<u>This is a convenience translation of the German original. In case of any discrepancy the German version is the legally binding one.</u>

Countermotions subject to publication pursuant to Section 126 (1) AktG for the Annual General Meeting of Vonovia SE on May 17, 2023

(Status: May 1, 2023)

A Countermotion by Dr. Roland Karl

On the resolution on the allocation of net profit of Vonovia SE for the 2022 fiscal year (agenda item 2)

Proposed resolution:

"The unappropriated profit of 700,000,000.00 € reported in the approved annual financial statements as of December 31, 2022 is to be appropriated as follows:

Distribution of a cash dividend of 0.45 € per no-par value share of the Company entitled to dividend for the financial year 2022;

with currently 795,849,997 no-par value shares:	358,132,498.65 €
Allocation to other revenue reserves:	0.00 €
Profit carried forward:	341,867,501.35 €
Unappropriated profit:	700,000,000.00 €

The cash dividend is due for payment on June 14, 2023."

Rationale:

"1. The Executive Board and Supervisory Board have proposed a cash dividend or, optionally, a stock dividend of 0.85 € to the Annual General Meeting. In making this proposal, the corporate bodies assume that 50% of the shareholders will vote for the stock dividend and that half of the amount proposed for distribution will therefore be retained as cash by the Company. The reduced cash dividend of 0.45 € per share for all shareholders put to the vote takes into account the return of cash calculated by the Executive Board and Supervisory Board via the election of a stock dividend and the associated liquidity planning.

2. At the current stock market price, the stock dividend has the same economic effect as if the Company were to sell its real estate at 60% below the market value due to the dilution it causes. In economic terms, the Executive Board is therefore indirectly proposing to the Annual General Meeting precisely what it has declared it is not prepared to do in the case of the direct sale of real estate (in my opinion, rightly so). The proposed stock dividend therefore lacks any economic stringency! In addition, due to the increased number of shares, the future dividend payment is impaired, especially since the Company does not receive adequate equity for the newly issued shares. Therefore, even the shareholders who make use of the stock dividend damage themselves; the shareholders dilute the net asset value and the sustainable dividend ability when choosing this option. The shareholder who prefers shares in Vonovia SE instead of a cash dividend can acquire these shares via the capital market using the cash dividend.

Against this economic background, an increased sale of real estate, possibly at a larger discount to the EUR 2 billion already planned for 2023 at non-strategic locations, appears to be economically rational and makes sense if these proceeds are used for the share buyback, which the Executive Board was authorized to do at the Annual General Meeting on April 29, 2022."

B Countermotion by Ludger Schürmann

On the resolution on the allocation of net profit of Vonovia SE for the 2022 fiscal year (agenda item 2)

Proposed resolution:

"The unappropriated profit of 700,000,000.00 € reported in the approved annual financial statements as of December 31, 2022 is to be appropriated as follows:

Distribution of a cash dividend of 0.10 € per no-par value share of the Company entitled to dividend for the financial year 2022;

with currently 795,849,997 no-par value shares:	79,584,999.70 €
Allocation to other revenue reserves:	0.00 €
Profit carried forward:	716,264,997.30 €
Unappropriated profit:	700,000,000.00 €

The cash dividend is due for payment on June 14, 2023.

Rationale:

1) Due to the change in interest rates, Vonovia SE is affected by massive cost increases in several respects. This relates in particular to financing costs and costs for the construction of new residential space or the modernisation, refurbishment and repair of existing properties. Against this backdrop, the management should continue all efforts to raise further cost saving potentials. This also applies to the complete integration of Deutsche Wohnen SE. This logically includes the termination of the stock exchange listing of Deutsche Wohnen SE. For example, a stock exchange listing is fundamentally associated with high time, personnel and cost expenditure in the areas of accounting, corporate governance and compliance. These duplicate structures should be ended as quickly as possible. In the Annual Report 2022, the share of Deutsche Wohnen SE is estimated at 87.60%. The funds should therefore remain in the Group in order to give the management the opportunity to initiate any structural measures with the aim of delisting Deutsche Wohnen SE by increasing the shareholding.

2) The dividend is to be paid as a cash dividend. A stock dividend is to be rejected on the basis of the current parameters (share price in relation to NAV)."

C Countermotion by Markus Roeser

On the resolution on the allocation of net profit of Vonovia SE for the 2022 fiscal year (agenda item 2)

Proposed resolution:

It is proposed that no dividend be paid. Instead, the reported unappropriated profit is to be transferred to retained earnings. This should be used to finance the modernization of the portfolio without affecting rents, the expansion of services for tenants, and rent reductions.

Rationale:

The high dividend payments of recent years were already too high. Paying a dividend at all in the current economic situation further exacerbates the Group's crisis and, if necessary, forces it to adopt further unsustainable crisis strategies. The valuation situation of the real estate portfolios, the solvency of tenants and other price increases can currently change rapidly. Accordingly, the Group needs further reserves.

The modernization of existing buildings in a way that is neutral in terms of warm rents must continue to be driven forward. If the subsidy conditions and the financial situation of the tenants currently only permit this to a limited extent, a larger proportion must be covered by equity. The almost €700 million in retained earnings would be better invested here. Also in the interests of shareholders. This is the only way to achieve a sustainable, long-term investment.

Long-standing tenants of Vonovia's predecessor companies are still familiar with the years of financial crisis and, in some cases, dramatic maintenance backlogs. This must not happen again!

Selling apartments and shares to additional investors is not a long-term strategy. If equity is urgently needed, a further outflow of capital in the form of dividends should be avoided.

The second rent is becoming an increasingly heavy burden for many people. For Vonovia tenants, this is also because new cost items are constantly being introduced and billed by subsidiaries. There is no discernible cost saving for people. The Management Board has so far refused to provide the transparency demanded by tenants' associations with regard to the actual costs incurred and the Group profits factored into the operating cost statements.

However, it is not only since the allegations of corruption that transparency has become important. Instead of issuing short-term reminders to tenants who file objections against the operating cost statements, it would be better to use the retained earnings withdrawn to repay tenants for high operating costs. Especially to the extent that profits from subsidiaries in the Value-Add segment were settled via operating cost statements.

On the resolution on the formal approval of the actions of the members of the Management Board in the 2022 fiscal year (agenda item 3)

Proposed resolution:

It is proposed that the actions of the Board of Management not be ratified.

Rationale:

The business policy of recent years is partly responsible for the Group's current state of crisis. In the past, the Board of Management has regularly proposed excessive dividend payments without any need to do so, instead of investing in the energy-efficiency upgrading of the housing stock without affecting rents, and increasing customer satisfaction by providing better service and improving working conditions.

When checking operating, heating and modernization invoices, tenants are regularly presented with intra-group invoices that subsidiaries issue to each other. Unfortunately, the costs actually incurred by the company carrying out the work, either as its own investment or via subcontractors, are not disclosed. The Executive Board has so far rejected corresponding inquiries from tenants' associations and initiatives. Unfortunately, the current allegations of corruption also show how important it is to have another means of control.

On the resolution on the formal approval of the actions of the members of the Supervisory Board in the 2022 fiscal year (agenda item 4)

Proposed resolution:

It is proposed that the actions of the Supervisory Board not be approved.

Rationale:

The business policy of recent years is partly responsible for the Group's current state of crisis. In the past, the Board of Management has regularly proposed excessive dividend payments without any need to do so, instead of investing in the energy-efficiency upgrading of the housing stock without affecting rents, and increasing customer satisfaction by providing better service and improving working conditions.

D Countermotion by Knut Unger

On the resolution on the allocation of net profit of Vonovia SE for the 2022 fiscal year (agenda item 2)

Proposed resolution:

It is proposed that a dividend distribution be dispensed with altogether.

The arbitrarily reported unappropriated profit (700 million euros) will be transferred in full to retained earnings. The amount is to be used for housing-related management, capping of basic rents at the level of local comparative rents, climate-friendly renewal of the housing stock without increases in warm rents, and supplementing the housing stock with social housing to meet demand.

Rationale:

The annual financial statements for 2022 show a net loss of €19.2 billion. The net loss and the reported unappropriated net income of €700 million could only be offset by a withdrawal of €19.9 billion from additional paid-in capital. As a result, equity fell to €6.9 billion in the 2022 financial statements. Against this background, paying the dividend proposed by the Executive Board and Supervisory Board would be to the detriment of the Company's substance, its tenants and its workforce. More than anything else, this would be an unjustifiable overexploitation of the company's assets.

Over many years, Vonovia and its predecessor companies have financed excessive dividends from rising rents, non-transparent internal Group accounting and savings in tenant services. Most recently, 45 % of rental income in 2021 (adjusted) was distributed as dividends in 2021. In fiscal 2022, the figure is 19%. A much higher proportion of rental income than before is now going into debt reduction, which has been neglected for many years. This does not improve anything for the tenants. As in the previous year, only a good 25% of rental income was used for ongoing administration and maintenance costs in 2022.

For many years, Vonovia's organic rent increase has been well above the federal rent index. Taking Vonovia's size into account, it must be regarded as the number one rent driver in Germany. This is particularly true in areas where the legislator does not impose any effective limits on rent increases. In the southern Ruhr region, where there is no rent cap, Vonovia often raises rents by more than 30 percent when properties are relet and then far above the local rent index.

In this context, Vonovia is not content with the basic rents when it comes to skimming off tenants' income. [redacted] However, with the help of these non-transparent and legally disputed special revenues, Vonovia is unable to absorb its debt burden. New construction programs have been discontinued as crisis measures, and extensive property sales and "joint ventures" with private equity funds are to take place, further increasing the company's dependence on the financial markets. None of this changes the low stock market values.

The aggressive expansionary business model of industrially optimized skimming of mass incomes for the benefit of the financial markets, which has been pursued for two decades, is structurally coming to the end of its cycle. Its continuation is becoming increasingly destructive. It is now also at the expense of investors and always at the expense of the public purse. What is now on the agenda is not the rescue of the financial market vehicle, but the sustainable safeguarding of existing housing, means of production and jobs. All of the company's resources will be needed to organize the downsizing, definancialization and democratization of the company that this requires.

At the end of this process, which necessarily includes a stock market exit, there should be a clearer, more decentralized and more transparent company that dedicates its entire assets permanently to the provision of social housing and climate-friendly neighborhood redevelopment. At some point, it should be possible for this company to pay an annual interest rate of 4% on its permanently committed equity contribution to the company. As was the case with the regulations in the former non-profit housing industry. But there is a long way to go before that happens after years of speculative and extractive growth.

On the resolution on the formal approval of the actions of the members of the Management Board in the 2022 fiscal year (agenda item 3)

Proposed resolution:

The acts of the Executive Board are not ratified.

A new Management Board is needed immediately for the necessary transformation of Vonovia into a significantly downsized, non-listed, non-profit company.

Rationale:

The Management Board has portrayed itself and the Vonovia Group as the main victims in the allegations of corruption in connection with searches of 40 locations, including Vonovia's headquarters in Bochum, that took place on March 7, 2023 and the execution of four arrest warrants. In reality, he bears considerable joint responsibility.

According to media reports, corrupt employees of Vonovia subsidiaries are alleged to have manipulated bills of quantities in order to enable the favored external construction companies to overbill. These manipulations should have been noticed during a proper inspection with regular acceptances. However, as tenant representatives who check the accounts - such as the Witten Tenants' Association - have found time and again, Vonovia is unwilling or unable to provide credible evidence of proper inspections, audits and actual payments for modernization or operating cost accounts. These findings have been repeatedly brought to the attention of the CEO for years. No remedial action has been taken.

Instead of providing tenants with full insight into the costs actually incurred by the Group, Vonovia predominantly submits invoices between non-transparent, Group-controlled corporate constructs that are not the executing companies. Even if they want to, tenants cannot compare the services billed by the executing companies with the services actually provided. Despite repeated appeals to the CEO to finally provide evidence of the actual costs, Vonovia continues to regularly write reminders to tenants who are justifiably withholding payments due to the failure to provide evidence.

The VoNO!via Tenants Alliance, a coalition of tenant organizations nationwide, has publicly stated unopposed:

- None of the cases known to him was documented in the modernization documents. In no case did the tenants notice any technical inspections, e.g. after windows had been installed. The invoices submitted by Vonovia Engineering GmbH do not contain any inspection notes.
- No evidence of actual payment of the invoiced amounts to the bank accounts specified in the invoices was provided in any case known to him.
- Vonovia bills its high ancillary construction costs in accordance with the fee schedule for architects and engineers. This means that it should be able to present an auditable final invoice from the architects and engineers, which would have to include an examination of the actual performance of services, acceptance of construction work, etc. Instead, Vonovia feeds the tenants' organizations with lists of just a few pages that it has produced itself. Instead, Vonovia fobbed off the tenant organizations with lists of just a few pages that it had prepared itself.
- In many cities, winter service calls were repeatedly billed that tenants observed were never provided and/or for which there was no need due to the weather.
- For years, in a residential area of Witten with major garbage problems, there have been "Garbage services" billed, supposedly twice a week. They have never been observed.

- In 2028, a master plumber working for "Team Wallraff" noticed on camera that a number of measures to renew a heating system in Witten had not been completed, even though the measures had already been billed and included in the rent increases.
- In Breslauer Straße in Böblingen, tenants received rent increases on December 1, 2022 due to an energy modernization measure. The invoices sent by Vonovia-Engineering GmbH for the audit included numerous services that were not carried out to the extent invoiced. For example, the installation of a steel door was invoiced, although the old wooden door was not replaced. Too many counters and balcony doors were invoiced, as well as "skylight openers" that do not even exist in the houses.

There was electrical work announced to tenants in the same building group by notice on 5/2/2023 for 5/16/2023, which was already listed in the invoices that were the basis for the rent increases on 12/1/2023.

It is not only the tenants who may suffer from such abuses, but possibly also the public funding agencies. The refusal to provide receipts, which is not permissible under rental law anyway, represents a serious weakness in the compliance system. This is because, unlike corporate bodies, the tenant side has a strong self-interest in avoiding costs that have not been incurred. Despite requests, the Executive Board did not ensure that the actual costs were finally disclosed, even after the investigations by the public prosecutor became known.

On the resolution on the formal approval of the actions of the members of the Supervisory Board in the 2022 fiscal year (agenda item 4)

Proposed resolution:

The acts of the Supervisory Board are not ratified.

Rationale:

The Supervisory Board failed to warn the Board of Management against the fatal path of the debt-financed major takeover of Deutsche Wohnen at an exorbitant price.

The Supervisory Board has approved annual financial statements for 2022 that conceal the high balance sheet losses incurred by withdrawing from the capital reserve in order to justify a further dividend distribution that further weakens the substance of the company.

The Supervisory Board has failed to effectively introduce control mechanisms within the company that make corruption and fraud more difficult. It has not made any discernible efforts to strengthen tenants' rights to audit the billing of ancillary and modernization costs. It has allowed a billing system to develop within Vonovia that favors fraudulent invoicing.

Despite knowledge of the allegations, the Supervisory Board has done nothing to put an end to the non-transparent accounting towards the tenants.

On the resolution on the amendment of the regular term of office of members of the Supervisory Board and corresponding amendment of § 11.2 of the Articles of Association (agenda item 8)

Proposed resolution:

The term of office is shortened to 1 year.

Rationale:

The necessary transformation of Vonovia into a non-listed, significantly downsized, non-profit company will soon require a Supervisory Board with a completely different composition to accompany this process. It should be made up of experts from local politics, academia, trade unions and tenants' organizations, with significantly reduced remuneration and a completely different compensation system.

On the resolution on the authorization of the Company to conduct a virtual General Meeting by adding a new section 14a to the Articles of Association (agenda item 10)

Proposed resolution:

It is proposed that the resolution proposed by the Supervisory Board and the Executive Board to authorize the Executive Board to decide on the holding of a virtual Annual General Meeting be rejected.

Rationale:

The format and manner in which an Annual General Meeting is conducted affect elementary shareholder rights. Therefore, it should be the shareholders' meeting and not the management board that decides on the conditions and format of future shareholders' meetings. In addition, the AGM should also decide whether a hybrid format should be implemented as a further option, combining the advantages of a face-to-face AGM with those of a purely virtual event.

It is precisely the necessary transformation of Vonovia into a non-listed, significantly downsized, non-profit company that requires an open, strategic debate with all stakeholders, including civil society in particular, which is by no means limited to discussing key financial figures. A purely digital event cannot do justice to this task.

With its decision to hold this year's Annual General Meeting purely virtually, the Executive Board has already demonstrated its unwillingness to take advantage of new opportunities for a shareholder-friendly expansion of participation options. For example, the Executive Board decided not to give shareholders the opportunity to submit their questions in writing in advance and to make the answers transparent to everyone. This would have made it possible to better implement the right of all shareholders to ask questions and receive information, and also to focus the discussion at the Annual General Meeting on important points and follow-up questions. In general, it is not a good way of dealing with shareholders to hold a vote under the very conditions that the Executive Board and Supervisory Board are asking for in the first place.

***