

**tonies SE**  
*Société européenne*  
Registered office: 9, rue de Bitbourg  
L-1273 Luxembourg, Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B252939  
(the "**Company**")

**FORM OF RESOLUTIONS TO BE PROPOSED AT THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS OF TONIES SE TO BE HELD ON 29 MAY 2024 AT 11:00 A.M. CEST**

**AGENDA**

1. Presentation of the combined consolidated management report of the management board of the Company (the "**Management Board**") 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 (*cabinet de révision agréé*) 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 (the "**Supervisory Board**") 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 (*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, 2023.
9. Granting of discharge (*quitus*) 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 (*quitus*) 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 (*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, 2023.

12. 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, 2023.
13. 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, 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.

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 regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2023.

### **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, 2023.

### **Third Resolution**

The general meeting of shareholders approves the annual accounts of the Company for the financial year ended December 31, 2023.

### **Fourth Resolution**

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.

### **Fifth Resolution**

The general meeting of shareholders approves the consolidated financial statements of the Company for the financial year ended December 31, 2023.

### **Sixth 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 in the financial year ended December 31, 2023.

### **Seventh Resolution**

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.

### **Eighth 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, 2023.

### **Ninth Resolution**

The general meeting of shareholders resolves to grant discharge (*quitus*) 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.

### **Tenth Resolution**

The general meeting of shareholders resolves to grant discharge (*quitus*) 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.

#### **Eleventh 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, 2023.

#### **Twelfth Resolution**

The general meeting of shareholders resolves to grant 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, 2023.

#### **Thirteenth 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, 2023.

#### **Fourteenth Resolution**

The general meeting of shareholders resolves to grant 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.

#### **Fifteenth 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, 2023.

#### **Sixteenth Resolution**

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.

#### **Seventieth 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, 2023.

#### **Eighteenth 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, 2023.

#### **Nineteenth Resolution**

The general meeting of shareholders resolves to re-appoint 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.

#### **Twentieth Resolution**

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.

#### **Twenty-first Resolution**

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.

#### **Twenty-second Resolution**

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.

#### **Twenty-third Resolution**

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.

#### **Twenty-fourth Resolution**

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.

#### **Twenty-fifth Resolution**

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.

#### **Twenty-sixth Resolution**

The general meeting of shareholders resolves to renew the mandate of Mazars Luxembourg as the independent auditor (*réviseur d'entreprises agréé*) of the Company for the financial year ending on December 31, 2024.