

tonies Code of Conduct

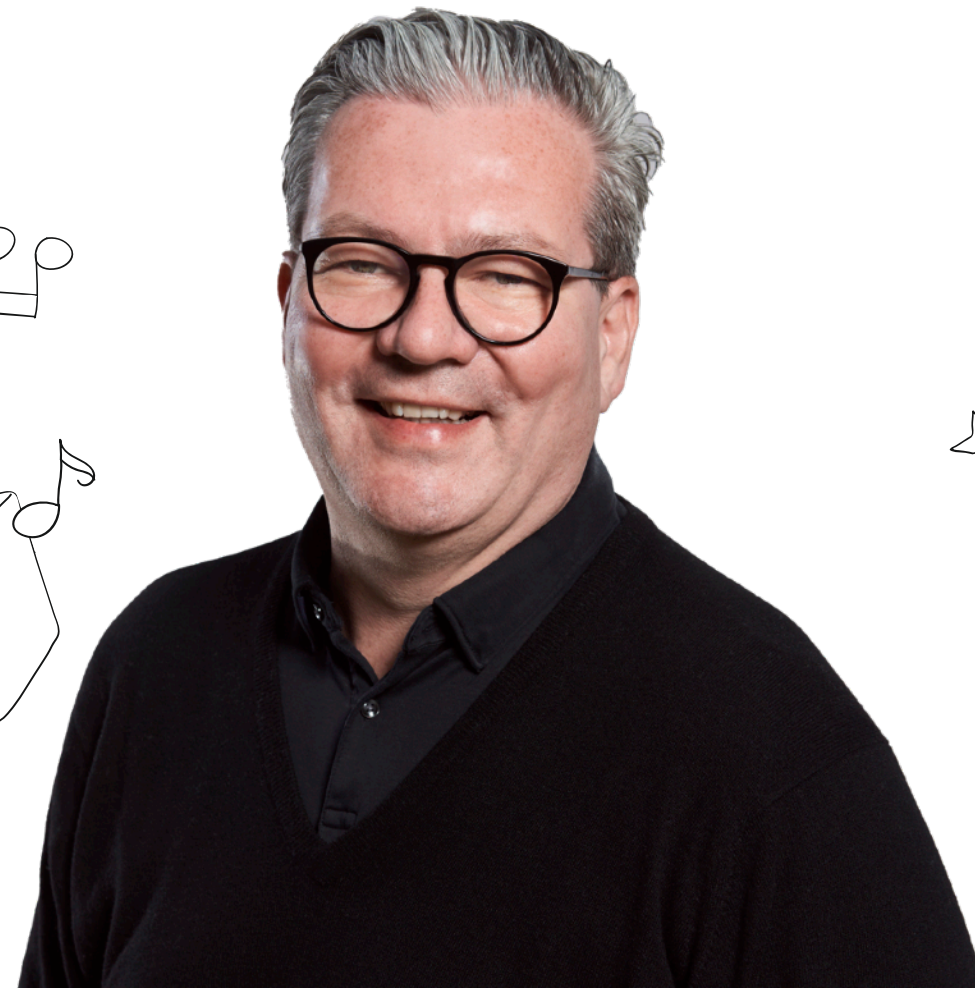
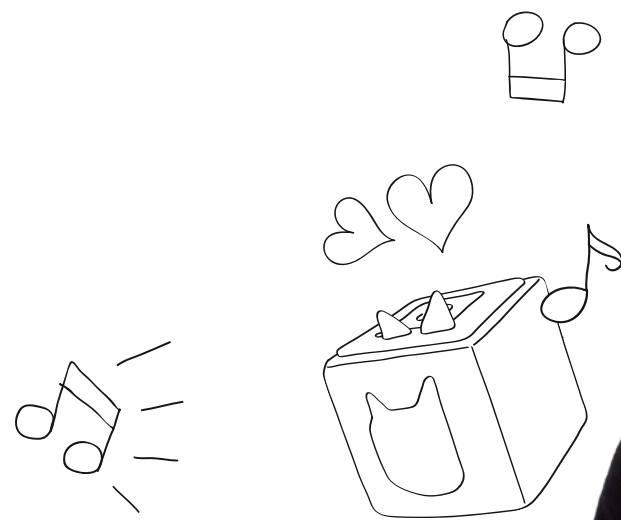
Some guidelines for a better understanding
of how the tonies world works



Marcus Stahl and Patric Faßbender



A Word from the Original Two Tonies



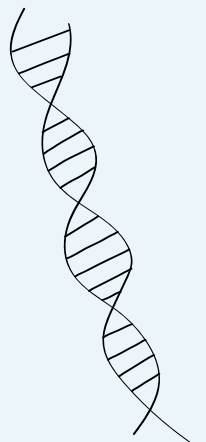
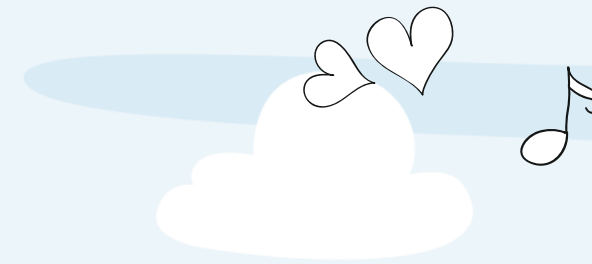
JOIN US
ON OUR
JOURNEY!

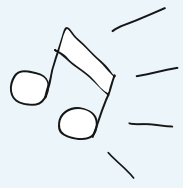
Dear *Tonies* and Partners,

Since day one, we've been on a **mission**. A mission to bring adventure and joy to our listeners from all around the world. To the young ones and the young-at-heart ones alike. But like every successful mission, our mission also requires us to stick to a master plan, not just for our business, but also for the way we do business. A plan for how we create new business partnerships and treat the ones we already have, and a plan for how we can conquer the world while caring for it at the same time.

Being on the same mission, building trust, credibility, and emotional connection is part of our **DNA**, or it is, as we like to call it, it is "toniehaft" or "tonie-wise." This means being excited, friendly, diverse, open-minded, imaginative, playful, and active. But it also means acting with integrity and following the principles that we've put together in this, very un-toniehaft-named document – our Code of Conduct.

What is a **Code of Conduct** you might wonder? Well, it is a set of rules – a code – that outlines how we believe a nice place to work should be; how Tonies should treat each other and the partners they do business with. It is a guideline for our actions, regardless of where we are or what we do, that is meant to assist you in making toniehaft decisions when it matters most.



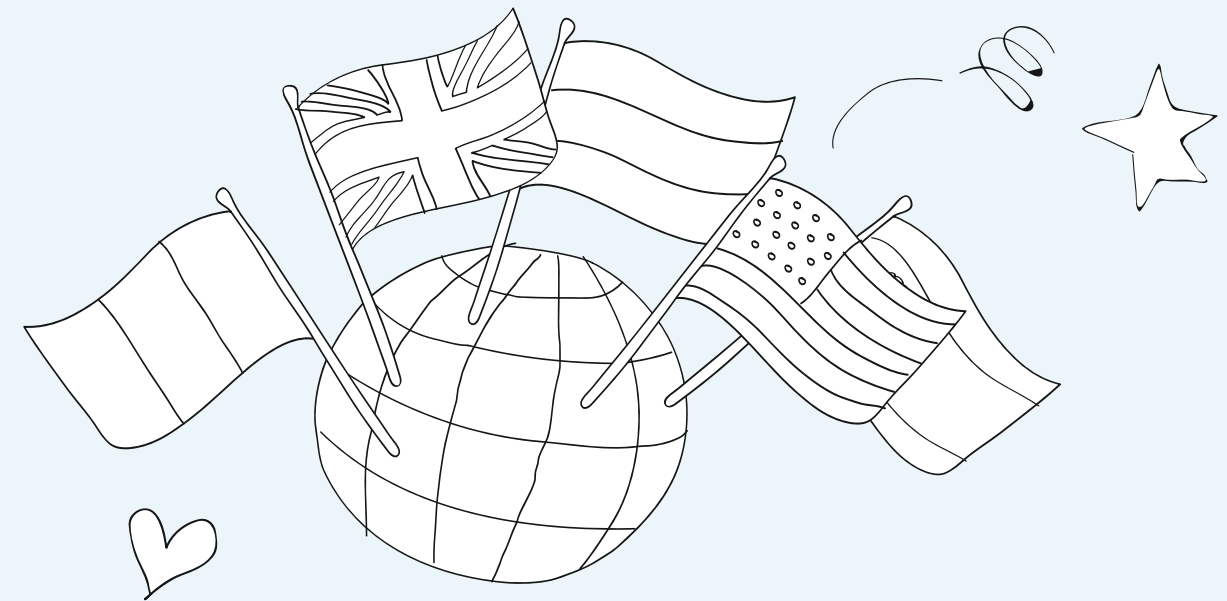


And because we see **tonies** as one big family, we also believe that we carry the responsibility for our reputation and future together. We want to be judged by our actions, and therefore corruption, discrimination, and disrespect – for our values, our principles, and our mission – have no place in our world.

So, let's all chip in to remain approachable, collaborative, upright, and joyful on our journey! And even when the going gets tough, let's strive to find solutions and the right way forward together, so we can continue our **toniehaft** mission to bring joy and adventure to even more eager ears and hearts all around the world.

Thank you for being with us – we couldn't do it without you.

Your Tonie head honchos,
Marcus Stahl and Patric Faßbender



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Who We Are and How We Act

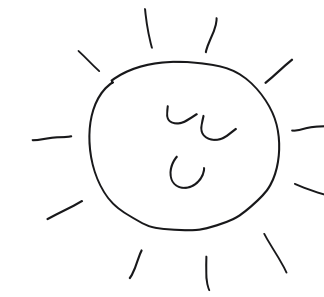
1. We Are Tonies
2. Our Customers and Users
3. Our Ambition



We Are *Tonies*

Yup, that's right, we like to think of ourselves as **Tonies**. Clearly, we are not the ones you can put on the Toniebox, but the attitude we share with them is at the core of everything we do; tonies stands for the company and the group of companies respectively, that combine all Tonies on their mission.

A big part of that is **taking responsibility for our actions** and behaving like decent human beings. That means observing laws and regulations as well as internal policies and procedures. We seek advice when questions or uncertainties pop up, truly live a speak-up kind of culture, and reach out when we need help with any of these topics.

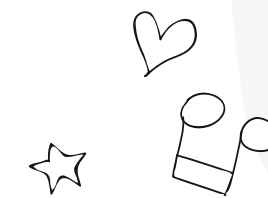


YEAH!



Q: Am I a Tonie and have to behave like one?

A: If you work with us or for us, hang out with us, or in any other way associate with us, you're considered family and are therefore a Tonie in the wider sense.



Our *Customers* and Users



We empower kids within the world of audio and let them dive ears-first into their imagination. We enable quality time for grown-ups and let them revisit personal childhood memories. We create a **playful audio experience** for people of all backgrounds and origins, truly living and cherishing diversity.

As Tonies, we develop our products and services with the utmost attention to detail. We make sure that everything that gets on the box or anywhere near it is free from cultural or ethnic clichés. We **show respect for diversity within the product representation**. In doing so, we embrace and share diverse cultures, traditions, and languages, respect minorities, and don't just talk diversity.



Our *Ambition*



Tonies don't just create objects, they reimagine them. In doing so, we place the highest requirements on the materials we use, products we create, and services we deliver, always aiming to stay **sustainable**, promote **safety**, and **protect** the limited resources we have on our beautiful planet. We are aware of our **responsibility** towards society and the environment. Transparency, responsibility, and sustainability are part of our thinking and acting at every step along the way.

Tonies always keep an eye on the bigger Tonie picture and **focus on the long-term effects of our actions**. We care about what we do and protect our reputation and values. We respect our partners and cooperate as equals, no matter whether in formal or informal business situations.





TONIES PLAY IT SAFE
AND SUSTAINABLY

TONIES
ARE NOT
AFRAID
TO ASK
QUESTIONS

TONIES ARE
WELCOMING TO
EVERYONE

TONIES TAKE
CARE OF OTHER
TONIES

TONIES
PLAY
BY THE
RULES

TONIES
CREATE
MOMENTS
OF JOY

TONIES TAKE
RESPONSIBILITY

What Are Our Pinky Promises

1. Fight Corruption
2. Avoid Conflicts of Interest
3. Embrace Capital Markets Compliance
4. Prevent Money Laundering
5. Fair Competition
6. Maintain Sustainable Relationships

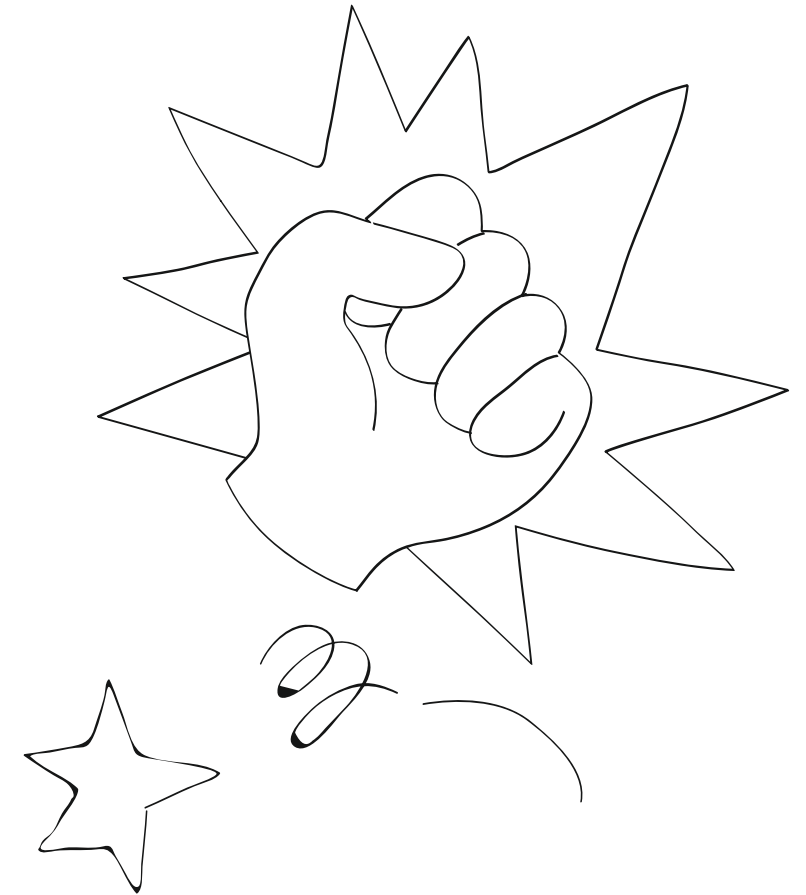


Fight Corruption



Corrupt behavior undermines legitimate business relationships, distorts market forces, and reinforces social disparity. And most of all, it is absolutely not toniehaft. That's why we as Tonies are determined to achieve **success solely through the quality of our products and services.**

Bribery and corruption are unacceptable within tonies. No Tonie ever requests, offers, promises, grants, or accepts, either directly or indirectly, money or anything of value to public officials, customers, suppliers, or other parties to influence decisions or to obtain any improper advantage. So, when someone slips you an unmarked envelope, kindly return it and ask whether they need a stamp for it.

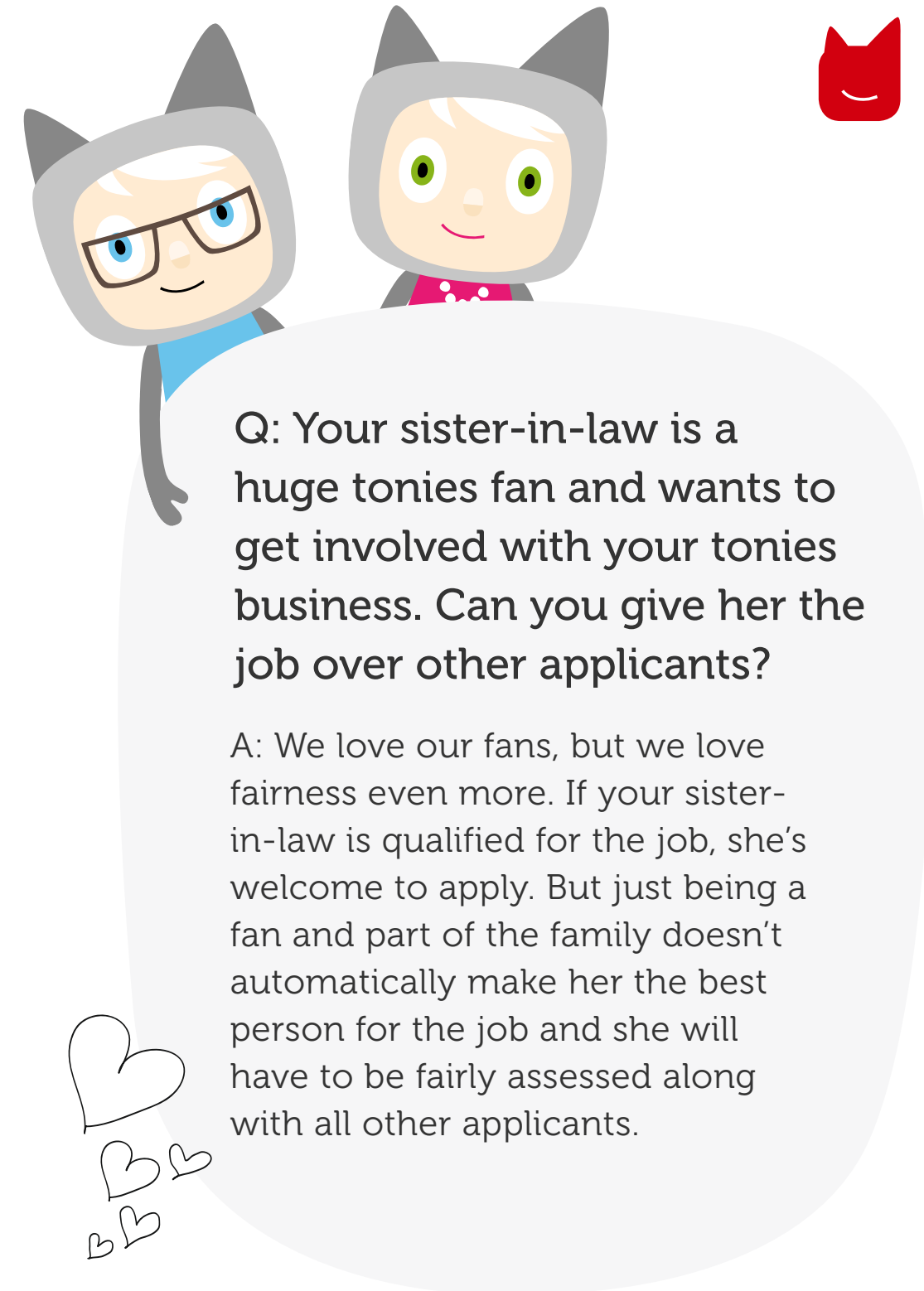


Avoid Conflicts of *Interest*

Conflicts of interest can arise when **personal interests** are not in line with tonies **business interests**. Even the appearance of a conflict of interest may be problematic. All Tonies are therefore urged to avoid situations, when their social, financial, political, or other personal interests conflict with the broader business interests of the tonies family.

And because we are family, employment of family members or persons with whom **Tonies** are in a private relationship is generally **welcomed**. Each individual does however have to be independently assessed as qualified for the position and shall not pose any actual or potential conflict of interest resulting from the job responsibilities or other business situations.

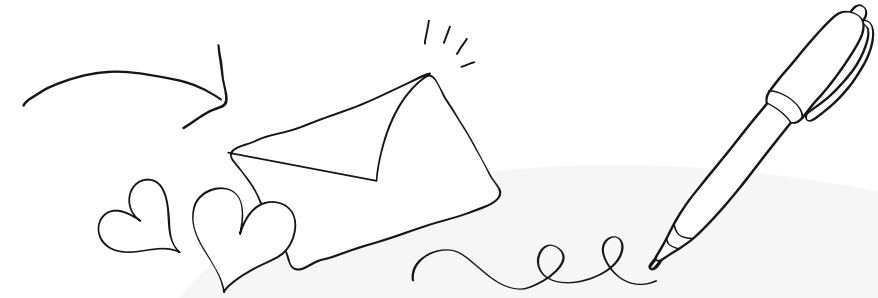
If a real or potential conflict of interest does arise, it must be dealt with in a 100% toniehaft manner, meaning **openly and transparently**.



Q: Your sister-in-law is a huge tonies fan and wants to get involved with your tonies business. Can you give her the job over other applicants?

A: We love our fans, but we love fairness even more. If your sister-in-law is qualified for the job, she's welcome to apply. But just being a fan and part of the family doesn't automatically make her the best person for the job and she will have to be fairly assessed along with all other applicants.

Embrace Capital *Markets* Compliance



Insider information is specific information that has not been made public and that could have a significant effect on the share price if it was disclosed. Insider trading is the trading of a stock or securities by those who are in possession of insider information. In most countries, trading based on insider information is illegal and prohibited.

Regardless of local laws however, **insider trading is never tolerated within tonies.** Tonies do not engage in insider trading, nor do they incite others, or make recommendations to engage in insider

trading. If Tonies are in possession of insider information, they do not disclose it (even to relatives), unless it is required to fulfill their professional duties.

If you find yourself in such a situation, act as toniehaft as you can and follow the applicable internal rules and procedures. And in all other cases, when you feel like you know something that's not common knowledge yet, keep it hush-hush until it's official and remember the old adage "better safe than sorry."

Q: I've received an internal message about an upcoming new licensing partnership with a franchise my nephews absolutely love. Can I tell their mum about it, so she can be first in line when the new Tonies come out?

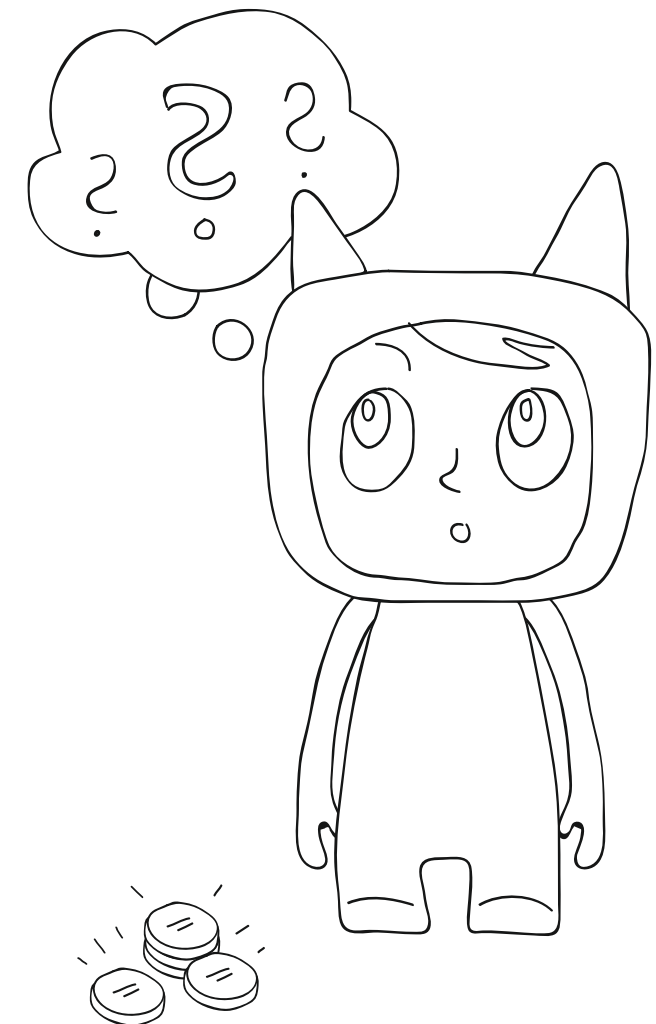
A: New licensing partnerships are big news at the tonies. Not just for the fans, but also from a financial standpoint. All information that could have only the slightest effect on our share price or business success is therefore considered insider information and has to remain confidential until it is officially released by the company.

Prevent Money Laundering



Money laundering is understood to be any **financial transaction** designed to hide the source and existence of money or other assets from illegal transactions, to then reintroduce them into the normal economic circuit. Also related to financial transactions, and based on the respective regulation, is the financing of terrorism. It's the provision or collection of financial resources knowing that they will be used or are intended to be used, in whole or in part, to commit terrorist crimes. Both are punishable offenses.

All Tonies need to keep a close eye on any **warning signs** of money laundering and financing of terrorism **in their daily activities** (unusual payment methods, no clarity regarding the economic beneficiary). If there is even only the slightest doubt about any unusual financial transactions, get in touch with your Legal and Compliance department as quickly as possible.

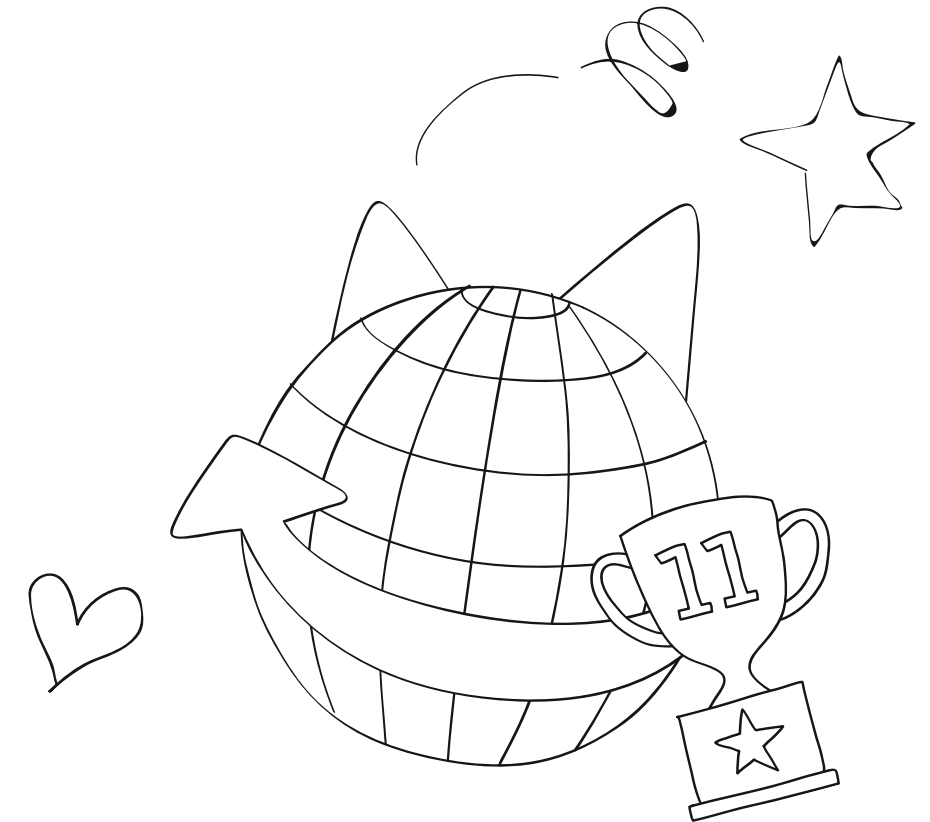


Fair *Competition*



Competitive markets are essential to enable economic development and prosperity. In most countries competition is therefore protected by laws prohibiting anticompetitive practices. Disrespecting those laws can lead to serious financial and reputational damage to our

business. Thus, we strongly reject any behavior that is not in line with these laws and we emphasize innovation and our unique products and services to stay successful in the markets and fair towards competition.



Maintain *Sustainable* Relationships



Tonies are a friendly bunch and value friendship over everything. So, when we build business relationships, we do so for the long run and base them on **trust, sustainability, and transparency and in line with all laws and regulations.**

Together with our partners, we innovate and give our best to create lasting, efficient, and sustainable supply chains as well as distribution channels. Tonies do not cooperate with sanctioned parties or those under embargo and undertake all necessary efforts to comply with export requirements.

All subcontractors and suppliers are considered part of the family and need to share our values and comply with the applicable laws. Our Code of Conduct for Business Partners reflects the necessary requirements and obliges all business partners to be compliant and follow our standards.



How Tonies Work with Each Other

1. Embrace Diversity
2. Occupational Health and Safety
3. Preserve Intellectual Property
4. Protect Personal Data



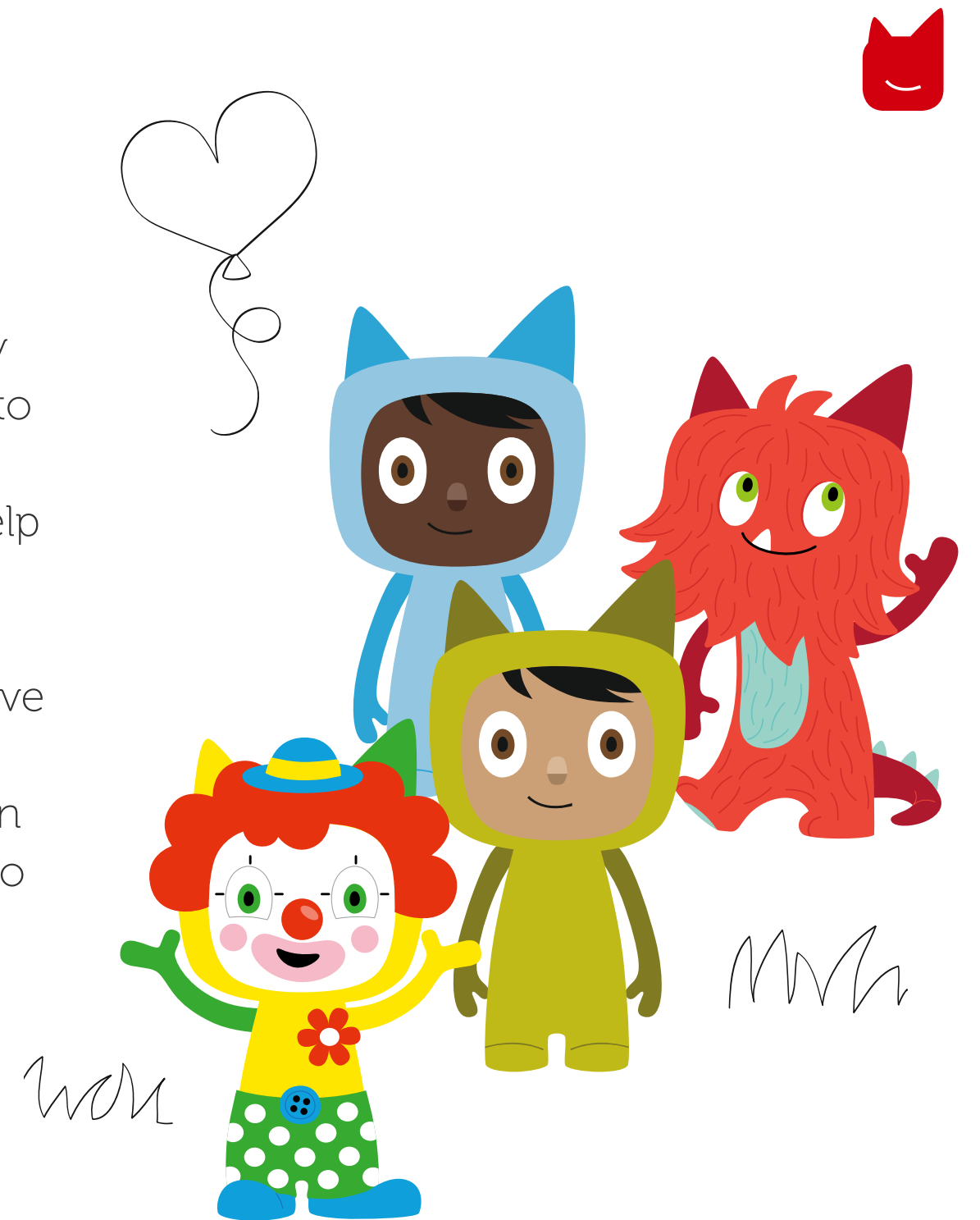
Embrace *Diversity*

Our culture within tonies is based on equal opportunities, mutual trust, and respect. Discrimination in recruitment, promotion, training, and development of Tonies has no place in our world. All **Tonies are treated equally**, regardless of gender, gender identity or expression, age, skin color, culture, race, ethnic origin, sexual identity, disability, religion, or world view.

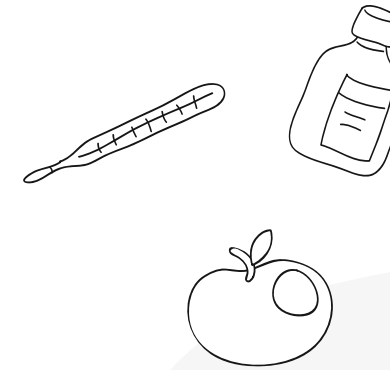
Discrimination, mobbing, and harassment of any kind, including sexual harassment and psychological abuse or physical duress as well as verbal abuse have no

place at tonies and are therefore strictly forbidden. So, if you feel like you need to slap something, try a Toniebox; it's designed to handle it and might just help you to move on to the next chapter.

Furthermore, all Tonies are invited to give **honest feedback** and openly discuss matters of importance to them, and can be sure their issues will be met with two wide-open, albeit unevenly sized, ears.



Occupational *Health* and Safety



The safety and health of all Tonies is as important to us as the quality of our products and services. That's why occupational safety and health protection is always included in our **business planning** and constitutes an integral part of what we do.

We regularly **assess workplace** risks and possible emergency situations and undertake actions to eliminate the identified risks as much as possible in line with the requirements of safety authorities, such as effective fire

protection, emergency plans, and regular exercises (e.g. first aid courses, simulated evacuations).

All Tonies must **take good care** of and promote safety and health in our workplace and follow the respective requirements. Tonies in leadership positions are obliged to instruct and support their colleagues in living up to this responsibility.

Q: I know that there is a fire drill planned for today, but I have an important project to finish. Can I stay at my desk during the drill?

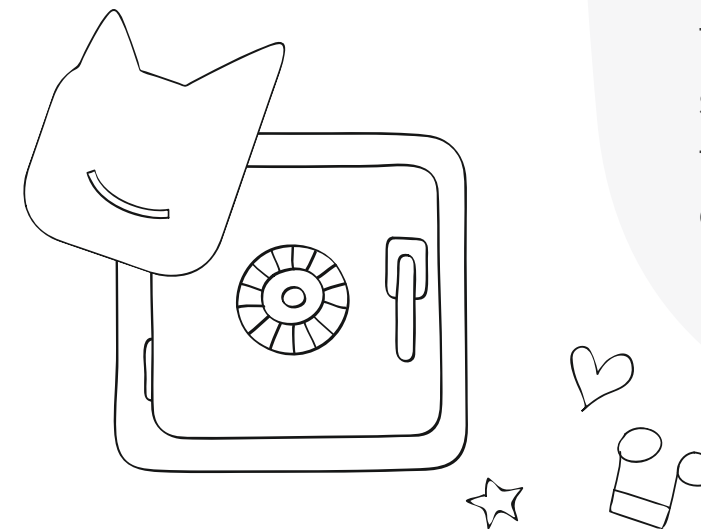
A: No tonies project is more important than the health and safety of our tonies family. And to ensure that we're all at our best when it matters, we also need a little practice from time to time. So drop what you're doing and head outside with the rest of the team. We promise nobody will give you any grief if your project is finished a little later because of it.



Preserve Intellectual Property

We always use the tonies brand property and resources carefully and protect it from loss, theft, misappropriation, and misuse. **Our intellectual property is our greatest asset.** It represents our competitive advantage, which all Tonies must protect against any kind of unauthorized access or distribution. Intellectual property consists of intangible

assets and proprietary or confidential information, such as trademarks, patents, copyrights, commercial, financial, and production data, research and development data, including know-how and innovation, business records and files, customer and supplier information.



Q: I want to give my daughter a tonies T-shirt for her birthday, but there are none available. Can I design and print my own?

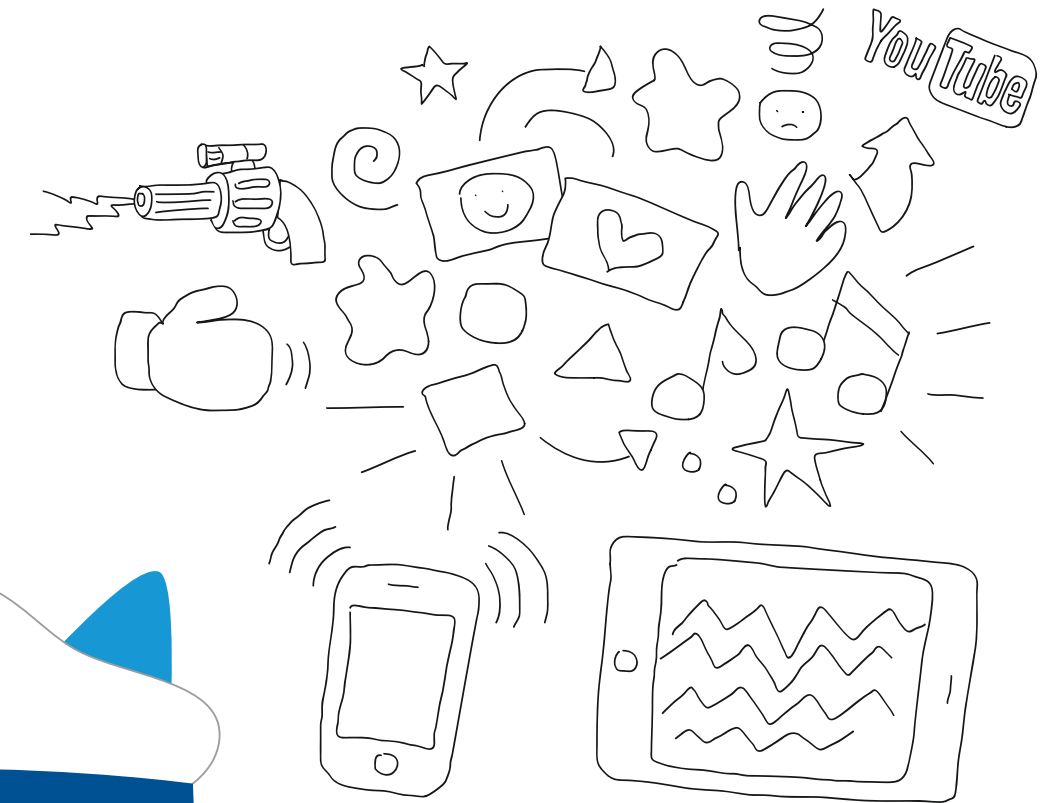
A: Creating branded items using any visual or intellectual tonies property is an exclusive domain of the tonies brand. Send us your design and we will see what we can do, but in the meantime, please get her something else from the tonies range.

Protect Personal *Data*



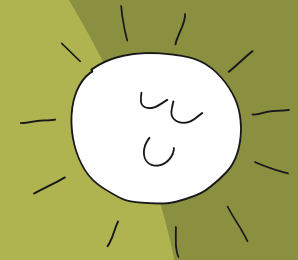
Personal data is under **special protection**. The collection, storage, processing, and other types of personal data use require the consent of the person concerned, a contractual arrangement, or some other legal basis. Like our on-the-box counterparts, we as Tonies are aware of the importance of protecting **personal data** and act accordingly. No matter whether we're dealing with other Tonies, our customers, or our business partners.

When Tonies are unsure about how to properly handle personal data, they should consult their supervisor or the local **Data Protection Officer**.



How Tonies Treat Their World

1. Respect Human Rights
2. Social Responsibility
3. Improve Sustainability
4. Product Safety

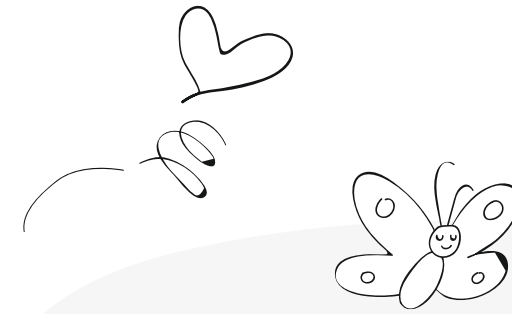


Respect *Human* Rights

We're not just Tonies, we're also humans. And as such we are committed to **respecting internationally recognized human rights** as defined, for example, by the United Nations Universal Declaration of Human Rights. Tonies **reject** physical assault and all forms of forced, compulsory, and **child labor**, as well as any kind of slavery and human trafficking.

tonies **value good work and recognize the fundamental rights of employees.** This means, among other things, wages are not to be paid below the minimum and working time is not to exceed the maximum set by local law, and should always live up to the standards set by the International Labour Organization (ILO).

This applies not only within the business of tonies but also towards **our partners.**



Q: I am committed to supporting a charitable or otherwise social cause within my local community, but it conflicts with my work time. Is this going to endanger my job at tonies?

A: We love and support people who want to make the world a better place. So just come and talk to us about your commitment, and we might be able, not just to work something out, but also see if we can get involved as well.



Social Responsibility



As Tonies, we are aware that we have a responsibility towards **society** and that how we do business has an influence on the **environment**. That's why we strive to minimize any negative impact – through the development of sustainable solutions and by supporting local communities.

In doing so, Tonies make sure that all **donation and sponsoring** activities are appropriate and in line with our values. We love all do-gooders and encourage and support all Tonies who want to become one by being personally socially committed within their communities around the world.



Improve *Sustainability*



Sustainability, contributing to environmental and climate protection, and resource efficiency are a big deal. When we as Tonies develop products and services, we look for solutions with a minimum impact on the environment and climate in the long term. We therefore undertake active efforts to create products with a long service life and the ability to be repaired to prolong it even further.

All Tonies and business partners are encouraged to contribute ideas that aim at the improvement of environmental protection. Every Tonie is responsible for conserving natural resources and helping to protect the environment and climate through conscious individual behavior. So, **reuse, rethink, and recycle wherever you can;** our little customers will thank us for it later.



Q: A customer has contacted me about a defective Toniebox. Can I offer him an immediate replacement in order to keep things quick and pain-free?

A: Tonieboxes as well as all other tonies products are designed to be repairable in many common cases. While this may take a moment longer than just handing out replacements, it also avoids even more unnecessary rubbish on our planet. And if a customer doesn't share this view immediately, talk to your supervisor and figure out what you can offer to make the additional waiting time a little sweeter.

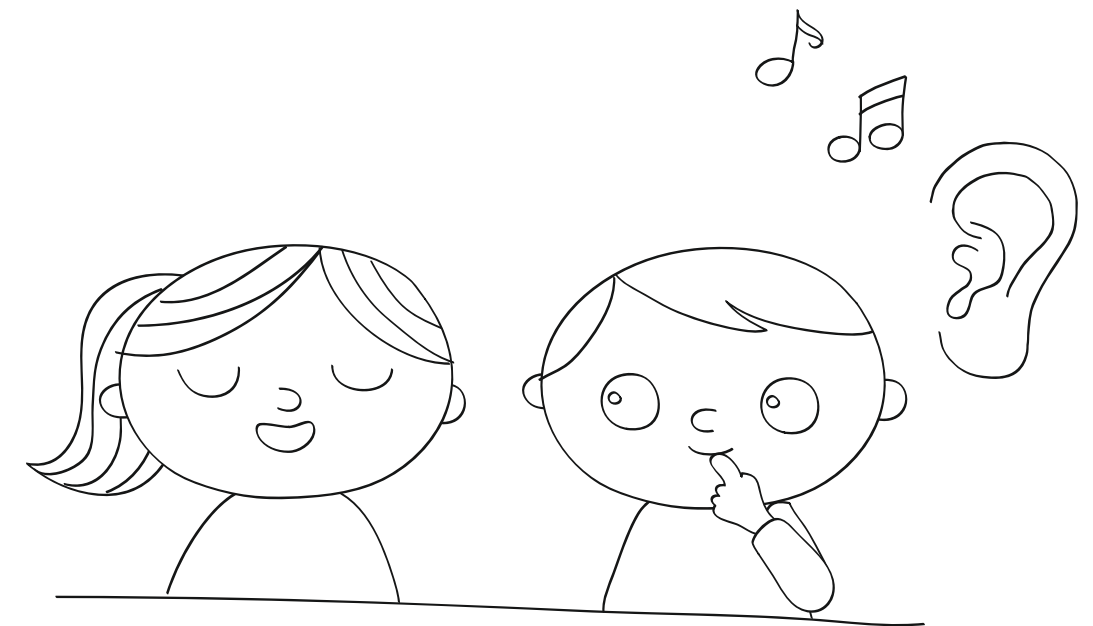


Product *Safety*



Kids and adults use our products and services to experience moments of joy and should be able to do so while **feeling** absolutely **safe and sound**. That's why we have the responsibility to prevent, as much as possible, any risks, detrimental effects and hazards to their health, safety, environment, and property that may result from the handling of our products and services.

To ensure this, we closely **follow** the **laws, regulations, and internal standards** that apply to our products. If Tonies notice or have concerns that our products could pose any form of danger, they should speak up and help us tackle the problem immediately.





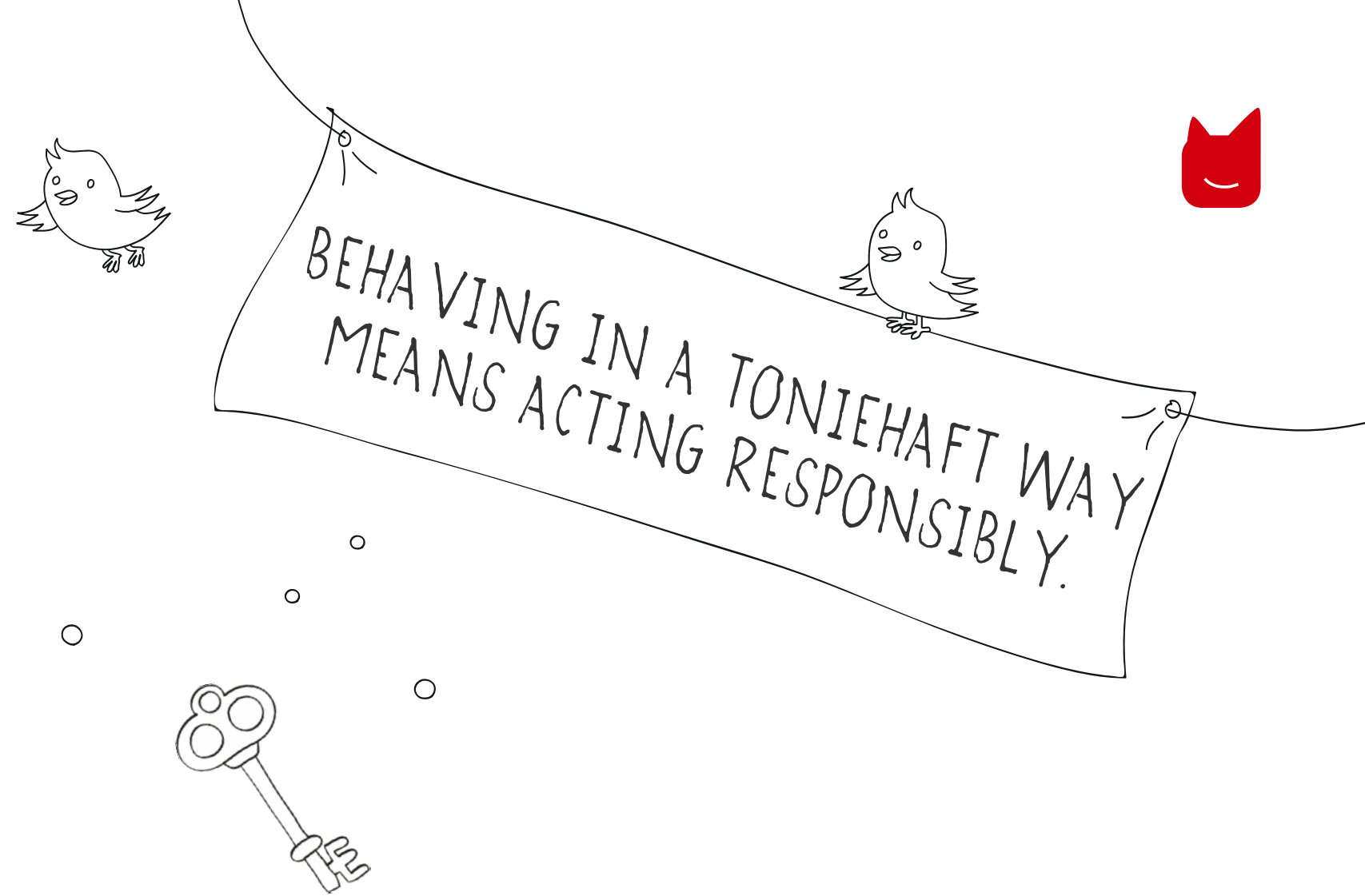
What This Means for Us in Practice

1. Accountability
2. Ethical Dilemmas
3. Speak Up
4. We Help Each Other



Accountability

Behaving in a toniehaft way means acting **responsibly**. We all own our decisions and actions. Suspected misconduct or violations of the Code of Conduct or applicable laws and regulations, as well as our internal standards, may result in serious damage or adverse consequences to our company and reputation. Hence, accountability is a key ingredient to protecting the future of all Tonies.



Ethical Dilemmas



Nobody is perfect and all Tonies can find themselves faced with challenging and difficult situations that test their integrity and reputation. Ethical issues may arise at any given time in any part of the world where tonies is present. But because ethics is about doing the right thing, we always take the time to stop for a moment and ask ourselves a set of basic questions:

- Am I acting in line with legal requirements and the values and standards of tonies?

- Would my actions endanger the reputation of the tonies brand or business? What would it mean for tonies if we read about it in a newspaper?
- Is my choice the most ethical one or are there any alternatives?
- Am I treating others the way I would want to be treated myself?
- Is it the right thing to do? Have I discussed it with other Tonies?



Speak *Up*

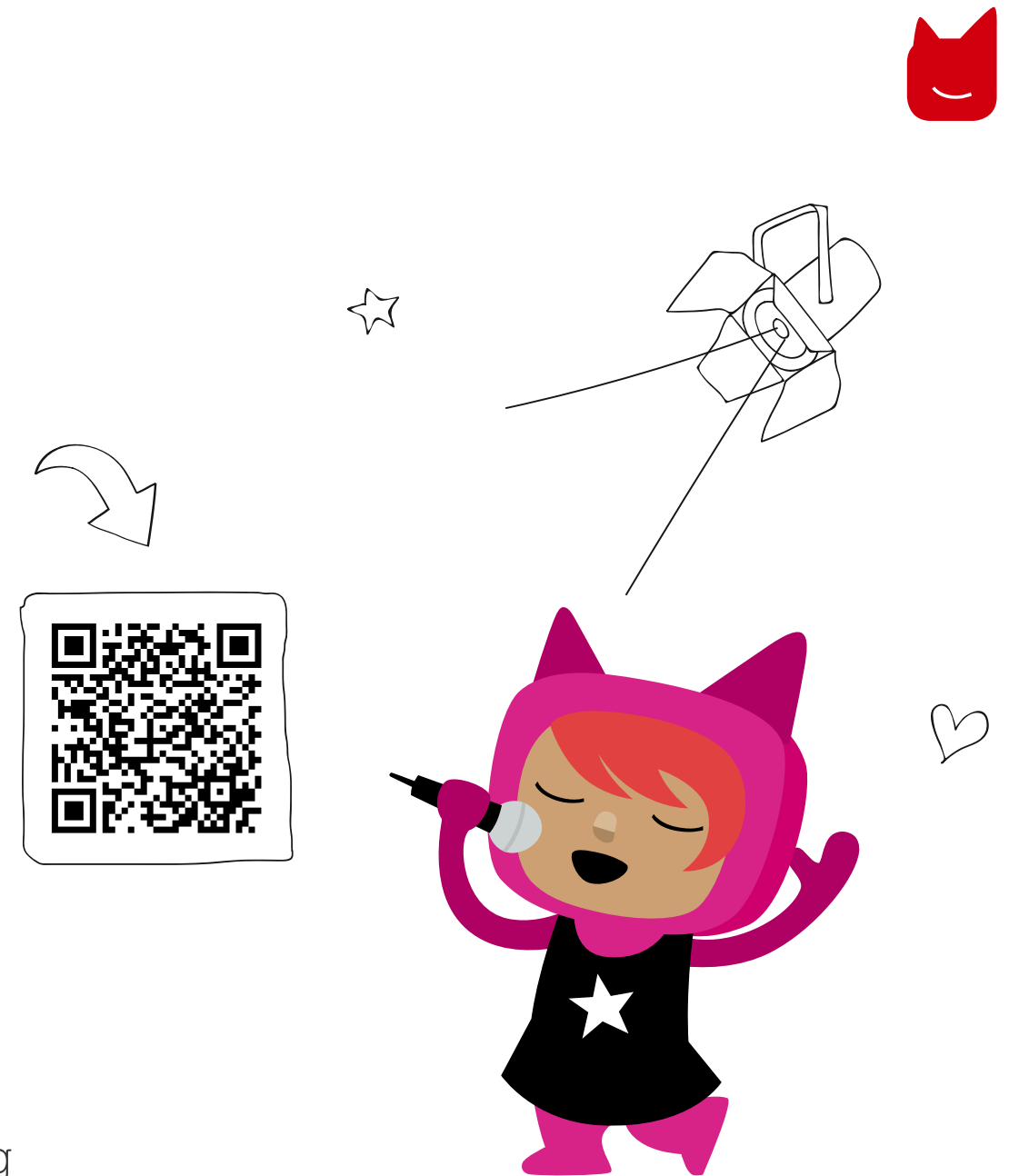
Every Tonie is expected and encouraged to **report** suspected misconduct or violations of the Code of Conduct or applicable laws and regulations, as well as our internal standards.

Toniehaft means, among other things, embracing the freedom to raise concerns and a serious commitment to protecting our reputation and company success.

Concerns can be reported to:

- your Legal and Compliance department
- your supervisor or
- our whistleblowing system <https://app.legaltegrity.com/report/9af90c90-9cce-4183-b4c7-d111356e67ca> which provides the option to raise concerns anonymously

Those who report concerns have nothing to fear if the reports are made in good faith, no matter whether they turn out to be true or false. We take all submitted reports seriously, and all allegations will be validated and, if confirmed,



We *Help* Each Other

No Code of Conduct can predict or cover all possible situations a Tonie may face. Firstly, Tonies should therefore consult local policies, directives, or instructions that provide more specific guidance. If questions or doubts remain, Tonies should never **hesitate to ask**.

You can contact the Tonies in our Legal and Compliance department via **legal@tonies.com**





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