

**Proxy Appointment and Instruction Form**

This form does not replace the requirement of registering for the meeting in the proper manner. Please refer to the notes and explanations on the website and the admission ticket.

**Authorising Person (principal)**

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

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

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

Admission ticket no.\*

\_\_\_\_\_  
Postcode/place of residence\*

\* Mandatory fields (Please use the information from the admission ticket). Please complete l e g i b l y, in block capitals.

**Power of attorney/instructions to the proxies of the Company**

I/We hereby appoint Ms Anja Krause, Potsdam, and Mr Dirk Sonnberg, Berlin, (proxy of the Company), to represent me/us, with the right to appoint sub-proxies, at the Annual General Meeting on 11 June 2014 and to exercise voting rights for me/us pursuant to my/our instructions as set forth below. This power of attorney will be revoked if you or another third party you have appointed as proxy attend the Annual General Meeting in person.

<b>Proposed resolutions pursuant to the Federal Gazette (Bundesanzeiger)</b>	<b>YES</b>	<b>NO</b>
2. Passing of a resolution concerning the appropriation of balance sheet profits for the 2013 financial year by Deutsche Wohnen AG ....	<input type="checkbox"/>	<input type="checkbox"/>
3. Passing of a resolution concerning the discharge of the Management Board for the 2013 financial year .....	<input type="checkbox"/>	<input type="checkbox"/>
4. Passing of a resolution concerning the discharge of the Supervisory Board for the 2013 financial year .....	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of the auditor of the annual financial statements and of the auditor of the consolidated financial statements, as well as of the auditor for any audited review of the half-year financial report for the 2014 financial year .....	<input type="checkbox"/>	<input type="checkbox"/>
6. Elections to the Supervisory Board: Claus Wissner .....	<input type="checkbox"/>	<input type="checkbox"/>
7. Passing of a resolution concerning the approval of the compensation system applying to the members of the Management Board ....	<input type="checkbox"/>	<input type="checkbox"/>
8. Passing of a resolution concerning the creation of Authorized Capital 2014 with the possibility of excluding subscription rights and cancelling the existing authorized capital and corresponding change to the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>
9. Passing of a resolution concerning the granting of a new authorization to issue convertible and/or warrant-linked bonds and/or convertible or warrant-linked participation rights (or a combination of these instruments) with the option of excluding subscription rights, creation of Conditional Capital 2014/I, partial cancellation of the existing authorization to issue convertible and warrant-linked bonds, partial cancellation of Conditional Capital 2013 (section 4b of the Articles of Association) and corresponding changes to the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>
10. Passing of a resolution concerning the approval to enter into a domination agreement between Deutsche Wohnen AG and GSW Immobilien AG; passing a resolution concerning the creation of Conditional Capital 2014/II and the insertion of a new section 4c in the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval to enter into a profit and loss transfer agreement between Deutsche Wohnen AG and Deutsche Wohnen Management GmbH .....	<input type="checkbox"/>	<input type="checkbox"/>
12. Approval to enter into a profit and loss transfer agreement between Deutsche Wohnen AG and Deutsche Wohnen Immobilien Management GmbH .....	<input type="checkbox"/>	<input type="checkbox"/>
13. Approval to enter into a profit and loss transfer agreement between Deutsche Wohnen AG and Deutsche Wohnen Construction and Facilities GmbH .....	<input type="checkbox"/>	<input type="checkbox"/>
14. Passing of a resolution concerning the authorization to acquire and use own shares, including authorization to retire treasury shares acquired and reduce capital .....	<input type="checkbox"/>	<input type="checkbox"/>
15. Passing of a resolution concerning the conversion of all outstanding registered shares to bearer shares and corresponding amendments to section 4 paragraph 2 and paragraph 3 sentence 1 and section 9 of the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>
16. Passing of a resolution concerning the authorization to issue stock options to Members of the Management Board of Deutsche Wohnen AG and to selected executives of Deutsche Wohnen AG and affiliated companies, the creation of Conditional Capital 2014/III to service stock options and the insertion of a new section 4d in the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
**Date, signature(s)** and other end of the declaration pursuant to section 126b of the Bürgerliches Gesetzbuch (BGB – German Civil Code)

**Power of attorney to a third party**

I/We hereby authorise

\_\_\_\_\_  
Last name\*\*

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

\_\_\_\_\_  
Place of residence\*\*

to represent me/us at the above meeting. This proxy includes the exercise of all rights related to the meeting, including the granting of a sub-authorisations.

\_\_\_\_\_  
**Date, signature(s)** and other end of the declaration pursuant to section 126b BGB

\*\* Please complete l e g i b l y in block capitals.

## **Important notices regarding the proxies**

### **Information on the proxy form**

You may use this form, if you wish to grant power of attorney to a third party or to the proxies of the Company to attend the Annual General Meeting or to exercise the voting rights. In case you grant power of attorney to the named proxies of the Company, please also note the information in below paragraph on "Granting power of attorney/instructions to proxies of the Company". As to the formal requirements for the granting of powers of attorney to credit institutions, institutions which are on par with credit institutions pursuant to sections 135 para. 10, 125 para. 5 German Stock Corporation Act (AktG), or shareholder associations and persons which are on par with shareholder associations pursuant to sections 135 para. 10, the requirements of section 135 para. 2 German Stock Corporation Act (AktG) and further requirements stipulated by the aforementioned institutions apply.

The proxy form does not replace the requirement for proper registration for the meeting. We kindly ask you to fill out the form completely and legibly. You will find the required information regarding the person making the declaration on your appointment ticket. If it is not possible to clearly attribute the power of attorney to the registration due to incomplete or illegible information, the third-party proxy will not be able to exercise the right to vote at the meeting.

The use of this form is not compulsory. You can also use the form printed on the admission ticket or any other kind of declaration in text form. In this case the information above regarding the matching of the proxy to a registration applies.

### **Power of attorney and instructions to proxies of the Company**

If you will not be attending the Annual General Meeting in person and have not authorised a third party, we offer you the opportunity of appointing and instructing the Company proxies using the form on the reverse. In this regard the following provisions apply.

Please provide instructions on all of the proposed resolutions on the agenda. Your instructions refer in each case to the proposed resolutions as published in the Federal Gazette. To vote in favour of a resolution, please check the "yes" box, to vote against a resolution, check the "no" box. If you do not check a box, your instructions will be deemed to constitute an abstention. A check in both boxes will be deemed to be invalid.

Please use this form of power of attorney and instructions to the proxies of the Company and note that we must have received your power of attorney and instructions to the proxies of the Company by no later than 10 June 2014, 12:00 CEST at one of the following addresses:

**Deutsche Wohnen AG**  
**c/o Computershare Operations Center**  
**80249 Munich**  
**Germany**

or

**Telefax: +49 89 30903-74675**

or

**E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)**

If powers of attorney and instructions are received via more than one communication channel and contain differing instructions, priority will be given to the instruction that was received most recently.

You are still entitled to attend the Annual General Meeting in person even after issuing a power of attorney and instructions to the proxies of the Company. If you or the third party you have appointed as proxy register in person at the entrance to the Annual General Meeting, this shall be deemed to revoke the power of attorney and instructions to the proxies of the Company.

Shareholders' applications and proposals for candidates (counter-motions) that are required to be disclosed will be published on the <http://www.deutsche-wohnen.com> (and there in the area of "Investor Relations"> "Annual General Meetings" > "Annual General Meeting 2014")

You may endorse a counter-motion aimed exclusively at rejecting the relevant proposal of the management/supervisory board by issuing voting instructions against the respective proposal.

Since they do not contain specific instructions in this regard, the powers of attorney and instruction to proxies of the Company does not comprise the vote on further proposals such as content-related counter-motions or procedural motions. Your voting rights will be deemed to constitute an abstention in such cases.

Please note that the powers of attorney and instruction to proxies of the Company applies exclusively to the exercise of voting rights in accordance with instructions. Other shareholder rights such as the filing of an application, the raising of questions or the making of declarations cannot be exercised through the powers of attorney and instruction to proxies of the Company.

If you would like to exercise your shareholder rights beyond the scope described above, your rights must be exercised by you in person or a third party authorised by you.