

VONOVIA SE

Bochum, Germany

ISIN DE000A1ML7J1 / WKN A1ML7J

Subscription Offer

On November 21, 2021, the management board of Vonovia SE (the *Company*) resolved, with the approval of the Company's supervisory board on November 21, 2021, to exercise the authorization pursuant to Section 5 of the Company's articles of association (authorized capital created by the Company's shareholders' meeting on April 16, 2021) to increase the share capital from EUR 575,257,327.00 by EUR 201,340,062.00 to EUR 776,597,389.00 by issuing 201,340,062 new no-par value (*Stückaktien*) registered (*Namensaktien*) ordinary shares (the *New Shares*). The New Shares will result from a capital increase against contribution in cash with indirect subscription rights (*mittelbare Bezugsrechte*) to existing shareholders pursuant to Section 186 para. 5 of the German Stock Corporation Act (*Aktiengesetz*). The New Shares will be issued at a subscription price of EUR 40.00 per New Share and with full dividend rights as from January 1, 2021.

The shareholders are not entitled to purchase New Shares or to a cash compensation if and to the extent that the subscription ratio leads to fractional claims for shares.

In order to ensure an even subscription ratio, one of the existing shareholders of the Company has undertaken to waive the exercise of the subscription rights from seven shares.

BofA Securities Europe SA (*BofA Securities*), Morgan Stanley Europe SE (*Morgan Stanley*) and Société Générale (*Société Générale*), and, together with BofA Securities and Morgan Stanley Europe SE, the *Joint Global Coordinators*), BNP PARIBAS (*BNP Paribas*), Citigroup Global Markets Europe AG (*Citigroup*), COMMERZBANK Aktiengesellschaft (*Commerzbank*), Deutsche Bank Aktiengesellschaft (*Deutsche Bank*), Goldman Sachs Bank Europe SE (*GS*), ING Bank N.V. (*ING*), Intesa Sanpaolo S.p.A. (*IMI-Intesa Sanpaolo*), J.P. Morgan AG (*J.P. Morgan*), Landesbank Baden-Württemberg (*LBBW*), UBS AG London Branch (*UBS*) and UniCredit Bank AG (*UniCredit* and, together with BNP Paribas, Citigroup, Commerzbank, Deutsche Bank, GS, ING, IMI-Intesa Sanpaolo, J.P. Morgan, LBBW, UBS and the Joint Global Coordinators, the *Joint Bookrunners*) have agreed, pursuant to an underwriting agreement dated November 21, 2021 (the *Underwriting Agreement*), to subscribe the New Shares and offer the New Shares to the Company's existing shareholders during the subscription period for indirect subscription at the subscription ratio and at the subscription price per New Share (the *Subscription Offer*). The Underwriting Agreement provides for a firm underwriting of the New Shares not sold in the offering by the Joint Bookrunners.

The registration of the implementation of the capital increase in the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Bochum is expected to occur on December 3, 2021.

The subscription rights (ISIN DE000A3MQB30/WKN A3MQB3) attributable to the existing shares of the Company (ISIN DE000A1ML7J1/WKN A1ML7J) will automatically be delivered by Clearstream Banking AG, Mergenthalerallee 61, 65760 Eschborn, Federal Republic of Germany (*Germany*), to the custodian banks on November 26, 2021 as per the status on November 25, 2021 at 6.00 p.m. CET (Record Date). The custodian banks are responsible for booking the subscription rights to the eligible depositary accounts of the Company's existing shareholders.

As of November 24, 2021, the existing shares of the Company (ISIN DE000A1ML7J1/WKN A1ML7J) will be quoted as "ex rights" on the regulated market of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) and the Luxembourg Stock Exchange (*Bourse de Luxembourg*).

The Company kindly requests its shareholders to exercise their subscription rights to the New Shares during the period from and including November 24, 2021 up to and including December 7, 2021 (the *Subscription Period*) through their respective depositary bank at the subscription agent

(Hauptbezugsstelle), UniCredit Bank AG, during regular banking hours. Investors are recommended to follow the respective instructions by their custodian banks. Subscription rights that are not exercised during this period will lapse and be of no value. No compensation will be awarded for subscription rights that will not be exercised.

UniCredit Bank AG, Arabellastraße 12, 81925 Munich, Germany acts as subscription agent (*Subscription Agent*).

In accordance with the subscription ratio of 20:7, 20 existing shares of the Company entitle the holder to subscribe for seven New Shares at the subscription price per New Share. Shareholders may only subscribe for one share or multiples thereof. The notice of the exercise of subscription rights is binding upon its receipt by the Subscription Agent and cannot be altered afterwards. The exercise of the subscription rights is, however, conditional upon the registration of the implementation of the capital increase in the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Bochum and subject to the other limitations set forth below under *Important Notice*.

Subscription Price

The subscription price per New Share is EUR 40.00 (the ***Subscription Price***). The Subscription Price must be paid at the latest on December 7, 2021.

Trading in Subscription Rights

In connection with the Subscription Offer of the New Shares, the subscription rights (ISIN DE000A3MQB30/WKN A3MQB3) for the New Shares and fractional amounts of subscription rights will be traded during the period from and including November 24, 2021, up to and including December 2, 2021 (until the respective closing auction for subscription rights) on the regulated market (Xetra and Xetra Frankfurt Specialist) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). Neither the Company nor the Subscription Agent has applied for admission of the subscription rights to trading on any other stock exchange nor does it intend to do so.

The market price of the subscription rights depends, inter alia, on the development of the price of the Company's shares but it may deviate substantially from the price of the Company's shares. No compensation will be paid for subscription rights not exercised. Upon expiration of the subscription period, subscription rights not exercised will lapse and be of no value. The purchase of 20 subscription rights enables the exercise of the subscription rights for the purchase of seven New Shares, *i.e.* seven New Shares may be purchased from 20 subscription rights.

Morgan Stanley may effect transactions to provide liquidity for fair and orderly subscription rights trading and other measures customarily undertaken in this regard, such as in particular purchasing and selling subscription rights for New Shares or undertaking hedging transactions in the Company's shares, subscription rights or corresponding derivatives. Such measures and hedging transactions may influence the stock price or market rate of the subscription rights and shares in the Company. However, there is no guarantee such transactions will take place and that active trading in the Company's subscription rights will develop on the aforementioned stock exchange and that there will be enough liquidity during the period of subscription rights trading.

The price of the subscription rights is determined continuously during the ordinary times of trading. On December 2, 2021, the subscription rights trading on Xetra will end with a closing auction starting not before 11.45 a.m. CET and on Xetra Frankfurt Specialist with an independent special auction starting from 12.00 (noon) CET.

The market price for the subscription rights depends, among other things, on the development of the share price of the Company but may fluctuate more strongly than the share price.

Share Certificates and Delivery of the New Shares

The New Shares (ISIN DE000A1ML7J1/WKN A1ML7J) will be issued as no-par value (*Stückaktien*) registered (*Namensaktien*) ordinary shares. The New Shares will be represented by one global share certificate, which will be held in a collective custody securities account with Clearstream Banking AG, Frankfurt, Germany.

According to the Company's articles of association, the rights of shareholders to receive definitive share certificates for their shares shall be excluded. Likewise, the right of shareholders to dividend coupons and renewal coupons shall be excluded.

Unless the Subscription Period is extended or the Subscription Offer is cancelled, the New Shares subscribed for in the Subscription Offer are expected to be made available to the collective securities custody as co-ownership interests in the global share certificate on December 13, 2021. In the same way, the New Shares acquired in the rump placement are expected to be made available on December 13, 2021, *i.e.* after the end of the rump placement (the ***Rump Placement***). The New Shares hold the same rights as all other shares of the Company (including full dividend rights from the fiscal year starting January 1, 2021) and are not vested with any additional rights or benefits.

Commissions Charged by Custodian Banks

The custodian banks may charge a customary commission in connection with the subscription of the New Shares as well as for the sale and purchase of subscription rights.

Placement of Unsubscribed Shares (Rump Placement)

The New Shares not subscribed in the Subscription Offer (***Rump Shares***) will be offered for sale by the Joint Bookrunners in the Rump Placement at a price at least equivalent to the Subscription Price (i) to qualified investors in private placements outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the ***Securities Act***), and (ii) in the United States of America (***United States***) to qualified institutional buyers in reliance on Rule 144A under the Securities Act.

Admission to Trading of the New Shares

The admission of the New Shares to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) and on the regulated market of the Luxembourg Stock Exchange (*Bourse de Luxembourg*) is expected to be granted on December 9, 2021. The New Shares are expected to be included in the existing quotation for the Company's listed shares on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) and the regulated market of the Luxembourg Stock Exchange (*Bourse de Luxembourg*) on December 13, 2021.

Selling Restrictions

The New Shares and the subscription rights will only be publicly offered in Germany and Luxembourg. The New Shares and the subscription rights have not been and will not be registered under the Securities Act or with the securities regulatory authority of any individual state or other jurisdiction of the United States. The New Shares and the subscription rights may neither be offered, sold, exercised, pledged, transferred nor delivered directly or indirectly to or within the United States, except pursuant to an exemption from the registration requirements of the Securities Act and the securities laws of the respective individual states of the United States apply and in accordance with further applicable laws of the United States.

The acceptance of this offer outside Germany may be subject to restrictions. Persons who intend to accept this offer outside Germany or Luxembourg are requested to inform themselves with regard to and comply with the restrictions that exist outside Germany and Luxembourg.

Important Notices

Existing shareholders and new investors are advised to carefully read the Prospectus dated November 22, 2021 and to take particular note of the risks described in the section “*1 Risk Factors*” starting at page 1 of the Prospectus and to consider such information when making their decision, before making a decision to exercise, acquire or sell any subscription rights or to acquire any shares. The Prospectus is available on the Company’s website (<https://investoren.vonovia.de/en/> under the section “Transactions – Capital Increase (Deutsche Wohnen Transaction)”). In light of the potentially high volatility of equity prices and the market environment, shareholders should inform themselves of the Company's current share price before exercising their subscription rights for the New Shares at the subscription price. The Joint Bookrunners are entitled to terminate the Underwriting Agreement or decide together with the Company to extend the subscription period or to postpone the implementation of the Subscription Offer under certain conditions. These conditions include, in particular, (i) material restrictions on stock exchange trading or banking activities, the outbreak or escalation of hostilities or war, or the occurrence of acts of terrorism or other calamity or crisis if such conditions make it impracticable or inadvisable to market the New Shares or to enforce contracts for the sale of the New Shares and/or likely to prejudice materially the success of the capital increase, the distribution of the New Shares or dealings in the New Shares in the secondary market, and (ii) material adverse changes in the business or financial condition, prospects, shareholders’ equity or results of operations of the Company and/or the Group and a rating downgrade. The Joint Bookrunners are also relieved from their obligations under the Underwriting Agreement if the implementation of the capital increase has not been registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Bochum by December 3, 2021, 11:59 p.m. CET and if the Company and the Joint Bookrunners fail to agree on a later deadline.

In case the Joint Bookrunners withdraw from the Underwriting Agreement prior to the registration of the capital increase with the commercial register (*Handelsregister*), subscription rights may expire without compensation. In such a case, a reverse transaction relating to the trading of subscription rights will not take place and investors who purchased subscription rights could suffer a loss. In addition, if at the time of the termination any sales of New Shares have already been made, the seller of the relevant shares bears the risk of not being able to meet the delivery obligation by delivering New Shares. In case the Joint Bookrunners terminate the Underwriting Agreement after the capital increase has been registered with the commercial register (*Handelsregister*), shareholders and purchasers of subscription rights who have exercised their subscription rights may acquire New Shares at the Subscription Price. In case the Joint Bookrunners withdraw from the Underwriting Agreement after the Subscription Offer has been completed, which is also possible following delivery, settlement and the listing of the New Shares subscribed for in the offering, such withdrawal would only apply to New Shares that were not subscribed for.

Publication of the Prospectus

In connection with the Subscription Offer, a securities prospectus of the Company dated November 22, 2021, for the public offering of the New Shares (the ***Prospectus***) has been published on the Company’s website (<https://investoren.vonovia.de/en/> under the section “Transactions – Capital Increase (Deutsche Wohnen Transaction)”). Printed copies of this Prospectus will be available for distribution free of charge at and upon inquiry with Vonovia SE, Universitätsstraße 133, 44803 Bochum, Germany, during regular business hours.

Bochum, November 2021

VONOVIA SE

The Management Board