

Invitation to the Annual General Meeting

of Vonovia SE, 21 May 2026

VONOVIA

Key Figures

Financial Key Figures in € million	2024*	2025
Adjusted EBITDA Total (continuing operations)	2,641.8	2,800.8
Adjusted EBITDA Rental	2,385.7	2,445
Adjusted EBITDA Value-add	168.4	197.5
Adjusted EBITDA Recurring Sales	57.6	83.2
Adjusted EBITDA Development	30.1	75.1
Adjusted EBT (continuing operations)	1,816.3	1,904.3
Adjusted EBT (continuing operations) per share in €**	2.22	2.29
Adjusted earnings for the period attributable to minorities	142.7	165.5
Adjusted earnings for the period attributable to Vonovias shareholders	1,463	1,541
Adjusted earnings for the period attributable to Vonovias shareholders per share in €**	1.79	1.85
Income from fair value adjustments of investment properties	-1,559	1,390
Earnings before tax (EBT)	-603.4	2,527.7
Profit for the period	-962.3	4,185.5
Operating Free Cash-Flow***	1,832.2	1,778.5
Cash flow from operating activities	2,401.6	2,448.3
Cash flow from investing activities	-187.6	-127.1
Cash flow from financing activities	-1,821	-878.4
Total sum of maintenance, modernization, portfolio investments and new construction (to hold)	1,601	1,972.7
thereof for maintenance measures	764.7	811.2
thereof for modernization & portfolio investments	611.8	807.5
thereof for new construction (to hold)	224.5	354
Key Balance Sheet Figures/Financial Indicators in € million	Dec. 31 2024	Dec. 31 2025
Fair value of the real estate portfolio	81,971.4	84,448.2
EPRA NTA	37,215.6	39,253.7
EPRA NTA per share in €****	45.23	46.28
LTV (%)	47.7	45.4
Adjusted Net debt/Adjusted EBITDA Total	15.1x	13.8x
ICR (Adj. EBITDA Total/Adj. financial result)	3.7x	3.8x
Non-financial Key Figures	2024	2025
Number of units managed	613,153	607,234
thereof own apartments	539,753	530,979
thereof apartments owned by others	73,400	76,255
Average area of own apartments in the reporting period (in thou. m ²)	34,042	33,482
Average number of own units (number of units)	543,026	533,718
Maintenance expenses and capitalized maintenance (€/m ²)	22.46	24.23
thereof expenses for maintenance (€/m ²)	13.82	14.46
thereof capitalized maintenance (€/m ²)	8.64	9.77
Number of units bought	-	2,082
Number of units sold	7,654	11,306
thereof Recurring Sales	2,470	2,333
thereof Non Core/Other	5,184	8,973
Number of new units completed*****	3,747	2,090
thereof own units*****	1,276	800
thereof units for sale*****	2,471	1,290
Vacancy rate (in %)	2	2.1
Monthly in-place rent in €/m ²	8.01	8.38
Organic rent increase (in %)	4.1	4.1
Sustainability Performance Index (in %)*****	104	106
Carbon intensity achieved in Germany (in kg CO ₂ e/m ²)	31.2	30.7
Number of employees (continuing operations)*****	12,056	12,708

* Figures for 2024 comparable according to current key figure definition.

** 2024/2025 based on the weighted average number of shares carrying dividend rights.

*** Figures for 2024 comparable according to current key figure definition including intragroup profits/losses and specification of net working capital.

**** Based on the shares carrying dividend rights on the reporting date.

***** Figures for 2024 comparable according to current key figure definition.

***** 2024/2025 including Deutsche Wohnen (excluding Care segment).

Vonovia SE
Bochum
ISIN DE000A1ML7J1
WKN A1ML7J

Invitation to the 2026 Annual General Meeting

The shareholders in our Company are cordially invited to the

Annual General Meeting

held at RuhrCongress Bochum,
Stadionring 20, 44791 Bochum, Germany

on

Thursday, 21 May 2026
at 10:00 hours.

I. Agenda

1. Presentation of the adopted annual financial statements of Vonovia SE and of the approved consolidated annual financial statements and the combined management report for Vonovia SE and the Group as at 31 December 2025, and of the report of the Supervisory Board for the 2025 fiscal year

The above documents also include the explanatory report on disclosures pursuant to section 289a and section 315a of the German Commercial Code (*Handelsgesetzbuch - HGB*) for the 2025 fiscal year. The specified documents are available from the time the Annual General Meeting is convened via the Vonovia SE website at <https://www.vonovia.com/en/investors/agm> and will be explained by the Management Board or – in the case of the Supervisory Board report – by the Chairwoman of the Supervisory Board during the Annual General Meeting. As part of their right to request information, shareholders will have the opportunity to ask questions about the documents submitted.

The Supervisory Board has approved the annual financial statements and the consolidated annual financial statements prepared by the Management Board; the annual financial statements are thus adopted. Therefore, a resolution of the Annual General Meeting regarding this Agenda Item 1 is not necessary and thus not envisaged.

2. Allocation of net profit of Vonovia SE for the 2025 fiscal year

The Management Board and the Supervisory Board propose that the balance sheet profit of EUR 1,125,000,000.00 as presented in the adopted annual financial statements as at 31 December 2025 be allocated as follows:

A dividend of EUR 1.25 shall be paid per no-par-value share of the Company which is entitled to a dividend for the 2025 fiscal year; with currently 848,427,747 no-par-value shares	EUR	1,060,534,683.75
Allocation to other retained earnings	EUR	0.00
Profit carried forward	EUR	64,465,316.25
Balance sheet profit	EUR	1,125,000,000.00

The dividend is due for payment on 26 May 2026.

The proposal for the allocation of earnings is based on the number of no-par-value shares entitled to dividend payment for the past fiscal year 2025 of which the Company was aware on the day of the invitation to the Annual General Meeting. Should this number of no-par-value shares entitled to dividend payment change before the Annual General Meeting, in particular due to the issue of compensation shares to shareholders of Deutsche Wohnen SE who make use of their exchange right under § 5 of the Domination and

Profit and Loss Transfer Agreement entered into between the Company and Deutsche Wohnen SE on 15 December 2024, a resolution proposal that has been modified accordingly will be put to the vote at the Annual General Meeting which provides for (i) an unchanged dividend of EUR 1.25 per no-par-value share entitled to dividend payment for the completed 2025 fiscal year, and (ii) a proposal for the profit carried forward amended accordingly. The sum not relating to no-par-value shares entitled to dividend payment shall be carried forward.

As the dividend for the 2025 fiscal year is being paid fully from the tax contribution account within the meaning of section 27 of the German Corporation Tax Act (*Körperschaftsteuergesetz*) (contributions not made to the nominal capital), the dividend shall be paid without capital gains tax and solidarity surcharge being deducted. The dividend is not subject to taxation for domestic shareholders. There is no tax refund or tax credit option in relation to the dividend. The German tax authorities hold the view that the distribution of dividends reduces the tax-related acquisition costs of the shares.

3. Formal approval of the actions of Management Board members in the 2025 fiscal year

The Management Board and the Supervisory Board propose that the actions of the incumbent Management Board members in the 2025 fiscal year be approved.

4. Formal approval of the actions of Supervisory Board members in the 2025 fiscal year

The Management Board and the Supervisory Board propose that the actions of the incumbent Supervisory Board members in the 2025 fiscal year be approved.

5. Election of the auditor of the annual financial statements and of the consolidated annual financial statements and election of the auditor for the review of the half-year financial report and interim financial reports, if any, for periods up to and including the first quarter of the 2027 fiscal year; election of the auditor of the sustainability report for the 2026 fiscal year

5.1 Based on the recommendation of its Audit, Risk and Compliance Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditor of the annual financial statements and of the annual consolidated financial statements and as auditor for the review of the half-year report for the 2026 fiscal year and for the review of interim financial reports, if any, for the 2026 fiscal year and the first quarter of the 2027 fiscal year.

- 5.2 Based on the recommendation of its Audit, Risk and Compliance Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditor of the sustainability report for the 2026 fiscal year. This election as auditor of the sustainability report is a precautionary measure in the event that the German legislator, implementing Article 37 of the Statutory Audit Directive 2006/43/EC as amended by the CSRD (EU) 2022/2464 of 14 December 2022 as amended by Directive (EU) 2025/794 of 14 April 2025, should require an explicit election of such auditor by the annual general meeting, i.e. should the audit of the sustainability report not automatically be the auditor's responsibility under the German law implementing the EU Directive.

Pursuant to the third sub-paragraph of Article 16(2) of the EU Auditors Regulation, the Audit, Risk and Compliance Committee of the Supervisory Board has stated that its recommendations are free from any undue influence by a third party and that there are no restrictions regarding the choice of a particular auditor or audit firm (Article 16(6) of the EU Auditors Regulation).

6. Approval of the remuneration report for the 2025 fiscal year

The Management Board and the Supervisory Board have prepared the remuneration report for the 2025 fiscal year in accordance with section 162 of the German Stock Corporation Act (*Aktiengesetz - AktG*) and submit it to the Annual General Meeting for approval in accordance with section 120a (4) AktG.

In accordance with section 162(3) AktG, the remuneration report was reviewed by the auditor to determine whether the legally required information pursuant to section 162(1) and (2) AktG have been provided. In addition to the requirements of the law, a substantive audit was also performed by the auditor. The report on the audit of the remuneration report is attached to the remuneration report.

In accordance with section 124a sentence 1 no. 4 AktG, the remuneration report for the 2025 fiscal year is published on the Company's website at <https://www.vonovia.com/en/investors/agm> and will also be available there during the Annual General Meeting.

The Management Board and the Supervisory Board propose to approve the remuneration report for the 2025 fiscal year prepared and audited in accordance with section 162 AktG.

7. Revision of the compensation system for Supervisory Board members; amendment of compensation for Supervisory Board members and corresponding amendment of § 13 of the Articles of Association

The current compensation of Supervisory Board members was set by the Annual General Meeting of 29 June 2022 in § 13 of the Articles of Association. It provides that Supervisory Board members receive annual fixed compensation and additional compensation for their work on Supervisory Board committees. This basic compensation structure is still appropriate in the view of the Management Board and the Supervisory Board.

However, the level of compensation, which has not been adjusted since 2022, no longer reflects the increased demands of the work in terms of its content and the time needed to complete it. The scope of responsibility and the individual scope of work of Supervisory Board members are constantly growing.

In order to appropriately compensate Supervisory Board members for their work, to remain competitive, and to ensure that the Company remains in a position to attract outstandingly qualified candidates for membership of the Supervisory Board, compensation is to be adjusted in line with the market.

The Supervisory Board therefore involved an independent, recognized compensation consultant to determine the proposed compensation amounts. The particular responsibility of, and growing advisory and coordination efforts spent by, the Supervisory Board chairperson and their deputy as well as committee chairpersons have also been reflected and, in consideration of the remuneration of other listed companies, considered in the remuneration proposal. Therefore, the Management Board and the Supervisory Board propose to resolve as follows:

- a) Compensation system for Supervisory Board members, information pursuant to section 113(3) and section 87a(1) sentence 2 AktG

The amended compensation system for Supervisory Board members be adopted as follows:

Supervisory Board members only receive fixed compensation. The specific amount of compensation depends on the tasks performed by the relevant Supervisory Board member on the Supervisory Board and its committees. The Company reimburses Supervisory Board members for VAT incurred on the compensation to the extent that they are eligible to separately invoice VAT to the Company and that they have exercised this right. The Company also reimburses Supervisory Board members for expenses incurred due to the exercising of their office and concludes

D&O liability insurance for Supervisory Board members with an appropriate insurance cover.

The Supervisory Board monitors the management activity of the Management Board and assists the Management Board in an advisory capacity. Granting only 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 compensation system for the Supervisory Board supports the business strategy with its long-term focus and the Company's long-term development.

The compensation amount proposed, including when compared to supervisory board remuneration of other DAX40 companies, is appropriate. This ensures that the Company will continue to be able to attract Supervisory Board candidates who meet the requirements placed on a qualified and independent supervisory body.

As a matter of self-commitment, the Supervisory Board members are generally required to declare to the Supervisory Board that, each year, they will use 20% of their fixed compensation for the previous fiscal year (before deduction of taxes) to acquire shares in Vonovia SE (commitment), and will hold such shares for as long as they are Supervisory Board members (holding period). Such shares have to be acquired during the first open trading window of a fiscal year. Members who have already resigned from the Supervisory Board on this prescribed acquisition date are not under a share purchase obligation.

This share purchase obligation is subject to contrary statutory provisions, in particular under capital market law. Supervisory Board members who are not permitted to acquire German single stocks are also exempt from this share purchase obligation. Supervisory Board members are further exempt from the share purchase obligation to the extent that such obligation is prevented by provisions in employment or service contracts concluded with other companies.

The share purchase obligation will apply for the first time starting on 1 January 2027 in relation to the compensation payable in respect of the 2026 fiscal year under this regime and will be implemented starting from 2027 in the first open trading window in each fiscal year in relation to the compensation for the previous fiscal year. Shares acquired outside the share purchase obligation will not be taken into account.

The regime set out under this lit. a) for the compensation of Supervisory Board members will replace the provisions on the compensation of Supervisory Board members of Vonovia SE as resolved by the

General Meeting on 29 April 2022, with effect as of 1 January 2026. This compensation regime will apply until amended or repealed by the General Meeting of Vonovia SE.

b) § 13 of the Articles of Association shall be amended as follows:

“§ 13 Compensation of the Supervisory Board

- 13.1 Each Supervisory Board member shall receive annual fixed compensation in the amount of € 132,000.00.
- 13.2 The Supervisory Board Chairperson shall receive two and a half times this amount, a Deputy Chairperson shall receive one and a half times this amount. The audit committee members shall receive additional annual fixed compensation in the amount of € 55,000.00; 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 acted at least once a year shall receive additional annual fixed compensation in the amount of €35,000.00 or, in the case of the chairperson of the committee, in the amount of € 70,000.00 per committee.
- 13.4 All compensation specified above shall be payable after the end of each fiscal year. Supervisory Board members who are Supervisory Board members or members of a committee of the Supervisory Board for only part of a fiscal year shall receive corresponding pro-rata temporis compensation rounded up to the full month in respect of this fiscal year.
- 13.5 The Company shall reimburse the Supervisory Board members for appropriate expenses incurred due to the exercising of their office. VAT will be reimbursed by the Company to the extent that the Supervisory Board members are eligible to separately invoice VAT to the Company and have exercised such right.
- 13.6 The Company shall conclude D&O liability insurance for the Supervisory Board members with an appropriate insurance cover.
- 13.7 The compensation established in this § 13 shall apply beginning on 1 January 2026.”

The Management Board is authorized to apply for registration in the commercial register of the approved amendment to § 13 of the Articles of Association, irrespective of the other resolutions of the General Meeting.

8. Election of two Supervisory Board members

The term of office of two Supervisory Board members, namely Jürgen Fenk and Matthias Hünlein, will end at the close of the 2026 Annual General Meeting on 21 May 2026.

In accordance with Articles 40(2) and (3) and 9(1)(c) of Regulation (EC) 2157/2001 of 8 October 2001 on the Statute for a European company (SE) as most recently amended by Regulation (EU) 517/2013 of 13 May 2013 (the **SE Regulation**) in conjunction with section 17 of the German Act implementing the SE Regulation (*Gesetz zur Ausführung der SE-VO – SEAG*) and in accordance with section 11.1 of the Articles of Association of Vonovia SE, the Supervisory Board comprises ten members, all of whom are elected by the General Meeting. The General Meeting is not bound by election proposals. The following election proposal is in line with the competence profile of the Supervisory Board and the objectives the Supervisory Board has set for its composition as well as the requirements of the German Corporate Governance Code (GCGC). Elections to the Supervisory Board are held on an individual basis.

The Supervisory Board proposes, upon recommendation of its Governance and Nomination Committee, that the following persons be elected as Supervisory Board members with effect from the end of this Annual General Meeting, for a term ending at the end of the Annual General Meeting that resolves on the formal approval of the actions of the members for the 2029 fiscal year:

- 8.1 Dr Anne-Marie Großmann-Minkwitz, Chief Development Officer of GMH Gruppe Management SE, resident in Bad Iburg;
- 8.2 Jürgen Fenk, Management Board member of DIH AG, Strategic Advisor to Eastdil Secured London, resident in Frankfurt am Main.

The curricula vitae of the candidates (including the information pursuant to section 125(1) sentence 5 AktG) are attached to this invitation to the Annual General Meeting in the **Annex** and are available on the Company's website at <https://www.vonovia.com/en/investors/agm>.

9. Resolution on amendments to § 4.3 and § 4.4 of the Articles of Association for alignment with section 10(6) AktG (electronic shares)

The German Act on the financing of investments safeguarding future (*Zukunftsfinanzierungsgesetz – ZuFinG*) of 11 December 2023 contains provisions that permit stock corporations to issue electronic shares under the German Act on electronic securities (*Gesetz über elektronische Wertpapiere – eWpG*). Companies are also given the possibility, in particular, that shares previously represented by global certificates may be replaced by electronic shares with identical features.

Introducing electronic shares promotes capital market digitalization. Electronic shares represent the same rights as shares represented by global certificates. They only differ in that the global certificate deposited with the central securities depository is replaced by registration in an electronic securities register pursuant to section 2(1) sentence 2 eWpG. The Company does not currently have any concrete plans for such a change, but intends to permit it in the future.

Pursuant to section 10(6) sentence 1 AktG as amended by the ZuFinG, the Articles of Association must exclude the securitization of shares that are entered as electronic shares in an electronic securities register. In order to ensure compliance with the relevant legal requirements, the Company's Articles of Association are to be amended.

Therefore, the Management Board and the Supervisory Board propose to resolve as follows:

§ 4.3 of the Articles of Association shall be supplemented by the following new sentence 3:

"Securitization shall be excluded for any such shares that are entered as electronic shares in an electronic securities register."

In addition, the words "share certificates" shall be replaced by "shares" in § 4.4 sentence 1 of the Articles of Association.

Accordingly, § 4.3 and § 4.4 of the Articles of Association shall read as follows:

"4.3 The Company shall be entitled to issue share certificates representing individual shares (*Einzelkunden*) or multiples of shares (*Sammelkunden*). The shareholders' right to the issuance of share certificates representing their respective shares shall be excluded to the extent legally permitted and unless such issuance is required in accordance with regulations applicable at a stock exchange to which the shares are admitted. Securitization shall be excluded for any such shares that are entered as electronic shares in an electronic securities register.

4.4 The form and content of the shares as well as of any profit share and renewal coupons (*Gewinnanteils- und Erneuerungsscheine*) shall be decided by the Management Board with the consent of the Supervisory Board. This shall also apply to bonds and notes (*Schuldverschreibungen und Schuldscheine*)."

10. Renewal of the authorization to acquire and use treasury shares

The authorization for the Company granted by the Annual General Meeting on 29 April 2022 to acquire treasury shares will expire on 28 April 2027. In order to keep the Company in a position to acquire and then use treasury shares at any time and without any time gap, the existing authorization is to be replaced by a new authorization.

Therefore, the Management Board and the Supervisory Board propose to resolve as follows:

- a) The Company shall be authorized until 20 May 2031, pursuant to section 71(1) no. 8 AktG, to acquire shares of the Company in the amount of up to 10% of its share capital at the time the resolution is adopted or – if this amount is lower – at the time it is exercised. The shares acquired under this authorization together with any treasury shares acquired for other reasons that are already held by the Company or attributable to it pursuant to sections 71a et seq AktG may not exceed 10% of the Company's share capital at any time.

At the discretion of the Management Board, such shares may be acquired (1) on the stock exchange, (2) through a purchase offer made to all shareholders, (3) through an exchange offer made to all shareholders, (4) through a public invitation to submit a sale offer, or (5) by issuing tender rights to the shareholders.

- (1) To the extent that such shares are acquired on the stock exchange, the purchase price per share paid by the Company (excluding incidental acquisition costs) may not be more than 10% above or 20% below the arithmetic average closing auction price of shares of the same class in Xetra trading (or a functionally comparable successor system replacing the Xetra system) on the Frankfurt Stock Exchange on the last three trading days prior to the date of the purchase obligation.
- (2) To the extent that such shares are acquired through a purchase offer made to all shareholders, the purchase price per share offered and paid by the Company (excluding incidental acquisition costs) may not be more than 10% above or 20% below the arithmetic average closing auction price of shares of the same class in Xetra trading (or a functionally comparable successor system replacing the Xetra system) on the Frankfurt Stock Exchange on the last three trading days prior to the date the offer is published. If, after publication of the offer, the price of the shares deviates significantly, the offer may be adjusted; in this case, the relevant reference period will be the three trading days

prior to the date the adjustment is published. If the purchase offer is oversubscribed, shares will be acquired according to the proportion of shares held by the tendering shareholders. Furthermore, commercial rounding can be applied to avoid fractional shares. Provision may be made for the preferential acceptance of small numbers of shares (up to 100 tendered shares per shareholder).

- (3) To the extent that such shares are acquired through an offer to all shareholders to exchange Company shares for shares in a listed company pursuant to section 3(2) AktG ("**exchanged shares**"), a certain exchange ratio may be specified or determined by way of an auction procedure. This may also involve a cash benefit as an additional payment to the exchange offered or as compensation for any fractional shares. In each of these procedures for the exchange of shares, the exchange price or the applicable upper and lower limits of the exchange price range in the form of one or more exchanged shares and arithmetic fractional shares, including any cash or fractional amounts (excluding incidental acquisition costs), may not be more than 10% above or 20% below the relevant value of a share of the Company according to the following paragraph.

The relevant value of the Company's shares and of the exchanged shares will be determined on the basis of the arithmetic average closing auction price of the Company's shares or of the exchanged shares in Xetra trading (or a functionally comparable successor system replacing the Xetra system or, if the shares are not traded in the Xetra system, the trading system used in the particular market segment that is most similar to Xetra) on the Frankfurt Stock Exchange on the last three trading days prior to the date of the public announcement of the exchange offer. If, after publication of a public exchange offer, the relevant prices deviate in a more than insignificant manner, the offer may be adjusted. In this case, the price to be applied is the relevant arithmetic average closing auction price on the last three trading days prior to the date any such adjustment is publicly announced. If the exchange offer is oversubscribed, shares will be acquired according to the proportion of shares held by the tendering shareholders. Furthermore, commercial rounding can be applied to avoid fractional shares. Provision may be made for the preferential acceptance of small numbers of shares (up to 100 tendered shares per shareholder).

- (4) If such shares are acquired through a public invitation to all shareholders to submit sale offers, the Company will determine a price range per share within which sale offers can be submitted. The purchase price per share offered and paid by the Company (excluding incidental acquisition costs) may not be more than 10% above or 20% below the arithmetic average closing auction price of shares of the same class in Xetra trading (or a functionally comparable successor system replacing the Xetra system) on the Frankfurt Stock Exchange on the last three trading days prior to the date of the public invitation to submit sale offers. If, after publication of the invitation to submit a sale offer, the relevant share price deviates significantly, the invitation to submit sale offers may be adjusted; in this case, the relevant reference period will be the three trading days prior to the date the adjustment is published. If not all of several equal sale offers can be accepted due to the volume limitation, shares will be acquired according to the proportion of shares held by the tendering shareholders. Furthermore, commercial rounding can be applied to avoid fractional shares. Provision may be made for the preferential acceptance of small numbers of shares (up to 100 tendered shares per shareholder).
- (5) If such shares are acquired through tender rights granted to shareholders, they can be allocated per share held in the Company. In accordance with the ratio of the Company's share capital to the volume of shares to be repurchased by the Company, a correspondingly determined number of tender rights entitles the holder to sell one of the Company's shares to the Company. Tender rights may also be allocated such that one tender right is issued for a number of shares determined on the basis of the ratio of the Company's share capital to the buyback volume. Fractions of tender rights will not be issued; in this case, relevant fractional tender rights will be excluded. The price or the limit values of the offered purchase price range (each without incidental acquisition costs) at which a share can be sold to the Company when exercising the tender right is determined in accordance with the provisions of paragraph (4) above, with the relevant reference date being the date of publication of the repurchase offer granting tender rights, and is adjusted as necessary, with the relevant reference date then being the date such adjustment is published. The Management Board will determine the details of the tender rights, in particular their content, term and, if applicable, tradability.
- b) The Company is authorized to use treasury shares that have been or will be acquired based on this authorization or for any other reasons, in addition to selling them on the stock exchange or through an offer to all shareholders in proportion to their participation quota, for any other legally permitted purposes, and in particular the following purposes:
- (1) The treasury shares may be sold against cash payment at a price that is not significantly below the market price of the Company's shares of the same class at the time of the sale.
 - (2) The treasury shares may be sold against contributions in kind including, without limitation, for the purpose of (indirectly) acquiring companies, parts of companies, participations in companies, and other assets relating to a planned acquisition (including receivables), properties and property portfolios.
 - (3) The treasury shares may be used to fulfill obligations and to secure obligations or rights to acquire shares in the Company, in particular under convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations thereof) issued by the Company or its affiliates within the meaning of sections 15 et seq AktG.
 - (4) The treasury shares may be offered to all shareholders so as to allow them to acquire treasury shares in exchange for the (partial) assignment of their dividend right established by the Annual General Meeting's resolution on the allocation of profits (scrip dividend).
 - (5) The treasury shares may be redeemed without a further resolution of the Annual General Meeting. They may also be redeemed without a capital decrease by increasing the pro rata amount of the remaining no-par-value shares (*Stückaktien*) in the Company's share capital; in this case, the Management Board is authorized to adjust the number of no-par-value shares specified in the Articles of Association.
- c) The shareholders' right to subscribe for acquired treasury shares of the Company is excluded to the extent that such shares are used in accordance with the authorizations granted pursuant to lit. b)(1) to (3). If the treasury shares are used for the purpose specified in lit. b)(4), the Management Board is authorized to exclude subscription rights. The Management Board is further authorized to exclude subscription rights in order to grant subscription rights to holders of conversion or option rights for shares of the Company or corresponding conversion or option obligations to

compensate for dilution to the same extent to which they would be entitled to subscription rights after the exercise of such rights or the fulfillment of such obligations. Finally, the Management Board may exclude shareholder subscription rights for fractional amounts.

The notional amount of the share capital attributable to the shares used pursuant to the authorization granted under lit. b)(1) may not exceed a total of 10% of the share capital, neither at the time this authorization takes effect nor - if this amount is lower - at the time it is exercised. This cap of 10% of the share capital is to include (i) any shares of the Company issued or sold during the term of this authorization with shareholder subscription rights excluded in direct or analogous application of section 186(3) sentence 4 AktG, and (ii) any shares of the Company issued or to be issued to service bonds with conversion or option rights or obligations, provided that such bonds were issued during the term of this authorization with subscription rights excluded in analogous application of section 186(3) sentence 4 AktG. The cap decreased under the preceding sentences of this paragraph shall be increased again upon effectiveness of a new authorization to exclude shareholder subscription rights in accordance with section 186(3) sentence 4 AktG that is resolved by the Annual General Meeting after the decrease, to the extent of the reach of the new authorization, but up to a maximum of 10% of the share capital in accordance with the stipulations of sentence 1 of this paragraph.

The total amount of shares sold against contributions in cash and/or in kind with subscription rights excluded may not exceed a portion of 10% of the share capital, neither at the time the resolution is adopted nor - if this amount is lower - at the time the authorization is exercised. This cap of 10% of the share capital is to include (i) any shares of the Company issued during the term of this authorization under other authorizations with subscription rights excluded, and (ii) any shares of the Company issued or to be issued to service bonds, provided that such bonds were also issued with shareholder subscription rights excluded during the term of this authorization. The cap decreased under the preceding sentences of this paragraph shall be increased again upon effectiveness of a new authorization to exclude shareholder subscription rights that is resolved by the Annual General Meeting after the decrease, to the extent of the reach of the new authorization, but up to a maximum of 10% of the share capital in accordance with the stipulations of sentence 1 of this paragraph.

- d) The Management Board may only use the authorizations granted under lit. b) and c) with the consent of the Supervisory Board.

- e) All of the above authorizations to acquire and use treasury shares acquired under this authorization or an earlier authorization may be exercised, in full or in part, on one or several occasions, individually or collectively, by the Company or its affiliates within the meaning of sections 15 et seq AktG or by third parties for the account of the Company or its affiliates. Furthermore, a subsidiary of the Company may acquire treasury shares of the Company with shareholder subscription rights excluded if, prior to becoming an affiliate of the Company within the meaning of sections 15 et seq AktG, it tenders its treasury shares (in exchange for shares of the Company) in a public exchange offer by the Company for the acquisition of shares in the subsidiary, it only becomes a subsidiary of the Company as a result of the consummated acquisition of the subsidiary's shares by the Company, and the Company's shares are only transferred to it after consummation of such acquisition. In this context, the Company or the subsidiary, with the consent of the Company's Supervisory Board, may exclude shareholders' tender or subscription rights when fulfilling the obligations so assumed under the exchange offer. The requirements specified in lit. a)(3) shall apply to the lowest and the highest consideration for this type of purchase.
- f) The authorization to acquire treasury shares as granted by the Annual General Meeting on 29 April 2022 and expiring on 28 April 2027 shall be revoked upon effectiveness of the authorization referred to above.

In accordance with section 71(1) no. 8 AktG in conjunction with section 186(4) sentence 2 AktG, the Management Board Report regarding the reasons for the authorization to exclude shareholders' subscription rights is published on the Company's website at <https://www.vonovia.com/en/investors/ags> and will also be available there during the Annual General Meeting.

11. Renewal of the authorization to use derivatives in the acquisition of treasury shares

In addition to the authorization to acquire treasury shares pursuant to section 71(1) no. 8 AktG as proposed for resolution under Agenda Item 10, the Company is to be authorized to also acquire treasury shares using derivatives and to enter into relevant derivatives contracts. This does not aim at increasing the total volume of shares that may be acquired; this only aims at opening up alternative ways of acquiring treasury shares within the limit specified under Agenda Item 10, further restricted by lit. a) of the following proposed resolution and including such shares in determining this limit.

Therefore, the Management Board and the Supervisory Board propose to resolve as follows:

- a) In addition to the authorization proposed under Item 10 to acquire treasury shares pursuant to section 71(1) no. 8 AktG, treasury shares of the Company may also be acquired, in addition to the ways described there, by using equity derivatives. The Management Board is authorized (i) to sell options that obligate the Company to acquire shares in the Company when the option is exercised ("**put options**"), (ii) to acquire options that grant the Company the right to acquire shares in the Company when the option is exercised ("**call options**"), and (iii) to enter into forward purchase contracts regarding shares in the Company with more than two trading days between the conclusion of the contract and the delivery of the acquired shares ("**forward purchase contracts**"). Finally, (iv) shares of the Company may be acquired using a combination of put options, call options and/or forward purchase contracts (the instruments specified under (i) to (iv) of this paragraph are hereinafter also referred to as "**derivatives**").
- The authorization may be utilised, in full or in part, once or in several transactions, including different transactions, or in connection with otherwise permitted transactions not covered by this authorization, by the Company or by any of its affiliates within the meaning of sections 15 et seqq. AktG, or by third parties acting for the account of the Company or any of its affiliates. All share acquisitions using derivatives are limited to shares representing a maximum of 5% of the share capital existing at the time the Annual General Meeting adopts the resolution or - if this amount is lower - of the share capital existing at the time this present authorization is exercised. The term of each derivative must not exceed 18 months, must end on 20 May 2031 at the latest, and must be set such that the acquisition of Company shares by exercising or settling derivatives may not take place after 20 May 2031.
- b) The derivatives may only be concluded with one or several credit institution(s) or one or several enterprise(s) operating pursuant to section 53(1) sentence 1 of the German Banking Act (*Kreditwesengesetz*) or section 53b(1) sentence 1 or (7) of the German Banking Act. The derivative terms must ensure that the derivatives are settled only with shares that were acquired in compliance with the principle of equal treatment of shareholders. The price paid or received by the Company for the acquisition or sale of derivatives must not be significantly higher or lower, respectively, than the theoretical market value calculated using recognised valuation methods and in consideration of factors such as, among others, the agreed exercise price.
- c) The purchase price per share payable upon the exercise of the put option or maturity of the forward purchase contract must not be more than 10% above or 20% below the arithmetical average closing auction price of shares of the same class in Xetra trading (or a functionally equivalent successor system replacing the Xetra system) on the Frankfurt Stock Exchange during the last three trading days prior to the conclusion of the relevant contract, excluding incidental acquisition costs but taking into account the option value upon exercise or maturity. The call option may be exercised only if the purchase price to be paid is not more than 10% above and not more than 20% below the arithmetical average closing auction price of shares of the same class in Xetra trading (or a functionally equivalent successor system replacing the Xetra system) on the Frankfurt Stock Exchange during the last three trading days prior to the date of the acquisition of the shares, excluding incidental acquisition costs, but taking into account the option value upon exercise.
- d) If treasury shares are acquired using derivatives and in accordance with the above provisions, any right of the shareholders to enter into such derivatives with the Company and any tender right of the shareholders are excluded.
- e) The provisions stipulated in lit. b) to e) of the proposed resolution on Agenda Item 10 apply accordingly to the use of treasury shares acquired using derivatives. The shareholders' right to subscribe for treasury shares is excluded to the extent to which such shares are used in accordance with the authorizations pursuant to lit. b)(1) to (4) and lit. c) of the proposed resolution on Agenda Item 10.
- f) The use of derivatives in acquiring treasury shares requires the consent of the Supervisory Board. It may be granted on a general basis or for a specific period of time or for a specific volume.

- g) The authorization to use derivatives in connection with the acquisition of treasury shares as granted by the Annual General Meeting on 29 April 2022 and expiring on 28 April 2027 shall be revoked upon effectiveness of the authorization referred to above.

In accordance with section 71(1) no. 8 AktG in conjunction with section 186(4) sentence 2 AktG, the Management Board Report regarding the reasons for the authorization to exclude shareholders' subscription rights is published on the Company's website at <https://www.vonovia.com/en/investors/aggm> and will also be available there during the Annual General Meeting.

12. Resolution on an amendment to § 8.4 and § 10 of the Articles of Association to include provisions on quorum and adoption of resolutions in the Management Board and Supervisory Board

The Company's Articles of Association do not currently contain any provisions on the quorum of the Management Board and Supervisory Board or on the majorities required for Management Board and Supervisory Board decisions.

Pursuant to Art. 50(1)(b) of the SE Regulation, decisions of the Management Board and the Supervisory Board shall be taken by a majority of the members present or represented. By way of derogation from this, resolutions of the Management Board or Supervisory Board of the company shall be passed by a majority of the votes cast.

Therefore, the Management Board and the Supervisory Board propose to resolve as follows:

- 12.1 § 8.4 of the Articles of Association shall be supplemented by the following new sentences 1 to 4:

"Unless otherwise required by law or the Articles of Association, the Management Board shall have a quorum if all Management Board members have been invited and at least half of its members - including the Chairperson of the Management Board or a Management Board member appointed by the Chairperson - participate in the passing of resolutions. A Management Board consisting of two members shall have a quorum only where all Management Board members participate in the passing of a resolution. Resolutions of the Management Board shall be passed with simple majority of the votes cast, unless otherwise required by law or the Articles of Association. In the event of a tie, the Chairperson of the Management Board shall have the casting vote."

The current sentences 1 and 2 of § 8.4 of the Articles of Association shall remain unchanged and become sentences 5 and 6. Accordingly, § 8.4 of the Articles of Association shall read as follows:

"8.4 Unless otherwise required by law or the Articles of Association, the Management Board shall have a quorum if all Management Board members have been invited and at least half of its members - including the Chairperson of the Management Board or a Management Board member appointed by the Chairperson - participate in the passing of resolutions. A Management Board consisting of two members shall have a quorum only where all Management Board members participate in the passing of a resolution. Resolutions of the Management Board shall be passed with simple majority of the votes cast, unless otherwise required by law or the Articles of Association. In the event of a tie, the Chairperson of the Management Board shall have the casting vote. If a Chairperson of the Management Board has been appointed, that person shall have the right to object to Management Board resolutions (right of veto). If the Chairperson exercises their right of veto, the resolution shall be deemed not to have been passed."

- 12.2 Furthermore, the following new paragraph 5 shall be added to § 10 of the Articles of Association:

"10.5 Unless otherwise required by law or the Articles of Association, the Supervisory Board shall have a quorum if all Supervisory Board members have been invited and at least half of its members participate in the passing of resolutions. Unless otherwise required by law or the Articles of Association, resolutions require the majority of the votes cast. In the event of a tie, the Chairperson of the Supervisory Board shall have the casting vote."

II. Other notices

Company's website and the documents and information available there

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting and other information in connection with the Annual General Meeting are available on the Company's website at <https://www.vonovia.com/en/investors/agm> from the time the Annual General Meeting is convened.

Any shareholder countermotions, election proposals or requests to add Agenda Items subject to mandatory publication and received by the Company shall likewise be made available on the above-mentioned website. The InvestorPortal can also be accessed via the website (see below). Voting results will also be published on this website after the Annual General Meeting.

InvestorPortal

The Company maintains an internet-based, password-protected online portal (**InvestorPortal**) at <https://www.vonovia.com/en/investors/agm>. Before the Annual General Meeting, shareholders or their proxies may exercise part of their shareholder rights electronically via the InvestorPortal. To be able to use the InvestorPortal, shareholders (or their proxies) must log in using the individual access data they either receive with the invitation to the Annual General Meeting or which they have already assigned to themselves after first accessing the InvestorPortal. Proxies will find the access data on the admission ticket.

If users have any technical questions regarding the InvestorPortal, employees of our Annual General Meeting service provider will be happy to assist until the day preceding the Annual General Meeting at the following telephone number:

Shareholder hotline: +49 89 30903 6357

The shareholder hotline is available Monday to Friday, from 9:00 hours to 17:00 hours. Excluded from this are public holidays in the Free State of Bavaria, Germany. If Users have any technical questions, they can also contact the Company's Annual General Meeting service provider by email at investorportal@computershare.de. Shareholders will receive further details regarding the InvestorPortal and the registration and usage conditions with their invitation to the Annual General Meeting or on the internet at <https://www.vonovia.com/en/investors/agm>.

Voting information

The scheduled votes under Agenda Items 2 to 5 and 7 to 12 are binding. The vote on the approval of the compensation report provided for under Agenda Item 6 is of a recommendatory nature. For all votes, it is possible to vote "yes" (in favor) or "no" (against) or to abstain from voting.

Information on dates and times in this invitation to the Annual General Meeting

Any date and time specified in this invitation to the Annual General Meeting refers to Central European Summer Time (**CEST**). To determine the relevant dates and times according to coordinated universal time (**UTC**), subtract 2 hours from the CEST value (e.g. 21 May 2026, 10:00 hours CEST corresponds to 21 May 2026, 08:00 hours UTC).

Broadcast of the Chairman's speech

All interested parties can follow the speech by the Chairman of the Management Board live on the internet at <https://www.vonovia.com/en/investors/agm>. The speech will be available as a recording after the Annual General Meeting.

III. Further details on the invitation

The provisions relevant to stock corporations with registered office in Germany, in particular those of the HGB and AktG, apply to Vonovia SE in accordance with the referring statutes of Article 5, Article 9(1)(c)(ii), Article 53 and Article 61 SE Regulation, to the extent that the provisions of the SE Regulation do not provide otherwise.

1. Total number of shares and voting rights on the date on which the Annual General Meeting is convened

On the date on which the Annual General Meeting is convened, the Company's share capital totals EUR 848,427,747 and is divided into 848,427,747 no-par-value shares. Each no-par-value share corresponds to one vote at the Annual General Meeting. The total number of shares and voting rights at the time of convening the Annual General Meeting, therefore, is 848,427,747. On the date on which the Annual General Meeting is convened, the entities affiliated with the Company (verbundene Unternehmen) within the meaning of sections 71 AktG et seq. do not hold any treasury shares.

2. Requirements for attending the Annual General Meeting and exercising shareholder rights, in particular voting rights

Only those shareholders – in person or by proxies – who are entered in the share register and have registered with the Company in due time so that the Company receives the registration by **24:00 hours on Thursday, 14 May 2026**, at the latest, via the InvestorPortal or at one of the following addresses (the **Registration Addresses**)

at the address:
Vonovia SE
c/o Computershare Operations Center
80249 Munich

or

to the email address:
anmeldestelle@computershare.de

in text form (section 126b German Civil Code (*Bürgerliches Gesetzbuch* – **BGB**) in either German or English (**duly registered shareholders**) are entitled to attend the Annual General Meeting and to exercise the shareholder rights, in particular the voting right.

Pursuant to section 67(2) sentence 1 AktG, only persons who have been registered accordingly in the share register shall be deemed to have rights and obligations arising from shares in relation to the Company. Accordingly, the entry status of the share register on the day of the Annual General Meeting is decisive for the right to attend the Annual General Meeting and the number of voting rights a shareholder may exercise. For technical reasons, applications for the transfer of ownership in the share register will not be processed from Friday, 15 May 2026

through the day of the Annual General Meeting, i.e. including Thursday, 21 May 2026. Therefore, the entry status of the share register on the day of the Annual General Meeting corresponds to the entry status following the last changes made on Thursday, 14 May 2026. The technical record date is therefore **Thursday, 14 May 2026, 24:00 hours**.

Registration for the Annual General Meeting does not mean that trading in the shares is blocked. Shareholders may dispose of their shares at their discretion also after registration for the Annual General Meeting.

The notice convening the Annual General Meeting shall be sent to all shareholders who are listed in the Company's share register no later than at the beginning of the 21st day prior to the day of the Annual General Meeting, as well as to those shareholders and intermediaries who have requested such notice, and to shareholders' associations that have requested such notice or that exercised voting rights at the last Annual General Meeting.

Intermediaries (in particular credit institutions), shareholder associations, voting rights advisors and persons who offer to exercise voting rights at the Annual General Meeting for shareholders on a professional basis must have the authorization of the shareholder to exercise voting rights for shares which do not belong to them, but for which they are entered in the share register as the bearer. Details on these authorizations can be found in section 135 AktG.

Further details regarding the registration process can be found in the registration documents sent to the shareholders and on the Company's website at <https://www.vonovia.com/en/investors/agm>.

3. Authorization of third parties to exercise voting and other rights

Duly registered shareholders, having granted a corresponding power of attorney (with the right to grant substitute power of attorney), may also have a proxy such as a bank, a shareholder association or some other third party exercise their voting and other rights at the Annual General Meeting. If a shareholder appoints more than one person as proxy, the Company may reject one or more of said persons pursuant to section 134(3) sentence 2 AktG.

The granting and revocation of the power of attorney and evidence of such authorization to the Company must be made in text form (as defined by section 126b BGB), unless a power of attorney is granted under section 135 AktG.

When authorizing the exercise of voting rights in accordance with section 135 AktG (granting of power of attorney to intermediaries (in particular credit institutions), shareholder associations, voting rights advisors or persons who offer to exercise voting rights at the Annual General Meeting for shareholders on a professional basis), special features must generally be taken into account. Shareholders who

wish to grant a power of attorney to exercise voting rights in accordance with section 135 AktG are requested to enquire with the relevant person to be appointed as proxy and to coordinate with them about any special features of the granting of a power of attorney.

Intermediaries (in particular credit institutions), shareholder associations, voting rights advisors and persons who offer to exercise voting rights at the Annual General Meeting for shareholders on a professional basis are advised, if they represent several shareholders, to contact the following email address in advance of the Annual General Meeting with regard to the exercise of voting rights: anmeldestelle@computershare.de.

If neither an intermediary (in particular a credit institution), nor a shareholder association, a voting rights advisor or a person who offers to exercise voting rights at the Annual General Meeting for shareholders on a professional basis is authorized pursuant to section 135 AktG, the power of attorney may be granted either to the Company or directly to the proxy (in this case, evidence of the authorization granted to the Company in text form is required (section 126b BGB)).

The admission ticket includes a proxy form. Shareholders may also issue a separate power of attorney in text form.

The authorization granted to the Company, or evidence of an authorization granted vis-à-vis the Company, must be sent to the Company via the InvestorPortal or by post or email to one of the Registration Addresses listed in section III.2. The same applies to the revocation of such authorization.

If the authorization is granted via the InvestorPortal, an admission ticket with new access data will be generated and the shareholder can decide whether these are to be sent to the proxy by email or whether the shareholder should hand them over to the proxy.

In any event, for organizational reasons, the proxy or its revocation, or proof of the appointment of a proxy, must be received by the Company via the specified channels no later than **Wednesday 20 May 2026, 24:00 hours**.

On the day of the Annual General Meeting, proof of authorization or its revocation can also be effected at the entry and exit desks at the Annual General Meeting from 9:00 hours. Evidence of a proxy granted may be provided by the proxy holder presenting the duly issued power of attorney at the admission desk on the day of the Annual General Meeting.

4. Process of voting by proxies designated by the Company

In addition, the Company has appointed Company proxies who may likewise be granted authority to exercise the voting rights of a person duly registered for participation in the Annual General Meeting.

The Company proxies are obliged to vote in accordance with their instructions; they may not exercise the voting rights at their own discretion. The Company proxies may only exercise voting rights with regard to Agenda Items for which the shareholders issue clear instructions. The Company proxies do not accept requests to speak, to lodge objections to Annual General Meeting resolutions or to raise questions or file motions.

Such a power of attorney with instructions to the proxies designated by the Company may be granted prior to the Annual General Meeting using the proxy and instructions form provided which is available for download on the Company's website at <https://www.vonovia.com/en/investors/agm>. The form should be sent to one of the Registration Addresses mentioned in section III.2.

The powers of attorney to the Company proxies and the instructions given to them via the Registration Addresses mentioned in section III.2. must be received by the Company by **24:00 hours on Wednesday, 20 May 2026**; they require text form (section 126b BGB). The same applies to changes and the revocation of the power of attorney or instructions. The date of receipt of the power of attorney or instruction by the Company is decisive for the granting, amendment, and revocation of the power of attorney or instruction.

Until **24:00 hours on Wednesday, 20 May 2026**, duly registered shareholders or their proxies can also use the InvestorPortal to exercise voting rights by way of a power of attorney granted to the Company proxies. Via the InvestorPortal, shareholders can also change or revoke a previously issued authorization or instruction until this time.

Moreover, authorizations and instructions to proxies appointed by the Company may still be issued, amended and revoked by use of the voting card at the Annual General Meeting until the conclusion of the general debate.

Duly registered shareholders may attend the Annual General Meeting in person, even after authorization of a third party or Company proxies. In the event that a shareholder or their proxies attend the Annual General Meeting in person, the authorizations and instructions previously issued to the Company proxies prior to the Annual General Meeting are rendered invalid.

If an individual vote is taken on an Agenda Item without any notification of such vote prior to the Annual General Meeting, the instruction given in relation to said Agenda Item shall apply accordingly to each Item of the individual vote.

Instructions to the proxies appointed by the Company shall also apply to any adjustments to the proposed resolutions that are indicated in the invitation to the Annual General Meeting.

5. Voting by postal vote

Duly registered shareholders or their proxies may cast their votes in text form (section 126b BGB) or by means of electronic communication (**postal vote**). They may use a form for postal voting that is available for download on the Company's website at <https://www.vonovia.com/en/investors/aggm>.

Postal votes can be submitted, changed or revoked by informing the Company in text form (section 126b BGB) using one of the Registration Addresses listed in section III.2. above by **24:00 hours on Wednesday, 20 May 2026**. In all of these cases, the time of receipt of the postal vote, or of the change or revocation, respectively, by the Company is decisive.

Until **24:00 hours on Wednesday, 20 May 2026**, duly registered shareholders or their proxies may also use the InvestorPortal to exercise their voting rights by way of electronic postal voting. Via the InvestorPortal, shareholders can also change or revoke any votes previously cast by means of postal voting until this deadline.

Intermediaries (in particular credit institutions), shareholder associations, voting rights advisors and persons who offer to exercise voting rights at the Annual General Meeting for shareholders on a professional basis may also use postal voting.

If an individual vote is taken on an agenda item without any notification of such vote prior to the Annual General Meeting, the postal vote cast in relation to said agenda item shall apply accordingly to each item of the individual vote. Postal votes shall also apply to any adjustments to the proposed resolutions that are indicated in the invitation to the Annual General Meeting.

6. Additional information on exercising voting rights

If voting rights are exercised within the deadline by multiple methods specified in this notice, or if a proxy and, where applicable, instructions are submitted by more than one method, they will be recognized in the following order, regardless of the time of receipt:

1. via the internet (InvestorPortal), 2. in accordance with section 67c(1) and (2) sentence 3 AktG in conjunction with Article 2(1) and (3) and Article 9(4) of the Implementing Regulation (EU) 2018/1212 (only in the case of proxies and instructions, see section III.7), 3. by email, 4. by letter, and 5. by other means specified in the invitation.

Should different declarations (e.g. power of attorney and postal voting) be received via the same channel, the following shall apply:

Postal votes take precedence over issuing power of attorney and instructions to the Company proxies; to this extent, the Company proxies will not make use of a power of attorney issued to them and will not represent the shares concerned. Powers of attorney and instructions to the Company proxies shall in turn take precedence over the granting of proxy authorizations and instructions to an intermediary, a shareholder association, a voting rights advisor pursuant to section 134a AktG and a person who offers to exercise voting rights at the Annual General Meeting for shareholders on a professional basis (section 135(8) AktG).

If an intermediary, a shareholder association, a voting rights advisor pursuant to section 134a AktG or a person equivalent to these pursuant to section 135(8) AktG nominated by the shareholder or by the proxy is not willing to act as proxy, the Company proxies shall be authorized to represent the shareholder in accordance with their instructions.

The last time a declaration is revoked within the deadline shall be decisive.

7. Information for intermediaries

The registration for the Annual General Meeting, the granting of power of attorney and the provision of instructions to Company proxies as well as the authorization of third parties may also be transmitted to the Company via intermediaries pursuant to section 67c(1) and (2) sentence 3 AktG in conjunction with Article 2(1) and (3) and Article 9(4) of Implementing Regulation (EU) 2018/1212 in the ISO 20022 format (e.g. via SWIFT, CMDHDMMXXX). The registration via SWIFT requires an authorization via the SWIFT Relationship Management Application (RMA).

8. Other shareholder rights

a) Shareholder motions to add Agenda Items pursuant to Article 56 SE Regulation, section 50(2) of the German SE Implementation Act (SEAG) and section 122(2) AktG

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 Agenda Items be added and made public. This quorum is required for requests to add Agenda Items made by shareholders of a European company (SE) pursuant to Article 56 sentence 3 SE Regulation in conjunction with section 50(2) SEAG; section 50(2) SEAG corresponds to the rules stipulated in section 122(2) AktG.

Each Agenda Item to be added must be accompanied by a justification or a proposal for a resolution.

Such requests to add Agenda Items must be addressed to the Management Board in writing (section 126 BGB) or electronically, i.e. by making use of a qualified electronic signature (section 126a BGB) and must be received by the

Company at least 30 days in advance of the meeting; the day of receipt and the day of the Annual General Meeting are not to be included in this calculation. The last possible date of receipt is therefore **24:00 hours on Monday, 20 April 2026**. Requests to add Agenda Items which are received after such date will not be taken into account.

Any requests to add Agenda Items are to be submitted to the following address:

Vonovia SE
- Management Board -
Universitätsstraße 133
44803 Bochum

Electronic submissions (section 126a BGB) of requests to add Agenda Items are to be made by email to hauptversammlung@vonovia.de.

Additions to the Agenda required to be published will be published in the Federal Gazette without undue delay after receipt of the request. They will also be published on the Company's website at <https://www.vonovia.com/en/investors/agm> and communicated to the shareholders in accordance with section 125(1) sentence 3, (2) AktG.

b) Shareholder counter motions and election proposals pursuant to section 126 and section 127 AktG

Every shareholder has the right to file a counter motion in relation to specific Agenda Items at the Annual General Meeting to contest proposals made by the Management Board and/or Supervisory Board and to make proposals for the election of the auditor and of the auditor of the sustainability reporting (Agenda Item 5) as well as the elections of Supervisory Board members (Agenda Item 8).

Counter motions 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 day of the meeting not being included in this calculation, in other words by **24:00 hours on Wednesday, 6 May 2026**, at the latest, will be made available without undue delay in accordance with sections 126, 127 AktG on the Company's website at <https://www.vonovia.com/en/investors/agm> together with the shareholder's name, any justification and any statement made by the management.

The reasons stated in accordance with sections 126, 127 AktG for a counter motion or election proposal or any justification not being required to be made available on the Company's website are outlined on the Company's website at <https://www.vonovia.com/en/investors/agm>. A justification is, in particular, not required to be made available if its total length exceeds 5,000 characters.

Counter motions, election proposals and other requests by shareholders regarding the Annual General Meeting must be submitted to the following address only:

Vonovia SE
- Legal Department -
Universitätsstraße 133
44803 Bochum
Email: hauptversammlung@vonovia.de

Counter motions or election proposals addressed otherwise do not have to be made available.

Counter motions and nominations for election shall only be considered by the chairperson of the meeting if they are submitted during the Annual General Meeting. The right of any shareholder to submit counter motions and nominations for election during the Annual General Meeting, even without prior and timely submission to the Company, remains unaffected.

c) Shareholders' right to request information at the Annual General Meeting

Pursuant to section 131(1) AktG, the Management Board must, upon request, provide each shareholder at the Annual General Meeting with information regarding the Company's affairs insofar as such information is necessary for the proper assessment of an Agenda Item. This obligation on the part of the Management Board to provide information 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 annual financial statements.

The Management Board may refuse to provide information under certain conditions specified in more detail in section 131 (3) AktG. A detailed description of the conditions under which the Management Board may refuse to provide information can be found on the Company's website at <https://www.vonovia.com/en/investors/agm>.

According to section 16.2 sentence 3 of the Company's Articles of Association, the Chairwoman of the General Meeting may limit the shareholders' right to ask questions and make statements to a reasonable duration. In particular, the Chairwoman may determine at the beginning or during the General Meeting a reasonable schedule for the entire meeting, for individual items of the agenda or for individual questions or speeches.

d) Further explanations

Further explanations of the rights of shareholders pursuant to Article 56 SE Regulation, section 50(2) SEAG, section 122(2) AktG, section 126(1) and (4) AktG, section 127 AktG and section 131 AktG are available on the Company's website at <https://www.vonovia.com/en/investors/agm>.

9. Additional information on rights in connection with the exercise of voting rights

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) first sub-paragraph 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 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 their vote was counted. The Company shall issue the confirmation in accordance with the requirements of Article 7(2) and Article 9(5) second sub-paragraph of 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.

10. Information on data protection

In connection with the preparation and holding of, and follow-up to, the Annual General Meeting, in particular when you or your proxy register for the Annual General Meeting, grant a proxy, exercise your shareholder rights, or use the InvestorPortal, we collect personal data (e.g. name, address, email address, number of shares, class of shares, shareholder number, individual access data for the InvestorPortal) about you and/or your proxy. We process this personal data to enable you to exercise your rights at the Annual General Meeting. We also process your personal data to fulfill our legal obligations in connection with conducting the Annual General Meeting.

Please address any questions to Vonovia SE, Legal Department, Universitätsstraße 133, 44803 Bochum or datenschutz@vonovia.de. The data controller for the processing is Vonovia SE, Universitätsstraße 133, 44803 Bochum, email: hauptversammlung@vonovia.de.

If we use service providers to conduct the Annual General Meeting, they will only process personal data on our behalf and are otherwise obliged to maintain confidentiality.

If the legal requirements are met, every data subject has the right of access, the right to rectification, restriction, erasure and, if applicable, objection regarding the processing of their personal data at any time, as well as the right to data transmission and to lodge a complaint with a competent supervisory authority.

Further information on the processing of personal data as well as on the rights you are entitled to under the EU General Data Protection Regulation can be accessed at any time on our website at <https://www.vonovia.com/en/investors/agm> or requested at the following address: Vonovia SE, Legal Department, Universitätsstraße 133, 44803 Bochum, email: hauptversammlung@vonovia.de.

Bochum, April 2026

Vonovia SE

The Management Board

Annex

to the Invitation to the Annual General Meeting of Vonovia SE at 10:00 hours on 21 May 2026

Vonovia SE, Bochum
ISIN DE000A1ML7J1
WKN A1ML7J

Curricula vitae of the candidates for election to the Supervisory Board (Agenda Item 8)

Curriculum vitae of Dr Anne-Marie Großmann-Minkwitz

Year of birth: 1988

Nationality: German

Professional background

Since 2025	Executive mandates within GMH Group <ul style="list-style-type: none"> VirMagnus Management SE, Georgsmarienhütte; Member of the Administrative Board, CEO GMH Gruppe Management SE, Georgsmarienhütte; Member of the Management Board, CDO
2021 - 2025	GMH Group (Georgsmarienhütte Holding GmbH, Georgsmarienhütte); Managing Director, CDO
2019 - 2021	WINDHOFF Bahn- und Anlagentechnik GmbH, Rheine; Managing Director
2016 - 2018	Bain & Company, Munich, Berlin; Consultant
2012 - 2015	Technical University of Berlin, Research Assistant, Chair of Innovation Economics

Education/Academic background

2012 - 2015	Technical University of Berlin Doctorate, degree: Dr rer. oec.
2010 - 2015	Several universities and research institutions, Berlin Berlin School of Economics Parallel: Master of Science in Economics & Management Science at the Humboldt University of Berlin
2009	Peking University, China LSE-PKU Program "International Economics"
2006 - 2009	London School of Economics, United Kingdom Bachelor of Science Philosophy & Economics

Qualifications/Areas of expertise pursuant to the matrix of Vonovia SE's Supervisory Board

Areas of expertise:

M&A, Real Estate Transactions | Investment, Capital Investment | Sustainability, Energy | HR Management, Remuneration, Leadership Development | Politics, Public Administration

Experience:

M&A,
Real Estate
Transactions:

Responsible for investments and real estate within the GMH Group, initially as Managing Director of Georgsmarienhütte Holding GmbH and currently as member of the Management Board of GMH Gruppe Management SE, with a focus on structural and strategic development

Entrepreneurial role as CEO and Owner of VirMagnus Management SE/VirMagnus SE & Co. KG

Managing Director at WINDHOFF Bahn- & Anlagentechnik GmbH (entrepreneurial responsibility incl. transactions at company level)

Investment,
Capital
Investment:

Strategy consulting at Bain & Company (international strategy and investment projects)

Sustainability,
Energy:

Commitment to sustainability and competitiveness of industrial value creation in Germany, including on the Federal Executive Board of the CDU Economic Council

Activities in the industrial group of companies (GMH Gruppe Management SE, WINDHOFF Bahn- & Anlagentechnik)

HR Management,
Remuneration,
Leadership
Development:

Responsible for HR within the GMH Group, initially as Managing Director of Georgsmarienhütte Holding GmbH and currently as member of the Management Board of GMH Gruppe Management SE

Management experience as managing director and CEO (personnel responsibility, organizational development)

Politics,
Public
Administration:

Member of the Federal Board of the Economic Council of the CDU

Mandates

Dr Anne-Marie Großmann-Minkwitz is currently a member of the following other statutory supervisory boards within the meaning of section 125 (1), sentence 5 AktG:

- Georgsmarienhütte GmbH
- Schmiedewerke Gröditz GmbH
- Mannstaedt GmbH

Dr Anne-Marie Großmann-Minkwitz is currently a member of the following comparable domestic and foreign supervisory or oversight bodies of commercial enterprises within the meaning of section 125(1), sentence 5 AktG:

- Stahl Judenburg GmbH, Austria

All of these mandates are group mandates within GMH Group.

Further information on recommendation C.13 DCGK

Dr Großmann-Minkwitz is a member of the Management Board of GMH Gruppe Management SE, the general partner of GMH Gruppe SE & Co. KG, and (among other roles) a member of the Supervisory Board (which is co-determined based on the Act on Co-determination in the Coal, Iron and Steel Industry (*Montanmitbestimmungsgesetz*)) of Georgsmarienhütte GmbH, a subsidiary of GMH Gruppe SE & Co. KG. As is already publicly known, Dr Ariane Reinhart, a member of the Supervisory Board of Vonovia SE, has been a neutral member of that same supervisory board since February 2026. Furthermore, in the Supervisory Board's assessment, there are no personal or business relationships between Dr Großmann-Minkwitz on the one hand and the companies of the Vonovia Group, their governing bodies, or any shareholder holding, directly or indirectly, more than 10% of the voting shares in the Company on the other.

Independence

The Supervisory Board is of the opinion that Dr Großmann-Minkwitz is independent of the Company and its Management Board, and independent of a controlling shareholder, because Dr Großmann-Minkwitz has no personal or business relationship with the Company, its Management Board or a controlling shareholder that constitutes a substantial – and not merely temporary – conflict of interest.

Curriculum vitae of Mr Jürgen Fenk

Year of birth: 1966

Nationality: German

Professional background

Since 2025	DIH AG (Zech Group SE), Bremen; Management Board Eastdil Secured, London; Strategic Advisor
2023 – 2025	Eastdil Secured GmbH, Frankfurt; Managing Director
2021 – 2023	Primonial REIM, Paris; CEO
2017 – 2021	Deutsche Wohnen SE, Berlin; Deputy Chairman of the Supervisory Board
2019 – 2021	SIGNA Financial Services AG, Zurich, Switzerland; Chairman of the Board of Directors
2018 – 2021	SIGNA Innovations AG, Innsbruck, Austria; CEO
2017 – 2020	SIGNA Group of Companies, Innsbruck, Austria; Member of the Group Management Board
2012 – 2017	Landesbank Hessen-Thüringen (Helaba), Frankfurt; Member of the Management Board
2010 – 2012	BAWAG P.S.K., Vienna, Austria; Head of Commercial Real Estate Finance
2009 – 2010	Landesbank Hessen-Thüringen (Helaba), Frankfurt; Head of Real Estate Lending
2006 – 2009	Hypo Real Estate Capital Corporation, New York, USA; CEO
2003 – 2008	Hypo Real Estate Bank International, Dublin, Ireland/New York, USA; Member of the Management Board
1999 – 2003	HVB Real Estate Capital France Paris, France; Member of the Management Board
1992 – 1998	Bayerische Vereinsbank, Paris, France/Munich; International Real Estate Finance Division

Education/Academic backgroundLudwig-Maximilians-University, Munich;
Degree in Business Administration (*Diplom-Kaufmann*)**Qualifications/Areas of expertise pursuant to the matrix of Vonovia SE's Supervisory Board****Areas**

of Expertise: Housing Industry | Development, Construction Industry | M&A, Real Estate Transactions | Financing (Banking, Capital Markets) | Investment and Asset Management | Human Resources Management, Compensation, Leadership Development

Experience:

Housing Industry: Many years of management and supervisory board experience in the residential and real estate industry

Deputy Chairman of the Supervisory Board Deutsche Wohnen SE

Member of the Supervisory Board Vonovia SE

Management Board DIH AG (Zech Group SE)

Development, Construction Industry: Management Board DIH AG

Management functions within the SIGNA Group (including CEO SIGNA Innovations AG)

M&A, Real Estate Transactions: International M&A and transaction experience (SIGNA Group, Primonial REIM, Eastdil Secured)

Strategy consulting and transaction support in the real estate sector

Financing (Banking, Capital Markets): Several years on the Management Board at Helaba

Leading roles in international real estate financing (Hypo Real Estate, BAWAG P.S.K.)

Investment and Asset Management: CEO Primonial REIM

Managing Director/Strategic Advisor at Eastdil Secured

Many years of responsibility for real estate investment and asset management

Human Resources
Management,
Compensation,
Leadership

Development: Leading global organizations and international
 management teams
 Management Board and CEO functions with
 personnel and organisational responsibility

 Experience in governance and remuneration
 structures at management and supervisory
 board level

Mandates

Mr Jürgen Fenk is currently a member of the following additional statutory supervisory boards or comparable German or foreign supervisory bodies of commercial enterprises within the meaning of section 125(1) sentence 5 AktG:

- Art-Invest Real Estate Funds GmbH
 Chairman of the Supervisory Board

Independence

The Supervisory Board is of the opinion that Mr Jürgen Fenk is independent of the Company and its Management Board, and independent of a controlling shareholder, because Mr Jürgen Fenk has no personal or business relationship with the Company, its Management Board or a controlling shareholder that constitutes a substantial - and not merely temporary - conflict of interest.

Information in accordance with Section 125 of the German Stock Corporation Act (AktG) in conjunction with the Implementing Regulation (EU) 2018/1212 (“EU-IR”)

A. Specification of the message		
A1	Unique identifier of the event	33e0e43c3a56f011b54300505696f23c
A2	Type of message	Notice of the Annual General Meeting
B. Specification of the issuer		
B1	ISIN	DE000A1ML7J1
B2	Name of issuer	Vonovia SE
C. Specification of the meeting		
C1	Date of the meeting	21 May 2026
C2	Time of the meeting	8:00 hours UTC (10:00 hours CEST)
C3	Type of meeting:	Annual General Meeting
C4	Location of the meeting	RuhrCongress Bochum, Stadionring 20, 44791 Bochum, Germany
C5	Technical Record Date	Technical Record Date: 14 May 2026, 22:00 hours UTC (24:00 hours CEST) (registered shares)
C6	Uniform Resource Locator (URL)	Website to the meeting: https://www.vonovia.com/en/investors/aggm
D. Participation in the Annual General Meeting		
D2	Deadline for participation	14 May 2026, 22:00 hours UTC (24:00 hours CEST)

Convenience translation only – German version legally binding

Vonovia SE
Universitätsstraße 133
44803 Bochum
Germany

Phone: 0234 314-0
Fax: 0234 314-2995

hauptversammlung@vonovia.de
www.vonovia.com