

2nd Supplement, dated 2 August 2024 to the Base Prospectus dated 2 April 2024, as supplemented on 2 May 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.*

VONOVIA

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 as well as the 1st supplement dated 2 May 2024 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 six-month period ended 30 June 2024 and to amend other disclosure on the Issuer.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and the 1st supplement dated 2 May 2024. 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 - 10 of this Supplement, there has been no other significant new factor, material mistake or inaccuracy since the publication of the Base Prospectus as supplemented by the 1st supplement dated 2 May 2024.

1. Description of the Issuer and the Group – Auditors

On page 163 of the Base Prospectus, in the section "General Information on Vonovia SE" the content of the sub-section "Auditors" shall be replaced by the following:

"Auditors

The auditor of the Issuer's annual and consolidated financial statements for the 2022 and 2021 financial years was KPMG AG Wirtschaftsprüfungsgesellschaft, Tersteegenstr. 19-23, 40474 Düsseldorf, Germany ("KPMG"). The annual financial statements according to HGB, as well as the consolidated financial statements of the Issuer according to International Financial Reporting Standards (IFRS) as adopted in the European Union for the 2022 financial year, was audited by KPMG and KPMG issued an unqualified auditor's report.

Since the financial year 2023, the auditor of the Issuer is PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft with their registered office at Huyssenallee 58, 45128 Essen, Germany ("PwC"). The consolidated financial statements of the Issuer in accordance with IFRS as adopted in the European Union for the 2023 financial year, were audited by PwC and PwC issued an unqualified auditor's report. The unaudited consolidated interim financial information of the Issuer as of and for the six-month period ended 30 June 2024, which were prepared in accordance with IFRS on interim financial reporting, have been subject to a review by PwC and PwC issued a review report thereon.

KPMG and PwC are members of the German Chamber of Auditors (*Wirtschaftsprüferkammer*)."

2. 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 30 July 2024 amounted to EUR 822,852,925.00 divided into 822,852,925 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 30 July 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:

<u>Shareholder</u>	<u>Share of voting rights (in %)</u>
Ministry of Finance on behalf of the State of Norway (Norges Bank)	14.86
BlackRock, Inc.	8.47
JPMorgan Chase & Co	4.14
Stichting Pensioenfonds ABP	4.04
The Goldman Sachs Group, Inc	3.45
DWS Investment GmbH.....	3.04
Total.....	38.00

Other shareholders, including those shareholders whose shareholdings represent less than 3 % of the total voting rights in the Issuer, hold the remaining 62.00% of the shares of the Issuer.

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

"

3. 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	2,815.0 ⁽¹⁾
from 2028	15,789.2 ^{(2), (3)}
Total	25,317.3

(1) Exchange rate as per 15 July 2024 for SEK Bonds: EUR/SEK = 11.5375

(2) Exchange rate as per 15 July 2024 for GBP Bonds: EUR/GBP = 0.84045

(3) Exchange rate as per 15 July 2024 for CHF Bonds: EUR/CHF = 0.9755

4. Description of the Issuer and the Group – Description of the Governing Bodies of the Issuer

On page 173 et seq. of the Base Prospectus, in the section "*Description of the Governing Bodies of the Issuer*" the content of the sub-section "*Supervisory Board*" shall be replaced by the following:

Supervisory Board

In accordance with the Articles of Association and Articles 40(3) and 9(1) lit. c(i) of the SE-Regulation (*SE-Verordnung*) together with section 17 of the SE Implementation Act (*SE-Ausführungsgesetz*) and section 95 of the German Stock Corporation Act (*Aktiengesetz*), the Supervisory Board consists of ten members.

All members of the Supervisory Board are appointed by the Issuer's general shareholders' meeting.

The table below lists the members of the Issuer's Supervisory Board as of the date of this Base Prospectus.

Name	Principal occupation outside of Vonovia	Member since	Memberships on other Supervisory Boards or in comparable domestic and foreign Controlling Bodies
Clara-Christina Streit <i>Chairwoman</i>	Non-executive Board Member in German and international companies	2013	<ul style="list-style-type: none"> Jerónimo Martins SGPS, S.A. (member of the administrative board)^{(2), (4)}; Deutsche Börse AG (member of the supervisory board)^{(1), (4)}
Vitus Eckert <i>Deputy Chairman</i>	Attorney-at-law and Partner at Wess Kux Kispert & Eckert Rechtsanwälts GmbH	2018	<ul style="list-style-type: none"> STANDARD Medien AG (chairman of the supervisory board)⁽²⁾; S. Spitz GmbH (deputy chairman of the supervisory board)⁽²⁾; Vitalis Food Vertriebs-GmbH (deputy chairman of the supervisory board, group company of S. Spitz GmbH)⁽²⁾; Simacek Holding GmbH (chairman of the supervisory board)⁽²⁾; Simacek GmbH (chairman of the supervisory board, group company of Simacek Holding GmbH)⁽²⁾; Echo Partner AG (deputy chairman of the supervisory board, delegate of the Board of Directors)⁽²⁾
Birgit M. Bohle	Board Member for Human Resources and Legal Affairs,	2024	<ul style="list-style-type: none"> Deutsche Telekom Service Europe SE (chairwoman of the supervisory board, group

Name	Principal occupation outside of Vonovia	Member since	Memberships on other Supervisory Boards or in comparable domestic and foreign Controlling Bodies
	Labor Director Deutsche Telekom AG		<ul style="list-style-type: none"> company of Deutsche Telekom AG)⁽¹⁾; • T-Systems International GmbH (member of the supervisory board, group company of Deutsche Telekom AG)⁽²⁾; • Telekom Deutschland GmbH (member of the supervisory board, group company of Deutsche Telekom AG)⁽²⁾
Jürgen Fenk	Managing Director of Eastdil Secured GmbH	2022	-
Dr. Florian Funck	Member of the Executive Board (CFO) Sartorius AG	2014	-
Dr. Ute Geipel-Faber	Member of German supervisory boards and international advisory boards	2015	-
Dr. Daniela Gerd tom Markotten	Member of the Management Board of Digitalization & Technology at Deutsche Bahn AG	2023	<ul style="list-style-type: none"> • DEVK Rückversicherung AG (member of the supervisory board)⁽¹⁾; • Schenker AG (member of the supervisory board, group company of Deutsche Bahn AG)⁽¹⁾; • DB Fahrzeuginstandhaltung GmbH (chairwoman of the supervisory board, group company of Deutsche Bahn AG)⁽²⁾; • DB Systel GmbH (chairwoman of the supervisory board, group company of Deutsche Bahn AG)⁽²⁾; • DB Systemtechnik GmbH (chairwoman of the supervisory board, group company of Deutsche Bahn AG)⁽²⁾; • DB broadband GmbH (chairwoman of the supervisory board, group company of Deutsche Bahn AG)⁽²⁾
Matthias Hünlein	Managing Director Tishman Speyer Europe S.à r.l. (Germany Branch)	2022	<ul style="list-style-type: none"> • Tishman Speyer Investment Management GmbH (deputy chairman of the supervisory board, group company of Tishman Speyer Properties Deutschland GmbH)⁽²⁾
Hildegard Müller	President of the German Association of the Automotive Industry (VDA)	2013	<ul style="list-style-type: none"> • Siemens Energy AG (member of the supervisory board)^{(1), (4)}; • Siemens Energy Management GmbH (member of the

Name	Principal occupation outside of Vonovia	Member since	Memberships on other Supervisory Boards or in comparable domestic and foreign Controlling Bodies
Dr. Ariane Reinhart	Member of the Management Board of Continental AG	2016	<ul style="list-style-type: none"> • supervisory board, affiliated with Siemens Energy AG)⁽²⁾; • RAG-Foundation (member of the board of trustees)⁽²⁾ • EVONIK Industries AG (member of the supervisory board)^{(1), (4)}

- (1) Supervisory board mandates in accordance with section 100 (2) of the German Stock Corporation Act (Aktiengesetz).
(2) Membership in comparable German and foreign supervisory bodies of commercial enterprises.
(3) Exempted Group mandates in accordance with section 100 (2) no. 2 of the German Stock Corporation Act (Aktiengesetz).
(4) Listed.

There are no conflicts of interest or potential conflicts of interest between the members of the Supervisory Board *vis-à-vis* the Issuer and their private interests, membership in governing bodies of companies, or other obligations."

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

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

"Recent Developments

On 26 July 2024, the Issuer signed purchase agreements for three larger residential transactions on the disposal of around 1,970 residential units and six commercial units. The transactions include EUR 85 million for 576 units located in the greater Frankfurt area, EUR 59 million for 461 units located in the Rhine Main area and EUR 154 million for 933 units also located in the Rhine Main area. The purchase price of around EUR 300.0 million is slightly higher than the carrying amounts of the properties sold, as recognized at the time of negotiations.

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

6. 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 30 June 2024.

There has been no significant change in the financial position of the Group since 30 June 2024."

7. 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 six-month period ended 30 June 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 and A4 "Adjustment to Prior-year Figures" in the Consolidated Interim Financial Information.

Selected consolidated income statement data

	Six-month period ended		Financial year ended	
	30 June		31 December	
	2024	2023 (adjusted)	2023	2022 (adjusted)
<i>(amounts in EUR million)</i>	<i>(unaudited)</i>		<i>(audited)</i>	
Revenue from property management	2,521.9	2,624.6	4,874.5	4,894.5
Profit from the disposal of properties	51.2	54.4	78.1	138.4
Profit from the disposal of real estate inventories	10.5	23.5	49.4	127.5
Net income from fair value adjustments of investment properties	(1,432.0)	(6,382.2)	(10,651.2)	(1,177.6)
Capitalized internal expenses	235.8	225.7	470.4	673.1
Cost of materials	(1,135.0)	(1,235.1)	(2,100.5)	(2,445.8)
Personnel expenses	(378.0)	(384.8)	(766.3)	(713.7)
Depreciation and amortization	(61.8)	(327.8)	(410.8)	(1,180.2)
Other operating income	99.0	94.8	242.9	190.1
Impairment losses on financial assets	(37.6)	(6.5)	(27.6)	(49.8)
Net income from the derecognition of financial assets measured at amortized cost	0.9	0.5	(1.7)	(2.9)
Other operating expenses	(172.4)	(247.4)	(434.0)	(380.5)
Net income from investments accounted for using the equity method	(18.5)	(12.3)	(75.7)	(436.6)
Interest income	67.5	49.9	227.8	115.5
Interest expenses	(424.5)	(382.6)	(810.2)	(366.9)
Other financial result	84.7	35.5	149.7	10.3

	Six-month period ended 30 June		Financial year ended 31 December	
	2024	2023 (adjusted)	2023	2022 (adjusted)
<i>(amounts in EUR million)</i>	<i>(unaudited)</i>		<i>(audited)</i>	
Earnings before tax	(588.3)	(5,869.8)	(9,185.2)	(604.6)
Income taxes	80.1	1,736.3	2,577.1	29.8
Profit for the period from continuing operations	(508.2)	(4,133.5)	(6,608.1)	(574.8)
Profit for the period from discontinued operations	(21.0)	3.1	(148.1)	(94.6)
Profit for the period	(529.2)	(4,130.4)	(6,756.2)	(669.4)

Selected consolidated balance sheet data

	As of 30 June	As of 31 December	
	2024	2023	2022 (adjusted)
<i>(amounts in EUR million)</i>	<i>(unaudited)</i>	<i>(audited)</i>	
Total non-current assets	82,581.2	85,121.4	96,037.9
Total current assets	8,002.1	6,874.5	5,351.7
Total assets	90,583.3	91,995.9	101,389.6
Total equity attributable to Issuer's shareholders	24,595.2	25,682.6	31,331.5
Non-controlling interests	4,156.3	4,262.0	3,107.3
Total equity	28,751.5	29,944.6	34,438.8
Total non-current liabilities	55,572.2	56,912.4	61,474.9
Total current liabilities	6,259.6	5,138.9	5,475.9
Total liabilities	61,831.8	62,051.3	66,950.8
Total equity and liabilities	90,583.3	91,995.9	101,389.6

"

8. Documents incorporated by reference

On page 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 information of Vonovia SE as of and for the three-month period ended 31 March 2024;

- (iv) the Consolidated Interim Financial Information for 2024 H1 of the Issuer (the "**Vonovia SE Interim Financial Information H1 2024**"), containing the English language translation of the respective German language consolidated interim financial information of Vonovia SE as of and for the six-month period ended 30 June 2024;
- (v) 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**");
- (vi) 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**");
- (vii) 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**");
- (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 14 March 2018 (the "**Base Prospectus 2018**");
- (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 25 March 2019 (the "**Base Prospectus 2019**");
- (x) 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**");
- (xi) 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**");
- (xii) 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
- (xiii) 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 Consolidated Financial Statement	pages 156 - 247
List of Vonovia's shareholdings.....	pages 250 - 266
Independent Auditor's Report.....	pages 270 - 278

(ii) Extracted from: Vonovia SE Annual Report 2022

Consolidated Income Statement	page 142
Consolidated Statement of Comprehensive Income	page 143
Consolidated Balance Sheet	pages 144 - 145
Consolidated Statement of Cash Flows	pages 146 - 147
Consolidated Statement of Changes in Equity.....	pages 148 - 149
Notes to the Consolidated Financial Statement	pages 150 - 241
List of Vonovia's shareholdings.....	pages 244 - 260
Independent 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
Consolidated Balance Sheet	pages 24 - 25
Consolidated Statement of Cash Flows	pages 26 - 27

(iv)	Extracted from: Vonovia SE Interim Financial Information H1 2024	
	Consolidated Income Statement	page 26
	Consolidated Statement of Comprehensive Income	page 27
	Consolidated Balance Sheet	pages 28 - 29
	Consolidated Statement of Cash Flows	pages 30 - 31
	Consolidated Statement of Changes in Equity	pages 32 - 33
	Notes.....	pages 34 - 69
	Review Report.....	page 70
(iv)	Extracted from: Base Prospectus 2015	
	Terms and Conditions of the Notes	pages 100 – 196
(v)	Extracted from: Base Prospectus 2016	
	Terms and Conditions of the Notes	pages 94 – 198
(vi)	Extracted from: Base Prospectus 2017	
	Terms and Conditions of the Notes	pages 101 – 209
(vii)	Extracted from: Base Prospectus 2018	
	Terms and Conditions of the Notes	pages 104 – 215
(viii)	Extracted from: Base Prospectus 2019	
	Terms and Conditions of the Notes	pages 106 – 222
(ix)	Extracted from: Base Prospectus 2020	
	Terms and Conditions of the Notes	pages 29 – 125
(x)	Extracted from: Base Prospectus 2021	
	Terms and Conditions of the Notes	pages 31 – 116
(xi)	Extracted from: Base Prospectus 2022	
	Terms and Conditions 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. Vonovia SE Interim Financial Information H1 2024:

<https://www.vonovia.com/en/content/download/202801/9403249?version=7>

5. Base Prospectus 2015

<https://dl.luxse.com/dl?v=+H7GzbTEOWEzi0h+JfqJF/33/PAtS8Whlu53JfFfMskigLDxtBaYbnqfOrt8B++x8Gb6DW/pLm9KVSQtIBvRPe+3wmhipX4LJgLr1llwvlHiAJ/VlFS9eXjdYUKODQOV8HNqexR+M6joWllzuTKZtJrbn+KbKyU9eDFe6N7kk=>

6. Base Prospectus 2016

<https://dl.luxse.com/dl?v=+qtJRKekk+ocUiapjQcLu87nUiXyRt8qfGF/Kx0NEjQ/MYUOd5PaImi31xvnYpkJgKt53edyiCewlcAkzS2ATSjIDbmLFuCXQ8ZYS7JVjKePeazUByANLLxL96/3xi/SU2Q2DxB9dFrzXg+333LplumwuCs/oldabgRs5/qMHiI=>

7. Base Prospectus 2017

<https://dl.luxse.com/dl?v=+xeX1qg646AmKbuXkynKNcUJFCdXZWDRzfVpEFJXhChcVd/zMMSFVDuYLZgx46GuM7QTgTP3/ZtZUIY3a8cPFKjChGB0rzgmhGDA2ttbaWhHeWgdal1WijwzjCZZlitJskk5zFwW6u2WPF4QFNglatBfOqv/uuNNHmgqMkLpHs/YI=>

8. Base Prospectus 2018

<https://dl.luxse.com/dl?v=+Ig0LxctQOkpOIBIT/Cj76EwUDYfri/Z+oGEz6EBbQDcteTUBLoWyt+S47yr7rxOvXiOfWLJOOlXdklkHw6L3XIAIvmUFozn9Im3wce3FwZTFEjEjfbgIXc0pQz3htdIXdMWVDctC4nBeV27QBqRYnGyWHzkQQdArbHKpMVX9170=>

9. Base Prospectus 2019

<https://dl.luxse.com/dl?v=+RzmAgPNDRzU6s0JayJdhVYWP9bT.xpsIXfbWvatkzienU0kJsD3mk8980otW+b7Ii240gSXVhcEqhMC3fpB4adwONhlenLYXS8oQK09JkPT3o+6t0hKf3W3zKhsHreo0kcZmQiQqwjD9JupQRHQu8PcnO+xlascbrIfoqpAUHRE=>

10. Base Prospectus 2020

<https://dl.luxse.com/dl?v=+lb+Prwk6ZXIcgFmocWfajvM6vP+AfAXf7tPFM9NQTYr9Hm0UUuk6/z0J1DRe/MZpnaFv+QXsPpmVXXFQfz8na+qHSJupRqDd9L+KPPd9H90rj4uLSLIM48WNIQbauh64yKw/MWgqC8cCajGaJAOz8g/JBrgkpF5TH+TGx4I2I+KcUluqFxIyNk4fswr/Y8C2U>

11. Base Prospectus 2021

<https://dl.luxse.com/dl?v=+exaGhg6Y/6fhpVe7BMbAS/y6dhgGuTJ4DCxdMFEC5qrTLIViav8YXO0KDUPKaNCTUkFT7Rid2zqOBk5KwCZc8OggwsQLIqJiQwpe0tS0taHXkc1h5oV3pUVvgcelXgQvplh+RG3DsUdSXzkkNNMLuNIWxATOGTr89snkbXSEqrOxqTGWbrb3vPJ6+J+xBAu3>

12. Base Prospectus 2022

<https://dl.luxse.com/dl?v=+rW8tUmuXHxaGPJ87GVatjvy7uFtRUhYhuQ8w4t9UuFc1YyReKo1fvNFumZZ95FebnvkcrpfGwM+H3l8dBtFvLbb76zYuk0P/CslnraPX3CPaxBoiiewBpmTBW2Ax0KI2UnMG8loAkNGCc04rBIRFxi1wxV0AbJfHh3ejChjrX2jxvCKL23EZ6eS2SgT1hX>

13. Base Prospectus 2023

<https://dl.luxse.com/dl?v=+iVJ8MGdhydonDCYENfld5F8xksI8Aotl8t88EsvTbRyfDRPaSuha+kNT/Sva8YGbuZbtKkscVr94hm0otVEx00XbS0rXEIF9JMHS7bExP+00QMIPoYtTm3aCzRj7vXd2YXM0ghUBOACCTrofUUBDYn33XqhGicIHevX7ScF7pzTictBnJg4W6KlOFKrfD>

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