

# 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 **15 May 2024 at 24.00 (midnight) CEST**. You are therefore entitled to participate in the annual general meeting of shareholders of:

<b>Company name</b>	tonies SE (the "Company")
<b>Nationality</b>	Incorporated under the laws of the Grand Duchy of Luxembourg
<b>Legal form</b>	<i>Société européenne</i>
<b>Registered office</b>	9, rue de Bitbourg, L-1273 Luxembourg
<b>Registration number</b>	R.C.S. Luxembourg B252939

## WHEN IS THE MEETING?

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

<b>Date and time</b>	29 May 2024 at 11:00 a.m. CEST 41A, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg
<b>Deadline to provide proof of shareholding</b>	No later than on 24 May 2024 at 18.00 CEST

## HOW TO PARTICIPATE AND VOTE?

**STEP 1 :** Provide proof of shareholding no later than 24 May 2024 at 18.00 CEST

**1** Provide proof of shareholding no later than 24 May 2024 at 18.00 CEST to the Centralizing Agent by any of the following means of communication:

By postal mail to:

**Link Market Services GmbH**  
Landshuter Allee 10  
80637 Munich, Germany

By email to: [agm@linkmarketservices.de](mailto: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 24 May 2024 at 18.00 CEST by any of the following means of communication:

✉ By postal mail to:

**Link Market Services GmbH**  
Landshuter Allee 10  
80637 Munich, Germany

@ By email to: [agm@linkmarketservices.de](mailto: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 (the " <b>Management Board</b> ") regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2023.
2	Presentation of the reports of the independent auditor ( <i>cabinet de révision agréé</i> ) of the Company regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2023.
3	Approval of the annual accounts of the Company for the financial year ended December 31, 2023.
4	Acknowledgement of the results of the Company made with respect to the financial year ended December 31, 2023, and resolution concerning the allocation of the results of the Company for the financial year ended December 31, 2023.
5	Approval of the consolidated financial statements of the Company for the financial year ended December 31, 2023.
6	Presentation of and advisory vote on the remuneration report for the members of the Management Board and the supervisory board of the Company (" <b>Supervisory Board</b> ") in the financial year ended December 31, 2023.
7	Presentation of and advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board applicable as from 1 January 2024.
8	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, 2023.
9	Granting of discharge ( <i>quitus</i> ) to Anna Dimitrova, 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, 2023.
10	Granting of discharge ( <i>quitus</i> ) to 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, 2023.
11	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, 2023.
12	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, 2023.
13	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, 2023.

- 14** Granting of discharge (*quitus*) to Erika Wykes-Sneyd, 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, 2023.
- 15** 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, 2023.
- 16** Granting of discharge (*quitus*) to Jan Middelhoff, 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, 2023.
- 17** 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, 2023.
- 18** 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, 2023.
- 19** Re-Appointment of Christian Bailly as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.
- 20** Re-Appointment of Helmut Jeggle as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.
- 21** Re-Appointment of Alexander Kudlich as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.
- 22** Re-Appointment of Alexander Schemann as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.
- 23** Re-Appointment of Erika Wykes-Sneyd as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.
- 24** Acknowledgement of the expiration of the mandate of Anna Dimitrova as member of the Supervisory Board with effect as of the date of this general meeting of shareholders.
- 25** Acknowledgement of the expiration of the mandate of Thilo Fleck as member of the Supervisory Board with effect as of the date of this general meeting of shareholders.
- 26** Renewal of the mandate of Mazars Luxembourg as the independent auditor (*cabinet de révision agréé*) of the Company, for the financial year ending on December 31, 2024.

# VOTING FORM

for the annual general meeting of shareholders of **tonies SE** to be held in Luxembourg on 29 May 2024 at 11:00 a.m. CEST at 41A, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg



Please return this form no later than on 24 May 2024 at 18.00 CEST

✉ By postal mail to:

**Link Market Services GmbH**  
Landshuter Allee 10  
80637 Munich, Germany

@ By email to: [agm@linkmarketservices.de](mailto: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 29 May 2024 at 11:00 a.m. CEST at 41A, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

## EXPRESSION OF VOTES

The undersigned hereby votes as follows:

<b>Resolution</b>	
1	The general meeting of shareholders acknowledges the combined consolidated management report of the Management Board regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2023.
<b>Resolution</b>	
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, 2023.
<b>Resolution</b>	<b>My vote</b>
3	The general meeting of shareholders approves the annual accounts of the Company for the financial year ended December 31, 2023.
	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<b>Resolution</b>	<b>My vote</b>
4	The general meeting of shareholders acknowledges the profit of EUR 175,284,536.50 of the Company for the financial year ended December 31, 2023. The general meeting of shareholders resolves to reduce the net loss carried forward of EUR 206,665,331.75 by the profit of EUR 175,284,536.50 and to carry forward the remaining net loss of EUR 31,380,795.25.
	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<b>Resolution</b>	<b>My vote</b>
5	The general meeting of shareholders approves the consolidated financial statements of the Company for the financial year ended December 31, 2023.
	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<b>Resolution</b>	<b>My vote</b>
6	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 in the financial year ended December 31, 2023.
	<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 pass an advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board applicable as from 1 January 2024.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
8 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, 2023.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
9 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 his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2023.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
10 The general meeting of shareholders resolves to grant discharge ( <i>quitus</i> ) to 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, 2023.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
11 The general meeting of shareholders resolves to grant discharge ( <i>quitus</i> ) to Helmut Jeggler, 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, 2023.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
12 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 her duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2023.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
13 The general meeting of shareholders resolves to 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, 2023.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
14 The general meeting of shareholders resolves to grant discharge ( <i>quitus</i> ) to Erika Wykes-Sneyd, 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, 2023.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
15 The general meeting of shareholders resolves to 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, 2023.	<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 grant discharge (quitus) to Jan Middelhoff, 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, 2023.	<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 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, 2023.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
18 The general meeting of shareholders resolves to 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, 2023.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
19 The general meeting of shareholders resolves to re-appoint Christian Baily as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
20 The general meeting of shareholders resolves to re-appoint Helmut Jeggler as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
21 The general meeting of shareholders resolves to re-appoint Alexander Kudlich as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
22 The general meeting of shareholders resolves to re-appoint Alexander Schemann as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain



Resolution	My vote
<b>23</b> The general meeting of shareholders resolves to re-appoint Erika Wykes-Sneyd as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<b>24</b> The general meeting of shareholders resolves to acknowledge the expiration of the mandate of Anna Dimitrova as member of the Supervisory Board with effect as of the date of this general meeting of shareholders.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<b>25</b> The general meeting of shareholders resolves to acknowledge the expiration of the mandate of Thilo Fleck as member of the Supervisory Board with effect as of the date of this general meeting of shareholders.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<b>26</b> The general meeting of shareholders resolves to renew the mandate of Mazars Luxembourg as the independent auditor ( <i>réviseur d'entreprises agréé</i> ) of the Company for the financial year ending on December 31, 2024.	<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 24 May 2024 at 18.00 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

<b>Date of signature</b>	<input type="text"/>	← Use the format day/month/year
<b>Place of signature</b>	<input type="text"/>	← Write the name of the city and the country

<b>Signature</b>	<input type="text"/>
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<b>Name</b>	<input type="text"/>	← Name of a company <b>or</b> the First and Last names of a natural person
<b>Signed by</b>	<input type="text"/>	← If signed by a company, First and Last names of a natural person
<b>Title</b>	<input type="text"/>	← If signed by a company, title of the natural person signing on behalf of the company