tonies SE

Société européenne

Gesellschaftssitz: 9, rue de Bitbourg, L-1273 Luxemburg

Großherzogtum Luxemburg

R.C.S. Luxemburg B252939

(the “**Company**”)

CONVENING NOTICE TO THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY

The annual general meeting of the shareholders of the Company (the "**Annual General Meeting**") is to be held on 27 May 2026 at 3:00 pm CEST at Arendt & Medernach SA, 41A, avenue John F. Kennedy, L-1855 Luxembourg.

I. AGENDA FOR THE ANNUAL GENERAL MEETING

1. Presentation of the combined consolidated report of the management board of the Company (the “**Management Board**”) and the observations of the supervisory board of the Company (the “**Supervisory Board**”) and of the report of the independent auditor (*réviseur d'entreprises agréé*) on the Company's consolidated accounts for the financial year ended 31 December 2025 and on the Company's annual accounts for the financial year ended on 31 December 2025.

2. Approval of the Company's annual accounts for the financial year ended on 31 December 2025.

3. Approval of the Company's consolidated accounts for the financial year ended on 31 December 2025.

4. Acknowledgement of the result of the Company made for the financial year ended on 31 December 2025 and allocation of the results of the Company for the financial year ended 31 December 2025.

5. Granting of discharge (*quitus*) to Tobias Wann, member of the Management Board, for the exercise of his mandate during the financial year ended on 31 December 2025.

6. Granting of discharge (*quitus*) to Hansjörg Müller, member of the Management Board, for the exercise of his mandate during the financial year ended on 31 December 2025.

7. Granting of discharge (*quitus*) to Virginia McCormick, member of the Management Board, for the exercise of her mandate during the financial year ended on 31 December 2025.

8. Granting of discharge (*quitus*) to Christoph Frehsee, member of the Management Board, for the exercise of his mandate during the financial year ended on 31 December 2025.

9. Granting of discharge (*quitus*) to Jan Middelhoff, member of the Management Board, for the exercise of his mandate during the financial year ended on 31 December 2025.

10. Granting of discharge (*quitus*) to Christian Bailly, member of the Supervisory Board, for the exercise of his mandate during the financial year ended on 31 December 2025.

11. Granting of discharge (*quitus*) to Alexander Schemann, member of the Supervisory Board, for the exercise of his mandate during the financial year ended on 31 December 2025.

12. Granting of discharge (*quitus*) to Helmut Jeggle, member of the Supervisory Board, for the exercise of his mandate during the financial year ended on 31 December 2025.

13. Granting of discharge (*quitus*) to Patric Faßbender, member of the Supervisory Board, for the exercise of his mandate during the financial year ended on 31 December 2025.

14. Granting of discharge (*quitus*) to Alexander Kudlich, member of the Supervisory Board, for the exercise of his mandate during the financial year ended on 31 December 2025.

15. Granting of discharge (*quitus*) to Erika Wykes-Sneyd, member of the Supervisory Board, for the exercise of her mandate during the financial year ended on 31 December 2025.

16. Renewal of the mandate of Forvis Mazars, a *société anonyme*, having its registered office at 5, Rue Guillaume J. Kroll, L-1882 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B159962, as independent auditor (*réviseur d'entreprises agréé*) of the Company for a period ending at the general meeting of shareholders of the Company approving the annual accounts relating to the financial year ending on 31 December 2026.

17. Presentation of and advisory vote on the remuneration report for the financial year ended on 31 December 2025.

18. Presentation of and advisory vote on the amended remuneration policy for the Company.

19. Approval of the remuneration of the Supervisory Board of the Company, effective as of the first day of the month following the annual general meeting of shareholders of the Company to be held in 2027.

20. Acknowledgement of the special report prepared by the Management Board of the Company and decision to renew the existing authorized capital.

21. Authorisation and delegation of all necessary powers to the Management Board to acquire up to 20% of the total number of class A shares of the Company issued on the date of the annual general meeting, for a price which may not exceed by more than 20% the highest of the volume weighted average price (VWAP) in XETRA (or a corresponding successor system) of the class A shares of the Company over the five trading days preceding the day of the decision of the Management Board to repurchase.

II. PARTICIPATION IN THE ANNUAL GENERAL MEETING

1. Record date

The rights of a shareholder to participate in the Annual General Meeting and to vote shall be determined with respect to the shares held by that shareholder on **13 May 2026 at midnight** (the "**Record Date**"). Any transferee having become owner of any shares after the Record Date has no right to vote at the Annual General Meeting.

Shareholders whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depositary or sub-depositary designated by such depositary must request from their account bank or custodian a certificate certifying the number of shares recorded in their account on the Record Date (the "**Proof of Holding Form**").

To participate in and vote at the Annual General Meeting (regardless the manner they wish to participate, either by attendance in person, by representation through proxy or voting by correspondence), the Proof of Holding Form shall be submitted to the centralizing agent of the Company by e-mail at as_agm@bil.com within the period from the Record Date until **22 May 2026 at 6:00 pm CEST**.

A proof of holding form is provided on the website of the Company https://ir.tonies.com/ which may be used.

2. Attendance

Shareholders may exercise their voting rights at the Annual General Meeting, as applicable, in one of the following manners, as further described below:

(i) by attending the meeting in person, in the manner described below; or

(ii) by appointing a proxy representative, in the manner described below; or

(iii) by voting by correspondence, in the manner described below.

The Management Board considers that shareholders who provide proof of their shareholding on the Record Date and submit their voting form as set forth in section 2.3. or provide a proxy as set forth in section 2.2. of the present convening notice do not have to undertake other formalities to comply with the obligation set out in Article 5(3) of the law of 24 May 2011 on the exercise of certain shareholders' rights at general meetings of listed companies. Notwithstanding the foregoing, in case of participation in person, the intention to participate in person shall be indicated as set forth in section 2.1.

2.1 Attendance in person

The intention of a shareholder to participate in person in the Annual General Meeting (the "**In-Person Attendance Declaration Form**") shall be notified by such shareholder to the centralizing agent of the Company by e-mail at as_agm@bil.com no later than **22 May**

2026 at 6:00 pm CEST. An in-person attendance declaration form is provided on the website of the Company https://ir.tonies.com/ which may be used.

Any shareholder participating in the Annual General Meeting in person shall carry proof of identity.

Shareholders will have the opportunity to vote in person in the manner further specified at the Annual General Meeting.

2.2 Representation through proxy

In the event that a shareholder appoints another person, shareholder or not, as his proxy to vote on his behalf, the completed and executed proxy form must be submitted to the centralizing agent of the Company by e-mail at as_agm@bil.com no later than **22 May 2026 at 6:00 pm CEST**. One person may represent more than one shareholder.

The proxy form provided on the website of the Company https://ir.tonies.com/ 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 duly signed electronically).

Shareholders having submitted a proxy form but who wish to revoke such proxy form may do so by timely providing a later dated proxy form or cancelling the proxy form in writing to the centralizing agent of the Company by e-mail at as_agm@bil.com.

If the centralizing agent of the Company receives more than one proxy form from a shareholder, only the last proxy form received by the centralizing agent of the Company no later than **22 May 2026 at 6:00 pm CEST** will be considered.

2.3 Voting by correspondence

Shareholders who do not wish to participate in person or to be represented through a proxy may vote through a voting form (including electronically) in the Annual General Meeting. The completed and executed voting form must be submitted to the centralizing agent of the Company by e-mail at as_agm@bil.com or in any other form, and in particular by any other electronic means made available, no later than **22 May 2026 at 6:00 pm CEST**.

The voting form provided by the Company on its website https://ir.tonies.com/ 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 duly 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 form or cancelling the voting form in writing to the centralizing agent of the Company by e-mail at as_agm@bil.com.

If the centralizing agent of the Company receives more than one voting form from a Shareholder, only the last voting form received by the centralizing agent of the Company no later than **22 May 2026 at 6:00 pm CEST** will be considered.

3. **Quorum and majority requirements**

Pursuant to the Company's articles of association and the Luxembourg law dated 10 August 1915 on commercial companies, as amended, resolutions regarding items 2 to 16, item 19 and item 21 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 17 and 18 constitute advisory votes only. Item 1 does not require any votes from the shareholders of the Company.

Pursuant to the Company's articles of association and the Luxembourg law dated 10 August 1915 on commercial companies, as amended, resolution regarding item 20 of the agenda will be passed at a majority of 2/3 of the votes validly cast and only if a quorum of at least half of the share capital is present or represented.

4. **Share capital and voting rights**

At the time of convening the Annual General Meeting, the Company's share capital amounts to 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"). 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 to one vote.

5. **Contact details of the centralizing agent of the Company**

The contact details of the centralizing agent duly mandated by the Company to receive (i) the Proof of Holding Form, (ii) the In-Person Attendance Declaration Form (where applicable), (iii) the proxy form (where applicable) and (iv) the voting form (where applicable) and any questions about the Annual General Meeting pursuant to this convening notice are as follows:

Banque Internationale à Luxembourg S.A.
69, route d'Esch, Office PLM 408D
L-2953 Luxembourg, Grand Duchy of Luxembourg
+352 4590 4597
as_agm@bil.com

6. **Language**

The Annual General Meeting will be held in English. (i) The Proof of Holding Form, (ii) the In-Person Attendance Declaration Form (where applicable), (iii) the proxy form (where applicable) and (iv) the voting form (where applicable) shall be provided by the shareholders in English.

III. **AVAILABILITY OF THE DOCUMENTATION**

The following information is available as from the day of the publication of this convening notice in the Luxembourg official gazette RESA (*Recueil Electronique des Sociétés et Associations*) and at least until and including the day of the Annual General Meeting on the Company's website (https://ir.tonies.com/):

- this convening notice for the Annual General Meeting;
- the draft resolutions in relation to each of the items included in the agenda to be adopted at the Annual General Meeting, or, where no resolution is proposed to be adopted, a comment from the Management Board;
- the total number of shares in issue and voting rights at the date of the convening notice;
- all documents made available by the Company at the Annual General Meeting;
- the In-Person Attendance Declaration Form, the Proof of Holding Form, the proxy form, the voting form.

The shareholders may obtain without charge a copy of the full text of any of the above documents upon request to the centralizing agent of the Company by e-mail at as_agm@bil.com or download them from the Company's website (https://ir.tonies.com/).

IV. **QUESTIONS**

Shareholders duly registered have the right to ask questions related to items on the above agenda at the Annual General Meeting within the limits provided by law.

V. **REVISED AGENDA**

Shareholders providing evidence that they hold individually or collectively at least five percent (5%) of the issued share capital of the Company as of the Record Date are entitled to (i) request the addition of items to the agenda of the Annual General Meeting and (ii) to table draft resolutions for items included or to be included in the agenda of the Annual General Meeting.

Such rights must be exercised by sending such request by **5 May 2026 at 6:00 pm CEST** at the latest, to the e-mail address of the centralizing agent of the Company: as_agm@bil.com.

Where the requests entail a new item in the agenda for the Annual General Meeting already communicated to the shareholders, the Company will publish a revised agenda on or before **12 May 2026** at the latest.

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of 11 January 2008 on transparency requirements for issuers of securities, as amended, there is no limit to the maximum number of votes that may be exercised by the same person, whether in its own name or by proxy. The results of the vote will be published on the Company's website (https://ir.tonies.com/) within fifteen (15) days following the Annual General Meeting.

Luxembourg, 24 April 2026

For the Management Board