# VONOVIA

# FY2023 Earnings Call Presentation



March 14, 2024

### Agenda

1. 2. 3. FY2023 Results pages 3-23

Business Update pages 25-33

Appendix pages 35-76

#### **FY2023 Results**

- 4 Preface
- **5** Highlights
- **6** Disposals
- **7-8** Segment Overviews
- 9-10 Rental
- **11** Value-add
- **12** Recurring Sales
- **13** Development
- 14-15 Valuation & Market Voices
  - **16** EPRA NTA
  - **17** Investment Program
- **18-20** Debt Structure, KPIs, Bond Covenants, Financing Update
  - **21** Actuals vs. Guidance 2023
  - **22** Dividend Proposal for FY2023
  - **23** Internal Investigation Completed

### Preface

FY2023

In line with adjusted capital allocation strategy communicated in May 2022, cash generation has taken priority over profitability.

Total cash generation of  $\in$ 4.7bn ( $\in$ 1.4bn operating free cash flow<sup>1</sup> plus  $\in$ 3.3bn additional disposals<sup>2</sup>)...

...but at the same time negative repercussions for the other segments, as expected, leading to y-o-y decline in Total Adj. EBITDA and Group FFO.

Rental business rock solid – Adj. EBITDA Rental up 6.6% y-o-y.

Gross value decline of 21.2% since June 2022 (net decline of 14.0% due to compensatory effects from rent growth and investments).

LTV of 46.7% (pro forma) vs. theoretical LTV of 50.7% excl. any 2023 disposal proceeds.

<sup>1</sup> Cf. pages 30 and 40 for operating free cash flow (OFCF). <sup>2</sup> E4bn disposals signed in 2023 minus proceeds in Recurring Sales and Development Segments, which are already included in OFCF.

### Highlights

2023 Results	<ul> <li>Strong rental business with 3.8% rent growth (plus additional irrevocable rent increase claim of 1.8% with implementation after 2023<sup>1</sup>); 2.0% vacancy rate; 99.8% collection rate; Adj. EBITDA Rental +6.6%</li> <li>€2,652.4m Adj. EBITDA Total<sup>2</sup> (-4.0%)</li> <li>€1,847.1m Group FFO<sup>3</sup> (-9.3%) or €2.27 p.s. (eop)</li> <li>10.8% decline in fair values in 2023 (H1: 6.6%; H2: 4.2%)</li> <li>€46.82 EPRA NTA p.s.</li> <li>€4bn sales volume signed in 2023 of which €3.3bn closed in 2023</li> <li>Dividend proposal for FY2023 of €0.90 with scrip option</li> </ul>	Business Update	<ul> <li>Value decline is losing momentum while transaction market remains challenging but is showing signs of improvement</li> <li>€3bn disposal target confirmed (more ambitious than rating agencies' expectation); cash generation remains priority</li> <li>Successful placement of GBP and CHF bonds underline flexibility and unfettered access to debt market</li> <li>2024 rent growth guidance: 3.4%-3.6% plus additional irrevocable rent increase claim of &gt;2%<sup>1</sup></li> </ul>
2023 Leverage & Financing	<ul> <li>46.7% pro forma LTV; 15.3x pro forma ND/EBITDA; 4.0x ICR</li> <li>€0.9bn secured financing rolled over plus €2.5bn new secured and unsecured bank financing plus extension of €3bn RCF/CP</li> </ul>	New KPIs	<ul> <li>Discontinuation of Group FFO. Introduction of separate earnings and cash flow KPIs<sup>4</sup></li> <li>Adj. EBT to measure earnings</li> <li>Operating Free Cash Flow to measure liquidity generation</li> </ul>
Internal Investi- gation completed	<ul> <li>No material financial impact on Vonovia</li> <li>No indications that tenants have suffered any damage</li> <li>Systems and controls in place have been further refined to even better protect Vonovia against such criminal conduct</li> </ul>	New Dividend Policy	<ul> <li>Vonovia intends to pay 50% of Adj. EBT plus surplus liquidity from Operating Free Cash Flow after accounting for the equity contribution to our yielding investment program. Shareholders shall be offered the choice between cash and scrip dividends.</li> </ul>

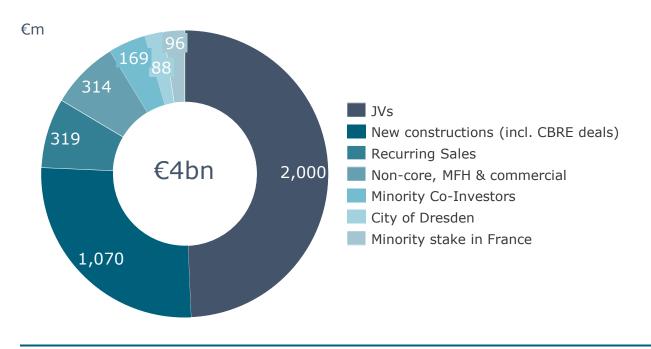
<sup>1</sup> Cf. page 27 for further explanation of organic rent growth and additional irrevocable rent increase claim. <sup>2</sup> Incl. discontinued operations and Development to Hold. <sup>3</sup> Incl. discontinued operations. <sup>4</sup> cf. pages 28-30 and 40 for new KPIs.

2024-03-14 | FY2023 Earnings Call

## **Disposals 2023**

#### €4bn Disposal Proceeds Are Double the Initial Target

- €4.0bn total proceeds from disposals, of which €3.3bn are included in FY2023 accounts.
- Vonovia remains fully committed to pursue further disposals to repay upcoming bond maturities and to ensure that debt KPIs move back into their respective target ranges to protect our current rating.



€1,000m	JV Südewo (common minority equity participation)
€1,000m	JV Northern Portfolio (common minority equity participation)
€560m	CBRE 1: Disposal of 1,350 apartments (new constructions) to CBRE (~7% discount to FV)
€357m	CBRE 2: Disposal of 1,200 apartments (new constructions) to CBRE (~4% discount to FV).
€430m	Other smaller disposals (Non-core, MFH and Dev. to Sell around fair value; commercial ~7% below fair value)
€319m	1,590 apartments in Recurring Sales Segment (33% average premium to fair value)
€169m	Minority Co-Investors
€96m	Minority stake in France (above acquisition price)
€88m	Disposal of 1,200 apartments to the City of Dresden (at fair value)
€37m	Disposal of 361 apartments in Dresden to a family office (marginally above fair value)
€4bn	Signed in 2023 (of which €3.3bn included in FY2023 accounts)

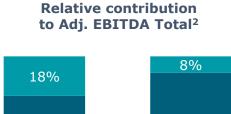
#### Segment Overview (Shown as Guided)

#### Rental Strong. Other Segments Down ~€200m Compared to Prior Years

FY2023

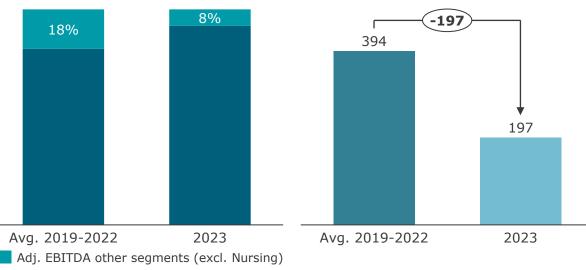
€m (unless indicated otherwise)	FY 2023	FY 2022	Delta
Adj. EBITDA Rental	2,380.1	2,233.5	6.6%
Adj. EBITDA Value-add	105.5	126.7	-16.7%
Adj. EBITDA Recurring Sales	63.4	135.1	-53.1%
Adj. EBITDA Development	27.9	183.2	-84.8%
Adj. EBITDA Nursing	75.5	84.6	-10.8%
Adj. EBITDA Total	2,652.4	2,763.1	-4.0%
FFO interest expenses	-620.3	-493.8	25.6%
Current income taxes FFO	-188.0	-145.0	29.7%
Consolidation <sup>1</sup>	2.9	-88.7	-103.3%
Group FFO	1,847.1	2,035.6	-9.3%
of which non-controlling interests	-87.5	-91.3	-4.2%
Group FFO after non-controlling interests	1,759.6	1,944.3	-9.5%
Number of shares ( <u>eop</u> NOSH)	814.6	795.8	2.4%
Group FFO p.s. ( <u>eop</u> NOSH)	2.27	2.56	-11.4%
Group FFO p.s. (after non-controlling interests)	2.16	2.44	-11.6%

2023 with below-average Adj. EBITDA contribution from Value-add, Recurring Sales and Development as a result of prioritizing cash generation over earnings contributions.



2023





<sup>1</sup> Intragroup profit/loss of +€17.7m (2022: +€4.7m) gross profit from Development to Hold -€14.7m (2022: -€93.3m). <sup>2</sup> Excl. Nursing

Avg. 2019-2022

Adj. EBITDA Rental

#### Segment Overview (Shown as Reported)

Nursing as Discontinued Operations; Dev. To Hold Excluded from Adj. EBITDA

FY2023

Business Update

Changes in the disclosure as of the end of Q4 2023 (previous year's figures adjusted accordingly).

The majority of the nursing business was reclassified as discontinued operations. As a consequence, nursing is no longer reported as a management segment but as discontinued operations; a small part of the asset portfolio with a segment EBITDA of €21.6m was reclassified into the rental segment.

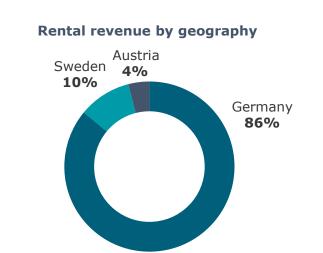
The earnings contribution from Development to Hold has been excluded from the Development Segment. As a consequence, the consolidation line item now only includes intragroup profits/losses. All earnings contributions from Development to Hold (€14.7m in 2023) are recognized in the valuation result and therefore outside of the Adjusted EBITDA. This change ensures alignment with the IFRS standard on the fair value measurement of investment properties (IAS40).

€m (unless indicated otherwise)	FY 2023	FY 2022	Delta
Adj. EBITDA Rental	2,401.7	2,254.3	+6.5%
Adj. EBITDA Value-add	105.5	126.7	-16.7%
Adj. EBITDA Recurring Sales	63.4	135.1	-53.1%
Adj. EBITDA Development	13.2	90.0	-85.3%
Adj. EBITDA Total (continued operations)	2,583.8	2,606.1	-0.9%
FFO interest expenses	-619.6	-492.6	+25.8%
Current income taxes FFO	-180.3	-136.6	+32.0%
– Intragroup losses	17.7	4.7	>100%
Group FFO (continued operations)	1,801.6	1,981.6	-9.1%
of which non-controlling interests	83.8	86.6	-3.2%
Group FFO after non-controlling interests	1,717.8	1,895.0	-9.4%
Number of shares ( <u>avq</u> . NOSH)	806.3	788.3	+2.3%
Group FFO p.s. ( <u>avg</u> . NOSH)	2.23	2.51	-11.1%
Group FFO p.s. (after non-controlling interests)	2.13	2.40	-11.4%

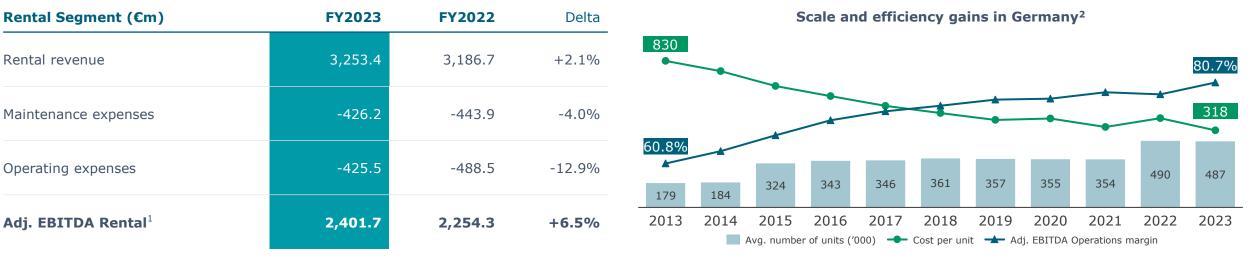
### **Rental Segment**

Continuously Strong Performance in Largest Segment

- Increased revenue driven by rental growth on a marginally smaller portfolio.
- Reduction in operating expenses mainly driven by successful realization of Deutsche Wohnen synergies.
- Adj. EBITDA up 6.5% as a result of top line growth combined with efficient cost control on maintenance and operating expenses.



FY2023



<sup>1</sup> As reported and including €21.6m EBITDA from nursing. <sup>2</sup> Adj. EBITDA Operations margin (Adj. EBITDA Rental + Adj. EBITDA Value-add – intragroup profits) / Rental revenue. Margin 2019 and beyond includes positive impact from IFRS 16. Cost per unit is defined as (Rental revenue – EBITDA Value-add – intragroup profits) / Rental revenue. Margin 2019 and beyond includes positive impact from IFRS 16. Cost per unit is defined as (Rental revenue – EBITDA Value-add – intragroup profits) / Rental revenue. Margin 2019 and beyond includes positive impact from IFRS 16. Cost per unit is defined as (Rental revenue – EBITDA Value-add – intragroup profits) / Rental revenue. Margin 2019 and beyond includes positive impact from IFRS 16. Cost per unit is defined as (Rental revenue – EBITDA Value-add – intragroup profits) / Rental revenue. Margin 2019 and beyond includes positive impact from IFRS 16. Cost per unit is defined as (Rental revenue – EBITDA Value-add – intragroup profits) / Rental revenue. Margin 2019 and beyond includes positive impact from IFRS 16. Cost per unit is defined as (Rental revenue – EBITDA Value-add – intragroup profits) / Rental revenue. Margin 2019 and beyond includes positive impact from IFRS 16. Cost per unit is defined as (Rental revenue – EBITDA Value-add – intragroup profits) / Rental revenue. Margin 2019 and beyond includes positive impact from IFRS 16. Cost per unit is defined as (Rental revenue – EBITDA Value-add – intragroup profits) / Rental revenue. Margin 2019 and beyond includes positive impact from IFRS 16. Cost per unit is defined as (Rental revenue – EBITDA Value-add – intragroup profits) / Rental revenue. Margin 2019 and beyond includes positive impact from IFRS 16. Cost per unit is defined as (Rental revenue – EBITDA Value-add – intragroup profits) / Rental revenue – EBITDA Value-add – intragroup profits) / Rental revenue – EBITDA Value-add – intragroup profits) / Rental revenue – EBITDA Value-add – intragroup profits) / Rental revenue – EBITDA Value-add – intragroup profits) / Rent

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### **Rental Segment**

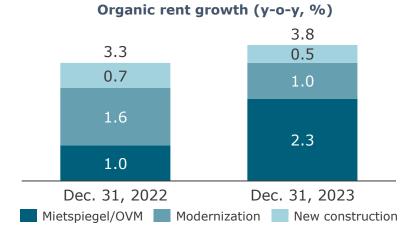
#### Rock-solid KPIs backed by Long-term Megatrends



 Vacancy rate only a function of turnaround time in case of fluctuation.

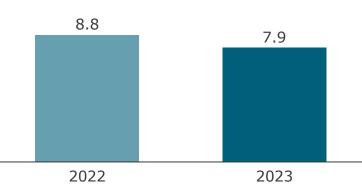
Vacancy rate (eop, %)

- Virtually full rent collection.
- Capitalized maintenance reduced to enhance liquidity.

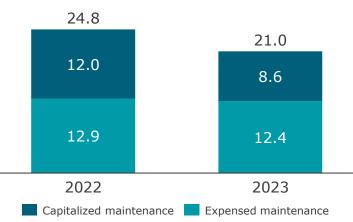




FY2023



Expensed and capitalized maintenance (€/sqm)



# 2.0 2.0 Dec 31, 2022 Dec 31, 2023

#### Collection rate for rental income and all ancillary expenses (%)<sup>1</sup>

#### 99.8 99.8 99.8

2022

<sup>1</sup> German portfolio <sup>2</sup> Fluctuation at IPO was ca. 11%; see page 44 for evolution of fluctuation rate.

2023

### **Value-add Segment**

Down 27% Compared to 2019-2022 Average

#### EBITDA reduction driven by challenges in craftsmen organization

- reduced investment volume weighed on profitability;
- increased cost base;

3%

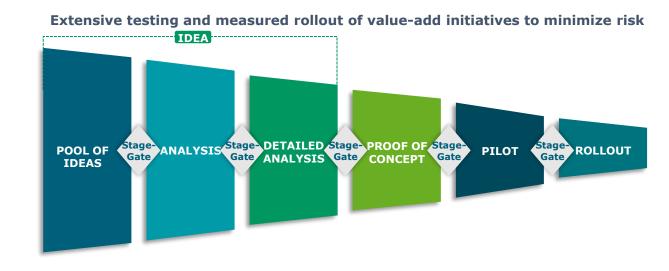
14%

30%

• reorganization process well underway.

External revenue growth mostly driven by energy and PV installations.

Value-add Segment (€m)	FY 2023	FY 2022	Delta
Revenue Value-add	1,224.7	1,272.0	-3.7%
of which external	130.9	119.6	+9.4%
of which internal	1,093.8	1,152.4	-5.1%
Operating expenses Value-add	-1,119.2	-1,145.3	-2.3%
Adj. EBITDA Value-add	105.5	126.7	-16.7%



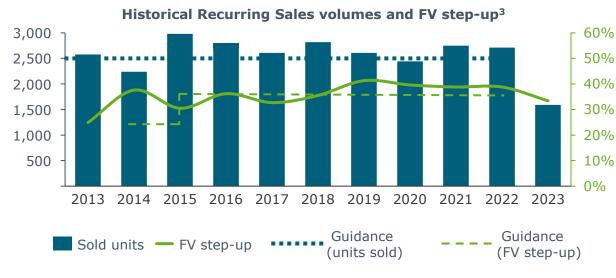
#### **Revenues in Value-add Segment 2023**

VTS
Operations (multimedia, smart metering, energy)
Residential environment
Third-party management

### **Recurring Sales Segment**

Down 41% Compared to 2019-2022 Average

- Volume-driven decline.
- Increasing scarcity value for condos.
- Fair-value step-up remained very high with 33% in FY2023; partly driven by relatively high share of volume in Austria.
- Focus remains on liquidity generation over price optimization.
- Reservation numbers for average priced condos are improving.



<sup>1</sup> Revenue minus selling costs minus taxes. <sup>2</sup> Free cash in relation to revenue. <sup>3</sup> 2018 onwards also including Recurring Sales in Austria.

Recurring Sales Segment (€m)	FY2023	FY 2022	Delta
Units sold	1,590	2,710	-41.3%
Revenue from recurring sales	319.3	543.4	-41.2%
Fair value	-239.4	-391.6	-38.9%
Gross profit	79.9	151.8	-47.4%
Fair value step-up	33.4%	38.8%	-5.4pp
Fair value step-up Selling costs	<b>33.4%</b> -16.5	<b>38.8%</b> -16.7	<b>-5.4pp</b> -1.2%
Selling costs	-16.5	-16.7	-1.2%

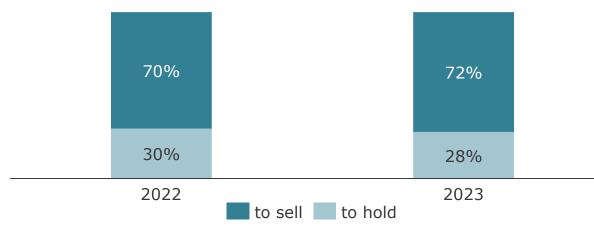
#### **Development Segment**

Down 80% Compared to 2019-2022 Average

FY2023

- Project-driven nature of development business and overall market conditions resulted in substantially lower volume in FY2023, as prior-year period was also positively impacted by a large global exit.
- Healthy gross margin of almost 14% in a challenging market.
- Focus remains on liquidity generation over price optimization.
- Earnings contributions from Development to Hold (FY2023: €14.7m; FY2022: €93.2m) are recognized in the valuation result and therefore outside of the Adjusted EBITDA.<sup>1</sup>





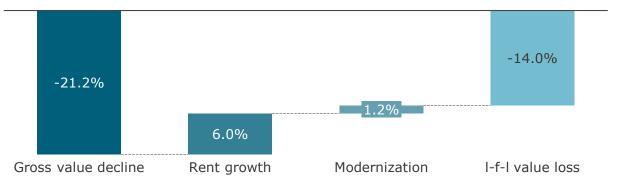
Development Segment (€m)	FY 2023	FY 2022	Delta
Revenue from disposal of to-sell properties	348.6	560.6	-37.8%
Cost of Development to sell	-300.9	-440.4	-31.7%
Gross profit Development to sell	47.7	120.2	-60.3%
Gross margin Development to Sell (DtS)	13.7%	21.4%	-7.7pp
Rental revenue Development	5.1	3.5	+45.7%
Operating expenses Development	-39.6	-33.7	+17.5%
Adj. EBITDA Development	13.2	90.0	-85.3%

<sup>1</sup> In prior years, the Adjusted EBITDA Development included the fair value step-up for properties completed in the reporting period that were transferred to Vonovia's own portfolio. At the end of the fourth quarter of 2023, the reporting of earnings contributions from Development to Hold was changed and is now excluded from the Development Segment. All earnings contributions from Development to Hold are recognized in the valuation result and therefore outside of the Adjusted EBITDA. This change ensures alignment with the IFRS standard on the fair value measurement of investment properties (IAS40). The previous year's figures were adjusted accordingly.

## Valuation

21.2% Gross Value Decline since Peak (14.0% on a Net Basis)

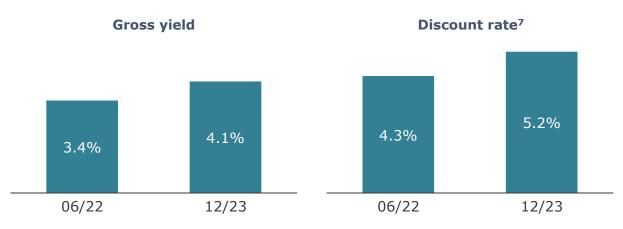
- L-f-l Value decline of -10.8% in 2023 (-6.6% in H1 and -4.2% in H2).
- Standing portfolio now valued at 24.2x in-place rent equaling 4.1% on a gross basis and 3.3% on a net initial yield basis.<sup>1</sup>
- Value per sqm of €2,297 (German portfolio) including the land compares<sup>6</sup> to
  - ~€3,360 median purchase price for existing condos;
  - ~€5,300 median purchase price for new constructions.
- Value decline from 06/22 peak strongest historic correction with -21.2% (gross) and -14% net (including compensatory effects from rent growth and modernization).



Value decline since 06/2022 peak valuation

#### Valuation KPIs Dec. 31, 2023 (Standing Portfolio<sup>4</sup>)

	Germany	Sweden	Austria	VNA Total
In-place rent multiple	25.1	17.9 <sup>2</sup>	22.5 <sup>2</sup>	24.2
Fair value €/sqm	2,297	2,088	1,612	2,246
L-f-l value growth <sup>3,5</sup>	-11.2%	-7.3%	-9.0%	-10.8%
Fair value €bn <sup>4</sup>	70.6	6.4	2.8	79.8



<sup>1</sup> Gross yield of 4.1% and 80% EBITDA margin. <sup>2</sup> In-place rents in Austria and Sweden are not fully comparable to Germany, as Sweden includes maintenance and property improvement contributions from tenants. The data above shows the rental level unadjusted to the German definition. <sup>3</sup> Local currency. <sup>4</sup> Fair value of the developed land excluding €4.1bn, of which €0.5bn for undeveloped land and inheritable building rights granted, €0.2bn for assets under construction, €2.1bn for development, €0.9bn for nursing portfolio and €0.4bn for other. <sup>5</sup> L-f-I calculation of property portfolio excl. undeveloped land etc. <sup>6</sup> Value Data Insights (formerly empirica-systeme), Q4 2023. <sup>7</sup> Weighted average total portfolio.

### **Market Voices**

Improving Sentiment

#### CBRE Market Outlook Germany 2024 (Jan. 2024)

"The high demand for apartments from tenants and investors meets a low level of new supply. As a result, rents are continuing to rise and yields are stabilizing, particularly for core properties."

"The residential transaction market will continue to develop at a rather moderate pace in 2024. However, especially international institutional investors see considerable opportunities in the residential market due to the excellent fundamental data."

"There are signs that the prices of modern ESG-compliant properties will stabilize over the course of the year and we expect the transaction market to pick up overall in the second half of the year."

#### Value Data Insights (formerly empirica-systeme) Q4 2023 (Jan. 2024)

"The price slump is coming to an end. Price declines are continuously flattening out and in some cases prices are already rising again. This is by no means solely due to the more moderate interest rates, but above all to the increasing shortages on the housing market."

"Overall, prices should therefore soon move from sideways to upwards and transaction volumes should also pick up again. Unlike the commercial real estate markets and the rental market, the outlook for the residential market in 2024 is already much brighter again - at least for owners or investors."

#### JLL Wohnungsmarkt Deutschland (Jan. 2024)

"Outlook: Rising number of deals, slight increase in volume in 2024 & prime yields with expected sideways movement in 2024."

#### Bulwiengesa Immobilienindex 1975-2023 (Jan. 2024)

"Due to the current and future demand for housing and the continuing low level of construction activity, there will be a significant shortage of supply. Further significant price reductions are therefore rather unlikely."

#### ImmoScout24 WohnBarometer Q4 2023 (Jan. 2024)

"The transaction market is experiencing a new upswing. After a year characterized by restraint, the ImmoScout24 Residential Barometer for the fourth quarter of 2023 shows a clear upward trend in asking prices for new builds. The trend is also positive for existing properties. There are only isolated price reductions. Demand for existing condominiums is rising significantly across Germany."

#### Immowelt Preiskompass Q4 2023 (Jan. 2024)

"In H1 2024, the market's inertia makes widespread and continuous price increases rather unlikely. For very attractive markets as well as for certain property types, such as energy-efficient apartments, prices may rise even earlier. On a broad level, however, the current framework conditions suggest that prices will not rise again until after this summer - especially if credit conditions continue to improve and there is clarity regarding subsidies."

#### Engel & Völkers Marktbericht Deutschland 2024 (Feb. 2024)

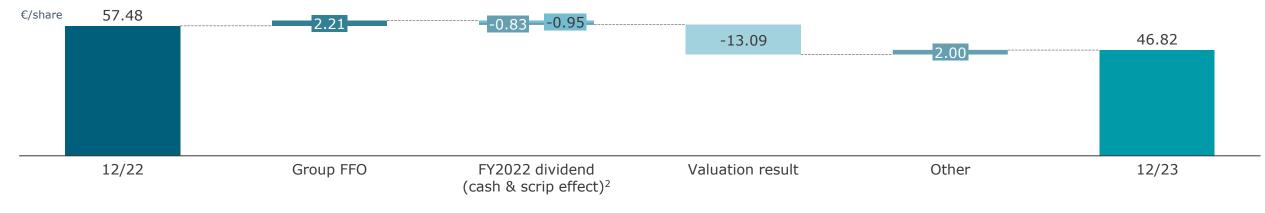
"As financing conditions improve, institutional investors are also expected to return to the residential and commercial property market in greater numbers."

"Prices for multi-family homes are likely to bottom out in many places in spring 2024."

## **EPRA NTA**

EPRA NTA (€m) (unless indicated otherwise)	Dec. 31, 2023	Dec. 31, 2022	Delta
Total equity attributable to Vonovia shareholders	25,682.7	31,331.5	-18.0%
Deferred tax in relation to FV gains of investment properties <sup>1</sup>	13,895.3	16,190.0	-14.2%
FV of financial instruments	-13.4	-117.5 <sup>2</sup>	-88.6%
Goodwill as per IFRS balance sheet	-1,391.7	-1,529.9	-9.0%
Intangibles as per IFRS balance sheet	-32.0	-129.6	-75.3%
EPRA NTA	38,140.9	45,744.5	-16.6%
NOSH (million)	814.6	795.8	+2.4%
EPRA NTA (€/share)	46.82	57.48	-18.5%

FY2023



<sup>1</sup> Hold portfolio only. <sup>2</sup> Per-share impact based on new number of shares (814.6m) was -€0.83 for cash dividend and -€0.95 for scrip element.

### **Investment Program – Addressing the Megatrends**

Accretive Investments at Attractive NIYs & IRRs



	Investment Progra	am	
Optimize Apartment	Upgrade Building	Development to Hold / Space Creation	Development to Sell
<i>Apartment renovation after turnover.</i>	Investments in decarbonization and building modernization.	New construction for our own portfolio.	<i>New construction sold to third parties</i>
<ul> <li>NIY of ~10%.</li> <li>Invest as % of fair value<sup>1</sup></li> <li>Space creation (€m)</li> <li>Upgrade Building (€m)</li> <li>Optimize Apartment (€m)</li> <li>472</li> <li>356</li> <li>472</li> </ul>	<ul> <li>High single / low double-digit IRR.</li> <li>Heat pump installations with ~10% NIY.</li> </ul>	<ul> <li>Legacy only and on hold for now with ~€300m to be invested in 2024 to finish projects currently underway.</li> </ul>	<ul> <li>Ca. 4% of balance sheet total committed to Development to S</li> <li>Self-financing entity, i.e. new projects are financed by dispose proceeds of finished projects.</li> <li>Mostly legacy and on hold for n with ~€700m to be invested in 2024 to finish projects currently underway. Selective smaller projects planned for 2024.</li> <li>Most new constructions sold to retail investors / owner occupie but projects also prepared for global exits.</li> </ul>
	2017 2018 2019 2020 increased to reflect higher cost of ca or years as a result of revised capital	2021 2022 2023 2024E pital. 2023 and 2024E volumes below allocation.	<ul> <li>Remains an attractive business light of growing supply/demand imbalance.</li> <li>Capital discipline is key.</li> </ul>

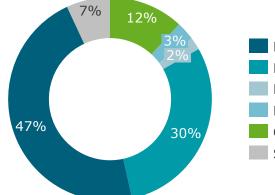
### **Debt Structure**

#### Well-balanced and Long-term Maturity Profile with Diverse Funding Mix

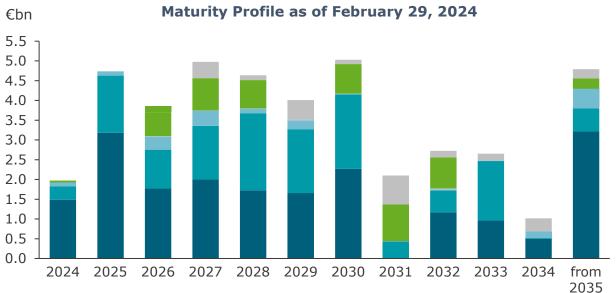
FY2023

Business Update

- Diverse funding mix with no more than 12% of debt maturing annually.
- Combination of debt KPIs, fixed/hedged debt ratio and maturity profile remains key in overall funding strategy.
- Well-balanced maturity profile and the heterogeneous funding mix safeguard sufficient flexibility for future refinancings.
- All unsecured bond maturities covered until Q3 2025.
- General strategy of rolling over secured debt and repaying unsecured bonds with disposal proceeds to continue.







KPI / criteria	Dec. 31, 2023	Dec. 31, 2022
Corporate rating (Scope) Outlook: <u>negative</u>	<b>A-</b>	<b>A-</b>
Corporate rating (S&P) Outlook: <u>stable</u>	BBB+	BBB+
Corporate rating (Moody's) Outlook: stable	Baa1	Baa1
Fixed/hedged debt ratio	98%	96%
Average cost of debt	1.7%	1.5%
Weighted average maturity (years)	6.9	7.4
Average fair market value of debt	89%	83%

<sup>1</sup> SSD = Schuldscheindarlehen (promissory notes), ISV = Inhaberschuldverschreibungen (bearer bonds), NSV = Namensschuldverschreibungen (registered bonds)

## **Debt KPIs and Bond Covenants**

LTV and ND/EBITDA Still Elevated But Under Control

€m (unless indicated otherwise)	Dec 31, 2023	Dec. 31, 2022	Delta
LTV (target: 40-45%)			
Adj. net debt (eop)	40,300.7	43,320.1	-7.0%
Adj. fair value of real estate portfolio	85,221.5	96,051.7	-11.3%
LTV	47.3%	45.1%	+2.2 pp
Pro forma LTV <sup>1</sup>	46.7%	45.1%	+1.6 pp

ND/EBITDA multiple (t	target: 14-15x)		
Adj. net debt (eop)	40,300.7	43,320.1	-7.0%
Adj. EBITDA (LTM)	2,583.8	2,763.3	-6.5%
ND/EBITDA multiple	15.6x	15.7x	-0.1x
Pro forma ND/EBITDA multiple <sup>1</sup>	15.3x	15.7x	-0.4x

ICR (target: at least 3.	5x)		
Adj. EBITDA (LTM)	2,583.8	2,763.3	-6.5%
Net Cash Interest (LTM)	650.7	502.6	+29.5%
ICR	4.0x	5.5x	-1.5x

Bond covenant	Required level	Current level	Headroom
<b>LTV</b> (Total financial debt / total assets)	<60%	46.7% 📀	Fair values would have to drop $\sim 25\%$ for the LTV to cross $60\%.^2$
Secured LTV (Secured debt / total assets)	<45%	14.1% 📀	Fair values would have to drop ~78% for the secured LTV to cross 45%. <sup>2</sup>
<b>ICR</b> (LTM Adj. EBITDA / LTM net cash interest)	>1.8x	4.0x 📀	Interest expenses would have to increase 121% to ca. €1.5bn for the ICR to fall below 1.8x. <sup>3</sup>
Unencumbered assets (Unencumbered assets / unsecured debt)	>125%	158% 📀	Fair values would have to drop 25% for the unencumbered assets ratio to fall below 125%.4

FY2023

<sup>1</sup> Pro forma Dec. 31, 2023, Adj. net debt (end of period), and Adj. EBITDA (LTM) adjusted for disposals signed but not closed in 2023. <sup>2</sup> Headroom calculations are based on sensitivities regarding changes in investment properties, not total assets, while all other variables are kept unchanged. <sup>3</sup> Headroom calculations are based on sensitivities regarding changes in net cash interest in relation to Adj. EBITDA, while all other variables are kept unchanged. <sup>3</sup> Headroom calculations are based on sensitivities regarding changes in net cash interest in relation to Adj. EBITDA, while all other variables are kept unchanged. Calculation of current levels in the appendix. <sup>4</sup> Headroom calculations are based on sensitivities regarding changes in unencumbered investment properties.

# **Financing Update**

All unsecured bond maturities covered until Q3 2025

FY2023

Susiness Update

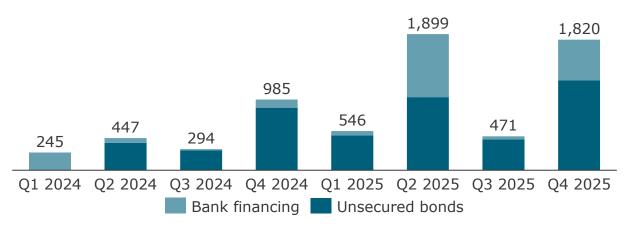
- €0.9bn **secured loans rolled over** with 4.0% average interest rate and 9 years average maturity.
- €1.1bn **new secured loans** with 3.3% average interest rate and 11 years average maturity.
- €0.8bn **unsecured loans** with 3.5% average interest rate and 4 years average maturity.
  - €0.6bn **bridge to capital markets** facility 2+1 years.
  - €3.0bn **RCF/CP extended** by two years with unchanged terms (undrawn).

#### Two non-Euro denominated unsecured bonds

- GBP 400m (€456m), coupon 4.6%, 12-year maturity
- CHF 150m (€159m), coupon 4.2%, 5-year maturity
   Arbitrage opportunity and funding diversification
   Both bonds are fully currency hedged

- General strategy: Using different funding sources opportunistically as well as disposal proceeds to repay primarily unsecured debt.
- €3.2bn pro forma cash position:
  - €1.4bn cash on hand (Dec 31, 2023).
  - €0.9bn loans signed but undrawn.<sup>1</sup>
  - €0.9bn disposals signed but not closed yet.<sup>2</sup>
- All unsecured bond maturities covered until Q3 2025.

#### Maturity profile for the next 24 months (€m)



<sup>1</sup> Excl. RCF/CP. Undrawn loans include €150m EIB, €150m loan (15 years) from an insurance company and €600 bridge to capital markets. <sup>2</sup> As of early March 2024.

2024

YTD

#### **2023 Actuals vs. Guidance**

			FY2023	Business Update	Appendix
	Actuals <u>2022</u>	Guidance <u>2023</u> (Nov. 20	023)	Actu	als <u>2023¹</u>
Total Segment Revenue (incl. discontinued operations)	€6,257m	Moderately below prior year, driven by lower inves volumes and challenging market conditions for Red Sales and Development	curring		€5,638m
Rental Revenue	€3,168m	Upper end of €3.15bn – €3.25br	n range		€3,253m
Organic rent growth (eop)	3.3%	3.7%	o-3.8% Ac	Organic rent Iditional irrevocable	growth: 3.8% rent increase claim: 1.8% <sup>2</sup>
Recurring Sales (# of units)	2,710	Susp	pended		1,590
FV step-up Recurring Sales	39%	Susp	pended		33%
Adj. EBITDA Total	€2,763m	Lower end of €2.6bn - €2.85br	n range		€2,652m
Group FFO	€2,036m	Midpoint of €1.75bn - €1.95br	n range		€1,847m
Group FFO p.s. (eop shares)	€2.56	Midpoint of €2.15 – €2.39	) range		€2.27
Dividend	€0.85	Policy unchanged; finalization pending visibility on re factors (e.g. leverage, property valuations, and disp			€0.90
Investments	€1,445m	Portfolio Investments: ~ Space creation: ~		Portfolio Investme Space crea	ents: ~€471m tion: ~€291m
Sustainability Performance Index (SPI)	103%	105%	-110%		111%

<sup>1</sup> This 2023 Actuals vs. Guidance table includes Nursing and Development to Hold as guided. In contrast, in the actual figures reported for 2023, Nursing is reclassified as discontinued operations outside of EBITDA and Development to Hold contributions are recognized in the valuation result and therefore also outside of the Adjusted EBITDA. <sup>2</sup> Additional irrevocable rent increase claim on the apartment level in relation to the local comparable rent (OVM) that is guaranteed by law but can only be implemented once the three-year period for maximum rent growth ("Kappungsgrenze") has lapsed. The percentage value refers to the cumulative rent increase claim at the respective point in time and -for that period- cannot be added to the organic rent growth as the implementation occurs in subsequent years.

### **Dividend Proposal for 2023**

FY2023

Context	<ul> <li>Wide range of expectations and preferences among shareholder base - ranging from <i>no dividend</i> to <i>full dividend</i> and anything in between.</li> <li>Dividend is one cornerstone of our equity story and Vonovia considers long-term reliability even in more challenging times as an asset given the robustness of its cash-flow generating business model.</li> <li>Preference for a dividend payment has increased in recent months but part of investor base remains concerned about leverage.</li> </ul>
Shareholders to decide	<ul> <li>Management and Supervisory Board only make a dividend <i>proposal</i>.</li> <li>Shareholders' prerogative to make the dividend <i>decision</i>.</li> <li>Vonovia seeks to make a proposal that will achieve a majority at the AGM.</li> </ul>
Proposal	<ul> <li>Management and Supervisory Board have therefore decided to propose a dividend of €0.90 (+6% y-o-y) to the AGM on May 8, 2024. Similar to the previous seven years, a scrip option will be available to our shareholders.</li> </ul>
Rationale	<ul> <li>Last year's dividend proposal was to make a 50% cut to strike a balance between two fundamentally different sets of expectations among shareholders. This proposal was supported by 99.5% of all shareholders who voted at the AGM.</li> <li>The current Environment remains challenging, but conditions have improved (rent growth, inflation, interest rates, transaction market, reduced distance to value trough).</li> <li>A full cut does not appear warranted and would be contradictory in light of the clearly improved environment.</li> <li>Similarly, a full dividend would send the wrong message about capital allocation and capital discipline.</li> <li>The anticipated cash out will be around €400m (assuming prior years' scrip ratio), and Vonovia considers the economic impact of the cash portion of the dividend to be manageable.</li> </ul>

## **Internal Investigation Completed**

No Material Financial Impact on the Company. No Indications that Tenants Have Suffered any Damage

Background	<ul> <li>One year ago, in March 2023, investigators seized documents from Vonovia; the authorities were acting on grounds of suspected potentially problematic activities regarding the relationships with subcontractors related to heating systems.</li> <li>The comprehensive internal investigation immediately initiated by Vonovia and supported by the law firm Hengeler Mueller and the auditing firm Deloitte has now been completed.</li> <li>As part of the forensic analysis, an extensive database was reviewed, numerous interviews were conducted, and the findings were compared with the investigation file of the public prosecutor's office.</li> </ul>
Findings	<ul> <li>Although the prosecutor's investigation is still ongoing, at this stage, the investigation has confirmed Vonovia's initial assessment: <ul> <li>Only a small number of former employees were involved in clear misconduct when dealing with subcontractors. Vonovia is the injured party, not a defendant.</li> <li>There is no material financial impact on the company. The contracts that are currently the subject of the investigations only amount to approx. 0.5% of Vonovia's total order volume.</li> <li>There are no indications that tenants have suffered any damage.</li> </ul> </li> <li>Vonovia is examining the possibility of taking legal action for damages against involved parties.</li> <li>We have further refined the existing systems and controls in place to monitor the relationships with subcontractors so as to better protect Vonovia against such criminal conduct.</li> <li>We continue to cooperate fully with the authorities and support them in their ongoing investigations.</li> </ul>

### Agenda

2.

1.

FY2023 Results pages 3-23

Business Update pages 25-33

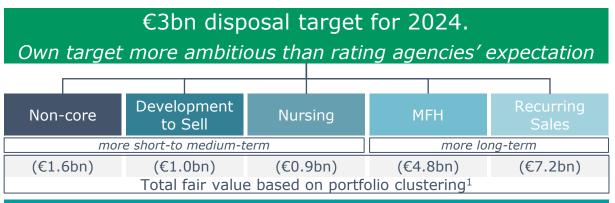
Appendix pages 35-76

### **Business Update**

- **26** 2024 Disposal Target & Market Assessment
- **27** Organic Rent Growth & Additional Irrevocable Rent Increase Claim
- New Performance KPIs
- Adj. Earnings before Taxes (Adj. EBT)
- Operating Free Cash Flow (OFCF)
- 2024 Guidance
- New Dividend Policy
- Wrap-up

### **Disposal Target 2024 & Market Assessment**

Transaction Market Remains Challenging but Is Improving



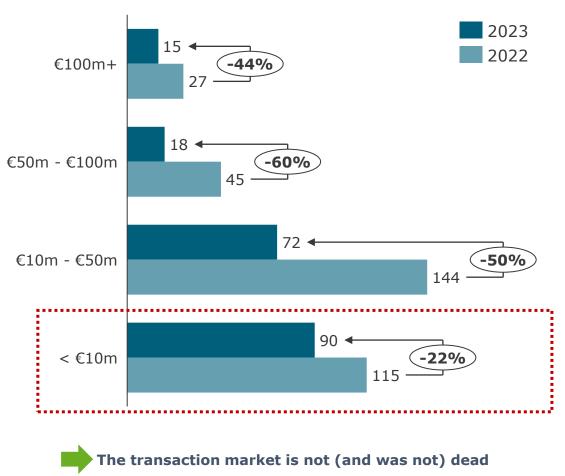
#### Plus opportunistic disposals from remaining portfolio also under review

#### Transaction market remains challenging but is improving

- ✓ More benign macro backdrop. Rates have most likely peaked, providing increased resilience.
- $\checkmark$  Acceleration of rent growth is clearly coming through.
- $\checkmark$  Initial shock of sharp increase in interest rates is wearing off.
- $\checkmark$  Reservation numbers for average priced condos are improving.
- Increasing interest/engagement from potential buyers including foreign money.
- $\checkmark$  2023 disposal track record and long-term M&A expertise.
- ✓ Increasingly attractive German resi fundamentals including widening supply/demand gap.

#### Number of JLL transactions in Germany by deal volume<sup>2</sup>

Business Update



<sup>1</sup> Total fair value as per portfolio clustering for Non-core, Nursing, MFH, and Recurring Sales (cf. page 42). Estimate for completed volume available for disposals in 2024 for Development to Sell. <sup>2</sup> Source: JLL Research (Wohnungsmarkt Deutschland)

#### <sup>1</sup> Total volume of irrevocable rent increase claims as of respective year end and in addition to organic rent growth implemented in that year. Additional rent increase claims cannot be added y-o-y, as the % figure always refers to the total cumulative additional irrevocable rent increase claim at the time

27

### **Organic Rent Growth & Additional Rent Increase Claim**

Rent Growth Is Accelerating But Part of It Comes with a Delay

OVM (=local comparable rent) is defined by the Mietspiegel in most locations. It stipulates the rent level ( $\notin$ /sqm) landlords are allowed to charge.

The timing of the rent growth implementation is subject to the "Kappungsgrenze," allowing for a maximum increase of 15% (20% in some markets) over three years.

The recent acceleration in OVM growth has created a bow wave of rent growth that comes with delayed implementation ("additional irrevocable rent increase claim").

This staggered rent increase is guaranteed by law and is linked to each specific apartment.

The maximum Mietspiegel/OVM level is marked in our SAP operating system apartment by apartment, and the remaining step-up will be automatically implemented immediately after the restriction period has lapsed.

The reported percentage value for the "additional irrevocable rent increase claim" refers to the total cumulative value as of the respective point in time and will be realized in subsequent years. Contrary to the organic rent growth, the percentages from different years cannot be added.

#### Organic rent growth and additional rent increase claim (%)

Business Update



	Vonovia made adjustments in response
	generation, and introduction of joint ven
Group FFO has	As a result, the leading financial KPI, <b>Gr</b>
become an	especially with a view towards earning
insufficient	. ,
metric	The <b>Group FFO</b> has been the best proxy

Vonovia made adjustments in response to the changed environment (esp. revised capital allocation, stronger focus on cash flow generation, and introduction of joint venture structures).

As a result, the leading financial KPI, **Group FFO, is no longer adequate** to manage the business and measure performance, especially **with a view towards earnings and liquidity management**.

The **Group FFO** has been the best proxy for recurring cash earnings, but it is essentially a **hybrid metric** that has both earnings and cash flow elements. For example, it excludes the cash flow benefit from Recurring Sales and Development to Sell and the cash leakage from capitalized maintenance.

#### Discontinuation of Group FFO and introduction of one dedicated earnings metric and one dedicated cash flow metric.

**Key metric to measure earnings capacity** from the four business segments Rental, Value-add, Recurring Sales and Development.

Based on the well-established Adj. EBITDA Total and accounting for financing expenses, intragroup profits, and depreciation (impairment charges from wear and tear)<sup>1</sup>.

Adj. EBT (Earnings before Taxes) OFCF (Operating Free Cash Flow)

#### Key metric to measure cash flow generation.

Based on Adj. EBT and accounting for capitalized maintenance, cash flow from Recurring Sales, cash flow from Net Working Capital of core business (predominantly Dev. To Sell), cash dividends paid to minorities, and cash taxes.

<sup>1</sup> Excluding property portfolio, which will continue to be accounted for at fair value and in line with IFRS accounting guidelines.

# Adj. Earnings before Taxes (EBT)

Key Metric to Manage a	nd Measure Earn	ings		FY2023	Business Update Appendix
<u>Old KPI – Grou</u>	ip FFO	<u>New KPI –</u>	<u>Adj. EBT</u>		Adj. EBT
	FY 2023 FY 2022		FY 2023 FY 20	022	Widely used and well-established metric across various industries.
Adj. EBITDA Rental	2,401.7 2,254.3	Adj. EBITDA Rental	2,401.7 2,25	54.3	Transparent non-GAAP measure
+ Adj. EBITDA Value-add	105.5 126.7	+ Adj. EBITDA Value-add	105.5 12	26.7 <b>26</b> .7	that allows better reconciliation with IFRS.
+ Adj. EBITDA Recurring Sales	63.4 135.1	+ Adj. EBITDA Recurring Sales	63.4 13	35.1	🥑 Most appropriate metric to
+ Adj. EBITDA Development	13.2 90.0	+ Adj. EBITDA Development	13.2	90.0	determine the enterprise value.
= Adj. EBITDA Total <sup>1</sup>	2,583.8 2,606.1	= Adj. EBITDA Total <sup>1</sup>	2,583.8 2,60	06.1	<b>FFO interest</b> expenses and Adj. Net Financial Result are almost identical but Adj. Net Financial Result can be
- FFO interest expense	-619.6 -492.6	- Adj. Net Financial result	-625.1 -48	86.0	fully reconciled to IFRS numbers. <b>Depreciation</b> refers to impairment
- Current income taxes FFO	-180.3 -136.6	- Depreciation	-110.2 -12	27.5	charges from wear and tear of equipment. <sup>2</sup>
+/-Consolidation	17.7 4.7	+/-Consolidation	17.7	4.7	<b>Consolidation</b> refers to intragroup profits. Development to hold contributions are no longer included
= Group FFO	1,801.6 1,981.6	= Adj. EBT	1,866.2 1,99	97.3	in the Adj. EBITDA but in the valuation result and hence are no longer part of the consolidation line item.

<sup>1</sup> Nursing has been reclassified as discontinued operations. <sup>2</sup> The property portfolio will continue to be accounted for at fair value and in line with IFRS accounting guidelines.

### **Operating Free Cash Flow (OFCF)**

Key Metric to Measure Cash Flow

<u>Current KPI</u>	<u>New KPI - OFCF</u>			OFCF
		FY 2023	FY 2022	Includes the full cash impact from Recurring Sales and
	Adj. EBITDA Total <sup>1</sup>	2,583.8	2,606.1	Development to Sell.
No cash flow metric as part	- Adj. Net Financial result	-625.1	-486.0	Accounts for the cash leakage from capitalized maintenance and minorities.
	- Depreciation	-110.2	-127.5	Measures the organic cash flow generation before utilization.
of external management KPIs.	+/- Consolidation	17.7	4.7	Can be reconciled to IFRS.
	= Adj. EBT	1,866.2	1,997.3	
	+ Depreciation	110.2	127.5	<b>Depreciation:</b> reversal of the non-cash effective depreciation included in EBT.
	- Capitalized maintenance	-296.3	-412.6	<b>Capitalized maintenance:</b> maintenance that protects EBITDA and is capitalized under IFRS but non-yielding.
	- Cash Taxes	-124.0	-134.1	<b>Cash taxes:</b> cash tax payments to the extent they relate to Adj. EBT.
	+ Book value sold assets (only Recurring Sales) <sup>3</sup>	239.4	391.6	<b>Book value of sold assets (Recurring Sales):</b> <sup>3</sup> Adding back book value (=fair value) for cash view as EBT considers earnings and subtracts book value.
(10)	+/-Net working capital	-340.2	-106.6	<b>Net Working Capital:</b> reflects changes in capital allocation of core business (predominantly Dev. to Sell).
6.1% cash yield <sup>2</sup>	- Dividends paid to JV partner & other minorities	-40.5	-41.7	Dividends paid to JV partner & other minorities: cash dividends paid to non-controlling interests incl. JV partner.
	>= Operating Free Cash Flow (OFCF)	1,414.8	1,821.4	

<sup>1</sup> Nursing has been reclassified as discontinued operations. <sup>2</sup> Calculated as OFCF over market cap (€23.2bn as of YE2023.) <sup>3</sup> Not including cash flow from non-core, JVs or other disposals outside the recurring operating business.

2024-03-14 | FY2023 Earnings Call

#### **2024 Guidance**

Rental Revenue       C3,253m         Rent growth       Organic rent growth: 3.8%       Organic rent growth: 3.8%         Additional irrevocable rent increase claim: 1.8% <sup>1</sup> Additional irrevocable rent increase claim: 1.8% <sup>1</sup> Adj. EBITDA Total       C2,584m       C2.55b         Adj. EBT       C1.866m       C1.7         Sustainability Performance       111%       111%         Additional context       • At least €3bn gross proceeds from asset disposals.       • eC1bn yielding investments (Optimize Apartment, Upgrade Building and Space Creation).       • Development to Sell: cash flow and net working capital expected to be positive.         Additional context       for 2024 estimates       • Cash flow generated in Recurring Sales expected to overcompensate cash leakage from capitalized maintenance.	Appendi	FY2023 Business Update			
Rental Revenue       C3,253m         Rent growth       Organic rent growth: 3.8% Additional irrevocable rent increase claim: 1.8% <sup>1</sup> Organic rent growth: Additional irrevocable rent increase claim: 1.8% <sup>1</sup> Adj. EBITDA Total       €2,584m       €2.55b         Adj. EBT       C1,866m       C1.7         Sustainability Performance Index (SP1) <sup>2</sup> • At least €3bn gross proceeds from asset disposals. • ~C1bn yielding investments (Optimize Apartment, Upgrade Building and Space Creation). • Development to Sell: cash flow and net working capital expected to be positive. • Cash flow generated in Recurring Sales expected to overcompensate cash leakage from capitalized maintenance.					
Rent growthOrganic rent growth: 3.8% Additional irrevocable rent increase claim: 1.8%1Organic rent growth: Additional irrevocable rent increase claim: 1.8%1Adj. EBITDA TotalC2,584mC2.55bAdj. EBTC1,866mC1.7Sustainability Performance Index (SPI)2111%111%Additional context for 2024 estimates• At least C3bn gross proceeds from asset disposals. • ~C1bn yielding investments (Optimize Apartment, Upgrade Building and Space Creation). • Development to Sell: cash flow and net working capital expected to be positive. • Cash flow generated in Recurring Sales expected to overcompensate cash leakage from capitalized maintenance.	ce <u>2024</u>	Guidanc		Actuals <u>2023</u>	
Additional irrevocable rent increase claim: 1.8%1       Additional irrevocable rent increase claim: 1.8%1         Adj. EBITDA Total       €2,584m       €2.55b         Adj. EBT       €1,866m       €1.7         Sustainability Performance       111%       €1.7         Index (SPI) <sup>2</sup> • At least €3bn gross proceeds from asset disposals.       • ~£1bn yielding investments (Optimize Apartment, Upgrade Building and Space Creation).       • Development to Sell: cash flow and net working capital expected to be positive.         Additional context for 2024 estimates       • Cash flow generated in Recurring Sales expected to overcompensate cash leakage from capitalized maintenance.	~€3.3bn			€3,253m	Rental Revenue
Adj. EBT       €1,866m       €1.7         Sustainability Performance       111%       111%         Index (SPI) <sup>2</sup> • At least €3bn gross proceeds from asset disposals.       • ~€1bn yielding investments (Optimize Apartment, Upgrade Building and Space Creation).         Additional context for 2024 estimates       • Cash flow generated in Recurring Sales expected to overcompensate cash leakage from capitalized maintenance.	8.4 – 3.6% aim: >2% <sup>1</sup>	Organic rent growth: 3.4 itional irrevocable rent increase clair	Ade	Organic rent growth: 3.8% Additional irrevocable rent increase claim: 1.8% <sup>1</sup>	Rent growth
Sustainability Performance Index (SPI)2111%Additional context for 2024 estimates• At least €3bn gross proceeds from asset disposals. • ~€1bn yielding investments (Optimize Apartment, Upgrade Building and Space Creation). • Development to Sell: cash flow and net working capital expected to be positive. • Cash flow generated in Recurring Sales expected to overcompensate cash leakage from capitalized maintenance.	– €2.65bn	€2.55bn –		€2,584m	Adj. EBITDA Total
Index (SPI) <sup>2</sup> III%         Additional context for 2024 estimates       • At least €3bn gross proceeds from asset disposals.         • At least €3bn gross proceeds from asset disposals.       • ~€1bn yielding investments (Optimize Apartment, Upgrade Building and Space Creation).         • Development to Sell: cash flow and net working capital expected to be positive.       • Cash flow generated in Recurring Sales expected to overcompensate cash leakage from capitalized maintenance.	n – €1.8bn	€1.7bn		€1,866m	Adj. EBT
<ul> <li>Additional context for 2024 estimates</li> <li>~€1bn yielding investments (Optimize Apartment, Upgrade Building and Space Creation).</li> <li>Development to Sell: cash flow and net working capital expected to be positive.</li> <li>Cash flow generated in Recurring Sales expected to overcompensate cash leakage from capitalized maintenance.</li> </ul>	100%			111%	
<ul> <li>Additional context for 2024 estimates</li> <li>Cash flow generated in Recurring Sales expected to overcompensate cash leakage from capitalized maintenance.</li> </ul>			als.	<ul> <li>At least €3bn gross proceeds from asset disposa</li> </ul>	
for 2024 estimates • Cash flow generated in Recurring Sales expected to overcompensate cash leakage from capitalized maintenance.		ation).	ent, Upgrade Building and Space Cro	• $\sim \in 1$ bn yielding investments (Optimize Apartmen	
Cash now generated in Recurring Sales expected to overcompensate cash leakage nom capitalized maintenance.					
		rom capitalized maintenance.			TOT 2024 Estimates
<ul> <li>Capitalized maintenance expected to be slightly above 2023.</li> <li>Cash taxes for rental and value-add segments expected to be broadly in line with 2023 (~3-5% of rental income).</li> </ul>		$0.23$ ( $a_{2}$ -5% of rontal income)			
Cash taxes for rental and value add segments expected to be broadly in line with 2025 (05 5 % of rental income).			expected to be broadly in line with	· Cash taxes for rental and value add segments ex	

led y-

The Discontinuation of the Group FFO Requires a New Basis for the Dividend

**Context** Vonovia considers a sustainable dividend growth based on the highly robust operating business to be a key element of the general equity story.

New Dividend Policy Vonovia intends to pay 50% of Adj. EBT plus surplus liquidity<sup>1</sup> from Operating Free Cash Flow after accounting for the equity contribution to our yielding investment program. Shareholders shall be offered the choice between cash and scrip dividends.

Rationale

The targeted pay-out ratio based on the Adj. EBT is expected to result in a very robust dividend to allow adequate returns from the core business plus the additional benefit that surplus liquidity is returned to shareholders in case it cannot be allocated to sufficiently yielding investments. The new policy is robust across the cycle and prevents dividend payouts backed by yield compression.

It is much more resilient to adverse macro environments and ensures a fully organically funded dividend from liquidity that adequately accounts for all cash leakage and proper investment funding.

<sup>1</sup> Surplus liquidity calculated as the 3-year-average Free Liquidity for Distribution (OFCF minus equity contribution for the investment program) and minus 50% EBT dividend (assuming all cash and 0% scrip ratio). See page 40 for calculation

#### Wrap-up



We faithfully executed on our promise.

In line with adjusted capital allocation strategy communicated in May 2022, cash generation has taken priority over profitability.

**Business Update** 

Total cash generation of €4.7bn but at the same time negative repercussions for the other segments, as expected.

Rental business is rock solid and continues to benefit from longterm megatrends.

Gross value decline of 21.2% since June 2022 (net decline of 14.0% due to compensatory effects from rent growth and investments).

LTV of 46.7% (pro forma) vs. theoretical LTV of 50.7% excl. any 2023 disposal proceeds.

### Agenda

1. 2. 3.

FY2023 Results pages 3-23

Business Update pages 25-33

Appendix pages 35-76

### Appendix

- **36** Megatrends
- **37** Growth Drivers
- **38** Segment Overview; Guided vs. Reported
- 39-40 New KPIs
- **41-42** Regional Markets & Portfolio Clusters
  - **43** Reported vs. Implied Yields
  - **44** Fluctuation & OVM Clusters
- **46-54** ESG
- **55-56** Bond Overview & Covenants
- **57** LTV Evolution in German Resi
- **58-71** Residential Market Data
- **72-73** Vonovia Shares
  - **74** IR Contact and Financial Calendar
  - **75** Disclaimer

46	PV Generation Capacity
48	UN Sustainability Development Goals
49	Megatrends
50	Climate Path
51	Energy Efficiency Classes
52	Sustainability Performance Index
53	ESG Ratings
54	Corporate Governance

#### **Our Business Is Supported by Two Dominant Megatrends...**

<sup>1</sup> Adapted from ZIA forecast based on Empirica and Pestel Institute. <sup>2</sup> Agora Energiewende (2023): "Die Energiewende in Deutschland: Stand der Dinge 2022. Rückblick auf die wesentlichen Entwicklungen sowie Ausblick auf 2023.

• In addressing the consequences of the Russian war on Ukraine, central banks around the world had increased interest rates at an

• The drawback of Vonovia's stable business model in a regulated market is that it reacts only slowly to the new environment, and

36

• However, the new environment also accelerates the relevant megatrends around which we have built our business, leading to

...But the Current Environment is a Short-term Challenge

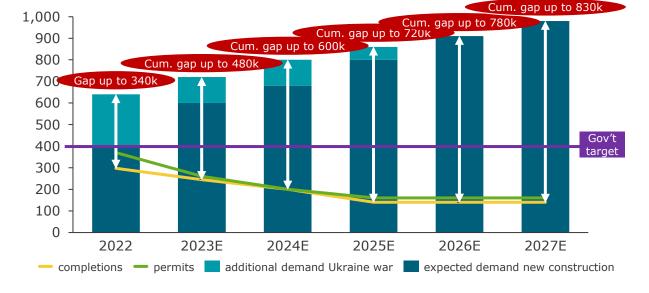
the initial impact on our KPIs has been negative.

unprecedented speed.

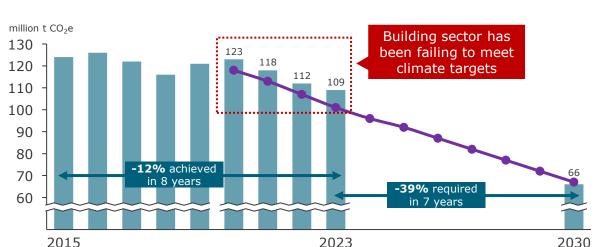




even stronger fundamentals in the medium- and long-term.



#### Climate Change



Actual

Development of green house gas emissions in the building sector (Germany) $^2$ 

Business Update

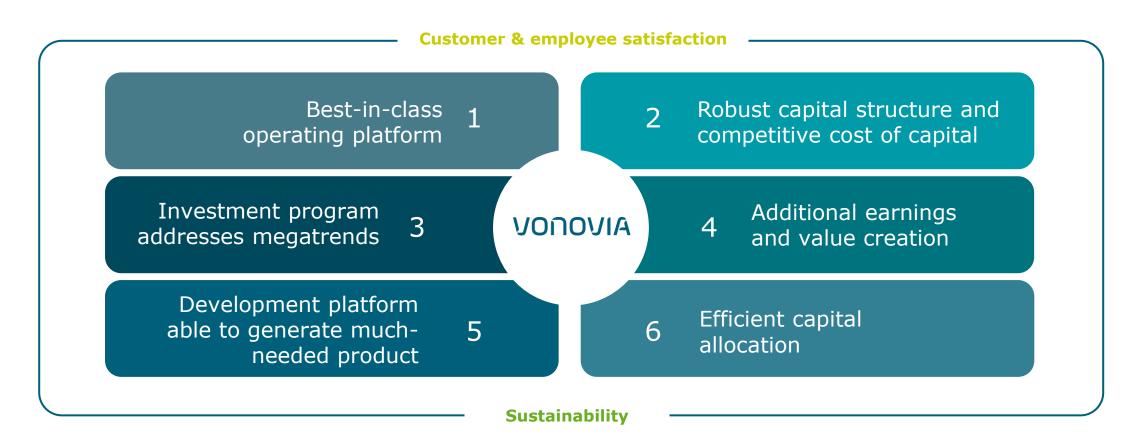
Appendix

government

goal

Δ

Vonovia is uniquely positioned as the best-in-class operator and sustainability leader in a structurally undersupplied asset class.



#### **Segment Overview**

Reported vs. Guided

Dased on 20	23 <u>Rep</u>	orting	
€m (unless indicated otherwise)	FY 2023	FY 2022	Delta
Adj. EBITDA Rental	2,401.7	2,254.3	6.5%
Adj. EBITDA Value-add	105.5	126.7	-16.7%
Adj. EBITDA Recurring Sales	63.4	135.2	-53.1%
Adj. EBITDA Development	13.2	90.0	-85.3%
Adj. EBITDA Total (continued operations)	2,583.8	2,606.1	-0.9%
FFO interest expenses	-619.6	-492.6	25.8%
Current income taxes FFO	-180.3	-136.6	32.0%
Consolidation	17.7	4.7	276.6%
Group FFO (continued operations)	1,801.6	1,981.6	-9.1%
of which non-controlling interests	-83.8	-86.6	-3.2%
Group FFO after non-controlling interests	1,717.8	1,895.0	-9.4%
Number of shares ( <u>avg.</u> NOSH)	806.3	788.3	2.3%
Group FFO p.s. ( <u>avg.</u> NOSH)	2.23	2.51	-11.2%
Group FFO p.s. (after non-controlling interests)	2.13	2.40	-11.3%

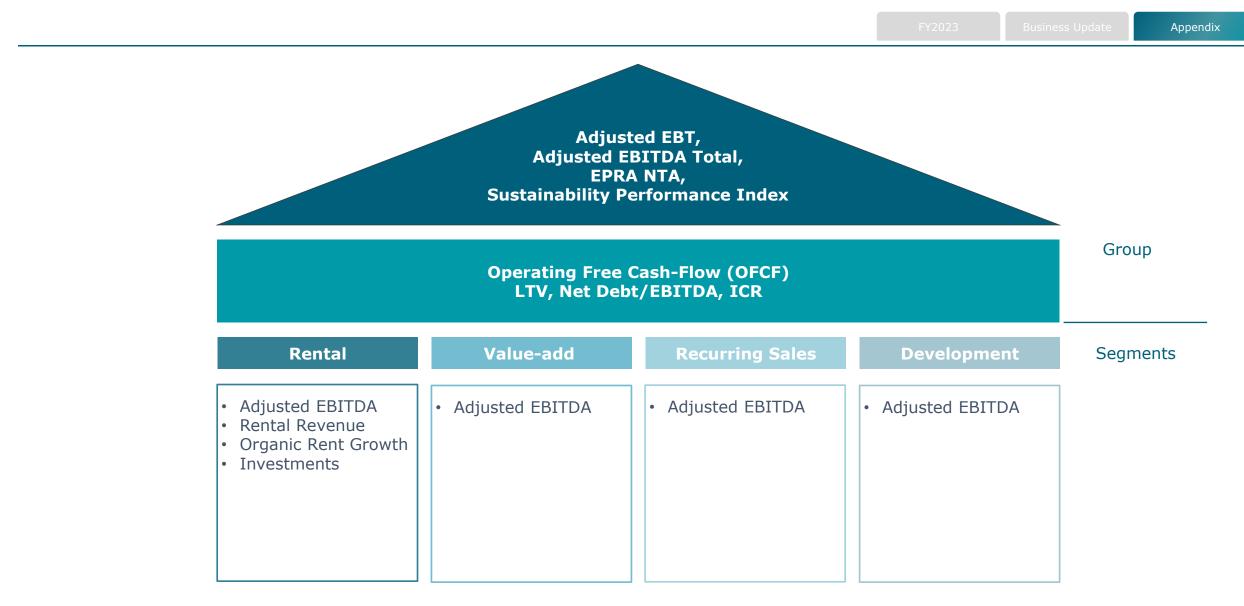
#### Based on 2023 Reporting

Based on 20				
€m (unless indicated otherwise)	FY 2023	FY 2022	Delta	Main differences
Adj. EBITDA Rental	2,380.1	2,233.5	6.6%	Rental income
Adj. EBITDA Value-add	105.5	126.7	-16.7%	(reported) includes the rental income from
Adj. EBITDA Recurring Sales	63.4	135.1	-53.1%	<ul> <li>nursing assets not reclassified as discontinued</li> </ul>
Adj. EBITDA Development	27.9	183.2	-84.8%	operations
Adj. EBITDA Nursing	75.5	84.6	-10.8%-	Development to Hold not included in
Adj. EBITDA Total	2,652.4	2,763.1	-4.0%	reported Adj. EBITDA
FFO interest expenses	-620.3	-493.8	25.6%	Nursing segment largely reclassified as
Current income taxes FFO	-188.0	-145.0	29.7%	discontinued operations
Consolidation <sup>1</sup>	2.9	-88.7	-103.3%	
Group FFO	1,847.1	2,035.6	-9.3%	Intragroup profit/loss
of which non-controlling interests	-87.5	-91.3	-4.2%	(Reported); Intragroup profit/loss and
Group FFO after non-controlling interests	1,759.6	1,944.3	-9.5%	development to hold (Guidance)
Number of shares (eop NOSH)	814.6	795.8	2.4%	
Group FFO p.s. ( <u>eop</u> NOSH)	2.27	2.56	-11.4%	eop NOSH (Guidance) vs. avg. NOSH
Group FFO p.s. (after non-controlling interests)	2.16	2.44	-11.6%	(reported)

<sup>1</sup> Intragroup profit/loss of +€17.7m (2022: +€4.7m) gross profit from Development to Hold -€14.6m (2022: -€93.2m)

2024-03-14 | FY2023 Earnings Call

#### **Management KPIs**



# **EBT, OFCF and Dividend**

New KPIs at a Glance

€m		2023	2022	2021	
	Adj. EBITDA Total	2,584	2,606	2,149	
-	Adj. Net Financial Result	-625	-486	-393	
-	Depreciation	-110	-128	-94	
+/-	Consolidation	18	5	-12	
=	Adj. Earnings before Taxes (EBT)	1,866	1,997	1,650	
+	Depreciation	110	128	94	
-	Capitalized maintenance	-296	-413	-379	
-	Cash taxes	-124	-134	-91	
+	Book value of sold assets (Recurring Sales only)	239	392	355	
+/-	Development to Sell   Net working capital	-340	-107	51	
-	Dividends paid to JV minorities & other	-41	-42	-29	
=	Operating Free Cash Flow (OFCF)	1,415	1,821	1,652	
-	Ca. 60% equity contribution for investment program	-457	-846	-859	
-	Free liquidity available for distribution	958	975	793	
=	Average over 3 years	<u>3yr-avg.</u> 909			
-	50% EBT dividend (assuming all cash and 0% scrip ratio)	-933		luding any dispo	
	Surplus liquidity from recurring operations	-24	Development to Sell se City of Berlin, City of D		

The new dividend policy is much more resilient to adverse macro environments and ensures a fully organically funded dividend from liquidity that adequately accounts for all cash leakage and proper investment funding.

The FY2023 dividend based on the new dividend policy would have been €1.15 (50% of €1,866m Adj. EBT but no additional surplus liquidity).

The FY2024 dividend will be based on the new policy and include 50% of 2024E Adj. EBT plus any surplus liquidity, calculated as an average of the years 2022-2024.

 Not including any disposal proceeds outside Recurring Sales & Development to Sell segments (such as JVs, disposals to CBRE, City of Berlin, City of Dresden)

• Not including cash savings from scrip dividends

### **Regional Markets**

#### Balanced Exposure to Relevant Growth Regions

Appendix

	Fair	value <sup>1</sup>			In-place rent							
Regional Markets (Dec. 31, 2023)	(€bn)	(€/sqm)	Residential units	Vacancy (%)	Total (p.a., €m)	Residential (p.a., €m) <sup>3</sup>	Residential (€/sqm/ month) <sup>3</sup>	Organic rent growth (y-o-y, %)	Multiple (in-place rent)	Purchase power index (market data) <sup>2</sup>	Market rent increase forecast Valuation (% p.a.)	Average rent growth (LTM, %) from Optimize Apartment
Berlin	23.8	2,704	143,057	0.8	813	774	7.60	) 3.9	29.4	86.0	2.3	45.3
Rhine Main Area (Frankfurt, Darmstadt, Wiesbaden)	6.6	2,794	36,528	2.4	263	253	9.34	4 2.8	25.1	102.2	2.2	33.5
Southern Ruhr Area (Dortmund, Essen, Bochum)	5.2	1,917	42,972	2.5	226	220	7.13	1 4.3	22.8	89.2	1.8	33.6
Rhineland (Cologne, Düsseldorf, Bonn)	5.0	2,367	31,578	1.8	210	200	8.19	9 2.7	24.0	100.5	2.1	34.8
Dresden	5.0	1,834	44,899	2.3	222	208	6.82	2 2.8	22.6	86.5	2.1	23.5
Hamburg	3.2	2,505	20,108	1.1	125	120	8.07	7 2.9	25.8	96.8	2.1	38.5
Hanover	2.9	2,002	22,077	2.0	129	121	7.42	2 3.2	22.4	90.1	2.0	32.9
Kiel	2.8	1,855	25,299	1.9	132	126	7.40	9 4.6	21.1	75.9	2.0	38.8
Munich	2.7	3,884	10,523	1.3	81	77	9.53	6.0	33.9	119.2	2.3	50.6
Stuttgart	2.2	2,637	13,323	1.6	90	88	8.88	3 3.7	24.9	102.0	2.2	29.4
Northern Ruhr Area (Duisburg, Gelsenkirchen)	2.0	1,347	24,383	2.2	118	114	6.45	5 2.7	17.4	80.5	1.6	27.9
Leipzig	1.9	1,873	14,245	2.2	80	73	6.65	5 2.9	23.6	79.5	2.0	27.9
Bremen	1.4	1,971	11,714	1.6	59	56	6.67	7 2.9	24.6	83.2	2.0	26.5
Westphalia (Münster, Osnabrück)	1.1	1,750	9,435	2.0	53	52	7.18	3 4.0	20.5	89.8	2.0	28.2
Freiburg	0.7	2,621	4,033	0.5	29	28	8.46	5 2.9	25.5	86.5	2.0	37.1
Other Strategic Locations	3.4	1,909	27,515	2.8	152	152	7.50	2.9	21.5		2.0	33.1
Total Strategic Locations	70.2	2,303	481,689	1.7	2,788	2,663	7.63	3 3.5	25.2		2.1	35.7
Non-Strategic Locations	0.4	1,649	3,385	3.3	23	18	7.07	7 2.0	18.1		1.9	42.3
Total Germany	70.6	2,297	485,074	1.7	2,811	2,681	7.63	3 3.5	25.1		2.1	35.7
Vonovia Sweden	6.4	2,088	39,629	3.7	358	332	10.18	3 4.9	17.9		2.2	-
Vonovia Austria	2.8	1,612	21,216	4.4	123	98	5.47	7 7.7	22.5		1.7	-
Total	79.8	2,246	545,919	2.0	3,292	3,111	7.74	4 3.8	24.2		2.1	n/a

<sup>1</sup> Fair value of the developed land excluding €4.1bn, of which €0.5bn for undeveloped land and inheritable building rights granted, €0.2bn for assets under construction, €2.1bn for development, €0.9bn for nursing portfolio and €0.4bn for other. <sup>2</sup> Source: GFK (2024). Data refers to the specific cities indicated in the table, weighted by the number of households where applicable. <sup>3</sup> Based on the country-specific definition. In-place rents in Austria and Sweden are not fully comparable to Germany, as Sweden includes ancillary costs and Austria includes maintenance and property improvement contributions from tenants. The table above shows the rental level unadjusted to the German definition.

### **Portfolio Clustering**

iness Update

Appendix

bec. 31, 2023         Resi units         rent (€m p.a.) <sup>3</sup> rate (€/sqm) <sup>3</sup> (€bn)         (€/sqm)         yi           yi         yi         yi         yi         (€sqm)         (€sqm)         (€sqm)         yi           yi         yi         yi         (€sqm)         (€sqm)         (€sqm)         (€sqm)         yi           yi         yi         (Germany)         420,604         2,380         7.57         1.6         59,808         2,280         4.           sweden         39,629         358         10.18         3.7         6,403         2,088         5.           weden         39,629         358         10.18         3.7         6,403         2,088         5.           weden         39,629         169         7.51         2.5         4,383         2,322         3.           ustria         21,216         123         5.47         4.4         2,772         1,612         4.           wesi units         sessed         22,421         165         9.28         1.1         4,778         3,230         3.           wesse         wesse         15,053         97         6.71         4.3         1,649         1,452										
Note         Set Signature         Alexandre         Alexandre         Alexandre         Set Signature         Set Signature		De	ec. 31, 2023	Resi units	rent	rent				Gross yield
Austria         21,216         123         5.47         4.4         2,772         1,612         4.	sults	tegic	& clusters	420,604	2,380	7.57	1.6	59,808	2,280	4.0%
Austria         21,216         123         5.47         4.4         2,772         1,612         4.	<u>ded</u> in Segment Re	Stra	Sweden	39,629	358	10.18	3.7	6,403	2,088	5.6%
		ng Sales	Germany	26,996	169	7.51	2.5	4,383	2,322	3.9%
Non Core         15,053         97         6.71         4.3         1,649         1,452         5.           DW Nursing         72 properties         0.9         n/a         8.3	Inclu	Recurri	Austria	21,216	123	5.47	4.4	2,772	1,612	4.5%
Non Core         15,053         97         6.71         4.3         1,649         1,452         5.           DW Nursing         72 properties         0.9         n/a         8.3		10								
Non Core         15,053         97         6.71         4.3         1,649         1,452         5.           DW Nursing         72 properties         0.9         n/a         8.3	sposals <u>not</u> <u>led</u> in Segment Results	sposals	MFH Sales	22,421	165	9.28	1.1	4,778	3,230	3.5%
DW Nursing 72 properties 0.9 n/a 8.3		ional Di	Non Core	15,053	97	6.71	4.3	1,649	1,452	5.9%
	Di <u>includ</u>	Additi	DW Nursing	72 propertie				0.9	n/a	$8.3\%^{1}$
Total <sup>2</sup> 545,919 3,292 7.74 2.0 79,792 2,246 4.1			Total <sup>2</sup>	545,919	3,292	7.74	2.0	79,792	2,246	4.1%

 German portfolio comprises of strategic assets in 15 urban growth regions that are held in larger urban quarters (~ 3/4) and smaller urban clusters (~ 1/4).

• Swedish Properties are located in Sweden's three large urban areas Stockholm, Gothenburg, and Malmö.

• EBITDA contribution is shown in Recurring Sales Segment.
• Single-unit disposals to owner-occupiers and retail investors.

- Outside of Core Business Segments and included in Other Income.
- Focus on cash generation.
- MFH: low yielding assets outside urban quarters.
- Non-core: non-strategic residential and commercial properties.
- DW Nursing: Vonovia is supportive of disposal efforts at acceptable terms.

<sup>1</sup> Calculated as FY2023 Segment EBITDA / fair value (Dec. 31, 2023). <sup>2</sup> Excl. DW Nursing. <sup>3</sup> Based on the country-specific definition. In-place rents in Austria and Sweden are not fully comparable to Germany, as Sweden includes ancillary costs and Austria includes maintenance and property improvement contributions from tenants. The table above shows the rental level unadjusted to the German definition.

Appendix

		REPORTED <sup>1</sup>
← Gross yield →	4.1%	Rental income / FV
← Net yield →	3.3%	Gross yield * margin
← EBITDA yield →	3.2%	Adj. EBITDA / FV
← EBT yield →	4.9%	Adj. EBT / NTA
← OFCF yield →	3.7%	OFCF / NTA
← FFO yield →	4.8%	Group FFO / NTA
← Dividend yield →	1.9%	Dividend / EPRA NTA
← Multiple →	24.2	FV / Rental income
← Value per sqm →	2,246	FV / sqm

	Ι	Μ	P		Ε	D2
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4.1%	Gross	yield	*	margin
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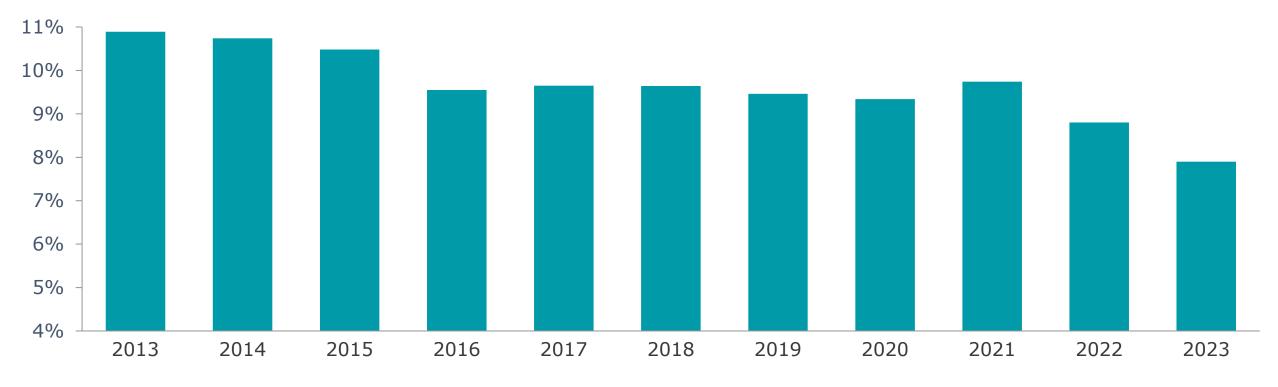
- 4.1% Adj. EBITDA / implied EV
- 8.0% Adj. EBT / market cap
- 6.1% OFCF / market cap
- 7.9% Group FFO / market cap
- 3.2% Dividend / share price
- 19.3 Implied EV / Rental income
- 1,784 Implied EV / sqm

<sup>1</sup> FY2023 numbers. <sup>2</sup> Calculated based on Dec. 31, 2023, share price of €28.54 and 814.6m shares. EV = enterprise value (calculated as Net debt plus market cap)

### **Evolution of Tenant Fluctuation**

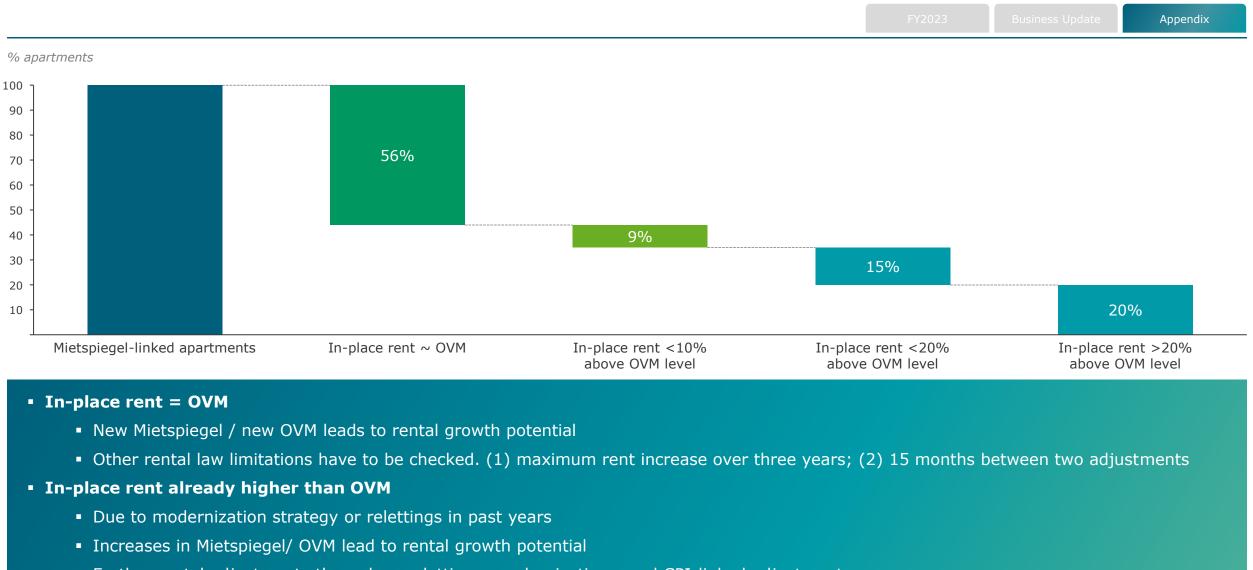
Appendix

- The fluctuation rate has been steadily declining since the IPO and is currently <8%.
- The fluctuation rate level impacts the overall rent growth as the contribution from new lettings is usually comparatively high (rent growth of ca. 10% without investments and ca. 30% with investments).



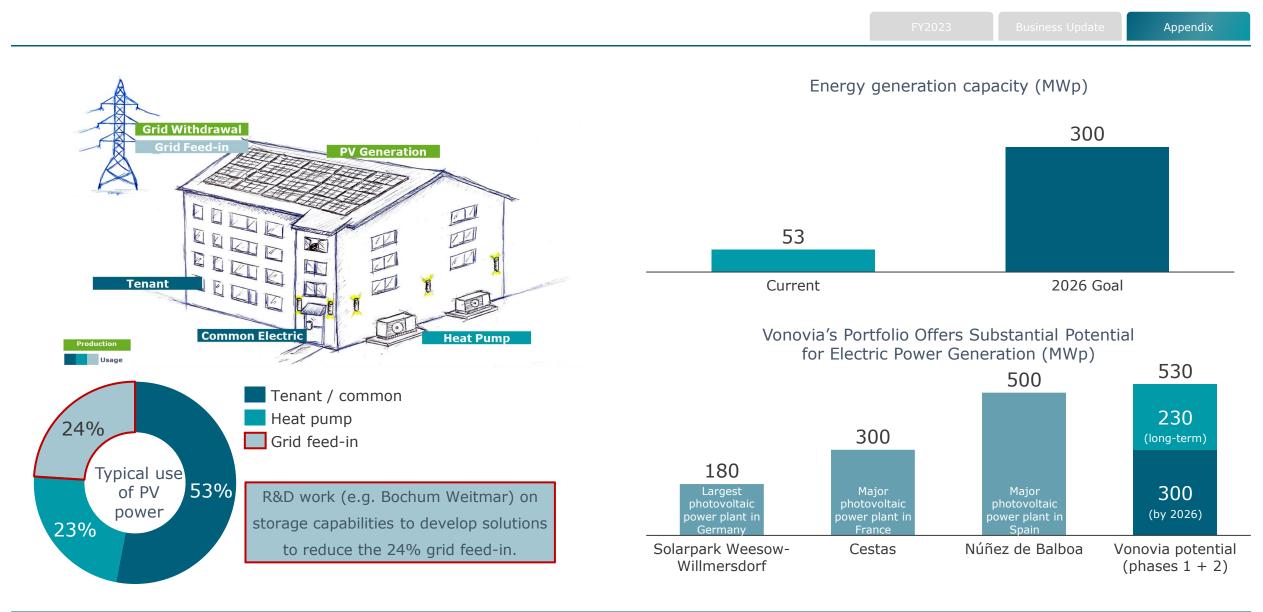
2023 onwards including Deutsche Wohnen

## **Overview of Rent Growth Opportunities in Relation to OVM**



• Further rental adjustments through new lettings, modernizations, and CPI-linked adjustments

### **Roll-out of PV Generation Capacity**



# Serving a Fundamental Need in a Highly Relevant Market

Our Business Is Deeply Rooted in ESG

Y2023

usiness Update

Appendix

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. 145 nations.
- CO<sub>2</sub> 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.



### **United Nations Sustainability Development Goals**

Vonovia Has a Meaningful Impact on 8 SDGs



Appendix

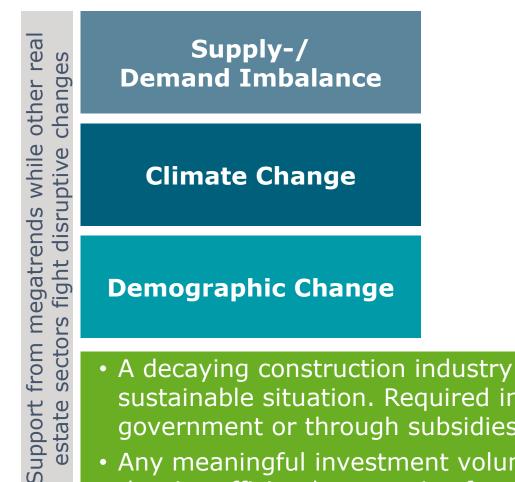
# **Megatrends**

Three Dominant Megatrends in Residential Real Estate

FY2023

Business

Appendix



€100bn investment volume every year to complete 400k apartments per year.<sup>1</sup>

Up to **€120bn investment** volume every year to decarbonize Germany's housing stock.<sup>2</sup>

Shortage of **2 million apartments** suitable for elderly people.<sup>3</sup>

- A decaying construction industry and an ever-growing supply/demand gap are not a sustainable situation. Required investment volumes are much too high to be delivered by government or through subsidies.
- Any meaningful investment volume will require an investment and regulatory environment that is sufficiently attractive for private funding.

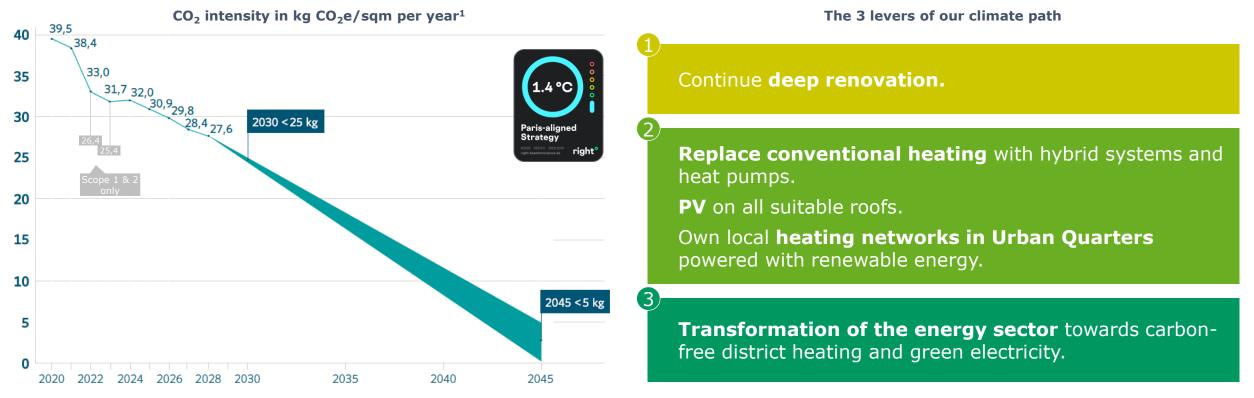
<sup>1</sup> Government target. Investment volume based on assuming 60sqm and €4,000/sqm construction costs. <sup>2</sup> GdW (Association of German Housing Companies). <sup>3</sup> IW German Economic Institute.

# **Commitment to Sustainability**

#### Science-based Decarbonization Roadmap with Measurable Interim Targets

FY2023

- Accelerated decarbonization with near  $CO_2$  neutrality by 2045.
- Following CRREM MFH 1.5 degree pathway.
- Including Scope 1, 2 and 3.3.



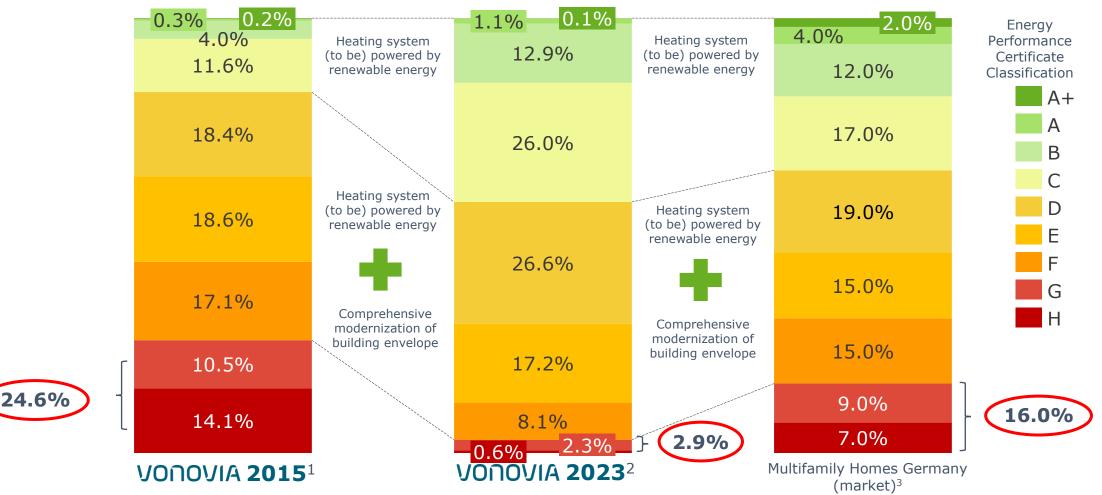
<sup>1</sup> Includes scopes 1 & 2 as well as scope 3.3 "Fuel- and energy-related activities upstream;" referring to German building stock (incl. Deutsche Wohnen) and using market-based emission factors where available. Development of energy sector according to Scenario Agora Energiewende KNDE 20245; For comparison: CRREM pathway MFH 1.5° DE 2045=5.4kg CO<sub>2</sub>e/sqm per year (07/2021); Climate pathway development supported by Fraunhofer ISE. Per-sqm values based on rental area, not total floor space. Data refers to year end.

# **Energy Efficiency Classes**

Vonovia Is Ahead of the Market with Substantial Progress since IPO



Appendix



<sup>1</sup> Vonovia Sustainability Report 2016. 5.3% without EPCs not included. <sup>2</sup> Vonovia 2023 data. 5.0% without EPCs not recorded; audit process currently underway and expected to be completed by the end of March. <sup>3</sup> Agora Energiewende (2023): "Die Energiewende in Deutschland: Stand der Dinge 2022. Rückblick auf die wesentlichen Entwicklungen sowie Ausblick auf 2023."

# **Sustainability Performance Index (SPI)**

#### Measurable Targets for Non-financial KPIs

- The SPI is the leading quantitative, nonfinancial metric 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 long-term 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.

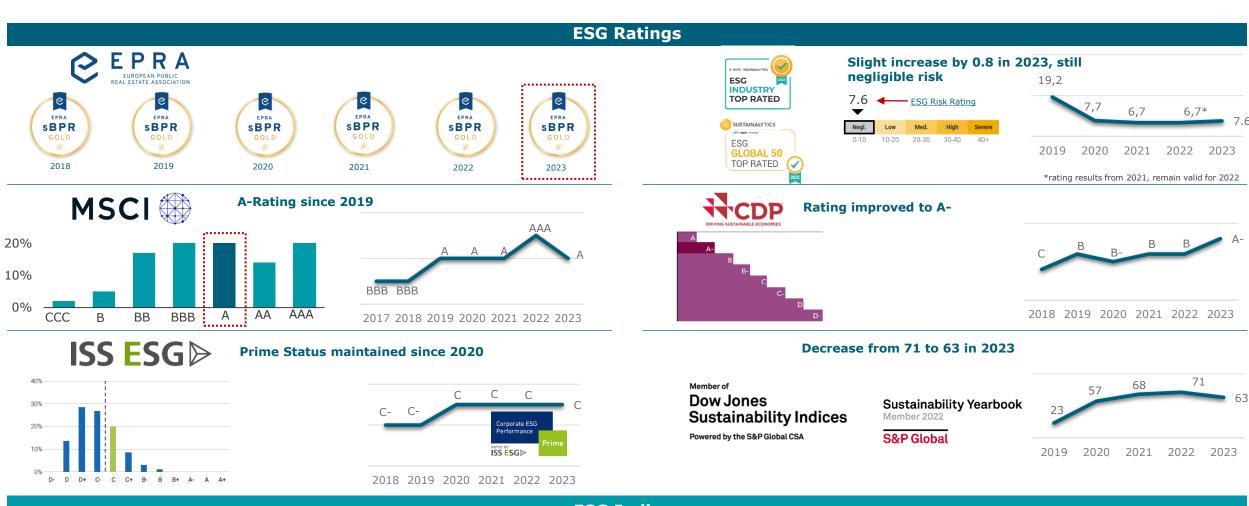
					, ppontain
	SPI	2022 Actuals	2023 Targets	2023 Actuals	2024 Targets
1	$CO_2$ intensity in the portfolio (German portfolio) <sup>1</sup>	33.0 kg CO <sub>2</sub> e/sqm/ p.a.	Roughly same level as previous year	31.7 kg CO <sub>2</sub> e/sqm/ p.a.	Roughly in line with prior year (and climate path trajectory)
2	Average primary energy need of new constructions <sup>2</sup>	37.7 kWh/sqm p.a.	31.3	25.3	33.7
3	Ratio of senior-friendly apartment refurbishments among all new lettings <sup>3</sup>	32.4%	~10%	17.5%	~30%
4	Customer satisfaction <sup>4</sup>	+1.3%	In line with prior year	-3.2%	Slightly above prior year
5	Employee satisfaction <sup>5</sup>	-8%pt	Higher than prior year	+9%pt	Slightly below prior year
6	Workforce gender diversity (1 <sup>st</sup> and 2 <sup>nd</sup> level below top management.) <sup>6</sup>	25.1%	28.6%	24.2%	29.1%
		103%	100%	111%	100%

<sup>1</sup> Total portfolio excl. care segment, based on final energy demand as per EPCs, in some cases including specific CO2 factors from district heating suppliers. <sup>2</sup> Based on EPCs, excluding purely commercial projects and floor additions. <sup>3</sup> Includes both measures for tenant changes and modernizations at the request of tenants; number of new lettings on a like-for-like basis excluding newly built residential space. Excl. Nursing segment. <sup>4</sup> 2022 excl. Deutsche Wohnen, from 2023 incl. Deutsche Wohnen (excl. Nursing). <sup>5</sup> 2022 excl. Deutsche Wohnen, 2023 incl. Deutsche Wohnen, 2023 inc

Appendix

### **Recognition of ESG Performance**

ESG Ratings and Indices



**ESG Indices** 

Vonovia is included in various ESG indices such as: DAX 50 ESG, STOXX Global ESG Leaders, EURO STOXX ESG Leaders 50, Dow Jones Sustainability Index Europe. Note: No GRESB participation since 2021 due to methodological rating challenges for large residential portfolios. Participation in the Public Disclosure since 2021 with an A rating. Appendix

### **Corporate Governance**

AGM, Supervisory Board, Management Board

Appendix

- 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 **fully in compliance** with the German Corporate Governance Code.
- In the **two-tier governance system**, the management and monitoring of the business are strictly separated from each other.

#### Annual General Meeting (AGM)

- Shareholders can exercise their voting rights (One Share, One Vote).
- Decision making includes the appropriation of profit, discharge of members of the SVB and MB, and capital authorization.

#### **Two-tier Governance System**

#### Supervisory Board (SVB)

- · Appoints, supervises and advises MB and approves decisions of fundamental importance to the company
- Examines and adopts the annual financial statements
- Forms Supervisory Board Committees
- Fully independent
- Board profile with all required skills and experience



(Chairwoman)

Clara C. Streit







Hildegard Müller

Faber

Christian

Ulbrich





CFO







CDO Daniel Riedl

**CHRO** Ruth Werhahn

Dr. Daniela Gerd tom Markotten







Dr. Ariane Reinhart

Dr. Florian



#### Management Board (MB)

- · Jointly accountable for independently managing the business in the best interest of the company and its stakeholders
- Informs the SVB regularly and comprehensively
- Develops the company's strategy, coordinates it with the SVB and executes that strategy



CRO Arnd Fittkau



#### **Bonds & Ratings**

Appendix ISIN S&P Name Tenor & Coupon Amount Issue price Current Price<sup>2</sup> Yield<sup>2</sup> Coupon Final Maturity Date Moodvs Scope Bond 023A (EMTN) 4 years 1.625% DE000A28VQC4 EUR 336.1m 99.831% 99,55% 4,51% 1.625% 07. Apr 24 Baa1 A-BBB+ Bond 030A (EMTN) 2 years 3mS+95bc XS2368364522 SEK 500.0m 100.000% 98.94% 4.53% 3mS+95bps 08. Apr 24 Baa1 A-BBB+ Bond 027A (EMTN) 3.25 years 0.000% DE000A3E5MF0 EUR 278.3m 100.192% 98,53% 4,56% 0.000% 16. Sep 24 Baa1 BBB+ A-Bond 013 (EMTN) EUR 871.0m 99,27% 6,45% 06. Dez 24 Baa1 A-BBB+ 8 years 1.250% DE000A189ZX0 99.037% 1.250% Bond 009B (EMTN) EUR 485.4m 98.455% 95,71% 4,67% 31. Mrz 25 Baa1 A-BBB+ 10 years 1.500% DE000A1ZY989 1.500% Bond B. 500-2 (DW) 5 years 1.000% DE000A289NE4 EUR 589.7m 98.910% 96.17% 4.68% 1.000% 30. Apr 25 Baa1 NR BBB+ Bond 020 (EMTN) 6.5 years 1.800% DE000A2RWZZ6 EUR 429.2m 99.836% 95.79% 4.50% 1.800% 29. Jun 25 Baa1 A-BBB+ 93.97% 5.03% BBB+ Bond 015 (EMTN) 8 years 1.125% DE000A19NS93 EUR 429.8m 99.386% 1.125% 08. Sep 25 Baa1 A-Bond 028B (EMTN) 4.25 years 0.000% DE000A3MP4T1 EUR 1,250.0m 99.724% 95,15% 4.74% 0.000% 01. Dez 25 Baa1 A-BBB+ 99.454% 93.55% Bond 029A (EMTN) 3.85 years 1.375% DE000A3MQS56 EUR 610.5m 4.68% 1.375% 28. Jan 26 Baa1 A-BBB+ Bond 018B (EMTN) 8 years 1.500% DE000A19X8A4 EUR 652.0m<sup>1</sup> 99.188% 90.63% 4,66% 1.500% 22. Mrz 26 Baa1 A-BBB+ 99.165% 4.69% 10. Jun 26 BBB+ Bond 011B (EMTN) 10 years 1.500% DE000A182VT2 EUR 444.2m 92.49% 1.500% Baa1 A-Bond 024A (EMTN) 6 vears 0.625% DE000A28ZQP7 EUR 673.0m 99.684% 92.97% 4.58% 0.625% 09. Jul 26 Baa1 A-BBB+ Bond 014B (EMTN) 10 years 1.750% DE000A19B8E2 EUR 500.0m 99.266% 92.75% 4.44% 1.750% 25. Jan 27 Baa1 A-BBB+ Bond 030B (EMTN) 5 years 3mS+140bp XS2368364449 SEK 750.0m 100.000% 89.68% 4.52% 3mS+140bps 08. Apr 27 Baa1 A-BBB+ Bond 031A (EMTN) 4.5 years 4.750% DE000A30VQA4 EUR 750.0m 99 853% 90 51% 4.96% 4.750% 23. Mai 27 Baa1 A-BBB+ Bond 027B (EMTN) 6 vears 0.375% DE000A3E5MG8 EUR 1.000.0m 99.947% 94.88% 7.17% 0.375% 16. Jun 27 Baa1 A-BBB+ Bond 022B (EMTN) 8 vears 0.625% DE000A2R8ND3 EUR 500.0m 98.941% 99.20% 5.12% 0.625% 07. Okt 27 A-BBB+ Baa1 Bond 017B (EMTN) EUR 491.5m 84,66% A-BBB+ 10 years 1.500% DE000A19UR79 99.439% 5,16% 1.500% 14. Jan 28 Baa1 Bond 029B (EMTN) 6.25 years 1.875% DE000A3MQS64 EUR 715.2m 99.108% 84,35% 5.05% 1.875% 28. Jun 28 Baa1 A-BBB+ Bond 028C (EMTN) 7 years 0.250% DE000A3MP4U9 EUR 1,233.4m 99.200% 86,93% 5,09% 0.250% 01. Sep 28 Baa1 A-BBB+ Bond 033 (CHF) 5 years 2.565% (CHF) CH1321481546 CHF 150.0m (EUR 159.3m) 100.000% 86.90% 5.17% 4.159% (Euro Coupon) 14. Feb 29 Baa1 A-BBB+ Bond 021A (EMTN) 10 vears 0.500% DE000A2R7JD3 EUR 500.0m 98.965% 79.52% 5.24% 0.500% 14. Sep 29 Baa1 A-BBB+ 8.5 years 0.625% Bond 027C (EMTN) DE000A3E5MH6 EUR 999.0m 99.605% 76.84% 5.21% 0.625% 14. Dez 29 Baa1 A-BBB+ Bond 018C (EMTN) EUR 495.6m BBB+ 12 years 2.125% DE000A19X8B2 98.967% 76,92% 5,31% 2.125% 22. Mrz 30 Baa1 A-EUR 479.7m 83,28% 5,37% BBB+ Bond 023B (EMTN) 10 years 2.250% DE000A28VQD2 98.908% 2.250% 07. Apr 30 Baa1 A-Bond B. 500-3 (DW) 10 years 1.500% DE000A289NF1 EUR 587.3m 98.211% 84.02% 4.64% 1.500% 30. Apr 30 Baa1 NR BBB+ Bond 024B (EMTN) 10 years 1.000% DE000A28ZQQ5 EUR 704.1m 99.189% 83.04% 5,23% 1.000% 09. Jul 30 Baa1 A-BBB+ Bond 031B (EMTN) 8 vears 5.000% DE000A30VQB2 EUR 750.0m 99.645% 76.79% 5.33% 5.000% 23. Nov 30 Baa1 A-BBB+ Bond 026 (EMTN) 10 years 0.625% DE000A3E5FR9 EUR 600.0m 99.759% 98,31% 4,48% 0.625% 24. Mrz 31 A-BBB+ Baa1 Bond 500 S1-T1 (DW) 10 years 0.500% DE000A3H25P4 EUR 318.3m 98.600% 72,22% 5,38% 0.500% 07. Apr 31 NR NR BBB+ Bond 029C (EMTN) 10 years 2.375% DE000A3MQS72 EUR 786.9m 99.003% 75,67% 5,33% 2.375% 25. Mrz 32 Baa1 A-BBB+ Bond 028D (EMTN) 11 years 0.750% DE000A3MP4V7 EUR 1.169.1m 99.455% 80.63% 5.39% 0.750% 01. Sep 32 Baa1 A-BBB+ Bond 027D (EMTN) 12 years 1.000% DE000A3E5MJ2 EUR 964.0m 99.450% 68.75% 5.53% 1.000% 16. Jun 33 Baa1 A-BBB+ 99.822% Bond 021B (EMTN) 15 years 1.125% DE000A2R7JE1 EUR 500.0m 68.19% 5.66% 1.125% 14. Sep 34 Baa1 A-BBB+ Bond 032 (EMTN) 12 years 5.500% XS2749469115 GBP 400.0m (EUR 465.1m) 98.739% 65.36% 5.61% 4.554% (Euro Coupon) 18. Jan 36 Baa1 A-BBB+ Bond 018D (EMTN) EUR 500.0m 72.66% A-BBB+ 20 years 2.750% DE000A19X8C0 97.896% 5.67% 2.750% 22. Mrz 38 Baa1 BBB+ Bond 022C (EMTN) 20 years 1.625% DE000A2R8NE1 EUR 500.0m 98.105% 59,47% 5,25% 1.625% 07. Okt 39 Baa1 A-Bond 025 (EMTN) 20 vears 1.000% DE000A287179 EUR 500.0m 99.355% 50.39% 5.81% 1.000% 28. Jan 41 Baa1 A-BBB+ 97.838% Bond 500 S2-T1 (DV 20 years 1.300% DE000A3H25Q2 EUR 265.4m 57.01% 5 51% 1.300% 07. Apr 41 NR BBB+ NR Bond 027E (EMTN) 20 years 1.500% DE000A3E5MK0 EUR 500.0m 99.078% 54.22% 5.10% 1.500% 14. Jun 41 Baa1 A-BBB+ Bond 028E (EMTN) 5.44% 01. Sep 51 BBB+ 30 years 1.625% DE000A3MP4W5 EUR 750.0m 97.903% 46,87% 1.625% Baa1 A-

Overview includes publicly traded bonds of Vonovia and Deutsche Wohnen (DW) (excl. Private Placements, Namensschuldverschreibungen (registered bonds) and Schuldscheindarlehen (promissory notes)). <sup>1</sup> Incl. Tab Bond EUR 200m, Issue date 06 Feb 2020. <sup>2</sup> As of end of February 2024. Green Bond. Social Bond.

### **Bond Covenants**

#### Substantial Headroom for All Covenants

FY2023

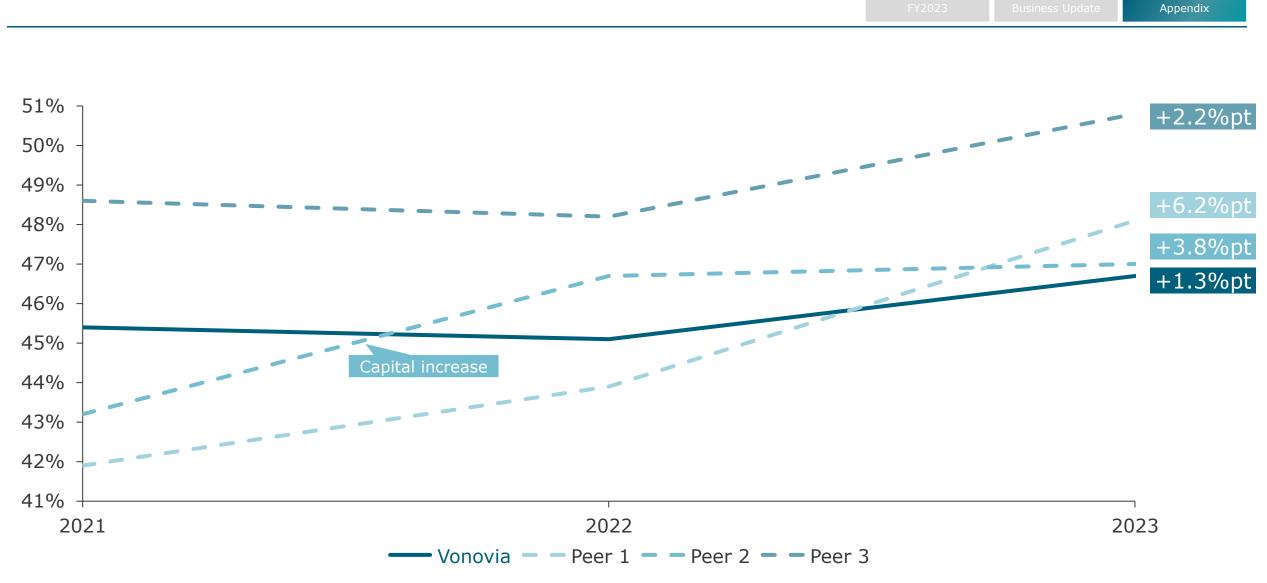
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Appendix

Bond covenants	Required level	<b>Current level</b> (Dec. 31, 2023)		Headroom
<b>LTV</b> (Total financial debt / total assets)	<60%	42.9bn → 46.7% 92.0bn		On the current total financial debt level, fair values would have to drop ~25% for the LTV to cross 60%. <sup>1</sup>
Secured LTV (Secured debt / total assets)	<45%	12.9bn → 14.1%		On the current secured debt volume, fair values would have to drop ~78% for the secured LTV to cross 45%. <sup>1</sup>
<b>ICR</b> (LTM Adj. EBITDA / LTM net cash interest)	>1.8x	2,584m → 4.0x		On the current EBITDA level, interest expenses would have to increase 121% to ca. €1.5bn for the ICR to fall below 1.8x. <sup>2</sup>
<b>Unencumbered assets</b> (Unencumbered assets / unsecured debt)	>125%	47.3bn → 158% 30.0bn		On the current unsecured debt level, fair values would have to drop 25% for the unencumbered assets ratio to fall below 125%. <sup>3</sup>

<sup>1</sup> Headroom calculations are based on sensitivities regarding changes in investment properties, not total assets, while all other variables are kept unchanged. <sup>2</sup> Headroom calculations are based on sensitivities regarding changes in net cash interest in relation to Adj. EBITDA, while all other variables are kept unchanged. <sup>3</sup> Headroom calculations are based on sensitivities regarding changes in net cash interest in relation to Adj. EBITDA, while all other variables are kept unchanged. <sup>3</sup> Headroom calculations are based on sensitivities regarding changes in unencumbered investment properties.

### **LTV Development of Listed German Resi Peers**

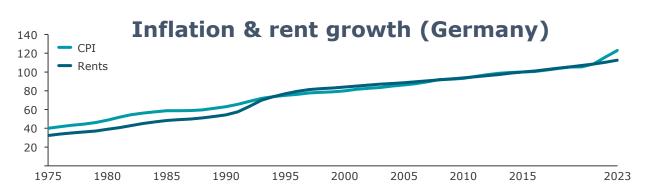


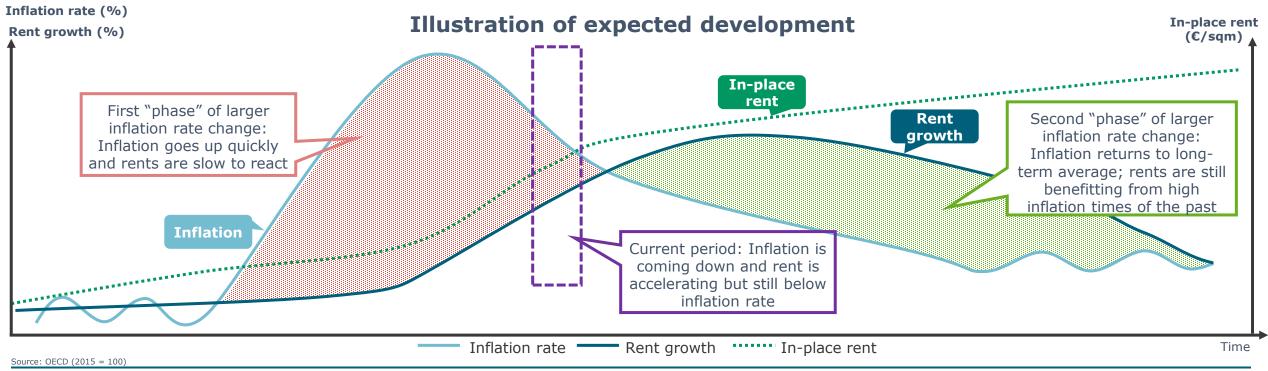
Peer Group includes selected listed residential players in Germany. LTVs shown as reported by companies (eop and including hybrids). 2023 pro forma for known impacts not included in 2023 accounts.

### **Rent Growth & Inflation**

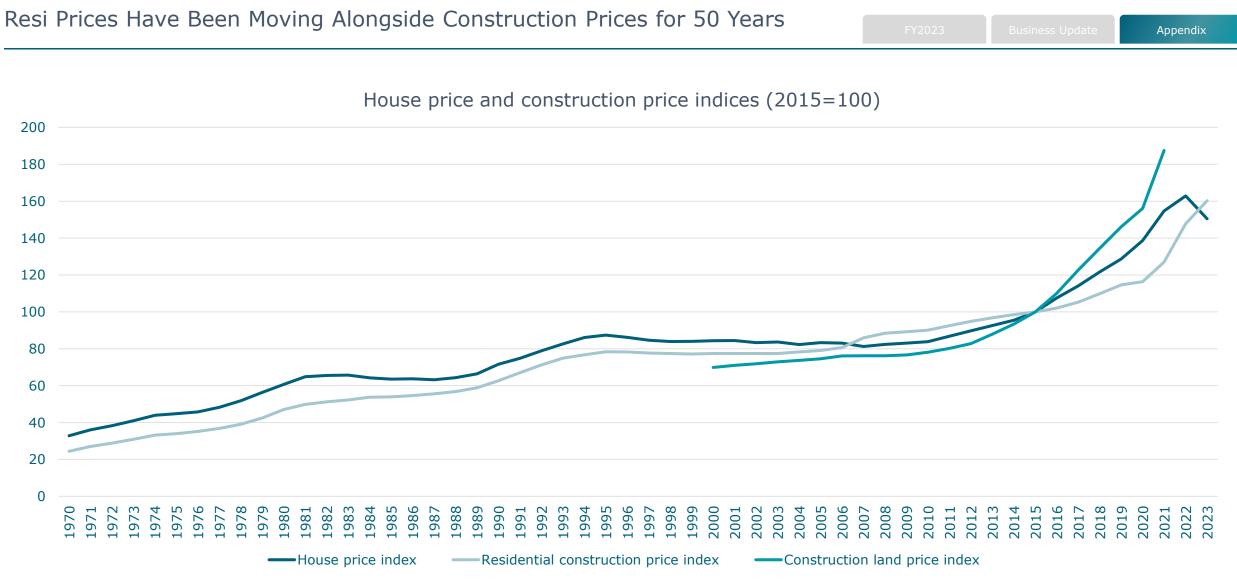


- No direct connection between inflation & rent growth but historic data shows strong correlation & similar growth rates over time.
- When inflation shows meaningful acceleration, rent growth cannot keep up initially due to regulatory constraints that delay implementation but rents are expected to grow faster and for longer once inflationary pressure has subsided.





#### **Long-term House Prices & Construction Costs Correlation**



Sources: OECD: House price index (2023 value is 9m 2023 average). Federal Statistics Office: (a) Residential Construction Price Index ("Baupreisindex für Wohngebäude") and (b) Construction land price index ("Preisindex für Bauland").

# **Comps & Implied Building Values**

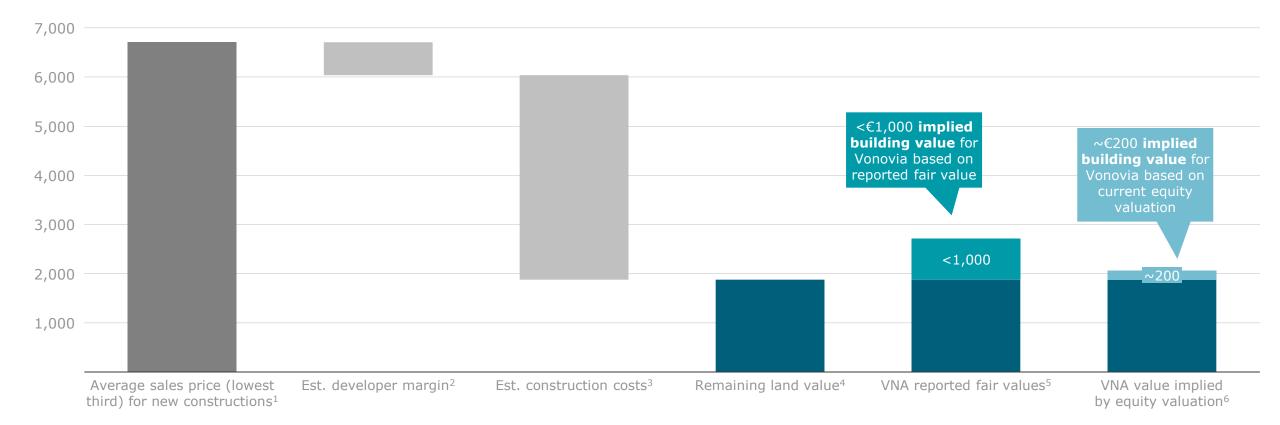
Market Comps and Implied Land Values Suggest Vonovia Valuation Is Conservative

FY2023

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Appendix





<sup>1</sup> Source: Value Data Insights (*formerly empirica-systeme*), FY2023; <sup>2</sup> Assumption: 10% of sales price. <sup>3</sup> Estimated €4.2k per sqm. <sup>4</sup> Residual value of sales price minus est. developer margin minus est. construction costs. <sup>5</sup> Weighted average across the regions Berlin, Rhine Main, Southern Ruhr Area, Rhineland, Dresden, Hamburg, Stuttgart, Leipzig. <sup>6</sup> Implied fair value based on share price of €26 and LTV of 46.7%.

### **Vonovia's Fair Values and Rents Are Substantially Below Market**

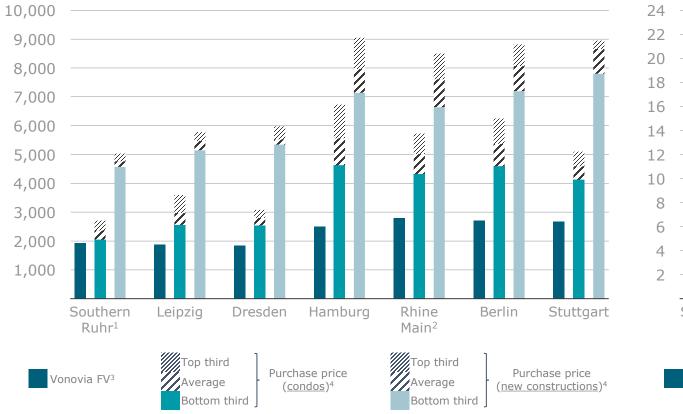
Data Points on Prices for Condos & New Constructions and Rent Levels

Y2023 F

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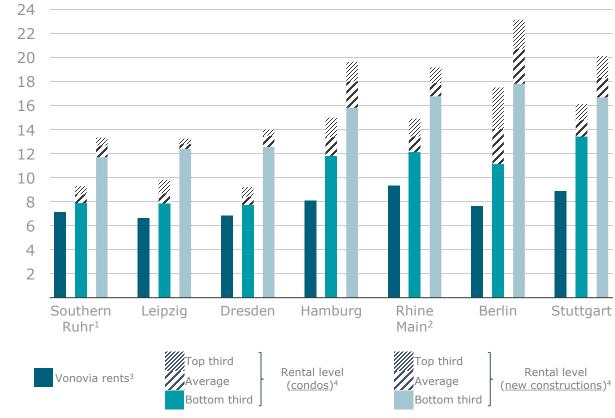
#### **Price levels**

Vonovia fair values versus prices for condos and new constructions (€/sqm)



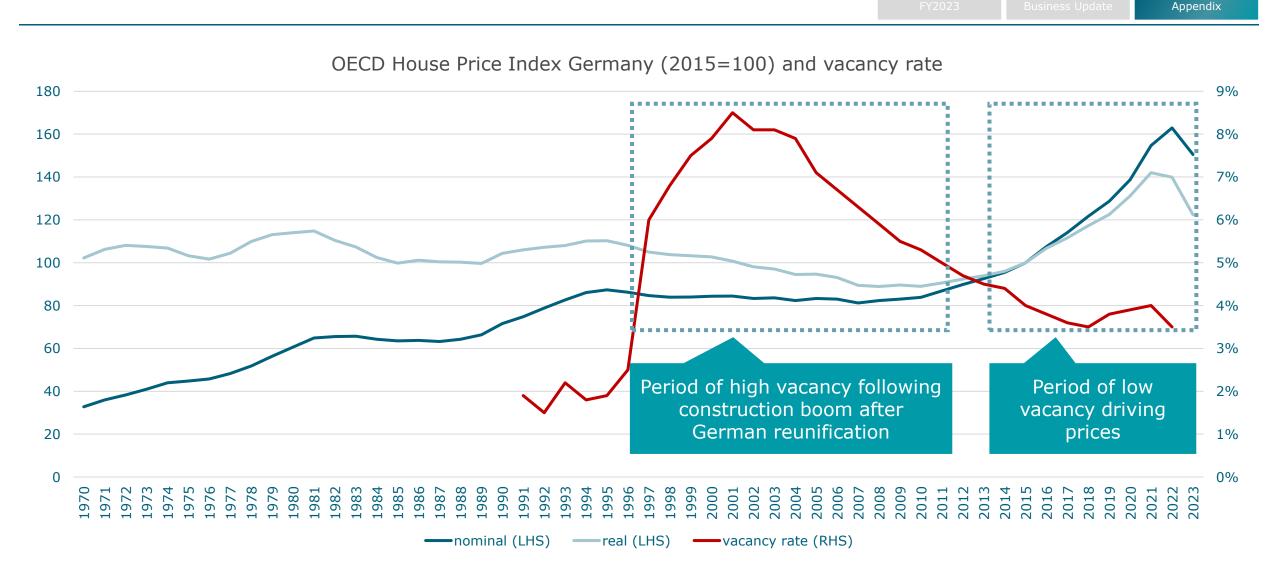
#### **Rent levels**

Vonovia rental levels versus prices for condos and new constructions ( $\varepsilon$ /sqm)



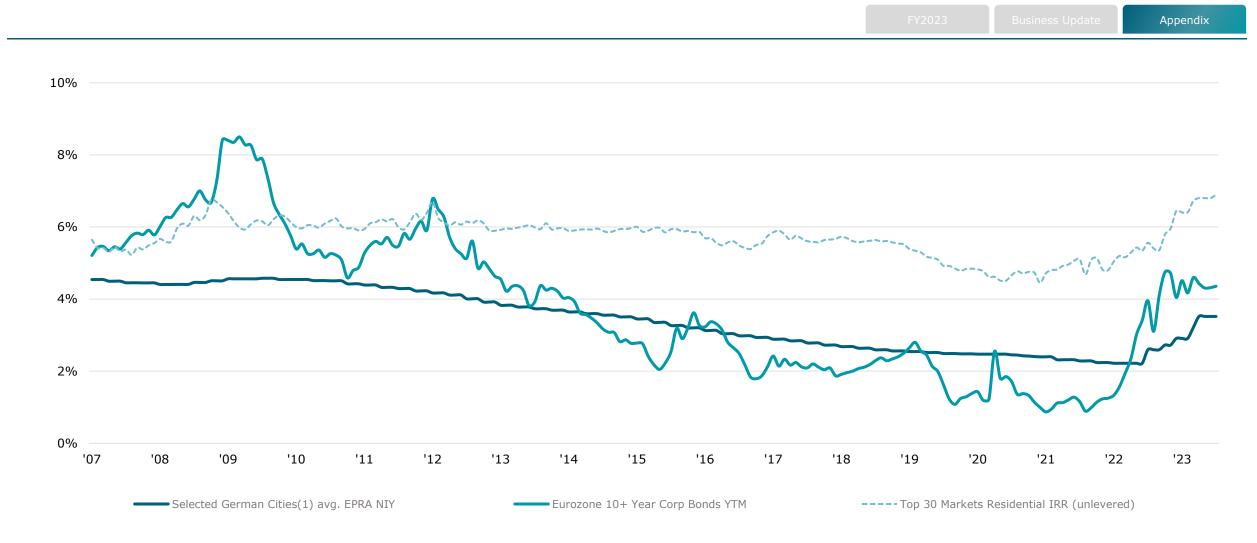
<sup>1</sup> Market data is simple average of Dortmund and Essen. <sup>2</sup> Market data is simple average of Frankfurt and Wiesbaden. <sup>3</sup> Values and rents for Vonovia refer to average of that Regional Market. <sup>4</sup> Source: Value Data Insights (formerly *empirica-systeme*), FY2023.

#### **Resi Prices Had Shown No Real Weakness for 50+ Years Until 2022**



Sources: OECD for house prices (2023 value is 9m 2023 average) and GdW (Association of German Housing Companies) for vacancy rate. There are no reliable national statistics on vacancy levels prior to 1991

### **Relation between NIY and Financing Costs**

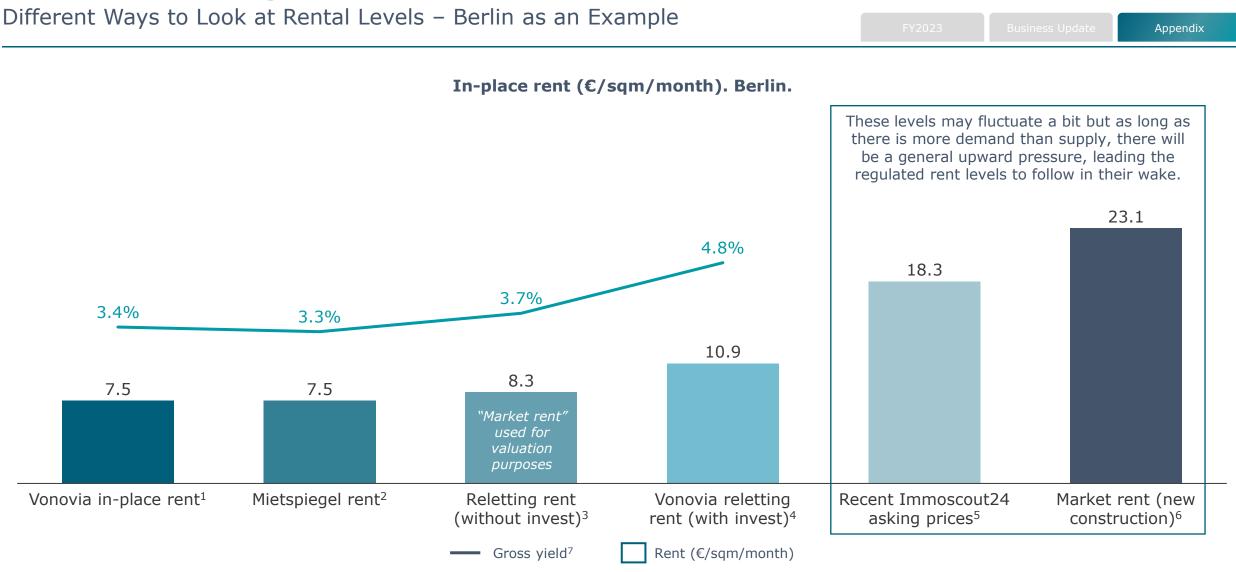


<sup>1</sup> Simple average of Berlin, Cologne, Dusseldorf, Frankfurt, Hamburg, and Munich residential EPRA NIY (B/B+ quality). Source: Markit IHS, Green Street

Fundamental Differences between Free Markets and Rules-based Markets

	Free market (e.g. USA)	Rules-based market (e.g. Germany)
In-place rent vs. market rent	In-place rent = market rent (because of high fluctuation and short-term lease contracts)	In-place rent < market rent (because of low fluctuation and regulation that stretches rent growth over time)
Highly robust upward trajectory for in-place rents. In-place rents do not decline.	63	
Direction of initial yield (assuming stable values)	or -	
Chance/risk for short term gain/pain	High	Low
Relevance of initial yield	High	Low

#### What Is the Right Rent Level to Price German Residential Assets?



<sup>1</sup> Vonovia average in-place rent as of YE2023. <sup>2</sup> Average Mietspiegel Berlin based on Interim Mietspiegel published in June 2023 and based on Vonovia's portfolio in Berlin. <sup>3</sup> Average Mietspiegel rent +10% based on *Mietpreisbremse* regulation. <sup>4</sup> Based on Vonovia's average increase across all relettings with Optimize Apartment investments in Berlin in 2023 (45% average rent growth). <sup>5</sup> Weighted average across all 13 offers advertised for search criteria (i) Berlin, (ii) 1950-1980 construction year; (iv) EPC E or better; as published on <u>www.immobilienscout24.de</u> on March 11, 2024. <sup>6</sup> Value Data Insights (*formerly empirica-systeme*), Q4 2023. <sup>7</sup> Rental income over fair value.

# Affordability

FY2023

usiness Update

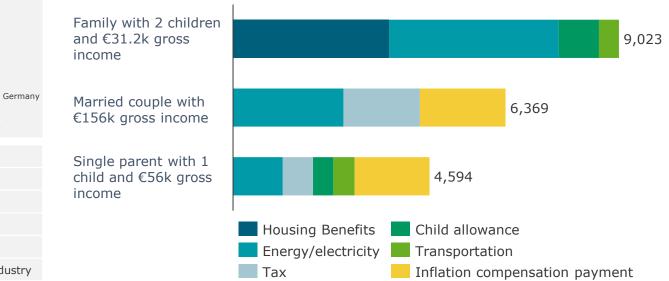
Comparison suggests that affordability remains high compared to other jurisdictions. This view is further confirmed by the fact that the number of hardship cases in our portfolio is declining from an already low level.

Average net household income in Germany <sup>1</sup>			41,475
Rental contract in place (Vonovia)	8,049 = 3	19%	
Reletting (OVM + 10%) (Vonovia)	8,608 = 2	21%	All-in cost for average Vonovia apartment <sup>2</sup>
Optimize Apartment (comprehensive refurbishment) +30% (Vonovia)	9,725= 2	23%	<ul> <li>Average net household income in Germany</li> <li>Average net cold rent (Vonovia)</li> <li>Average ancillary costs (Vonovia)</li> </ul>
		+24%	Minimum wage
Wage and salary increases have provided additional compensation. Examples		+10.5%	Temp workers
		+10.5%	Civil servants
		+15%	Deutsche Post
		+12%	Deutsche Bahn

#### +12% Deutsche Bahn +13% Union for wholesale and export industry

In an effort to mitigate the financial burden from increased cost of living, the government has put in place various support schemes and subsidies with an aggregate amount of ca. €300bn.

The Federal Finance Ministry calculated the financial benefit of different types of households to show what the impact of the government assistance is on individual families.



Average subsidies & benefits<sup>3</sup>

<sup>1</sup> Average household income net of taxes (source: Federal Statistics Office; 2022 data based on microcensus). Average number of persons per household in Germany is 2.03 (Federal Statistics Office). <sup>2</sup> Calculated as €7.63/sqm/month (+10% for reletting case and +30% for optimize apartment case, respectively) plus €2,464 average total ancillary costs. <sup>3</sup> Source: Handelsblatt based on data provided by the Federal Finance Ministry.

# **Population Growth In Germany In Urban Areas**

Vonovia Has Actively Managed Its Geographic Exposure to Urban Areas

The Future of housing is in urban areas...

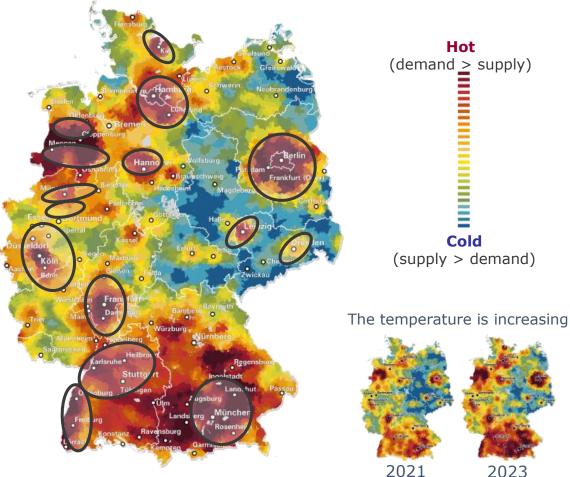
...and that is where Vonovia has concentrated its portfolio  Current demographic forecasts estimate an overall population growth of as much as 6% by 2050<sup>1</sup> including the required 400k labor immigrants p.a. to balance the negative impact from Germany's adverse age demographics<sup>2</sup>.

 However, the demographic development is very different between urban and rural areas.

 Following the IPO in 2013, Vonovia pro-actively managed its geographic exposure, and today's portfolio of 550k<sup>3</sup> apartments is located in urban growth areas as a result of

- nine large acquisitions and the seamless integration of >450k<sup>3</sup> apartments;
- >100k units sold to focus the portfolio on urban growth regions.

#### Germany's rental market<sup>4</sup> and Vonovia's exposure



<sup>1</sup> German Federal Statistics Office. Scenario 3, assuming moderate development for birth & life expectancy and high migration balance. <sup>2</sup> Federal Labor Agency. <sup>3</sup> Of which 60k outside Germany. <sup>4</sup> www.wohnwetterkarte.de by bpd and bulwiengesa.

### **Residential Market Fundamentals (Germany)**

Household Sizes and Ownership Structure

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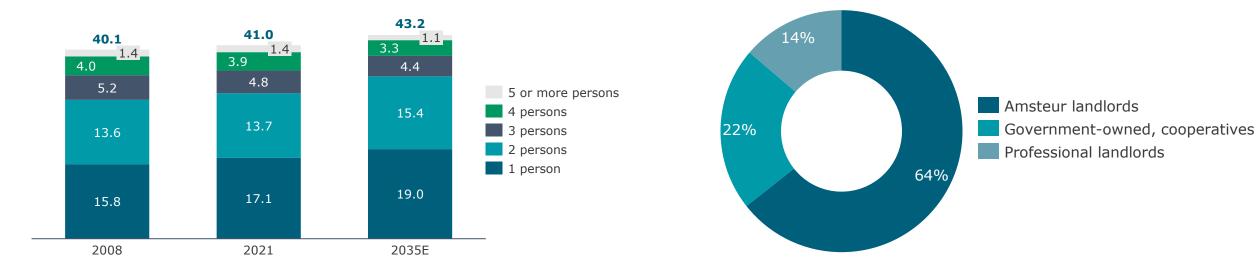
#### Growing number of smaller households

- While the magnitude if the overall population in Germany varies between different scenarios, the number of households is forecast to grow until at least 2035 with a clear trend towards smaller households.
- The household growth is driven by various demographic and social trends including divorce rates, employment mobility etc.

#### Fragmented ownership structure

- Germany is the largest housing market in Europe with  $\sim$ 43m housing units, of which  $\sim$ 24m are rental units.
- Ownership structure is highly fragmented and majority of owners are non-professional landlords.

**Ownership structure** 



Distribution of household sizes (million)

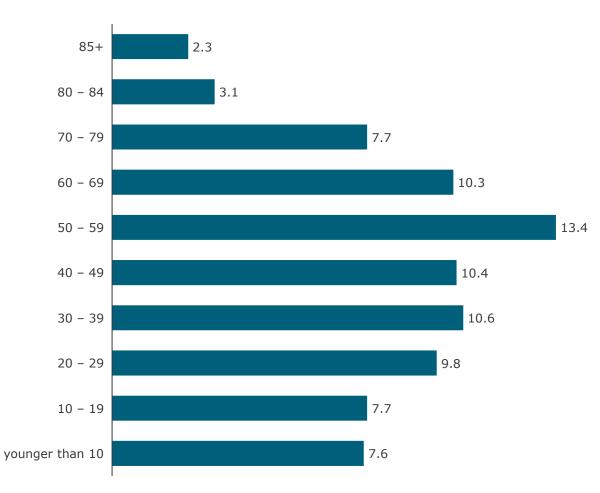
Sources: German Federal Statistics Office, GdW (German Association of Professional Homeowners). 2035E household numbers are based on trend scenario of the German Federal Statistics Office.

# **Supply/Demand Imbalance**

Gap Will Become Even Larger

- Vonovia considers the structural supply/demand imbalance in urban areas to be the most relevant driver of residential property values.
- A meaningful improvement to this imbalance is not in sight:
  - Building permits are hard to obtain;
  - Craftsmen capacity remains a scarcity;
  - Residents do not want their neighborhood to change with new construction and new people (NIMBY – "Not In My Back Yard").
- The rate of completion falls short of current construction targets.
- At the same time, the actual need for new housing is likely to be substantially larger than widely anticipated:
  - One factor that has received little attention in housing and population forecasts is the retirement of the strongest age group 50-59 years.
  - Over the next 10 years, many members from this age group will be retiring and the younger age groups are all significantly smaller.
  - If Germany is to maintain its current productivity, there remains a gap that can only be replaced through immigration. The Head of Germany's Federal Labor Agency estimates that in order to maintain its productivity, Germany will need to see an inflow of ca. 400k immigrants per year to plug gaps in the work force as the population ages.<sup>1</sup>
  - After Russia's attack on Ukraine, about 1.1 million people from Ukraine arrived in Germany in 2022.  $^{\rm 3}$
- The incremental demand for housing has so far been largely ignored in discussions around the supply/demand imbalance and the need for new construction.

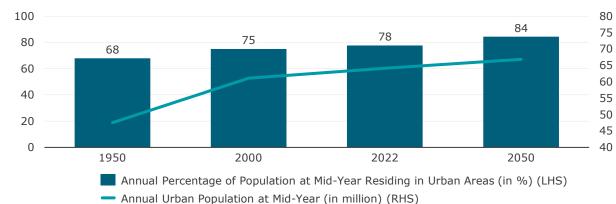
#### Age group distribution in Germany (million)<sup>2</sup>



<sup>1</sup> Source: <u>https://apnews.com/article/europe-business-germany-immigration-migration-066b67d8f256f64f781793d9ea659c59</u>. <sup>2</sup> Source: Federal Bureau for Political Education (<u>www.bpb.de</u>). <sup>3</sup> Source: <u>https://www.destatis.de/EN/Press/2023/02/PE23\_N010\_12411.html</u>.

# Long-term Positive Fundamentals (Germany)

#### **Positive Fundamentals**



Urbanization<sup>1</sup>

#### • Urbanization driving supply/demand imbalance in urban areas;

• Long-term structural support from

• Insufficient levels of new construction;

• High replacement costs.

#### Large gap between in-place values and replacement costs<sup>2</sup>



### Structural supply/demand imbalance<sup>3</sup>

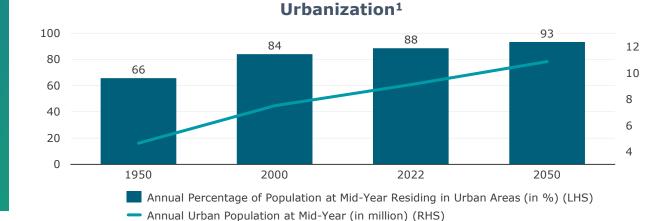


value estimated to relate to the land. <sup>3</sup> Federal Statistics Office for actual completions, 20223-2024E GdW estimate; CDU/SPD government for 2018-2021 <sup>1</sup> Source: United Nations. <sup>2</sup> Note: VNA 2013 & 2014 refers to Deutsche Annington portfolio at the time. The land value refers to the share of total and current government coalition (SPD, Greens, FDP (Liberals)) for 2022E-2025E target rate

# Long-term Positive Fundamentals (Sweden)

#### Positive Fundamentals

Business Upda



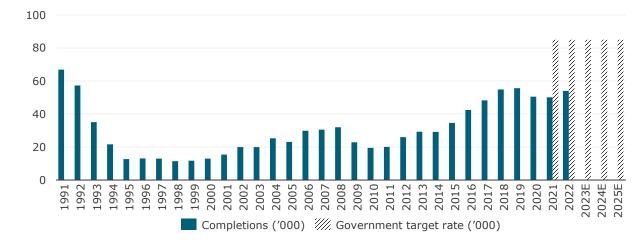
#### Long-term structural support from

- Insufficient levels of new construction;
- Urbanization driving supply/demand imbalance in urban areas;
- High replacement costs.

#### Large gap between in-place values and replacement costs<sup>2</sup>



#### Structural supply/demand imbalance<sup>3</sup>



<sup>1</sup> Sources: United Nations. <sup>2</sup> Note: The land value refers to the share of total fair value estimated to relate to the land. Allocation between building and land in Sweden assumed to be similar to Germany. <sup>3</sup> Sources: Swedish National Board of Housing, Building and Planning, Statistics Sweden

# Liquid Large-cap Stock

Total Performance since IPO

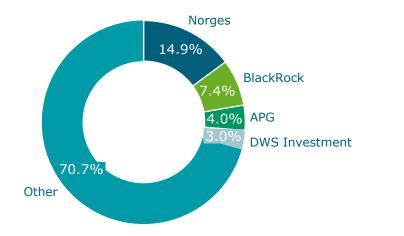


Source: Factset until February 29, 2024, company data; VNA and DAX performance are total shareholder return (share price plus dividends reinvested); EPRA Europe is share price performance only.

### **Vonovia Shares**

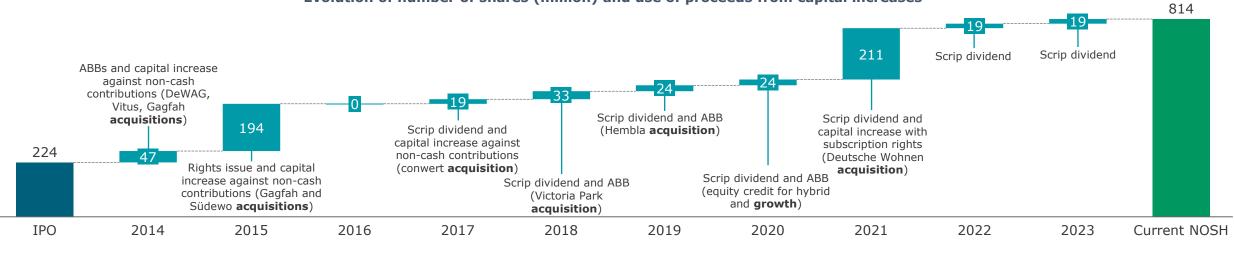
Basic Data and NOSH Evolution

FV2023



First day of trading	July 11, 2013	
No. of shares outstanding	814.6 million	
Free float	85.1%	
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	DAX 40, GPR 250 World, FTSE EPRA/NAREIT Europe, DAX 50 ESG, STOXX Global ESG Leaders, EURO STOXX ESG Leaders 50, Dow Jones Sustainability Index Europe	

#### Evolution of number of shares (million) and use of proceeds from capital increases



Data as of February 29, 2024

### **IR Contact & Financial Calendar**

https://www.vonovia.com/en/investors

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Financial Calendar <u>2024</u>		
Mar 18	Full Year Roadshow with Deutsche Bank (Frankfurt)	
Mar 19	Full Year Roadshow (London)	
Mar 20	BofA EMEA Real Estate CEO Conference, London	
Mar 21	Full Year Roadshow with Kempen (Amsterdam)	
Mar 25	Full Year Roadshow with Kempen (virtual)	
Mar 26	Full Year Roadshow with Kempen (London)	
Apr 30	Q1 2024 Results	
May 8	Annual General Meeting	
May 22	DB Investor & Issuer Bond Forum, London (IR only)	
May 23	DB Access European Champions Conference, Frankfurt	
Jun 5	BNP Paribas Exane CEO Conference, Paris	
Jun 6	Goldman Sachs European Financials Conference, Madrid	
Jun 12	Morgan Stanley European Real Estate Capital Markets Conference, London (IR only)	
Aug 2	H1 2024 Results	
Nov 6	9M 2024 Results	

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