTRALIZING AGENT AS THEIR PROXYHOLDER, SUCH PROXYHOLDER CAN ONLY VOTE BY WAY OF A VOTING FORM (IN ACCORDANCE WITH SECTION “VOTING FORMS” OF THE CONVENING NOTICE).

Dear Shareholder,

You are holding shares of the Company (as defined below) on **19 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 and time	2 June 2022 at 9.00 am CEST
Deadline to register	No later than on 19 May 2022 at 12.00 am (midnight) CEST

HOW TO PARTICIPATE AND VOTE?

STEP 1 : Register for the meeting no later than 19 May 2022 at 12.00 am (midnight)

- 1 Submit your registration 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

📠 By fax to: +49 (0) 89 210 27 – 289

¹**Note:** If this proxy has been received no later than 19 May 2022 at 12:00 pm (midnight) (“**Record Date**”), no additional registration is needed in order to participate to the annual general meeting.

STEP 2 : Vote by proxy form

- 1 Fill in the “*Proxy form*” in Schedule 1
- 2 Send the proxy form no later than 30 May 2022 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
 - 📠 By fax to: +49 (0) 89 210 27 – 289

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, 2021.
2	Presentation of the reports of the independent auditor (<i>réviseur d'entreprises agréé</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<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, 2021.
12	Granting of 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, 2021.
13	Granting of 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, 2021.
14	Granting of 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, 2021.
15	Granting of discharge (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<i>réviseur d'entreprises agréé</i>) 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.

PROXY FORM

for the annual general meeting of shareholders of **tonies SE** to be held in Luxembourg on 2 June 2022 at 9.00 am CEST



Please return this form no later than on 30 May 2022 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

📠 By fax to: +49 (0) 89 210 27 – 289

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:

I HEREBY GIVE IRREVOCABLE PROXY TO

c/o Link Market Services GmbH, with full power of substitution

OR Other proxyholder²:

First Name(s)

Last Name

Date of birth

Place of birth

Address

IN ORDER TO DELIBERATE AND VOTE AS FOLLOWS ON THE AGENDA ITEMS

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, 2021

Resolution

- 2 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.

Resolution

- 3 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.

My vote

- I approve
 I do not approve
 I abstain

Resolution

- 4 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.

My vote

- I approve
 I do not approve
 I abstain

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.

² If you wish to appoint a person other than the Centralizing Agent as your proxyholder, please note that the proxyholder will need to provide a new voting form in accordance with section "Voting Forms" of the convening notice.

Resolution	My vote
<p>5 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>6 The management board proposes that the general meeting of shareholders 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, 2021.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>7 The management board proposes that the general meeting of shareholders 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, 2021.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>8 The management board proposes that the general meeting of 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, 2021.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>9 The management board proposes that the general meeting of shareholders 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, 2021.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>10 The management board proposes that the general meeting of shareholders 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, 2021.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>11 The management board proposes that the general meeting of shareholders 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, 2021.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>

Resolution	My vote
<p>12 The management board proposes that the general meeting of shareholders 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, 2021.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p>13 The management board proposes that the general meeting of shareholders 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, 2021.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p>14 The management board proposes that the general meeting of shareholders 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, 2021.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p>15 The management board proposes that the general meeting of shareholders grant discharge (<i>quitus</i>) 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p>16 The management board proposes that the general meeting of shareholders grant discharge (<i>quitus</i>) 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p>17 The management board proposes that the general meeting of shareholders grant discharge (<i>quitus</i>) 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p>18 The management board proposes that the general meeting of shareholders grant discharge (<i>quitus</i>) 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p>19 The management board proposes that the general meeting of shareholders confirm the discharge (<i>quitus</i>) 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p>20 The management board proposes that the general meeting of shareholders confirm the discharge (<i>quitus</i>) 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p>21 The management board proposes that the general meeting of shareholders confirm the discharge (<i>quitus</i>) 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p>22 The management board proposes that the general meeting of shareholders confirm the discharge (<i>quitus</i>) 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p>23 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p>24 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
25 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 December 31, 2021.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
26 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 on December 31, 2022.	<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 clearly expressed choice in one or more of the various voting instruction options provided above will be considered an instruction to vote in favor of the proposed resolution.

Any contradictory choice will be considered as an instruction to abstain from voting in respect of the proposed resolution.

How can I inform you of a conflict of interest?

In case of a conflict of interest the proxy holder shall disclose certain specified facts which may be relevant for the undersigned in assessing any risk that the proxy holder might pursue any interest other than the interest of the undersigned. For more information, see on the website of the Company (<https://tonies.com/de-de/ir/>).

Can I revoke this proxy form?

Yes. This proxy can be revoked by timely delivering a properly executed later-dated proxy or voting form or a declaration to revoke the proxy to the Centralizing Agent no later than on 30 May 2022 at 6.00 pm CEST.

What is the applicable law to this proxy?

This proxy and the rights, obligations and liabilities of the undersigned and the proxyholder 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 proxy shall be brought by the undersigned and the proxyholder in the courts of the city of Luxembourg, and each of the undersigned and the proxyholder 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 date 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