

VONOVIA SE

Bochum

ISIN DE000A1ML7J1

WKN A1ML7J

Virtual, Annual General Meeting of Vonovia SE

on Tuesday, 30 June 2020 10:00 hours

The General Meeting takes place without the physical presence of shareholders and their proxies at the business premises of Vonovia SE, Universitätsstraße 133, 44803 Bochum.

Shareholders' voting rights may only be exercised by postal vote or by granting power of attorney to the proxies nominated by the Company. Pursuant to section 1(2) sentence 1 no. 1 of the Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie; C-19 AuswBekG*) the entire meeting will be broadcast in sound and vision on the password-protected InvestorPortal, which can be accessed via the Company's website at <https://investors.vonovia.de/agm>

INFORMATION ON SHAREHOLDERS' RIGHTS

(in accordance with Article 56 SE Regulation, section 50(2) German SE Implementation Act (SEAG), section 122(2) German Stock Corporation Act (AktG), section 126(1) AktG , section 127 AktG and section 131 AktG, section 1(2) sentence 1 no. 2 and 3, (3) C-19 AuswBekG)

The invitation to the Annual General Meeting already contains information on shareholders' rights according to article 56 SE Regulation, section 50(2) SEAG, section 122(2) AktG, section 126(1) AktG, section 127 AktG, section 131 AktG and section 1(2) sentence 1 no. 2 and 3, (3) C-19 AuswBekG.

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) lit. c) ii), article 53 and article 61 SE Regulation, to the extent that the provisions of the SE Regulation do not provide otherwise.

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

1. Shareholders' Motions to add Items to the Agenda pursuant to Article 56 SE Regulation, section 50(2) SEAG, section 122(2) AktG, section 1(3) sentence 4 AuswBekG

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 SE Regulation in conjunction with section 50(2) SEAG; section 50(2) SEAG corresponds with the rules stipulated in section 122(2) AktG.

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

The requests to add items to the agenda must be addressed to the Management Board in writing (section 126 German Civil Code, BGB) or in electronic form (§ 126a BGB) and must be received by the Company at least 14 days in advance of the meeting (section 1(3) sentence 4 AuswBekG), with the day of receipt and the date of the meeting not being included in this calculation. The deadline for the receipt of such requests is therefore, **24:00 hours on Monday, 15 June 2020**. Requests received subsequently will not be considered.

We ask that any requests to add items to the agenda be submitted to the following address:

Vonovia SE
- Management Board -
Universitätsstraße 133
44803 Bochum

If you use the electronic form (§ 126a BGB), please send a possible supplementary request via email to:

hauptversammlung@vonovia.de

Additions to the agenda, which are to be published, shall be published in the Federal Gazette (*Bundesanzeiger*) immediately after receipt. They shall also be published on the Company's website at <https://investors.vonovia.de/agm> and the shareholders shall be notified of them, in accordance with section 125(1) sentence 3 and (2) AktG.

2. Shareholders' Countermotions and Appointment Proposals pursuant to section 126 and section 127 AktG

Every shareholder has the right to file a countermotion in the Annual General Meeting in relation to specific items on the agenda, to contest proposals made by the Management Board and/or Supervisory Board. Countermotions, appointment proposals, and other inquiries from shareholders to the Annual General Meeting must be submitted to the following address only:

Vonovia SE
- Legal Department -
Universitätsstraße 133
44803 Bochum
fax number: +49 (0) 234 314 2944
email address: hauptversammlung@vonovia.de

Countermotions and appointment proposals sent to any other address do not have to be published.

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

1. insofar as the Management Board would become criminally liable through publication,
2. if the countermotion would result in a resolution by the Annual General Meeting, which would be illegal or would violate the articles of association,
3. if the justification contains statements which are obviously false or misleading in material respects, or which are libelous,
4. if a countermotion of such a shareholder based on the same facts has already been published with respect to a General Meeting of the Company pursuant to section 125 AktG,
5. if the same countermotion, brought by a shareholder and based on essentially identical grounds, has already been published pursuant to section 125 AktG, in at least two General Meetings of the Company within the past five years and fewer than one-twentieth of the share capital represented had voted in favour of this countermotion at the General Meeting,
6. if the shareholder indicates that he/she will neither attend nor be represented at the Annual General Meeting, or
7. if, within the past two years at two General Meetings, the shareholder has failed to make a countermotion communicated by him, or instructed one to be made on his behalf.

The same applies *mutatis mutandis* to the publication of appointment proposals. Additionally, the Management Board does not need to publish appointment proposals for the election of auditors, if such proposals do not include the name, the profession, and the place of residence of the individual being put forward, in case of legal persons, the name of the company and corporate seat. Appointment proposals may, but do not have to, be justified.

The justification for counter-motions and appointment proposals do not have to be published if they are longer than 5,000 characters in total. If several shareholders file counter-motions with respect to the same resolution item, or make the same appointment proposal, the Management Board may combine such counter-motions or appointment proposals and the respective justifications (if any).

Countermotions and proposals for the election received by the Company at the address below at least 14 days prior to the Annual General 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 Monday, 15 June 2020** at the latest, shall be immediately published in accordance with Sections 126, 127 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.

Countermotions and election proposals to be made accessible in accordance with sections 126 and 127 AktG will be considered to have been submitted in the Virtual Annual General Meeting if the shareholder making the request has duly registered for the Annual General Meeting.

3. Opportunity for Shareholders to ask Questions by Electronic Communication

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 item of the Agenda. 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 company, the Group's situation and the companies included in the consolidated financial statements. The Managing Board may refuse to provide information,

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 company;
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 Annual 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 Annual General Meeting as well as during the Annual General Meeting.

The shareholders' right to information is considerably restricted in the case of a Virtual General Meeting pursuant to section 1(2) C-19 AuswBekG. Under this, the shareholders may only ask questions by way of electronic communication (section 1(2) sentence 1 no. 3 C-19 AuswBekG). The Management Board may also stipulate that questions must be submitted at least two days before the Annual General Meeting. The Management Board of Vonovia SE has made use of this option with the approval of the Supervisory Board. In accordance with section 1(2) sentence 2 C-19 AuswBekG – by derogation from section 131 AktG – the Management Board will only decide on answers to questions by employing its due and proper discretion. According to the explanatory memorandum to section 1(2) sentence 2 C-19 AuswBekG, the management are not required to answer all questions under any circumstances; they can summarize questions and select meaningful questions in the interest of the other shareholders. In doing so, they may give preference to shareholders' associations and institutional investors holding significant numbers of voting rights. Duly registered shareholders may ask questions by way of electronic communication (see section 1(2) sentence 1 no. 3 C-19 AuswBekG). Any questions must be submitted at the latest two days before the Annual General Meeting, i.e. by **Saturday, 27 June 2020 (24:00 hours)**, via the Company's InvestorPortal accessible at the Internet address <https://investors.vonovia.de/agm>. It is not possible to submit questions by other means.

Questions can no longer be submitted after expiry of the aforementioned deadline. It is intended that the names of those asking the questions will generally be stated as part of the Q&A process. In this respect please note the further explanations on shareholders' rights and on data protection at the end of this invitation notice. Further information on the processing of personal data and on the rights you are entitled to according to the EU data protection basic regulation can be found at any time on our website at <https://investoren.vonovia.de/websites/vonovia/English/6080/data-privacy.html>.

Please note: *This is a translation of the German document on the information about the shareholders' right for the Annual General Meeting of Vonovia SE. Only the German version of this document is legally binding on Vonovia SE. Every effort was made to ensure the accuracy of this translation, which is provided to shareholders for information purposes only. No warranty is made as to the accuracy of this translation and Vonovia SE assumes no liability with respect thereto.*