

**Non-binding English convenience translation**

Mandatory publication pursuant to  
Section 27 para. 3 in conjunction with Section 14 para. 3 sentence 1 of the German Securities  
Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz, *WpÜG*)



**DEUTSCHE  
WOHNEN**

**Joint Statement  
by the Management Board and the Supervisory Board**

of

**Deutsche Wohnen SE**

Mecklenburgische Straße 57  
14197 Berlin

**pursuant to Section 27 para. 1 WpÜG**

**on the Voluntary Public Takeover Offer**

of

**Vonovia SE**

Universitätsstraße 133  
44803 Bochum

to the

**Shareholders of Deutsche Wohnen SE**

Shares of Deutsche Wohnen SE: ISIN DE000A0HN5C6  
Tendered Deutsche Wohnen Shares: ISIN DE000A3E5DW4  
Offered Deutsche Wohnen Shares: ISIN DE000A3E5DX2

## TABLE OF CONTENTS

<b>I.</b>	<b>GENERAL INFORMATION ON THIS STATEMENT.....</b>	<b>3</b>
1.	Legal principles .....	3
2.	Factual basis .....	3
3.	Statement of the employees of Deutsche Wohnen.....	4
4.	Publication of this Statement and possible amendments to the Takeover Offer .....	5
5.	Independent review by Deutsche Wohnen Shareholders.....	5
<b>II.</b>	<b>GENERAL INFORMATION ABOUT DEUTSCHE WOHNEN AND DEUTSCHE WOHNEN GROUP .....</b>	<b>8</b>
1.	Legal principles of Deutsche Wohnen.....	8
2.	Members of the Management Board and of the Supervisory Board ..	9
3.	Capital structure of Deutsche Wohnen.....	9
3.1.	Share capital.....	9
3.2.	Authorized capital.....	9
3.3.	Conditional Capital 2015 and Convertible Bond 2017/2024.....	12
3.4.	Conditional Capital 2017 and Convertible Bond 2017/2026.....	13
3.5.	Conditional Capital for Settlement Rights .....	14
3.6.	Conditional Capital for share options .....	15
3.7.	Conditional Capital 2018 .....	15
3.8.	Own shares.....	16
3.9.	Shareholding of Deutsche Wohnen in GSW Immobilien AG .....	17
4.	Shareholder structure of Deutsche Wohnen .....	17
5.	Structure and business activities of the Deutsche Wohnen Group....	19
6.	Portfolio .....	20
7.	Business development, total assets and selected financial indicators	21
8.	Persons acting in concert with Deutsche Wohnen .....	21
<b>III.</b>	<b>GENERAL INFORMATION ABOUT THE BIDDER.....</b>	<b>22</b>
1.	Legal principles of Vonovia.....	22
2.	Members of the management board and of the supervisory board ..	23
3.	Capital structure of Vonovia.....	23
3.1.	Share capital.....	23
3.2.	Authorized capital.....	23
3.3.	Conditional capital increase.....	26
4.	Shareholder structure of Vonovia .....	26
5.	Structure and business activities of the Vonovia Group .....	27
6.	Portfolio .....	27
7.	Shareholdings of Vonovia and persons acting in concert with Vonovia in Deutsche Wohnen .....	29
8.	Persons acting in concert with Vonovia .....	29
9.	Information on securities transactions and possible parallel acquisitions .....	30

10.	Agreements in the event that more than 90% minus 10,000 of the respective outstanding Deutsche Wohnen Shares are offered .....	31
<b>IV.</b>	<b>BUSINESS COMBINATION AGREEMENT .....</b>	<b>33</b>
1.	Commitment to make a Takeover Offer .....	33
2.	Support of the Takeover Offer .....	33
3.	Building up a minimum shareholding by way of share purchase agreements and capital subscription .....	34
4.	Non-Tender Agreement with Deutsche Wohnen regarding Deutsche Wohnen Shares .....	35
5.	Compliance with legal restrictions and preservation of the responsibilities of the boards.....	35
6.	Additional provisions.....	35
<b>V.</b>	<b>INFORMATION ABOUT THE TAKEOVER OFFER.....</b>	<b>37</b>
1.	Closing of the Takeover Offer .....	37
2.	Publication of the decision to submit the Takeover Offer.....	37
3.	Review by BaFin and publication of the Offer Document .....	37
4.	Acceptance of the Takeover Offer outside the Federal Republic of Germany .....	38
5.	Main content of the Takeover Offer.....	38
5.1.	Subject of the Takeover Offer and Offer Consideration.....	38
5.2.	Acceptance Period and Additional Acceptance Period.....	38
5.3.	Sell-out Right of Deutsche Wohnen Shareholders .....	40
5.4.	Closing Conditions .....	40
5.5.	Waiver of Closing Conditions .....	42
5.6.	Trading Tendered Deutsche Wohnen Shares at the stock exchange.....	42
5.7.	Applicable law .....	43
5.8.	Publications.....	43
6.	Financing of the Takeover Offer .....	43
6.1.	Maximum consideration .....	44
6.2.	Financing measures.....	44
6.3.	Financing confirmation.....	46
6.4.	Assessment of the financing measures taken by the Bidder .....	46
7.	Potential acquisition of control regarding GSW Immobilien AG .....	46
8.	Authoritativeness of the Offer Document.....	47
<b>VI.</b>	<b>NATURE AND AMOUNT OF THE CONSIDERATION OFFERED.....</b>	<b>48</b>
1.	Statutory minimum price .....	48
2.	Assessment of the adequacy of the Offer Consideration .....	49
2.1.	Premium over historical share prices per Deutsche Wohnen Share .....	49
2.2.	Premium over the price targets of analysis .....	51
2.3.	Premium in comparison with historical takeover premiums .....	52
2.4.	Company valuation on the basis of the EPRA NTA.....	53
2.5.	Valuation of the company in comparison with the stock market value of competitors .....	54

2.6.	Fairness opinions .....	55
2.7.	Overall assessment of the adequacy of the Consideration .....	59

**VII. OBJECTIVES AND INTENTIONS OF THE BIDDER AND EXPECTED CONSEQUENCES OF A SUCCESSFUL COMBINATION .....61**

<b>1.</b>	<b>Objectives and intentions in the Business Combination Agreement.61</b>	
1.1.	Company name; seat; future strategy and social charter.....	61
1.2.	Appointment to corporate bodies.....	62
1.3.	Employees.....	63
1.4.	Integration and Collaboration .....	64
1.5.	Selected Bidder Obligations .....	64
1.6.	Measures relating to the housing market in Berlin .....	65
1.7.	Implementation .....	66
<b>2.</b>	<b>Objectives and intentions in the Offer Document.....66</b>	
2.1.	Economic and strategic background of the Takeover Offer, synergy potential from the Bidder’s point of view.....	66
2.2.	Intentions of the Bidder with regard to the future business activities of Deutsche Wohnen and the Bidder, use of assets, financial liabilities and future obligations of Deutsche Wohnen and the Bidder .....	67
2.3.	Dividend policy.....	68
2.4.	Effects on the members of the Management Board and the Supervisory Board of Deutsche Wohnen and the Bidder .....	69
2.5.	Employees, terms of employment and employee representative bodies of Deutsche Wohnen and the Bidder .....	69
2.6.	Seat of Deutsche Wohnen, locations of critical parts of the company.....	69
2.7.	Structural measures.....	69
2.8.	No other intentions by the Bidder.....	71
<b>3.</b>	<b>Statement of the Management Board and the Supervisory Board on the expected consequences of a successful Takeover Offer for Deutsche Wohnen and on the objectives pursued by the Bidder .....71</b>	
3.1.	Economic and strategic background .....	72
3.2.	Synergy potential .....	72
3.3.	Collaboration .....	73
3.4.	Company name, seat, future strategy and social charter.....	73
3.5.	Future business Activities, use of assets, financial liabilities and future obligations of Deutsche Wohnen and the Bidder, integration .....	74
3.6.	Appointment to corporate bodies.....	74
3.7.	Measures relating to the housing market in Berlin .....	75
3.8.	Dividend policy.....	75
3.9.	Effects on the existing business relationships of Deutsche Wohnen .....	76
3.10.	Possible structural measures .....	76
3.11.	Financial effects on Deutsche Wohnen.....	76
3.12.	Tax-related Effects on Deutsche Wohnen .....	77
<b>4.</b>	<b>Statement of the Management Board and the Supervisory Board on the expected consequences for employees, employment conditions and employee representatives of Deutsche Wohnen and the Bidder 78</b>	

**VIII. POTENTIAL EFFECTS ON DEUTSCHE WOHNEN SHAREHOLDERS 80**

1.	Possible effects of an acceptance of the Takeover Offer.....	80
2.	Possible effects of a non-acceptance of the Takeover Offer .....	82
<b>IX.</b>	<b>REGULATORY APPROVALS AND PROCEDURES .....</b>	<b>86</b>
<b>X.</b>	<b>INTERESTS OF THE MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD OF DEUTSCHE WOHNEN .....</b>	<b>87</b>
1.1.	Cash benefits or benefits in kind.....	87
1.2.	Special termination rights .....	89
<b>XI.</b>	<b>INTENTIONS OF THE MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD TO ACCEPT THE TAKEOVER OFFER.....</b>	<b>90</b>
<b>XII.</b>	<b>RECOMMENDATION.....</b>	<b>91</b>

## DEFINITIONS

<b>A</b>		<b>EPRA NAV</b> ..... 54
Acceptance Period..... 38		<b>EPRA NTA</b> ..... 54
Ad hoc Notification ..... 16		<b>EUR</b> ..... 3
Additional Acceptance Period ..... 39		<b>Euro</b> ..... 3
ADRs ..... 7		<b>Excess Shares</b> ..... 32
AktG..... 10		<b>Exchange Act</b> ..... 6
Authorized Capital 2021..... 23		
<b>B</b>		<b>F</b>
BaFin..... 1		<b>Fairness Opinions</b> ..... 55
Bidder..... 1		
Bloomberg..... 41		<b>G</b>
Business Combination Agreement..... 3		<b>Goldman Sachs</b> ..... 49
		<b>GrEStG</b> ..... 65
		<b>GSW</b> ..... 9
		<b>GSW Domination Agreement</b> ..... 14
		<b>GSW Shares</b> ..... 14
<b>C</b>		<b>I</b>
Cash Payment Option..... 34		<b>IDW</b> ..... 57
Closing Condition ..... 40		<b>IFRS</b> ..... 6
Closing Conditions ..... 40		<b>IKG</b> ..... 46
Combined Company ..... 61		<b>Integration Committee</b> ..... 64
Competing Offer ..... 39		
Conditional Capital 2014/II ..... 14		<b>J</b>
Conditional Capital 2014/III..... 15		<b>J.P. Morgan</b> ..... 49
Conditional Capital 2015..... 12		<b>JLL</b> ..... 20
Conditional Capital 2017..... 13		
Conditional Capital 2021..... 26		<b>M</b>
Consideration ..... 1		<b>Management Board</b> ..... 1
Convertible Bond 2017/2024 ..... 12		<b>Maximum Financing Requirement</b> . 44
Convertible Bond 2017/2026 ..... 13		
<b>D</b>		<b>N</b>
DCF ..... 54		<b>Norges Bank</b> ..... 31
Delisting ..... 70		<b>NTA</b> ..... 54
Deutsche Bank..... 49		
Deutsche Wohnen ..... 1		<b>O</b>
Deutsche Wohnen Group ..... 1		<b>Offer Consideration</b> ..... 1
Deutsche Wohnen Share..... 1		<b>Offer Document</b> ..... 1
Deutsche Wohnen Shareholder ..... 1		<b>Offer Price</b> ..... 1
Deutsche Wohnen Shareholders ..... 1		
Deutsche Wohnen Shares ..... 1		<b>R</b>
Downlisting ..... 70		<b>RICS</b> ..... 20
<b>E</b>		
EPRA..... 54		

## S

Segment Switch .....	70
Sell-out Right.....	40
SE-Regulation.....	10
Settlement Agent .....	1
Settlement Rights .....	14
Statement .....	2
Supervisory Board .....	1

## T

Takeover Offer .....	1
Tendered Deutsche Wohnen Shares..	1
Third-Party Bank .....	32
Third-Party Bank Agreement.....	32
Three-Month Average Price .....	48

## U

U.S. Shareholders .....	6
UBS .....	49
UmwG.....	71

## V

VICTORIAPARTNERS .....	49
Vonovia.....	1
Vonovia Credit Agreement.....	45
Vonovia Group .....	1

## W

W&P .....	20
WpHG.....	9
WpÜG.....	1
WpÜG Offer Ordinance .....	37

On June 23, 2021, Vonovia SE with its registered office in Bochum (“**Vonovia**” or the “**Bidder**”; together with its subsidiaries and affiliates, the “**Vonovia Group**”), according to Section 14 para. 2 and 3 of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz) (“**WpÜG**”) has published an offer document within the meaning of Section 11 WpÜG (the “**Offer Document**”) for its voluntary public takeover offer (the “**Takeover Offer**”) to the shareholders of Deutsche Wohnen SE, having its registered office in Berlin (“**Deutsche Wohnen**”; together with its subsidiaries and affiliates, the “**Deutsche Wohnen Group**”, the shareholders of Deutsche Wohnen, the “**Deutsche Wohnen Shareholders**”, each of them individually a “**Deutsche Wohnen Shareholder**”) to acquire any and all Deutsche Wohnen Shares (ISIN DE000A0HN5C6) not already indirectly held by the Bidder with a pro rata amount of the share capital of EUR 1.00 (the “**Deutsche Wohnen Shares**” and each individually a “**Deutsche Wohnen Share**”), including any and all ancillary rights existing at the time of the settlement of the Takeover Offer, in particular the dividend subscription right. As consideration (the “**Offer Consideration**”, “**Consideration**” or “**Offer Price**”) within the meaning of Section 27 para. 1 sentence 2 no. 1 WpÜG, the Bidder offers EUR 52.00 in cash per Deutsche Wohnen Share tendered for acceptance. Deutsche Wohnen Shares for which the Takeover Offer was accepted within the acceptance period (as defined below under Section V.5.2 of this Statement) or the Additional Acceptance Period (as defined below in Section V.5.2 of this Statement) are hereinafter referred to as the “**Tendered Deutsche Wohnen Shares**”.

The Offer Document was submitted by the Bidder to the Management Board of Deutsche Wohnen (the “**Management Board**”) pursuant to Section 14 para. 4 sentence 1 WpÜG on June 23, 2021 and made available to the Supervisory Board of Deutsche Wohnen (the “**Supervisory Board**”) and to the employees of Deutsche Wohnen on the same day. According to the information in the Offer Document, the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht, “**BaFin**”) on June 23, 2021 has permitted the publication of the Offer Document.

The Offer Document has been published by way of announcement on the Internet at <https://de.vonovia-st.de>. Moreover, according to the Bidder, is available for distribution free of charge at COMMERZBANK AG, Mainzer Landstraße 153, 60327 Frankfurt am Main, Germany (“**Settlement Agent**”) (requests, stating the full postal address, by fax to +49 69 136 23449 or by e-mail to [Vonovia-Offer@commerzbank.com](mailto:Vonovia-Offer@commerzbank.com)). According to the Bidder, it also has provided a non-binding English translation, which is published on the Internet at <https://en.vonovia-st.de>. The Internet address where the Offer Document has been published and the availability of copies for distribution free of charge was published in the Federal Gazette (*Bundesanzeiger*) on June 23, 2021.

Each Deutsche Wohnen Shareholder is responsible for reaching their own decision on whether, and where applicable, to what extent, they wish to accept the Takeover Offer taking into account the overall situation and based on their individual circumstances (including his/her individual tax situation). The Management Board and the Supervisory Board point out that they are not able (nor are they obligated) to verify whether the Deutsche Wohnen Shareholders, by accepting the Takeover Offer, thereby act in accordance with all legal obligations applicable to them. The Management Board and the Supervisory Board, in particular, advise all individuals receiving the Offer Document

outside of the Federal Republic of Germany, or who wish to accept the Takeover Offer but are subject to the securities laws of a legal system other than the Federal Republic of Germany (see also V.5.7), to inform themselves of the applicable laws and to comply with them

The Management Board and the Supervisory Board have carefully examined the Bidder's Takeover Offer and issue the present joint reasoned statement pursuant to Section 27 WpÜG (the "**Statement**"). The Management Board and the Supervisory Board have each unanimously adopted this Statement on June 30, 2021.

## **I. GENERAL INFORMATION ON THIS STATEMENT**

In connection with the Statement, the Management Board and the Supervisory Board note the following:

### **1. Legal principles**

Pursuant to Section 27 para. 1 WpÜG, the Management Board and the Supervisory Board of a target company re required to issue a reasoned statement regarding a takeover offer and any of its amendments.

Pursuant to Section 27 para. 1 sentence 2 WpÜG, the Management Board and the Supervisory Board of Deutsche Wohnen must, in particular, address in their Statement (i) the type and amount of the consideration offered, (ii) the expected consequences of a successful Takeover Offer for Deutsche Wohnen, the employees of Deutsche Wohnen and their representative bodies, the terms and conditions of employment and the business locations of Deutsche Wohnen, (iii) the objectives pursued by the Bidder with the Takeover Offer, and (iv) the intention of the members of the Management Board and the members of the Supervisory Board of the target company, to the extent they are holders of Deutsche Wohnen Shares, to accept the Takeover Offer.

The Management Board and the Supervisory Board have decided to issue a joint Statement with regard to the Takeover Offer.

Deutsche Wohnen Shareholders are advised that this Statement is based on information available to the members of the Management Board and the Supervisory Board in their respective capacities as members of the Management Board and the Supervisory Board of Deutsche Wohnen. They reflect their assessments and assumptions at that time, which may change after publication of the Statement. Unless indicated otherwise, any information, opinions, evaluations, expectations and forward-looking statements in this Statement are based on or derived from the Offer Document, the agreement in principle concluded by and between the Bidder and Deutsche Wohnen on May 24, 2021 regarding the combination of Vonovia and Deutsche Wohnen (“**Business Combination Agreement**”, as described in Section 7.1 of the Offer Document and in Section IV of this Statement) or other publicly available information. In addition, the members of the Management Board and of the Supervisory Board are not in a position (i) to assess the correctness of the Bidder’s opinions and intentions set out in the Offer Document or (ii) to influence the implementation of these intentions of the Bidder.

### **2. Factual basis**

Time references in this Statement refer to Frankfurt am Main local time unless expressly indicated otherwise. The currency designation “**EUR**” or “**Euro**” refers to the currency of the European Union. Where terms such as “at this time”, “at this date”, “currently”, “at present”, “now”, “presently” or “today” are used, such terms refer to the date of publication of this document, i.e. to July 1, 2021, unless expressly indicated otherwise.

All information, forecasts, opinions, assessments, forward-looking statements and declarations of intent contained in this Statement are based on the information available to the Management Board and Supervisory Board on the date of publication of this Statement or reflect their assessments or intentions at this time. Forward-looking statements express intentions, opinions or expectations and include known or unknown risks and uncertainties, since such statements relate to events and depend on circumstances that will occur in the future. Words such as “may”, “should”, “aim”, “will”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “plan”, “determine” or similar expressions indicate forward-looking statements. Although the Management Board and the Supervisory Board assume that the expectations contained in such forward-looking statements are based on reasonable and comprehensible assumptions and, to the best of their knowledge, are correct and complete as of the date of this Statement, they cannot guarantee that such statements will prove to be correct. However, the underlying assumptions may change after the date of publication of this Statement due to political, economic or legal events.

The Management Board and the Supervisory Board do not intend to update this Statement and do not assume any obligation to update this Statement, unless such updates are obligatory under German law. An additional Statement will be issued on any amendments to the Takeover Offer.

Unless expressly indicated otherwise, the information contained in this Statement regarding the Bidder, the persons acting in concert with the Bidder and the Takeover Offer is based on the information contained in the Offer Document and other publicly available information. To the extent that this Statement refers to, cites or reproduces the Offer Document, such references, citations or reproductions are mere references by which the Management Board and the Supervisory Board do not adopt the Bidder’s Offer Document as their own or assume any liability for the correctness or completeness of the Offer Document. The Management Board and the Supervisory Board note that they are neither in a position to verify all information provided by the Bidder in the Offer Document and the intentions stated therein, nor to guarantee or influence their implementation. Like the Bidder in Section 2.3 of the Offer Document, the Management Board and the Supervisory Board note that the Bidder’s intentions may change at a later point in time and that the Bidder’s intentions published in the Offer Document might not be implemented.

The Management Board and the Supervisory Board recommend that any and all persons who receive the Offer Document outside the Federal Republic of Germany or who wish to accept the Takeover Offer but are subject to the securities laws of a legal system other than the Federal Republic of Germany, make themselves familiar with the relevant legal situation and act in accordance therewith (U.S. Shareholders (as defined in I.5 of this Statement) are referred to Section I.5 of this Statement and to Section 1.2 of the Offer Document). The Management Board and the Supervisory Board recommend that to the extent required, all Deutsche Wohnen Shareholders seek individual tax and legal advice.

### **3. Statement of the employees of Deutsche Wohnen**

The Offer Document was transmitted to the employees of Deutsche Wohnen. Deutsche Wohnen currently does not have a works council. The employees of Deutsche Wohnen

may submit a statement on the Takeover Offer to the Management Board, which the Management Board is required to append to its Statement, without prejudice pursuant to its obligation under Section 27 para. 3 sentence 1 WpÜG (Section 27 para. 2 WpÜG). No such statement by the employees was submitted to the Management Board.

#### **4. Publication of this Statement and possible amendments to the Takeover Offer**

The Statement as well as any supplements and/or additional statements regarding possible amendments to the Takeover Offer will be published in German pursuant to Section 27 para. 3 sentence 1 and Section 14 para. 3 sentence 1 WpÜG by announcement on the Internet on the website of Deutsche Wohnen at <http://ir.deutsche-wohnen.com> (there in the Section “Statement on the Takeover Offer of Vonovia SE”). Copies of the statements will be made available free of charge at Deutsche Wohnen SE, Investor Relations, Mecklenburgische Strasse 57, 14197 Berlin, (Tel.: +49 (0) 30 897 86-5413; Fax: + 49 (0) 30 897 86-5419; e-mail: [ir@deutsche-wohnen.com](mailto:ir@deutsche-wohnen.com)). The publication as well as the information about the availability for distribution free of charge will be effected by means of announcement in the Federal Gazette.

This Statement and any supplements and/or additional statements on possible amendments to the Takeover Offer will be published in German and in a non-binding English translation. No responsibility is taken for the correctness and completeness of the English translations. Only the German versions are binding.

#### **5. Independent review by Deutsche Wohnen Shareholders**

The description of the Bidder’s Takeover Offer contained in this Statement does not claim to be complete. Only the provisions of the Offer Document are authoritative for the content and closing of the Takeover Offer. The assessments and recommendations of the Management Board and the Supervisory Board contained in this Statement are in no way binding on Deutsche Wohnen Shareholders. Each Deutsche Wohnen Shareholder is responsible for taking note of the Offer Document, forming an opinion on the Takeover Offer and, if required, taking the measures necessary for them. Regardless of whether Deutsche Wohnen Shareholders accept the Takeover Offer, each Deutsche Wohnen Shareholder is responsible for complying with the terms and conditions described in the Offer Document.

All in all, each Deutsche Wohnen Shareholder must make an independent decision as to whether and, if so, to what extent they will accept the Takeover Offer, taking into account the overall situation, their individual circumstances (including their personal tax situation) and their personal assessment of the future development of the value and share price of the Deutsche Wohnen Shares. When making this decision, Deutsche Wohnen Shareholders should make use of all sources of information available to them and adequately take their individual situation into account. When making the recommendation to accept the Takeover Offer, the Management Board and the Supervisory Board have not taken into account the individual circumstances (including the personal tax situation) of Deutsche Wohnen Shareholders. The Management Board and the Supervisory Board do not accept any responsibility for the decision of Deutsche Wohnen Shareholders.

According to Section 1.2 of the Offer Document, the Takeover Offer relates to shares of a German company and is subject to the statutory provisions of the Federal Republic of Germany regarding the closing and publication obligations with regard to such a takeover offer.

In particular, in Section 1.2 of the Offer Document, the Bidder advises Deutsche Wohnen Shareholders who are resident, domiciled or habitually resident in the United States that the Takeover Offer is being made with respect to securities of a company that is a foreign private issuer within the meaning of Rule 3b-4 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), whose shares are not registered under Section 12 of the Exchange Act. The Takeover Offer is being made with respect to Deutsche Wohnen Shareholders in the United States on the basis of the so-called “Tier II” exemption. This “Tier II” exemption enables a bidder to meet certain substantive and procedural requirements of the Exchange Act applicable to tender offers, by complying with the law or practice of their home jurisdiction, and exempts the Bidder from compliance with certain other requirements. As a result, the Takeover Offer is essentially subject to the disclosure and other procedural requirements (e.g., with respect to rights to rescind, settlement and timing of payments) of the Federal Republic of Germany, which differ significantly from the corresponding legal provisions of the United States of America. In addition, certain financial information in this Offer Document has been determined in accordance with International Financial Reporting Standards as adopted by the European Union (the “**IFRS**”) and hence is not comparable to financial information about U.S. companies and other companies whose financial information is determined in accordance with Generally Accepted Accounting Principles in the United States. The Bidder and persons acting in concert with it within the meaning of Section 2 para. 5 WpÜG or brokers (to the extent acting as agents of the Bidder or persons acting in concert with it within the meaning of Section 2 para. 5 WpÜG) may, to the extent permitted by applicable laws or regulations, directly or indirectly acquire Deutsche Wohnen Shares or enter into agreements to acquire shares outside the public Takeover Offer before, during or after the Acceptance Period or the Additional Acceptance Period of the Takeover Offer. The same also applies to other securities that are convertible into, exchangeable for, or exercisable for Deutsche Wohnen Shares. These purchases may be made via the exchange at market prices or outside the exchange at negotiated terms. Where any such purchases or purchase arrangements are made, this is done outside the United States and in line with applicable law, including, to the extent applicable, the Exchange Act. All information on such purchases will be published in accordance with the laws or regulations applicable in Germany or any other relevant legal system and on the Bidder’s website at <https://de.vonovia-st.de/>. To the extent that information about such purchases or purchase agreements is published in Germany, such information will also be deemed publicized in the United States. Moreover, the Bidder’s financial advisers may also act in the ordinary course of trading in securities of Deutsche Wohnen, which may include purchases of or purchase agreements regarding such securities.

Shareholders of Deutsche Wohnen who are resident, domiciled, or habitually resident in the United States (“**U.S. Shareholders**”) may face difficulties in enforcing their rights and claims under United States federal securities laws, since both Deutsche Wohnen as well as

the Bidder are domiciled outside the United States and all of their respective board members are domiciled outside the United States. U.S. Shareholders may not be able to take legal action against a company domiciled outside the United States or its board members in a court outside the United States for violations of United States securities laws. In addition, difficulties may arise in enforcing judgments of a court of the United States against a company domiciled outside the United States.

The cash proceeds to a U.S. Shareholder from the Takeover Offer may constitute a taxable event under applicable United States federal and/or local tax laws as well as under other foreign tax laws. It is strongly recommended that independent professional advisers are consulted without undue delay regarding the tax consequences of accepting the Takeover Offer. Neither the Bidder nor the persons acting in concert with the Bidder within the meaning of Section 2 para. 5 WpÜG or its or their respective board members, officers or employees assume any responsibility for any tax consequences or liabilities resulting from an acceptance of the Takeover Offer.

For holders of American Depository Receipts (“**ADRs**”), the Offer Document in Section 12.11 includes further references and information.

On the basis of the information available to them, the Management Board and the Supervisory Board consider this approach with regard to U.S. Shareholders comprehensible. The Management Board and the Supervisory Board recommend that any and all persons who receive the Offer Document outside the Federal Republic of Germany or who wish to accept the Takeover Offer but are subject to the securities laws of a legal system other than the Federal Republic of Germany, seek information about the relevant legal situation and act in accordance therewith.

## **II. GENERAL INFORMATION ABOUT DEUTSCHE WOHNEN AND DEUTSCHE WOHNEN GROUP**

### **1. Legal principles of Deutsche Wohnen**

Deutsche Wohnen is a listed European public limited company (*societas europaea*, SE) with registered office at Mecklenburgische Strasse 57, 14197 Berlin, Germany. The company is registered in the Commercial Register of the Local Court of Berlin (Charlottenburg) under number HRB 190322 B.

According to its articles of association, the corporate purpose of Deutsche Wohnen is the acquisition, administration, renting, management as well as the sale of residential real estate, nursing care facilities and other real estate. Real estate may be built, upgraded or repaired, services may be rendered and cooperations of any kind may be undertaken. Deutsche Wohnen may operate in the aforementioned business areas itself or through subsidiaries or affiliates whose corporate purpose extends in whole or in part to the business areas of Deutsche Wohnen. It may establish or acquire such companies; it may manage subsidiaries uniformly or limit itself to the management of the shareholding and it may dispose of its shareholdings. Deutsche Wohnen is also entitled to take any actions and measures associated with the corporate purpose of the company or intended to serve it directly or indirectly. Deutsche Wohnen does not engage in any activities that would qualify it as an investment fund within the meaning of the German Investment Code (Kapitalanlagegesetzbuch). In particular, the company was not established with the primary purpose of providing a return to its shareholders through the sale of its subsidiaries or affiliates.

Deutsche Wohnen operates in residential management, in particular in renting its own residential units, managing its residential portfolio and selling selected residential real estate. In addition, Deutsche Wohnen also operates nursing homes and assisted living units. As part of this business strategy, Deutsche Wohnen is focusing on residential and nursing care real estate in the high-growth metropolitan regions of Germany. These include the area of Greater Berlin and the regional clusters of Dresden/Leipzig, Frankfurt, Hanover/Braunschweig and Cologne/Düsseldorf.

Deutsche Wohnen Shares (ISIN DE000A0HN5C6) are admitted to trading on the regulated market of the Frankfurt Stock Exchange, and are simultaneously admitted to the sub-sector of the regulated market with additional post-admission obligations (Prime Standard). Deutsche Wohnen is currently included, inter alia, in the DAX and the EPRA/NAREIT, STOXX® Europe 600, GPR 250 indices.

For further information on Deutsche Wohnen and the business development of the Deutsche Wohnen Group as well as for details regarding the key figures and their development, please refer to the annual and interim reports published on the Internet at <http://ir.deutsche-wohnen.com> (therein cf. Section “Publications and Events”).

## **2. Members of the Management Board and of the Supervisory Board**

The Management Board is comprised of Mr. Michael Zahn (Chairman of the Management Board), Mr. Philip Grosse (Management Board member), Mr. Henrik Thomsen (Management Board member) and Mr. Lars Urbansky (Management Board member).

The Supervisory Board has the following six members: Mr. Matthias Hünlein (Chairman), Mr. Jürgen Fenk (Deputy Chairman), Ms. Kerstin Günther; Mr. Arwed Fischer, Ms. Tina Kleingarn and Dr. Florian Stetter.

## **3. Capital structure of Deutsche Wohnen**

### **3.1. Share capital**

The share capital of Deutsche Wohnen entered in the Commercial Register of Deutsche Wohnen as of January 29, 2021 amounts to EUR 359,843,541.00 and is divided into 359,843,541 no-par value bearer shares with a notional interest in the share capital of EUR 1.00 per share.

According to the publication of the total number of voting rights of Deutsche Wohnen according to Section 41 of the German Securities Trading Act (Wertpapierhandelsgesetz, “**WpHG**”) of June 30, 2021, at the end of June 2021, Deutsche Wohnen Shares carry a total number of 359,895,464 voting rights. The share capital as of June 30 hence corresponds to EUR 359,895,464.00, divided into 359,895,464 no-par value bearer shares with a pro rata amount of the share capital of EUR 1.00 per share.

The difference between the share capital entered in the Commercial Register and the total number of voting rights or of Deutsche Wohnen Shares in the total voting rights notification is caused, on the one hand, by the issuance of new Deutsche Wohnen Shares from Conditional Capital 2014/II (as defined in Section II.3.5 of this Section) to (former) outside shareholders of GSW Immobilien AG, a stock corporation under German law, having its registered office in Berlin, registered in the Commercial Register of the Charlottenburg Local Court under HRB 125788 B (“**GSW**”), under the GSW Domination Agreement (as defined in Section II.3.5 of this Statement). On the other hand, an additional 34,458 Deutsche Wohnen Shares were issued from the Conditional Capital 2014/III (as defined in Section II.3.6 of this Statement) due to the exercise of share options by current and former members of the Management Board of Deutsche Wohnen.

### **3.2. Authorized capital**

On June 15, 2018, the annual general meeting of Deutsche Wohnen has authorized the Management Board, with the approval of the Supervisory Board, to increase the share capital of Deutsche Wohnen during the period until June 14, 2023 by up to EUR 110,000,000.00 once or several times, by issuing up to 110,000,000 new no-par value bearer shares against cash contributions and/or contributions in kind (Authorized Capital 2018/I).

At the time of publication of this Statement, the Authorized Capital 2018/I is still in place in an amount of EUR 107,382,719.00.

The shareholders are generally to be granted a subscription right. According to Article 5 of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (“**SE-Regulation**”) in conjunction with Section 186 para. 5 of the German Stock Corporation Act (*Aktiengesetz*, “**AktG**”), the shares may also be acquired by one or more credit institutions with the obligation to offer them for subscription to the shareholders of Deutsche Wohnen (so-called indirect subscription right). However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders’ subscription rights for one or more capital increases of the authorized capital,

- (1) in order to exclude fractional amounts from the subscription rights;
- (2) to the extent that this is necessary to grant holders or creditors of convertible bonds, option bonds, profit participation rights and/or participating bonds (or combinations of these instruments) (hereinafter collectively called “bonds”) that carry conversion or option rights or conversion or option obligations and that were issued or are still issued by Deutsche Wohnen or by a company dependent on Deutsche Wohnen or in which Deutsche Wohnen holds a direct or indirect majority interest, subscription rights to new no-par value bearer Deutsche Wohnen Shares the extent to which they would be entitled as shareholders after exercising their option or conversion rights or after fulfilling their conversion or option obligations;
- (3) to issue shares against cash contributions, if the issue price of the new shares is not significantly lower than the stock market price of the shares already listed within the meaning of Sections 203 paras. 1 and 2, 186 para. 3 sentence 4 AktG and the pro rata amount of the share capital represented by the new shares issued with exclusion of subscription rights pursuant to Section 186 para. 3 sentence 4 AktG does not exceed a total of 10% of the share capital, either at the effective date or at the time of exercise of this authorization. Shares issued to service bonds with conversion or option rights or conversion or option obligations or to be issued based on the conversion price valid at the time of the resolution of the Management Board on the utilization of Authorized Capital 2018/I are to be deducted from this limit of 10% of the share capital, if such bonds were issued in analogous application of Section 186 para. 3 sentence 4 AktG during the term of this authorization with the exclusion of subscription rights. Furthermore, the own shares of Deutsche Wohnen sold during the term of this authorization, under exclusion of shareholders’ subscription rights pursuant to Section 71 para. 1 no. 8 sentence 5, second half-sentence in conjunction with Section 186 para. 3

sentence 4 AktG are also to be deducted from the limit of 10% of the share capital;

- (4) to issue shares against contributions in kind, in particular - but not limited to this - for the purpose of (including indirect) acquisition of companies, parts of companies, holdings in companies or other assets (in particular, real estate portfolios or shares in real estate companies) or of servicing bonds issued against contributions in kind;
- (5) to carry out a share dividend, within the framework of which Deutsche Wohnen Shares (including partially and/or optionally) are issued against the contribution of dividend claims by the shareholders (*scrip dividend*).

The authorizations to exclude subscription rights in case of capital increases against contributions in cash and/or in kind are limited to a total amount not exceeding 10% of the share capital, either at the effective date or at the time of exercise - if this value is lower - of the authorization. Deutsche Wohnen Shares are to be deducted from this limit of 10% of the share capital,

- (i) which are sold as own shares during the term of this authorization to the exclusion of subscription rights;
- (ii) which were issued to service bonds (including profit participation rights) with conversion or option rights or a conversion obligation (or a combination of such instruments) or which are to be issued based on the conversion price valid at the time of the resolution of the Management Board on the utilization of Authorized Capital 2018/I, if the bonds or profit participation rights were issued during the term of this authorization, under exclusion of shareholders' subscription right;
- (iii) which are or are to be issued from conditional capital to service share option rights, if the share option rights were granted during the term of this authorization.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issuance.

On May 24, 2021, the Management Board of Deutsche Wohnen resolved, with the approval of the Supervisory Board, to make partial use of the Authorized Capital 2018/I and to increase the share capital of Deutsche Wohnen by up to EUR 12,130,478.00, by issuing up to 12,130,478 new Deutsche Wohnen Shares with profit participation rights from January 1, 2021, excluding the shareholders' subscription rights, and to admit the Bidder as subscriber to the new shares By way of an amendment agreement to the Business Combination Agreement dated June

18, 2021, the parties cancelled the Bidder's right to subscribe to the capital increase (see Section 7.1.3(iii) of the Offer Document and Section III.9 of this Statement).

### **3.3. Conditional Capital 2015 and Convertible Bond 2017/2024**

The share capital of Deutsche Wohnen is conditionally increased pursuant to Section 6d of the articles of association of Deutsche Wohnen, as amended on January 18, 2021, by up to EUR 50,000,000.00, by issuing up to 50,000,000 new no-par value bearer shares with dividend right ("**Conditional Capital 2015**"). The conditional capital increase serves to grant shares upon the exercise of conversion rights or upon fulfillment of conversion obligations to the holders or creditors of convertible bonds issued by Deutsche Wohnen on February 27, 2017 in the total nominal amount of EUR 800 million, divided into equal bearer bonds in a nominal amount of EUR 100,000.00 each ("**Convertible Bond 2017/2024**").

The new shares from the Conditional Capital 2015 will be issued at the respective conversion price in accordance with the terms of the Convertible Bond 2017/2024. The conditional capital increase will be implemented only insofar as the holders of the Convertible Bond 2017/2024 issued by Deutsche Wohnen exercise their conversion rights pursuant to the bond terms or if Deutsche Wohnen exercises its option pursuant to the bond terms to repay each bond by the respective due date in full or in part in shares and unless other forms of performance are used for servicing.

Since April 10, 2017, it is generally possible to convert the Convertible Bond 2017/2024 at any time. To date, no conversion rights have been exercised under these bonds.

The terms of the bond provide that certain events in relation to an (upcoming) change of control may lead to an adjustment of the conversion price, in particular, the occurrence of an "acceptance event" if conversion takes place after the announcement of a takeover offer for the shares of Deutsche Wohnen. An "acceptance event" within the meaning of the terms of the bonds is the case if the Bidder notifies that the minimum acceptance threshold of the Takeover Offer has been reached and, in the case of the Convertible Bond 2017/2024, that the further Offer Conditions have also occurred, which must have occurred by the expiry of the Acceptance Period. For further details, please refer to Section 6.2.3 of the Offer Document.

Based on an "acceptance event" on July 26, 2021, which corresponds to the assumptions in Section 6.2.3 of the Offer Document, exercising the conversion rights in full at a current conversion price of EUR 46.6019 and at an adjusted conversion price of EUR 38.3661 would lead to the issue of around 20,851,745 new Deutsche Wohnen Shares.

According to the terms of the bonds, Deutsche Wohnen has the right to settle the claims arising upon conversion of convertible bonds by paying a cash consideration

instead of the delivery of shares. In the Business Combination Agreement, Deutsche Wohnen has undertaken to select the Cash Payment Option (as defined in Section IV.2 of this Statement) in the event of conditional conversion declarations by the holders of the Convertible Bonds 2017/2024 and to make a cash payment to the holders of the Convertible Bond 2017/2024 instead of issuing shares. In the Business Combination Agreement, the Bidder has undertaken to indemnify Deutsche Wohnen against the costs arising from the exercise of the Cash Payment Option (see Section VII.1.5.1 of this Statement).

#### **3.4. Conditional Capital 2017 and Convertible Bond 2017/2026**

The share capital of Deutsche Wohnen is conditionally increased by up to EUR 30,000,000.00 pursuant to Section 6e of the articles of association of Deutsche Wohnen, as amended on January 18, 2021, by issuing up to 30,000,000 new no-par value bearer shares with dividend rights (“**Conditional Capital 2017**”). The conditional capital increase serves to grant shares upon exercise of conversion or option rights or upon fulfillment of conversion or option obligations to the holders or creditors of convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) issued on the basis of the authorization resolution of the annual general meeting of Deutsche Wohnen on June 2, 2017. On the basis of this authorization, Deutsche Wohnen on October 4, 2017 has issued convertible bonds with a total nominal amount of EUR 800 million, divided into equal bearer bonds in a nominal amount of EUR 100,000.00 each (“**Convertible Bond 2017/2026**”).

The new shares from the Conditional Capital 2017 will be issued at the respective conversion or option price in accordance with the terms of the Convertible Bond 2017/2026. The conditional capital increase will only be carried out to the extent that holders or creditors of the Convertible Bonds 2017/2026 make use of their conversion or option rights or fulfill conversion or option obligations, or to the extent Deutsche Wohnen grants Deutsche Wohnen Shares instead of the payment of the amount due and to the extent the conversion or option rights or conversion or option obligations are not serviced by treasury shares, by shares from authorized capital or by other benefits.

Since November 15, 2017, it is generally possible to convert the Convertible Bond 2017/2026 at any time at a certain conversion price. To date, no conversion rights have been exercised under these bonds.

The terms of the bond provide that certain events in relation to an (upcoming) change of control may lead to an adjustment of the conversion price, in particular, the occurrence of an “acceptance event” if conversion takes place after the announcement of a takeover offer for the shares of Deutsche Wohnen. An “acceptance event” within the meaning of the terms of the bonds is the case if the Bidder notifies that the minimum acceptance threshold of the Takeover Offer has been reached and, in the case of the Convertible Bond 2017/2026, that the further Offer Conditions have also occurred, which must have occurred by the expiry of

the Acceptance Period. For further details, please refer to Section 6.2.4 of the Offer Document.

Based on an “acceptance event” on July 26, 2021, which corresponds to the assumptions in Section 6.2.4 of the Offer Document, exercising the conversion rights in full at a current conversion price of EUR 48.9896 and at an adjusted conversion price of EUR 40.3055 would lead to the issue of around 19,848,393 new Deutsche Wohnen Shares.

Deutsche Wohnen has the right to settle the claims arising upon conversion of convertible bonds by paying a cash consideration instead of the delivery of shares. In the Business Combination Agreement, Deutsche Wohnen has undertaken to select the Cash Payment Option (as defined in Section IV.2 of this Statement) in the event of conditional conversion declarations by the holders of the Convertible Bonds 2017/2026 and to make a cash payment to the holders of the Convertible Bond 2017/2026 instead of issuing shares. In the Business Combination Agreement, the Bidder has undertaken to indemnify Deutsche Wohnen against the costs arising from the exercise of the Cash Payment Option (see Section VII.1.5.1 of this Statement).

### **3.5. Conditional Capital for Settlement Rights**

Pursuant to Section 6b of the articles of association of Deutsche Wohnen, as amended on January 18, 2021, the share capital of Deutsche Wohnen is conditionally increased by up to EUR 5,779,998.00, by issuing up to 5,779,998 new no-par value bearer shares (“**Conditional Capital 2014/II**”). The Conditional Capital increase serves the purpose of granting shares to outside shareholders of GSW who exercise their Settlement Rights pursuant to Section 305 para. 1, 2 no. 1 AktG under the domination agreement concluded between Deutsche Wohnen and GSW (the “**GSW Domination Agreement**”) (the **Settlement Rights**”). Upon exercising this Settlement Right, the shareholders of GSW will receive 7.0790 new no-par value bearer Deutsche Wohnen Shares for every 3 no-par value bearer shares in GSW (“**GSW Shares**”). Since new Deutsche Wohnen Shares have been issued since, following the exercise of Settlement Rights, Conditional Capital 2014/II amounts to EUR 5,776,669.00.

In the event that outside shareholders of GSW exchange their GSW Shares for Deutsche Wohnen Shares prior to receiving a dividend and/or payment under the guaranteed dividend on their GSW Shares for the 2014 fiscal year or for subsequent fiscal years, they will - to the extent possible by law and in fact - each be granted Deutsche Wohnen Shares that participate in the profits from the beginning of the last completed fiscal year prior to their accrual. In the event that outside shareholders of GSW exchange their GSW Shares for Deutsche Wohnen Shares prior after receiving a dividend and/or payment under the guaranteed dividend on their GSW Shares for the 2014 fiscal year or for subsequent fiscal years, or if it is not possible by law or in fact to grant shares with a dividend right in line with the

preceding sentence, they will each be granted Deutsche Wohnen Shares that participate in the profits from the beginning of the fiscal year prior to their accrual.

The new shares will be issued against the transfer of GSW Shares by their outside shareholders. The conditional capital increase will be implemented only to the extent that the outside GSW shareholders exercise their Settlement Right. The Management Board of Deutsche Wohnen is authorized, with the approval of the Supervisory Board, to specify the further details of the capital increase and its implementation.

A maximum of up to 5,777,669 Deutsche Wohnen Shares can still be issued from Conditional Capital 2014/II.

The fairness of the consideration under the GSW Domination Agreement is currently subject to a review in the context of arbitration proceedings (Section 2 of the German Act on Arbitration Proceedings (*Spruchverfahrensgesetz*)). Should a legally binding decision be made on an increase in the settlement, the number of new Deutsche Wohnen Shares to be issued upon assertion of the Settlement Rights might increase.

The Bidder's Takeover Offer to acquire any and all Deutsche Wohnen Shares also relates to the new Deutsche Wohnen Shares resulting from the settlement. Deutsche Wohnen Shares accruing after the expiry of the Additional Acceptance Period through the exercise of the Settlement Rights may be offered on the conditions and by way of the procedure specified in Sections 2.4 and 15.5 of the Offer Document until the expiry of the sell-out period set out therein.

### **3.6. Conditional Capital for share options**

Pursuant to Section 6c of the articles of association of Deutsche Wohnen, as amended on January 18, 2021, the share capital of Deutsche Wohnen is conditionally increased by up to EUR 12,671,928, by issuing up to 12,671,928 new no-par value bearer shares ("**Conditional Capital 2014/III**"). The conditional capital increase serves the purpose of granting share options to the Management Board and selected officers of Deutsche Wohnen and affiliates as set forth in detail in the resolution of the annual general meeting of Deutsche Wohnen on June 11, 2014.

Since new Deutsche Wohnen Shares have been issued due to the exercise of further share options, Conditional Capital 2014/III amounts to EUR 12,623,334.00 at the time of publication of this Statement. No share options are outstanding at the time of publication of this Statement, meaning that no new Deutsche Wohnen Shares can be created by the exercise of the share options

### **3.7. Conditional Capital 2018**

The share capital of Deutsche Wohnen is conditionally increased by up to EUR 35,000,000.00 pursuant to Section 6e of the articles of association of

Deutsche Wohnen, as amended on January 18, 2021, by issuing up to 35,000,000 new no-par value bearer shares with dividend rights (Conditional Capital 2018/I). The conditional capital increase serves to grant shares upon exercise of conversion or option rights or upon fulfillment of conversion or option obligations to the holders or creditors of convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) issued on the basis of the authorization resolution of the annual general meeting of Deutsche Wohnen on June 15, 2018. Deutsche Wohnen has not made use of this authorizing resolution to date, and has not issued any bonds hereunder.

The new shares will be issued at the conversion or option price to be determined in accordance with the above authorization resolution. The conditional capital increase will only be carried out to the extent that holders or creditors of bonds issued or guaranteed by Deutsche Wohnen or a company that is dependent on it or a company that is in its direct or indirect majority ownership, on the basis of the aforementioned authorization resolution of the general annual meeting, make use of their conversion or option rights or fulfill conversion or option obligations under such bonds, or to the extent Deutsche Wohnen grants Deutsche Wohnen Shares instead of the payment of the amount due and to the extent the conversion or option rights or conversion or option obligations are not serviced by treasury shares, by shares from authorized capital or by other benefits.

The new shares participate in profits from the beginning of the fiscal year in which they are created and for all subsequent fiscal years. The Management Board is authorized to determine the further details of the implementation of the conditional capital increase.

### **3.8. Own shares**

Based on the authorization granted by the annual general meeting on June 15, 2018, the Management Board of Deutsche Wohnen is authorized, with the approval of the Supervisory Board, to acquire and use until June 14, 2023, own shares up to a total of 10% of the share capital of Deutsche Wohnen existing at the time of adoption of the resolution - or, if this value is lower - at the time of exercising the authorization, as specified in the authorization. The shares acquired on the basis of this authorization, together with other shares of Deutsche Wohnen which it has already acquired and still holds or which are attributable to it in accordance with Sections 71a et seqq. AktG, may at no time exceed 10% of the respective share capital of Deutsche Wohnen.

On November 12, 2019, by notification pursuant to Article 17 (1) of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (an “**Ad hoc Notification**”), Deutsche Wohnen published that on November 12, 2019, the Management Board of Deutsche Wohnen, with the approval of the Supervisory Board, using the authorization

granted by the annual general meeting of June 15, 2018, resolved to buy back up to 25,000,000 Deutsche Wohnen Shares (corresponding to up to around 7% of the registered share capital of Deutsche Wohnen) up to a total purchase price, excluding incidental costs, of EUR 750 million. The Deutsche Wohnen Shares that were bought back were to be used for purposes permitted under the authorization granted by the annual general meeting on June 15, 2018, to acquire own shares. The buyback program commenced on November 15, 2019, and was scheduled to end at the end of the day on October 30, 2020, at the latest. On September 14, 2020, Deutsche Wohnen announced, by way of Ad hoc Notification, the early termination of the share buyback program.

During the period from November 15, 2019 to September 14, 2020, Deutsche Wohnen had acquired 16,070,566 own shares at an average purchase price of EUR 37.1675 per share.

On May 24, 2021 the Bidder entered into a purchase agreement with Deutsche Wohnen to acquire 12,708,563 Deutsche Wohnen Shares (approximately 3.53% of the share capital and voting rights in Deutsche Wohnen), which was amended by agreement on June 18, 2021 (see in more detail Section 7.1.3(i) of the Offer Document and Section IV.3 of this Statement). The purchase agreement will only be consummated if and when the Bidder has published that the Takeover Offer was not successful (see in more detail Section 7.1.3(i) of the Offer Document and Section IV.3 of this Statement).

Moreover, in the Business Combination Agreement, Deutsche Wohnen had granted the Bidder an option to acquire up to 3,362,003 additional own shares at the Offer Price, to be exercised no later than June 25, 2021. This option was canceled by agreement dated June 18, 2021 (for further details see Section 7.1 of the Offer Document and Section IV.3 of this Statement).

On June 19, 2021, the Bidder and Deutsche Wohnen entered into a non-tender agreement, under which Deutsche Wohnen may neither tender its own shares into the Takeover Offer nor sell them to a third party and must hold them for a period of at least eight months after entering into the non-tender agreement (see Section IV.4 for further details). The holding obligation will end early if closing of the transaction has finally failed.

### **3.9. Shareholding of Deutsche Wohnen in GSW Immobilien AG**

Deutsche Wohnen currently holds 53,262,160 GSW Shares (corresponding to approx. 93.97% of the share capital of GSW). GSW Shares are listed on the regulated market of the Frankfurt Stock Exchange (*General Standard*) under ISIN DE000GSW1111.

## **4. Shareholder structure of Deutsche Wohnen**

Based on the voting rights notifications published in accordance with the WpHG by the date of publication of this Statement, the following shareholders directly or indirectly hold

more than 3% of the ordinary shares of Deutsche Wohnen (including the holding of Vonovia, cf. Section III.9 of this Statement). The percentage rates shown in the following table correspond to the number of voting rights and instruments last reported by the respective shareholder relative to the specified reference date pursuant to Sections 33 et seq. WpHG in relation to the issued share capital of Deutsche Wohnen as of July 1, 2021. It should be noted that the last reported number of voting rights and instruments may have changed since such voting rights notifications were issued without the relevant shareholder having been obliged to issue a voting rights notification if no thresholds subject to reporting have been reached or exceeded or fallen below:

<b>Shareholders</b>	<b>Direct or indirect holdings in Deutsche Wohnen SE (in %)</b>
	<b>Share*</b>
Vonovia SE <sup>1)</sup>	21.89**
BlackRock, Inc. <sup>2)</sup>	9.13
JPMorgan Chase & Co <sup>3)</sup>	5.71
The Goldman Sachs Group, Inc. <sup>7)</sup>	5.42
UBS Group AG <sup>5)</sup>	4.02
State Street Corporation <sup>6)</sup>	3.07
Paul E. Singer <sup>7)</sup>	3.00
<b>Total</b>	<b>52.24</b>

\* including voting rights attributable to instruments within the meaning of Section 38 WpHG.

\*\* regarding the amount of the Bidder's shareholding in Deutsche Wohnen SE relevant for the minimum acceptance threshold as part of the Takeover Offer, see Section III.7 of this Statement.

- (1) Based on a notification published on June 21, 2021, Vonovia SE held a total of 78,766,322 voting rights and instruments in Deutsche Wohnen on June 18, 2021. Based on Deutsche Wohnen's share capital of EUR 359,861,006 as at June 18, 2021, this corresponded to 21.89 % of the voting rights, of which 18.36 % was attributable to shares and 3.53 % to instruments pursuant to section 38 para. 1 WpHG
- (2) Based on a notification published on June 2, 2021, BlackRock, Inc. held a total of 32,875,904 voting rights and instruments in Deutsche Wohnen through various controlled entities on May 25, 2021. Based on Deutsche Wohnen's share capital of EUR 359,860,183 as at May 25, 2021, this corresponded to 9.14% of the voting rights, of which 7.86% was attributable to shares and 1.28% to instruments pursuant to section 38 para. 1 WpHG.
- (3) Based on a notification published on June 30, 2021, JPMorgan Chase & Co held a total of 20,549,981 voting rights and instruments in Deutsche Wohnen on June 24, 2021. Based on Deutsche Wohnen's share capital of EUR 359,861,006 as at June 24, 2021, this corresponded to 5.71% of the voting rights, of which 3.07% was attributable to shares and 2.65% to instruments pursuant to section 38 para. 1 WpHG.
- (4) Based on a notification published on June 30, 2021, The Goldman Sachs Group, Inc. held a total of 19,511,267 voting rights and instruments in Deutsche Wohnen through various controlled entities on June 25, 2021. Based on Deutsche Wohnen's share capital of EUR 359,861,006 as at June 25, 2021, this corresponded to 5.42% of the voting rights, of which 0.84% was attributable to shares and 4.58% to instruments pursuant to section 38 para. 1 WpHG.
- (5) Based on a notification published on June 15, 2021, UBS Group AG held a total of 14,485,137 voting rights and instruments in Deutsche Wohnen SE through various controlled entities on June 7, 2021. Based on Deutsche Wohnen SE's share capital of EUR 359,861,006 as at June 7, 2021, this corresponded to 4.03% of the voting rights, of which 2.96% was attributable to shares and 1.06% to instruments pursuant to section 38 para. 1 WpHG.
- (6) Based on a notification published on March 18, 2019, State Street Corporation held a total of 11,057,472 voting rights in Deutsche Wohnen through various controlled entities on March 11, 2019. Based on Deutsche Wohnen's share capital of EUR 357,016,255 as at March 11, 2019, this corresponded to 3.10% of the voting rights, attributable solely to shares.
- (7) Based on a notification published on June 10, 2021, Paul E. Singer held a total of 10,811,003 voting rights in Deutsche Wohnen through various controlled entities on June 1, 2021. Based on Deutsche Wohnen's share capital of EUR 359,861,006 as at June 1, 2021, this corresponded to 3.00% of the voting rights, attributable solely to shares.

Each share of Deutsche Wohnen confers one voting right.

## **5. Structure and business activities of the Deutsche Wohnen Group**

With a market capitalization of approx. EUR 15.2 billion (on the basis of its market capitalization based on the three-month average share price on May 21, 2021, the last trading day prior to publication pursuant to Section 10 para. 1, para. 3 sentence 1 WpÜG), Deutsche Wohnen is one of the largest listed German real estate stock corporations.

Deutsche Wohnen's structure corresponds to that of a classic holding company. In organizational terms, a distinction is made between management and asset companies. The operating subsidiaries focus on residential property management, acquisitions and disposals, and nursing care and assisted living. Within the framework of the business strategy, the focus is on the portfolio in prospering metropolises and conurbations with a population of 500,000 or more, with the area of Greater Berlin forming the core market.

The residential property management business segment is the core and focal segment of the business activities of Deutsche Wohnen Group. It comprises the "leasing portfolio" and includes all activities relating to the management and administration of residential real estate, the management of tenancy agreements, tenant support as well as the technical maintenance of the existing properties and the development of the portfolio.

The disposals/acquisitions business segments relates to the "disposal portfolio"; it includes all activities relating to the sale of residential units, buildings and land. The residential portfolio of Deutsche Wohnen held for sale is divided into (i) block sales (institutional sales) and (ii) individual privatization (also referred to as single sales or residential privatization). In parallel, acquisition opportunities for real estate portfolios and land in metropolitan regions and centers are continuously examined.

In the nursing care and assisted living business segment, Deutsche Wohnen primarily manages and markets nursing care and residential properties for senior citizens owned by it under the KATHARINENHOF® and PFLEGEN & WOHNEN HAMBURG brands. These facilities provide full inpatient care with the aim of assisting people in need of care and preserving their independence as much as possible. In addition to providing rented apartments, the assisted living program of Deutsche Wohnen also offers comprehensive, senior-friendly services for elderly people. In the nursing care segment, the focus is on cities and regions with positive development forecasts, with the core areas being Hamburg, Berlin and Saxony.

In the new construction business segment, Deutsche Wohnen Group is using targeted project developments to develop new real estate portfolios in the core and growth regions. In addition, real estate is developed for sale. This also includes the acquisition of land, creating building rights and preparing the project concepts as well as construction supervision and warranty monitoring. Deutsche Wohnen furthermore has a 40% holding in QUARTERBACK Immobilien AG, a project developer headquartered in Leipzig, providing Deutsche Wohnen with access to new building projects in the core markets. As part of the further development of its new construction activities, in the first quarter of

2021, Deutsche Wohnen sold Isaria München Projektentwicklungs GmbH to QUARTERBACK Immobilien Group, consolidating the existing new build expertise of Deutsche Wohnen Group in QUARTERBACK Immobilien Group.

In addition to the core business segments Deutsche Wohnen offers property-related services via subsidiaries and strategic investments. This business area include energy management for the properties of Deutsche Wohnen, multimedia business and technical facility management.

In the 2020 fiscal year, Deutsche Wohnen Group had an average of 1,339 employees allocated to the Residential Property Management segment. There was also an average of 3,984 employees in the Nursing Operations segment.

## **6. Portfolio**

As of March 31, 2021, the portfolio of Deutsche Wohnen comprised approx. 154,600 residential and approx. 2,900 commercial units. The average monthly contractual rent of the Deutsche Wohnen portfolio as of March 31, 2021 was EUR 7.12 per m<sup>2</sup>. The vacancy rate at that date was around 1.6%. The real estate portfolio also includes 76 nursing care properties with around 10,300 nursing care places and apartments for assisted living.

The real estate portfolio was valued as of December 31, 2020 by Jones Lang LaSalle SE (“**JLL**”) on the basis of a DCF model according the provisions of IAS 40 and the standards of the Royal Institution of Chartered Surveyors (“**RICS**”) in accordance with the so-called Red Book, with the exception of the senior living properties, where the valuation as of December 31, 2020 was done by W&P Immobilienberatung GmbH (“**W&P**”). Hence, the total value of the real estate portfolio of Deutsche Wohnen as of December 31, 2020 is approximately EUR 26.2 billion (including commercial real estate and rights of use from leases). Nursing care properties and assisted living were valued at a fair value of around EUR 1.2 billion. The data calculated by JLL and W&P were updated by Deutsche Wohnen in the interim report as of March 31, 2021. This results in a market value of EUR 26.1 billion or EUR 1.2 billion as of March 31, 2021.

Deutsche Wohnen currently divides its residential real estate portfolio into strategic core and growth regions as well as non-core regions. Deutsche Wohnen furthermore distinguishes between core+ and core regions in its strategic core and growth regions. Portfolio management is based on the regional and strategic clustering of the real estate portfolio. The regional clustering into core+, core and non-core segments uses a scoring model that evaluates attractiveness and future prospects of locations on the basis of macroeconomic, socio-demographic and real estate-specific data.

As of March 21, 2021, 93.1% of the residential portfolio of Deutsche Wohnen Group was located in the so-called core+ regions. Core+ regions are metropolitan centers and regions that are characterized by a dynamic development of economic criteria such as economic strength, income as well as innovative strength and competitiveness and with excess demand for residential space. As of March 21, 2021, an additional 6.7% of residential units were located in stable core regions with moderately increasing rents and stable market

development forecasts. These markets are characterized by a balanced supply and demand situation, a good economic situation, stable economic prospects, average purchasing power and a constant number of households. As of March 21, 2021, a mere 0.1% of properties (218 residential and small commercial units) were located in weaker non-core regions. Non-core regions are defined as geographic regions where development stagnates and/or shows a negative trend. These are primarily rural areas as well as scattered holdings.

## **7. Business development, total assets and selected financial indicators**

According to the consolidated balance sheet prepared in accordance with IFRS as of December 31, 2020, the total assets of Deutsche Wohnen amounted to approx. EUR 30,797.4 million (December 31, 2019: 27,851.7 million). Earnings before interest, taxes, depreciation and amortization (EBITDA adjusted) according to the consolidated income statement for the period from January 1, 2020 to December 31, 2020 amounted to approx. EUR 1,010.1 million (2019: approx. EUR 901.2 million), while earnings after taxes amounted to approx. EUR 1,544.6 million (2019: approx. EUR 1,600.9 million). The equity ratio was 45% (December 31, 2019: 47%) and the EPRA NTA (as defined in Section VI.2.4 of this Statement) was approx. EUR 17.844,4 million (December 31, 2019: approx. EUR 16,791.3 million).

## **8. Persons acting in concert with Deutsche Wohnen**

A list of all subsidiaries of Deutsche Wohnen is attached to this Statement as Annex 6. Pursuant to Section 2 para. 5 sentence 3 WpÜG, such persons are deemed to be acting jointly with Deutsche Wohnen and with other such persons.

### **III. GENERAL INFORMATION ABOUT THE BIDDER**

The Bidder published the following information in the Offer Document. This information has not been verified by the Management Board or by the Supervisory Board.

#### **1. Legal principles of Vonovia**

According to Section 5.1 of the Offer Document, based on its own market analyses, Vonovia, having its registered office in Bochum, is the largest German residential real estate company in the private sector in terms of the value of its real estate portfolio and the number of residential properties it owns. The operating subsidiaries of Vonovia are full-service providers offering a wide range of property management and facility management services. In terms of market capitalization, Vonovia is the largest German listed real estate company. Vonovia is entered in the Commercial Register of the Local Court of Bochum under HRB 16879.

The corporate purpose of Vonovia according to its articles of association is to engage in real estate business and associated transactions of any kind whatsoever, in particular, acquisition, management and sale of developed or undeveloped properties and equivalent rights in Germany and abroad. Vonovia may furthermore acquire, hold and sell equity interests in German or foreign partnerships and (listed or unlisted) corporations that conduct any of the aforementioned business activities.

Vonovia may, in particular, be active in the areas of acquisition, construction, operation, supervision, management and administration of buildings of any legal and usage forms and may take over any tasks arising in the area of the management of residential and commercial buildings, urban development and infrastructure, in particular, acquire, develop, improve, redevelop, encumber and sell real estate and issue heritable building rights. It may furthermore undertake business in development and marketing of technical, commercial and other know-how and in the provision of services of any kind in connection with the described corporate purpose.

Vonovia may dispose of any of its shareholdings and spin off its business or assets or transfer them to affiliates as a whole or in part. It may also centralize companies under unified direction or control or restrict its activities to the management of interests. Vonovia may also conduct other business if it is suitable for realizing the object of the company. Vonovia is also entitled to perform the corporate purpose in part only or to pursue it through companies in which it holds an interest. It may establish branches in Germany and abroad.

Vonovia does not engage in any activities that would make it an investment fund within the meaning of the German Capital Investment Code. In particular, Vonovia was not established with the primary purpose of providing a return to its shareholders through the sale of its subsidiaries or affiliates.

According to the Offer Document, the Vonovia shares (ISIN DE000A1ML7J1) are admitted to trading on the regulated market of the Frankfurt Stock Exchange with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*). Vonovia shares are currently included, inter alia,

in the DAX and the international indices EURO STOXX® 50, STOXX® Europe 600, MSCI Germany, GPR 250, EPRA/NAREIT Europe as well as GPTMS 150. Vonovia Shares are also traded on the Berlin Stock Exchange in the sub-segment *Berlin Second Regulated Market* and are admitted to trading on the regulated market of the Luxembourg Stock Exchange.

## **2. Members of the management board and of the supervisory board**

According to information provided by the Bidder in Section 5.4.1 of the Offer Document, the management board of Vonovia is composed of the following members: Rolf Buch, Chief Executive Officer (CEO); Helene von Roeder, Chief Financial Officer (CFO); Arnd Fittkau, Chief Rental Officer (CRO); and Daniel Riedl, Chief Officer for Development and Austria (CDO).

According to Section 5.4.2 of the Offer Document, the supervisory board currently has the following members:

Mr. Jürgen Fitschen (Chairman); Prof. Dr. Edgar Ernst (Deputy Chairman); Mr. Burkhard Ulrich Drescher; Mr. Vitus Eckert; Dr. Florian Funck; Dr. Ute Geipel-Faber; Mr. Daniel Just; Ms. Hildegard Müller; Prof. Dr. Klaus Rauscher; Dr. Ariane Reinhart; Ms. Clara-Christina Streit; and Mr. Christian Ulbrich.

## **3. Capital structure of Vonovia**

### **3.1. Share capital**

According to Section 5.2.1 of the Offer Document, the share capital of Vonovia at the time of publication of this Offer Document amounts to EUR 575,257,327.00 and is divided into 575,257,327 registered no-par value shares with a pro rata amount of the share capital of EUR 1.00 per share.

According to the Bidder, as part of a share dividend from the authorized capital pursuant to Section 5 of the articles of association with indirect subscription rights of the Bidder's shareholders, the share capital was last increased in May 2021 by EUR 9,370,028.00 by issuing 9,370,028 no-par value registered shares with a pro rata amount of the share capital of EUR 1.00 per share.

### **3.2. Authorized capital**

Vonovia's management board is authorized, with the approval of the supervisory board, to increase the share capital of Vonovia during the period until April 15, 2026 by up to EUR 282,943,649.00 once or several times, by issuing up to 282,943,649 new registered no-par value shares against contributions in cash or in kind ("**Authorized Capital 2021**"). Shareholders generally are to be granted the statutory subscription right to the new shares.

However, with regard to the Authorized Capital 2021, Vonovia's management board is authorized, with the approval of the supervisory board, to exclude shareholders'

subscription rights altogether or in part, once or several times, as set forth in detail in the following provisions:

- (1) in order to exclude fractional amounts from the subscription rights of shareholders;
- (2) to the extent that this is necessary to grant holders or creditors of convertible bonds, option bonds, profit participation rights and/or participating bonds (or combinations of these instruments) that carry conversion or option rights or conversion or option obligations and that were issued or are still issued by Vonovia or by a company dependent on Vonovia or in which Vonovia holds a direct or indirect majority interest, subscription rights to new no-par value bearer Vonovia shares the extent to which they would be entitled as shareholders after exercising their option or conversion rights or after fulfilling their conversion or option obligations;
- (3) to issue shares against cash contributions, if the issue price of the new shares is not significantly lower than the stock market price of the shares of the same class and features already listed within the meaning of Section 203 para. 1 and 2, 186 para. 3 sentence 4 AktG and the pro rata amount of the share capital represented by the new shares issued with exclusion of subscription rights pursuant to Section 186 para. 3 sentence 4 AktG does not exceed a total of 10% of the share capital, either at the effective date or - if this value is lower - at the time of exercise of this authorization. Vonovia shares are to be deducted from this limit of 10% of the share capital,
  - (i) which were sold as own shares during the term of this authorization, under exclusion of shareholders' subscription rights pursuant to Section 71 para. 1 no. 8 sentence 5, second half-sentence in conjunction with Section 186 para. 3 sentence 4 AktG;
  - (ii) which were issued to service bonds with conversion or option rights or conversion or option obligations or to be issued if such bonds were issued in analogous application of Section 186 para. 3 sentence 4 AktG during the term of this authorization with the exclusion of subscription rights.
  - (iii) which were issued during the term of this authorization, based on other capital measures, excluding shareholders' subscription rights in direct or analogous application of Section 186 para. 3 sentence 4 AktG.

- (4) For the purpose of issuing shares against contributions in kind, in particular - without limitation hereon - for the purpose of (also indirect) acquisition of companies, parts of companies, holdings in companies and other assets (including receivables) relating to an acquisition project, real estate and real estate portfolios, or to service convertible bonds and/or option bonds or a combination of such instruments that are issued against contributions in kind;
- (5) to carry out a share dividend, within the framework of which Vonovia shares (including partially and/or optionally) are issued against the contribution of dividend claims by the shareholders (scrip dividend); and
- (6) limited to the issue of up to 2,500,000 new no-par value registered shares against cash contributions if this is necessary to issue shares to employees of Vonovia or its affiliates within the meaning of Section 15 AktG, under exclusion of the members of the management board and the supervisory board of Vonovia as well as of the management board, the supervisory board and other members of other corporate bodies of affiliated companies.

To the extent permitted by law, the employee shares may also be issued in such a way that the contribution to be made to them is covered by the portion of the surplus for the year which the management board and the supervisory board are authorized to allocate to other revenue reserves in accordance with Section 58 para. 2 AktG.

The new shares may furthermore be subscribed for by a credit institution against a cash contribution to enable Vonovia to buy back the shares subscribed for in this way, in order to issue them to employees of Vonovia or its affiliates within the meaning of Section 15 AktG, under exclusion of the members of Vonovia's management board and supervisory board as well as of the management board, the supervisory board and members of other corporate bodies of affiliated companies.

The authorizations to exclude subscription rights in case of capital increases against contributions in cash and/or in kind are limited to a total amount not exceeding 10% of the share capital, either at the effective date or at the time of exercise - if this value is lower - of the authorization. Vonovia shares are to be deducted from this limit of 10% of the share capital,

- (1) which were or are to be issued to service bonds if the bonds in turn were issued during the term of this authorization with the exclusion of subscription rights of the shareholders.
- (2) which were issued during the term of this authorization under other authorizations excluding the subscription rights of the shareholders.

Unless the subscription right is excluded in accordance with the above provisions, if this is determined by the management board with the approval of the supervisory board, the subscription right may also be granted to shareholders by way of an indirect subscription right pursuant to Section 186 para. 5 AktG or even partially by way of a direct subscription right (for example to shareholders entitled to subscribe who have submitted a confirmed subscription declaration in advance) and otherwise by way of an indirect subscription right pursuant to Section 186 para. 5 AktG.

The Authorized Capital 2021 may only be used up to a maximum of 50% of the share capital at the effective date or - if this value is lower - at the time of exercising the Authorized Capital 2021. Shares issued or to be issued from conditional capital to service bonds with conversion or option rights or with conversion or option obligations are to be deducted from this maximum limit if such bonds were issued during the term of the Authorized Capital 2021.

### **3.3. Conditional capital increase**

To service the convertible bonds, option bonds, profit participation rights and/or participating bonds (or combinations of such instruments) that may be issued based on the issuing authorization resolved by the annual general meeting on April 16, 2021 under agenda item 9, the share capital of Vonovia is conditionally increased by up to EUR 282,943,649.00 by issuing up to 282,943,649 new no-par value registered shares with dividend rights (“**Conditional Capital 2021**”).

The conditional capital increase will only be carried out to the extent that holders or creditors of bonds issued or guaranteed by Vonovia or companies that are dependent on Vonovia or a company that is in the direct or indirect majority ownership of Vonovia, on the basis of the authorization resolution of the general annual meeting of April 16, 2021, make use of their conversion or option rights or fulfill conversion or option obligations under such bonds, or to the extent Vonovia grants Vonovia shares instead of the payment of the amount due and to the extent the conversion or option rights or conversion or option obligations are not serviced by treasury shares, by shares from authorized capital or by other benefits.

Vonovia’s management board is, with the approval of the supervisory board, authorized to specify the further details of the implementation of the conditional capital increase.

## **4. Shareholder structure of Vonovia**

As described in Section 5.5 of the Offer Document, the following table shows the respective shareholdings of the Bidder’s shareholders at the time of publication of the Offer Document.

Based on the voting rights notifications received by Vonovia under the WpHG by the date of publication of the Offer Document and the information made available to Vonovia by the respective shareholders, the following shareholders directly or indirectly hold more than 3% of the ordinary shares of Vonovia. The percentage rates shown in the following table correspond to the number of voting rights and instruments last reported to Vonovia by the

respective shareholder relative to the specified reference date pursuant to Sections 33 et seqq. WpHG in relation to the issued share capital of Vonovia as of the date of publication of the Offer Document. It should be noted that the last reported number of voting rights and instruments may have changed since such voting rights notifications were issued without the relevant shareholder having been obliged to issue a new voting rights notification if no thresholds subject to reporting have been reached or exceeded or fallen below.

<b>Shareholders</b>	<b>Direct or indirect interest in Vonovia (in %)</b> <b>Share*</b>
BlackRock <sup>(1)</sup>	8.87
Ministry of Finance, Norway (Norges Bank) <sup>(2)</sup>	6.18
JPMorgan Chase & Co <sup>(3)</sup>	4.07
<b>Total:</b>	<b>19.12</b>

\*including voting rights attributable to instruments within the meaning of Section 38 WpHG.

- (1) Based on a notification received from BlackRock, Inc. on June 14, 2021, BlackRock, Inc. held a total of 50,996,644 voting rights and instruments in Vonovia through various controlled entities on June 9, 2021. Based on Vonovia's share capital of EUR 575,257,327 as at June 14, 2021, this corresponded to 8.87% of the voting rights, of which 8.86% was attributable to shares and 0.005% to instruments pursuant to section 38 para. 1 WpHG.
- (2) Based on a notification received from the Ministry of Finance for the State of Norway on August 29, 2016, the Ministry of Finance for the State of Norway held a total of 35,566,312 voting rights in Vonovia via Norges Bank on August 19, 2016. Based on Vonovia's share capital of EUR 466,000,624 as at August 29, 2016, this corresponded to 7.63% of the voting rights, attributable solely to shares.
- (3) Based on a notification received from JPMorgan Chase&Co on April 28, 2021, JPMorgan Chase&Co held a total of 23,420,326 voting rights and instruments in Vonovia through various controlled entities on April 23, 2021. Based on Vonovia's share capital of EUR 565,887,299 as at April 28, 2021, this corresponded to 4.14% of the voting rights, of which 2.82% was attributable to shares and 1.32% to instruments pursuant to section 38 para. 1 WpHG.

Each Vonovia share confers one voting right.

## **5. Structure and business activities of the Vonovia Group**

According to Section 5.3.1 of the Offer Document, Vonovia performs the function of the management holding company within the Vonovia Group. In this function, it is responsible for defining and pursuing the overall strategy and implementing the corporate goals. It takes over management, financing and coordination tasks for the Vonovia Group and is furthermore responsible for the management, control and monitoring system as well as for the risk management. To perform these management functions, in particular in the commercial and operational areas, Vonovia is supported by a number of service companies that are grouped together centrally in shared service centers.

As of December 31, 2020, the Vonovia Group had a total of 10,622 employees.

## **6. Portfolio**

According to the information provided in Section 5.3.2 of the Offer Document, the Vonovia Group holds and manages a residential portfolio of around 355,300 residential units in nearly all major German cities and regions. In addition, the Vonovia Group manages a portfolio of approximately 38,000 residential units in Sweden and around 22,000 residential

units in Austria. As of December 31, 2020, the fair value of the Vonovia portfolio amounted to approximately EUR 56.8 billion, with an EPRA NTA (as defined in Section 9.3.1(1) of the Offer Document; cf. also Section VI.2.4 of this Statement) of approximately EUR 35.5 billion. In addition to its own apartments, the Vonovia Group also manages around 78,700 apartments for third parties. According to its own estimates, the Vonovia Group thus is one of the leading residential real estate companies in Germany, Sweden and Austria, albeit with a very small market share of around 1.5 % in Germany due to the highly fragmented nature of the market.

On the one hand, the Vonovia Group divides its German real estate portfolio into the “strategic” portfolio with focus on value-enhancing management, which consists of the “operate” and “invest” sub-portfolios. On the other hand, the portfolio is divided into “recurring sales” with the aim of selling residential property to tenants, owner-occupiers and capital investors as well as into the “non-core disposals” portfolio with locations and properties that are not deemed essential for the further strategic development of the Vonovia Group.

In the “strategic” portfolio’s “operate” sub-portfolio, the Vonovia Group pursues the approach of further developing the value of the properties through sustainable maintenance measures, rent increases as well as a reduction in vacancy rates.

In the “invest” sub-portfolio, the Vonovia Group aims to create additional added value through a comprehensive investment program which also addresses climate protection and includes investments in energy-related renovation measures. In so doing, the Vonovia Group is primarily investing in façade and roof insulation as well as in new windows and heating systems. When investing in apartments, the Vonovia Group focuses on its customers’ requirements when it comes to improving the standard of housing. In addition to the modernization and renovation of bathrooms, floors and electrical installations, this also includes the demand for facilities suitable for senior citizens.

In the context of redensification, the Vonovia Group intends to continue creating new residential space in its portfolio in the future as well, by adding additional storeys and by constructing new buildings on existing land. In many cases, the projects involving new constructions and additional storeys are realized in a standardized manner by using pre-configured segments produced in serial construction, leading to a significant reduction in the project duration. The implementation in modular construction using pre-configured elements allows for standardization and scaling at lower manufacturing costs with secure project execution.

The portfolio management strategy also comprises the activities of the development business on land acquired specifically for this purpose, and hence complements the value chain of Vonovia Group. Moreover, there is a substantial transfer of expertise between the development business and the already established activities of the Vonovia Group in new construction and adding storeys. The development business comprises the construction of condominiums for sale to investors and owner-occupiers as well as the construction of rental apartment portfolios for owner-occupancy. In the future, Vonovia will continue to conduct these activities under the well-known BUWOG brand.

The Vonovia Group further divides its overall portfolio into the “Germany” portfolio, the “Austria” portfolio and the “Sweden” portfolio. On the one hand, this enables Vonovia to take specific national features into account and, on the other, to identify synergy effects between the countries. Since, for example, the home ownership rate in Sweden is higher than in Austria and significantly higher than in Germany, the Vonovia Group intensified its development of condominiums for sale to investors and owner-occupiers in Austria. In the future, the established know-how of the development business in Germany and Austria is to be transferred even more to Sweden.

## **7. Shareholdings of Vonovia and persons acting in concert with Vonovia in Deutsche Wohnen**

According to the information provided by the Bidder in Section 5.7 of the Offer Document, at the time of publication of the Offer Document, the Bidder directly held 66,057,759 shares and voting rights in Deutsche Wohnen. This corresponds to a share of voting rights and a share of the share capital of around 18.36%.

Besides that, as of the date of publication of this Offer Document, neither the Bidder, nor the persons acting in concert with the Bidder or their subsidiaries directly or indirectly hold any other Deutsche Wohnen Shares. Also, no voting rights from Deutsche Wohnen Shares are attributable to them pursuant to Section 30 WpÜG.

On May 24, 2021 the Bidder entered into a purchase agreement with Deutsche Wohnen to acquire 12,708,563 Deutsche Wohnen Shares (approximately 3.53% of the share capital and voting rights in Deutsche Wohnen), which was amended by amendment agreement to the Business Combination Agreement on June 18, 2021 (see in more detail Section 7.1.3(i) of the Offer Document and Section III.9 of this Statement). The purchase agreement will only be consummated if and when the Bidder has published that the Takeover Offer was not successful. Since these 12,708,563 Deutsche Wohnen Shares thus will not be acquired by the Bidder if the Takeover Offer is successful, these Deutsche Wohnen Shares will not be counted towards the number of shares required to reach the minimum acceptance threshold (as per Section 11.1.1 of the Offer Document).

Moreover, neither the Bidder nor persons acting in concert with it within the meaning of Section 2 para. 5 WpÜG or their subsidiaries directly or indirectly hold instruments relating to voting rights in Deutsche Wohnen which would have to be notified pursuant to Section 38 or Section 39 WpHG.

## **8. Persons acting in concert with Vonovia**

According to the information in the Offer Document (Section 5.6), at the time of publication of the Offer Document, the subsidiaries of Vonovia specified in Annex 2 of the Offer Document pursuant to Section 2 para. 5 sentence 3 WpÜG in conjunction with Section 2 para. 5 sentence 1 WpÜG are deemed persons acting in concert with the Bidder and among themselves.

According to the Bidder, there are no other persons acting in concert with the Bidder within the meaning of Section 2 para. 5 WpÜG.

## 9. Information on securities transactions and possible parallel acquisitions

In Section 5.8 of the Offer Document, the Bidder provides an exhaustive list of the following agreements relating to the acquisition of Deutsche Wohnen Shares entered into by the Bidder, persons acting in concert with the Bidder within the meaning of Section 2 para. 5 WpÜG or their subsidiaries during the period beginning six months prior to the publication of the decision to make the Takeover Offer on May 24, 2020, and ending with the publication of the Offer Document on June 23, 2021:

- Between April 20, 2021 and June 16, 2021, the Bidder initially acquired a total of 37,495,064 Deutsche Wohnen Shares (around 10.42% of the share capital and voting rights in Deutsche Wohnen) on the stock exchange. The highest consideration paid for a Deutsche Wohnen Share was EUR 51.94. The transfer of these 37,495,064 Deutsche Wohnen Shares in total to the Bidder took place between April 22, 2021 and June 18, 2021.
- On May 24, 2021, the Bidder further entered into a purchase agreement (as amended by amendment agreement to the Business Combination Agreement dated June 18, 2021) with Deutsche Wohnen for the acquisition of 12,708,563 Deutsche Wohnen Shares (around 3.53% of the share capital and voting rights in Deutsche Wohnen), which, however, will only be consummated in the event that the Takeover Offer fails. The agreed price per Deutsche Wohnen Share under this agreement is EUR 52.00.
- A further agreement between the Bidder and Deutsche Wohnen dated May 24, 2021, pursuant to which the Bidder may make a corresponding request to Deutsche Wohnen to enter into a purchase agreement for the acquisition of up to 3,362,003 Deutsche Wohnen Shares (approximately 0.93% of the share capital and voting rights in Deutsche Wohnen) under certain circumstances, was revoked by the parties on June 18, 2021 by way of an amendment agreement to the Business Combination Agreement.
- On May 24, 2021, the Management Board of Deutsche Wohnen resolved, with the approval of the Supervisory Board, to make partial use of the Authorized Capital 2018/I and to increase the share capital of Deutsche Wohnen by up to EUR 12,130,478.00, by issuing up to 12,130,478 new Deutsche Wohnen Shares with profit participation rights from January 1, 2021, excluding the shareholders' subscription rights, and to admit the Bidder as subscriber to the new shares. By way of an amendment agreement to the Business Combination Agreement dated June 18, 2021, the parties cancelled the Bidder's right to subscribe to the capital increase.
- Moreover, on June 9, 2021, the Bidder entered into a purchase agreement with Norges Bank, Oslo, Norway ("**Norges Bank**") for 24,559,000 Deutsche Wohnen Shares (around 6.82% of the share capital and voting rights in Deutsche Wohnen), which was executed on June 18, 2021. The price per Deutsche Wohnen Share was also EUR 52.00. In the event that (i) the Takeover Offer is successfully executed,

and (ii) the Offer Consideration exceeds the price of EUR 52.00 per Deutsche Wohnen Share as agreed between the Bidder and the Norges Bank, then the agreed price will be automatically adjusted to correspond to, but in no event exceed, the Offer Consideration. In the event that (i) a competing takeover offer within the meaning of Section 22 WpÜG is successfully completed and (ii) the Takeover Offer of Vonovia is not successfully executed, Vonovia has undertaken to pay Norges Bank the amount by which the offer price of the competing offer exceeds the amount of EUR 52.00 per Deutsche Wohnen Share sold by Norges Bank to the Bidder.

- Furthermore, on June 9, 2021, the Bidder entered into a purchase agreement with Burlington Loan Management DAC, Dublin, Ireland, for 4,002,695 Deutsche Wohnen Shares (around 1.11% of the share capital and voting rights in Deutsche Wohnen), which was executed on June 18, 2021. The price per Deutsche Wohnen Share also was EUR 52.00.

Besides that, neither the Bidder nor persons acting in concert with the Bidder within the meaning of Section 2 para. 5 WpÜG nor its subsidiaries have acquired Deutsche Wohnen Shares or entered into agreements during the period beginning six months prior to the publication of the Offer Document on June 23, 2021, which can be used to request the transfer of ownership of Deutsche Wohnen Shares.

In Section 5.8 of the Offer Document, the Bidder reserves the right, to the extent permitted by law, to continue to directly or indirectly acquire additional Deutsche Wohnen Shares outside the Takeover Offer on the stock exchange or off-market. To the extent that such acquisitions take place, they will be published on the Internet at <https://de.vonovia-st.de>, indicating number and price of the acquired Deutsche Wohnen Shares, as well as in accordance with the applicable legal provisions, in particular, Section 23 para. 2 WpÜG.

#### **10. Agreements in the event that more than 90% minus 10,000 of the respective outstanding Deutsche Wohnen Shares are offered**

In Section 5.9 of the Offer Document, the Bidder describes its intention of taking over up to a maximum of 90% (rounded down to whole shares) minus 10,000 shares of the respective outstanding Deutsche Wohnen Shares, with said 90% being calculated by taking into account any Deutsche Wohnen Shares acquired by Vonovia outside the Takeover Offer, not taking into account any Deutsche Wohnen Shares held by Deutsche Wohnen or any company of the Deutsche Wohnen Group). Given this background, the Bidder has provided for a procedure for settling the Takeover Offer as shown in Section 5.9, which can be described as follows and which the Management Board and the Supervisory Board consider plausible:

In the event that acceptance of the Takeover Offer for a number of Deutsche Wohnen Shares would have the effect that as a result of the Takeover Offer, by the expiry of the Additional Acceptance Period, Vonovia would acquire more than 90% (rounded down to whole shares) minus 10,000 of the respective Deutsche Wohnen Shares (taking into account any Deutsche Wohnen Shares acquired by the Bidder outside of the Takeover Offer,

calculated overall without taking into consideration Deutsche Wohnen Shares held by Deutsche Wohnen or a company of the Deutsche Wohnen Group) (the “**Excess Shares**”), Société Générale, 29 Boulevard Haussmann, 75009 Paris, France (“**Third-Party Bank**”) has undertaken to the Bidder in a share purchase and transaction agreement dated June 4, 2021 (the “**Third-Party Bank Agreement**”) to acquire and take over Excess Shares (as defined in Section 12.3(2) of the Offer Document). The Bidder does not have any claim to Excess Shares being transferred directly to it, a person acting in concert with it or its subsidiaries.

The Settlement Agent as agent of the shareholders accepting the Takeover Offer, will transfer a maximum of 90% (rounded down to whole shares) minus 10,000 shares of the respective outstanding Deutsche Wohnen Shares to Vonovia, taking into account any Deutsche Wohnen Shares acquired by Vonovia outside the Takeover Offer, calculated overall by not taking into account any Deutsche Wohnen Shares held by Deutsche Wohnen or any company of the Deutsche Wohnen Group). The Excess Shares will be transferred by the Settlement Agent to the Third-Party Bank, with the Third-Party Bank having undertaken to the Bidder in the Third-Party Bank Agreement to make this acquisition and to pay the Offer Consideration due in this respect in place of the Bidder (performance by third parties within the meaning of Section 267 para. 1 BGB).

The Bidder may terminate the Third-Party Banking Agreement at any time. The Third-Party Bank is generally obligated to sell Excess Shares at auction, if Vonovia declares a corresponding request to sell or no such request has been made by May 30, 2023, and the Third-Party Bank exercises its right to initiate the sales process (auction) after this date.

If the Third-Party Bank incurs losses in the context of the sale of the Excess Shares, these losses must be compensated in cash by the Bidder (as described in Section 5.9 of the Offer Document). However, the Third-Party Bank may decide to keep the Excess Shares or sell them outside of an auction. In this case, the Third-Party Bank is not entitled to a cash compensation. It is furthermore provided for the Third-Party Bank receiving a payment from the Bidder, in an amount that will depend, inter alia, on the amount furnished as consideration for the acquisition of the Deutsche Wohnen Shares and the period of time until the resale of the Shares. In reverse, in the event of a transfer of the Excess Shares to third parties in breach of the agreement until the expiry of the Acceptance Period or the Additional Acceptance Period, with the result that these Excess Shares become part of the Takeover Offer, the Third-Party Bank must pay the Settlement Agent a contractual penalty in the amount of the respective Offer Price so as to ensure payment of the consideration.

#### **IV. BUSINESS COMBINATION AGREEMENT**

On May 24, 2021, Vonovia and Deutsche Wohnen entered into the Business Combination Agreement. The Business Combination Agreement was amended on June 18, 2021 by way of an amendment agreement with respect to initial agreements between the parties relating to the acquisition of Deutsche Wohnen Shares and a capital subscription by the Bidder for the purpose of achieving a minimum shareholding of 10.1 % in Deutsche Wohnen (see Section 7.1.3 (i) to (iii) of the Offer Document and section III.9 of this Statement above). The subject matter of the Business Combination Agreement is the common understanding of the strategic objectives of the Bidder and of Deutsche Wohnen regarding the intended future corporate structure, the intended integration process, the procedure as well as the fundamental support of the Takeover Offer by the Management Board and the Supervisory Board of Deutsche Wohnen.

The Business Combination Agreement has a term of two years from the conclusion of the agreement. Either party may terminate the Business Combination Agreement if, among other things, the Takeover Offer is not successfully executed or if the respective other party is in breach of material obligations under the Business Combination Agreement.

The Business Combination Agreement contains the following material agreements:

##### **1. Commitment to make a Takeover Offer**

In the Business Combination Agreement, the Bidder has undertaken to make a voluntary public offer for the acquisition of all Deutsche Wohnen Shares not already held directly by the Bidder for the consideration shown in Section 4.1 of the Offer Document and Section V.5.1 of this Statement and on the Closing Conditions set out in Section 11 of the Offer Document and Section V.5.4 of this Statement.

##### **2. Support of the Takeover Offer**

In the Business Combination Agreement the Management Board and the Supervisory Board of Deutsche Wohnen have, after reviewing this Offer Document and subject to their legal obligations, in particular their duty of care and their fiduciary duty (see IV.5 section of this Statement for further details), undertaken to confirm without undue delay and in any event within two weeks, as part of their legally required statements pursuant to Section 27 para. 1 WpÜG that (i) in their opinion, the cash and total consideration offered as part the Takeover Offer for the Deutsche Wohnen Shares is fair and reasonable, (ii) in their opinion, the transaction is in the corporate interest of Deutsche Wohnen and they therefore endorse and support the Takeover Offer, and (iii) they recommend that the shareholders of Deutsche Wohnen accept the Takeover Offer.

In the Business Combination Agreement, Deutsche Wohnen has further undertaken to support the Takeover Offer if it is compatible with the statutory duties of the Management Board and Supervisory Board of Deutsche Wohnen. The Bidder and Deutsche Wohnen thus have agreed, in particular, on the following:

- Deutsche Wohnen will not initiate any steps or take any measures which might prevent or have a negative effect on the success or the timely completion of the Takeover Offer or increase the Bidder's costs.
- Deutsche Wohnen will use its best efforts to cooperate in the further preparation and implementation of the Takeover Offer and in the closing of the transaction.
- Deutsche Wohnen will neither directly nor indirectly seek talks with third parties with the aim of conducting a transaction similar to the Takeover Offer.
- Until the Takeover Offer is consummated, the Bidder and Deutsche Wohnen will continue to conduct their business in a manner consistent with their previous customary management. Deutsche Wohnen has undertaken, in particular, to refrain from taking certain economic and/or strategic measures, in particular, from taking certain capital or corporate structure measures. Moreover, Deutsche Wohnen has undertaken to ensure that until the expiry of one year after publication pursuant to Section 23 para. 1 sentence 1 no. 2 WpÜG, neither Deutsche Wohnen nor any member of the Deutsche Wohnen Group or any person acting in concert with Deutsche Wohnen or any member of the Deutsche Wohnen Group will purchase or otherwise acquire its own shares in Deutsche Wohnen or convertible bonds or other financial instruments relating to Deutsche Wohnen Shares.
- Deutsche Wohnen will service Convertible Bonds 2017/2024 and Convertible Bonds 2017/2026 converted under the change of control provisions not by issuing new Deutsche Wohnen Shares, but by making an optional cash payment (the “**Cash Payment Option**”) under the terms of the issue.

### **3. Building up a minimum shareholding by way of share purchase agreements and capital subscription**

In order to secure the business combination, in the Business Combination Agreement, as amended on June 18, 2021, the Bidder and Deutsche Wohnen have agreed that by June 30, 2021, at the latest, the Bidder should attain a minimum shareholding in Deutsche Wohnen of approximately 10.1% on a diluted basis. Vonovia and Deutsche Wohnen thus have agreed, in particular, on the following:

- (i) The Bidder and Deutsche Wohnen have entered into a purchase agreement under the Business Combination Agreement for the purchase by the Bidder of 12,708,563 own shares of Deutsche Wohnen at a price per own share equal to the Offer Consideration and without dividend rights for the year 2020. The purchase agreement will only be consummated if and when the Bidder has published that the Takeover Offer was not successful.
- (ii) In the event that the Bidder has not acquired all of its own shares by the time of the approval of the Offer Document, Deutsche Wohnen has undertaken in the Business Combination Agreement to enter into a non-tender agreement under which it may neither tender its own shares into the Takeover Offer nor

sell them to a third party and must hold them for a period of at least eight months after entering into the non-tender agreement. The holding obligation will end early if the closing of the transaction fails. The corresponding agreement was entered into on June 19, 2021 and is described in more detail in Section IV.4 of this Statement.

- (iii) In the Business Combination Agreement the Bidder has undertaken that in the event of the failure of the transaction or the early termination of the Business Combination Agreement, it will place all new Deutsche Wohnen Shares acquired as a result of the share purchase agreement described above under (i) on a broad base in the market within 12 months without affecting the share price.

#### **4. Non-Tender Agreement with Deutsche Wohnen regarding Deutsche Wohnen Shares**

As stipulated in the Business Combination Agreement, on June 19, 2021, the Bidder and Deutsche Wohnen entered into a non-tender agreement, according to which the target company has irrevocably and unconditionally undertaken (i) not to tender the Deutsche Wohnen Shares held by it, neither in whole nor in part, in the Takeover Offer, and (ii) not to sell in any other way, transfer or otherwise dispose of any of the Deutsche Wohnen Shares held by it or to assign the shareholder rights attached to such Deutsche Wohnen Shares.

#### **5. Compliance with legal restrictions and preservation of the responsibilities of the boards**

The Management Board and the Supervisory Board note that any and all obligations established under the Business Combination Agreement are subject to what is permitted by law, dutiful compliance with the duties of the boards as well as the safeguarding of the responsibilities of the boards. In particular, the obligations of Deutsche Wohnen to support the Takeover Offer will end if circumstances exist that would result in the Management Board and/or the Supervisory Board of Deutsche Wohnen breaching their duties as boards if they were to continue to support the Takeover Offer or if a competing Takeover Offer is submitted which, in the view of the Management Board and of the Supervisory Board of Deutsche Wohnen, is overall more beneficial for the company or the shareholders.

#### **6. Additional provisions**

The Business Combination Agreement furthermore contains additional agreements between the Bidder and Deutsche Wohnen. This includes an agreement on deciding the corporate name, registered office and future strategy of the combined company (see Section 8.1 of the Offer Document and Section VII.1.1 of this Statement), the arrangement of the future corporate governance of the combined company, including the composition of the corporate bodies of the Bidder and Deutsche Wohnen (see Sections 7.1.6., 8.3 of the Offer Document and Section VII.1.2 of this Statement) and the basic features of the management contracts of Mr. Michael Zahn and Mr. Grosse as members of Vonovia's management

board (see Section 17 of the Offer Document and Section X of this Statement). Moreover, the Business Combination Agreement contains the common understanding of the Bidder and of Deutsche Wohnen regarding the employees of both companies (see Section 8.4 of the Offer Document and Section VII.1.3 of this Statement), as well as the agreements between the Bidder and Deutsche Wohnen regarding the integration and cooperation of the two companies (Sections 7.1.6 and 8.1 of the Offer Document, Section VII.1.4 of this Statement). This also includes the obligation of Vonovia under the Business Combination Agreement to assume responsibility for the refinancing of Deutsche Wohnen, should, in connection with the closing of the Takeover Offer, the exercise of redemption options, termination rights or other comparable rights by creditors of the Deutsche Wohnen Group occur, or should Deutsche Wohnen choose the Cash Payment Option after issuing a conditional conversion declaration by holders of the convertible bonds and to indemnify Deutsche Wohnen from certain taxes, if and when they become due, that may be payable in connection with the closing of the Takeover Offer (see Sections 7.1.4 and 8.1 of the Offer Document and Section VII. 1.5.1 of this Statement). Equally, the understanding between Vonovia and Deutsche Wohnen on measures relating to the housing market in Berlin is stipulated in the Business Combination Agreement (see Section 7.5 of the Offer Document and Section VII.1.6 of this Statement). With respect to Vonovia's Takeover Offer, the Business Combination Agreement contains the right of Deutsche Wohnen to consent to the waiver or reduction of the minimum acceptance threshold (see Section 11.3 of the Offer Document and Section V.5.5 of this Statement). Finally, with regard to the potential acquisition of control of GSW by the Bidder, the Business Combination Agreement contains further obligations on the part of Deutsche Wohnen, in particular, the obligation to enter into a Non-Tender Agreement with respect to the GSW Shares held by it (Section 7.3 of the Offer Document and Section V.7 of this Statement).

## **V. INFORMATION ABOUT THE TAKEOVER OFFER**

The following contains a summary of selected information about the Takeover Offer, taken exclusively from the Offer Document or from publications of the Bidder. As explained in more detail in Section I.5 of this Statement, for their decision to accept or reject the Takeover Offer, Deutsche Wohnen Shareholders should carefully review the Offer Document and not rely on the following summary of the Offer Conditions.

### **1. Closing of the Takeover Offer**

The Takeover Offer is made by the Bidder in the form of a voluntary public takeover offer for the acquisition of any and all Deutsche Wohnen Shares pursuant to Section 29 para. 1 WpÜG. The Takeover Offer is being made as a takeover offer in accordance with German law, in particular, the WpÜG and the Offer Ordinance regarding the German Securities Acquisition and Takeover Act (*Angebotsverordnung zum Wertpapiererwerbs- und Übernahmegesetz*, “**WpÜG Offer Ordinance**”). The Management Board and the Supervisory Board have not conducted their own review of the Takeover Offer with regard to compliance with the relevant statutory provisions.

### **2. Publication of the decision to submit the Takeover Offer**

The Bidder has published its decision to make the Takeover Offer pursuant to Section 10 para. 1 sentence 1 WpÜG on May 24, 2021. The publication is available online at <https://de.vonovia-st.de>.

### **3. Review by BaFin and publication of the Offer Document**

BaFin has reviewed the Takeover Offer Document in accordance with German law and in the German language and, according to information provided by the Bidder, has permitted its publication on June 22, 2021. In the Offer Document, the Bidder states that no registrations, approvals or authorizations of the Offer Document and/or the Takeover Offer have been made or are intended under any laws other than the laws of the Federal Republic of Germany. In Section 1.4 of the Offer Document, the Bidder has furthermore declared that, apart from the Offer Document, there are no other documents that constitute part of the Takeover Offer.

The Bidder has published the Offer Document on June 23, 2021, (i) by way of announcement on the Internet at <https://de.vonovia-st.de> and also (ii) by way of making copies of the Offer Document available for distribution free of charge through COMMERZBANK AG, Mainzer Landstraße 153, 60327 Frankfurt am Main, Germany (requests to be sent by fax to +49 69 136 23449 or by e-mail to [Vonovia-Offer@commerzbank.com](mailto:Vonovia-Offer@commerzbank.com)). Publication of (i) the Internet address where the Offer Document was published and (ii) of the location, where the Offer Document is kept available for distribution free of charge was effected on June 23, 2021 in the German Federal Gazette. In addition, a non-binding English translation of the Offer Document, which has not been reviewed by BaFin, was published at <https://en.vonovia-st.de>.

#### **4. Acceptance of the Takeover Offer outside the Federal Republic of Germany**

In Section 1.6 of the Offer Document, the Bidder notes that the acceptance of the Takeover Offer outside the Federal Republic of Germany, the Member States of the European Union and the contracting states of the European Economic Area may be subject to legal restrictions. Deutsche Wohnen Shareholders who obtain possession of the Offer Document outside the Federal Republic of Germany, the Member States of the European Union and the contracting states of the European Economic Area and who wish to accept the Takeover Offer outside the Federal Republic of Germany, the Member States of the European Union and the contracting states of the European Economic Area and/or who are subject to legal provisions other than those of the Federal Republic of Germany are advised by the Bidder to inform seek about and comply with the respective applicable legal provisions. According to the Bidder, it does not make any representations that the acceptance of the Takeover Offer outside the Federal Republic of Germany, the Member States of the European Union and the contracting states of the European Economic Area is permissible under the respective applicable legal provisions. Furthermore, neither Deutsche Wohnen nor the Management Board and Supervisory Board make any such representation. For further information for U.S. Shareholders who wish to accept the Takeover Offer, please refer to Section I.5 of this Statement and Section 1.2 of the Offer Document.

The Management Board and the Supervisory Board emphasize that the enforcement of rights or claims based on possible violations of foreign investor protection laws in connection with the Offer Document in Germany or abroad might be fraught with difficulties, as the Offer Document is governed exclusively by German law.

#### **5. Main content of the Takeover Offer**

##### **5.1. Subject of the Takeover Offer and Offer Consideration**

According to the terms and conditions of the Offer Document, the Bidder offers to acquire all Deutsche Wohnen Shares that are not already held directly by the Bidder, each with a pro rata amount of the share capital of EUR 1.00 and each with any and all ancillary rights existing at the time of settlement of the Takeover Offer, in particular the dividend right, against cash consideration in the amount of

**EUR 52.00 per Deutsche Wohnen Share.**

ADRs issued in respect of Deutsche Wohnen Shares may not be tendered for sale as part of the Takeover Offer. Holders of ADRs may accept the Takeover Offer only after having converted their ADRs in Deutsche Wohnen Shares (see Section 12.11 of the Offer Document).

##### **5.2. Acceptance Period and Additional Acceptance Period**

The period for acceptance of the Takeover Offer has commenced upon publication of the Offer Document on June 23, 2021 and ends on July 21, 2021, at Midnight (Frankfurt am Main local time) (“**Acceptance Period**”). In each of the circumstances set forth below, the Acceptance Period of the Takeover Offer will be automatically extended as follows:

- In the event of an amendment to the Takeover Offer pursuant to Section 21 WpÜG within the last two weeks prior to the expiry of the Acceptance Period, the Acceptance Period will be extended by two weeks (Section 21 para. 5 WpÜG) and hence would end on August 4, 2021, at Midnight (Frankfurt am Main local time). This also applies if the amended Takeover Offer is in breach of any legal provisions.
- If a third party makes a competing offer for the Deutsche Wohnen Shares during the Acceptance Period of the Takeover Offer (“**Competing Offer**”) and if the Acceptance Period for the present Takeover Offer expires prior to the end of the Acceptance Period for such Competing Offer, the expiry of the Acceptance Period for the Takeover Offer will be determined based on the expiry of the Acceptance Period for the Competing Offer (Section 22 para. 2 WpÜG). This also applies if the Competing Offer is adjusted or prohibited or if it is in breach of any legal provisions.
- If Deutsche Wohnen convenes an annual general meeting in connection with the Takeover Offer after the Offer Document has been published, notwithstanding the above statements on the extension of the Acceptance Period, the Acceptance Period will end ten weeks after the publication of the Offer Document (Section 16 para. 3 WpÜG). In such case, the Acceptance Period would run until September 1, 2021, at Midnight (Frankfurt am Main local time).

With regards to the requirements for the right to rescind in case of an amendments of the Takeover Offer or the submission of a Competing Offer and the requirements for exercising the right to rescind, reference is made to the statements under Section 16 of the Offer Document.

Deutsche Wohnen Shareholders who have not accepted the Takeover Offer within the Acceptance Period may still accept the Takeover Offer at the same Offer Conditions within two weeks after the publication of the result of the Takeover Offer by the Bidder pursuant to Section 23 para. 1 sentence 1 no. 2 WpÜG (“**Additional Acceptance Period**”), unless any of the Closing Conditions stipulated in Section 11.1 of the Offer Document and Section V.5.4 V.5.3 of this Statement (conditions subsequent) has finally failed by the expiry of the Acceptance Period (with it being not required for the Additional Acceptance Period that the Closing Condition pursuant to section 11.1.2 of the Offer Document (merger control clearance) has already been fulfilled by the end of the Acceptance Period as they may also be fulfilled at a later point in time) and unless the Bidder, up until one business day prior to the expiry of the Acceptance Period and prior to the failure of the respective closing condition, furthermore has - to the extent permissible - effectively waived it in advance in the manner described in Section V.5.5 of this Statement. As stated in the Offer Document, the Additional Acceptance Period is expected to commence on July 27, 2021 and to end on August 9, 2021, at Midnight (Frankfurt am Main local time).

### 5.3. Sell-out Right of Deutsche Wohnen Shareholders

To the extent that the sum of the Deutsche Wohnen Shares held by the Bidder and the Deutsche Wohnen Shares held by the Third-Party Bank independently of that, amounts to at least 95% of the outstanding Deutsche Wohnen Shares after the closing of the Takeover Offer, Deutsche Wohnen Shareholders have, in accordance with the application of Section 39c WpÜG, a sell-out right for Deutsche Wohnen Shares held by them, which is to be accepted within three months after expiry of the Acceptance Period (“**Sell-out Right**”). The details and the procedure for exercising this Sell-out Right are described in more detail in Sections 4.5 and 15.5 of the Offer Document.

### 5.4. Closing Conditions

The Management Board and the Supervisory Board note that, according to Section 11.1 of the Offer Document, conditions subsequent apply to the closing of this Takeover Offer and to the contracts entered into upon acceptance of the Takeover Offer (collectively “**Closing Conditions**” or individually a “**Closing Condition**”).

The following Closing Conditions must be met (for a detailed description of the Closing Conditions, please refer to Section 11.1 of the Offer Document):

- At the time of the expiry of the Acceptance Period, the total 179,947,733 of Deutsche Wohnen Shares are to be included (corresponding to around 50% of the current share capital of Deutsche Wohnen);
- Between publication of the Offer Document and October 31, 2021 (inclusive), the closing of the Takeover Offer will be permitted in accordance with the Act against Restraints of Competition (*Gesetz gegen Wettbewerbsbeschränkungen*);
- Between the publication of the Offer Document and the expiry of the Acceptance Period,
  - Deutsche Wohnen has not published any press release, Ad hoc Notification or notification pursuant to the provisions of the WpHG, stating that it
    - has issued new shares or
    - has directly or indirectly issued new conversion, option or other rights, allowing the acquisition of new Deutsche Wohnen Shares.

In this regard, potential increases in the share capital of Deutsche Wohnen due to the exercise of conversion rights under the existing convertible bonds (see Section 6.2.3 and Section 6.2.4 of the Offer Document as well as Sections II.3.3 and II.3.4 of this Statement), the exercise of Settlement Rights by GSW Shareholders (see Section 6.2.3 and Section 6.2.5 of the Offer Document as well as Sections II.3.5 of this Statement) or the exercise of share options (see section II.3.6 of the Offer Document as well as Section II.3.6 of this

Statement), each from the existing conditional capital of Deutsche Wohnen, are disregarded.

- The closing price of the FTSE EPRA/NAREIT Developed Europe Index (EPRA:IND) according to Bloomberg, an international information services, news and media company headquartered in New York City (“**Bloomberg**”), has not been below 1,803.69 points for six consecutive trading days;
- the annual general meeting of Deutsche Wohnen has not passed a resolution on the distribution of a dividend in cash or in kind, a share dividend or on a capital increase from company resources;
- Deutsche Wohnen has not issued a press release, Ad hoc Notification or a notification pursuant to the provisions of the WpHG, according to which it grants, sells, undertakes to sell, otherwise disposes of or transfer its own shares, unless these transactions are carried out with the Bidder, an affiliate of the Bidder (section 15 AktG) or a person acting in concert with the Bidder (section 2 para. 5 WpÜG);
- the annual general meeting of Deutsche Wohnen has not passed a resolution on a capital increase;
- the annual general meeting of Deutsche Wohnen has not resolved any amendment to the articles of association which (i) increases a majority requirement for resolutions by the annual general meeting or other Deutsche Wohnen boards, or (ii) which results in a share split, a consolidation of shares or any change in the features or type of shares;
- the annual general meeting of Deutsche Wohnen has not passed a resolution on the dissolution of Deutsche Wohnen;
- Deutsche Wohnen has not announced any material transaction (as defined in Section 11.1.6 of the Offer Document);
- Deutsche Wohnen has not suffered any material deterioration (as defined in Section 11.1.7 of the Offer Document);
- no material compliance violation (as defined in Section 11.1.8 of the Offer Document) of Deutsche Wohnen has become known;
- no Ad hoc Notification was published by Deutsche Wohnen, indicating that a loss in an amount of at least half of the share capital within the meaning of Section 92 para. 1 AktG has occurred or that insolvency proceedings have been applied for or instituted against the assets of Deutsche Wohnen.

The Management Board and the Supervisory Board of Deutsche Wohnen are of the opinion that these Closing Conditions are in accordance with the Business Combination Agreement as well as Closing Conditions in the context of comparable transactions or take into account

the Bidder's legitimate interests. The interests of Deutsche Wohnen will be adequately taken into account, in particular, including by involving an independent expert as provided for in Section 11.2 of the Offer Document, who is to determine the occurrence of any adverse changes underlying the Closing Conditions under Sections 11.1.7 to 11.1.8 of the Offer Document. Arbitrary invocation of the failure of such conditions is thereby excluded.

As described in more detail in Section 11.4 of the Offer Document, the Takeover Offer will lapse if one or more of the Closing Conditions pursuant to Section 11.1 of the Offer Document have failed and the Bidder has not previously validly waived the relevant Closing Condition pursuant to Section 21 para. 1 no. 4 WpÜG. The agreements concluded through Acceptance of the Takeover Offer will not be executed in this case and will lapse (condition subsequent). Any Deutsche Wohnen Shares already tendered for acceptance will be transferred back. For further details regarding the Closing Conditions, in particular regarding possible waivers and the legal consequences if the Takeover Offer lapses, reference is made to Sections 11.3, 11.4 and 12.8 of the Offer Document.

### **5.5. Waiver of Closing Conditions**

In Section 11.3 of the Offer Document, the Bidder reserves the right to waive one or several of the Closing Conditions (with the exception of the Closing Conditions set forth in Section 11.1.2 of the Offer Document) up until one business day prior to the expiry of the Acceptance Period.

Under the Business Combination Agreement, the Bidder and Deutsche Wohnen have agreed that the waiver or reduction of the minimum acceptance threshold by the Bidder requires the prior approval of Deutsche Wohnen.

Closing Conditions validly waived by the Bidder will be deemed fulfilled for the purposes of the Takeover Offer. The Bidder is required to publish without undue delay any amendment to the Takeover Offer, i.e. including a waiver of Closing Conditions or a reduction of the minimum acceptance threshold, pursuant to Section 14 para. 3 sentence 1 WpÜG. In the event of an adjustment to the Takeover Offer, the Acceptance Period will be automatically extended by two weeks pursuant to Section 21 para. 5 WpÜG, i.e. probably until August 4, 2021, at Midnight (Frankfurt am Main local time), if the publication of the adjustment to the Takeover Offer is effected within the last two weeks prior to the expiry of the Acceptance Period. In the event of a waiver of Closing Conditions or a reduction of the minimum acceptance threshold, Deutsche Wohnen Shareholders who have already accepted the Takeover Offer prior to the publication of the amendment to the Takeover Offer may withdraw, pursuant to Section 21 para. 4 WpÜG, from the contracts formed upon acceptance of the Takeover Offer up to the expiry of the Acceptance Period. This right to rescind also applies in other cases of amendments to the Takeover Offer.

### **5.6. Trading Tendered Deutsche Wohnen Shares at the stock exchange**

According to Section 12.7 of the Offer Document, the Bidder will effect the inclusion of the Tendered Deutsche Wohnen Shares in trading on the regulated market of the Frankfurt Stock Exchange as of the third trading day of the Frankfurt Stock Exchange after the

commencement of the Acceptance Period under ISIN DE000A3E5DW4 (WKN A3E5DW). This trading will probably end after the close of trading on the third trading day prior to the day of the scheduled closing of the Takeover Offer.

The Management Board and the Supervisory Board note that the trading volume for the Tendered Deutsche Wohnen Shares depends on the respective acceptance rate. It is not possible to guarantee that a market for the Tendered Deutsche Wohnen Shares will develop or that the Tendered Deutsche Wohnen Shares will not be subject to greater price fluctuations than the non-Tendered Deutsche Wohnen Shares.

The modalities of acceptance and settlement of the Takeover Offer are described in Section 12 of the Offer Document.

Deutsche Wohnen Shares that are not tendered can still be traded under the original ISIN DE000A0HN5C6.

### **5.7. Applicable law**

According to Section 20 of the Offer Document, the Bidder's Takeover Offer and the agreements formed by and between the Deutsche Wohnen Shareholders and the Bidder as a result of the acceptance of the Takeover Offer are governed by German law. To the extent permitted by law, exclusive place of jurisdiction for all legal disputes arising under or in connection with the Takeover Offer (as well as all contracts formed as a result of acceptance of the Takeover Offer) will be Frankfurt am Main, Germany.

### **5.8. Publications**

In Section 11.5 of the Offer Document, the Bidder has described that it will publish without undue delay on the Internet at <https://de.vonovia-st.de> and in accordance with Section 14 para. 3 WpÜG if (i) a Closing Condition has occurred, (ii) a Closing Condition has been waived by the Bidder, (iii) all Closing Conditions have been fulfilled to the extent they have not been waived, or (iv) the Takeover Offer will not be consummated.

Among other things, the Bidder will also publish the number of Tendered Shares resulting from the received acceptance declarations pursuant to Section 23 para. 1 sentence 1 no. 1 WpÜG during the Acceptance Period weekly (i) on the Internet, and (ii) additionally in the Federal Gazette. According to the Bidder, during the final week of the Acceptance Period, such publications will be made daily. The Bidder will publish the results of the Takeover Offer without undue delay after expiry of the Acceptance Period or the Additional Acceptance Period, respectively.

## **6. Financing of the Takeover Offer**

Pursuant to Section 13 para. 1 sentence 1 WpÜG, prior to publishing the Offer Documents, the Bidder must take all steps necessary to ensure that it has the funds required for the complete settlement of the Takeover Offer at its disposal at the time the claim to the Consideration becomes due. According to information provided by the Bidder in the Offer

Document, the Management Board and the Supervisory Board assume that the Bidder has complied with this obligation.

### **6.1. Maximum consideration**

At the time of publication of the Offer Document on June 23, 2021, 359,895,464 no-par value bearer shares of Deutsche Wohnen with a pro rata amount of the share capital of EUR 1.00 per share were outstanding (for more details, see Section II.3.1 of this Statement).

Based on the Bidder's calculation under Section 13.1 of the Offer Document, by the expiry of the Additional Acceptance Period, the number of Deutsche Wohnen Shares would increase by a maximum of 48,757.927 if all other outside shareholders of GSW exercised their conversion right under the GSW Domination Agreement by that time, and if all holders of the Convertible Bond 2017/2024 and all holders of the Convertible Bond 2017/2016 exercised their conversion right - in fact by taking into account the adjusted conversion price due to the occurrence of an acceptance event pursuant to the respective bond terms in the event that conversion takes place after a voluntary takeover offer for the shares of Deutsche Wohnen has been announced. Moreover, the Takeover Offer is subject to the condition that the share capital of Deutsche Wohnen has not been otherwise increased by the expiry of the Acceptance Period (see Section V.5.4 of this Statement).

At the time of publication of the Offer Document, the Bidder directly holds 66,057,759 Deutsche Wohnen Shares.

Should the Takeover Offer be accepted for all Deutsche Wohnen shares issued, including any additional Deutsche Wohnen Shares resulting from the exercise of conversion rights under the convertible bonds as well as the assertion of Settlement Rights, less the shares already held directly by the Bidder, i.e. up to 342,595,632 Deutsche Wohnen Shares in total, the maximum Consideration payable would amount to EUR 17,814,972,864 in cash in total. This Consideration is calculated by multiplying the Offer Price of EUR 52.00 for each Deutsche Wohnen Share by 342,595,632, i.e., the number of Deutsche Wohnen Shares to be acquired. The additional transaction costs incurred in connection with preparation and closing of the Takeover Offer are estimated by the Bidder according to Section 13.1 of the Offer Document to approximately EUR 225 million in total.

The total funds required for the settlement of the Takeover Offer hence amount to EUR 18,039,972,864 ("**Maximum Financing Requirement**")

For further details on the expected financing requirements and in general on the Bidder's total costs for the Takeover Offer, reference is made to the presentation in Section 13 of the Offer Document.

### **6.2. Financing measures**

According to the Offer Document, the Bidder has taken the necessary measures to ensure that it has the financial resources required to completely fulfill its payment obligations in connection with the Takeover Offer.

In Section 13.2 of the Offer Document, the Bidder states that it has obtained credit commitments for the financing of the Maximum Financing Requirement. In particular, the Bidder has taken the following financing measure:

On May 26, 2021, the Bidder, as borrower, entered into a Syndicated Bridge Facilities Agreement (“**Vonovia Credit Agreement**”) with, among others, Morgan Stanley Bank AG, Frankfurt am Main, Société Générale, Paris, France and BANK OF AMERICA, N.A., London Branch, London, United Kingdom to which, among others, Goldman Sachs Bank USA, New York, United States of America, Deutsche Bank AG, Luxembourg Branch, JPMorgan Chase Bank, N.A., London Branch and UBS AG, London Branch, have joined as new lenders by agreement dated June 17, 2021. In this regards the Management Board of Deutsche Wohnen has agreed, inter alia, that Goldman Sachs (as defined below), Deutsche Bank (as defined below), J.P. Morgan (as defined below) and UBS (as defined below) and all each with their affiliated companies can advise Deutsche Wohnen each in connection with the Takeover Offer and, at the same time, act as lender under the Vonovia Credit Agreement and receive a fee for their services in connection with the Vonovia Credit Agreement. The Vonovia Credit Agreement contains two facilities (facility A and facility B), with facility A having a term of 364 days and facility B having a term of 12 months, each commencing on the earlier of the following dates: (i) six months after the signing of the Vonovia Credit Agreement, (ii) the date on which the Bidder holds at least 50% of the outstanding Deutsche Wohnen Shares and (iii) the settlement date of the Takeover Offer. Moreover, the Vonovia Credit Agreement includes the option of extending the term of facility B twice, each time for a period of six months. The Bidder may exercise this option is at its sole discretion. Any drawdowns under the Vonovia Credit Agreement bear interest at a variable rate, consisting of a reference rate (the EURIBOR corresponding to the interest period selected) as well as a margin that increases periodically over the term of the Vonovia Credit Agreement. The initial margin for facility A is 0.40% per annum and the initial margin for facility B is 0.55% per annum.

Via the Vonovia Credit Agreement, an amount of EUR 20.15 billion in cash is available to the Bidder for the financing the Maximum Financing Requirement.

According to the information in the Offer Document, the Bidder may use the funds available under the Vonovia Credit Agreement to refinance the Deutsche Wohnen Group to the extent that the funds are not required for the financing of the Maximum Financing Requirement (for further details, see Section 13.2 of the Offer Document as well as Section VII.1.5.1 of this Statement).

According to the Third-Party Bank Agreement (as defined in Section III.10 of this Statement), the Third-Party Bank has committed to the Bidder to provide the Offer Price for excess shares (refer to Section 5.9 of the Offer Document and Section III.10 of this Statement) in a volume of up to EUR 2,250,000.000.

The Bidder has further stated in the Offer Document that, according to its own information, the Vonovia Group had, as of June 22, 2021, cash funds (including unused lines of credit) in the amount of more than EUR 3.0 billion, which are available to the Bidder to settle the Maximum Financing Requirement.

### **6.3. Financing confirmation**

According to Section 13.3 of the Offer Document, Morgan Stanley Europe SE, Frankfurt am Main, an investment services company that is independent from the Bidder, confirmed in a letter dated June 22, 2021, pursuant to Section 13 para. 1 sentence 2 WpÜG, which is attached to the Offer Document as Annex 1, that Vonovia has taken all steps necessary to ensure that it has the funds for the complete fulfillment of the Takeover Offer at its disposal at the time the claim to the Consideration becomes due. The Management Board and the Supervisory Board of Deutsche Wohnen have no reason to doubt the regularity of the financing confirmation.

### **6.4. Assessment of the financing measures taken by the Bidder**

Consequently, in the opinion of the Management Board and the Supervisory Board, the Bidder has taken all necessary measures to ensure that funds will be available to the Bidder at least in the amount of the Maximum Financing Requirement at the time the claim to the Offer Price becomes due.

## **7. Potential acquisition of control regarding GSW Immobilien AG**

In the event the Takeover Offer is executed, Vonovia would indirectly gain control over GSW. This would have the consequence that Vonovia would have to publish a mandatory offer for the outstanding GSW Shares (Section 35 para. 2 WpÜG), unless the Bidder makes a voluntary public takeover offer to acquire all GSW shares beforehand (cf. Section 35 para. 3 WpÜG).

In the Business Combination Agreement (for details, refer to Section IV of this Statement), the Bidder agreed to make such a voluntary public takeover offer - exempting the Bidder from a mandatory offer pursuant to Section 35 para. 3 WpÜG - for the acquisition of all GSW Shares prior to the closing of this Takeover Offer.

As described in the Business Combination Agreement, Vonovia entered into an agreement with Internationale Kapitalanlagegesellschaft mbH, acting on behalf of the legally dependent Special-AIF-Fund HSBC AWL, (“IKG”) on June 14, 2021, according to which IKG will neither sell its 2,843,848 shares in GSW Immobilien AG (including by exercising the Settlement Rights) nor include them in any takeover offer by the Bidder to the shareholders of GSW Immobilien AG until the period has expired during which any takeover offer by the Bidder to the shareholders of GSW Immobilien AG may be accepted.

In addition, the Bidder and Deutsche Wohnen entered into a non-tender agreement on June 19, 2021, according to which Deutsche Wohnen has irrevocably and unconditionally undertaken (i) not to include the 53,262,160 GSW shares held by it (which correspond to a percentage share of approx. 93.97%), neither in whole nor in part, in any takeover offer made by the Bidder to the GSW shareholders, (ii) not to sell in any other way, transfer or otherwise dispose of any of the GSW shares held by it or to assign the shareholder rights attached to such GSW Shares, and to hold them for a period of twelve months (for more details, refer to Section 7.3 of the Offer Document).

## **8. Authoritativeness of the Offer Document**

For further information and details (in particular details pertaining to the terms and conditions of the Takeover Offer, the Acceptance Periods, the acceptance and implementation modalities and the statutory rights of withdrawal), Deutsche Wohnen Shareholders are referred to the further explanations in the Offer Document. The above information merely summarizes individual pieces of information contained in the Offer Document. The description of the Takeover Offer in this Statement therefore does not purport to be complete and the Statement should be read in conjunction with the Offer Document with respect to the Bidder's Takeover Offer. Only the provisions of the Offer Document are authoritative for the content of the Takeover Offer and its closing. Each Deutsche Wohnen Shareholder is responsible for acquiring knowledge of the Offer Document and for taking any action they consider necessary.

## VI. NATURE AND AMOUNT OF THE CONSIDERATION OFFERED

As a Consideration within the meaning of Section 27 para. 1 sentence 2 no. 1 WpÜG, the Bidder is offering EUR 52.00 in cash for each Deutsche Wohnen Share. The details are outlined in Section 9 of the Offer Document.

Following a thorough review, the Management Board and the Supervisory Board consider the Offer Consideration to be fair and adequate both in terms of its nature and its amount.

### 1. Statutory minimum price

In the opinion of the Management Board and the Supervisory Board, and based on the information contained in the Offer Document, the Offer Consideration complies with the provisions for minimum prices within the meaning of Section 31 para. 1 WpÜG and Sections 4 and 5 WpÜG Offer Ordinance.

The Offer Consideration must first be measured against the requirements that the law provides for the statutory minimum amount of the Consideration.

- Pursuant to Section 5 WpÜG Offer Ordinance, the Consideration must, within the meaning of Section 27 para. 1 sentence 2 no. 1 WpÜG, in the case of a takeover offer within the meaning of Section 29 et seqq. WpÜG at least correspond to the weighted average domestic stock market price of the Deutsche Wohnen Shares during the three-month period prior to the publication of the Bidder's decision to make the Takeover Offer ("**Three-Month Average Price**"). The decision to make the Takeover Offer was published on May 24, 2021. The three-month weighted average domestic stock market price reported by the BaFin prior to the publication of the decision to make the Takeover Offer is EUR 42.48. The Offer Price thus exceeds the Three-Month Average Price.
- Pursuant to Section 4 WpÜG Offer Ordinance, the Consideration offered in a takeover offer pursuant to Section 29 et seqq. WpÜG for the shares of Deutsche Wohnen must correspond at least to the value of the highest Consideration granted or agreed to by the Bidder, a person acting in concert with the Bidder within the meaning of Section 2 para. 5 WpÜG or its subsidiaries within the last six months prior to the publication of the Offer Document for the acquisition of Deutsche Wohnen Shares. Based on the acquisitions set out in Section 5.8 of the Offer Document, neither the Bidder nor persons acting in concert with the Bidder or their subsidiaries have acquired Deutsche Wohnen Shares for a price higher than EUR 52.00 per Deutsche Wohnen Share during the six months preceding the publication of the Offer Document (refer to Section III.9 of this Statement). The Management Board and the Supervisory Board do not have any information to the contrary.

This Consideration therefore corresponds to the minimum price to be offered pursuant to Section 4 WpÜG Offer Ordinance in the amount of EUR 52,00 and thus meets the legal

requirements pursuant to Section 31 para. 1, 2 and 7 WpÜG in conjunction with Section 4 and Section 5 para. 1 and 3 WpÜG-AngebotsVO.

## **2. Assessment of the adequacy of the Offer Consideration**

The Management Board and the Supervisory Board have carefully analyzed and evaluated the adequacy of the Consideration offered for the Deutsche Wohnen Shares on the basis of the Offer Price per Deutsche Wohnen Share under consideration of the company's current strategy and financial planning. Furthermore, the price of Deutsche Wohnen Shares prior to the announcement of the decision to make the Takeover Offer on May 24, 2021, the historical price development of the Deutsche Wohnen Shares, the price targets published by financial analysts for the company, the EPRA NTA (as defined in Section VI.2.3 of this Statement) as a common performance indicator for the valuation of real estate companies, historical premiums, FFO margins as well as further assumptions and information were taken into account.

In its deliberations, the Management Board was advised by Deutsche Bank AG ("**Deutsche Bank**"), Goldman Sachs Bank Europe SE ("**Goldman Sachs**") and J.P. Morgan Securities plc ("**J.P. Morgan**") and the Supervisory Board by UBS Europe SE ("**UBS**") and by VICTORIAPARTNERS GmbH ("**VICTORIAPARTNERS**"). In this context, the Management Board consulted the Fairness Opinions (as defined below in V.2.6.) by Deutsche Bank, Goldman Sachs and J.P. Morgan, and the Supervisory Board consulted the Fairness Opinions of VICTORIAPARTNERS, the conclusions of which were extensively discussed with representatives of these companies and subjected to an independent, critical evaluation.

On this basis, the Management Board and the Supervisory Board consider the Consideration per Deutsche Wohnen Share in the amount of EUR 52.00 offered by the Bidder to be fair and reasonable from a financial point of view.

### **2.1. Premium over historical share prices per Deutsche Wohnen Share**

For the purpose of assessing the adequacy of the Consideration on the basis of the offered price, the Management Board and the Supervisory Board have therefore used, inter alia, the historical stock market prices of Deutsche Wohnen Shares, which are also shown in Section 9.2 of the Offer Document.

Deutsche Wohnen Shares are admitted to trading on the *Prime Standard* segment of the regulated market of the Frankfurt Stock Exchange. They are included in the DAX and the indices EPRA/NAREIT, STOXX® Europe 600, GPR 250. On average, more than 1.1 million Deutsche Wohnen Shares were traded every trading day in the three-month period prior to May 21, 2021, with an average value of more than EUR 50 million per day (average daily trading volume).

The Management Board and the Supervisory Board believe that the share price of the Deutsche Wohnen Share (ISIN DE000A0HN5C6) constitutes an important criterion for the assessment of the adequacy of the Consideration.

According to the Offer Document, the weighted average domestic stock market price of Deutsche Wohnen Shares as reported by the BaFin during the last three months prior to the publication of the decision to make the Takeover Offer in accordance with Section 10 WpÜG on May 24, 2021, amounted to EUR 42.48 per Deutsche Wohnen Share as of the cut-off date of May 23, 2021. The Offer Price in the amount of EUR 52.00 per Deutsche Wohnen Share is approximately EUR 9.52 above this amount, i.e., approximately 22.4%. Shareholders of Deutsche Wohnen received the dividend of EUR 1.03 per Deutsche Wohnen Share announced on March 25, 2021, on June 4, 2021. The Offer Price plus dividend of EUR 53.03 is EUR 10.55 or approximately 24.8% above the reference date price of EUR 42.48.

Compared to the historical stock market prices of the Deutsche Wohnen Share prior to the publication on the submission of the Takeover Offer on May 24, 2021, the Offer Consideration in the amount of EUR 52.00 contains the following premiums:

- The XETRA® closing price on May 21, 2021, the last trading day prior to the publication of the Takeover Offer decision on May 24, 2021, was EUR 44.99. The Offer Price therefore contains a premium of EUR 7.01 or approximately 17.9% on this closing price. Taking into account the dividend of EUR 1.03 per Deutsche Wohnen Share announced on March 25, 2021, and paid on June 4, 2021, the premium amounts to EUR 8.04 or approximately 17.9%.
- The volume-weighted average domestic XETRA® stock market price of the Deutsche Wohnen Shares for the month ending on May 23, 2021 was EUR 44.14. The Offer Consideration thus contains a premium of EUR 7.86 or approximately 17.8% on this average stock market price. Taking into account the dividend of EUR 1.03 per Deutsche Wohnen Share announced on March 25, 2021, and paid on June 4, 2021, the premium amounts to EUR 8.89 or approximately 20.1%.
- The volume-weighted average domestic XETRA® stock market price of Deutsche Wohnen Shares for the three-month period ending May 23, 2021 was EUR 42.48. The Offer Consideration therefore includes a premium of EUR 9.52 or approximately 22.4% on this average stock market price. Taking into account the dividend of EUR 1.03 per Deutsche Wohnen Share announced on March 25, 2021, and paid on June 4 2021, the premium amounts to EUR 10.55 or approximately 24.8%.
- The volume-weighted average domestic XETRA® stock market price of the Deutsche Wohnen Shares for the six-month period ending on May 23, 2021 was EUR 42.16. The Offer Consideration thus contains a premium of EUR 9.84 or around 23.3% on this average stock market price. Taking into account the dividend of EUR 1.03 per Deutsche Wohnen share announced on March 25, 2021, and paid on June 4, 2021, the premium amounts to EUR 10.87 or approximately 25.8%.

- The volume-weighted average domestic XETRA® stock market price of the Deutsche Wohnen Shares for the 12-month period ending on May 23, 2021 was EUR 42.20. The Offer Consideration thus contains a premium of EUR 9.80 or around 23.2% on this average stock market price. The Consideration thus includes a premium of EUR 9.80 or approximately 23.2% on this average stock market price. Taking into account the dividend of EUR 1.03 per Deutsche Wohnen share announced on March 25, 2021, and paid on June 4, 2021, the premium amounts to EUR 10.83 or approximately 25.7%.

Overall, the Offer Price represents a significant premium over the historical stock market prices of Deutsche Wohnen Shares prior to the announcement of the offer decision.

## 2.2. Premium over the price targets of analysis

The Management Board and the Supervisory Board analyzed the price targets that financial analysts had published for the Deutsche Wohnen Share prior to May 24, 2021, the last trading day prior to the publication of the decision to make the Takeover Offer.

Prior to May 24, 2021, 25 financial analysts followed the developments at Deutsche Wohnen, The average price target published by the financial analysts prior to May 24, 2021 was EUR 49,64. This calculation does not, however, include price targets that were older than three months at that point in time.

<b>Financial analyst</b>	<b>Publication date</b>	<b>Target price expectation before May 24, 2021 (in EUR)</b>
Kempen	May 20, 2021	48.00
BNP Paribas	May 20, 2021	43.00
Jefferies	May 19, 2021	56.00
DZ Bank	May 18, 2021	51.70
Oddo BHF	May 17, 2021	37.00
Independent Research	May 17, 2021	46.00
LBBW	May 12, 2021	47.50
Morgan Stanley	May 12, 2021	48.00
Commerzbank	May 12, 2021	54.00
Berenberg	May 12, 2021	52.00
Deutsche Bank	May 12, 2021	60.00

Barclays	May 12, 2021	55.00
Alpha Value / Baader	May 12, 2021	38.80
M. M. Warburg	May 12, 2021	53.80
UBS	May 12, 2021	60.00
Bank of America Merrill Lynch	May 12, 2021	58.00
Royal Bank of Canada	May 10, 2021	50.00
Societe Generale	May 6, 2021	54.00
HSBC	May 4, 2021	44.00
Bankhaus Metzler	April 27, 2021	38.50
Kepler Cheuvreux	April 19, 2021	52.50
J. P. Morgan	April 15, 2021	51.00
Goldman Sachs	April 15, 2021	49.00
Citi	April 15, 2021	53,20
Nord LB	March 26, 2021	40.00
<b>Average</b>		<b>49,64</b>

Compared to the average price targets for Deutsche Wohnen of EUR 49,64 prior to May 24, 2021, the Consideration in the amount of EUR 52.00 includes a premium in the amount of EUR 2.36 or approximately 4.8%.

The Management Board and Supervisory Board point out that the price targets determined by financial analysts are generally 12-month targets, i.e., what is estimated is the stock market price prevailing one year after the preparation of the report. The fact that the Offer Price is above the average of the analysts' 12-month price target is evidence that the Takeover Offer is attractive to Deutsche Wohnen Shareholders as it offers them a secure and timely value realization even now.

### **2.3. Premium in comparison with historical takeover premiums**

The Management Board and Supervisory Board have also analyzed historical takeover premiums for public cash and exchange offers as well as offers with mixed considerations in the German and Austrian residential real estate sector since 2013.

- The average of the historical premiums paid in the German and Austrian residential real estate sector compared to the last trading day prior to the publication of the decision to make the takeover offer is approximately 12.8%. The median of the historical premiums paid in the German and Austrian residential real estate sector compared to the last trading day prior to the publication of the decision to make a takeover offer is approximately 15.4%. The XETRA® closing price on May 21, 2021, the last trading day to the publication of the Bidder's decision to make the Takeover Offer on May 24, 2021, was EUR 44.99 for Deutsche Wohnen Shares. The Offer Price thus implies a premium of approximately 15.6% on this closing price. Taking into account the dividend of EUR 1.03 per Deutsche Wohnen Share announced on March 25, 2021, and paid on June 4, 2021, the premium amounts to approximately 17.9%. Thus, the offer premium is above the historical average and the median of the offer premiums of the comparable transactions.
- The average of the historical premiums in the German and Austrian residential real estate sector, which were paid in comparison to the volume-weighted average stock market price of the last three months prior to the publication of the decision to make a takeover offer is approximately 20.2%. The median of the historical premiums in the German and Austrian residential real estate sector, which were paid in comparison to the volume-weighted average stock market price of the last three months prior publication of the decision to make a takeover offer, is approximately 16.5%. The volume-weighted average domestic XETRA® stock market price of Deutsche Wohnen Shares for the three-month period ending on May 23, 2021 was EUR 42.48 for Deutsche Wohnen Shares. The Offer Consideration therefore implies a premium of approximately 22.4% on this average stock market price. Taking into account the dividend of EUR 1.03 per Deutsche Wohnen Share announced on March 25, 2021, and paid on June 4, 2021, the premium amounts to approximately 24.8%. Thus, the offer premium is above the historical average and the median of the offer premiums of the comparable transactions.

Overall, the Offer Price therefore not only provides for a premium in comparison to the historical stock market prices of Deutsche Wohnen Shares prior to publication of the Bidder's decision to make the Takeover Offer, but also appears fair and adequate in comparison with historical premiums.

#### **2.4. Company valuation on the basis of the EPRA NTA**

The Management Board and the Supervisory Board also assessed the adequacy of the Offer Consideration on the basis of the EPRA NTA (as defined in this Section) as the valuation approach. The EPRA NTA, as the generally accepted and commonly used valuation standard for the real estate industry, represents, in the opinion of the Management Board and the Supervisory Board, a reasonable basis for the valuation of the Deutsche Wohnen Shares and thus the Offer Consideration.

The Net Tangible Asset Value (“NTA”) as calculated in accordance with the recommendations of the European Public Real Estate Association (“EPRA”) (“EPRA NTA”) is the most common and recognized valuation benchmark for the market value of the net asset value of a real estate company that holds its properties for rental and management purposes for the long term. This method is recognized in practice. According to this method, properties are valued at their market value that is calculated on the basis of the Discounted Cash Flow (“DCF”) method in accordance with the provisions of IAS 40. The EPRA NTA is calculated as the sum of total assets less total liabilities and, if applicable, the share of equity attributable to third parties. Furthermore, the balance from certain deferred tax assets and liabilities that are associated with the properties, the balance of the market value from derivative financial instruments (on the asset and liability side of the balance sheet), and goodwill and intangible assets have to be eliminated. Accordingly, EPRA NTA is the net assets of a real estate company determined on a DCF basis and in accordance with the provisions of IAS 40, adjusted for items that are considered not to have an impact on owners’ non-current assets in the regular continuation of the business model, subject to the assumption that part of the real estate portfolio can be purchased and sold in order to crystallize the value.

On December 31, 2020, the EPRA NTA of Deutsche Wohnen was approximately EUR 17,844.4 million (EUR 51.91 per Deutsche Wohnen Share) and on March 31, 2021, approximately EUR 18,054.4 million (EUR 52.50 per Deutsche Wohnen Share). Adjusted for the dividend of EUR 1.03 per share announced on March 25, 2021 and paid on June 4, 2021, this value would amount to EUR 51.47 per share.

The Management Board and the Supervisory Board have each satisfied themselves that the Offer Price is above the EPRA NTA based on realistic assumptions and taking due account of the opportunities and risks considered in the business planning. The Consideration offered by the Bidder is fair and adequate in this regard as well.

## **2.5. Valuation of the company in comparison with the stock market value of competitors**

The Management Board and Supervisory Board have also examined the adequacy of the Offer Consideration in comparison with the valuations of the main peer companies observed in the capital market. The main relevant benchmarks in capital market valuations for residential real estate companies are the valuation relative to EPRA-NTA or EPRA-NAV (defined as EPRA net asset value, where real estate and other investment interests are measured at fair value and exclude certain items that are not expected to materialize under a long-term business model (e.g., deferred taxes, derivative financial instruments) are not taken into account) (“EPRA NAV”), and the FFO return implied by the valuation (defined as funds from operations before sales, referred to as “FFO I” in Deutsche Wohnen’s annual report for the financial year ending December 31, 2020).

Deutsche Wohnen’s stock market valuation implied a discount to EPRA NTA (prior to Q1 2021 discount to EPRA NAV) of approximately 11% in the last 12 months and of approximately 15% in the last 24 months prior to the announcement of the Takeover Offer. The main listed competitors of Deutsche Wohnen, in addition to the Bidder LEG

Immobilien SE, Grand City Properties SA, TAG Immobilien AG and ADLER Group SA, are trading at a discount to EPRA NTA of approximately 9% on median and approx. 8% on average.

The Takeover Offer values Deutsche Wohnen at an Offer Price of EUR 52.00 per share at a discount of approximately 1% to the most recently published EPRA-NTA (adjusting the Offer Price for the dividend of EUR 1.03 per share paid on June 4, 2021 at a premium of approximately 1% to the most recently published EPRA NTA).

As of May 21, 2021, the implied return on FFO expected for the fiscal year 2021 based on the capital market valuation of Deutsche Wohnen was approximately 3.5%. The median return on FFO expected by analysts for the fiscal year 2021 implied for the peer companies (according to Bloomberg) was approximately 4.9% as of May 21, 2021. In the last 12 months, the average gap between Deutsche Wohnen's implied FFO return and the peer companies was approximately -1 percentage point.

Based on the Offer Price of EUR 52.00 per share and the FFO expected for Deutsche Wohnen in 2021, this results in an implied FFO return of approximately 3.1% and thus a higher valuation of Deutsche Wohnen of approximately 1.9 percentage points compared to the peer companies. Adjusting the number of shares for the dilution due to the conversion of the 2017/2024 and 2017/2026 convertible bonds results in an FFO yield of approximately 2.7% and thus a higher valuation by approximately 2.2 percentage points compared with peer companies. This valuation gap is significantly higher than the historically observed higher valuation of Deutsche Wohnen on an FFO basis.

The Management Board and the Supervisory Board have come to the conclusion that, also on the basis of the current and historically observed capital market valuations of the comparable companies, the Offer Consideration offered by the Bidder is fair and adequate.

## **2.6. Fairness opinions**

The Management Board commissioned Deutsche Bank, Goldman Sachs and J.P. Morgan to each prepare an opinion to assess the fairness of the Consideration offered to Deutsche Wohnen Shareholders from a financial point of view. Likewise, the Supervisory Board commissioned UBS and VICTORIAPARTNERS with the preparation of such an opinion.

In the respective opinions, Deutsche Bank on June 29, 2021, Goldman Sachs and J.P. Morgan as well as UBS and VICTORIAPARTNERS each on July 30, 2021, arrived at the conclusion and subject to the assumptions and limitation contained therein, on which these fairness opinions are based at the time they are prepared, that the Offer Consideration offered to Deutsche Wohnen Shareholders for each Deutsche Wohnen Share is, from a financial point of view, fair to Deutsche Wohnen Shareholders ("**Fairness Opinions**"). The Fairness Opinions dated June 29, 2021 and June 30, 2021 are attached to this Statement as **Annexes 1 to 5**.

The Management Board and the Supervisory Board have intensively reviewed the respective Fairness Opinions commissioned by them independently from each other and subjected them to an independent, critical assessment.

The Management Board and the Supervisory Board expressly point out that the Fairness Opinions were provided solely for informational purposes and to assist the Management Board and the Supervisory Board, respectively, with the assessment of the fairness of the Offer Consideration and that other persons should not rely on them. The Fairness Opinions are neither addressed to third parties (including the Deutsche Wohnen Shareholders) nor are they intended to protect third parties. No contractual or other legal relationship is established in this regard between Deutsche Bank, Goldman Sachs, J.P. Morgan, UBS as well as VICTORIAPARTNERS and third parties who read these Fairness Opinions. Neither the Fairness Opinions nor the mandate agreements between Deutsche Bank, Goldman Sachs and J.P. Morgan as well as UBS and VICTORIAPARTNERS and Deutsche Wohnen, on which they are based, contain protection for third parties (including the Deutsche Wohnen Shareholders) or lead to an inclusion of third parties (including the Deutsche Wohnen Shareholders) into their respective scope of protection, and Deutsche Bank, Goldman Sachs and J.P. Morgan as well as UBS and VICTORIAPARTNERS assume no liability towards third parties in each case with regard to the Fairness Opinions.

In particular, the Fairness Opinions are not a recommendation to the Deutsche Wohnen Shareholders to accept or not to accept the Takeover Offer or to tender or not to tender their Deutsche Wohnen Shares. The consent of Deutsche Bank, Goldman Sachs and J.P. Morgan as well as UBS and VICTORIAPARTNERS to attach the Fairness Opinions to this Statement does not constitute an extension or addition to the group of persons to whom the Fairness Opinions are addressed or who may rely on the Fairness Opinions, nor does it result in the inclusion of third parties in the scope of protection of the Fairness Opinions or the mandate agreements on which they are based.

The Fairness Opinions do not express or imply any opinion on any relative advantages of the Takeover Offer compared to strategic alternatives that would also have been possible with respect to the company. The decision to reject or accept the Takeover Offer must be made by Deutsche Wohnen Shareholders according to their individual circumstances. The Management Board and the Supervisory Board also refer in this regard to the respective content of the Fairness Opinions attached as Annex 1 to 5.

In the context of their assessment of the fairness of the Offer Consideration from a financial point of view, Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS have each performed a series of financial analyses that are performed in comparable capital market transactions and appear appropriate, in order to provide the Management Board or the Supervisory Board with a basis for an assessment of the fairness of the Offer Consideration from a financial point of view. In the process, Deutsche Bank, Goldman Sachs and J.P. Morgan, as well as UBS and VICTORIAPARTNERS, have considered a number of assumptions, procedures, limitations and judgments, which are described in the respective Fairness Opinions. The exact approach is described in detail in the respective Fairness Opinions attached as Annex 1 to 5. In particular, Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS did not perform an independent evaluation or appraisal of the assets and liabilities of Deutsche Wohnen or its respective subsidiaries and have relied, without independent verification, on the accuracy and completeness of a number of items of information, in particular of a financial, legal, regulatory, tax, accounting and other

nature, and on representations made by the management of Deutsche Wohnen that it is not aware of any facts or circumstances that would cause such information to be materially incorrect or misleading.

The analyses of Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS are based, inter alia, on the Offer Document, the Business Combination Agreement, an number of management and possible interim financial reports of Deutsche Wohnen (including possible annual reports) and other publicly available information or information provided by Deutsche Wohnen as well as discussions with members of the senior management of Deutsche Wohnen. With regard to financial forecasts and estimates prepared by the company, Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well VICTORIAPARTNERS assumed that they were duly prepared on a basis that reflects the currently best available estimates and assessments of the company's management with respect to the future development of the company.

The Fairness Opinions prepared by Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS are subject to certain assumptions and reservations explained in more detail in the respective Fairness Opinions. The Management Board and the Supervisory Board advise, that a full reading of the Fairness Opinions is required in order to understand the them and the analyses underlying these Fairness Opinions and their conclusions. The Fairness Opinions prepared by Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS are based in particular on the economic and market conditions prevailing at the time the Fairness Opinions were submitted and the information available to them at that time. Events occurring after this date may have an impact on the assumptions made when the Fairness Opinions and their conclusions were prepared. Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS are not required to update their Fairness Opinions with respect to events after the date on which the Fairness Opinions were submitted or to reconfirm the Fairness Opinions.

The Fairness Opinions are not valuation reports of the kind typically prepared by auditors. The Fairness Opinions therefore do not comply with the standards for such opinions as promulgated by the Institute for Auditors in Germany (Institut der Wirtschaftsprüfer in Deutschland e.V., "IDW") (for the business valuation in accordance with IDW P 1; for the preparation of fairness/inadequacy opinions in accordance with IDW P 8). Rather, the financial analyses of Deutsche Wohnen Rather is based on methods typically used by investment banks in comparable transactions. A Fairness Opinion on the fairness of the offered consideration from a financial point of view as prepared by Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS thus differs in a number of important aspects from a valuation report or a fairness opinion by an auditor or an independent valuation expert and from a business valuation in general.

Furthermore, Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS did not make any assessment as to whether the terms and conditions of the Takeover Offer comply with the requirements of the WpÜG or satisfy any other legal requirements.

The Fairness Opinions are based on the economic conditions and economic, monetary, regulatory, market and other conditions prevailing at the time the Fairness Opinions are rendered and the information available to Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS at that time. Developments occurring after this date could have an impact on the assumptions made during the preparation of the Fairness Opinions and their conclusions. Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS are under no obligation to update the Fairness Opinions or to correct or confirm it on the basis of circumstances, developments or events occurring after the date on which the Fairness Opinion was submitted.

Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS will receive a remuneration that is in line with the market standard from Deutsche Wohnen for their work as financial advisers to the Management Board or the Supervisory Board of Deutsche Wohnen, who commissioned them to issue an opinion on the assessment of the Offer Consideration from a financial point of view, in connection with the Takeover Offer. In addition, Deutsche Wohnen has agreed to reimburse certain expenditures and to indemnify and hold Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS harmless from certain liability risks associated with the acceptance of this commission. It should be noted that Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS and their respective affiliates, as stated in the Fairness Opinions, may have maintained in the past, are currently maintaining or will maintain in the future relationships with Deutsche Wohnen, the Bidder or with their affiliates, for which Deutsche Bank, Goldman Sachs, J.P. Morgan, UBS and/or VICTORIAPARTNERS may have received a remuneration or may receive such a remuneration in the future. With the consent of Deutsche Wohnen's Supervisory Board, Goldman Sachs, Deutsche Bank, J.P. Morgan and UBS will act as lenders for the Bidder in connection with the Vonovia Credit Agreement for the financing of the Takeover Offer (for further details, see the V.6.2 of this Statement). Goldman Sachs, Deutsche Bank, UBS and J.P. Morgan further assume to participate in the refinancing of the Vonovia Credit Agreement. Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS and/or their affiliates are furthermore engaged in the sale and trading of securities, as advisers or underwriters, in financing, principal investing, research, asset management and/or other financial activities and services, which may result in them acquiring, holding or disposing of securities of any kind of Deutsche Wohnen, the Bidder, their affiliates or other persons and entities for their own account or for the account of third parties. Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS did not use or take into account any information or data obtained in their function as advisers of Deutsche Wohnen with regard to the Takeover Offer and for the submission of the Fairness Opinions in connection with such matters.

The Management Board and the Supervisory Board of Deutsche Wohnen have convinced themselves of the plausibility and appropriateness of the procedures, methods and analyses applied by Deutsche Bank, Goldman Sachs, J.P. Morgan and UBS as well as VICTORIAPARTNERS on the basis of their own experience.

## 2.7. Overall assessment of the adequacy of the Consideration

The Management Board and the Supervisory Board have independently analyzed and evaluated the adequacy of the Consideration offered by the Bidder in a careful and comprehensive manner. In addition to their own examinations, the Management Board and the Supervisory Board considered the conclusions of the Fairness Opinion. In doing so, the Management Board and Supervisory Board took into account the following aspects in particular, which are described in detail in Sections VI.2.1 to VI.2.6 of this Statement:

- The Offer Consideration of EUR 52.00 per Deutsche Wohnen Share includes a premium of approximately 15.6% over the last XETRA® closing price of the Deutsche Wohnen Share on May 21, 2021, the last trading day prior to the publication of the decision by Vonovia to make this offer. Taking into account the dividend of EUR 1.03 per Deutsche Wohnen Share announced on March 25, 2021, and paid on June 4, 2021, the premium amounts to approximately 17.9%.
- Based on the three-month average price reported by the BaFin on the reference date of May 23, 2021, the Offer Price contains a premiums of approximately 22.4%. Taking into account the dividend of EUR 1.03 per Deutsche Wohnen share announced on March 25, 2021, and paid on June 4, 2021, the premium amounts to approximately 24.8%.
- The Offer Consideration of EUR 52.00 per Deutsche Wohnen Share is EUR 2.36 or 4.8% above the average of the last price targets of the financial analysts that were published prior to May 24 2021.
- The Consideration is within the scope of the calculated EPRA NTA according to Q1/2021 of the company.
- The premium implied by the Offer Price to the last XETRA® closing price of Deutsche Wohnen Shares on May 21, 2021 and to the volume-weighted average stock market price of the last three months prior to the announcement of the Takeover Offer is above the average and the median of historical premiums.
- The FFO return expected for the fiscal year 2021 implied by the Offer Price is significantly below those of competitors and the already historically observed higher valuation of Deutsche Wohnen.
- The Management Board of Deutsche Wohnen obtained Fairness Opinions from Deutsche Bank, Goldman Sachs and J.P. Morgan and the Supervisory Board of Deutsche Wohnen obtained Fairness Opinions from UBS and VICTORIAPARTNERS. All Fairness Opinions come to the conclusion on June 29, 2021 and June 30, 2021 and based on and subject to the various assumptions set out therein that the Offer Consideration is fair to Deutsche Wohnen Shareholders (with the exception of the Vonovia Group) from a financial standpoint. The Management Board has concluded that the

procedures, methods and analyses used in the Fairness Opinions by Deutsche Bank, Goldman Sachs and J.P. Morgan, and the Supervisory Board has concluded that the procedures, methods and analyses used in the Fairness Opinions by UBS and VICTORIAPARTNERS are plausible and expedient.

- The Offer Price provides Deutsche Wohnen Shareholders with the opportunity of a secure, timely and fair value realization.

Taking into account the assessments made by the Management Board and the Supervisory Board, the other aspects outlined above, the overall circumstances of the Takeover Offer and the Fairness Opinions obtained with regard to the financial adequacy of the Takeover Offer, the Management Board and the Supervisory Board consider the Consideration offered by the Bidder to be fair and adequate as of the date of this Statement, based on the Offer Price per Deutsche Wohnen Share.

The Management Board and the Supervisory Board do not provide any assessment of the capitalized earnings value of Deutsche Wohnen in accordance with the IDW S 1 valuation standard, nor of whether a higher or lower amount than the total value or the Offer Price might have to be or will be determined in the future as part of a legally required adequate compensation, for example in connection with a domination and profit and loss transfer agreement, a possible squeeze-out, a merger or any other potential conversion measure. Payoffs are determined on the basis of the company value of Deutsche Wohnen and are subject to judicial review in the context of award proceedings. In this respect, it must also be taken into account that a valuation based on other valuation methods in the context of legal proceedings could possibly result in a higher or lower value.

## **VII. OBJECTIVES AND INTENTIONS OF THE BIDDER AND EXPECTED CONSEQUENCES OF A SUCCESSFUL COMBINATION**

### **1. Objectives and intentions in the Business Combination Agreement**

The discussions between Deutsche Wohnen and Vonovia about the conclusion of the Business Combination Agreement were held to determine how the Takeover Offer can be structured in the interests of both companies, their shareholders, employees and customers, and how to combine the two companies while taking these interests into account. Accordingly, the conclusion of the Business Combination Agreement was based on the common understanding between the Bidder and Deutsche Wohnen that the combination of Deutsche Wohnen and Vonovia should take place in a constructive dialogue and with a balanced consideration of the interests of both companies.

The objective of the combination is the creation of a leading European real estate company with a stable long-term business model that is based on an overall balanced portfolio in Germany with a strong presence in strategic regions. At the same time, joint management of the apartments will ensure an improved efficiency of each of the respective platforms already in place and the leveraging of synergies. Furthermore, the combination is intended to pool the strengths of Vonovia and Deutsche Wohnen in order to create affordable and age-appropriate apartments in particular, to renovate buildings to make them more energy-efficient, and to develop the neighborhoods. Vonovia has confirmed in the Offer Document that it intends to comply with all obligations and other agreements under the Business Combination Agreement. These objectives, intentions and obligations relate not only to the Takeover Offer but to the entire transaction.

The Business Combination Agreement essentially contains the following agreements, which are described in more detail in the Offer Document under Sections 8.1, 8.3, 8.4 and 8.5.

#### **1.1. Company name; seat; future strategy and social charter**

Vonovia and Deutsche Wohnen have agreed that the combined company consisting of the Vonovia Group and the Deutsche Wohnen Group (the “**Combined Company**”) will bear the name “Vonovia SE.” At the same time, the name “Deutsche Wohnen” is to be retained and cultivated as a core quality brand.

The seat of the Combined Company will remain in Bochum after the combination, and the Combined Company will be managed from Bochum and Berlin, with Berlin being retained as a key location of the Combined Company.

With regard to the future strategy and structure, Vonovia and Deutsche Wohnen have stipulated in the Business Combination Agreement that they will conduct their business under similar operating business models, each of which is geared towards the long-term management of the real estate portfolios. The Combined Company created after the merger will continue to pursue their existing growth strategy, exploiting the resulting synergies to realize an additional value added in the interests of all stakeholders. The objectives of the

future strategy are, in particular, a continued growth in the core regions and the development of new regions.

The Bidder and Vonovia have also agreed in the Business Combination Agreement that they will continue to respect the provisions of the social charter by the State of Berlin adopted in connection with the sale of GSW that are still applicable today.

## **1.2. Appointment to corporate bodies**

The provisions of the Business Combination Agreement regarding the future composition of the corporate bodies of the Bidder and Deutsche Wohnen are based on the principle that representatives of both parties are to be represented in the corporate bodies of the other party after the closing of the Takeover Offer.

### **1.2.1. The management board of Vonovia**

The Bidder and Deutsche Wohnen have agreed in the Business Combination Agreement (as described in Section 7.1.6 and Section 8.3 of the Offer Document) that they will seek to appoint Deutsche Wohnen's current chairman of the Management Board, Mr. Michael Zahn, and Deutsche Wohnen's current Management Board member, Mr. Philip Grosse, as members of Vonovia's management board following the closing of the Takeover Offer and in compliance with the responsibilities under company law. Mr. Michael Zahn is to become deputy chairman of the management board and will be responsible for Human Resources, Asset Management & Portfolio, Healthcare, Integration and Transactions (Portfolio Acquisitions & Sales). Mr. Philip Grosse is to be appointed management board member for the Finance division and will be responsible for the areas hitherto assigned to this division, with the exception of the areas which have been otherwise assigned, in accordance with the Business Combination Agreement. As a member of Vonovia's management board, Helene von Roeder is to take over the newly created Innovation and Digitalization department, which comprises the areas Value Add (including Insurance), IT and Procurement (excluding Procurement Governance). In addition, Vonovia has undertaken in the Business Combination Agreement to use its best efforts to implement the intended appointments as soon as possible after the closing of the transaction in accordance with statutory requirements and in compliance with the board competences.

### **1.2.2. Executive committee of Vonovia**

Vonovia aims to establish an executive committee with the participation of the management board members following the closing of the Takeover Offer, which will report to the management board. The current members of the Management Board of Deutsche Wohnen, Mr. Henrik Thomsen and Mr. Lars Urbansky, as well as other persons to be appointed by Vonovia are to become members of this committee (refer to Section 7.1.6 and Section 8.3 of the Offer Document).

### **1.2.3. Supervisory board of Vonovia and Deutsche Wohnen**

The Bidder and the target company have agreed in the Business Combination Agreement that they will seek to appoint the current chairman of Deutsche Wohnen's Management

Board, Mr. Michael Zahn, and the current member of the Bidder's management board, Ms. Helene von Roeder, to the supervisory board of the target company after the closing of the Takeover Offer in compliance with the responsibilities under company law. At the latest, Mr. Zahn will resign from his position as chairman of the target company's Management Board if he is appointed to the Supervisory Board of the target company. Finally, after the closing of the Takeover Offer, the Bidder and Deutsche Wohnen will, in compliance with the responsibilities under corporate law, seek to appoint two persons - one of whom should be a woman, if possible, - to the supervisory board of Vonovia, which Deutsche Wohnen will recommend to the supervisory board of the Bidder for this purpose prior to completion of the transaction (refer to Section 7.1.6 and Section 8.3 of the Offer Document). The parties have agreed in the Business Combination Agreement that they will use their best endeavors to make the intended appointments or elections at Deutsche Wohnen and Vonovia as quickly as possible within the framework of the statutory legal requirements and in compliance with their respective responsibilities as soon as possible, in particular by way of judicial appointment of the supervisory board members to be newly appointed in each case.

### **1.3. Employees**

The Bidder and Deutsche Wohnen agree that a committed and motivated workforce is the basis for the current success of both companies and the future success of the Combined Company. Therefore, Vonovia and Deutsche Wohnen will seek to engage in a constructive dialog with employees and their representatives in order to develop attractive and competitive framework conditions in order to maintain the excellent employee base (refer to Section 8.4 of the Offer Document).

The Bidder and Deutsche Wohnen will respect the statutory and contractual rights of the employees, works councils and trade unions of Deutsche Wohnen Group and Vonovia Group, as well as the existing collective agreements (works agreements and collective bargaining agreements). Subject to possible integration measures as well as the objectives of the Combined Company, there are no plans to terminate material collective agreements (works agreements and collective bargaining agreements) or to unilaterally amend the terms and conditions of employment in connection with the combination.

In the Business Combination Agreement, Vonovia and Deutsche Wohnen agreed that they would not issue any terminations notices for operational reasons effective from a date prior to December 31, 2023 in connection with the transaction.

Any selection of employees for the first management level below the management board in the Combined Company that may be required due to double appointments, shall be made in accordance with the "best in class" principle. The Combined Company will decide on the appointment of the first management level no later than 12 months after the closing of the transaction. If it is found that an employee of the first management level cannot be granted a corresponding position in the Combined Company, the relevant employee shall be offered an accommodating severance payment.

## **1.4. Integration and Collaboration**

### **1.4.1. Integration Committee**

Vonovia and Deutsche Wohnen will set up a joint integration committee following the merger control clearance (the “**Integration Committee**”). From the date of the approval until the closing of the Takeover Offer, the Integration Committee will meet at regular intervals to coordinate the integration of Vonovia’s and Deutsche Wohnen’s businesses, taking into account the principles set out in the Business Combination Agreement. The Integration Committee will consist of Mr. Rolf Buch and Mr. Michael Zahn.

### **1.4.2. Cooperation**

The Bidder and Deutsche Wohnen have agreed on the bases of their future cooperation in the Business Combination Agreement.

In particular, both parties have undertaken to cooperate to an economically reasonable extent in the planning of an optimized financing structure of the Deutsche Wohnen Group as well as the Vonovia Group following the closing of the Takeover Offer (see Section 7.1.6 and Section 8.1 of the Offer Document). This includes, in particular, that Vonovia is granted access, to the extent permitted by law and the duties of the executive bodies, to relevant information of the Deutsche Wohnen Group, in particular regarding existing change of control clauses in the financing agreements (including, in particular, the convertible bonds and other bonds) or other agreements of the Deutsche Wohnen Group, as well as the opportunity to plan the details of a future financing strategy with the responsible persons of the Deutsche Wohnen Group. The parties will make all economically reasonable efforts to avoid the exercise of redemption option, termination or other economic adjustment rights in financing agreements.

This also includes the obligation of Deutsche Wohnen to assist the Bidder in the preparation of annual and interim financial statements, financial reporting and the necessary preparatory measures in this regard and, in particular, to provide the information that is appropriate or useful for this purpose in a timely manner and in suitable data formats.

In addition, the parties have agreed to cooperate in order to jointly leverage synergies to the extent permitted by law.

## **1.5. Selected Bidder Obligations**

### **1.5.1. Refinancing of Deutsche Wohnen**

If, as a result of or in connection with the closing of the Takeover Offer, creditors of the Deutsche Wohnen Group exercise redemption options, termination rights or other comparable rights, or if Deutsche Wohnen chooses the Cash Payment Option after issuing a conditional conversion notice by holders of convertible bonds, the Bidder has undertaken in the Business Combination Agreement to assume responsibility for the refinancing of the relevant financial liabilities of Deutsche Wohnen Group (see Section 7.1.4 and Section 8.1 of the Offer Document) and to indemnify the companies of Deutsche Wohnen Group

against all costs incurred thereby. In particular, Vonovia has undertaken in the Business Combination Agreement, should such an event occur, to provide Deutsche Wohnen with the funds required for the refinancing in one or more shareholder loans, but the economic terms of the shareholder loans may not (from the perspective of Deutsche Wohnen) be worse than those of the discharged liabilities and the term(s) shall be agreed appropriately with regard to proper management. As an alternative to providing shareholder loans, Vonovia may also fulfill its refinancing obligation by providing one or more binding financing commitments from one or more credit institutions or other third parties (with which Deutsche Wohnen is satisfied) in the required amount and satisfying the above requirements.

Furthermore, the Bidder and Deutsche Wohnen have also agreed in the Business Combination Agreement to enter into negotiations on the Bidder's provision of financing to meet any liquidity needs if and to the extent that Deutsche Wohnen, prior to the closing of the Takeover Offer, should have such needs that cannot be met in any other commercially reasonable manner. In such negotiations, the Bidder must give favorable consideration to the provision of financing and use economically reasonable efforts to provide such financing to Deutsche Wohnen. If and to the extent such financing is granted, it shall become due for repayment at the same time as the closing of the share purchase agreement (see Section IV.3 (i) of this Statement).

#### **1.5.2. Exemption from the real estate transfer tax**

In addition, Vonovia has undertaken in the Business Combination Agreement to indemnify and hold Deutsche Wohnen or companies of the Deutsche Wohnen Group harmless, under certain conditions, from possible real estate transfer tax, should such be triggered at the relevant company of the Deutsche Wohnen Group by the closing of the Takeover Offer or by acquisition transactions of Deutsche Wohnen Shares in connection with the Takeover Offer pursuant to section 1 para. 2b of the Real Estate Transfer Tax Act (*Grunderwerbsteuergesetz* "GrEStG") (in the version applicable as of July 1, 2021) (see Section 7.1.4 of the Offer Document).

#### **1.6. Measures relating to the housing market in Berlin**

In the Business Combination Agreement, the Bidder and Deutsche Wohnen have declared their intention to make a sustainable contribution to the long-term stabilization of the housing market in Berlin and to jointly address the major challenges in the Berlin housing market in a further improved and more efficient manner. This involves maintaining and modernizing the existing housing units and creating new, affordable housing. In addition, the Bidder and Deutsche Wohnen will seek to support the strategy of the Senate of the State of Berlin to buy back existing housing units. To this end, Vonovia and Deutsche Wohnen are offering to the Senate of Berlin, as part of a "Future and Social Pact for Housing" and subject to further negotiations, in particular:

- to limit regular rent increases across its overall Berlin portfolio to no more than 1% per year over the next three years and inflation compensation in the two years thereafter;

- to build 13,000 new apartments in Berlin over the next few years and to realize 30% subsidized housing in all future new construction projects in Berlin;
- to promote the creation of housing for young families by making a commitment to offer 4-bedroom apartments in construction projects to families with children at a rent that is 10% below the average price for newly constructed apartments in the respective districts;
- to promote the prevention of homelessness by providing a triple-digit number of apartments to homeless people in the long term;
- to contribute to the expansion of the municipal housing stock in Berlin by offering the State of Berlin to purchase around 20,000 apartments from their portfolio.

### **1.7. Implementation**

The Management Board and the Supervisory Board point out that some of the provisions of the Business Combination Agreement (such as the intentions pertaining to the appointment of board members) still require further implementation steps and that the fulfillment of the relevant obligations by the parties is therefore subject to the relevant resolutions of the responsible committees.

## **2. Objectives and intentions in the Offer Document**

The Bidder further explains the strategic and economic background of the Takeover Offer in Sections 7.4 and 8 of the Offer Document.

### **2.1. Economic and strategic background of the Takeover Offer, synergy potential from the Bidder's point of view**

The Bidder describes the economic and strategic background of the Takeover Offer in Section 7.4 of the Offer Document. The Bidder references its strategy to strengthen its position as one of the leading European residential real estate companies. In addition to the value-adding management of real estate, the pursuit of a sustainable financing strategy, the optimization of the existing portfolio, and the deepening and broadening of value creation, this strategy also includes growth through acquisitions. According to the Bidder, Vonovia's reputation and customer satisfaction are a particular focus.

According to the Bidder's assessment, the strategies of Vonovia and Deutsche Wohnen have converged in recent years with regard to key aspects. Both companies have adapted their respective business activities to the relevant megatrends in the residential real estate market (urbanization and the resulting inconsistency between supply and demand; climate change and the reduction of CO<sub>2</sub> emissions in the existing buildings; demographic changes and the age-appropriate conversion of apartments; digitalization) and agree on the central importance of business activities geared to sustainability and tenant-oriented and socially responsible action. In the Bidder's opinion, the real estate portfolios of both companies

complement each other almost completely in terms of geography and weighting and, taken together, offer a balanced, well-diversified portfolio with a strong presence in the key growth regions in Germany. According to the Bidder's assessment, a combination of Deutsche Wohnen and Vonovia will therefore provide strategic, operational and value-enhancing advantages for all parties involved.

The Bidder emphasizes that the background to the combination of Vonovia with Deutsche Wohnen is, on the one hand, the realization of important economies of scale due to the joint management of both portfolios and due to joint purchasing, on the basis of which both companies will be better able to meet the major challenges in the housing market, such as the shortage of affordable and age-appropriate housing in metropolitan areas and the energy-efficient refurbishment of existing housing as a contribution to meeting climate protection targets. On the other hand, by means of the combination with Deutsche Wohnen, the Bidder is pursuing the development of additional value creation potential by intensifying the implementation of Vonovia's value creation strategy in Deutsche Wohnen's portfolio, i.e., by expanding the range of customer-oriented services that are closely related to the rental business.

Vonovia estimates that the joint management of the real estate portfolios of Vonovia and Deutsche Wohnen will result in synergies of around EUR 105 million per year. The Bidder expects the full realization of the synergies by the end of 2024 and implementation costs in the amount of approximately EUR 200 million. In addition, the Bidder assumes that the synergies will predominantly result from the joint operational management of the portfolio and the combination of overhead functions, the intensified implementation of Vonovia's value creation strategy also in the Deutsche Wohnen portfolio as well as decreasing costs due to the provision of additional services by Vonovia's own technician organization as well as from the joint purchasing and further standardization of modernization and maintenance projects. According to the Bidder, any potential cost savings from a joint financing have not been included in this figure.

## **2.2. Intentions of the Bidder with regard to the future business activities of Deutsche Wohnen and the Bidder, use of assets, financial liabilities and future obligations of Deutsche Wohnen and the Bidder**

### **2.2.1. Business activity of Deutsche Wohnen and the Bidder**

The Bidder describes in Section 8.1 of the Offer Document that, upon successful closing of the Takeover Offer, Deutsche Wohnen will become a subsidiary of the Bidder and thus part of the Vonovia Group.

The Bidder intends to ensure a close cooperation with Deutsche Wohnen in the Combined Company through appropriate contractual measures, in particular agency and service agreements for the joint management of portfolios. In particular, Vonovia intends, within the scope of its legal options, to work together with Deutsche Wohnen towards the aforementioned measures for the realization of synergies (for more details, refer to Section 7.4 of the Offer Document and Section VII.2.1 of this Statement) and with regard to the

housing market in Berlin (for more details, see Section 7.5 of the Offer Document and Section VII.1.6 of this Statement).

According to the Offer Document, the Bidder intends, within the scope of its legal possibilities, to ensure that Deutsche Wohnen's residential portfolios continue to be managed in a sustainable, long-term and responsible manner. In particular, the business policy of both the Deutsche Wohnen Group and the Vonovia Group, is to be continued at the present scope, namely to invest appropriately in the maintenance, modernization and upgrading of their residential properties. In addition, it is intended that Vonovia and Deutsche Wohnen will continue to pursue their existing growth strategies as a combined company, taking advantage of the resulting synergies. The objectives of the Combined Company's future strategy are, in particular, a continued growth in the core regions and the development of new regions.

### **2.2.2. Use of assets, financial liabilities**

With regard to the other business areas of Deutsche Wohnen outside of residential real estate and, to the extent affected by the Takeover Offer, the business areas of Vonovia outside of residential real estate, the Bidder has no further intentions according to the information in the Offer Document.

Furthermore, the Bidder states in Section 8.1 of the Offer Document that it would refinance the Deutsche Wohnen Group, if necessary, if and insofar - as described in more detail in Section 7.1.4. of the Offer Document and Section VII.1.5.1 of this Statement - a corresponding refinancing need arises as a result of the closing of the Takeover Offer. The Offer Document states that funds are available to the Bidder under the Vonovia Credit Agreement for the refinancing of liabilities of the Deutsche Wohnen Group, to the extent these funds are not required for the fulfillment of its payment obligations arising from or in connection with the Takeover Offer.

### **2.2.3. Future obligations of Deutsche Wohnen and the Bidder**

In the context of the presentation of its intentions in Section 8.1. of the Offer Document, the Bidder further refers to the obligations set forth in the Business Combination Agreement regarding the cooperation between Deutsche Wohnen and Vonovia with regard to the optimization of Deutsche Wohnen Group's financing structure and the consolidated financial reporting. In this regard, reference is made to the corresponding explanations of the content of the Business Combination Agreement in Section VII.1.5) of this Statement.

### **2.3. Dividend policy**

According to Section 8.2 of the Offer Document, the Bidder intends, in the event of the closing of the Takeover Offer, to ensure that Deutsche Wohnen does not disburse any dividends for the current fiscal year - to the extent permitted by law - and that any liquid funds are reinvested.

#### **2.4. Effects on the members of the Management Board and the Supervisory Board of Deutsche Wohnen and the Bidder**

In addition to the intentions and obligations of the Bidder in the Business Combination Agreement described in Section V.1.2 of this Statement with regard to the members of the Management Board and the Supervisory Board of Deutsche Wohnen, the Bidder indicates in Section 8.3 of the Offer Document that the closing of the Takeover Offer will not affect the size and general composition of Deutsche Wohnen's Supervisory Board. Furthermore, according to Section 8.3 of the Offer Document, it is the Bidder's intention, in accordance with statutory requirements and the relevant board competences, to implement the appointments of the Supervisory Board members at Deutsche Wohnen and Vonovia, as intended under the Business Combination Agreement, as soon as possible after the closing of the transaction, in particular by way of the court appointment of the Supervisory Board members to be newly appointed in each case pursuant to Section 104 AktG and within the framework of the legal requirements and in compliance with the respective responsibilities of the corporate bodies.

#### **2.5. Employees, terms of employment and employee representative bodies of Deutsche Wohnen and the Bidder**

In addition to the intentions and obligations of the Bidder in the Business Combination Agreement with respect to employees of Deutsche Wohnen described in Section VII.1.3 of this Statement, the Bidder states in Section 8.4 of the Offer Document that, in the course of the integration and in order to achieve the synergy objectives, there may be changes in the organizational structure and processes of Vonovia and Deutsche Wohnen, which may lead to job cuts, in particular in the administrative area. However, the Bidder and Deutsche Wohnen have not yet made any decisions on implementation measures in this regard. The Bidder points out that the combination of Vonovia and Deutsche Wohnen could lead to the creation of new jobs, in particular in the craftsmen's organization of the Combined Company.

#### **2.6. Seat of Deutsche Wohnen, locations of critical parts of the company**

According to Section 8.5 of the Offer Document, there are no plans to relocate the seat of Deutsche Wohnen. The Bidder intends to discuss the combination of locations with Deutsche Wohnen where this makes economic sense in the interest of the combined group. Furthermore, the Bidder refers to the intentions and obligations set out in the Business Combination Agreement in this respect when describing its intentions with regard to the seat of Deutsche Wohnen and Vonovia. In this regard, reference is made to the corresponding explanations of the content of the Business Combination Agreement in Section VII.1.1 of this Statement.

#### **2.7. Structural measures**

In Section 8.6 of the Offer Document, the Bidder describes possible structural measures that it could enforce at the general meeting of Deutsche Wohnen in the event that it holds the required voting and capital majority after acquiring 75% or more of the outstanding Deutsche Wohnen Shares.

The Bidder points out that, at the time of publication of the Offer Document, it does not intend to implement the structural measures described below:

### **2.7.1. Profit transfer and/or control agreement**

According to Section 8.6.1 of the Offer Document, the Bidder may consent to the conclusion of a control and/or profit transfer agreement pursuant to Section 291 et seqq. AktG between Deutsche Wohnen and the Bidder or persons acting jointly, if, upon closing of the Takeover Offer or at a later point in time, it holds at least 75% of the voting share capital of Deutsche Wohnen. Such an agreement would have to provide for an appropriate compensation payment for the outside Deutsche Wohnen Shareholders or guarantee a certain dividend. Alternatively, the Bidder would have to offer to the Deutsche Wohnen Shareholders the acquisition of their Deutsche Wohnen shares against payment of an appropriate compensation. The compensation may or must provide for the granting of shares in the other party to the agreement under the conditions set out in Section 305 para. 2 AktG.

### **2.7.2. Measures under the German Transformation Act**

According to Section 8.6.2 of the Offer Document, the Bidder may take measures pursuant to the German Transformation Act (*Umwandlungsgesetz*) with respect to Deutsche Wohnen (merger, split, transfer of assets, change in legal form), provided that it holds at least 75% of the voting share capital of Deutsche Wohnen after the closing of the Takeover Offer or at a later point in time. Depending on the measure and the actual circumstances, the Bidder or a person acting in concert with the Bidder may be required to offer to the outside shareholders of Deutsche Wohnen the acquisition of their shares in return for an appropriate compensation.

### **2.7.3. Downlisting, Delisting or Segment Switch**

According to Section 8.6.3 of the Offer Document, the Bidder could, after the closing of the Takeover Offer or at a later point in time, cause Deutsche Wohnen, to the extent permitted by law, to file an application with to the management of the Frankfurt Stock Exchange for the revocation of the admission of Deutsche Wohnen Shares to trading on the regulated market of the Frankfurt Stock Exchange and for their admission to trading on the open market (*Freiverkehr*) of the Frankfurt Stock Exchange (“**Downlisting**”) or for completely delisting Deutsche Wohnen shares from the Frankfurt Stock Exchange (“**Delisting**”), or for changing from the sub-segment of the regulated market of the Frankfurt Stock Exchange with additional post-admission obligations (Prime Standard) to another sub-segment (“**Segment Switch**”). A Delisting or Downlisting may be undertaken upon application by Deutsche Wohnen if, referring to such application, an offer to purchase all Deutsche Wohnen Shares has been published in accordance with the provisions of the WpÜG and the German Stock Exchange Act (*Börsengesetz*).

### **2.7.4. Squeeze-out**

According to Section 8.6.4 of the Offer Document, the Bidder could demand, pursuant to Section 327a et seqq. AktG, that the general meeting of Deutsche Wohnen adopts a

decision on the transfer of the remaining Deutsche Wohnen Shares to the Bidder against payment of an appropriate cash compensation (so-called “squeeze-out under stock corporation law”), provided that it holds at least 95% of the share capital of Deutsche Wohnen after the closing of the Takeover Offer or at a later point in time. If the Bidder holds at least 95% of Deutsche Wohnen’s voting share capital after the closing of the Takeover Offer, it may, pursuant to Section 39 et seqq. WpÜG, file a petition with the court within three months from the expiration of the Acceptance Period that the remaining voting shares are transferred to the Bidder by court order in return for an adequate compensation (so-called “squeeze-out under takeover law”). If the Bidder holds at least 90% of Deutsche Wohnen’s share capital, it may, in connection with a merger of Deutsche Wohnen pursuant to Section 62 para. 1 of the German Transformation Act (“UmwG”) as the transferring entity to the Bidder as acquiring entity, request that the general meeting of Deutsche Wohnen, within three months after the conclusion of the merger agreement, adopt a resolution pursuant to Section 327a para. 1 sentence 1 AktG on the squeeze-out of Deutsche Wohnen’s outside shareholders in return for an adequate cash compensation (so-called “conversion squeeze-out”).

However, the Bidder points out that it will not achieve an interest of 95% to 90% required for a squeeze-out due to the Takeover Offer, as it will not acquire more than a maximum of 90 % (rounded down to whole shares) minus 10,000 shares of the respective outstanding Deutsche Wohnen Shares (taking into account any Deutsche Wohnen Shares acquired by Vonovia outside the Takeover Offer, not taking into account any Deutsche Wohnen Shares held by the target company or any company of the Deutsche Wohnen Group).

## **2.8. No other intentions by the Bidder**

The Bidder states in Section 8 of the Offer Document that it has no other intentions with regard to the future business activities, the seat and the location of key business units, the use of assets, future obligations, the employees and their representatives, the members of the management bodies and/or significant changes in the terms and conditions of employment at Deutsche Wohnen and - to the extent affected by the Takeover Offer - at the Bidder itself.

## **3. Statement of the Management Board and the Supervisory Board on the expected consequences of a successful Takeover Offer for Deutsche Wohnen and on the objectives pursued by the Bidder**

The Management Board and the Supervisory Board each welcome the fact that the Business Combination Agreement provides a legal basis for the combination of Deutsche Wohnen and the Bidder by way of a mutually agreed corporate transaction. In the opinion of the Management Board and the Supervisory Board, the Business Combination Agreement reflects an appropriate balance of the interests of Vonovia and Deutsche Wohnen, which has been intensively negotiated with the Bidder, and which provides a basis for the Combined Company. In the opinion of the Management Board and the Supervisory Board, the Business Combination Agreement and the further intentions of the Bidder set out in the Offer Document constitute a reasonable framework for a successful implementation of the

transaction in the interest of the shareholders, employees, tenants and other stakeholders of Deutsche Wohnen.

### **3.1. Economic and strategic background**

The Management Board and the Supervisory Board of Deutsche Wohnen have each come to the conclusion that the proposed combination is in the interests of Deutsche Wohnen, its shareholders, its employees, its tenants and all its stakeholders, and at the same time creates an economic stability as a basis for fulfilling the social responsibility of both Deutsche Wohnen and Vonovia, in particular with regard to housing as a basic human need. The combination will enable Vonovia and Deutsche Wohnen to join forces in order to create affordable and age-appropriate housing, renovate buildings in terms of energy efficiency and develop neighborhoods, and to thus meet the challenges of housing shortages and climate change more effectively and efficiently.

The combination of Vonovia and Deutsche Wohnen will create the Combined Company as a leading European real estate company with a business model that, in the opinion of the Management Board and the Supervisory Board of Deutsche Wohnen, is stable in the long term and based on an overall balanced portfolio in Germany with a strong presence in strategic regions. At the same time, it is the opinion of the Management Board and the Supervisory Board of Deutsche Wohnen that the joint management of the apartments will ensure that the efficiency of the platforms already in place is improved.

### **3.2. Synergy potential**

With regard to the expected synergies, the Management Board and the Supervisory Board of Deutsche Wohnen consider the expectation, which is set out in the Offer Document, that synergies in the amount of approximately EUR 105 million per year can be leveraged, that their full realization is assumed by the end of 2024 and that they will result in implementation costs of approximately EUR 200 million, to be plausible. The Management Board and the Supervisory Board of Deutsche Wohnen consider it comprehensible that the synergies and economies of scale will result primarily from the joint operational management of the two portfolios and the merging of overhead functions, the intensified implementation of value creation strategy in the combined portfolio as well as from the joint purchasing and further standardization of modernization and maintenance.

According to the assessment of the Management Board and the Supervisory Board, the realization of synergies to the expected extent and within the time frame in question is possible subject to the following restrictions:

- According to the assessment of the Management Board and the Supervisory Board, the assumptions regarding the realization of operating synergies are based on a high level and scope of in-house performance of the Combined Company. In the opinion of the Management Board and the Supervisory Board, this internal performance strategy also offers significant synergy potential. On the other hand, capacity utilization risks could increase and, at the same time, the flexibility of the Combined Company to react to changes in the market environment or the legal

framework could be restricted, which could result in risks for the realization of synergy potentials.

- The Management Board and the Supervisory Board are currently unable to estimate how the cost structure of the Combined Company will develop in the period following the closing of the Takeover Offer. This may also prevent synergy potentials from being realized to the extent planned jointly with the Bidder.

The Management Board and the Supervisory Board point out that it is not possible to predict with certainty whether the synergy potentials can actually be achieved to the extent stated and in accordance with the time frame projected by the Bidder.

The Management Board and the Supervisory Board point out that the possible cost savings from the joint financing of the Combined Company have not yet been included in the calculation of synergies.

### **3.3. Collaboration**

The Management Board and the Supervisory Board consider it positive that the Bidder has agreed to a close cooperation with Deutsche Wohnen within the Combined Company on the basis of the Business Combination Agreement. The Management Board and the Supervisory Board agree that a close cooperation within the Combined Company creates the basis for discovering synergy potential and for realizing synergies. The Management Board and the Supervisory Board therefore expressly welcome the agreed cooperation in planning the optimization of the financing structure of the Deutsche Wohnen Group and the Vonovia Group.

### **3.4. Company name, seat, future strategy and social charter**

The Management Board and the Supervisory Board of Deutsche Wohnen acknowledge that the Combined Company will bear the name “Vonovia SE.”

The Management Board and the Supervisory Board of Deutsche Wohnen welcome the intention to retain and cultivate the name “Deutsche Wohnen” as the core quality brand of the Combined Company. The Management Board and the Supervisory Board of Deutsche Wohnen also take a positive view of the fact that the Combined Company is to be managed from Bochum and Berlin, and that Berlin is to be retained as a key location of the Combined Company. The Management Board and the Supervisory Board also welcome the fact that there is no intention to relocate the seat of Deutsche Wohnen.

In the opinion of the Management Board and the Supervisory Board, this is plausible and consistent as well that the Bidder intends to discuss the combination of locations with Deutsche Wohnen, provided that this makes economic sense in the interest of the Combined Company.

With regard to the future strategy and structure, the Management Board and the Supervisory Board of Deutsche Wohnen are in favor of the jointly agreed continuation of the respective

growth strategies of Vonovia and Deutsche Wohnen, since, by exploiting the synergies that arise, this can lead to additional added value in the interests of all stakeholders.

The Management Board and the Supervisory Board also welcome the fact that the social charter adopted in connection with the sale of GSW by the State of Berlin, which is still applicable today, will be respected by the parties.

### **3.5. Future business Activities, use of assets, financial liabilities and future obligations of Deutsche Wohnen and the Bidder, integration**

The Management Board and the Supervisory Board note that, if the Takeover Offer is successful, Deutsche Wohnen would become a subsidiary of Vonovia and thus part of the Vonovia Group.

The Management Board and the Supervisory Board have a positive view of the fact that the Bidder recognizes the successful strategy of Deutsche Wohnen and tries within the scope of its legal options to ensure that the business policy of Deutsche Wohnen Group with regard to the maintenance, modernization and upgrading of the existing housing as well as the growth strategy are continued. In addition, the Management Board and the Supervisory Board of Deutsche Wohnen welcome Vonovia's commitment under the Business Combination Agreement to refinance Deutsche Wohnen after the closing of the Takeover Offer, if necessary, and Vonovia's intention to try to avoid the exercising termination rights under the financing agreements (also refer to the further assessment of the Management Board and the Supervisory Board under Section VII.3.11 of this Statement).

In the opinion of the Management Board and the Supervisory Board, it is of central importance that the integration of Deutsche Wohnen into the Vonovia Group is structured in accordance with the understanding underlying the Business Combination Agreement, in a constructive dialog, and with a balanced consideration of the interests of Vonovia and Deutsche Wohnen in order to create a competitive company with the greatest possible value creation potential and to exploit synergy effects on the basis of the respective strengths of both companies. The Management Board and the Supervisory Board therefore welcome the fact that Vonovia and Deutsche Wohnen have agreed on the establishment of the Integration Committee, in which both companies are represented with Mr. Buch and Mr. Zahn.

### **3.6. Appointment to corporate bodies**

The Management Board and the Supervisory Board welcome the proposed appointment of Mr. Zahn and Mr. Grosse to the Management Board of Vonovia, as their many years of experience and outstanding knowledge of Deutsche Wohnen make Michael Zahn and Philip Grosse particularly well suited to play a key role in shaping the integration of Deutsche Wohnen and Vonovia as members of the Management Board of the Combined Company and to work to ensure that Deutsche Wohnen's strengths are best leveraged in the Combined Company. In this context, the Management Board and the Supervisory Board also welcome the allocation of responsibilities of the Management Board members in the Combined Company as agreed in the Business Combination Agreement and the formation

of an executive committee with the participation of the other Management Board members of Deutsche Wohnen.

The Management Board and the Supervisory Board are also pleased that it is intended to appoint Ms. Helene von Roeder and Mr. Michael Zahn as soon as possible following the closing of the Takeover Offer as members of Vonovia's management board to the Supervisory Board of Deutsche Wohnen.

Overall, the two boards of Deutsche Wohnen consider the planned reciprocal appointment of members of the boards of Vonovia and Deutsche Wohnen to be a great indication of the shared interest of the Bidder and Deutsche Wohnen to structure the combination in the interests of both companies, their shareholders, employees and customers.

### **3.7. Measures relating to the housing market in Berlin**

The Management Board and the Supervisory Board support the intentions and measures of the Combined Company with regard to the Berlin housing market as outlined in the Business Combination Agreement. The Management Board and the Supervisory Board are firmly convinced that the measures offered to the Senate of Berlin by the Combined Company, such as the sale of 20,000 apartments to municipal housing companies, the limitation of rent increases, the promotion of new construction with a substantial percentage of subsidized housing, the creation of housing for families and the prevention of homelessness, will make a lasting contribution to the stabilization of the Berlin housing market in the interests of tenants.

### **3.8. Dividend policy**

The Bidder has declared that, in the event the Takeover Offer is executed, it will endeavor to ensure that Deutsche Wohnen does not disburse any dividends for the current fiscal year - to the extent this is legally permissible - and that the liquid funds are reinvested. The Management Board and the Supervisory Board point out that the implementation of this intention is not in line with the previous continuous dividend policy of Deutsche Wohnen, which so far provided for an average payout ratio of 65% of the FFO I, and was both aligned with the growth strategy and the associated capital requirements, but also took into account the interests of the shareholders in a reasonable payout. The Management Board and the Supervisory Board point out, however, that the dividend policy must also be sufficiently flexible to take into account any possible temporary increase in the company's investment and capital requirements. Therefore, the Management Board and the Supervisory Board consider it plausible that the Bidder intends not to pay a dividend but to reinvest the liquid funds. In this context, the Management Board and the Supervisory Board also point out that the Bidder will hold at least a 50% interest in Deutsche Wohnen after the closing of the Takeover Offer (see Section V.5.4 of this Statement). The Bidder thus has the majority of votes represented at the annual general meeting. With this majority, the Bidder can determine how much of Deutsche Wohnen's future unappropriated net income is disbursed as dividend.

### **3.9. Effects on the existing business relationships of Deutsche Wohnen**

Subject to the financial effects described in Section VII.3.11 of this Statement, neither the Management Board nor the Supervisory Board currently anticipate that the completion of the Takeover Offer and a change of control with respect to Deutsche Wohnen possibly triggered thereby will lead to the termination of material business relationships by the respective contractual partners of Deutsche Wohnen.

### **3.10. Possible structural measures**

The Management Board and the Supervisory Board note that at the time the Offer Document is published, the Bidder does not intend to implement any structural measures such as the conclusion of a profit transfer agreement and/or a domination agreement, measures under conversion law, a Downlisting, Delisting or a Segment Switch of the Deutsche Wohnen shares or a squeeze-out.

In addition, the Management Board and the Supervisory Board point out that the Bidder intends to acquire a maximum of 90% (rounded down to whole shares) minus 10,000 of the respective outstanding Deutsche Wohnen shares (taking into account any Deutsche Wohnen shares acquired by Vonovia outside the Takeover Offer, calculated in total without taking into account the Deutsche Wohnen shares held by the target company or a company of the Deutsche Wohnen Group) under the Offer (see Section 5.9 of the Offer Document and Section III.10) and has ensured this through the Third-Party Bank Agreement, so that the requirements for a squeeze-out under takeover law, conversion law or the stock corporation law cannot be met unless the Third-Party Bank Agreement is terminated.

### **3.11. Financial effects on Deutsche Wohnen**

The Management Board and the Supervisory Board point out that it cannot be ruled out that, as a result of a change of control following a successful completion of the Takeover Offer, repayment liabilities of the company or termination rights of creditors of the company as well as certain other termination rights could be triggered. Pursuant to the terms and conditions of the convertible bond 2017/2024 and the convertible bond 2017/2026, the creditors, in addition to the termination right, have a right of conversion (subject to the acceptance of the Takeover Offer) at an adjusted conversion price; in the event of conversion by the creditors, Deutsche Wohnen is entitled, instead of delivering the shares, to make a cash payment to the creditors in an amount calculated on the basis of the average of the XETRA® prices during a period of 20 trading days following the exercise of the Cash Payment Option. Assuming that all creditors of the convertible bonds exercise their conversion rights and the Cash Payment Option is exercised, the Management Board and Supervisory Board currently estimate a refinancing volume of around EUR 1.0 billion.

In addition, the Deutsche Wohnen Group has further financial liabilities in the amount of approximately EUR 6,439.3 million as well as liabilities from corporate bonds in the amount of approximately EUR 3,084.6 million.

The Management Board and the Supervisory Board assume a refinancing risk of approximately EUR 1.7 billion with regard to the possible exercise of termination rights

for the corporate bonds as a result of the completion of the Takeover Offer. The Management Board and the Supervisory Board point out in this context that Deutsche Wohnen has undertaken under the Business Combination Agreement (for more details, see Section IV.2 of this Statement) to service the convertible bonds 2017/2024 and convertible bonds 2017/2026 converted as a result of the change of control by means of the optional cash payment in accordance with the terms and conditions of the convertible bonds. In addition, the Management Board and the Supervisory Board positively assess the covenant under the Business Combination Agreement, pursuant to which Vonovia and Deutsche Wohnen intend to avoid the exercise of repayment rights, termination rights or other economic adjustment rights in their financing agreements, insofar this is possible to an economically reasonable extent, and the Bidder has confirmed its intention in this respect in the Offer Document.

In the opinion of the Management Board and the Supervisory Board, it is important for the future of the Combined Company that the Bidder takes appropriate measures to ensure a solid and secure financing of Deutsche Wohnen even after the closing of the Takeover Offer. Therefore, the Management Board and the Supervisory Board honor it as an important sign for the creation of a Combined Company that the Bidder, as evidenced by the Offer Document, intends to refinance Deutsche Wohnen Group after the closing of the Takeover Offer – to the extent necessary – and that the Bidder has funds available for this purpose under the Vonovia Loan Agreement to the extent described in the Offer Document.

In this context, the Management Board and the Supervisory Board welcome the possibility provided for in the Business Combination Agreement to enter into negotiations with Vonovia on Vonovia's provision of financing to meet any liquidity needs if and to the extent that Deutsche Wohnen, prior to the closing of the Takeover Offer, should have such needs that cannot be met in any other commercially reasonable manner.

### **3.12. Tax-related Effects on Deutsche Wohnen**

#### **3.12.1. Real estate transfer tax**

The closing of the Takeover Offer could, for all intents and purposes, trigger a real estate transfer tax if the Bidder directly or indirectly acquires 90% of the outstanding Deutsche Wohnen shares or if, in the course of the acquisition, 90% or more of the shares in real estate holding companies of the Deutsche Wohnen Group are transferred directly or indirectly to new shareholders.

The Management Board and the Supervisory Board of Deutsche Wohnen is aware that the Bidder, by entering into the Third-Party Bank Agreement, will ensure that the Bidder will not reach a shareholding level of 90% in Deutsche Wohnen. Further, the closing of the Takeover Offer should not trigger a real estate transfer tax in accordance with section 1 para. 2b GrEStG, in the version applicable as of July 1, 2021.

The Management Board and the Supervisory Board of Deutsche Wohnen explicitly welcome the fact that Vonovia has additionally undertaken in the Business Combination Agreement to indemnify and hold Deutsche Wohnen or companies of the Deutsche Wohnen Group harmless, under certain conditions, from a possible real estate transfer tax,

should such be triggered by the closing of the Takeover Offer or by acquisition transactions of Deutsche Wohnen shares in connection with the Takeover Offer pursuant to section 1 para. 2b. GrEStG, in the version applicable as of July 1, 2021.

### **3.12.2. Tax loss carry-forwards and interest carry-forwards**

Loss and interest carry-forwards of Deutsche Wohnen or the companies of the Deutsche Wohnen Group would generally be completely cancelled if, directly or indirectly, more than 50% of the Deutsche Wohnen Shares are transferred to a purchaser, e.g., the Bidder, and the respective company with tax loss carryforwards (e.g., Deutsche Wohnen itself) does not have any previously untaxed hidden reserves in the corresponding amount to be taken into account in accordance with the tax regulations, but which would be taxable upon realization.

In the opinion of the Management Board and the Supervisory Board, tax loss and interest carry-forwards of the Deutsche Wohnen subsidiaries existing in the Deutsche Wohnen Group should be for the most part covered by sufficient hidden reserves, so that from today's perspective, at most, a very minor decline in predominantly unused loss and interest carry-forwards is to be expected.

The loss and interest carry-forwards of Deutsche Wohnen are only offset by a very small amount of taxable hidden reserves, so that at the present time the loss and interest carry-forwards are expected to be almost completely eliminated and the deferred tax assets, which are only recognized on a pro rata basis, will be eliminated accordingly.

## **4. Statement of the Management Board and the Supervisory Board on the expected consequences for employees, employment conditions and employee representatives of Deutsche Wohnen and the Bidder**

The Management Board and the Supervisory Board acknowledge that, due to the structure of the Takeover Offer, (i) the closing of the Takeover Offer will not have any direct impact on the employment contracts and the working conditions of the employees of Deutsche Wohnen Group, (ii) their contractual employment relationships of Deutsche Wohnen Group employees with the same employer will be continued and (iii) there will be no transfer of parts of the business of Deutsche Wohnen. There can be no assurance that the foregoing circumstances will continue in the medium and long term.

Likewise, the Management Board and the Supervisory Board assume that the closing of the Takeover Offer will have no influence on the currently existing employee representations, in particular the existing works councils at the company and plant level of Deutsche Group. To the extent that employee representatives have been elected to Supervisory Boards of companies of the Deutsche Wohnen Group by virtue of relevant co-determination rights, they will remain in office after the closing of the Takeover Offer.

The Management Board and the Supervisory Board welcome the fact that the Bidder has confirmed in the Business Combination Agreement that the committed and motivated workforce of Vonovia and Deutsche Wohnen form the basis for the current and future success of the Combined Company. In this context, the Management Board and the

Supervisory Board take a positive view of the fact that Vonovia and Deutsche Wohnen have undertaken in the Business Combination Agreement to engage in a constructive dialog with employees and their representatives in order to develop attractive and competitive framework conditions in order to maintain the excellent employee base.

The Management Board and the Supervisory Board also consider it essential that, as stipulated in the Business Combination Agreement, Vonovia and Deutsche Wohnen respect the statutory rights of employees, works councils and trade unions of the Deutsche Wohnen Group and the Vonovia Group, as well as the existing material collective agreements (works agreements and collective bargaining agreements). The Management Board and the Supervisory Board likewise welcome the fact that, subject to possible integration measures as well as the objectives of the Combined Company, it is not intended to terminate the material collective agreements (works agreements and collective bargaining agreements) or to unilaterally amend the terms and conditions of employment in connection with implementation of the combination.

The Management Board and the Supervisory Board have taken note of the fact that, in the course of the integration and in order to achieve the synergy targets, changes may be made to the organizational structure and processes of Vonovia and Deutsche Wohnen, which may lead to job cuts, particularly in the administrative area. The Management Board and the Supervisory Board expressly welcome the fact in this regard that it was agreed in the Business Combination Agreement not to issue any terminations for operational reasons effective from a date prior to December 31, 2023 in connection with the transaction.

The Management Board and the Supervisory Board consider the “best in class” selection procedure provided by the Business Combination Agreement for the selection in case of double appointments of executives of the first management level below the Management Board in the Combined Company as a fair and appropriate approach. In addition, the Management Board and the Supervisory Board consider the suggested duration of 12 months following the closing of the Takeover Offer for the decision-making process to be a reasonable period of time. This also applies in light of the fact that employees of the first management level, to whom, as a result of this selection process, an adequate position cannot be offered in the combined company, are to be offered a reasonable severance package.

The Management Board and the Supervisory Board welcome the fact that, according to the information provided by the Bidder in the Offer Document, the combination of Vonovia and Deutsche Wohnen may lead to the creation of jobs, in particular in the technician organization of the Combined Company.

Finally, the Management Board and the Supervisory Board expect that the increased size and scope of the Combined Company will also provide an opportunity for an improved professional development for Vonovia and Deutsche Wohnen employees.

## **VIII. POTENTIAL EFFECTS ON DEUTSCHE WOHNEN SHAREHOLDERS**

The following statements are intended to provide Deutsche Wohnen Shareholders with the information necessary to assess the consequences of accepting or not accepting the Takeover Offer. This information contains certain aspects that the Management Board and Supervisory Board consider relevant for the decision of Deutsche Wohnen Shareholders as to whether to accept the Takeover Offer. Such an outline cannot be exhaustive, however, because individual circumstances cannot be taken into account for every Deutsche Wohnen Shareholder. Each Deutsche Wohnen Shareholder must evaluate the Takeover Offer independently and form their opinion on the effects of the Takeover Offer and its acceptance.

Taking these uncertainties into account, Deutsche Wohnen Shareholders must make an independent decision as to whether and to what extent they wish to accept the Takeover Offer. The following points can only serve as a guideline. Each Deutsche Wohnen Shareholder should give sufficient consideration to their personal circumstances when making a decision.

The Management Board and the Supervisory Board further point out that they are unable to make any assessment as to whether Deutsche Wohnen Shareholders may suffer tax disadvantages (in particular any capital gains tax liability) or miss out on tax advantages as a result of accepting or not accepting the Takeover Offer. The Management Board and the Supervisory Board recommend that each individual Deutsche Wohnen Shareholder seek expert advice (including advice regarding their personal circumstances and applicable legal and tax regulations) if and to the extent this is necessary or helpful for reaching a decision.

### **1. Possible effects of an acceptance of the Takeover Offer**

Upon closing of the Takeover Offer, the Deutsche Wohnen Shareholders who accept the Takeover Offer will, with the transfer of their Deutsche Wohnen Shares to the Bidder, lose their membership and property rights based thereon as well as their position as shareholders of Deutsche Wohnen and will receive the Offer Consideration as consideration. They should therefore note the following:

- As a result of the acceptance of the Takeover Offer, an agreement for the sale and transfer of the Tendered Deutsche Wohnen Shares (as defined under Section 12.2(2) of the Offer Document) will form between the accepting Deutsche Wohnen Shareholder and the Bidder in accordance with the provisions of the Offer Document. The transfer of ownership of the Tendered Deutsche Wohnen Shares will, subject to the terms and conditions of the Offer Document, occur upon closing of this Takeover Offer. All ancillary rights of the Tendered Deutsche Wohnen shares existing at the time of the settlement will be transferred to the Bidder upon the transfer of ownership of the Tendered Deutsche Wohnen Shares. The agreements between the Deutsche Wohnen Shareholders who accept the Takeover Offer and the Bidder are governed by German law.

- Deutsche Wohnen Shareholders who accept or have accepted the Takeover Offer will in the future no longer benefit from a possible positive development of the stock market price of Deutsche Wohnen shares, dividends or a positive business development of Deutsche Wohnen and its subsidiaries or an appreciation of the real estate portfolio of Deutsche Wohnen and its subsidiaries, which would have a positive effect on the development of the EPRA NTA.
- The agreements formed as a result of the acceptance of the Takeover Offer will not be executed until all Closing Conditions have been fulfilled or the Bidder has validly waived their fulfillment.
- Each Deutsche Wohnen Shareholder who accepts the Takeover Offer irrevocably makes the declarations and representations set out in Section 12.3 of the Offer Document and issues the instructions, orders, authorizations and powers of attorney set out in Section 12.3 of the Offer Document.
- A withdrawal from the acceptance of the Takeover Offer is only possible under the conditions specified in the Offer Document and only until the expiry of the Acceptance Period. Deutsche Wohnen Shareholders are restricted in their freedom of disposition for the Tendered Deutsche Wohnen Shares for which they have accepted the Takeover Offer. According to the Offer Document, Tendered Deutsche Wohnen Shares are expected to be tradable on the regulated market (*Prime Standard*) of the Frankfurt Stock Exchange under ISIN DE000A3E5DW4 from the third banking day after the beginning of the Acceptance Period. Trading in the Tendered Deutsche Wohnen Shares on the regulated market of the Frankfurt Stock Exchange is expected to cease after the close of trading on the third stock exchange trading day prior to the day of the planned closing of the Takeover Offer. The Management Board and Supervisory Board point out that the trading volume and the liquidity of the Tendered Deutsche Wohnen Shares depend on the respective acceptance rate and may therefore not exist at all or may be low and subject to strong fluctuations. It can therefore not be ruled out that, due to a lack of demand, it will not be possible to sell the Tendered Deutsche Wohnen Shares on the stock market.
- If Vonovia, persons acting in concert with it or their subsidiaries acquire off-market Deutsche Wohnen Shares within one year after the publication of the results after the expiry of the Acceptance Period (Section 23 para. 1 no. 2 WpÜG) off-market Deutsche Wohnen shares and if a higher valued consideration is granted or agreed upon for this purpose than the Offer Consideration specified in the Takeover Offer, the Bidder shall be required to pay to the Deutsche Wohnen Shareholders who have accepted the Takeover Offer a Consideration in the amount of the respective difference. In contrast, there is no such claim to a rectification of the Consideration under the Takeover Offer for off-market acquisitions after the expiration of this post-acquisition period of one year. Furthermore, the Bidder may also acquire Deutsche Wohnen Shares on the stock market at a higher price within the aforementioned one-year post-acquisition period without having to adjust the Offer

Consideration in favor of those Deutsche Wohnen Shareholders who have accepted the Takeover Offer.

## **2. Possible effects of a non-acceptance of the Takeover Offer**

Deutsche Wohnen Shareholders who do not accept the Takeover Offer and do not otherwise dispose of their Deutsche Wohnen Shares will continue to be Deutsche Wohnen Shareholders, but should take note, inter alia, of the Bidder's statements in Section 15 of the Offer Document and the following:

- Deutsche Wohnen Shareholders bear the direct risk of the future development of Deutsche Wohnen and the further development of the stock market price of Deutsche Wohnen Shares. Although the future price development of the Deutsche Wohnen Shares cannot be predicted, it cannot be ruled out that the current price of the Deutsche Wohnen Shares is influenced by the Bidder's announcement of the Takeover Offer or the publication of the Offer Document and will not remain at the current level.
- Deutsche Wohnen Shares for which the Takeover Offer has not been accepted and will not be accepted may initially continue to be traded on the Frankfurt Stock Exchange, as well as on the over-the-counter markets of the Berlin, Düsseldorf, Hamburg, Hanover, Munich and Stuttgart stock exchanges. Depending on the number of Tendered Deutsche Wohnen Shares, however, it is possible that the demand for Deutsche Wohnen Shares after the closing of the Takeover Offer will be lower than at present and that the liquidity of the Deutsche Wohnen shares will therefore decrease. This may result in sell orders not being executed or not being executed in a timely manner. In addition, the possible restriction of the liquidity of the Deutsche Wohnen Shares could lead to much greater price fluctuations than in the past. If, due to a lower liquidity of the Deutsche Wohnen Shares, orderly trading can no longer be ensured, a revocation of the listing of the Deutsche Wohnen Shares on the stock exchange is conceivable even without any corresponding action by the Bidder. In the event of such a revocation, there would no longer be an organized public market for trading in Deutsche Wohnen shares. Should the Deutsche Wohnen Shares be delisted, this could significantly limit the actual existing sales opportunities for Deutsche Wohnen Shares.
- Deutsche Wohnen Shares are admitted to trading on the regulated market of the Frankfurt Stock Exchange and on the sub-segment of the regulated market with further post-admission obligations (*Prime Standard*). They are currently represented in the DAX and in the indices EPRA/NAREIT, STOXX® Europe 600, GPR 250 as well as a few other indices. A significant reduction in the free float may mean that the Deutsche Wohnen Shares no longer meet the criteria defined by the respective index providers for inclusion in the above-mentioned indices. A future exclusion of the Deutsche Wohnen Shares from one or more of these indices could result in investment funds or other institutional investors (whose investments reflect or are linked to the respective index) selling their Deutsche Wohnen Shares. The consequence of this could be an oversupply of Deutsche Wohnen shares in a

comparatively illiquid market, which could lead to a negative impact on the stock market price of the Deutsche Wohnen Shares.

- Irrespective of the liquidity of the Deutsche Wohnen Shares, the Bidder could also, after the closing of the Takeover Offer or at a later point in time, cause Deutsche Wohnen, to the extent legally permissible, to apply for the revocation of the admission of the Deutsche Wohnen Shares from trading in the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*) on the Frankfurt Stock Exchange and/or in the regulated market of the Frankfurt Stock Exchange as a whole (as set out in Sections 8.6.3 and 15.1 of the Offer Document). In this case, the ability to trade Deutsche Wohnen Shares could be significantly restricted and there would no longer be any increased reporting obligations as a result of the stock exchange listing. Pursuant to Section 39 para. 2 sentence 3 no. 1 BörsG, the revocation of the admission to trading on the regulated market is only permissible if, at the time of the application, an offer for the acquisition of all Deutsche Wohnen Shares relevant to the application has been published in accordance with the provisions of the WpÜG. The present Takeover Offer is not such a delisting offer. Depending on the circumstances, it is possible that the Consideration under a possible Delisting offer will be at the same level as, or higher or lower than, the Offer Consideration (with regard to delisting, also refer to Section VII.2.7 of this Statement). In addition, Vonovia could cause the company to revoke its admission to the sub-segment of the regulated market of the Frankfurt Stock Exchange with additional post-admission obligations (*Prime Standard*). Deutsche Wohnen Shareholders would then no longer benefit from the increased reporting requirements of the Prime Standard. Under German securities law, Deutsche Wohnen Shareholders will not be granted any protection if the Bidder decides to switch segments.
- After the successful closing of the Takeover Offer, the Bidder may have the required qualified majority, to effect, directly or indirectly (through one of its Affiliates), a control and/or profit transfer agreement pursuant to Sections 291 *et seq.* AktG with Deutsche Wohnen as the dominated company. In this case, the Bidder or any other entity of the Vonovia Group as dominating company could issue binding instructions to the Management Board concerning the management of Deutsche Wohnen's business. The obligation to transfer profits means that the Bidder could demand the transfer of the total distributable profit of the company. In this case, Vonovia would have to offer an adequate compensation in shares of the Bidder or, if requested by Deutsche Wohnen Shareholders, in cash payments to the remaining Deutsche Wohnen Shareholders, to pay a guaranteed dividend to the remaining Deutsche Wohnen Shareholders and to compensate any annual net loss (if applicable) of Deutsche Wohnen. It is conceivable that the value of the relevant compensation may be higher or lower than the Offer Consideration
- In Section 8.6.4, Section 15.3 and Section 15.5 of the Offer Document the Bidder states that it, should it have the required qualified majority following the successful closing of the Takeover Offer or at a later point in time, can effect a resolution on certain squeeze-out measures to the extent legally permissible. The Bidder could

(i) initiate a squeeze-out under merger law pursuant to Section 62 para. 5 UmwG by transferring its Deutsche Wohnen shares to an affiliate in the legal form of a German stock corporation (AG, KGaA or SE) if such affiliate holds at least 90% of the Deutsche Wohnen shares, (ii) or initiate a squeeze-out pursuant to Section 327a et seqq. AktG or Section 39a et seqq. WpÜG, if the Takeover Offer holds at least 95% of the Deutsche Wohnen shares, either directly or indirectly. The aforementioned squeeze-out measures would result in an obligation on the part of the Bidder to make an offer to the minority shareholders in return for a reasonable consideration or to make a reasonable compensation payment, in each case on the basis of a company valuation. These compensation payments are generally based on the overall company value and are subject to judicial review in appraisal proceedings. It is conceivable that the value of the compensation payments in question may be higher or lower than the Offer Consideration. However, due to the obligations in the Third-Party Bank Agreement, the Management Board and the Supervisory Board assume that the Bidder will not reach a shareholding level of 90% in Deutsche Wohnen as a result of the closing of the Takeover Offer and will therefore not have the required qualified majority to bring about a resolution on certain squeeze-out measures to the extent legally permissible.

- The Bidder further states in Sections 4.5 and 15.5 of the Offer Document that Deutsche Wohnen Shareholders, who have not accepted the Offer are entitled to a tender right in accordance with Section 39c WpÜG, provided that the sum of the Deutsche Wohnen Shares held by the Bidder and the Deutsche Wohnen Shares independently held by the Third-Party Bank amounts to at least 95% of the outstanding Deutsche Wohnen Shares after the closing of the Takeover Offer.
- Following the successful closing of the Takeover Offer, the Bidder could have the required qualified majority to effect a resolution on certain structural measures. With regard to a number of these measures, including amendments to the articles of association (including changes of the legal form), capital increases, the exclusion of subscription rights of the then existing Deutsche Wohnen Shareholders in the event of capital measures and dissolutions (including a so-called “transferring dissolution”), which the Bidder could carry out due to its (expected future) controlling position as majority shareholder, the Deutsche Wohnen Shareholders would not necessarily have to be offered compensation. It cannot be ruled out that such measures may have an adverse effect on the price or value of the Deutsche Wohnen shares (calculated on the basis of the value of the company).
- In the event that the Bidder holds the required majority of the Deutsche Wohnen shares, it may independently adopt resolutions on the appropriation of profits (based on the individual financial statement of Deutsche Wohnen) at the annual general meeting. According to Section 8.2 of the Offer Document, the Bidder intends, in the event that the Takeover Offer is executed, to ensure that Deutsche Wohnen does not disburse any dividends for the current fiscal year - to the extent this is legally permissible - and that any liquid funds are reinvested. Therefore, it cannot be ruled out that the Deutsche Wohnen Shareholders who do not accept the Takeover Offer will not, should a distributable retained earnings be achieved,

receive any dividend or will only receive the minimum dividend pursuant to Section 254 AktG for the fiscal year 2021 of Deutsche Wohnen.

## **IX. REGULATORY APPROVALS AND PROCEDURES**

The Bidder has stated in Section 10.1 of the Offer Document that the Takeover Offer is subject to merger control by the German Federal Cartel Office. It reported the planned business combination to the German Federal Cartel Office on May 28, 2021. The Federal Cartel Office issued the non-prohibition decision on June 28, 2021.

Further details regarding regulatory approvals and procedures required according to information provided by the Bidder can be found in Section 10 of the Offer Document.

## **X. INTERESTS OF THE MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD OF DEUTSCHE WOHNEN**

### **1.1. Cash benefits or benefits in kind**

Under Section 17 of the Offer Document, the Bidder describes the arrangement made in the Business Combination Agreement, according to which Deutsche Wohnen's chairman of the Management Board, Mr. Michael Zahn, and the member of Deutsche Wohnen's Management Board, Mr. Philip Grosse, are to be offered the following cash benefits and non-cash benefits.

- Subject to the competence of the supervisory board under company law, Mr. Michael Zahn shall be appointed deputy chairman of Vonovia's management board following the closing of the Takeover Offer (for further details, see Section 7.1.6 of the Offer Document and Section VII.3.6 of this Statement). Within the framework of the new management board service agreements to be concluded with Vonovia, subject to the competence of the supervisory board under company law, the compensation of Mr. Michael Zahn shall correspond to the compensation structure taking into account the compensation of the chairman of the management board and the other members of the management board and shall correspond to 1.5 times the compensation of the other members of the management board. The term of the management board service agreement shall be three years.
- Subject to the competence of the supervisory board under company law, Mr. Philip Grosse will be appointed as a member of Vonovia's management board after the Takeover Offer has been closed (for further details, refer to Section 7.1.6 of the Offer Document and Section VII.3.6 of this Statement). Within the framework of the new management board service agreements to be concluded with Vonovia, subject to the competence of the supervisory board under company law, the remuneration of Mr. Philip Grosse shall correspond to the remuneration of the other members of the Bidder's management board (with the exception of the chairman of the management board). The term of the management board agreement shall be three years.

The management board agreements to be concluded between the Bidder and Mr. Michael Zahn and Mr. Philip Grosse shall also each contain a severance payment provision with the following key points:

- If the member of the management board is dismissed as a member of Vonovia's management board during the first year of service on the management board, the member of the management board will receive a severance payment from the Bidder in the amount of two years' compensation, but no more than an amount equal to the difference between three years' compensation and the severance payment of Deutsche Wohnen due in this case pursuant to the following Section X.1.2

- If the member of the management board justifiably resigns during the first year of service on Vonovia's management board for certain defined reasons, which Vonovia deems justifiable, Vonovia will pay the member of the management board a severance payment amounting to two years' compensation, but no more than an amount equal to the difference between three years' compensation and the severance payment due from Deutsche Wohnen in this case under the following Section X.1.2.
- If the member of the management board is dismissed as a member of Vonovia's Management Board after the end of the first year of service on the management board, the member of the management board will receive a severance payment from the Bidder in the amount of two years' compensation, but no more than an amount equal to the compensation to which the member of the management board would be entitled until the end of the contractual term.
- There is no entitlement to severance pay if Vonovia effectively terminates the employment relationship for good cause in accordance with Section 626 of the German Civil Code.

The implementation of these agreements is subject to Vonovia's supervisory board appointing Mr. Zahn and Mr. Grosse, respectively, to the management board of Vonovia and concluding corresponding employment agreements on the terms and conditions set out above. The supervisory board of Vonovia has not yet passed a resolution to this effect.

Furthermore, Vonovia and Deutsche Wohnen have agreed in the Business Combination Agreement that they will seek to appoint Mr. Michael Zahn to the Supervisory Board of Deutsche Wohnen.

Finally, the Business Combination Agreement provides that all entitlements granted under the long-term incentive programs in place at Deutsche Wohnen for the Management Board and other executives for the years 2018 to 2021 will be paid out in full to the participants for the respective remaining term of the contract or program (on a fully vested basis) after closing of the transaction.

Besides that, neither the Management Board members nor the Supervisory Board members of Deutsche Wohnen were granted or promised cash benefits or non-cash benefits in connection with the Takeover Offer by the Bidder or persons acting in concert with the Bidder.

All the members of the Management Board and the Supervisory Board of Deutsche Wohnen who directly or indirectly hold Deutsche Wohnen Shares intend to accept the Takeover Offer for all Deutsche Wohnen Shares held by them (or by companies controlled by them).

If, in accordance with their intention, members of the Management Board or the Supervisory Board accept the Takeover Offer, they would receive exactly the same Offer Consideration for the Tendered Deutsche Wohnen Shares by them as all other Deutsche

Wohnen Shareholders receive for their Tendered Deutsche Wohnen Shares under this Takeover Offer.

## **1.2. Special termination rights**

All current members of the Management Board of Deutsche Wohnen are entitled to a special termination right due to the change of control at Deutsche Wohnen upon the closing of the transaction. As described under Section 17 of the Offer Document, the Bidder and Deutsche Wohnen have agreed in the Business Combination Agreement that Mr. Michael Zahn and Mr. Philip Grosse be considered as having exercised their special termination right vis-à-vis Deutsche Wohnen by Deutsche Wohnen holding the amounts owed in a trust or blocked account to be established by Deutsche Wohnen, from which the respective amounts will be paid to Mr. Michael Zahn and/or Mr. Philip Grosse only (and only then) if they leave the Management Board of the Bidder within the first year of their service on the management board of the Bidder.

**XI. INTENTIONS OF THE MEMBERS OF THE MANAGEMENT BOARD  
AND THE SUPERVISORY BOARD TO ACCEPT THE TAKEOVER  
OFFER**

All members of the Management Board and the Supervisory Board of Deutsche Wohnen who directly or indirectly hold Deutsche Wohnen Shares intend to accept the Takeover Offer for all Deutsche Wohnen Shares held by them (or by companies controlled by them).

## **XII. RECOMMENDATION**

In consideration of the statements made in this Statement and taking into account all circumstances of the Takeover Offer as well as the objectives and intentions of the Bidder as set out in the Offer Document and the Business Combination Agreement, the Management Board and the Supervisory Board have - independently of each other - reviewed and evaluated the terms and conditions of the Takeover Offer and are of the opinion that the Offer Consideration is fair and reasonable within the meaning of Section 31 para. 1 sentence 1 WpÜG. In doing so, they also used Fairness Opinions, among other things, to examine the adequacy of the Offer Consideration.

The Management Board and the Supervisory Board support the Takeover Offer and believe that the closing of the Takeover Offer is in the interest of the company, its shareholders and other *stakeholders*. They also support the creation of a leading European real estate company with an in the long-term stable business model (residential real estate) and assets in excess of EUR 90 billion on the basis of the Business Combination Agreement and the takeover.

Against this background and taking into account the foregoing statements in this Statement, the Management Board and the Supervisory Board support the Takeover Offer and recommend to the Deutsche Wohnen Shareholders to accept the Takeover Offer.

Notwithstanding the foregoing, each Deutsche Wohnen Shareholder is solely responsible for making their own decision on whether or not to accept the Takeover Offer, taking into account all circumstances, their personal and tax situation and their own assessment of the likely future development of the values and stock market prices of the Deutsche Wohnen Share. The Management Board and the Supervisory Board recommend that each individual Deutsche Wohnen Shareholder obtains individual tax and legal advice (also with regard to the consideration of the individual circumstances and applicable legal and tax regulations) to the extent necessary or helpful for the decision with regard to the acceptance of the Takeover Offer.

Subject to mandatory legal provisions, the Management Board and the Supervisory Board do not assume any responsibility in the event that the acceptance or non-acceptance of the Takeover Offer leads to adverse economic effects for a Deutsche Wohnen Shareholder.

The Management Board and the Supervisory Board had the opportunity to review drafts of the Offer Document prior to the first submission to BaFin. The content of this Statement was unanimously approved by the Supervisory Board - after an extensive deliberation on the draft status of this Statement - on June 30, 2021. The Management Board has also unanimously adopted the contents of this Statement on June 30, 2021.

Berlin, July 1, 2021

**Deutsche Wohnen SE**

**The Management Board**

**The Supervisory Board**

**Annex 1:** Fairness Opinion drafted by Deutsche Bank AG dated June 29, 2021

**Annex 2:** Fairness Opinion drafted by Goldman Sachs Bank Europe SE Sachs AG dated June 30, 2021

**Annex 3:** Fairness Opinion drafted by J.P. Morgan Securities plc dated June 30, 2021

**Annex 1:** Fairness Opinion drafted by UBS Europe SE dated June 30, 2021

**Annex 5:** Fairness Opinion drafted by VICTORIAPARTNERS GmbH dated June 30, 2021

**Annex 6:** Persons acting in concert with Deutsche Wohnen (*Subsidiaries of Deutsche Wohnen*)

**Annex 1**  
**Fairness Opinion drafted by**  
**Deutsche Bank AG**



Deutsche Bank Aktiengesellschaft  
Carsten Laux  
Mainzer Landstrasse 11-17  
Frankfurt am Main  
Tel +49 69 910 33368  
carsten.laux@db.com

---

***For use by the Management Board (Mitglieder des Vorstands) of Deutsche Wohnen SE only***

29 June 2021

Members of the Management Board (*Vorstand*)  
Deutsche Wohnen SE  
Mecklenburgische Strasse 57  
14197 Berlin

Dear Sirs,

Deutsche Bank AG, Frankfurt ("**Deutsche Bank**"), has been engaged by Deutsche Wohnen SE (the "**Client**") to act as its joint financial adviser in connection with the voluntary public tender offer (the "**Offer**") for all of the issued and outstanding ordinary bearer shares of the Client made by Vonovia SE (the "**Purchaser**"), upon the terms and subject to the conditions described in the offer document which has been published by Vonovia on June 23, 2021 (the "**Offer Document**"). The Offer Document provides that, *inter alia*, the consideration proposed to be paid by the Purchaser to the Shareholders (as defined below) pursuant to the Offer (the "**Consideration**") is EUR 52 per ordinary share in the share capital of the Client, which Consideration is to be paid in cash. The Client has requested that Deutsche Bank provides an opinion addressed to the members of the management board (*Mitglieder des Vorstands*) of the Client (the "**Board**") as to whether the Consideration proposed to be paid by the Purchaser to the Shareholders is fair, from a financial point of view, to the Shareholders. The opinion set out in this letter is further to the earlier opinion letter provided by Deutsche Bank to the Board on May 24, 2021, prior to the publication of the Purchaser's decision to launch the Offer.

For the purposes of this letter: "**Client Group**" shall mean the Client, the parent undertakings and subsidiary undertakings of the Client and any subsidiary undertakings of such parent undertakings from time to time; "**DB Group**" shall mean Deutsche Bank AG and its subsidiary undertakings from time to time; "**Shareholders**" shall mean the holders of shares in the share capital of the Client from time to time; "**subsidiary undertakings**" shall be construed in accordance with section 15 of the German Stock Corporation Act; and "**person**" shall include a reference to an individual, body corporate, association or any form of partnership (including a limited partnership).

In connection with Deutsche Bank's role as joint financial adviser to the Client, and in arriving at the opinion contained in this letter, Deutsche Bank has:

- (i) reviewed certain publicly available financial and other information concerning the Client;
- (ii) reviewed the financial projections for Deutsche Wohnen for 2021-2023 as prepared by Deutsche Wohnen and prepared an extrapolation of such projections up until 31 December 2025. The



Client has instructed Deutsche Bank to use these projections and extrapolation for the purpose of this letter;

- (iii) held discussions with members of the senior management of the Client regarding the businesses and prospects of the Client;
- (iv) reviewed the reported prices and trading activity for the ordinary shares in the share capital of the Client;
- (v) to the extent publicly available, compared certain financial and stock market information for the Client with similar financial and stock market information for certain selected companies which Deutsche Bank has considered comparable to the Client and whose securities are publicly traded;
- (vi) reviewed the financial aspects of certain selected offers and merger and acquisition transactions which Deutsche Bank has considered comparable to the Offer;
- (vii) reviewed the financial terms of the Offer;
- (viii) reviewed the Offer Document;
- (ix) reviewed the business combination agreement between the Client and the Purchaser dated May 24, 2021 (the “**BCA**”); and
- (x) performed such other studies and analyses, and considered such other factors, as it deemed appropriate.

In conducting its analyses and arriving at the opinion contained in this letter, Deutsche Bank has utilized a variety of generally accepted valuation methods commonly used for these types of analyses. The analyses conducted by Deutsche Bank were prepared solely for the purpose of enabling Deutsche Bank to provide the opinion contained in this letter to the Board as to the fairness, from a financial point of view, to the Shareholders of the Consideration proposed to be paid by the Purchaser to the Shareholders and do not purport to be appraisals or necessarily reflect the prices at which businesses or securities may actually be sold, which are inherently subject to uncertainty.

The opinion contained in this letter is not based on a valuation as such valuations are typically prepared by auditors with regard to German corporate law requirements, and Deutsche Bank has not prepared a valuation on the basis of IDW Standard S 1 Principles for the Performance of Business Valuations (*Grundsätze zur Durchführung von Unternehmensbewertungen*) published by the Institut der Wirtschaftsprüfer in Deutschland e.V. (IDW). Also, the opinion contained in this letter has not been prepared in accordance with the IDW Standard S 8 Principles for the preparation of Fairness Opinions (*Grundsätze für die Erstellung von Fairness Opinions*).

Deutsche Bank has not assumed responsibility for, and has not independently verified, any information, whether publicly available or furnished to it, concerning the Client, including, without limitation, any financial information, forecasts or projections considered in connection with the rendering of the opinion contained in this letter. Accordingly, for the purposes of rendering the opinion contained in this letter, Deutsche Bank has, with the Client's permission, assumed and relied upon the accuracy and completeness of all such information. Deutsche Bank has not conducted a physical inspection of any of the properties or assets, and has not prepared or obtained any independent valuation or appraisal of any of the assets or liabilities (including, without limitation, any contingent, derivative, or off-balance sheet assets and liabilities), of the Client or any of its affiliates, nor has Deutsche Bank evaluated the solvency or fair value of the Client under any applicable law relating to bankruptcy, insolvency or similar matters.

With respect to the financial forecasts and projections made available to Deutsche Bank and used in its analyses, Deutsche Bank has assumed, with the Client's permission, that they have been reasonably



prepared on bases reflecting the best currently available estimates and judgements of the management of the Client as to the matters covered thereby. In rendering the opinion contained in this letter, Deutsche Bank expresses no view as to the reasonableness of any such financial information, forecasts and projections or the assumptions on which they are based.

For the purposes of rendering the opinion contained in this letter, Deutsche Bank has assumed, with the Client's permission, that the acquisition of shares of Client by the Purchaser will, in all respects material to its analysis, be consummated in accordance with the terms of the Offer, without any material waiver, modification or amendment of any term, condition or agreement. Deutsche Bank has also assumed, with the Client's permission, that all material governmental, regulatory or other approvals and consents required in connection with the making of the Offer will be obtained and that, in connection with obtaining any necessary governmental, regulatory or other approvals and consents, no material restrictions will be imposed.

Deutsche Bank is not a legal, regulatory, tax or accounting expert and has relied on the assessments made by the Client and its professional advisers with respect to such issues.

The opinion contained in this letter is: (i) limited to the fairness, from a financial point of view, of the Consideration to the Shareholders; (ii) subject to the assumptions, limitations, qualifications and other conditions contained in this letter; and (iii) necessarily based on financial, economic, market and other conditions, and the information made available to Deutsche Bank, as of the date of this letter.

The Client has not asked Deutsche Bank to, and the opinion contained in this letter does not, address the fairness of the Offer, or any consideration received in connection with the Offer, to the holders of any class of securities, creditors or other constituencies of the Client (other than the Shareholders), nor does it address the fairness of the contemplated benefits of the Offer (other than the Consideration). Deutsche Bank expressly disclaims any undertaking or obligation to advise any person of any change in any fact or matter affecting this letter or the opinion contained in this letter of which it or any other member of the DB Group becomes aware after the date of this letter. Deutsche Bank expresses no opinion as to the merits of the underlying decision of the Shareholders to accept the Offer. In addition, Deutsche Bank does not express any view or opinion as to the fairness, financial or otherwise, of the amount or nature of any compensation payable to, or to be received pursuant to the Offer by, any of the officers, directors, or employees of any of the persons to whom the Offer is made, or any class of such persons. The opinion contained in this letter does not address the prices at which the ordinary shares in the share capital of the Client or any other securities will trade following the making or acceptance of the Offer.

It has not been requested that Deutsche Bank: (i) solicits or will solicit, and Deutsche Bank has not solicited, any third party indications of interest in the possible acquisition of any or all of the ordinary shares in the share capital of the Client; or (ii) considers or will consider, and the opinion contained in this letter does not address, the relative merits of the Offer as compared to any alternative business strategies.

In consideration for the performance by Deutsche Bank of its services as a joint financial adviser to the Client in connection with the Offer, Deutsche Bank will be paid a fee, a significant amount of which is contingent upon the completion of the Offer. The Client has also agreed to indemnify Deutsche Bank and, *inter alia*, each other member of the DB Group against, and, at all times, hold Deutsche Bank and, *inter alia*, each other member of the DB Group harmless from and against, certain liabilities in connection with the engagement of Deutsche Bank as a financial adviser to the Client in connection with the Offer.

One or more members of the DB Group has, from time to time, provided investment banking/, commercial banking (including, without limitation, extension of credit) and other financial services to the Client and/or the Purchaser or their respective affiliates for which it has received compensation, including, without limitation, acting as a bookrunner for senior unsecured bonds issued by the Client in April 2020 and April 2021 as well as as placement agent for various debt private placements and acting as bookrunner for a



number of senior unsecured bonds issued by the Purchaser in March 2021 and in April and July 2020. After the intention to launch the Offer was published on May 24 2021, Deutsche Bank has been engaged by the Purchaser, with the Client's consent, as a lender in connection with the financing of the Offer.

In the ordinary course of its business, one or more members of the DB Group may actively trade in the ordinary shares in the share capital or any other securities, and other instruments and obligations, of the Client and the Purchaser for its own account and/or for the account of its respective customers. Accordingly, one or more members of the DB Group may, at any time, hold a long or short position in any such ordinary shares, securities, instruments and obligations. For the purposes of rendering the opinion contained in this letter, Deutsche Bank has not considered any information that may have been provided to it in any such capacity, or in any capacity other than in its capacity as fairness opinion provider.

Based upon, and subject to, the foregoing, it is Deutsche Bank's opinion as investment bankers that, as of the date of this letter, the Consideration is fair, from a financial point of view, to the Shareholders.

This letter has been approved and authorized for issuance by a fairness opinion review committee, is addressed to, and is for the use and benefit of, the Board, and is not a recommendation to the Shareholders to accept or reject the Offer. This letter, and the opinion contained in this letter, is intended solely for the use of the Board in considering the Offer. This letter and its contents, including the opinion contained in this letter, shall not be used or relied upon by any other person or for any other purpose.

Without the prior written consent of Deutsche Bank, this letter shall not, in whole or in part, be disclosed, reproduced, disseminated, summarised, quoted or referred to at any time, in any manner or for any purpose to any other person or in any public report, public document, press release, public statement or other public communication (each, a "**Public Disclosure**"), *provided, however, that*, the Client shall be entitled to disclose this letter and its contents, including the opinion contained in this letter: (i) as expressly required by applicable law or regulation (including, without limitation, in any disclosure document expressly required by applicable law or regulation to be filed by the Client with any applicable securities regulatory authorities with respect to the Offer); or (ii) on a confidential and non-reliance basis to the professional advisers of the Client in relation to the Offer, *provided, further, that* this letter is disclosed in full, and that any description of, or reference to, Deutsche Bank or any other member of the DB Group in such Public Disclosure is in a form acceptable to Deutsche Bank and its professional advisers.

In the event that Deutsche Bank grants its prior written consent to any such disclosure, reproduction, dissemination, summary, quotation of, or reference to, this letter to any such other person (each, a "**Third Party Recipient**") or in any such Public Disclosure, or in the event that this letter or the opinion contained in this letter is otherwise disclosed to any Third Party Recipient, neither Deutsche Bank nor any other member of the DB Group assumes or will assume any liability or is or will be liable to any such Third Party Recipient, or to any person claiming through any such Third Party Recipient in relation to this letter or the opinion contained in this letter. For the avoidance of doubt, no contractual relationship shall exist or arise under any circumstances between any such Third Party Recipient and Deutsche Bank in relation to this letter or the opinion contained in this letter. Furthermore, Deutsche Bank has agreed with the Client that no such Third Party Recipient is included in the scope of protection of this letter or the opinion contained in this letter, even if this letter or the opinion contained in this letter has been disclosed to such Third Party Recipient with the prior written consent of Deutsche Bank.



Yours faithfully,

**DEUTSCHE BANK AG**

A handwritten signature in blue ink, appearing to read 'Carsten Laux', positioned above a horizontal line.

Name: Carsten Laux

Title: Managing Director

A handwritten signature in blue ink, appearing to read 'Johannes Hermanns', positioned above a horizontal line.

Name: Johannes Hermanns

Title: Managing Director

**Annex 2**

**Fairness Opinion drafted by  
Goldman Sachs Bank Europe SE**



## **PERSONAL AND CONFIDENTIAL**

30 June 2021

The Management Board (*Vorstand*)  
Deutsche Wohnen SE  
Mecklenburgische Straße 57  
14197 Berlin  
Germany

Gentlemen,

You have requested our opinion (the "**Opinion**") as to the fairness from a financial point of view to the holders (other than the Bidder (as defined below) and any of its affiliates) of the outstanding non-par value bearer shares (*auf den Inhaber lautende, nennwertlose Stückaktien*), each with an arithmetical share (*rechnerischer Anteil*) in the registered share capital (*Grundkapital*) of Euro 1.00 (each, a "**Share**" and together, the "**Shares**") of Deutsche Wohnen SE (the "**Company**"), of the consideration of Euro 52.00 in cash for each Share tendered (the "**Per Share Consideration**") to be paid to such holders of Shares by Vonovia SE (the "**Bidder**") pursuant to the voluntary public takeover offer (*freiwilliges öffentliches Übernahmeangebot*) (the "**Tender Offer**") made by the Bidder in accordance with the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) (the "**Takeover Act**"), as it is set forth in the offer document (*Angebotsunterlage*) published by the Bidder on June 23, 2021 in accordance with section 14 paragraph 3 of the Takeover Act (the "**Offer Document**").

As provided in the business combination agreement between the Bidder and the Company dated May 24, 2021, amended by an agreement dated June 18, 2021, (the "**BCA**") and in the Offer Document (the Offer Document together with the BCA, the "**Transaction Documents**"), the Bidder will pay the Per Share Consideration in addition to the dividend for the financial year 2020 in the amount of Euro 1.03 per Share approved by the Company's annual general meeting (*Hauptversammlung*) on June 1, 2021 and paid to the holders of the Shares on June 4, 2021.

Goldman Sachs Bank Europe SE and its affiliates (together "**Goldman Sachs**" or "**we**") are engaged in advisory, underwriting, financing, principal investing, sales and trading, research, investment management and other financial and non-financial activities and services for various persons and entities. Goldman Sachs and its employees, and funds or other entities they manage or in which they invest or have other economic interests or with which they co-invest, may at any time purchase, sell, hold or vote long or short positions and investments in securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments of the Company, the Bidder, any of their respective affiliates and third parties, or any currency or commodity that may be involved in the transaction contemplated by the Transaction Documents (the "**Transaction**"). We have acted as financial advisor to the Company in connection with the Transaction. We expect to receive fees for our services in connection with the Transaction, the principal portion of which is contingent upon consummation of the Transaction, and the Company has agreed to reimburse certain of our expenses arising, and indemnify us against certain liabilities that may arise, out of our engagement. Further, with your consent we acceded as new lender to the syndicated bridge facilities agreement of the Bidder in relation to the financing of the Tender Offer (the "**Facilities Agreement**") and expect to participate in the refinancing of such Facilities Agreement and we expect to receive fees for our services in connection therewith. We have provided certain financial advisory and/or underwriting services to the Company and/or its affiliates from time to time for which our Investment Banking Division has received, and may receive, compensation, including having acted as bookrunner on the Company's green bonds issued in April 2021 with an aggregate principal amount of Euro 1.0bn, its fixed-rate notes with an aggregate principal amount of Euro 1.19bn issued in April 2020, and its fixed-rate notes with an aggregate principal amount of Euro 0.49bn issued in June 2019. We may also in the future provide financial advisory and/or underwriting services to the Company, the Bidder and their respective affiliates for which our Investment Banking Division may receive compensation.

In connection with this Opinion, we have reviewed, among other things, (i) the finalized draft of the joint reasoned statement of the management board (*Vorstand*) (the "**Management Board**") and the supervisory board (*Aufsichtsrat*) (the "**Supervisory Board**") of the Company prepared in accordance with section 27 paragraph 1 Takeover Act (*Gemeinsame begründete Stellungnahme des Vorstands und des Aufsichtsrats*) in the form approved by the Management Board and the Supervisory Board, (ii) the Transaction Documents, (iii) the annual reports (*Geschäftsberichte*) of the Company (including the consolidated annual financial statements of the Company (*Konzernjahresabschlüsse*) contained therein) for the five financial years ended 31 December 2020, (iv) the quarterly report of the Company for the quarter ended 31 March 2021, (v) certain other communications from the Company to its shareholders, (vi) certain publicly available research analyst reports for the Company, and (vii) certain internal financial analyses and forecasts for the Company by its management on a stand-alone basis, as approved for our use by the Company (the "**Forecasts**"). We have also (i) held discussions with members of the senior management of the Company regarding their assessment of the past and current business operations, financial condition and future prospects of the Company, (ii) reviewed the reported price and trading activity for the Shares; (iii) compared certain financial and stock market information for the Company with similar information for certain other companies the securities of which are publicly traded, (iv) reviewed the financial terms of certain recent business combinations in the residential real estate sector and in other industries, and (v) performed such other studies and analyses, and considered such other factors, as we deemed appropriate.

For purposes of rendering this Opinion, we have, with your consent, relied upon and assumed the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information provided to, discussed with, or reviewed by, us, without

assuming any responsibility for independent verification thereof. In that regard, we have assumed with your consent that the Forecasts have been reasonably prepared on a basis reflecting the best currently available estimates and judgments of the Management Board. We have not made an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or other off-balance-sheet assets and liabilities) of the Company, the Bidder, and/or any of their respective affiliates, and we have not been furnished with any such evaluation or appraisal. We have assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the Transaction will be obtained without any adverse effect on the Company, or on the expected benefits of the Transaction in any way meaningful to our analysis. We have further assumed that the Transaction will be consummated on the terms and conditions set forth in the Transaction Documents, in each case without waiver, modification or addition of any term or condition, the effect of which would be in any way meaningful to our analysis.

This Opinion does not address the underlying business decision of the Company to engage in the Transaction, or the relative merits of the Transaction as compared to any strategic alternatives that may be available to the Company, nor does it address any legal, regulatory, tax or accounting matters. We were not requested to solicit, and did not solicit, interest from other parties with respect to an acquisition of, or other business combination with, the Company or any other alternative transaction. This Opinion addresses only the fairness from a financial point of view to the holders (other than the Bidder and any of its affiliates) of the Shares, as of the date hereof, of the Per Share Consideration to be paid to such holders in the Tender Offer pursuant to the Transaction Documents. We do not express any view on, and this Opinion does not address, (i) any other term or aspect of the Transaction Documents, the Tender Offer or the Transaction or any term or aspect of any other agreement or instrument contemplated by them, or entered into, or amended in connection with them, or potentially pursued after the consummation of the Transaction, including, without limitation, any potential delisting offer, any potential enterprise agreement (*Unternehmensvertrag*) (e.g., a domination and/or profit and loss transfer agreement (*Beherrschungs- und/oder Ergebnisabführungsvertrag*)), any potential squeeze-out transaction, any potential merger transaction in accordance with the German Transformation Act (*Umwandlungsgesetz*), or any other integration measure involving the Company that may be entered into or taken, as applicable, by the Bidder or any of its respective affiliates subsequent to the completion of the Tender Offer, (ii) the fairness of the Transaction to, or any consideration received in connection therewith by, the holders of any other class of securities, creditors, or other constituencies of the Company, nor (iii) the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of the Company, or class of such persons, in connection with the Transaction, whether relative to the Per Share Consideration to be paid to the holders (other than the Bidder and any of its affiliates) of the Shares in the Tender Offer pursuant to the Transaction Documents or otherwise. We are not expressing any opinion as to the prices at which the Shares will trade at any time, or as to the potential effects of volatility in the credit, financial and stock markets on the Company, the Bidder or the Transaction, or as to the impact of the Transaction on the solvency or viability of the Company or the Bidder, or the ability of the Company or the Bidder to pay their respective obligations when they come due. This Opinion is necessarily based on economic, monetary, market and other conditions as in effect on, and the information made available to us as of the date hereof, and we assume no responsibility for updating, revising or reaffirming this Opinion based on circumstances, developments or events occurring after the date hereof. Our advisory services and the opinion expressed herein are provided solely for the information and assistance of the Management Board in connection with its recommendation of the Transaction, and this Opinion does not constitute a recommendation as to whether or not any holder of the Shares should tender their Shares

in connection with the Tender Offer or any other matter. This Opinion has been approved by a fairness committee of Goldman Sachs.

This Opinion is not, is not intended to be, and shall not be construed as, a valuation report (*Wertgutachten*) of the type typically rendered by qualified auditors (*Wirtschaftsprüfer*) or independent valuation experts. Accordingly, this Opinion has not been prepared in accordance with the standards and guidelines for valuation reports prepared by qualified auditors as set by the German Institute of Public Auditors (*Institut der Wirtschaftsprüfer in Deutschland e.V., IDW, "IDW"*). In particular, this Opinion has neither been prepared in accordance with the standards and guidelines set forth by the IDW for the preparation of a company valuation (commonly referred to as *IDW S 1*) nor the standards and guidelines set forth by the IDW for the preparation of a fairness opinion (commonly referred to as *IDW S 8*). An opinion like this Opinion pertaining solely as to whether a consideration is fair from a financial point of view differs in material respects from a valuation report or a fairness opinion prepared by qualified auditors or independent valuation experts, as well as from accounting valuations generally. In addition, we do not express any view on, and this Opinion does not address, whether or not the terms and conditions of the Transaction Documents are consistent with the requirements of the Takeover Act and the regulations promulgated thereunder, or comply with any other legal requirements.

Based upon and subject to the foregoing, it is our opinion that, as of the date hereof, the Per Share Consideration to be paid to the holders (other than the Bidder and any of its affiliates) of the Shares in the Tender Offer pursuant to the Transaction Documents is fair from a financial point of view to such holders of Shares.

Very truly yours,



---

Goldman Sachs Bank Europe SE  
Name: EWA MARIA WIECKO  
Title: MANAGING DIRECTOR



---

Goldman Sachs Bank Europe SE  
Name: Sören Balzer  
Title: Managing Director

**Annex 3**

**Fairness Opinion drafted by  
J.P. Morgan Securities plc**

## STRICTLY PRIVATE AND CONFIDENTIAL

30 June 2021

To the Management Board (*Vorstand*) of  
Deutsche Wohnen SE  
Mecklenburgische Straße 57  
14197 Berlin  
Germany

Members of the Management Board (*Vorstand*):

You have requested our opinion as to the fairness, from a financial point of view, of the Consideration (as defined below) to be paid to the holders of the Company Shares (as defined below) pursuant to the terms and subject to the conditions of the Takeover Offer (as defined below) as set out in the offer document published by Vonovia SE (the "Bidder") on 23 June 2021 (the "Offer Document").

By way of publication of the Offer Document the Bidder has launched a voluntary public takeover offer pursuant to sections 34, 14 para. 2 and 3 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz - "WpÜG"*) (the "Takeover Offer") for the acquisition of all no-par value bearer shares (*auf den Inhaber lautende Stückaktien*) (the "Company Shares") of Deutsche Wohnen SE (the "Company") at a price per Company Share of EUR 52.00 in cash (the "Consideration"). The Takeover Offer is subject to several conditions precedent, including but not limited to: (i) achieving a minimum acceptance threshold corresponding to approximately 50 % of the current share capital of the Company; and (ii) receiving necessary merger control clearances (as further defined in the Offer Document).

Please be advised that while certain provisions of the Takeover Offer are summarised above, the terms of the Takeover Offer are more fully described in the Offer Document. As a result, the description of the Takeover Offer and certain other information contained herein is qualified in its entirety by reference to the more detailed information appearing or incorporated by reference in the Offer Document.

In arriving at our opinion, we have: (i) reviewed the business combination agreement dated 24 May 2021, as amended on 18 June 2021, among the Bidder and the Company (the "Agreement"); (ii) reviewed the Offer Document; (iii) reviewed the draft joint statement of the Management Board (*Vorstand*) and Supervisory Board (*Aufsichtsrat*) of the Company pursuant to section 27 para. 1 WpÜG dated 30 June 2021 in regard to the Takeover Offer (the "Joint Statement"); (iv) reviewed certain publicly available business and financial information concerning the Company, the industries in which the Company operates and certain other companies engaged in businesses comparable to the Company; (v) compared the proposed financial terms of the Takeover Offer with the publicly available financial terms of certain transactions involving companies we deemed relevant and the consideration paid for such companies; (vi) compared the financial and operating performance of the Company with publicly available information concerning certain other companies we deemed relevant and reviewed the

current and historical market prices of the Company Shares and certain publicly traded securities of such other companies; (vii) reviewed certain internal, unaudited financial analyses, projections, assumptions and forecasts prepared by or at the direction of the management of the Company relating to its business for the period ended 31 March 2021 as well as 30 December 2020; and (viii) performed such other financial studies and analyses and considered such other information as we deemed appropriate for the purposes of this opinion.

In addition, we have held discussions with certain members of the management of the Company with respect to certain aspects of the Takeover Offer, and the past and current business operations of the Company, the financial condition and future prospects and operations of the Company, and certain other matters we believed necessary or appropriate to our inquiry.

In giving our opinion, we have relied upon and assumed the accuracy and completeness of all information that was publicly available or was furnished to or discussed with us by the Company or otherwise reviewed by or for us. We have not independently verified any such information or its accuracy or completeness and, pursuant to our engagement letter with the Company, we did not assume any obligation to undertake any such independent verification. We have not conducted or been provided with any valuation or appraisal of any assets or liabilities, nor have we evaluated the solvency of the Bidder or the Company under any laws relating to bankruptcy, insolvency or similar matters. In relying on financial analyses, projections, assumptions and forecasts provided to us or derived therefrom, we have assumed that they have been reasonably prepared based on assumptions reflecting the best currently available estimates and judgments by the management of the Company as to the expected future results of operations and financial condition of the company or business to which such analyses, projections, assumptions and forecasts relate. We express no view as to such analyses, projections or forecasts or the assumptions on which they were based and the Company has confirmed that we may rely upon such analyses, projections, assumptions and forecasts in the delivery of this opinion. We have also assumed that the Takeover Offer and the other transactions contemplated by the Offer Document will have the tax consequences described in discussions with, and materials furnished to us by, representatives and advisors of the Company, and will be consummated as described in the Offer Document, and that the definitive Joint Statement will not differ in any material respects from the draft thereof furnished to us. We have also assumed that any representations and warranties or similar undertakings made by the Company and the Bidder in the Offer Document, the Agreement and the related agreements are and will be true and correct in all respects material to our analysis. We are not legal, regulatory, accounting, real estate appraisal or tax experts and have relied on the assessments made by advisors to the Company with respect to such issues. We have further assumed that all material governmental, regulatory or other consents and approvals necessary for the consummation of the Takeover Offer will be obtained without any adverse effect on the Company or on the contemplated benefits of the Takeover Offer. In giving our opinion, we have relied on the Company's commercial assessments of the Takeover Offer. The decision as to whether or not the Management Board (*Vorstand*) and the Supervisory Board (*Aufsichtsrat*) of the Company issue the Joint Statement (and the terms on which it does so) is one that can only be taken by the Management Board (*Vorstand*) and the Supervisory Board (*Aufsichtsrat*) of the Company.

Our opinion is necessarily based on economic, market and other conditions as in effect on, and the information made available to us as of, the date hereof. It should be

understood that subsequent developments may affect this opinion and that we do not have any obligation to update, revise, or reaffirm this opinion.

Our opinion is limited to the fairness, from a financial point of view, of the Consideration to be paid to the holders of the Company Shares in the Takeover Offer. We express no opinion as to the fairness of the Takeover Offer to, or any consideration paid in connection therewith by, the holders of any class of securities, creditors or other constituencies of the Company or as to the underlying decision by the Company to engage in the Takeover Offer. Furthermore, we express no opinion with respect to the amount or nature of any compensation to any officers, directors, or employees of any party to the Takeover Offer, or any class of such persons relative to the Consideration to be paid to the holders of the Company Shares in the Takeover Offer or with respect to the fairness of any such compensation. As a result, other factors after the date hereof may affect the value of the Company (and its business, assets or properties) after consummation of the Takeover Offer, including but not limited to: (i) the total or partial disposition of the share capital of the Company by shareholders of the Company within a short period of time after the effective date of the Takeover Offer; (ii) changes in prevailing interest rates and other factors which generally influence the price of securities; (iii) changes in the current capital markets; (iv) the occurrence of changes in the financial condition, business, assets, results of operations or prospects of the Company; (v) any necessary actions by or restrictions of governmental agencies or regulatory authorities; and (vi) timely execution of all necessary agreements to complete the Takeover Offer on terms and conditions that are acceptable to all parties at interest. No opinion is expressed as to whether any alternative transaction might be more beneficial to the Company.

Our opinion is not and should not be considered a valuation opinion (*Unternehmensbewertung*) as usually rendered by qualified auditors based on the requirements of German corporate and commercial law such as a company valuation performed according to IDW S 1. Our opinion has not been prepared in accordance with IDW S 8.

We note that we were not authorized to and did not solicit any expressions of interest from any other parties with respect to the sale of all or any part of the Company or any other alternative transaction.

We have acted as financial advisor to the Company with respect to the Takeover Offer and will receive a fee from the Company for our services, a substantial portion of which will become payable only if the Takeover Offer is consummated. In addition, the Company has agreed to indemnify us for certain liabilities arising out of our engagement with the Company. During the two (2) years preceding the date of this letter, we and our affiliates have had commercial or investment banking relationships with the Company and the Bidder for which we and such affiliates have received customary compensation. Such services during such period have included acting as: (i) joint global coordinator and joint bookrunner on the Company's EUR 1 bn bond offering in April 2020; (ii) joint bookrunner on the Company's EUR 1 bn green bond offering in March 2021; (iii) joint global coordinator and joint bookrunner on the Bidder's EUR 744 mm primary accelerated bookbuild of the Bidders' shares in May 2019; (iv) sole financial advisor to the Bidder in relation to the Bidder's EUR 3.5 bn acquisition of Hembra AB (publ) in September 2019; and (v) sole global coordinator and joint bookrunner on the Company's EUR 1.5 bn bond offering in September 2019.

As the Company is aware, we and our affiliates have been engaged by the Bidder to arrange and/or provide financing in connection with the Takeover Offer for customary compensation.

In addition, we and our affiliates hold, on a proprietary basis, less than: (i) 2 % of the outstanding common stock of the Company; and (ii) 1 % of the outstanding common stock of the Bidder. In the ordinary course of our businesses, we and our affiliates may actively trade the debt and equity securities of the Company or the Bidder for our own account or for the accounts of customers and, accordingly, we may at any time hold long or short positions in such securities.

On the basis of and subject to the foregoing, it is our opinion as of the date hereof that the Consideration to be paid to the holders of the Company Shares in the Takeover Offer is fair, from a financial point of view, to such holders.

This letter is provided solely for the benefit of the Management Board (*Vorstand*) of the Company in connection with and for the purposes of its evaluation of the Takeover Offer, and is not on behalf of, and shall not confer rights or remedies upon, any shareholder, creditor or any other person other than the Management Board (*Vorstand*) of the Company or be used or relied upon for any other purpose. This opinion does not constitute a recommendation to any shareholder of the Company as to how such shareholder should vote with respect to the Takeover Offer or any other matter. This opinion may not be disclosed, referred to, or communicated (in whole or in part) to any third party for any purpose whatsoever except with our prior written approval. This opinion may be reproduced in full as an attachment to the Joint Statement to be issued and published by the Management Board (*Vorstand*) and Supervisory Board (*Aufsichtsrat*) of the Company, both in the original English language version as well as in a German convenience translation language version thereof, as the case may be, but may not otherwise be disclosed in any manner without our prior written approval.

This opinion is rendered in the English language. If this opinion is translated into any language other than English and in the event of any discrepancy between the English language and such other language version, the English language version shall always prevail.

Very truly yours,

J.P. Morgan Securities plc

J.P. MORGAN SECURITIES PLC  
R011365

R011365

**Annex 4**

**Fairness Opinion drafted by**

**UBS Europe SE**

**Strictly Private & Confidential**

To the Supervisory Board (*Aufsichtsrat*) of  
Deutsche Wohnen SE  
Mecklenburgische Strasse 57  
D-14197 Berlin

30 June 2021

Dear Sirs,

We note that Vonovia SE (the "**Acquirer**") has launched an offer for all outstanding shares of Deutsche Wohnen SE (the "**Company**") for a price of EUR 52.00 per Company share in cash (the "**Consideration**") (the "**Transaction**"), the terms and conditions of which are fully described in the offer document related to the Transaction which was published by the Acquirer on 23 June 2021 (the "**Offer Document**").

In connection with the Transaction, you have requested UBS Europe SE ("**UBS**") to provide you with an opinion as to the fairness, from a financial point of view, to the Company's shareholders of the Consideration payable by the Acquirer under the Transaction using market standard methods as used by investment banks (the "**Opinion**").

UBS has acted as financial adviser to the Company in connection with the Transaction and will receive a fee for its services, which is contingent upon delivery of this Opinion.

From time to time, UBS as well as other members of the UBS Group (which for the purpose of this letter means UBS Group AG and any subsidiary, branch or affiliate of UBS Group AG) and their predecessors may have provided investment banking services to the Company or any of its affiliates un-related to the Transaction and received customary compensation for rendering such services. In the ordinary course of business, UBS, UBS Group AG and their successors and affiliates may trade securities of the Company and/or the Acquirer for their own accounts or for the accounts of their customers and, accordingly, may at any time hold long or short positions in such securities. An affiliate of UBS may be acting as financier to the Company and/or the Acquirer in connection with the Transaction and, in such an event, would receive compensation in connection with such financing.

In determining our Opinion we have used such customary valuation methodologies as we have deemed necessary or appropriate for the purposes of this Opinion, including analyses related to:

- a) Historical share price performance;
- b) Price targets published by equity research analysts;
- c) Trading yields of comparable companies;
- d) Discounted cash flow analysis;
- e) Premium to share price and NAV paid in comparable transactions;
- f) Last reported IFRS NAV; and
- g) Last reported EPRA NAV and NTA.

Our Opinion does not address the relative merits of the Transaction as compared to other business strategies or transactions that might be available with respect to the Company or the underlying business decision of the Company to effect the Transaction. At your direction, we have not been asked to, nor do we, offer any opinion as to the material terms of the Transaction, other than the Consideration payable as part of the Transaction, or the form of the Transaction. In rendering this Opinion, we have assumed, with your consent, that the material terms and conditions of the Transaction will not differ in any material respect from those described in the Offer Document, without any adverse waiver or amendment of any material term or condition thereof, and that the Company and the Acquirer will comply with all material terms and conditions set forth in the Offer Document.

In determining our Opinion, we have, among other things, undertaken the following actions:

- (i) Review of certain publicly available business and historical financial information relating to the Company;
- (ii) Review of audited financial statements of the Company;
- (iii) Review of certain internal financial information, guidance and other data relating to the business and financial prospects of the Company, including estimates and financial forecasts prepared by the Management Board of the Company, that were provided to us by the Company and not publicly available and that you have directed us to use for the purposes of our analysis;
- (iv) Discussions with, and relied on statements made by, members of the senior management of the Company concerning the businesses and financial prospects of the Company;
- (v) Review of current and historic share prices for the Company and publicly available financial and stock market information with respect to certain other companies in lines of business we believe to be generally comparable to those of the Company;
- (v) Review of equity research reports and price targets for the Company;
- (vii) Comparison of the financial terms of the Transaction with the publicly available financial terms of certain other transactions which we believe to be generally relevant;
- (viii) Review of the Offer Document; and
- (ix) Review of other financial studies, analyses and investigations, and considered such other information, as we deemed necessary or appropriate.

In connection with our review, at your direction, we have assumed and relied upon, without independent verification, the accuracy and completeness of the information that was publicly available or was furnished to us by or on behalf of the Company, or otherwise reviewed by us for the purposes of this Opinion, and we have not assumed and we do not assume any responsibility or liability for any such information. In addition, at your direction, we have not made any independent valuation or appraisal of the assets or liabilities (contingent or otherwise) of the Company, nor have we been furnished with any such evaluation or appraisal.

With respect to the financial forecasts, guidance and estimates prepared by the Company as referred to above, we have assumed, at your direction, that they have been reasonably prepared on

a basis reflecting the best currently available estimates and judgements of the Management Board of the Company as to the future performance of the Company.

To the extent we have relied on publicly available financial forecasts from various equity research analysts, we have assumed that they have been reasonably prepared based on assumptions reflecting the best currently available estimates and judgments by the analysts as to the expected future results of operations and financial condition of the Company.

We have also assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the Transaction will be obtained without any material adverse effect on the Company or the Transaction. Our Opinion is necessarily based on the economic, regulatory, monetary, market and other conditions as in effect on, and the information made available to us as of, the date hereof (or as otherwise specified above in relation to certain information). It should be understood that subsequent developments may affect this Opinion, which we are, however, under no obligation to update, revise or reaffirm.

We accept no responsibility for the accounting or other data and commercial assumptions on which this opinion is based. Furthermore, our opinion does not address any legal, regulatory, taxation or accounting matters, as to which we understand that the Company has obtained such advice as it deemed necessary from qualified professionals.

**Based on and subject to the foregoing, it is our opinion, as of the date hereof, that the Consideration to be received by the Company's shareholders in connection to the Transaction, is deemed fair, from a financial standpoint.**

This letter and the opinion are provided solely for the benefit of the Supervisory Board of the Company, in their capacity as members of the Supervisory Board, in connection with and for the purposes of their consideration of the Transaction. This letter is not on behalf of the shareholders of the Company or any other person. Third parties shall not confer rights or remedies here from and may not rely upon the content. Moreover, this letter does not constitute a recommendation by UBS to vote in favour of or take any other action in relation to the Transaction.

To the extent legally possible and except for wilful conduct fraud or gross negligence, this letter and the Opinion are made without legal liability or responsibility on our part. We accept no responsibility to any person other than the Supervisory Board of the Company in relation to the contents of this letter, even if it has been disclosed with our consent. Our liability in connection with this letter and the Opinion is limited in accordance with the terms of the engagement letter relating to the Transaction between you and us dated on or around this letter.

The letter and the Opinion are subject to German law.

Yours faithfully  
**UBS Europe SE**



---

Wolfgang Fuchs  
Managing Director



---

Clemens Taupitz  
Director

**Annex 5**

**Fairness Opinion drafted by  
VICTORIAPARTNERS GmbH**

VICTORIAPARTNERS GmbH · Eschersheimer Landstrasse 14 · D-60322 Frankfurt

**CONFIDENTIAL**

Tel.: +49 (0) 69 7040384-0  
Fax.: +49 (0) 69 7040384-99

Deutsche Wohnen SE  
Supervisory Board  
Mecklenburgische Strasse 57  
D-14197 Berlin

s.fuchs@victoriapartners.de  
c.schlueter@victoriapartners.de

Frankfurt am Main, 30 June 2021

Dear Ladies and Gentlemen:

We are making reference to our advisory mandate with Deutsche Wohnen SE ("**Deutsche Wohnen**", the "**Target**" or "**you**") in relation to the voluntary public takeover offer by Vonovia SE ("**Vonovia**" or the "**Bidder**") to the shareholders of Deutsche Wohnen for the acquisition of all shares of the outstanding share capital not directly held by the Bidder by way of an all cash offer according to the German Takeover Act (WpÜG) (the "**Transaction**") at EUR 52.00 for each Deutsche Wohnen share (the "**Consideration Offered**"), announced on 24 May 2021. Reference is further made to the offer documentation published on 23 June 2021 (the "**Offering Document**").

Furthermore, it has been announced on 24 May 2021 that Vonovia and Deutsche Wohnen have entered into a business combination agreement in relation to the Transaction (the "**BCA**"). Besides the Consideration Offered, it was also agreed in the context of the BCA that the shareholders of Deutsche Wohnen would receive a dividend payment for the financial year 2020 of EUR 1,03 per each Deutsche Wohnen share, which was approved by the Annual General Meeting of Deutsche Wohnen on 1 June 2021. Both, the management board and the supervisory board of Deutsche Wohnen, have indicated their support for the Transaction in the context of the announcements made on 24 May 2021, subject to review of the Offering Document following its publication.

You have asked us to advise you with respect to the appropriateness of the Consideration Offered from a financial point of view and to provide an opinion to the supervisory board of Deutsche Wohnen, respectively.

In arriving at our opinion, we have reviewed certain publicly available business and financial information relating to the Target. We have discussed with Deutsche Wohnen management representatives from the Target's point of view, amongst other things, the general business prospects of the Target as well as certain strategic aspects of the Transaction. We have also reviewed the Offering Document and certain other information, including non-public financial forecasts and budgets (business plan), provided to us and discussed with us by the Target, on the basis of which we have performed, amongst other analyses, a cash flow-based valuation assessment (**cash flow-based valuation**) of the Target.

We have also considered certain financial data derived from comparing capital markets valuation metrics of other publicly-held companies, which we deem to be similar to the Target from an operational, portfolio, financial and/or capital markets point of view, and compared this financial information with the Target's business plan and the financial projections for the Target (**trading metrics and yields based comparable companies analysis**).

In addition, we have considered, to the extent publicly available, the levels of consideration and premia offered in other public takeover transactions in the German and European real estate sector, which have been effected or announced in recent years (**precedent transactions analysis**).

Furthermore, we reflected in our analysis other available information, financial studies, analyses as well as financial, economic and other market criteria which we deemed relevant for our assessment.

In connection with our review, we have not assumed any responsibility for independent verification of any information derived from any third party, including the Target as well as public sources, and have relied on such information being complete and accurate in all material respects.

Furthermore, we have not been requested to make an independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of the Target or any assessment with respect to the capital markets positioning in the future, assuming the Transaction to be successful. We have not been requested to review any property appraisal reports covering the Target's portfolio.

Our opinion addresses only the appropriateness of the Consideration Offered from a financial point of view, as of the date hereof, and does not address any other aspect or effect of the Transaction or any other agreement, arrangement or understanding entered into in connection with the Transaction or otherwise. Our opinion is necessarily based upon information made available to us and upon financial, economic, market and other conditions as they exist and can be evaluated on the date hereof.

Our analysis neither includes any evaluation of advantages or disadvantages to comparable, alternative transactions or strategies, nor does it address the relative merits of the Transaction and/or underlying business decision compared to other potential strategies.

We have acted as financial advisor to the Target in connection with the Transaction. We expect to receive a fee for our services which, however, will partially be contingent upon the outcome of the Transaction. In addition, the Target has agreed to indemnify us for certain liabilities and other items arising out of our engagement. In the past, we acted as corporate finance advisor to the Target as well as the Bidder in the context of other transaction situations and received a fee for our services. Presumably, we may provide in the future corporate finance advisory services to the Target and/or the Bidder, for which we would expect to receive a compensation.

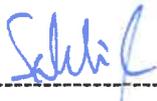
For the avoidance of doubt, our opinion is not an advice to the Target's shareholders to accept or not accept the Consideration Offered, but is only an assistance to the Target's supervisory board with respect to its assessment of the Consideration Offered. It is understood that this letter is solely addressed to and for the information of the supervisory board of Deutsche Wohnen only in connection with its assessment of the Consideration Offered. This letter may not be disclosed to any person, except the members of the management board of the Target (who in turn must treat this

letter confidential), without our prior written consent and is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent. However, we grant in advance consent to the supervisory board of the Target as to quoting and publishing this letter in context of the supervisory board report (reasoned opinion) with respect to the Transaction to be published on 1 July 2021.

We are providing this letter to the supervisory board of the Target, subject to an engagement letter relating to the Transaction between VICTORIAPARTNERS GmbH and Deutsche Wohnen.

**Based upon and subject to the foregoing, it is our opinion that, as of the date hereof, the Consideration Offered by Vonovia in the context of the Transaction is appropriate to the Target from a financial point of view.**

Yours faithfully,



-----  
Dr. Christian Schlueter



-----  
Sebastian Fuchs

**Annex 6**

**Persons acting in concert with Deutsche Wohnen (*Subsidiaries of Deutsche Wohnen*)**

<b>Company</b>	<b>Seat</b>	<b>Country</b>
AGG Auguste-Viktoria-Allee Grundstücks GmbH	Berlin	Germany
Algarobo Holding B.V.	Baarn	Netherlands
Alpha Asset Invest GmbH & Co. KG	Berlin	Germany
Amber Dritte VV GmbH	Berlin	Germany
Amber Erste VV GmbH	Berlin	Germany
Amber Zweite VV GmbH	Berlin	Germany
Aragon 13. VV GmbH	Berlin	Germany
Aragon 14. VV GmbH	Berlin	Germany
Aragon 15. VV GmbH	Berlin	Germany
Aragon 16. VV GmbH	Berlin	Germany
Aufbau-Gesellschaft der GEHAG mbH	Berlin	Germany
BauBeCon BIO GmbH	Berlin	Germany
BauBeCon Immobilien GmbH	Berlin	Germany
BauBeCon Wohnwert GmbH	Berlin	Germany
Beragon VV GmbH	Berlin	Germany
C. A. & Co. Catering KG	Wolkenstein	Germany
Ceragon VV GmbH	Berlin	Germany
Communication Concept Gesellschaft für Kommunikationstechnik mbH	Leipzig	Germany
DELTA VIVUM Berlin I GmbH	Berlin	Germany
DELTA VIVUM Berlin II GmbH	Berlin	Germany
Deutsche Wohnen Asset Immobilien GmbH	Frankfurt am Main	Germany
Deutsche Wohnen Berlin 5 GmbH	Berlin	Germany
Deutsche Wohnen Berlin 6 GmbH	Berlin	Germany
Deutsche Wohnen Berlin 7 GmbH	Berlin	Germany
Deutsche Wohnen Berlin I GmbH	Berlin	Germany
Deutsche Wohnen Berlin II GmbH	Berlin	Germany
Deutsche Wohnen Berlin III GmbH	Berlin	Germany
Deutsche Wohnen Berlin X GmbH	Berlin	Germany
Deutsche Wohnen Berlin XI GmbH	Berlin	Germany
Deutsche Wohnen Berlin XII GmbH	Berlin	Germany
Deutsche Wohnen Berlin XIII GmbH	Berlin	Germany
Deutsche Wohnen Berlin XIV GmbH	Berlin	Germany
Deutsche Wohnen Berlin XV GmbH	Berlin	Germany
Deutsche Wohnen Berlin XVI GmbH	Berlin	Germany
Deutsche Wohnen Berlin XVII GmbH	Berlin	Germany
Deutsche Wohnen Berlin XVIII GmbH	Berlin	Germany
Deutsche Wohnen Beteiligungen Immobilien GmbH	Frankfurt am Main	Germany
Deutsche Wohnen Beteiligungsverwaltungs GmbH & Co. KG	Berlin	Germany

Deutsche Wohnen Construction and Facilities GmbH	Berlin	Germany
Deutsche Wohnen Corporate Real Estate GmbH	Berlin	Germany
Deutsche Wohnen Direkt Immobilien GmbH	Frankfurt am Main	Germany
Deutsche Wohnen Dresden I GmbH	Berlin	Germany
Deutsche Wohnen Dresden II GmbH	Berlin	Germany
Deutsche Wohnen Fondsbeteiligungs GmbH	Berlin	Germany
Deutsche Wohnen Immobilien Management GmbH	Berlin	Germany
Deutsche Wohnen Kundenservice GmbH	Berlin	Germany
Deutsche Wohnen Management GmbH	Berlin	Germany
Deutsche Wohnen Management- und Servicegesellschaft mbH	Frankfurt am Main	Germany
Deutsche Wohnen Multimedia Netz GmbH	Berlin	Germany
Deutsche Wohnen Reisholz GmbH	Berlin	Germany
Deutsche Wohnen Technology GmbH (vormals: Deutsche Wohnen Beschaffung und Beteiligung GmbH Berlin)	Berlin	Germany
Deutsche Wohnen Zweite Fondsbeteiligungs GmbH	Berlin	Germany
DW Pflegeheim Dresden Grundstücks GmbH	Munich	Germany
DW Pflegeheim Eschweiler Grundstücks GmbH	Munich	Germany
DW Pflegeheim Frankfurt am Main Grundstücks GmbH	Munich	Germany
DW Pflegeheim Friesenheim Grundstücks GmbH	Munich	Germany
DW Pflegeheim Glienicke Grundstücks GmbH	Munich	Germany
DW Pflegeheim Konz Grundstücks GmbH	Munich	Germany
DW Pflegeheim Meckenheim Grundstücks GmbH	Munich	Germany
DW Pflegeheim Potsdam Grundstücks GmbH	Munich	Germany
DW Pflegeheim Siegen Grundstücks GmbH	Munich	Germany
DW Pflegeheim Weiden Grundstücks GmbH	Munich	Germany
DW Pflegeheim Würselen Grundstücks GmbH	Munich	Germany
DW Pflegeresidenzen Grundstücks GmbH	Munich	Germany
DW Property Invest GmbH	Berlin	Germany
DWRE Alpha GmbH	Berlin	Germany
DWRE Braunschweig GmbH	Berlin	Germany
DWRE Dresden GmbH	Berlin	Germany
DWRE Halle GmbH	Berlin	Germany
DWRE Hennigsdorf GmbH	Berlin	Germany
DWRE Leipzig GmbH	Berlin	Germany
Eisenbahn-Siedlungs-Gesellschaft Berlin mbH	Berlin	Germany
EMD Energie Management Deutschland GmbH	Berlin	Germany
Eragon VV GmbH	Berlin	Germany
FACILITA Berlin GmbH	Berlin	Germany
Faragon V V GmbH	Berlin	Germany
Fortimo GmbH	Berlin	Germany

Gehag Acquisition Co. GmbH	Berlin	Germany
GEHAG Beteiligungs GmbH & Co. KG	Berlin	Germany
GEHAG Dritte Beteiligungs GmbH	Berlin	Germany
GEHAG Erste Beteiligungs GmbH	Berlin	Germany
GEHAG Erwerbs GmbH & Co. KG	Berlin	Germany
GEHAG GmbH	Berlin	Germany
GEHAG Grundbesitz I GmbH	Berlin	Germany
GEHAG Grundbesitz II GmbH	Berlin	Germany
GEHAG Grundbesitz III GmbH	Berlin	Germany
GEHAG Vierte Beteiligung SE	Berlin	Germany
GEHAG Zweite Beteiligungs GmbH	Berlin	Germany
Geragon VV GmbH	Berlin	Germany
GGR Wohnparks Alte Hellersdorfer Straße GmbH	Berlin	Germany
GGR Wohnparks Kastanienallee GmbH	Berlin	Germany
GGR Wohnparks Nord Leipziger Tor GmbH	Berlin	Germany
GGR Wohnparks Süd Leipziger Tor GmbH	Berlin	Germany
Grundstücksgesellschaft Karower Damm mbH	Berlin	Germany
GSW Acquisition 3 GmbH	Berlin	Germany
GSW Corona GmbH	Berlin	Germany
GSW-Fonds Weinmeisterhornweg 170-178 GbR	Berlin	Germany
GSW Gesellschaft für Stadterneuerung mbH	Berlin	Germany
GSW Grundvermögens- und Vertriebsgesellschaft mbH	Berlin	Germany
GSW Immobilien AG	Berlin	Germany
GSW Immobilien GmbH & Co. Leonberger Ring KG	Berlin	Germany
GSW Pegasus GmbH	Berlin	Germany
GSW Verwaltungs- und Betriebsgesellschaft mbH & Co. Zweite Beteiligungs KG	Berlin	Germany
Hamburger Ambulante Pflege- und Physiotherapie "HAPP" GmbH	Hamburg	Germany
Hamburger Senioren Domizile GmbH	Hamburg	Germany
Haragon VV GmbH	Berlin	Germany
Haus und Heim Wohnungsbau-GmbH	Berlin	Germany
HESIONE Vermögensverwaltungsgesellschaft mbH	Frankfurt am Main	Germany
Holzmindener Straße/Tempelhofer Weg Grundstücks GmbH	Berlin	Germany
HSI Hamburger Senioren Immobilien GmbH & Co. KG	Hamburg	Germany
HSI Hamburger Senioren Immobilien Management GmbH	Hamburg	Germany
Iragon VV GmbH	Berlin	Germany
ISABELL GmbH (vormals: Brillant 3275. GmbH Berlin)	Berlin	Germany
ISARIA Dachau Entwicklungsgesellschaft GmbH	Munich	Germany
ISARIA Hegeneck 5 GmbH	Munich	Germany
ISARIA Objekt Achter de Weiden GmbH	Munich	Germany

Isaria Objekt Erminoldstraße GmbH (vormals: Blitz 20-700 GmbH München)	Munich	Germany
ISARIA Objekt Garching GmbH	Munich	Germany
ISARIA Objekt Hoferstraße GmbH	Munich	Germany
ISARIA Objekt Norderneyer Straße GmbH	Munich	Germany
ISARIA Objekt Preußenstraße GmbH	Munich	Germany
ISARIA Objekt Schwedler Trio GmbH	Munich	Germany
ISARIA Stuttgart GmbH	Munich	Germany
IWA GmbH Immobilien Wert Anlagen	Munich	Germany
Karagon VV GmbH	Berlin	Germany
KATHARINENHOF Seniorenwohn- und Pflegeanlage Betriebs-GmbH	Berlin	Germany
KATHARINENHOF Service GmbH	Berlin	Germany
Laragon VV GmbH	Berlin	Germany
Larry I Targetco (Berlin) GmbH	Berlin	Germany
Larry II Targetco (Berlin) GmbH	Berlin	Germany
LebensWerk GmbH	Berlin	Germany
Long Islands Investments S.A.	Luxemburg	Luxembourg
Main-Taunus Wohnen GmbH & Co. KG	Eschborn	Germany
Maragon VV GmbH	Berlin	Germany
Objekt Gustav-Heinemann-Ring GmbH	Munich	Germany
Olympisches Dorf Berlin GmbH	Berlin	Germany
Omega Asset Invest GmbH	Berlin	Germany
PFLEGEN & WOHNEN HAMBURG GmbH	Hamburg	Germany
PFLEGEN & WOHNEN Service GmbH	Hamburg	Germany
PFLEGEN & WOHNEN Textil GmbH	Hamburg	Germany
PUW AcquiCo GmbH	Hamburg	Germany
PUW OpCo GmbH	Hamburg	Germany
PUW PFLEGENUNDWOHNEN Beteiligungs GmbH	Hamburg	Germany
Rhein-Main Wohnen GmbH	Frankfurt am Main	Germany
Rhein-Mosel Wohnen GmbH	Mainz	Germany
Rhein-Pfalz Wohnen GmbH	Mainz	Germany
RMW Projekt GmbH	Frankfurt am Main	Germany
RPW Immobilien GmbH & Co. KG	Berlin	Germany
Seniorenresidenz "Am Lunapark" GmbH	Leipzig	Germany
SGG Scharnweberstraße Grundstücks GmbH	Berlin	Germany
Sophienstraße Aachen Vermögensverwaltungsgesellschaft mbH	Berlin	Germany
SRATIM GmbH (vormals: SRATIM GmbH Berlin)	Munich	Germany
Stadtentwicklungsgesellschaft Buch mbH	Berlin	Germany
SYNVIA energy GmbH	Magdeburg	Germany

SYNVIA media GmbH	Magdeburg	Germany
SYNVIA mobility GmbH	Magdeburg	Germany
TELE AG	Leipzig	Germany
WIK Wohnen in Krampnitz GmbH	Berlin	Germany
Wohnanlage Leonberger Ring GmbH	Berlin	Germany
Zisa Grundstücksbeteiligungs GmbH & Co. KG	Berlin	Germany
Zisa Verwaltungs GmbH	Berlin	Germany
Zweite GSW Verwaltungs- und Betriebsgesellschaft mbH	Berlin	Germany