

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 24 May 2023 at 9.00 am CEST, on the premises of Arendt & Medernach S.A. at 41A, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg (the "**AGM**").

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 regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2022.
2. Presentation of 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, 2022.
3. Approval of the annual accounts of the Company for the financial year ended December 31, 2022.
4. Acknowledgement of the results of the Company made with respect to the financial year ended December 31, 2022, and resolution concerning the allocation of the results of the Company for the financial year ended December 31, 2022.
5. Approval of the consolidated financial statements of the Company for the financial year ended December 31, 2022.
6. 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, 2022.
7. Granting of discharge (*quitus*) to Alexander Kudlich, 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, 2022.

8. 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, 2022.
9. 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, 2022.
10. Granting of discharge (*quitus*) to Dr. 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, 2022.
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, 2022.
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, 2022.
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, 2022.
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, 2022.
15. Renewal of the mandate of Mazars Luxembourg as independent auditor (*réviseur d'entreprises agréé*) of the Company for the financial year 2023.
16. 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, 2022.
17. Approval of the 2022 equity incentive plan of the Company.

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 – 15 and 17 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 item 16 constitutes an advisory vote 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 **2 May 2023** 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 **8 May 2023**.

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 2023**. 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 and 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**").

Each share entitles the holder thereof to one vote.

Right to Participate in 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**").

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 **10 May 2023 at 12.00 am (midnight) CEST** (the "**Record Date**"), registers for the AGM (where applicable) and provides the certificate specified below, shall be admitted to participate and vote at the AGM, in person, by proxy or by way of written vote.

Registration for the AGM

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 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 **10 May 2023 at 12.00 am (midnight) CEST until 19 May 2023 at 6.00 pm CEST** or confirm such holding in any other form, and in particular electronically, to the Centralizing Agent.

To participate in and vote at the AGM, the Certificate of Holdings shall be submitted by mail or by e-mail in the period from the Record Date until **19 May 2023, at 6.00 pm CEST** to the Centralizing Agent of the Company.

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 **19 May 2023 at 6.00 pm 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 **19 May 2023 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 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 **19 May 2023 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 **19 May 2023 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 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 **19 May 2023 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 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 shareholders¹ 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 language.

Luxembourg, 24 April 2023.

For the management board of the Company.



By: Patric Faßbender
Title: Co-CEO



By: Marcus Stahl
Title: Co-CEO

¹ only if proxyholder is individually appointed