VONOVIA

Corporate Governance Roadshow

Jürgen Fitschen (Supervisory Board Chairman) Clara C. Streit (Designated Supervisory Board Chairwoman)

February & March 2023

Agenda

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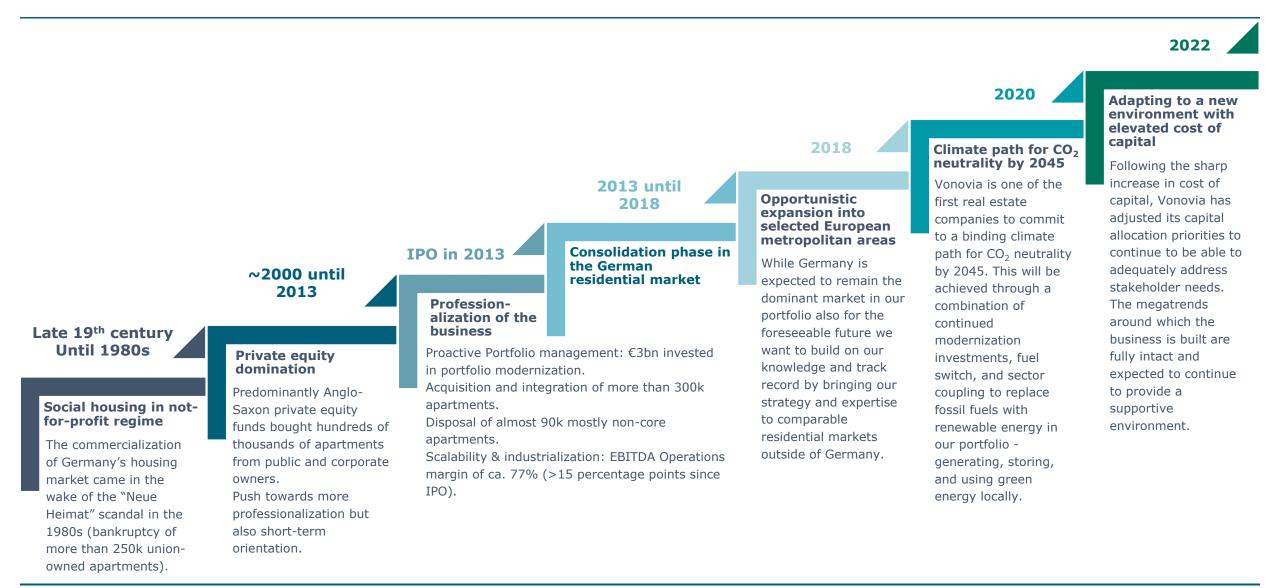
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History of Vonovia

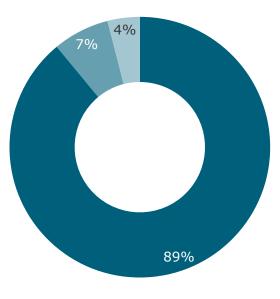
We Have Built a Responsible European Leader

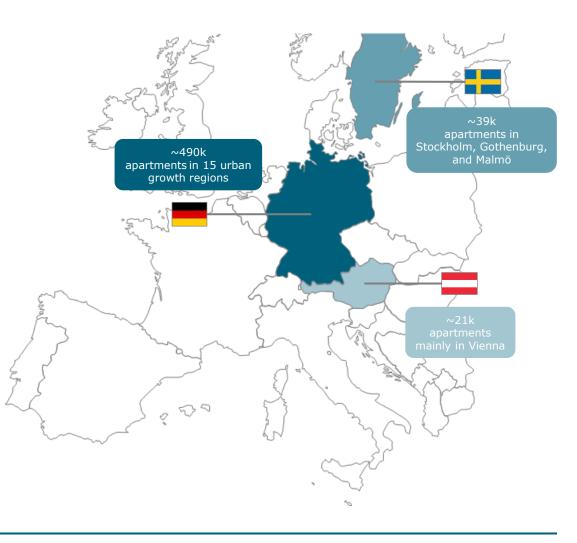


Europe's Leading Residential Property Owner and Operator

- We are the long-term owner and full-scale operator of Europe's largest listed multifamily housing portfolio with ca. 550k apartments for small and medium incomes in metropolitan growth areas.
- Fair Value ~€99bn as of 9M 2022.

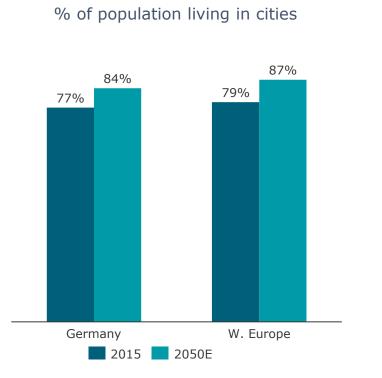






Megatrends

Three Dominant Megatrends in Residential Real Estate



Urbanization

Climate Change



% of modernized housing units

~3%

~1%

Average run

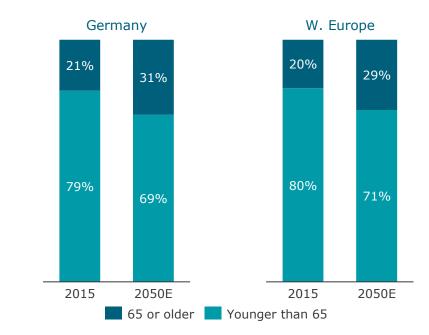
~3%

Average run

Demographic Change



% of population above/below 65 years



Sources: United Nations, European Union.

Required run

rate Germany rate Germany rate Vonovia

Serving a Fundamental Need in a Highly Relevant Market

Our Business Is Deeply Rooted in ESG

All of our actions have more than just an economic dimension and require adequate stakeholder reconciliation.

- We provide a home to almost 1.5 million people from ca. 150 nations.
- CO_2 emissions related to housing are one of the largest sources of greenhouse gas emissions.
- As a listed, blue-chip company we are rightfully held to a high standard.



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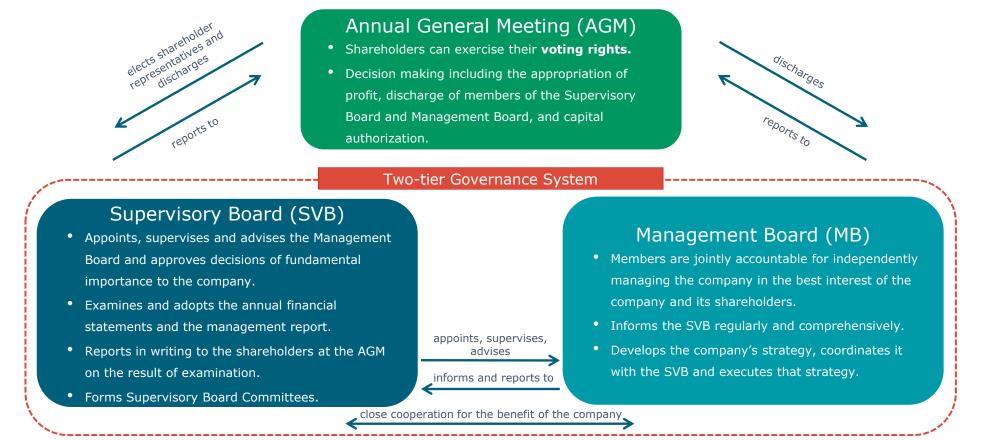
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Vonovia SE with Three Governing Bodies

- The duties and authorities of the three governing bodies derive from the SE Regulation, the German Stock Corporation Act and the Articles of Association. In addition, Vonovia is in compliance¹ with the German Corporate Governance Code.
- In the two-tier governance system, the management and the monitoring of the business are strictly separated from each other.



¹ Vonovia will not comply with the recommendation in G.13 sentence 2 of the 2022 GCGC (as amended on June 27, 2022). G.13 sentence 2 specifies that, if post-contractual non-compete clauses apply, the severance payments shall be taken into account in the calculation of any compensation payments. Even before the 2020 Code came into force, post-contractual non-compete clauses were partly agreed in a way that does not provide for such an offset regulation. When extending existing contracts and concluding future contracts, the Supervisory Board continues to decide on a case-by-case basis whether to offset severance payments against compensation payments; this may be required in the interest of flexibility and/or due to grandfathering rights. See https://investoren.vonovia.de/en/corporate-governance/declaration-of-conformity/ for further details.

Key Topics On Supervisory Board's Agenda

- Today's Supervisory Board is fully independent, gender diverse, and has an appropriate competence profile.
- In order to adequately prepare the Board for tomorrow with a view towards succession planning and long-term competence needs, the following topics are currently being considered and will form a key part of the near- and medium-term agenda.

Considerations Rationale Reduce Board size from 12 to 10 members More compact/effective leadership De-risking while safeguarding continuity Transition to staggered board structure Adjust to Vonovia's evolving business priorities and oversight Enhance coverage of key competence areas: Finance, ESG, Real Estate, Digitalization & Transformation needs Long-term planning based on competence needs; structured Succession plan and pipeline 2023-2026 selection process on the basis of target profiles Further increase in gender diversity from currently 33% female Ensuring diversity including Board Committees; leadership representation roles Review Committee structure and composition including Stronger reflection of ESG; balance of new and existing chairpersons members Continued full compliance with German Corporate Governance Code Recommendations for Board Composition

Recruitment Criteria for Supervisory Board Members

- Vonovia SE (Societas Europaea) is not subject to employee co-determination; thus, there are no employee representatives on the Supervisory Board.
- The Board shall include 12 members¹, an adequate amount of whom are to be independent, and all of whom shall have sufficient time and skills to perform the duties associated with their mandate.
- No more than two former members of the Management Board shall be members of the SVB.
- Members of the SVB who belong to the management of a listed company shall not hold more than three supervisory board mandates in non-group listed companies.
- The age limit is 75 years at the time of election.

Skills Profile

- The SVB shall be composed so as to ensure qualified supervision of and advice to the Management Board.
- Members of the SVB must
 - have adequate knowledge, skills and professional experience to perform their duties;
 - have adequate familiarity with the sector;
 - show integrity, professionalism and commitment.

Independence

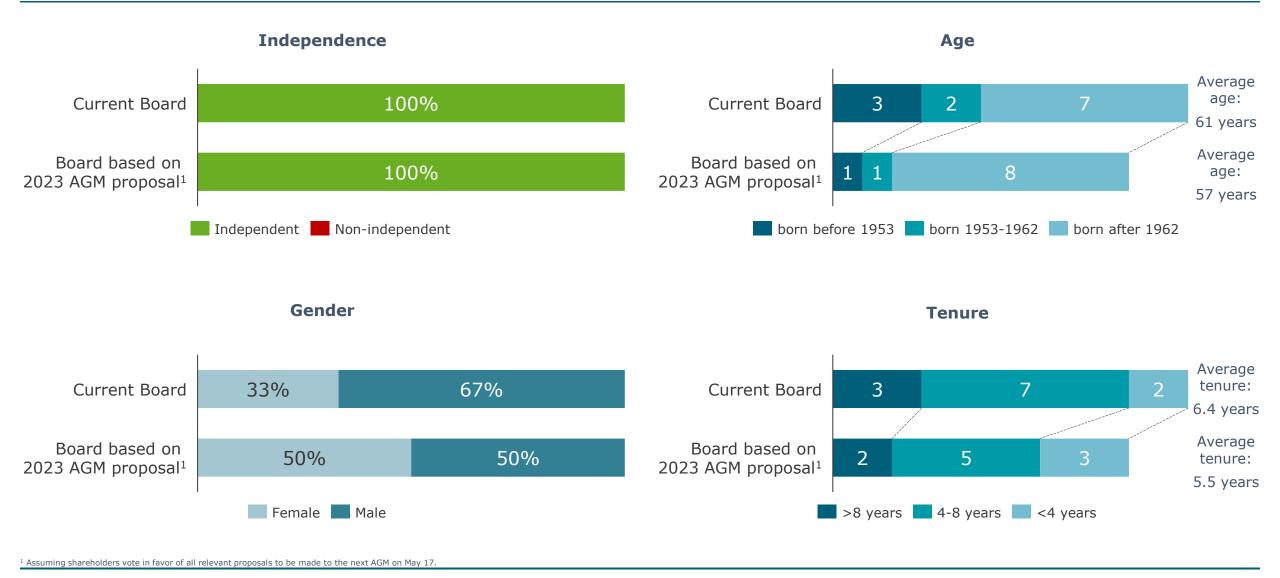
- No material conflicts of interest.
- No executive or similar positions or advisory roles for important competitors.

<u>Diversity</u>

- Diversity shall be a factor in the nomination process.
- The SVB shall comprise at least 30% women/men, as the case may be.
- At least one woman shall be member of the Nomination Committee.

¹ See page 17 for target board size.

Independent and Diverse Board with Balanced Age and Tenure Structure



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Skill & Experience Matrix

Name	Independent ?	Year of birth	Year appointed	Nationality	Accountancy, finances	Real estate	Strategy	Legal and regulation	International experience, M&A, capital markets	Investment expertise	Digitalization	Sustainability
Jürgen Fitschen (Chair)	yes	1948	2018	German	x		x	x	х	х		
Prof. Dr. Edgar Ernst	yes	1952	2013	German	х		x	x	x	x		
Vitus Eckert	yes	1969	2018	Austrian		x	x	x	x	x		
Jürgen Fenk	yes	1966	2022	German		x	x		x	x		х
Dr. Florian Funck	yes	1971	2014	German	х		x	x	x	x		
Dr. Ute Geipel-Faber	yes	1950	2015	German	х	x			x	x		х
Matthias Hünlein	yes	1961	2022	German		x	x		x	x		x
Daniel Just	yes	1957	2015	German	х	x	x			x		x
Hildegard Müller	yes	1967	2013	German	х		x	x			x	x
Dr. Ariane Reinhart	yes	1969	2016	German			x	x	x		x	x
Clara-Christina Streit	yes	1968	2013	German/US	х		x		x	x	x	
Christian Ulbrich	yes	1966	2014	German		x	x		x	x	x	

The members of the Supervisory Board can specify up to five areas of expertise.

Board Committees

Executive and Nomination Committee

- Prepares and proposes to the AGM the appointment of supervisory board members.
- Prepares the appointment of management board members.
- Prepares and proposes remuneration system.
- Decides in cases of legal and loan transactions with management.
- Manages conflicts of interest.
- Members
- Jürgen Fitschen, Chair
- Matthias Hünlein
- Hildegard Müller
- Clara-Christina Streit
- Dr. Ariane Reinhart

Audit Committee

- Handles monitoring of accounting process and internal control systems.
- Examines effectiveness of internal control system, risk management system and internal audit system.

Finance Committee

- Deals with the financing and investment principles, incl. capital structure of the Group companies and dividend payment.
- Looks after the principles of the acquisition and disposal policies, incl. acquisition and disposal of individual shareholdings of strategic importance.

- Prof. Dr. Edgar Ernst, Chair
- Jürgen Fenk

Members

- Dr. Florian Funck
- Vitus Eckert

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Jürgen FitschenDr. Ute Geipel-Faber

Clara-Christina Streit, Chair

- Daniel Just
- Christian Ulbrich

Future committee structure to reflect ESG topics more visibly

High Attendance Ratio Underlines Dedication

	Board Member	Super- visory Board	Audit Committee	Executive and Nomination Committee	Finance Committee	Attendance Ratio
	Jürgen Fitschen (Chair)	7/7	-	10/10	5/6	
Supervisory Board	Prof. Dr. Edgar Ernst	7/7	4/4	-	-	
• 7 Meetings	Vitus Eckert	7/7	4/4	-	-	
Audit Committee	Jürgen Fenk (since 04/2022)	4/5	2/3	-	-	
• 4 Meetings	Dr. Florian Funck	7/7	3/4	-	-	
Executive and Nomination Committee	Dr. Ute Geipel-Faber	7/7	-	-	6/6	Ŏ
• 10 Meetings	Matthias Hünlein (since 04/2022)	5/5	-	6/6	-	Ŭ
Finance Committee 6 Meetings	Daniel Just	7/7	-	-	-	
	Hildegard Müller	7/7	-	10/10	-	
	Dr. Ariane Reinhart	7/7	-	9/10	-	
	Clara-Christina Streit	7/7	-	10/10	6/6	
	Christian Ulbrich	4/7	-	-	5/6	

Frequency of meetings and attendances refers to FY 2022



Supervisory Board Remuneration

€`000		Remunera (fixed)	tion		Committee Remuneration Total			Total	
	2020	2021	2022	2020	2021	2022	2020	2021	2022
Jürgen Fitschen (Chair)	200	200	275	60	60	90	260	260	365
Prof. Dr. Edgar Ernst	150	150	165	80	80	90	230	230	255
Vitus Eckert	100	100	110	40	40	45	140	140	155
Jürgen Fenk			83			34			117
Dr. Florian Funck	100	100	110	40	40	45	140	140	155
Dr. Ute Geipel-Faber	100	100	110	20	20	30	120	120	140
Matthias Hünlein			83			22			105
Daniel Just	100	100	110	20	20	30	120	120	140
Hildegard Müller	100	100	110	20	20	30	120	120	140
Dr. Ariane Reinhart	100	100	110	20	20	30	120	120	140
Clara-Christina Streit	100	100	110	60	60	90	160	160	200
Christian Ulbrich	100	100	110	20	20	30	120	120	140
Total ¹	1,350	1,350	1,558	440	440	591	1,790	1,790	2,150
Dax average ²	2,165	n/a	n/a	604	n/a	n/a	2,769	n/a	n/a

- The remuneration of the Supervisory Board is determined by the Annual General Meeting and is regulated in Article 13 of Vonovia's Articles of Association.
- Fixed compensation for the Chairperson of the Supervisory Board of €275k.
- Committee members receive an additional compensation for their committee work:
 - Audit committee €45k (€90k for the

chairperson)

• Other committees €30k

¹ Data reflects total SVB compensation at the time; i.e. including two members who resigned in 2022. ² Source: DSW study (German retail shareholder association), October 28, 2021 (based on 2020 data). Total compensation for DAX 30 companies often includes attendance fees, variable components and other elements.

Transition from a 12-Person, Non-staggered Board...

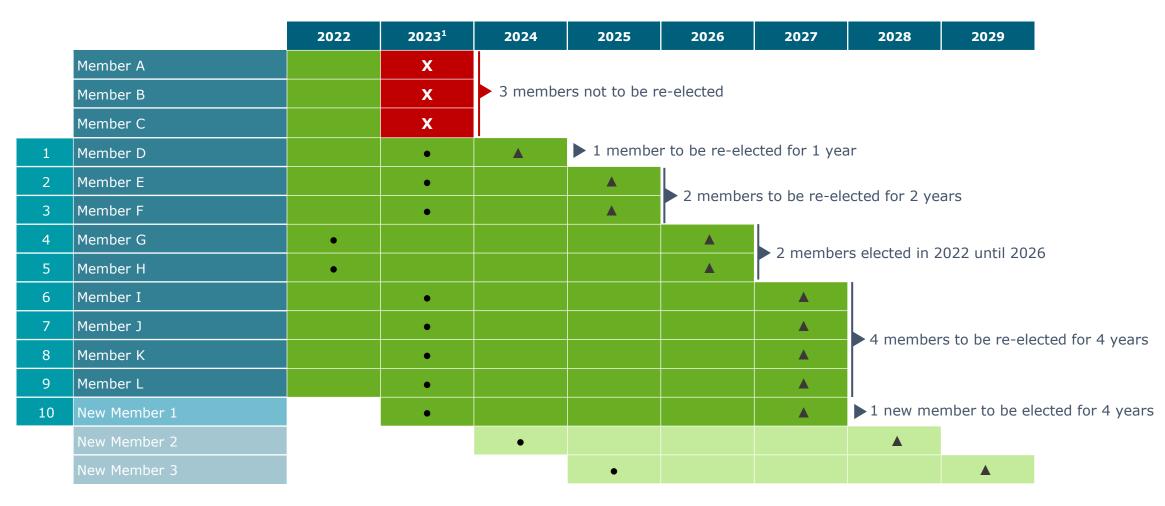
Current tenure

		2013	2014	2015	2016	2017	May 2018	2019	2020	2021	2022	2023
1	Jürgen Fitschen						•					
2	Prof. Dr. Edgar Ernst	• (Jun)					•					
3	Vitus Eckert						•					A
4	Jürgen Fenk										• (Apr)	
5	Dr. Florian Funck		• (Aug)				•					A
6	Dr. Ute Geipel-Faber			• (Nov)			•					
7	Matthias Hünlein										• (Apr)	
8	Daniel Just			• (May)			•					
9	Hildegard Müller	• (Jun)					•					
10	Dr. Ariane Reinhart				• (May)		•					
11	Clara-Christina Streit	• (Jun)					•					A
12	Christian Ulbrich		• (Aug)				•					

• = year (re-)elected; ▲ = tenure ends.

...to A Smaller and Staggered Board

Target Tenure to be Proposed to the 2023 AGM



• = year (re-)elected; ▲ = tenure ends.

¹ Subject to AGM 2023 voting results.

Skill setDiversityOther• Leadership experience• Age• IntegrityCommittee assess2 are presented to the entireBoard presents its proposed candidateonboarding to enable ne on the basis of the required profile, market mapping and with external support.Board presents its proposed candidateonboarding to enable ne shareholders to swiftly and efficiently.	1 Required profile is defined			2 Committee	3 Full Board	4 AGM	5 Onboarding
experience• Gender• Commitmentpotential candidateSupervisory Board.to the AGM formembers to• Relevant work experience• Nationality• Independenceon the basis of theshareholders toassume the• Relevant know-how in• Other• Othermandates (no overboarding)mandates (no overboarding)and with external support.support.	Skill set	Diversity	Other		·	. ,	Comprehensive onboarding process
	experience • Relevant work experience • Relevant	•Gender	 Commitment Independence Other mandates (no 	potential candidate on the basis of the required profile, market mapping		to the AGM for shareholders to	

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Management Board Remuneration - Based On Three Pillars

Fixed Remuneration (incl. Pension)

- Monthly fixed compensation paid in 12 equal installments
- Annual pension contribution (alternative: cash payout)
- Other benefits (e.g. company car, insurances)

STIP

- Criteria/Targets: Group FFO, adj. EBITDA
 Total, individual targets agreed with SVB
- Bonus Cap at 125% predetermined amount
- Payout: Cash

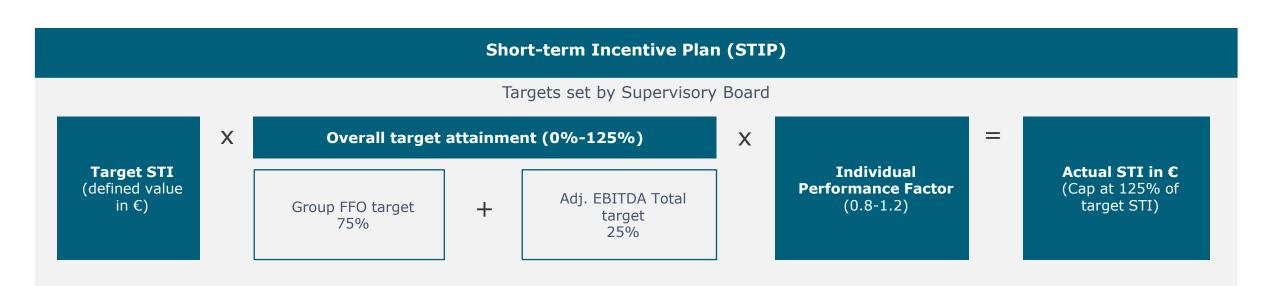
LTIP

- Annually granted remuneration component in the form of virtual shares
- Criteria/Targets: relative TSR, NTA/share, Group FFO/share, Sustainability Performance Index (SPI)
- Performance Period: 4 years
- Payout: Cash
- Cap: 250% of grant value

Malus / Clawback clause for variable compensation

		VNA shares owned
Share Holding Provision	CEO	302k
Mandatory share ownership	CFO	41k
• 100% (CEO 150%) of annual fixed remuneration (excl. pension)	CRO	18k
 On reappointment 150% (CEO 200%) Accumulation on a pro rata basis during first 4 years 	CDO	28k
	СТО	22k

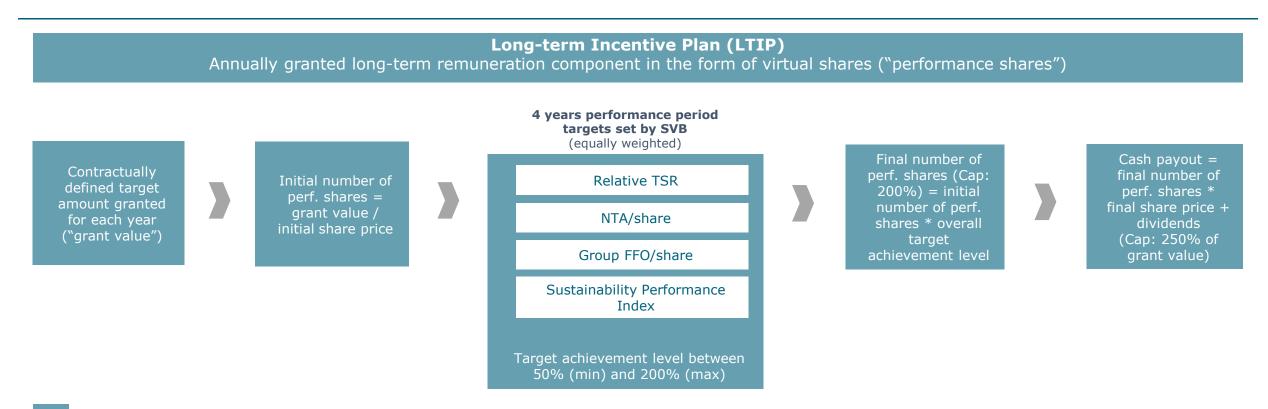
Management Board Remuneration – STIP



- **Group FFO** is the key figure for managing the sustained operational earnings power of our business.
- Adj. EBITDA Total: aggregate EBITDA across the four segments, reflecting the sustainable earnings strength of the business before interest, taxes, depreciation and amortization.
- Personal targets related to individual department responsibilities or overlapping targets (e.g. integration projects).

Rationale

Management Board Remuneration – LTIP



- LTIP aims to ensure that remuneration structure focuses on sustainable corporate development.
- **Relative TSR** is from an investor perspective a well-established and accepted performance measure, focusing on share return, relative to a selected peer group. Hence, it is adequate for comparison with relevant competitors.
- Sustainability Performance Index (SPI): The SPI includes environmental, social and governance targets that are of fundamental importance to Vonovia's long-term, sustainable growth.
- Shareholder alignment safeguarded by (i) relative performance targets (Group FFO/share and NTA/share) as well as (ii) calculation method which takes actual share price performance into account.

Rationale

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Vitus Eckert Member of the Audit Committee

Functions and Vita of Vonovia's Supervisory Board Members

- > Member since May 2018 // Elected until AGM 2023
- > Year of birth: 1948 // Nationality: German
- Practiced Profession: Senior Advisor of Deutsche Bank AG
- > Membership of statutory supervisory boards and/or comparable boards:
 - > Kommanditgesellschaft CURA Vermögensverwaltung GmbH & Co. KG (Board of Directors)
 - > Syntellix AG (Member of the Supervisory Board)
- > Member since June 2013 // Elected until AGM 2023
- > Year of birth: 1952 // Nationality: German
- Practiced Profession: Independent Management Consultant
- > Membership of statutory supervisory boards and/or comparable boards:
 - > METRO AG (Member of the Supervisory Board)
 - > TUI AG (Member of the Supervisory Board)
- > Member since May 2018 // Elected until AGM 2023
- > Year of birth: 1969 // Nationality: Austrian
- > Practiced Profession: Attorney-at-law, Partner at Wess Kux Kispert & Eckert Rechtsanwalts GmbH
- > Membership of statutory supervisory boards and/or comparable boards:
 - > STANDARD Medien AG (Chairman of the Supervisory Board)
 - > S. Spitz GmbH and Vitalis Food Vertriebs-GmbH (Deputy Chairman of the Supervisory Board)
 - Simacek Holding GmbH and Simacek Facility Management GmbH (Chairman of the Supervisory Board)



Jürgen Fenk Member of the Audit Committee

Dr.

Functions and Vita of Vonovia's Supervisory Board Members

- > Member since April 2022 // Elected until Annual General Meeting in 2026
- > Year of birth: 1966 // Nationality: German
- > Practiced Profession: Independent Management Consultant
- > Membership of statutory supervisory boards and/or comparable boards:
 - > Alfons & alfreda AG, Düsseldorf (Deputy Chairman of the Supervisory Board)

Audit Committee



Dr. **Ute Geipel-Faber** Member of the Finance Committee

Florian Funck Member of the

- Member since August 2014 // Elected until Annual General Meeting 2023
- > Year of birth: 1971 // Nationality: German
- > Practiced Profession: Member of the Management Board of Franz Haniel & Cie. GmbH
- > Membership of statutory supervisory boards and/or comparable boards:
 - > TAKKT AG (Member of the Supervisory Board)
 - CECONOMY AG (Member of the Supervisory Board) >
 - > ICM Innovation City Management GmbH (Member of the Supervisory Board)
- Member since November 2015 // Elected until Annual General Meeting 2023
- > Year of birth: 1950 // Nationality: German
- Practiced Profession: Independent Management Consultant
- > Membership of statutory supervisory boards and/or comparable boards:
 - > Bayerische Landesbank (Member of the Supervisory Board)





Daniel Just

Member of the Finance

Committee

Hildegard Müller

Member of the

Executive and

Committee

Functions and Vita of Vonovia's Supervisory Board Members

- > Member since April 2022 // Elected until Annual General Meeting 2026
- Year of birth: 1961 // Nationality: German
- > Practiced Profession: Managing Director Tishman Speyer Properties Deutschland GmbH
- > <u>Membership of statutory supervisory boards and/or comparable boards:</u>
 - Tishman Speyer Investment Management GmbH (Company belongs to the Tishman Speyer Properties Deutschland GmbH group), Frankfurt am Main (Deputy Chairman of the Supervisory Board)
- > Member since May 2015 // Elected until Annual General Meeting 2023
- > Year of birth: 1957 // Nationality: German
- Practiced Profession: Chairman of the Management Board of Bayerische Versorgungskammer (Service and competence center for liberal professions and municipalities)
- > Membership of statutory supervisory boards and/or comparable boards:
 - > DWS Grundbesitz GmbH (1st Deputy Chairman of the Supervisory Board)
 - > Universal Investment GmbH (Member of the Supervisory Board)
 - > GLL Real Estate Partners GmbH (Member of the Supervisory Board)
- > Member since June 2013 // Elected until Annual General Meeting 2023
- > Year of birth: 1967 // Nationality: German
- > Practiced Profession: President of the German Association of the Automotive Industry (VDA)
- Membership of statutory supervisory boards and/or comparable boards:
 - Siemens Energy AG (Member of the Supervisory Board)
 - Siemens Energy Management GmbH (Member of the Supervisory Board)
 - > RAG-Foundation (Member of the Board of Trustees)





Dr. Ariane Reinhart Member of the Executive and Nomination Committee

Clara-Christina Streit Chairwoman of the Finance Committee, Member of the Executive and Nomination Committee



Christian Ulbrich Member of the Finance Committee

Functions and Vita of Vonovia's Supervisory Board Members

- > Member since May 2016 // Elected until Annual General Meeting in 2023
- > Year of birth: 1969 // Nationality: German
- Practiced Profession: Member of the Management Board of Continental AG (Director of Human Resources and Director of Labor Relations)
- > Membership of statutory supervisory boards and/or comparable boards:
 - > SUSE S.A. (Member of the Supervisory Board)
- > Member since June 2013 // Elected until Annual General Meeting 2023
- > Year of birth: 1968 // Nationality: German / American
- > Practiced Profession: Non-executive Board Member
- > Membership of statutory supervisory boards and/or comparable boards:
 - > Jerónimo Martins SGPS S.A. (Member of the Administrative Board)
 - > Vontobel Holding AG (Member of the Administrative Board) until April 2024
 - > Deutsche Börse AG (Member of the Supervisory Board)
- > Member since August 2014 // Elected until Annual General Meeting 2023
- > Year of birth: 1966 // Nationality: German
- > Practiced Profession: President and Chief Executive Officer Jones Lang LaSalle Incorporated
- > Membership of statutory supervisory boards and/or comparable boards:
 - > ----

Group FFO

Group FFO is Vonovia's key figure for measuring sustainable earnings.

	Adj. EBITDA Rental
(+)	Adj. EBITDA Value-Add
(+)	Adj. EBITDA Recurring Sales
(+)	Adj. EBITDA Development
=	Adj. EBITDA Total
(-)	FFO interest expenses
(-)	Current income taxes FFO
(-)	Consolidation
=	Group FFO

EPRA Net Tangible Assets, EPRA NTA

Based on the Best Practice Recommendations of the European Public Real Estate Association (EPRA)

	Equity attributable to Vonovia's shareholders
(+)	Deferred tax in relation to fair value gains of investment properties ¹
(+)	Fair value of financial instruments ²
(-)	Goodwill
(-)	Intangible assets
=	EPRA NTA

¹ Hold portfolio. ² Adjusted for effects from cross currency swaps.

Measurable Targets for Non-financial KPIs

- Vonovia has established the SPI with quantitative, non-financial metrics to measure sustainability performance in the most relevant areas (based on materiality matrix).
- SPI reporting is audited by our statutory auditor (limited assurance).
- The SPI has a weight of 25% in the longterm incentive plan for the management board as well as for the leadership group below.
- Initial annual target always set at 100% on the basis of the individual categories; i.e. to achieve the target of 100%, all six individual targets must be fully achieved.

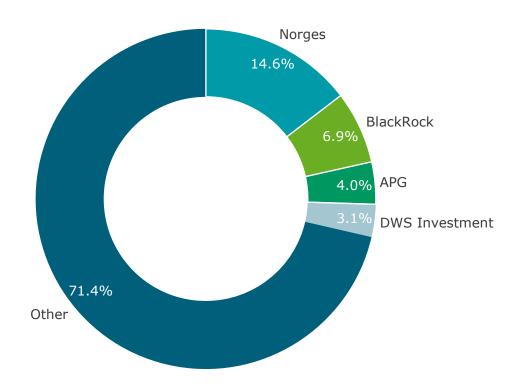
	SPI	2021 Targets	2021 Actuals	Medium-term Targets
1	CO_2 intensity in the portfolio (Germany) ¹	Reduction of at least 2%	38.4 (kg CO ₂ e/sqm/p.a.) <i>(2.8% reduction)</i>	< 25 (kg CO ₂ e/sqm/p.a.) until 2030
2	Average primary energy need of new constructions ³	Substantial increase ⁴	38.6 (kWh/sqm p.a.) <i>8.1% increase</i> ⁴	31 (kWh/sqm p.a.) until 2025
3	Ratio of senior-friendly apartment refurbishments among all new lettings ⁵	~30%	30.0%	~30% p.a.
4	Customer satisfaction ⁵	In line with prior-year level	+4.5%	Maintain high level of customer satisfaction
5	Employee satisfaction	Slight increase	+5pp ⁶	Maintain high level of employee satisfaction
6	Workforce gender diversity (1 st and 2 nd level below top management.) ⁷	In line with prior-year level (2020: 25.9%)	28.0%	29.5% until 2025
			109%	

¹ Total stock, based on final energy demand from energy performance certificates and related to rental space, partly incl. specific CO2 factors of district heating suppliers; excluding Deutsche Wohnen. ² After conversion to the Carnot method for the emission factors of district heating. ³ Based on energy performance certificates, excluding commercial spaces and floor additions. ⁴ Initial increase because of projects approved in the past (prior to establishing the SPI) that will be completed in 2022. Substantial reduction expected from 2023 onwards. ⁵ Germany only. ⁶ Compared to 2019 survey (Germany & Austria. Sweden did not participate in 2019 but was included in 2021). ⁷ Based on female representation within overall workforce.

excl. DWNI

Vonovia Shares

Major Shareholders and Basic Share Data



First day of trading	July 11, 2013
No. of shares outstanding	795.8 million
Free float	85.4%
ISIN	DE000A1ML7J1
Ticker symbol	VNA
Share class	Registered shares with no par value
Main listing	Frankfurt Stock Exchange
Market segment	Regulated Market, Prime Standard
Major indices	EURO STOXX 50, DAX, GPR 250 World, FTSE EPRA/NAREIT Europe, DAX 50 ESG, STOXX Global ESG Leaders EURO STOXX ESG Leaders 50, Dow Jones Sustainability Index Europe

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