

2nd supplement, dated 12 January 2021 to the Base Prospectus dated 26 March 2020 as supplemented by the 1st supplement dated 22 June 2020

This document constitutes a supplement (the "**Supplement**") for the purposes of Art. 8(10) and Art. 23(1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 (the "**Prospectus Regulation**") to the base prospectus of Vonovia Finance B.V. dated 26 March 2020 (the "**Base Prospectus**" or the "**Prospectus**") relating to issues of non-equity securities ("**Non-Equity Securities**") within the meaning of Art. 2(c) of the Prospectus Regulation by Vonovia Finance B.V.

VONOVIA

Vonovia Finance B.V.

(incorporated in The Netherlands as a private company with limited liability)

EUR 20,000,000,000 Debt Issuance Programme

guaranteed by

Vonovia SE

(incorporated in Germany as a European Company (Societas Europaea))

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") which is the Luxembourg competent authority for the purposes of the approval of the Base Prospectus under the Prospectus Regulation.

The Issuer has requested the CSSF to provide the competent authorities in the Federal Republic of Germany ("**Germany**") and The Netherlands with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Regulation. The Issuer may request the CSSF to provide competent authorities in additional host member states within the European Economic Area with such notification.

Right to withdraw

In accordance with Art. 23(2) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities before the Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the new factor arose before the final closing of the offer to the public and the delivery of the securities. The final date for the right of withdrawal will be 14 January 2021 (close of business). Investors may contact Vonovia Finance B.V. at its registered office should they wish to exercise the right of withdrawal.

This Supplement together with the Prospectus and the documents incorporated by reference therein are also available for viewing at www.bourse.lu.

The purpose of this Supplement is to supplement the Prospectus, *inter alia*, with information from the unaudited non-consolidated interim financial statements of the Issuer as of and for the six-month period ended 30 June 2020 as well as the unaudited consolidated interim financial statements of the Guarantor as of and for the nine-month period ended 30 September 2020 and to update the Prospectus with respect to recent developments concerning Vonovia.

This Supplement is supplemental to and should be read in conjunction with the Prospectus as supplemented by the 1st supplement dated 22 June 2020. Terms defined in the Prospectus have the same meaning when used in this Supplement.

Vonovia Finance B.V. (the "**Issuer**") and Vonovia SE (the "**Guarantor**" and, together with its consolidated subsidiaries, "**Vonovia**" or the "**Vonovia Group**" or the "**Group**") accept responsibility for the information given in this Supplement. Each of the Issuer and the Guarantor hereby declares that, to the best of its knowledge, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement for which it is responsible, is in accordance with the facts and that this Supplement makes no omission likely to affect its import.

Neither the Dealers nor any person mentioned in the Prospectus or this Supplement, excluding the Issuer and the Guarantor, is responsible for the information contained in the Prospectus or this Supplement or any document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

To the extent that there is any inconsistency between any statement included in this Supplement and any statement included or incorporated by reference in the Prospectus, the statements in this Supplement will prevail.

Save as disclosed on pages 2 – 21 of this Supplement, there has been no other significant new factor, material mistake or inaccuracy since the publication of the Base Prospectus.

1. Cover page

On the first page of the Prospectus, the content of the fourth paragraph shall be replaced by the following:

"The Issuer has requested the CSSF to provide the competent authorities in the Federal Republic of Germany ("**Germany**") and The Netherlands with a certificate of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Regulation. The Issuer may request the CSSF to provide competent authorities in additional host member states within the European Economic Area with such notification."

2. Notice – MIFID II PRODUCT GOVERNANCE / TARGET MARKET

On page 3 of the Prospectus, the content of the section "*MIFID II PRODUCT GOVERNANCE / TARGET MARKET*" shall be replaced by the following:

"MIFID II PRODUCT GOVERNANCE / TARGET MARKET

The Final Terms in respect of any Notes may include a legend entitled "*MiFID II Product Governance*" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, "**MiFID II**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the "**MiFID Product**

Governance Rules"), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

UK MIFIR PRODUCT GOVERNANCE / TARGET MARKET

The Final Terms in respect of any Notes may include a legend entitled "*UK MiFIR Product Governance*" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MIFIR Product Governance Rules."

3. Notice – PRIIPS REGULATION / EEA RETAIL INVESTORS

On page 3 of the Prospectus, the content of the section "*PRIIPS REGULATION / EEA AND UK RETAIL INVESTORS*" shall be replaced by the following:

"PRIIPS REGULATION / EEA RETAIL INVESTORS

If the Final Terms in respect of any Notes include a legend entitled "*Prohibition of Sales to EEA Retail Investors*", the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive 2016/97/EU as amended (the "*Insurance Distribution Directive*"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Where such a Prohibition of Sales to EEA Retail Investors is included in the Final Terms, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling such Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

UK PRIIPS REGULATION / UK RETAIL INVESTORS

If the Final Terms in respect of any Notes include a legend entitled "*Prohibition of Sales to UK Retail Investors*", the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For the purposes of this provision the expression "retail investor" means a person who is one (or more) of the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA. Where such a Prohibition of Sales to UK Retail

Investors is included in the Final Terms, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation."

4. General Description of the Programme – Prospectus

On page 6 of the Prospectus, the content of the subsection "*Prospectus*" of the section "*General Description of the Programme*" shall be replaced by the following:

"Prospectus

Notes issued under the Programme may be issued either: (1) pursuant to this Base Prospectus and associated Final Terms; or (2) pursuant to a Specific Prospectus (as defined below); or (3) in relation to Notes not publicly offered in, and not admitted to trading on a regulated market of, any member state of the European Economic Area, in such form as agreed between the Issuer, the relevant Dealer(s) and, if relevant for the Fiscal Agent, the Fiscal Agent.

"**Specific Prospectus**" means any prospectus prepared by the Issuer in relation to Notes issued under the Programme and having terms not contemplated by the Base Prospectus as Option I or Option II, which may incorporate by reference certain parts of the Base Prospectus and which constitutes a prospectus for the purposes of Article 6 para. 3 of the Prospectus Regulation, including any documents which are from time to time incorporated by reference in the Specific Prospectus, as such Specific Prospectus is amended, supplemented or replaced from time to time."

5. General Description of the Programme – Distribution of Notes

On page 7 of the Prospectus, the content of the subsection "*Distribution of Notes*" of the section "*General Description of the Programme*" shall be replaced by the following:

"Distribution of Notes

Notes may be distributed by way of public offer or private placements and, in each case, on a syndicated or non-syndicated basis. The method of distribution of each Tranche will be stated in the relevant Final Terms. The Notes may be offered to qualified and non-qualified investors.

The Notes may be offered to the public in Luxembourg. The Issuer has requested the CSSF to provide the competent authorities in Germany and The Netherlands with a certificate of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Regulation. The Issuer may request the CSSF to provide competent authorities in additional host member states within the European Economic Area with such notification.

The offer and distribution of any Notes of any Tranche will be subject to selling restrictions, including those for the United States, the European Economic Area and the United Kingdom. See "*Subscription and Sale*" below.

The Final Terms in respect of any Notes may include a legend entitled "*MiFID II Product Governance*" and/or "*UK MiFIR Product Governance*" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to MiFID II and/or the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels."

6. Form of Final Terms – Cover page

On page 141 of the Prospectus, the content of the cover page of the section "Form of Final Terms" shall be replaced by the following:

"FORM OF FINAL TERMS

In case of Notes admitted to trading on the Luxembourg Stock Exchange or publicly offered in the Grand Duchy of Luxembourg, the Final Terms will be displayed on the website of the Luxembourg Stock Exchange (www.bourse.lu).

[MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]¹

[MIFID II PRODUKTÜBERWACHUNGSPFLICHTEN / ZIELMARKT PROFESSIONELLE INVESTOREN UND GEEIGNETE GEGENPARTEIEN – Die Zielmarktbestimmung im Hinblick auf die Schuldverschreibungen hat – ausschließlich für den Zweck des Produktgenehmigungsverfahrens [des/jedes] Konzepteurs – zu dem Ergebnis geführt, dass: (i) der Zielmarkt für die Schuldverschreibungen ausschließlich geeignete Gegenparteien und professionelle Kunden, jeweils im Sinne der Richtlinie 2014/65/EU (in der jeweils gültigen Fassung, "MiFID II"), umfasst und (ii) alle Kanäle für den Vertrieb der Schuldverschreibungen an geeignete Gegenparteien und professionelle Kunden angemessen sind. Jede Person, die in der Folge die Schuldverschreibungen anbietet, verkauft oder empfiehlt (ein "Vertriebsunternehmen") soll die Beurteilung des Zielmarkts [des/der] Konzepteur[s/e] berücksichtigen; ein Vertriebsunternehmen, welches MiFID II unterliegt, ist indes dafür verantwortlich, seine eigene Zielmarktbestimmung im Hinblick auf die Schuldverschreibungen durchzuführen (entweder durch die Übernahme oder durch die Präzisierung der Zielmarktbestimmung [des/der] Konzepteur[s/e]) und angemessene Vertriebskanäle zu bestimmen.]²

[UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]³

[UK MIFIR PRODUKTÜBERWACHUNGSPFLICHTEN / ZIELMARKT PROFESSIONELLE INVESTOREN UND GEEIGNETE GEGENPARTEIEN – Die Zielmarktbestimmung im Hinblick auf die Schuldverschreibungen hat – ausschließlich für den Zweck des Produktgenehmigungsverfahrens [des/jedes] Konzepteurs – zu dem Ergebnis geführt, dass: (i) der Zielmarkt für die Schuldverschreibungen ausschließlich

¹ Include legend in case MiFID II target market assessment in respect of the Notes is "Professional Investors and Eligible Counterparties only".

² *Legende einsetzen, wenn MiFID II Zielmarktbestimmung im Hinblick auf die Schuldverschreibungen ergeben hat "Ausschließlich Professionelle Investoren und Geeignete Gegenparteien".*

³ Include legend in case UK MiFIR target market assessment in respect of the Notes is "Professional Investors and Eligible Counterparties only". The legend may not be necessary for a programme with a non-UK MiFIR issuer if the Dealers in relation to the Notes are also not subject to UK MiFIR and therefore there are no UK MiFIR manufacturers. Depending on the location of the manufacturers, there may be situations where either the MiFID II product governance legend or the UK MiFIR product governance legend or both are included.

geeignete Gegenparteien im Sinne des FCA-Handbuchs Conduct of Business Sourcebook ("COBS") und professionelle Kunden im Sinne der Verordnung (EU) Nr. 600/2014, wie sie aufgrund des European Union (Withdrawal) Act 2018 ("UK MiFIR") Teil des nationalen Rechts ist, umfasst und (ii) alle Kanäle für den Vertrieb der Schuldverschreibungen an geeignete Gegenparteien und professionelle Kunden angemessen sind. Jede Person, die in der Folge die Schuldverschreibungen anbietet, verkauft oder empfiehlt (ein "Vertriebsunternehmen") soll die Beurteilung des Zielmarkts [des/der] Konzepteur[s/e] berücksichtigen; ein Vertriebsunternehmen, welches dem FCA-Handbuch Product Intervention and Product Governance Sourcebook (die "UK MiFIR Product Governance Rules") unterliegt, ist indes dafür verantwortlich, seine eigene Zielmarktbestimmung im Hinblick auf die Schuldverschreibungen durchzuführen (entweder durch die Übernahme oder durch die Präzisierung der Zielmarktbestimmung [des/der] Konzepteur[s/e]) und angemessene Vertriebskanäle zu bestimmen.]⁴

[MIFID II PRODUCT GOVERNANCE / RETAIL INVESTORS, PROFESSIONAL INVESTORS AND ECPS TARGET MARKET – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); EITHER⁵ [and (ii) all channels for distribution of the Notes are appropriate[, including investment advice, portfolio management, non-advised sales and pure execution services]] OR⁶ [(ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice[,/ and] portfolio management[,/ and][non-advised sales][and pure execution services][, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable]]. [Consider any negative target market]. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels[, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable].⁷]⁸

[MIFID II PRODUKTÜBERWACHUNGSPFLICHTEN / ZIELMARKT KLEINANLEGER, PROFESSIONELLE INVESTOREN UND GEEIGNETE GEGENPARTEIEN - Die Zielmarktbestimmung im Hinblick auf die Schuldverschreibungen hat – ausschließlich für den Zweck des Produktgenehmigungsverfahrens [des/jedes] Konzepteurs – zu dem Ergebnis geführt, dass (i) der Zielmarkt für die Schuldverschreibungen geeignete Gegenparteien, professionelle Kunden und Kleinanleger, jeweils im Sinne der Richtlinie 2014/65/EU (in der jeweils gültigen Fassung, "MiFID II"), umfasst; ENTWEDER⁹ [und (ii) alle Kanäle für den Vertrieb der Schuldverschreibungen angemessen sind[, einschließlich Anlageberatung, Portfolio-Management, Verkäufe ohne Beratung und reine Ausführungsdienstleistungen]] ODER¹⁰ [und (ii) alle Kanäle für den Vertrieb der Schuldverschreibungen an professionelle Investoren und geeignete Gegenparteien angemessen sind; und (iii) die folgenden Kanäle für den Vertrieb der Schuldverschreibungen an Kleinanleger angemessen sind - Anlageberatung[,/ und] Portfolio-Management[,/ und][Verkäufe ohne Beratung] [und reine Ausführungsdienstleistungen][, nach Maßgabe der Pflichten des Vertriebsunternehmens

⁴ *Legende einsetzen, wenn UK MiFIR Zielmarktbestimmung im Hinblick auf die Schuldverschreibungen ergeben hat "Ausschließlich Professionelle Investoren und Geeignete Gegenparteien". Die Legende ist möglicherweise für ein Programm mit einem Nicht-UK-MiFIR-Emittenten nicht erforderlich, wenn die Händler in Bezug auf die Schuldverschreibungen ebenfalls nicht der UK MiFIR unterliegen und es daher keine UK MiFIR-Konzepture gibt. Je nach Standort der Konzepture kann es Situationen geben, in denen entweder die MiFID II Product Governance Legende oder die UK MiFIR Product Governance Legende oder beide enthalten sind.*

⁵ *Include for Notes that are not ESMA complex pursuant to the Guidelines on complex debt instruments and structured deposits (ESMA/2015/1787) (the "ESMA Guidelines").*

⁶ *Include for Notes that are ESMA complex pursuant to the ESMA Guidelines. This list may need to be amended, for example, if advised sales are deemed necessary. If there are advised sales, a determination of suitability and appropriateness will be necessary. In addition, if the Notes constitute "complex" products, pure execution services to retail clients are not permitted without the need to make the determination of appropriateness required under Article 25(3) of MiFID II.*

⁷ *If there are advised sales, a determination of suitability will be necessary.*

⁸ *Include legend in case MiFID II target market assessment in respect of the Notes is "Retail Investor Target Market".*

⁹ *Einfügen für Schuldverschreibungen, die nicht nach den Leitlinien zu komplexen Schuldtiteln und strukturierten Einlagen (ESMA/2015/1787) (die "ESMA Leitlinien") ESMA komplex sind.*

¹⁰ *Einfügen im Fall von Schuldverschreibungen, die nach den ESMA Leitlinien ESMA komplex sind. Diese Liste muss gegebenenfalls angepasst werden, z.B. wenn Anlageberatung für erforderlich gehalten wird. Im Fall der Anlageberatung ist die Bestimmung der Geeignetheit und Angemessenheit notwendig. Wenn die Schuldverschreibungen "komplexe" Produkte sind, ist außerdem die bloße Ausführung von Kundenaufträgen von Privatanlegern ohne Bestimmung der Angemessenheit nach Article 25(3) MiFID II nicht zulässig.*

unter MiFID II im Hinblick auf Geeignetheit bzw. Angemessenheit]] [Bitte jegliche negativen Zielmärkte berücksichtigen]. Jede Person, die in der Folge die Schuldverschreibungen anbietet, verkauft oder empfiehlt (ein "Vertriebsunternehmen") soll die Beurteilung des Zielmarkts [des/der] Konzepteur[s/e] berücksichtigen; ein Vertriebsunternehmen, welches MiFID II unterliegt, ist indes dafür verantwortlich, seine eigene Zielmarktbestimmung im Hinblick auf die Schuldverschreibungen durchzuführen (entweder durch die Übernahme oder durch die Präzisierung der Zielmarktbestimmung [des/der] Konzepteur[s/e]) und angemessene Vertriebskanäle[nach Maßgabe der Pflichten des Vertriebsunternehmens unter MiFID II im Hinblick auf Geeignetheit bzw. Angemessenheit]¹¹, zu bestimmen.]¹²

[UK MIFIR PRODUCT GOVERNANCE / RETAIL INVESTORS, PROFESSIONAL INVESTORS AND ECPS TARGET MARKET – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"), and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS") and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("UK MiFIR"); EITHER¹³ [and (ii) all channels for distribution of the Notes are appropriate[, including investment advice, portfolio management, non-advised sales and pure execution services]¹⁴] OR¹⁵ [(ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice[,/ and] portfolio management[,/ and][non-advised sales][and pure execution services][, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable]]. [Consider any negative target market]. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels[, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable]¹⁶.]¹⁷

[UK MIFIR PRODUKTÜBERWACHUNGSPFLICHTEN / ZIELMARKT KLEINANLEGER, PROFESSIONELLE INVESTOREN UND GEEIGNETE GEGENPARTEIEN - Die Zielmarktbestimmung im Hinblick auf die Schuldverschreibungen hat – ausschließlich für den Zweck des Produktgenehmigungsverfahrens [des/jedes] Konzepteurs – zu dem Ergebnis geführt, dass (i) der Zielmarkt für die Schuldverschreibungen Kleinanleger im Sinne von Artikel 2 Punkt (8) der Verordnung (EU) Nr. 2017/565, wie sie aufgrund des European Union (Withdrawal) Act 2018 ("EUWA") Teil des nationalen Rechts ist, und geeignete Gegenparteien im Sinne des FCA-Handbuchs Conduct of Business Sourcebook ("COBS") und professionelle Kunden im Sinne der Verordnung (EU) Nr. 600/2014, wie sie aufgrund des European Union (Withdrawal) Act 2018 ("UK MiFIR") Teil des nationalen Rechts ist, umfasst; ENTWEDER¹⁸ [und (ii) alle Kanäle für den Vertrieb der Schuldverschreibungen angemessen sind[, einschließlich Anlageberatung,

¹¹ Im Fall von Beratungsverkäufen ist eine Angemessenheitsprüfung erforderlich.

¹² Legende einsetzen, wenn MiFID II Zielmarktbestimmung im Hinblick auf die Schuldverschreibungen ergeben hat "Zielmarkt Kleinanleger".

¹³ Include for Notes that are not ESMA complex (in the UK context, as reflected in COBS).

¹⁴ This list may not be necessary, especially for Notes that are not ESMA complex (in the UK context, as reflected in COBS) where all channels of distribution may be appropriate. It reflects the list used in the examples in the ESMA Guidelines.

¹⁵ Include for Notes that are ESMA complex (in the UK context, as reflected in COBS). This list may need to be amended, for example, if advised sales are deemed necessary. If there are advised sales, a determination of suitability will be necessary. In addition, if the Notes constitute "complex" products, pure execution services to retail clients are not permitted without the need to make the determination of appropriateness.

¹⁶ If the Notes constitute "complex" products, pure execution services are not permitted to retail clients without the need to make the determination of appropriateness. If there are advised sales, a determination of suitability will be necessary.

¹⁷ Include legend in case UK MiFIR target market assessment in respect of the Notes is "Retail Investor Target Market". The legend may not be necessary for a programme with a non-UK MiFIR issuer if the Dealers in relation to the Notes are also not subject to UK MiFIR and therefore there are no UK MiFIR manufacturers. Depending on the location of the manufacturers, there may be situations where either the MiFID II product governance legend or the UK MiFIR product governance legend or both are included.

¹⁸ Einfügen für Schuldverschreibungen, die nicht ESMA komplex sind (im britischen Kontext, wie im COBS reflektiert).

Portfolio-Management, Verkäufe ohne Beratung und reine Ausführungsdienstleistungen]^{19]} ODER²⁰ [und (ii) alle Kanäle für den Vertrieb der Schuldverschreibungen an professionelle Investoren und geeignete Gegenparteien angemessen sind, und (iii) die folgenden Kanäle für den Vertrieb der Schuldverschreibungen an Kleinanleger angemessen sind - Anlageberatung[,/ und] Portfolio-Management[,/ und][Verkäufe ohne Beratung] [und reine Ausführungsdienstleistungen][, nach Maßgabe der Pflichten des Vertriebsunternehmens unter dem COBS im Hinblick auf Geeignetheit bzw. Angemessenheit]] [Bitte jegliche negativen Zielmärkte berücksichtigen]. Jede Person, die in der Folge die Schuldverschreibungen anbietet, verkauft oder empfiehlt (ein "Vertriebsunternehmen") soll die Beurteilung des Zielmarkts [des/der] Konzepteur[s/e] berücksichtigen; ein Vertriebsunternehmen, welches dem FCA-Handbuch Product Intervention and Product Governance Sourcebook (die "UK MiFIR Product Governance Rules") unterliegt, ist indes dafür verantwortlich, seine eigene Zielmarktbestimmung im Hinblick auf die Schuldverschreibungen durchzuführen (entweder durch die Übernahme oder durch die Präzisierung der Zielmarktbestimmung [des/der] Konzepteur[s/e]) und angemessene Vertriebskanäle[nach Maßgabe der Pflichten des Vertriebsunternehmens unter dem COBS im Hinblick auf Geeignetheit bzw. Angemessenheit]²¹, zu bestimmen.]²²

[PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive 2016/97/EU (as amended the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II or (iii) not a qualified investor as defined in Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017 (as amended, the "Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended or superseded, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]²³

[VERBOT DES VERKAUFS AN KLEINANLEGER IM EUROPÄISCHEN WIRTSCHAFTSRAUM – Die Schuldverschreibungen sind nicht zum Angebot, zum Verkauf oder zur sonstigen Zurverfügungstellung an Kleinanleger im Europäischen Wirtschaftsraum ("EWR") bestimmt und sollten Kleinanlegern im EWR nicht angeboten, nicht an diese verkauft und diesen auch nicht in sonstiger Weise zur Verfügung gestellt werden. Für die Zwecke dieser Bestimmung bezeichnet der Begriff Kleinanleger eine Person, die eines (oder mehrere) der folgenden Kriterien erfüllt: (i) sie ist ein Kleinanleger im Sinne von Artikel 4 Abs. 1 Nr. 11 der Richtlinie 2014/65/EU (in ihrer jeweils gültigen Fassung, "MiFID II"); (ii) sie ist ein Kunde im Sinne der Richtlinie 2016/97/EU (in ihrer jeweils gültigen Fassung, die "Versicherungsvertriebsrichtlinie"), soweit dieser Kunde nicht als professioneller Kunde im Sinne von Artikel 4 Abs. 1 Nr. 10 MiFID II gilt; oder (iii) sie ist kein qualifizierter Anleger im Sinne der Verordnung (EU) 2017/1129 des Europäischen Parlaments und des Rates vom 14. Juni 2017 (wie von Zeit zu Zeit ergänzt, die "Prospektverordnung"). Entsprechend wurde kein nach der Verordnung (EU) Nr. 1286/2014 (in ihrer jeweils gültigen oder ersetzten Fassung, die "PRIIPs-Verordnung") erforderliches Basisinformationsblatt für das Angebot oder den Verkauf oder die sonstige Zurverfügungstellung der Schuldverschreibungen an Kleinanleger im EWR erstellt; daher kann das Angebot oder der Verkauf oder

¹⁹ Diese Liste ist möglicherweise nicht notwendig, insbesondere im Fall von Schuldverschreibungen, die nicht ESMA komplex sind (im britischen Kontext, wie im COBS reflektiert), wenn alle Vertriebskanäle angemessen sein können. Sie spiegelt die Liste wider, die in den Beispielen der ESMA-Leitlinien verwendet wird.

²⁰ Einfügen im Fall von Schuldverschreibungen, die ESMA komplex sind (im UK Kontext, wie im COBS reflektiert). Diese Liste muss gegebenenfalls angepasst werden, z.B. wenn Anlageberatung für erforderlich gehalten wird. Im Fall der Anlageberatung ist die Bestimmung der Geeignetheit notwendig. Wenn die Schuldverschreibungen "komplexe" Produkte sind, ist außerdem die bloße Ausführung von Kundenaufträgen von Privatanlegern ohne Bestimmung der Angemessenheit nicht zulässig.

²¹ Wenn die Schuldverschreibungen "komplexe" Produkte sind, ist außerdem die bloße Ausführung von Kundenaufträgen von Privatanlegern ohne Bestimmung der Angemessenheit nicht zulässig. Im Fall von Beratungsverkäufen ist eine Geeignetheitsprüfung erforderlich.

²² Legende einsetzen, wenn UK MiFIR Zielmarktbestimmung im Hinblick auf die Schuldverschreibungen ergeben hat "Zielmarkt Kleinanleger". Die Legende ist möglicherweise für ein Programm mit einem Nicht-UK-MiFIR-Emittenten nicht erforderlich, wenn die Händler in Bezug auf die Schuldverschreibungen ebenfalls nicht der UK MiFIR unterliegen und es daher keine UK MiFIR-Konzepture gibt. Je nach Standort der Konzepture kann es Situationen geben, in denen entweder die MiFID II Product Governance Legende oder die UK MiFIR Product Governance Legende oder beide enthalten sind.

²³ Include legend unless the Final Terms specify "Prohibition of Sales to Retail Investors in the European Economic Area" as "Not Applicable".

die sonstige Zurverfügungstellung der Schuldverschreibungen an Kleinanleger im EWR nach der PRIIPs-Verordnung rechtswidrig sein.]²⁴

[PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.]²⁵

[VERBOT DES VERKAUFS AN KLEINANLEGER IM VEREINIGTEN KÖNIGREICH – Die Schuldverschreibungen sind nicht zum Angebot, zum Verkauf oder zur sonstigen Zurverfügungstellung an Kleinanleger im Vereinigten Königreich ("GB") bestimmt und sollten Kleinanlegern in GB nicht angeboten, nicht an diese verkauft und diesen auch nicht in sonstiger Weise zur Verfügung gestellt werden. Für die Zwecke dieser Bestimmung bezeichnet der Begriff Kleinanleger eine Person, die eines (oder mehrere) der folgenden Kriterien erfüllt: (i) ein Kleinanleger im Sinne von Artikel 2 Punkt (8) der Verordnung (EU) Nr. 2017/565, wie sie aufgrund des European Union (Withdrawal) Act 2018 ("EUWA") Teil des nationalen Rechts ist; oder (ii) ein Kunde im Sinne der Bestimmungen des Financial Services and Markets Act 2000 (der "FSMA") und jeglicher Vorschriften oder Verordnungen, die im Rahmen des FSMA zur Umsetzung der Richtlinie (EU) 2016/97 erlassen wurden, wenn dieser Kunde nicht als professioneller Kunde im Sinne von Artikel 2 Absatz 1 Punkt (8) der Verordnung (EU) Nr. 600/2014, wie sie durch das EUWA Teil des nationalen Rechts ist, qualifiziert wäre; oder (iii) kein qualifizierter Anleger im Sinne von Artikel 2 der Prospektverordnung ist, wie sie aufgrund des EUWA Teil des nationalen Rechts ist. Entsprechend wurde kein nach der Verordnung (EU) Nr. 1286/2014, wie sie aufgrund des EUWA Teil des nationalen Rechts ist (die "UK PRIIPs-Verordnung"), erforderliches Basisinformationsblatt für das Angebot oder den Verkauf oder die sonstige Zurverfügungstellung der Schuldverschreibungen an Kleinanleger in GB erstellt; daher kann das Angebot oder der Verkauf oder die sonstige Zurverfügungstellung der Schuldverschreibungen an Kleinanleger in GB nach der UK PRIIPs-Verordnung rechtswidrig sein.]²⁶

²⁴ Legende einfügen, sofern nicht die Endgültigen Bedingungen das "Verkaufsverbot an Kleinanleger im Europäischen Wirtschaftsraum" für "Nicht anwendbar" erklären.

²⁵ Include legend unless the Final Terms specify "Prohibition of Sales to Retail Investors in the United Kingdom" as "Not Applicable". The assumption is that if there are potentially sales in the European Economic Area it is likely that there will also potentially be sales in the United Kingdom and *vice versa* such that the United Kingdom Prohibition and European Economic Area Prohibition would both be included unless turned off.

²⁶ Legende einfügen, sofern nicht die Endgültigen Bedingungen das "Verkaufsverbot an Kleinanleger im Vereinigten Königreich" für "Nicht anwendbar" erklären. Es wird davon ausgegangen, dass, wenn es potenziell Verkäufe im Europäischen Wirtschaftsraum gibt, es potenziell auch Verkäufe im Vereinigten Königreich gibt und umgekehrt, sodass sowohl das Verkaufsverbot im Vereinigten Königreich als auch das Verkaufsverbot im Europäischen Wirtschaftsraum einfügen wären, sofern sie nicht unangewendet bleiben.

7. Form of Final Terms – Part II – Other Information

On page 156 of the Prospectus, the content of the subparagraph "*Prohibition of Sales to Retail Investors in the European Economic Area and the United Kingdom*" of the subsection "*Part II – Other Information*" of the section "*Form of Final Terms*" shall be replaced by the following:

"

Prohibition of Sales to Retail Investors in the European Economic Area: ²⁷	[Applicable][Not applicable]
<i>Verkaufsverbot an Kleinanleger im Europäischen Wirtschaftsraum:</i> ²⁸	<i>[Anwendbar][Nicht anwendbar]</i>
Prohibition of Sales to Retail Investors in the United Kingdom: ²⁹	[Applicable][Not applicable]
<i>Verkaufsverbot an Kleinanleger im Vereinigten Königreich:</i> ³⁰	<i>[Anwendbar][Nicht anwendbar]</i>

"

8. Description of the Issuer – Management Board

On page 163 of the Prospectus, the content of the section "*Management Board*" shall be replaced by the following:

"Management Board

The table below lists the members of the Issuer's Management Board as of the date of this Base Prospectus.

Name	Occupation
Iwan Alouisius Antonius Oude Roelink (<i>Chairman</i>)	Director of the Issuer
Richard Ivo Larry van Dijk	Director of the Issuer

No member of the Issuer's Management Board performs any principal activities outside of the Issuer and the Group which is significant with respect to the Issuer.

There are no conflicts of interest or potential conflicts of interest between the members of the Management Board *vis-à-vis* the Issuer and their private interests, membership in governing bodies of companies, or other obligations."

9. Description of the Issuer – Recent developments

On page 164 of the Prospectus, the content of the section "*Recent developments*" shall be replaced by the following:

²⁷ If the Notes clearly do not constitute "packaged" products or the Notes do constitute "packaged" products and a key information document ("**KID**") will be prepared in the European Economic Area, "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no KID will be prepared, "Applicable" should be specified.

²⁸ *Sind die Schuldverschreibungen eindeutig keine "verpackten" Produkte oder die Schuldverschreibungen sind "verpackte" Produkte und es wird ein Basisinformationsblatt ("**KID**") im Europäischen Wirtschaftsraum erstellt, so sollte "Nicht anwendbar" ausgewählt werden. Wenn die Schuldverschreibungen "verpackte" Produkte darstellen und kein KID vorbereitet wird, ist "Anwendbar" auszuwählen.*

²⁹ If the Notes clearly do not constitute "packaged" products or the Notes do constitute "packaged" products and a key information document will be prepared in the United Kingdom, "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no KID will be prepared, "Applicable" should be specified.

³⁰ *Sind die Schuldverschreibungen eindeutig keine "verpackten" Produkte oder die Schuldverschreibungen sind "verpackte" Produkte und es wird ein KID im Vereinigten Königreich erstellt, so sollte "Nicht anwendbar" ausgewählt werden. Wenn die Schuldverschreibungen "verpackte" Produkte darstellen und kein KID vorbereitet wird, ist "Anwendbar" auszuwählen.*

"Recent developments

On 9 July 2020 the Issuer issued two unsecured bonds with an aggregate volume of EUR 1.5 billion. The senior unsecured notes have a maturity of 6 and 10 years, respectively."

10. Description of the Issuer – Trend information and significant changes

On page 164 of the Prospectus, the content of the section "*Trend information and significant changes*" shall be replaced by the following:

"Trend information and significant changes

There has been no material adverse change in the prospects of the Issuer since 31 December 2019.

There has been no significant change in the financial performance of the Issuer since 30 June 2020.

There has been no significant change in the financial position of the Issuer since 30 June 2020."

11. Description of the Issuer – Selected Financial Information for the Issuer

On page 164 of the Prospectus, the content of the section "*Selected Financial Information for the Issuer*" shall be replaced by the following:

"Selected Financial Information for the Issuer

The following selected historical financial information for the Issuer is based on the audited financial statements of Vonovia Finance B.V. for the fiscal years ended 31 December 2019 and 2018 and on the unaudited interim report of Vonovia Finance B.V. as of 30 June 2020 (the "**Vonovia Finance B.V. Financial Statements**") all of which are reproduced elsewhere or incorporated by reference in this Prospectus, and should be read together with them. The Vonovia Finance B.V. Financial Statements were prepared in accordance with Dutch GAAP.

	As of 30 June	As of 31 December	
	2020	2019	2018
<i>(amounts in EUR thousands)</i>	<i>(unaudited)</i>	<i>(audited)</i>	
Fixed assets	16,656,867	15,245,836	14,658,511
Current assets	3,550	219,974	214,094
Total assets	16,660,417	15,465,810	14,872,605
Total shareholder's equity	102,690	81,173	59,342
Hybrid bond	997,325	996,690	995,221
Total capital base	1,100,015	1,077,863	1,054,563
Long-term liabilities			
Liabilities to banks	717,202	217,899	-
Bonds	13,921,384	12,714,111	11,474,634
Derivate financial liabilities	10,448	11,057	7,491
	14,649,034	12,943,067	11,482,125
Total long-term liabilities	15,646,359	13,939,757	12,477,346
Current liabilities	911,368	1,444,880	2,335,917
Total equity and liabilities	16,660,417	15,465,810	14,872,605

12. Description of the Guarantor and the Group – Major Shareholders

On page 166 of the Prospectus, the content of the subsection "*Major Shareholders*" of the section "*General Information on Vonovia SE*" shall be replaced by the following:

Major Shareholders

The Guarantor's share capital as of the date of this Base Prospectus amounts to EUR 565,887,299.00 divided into 565,887,299 ordinary registered shares with no-par value (*Stückaktien*) and is fully paid up.

The shares in the Guarantor are listed on the Frankfurt Stock Exchange and are included in the DAX 30 market index and EURO STOXX 50 market index.

On the basis of the notifications received by the Guarantor as of the date of this Base Prospectus in accordance with the German Securities Trading Act (*Wertpapierhandelsgesetz* - "**WpHG**") and pursuant to information provided by the respective shareholders, the following shareholders directly or indirectly hold more than 3 % of the Guarantor's ordinary shares. The percentage values shown in the table below are based on the amount of voting rights last notified to the Guarantor with regard to the stated reference date by the respective shareholder pursuant to sections 33 *et seq.* WpHG in relation to the Guarantor's share capital as of the date of this Base Prospectus. It should be noted that the number of voting rights last notified could have changed since such notifications were submitted to the Guarantor without requiring the relevant shareholder to submit a corresponding voting rights notification if no notifiable thresholds have been reached or crossed:

Shareholder	Share of voting rights (in %)
BlackRock.....	7.3
Norges Bank	6.3
FMR LLC	3.3
DWS	3.2
Stichting Pensioenfonds (APG)	3.0
Total	23.1

Other shareholders, including those shareholders whose shareholdings represent less than 3 % of the total voting rights in the Guarantor, hold the remaining 76.9 % of the shares of the Guarantor.

All of the Guarantor's shares confer the same voting rights."

13. Description of the Guarantor and the Group – Material agreements

On page 172 of the Prospectus, the content of the subsection "*Notes Issuances*" of the subsection "*Financing Arrangements*" of the section "*Material agreements*" shall be replaced by the following:

Notes Issuances

The table below provides an overview of the maturity profile of the outstanding bonds issued by the Group, as of the date of this Base Prospectus:

Year of Maturity	Amount due in EUR million
2021	500.0
2022	2,100.0
2023	2,185.0
2024	2,000.0
2025	1,500.0
2026	1,950.0

Year of Maturity	Amount due in EUR million
2027	1,000.0
2028	500.0
2029	500.0
2030	1,750.0
2031	0.0
from 2032	1,500.0
Total	15,485.0

"

14. Description of the Guarantor and the Group – Material agreements

On page 173 of the Prospectus, the content of the subsection "*Working Capital Facilities*" of the subsection "*Financing Arrangements*" of the section "*Material agreements*" shall be replaced by the following:

"Working Capital Facilities

On 5 October 2018, the Issuer as borrower and the Guarantor as guarantor entered into an agreement for a revolving working capital facility of EUR 1 billion with Commerzbank Aktiengesellschaft as coordinator and several other financial institutions as arrangers. Vonovia may use the facility as a money market loan to finance the Group's working capital requirements. The facility agreement had an initial term of three years which was extended by one year.

The agreement provides for extraordinary termination rights of the lenders, *inter alia*, in case that the Group no longer satisfies the requirements of certain financial covenants."

15. Description of the Guarantor and the Group – Recent developments

On page 177 of the Prospectus, the content of the section "*Recent developments*" shall be replaced by the following:

"Recent developments

On 3 September 2020 the Guarantor announced the increase of its share capital by the issuance of 17,000,000 new no-par value ordinary registered shares with gross proceeds amount of around EUR 1 billion."

16. Description of the Guarantor and the Group – Trend information and significant changes

On page 177 of the Prospectus, the content of the section "*Trend information and significant changes*" shall be replaced by the following:

"Trend information and significant changes

There has been no material adverse change in the prospects of the Guarantor since 31 December 2019.

There has been no significant change in the financial performance of the Group since 30 September 2020.

There has been no significant change in the financial position of the Guarantor since 30 September 2020."

17. Description of the Guarantor and the Group – Selected Consolidated Financial Information for the Guarantor

On page 177 of the Prospectus, the content of the section "Selected Consolidated Financial Information for the Guarantor" shall be replaced by the following:

"Selected Consolidated Financial Information for the Guarantor

The following selected historical financial information for the Group is based on the audited consolidated financial statements of Vonovia SE for the fiscal years ended 31 December 2019 and 2018 and on the unaudited consolidated interim financial statements of Vonovia SE as of and for the nine-month period ended 30 September 2020 (the "Vonovia Financial Statements") all of which are reproduced elsewhere or incorporated by reference in this Base Prospectus and should be read together with them. The Vonovia Financial Statements were prepared in accordance with International Financial Reporting Standards (IFRS) as adopted in the European Union. The Vonovia Financial Statements were prepared using the cost summary method.

Consolidated income statement data

(amounts in EUR million)	For the nine-month period ended 30 September		For the year ended 31 December	
	<u>2020</u>	<u>2019</u>	<u>2019⁽¹⁾</u>	<u>2018</u>
	<i>(unaudited)</i>		<i>(audited)</i>	
Income from property management	2,340.6	2,153.8	2,910.7	2,708.2
Profit on disposal of properties (IFRS)	127.6	90.4	128.8	232.3
Profit on the disposal of properties (Development) ..	36.6	46.8	52.2	43.3
Net income from fair value adjustments of investment properties.....	1,830.2	2,283.3	4,131.5	3,517.9
Capitalized internal expenses	468.6	500.6	687.2	608.2
Cost of materials	(1,072.3)	(1,070.3)	(1,463.0)	(1,381.0)
Personnel expenses.....	(432.7)	(392.6)	(535.7)	(513.1)
Depreciation and amortization	(66.4)	(2,157.9)	(2,175.8)	(737.9)
Other operating income.....	109.8	77.2	105.7	132.2
Impairment losses on financial assets.....	(22.7)	(21.9)	(28.6)	(21.6)
Gains resulting from the derecognition of financial assets measured at amortized cost.....	0.8	5.2	5.2	1.0
Other operating expenses	(187.7)	(163.0)	(295.3)	(300.0)
Net income from investments accounted for using the equity method.....	0.5	(2.2)	0.6	1.8
Interest income ⁽²⁾	17.5	4.3	8.9	5.8
Interest expenses ⁽²⁾	(310.2)	(328.5)	(417.5)	(420.8)
Other financial result ⁽²⁾	(8.5)	(20.5)	24.0	(2.0)
Earnings before tax	2,831.7	1,004.7	3,138.9	3,874.3
Income taxes	(940.1)	(941.3)	(1,844.6)	(1,471.5)
Profit for the period	1,891.6	63.4	1,294.3	2,402.8

(1) The figures have been adjusted. The total consideration for the acquisition of the Hembla Group was allocated with definitive effect as of 30 June 2020. Compared with the provisional allocation as of 31 December 2019, embedded derivatives in the form of termination options amounting to EUR 78.2 million were also recognized. Inversely, deferred tax liabilities of EUR 16.1 million were recognized. Goodwill was reduced by EUR 62.1 million in comparison as a result. The corresponding prior-year figure was adjusted as of the date of first-time consolidation.

(2) In 2019, adjustments were also made to the consolidated income statement in order to improve the presentation and to separate interest income and interest expenses. An additional item, "other financial result", has been reported in the consolidated income statement since 31 December 2019. As a result of the reporting amendment, financial income (interest income) decreased in the previous period (1 January to 30 June 2019) by EUR 9.1 million and financial expenses (interest expenses) by EUR 21.9 million. For this purpose, the currency effects in the amount of EUR (0.2) million, the income from investments in the amount of EUR 9.1 million, the transaction costs in the amount of EUR (19.5) million as well as the purchase price liabilities from put options/rights to reimbursement in the amount of EUR (2.2) million in the prior-year figures are shown separately under other financial result.

Consolidated balance sheet data

(amounts in EUR million)	As of	As of 31 December	
	30 September	2019 ⁽¹⁾	2018
	2020		
	(unaudited)	(audited)	
Total non-current assets	57,881.8	55,082.8	47,639.6
Total current assets.....	2,763.6	1,431.0	1,748.0
Total assets.....	60,645.4	56,513.8	49,387.6
Total equity attributable to the Guarantor's shareholders	21,540.3	19,308.3	17,880.2
Equity attributable to hybrid capital investors.....	1,031.5	1,001.6	1,001.6
Total equity attributable to the Guarantor's shareholders and hybrid capital investors.....	22,571.8	20,309.9	18,881.8
Non-controlling interests.....	813.2	759.8	782.3
Total equity.....	23,385.0	21,069.7	19,664.1
Total non-current liabilities.....	34,545.7	31,762.1	25,577.8
Total current liabilities	2,714.7	3,682.0	4,145.7
Total liabilities.....	37,260.4	35,444.1	29,723.5
Total equity and liabilities	60,645.4	56,513.8	49,387.6

(1) The figures have been adjusted. The total consideration for the acquisition of the Hembra Group was allocated with definitive effect as of 30 June 2020. Compared with the provisional allocation as of 31 December 2019, embedded derivatives in the form of termination options amounting to EUR 78.2 million were also recognized. Inversely, deferred tax liabilities of EUR 16.1 million were recognized. Goodwill was reduced by EUR 62.1 million in comparison as a result. The corresponding prior-year figure was adjusted as of the date of first-time consolidation.

"

18. Subscription and Sale – Prohibition of Sales to EEA and UK Retail Investors

On page 182 of the Prospectus, the content of the section "*Prohibition of Sales to EEA and UK Retail Investors*" shall be replaced by the following:

"Prohibition of Sales to EEA Retail Investors

Unless the Final Terms in respect of any Notes specify the "*Prohibition of Sales to EEA Retail Investors*" as "*Not Applicable*", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Base Prospectus as completed by the Final Terms in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression "retail investor" means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or
 - (ii) a customer within the meaning of Directive 2016/97/EU as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - (iii) not a qualified investor as defined in the Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"); and
- (b) the expression "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the relevant Final Terms in respect of any Notes specify "*Prohibition of Sales to European Economic Area*" as "*Not Applicable*", in relation to each Member State of the EEA (each, a "**Relevant State**"), each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Base Prospectus as completed by the final terms in relation thereto to the public in that Relevant State except that it may make an offer of such Notes to the public in that Relevant State:

- (a) if the Final Terms in relation to the Notes specify that an offer of those Notes may be made other than pursuant to Article 1(4) of the Prospectus Regulation in that Relevant State ("**Non-exempt Offer**"), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, provided that any such prospectus has subsequently been completed by the Final Terms contemplating such Non-exempt Offer, in accordance with the Prospectus Regulation, in the period beginning and ending on the dates specified in such prospectus or Final Terms, as applicable and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- (c) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Notes referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression "**offer of Notes to the public**" in relation to any Notes in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes and the expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129."

19. Subscription and Sale – United Kingdom of Great Britain and Northern Ireland ("United Kingdom")

On page 183 of the Prospectus, the content of the section "*United Kingdom of Great Britain and Northern Ireland ("United Kingdom")*" shall be replaced by the following:

"United Kingdom

Prohibition of Sales to UK Retail Investors

Unless the Final Terms in respect of any Notes specifies "*Prohibition of Sales to UK Retail Investors*" as "*Not Applicable*", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Base Prospectus as completed by the Final Terms in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression retail investor means a person who is one (or more) of the following:
 - (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or
 - (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or
 - (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "**UK Prospectus Regulation**"); and
- (b) the expression "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the Final Terms in respect of any Notes specifies "*Prohibition of Sales to UK Retail Investors*" as "*Not Applicable*", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Notes which are the subject

of the offering contemplated by this Base Prospectus as completed by the final terms in relation thereto to the public in the United Kingdom except that it may make an offer of such Notes to the public in the United Kingdom:

- (a) if the Final Terms in relation to the Notes specify that an offer of those Notes may be made other than pursuant to section 86 of the FSMA (a "**Public Offer**"), following the date of publication of a prospectus in relation to such Notes which either (i) has been approved by the Financial Conduct Authority, or (ii) is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provision in Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019, provided that any such prospectus has subsequently been completed by Final Terms contemplating such Public Offer, in the period beginning and ending on the dates specified in such prospectus or Final Terms, as applicable, and the Issuer has consented in writing to its use for the purpose of that Public Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;
- (c) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation) in the United Kingdom subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances falling within section 86 of the FSMA,

provided that no such offer of Notes referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression "**offer of Notes to the public**" in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes and the expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

Other regulatory restrictions

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (i) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and
- (ii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom."

20. Documents incorporated by reference

On page 187 of the Prospectus, the content of the section "*Documents incorporated by reference*" up to the table of documents incorporated by reference shall be replaced with the following:

"

DOCUMENTS INCORPORATED BY REFERENCE

The pages specified below of the following documents, which have been published previously or are published simultaneously with this Base Prospectus and which have been filed with the CSSF, are incorporated by reference into this Base Prospectus:

- (i) the audited non-consolidated financial statements of the Issuer as of and for the fiscal year ended 31 December 2019 including the independent auditor's report in respect thereof (the "**Vonovia Finance B.V. Financial Statements 2019**");
- (ii) the audited non-consolidated financial statements of the Issuer as of and for the fiscal year ended 31 December 2018 including the independent auditor's report in respect thereof (the "**Vonovia Finance B.V. Financial Statements 2018**");

- (iii) the unaudited non-consolidated interim financial statements (prepared in accordance with Dutch GAAP) of the Issuer (the "**Vonovia Finance B.V. H1 Report 2020**") as of and for the six-month period ended 30 June 2020;
- (iv) the Annual Report 2019 of the Guarantor (the "**Vonovia SE Annual Report 2019**"), containing the English language translation of the respective German language audited consolidated financial statements of Vonovia SE as of and for the year ended December 31, 2019 and the independent auditor's report (*Bestätigungsvermerk des unabhängigen Abschlussprüfers*) in respect thereof;
- (v) the Annual Report 2018 of the Guarantor (the "**Vonovia SE Annual Report 2018**"), containing the English language translation of the respective German language audited consolidated financial statements of Vonovia SE as of and for the year ended December 31, 2018 and the independent auditor's report (*Bestätigungsvermerk des unabhängigen Abschlussprüfers*) in respect thereof;
- (vi) the unaudited consolidated Interim Financial Report (prepared in accordance with IFRS) of the Guarantor (the "**Vonovia SE Q1 Report 2020**") as of and for the three-month period ended 31 March 2020;
- (vii) the unaudited consolidated Interim Financial Report (prepared in accordance with IFRS) of the Guarantor (the "**Vonovia SE Q3 Report 2020**") as of and for the nine-month period ended 30 September 2020;
- (viii) the condensed valuation report of the determination of fair value of Vonovia's German and Austrian portfolio as at 31 December 2019 (the "**Valuation Report Germany and Austria**");
- (ix) the valuation summary of the determination of fair value of the Victoria Park portfolio at 31 December 2019 (the "**Valuation Summary Victoria Park**"); and
- (x) the valuation summary of the determination of fair value of the Hembla AB portfolio at 31 December 2019 (the "**Valuation Summary Hembla**").

Any information not incorporated by reference into this Base Prospectus according to the following tables but contained in one of the documents mentioned above is either not relevant for the investor or covered in another part of the Base Prospectus.

(i) Extracted from: Vonovia Finance B.V. Financial Statements 2019

Balance Sheet as of 31 December 2019	pages 12 - 13
Income Statement for the Year from January 1 to December 31, 2019	page 14
Statement of Cash Flows for the Year from January 1 to December 31, 2019	page 15
Notes to the financial statements 2019.....	pages 16 - 36
Independent Auditor's Report	pages 38 - 42

(ii) Extracted from: Vonovia Finance B.V. Financial Statements 2018

Balance Sheet as of 31 December 2018	pages 10 - 11
Income Statement for the Year from January 1 to December 31, 2018	page 12
Statement of Cash Flows for the Year from January 1 to December 31, 2018	page 13
Notes to the financial statements 2018.....	pages 14 - 37
Independent Auditor's Report	pages 38 - 43

(iii) Extracted from: Vonovia Finance B.V. H1 Report 2020

Balance Sheet as of 30 June 2020	pages 10 - 11
Income Statement for the Period from January 1 to June 30, 2020.....	page 12
Statement of Cash Flows for the Period from January 1 to June 30, 2020.....	page 13
Notes to the Unaudited Interim Financial Statements 2020	pages 14 - 34
Review Report	pages 36

(iv) Extracted from: Vonovia SE Annual Report 2019

Consolidated Income Statement.....	page 140
Consolidated Statement of Comprehensive Income	page 141
Consolidated Balance Sheet.....	pages 142 - 143
Consolidated Cash Flow Statement	pages 144 - 145
Consolidated Statement of Changes in Equity	pages 146 - 147
Notes	pages 148 - 231
List of Vonovia's shareholdings	pages 234 - 248
Independent Auditor's Report	pages 252 - 258

(v) Extracted from: Vonovia SE Annual Report 2018

Consolidated Income Statement.....	page 148
Consolidated Statement of Comprehensive Income	page 149
Consolidated Balance Sheet.....	pages 150 - 151
Consolidated Cash Flow Statement	pages 152 - 153
Consolidated Statement of Changes in Equity	pages 154 - 155
Notes	pages 156 - 237
List of Vonovia's shareholdings	pages 240 - 251
Independent Auditor's Report	Pages 255 - 262

(vi) Extracted from: Vonovia SE Q1 Report 2020

Consolidated Income Statement.....	page 20
Consolidated Statement of Comprehensive Income	page 21
Consolidated Balance Sheet.....	pages 22 - 23
Consolidated Cash Flow Statement	pages 24 - 25

(vii) Extracted from: Vonovia SE Q3 Report 2020

Consolidated Income Statement.....	page 22
Consolidated Statement of Comprehensive Income	page 23
Consolidated Balance Sheet.....	pages 24 - 25
Consolidated Cash Flow Statement	pages 26 - 27

(viii) Valuation Report Germany and Austria

Summary of Valuation Conclusions	page V-2 – V-3
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Asset Holdings - Germany.....	pages V-10 – V-14
Asset Holdings - Abroad.....	pages V-15 – V-17
Explanation of Valuation	pages V-18 – V-39
Valuation Conclusions	pages V-40 – V-43

(ix) Valuation Report Victoria Park

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Valuation Methodology	pages 9 - 11
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(x) Valuation Report Hembra

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Valuation Methodology	pages 9 - 10
Market.....	pages 11 - 17
Portfolio Summary.....	page 18

All of these pages shall be deemed to be incorporated by reference into, and to form part of, this Base Prospectus.

Copies of documents incorporated by reference in this Base Prospectus may be obtained (without charge) from the registered office of the Issuer and the website of the Luxembourg Stock Exchange (www.bourse.lu).

Electronic versions of the documents incorporated by reference are also available on the website of Vonovia (<https://www.vonovia.de>) and can be accessed by using the following hyperlinks:

1. Vonovia Finance B.V. Financial Statements 2019
<https://www.vonoviofinance.nl/-/media/internet-media-library/vonovia/microsites/finance-vfbv/downloads/annual-report-2019.pdf>
2. Vonovia Finance B.V. Financial Statements 2018
<https://www.vonoviofinance.nl/-/media/internet-media-library/vonovia/microsites/finance-vfbv/downloads/annual-report-2018.pdf>
3. Vonovia Finance B.V. H1 Report 2020
<https://www.vonoviofinance.nl/-/media/internet-media-library/vonovia/microsites/finance-vfbv/downloads/vonovia-finance-bv-hj2020.pdf>
4. Vonovia SE Annual Report 2019
https://reports.vonovia.de/2019/annual-report/_assets/downloads/entire_vonovia_ar19.pdf
5. Vonovia SE Annual Report 2018
https://reports.vonovia.de/2018/annual-report/servicepages/downloads/files/entire_vonovia_ar18.pdf
6. Vonovia SE Q1 Report 2020
https://reports.vonovia.de/2020/q1/en/_assets/downloads/entire_vonovia_ir1_20.pdf
7. Vonovia SE Q3 Report 2020
https://reports.vonovia.de/2020/q3/en/_assets/downloads/entire-vonovia-ir320.pdf
8. Valuation Report Germany and Austria
https://www.vonoviofinance.nl/-/media/internet-media-library/vonovia/microsites/finance-vfbv/downloads/rules-of-procedure-25042030/20200219_final-cr-vna-q4-2019.pdf

9. Valuation Summary Victoria Park

<https://www.vonoviafinance.nl/-/media/internet-media-library/vonovia/microsites/finance-vfbv/downloads/rules-of-procedure-25042030/report-victoria-park-20191231-excl-appendix.pdf>

10. Valuation Summary Hembla

<https://www.vonoviafinance.nl/-/media/internet-media-library/vonovia/microsites/finance-vfbv/downloads/rules-of-procedure-25042030/valuation-report-hembla-as-per-20191231-excl-ap-1.pdf>

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NAMES AND ADDRESSES

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