

## Postal and proxy voting form

This form does not replace the orderly registration for the Annual General Meeting. Please note the information on the following page.

### Person making the declaration

\_\_\_\_\_  
Last name or company\*

\_\_\_\_\_  
Number of shares\*

\_\_\_\_\_  
First name\*

Admission card number\*

\_\_\_\_\_  
Zip code/City\*

Shareholder Number\*

\*Mandatory fields (please obtain the data from the Annual General Meeting admission card sent to you following due completion of registration procedures).

### Postal vote or proxy / instructions to proxies appointed by the Company ("proxy / instructions")

I/we am/are exercising my/our voting rights at the Annual General Meeting of Vonovia SE on 9 May 2018 by postal vote as specified below, or by issuing a proxy to the proxies appointed by the Company, each individually, under disclosure of my/our name, to exercise my/our voting rights as specified below, including the right to delegate this proxy authority.

Postal votes and/or proxy / instructions are revoked by personal participation in the Annual General Meeting by the party who issued the proxy or his or her representative.

I/we issue a proxy to Mr. Gianni Balestrieri, Frankfurt am Main, and Mr. Christopher Jany, Frankfurt am Main, (proxies appointed by the Company)

If you **do not** check this box, you will exercise your voting rights by postal vote.

### Proposed resolutions according to the German Federal Gazette

	YES	NO	YES	NO
2. Resolution on the Allocation of Net Profit of Vonovia SE for the 2017 Financial Year .....	<input type="checkbox"/>	<input type="checkbox"/>		
3. Resolution regarding formal Approval of the Actions of the Members of the Management Board in the 2017 Financial Year .....	<input type="checkbox"/>	<input type="checkbox"/>		
4. Resolution regarding formal Approval of the Actions of the Members of the Supervisory Board in the 2017 Financial Year .....	<input type="checkbox"/>	<input type="checkbox"/>		
5. Election of the Auditors of the Annual Financial Statements and the Consolidated Financial Statements for the 2018 Financial Year and of the potential Review of the Interim Financial Reports for the 2018 Financial Year and the Interim Financial Report for the First Quarter of the 2019 Financial Year .....	<input type="checkbox"/>	<input type="checkbox"/>		
6. Resolution regarding the election of members of the Supervisory Board				
	YES	NO	YES	NO
a) Jürgen Fitschen .....	<input type="checkbox"/>	<input type="checkbox"/>	g) Daniel Just .....	<input type="checkbox"/>
b) Burkhard Ulrich Drescher .....	<input type="checkbox"/>	<input type="checkbox"/>	h) Hildegard Müller .....	<input type="checkbox"/>
c) Vitus Eckert .....	<input type="checkbox"/>	<input type="checkbox"/>	i) Prof. Dr. Klaus Rauscher .....	<input type="checkbox"/>
d) Prof. Dr. Edgar Ernst .....	<input type="checkbox"/>	<input type="checkbox"/>	j) Dr. Ariane Reinhart .....	<input type="checkbox"/>
e) Dr. Florian Funck .....	<input type="checkbox"/>	<input type="checkbox"/>	k) Clara-Christina Streit .....	<input type="checkbox"/>
f) Dr. Ute Geipel-Faber .....	<input type="checkbox"/>	<input type="checkbox"/>	l) Christian Ulbrich .....	<input type="checkbox"/>
7. Resolution regarding the Cancellation of the Authorized Capitals 2016 and 2017 and the existing Sections 5b and 5c of the Articles of Association and the Creation of an Authorized Capital 2018 with the Possibility of Excluding Shareholders' Subscription Rights and correspondingly including a new Section 5 in the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>		
8. Resolution regarding the Cancellation of the existing and the Granting of a new Authorization to issue Convertible Bonds, Warrant Bonds, Profit Participation Rights and/or Participating Bonds (or Combinations thereof) with the Option of Excluding Subscription Rights, regarding the Cancellation of the Conditional Capital 2016 and the Creation of a Conditional Capital 2018 with a corresponding Amendment of Section 6 of the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>		
9. Resolution regarding the Cancellation of the existing and the Granting of a new Authorization for the Company to acquire and use its own shares, also under exclusion of subscription and tender rights .....	<input type="checkbox"/>	<input type="checkbox"/>		
10. Resolution regarding the Authorization for the Company to use Derivatives in connection with the acquisition of its own shares as well as on the exclusion of subscription and tender rights .....	<input type="checkbox"/>	<input type="checkbox"/>		
11. Resolution on the approval of the conclusion of a control and profit and loss transfer agreement between Vonovia SE and a subsidiary .....	<input type="checkbox"/>	<input type="checkbox"/>		

\_\_\_\_\_  
Date, signature(s) or name of person making the declaration

### Proxy to a third party

I/we hereby authorise

\_\_\_\_\_  
Last name or company

\_\_\_\_\_  
First name

\_\_\_\_\_  
City

to represent me/us in the Annual General Meeting mentioned above under disclosure of my/our name(s). With this proxy any proxies issued by other means are revoked. This proxy authorises to exercise all Annual General Meeting related rights and grants the right to delegate the proxy authority. The proxy is deemed to be revoked in case of a personal participation of the shareholder in the Annual General Meeting.

\_\_\_\_\_  
Date, signature(s) or name of person making the declaration

## Notes

### Registration for the Annual General Meeting

You may only participate in the Annual General Meeting and exercise your voting rights if you have duly registered for the Annual General Meeting.

The registration must be received no later than **2 May 2018 at 24:00 hours** at the following address:

**Vonovia SE**

**c/o Computershare Operations Center**

**80249 Munich**

**Fax: +49 (0) 89 30903-74675**

**Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)**

If you are a shareholder of the Company registered in the shareholder register you will receive a registration form.

### Link to a registration

This form can only be accepted if it can be clearly linked to a registration. If such link is not possible due to failure to register or due to improper registration, or due to information on this form being illegible or incomplete, the voting rights cannot be exercised by postal vote or by instruction to the proxy appointed by the Company, nor can a representative participate or exercise the voting rights.

### Relation to other forms

You can also use the forms printed on the admission card to exercise postal votes or to issue proxy voting instructions. The admission card will be sent to you on completion of the registration procedure. By using these forms, it is ensured that the form can be linked to a registration.

### Guidelines for completing this form

Please fill out this form completely and legibly. The required information about the party issuing this declaration can be found on your admission card, which is sent to you after due completion of your registration. It is not a binding requirement to use this form. You can also use another declaration in text form. In such a case the explanation regarding the link of a proxy to a registration applies likewise.

A proxy to a professional proxy agent (i.e., a financial institution, shareholder association or an equivalent person, institution, company or association pursuant to Section 135 para. 8 AktG and Section 135 para. 10 in conjunction with Section 125 para. 5 AktG) is subject to certain requirements resulting from the law, in particular Section 135 AktG.

### Personal participation in the Annual General Meeting or representation by a third party

With the admission card sent to you after proper registration, you or a party authorised by you can personally participate in the Annual General Meeting. If you would like to issue a proxy to a third party, you may use this postal and proxy voting form or the third party authority form on the first third of the admission card (overleaf). If so, please provide your representative with this form, fully completed, or the admission card with the completed third-party authority form. You may also provide your representative with the admission card and send the proxy or evidence thereof to the Company address listed below. Please expressly inform your proxy representative about these circumstances.

### Postal vote or proxy / instructions to proxies appointed by the Company

If you are not personally participating in the Annual General Meeting and you are not authorising a third party, you can exercise your voting rights by postal vote or have them exercised by proxies appointed by the Company. You can also use the form printed on the admission card for this purpose. Please select a vote for all proposed resolutions. Please mark the YES box to approve the proposed resolution or the NO box to reject the proposed resolution. If you do not make a mark, this will be counted as an abstention. Double marks are considered invalid. If for any point on the agenda which includes a combined proposal individual resolutions shall be adopted, your instructions on how to exercise the vote will be executed for each individual resolution.

We kindly ask you to submit postal voting instructions or proxy/instructions to the proxies appointed by the Company the latest by **8 May 2018 at 24:00 hours** to:

**Vonovia SE**

**c/o Computershare Operations Center**

**80249 Munich**

**Fax: +49 (0) 89 30903-74675**

**Email: [vonovia-hv2018@computershare.de](mailto:vonovia-hv2018@computershare.de)**

Where both postal voting instructions and proxy / instructions are received, the postal voting instructions are given precedence.

If conflicting declarations are received via different channels and it is not possible to discern which was issued most recently, these will be considered in the following order of priority: 1. by Internet, 2. by e-mail, 3. by fax and 4. in paper form.

When voting by postal vote, you cannot exercise rights that go beyond your voting rights, such as putting forward a motion, asking questions or issuing declarations. Proxies appointed by the Company can only exercise voting rights for you on the basis of explicit instructions. Proxies appointed by the Company will not implement any instructions beyond these. If you would like to exercise other rights than those described, you must participate in the Annual General Meeting yourself or authorise a third party as your proxy.

Even after voting by postal vote or issuing a proxy / instructions, you have the right to personally participate in the Annual General Meeting. The personal registration by you or your representative at the entrance to the Annual General Meeting is considered a revocation of any postal vote or proxy / instructions.

You can review shareholder motions (or counter-motions) and voting proposals that have to be published on the website of the Company in the section Investor Relations, General Meeting.

A counter-proposal that is directed exclusively at rejecting a proposed resolution can be supported by voting against the proposal of the management and/or supervisory board. On the basis of proxy/instructions to the proxies appointed by the Company it is not possible to cast a vote on any additional resolutions, such as counter-motions to a proposed resolution with a different content or motions as regard the procedures of the Annual General Meeting.