

» ANNUAL GENERAL MEETING 2017

**Deutsche Wohnen AG
Frankfurt/Main**

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**Annual General Meeting of Deutsche Wohnen AG,
on Friday, 2 June 2017, at 10:00 a.m. (CEST)**

at Kap Europa, Osloer Straße 5, 60327 Frankfurt/Main

Information on the Members of the Supervisory Board proposed in the Articles of Association of Deutsche Wohnen SE (Annex to the Conversion Plan, see II of this Agenda) on the Proposed Members of the Supervisory Board

The information according to Article 125 para. 1 sentence 5 AktG and according to recommendations of the German Corporate Governance Code for the proposed candidates for the election to the Supervisory Board as listed in Agenda Item 10 is set out below:

- Mr. Uwe E. Flach, residing in Frankfurt am Main, Germany, Management Consultant, Frankfurt am Main, Germany:

Mr. Uwe E. Flach studied business administration and is a qualified banker. Mr. Flach began his professional career with Dresdner Bank AG and he joined Dillon Read & Company where he worked in New York, London and Paris for six years. In 1976, he moved to DG BANK AG, where he became senior manager with responsibility for capital markets, securities and corporate finance in 1977. In 1989, he first became a deputy member of the Management Board of DG Bank AG, and in 1991 he became a member of the Management Board, taking responsibility for the investment banking division. From 2001 until his retirement in 2003, he was appointed as deputy chairman to the Management Board of DG BANK's successor bank, DZ BANK AG. Besides his affiliation with DG BANK AG and DZ BANK AG, Mr. Flach has held various Supervisory Board positions in various companies (see list below). From 2004 to 2016, he was a senior advisor and consultant for Oaktree GmbH. Mr. Flach has been a member of the Supervisory Board of Deutsche Wohnen AG since January 2008 and serves as chairman of the Supervisory Board since July 2011.

Mr. Uwe E. Flach is currently not a member of other statutory supervisory boards or comparable domestic or foreign controlling bodies at commercial enterprises within the meaning of Section 125 para. 1 sentence 5 AktG.

The Supervisory Board has confirmed with Dr. Florian Stetter that he is able to devote the expected amount of time required. In addition to the aforementioned professional activity, Mr. Uwe E. Flach holds the following key duty besides his mandate in the Company's Supervisory Board:

- Hans Magiera-Stiftung, Bad Homburg, Germany (vice chairman)

In Supervisory Board's opinion, there are no personal or business relationships relevant to the voting decision of the Annual General Meeting between Mr. Uwe E. Flach and the Deutsche Wohnen Group, its bodies or a shareholder holding, directly or indirectly, more than 10% of the voting shares in Deutsche Wohnen.

- Herr Dr. rer. pol. Andreas Kretschmer, residing in Düsseldorf, Germany, advisor to Ärzteversorgung Westfalen-Lippe, Institution of Ärztekammer Westfalen-Lippe KöR, Münster, Germany:

Dr. Andreas Kretschmer studied economics with a focus on auditing/accounting and further started a second course of studies in law at the Johann-Wolfgang-Goethe University in Frankfurt am Main, Germany. In 1977, he received a Ph.D. in economics from the Johannes Gutenberg University in Mainz, Germany. From 1973 to 1992, Dr. Kretschmer worked at Dresdner Bank, where he held leading positions, including executive assistant and director of corporate customer service. Dr. Kretschmer was active both nationally and internationally during his work at Dresdner Bank. During 1991 and 1992, he also worked as Head of Finances to the governmental agency privatizing eastern German property (Treuhandanstalt). In 1992, Dr. Kretschmer joined Ärzteversorgung Westfalen-Lippe (the pension scheme for physicians in Westphalia-Lippe) as managing director of capital investment and served as CEO from January 1, 2009 to March 31, 2017. Since April 1, 2017, he is advisor to Ärzteversorgung Westfalen-Lippe. Dr. Kretschmer has been a member of the Supervisory Board of Deutsche Wohnen AG since June 2000 and serves as vice chairman to the Supervisory Board since August 2006.

Dr. Andreas Kretschmer is currently a member in the following other statutory supervisory boards within the meaning of Section 125 para. 1 sentence 5 clause 1 AktG:

- BIOCEUTICALS Arzneimittel AG, Bad Vilbel, Germany (chairman of the supervisory board)

- Amprion GmbH, Dortmund, Germany (vice chairman of the supervisory board)

Dr. Andreas Kretschmer is currently not a member of comparable domestic or foreign controlling bodies at commercial enterprises within the meaning of Section 125 para. 1 sentence 5 clause 2 AktG.

The Supervisory Board has confirmed with Dr. Andreas Kretschmer that he is able to devote the expected amount of time required. In addition to the aforementioned professional activity and memberships pursuant to Article 125 para. 1 sentence 5 clause 1 AktG, Dr. Andreas Kretschmer holds the following key duty besides his mandate in the Company's Supervisory Board:

- LVM Landwirtschaftlicher Versicherungsverein Münster a.G., Münster (trustee)

In Supervisory Board's opinion, there are no personal or business relationships relevant to the voting of the Annual General Meeting between Dr. Andreas Kretschmer and the Deutsche Wohnen Group, its bodies or a shareholder holding, directly or indirectly, more than 10% of the voting shares in Deutsche Wohnen.

- Herr Matthias Hünlein, residing in Oberursel, Germany, Managing Director of Tishman Speyer Properties Deutschland GmbH, Frankfurt am Main:

Matthias Hünlein received a law degree from the University of Passau, Germany. He began his professional career with Deutsche Bank Group. Among other positions he worked for DB Real Estate Management GmbH (now RREEF Management GmbH) and as managing director of DB Real Estate Spezial Invest GmbH (now RREEF Spezial Invest GmbH), where he was responsible for product development and client relationships. In November 2005, Mr. Matthias Hünlein joined Tishman Speyer Properties Deutschland GmbH where he is responsible, as managing director, for client relationships and capital raising activities in Europe. Matthias Hünlein has been a member of the Supervisory Board of Deutsche Wohnen AG since June 2000.

Mr. Matthias Hünlein is currently not a member of other statutory supervisory boards or comparable domestic or foreign controlling bodies at commercial enterprises within the meaning of Section 125 para. 1 sentence 5 AktG.

The Supervisory Board has confirmed with Mr. Matthias Hünlein that he is able to devote the expected amount of time required. In addition to the aforementioned professional activity, Mr. Matthias Hünlein does not perform

any other key duties besides his mandate in the Company's Supervisory Board.

In Supervisory Board's opinion, there are no personal or business relationships relevant to the voting of the Annual General Meeting between Mr. Matthias Hünlein and the Deutsche Wohnen Group, its bodies or a shareholder holding, directly or indirectly, more than 10% of the voting shares in Deutsche Wohnen.

- Herr Dr. Florian Stetter, residing in Erding, Germany, chairman of the management board of Rockhedge Asset Management AG, Krefeld, Germany:

Dr. Florian Stetter studied business administration at the Vienna University of Economics and Business and received a Ph.D. from the University of Vienna, Austria. He began his professional career in 1988 with McKinsey & Company as a business analyst. From 2000 to 2010, he was managing director of Strabag Property and Facility Services GmbH. He currently serves as chairman of the management board of Rockhedge Asset Management AG in Krefeld, Germany. Dr. Stetter has been a member of the Supervisory Board of Deutsche Wohnen AG since March 2006.

Dr. Florian Stetter is currently a member in the following other statutory supervisory board within the meaning of Section 125 para. 1 sentence 5 clause 1 AktG:

- CalCon Deutschland AG, München, Germany (member of the supervisory board)

Dr. Florian Stetter is currently not a member of comparable domestic or foreign controlling bodies at commercial enterprises within the meaning of Section 125 para. 1 sentence 5 clause 2 AktG.

The Supervisory Board has confirmed with Dr. Florian Stetter that he is able to devote the expected amount of time required. In addition to the aforementioned professional activity and memberships pursuant to Section 125 para. 1 sentence 5 clause 1 AktG, Dr. Florian Stetter holds the following key duty besides his mandate in the Company's Supervisory Board:

- ENOVO s.r.o., Bratislava, Slovak Republik (Managing Partner)

In Supervisory Board's opinion, there are no personal or business relationships relevant to the voting of the Annual General Meeting between Dr. Florian Stetter and the Deutsche Wohnen Group, its bodies or a

shareholder holding, directly or indirectly, more than 10% of the voting shares in Deutsche Wohnen.

- Mr. Claus Wisser, residing in Frankfurt am Main, Germany, CEO of Claus Wisser Vermögensverwaltungs GmbH, Frankfurt am Main, Germany:

Claus Wisser studied business administration in Frankfurt am Main. Following his studies, he founded WISAG Service Holding GmbH & Co. KG in 1965. Under Mr. Wisser's stewardship, WISAG developed into one of the leading facility and building service companies in Germany. Since 1975, Mr. Wisser has served as a founder, director and shareholder of numerous real estate companies, where he has developed and managed his own and others' property with an emphasis on the Rhine-Main region. Mr. Claus Wisser serves as chairman of the supervisory board of AVECO Holding AG (the parent company of WISAG group). At the same time, he is actively involved with a number of charitable, cultural and social organizations. Since June 2014, Mr. Wisser has been a member of the Supervisory Board of Deutsche Wohnen AG.

Mr. Claus Wisser is currently a member in the following other statutory supervisory board within the meaning of Section 125 para. 1 sentence 5 clause 1 AktG:

- AVECO Holding AG, Frankfurt am Main, Germany (chairman of the supervisory board)

Mr. Claus Wisser is currently not a member of other statutory supervisory boards or comparable domestic or foreign controlling bodies within the meaning of Section 125 para. 1 sentence 5 clause 2 AktG.

The Supervisory Board has confirmed with Mr. Claus Wisser that he is able to devote the expected amount of time required. In addition to the aforementioned professional activity, Mr. Claus Wisser does not perform any other key duties besides his mandate in the Company's Supervisory Board.

In Supervisory Board's opinion, there are no personal or business relationships relevant to the voting of the Annual General Meeting between Mr. Claus Wisser and the Deutsche Wohnen Group, its bodies or a shareholder holding, directly or indirectly, more than 10% of the voting shares in Deutsche Wohnen.

- Mr. Jürgen Fenk, residing in Frankfurt am Main, Germany, member of the management board of Landesbank Hessen-Thüringen Girozentrale:

Mr. Jürgen Fenk received his degree in business administration at the Ludwig-Maximilians University in Munich, Germany. He began his career at Bayerische Vereinsbank (later HypoVereinsbank (HVB)) in Germany and France in the area International Real Estate Financing and was essential in the spin-off of the Hypo Real Estate Group. From 2003 to 2009, as CEO of Hypo Real Estate Bank International, he was responsible for the Commercial Real Estate Financing Business in Europe, the United States and Asia and, in this function, was active in Ireland, Germany and the United States. Since 2009, Jürgen Fenk has been with Landesbank Hessen-Thüringen (Helaba), initially as Division Manager Real Estate Lending until 2010 and, after working at BAWAG P.S.K. as Head of Commercial Real Estate Finance from 2010 to 2012, since 2012 as member of the management board for the Divisions Real Estate Lending, Real Estate Management, Financial Institutions & Public Finance and Management. He is leaving the management board of Helaba effective September 30, 2017 at his own request.

Mr. Jürgen Fenk is currently a member of the following statutory supervisory boards within the meaning of Section 125 para. 1 sentence 5 clause 1 AktG:

- GWH Immobilien Holding GmbH, Frankfurt am Main, Germany, Chairman of the Supervisory Board (until September 30, 2017)
- OFB Projektentwicklung GmbH, Frankfurt am Main, Germany, Chairman of the Supervisory Board (until September 30, 2017)

Mr. Jürgen Fenk is currently a member of comparable domestic supervisory bodies at commercial enterprises within the meaning of Section 125 para. 1 sentence 5 clause 2 AktG:

- Frankfurter Sparkasse, Frankfurt am Main, First Vice Chairman of the Administrative Board (until September 30, 2017)

The Supervisory Board has confirmed with Mr. Jürgen Fenk that he is able to devote the expected amount of time required. The aforementioned professional activity and memberships pursuant to Section 125 para. 1 sentence 5 AktG end prior to the start of the term of office of Mr. Jürgen Fenk as member of the Supervisory Board of Deutsche Wohnen AG on October 1, 2017. Currently, the following key duties of Mr. Jürgen Fenk exist at the time of the resolution of the proposed term of office of Mr. Jürgen Fenk as member of the Company's Supervisory Board on October 1, 2017 and will continue to exist:

- ULI Germany (Urban Land Institut), Frankfurt am Main, Germany
(Chairman of the Executive Committee)

In Supervisory Board's opinion, there are no personal or business relationships relevant to the voting of the Annual General Meeting between Mr. Jürgen Fenk and the companies of Deutsche Wohnen Group, its bodies or a shareholder holding, directly or indirectly, more than 10% of the voting shares in Deutsche Wohnen.