

tonies SE
Société européenne
Registered office: 9, rue de Bitbourg
L-1273 Luxembourg
R.C.S. Luxembourg: B 252939

**Statement regarding the application of certain rules from
the German Corporate Governance Code**

tonies SE is a European Company (*societas europaea*) governed by Luxembourg law. The German corporate governance code (“**GCGC**”) does therefore not apply to the Company and the Company does not have to issue a declaration of conformity with the GCGC under section 161 of the German stock corporation act (*Aktiengesetz*).

Solely for purposes of section 4.1.1.1 of the Guide to the DAX Equity Indices of STOXX Ltd., tonies SE declares that it does not deviate from recommendations C.10 (with sole reference to its applicability to the Chair of the Audit Committee), D.3, D.9 and D.11 of the GCGC, in each case applied accordingly to a European Company (*societas europaea*) with a two-tier governance system under Luxembourg law.

The Company’s supervisory board or its audit committee arranges for the Company’s external auditors to inform it and note in the audit report if, during the performance of the audit, the external auditors identify any facts that indicate an inaccuracy in adhering to the recommendations in C.10, D.3, D.9 or D.11 of the GCGC in each case applied accordingly to a European Company (*societas europaea*) with a two-tier governance system under Luxembourg law.

For the avoidance of doubt, the Company is subject to Luxembourg law with respect to the accounting principles relating to its financial statements and therefore does not fall within the application of the German Commercial Code (*Handelsgesetzbuch*). As a result, recommendation D.3 of the GCGC was followed by the Company to the extent possible.

Luxembourg, March 10, 2022.

For the management board of the Company.

gez. Patric Faßbender

gez. Marcus Stahl

Title: Co-CEO

Title: Co-CEO