

tonies SE

Société européenne

Registered office: 9, rue de Bitbourg

L-1273 Luxembourg

R.C.S. Luxembourg: B 252939

(the "**Company**")

CONVENING NOTICE

Notice is hereby given to the holders of shares of **tonies SE** that the

ANNUAL GENERAL MEETING

of shareholders will be held on 2 June 2022 at 9.00 am CEST (the "**AGM**").

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 Company will not hold a physical meeting that shareholders can attend. Therefore, shareholders wishing to participate to the AGM shall provide a proxy or voting form (in accordance with sections "*Voting Forms*" and "*Representation*").

At the AGM, the shareholders shall 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 (*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.

Quorum and Majorities

Pursuant to the Company's articles of association and the Luxembourg law dated 10 August 1915 on commercial companies, as amended, resolutions regarding items 3 – 26 of the agenda will be passed at a simple majority of the votes validly cast, regardless of the portion of capital represented, it being understood that items 25 and 26 constitute advisory votes only. Items 1 and 2 do not require any votes from the shareholders of the Company.

Right to Amend the Content of the Agenda

Pursuant to the Company's articles of association and the Luxembourg law of 24 May 2011 on certain rights of shareholders in listed companies, as amended (the "**Luxembourg Shareholders' Rights Law**"), one or several shareholders representing at least five percent (5%) of the Company's share capital may request the adjunction of one or several items to the agenda of the AGM, provided that the request is accompanied by a justification of or draft resolution(s). Pursuant to Article 4 of the Luxembourg Shareholders' Rights Law and the Company's articles of association, such request and justification of or draft resolution(s) must be received at the Company's registered office by registered letter or by e-mail (to the attention of the management board, 9, rue de Bitbourg, L-1273 Luxembourg) or electronic means (to: ir@tonies.com) at least twenty-two (22) days prior to the date of the relevant general meeting of shareholders, *i.e.* by **11 May 2022** accompanied by a proof of the shareholding of such shareholder(s) and the address or e-mail address which the Company may use in order to deliver the acknowledgment of receipt of such request. The Company must acknowledge reception of such request within forty-eight (48) hours of receipt of such request. In case such request entails a modification of the agenda of the relevant general shareholders' meeting, the Company will make an amended agenda available at the latest fifteen (15) days prior to the date of the relevant general meeting, *i.e.* by **18 May 2022**.

Documents

Copies of the proposals of the resolutions of the AGM (including the amended and restated articles of association of the Company) as well as the documents related to the aforementioned items on the agenda will be on display for inspection by the shareholders on the Company's website (<https://tonies.com/de-de/ir/>) and at the registered office of the Company as from **2 May 2022**. Upon request to the Centralizing Agent (agm@linkmarketservices.de), copies of the above-mentioned documents are going to be mailed to the shareholders.

Share Capital of the Company

The Company's share capital is set at one million eight hundred thirty-seven thousand five hundred sixty-one euro and thirty-eight cents (EUR 1,837,561.38), represented by (i) seven million five hundred thousand (7,500,000) class B shares (the "**Class B Shares**", and the holders thereof being referred to as "**Class B Shareholders**") and (ii) one hundred seven million three hundred forty-seven thousand five hundred eighty-six (107,347,586) class A shares without nominal value (the "**Class A Shares**", and the holders thereof being referred to as "**Class A Shareholders**"). Any reference made hereinafter to the "Shares" shall be

construed as a reference to the Class A Shares and/or the Class B Shares, depending on the context and as applicable.

Each share entitles the holder thereof to one vote.

Right to Participate in the AGM

According to Article 5 of the Luxembourg Shareholders' Rights Law, the record date for general meetings of shareholders of listed companies incorporated under the laws of the Grand Duchy of Luxembourg has been set at fourteen (14) days prior to the date of the corresponding general shareholders' meeting. Therefore, any shareholder who holds one or more shares of the Company on **19 May 2022 at 12.00 am (midnight) CEST** (the "**Record Date**") and registers for the AGM (please see below section "*Registration for the AGM*") and provides the certificate specified below, shall be admitted to participate and vote at the AGM.

Registration for the AGM

If you wish to participate to the AGM, please register for the AGM.

Shareholders wishing to participate in the AGM must register for the AGM by submitting their registration to the Centralizing Agent of the Company or the Company at the address referred to below by mail, e-mail or in any other form, and in particular by any other electronic means by **19 May 2022 at 12.00 am (midnight) CEST**.

Registration forms are also provided on the website of the Company (<https://tonies.com/de-de/ir/>) which may be used. Shareholders having registered for the AGM must provide a proxy or voting form in case they do wish to vote in the AGM by **30 May 2022 at 6.00 pm CEST** (see below section "*Voting Form*").

In addition to the aforementioned registration, to participate and vote in the AGM, such shareholders whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository must submit a certificate certifying the number of shares recorded in their account on the Record Date (the "**Certificate of Holdings**") by mail or by email to the Centralizing Agent in the period from **19 May 2022 at 12.00 am (midnight) CEST until 30 May 2022 at 6.00 pm CEST** or confirm such holding in any other form, and in particular electronically, to the Centralizing Agent.

To participate and vote in the AGM, Class B Shareholders shall submit a copy of their registration in the share register by mail or by email in the period from **19 May 2022 at 12.00 am (midnight) CEST until 30 May 2022 at 6.00 pm CEST** to the Centralizing Agent of the Company, being:

tonies SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich Germany
Fax: +49 (0) 89 210 27 – 289
E-Mail: agm@linkmarketservices.de

Voting Forms

Shareholders having registered for the AGM may cast their votes by sending a voting form to the Centralizing Agent by mail, e-mail or in any other form, and in particular by any other electronic means made available by the Company no later than on **30 May 2022 at 6.00 pm CEST** (see above sections "*Registration for the AGM*" and "*Right to Participate in the AGM*")

for requirements to participate in the AGM). Voting forms provided by the Company on its website (<https://tonies.com/de-de/ir/>) may be used and if used, only signed voting forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically).

Shareholders having submitted a voting form and registered in due time but who wish to revoke such voting form may do so by timely providing a later dated voting or proxy form or cancelling the voting form in writing to the Centralizing Agent of the Company at the address referred to above. Only the last voting or proxy form received by the Centralizing Agent and/or the Company before **30 May 2022 at 6.00 pm CEST** will be considered.

Representation

In the event that any shareholder appoints another person as his/her proxy to vote on his/her behalf, the completed and executed proxy must be submitted by mail, e-mail or in any other form, and in particular by any other electronic means made available by the Company to the Centralizing Agent of the Company no later than on **30 May 2022 at 6.00 pm CEST** (see above sections "*Registration for the AGM*" and "*Right to Participate in the AGM*" for requirements to participate in the AGM).

Proxy forms provided on the website of the Company (<https://tonies.com/de-de/ir/>) may be used and if used, only signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically). One person may represent more than one shareholder.

Shareholders having submitted a proxy form and registered in due time but who wish to revoke such proxy form may do so by timely providing a later dated proxy or voting form or by cancelling the proxy form in writing to the Centralizing Agent of the Company at the address referred to above. Only the last voting or proxy form received by the Centralizing Agent and/or the Company before **30 May 2022 at 6.00 pm CEST** will be considered.

If, pursuant to a signed proxy form as described above, shareholders appoint a person other than the Centralizing Agent as their proxyholder, please note that the proxyholder will need to provide a new voting form in accordance with section "*Voting Forms*" in the name and on behalf of the shareholder.

Shareholder Questions

Duly registered shareholders that have correctly submitted their proof of shareholding (see above sections "*Registration for the AGM*" and "*Right to Participate in the AGM*") shall have the opportunity to submit questions to the Company. All questions must be submitted in writing in advance of the AGM.

Shareholders must submit questions, along with their full name, via e-mail to the following address: agm@linkmarketservices.de

Questions submitted by the shareholders must be received in writing at the latest on **30 May 2022 at 6.00 pm CEST**. Questions submitted after this deadline may not be answered and any questions submitted by other means will not be considered.

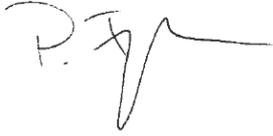
The submitted questions will be answered at the reasonable discretion of the Company and the Company is not required to answer all questions. In particular, questions may be summarised, combined or separated. Reasonable questions may be selected in the interest of the other shareholders, and questions from shareholders' associations and institutional investors with significant voting interests may be given preference.

Language

The AGM will be held in English language.

Luxembourg, 2 May 2022.

For the management board of the Company.



By: Patric Faßbender
Title: Co-CEO



By: Marcus Stahl
Title: Co-CEO