



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 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.

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 (*réviseur d'entreprises agréé*) 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 (*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, 2022.
7. Granting of 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, 2022.
8. Granting of 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, 2022.
9. Granting of 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, 2022.
10. Granting of 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, 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.

The management board and supervisory board of the Company submit and propose the following resolutions for adoption by the general meeting of shareholders of the Company:

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, 2022.

Second Resolution

The general meeting of shareholders acknowledges the reports of the independent auditor (*réviseur d'entreprises agréé*) of the Company regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2022.

Third Resolution

The general meeting of shareholders approves the annual accounts of the Company for the financial year ended December 31, 2022.

Fourth Resolution

The general meeting of shareholders acknowledges the results of the Company made with respect to the financial year ended December 31, 2022.

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.

Fifth Resolution

The general meeting of shareholders resolves to approve the consolidated financial statements of the Company for the financial year ended December 31, 2022.

Sixth Resolution

The general meeting of shareholders resolves to 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, 2022.

Seventh Resolution

The general meeting of shareholders resolves to 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, 2022.

Eighth Resolution

The general meeting of shareholders resolves to 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, 2022.

Ninth Resolution

The general meeting of shareholders resolves to 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, 2022.

Tenth Resolution

The general meeting of shareholders resolves to 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, 2022.

Eleventh Resolution

The general meeting of shareholders resolves to 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, 2022.

Twelfth Resolution

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, 2022.

Thirteenth Resolution

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, 2022.

Fourteenth Resolution

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, 2022.

Fifteenth Resolution

The general meeting of shareholders resolves to renew the mandate of Mazars Luxembourg as independent auditor (*réviseur d'entreprises agréé*) of the Company for the financial year 2023.

Sixteenth Resolution

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.

Seventeenth Resolution

The general meeting of shareholders resolves to approve the 2022 equity incentive plan of the Company.