

VONOVIA SE

Bochum

ISIN DE000A1ML7J1

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Virtual Annual General Meeting of Vonovia SE

on Wednesday, 17 May 2023, 10:00 hours

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

Shareholders' voting rights may only be exercised electronically, cf. section 118a(1) sentence 3, (2) sentence 2 of the German Stock Corporation Act (*AktG*). The electronic voting may be exercised by granting power of attorney and issuing instructions to the proxies of the Company or by casting postal votes electronically. Pursuant to section 118a AktG in conjunction with section 26n(1) of the Introductory Act to the German Stock Corporation Act (*EGAktG*), the entire meeting will be broadcast in sound and vision as a virtual Annual General Meeting for shareholders in the password-protected InvestorPortal at the Company's website <https://investoren.vonovia.de/hv>.

INFORMATION ON SHAREHOLDERS' RIGHTS

(in accordance with article 56 SE-VO, section 50(2) SEAG, section 118a AktG, section 122(2) AktG, section 124a AktG, section 126(1), (4) AktG, section 127 AktG, section 130a AktG and section 131 AktG)

The invitation to the Annual General Meeting already contains information on shareholders' rights according to article 56 of Regulation (EC) No. 2157/2001 of the Council of 8 October 2001 on the Statute for a European company (SE) (*SE-VO*), section 50(2) of the German SE Implementation Act (*SEAG*), section 118a AktG, section 122(2) AktG, section 124a AktG, section 126(1), (4) AktG, section 127 AktG, section 130a AktG and section 131 AktG.

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

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

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

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

Such requests to add items to the agenda must be addressed to the Management Board in writing (section 126 German Civil Code (**BGB**)) or electronically (§ 126a BGB) and must be received by the Company at least 30 days in advance of the meeting; the day of receipt and the date of the Annual General Meetings are not to be included in this calculation. The last possible date of receipt is therefore, on **Sunday, 16 April 2023, 24:00 hours**. Any requests to add items to the agenda which are received after such date will not be taken into account.

Requests to add items to the agenda 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 items to the agenda are to be made by email to hauptversammlung@vonovia.de.

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

2. Shareholder countermotions and election proposals pursuant to section 126 and section 127 AktG

Every shareholder has the right to file a countermotion in relation to specific items on the agenda, to contest proposals made by the Management Board and/or Supervisory Board and to make proposals for the election of the auditor (agenda item 5) as well as the elections of Supervisory Board Members (agenda item 9). Countermotions and election proposals, and other inquiries from shareholders to the Annual General Meeting must be submitted to the following address only:

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

Countermotions and election proposals addressed otherwise do not have to be made available.

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

1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible,
2. if the countermotion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws,
3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting,
4. if a countermotion made by the shareholder based on the same facts and circumstances has already been made accessible pursuant to section 125 AktG for a General Meeting of the Company,
5. if the same countermotion of the shareholder, citing substantially the same reasons, has been made accessible pursuant to section 125 AktG in the past five years to at least two General Meetings of the Company, and if less than one twentieth of the share capital represented voted for this countermotion at the General Meeting,
6. if the shareholder indicates that he/she will neither attend nor be represented at the Annual General Meeting, or
7. if, in the past two years at two general meetings, the shareholder has failed to propose or to have proposed a countermotion regarding which they have informed the company.

The same applies *mutatis mutandis* to the publication of election proposals. Additionally, the Management Board does not need to publish election proposals for auditors or Supervisory Board members, if such proposals do not include the name, the profession, and the place of residence of the individual being put forward, in case of legal persons, the name of the company and corporate seat. Election proposals for Supervisory Board candidates shall also include information on any memberships of the candidates in other statutory supervisory boards. Election proposals may, but do not have to, be justified.

The justification for countermotions and election proposals do not have to be published if they exceed 5,000 characters in total. If several shareholders file countermotions with respect to the

same resolution item, or make the same election proposal, the Management Board may combine such countermotions or election proposals and the respective justifications (if any).

Countermotions and election proposals received by the Company at the address above at least 14 days prior to the Annual General Meeting, with the day of receipt and the date of the meeting not being included in this calculation, in other words by **Tuesday, 2 May 2023, 24:00 hours** at the latest, shall be immediately published in accordance with sections 126, 127 AktG on the Company's website at <https://investors.vonovia.de/agm> together with the shareholder's name, any justification and any statement made by the management.

Pursuant to sections 121(4b), 126(4) AktG, countermotions and election proposals required to be made available in accordance with sections 126 and 127 AktG are deemed made at the time when they are made available. A countermotion or election proposal required to be made available shall be put to vote in the InvestorPortal. Voting rights on these countermotions or election proposals may be exercised after timely registration by the means described in the notice convening the Annual General Meeting. If the shareholder who has made the motion and/or election proposal has not duly proved its identity or has not duly registered for the Annual General Meeting, the motion and/or election proposal does not need to be dealt with at the meeting.

In addition, pursuant to section 118a(1) sentence 2 no. 3 AktG, shareholders who are electronically connected to the Annual General Meeting may also submit countermotions and election proposals as well as other motions by means of video communication during the Annual General Meeting.

3. Comments pursuant to section 130a(1) to (4) AktG

Pursuant to section 130a(1) AktG, shareholders have the right to submit comments on the agenda items in text, audio or video form by way of electronic communication prior to the meeting. These comments must be submitted at least five days before the meeting, with the day of receipt and the day of the Annual General Meeting not being included in this calculation, in other words by **24:00 hours on Thursday, 11 May 2023**, at the latest. In accordance with section 130a(1)

sentence 2 AktG, this right is restricted to shareholders who have duly registered for the meeting from the time of due registration.

We would request to limit comments to a reasonable length in order to enable the Company and the shareholders to properly review the comments. A length of 10,000 characters should serve as guideline for what is reasonable. The duration of an audio or video comment should not exceed two minutes.

Comments may be submitted to the Company exclusively via the InvestorPortal at: <https://investors.vonovia.de/agm>.

Pursuant to section 130a(3) AktG, comments required to be made available will be published on the shareholder portal on the Company's website for all duly registered shareholders or their proxies at the latest four days prior to the meeting, with the day of publication and the day of the Annual General Meeting not being included in this calculation, in other words by Friday, 12 May 2023, at the latest. The Company will not publish any comments which it is not required to publish in accordance with section 130a(3) AktG in conjunction with section 126(2) sentence 1 nos. 1, 3, 6 AktG. A comment is not required to be published,

1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible,
2. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting, or
3. if the shareholder indicates that he/she will neither attend nor be represented at the Annual General Meeting.

When published (in text form or as an audio or video message), the name of the shareholder or their proxy will always be stated. By submitting the comment, shareholders or their proxies agree to the publication of the comment and the disclosure of their name and place of residence or registered office.

The opportunity to submit comments does not constitute an opportunity to submit questions in advance pursuant to section 131(1a) AktG. Therefore, any questions which may be contained in

comments will not be answered in the virtual General Meeting unless they are asked by way of video communication in the General Meeting. Similarly, motions, election proposals and objections to resolutions of the Annual General Meeting contained in comments will not be taken into account. Such motions, election proposals and objections must be made or lodged exclusively by the means separately specified in the notice convening the Annual General Meeting.

4. Shareholders' right to speak at the Annual General Meeting

As the Management Board and Supervisory Board have decided to hold this Annual General Meeting as a virtual General Meeting in accordance with section 26n(1) EGAktG in conjunction with section 118a AktG, the shareholders or their proxies who have duly registered and electronically connected to the meeting have a right to speak by way of video communication in accordance with section 130a(5) sentence 1 AktG. Speeches of shareholders may include motions and election proposals in accordance with section 118a(1) sentence 2 no. 3 AktG, as well as all types of requests for information in accordance with section 131 AktG.

The video communication platform of the InvestorPortal is used for the exercise of the right to speak in accordance with section 130a(5) sentence 2 AktG. Shareholders wishing to speak shall, during the Annual General Meeting at the request of the chairperson of the meeting, register for speaking via the InvestorPortal at <https://investors.vonovia.de/agm>. The chairperson of the meeting will explain in more detail the procedure for requests to speak and calling speakers to speak at the Annual General Meeting.

At the meeting and before any speech, the Company will have checked by service providers engaged by it that the video communication between shareholders and the Company works properly; if it is not ensured that the video communication works properly, the Company reserves its right to reject the speech (section 130a(6) AktG). The minimum technical requirements for a live video connection are therefore an internet-capable device with camera and microphone as well as a stable internet connection.

5. Right to ask Questions by Electronic Communication

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

1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the Company or an affiliated company;
2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the Annual General Meeting is to approve the annual financial statements;
4. with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the Company's assets, financial position and profitability within the meaning of section 264(2) HGB; the foregoing shall not apply if the Annual General Meeting is to approve the annual financial statements;
5. if provision thereof would render the Management Board criminally liable; or
6. if the information is continuously available on the Company's website seven or more days prior to the Annual General Meeting as well as during the Annual General Meeting.

At the instruction of the chairperson of the meeting in accordance with section 131(1f) AktG, all types of rights to request information pursuant to section 131 AktG may be exercised at the Annual General Meeting exclusively by way of video communication via the InvestorPortal. There are no plans to allow any different form of submitting questions by means of electronic or other communication prior to or during the Annual General Meeting.

6. Lodging objections with the records (section 1(2) sentence 1 no. 4 C-19 AuswBekG)

Duly registered shareholders may lodge objections with the records of the notary to resolutions of the Annual General Meeting by electronic means via the InvestorPortal as of the time of the start of the Annual General Meeting until its end.

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