

tonies SE

Société européenne
Siège social: 9, rue de Bitbourg
L-1273 Luxembourg
R.C.S. Luxembourg: B252939

(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 29 May 2024 at 11.00 a.m. CEST (the "**AGM**").

The AGM will be held at 41A, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

Shareholders wishing to participate to the AGM shall either (i) provide a proxy or voting form (in accordance with sections "*Right to Participate in the AGM*", "*Registration for the AGM*", "*Voting Forms*" and "*Representation*") or (ii) physically attend in person and vote at the AGM (in accordance with sections "*Right to Participate in the AGM*" and "*Attendance in-Person*").

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 (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 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.
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 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.
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.

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 to 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 6 and 7 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 **7 May 2024** 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 general meeting, *i.e.* by **14 May 2024**.

Documents

Copies of the proposals of the resolutions of the AGM 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 **24 April 2024**. Upon request to the centralizing agent of the Company (the "**Centralizing Agent**"), being:

Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
+49 (0) 89 210 27 – 289
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 two million twenty-nine thousand five hundred sixty-one euro thirty-eight cents (EUR 2,029,561.38), represented by one hundred twenty-six million eight hundred forty-seven thousand five hundred eighty-six (126,847,586) 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" or a "share" shall be construed as a reference to the Class A Shares. The same construction applies to any reference made hereinafter to the "shareholders" or a "shareholder" of the Company.

Each share entitles the holder thereof to one vote.

Right to Participate and Vote in the AGM

The rights of a shareholder to participate in the AGM and to vote shall be determined with respect to the shares held by that shareholder on **15 May 2024 at 24.00 (midnight) CEST** (the "**Record Date**"). Any transferee having become owner of any shares after the Record Date has no right to vote at the AGM.

Shareholders wishing to participate in the AGM without attending in person, shall provide a proxy or voting form (in accordance with sections "*Voting Forms*" and "*Representation*").

Registration for the AGM

The Management Board of the Company considers that shareholders who provide proof of their shareholding on the Record Date and submit their voting form or provide a proxy as set forth in the below section "*Representation*", do not have to undertake other formalities to comply with the obligation set out in Article 5 (3) of the Luxembourg Shareholders' Rights Law.

Proof of shareholding being a prerequisite for a shareholder to participate and vote in the AGM, 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 proof certifying the number of shares held on the Record Date (the "**Certificate of Holdings**") to the Centralizing Agent in the period from **15 May 2024 at 24.00 (midnight) CEST until 24 May 2024 at 18.00 CEST**.

To participate in and vote at the AGM, the Certificate of Holdings shall be submitted until 24 May 2024 at 18.00 CEST to the Centralizing Agent.

Attendance in-Person

The intention of a shareholder or proxyholder to participate in person in the AGM (the "**In-Person Attendance Declaration**") shall be notified by such shareholder or proxyholder to the Centralizing Agent in writing by mail or by e-mail no later than on **24 May 2024 at 18.00 CEST**. In-Person Attendance Declarations are provided on the Company's website (<https://tonies.com/de-de/ir/>) which may be used.

Any shareholder or proxyholder participating in the AGM in person shall carry proof of identity.

Voting Forms

Shareholders who do not wish to participate in person in the AGM or appoint a proxy 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 **24 May 2024 at 18.00 CEST** (for further requirements 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 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 before **24 May 2024 at 18.00 CEST** will be considered.

Representation

In the event that any shareholder appoints another person as proxy to vote on their behalf, the completed and executed proxy form 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 **24 May 2024 at 18.00 CEST** (for further requirements 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 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.

If the Company and/or the Centralizing Agent receives more than one different voting document from a shareholder, only the last voting or proxy form received by the Centralizing Agent and/or the Company before **24 May 2024 at 18.00 CEST** will be considered. Any voting document provided will be disregarded should the shareholder attend the AGM in person and collect a voting card.

If, pursuant to a signed proxy form as described above, shareholders appoint a person other than the person appointed by the Company 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

Shareholders, the proxyholder appointed by the Company and proxyholders of shareholders that have correctly submitted their proof of shareholding (see above sections "*Registration for the AGM*" and "*Right to Participate in the AGM*") and carry proof of identity at the AGM, shall have the opportunity to ask questions to the Company at the AGM.

The 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.

Luxembourg, 24 April 2024.

For the Management Board of the Company.

Tobias Wann
CEO

Dr. Jan Middelhoff
CFO