

Excerpt of the Invitation to the Annual General Meeting of Vonovia SE on 16 April 2021 at 10:00 hours

Vonovia SE, Bochum
ISIN DE000A1ML7J1
WKN A1ML7J

Item 7 of the Agenda: Confirmation of the compensation of the members of the Supervisory Board

Description of the compensation of the members of the Supervisory Board:

At present, the members of the Supervisory Board receive only the fixed compensation set out in Section 13 of the Company's Articles of Association. The amount of the compensation depends on the tasks performed by the respective Supervisory Board member on the Supervisory Board and its committees. The Company reimburses the Supervisory Board members for VAT incurred on the compensation to the extent that they are eligible to separately invoice VAT in respect of the Company and have exercised this right. The Company also reimburses the Supervisory Board for expenses incurred due to the exercising of their office and concludes D&O liability insurance for the Supervisory Board members with a reasonable maximum liability.

The wording of Section 13 of the Company's Articles of association is as follows:

“Section 13 Compensation of the Supervisory Board

- 13.1 Each Supervisory Board member shall receive annual fixed compensation in the amount of € 100,000.00.
- 13.2 The Chairperson of the Supervisory Board shall receive twice this amount, while the Deputy Chairperson shall receive one and a half times this amount. The members of the Audit Committee shall receive additional annual fixed compensation in the amount of € 40,000.00; the Chairperson of the Audit Committee shall receive twice this amount.
- 13.3 Supervisory Board members who are members of one or more other Supervisory Board committees that have met at least once in the respective year shall receive

additional annual fixed compensation in the amount of € 20,000.00 or, in the case of the Chairperson of the committee, € 40,000.00 for each such committee.

- 13.4 The total of all compensation in accordance with this Section 13 plus any compensation for membership of supervisory boards and similar controlling bodies of Group companies may not exceed € 300,000.00 per calendar year for each Supervisory Board member, irrespective of the number of committee memberships and functions.
- 13.5 All of the compensation described above is payable after the end of the respective financial year. Supervisory Board members who are members of the Supervisory Board or a Supervisory Board committee for only part of a financial year shall receive corresponding pro rata compensation for that financial year, rounded up to whole months.
- 13.6 The Company shall reimburse the Supervisory Board members for appropriate expenses incurred due to the exercising of their office. VAT is reimbursed by the Company to the extent that the Supervisory Board members are eligible to separately invoice VAT in respect of the Company and have exercised this right.
- 13.7 The Company shall conclude D&O liability insurance for the Supervisory Board members with a reasonable maximum liability.”

The Supervisory Board monitors the management activity of the Management Board and assists the Management Board in an advisory capacity. Granting fixed compensation that is non-performance-based helps to enable the Supervisory Board to perform these activities in the objective interest of the Company. In this respect, the established compensation system for the Supervisory Board supports the business strategy with its long-term focus and the Company’s long-term development.

In accordance with the new statutory provision set out in section 113(3) sentence 1 AktG, the compensation of the Supervisory Board members must be reviewed at least every four years and a resolution on the compensation must be passed by the Annual General Meeting. Section 113(3) sentence 2 clause 1 AktG states that this can also be a confirmatory resolution. The review is performed on the basis of a comparison with other large listed and unlisted companies. An external compensation consultant who is independent of the Management Board and the Supervisory Board may be consulted in preparing the comparison as required. Proposals for the adjustment or confirmation of the compensation paid to the Supervisory Board members are

submitted jointly by the Management Board and the Supervisory Board, with the Supervisory Board being supported by its Executive Committee.

The members of the Management Board and Supervisory Board and of the Executive and Nominating Committee are required by law and the German Corporate Governance Code to disclose immediately any conflicts of interest that may arise. In such cases, the corporate bodies take appropriate measures to take account of the conflict of interest. For example, the members concerned do not take part in deliberations and resolutions.
