1st Supplement, dated 2 May 2024 to the Base Prospectus dated 2 April 2024

This document constitutes a supplement (the "Supplement") for the purposes of Art. 8(10) and Art. 23(1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, (the "Prospectus Regulation") to the base prospectus of Vonovia SE dated 2 April 2024 (the "Base Prospectus") relating to issues of non-equity securities within the meaning of Art. 2(c) of the Prospectus Regulation by Vonovia SE.



(incorporated in Germany as a European Company (Societas Europaea))

EUR 40,000,000,000 Debt Issuance Programme

The Commission de Surveillance du Secteur Financier (the "CSSF") of the Grand Duchy of Luxembourg in its capacity as competent authority under the Prospectus Regulation has approved this Supplement as a supplement within the meaning of Art. 23(1) of the Prospectus Regulation. By approving this Supplement, CSSF gives no undertaking as to the economic and financial soundness of the operation or the quality or solvency of the Issuer.

This Supplement together with the Base Prospectus and the documents incorporated by reference are also available for viewing at www.luxse.com.

The purpose of this Supplement is to supplement the Base Prospectus with information from the unaudited consolidated interim financial information of the Issuer as of and for the three-month period ended 31 March 2024 and to amend other disclosure on the Issuer.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Vonovia SE (the "Issuer", together with its consolidated subsidiaries, "Vonovia" or the "Group") with its registered office in Bochum, Germany accepts responsibility for the information given in this Supplement.

The Issuer hereby declares that, to the best of its knowledge, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement for which it is responsible is in accordance with the facts and that this Supplement makes no omission likely to affect its import.

The Arranger and the Dealers have not separately verified the information contained in this Supplement. Neither the Arranger nor any of the Dealers makes any representation, expressly or implied, or accepts any responsibility, with respect to the accuracy or completeness of any information contained in this Supplement. Neither this Supplement nor any other financial statements are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer, the Arranger or the Dealers that any recipient of this Supplement or any other financial statements should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Supplement and its purchase of Notes should be based upon such investigation as it deems necessary. None of the Arranger or the Dealers undertakes to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by this Supplement nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Dealers or the Arranger.

To the extent that there is any inconsistency between any statement included in this Supplement and any statement included or incorporated by reference in the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed on pages 2 - 8 of this Supplement, there has been no other significant new factor, material mistake or inaccuracy since the publication of the Base Prospectus.

1. Description of the Issuer and the Group – Major Shareholders

On page 164 of the Base Prospectus, in the section "General Information on Vonovia SE" the content of the sub-section "Major Shareholders" shall be replaced by the following:

"Major Shareholders

The Issuer's share capital as of 29 April 2024 amounted to EUR 814,644,998.00 divided into 814,644,998 ordinary registered shares with no-par value (*Stückaktien*) and is fully paid up.

The shares in the Issuer are listed on the Frankfurt Stock Exchange and are included in the DAX40 market index and STOXX Europe 600 market index.

On the basis of the notifications received by the Issuer as of the date of 29 April 2024 in accordance with the German Securities Trading Act (*Wertpapierhandelsgesetz* - "**WpHG**") and pursuant to information provided by the respective shareholders, the following shareholders directly or indirectly hold more than 3% of the Issuer's ordinary shares. It should be noted that the number of voting rights last notified could have changed since such notifications were submitted to the Issuer without requiring the relevant shareholder to submit a corresponding voting rights notification if no notifiable thresholds have been reached or crossed:

Shareholder	Share of voting rights (in %)
BlackRock, Inc.	8.75
DWS Investment GmbH	3.06
JPMorgan Chase & Co	4.14
Ministry of Finance on behalf of the State of Norway (Norges Bank)	14.86
Stichting Pensioenfonds ABP	4.04
The Goldman Sachs Group, Inc	4.32
Total	39.17

Other shareholders, including those shareholders whose shareholdings represent less than 3 % of the total voting rights in the Issuer, hold the remaining 60.83% of the shares of the Issuer.

All of the Issuer's shares confer the same voting rights."

2. Description of the Issuer and the Group – Material Agreements

On page 171 of the Base Prospectus, in the section "Material Agreements" the content of the sub-section "Notes Issuances" shall be replaced by the following:

"Notes Issuances

The table below provides an overview of the maturity profile of the outstanding bonds issued by the Group (including bonds issued by Deutsche Wohnen), as of the date of this Base Prospectus:

Year of Maturity	Amount due in EUR million	
2024	1,149.3	
2025	3,184.1	
2026	2,379.7	
2027	2,814.9(1)	
from 2028	15,781.1(2), (3)	
Total	25,309.1	

⁽¹⁾ Exchange rate as per 15 April 2024 for SEK Bonds: EUR/SEK = 11.5583

3. Description of the Issuer and the Group – Recent Developments

On page 176 et seqq. of the Base Prospectus, the content of the section "Recent Developments" shall be replaced by the following:

"Recent Developments

On 24 April 2024, the Issuer announced that Vonovia and two state-owned housing companies have signed a purchase agreement on the disposal of ca. 4,500 apartments ("Prima" portfolio) and a land plot in Berlin. The portfolio includes

2

⁽²⁾ Exchange rate as per 15 April 2024 for GBP Bonds: EUR/GBP = 0.85405

⁽³⁾ Exchange rate as per 15 April 2024 for CHF Bonds: EUR/CHF = 0.9725

mainly "Plattenbau" assets located in Berlin's Lichtenberg district in the east. Both parties have agreed on a purchase price of EUR 700 million, which compares to a fair value of EUR 698 million as per year-end 2023 (the fair value of the land plot represents ~1% of this fair value). The "Prima" portfolio has seen a value decline of 14.4% between peak valuation in 06/2022 and the most recent valuation in 12/2023. This is in line with the 14% value decline for Vonovia's portfolio as a whole. With an average in-place rent of EUR 7.04 and an annual rental income of EUR 24.3 million the purchase price of EUR 700 million reflects a 3.5% gross yield. The transaction will be structured as a tax efficient share deal, and the ca. EUR 200 million deferred taxes will be transferred to the buyer, allowing for a maximum cash conversion for Vonovia. The closing of the transaction is expected for year-end 2024.

In mid-April 2024, the Issuer reached an agreement regarding the sale of three objects of the Care segment and it is still expected that the sale of the Care segment will be completed by December 2024.

On 10 April 2024, the Issuer issued unsecured senior social bonds in the aggregate principal amount of EUR 850,000,000 with a maturity of 10 years.

On 8 April 2024, an outstanding senior social bond with an initial nominal amount of SEK 500 million (ISIN: XS2368364522) was repaid.

On 7 April 2024, a senior bond with an initial nominal amount of EUR 500 million (ISIN: DE000A28VQC4) and an outstanding principal amount of EUR 336.1 million was repaid.

There have been no other recent events particular to Vonovia since 31 March 2024 which are to a material extent relevant to an evaluation of the Issuer's solvency."

4. Description of the Issuer and the Group - Trend Information and Significant Changes

On page 177 of the Base Prospectus, the content of the section "*Trend Information and Significant Changes*" shall be replaced by the following:

"Trend Information and Significant Changes

There has been no material adverse change in the prospects of the Issuer since 31 December 2023.

There has been no significant change in the financial performance of the Group since 31 March 2024.

There has been no significant change in the financial position of the Group since 31 March 2024."

5. Description of the Issuer and the Group - Selected Consolidated Financial Information for the Issuer

On pages 177 et seqq. of the Base Prospectus, the content of the section "Selected Consolidated Financial Information for the Issuer" shall be replaced by the following:

"Selected Consolidated Financial Information for the Issuer

The following selected historical financial information for the Group is based on the audited consolidated financial statements of the Issuer as of and for the financial year ended 31 December 2023 (the "Consolidated Annual Financial Statements") and the unaudited consolidated interim financial information of the Issuer as of and for the three-month period ended 31 March 2024 (the "Consolidated Interim Financial Information" and together with the Consolidated Annual Financial Statements, the "Consolidated Financial Statements") all of which are reproduced elsewhere or incorporated by reference in this Base Prospectus and should be read together with them. The Consolidated Annual Financial Statements were prepared in accordance with International Financial Reporting Standards (IFRS) as adopted in the European Union. The Consolidated Annual Financial Statements were audited by PwC and PwC issued an unqualified auditor's report.

There were various changes in the presentation in the Consolidated Annual Financial Statements that also required adjustments to the prior-year figures. The changes in the balance sheet relates to contract assets from ancillary costs (EUR 114.3 million) and from the development business (EUR 169.2 million). Since financial year 2023 these will be reported under other assets (EUR 283.5 million) as opposed to under inventories or trade receivables as in the past. On the liabilities side, current provisions for bonuses and current provisions for personnel expenses were reclassified from current provisions (EUR 70.4 million) to other liabilities, as they are classed as accruals. The new balance sheet line item "current income taxes" comprise current tax liabilities and current income tax liabilities, which were recognized at EUR 241.3 million under current provisions in the previous year.

As part of the strategic review of the Care segment, the management decided to discontinue and sell these operations. The majority of the segment is presented separately in the balance sheet as a disposal group held for sale/ discontinued operation, and the results from the discontinued operation are shown separately in the income statement. Pursuant to IFRS 5, retrospective adjustments were made to presentation in the income statement.

The figures for the Consolidated Interim Financial Information were adjusted accordingly due to the above mentioned reasons.

For more details, please refer to note A2 "Adjustment to Prior-year Figures" in the Consolidated Annual Financial Statements.

Selected consolidated income statement data

Selectea consolidatea income statement adia		1		
	Three-month	-	Financial ye	
-	31 March		31 December	
	2024	2023 (adjusted)	2023	2022 (adjusted)
(amounts in EUD million)	(unau		(audit	
(amounts in EUR million)	(uncuu	unea)	(auan	eu)
Revenue from property management	1,259.7	1,312.9	4,874.5	4,894.5
Profit from the disposal of properties	18.7	27.4	78.1	138.4
Profit from the disposal of real estate	3.3	6.0	49.4	127.5
inventories				
Net income from fair value adjustments of investment properties	-	(3,612.2)	(10,651.2)	(1,177.6)
Capitalized internal expenses	107.8	115.4	470.4	673.1
Cost of materials	(569.8)	(647.2)	(2,100.5)	(2,445.8)
Personnel expenses	(188.3)	(197.4)	(766.3)	(713.7)
Depreciation and amortization	(28.0)	(26.9)	(410.8)	(1,180.2)
Other operating income	37.0	42.9	242.9	190.1
Impairment losses on financial assets	(29.7)	(2.9)	(27.6)	(49.8)
Net income from the derecognition of financial assets measured at amortized cost	1.3	1.1	(1.7)	(2.9)
Other operating expenses	(74.9)	(75.6)	(434.0)	(380.5)
Net income from investments accounted for using the equity method	-	(0.1)	(75.7)	(436.6)
Interest income	31.6	33.3	227.8	115.5
Interest expenses	(202.5)	(195.6)	(810.2)	(366.9)
Other financial result	43.6	25.0	149.7	10.3
Earnings before tax	409.8	(3,193.9)	(9,185.2)	(604.6)
Income taxes	(86.3)	1,098.1	2,577.1	29.8
Profit for the period from continuing	323.5	(2,095.8)	(6,608.1)	(574.8)
operations				
Profit for the period from discontinued	12.0	7.7	(148.1)	(94.6)
operations Profit for the period	335.5	(2,088.1)	(6,756.2)	(669.4)
- · · · · · · · · · · · · · · · · · · ·		(=,000,1)	(-,, - 0,-)	(502.1)

Selected consolidated balance sheet data

	As of 31 March	As of 31	December
	2024	2023	2022 (adjusted)
(amounts in EUR million)	(unaudited)	(audited)	
Total non-current assets	84,305.0	85,121.4	96,037.9
Total current assets	7,524.1	6,874.5	5,351.7
Total assets	91,829.1	91,995.9	101,389.6
Total equity attributable to Issuer's shareholders	25,839.3	25,682.6	31,331.5
Non-controlling interests	4,290.3	4,262.0	3,107.3
Total equity	30,129.6	29,944.6	34,438.8
Total non-current liabilities	56,825.9	56,912.4	61,474.9

(amounts in EUR million)
Total current liabilities
Total liabilities
Total equity and liabilities

As of 31 March	As of 31 December	
2024	2023	2022 (adjusted)
(unaudited)	(аис	dited)
4,873.6	5,138.9	5,475.9
61,699.5	62,051.3	66,950.8
91,829.1	91,995.9	101,389.6

"

6. Documents incorporated by reference

On pages 189 et seqq. of the Base Prospectus, the content of the section "Documents incorporated by reference" shall be replaced by the following:

"DOCUMENTS INCORPORATED BY REFERENCE

The pages specified below of the following documents, which have previously been published or are published simultaneously with this Base Prospectus and which have been filed with the CSSF, are incorporated by reference into this Base Prospectus:

- (i) the Annual Report 2023 of the Issuer (the "Vonovia SE Annual Report 2023"), containing the English language translation of the respective German language audited consolidated financial statements of Vonovia SE as of and for the financial year ended 31 December 2023 and the independent auditor's report (Bestätigungsvermerk des unabhängigen Abschlussprüfers) in respect thereof;
- (ii) the Annual Report 2022 of the Issuer (the "Vonovia SE Annual Report 2022"), containing the English language translation of the respective German language audited consolidated financial statements of Vonovia SE as of and for the financial year ended 31 December 2022 and the independent auditor's report (*Bestätigungsvermerk des unabhängigen Abschlussprüfers*) in respect thereof;
- (iii) the Consolidated Interim Financial Information for 2024 Q1 of the Issuer (the "Vonovia SE Interim Financial Information Q1 2024"), containing the English language translation of the respective German language consolidated interim financial statements of Vonovia SE as of and for the three-month period ended 31 March 2024;
- (iv) Extract from the base prospectus of Deutsche Annington Finance B.V. and Deutsche Annington Immobilien SE relating to the EUR 8,000,000,000 debt issuance programme dated 12 March 2015 (the "Base Prospectus 2015");
- (v) Extract from the base prospectus of Vonovia Finance B.V. and Vonovia SE relating to the EUR 8,000,000,000 debt issuance programme dated 12 April 2016 (the "Base Prospectus 2016");
- (vi) Extract from the base prospectus of Vonovia Finance B.V. and Vonovia SE relating to the EUR 15,000,000,000 debt issuance programme dated 20 April 2017 (the "Base Prospectus 2017");
- (vii) Extract from the base prospectus of Vonovia Finance B.V. and Vonovia SE relating to the EUR 20,000,000,000 debt issuance programme dated 14 March 2018 (the "Base Prospectus 2018");
- (viii) Extract from the base prospectus of Vonovia Finance B.V. and Vonovia SE relating to the EUR 20,000,000,000 debt issuance programme dated 25 March 2019 (the "Base Prospectus 2019");
- (ix) Extract from the base prospectus of Vonovia Finance B.V. and Vonovia SE relating to the EUR 20,000,000,000 debt issuance programme dated 26 March 2020 (the "Base Prospectus 2020");
- (x) Extract from the base prospectus of Vonovia SE relating to the EUR 30,000,000,000 debt issuance programme dated 11 March 2021 (the "Base Prospectus 2021");
- (xi) Extract from the base prospectus of Vonovia SE relating to the EUR 40,000,000,000 debt issuance programme dated 18 March 2022 (the "Base Prospectus 2022"); and
- (xii) Extract from the base prospectus of Vonovia SE relating to the EUR 40,000,000,000 debt issuance programme dated 24 March 2023 (the "Base Prospectus 2023").

The non-incorporated parts of such documents, i.e. the pages not listed in the tables below, are either not relevant for the investor or covered elsewhere in the Base Prospectus.

(i)	Extracted from: Vonovia SE Annual Report 2023	
Consolidated	Income Statement	page 148
Consolidated	Statement of Comprehensive Income	page 149
Consolidated	Balance Sheet	pages 150 - 151
Consolidated	Statement of Cash Flows	pages 152 - 153
Consolidated	Statement of Changes in Equity	pages 154 - 155
Notes to the C	Consolidated Financial Statement	pages 156 - 247
List of Vonov	ia's shareholdings	pages 250 - 266
Independent A	Auditor's Report	pages 270 - 278
(**)	E de de l'Europe Verreire CE de contra De contra 2022	
(ii)	Extracted from: Vonovia SE Annual Report 2022	1.40
	Income Statement	page 142
	Statement of Comprehensive Income	page 143
	Balance Sheet	pages 144 - 145
	Statement of Cash Flows	pages 146 - 147
	Statement of Changes in Equity	pages 148 - 149
	Consolidated Financial Statement	pages 150 - 241
	ia's shareholdings	pages 244 - 260
Independent A	Auditor's Report	pages 264 - 272
(iii)	Extracted from: Vonovia SE Interim Financial Information Q1	2024
Consolidated	Income Statement	page 22
Consolidated	Statement of Comprehensive Income	page 23
	Balance Sheet	pages 24 - 25
Consolidated	Statement of Cash Flows	pages 26 - 27
(iv)	Extracted from: Base Prospectus 2015	
Terms and Co	onditions of the Notes	pages 100 – 196
(v)	Extracted from: Base Prospectus 2016	
Terms and Co	onditions of the Notes	pages 94 – 198
(vi)	Extracted from: Base Prospectus 2017	
Terms and Co	onditions of the Notes	pages 101 – 209
(vii)	Extracted from: Base Prospectus 2018	
Terms and Co	onditions of the Notes	pages 104 – 215
(viii)	Extracted from: Base Prospectus 2019	
Terms and Co	onditions of the Notes	pages 106 – 222
(ix)	Extracted from: Base Prospectus 2020	
Terms and Co	onditions of the Notes	pages 29 – 125
(x)	Extracted from: Base Prospectus 2021	
Terms and Co	onditions of the Notes	pages 31 – 116
(xi)	Extracted from: Base Prospectus 2022	
Terms and Co	anditions of the Notes	pages 33 – 121

(xii) Extracted from: Base Prospectus 2023

Terms and Conditions of the Notes pages 33 – 122

All of these pages shall be deemed to be incorporated by reference into, and to form part of, this Base Prospectus.

Copies of documents incorporated by reference in this Base Prospectus may be obtained (without charge) from the registered office of the Issuer and the website of the Luxembourg Stock Exchange (www.luxse.com).

Electronic versions of the documents incorporated by reference are also available on the website of the Issuer (https://www.vonovia.com) and can be accessed by using the following hyperlinks:

1. Vonovia SE Annual Report 2023:

https://report.vonovia.com/2023/q4/app/uploads/Vonovia-SE_Annual-Report-2023.pdf

2. Vonovia SE Annual Report 2022:

https://report.vonovia.com/2022/q4/app/uploads/Vonovia-SE_Annual-Report-2022.pdf

3. Vonovia SE Interim Financial Information Q1 2024:

https://www.vonovia.com/en/content/download/184050/8458737?version=6

4. Base Prospectus 2015

https://dl.luxse.com/dl?v=+H7GzbTEOWEZi0h+IfqJF/33/PAtS8Whlu53IjFfMskigLDxtBaYbnqqfOrt8B++x8Gb6 DW/pLm9KVSQtIBvRPe+3wmhipX4LJgLr1llwvlHiAJ/VlFS9eXjdYUKODQQV8HNqexhR+M6joWllzuTKZtJrbn +KbKyU9eDFe6N7kk=

5. Base Prospectus 2016

https://dl.luxse.com/dl?v=+qtJRKekk+ocUiapjQcLu87nUiXyRt8qfGF/Kx0NEjQ/MYOUd5PaImi31xvnYpkJgKt5 3edyiCewlcAkzS2ATSjlDbmLFuCXQ8ZYS7JVjKePeazUByANLLxL96/3xi/SU2Q2DxB9dFrzXg+333LplumwuCs/ oldabgRs5/qMHiI=

6. Base Prospectus 2017

 $\underline{https://dl.luxse.com/dl?v=xeX1qg646AmKbuXkynKNcUJFCdXZWDRzfVpEFJXhChcVd/zMMSFVDuYLZgx46Gu}\\ \underline{M7QTgTP3/ZtZUIY3a8cPFKjChGB0rzgmhGDA2ttbaWhHeWgdal1WijwzjCZZlitJskk5zFwW6u2WPF4QFNg1at}\\ \underline{BfQqv/uNNHmgqMkLpHs/YI=}$

7. Base Prospectus 2018

https://dl.luxse.com/dl?v=Ig0LxctQOkpOIBIT/Cj76EwUDYfri/Z+oGEz6EBbQDcteTUbLoWyt+S47yr7rxOvXiOf WLJOoLXdklkHw6L3XIAtVmUFOzn9Im3wce3FwZTFEjfEfbg1Xc0pQz3htdIxdMWVDctC4nBeV27QBqRYnGyW HZkQQdArbHKpMVX9170=

8. Base Prospectus 2019

 $\frac{https://dl.luxse.com/dl?v=RzmAgPNDRzU6s0JayJdhVYWp9bTxps1XfbWvatkzienU0kJsD3mk8980otW+b7li24O}{gSXVhcEqhMC3fpB4adwONhlenLYXS8oQK09JkPT3o+6t0hKf3W3zKhsHreo0kcZmQiQqwjD9JupQRHQu8Pcn}\\O+xIaSCbrlfoqpAUIHRE=$

9. Base Prospectus 2020

 $\frac{https://dl.luxse.com/dl?v=lb+Prwk6ZX1cgFmocWfajvM6vP+AfAXf7tPFM9NQTYr9Hm0UUk6/z0J1DRe/MZpnAFv+QXsPpmVXXFQfz8na+qHSJupRqDd9L+KPPd9H90rj4uLSLtM48WNlQbauh64yKw/MWgqC8cCajGaJAOz8g/JBrgkpF5TH+TGx4l2I+KcUIuqFx1yNk4fswr/Y8C2U}$

10. Base Prospectus 2021

https://dl.luxse.com/dl?v=exaGhg6Y/6fhpVe7BMbAS/y6dhgGuTJ4DCxdMFEC5qrTLlViav8YXO0KDUPKaNCT UkFT7Rid2zqOBk5KwCZc8OggwsQLIqJiQwpe0tSOtaHXkc1h5oV3pUVvgcelXgQvplh+RG3DsUdSXzkkNNMLu N1WxATOGTr89snkbXSEqrOxqTGWbrb3vPJ6+J+xBAu3

11. Base Prospectus 2022

https://dl.luxse.com/dl?v=rW8iUmuXHxaGPJ87GVatjvy7uFtRUhYhuQ8w4t9UuFc1YyReKo1fvNFumZZ95Febnv kcrpfGwM+H3l8dBtfvLbb76zYuk0P/CsllnraPX3CPaxBoiiewBpmTBW2Ax0KI2UnMG8loAkNGCc04rBIrFxu1wx V0AbJfHh3ejChjrX2jxvCKL23EZ6eS2SqgT1hX

12. Base Prospectus 2023

 $\frac{https://dl.luxse.com/dl?v=iVJ8MGdhydonDCYENfld5F8xks18Aotlstt88EsvTbRyfDRPaSuha+kNT/Sva8YGbuZbt}{KkscVr94hm0otVExO0XbS0rXEIF9JMHS7bExP+00QMlPoYTtTm3aCzRj7vXd2YXM0ghUBOACCTRofuIUBDY}{n33XqhGlcIHevX7ScF7pzTictBnJg4W6KlOFKrfD}$

"

Registered Office of the Issuer

Vonovia SE

Universitätsstraße 133 44803 Bochum Federal Republic of Germany