Group Guidelines on Whistleblowing

1 Preliminary Remarks

1.1 Aims and Objectives of the Guidelines

These Guidelines provide further information on the procedure and framework for the prevention and detection of fraud or irregularities as implemented in the following Guidelines:

> KR 01 Compliance Guidelines
> Business Partner Code
> KR 14 Internal Control System

1.2 Scope

These Guidelines apply directly to all Vonovia Group companies that have their company domicile in Germany. Alongside the holding company, Vonovia Group companies are all companies in which Vonovia holds a majority share, whether directly or indirectly, or over which it can exert a controlling influence.

Individual companies may – by way of a resolution passed by the Management Board – be temporarily exempted from the application of some or all Group Guidelines in order to manage special situations, such as recent acquisitions or fundamental organizational changes.

These Guidelines are particularly relevant to all employees who are authorized to prepare or update regulations.

Foreign subsidiaries:
Vonovia Group companies that have their company domicile abroad must adopt these Guidelines. Adjustments can be made to reflect country-specific differences in terms of organizational structure and country-specific legal requirements.

2 Background

Statutory provisions on the establishment of whistleblowing systems are already in place for regulated sectors, such as the banking, insurance and securities trading industries. Companies classed as obliged entities under the German Money Laundering Act (Geldwäschegesetz) or companies listed on U.S. stock exchanges are also obliged to set up whistleblowing systems.

The German Corporate Governance Code (GCGC) and the ICC Rules of Conduct to Combat Extortion and Bribery recommend the establishment of whistleblowing systems.

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Although there is currently no general statutory obligation for all companies to set up this sort of system, this is set to change as a result of the EU Whistleblower Protection Directive that was agreed in the European Parliament in April 2019. After EU ministers adopted the Directive on October 7, 2019, EU member states like Germany have two years to transpose the provisions into national law.

The Directive is associated with the following new regulations:

> Obligation for all companies with 50 employees or more to introduce a whistleblowing system. This should be a three-tier reporting system consisting of:
  > Internal reporting channels – provided by the company
  > External reporting channels – e.g., law enforcement agencies, trade unions or bodies set up specifically for this purpose
  > Public reporting channels – e.g., the press and other media
> Whistleblowers are encouraged (in accordance with the EU Directive) to use the internal reporting channels set up by the company first
> Deadline for feedback: Whistleblowers must be informed of corrective action within three months (from the time at which the report was received)
> Transparency: Need for guidance for whistleblowers regarding whether, when, how and which internal reporting channels can be used
> Confidentiality: Reporting channels must be designed so as to ensure that the whistleblower's identity is treated as confidential if they so wish

3 Structure

We put our Code of Conduct into practice every day because we know an entrepreneurial partnership with employees, business partners and customers can only be developed in the spirit of mutual trust and openness. Vonovia therefore expects integrity and reliability as well as economically and legally compliant conduct from its employees and every business partner who works for or is commissioned by the company on behalf of a third party throughout the business relationship.

Nevertheless, situations can arise time and again in which our values are either not taken into account at all, or are not given sufficient consideration.

As a result, Vonovia has established a whistleblowing system that employees, customers and business partners can use to report identified or suspected breaches without having to worry about reprisals.

Reports are investigated systematically and any violations are consistently sanctioned, no matter who they involve.

Vonovia also considers non-compliance with statutory provisions and in-house guidelines to be an economic risk. Consequently, the Management Board calls upon all employees to report possible violations of the Code of Conduct and other infringements of laws or guidelines, particularly in the areas of fraud, money laundering, antitrust law and capital market law (insider trading).

All Compliance officers and managers receive information on possible breaches of the regulations that apply within the company. This option is also open to third parties (such as customers and suppliers) that have a business relationship with Vonovia.

The Vonovia Compliance team can be contacted at ⌨ **Compliance@vonovia.de**.

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The contact details of the team members can also be found on the intranet at 🖥 **http://intra.vonovia.net/de-de/unternehmen/compliance**.

In addition, our ombudsperson can be reached at 🖥 **Ombudsperson-mailin@vonovia.de**.

In addition, anyone can report violations via our protected **whistleblower hotline**. These reports can also be made anonymously on request.

The whistleblower hotline is operated by the law firm GSK Compliance and can be contacted at +49 (0) 89 288 174 8830 (9 a.m. to 6 p.m.) or by email at 🖥 **compliance-vonovia@gsk.de**

Reports can also be submitted via our BKMS whistleblowing platform at 🖥 **https://www.bkms-system.com/vonovia**

All reports received will be treated as strictly confidential. Furthermore, anyone who reports a breach of regulations receives special protection based on the principles of our Code of Conduct.

This means that whistleblowers have no reason to fear that they will be disadvantaged as a result of their report.

The investigation, evaluation, elimination and sanctioning of compliance violations are coordinated by the Compliance Officer in line with the provisions set out in KR 01 Compliance Guidelines.

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