

VONOVIA SE

Bochum

ISIN DE000A1ML7J1

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Virtual, Annual General Meeting of Vonovia SE

on Tuesday, 16 April 2021 10:00 hours

The General Meeting takes place without the physical presence of shareholders and their proxies at the business premises of Vonovia SE, Universitätsstraße 133, 44803 Bochum.

Shareholders' voting rights may only be exercised by postal vote or by granting power of attorney to the proxies nominated by the Company. Pursuant to section 1(2) sentence 1 no. 1 of the Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie; C-19 AuswBekG*) the entire meeting will be broadcast in sound and vision on the password-protected InvestorPortal, which can be accessed via the Company's website at <https://investors.vonovia.de/agm>

INFORMATION ON SHAREHOLDERS' RIGHTS

(in accordance with article 56 SE Regulation (SE-VO), section 50(2) German SE Implementation Act (SEAG), section 122(2) German Stock Corporation Act (AktG), section 126(1) AktG , section 127 AktG and section 131 AktG, section 1(2) sentence 1 no. 2 and 3, (3) C-19 AuswBekG)

The invitation to the Annual General Meeting already contains information on shareholders' rights according to article 56 SE-VO, section 50(2) SEAG, section 122(2) AktG, section 126(1) AktG, section 127 AktG, section 131 AktG and section 1(2) sentence 1 no. 2 and 3, (3) C-19 AuswBekG.

The provisions for stock companies with their registered office in Germany, in particular those of the German Commercial Code (HGB) and the AktG, apply to Vonovia SE in accordance with the referring statutes of article 5, article 9(1) lit. c) ii), article 53 and article 61 SE Regulation, to the extent that the provisions of the SE-VO do not provide otherwise.

The following remarks complement the information already contained in the invitation to the Annual General Meeting and serve as an additional explanation of the shareholder's rights.

1. Shareholders' Motions to add Items to the Agenda pursuant to Article 56 SE Regulation, section 50(2) SEAG, section 122(2) AktG, section 1(3) sentence 4 AuswBekG

One or more shareholders, whose shares jointly equate to five per cent of the share capital, or to the sum of EUR 500,000.00 (this being equivalent to 500,000 shares), may demand that items be added to the agenda and be made public. This quorum is required for requests to add items to the agenda made by shareholders of a European company, (SE) pursuant to article 56 SE Regulation in conjunction with section 50(2) SEAG; section 50(2) SEAG corresponds with the rules stipulated in section 122(2) AktG.

Each new item must be accompanied by a justification or a proposed resolution.

The requests to add items to the agenda must be addressed to the Management Board in writing (section 126 German Civil Code, BGB) or in electronic form (§ 126a BGB) and must be received by the Company at least 30 days in advance of the meeting (section 1(3) sentence 4 AuswBekG), with the day of receipt and the date of the meeting not being included in this calculation. The deadline for the receipt of such requests is therefore, on **Tuesday, 16 March 2021, 24:00 hours**. Requests received subsequently will not be considered.

We ask that any requests to add items to the agenda be submitted to the following address:

Vonovia SE
- Management Board -
Universitätsstraße 133
44803 Bochum

If you use the electronic form (§ 126a BGB), please send a possible supplementary request via email to:

hauptversammlung@vonovia.de

Additions to the agenda, which are to be published, shall be published in the Federal Gazette (*Bundesanzeiger*) immediately after receipt. They shall also be published on the Company's website at <https://investors.vonovia.de/agm> and the shareholders shall be notified of them, in accordance with section 125(1) sentence 3 and (2) AktG.

2. Shareholders' Countermotions and Appointment Proposals pursuant to sections 126 and 127 AktG

Every shareholder has the right to file a countermotion in the Annual General Meeting in relation to specific items on the agenda, to contest proposals made by the Management Board and/or Supervisory Board. Countermotions, appointment proposals, and other inquiries from shareholders to the Annual General Meeting must be submitted to the following address only:

Vonovia SE
- Legal Department -
Universitätsstraße 133
44803 Bochum
fax number: +49 (0) 234 314 2944
email address: hauptversammlung@vonovia.de

Countermotions and appointment proposals sent to any other address do not have to be published.

A countermotion and the statement of its grounds does not need be published,

1. insofar as the Management Board would become criminally liable through publication,
2. if the countermotion would result in a resolution by the Annual General Meeting, which would be illegal or would violate the articles of association,
3. if the justification contains statements which are obviously false or misleading in material respects, or which are libelous,
4. if a countermotion of such a shareholder based on the same facts has already been published with respect to a General Meeting of the Company pursuant to section 125 AktG,
5. if the same countermotion, brought by a shareholder and based on essentially identical grounds, has already been published pursuant to section 125 AktG, in at least two General Meetings of the Company within the past five years and fewer than one-twentieth of the share capital represented had voted in favour of this countermotion at the General Meeting,
6. if the shareholder indicates that he/she will neither attend nor be represented at the Annual General Meeting, or
7. if, within the past two years at two General Meetings, the shareholder has failed to make a countermotion communicated by him/her, or instructed one to be made on his behalf.

The same applies *mutatis mutandis* to the publication of appointment proposals. Additionally, the Management Board does not need to publish appointment proposals for the election of auditors, if such proposals do not include the name, the profession, and the place of residence of the individual being put forward, in case of legal persons, the name of the company and corporate seat. Appointment proposals may, but do not have to, be justified.

The justification for countermotions and appointment proposals do not have to be published if they exceed 5,000 characters in total. If several shareholders file countermotions with respect to the same resolution item, or make the same appointment proposal, the Management Board may combine such countermotions or appointment proposals and the respective justifications (if any).

Countermotions and election proposals received by the Company at the address below at least 14 days prior to the Annual General Meeting, with the day of receipt and the date of the meeting not being included in this calculation, in other words by **Thursday, 1 April 2021, 24:00 hours** at the latest, shall be immediately published in accordance with sections 126, 127 AktG on the Company's website at <https://investors.vonovia.de/agm> together with the shareholder's name, any justification and any statement made by the management.

Countermotions and election proposals to be made accessible in accordance with sections 126 and 127 AktG are considered to have been made in the Virtual Annual General Meeting if the shareholder making the countermotion or election proposal is duly legitimized and registered for the Annual General Meeting.

3. Opportunity for Shareholders to ask Questions by Electronic Communication

Pursuant to section 131(1) AktG, the Management Board must, upon request, provide each shareholder with information regarding the Company's affairs insofar as such information is necessary for the proper assessment of an Item of the Agenda. This obligation to provide information on the part of the Management Board applies equally to the Company's legal and business relations with an affiliated company, the Group's situation and the companies included in the consolidated financial statements. The Management Board may refuse to provide information,

1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the Company or an affiliated company;
2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the Annual General Meeting is to approve the annual financial statements;
4. with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the Company's assets, financial position and profitability within the meaning of section 264(2) HGB; the

foregoing shall not apply if the Annual General Meeting is to approve the annual financial statements;

5. if provision thereof would render the Management Board criminally liable; or
6. if the information is continuously available on the Company's website seven or more days prior to the Annual General Meeting as well as during the Annual General Meeting.

The shareholders' right to information is considerably restricted in the case of a Virtual General Meeting pursuant to section 1(2) C-19 AuswBekG. The Management Board and the Supervisory Board have decided to hold this Annual General Meeting in accordance with C-19 AuswBekG and to grant shareholders who have duly registered the right to ask questions by electronic means only (section 1(2) sentence 1 no. 3 C-19 AuswBekG), with the questions to be submitted no later than one day before the Annual General Meeting. Any questions must therefore be submitted by **Wednesday, April 14, 2021 24:00 hours** via the Company's InvestorPortal accessible at the internet address <https://investoren.vonovia.de/hv>. It is not possible to submit questions by any other means of transmission. In accordance with section 1(2) sentence 2 C-19 AuswBekG, the Management Board will decide on how to answer to questions by employing its due and proper discretion.

4. Procedure governing the submission of statements or audio or video messages for publication prior to and/or during the Annual General Meeting

Due to the virtual Annual General Meeting concept that only allows for votes being cast by postal vote or authorized proxies based on the instructions they received without shareholders electronically participating in the meeting, shareholders will not be given the possibility of speaking on the items on the agenda during the Annual General Meeting.

However – going beyond section 1(2) C-19 AuswBekG – shareholders shall be given the opportunity to submit

- written statements relating to the agenda for publication by the Company on its InvestorPortal or

- audio or video messages relating to the agenda for publication by the Company in its InvestorPortal and potentially during the virtual Annual General Meeting

prior to the Annual General Meeting.

Thus, shareholders registering in due time will have the opportunity of submitting statements in text form or audio or video messages no later than **Monday, 12 April 2021, 24:00 hours** via the InvestorPortal. Further information on the technical requirements to be met for submitting audio or video messages will be published on the Company's website.

Written statements may not exceed 10,000 characters and the maximum length of an audio or video message should be 1.5 minutes. Solely video messages in which the shareholder and/or their proxy are making a personal appearance to deliver the statement shall be eligible.

When published, a written statement or audio or video messages will always reveal the name of the shareholder and/or their proxy.

Please note that shareholders have no legal right to assert the publication of a written statement or an audio or a video message prior to or during the Annual General Meeting. In particular, the Company reserves the right to refrain from publishing statements or audio or video messages that are abusive or criminally relevant, obviously false or misleading or not pertinent to the agenda of the Annual General Meeting, as well as statements or audio or video messages that exceed 10,000 characters and/or a length of 1.5 minutes or have not been submitted by the above deadline. Furthermore, only one written statement or audio or video message is permitted per shareholder. The Company also reserves the right to publish no more than one written statement or one audio or video message per person. In order to ensure that the Annual General Meeting proceeds in an orderly manner, the Company reserves the right, if necessary, to make an appropriate selection for publication in the Annual General Meeting. Further information and conditions can be found on the Company's InvestorPortal, which is accessible at the Internet address <https://investoren.vonovia.de/agm>.

Please note that questions may only be submitted as outlined in section 3. Should a statement submitted pursuant to this section 4 contain questions that fail to be also submitted as specified in section 3, these questions shall not be considered. The same applies to motions on individual

agenda items and proposals of candidates pursuant to sections 126(1), 127 AktG; in this respect, solely the procedure set out in section 2 will be applicable.

5. Confirmation of vote pursuant to section 118(1) sentences 3 to 5, (2) sentence 2 AktG or proof of vote count pursuant to section 129(5) AktG

Pursuant to section 118(1) sentence 3, (2) sentence 2 AktG, if voting rights are exercised electronically (by granting power of attorney and issuing instructions to the proxies of the Company or by issuing postal votes), the person casting the vote must receive electronic confirmation from the company of the receipt of the vote cast in accordance with the requirements set out in article 7(1) and article 9(5) subpara. 1 of the Implementing Regulation (EU) 2018/1212. If the confirmation is given to an intermediary, the intermediary shall immediately transmit the confirmation to the shareholder pursuant to section 118(1) sentence 4 AktG. Furthermore, pursuant to section 129(5) sentence 1 AktG, the person voting may request confirmation from the Company within one month of the day of the Annual General Meeting as to whether and how his/her vote was counted. The company shall issue the confirmation in accordance with the requirements of article 7(2) and article 9(5) subpara. 2 of the Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the intermediary shall send the confirmation to the shareholder without undue delay pursuant to section 129(5) sentence 3 AktG.

Please note: *This is a translation of the German document on the information about the shareholders' right for the Annual General Meeting of Vonovia SE. Only the German version of this document is legally binding on Vonovia SE. Every effort was made to ensure the accuracy of this translation, which is provided to shareholders for information purposes only. No warranty is made as to the accuracy of this translation and Vonovia SE assumes no liability with respect thereto.*