

NOT FOR DISTRIBUTION IN THE UNITED STATES, AUSTRALIA OR JAPAN



Vonovia SE

Bochum

ISIN DE000A1ML7J1

WKN A1ML7J

Announcement on Dividend and Appropriation of Net Income

On 29 April 2022, the annual general meeting resolved to use EUR 1,289,151,665.74 of the EUR 1,325,000,000.00 unappropriated net income generated in the 2021 financial year to pay a dividend of EUR 1.66 per no par value share carrying dividend rights for the 2021 financial year (in total 776,597,389 shares) and to carry forward the remaining balance of EUR 35,848,334.26.

The dividend will be paid out in cash or in the form of shares in Vonovia SE. Details relating to dividend payment in cash and the possibility for shareholders to opt to receive shares are explained in a document containing information on the number and nature of the shares and the reasons for and details of the offer ("Prospectus-Exemption Document"). This document is published on the company's website at <https://investors.vonovia.de/agm>. Details of the subscription to the new shares are given in the subscription offer, which has been published on the company's website at <http://investoren.vonovia.de/hv> and in the German Federal Gazette on 2 Mai 2022. Subscription of the new shares is permitted only if, at the time of making the declaration of subscription, the shareholder is not residing in the United States of America, Australia or Japan, or in any other jurisdiction under which subscription to shares is subject to restrictions or would not be permissible, except for any exemptions that may apply under local law.

Neither the subscription rights, nor the new shares are, or will be, registered in accordance with the U.S. Securities Act of 1933 as amended, or with the securities regulators of individual states or other territories of the United States of America. At no time may the subscription rights and new shares be offered, sold, exercised, pledged, transferred or delivered, either directly or indirectly, to the or within the United States of America, except for qualified institutional buyers ("QIBs") as defined in Rule 144A of the U.S. Securities Act of 1933, as amended (the "Securities Act") or due to an exemption from the registration requirements of the Securities Act or in such a transaction that is not covered by them if it does not constitute a breach of applicable securities legislation in the individual states of the United States of America.

Cash dividends will be paid to shareholders by the depository banks as from 25 May 2022. The settlement agent is Commerzbank Aktiengesellschaft. Dividends in the form of new shares are expected to be delivered on 1 June 2022.

As the dividend for the 2021 financial year is to be paid in full from the tax contribution account in accordance with § 27 (“Contributions other than into nominal capital”) of the German Corporation Tax Act (*Körperschaftsteuergesetz*), no capital gains tax, solidarity surcharge or possible church tax will be deducted. Dividends paid to shareholders in Germany are not subject to taxation. This applies both to dividends paid in cash and – where available – also to dividends paid in shares. Dividends do not entail tax refunds or tax credits. In the German tax authorities’ view, the dividend payment reduces the acquisition costs of the shares for tax purposes.

Bochum, May 2022

Vonovia SE
The Management Board

This document is not an offer of securities for sale in the United States. The subscription rights and the shares referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("Securities Act"). The subscription rights may only be exercised, and the new shares may only be offered or sold, pursuant to an exemption from, or in transactions not subject to, the registration requirement of the Securities Act.