

Convenience translation from the German language

VONOVIA SE

Bochum

ISIN DE000A1ML7J1

WKN A1ML7J

Extraordinary general meeting of Vonovia SE

on Friday, 24 January 2025, 10:00 hours

The general meeting takes place at the business premises of Vonovia SE, Universitätsstraße 133, 44803 Bochum.

INFORMATION ON SHAREHOLDERS' RIGHTS

(in accordance with article 56 SE-VO, section 50(2) SEAG, section 122(2) AktG, section 126(1) AktG, section 131 AktG and section 293g(3) AktG)

The invitation to the general meeting already contains information on shareholders' rights according to article 56 of Regulation (EC) No. 2157/2001 of the Council of 8 October 2001 on the Statute for a European company (SE) (*SE-VO*), section 50(2) of the German SE Implementation Act (*SEAG*), and sections 122(2), 126(1), 131 and 293g(3) of the German Stock Corporation Act (*AktG*).

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

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

Convenience translation from the German language

1. Shareholders' motions to add agenda items pursuant to article 56 SE-VO, section 50(2) SEAG, and section 122(2) AktG

One or more shareholders whose shares jointly equate to five per cent of the share capital, or to the sum of EUR 500,000.00 (this being equivalent to 500,000 shares), may demand that items be added to the agenda and be made public. This quorum is required for requests to add items to the agenda made by shareholders of a European company, (SE) pursuant to article 56 sentence 3 SE-VO in conjunction with section 50(2) SEAG; section 50(2) SEAG corresponds to the rules stipulated in section 122(2) AktG.

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

Such requests to add items to the agenda must be addressed to the Management Board in writing (section 126 of the German Civil Code (*BGB*)) or electronically (section 126a BGB) and must be received by the Company at least 30 days in advance of the meeting; the day of receipt and the date of the general meeting are not to be included in this calculation. The last possible date of receipt is therefore **Tuesday, 24 December 2024], 24:00 hours**. Any requests to add items to the agenda which are received after such date will not be taken into account.

Requests to add items to the agenda are to be submitted to the following address:

Vonovia SE
- Management Board -
Universitätsstraße 133
44803 Bochum

Electronic submissions (section 126a BGB) of requests to add items to the agenda are to be made by email to hauptversammlung@vonovia.de.

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

2. Shareholder countermotions pursuant to section 126 AktG

Every shareholder has the right to file a countermotion in relation to the proposal made by the Management Board and/or Supervisory Board for the agenda. Counter motions must be submitted to the following address only:

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

Counter motions addressed otherwise do not have to be made available.

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

1. inasmuch as the Management Board would be liable to punishment under law, were it to make such proposal accessible,
2. if the counter motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws,
3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting,
4. if a counter motion made by the shareholder based on the same facts and circumstances has already been made accessible pursuant to section 125 AktG for a general meeting of the Company,
5. if the same counter motion of the shareholder, citing substantially the same reasons, has been made accessible pursuant to section 125 AktG in the past five years to at least two general meetings of the Company, and if less than one twentieth of the share capital represented voted for this counter motion at the general meeting,

Convenience translation from the German language

6. if the shareholder indicates that he/she will neither attend nor be represented at the general meeting, or
7. if, in the past two years at two general meetings, the shareholder has failed to propose or to have proposed a countermotion regarding which they have informed the Company.

The justification for a countermotion does not have to be published if it exceeds 5,000 characters in total. If several shareholders file countermotions with respect to the same resolution item, the Management Board may combine such countermotions and the respective justifications (if any).

Counter motions received by the Company at the address above at least 14 days prior to the meeting, with the day of receipt and the date of the meeting not being included in this calculation, in other words by **24:00 hours on Thursday, 9 January 2025**, at the latest, shall be immediately published in accordance with sections 126 AktG on the Company's website at <https://investors.vonovia.de/agm> together with the shareholder's name, any justification and any statement made by the management.

Counter motions must only be considered by the chairperson of the meeting if they are made during the general meeting. The right of each shareholder to make counter motions during the general meeting without prior and timely submission to the Company remains unaffected.

3. Shareholders' right to request information at the general meeting

Pursuant to section 131(1) AktG, the Management Board must, upon request, provide each shareholder with information regarding the Company's affairs insofar as such information is necessary for the proper assessment of an Agenda Item. Requests for information at the general meeting must be made verbally in the course of a discussion. This obligation to provide information on the part of the Management Board applies equally to the Company's legal and business relations with an affiliated entity. Pursuant to section 293g(3) AktG, in the event that the general meeting approves an intercompany agreement, each shareholder shall upon request be provided with information at the general meeting, including information on all matters of the other party to the agreement that are material to the conclusion of the agreement.

The Management Board may refuse to provide information:

Convenience translation from the German language

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

Under section 16(2) sentence 3 of the Company's articles of association, the chairperson of the general meeting is authorised to limit the questioning and speaking rights of the shareholders regarding time spent in an adequate fashion. In particular, the chairperson is authorised, at the beginning or during the course of the general meeting, to set a reasonable time limit for the entire general meeting, for particular items on the agenda, or for any particular speaker.