

# Annual General Meeting 2021

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**Deutsche Wohnen SE, Berlin** (ISIN DE000A0HN5C6, WKN A0HN5C)

**Annual General Meeting of Deutsche Wohnen SE (virtual Annual General Meeting),  
on Tuesday, 1 June 2021, at 10:00 a.m. (CEST)**

## **Information on Agenda item 8: Remuneration and Remuneration System for the members of the Supervisory Board of Deutsche Wohnen SE**

Keeping the existing fixed compensation for members of the Supervisory Board while taking into account the proposed increase in compensation for membership and chairmanship of committees of the Supervisory Board put to the vote under agenda item 8, the system for remuneration of members of the Supervisory Board is as follows:

The system of compensation for members of the Supervisory Board is based on statutory requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code. The remuneration of the members of the Supervisory Board shall be balanced overall and shall be commensurate with the responsibilities and tasks of the members of the Supervisory Board and the situation of the company, taking into account the remuneration arrangements of other large listed companies. At the same time, adequate and appropriate remuneration plays an important role in competing for outstanding individuals to be appointed to the Supervisory Board and thus for the best possible supervision and advice of the Management Board. These factors in turn are a prerequisite for a long-term success of the company. The members of the Supervisory Board shall continue to receive a purely function-related fixed remuneration in accordance with Clause G.18 of the German Corporate Governance Code. No performance-related remuneration or financial or non-financial performance criteria are provided for. This best reflects the independent supervisory and advisory function of the Supervisory Board, which is not geared to short-term corporate success but to the long-term development of the company. The extent of the workload and liability risk of the members of the Supervisory Board does not generally develop in parallel with the business success of the company or the earnings situation of the company. Rather, it is precisely in economically difficult times, when variable remuneration components generally decline, that the members of the Supervisory Board need to perform their advisory and supervisory function particularly intensively.

Each ordinary member of the Supervisory Board receives an annual remuneration of EUR 75,000. The chairperson of the Supervisory Board receives triple this amount and a deputy chairperson receives one-and-a-half times the remuneration of an ordinary member. In addition, each member of the audit committee receives a fixed sum of EUR 20,000 per business year, the chairperson of the audit committee receives EUR 45,000 per business year. Membership in other committees of the Supervisory Board is remunerated at EUR 7,500 per business year, with the respective chairperson in each case receiving double. If any business year is shorter than twelve months, the remuneration will be paid pro rata temporis. Supervisory Board members who are not on the Supervisory Board or a committee for the whole of a business year or who have respectively not held the chair or deputy chair of the Supervisory Board or the chair of a committee for the whole of a business year, receive the remuneration pro rata temporis for each commenced calendar month of their office. The sum of all remuneration payments plus the remuneration for membership of supervisory boards and comparable control bodies of Group companies may not exceed an amount of EUR 300,000 (without any VAT which may be payable) per calendar year per Supervisory Board member, regardless of the number of committee memberships and functions. Remuneration shall be paid for the respective past business year after the ordinary Annual General Meeting.

In addition to the function-related fixed remuneration the company reimburses the Supervisory Board members for cash out-of-pocket expenses incurred in the performance of their duties. VAT will be reimbursed by the company to the extent that the members of the Supervisory Board are entitled to bill the company separately for VAT and make use of this right.

Furthermore, the members of the Supervisory Board will be included in any D&O liability insurance policy for board members maintained by the company in the company's interests that will provide reasonable coverage against financial damages. The premiums for this insurance policy shall be paid by the company.

The Annual General Meeting shall determine the remuneration of the members of the Supervisory Board upon proposal of the Management Board and the Supervisory Board in the Articles of Association or by resolution. Currently, the remuneration is set in Section 10 para. 7 through 9 of the Articles of Association.

The remuneration system and the provisions of remuneration in particular is regularly reviewed for its appropriateness by the presidium committee of the Supervisory Board.

Independent external compensation consultants can be brought in for support in this regard. If necessary, the Management Board and Supervisory Board propose an appropriate adjustment of the remuneration to the General Meeting.

At least every four years and in the event that amendments of the remuneration are proposed, the Annual General Meeting shall pass a resolution on the remuneration of the members of the Supervisory Board. The General Meeting may confirm the respective existing system of the remuneration of Supervisory Board compensation or may pass a resolution to amend it.

Corresponding resolution proposals to the Annual General Meeting are submitted by the Management Board and the Supervisory Board in accordance with the statutory division of competences in order to enable mutual controls between the two bodies. The decision on the structure of the remuneration system and the amount of remuneration lies with the General Meeting.

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