

Annual General Meeting 2019

Deutsche Wohnen SE
Berlin

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Annual General Meeting of Deutsche Wohnen SE,
on Tuesday, 18 June 2019, at 10:00 a.m. (CEST)

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

Explanations of the Rights of Shareholders (pursuant to Article 56 Regulation (EG) No. 2157/2001 [SE-VO], section 50 para. 2 SE Implementation Act [SEIA], section 122 para. 2, section 126 para. 1, section 127, section 131 para. 1 AktG)

The relevant provisions for publicly listed companies headquartered in Germany, particularly the German Commercial Code (*HGB*) and the German Stock Corporation Act (*AktG*), apply to the Deutsche Wohnen SE (the “**Company**”) based on the reference norms of Article 5, Article 9 para. 1 c) ii), Article 53 as well as Article 61 SE-Regulation, unless other specific provisions of the SE-Regulations provide otherwise.

The invitation to the annual general meeting already contains explanations of the rights of shareholders pursuant to Article 56 SE-VO, section 50 para. 2 SEIA, section 122 para. 2, section 126 para. 1, section 127, section 131 para. 1 AktG.

The following explanations shall provide additional explanations on these rights.

1. Motions by shareholders to supplement the agenda pursuant to Article 56 sentences 2 and 3 SE-VO, section 50 para. 2 SEIA, section 122 para. 2 AktG

One or several shareholders whose collective holdings equate to five percent of the share capital or the proportionate amount of EUR 500,000.00 (equal to 500,000 shares) may request that items be placed on the agenda and announced. According to Article 56 sentence 3 SE-Regulation in conjunction with Section 50 para. 2 SE-Implementation Act for additional requests of shareholders of a European company (SE) is required; Section 50 para. 2 SE-Implementation Act corresponds to the provision of Section 122 para. 2 Stock Corporation Act (*AktG*). The requirement in case of German stock companies to prove a holding period of at least 90 days prior to the day the request is received and until the final decision of the management board, does not apply to the shareholders of the company (Article 56 SE-VO in conjunction with section 50 para 2 SEIA). Each new agenda item must be accompanied by a statement of reasons or a draft resolution.

Such a request to add an item to the agenda shall be addressed to the Management Board in writing and must be received by the Company at the latest by **midnight (24:00) CEST on Saturday, 18 May 2019**. Requests that do not arrive by this deadline shall not be considered. Please send any requests to add agenda items to the following address:

Deutsche Wohnen SE
Management Board
Mr. Dirk Sonnberg
Mecklenburgische Straße 57
14197 Berlin

Motions to supplement the agenda that are to be announced will be announced promptly after receipt of the motion in the Federal Gazette and will be submitted for publication to such media for which it may be expected that they will disseminate the information across the European Union. They will also be announced on the internet on the Company's website at <https://ir.deutsche-wohnen/agm>. and will be communicated to the shareholders pursuant to section 125 para. 1 sentence 3, para. 2 AktG.

2. Countermotions by shareholders pursuant to Sections 126, 127 AktG

Every shareholder has the right to file a countermotion against the proposals of the Management Board and/or the Supervisory Board at the Annual General Meeting or submit election proposals on specific items of the agenda. Such countermotions do not have to be accompanied by a statement of reasons. Countermotions, nominations or other requests regarding the Annual General Meeting should be sent only to the following address:

Deutsche Wohnen SE
Legal/Compliance
Mecklenburgische Straße 57
14197 Berlin
Fax: + 49 (0) 30 89 786-5499
E-mail: compliance@deuwo.com

Countermotions or election proposals sent to a different address will not be published.

A counterproposal and any supporting information need not be made available if:

1. the Management Board would by reason of such availability become criminally liable;
2. the counterproposal would result in a resolution of the shareholders' meeting that would be illegal or would violate the articles;
3. the supporting information contains statements which are manifestly false or misleading in material respects or which are libelous;
4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a shareholders meeting of the company pursuant to Section 125;
5. the same counterproposal of such shareholder based on essentially identical supporting information has already been made available pursuant to Section 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favor of such counterproposal;
6. the shareholder indicates that he / she will neither attend nor be represented at the shareholders' meeting; or
7. within the past two years at two shareholders' meetings the shareholder has failed to make a counterproposal he / she has submitted or failed to cause said counterproposal to be made.

These principles apply mutatis mutandis to a nomination by a shareholder for the election of members of the Supervisory Board or independent auditors. In addition, proposals for the election of members

of the Supervisory Board or auditors do not need to be made available if they do not state the name, actual profession and place of residence of the candidates, in case of legal persons its legal name and registered seat. Nominations for the election of Supervisory Board members do not need to be made available if they are not accompanied by details on the membership in other Supervisory Boards whose establishment is required by law; they should include details on their membership in comparable domestic and foreign controlling bodies of business enterprises.

Any possible reasoning for countermotions does not need to be made available if it exceeds a total of 5,000 characters. If several shareholders file countermotions regarding the same agenda item, the Management Board may aggregate such countermotions and their possible reasoning.

Countermotions or election proposals by shareholders, including such shareholders' names and reasoning that has to be made available, will be published on the internet on the Company's website at <https://ir.deutsche-wohnen.com/agm>. Only countermotions or election proposals to agenda items of this Annual General Meeting will be taken into account and must be received by the Company at the latest by **midnight (24:00) CEST on Monday, 3 June 2019** at the address specified above. Potential comments by the Management Board and/or the Supervisory Board will also be published under the internet address mentioned above.

3. Entitlement to information pursuant to Section 131 para. 1 AktG

Every shareholder is entitled to information from the Management Board on the company affairs, including the company's legal and business relations with any affiliated companies, upon request in the Annual General Meeting to the extent that it is required to make an informed judgment on any given agenda item. If a company makes use of the simplified procedure pursuant to section 266 para. 1 sentence 3, section 276 or section 288 HGB, each shareholder may request that the annual financial statements be presented to him at the Annual General Meeting on such annual financial statements in the form which would have been used if such provision on simplified procedure were not applied. A parent company's (section 290 paras. 1 and 2 HGB) management board's duty to inform the Annual General Meeting that considers the consolidated financial statement and consolidated management report shall extend to the outlook of the group and the companies included in the consolidated financial statements.

The Management Board is authorized to refuse information pursuant to section 131 para. 3 AktG if,

1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the Company or an affiliated company;
2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;
4. with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of section 264 para. 2 HGB; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;
5. if provision thereof would render the Management Board criminally liable;
6. if in the case of a credit institution or financial services institution information about the applied balance sheet and valuation methods or calculations made in the annual financial

statements, the management report, the consolidated annual financial statement or the group's management report need not be given;

7. if the information is continuously available on the company's website seven or more days prior to the shareholders' meeting as well as during the meeting.

The provision of information may not be denied for other reasons.

If information has been provided outside a shareholders' meeting to a shareholder by reason of his status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The Management Board may not refuse to provide such information on the grounds of the aforementioned Section 131 para. 3 no. 1 – 4 AktG. A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.

In addition, pursuant to Article 13 para. 9 of the articles of association of the Company, the chairman of the meeting can limit the shareholders' right to pose questions and speak as appropriate; in particular, he is authorized to determine the time frame for the meeting, discussions on individual items of the agenda or for individual questions or comments.

Disclaimer

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