

Virtual General Meeting of home24 SE on June 17, 2021

**Explanations regarding the Rights of Shareholders pursuant to Articles 53, 56 of the SE-Regulation, Section 50 para. 2 of the German SE Implementation Act, Sections 122 para. 2, 126 para. 1 and 127 of the German Stock Corporation Act as well as Section 1 of the COVID-19 Mitigation Act**

**1. Motions by shareholders to supplement the agenda pursuant to Article 56 of the SE-Regulation in conjunction with Section 50 para. 2 of the German SE Implementation Act**

Shareholders whose shares, alone or in aggregate, represent one-twentieth of the share capital or amount to EUR 500,000.00 may demand that items are added to the agenda and published. Each new item must be accompanied by a reasoning or a draft resolution.

Motions to supplement the agenda must be submitted to the Management Board in writing and must be received by the company at least 30 days before the Virtual General Meeting – not taking into account the date of receipt and the date of the Virtual General Meeting – i.e., no later than

**May 17, 2021**  
(24:00 CEST).

Motions to supplement the agenda received thereafter will not be taken into account. The shareholders are kindly asked to direct such motions to supplement the agenda to the following address:

home24 SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany

Motions to supplement the agenda that must be published will be published in the Federal Gazette and will be submitted for publication to such media for which it can be expected that they will disseminate the information across the European Union promptly after receipt of the motion. They will also be announced on the website of home24 SE at

<https://www.home24.com/hv>

and will be communicated to the shareholders.

## *Convenience Translation*

The provisions of the SE-Regulation, the German SE Implementation Act and the German Stock Corporation Act underlying these shareholders' rights are as follows:

### *Article 56 of the SE-Regulation – Amendment of the agenda*

One or more shareholders may request that one or more additional items are added to the agenda of a general meeting, provided their aggregate shares amount to at least 10% of the subscribed share capital. The proceedings and time limits applicable to such requests are laid down by the national laws of the state where the SE is domiciled or, if no such provisions exist, by the articles of association of the SE. The articles of association or the laws of the state where the SE is domiciled may provide for a lower percentage under the same conditions as applicable to stock corporations.

### *Section 50 para. 2 of the German SE Implementation Act – Convocation and amendment of the agenda upon request of a minority (excerpt)*

- (2) One or more shareholders whose aggregate shares amount to no less than 5% of the share capital or represent an amount of the share capital corresponding to 500,000 euros may request an amendment of the agenda of a general meeting by one or more items.

### *Section 122 of the German Stock Corporation Act – Convocation upon request of a minority (excerpt)*

- (2) In the same manner, shareholders whose aggregate shares amount to no less than one-twentieth of the share capital or represent an amount of the share capital corresponding to 500,000 euros, may demand that items are added to the agenda and published. Each new item must be accompanied by a reasoning or a draft proposal. The request within the meaning of sentence 1 must be received by the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt is not taken into account in this calculation.

## **2. Countermotions pursuant to Article 53 of the SE-Regulation in conjunction with Section 126 of the German Stock Corporation Act, Section 1 para. 2 sentence 4 COVID-19 Mitigation Act**

Shareholders may also submit countermotions to proposals from the management board and/or the supervisory board for specific agenda items to the company. Countermotions must include a reasoning.

Countermotions by shareholders that have been received by the company at the address specified below at least 14 days before the Virtual General Meeting – the date of receipt and the date of the Virtual General meeting are taken into account –, i.e. no later than

**June 2, 2021**  
(24:00 CEST)

## *Convenience Translation*

will promptly be made available on the website of home24 SE at

<https://www.home24.com/hv>

along with the name of the shareholder as well as any reasoning and/or comment by the administration (Article 53 of the SE-Regulation in conjunction with Section 126 para. 1 sentence 3 of the German Stock Corporation Act).

Motions by shareholders which are to be made accessible pursuant to Section 126 para. 1 sentence 1 of the German Stock Corporation Act shall be deemed to have been made at the Annual General Meeting according to Section 1 para. 2 sentence 4 COVID-19 Mitigation Act, if the shareholder submitting the motion is duly authorized and has registered in good time for the Annual General Meeting. It does not affect the right of the chairman of the meeting to have the management's proposals put to the vote first. If the management proposals are adopted with the necessary majority, the counterproposals will be deemed to have been dealt with.

The company may refrain from making available a countermotion (including any reasoning) if circumstances for exclusion set forth in Section 126 para. 2 of the German Stock Corporation Act apply.

Countermotions (including any reasoning) by shareholders for the Virtual General Meeting must be directed exclusively to the following address:

home24 SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
E-Mail: [antraege@linkmarketservices.de](mailto:antraege@linkmarketservices.de)

Countermotions addressed otherwise will not be made available.

Countermotions cannot be filed during the general election.

The provisions of the German Stock Corporation Act underlying these shareholders' rights, which also specify under which conditions counterproposals need not be made available, are as follows:

### *Section 126 of the German Stock Corporation Act – Motions by shareholders*

- (1) Motions by shareholders, including the shareholder's name, the reasoning, and the management's position, if any, must be made available to the beneficiaries mentioned in Section 125 para. 1 through 3 under the conditions specified therein, if the shareholder transmitted to the company a counterproposal to a proposal of the management board and the supervisory board regarding a specific item on the agenda, together with a reasoning, to the address designated for this purpose in the convocation at least 14 days prior to the meeting. The day of

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receipt is not taken into account. For publicly listed companies, the accessibility is to be provided over the website of the company. Section 125 para. 3 applies mutatis mutandis.

- (2) A counterproposal and its supporting information need not be made available if:
1. the management board would become criminally liable by granting accessibility;
  2. the counterproposal would result in a resolution of the general meeting that would be illegal or would violate the articles of association;
  3. the reasoning contains statements which are obviously false or misleading in material respects or if it contains insults;
  4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a general meeting of the company pursuant to Section 125;
  5. the same counterproposal of such shareholder based on essentially the same reasoning was already made available pursuant to Section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favor of such counterproposal;
  6. such shareholder indicates that he will neither attend nor be represented at the general meeting; or
  7. within the past two years at two general meetings such shareholder has failed to submit, or cause to be submitted, a counterproposal he transmitted.

The supporting information need not be made available if it exceeds a total of 5,000 characters.

- (3) If several shareholders submit counterproposals with respect to the same resolution item, the management board may combine such counterproposals and the respective reasoning.

### *Section 127 of the German Stock Corporation Act – Election proposals by shareholders (excerpt)*

Section 126 applies mutatis mutandis to a nomination by a shareholder for the election of members of the supervisory board or auditors. Such nomination need not be supported by a reasoning. The management board is not required to make such nomination accessible if the nomination does not contain information pursuant to Section 124 para. 3 sentence 4 and Section 125 para. 1 sentence 5.

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*Section 124 para. 3 sentence 4 of the German Stock Corporation Act:*

The proposal for the election of members of the supervisory board or auditors must state their names, practiced profession and place of residence.

*Section 125 para. 1 sentence 5 of the German Stock Corporation Act:*

In case of publicly listed companies, any nomination for the election of members of the supervisory board must be accompanied by information on the membership in other legally required supervisory boards; information on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.

### **3. Election proposals by shareholders pursuant to Article 53 of the SE-Regulation in conjunction with the Sections 126 and 127 of the German Stock Corporation Act, Section 1 para. 2 sentence 4 COVID-19 Mitigation Act**

Every shareholder has the right to submit election proposals for the elections on the agenda (agenda item 4 and 5) at the Virtual General Meeting. Election proposals from shareholders who have submitted them to the Company at the address given below at least 14 days before the Virtual General Meeting not counting the day of receipt and the day of the Virtual General Meeting at by the latest

**June 2, 2021**  
(24:00 CEST)

will be made available without undue delay including the name of the shareholder as well as any statement of reason and/or comments at

<https://www.home24.com/hv>

(Article 53 of the SE-Regulation in conjunction with Section 126 para. 1 sentence 3, Section 127 sentence 1 of the German Stock Corporation Act).

Election proposals by shareholders which are to be made accessible pursuant to Section 127 sentence 1 in conjunction with Section 126 para. 1 sentence 1 of the German Stock Corporation Act shall be deemed to have been made at the Annual General Meeting according to Section 1 para. 2 sentence 4 COVID-19 Mitigation Act, if the shareholder submitting the election proposal is duly authorized and has registered in good time for the Annual General Meeting. It does not affect the right of the chairman of the meeting to have the management's proposals put to the vote first. If the management proposals are adopted with the necessary majority, election proposals by shareholders will be deemed to have been dealt with.

The company may refrain from making available an election proposal if circumstances for exclusion set forth in Section 126 para. 2 or Section 127 sentence 3 of the German Stock Corporation Act apply.

## *Convenience Translation*

Election proposals by shareholders for the Virtual General Meeting must be directed exclusively to the following address:

home24 SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
E-Mail: [antraege@linkmarketservices.de](mailto:antraege@linkmarketservices.de)

Election proposals addressed otherwise will not be made available.

Election proposals cannot be filed during the Virtual General Meeting.

The provisions of the German Stock Corporation Act underlying these shareholders' rights, which also specify under which conditions election proposals need not be made available, are as follows:

### *Section 127 of the German Stock Corporation Act – Election proposals by shareholders (excerpt)*

Section 126 applies mutatis mutandis to a nomination by a shareholder for the election of members of the supervisory board or auditors. Such nomination need not be supported by a reasoning. The management board is not required to make such nomination accessible if the nomination does not contain information pursuant to Section 124 para. 3 sentence 4 and Section 125 para. 1 sentence 5.

### *Section 126 of the German Stock Corporation Act – Motions by shareholders*

- (1) Motions by shareholders, including the shareholder's name, the reasoning, and the management's position, if any, must be made available to the beneficiaries mentioned in Section 125 para. 1 through 3 under the conditions specified therein, if the shareholder transmitted to the company a counterproposal to a proposal of the management board and the supervisory board regarding a specific item on the agenda, together with a reasoning, to the address designated for this purpose in the convocation at least 14 days prior to the meeting. The day of receipt is not taken into account. For publicly listed companies, the accessibility is to be provided over the website of the company. Section 125 para. 3 applies mutatis mutandis.
- (2) A counterproposal and its supporting information need not be made available if:
  1. the management board would become criminally liable by granting accessibility;
  2. the counterproposal would result in a resolution of the general meeting that would be illegal or would violate the articles of association;

## *Convenience Translation*

3. the reasoning contains statements which are obviously false or misleading in material respects or if it contains insults;
4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a general meeting of the company pursuant to Section 125;
5. the same counterproposal of such shareholder based on essentially the same reasoning was already made available pursuant to Section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favor of such counterproposal;
6. such shareholder indicates that he will neither attend nor be represented at the general meeting; or
7. within the past two years at two general meetings such shareholder has failed to submitted, or cause to be submitted, a counterproposal he transmitted.

The supporting information need not be made available if it exceeds a total of 5,000 characters.

- (3) If several shareholders submit counterproposals with respect to the same resolution item, the management board may combine such counterproposals and the respective reasoning.

### *Section 127 of the German Stock Corporation Act – Election proposals by shareholders (excerpt)*

Section 126 applies mutatis mutandis to a nomination by a shareholder for the election of members of the supervisory board or auditors. Such nomination need not be supported by a reasoning. The management board is not required to make such nomination accessible if the nomination does not contain information pursuant to Section 124 para. 3 sentence 4 and Section 125 para. 1 sentence 5.

### *Section 124 para. 3 sentence 4 of the German Stock Corporation Act – Notice by publication of demands for amendment; guidance regarding resolutions*

The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence.

### *Section 125 para. 1 sentence 5 of the German Stock Corporation Act – Notifications for the stockholders and to members of the supervisory board*

In the case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable

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supervisory committees of business enterprises within Germany and abroad should be attached.

#### **4. Right to ask questions pursuant to Article 53 of the SE-Regulation in conjunction with Section 1 para. 2 sentence 1 no. 3, sentence 2 of the COVID-19 Mitigation Act**

Pursuant to the provisions of Section 1 para. 2 sentence 1 no. 2, sentence 3 of the COVID-19 Mitigation Act, shareholders can submit questions via electronic communication in connection with the general meeting, provided that this right to ask questions does not result in a right to receive answers.

The management board, with the consent of the supervisory board, has resolved that questions must be submitted ahead of the Virtual General Meeting no later than

**June 15, 2021**  
(24:00 CEST)

via electronic communication in the German language through the password protected online portal on the Company's website at

<https://www.home24.com/hv>

using the designated procedure.

The management board will decide at its own discretion how it answers questions submitted by the shareholders in due time.

There is no option to ask questions after the deadline has expired or during the general meeting. The questions will be answered "during" the general meeting, unless questions have been answered beforehand on the company's website at

<https://www.home24.com/hv>

The provisions of the COVID-19 Mitigation Act underlying these shareholders' rights, which also govern under which circumstances the management board may refuse to answer questions, are as follows:

#### *Section 1 para. 2 of the COVID-19 Mitigation Act*

- (2) The management board can stipulate that the general meeting is held as a virtual meeting without the physical presence of shareholders or their representatives, if
  1. the entire general meeting is transmitted by video and audio;
  2. voting by the shareholders via electronic communication (postal vote or electronic participation) as well as the granting of power of attorney are possible;



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3. shareholders have the right to ask questions via electronic communication;
4. in deviation from Section 245 no. 1 of the German Stock Corporation Act, shareholders who have exercised their voting rights pursuant to no 2 have the option to file objections against resolutions of the general meeting without having to appear in the general meeting.

The management board determines in its sole, dutiful discretion how to answer questions; it can also stipulate that questions must be submitted via electronic communication no later than one day prior to the meeting.

Berlin, May 2021

home24 SE  
– The Management Board –

### ***Disclaimer***

*This is a convenience translation of the German language explanations regarding the rights of shareholders of home24 SE, which is provided to English-speaking readers for informational purposes only. Only the German version of this document is legally binding. No warranty is made as to the accuracy of this translation and home24 SE assumes no liability whatsoever with respect thereto.*