

CORPORATE GOVERNANCE REPORT

The Management Board and Supervisory Board report on the Company's corporate governance by submitting the Corporate Governance Statement below in accordance with Sections 289f and 315d of the German Commercial Code (HGB). The Corporate Governance Statement and the takeover-related disclosures in accordance with Sections 289a (1) and 315a (1) HGB are also part of the Combined Management Report*. Both the Management Board and Supervisory Board place a strong emphasis on good corporate governance and are thus guided by the recommendations of the German Corporate Governance Code (hereinafter referred to as the "GCGC").

1. DECLARATION OF CONFORMITY IN ACCORDANCE WITH SECTION 161 GERMAN STOCK CORPORATION ACT (AKTG)

In December 2019, the Management Board and the Supervisory Board issued the following annual Declaration of Conformity in accordance with section 161 German Stock Corporation Act (AktG):

The Management Board and the Supervisory Board of home24 SE declare that home24 SE (the "**Company**") has since December 2018, the day on which the Company's Management Board and Supervisory Board issued their most recent Declaration, complied with and intends to comply in future with the recommendations of the German Corporate Governance Code as amended on February 7, 2017 ("**GCGC**"), subject to the following exceptions.

No. 4.2.1 sentence 1 GCGC

The GCGC recommends that the Management Board shall consist of several members and shall have a chair or spokesperson.

The Company's Management Board consists of three members. It does not yet have a chair or spokesperson. However, given the changes on the Management Board, Marc Appelhoff will take over as Chairman of the Management Board on January 1, 2020. The recommendation contained in No. 4.2.1 sentence 1 GCGC will therefore be followed from that date.

No. 4.2.3 (2) sentences 4, 6 and 7 GCGC

When determining the remuneration structure for the Management Board, the GCGC recommends that such remuneration shall take into account both positive and negative developments. The amount of remuneration shall be capped, both as regards variable components and in the aggregate and the variable remuneration components shall be based on demanding and relevant comparison parameters.

The variable remuneration provided to the Management Board on the basis of the Long Term Incentive Plan 2019 ("**LTIP**") and the Virtual Stock Option Program 2013/2014 ("**VSOP**") concerning shadow options are subject to certain performance targets and its economic value depends upon the development of the Company's share price. Apart from the link to the Company's share price, these schemes do, however, not contain explicit provisions accounting for negative developments. In addition, the VSOP does not contain comparison parameters and the parameters and targets set forth in the LTIP may not be demanding enough to fulfill the recommendations of the GCGC. However, the Supervisory Board is convinced that the variable remuneration of the Management Board is well balanced and appropriate. In the view of the Supervisory Board, the remuneration is sufficiently focused on the positive development of the Company in the long term given that the share based payment component is linked to the Company's share price and the long term nature of the defined targets.

As has been the case during entire reporting period, the total remuneration and the performance shares granted to Management Board members under the LTIP are capped. However, some Management Board members still have older claims under the VSOP and the LTIP, which are not capped.

* The Corporate Governance Statement in accordance with Sections 289f and 315d HGB forms an unaudited part of the Combined Management Report.

No. 4.2.3 (4) sentences 1 and 3 GCGC

The GCGC recommends that contracts entered into with members of the Management Board shall ensure that payments, including fringe benefits, made to a member of the Management Board due to an early termination of such contracts do not exceed an amount equal to twice the annual remuneration of such member (severance cap) and do not exceed the remuneration for the remaining term of the contract. Such caps shall be calculated on the basis of the total remuneration paid for the previous financial year and, if appropriate, shall take into account the expected total remuneration for the current financial year.

The current service contracts of the members of the Management Board do not contain any provisions for payments in case of an early termination and consequently do not include a severance cap.

No. 4.2.5 GCGC

The GCGC recommends that the Remuneration Report, which is part of the management report, shall describe in a generally comprehensible way the principal features of the Management Board remuneration system and include information on the nature of fringe benefits provided by the Company. In addition, the Remuneration Report shall present the following information for every Management Board member making use of model tables provided by the GCGC:

- the benefits granted for the reporting period, including fringe benefits, supplemented in the case of variable remuneration components by the maximum and minimum remuneration achievable,
- the benefits received for the reporting period, consisting of fixed remuneration, short-term variable remuneration and long-term variable remuneration, broken down by the relevant reference years,
- the service cost incurred in/for the reporting period for pension benefits and other commitments.

On May 24, 2018, the Company's Annual General Meeting passed a resolution to omit from the Company's annual and Consolidated Financial Statements the information required in accordance with Section 285 No. 9 Letter a) Sentences 5 to 8 (HGB) and Sections 315e (1) and 314 (1) No. 6 Letter a) Sentences 5 to 8 HGB with effect for financial year 2018. Therefore, for the financial year ending December 31, 2018, the Company – as previously announced and to the extent legally permissible – abstained from an individual

disclosure of the remuneration of the members of the Management Board, divided into non-performance-related and performance-related components as well as components with long-term incentives. Nor were the model tables provided for in the GCGC used as the required information was provided in another suitable form in the Remuneration Report.

The Company intends to comply with the recommendations of No. 4.2.5 GCGC from now on.

No. 5.4.1 (2) sentence 2 GCGC

The GCGC recommends that within the company specific situation the composition of the Supervisory Board shall reflect appropriately the international activities of the company, potential conflicts of interest, the number of independent Supervisory Board members within the meaning of no. 5.4.2 GCGC, a specified age limit and a specified regular limit to Supervisory Board members' term of office, as well as diversity.

In the reporting period, the Supervisory Board has neither specified an age limit nor a regular limit to Supervisory Board members' term of office. An age limit for members of the Supervisory Board will be introduced effective January 1, 2020. No regular limit for Supervisory Board members' term of office will be introduced, however, as also and in particular Supervisory Board members with many years of experience may excellently exercise their duties.

No. 7.1.2 sentence 3 GCGC

The GCGC recommends that the Consolidated Financial Statements and the Combined Management Report shall be made publicly accessible within 90 days from the end of the respective financial year, while mandatory interim financial information shall be made publicly accessible within 45 days from the end of the respective reporting period.

The Company seeks to comply with this recommendation to the extent possible. It is, however, the intention of the Company to ensure a high quality of financial reporting. Therefore, the recommended publications may not be complied with in all cases.

2. CORPORATE GOVERNANCE

The Company's corporate governance is primarily determined by statutory requirements, the recommendations of the GCGC and internal Company guidelines. Good corporate governance in the sense of equipping management for long-term, sustainable commercial success is a key concern for the Management Board and Supervisory Board.

Ensuring that all employees and management work together as a team and are committed to satisfying customers is a decisive factor in lasting business success. In light of this, the Company's management worked together to create a catalog of corporate values and published it within the Company. These values provide a foundation for all commercial decisions and day-to-day interaction between all employees and management, and are publicly available on the career website at <https://jobs.jobvite.com/home24/jobs/about>.

In addition to these corporate values, the Company's management has also jointly drawn up leadership principles. These principles have been communicated within the Company to ensure that all employees can see as transparently as possible what home24 means by good leadership. Mutual respect, trust and team spirit are at the core of these leadership principles.

The Company has also introduced a compliance management system that includes measures to comply with statutory requirements as well as internal company guidelines and codes of conduct. The compliance management system is based on an analysis of potential risks that may arise from legal requirements, structures and processes, a specific market situation, or in particular regions. Incidents can be reported internally via the compliance hotline. Employees are informed about the hotline on the intranet, in the anti-corruption guidelines, and as part of the onboarding process. They can also contact their line manager or the Governance, Risk and Compliance (GRC) department directly.

The Group's risk management system regulates the recording, evaluation, documentation and reporting of all risks (compliance, financial, operating and strategic) across the Company. The GRC department is responsible for compliance and risk management within the Group with independent reporting lines to the Management Board and Supervisory Board of the Company. In the 2019 financial year, the GRC department reported every six months to the Management Board and the Audit Committee of the Supervisory Board on the home24 Group's general risk situation.

3. WORKING PRACTICES AND COMPOSITION OF THE MANAGEMENT BOARD, SUPERVISORY BOARD AND THEIR COMMITTEES

As a European stock corporation (Societas Europaea – SE) with its registered seat in Berlin in accordance with the German Stock Corporation Act (AktG), the SE Act and the SE Regulation, the Company has a two-tier governance system consisting of the Management Board and Supervisory Board. Both corporate bodies work closely together in the best interests of the Company.

3.1. Working Practices of the Management Board

The Management Board has direct responsibility for managing the Company in its best interests, with the aim of creating sustainable added value in accordance with statutory provisions, the Company's Articles of Association and the Rules of Procedure for the Management Board. The Management Board develops the Company's strategic direction, agrees it with the Supervisory Board and ensures its implementation. The Management Board also ensures compliance with legal provisions and internal Company guidelines and works to ensure that these provisions and guidelines are observed across the Group (compliance). The Management Board ensures appropriate risk management and risk control in the Company. The Management Board provides the Supervisory Board with timely and comprehensive information about all issues of relevance to the Company concerning strategy, planning, business development, risk position, risk management and compliance.

The cooperation and responsibilities of Management Board members are set out in detail in the Rules of Procedure for the Management Board. Every member of the Management Board is fully responsible for their assigned business area within the framework of Management Board resolutions. The schedule of responsibilities as of December 31, 2019 was defined as follows:

Marc Appelhoff	Finance (including Investor Relations, Accounting, Taxes), Marketing, Showrooms, International (Brazil), Legal, Corporate Communications
Christoph Cordes	Purchasing, Assortment, Pricing, Product Quality and Safety, Outlets, Operations (including Warehousing, Logistics and Customer Service)
Johannes Schaback	Technology (including Information Technology, Data, Enterprise Resource Planning and Product), HR

On October 1, 2019, the Management Board adopted a resolution to transfer responsibility for Purchasing, Assortment and Pricing from Christoph Cordes to Marc Appelhoff at the start of 2020 after a transitional period. As part of the implementation of this resolution, the Rules of Procedure were amended effective January 1, 2020. At the same time, it was decided that Brigitte Wittekind, as a newly-appointed member of the Management Board, would assume responsibility for the areas previously supervised by Christoph Cordes as well as the internal control system from January 1, 2020.

Irrespective of this schedule of responsibilities, members of the Management Board are jointly accountable for overall management. They work closely together and keep each other informed of important measures and events in their business areas. The Management Board has not set up any committees. The entire Management Board jointly decides on all matters in which the Management Board is required to make a decision by law, the Articles of Association, or the Rules of Procedure, particularly with regard to company strategy and essential business policy issues. According to the Rules of Procedure, Management Board meetings should be held regularly. They must be held when required to ensure the wellbeing of the Company.

The Management Board maintains regular contact with the Supervisory Board, especially its Chairman, informs the Supervisory Board and its Chairman about the course of business and the situation of the Company and its subsidiaries, and discusses strategy, planning, business development, risk position, risk management, and compliance with the Supervisory Board and its Chairman. The Management Board informs the Supervisory Board and/or its Chairman immediately about important events and business matters that may significantly impact any assessments of the Company's situation and development as well as its management. Furthermore, the Management Board provides the Supervisory Board with comprehensive information and obtains the appropriate approvals for certain transactions of fundamental importance for which the Articles of Association or the Management Board's Rules of Procedure require the approval of the Supervisory Board or one of its committees.

Members of the Management Board are subject to an extensive non-competition clause and ban on secondary employment during their membership of the Management Board. The Supervisory Board decides on exceptions to this rule. Every member of the Management Board must immediately inform all other members of the Management Board of any conflicts of interest and disclose these to the Supervisory Board.

A collective D&O insurance policy has been taken out for members of the Management Board. For details, see the disclosures in the Remuneration Report, page 40.

3.2. Composition of the Management Board

The Management Board consists of one or more members in accordance with the provisions of the Articles of Association. The Supervisory Board determines the number of Management Board members. The Supervisory Board appoints members of the Management Board for a maximum term of office of five years. The Supervisory Board can appoint a chairman of the Supervisory Board as well as a deputy chairman. In financial year 2019, the Management Board had the following members:

Marc Appelhoff	
Johannes Schaback	
Christoph Cordes	until December 31, 2019
Dr. Philipp Kreibohm	until March 31, 2019

On May 30, 2018, the Supervisory Board set a target of 25% for the proportion of women on the Management Board in accordance with Section 111 (5) AktG, with the aim of reaching this target within five years (by May 30, 2023). This target was not yet reached during financial year 2019. The Supervisory Board also decided to continue its successful collaboration with Johannes Schaback and extended his term of office by two further years in February 2019. Following the departure of Dr. Philipp Kreibohm as a member of the Management Board, the Supervisory Board adopted a resolution stating that the Management Board should consist of three people. There were no changes to the Management Board in this respect during the 2019 financial year allowing female board members to be appointed. Since January 1, 2020, the proportion of women on the Management Board has been 33.33%, as Brigitte Wittekind has been appointed to the Management Board to succeed Christoph Cordes.

Diversity should continue to be taken into account when making future changes to the Management Board, as diversity in management bodies can contribute to company success. Nevertheless, the Supervisory Board will continue to predominantly select Management Board members based on their professional and personal suitability regardless of their gender or background, for example. Although the age of an individual is also generally irrelevant when assessing their professional suitability for a position, the Supervisory Board has set an age limit of 66 years for members of the Company's Management Board.

3.3. Working Practices of the Supervisory Board

The Supervisory Board regularly advises and monitors the Management Board in its management of the Company. As stated in point 3.1, the Supervisory Board is involved in decisions of fundamental importance for the Company and works closely with the Company's other management bodies, particularly the Management Board. The Supervisory Board appoints and dismisses members of the Management Board and, together with the Management Board, is responsible for appropriate succession planning.

The rights and obligations of the Supervisory Board are specifically based on statutory provisions, the Articles of Association, and the Rules of Procedure for the Supervisory Board. The Supervisory Board carries out its work in both plenary meetings as well as in committees whose chairs provide the entire Supervisory Board with regular reports on their committees' activities.

The Rules of Procedure of May 30, 2018 were amended with effect from June 19, 2019 to reflect the reduced number of Supervisory Board members.

According to the Rules of Procedure of the Supervisory Board, the Supervisory Board must hold at least one meeting per quarter. Additional meetings must be convened as necessary. The Supervisory Board may also pass resolutions outside of its meetings, particularly by written circular. The Supervisory Board regularly reviews the efficiency of its activities. This efficiency review focuses on both the qualitative criteria established by the Supervisory Board and, in particular, procedures within the Supervisory Board, as well as the timely and sufficient supply of information to the Supervisory Board. Based on self-evaluation carried out in November 2019, the Supervisory Board decided to amend its Rules of Procedure effective January 1, 2020 and, in particular, to introduce an age limit of 75 years for its members in accordance with the recommendations of the GCGC and abolish the Remuneration Committee.

Supervisory Board members are obliged to act in the best interests of the Company and must disclose their conflicts of interest to the Supervisory Board, particularly those that may arise as a result of an advisory or governing body role with customers, suppliers, lenders, borrowers, or other third parties.

A collective D&O insurance policy has been taken out for members of the Supervisory Board. For details, see the disclosures in the Remuneration Report, page 54.

3.4. Composition of the Supervisory Board

On June 19, 2019, the Annual General Meeting of the Company adopted a resolution to reduce the number of Supervisory Board members from six to four and amend the Articles of Association accordingly. This amendment to the Articles of Association became effective upon entry in the relevant commercial register of the Charlottenburg (Berlin) local court on October 1, 2019. Until October 1, 2019, the Articles of Association provided for the Supervisory Board to be composed of six members.

The Supervisory Board is not subject to employee representation. The Supervisory Board appoints a Chairman and Deputy Chairman from among its members. In the event that a Supervisory Board member has significant and non-temporary conflicts of interest, the affected Supervisory Board member shall resign from his or her post.

In financial year 2019, the Supervisory Board had the following members:

Lothar Lanz*	
Verena Mohaupt**	
Franco Danesi	
Magnus Agervald**	
Alexander Samwer	until June 19, 2019
Christian Senitz	until January 28, 2019

* Chairman of the Supervisory Board and independent member as defined by No. 5.4.2 GCGC

** Independent member as defined by No. 5.4.2 GCGC

On May 30, 2018, the Supervisory Board adopted a resolution to increase the proportion of women on the Supervisory Board to 25% within five years (by May 30, 2023). This ratio was achieved after the size of the Supervisory Board was reduced and its members were elected by the Annual General Meeting on June 19, 2019.

In resolutions adopted on May 30, 2018, the Supervisory Board set targets for its composition and defined a profile of skills. The profile of skills was amended effective June 19, 2019 to reflect the reduced number of Supervisory Board members. According to the currently applicable profile, members of the Supervisory Board must collectively possess the knowledge, skills and professional expertise required to successfully perform their duties. Each member of the Supervisory Board ensures that they have sufficient time available to carry out their duties. Diversity should be taken into account when selecting Supervisory Board members. In addition, at least two members of the Supervisory Board should possess international experience, and at least two Supervisory Board members should not have any board function, advisory role, or representation obligations towards the Company's major tenants, lenders or other business partners. At least two members of the Supervisory Board must be independent. At least one member of the Supervisory Board must have accounting or auditing expertise (Section 100 (5) AktG). Generally speaking, Supervisory Board members must not have any board function or advisory role with the Company's major competitors. In addition to their Supervisory Board mandate with the Company, members of the Supervisory Board who are members of the Management Board of a listed company should not hold any more than three further Supervisory Board mandates in listed non-group entities that make similar requirements. With the exception of the deviations listed above under point 1, the Company has conformed with the individual recommendations in No. 5.4.1 (2) GCGC, which deal with the setting of specific targets for the composition of the Supervisory Board, the criteria to be taken into account for the composition of the Supervisory Board, and the development of a profile of skills.

3.5. Working Practices and Composition of the Committees of the Supervisory Board

In financial year 2019, the Supervisory Board had three standing committees: the Audit Committee, the Remuneration Committee and the Nomination Committee. The committee Chairs report regularly to the Supervisory Board on the work of their committees.

AUDIT COMMITTEE

According to the Rules of Procedure valid until June 19, 2019, the Audit Committee consisted of four members; since June 19, 2019, the Rules of Procedure have stated that the Audit Committee consists of three members. At least one of these members must be independent and must have accounting or auditing expertise (Section 107 (4) AktG). Neither the Chairman of the Supervisory Board nor former members of the Company's Management Board should be appointed as Chairman of the Audit Committee.

In the reporting period, the Audit Committee had the following members:

Verena Mohaupt*	
Lothar Lanz	
Franco Danesi	
Christian Senitz	until January 28, 2019

* Chairwoman

The Chairwoman of the Audit Committee is independent and is not a former member of the Company's Management Board. She also has particular expertise and experience in the application of accounting principles and internal control procedures and thus fulfills the prerequisites of Section 100 (5) AktG.

The primary focus of the Audit Committee is to monitor the accounting process, the effectiveness of the internal risk management system and the internal control system, and to deal with compliance issues.

It also passes resolutions on placing the audit assignment with the auditor, identifying focal points for the audit and the remuneration of the auditor. In addition, the Audit Committee monitors the audit, particularly the independence required of the auditor and the additional services rendered by the auditor. The Audit Committee held a total of four meetings during the year under review (February 11, April 23, August 28 and November 25, 2019), all of which were attended by all committee members.

The Audit Committee also makes preparations for Supervisory Board negotiations and resolutions concerning the annual and Consolidated Financial Statements. For this purpose, the Audit Committee focuses strongly on the annual and Consolidated Financial Statements, and the Combined Management Report. The Audit Committee discusses the audit reports and findings with the auditor and makes recommendations to the Supervisory Board.

REMUNERATION COMMITTEE

The Remuneration Committee consists of three members.

In the reporting period, the Remuneration Committee had the following members:

Verena Mohaupt*	
Lothar Lanz	since June 19, 2019
Franco Danesi	
Alexander Samwer	until June 19, 2019

* Chairwoman

In particular, the Remuneration Committee reviews all aspects of remuneration and employment terms for the Management Board and makes recommendations and drafts resolutions for the Supervisory Board on this basis. The Remuneration Committee can also arrange for the remuneration policies and the remuneration paid to management to be independently reviewed. It also prepares information about Management Board remuneration for the Annual General Meeting. In addition, the Remuneration Committee reviews the remuneration and employment terms of Senior Vice President-level management and is authorized to issue the Management Board with recommendations in this regard. The Remuneration Committee helps the Supervisory Board to ensure that the Company complies with all relevant reporting obligations connected with the remuneration of the Management Board and senior management.

The entire Supervisory Board considers the performance of its remuneration function to be one of its most important roles and, as a result, has always collaborated closely on and agreed upon remuneration issues in the past. The small size of the Supervisory Board has also enabled this to be done effectively. As a result, the Supervisory Board adopted a resolution to abolish the Remuneration Committee effective January 1, 2020 until further notice to improve efficiency further.

NOMINATION COMMITTEE

Members of the Remuneration Committee form the Supervisory Board's Nomination Committee. Accordingly, the Nomination Committee was composed as follows in the reporting period:

Lothar Lanz*	since June 19, 2019
Verena Mohaupt	
Franco Danesi	
Alexander Samwer*	until June 19, 2019

* Chairman

The Nomination Committee prepares Supervisory Board proposals concerning the selection of Supervisory Board members for the Annual General Meeting. The Nomination Committee will be retained in its current composition even after the abolition of the Remuneration Committee.

4. TARGETS FOR WOMEN AT MANAGEMENT LEVEL

The Management Board also takes diversity into account when filling leadership roles and, in particular, strives to give due consideration to female candidates without straying from its overriding principle that an individual should be recommended, nominated, employed, or promoted solely because they are the best person for the role in question, both professionally and personally. On May 30, 2018, the Management Board set a target of 30% for the proportion of women in the top two levels of management below the Management Board in accordance with Section 76 (4) AktG, with the aim of reaching this target in five years (by May 30, 2023). The Management Board has developed a long-term plan to help it reach this target. By the end of financial year 2019, the proportion of women was 25% at the top level of management (e.g. at Senior Vice President level) and 50% at the second level of management (e.g. at Vice President level).

5. GENERAL MEETING AND SHAREHOLDERS

As at December 31, 2019, the share capital of the Company was divided into 26,409,186 non-securitized no-par value bearer shares. All of the shares are ordinary shares without preferential rights, which means that every share entitles its holder to one vote. The Company's shareholders exercise their rights within the framework of the opportunities provided by law and the Articles of Association by exercising their voting rights before or during the Company's Annual General Meeting. Every shareholder is entitled to participate in the Annual General Meeting, address the meeting in relation to items on the agenda, ask relevant questions and propose motions.

The Company's Annual General Meeting is held within the first six months of the financial year and is generally convened by the Management Board. When convening the Annual General Meeting, the Management Board decides whether the meeting will take place at the Company's headquarters, at the registered office of a German stock exchange, or in a German city with more than 100,000 residents.

The next Annual General Meeting will take place on June 3, 2020, in Berlin. The corresponding agenda and the reports and documents required for the Annual General Meeting are published on the Company's website. The Company gives its shareholders the opportunity to cast their vote by proxy to make it easier to exercise their individual voting rights. This proxy is obliged to follow the shareholders' voting instructions and is also available during the Annual General Meeting. The invitation to the Annual General Meeting includes further information about this proxy. Notwithstanding this, shareholders are free to be represented by a proxy of their choice at the Annual General Meeting.

The Management Board presents the annual and Consolidated Financial Statements and the Combined Management Report of the Company and the Group at the Annual General Meeting. The Annual General Meeting decides on the appropriation of profits as well as the discharge of the Management Board and Supervisory Board, and appoints the Company's Supervisory Board members and auditor. The Annual General Meeting also decides on the content of the Articles of Association.

In accordance with the provisions of the Articles of Association, resolutions of the Annual General Meeting are passed by a simple majority of votes cast and, if a capital majority is required, by a simple majority of the capital represented when passing the resolution, unless a higher majority is required by binding legal requirements.

6. REPORTABLE OWN-ACCOUNT TRANSACTIONS BY MANAGEMENT

Members of the Management Board and Supervisory Board as well as all parties closely linked to these individuals are obliged to notify the Company of own-account transactions in shares or related financial instruments in accordance with Article 19 of Regulation (EU) 596/2014 of the European Parliament and of the Council of April 16, 2014 on Market Abuse (Market Abuse Regulation) where these transactions exceed EUR 5,000 per year. These notifications must be made immediately but no later than within three business days after the date of the transaction. The Company publishes all of these notifications at <https://www.home24.com/websites/home-vierundzwanzig/%20English/4500/news.html>.

7. FURTHER INFORMATION FOR THE CAPITAL MARKETS

All key dates for shareholders, investors and analysts are published at the start of the year for the duration of the applicable financial year in the Company's financial calendar at <https://www.home24.com/websites/homevierundzwanzig/English/4550/finanzkalender.html>.

The Company provides the capital markets – particularly shareholders, analysts and investors – with information based on standardized criteria. The information is transparent and consistent for all capital markets participants. Ad-hoc releases and press releases, as well as presentations from press and analyst conferences, are published immediately on the Company's website.

The Company discloses insider information, voting rights notifications, and own-account transactions by management in accordance with statutory provisions. This information is published on the Company's website at <https://www.home24.com/websites/homevierundzwanzig/English/4500/news.html>.

8. TAKEOVER-RELATED DISCLOSURES IN ACCORDANCE WITH SECTIONS 289A (1) AND 315A (1) HGB AND EXPLANATORY REPORT¹

The disclosures required in accordance with Sections 289a (1) and 315a (1) HGB is listed and explained below.

8.1. Composition of Subscribed Capital

Information on the composition of subscribed capital can be found on page 107f. of the Notes to the Consolidated Financial Statements.

8.2. Restrictions Affecting Voting Rights or the Transfer of Shares

As at the end of financial year 2019, home24 SE held a total of 26,907 of its own shares, from which the Company does not derive any rights in accordance with Section 71b AktG.

As part of the Company's IPO, members of the Management Board entered into lock-up agreements with the syndicate banks that supported the IPO. In these lock-up agreements, Management Board members committed themselves for a period of 12 months after the first day on which the Company's shares traded on the Frankfurt Stock Exchange to obtain prior consent from the syndicate banks before offering, pledging, allocating, selling, committing to sell, issuing an option or purchase agreement, acquiring an option to sell, granting an option, right or warrant to buy, transferring, or otherwise disposing of the shares they held on the prospectus date, either directly or indirectly (lock-up requirement). The same lock-up requirement applies to shares granted to the respective Management Board members by the end of the lock-up period to service the options they hold. If a Management Board member's term of office ends before the end of the lock-up period, the lock-up period for that particular Management Board member is reduced by six months from the first day on which the Company's shares traded on the Frankfurt Stock Exchange.

8.3. Equity Interests in the Company that Exceed 10% of Voting Rights¹

Based on the notification of voting rights pursuant to Section 33 WpHG available as of December 31, 2019, the following equity interests in the Company exceeded 10% of voting rights were held as of that date:

- Ari Zweiman, born April 15, 1972: 18.99% (attribution of 3,865,637 shares of 683 Capital Partners, LP/683 Capital Management, LLC, New York, pursuant to Section 34 WpHG and of 1,150,000 shares pursuant to Section 38 (1) No. 2 WpHG)
- Kinnevik AB (publ), Stockholm, Sweden: 11.78% (attribution of 3,111,953 shares of Kinnevik Internet Lux S.à r.l., Luxembourg, pursuant to Section 34 WpHG)
- Rocket Internet SE, Berlin, Germany: 10.91% (attribution of 83,033 shares of Bambino 53. V V GmbH, Berlin, pursuant to Section 34 WpHG).

The notifications of voting rights published by the Company are available at <https://www.home24.com/websites/homevierundzwanzig/English/4500/news.html>.

¹ The takeover-related disclosures required pursuant to Sections 289a (1) and 315a (1) HGB are part of the Combined Management Report and, together with the Declaration of Conformity, form part of the Corporate Governance Report.

8.4. Statutory Provisions, Provisions of the Articles of Association Governing the Appointment and Dismissal of Members of the Management Board, and Amendments to the Articles of Association

The Management Board consists of several persons in accordance with Article 7 (1) of the Articles of Association. The Supervisory Board determines the number of Management Board members. The Supervisory Board appoints members of the Management Board on the basis of Article 9 (1), Article 39 (2), and Article 46 of the SE Regulation, Sections 84 and 85 AktG, and Article 7 (3) of the Articles of Association for a term of office lasting no longer than five years; reappointments are permitted. The Supervisory Board is entitled to revoke the appointment of a Management Board member for good cause (see Article 9 (1), Article 39 (2) of the SE Regulation, and Section 84 AktG).

The Annual General Meeting decides on changes to the Articles of Association. Unless a higher majority is required by binding legal requirements or the Articles of Association, resolutions of the Annual General Meeting are passed by a simple majority of votes cast in accordance with Article 20 of the Articles of Association and, if a capital majority is required, by a simple majority of the capital represented when passing the resolution. The majority requirement set out in Section 103 (1) Sentence 2 AktG is unaffected by this provision.

According to Section 11 (5) of the Articles of Association, the Supervisory Board is authorized to decide on changes and additions to the Articles of Association relating only to the wording. The Supervisory Board is also authorized to amend the wording of the Articles of Association accordingly after carrying out capital increases from Authorized Capital and/or Conditional Capital or after the expiry of the corresponding authorization, option, or conversion period (Section 4 (3), (4), (6), (7) and (8) of the Articles of Association).

8.5. Authority of the Management Board to Issue and Buy Back Shares

The Management Board is authorized to increase the share capital of the Company with the approval of the Supervisory Board on one or more occasions by a total of up to EUR 70,864 until May 17, 2023 by issuing up to 70,864 no-par value bearer shares against contributions in cash (Authorized Capital 2015/II). The preemptive rights of shareholders are disappplied. Authorized Capital 2015/II is used to fulfill purchase rights (option rights) granted or promised by the Company to its current or former directors before it became a stock corporation during the period between October 1, 2011, up to and including December 31, 2014; shares from Authorized Capital 2015/II may only be issued for this purpose. The issue amount is EUR 1.00 per share for up to 43 new shares, and EUR 36.86 per share for up to a further 70,821 new shares. The Management Board is authorized to specify the additional content of the rights embodied in the shares and the conditions of the

share issue with the approval of the Supervisory Board. The issuance of shares to members of the Company's Management Board also requires the approval of the Supervisory Board.

The Management Board is authorized to increase the share capital of the Company with the approval of the Supervisory Board on one or more occasions by a total of up to EUR 113,328 until May 17, 2023 by issuing up to 113,328 no-par value bearer shares against contributions in kind (Authorized Capital 2015/III). The preemptive rights of shareholders are disappplied. Authorized Capital 2015/III is exclusively used to issue new no-par value shares for the purposes of fulfilling present or future pecuniary claims of directors and employees of the Company or its affiliated companies arising from the "virtual" stock option programs in 2010 and 2013/2014 (concerning shadow options and collectively referred to as the virtual option program); shares from Authorized Capital 2015/III may only be issued for this purpose. The issue amount is EUR 1.00 per share for up to 113,328 new shares. Contributions for the new shares are made by recovering the pecuniary claims that the option holders have against the Company as a result of the shadow option program. The Management Board is authorized to specify the additional content of the rights embodied in the shares and the conditions of the share issue with the approval of the Supervisory Board. The issuance of shares to members of the Company's Management Board also requires the approval of the Supervisory Board.

The share capital of the Company is conditionally increased by up to EUR 2,096,972 by issuing up to 2,096,972 no-par value bearer shares (Conditional Capital 2019). Conditional Capital 2019 is exclusively used to service the preemptive rights issued to subscription rights holders on the basis of the authorization given by the General Meeting on March 10, 2017, amended by resolutions of the Annual General Meetings on July 28, 2017 and May 24, 2018 and June 19, 2019 as part of the LTIP 2019 (or its previous name, LTIP 2017). The new shares are issued at the lowest issue amount of EUR 1.00 per share. Contributions for the new shares are made by recovering the remuneration claims of the subscription rights holders arising from the performance shares granted to them as a contribution in kind. This conditional capital increase is only carried out to the extent that performance shares have been issued in accordance with the resolution of the Annual General Meeting on March 10, 2017, amended by resolutions of the General Meetings on July 28, 2017, May 24, 2018 and June 19, 2019, the preemptive rights holders exercise their rights in accordance with the agreement, and the Company does not fulfill the preemptive rights with its own shares or by cash payment. The new shares participate in profits from the start of the financial year in which the share issue takes place; however, the new shares participate in profits from the start of the financial year preceding the one in which they are issued in the event that the Annual General Meeting does not pass a resolution on the appropriation of profits for the financial year preceding the one in which the new shares are issued.

The Management Board is authorized to increase the share capital of the Company with the approval of the Supervisory Board by a total of up to EUR 117,690 until May 17, 2023 by issuing new no-par value bearer shares against contributions in cash (Authorized Capital 2017). This authorization can be used in installments on one or more occasions, but only up to a total of EUR 175,311. The preemptive rights of shareholders are dis-applied. The Authorized Capital 2017 is exclusively used to fulfill the purchase rights of GMPVC German Media Pool GmbH; shares utilizing the Authorized Capital 2017 may only be issued for this purpose. The issue amount corresponds to the lowest issue amount at the time the authorization is utilized (currently EUR 1.00). The Management Board is also authorized to specify the further content of the new shares and the conditions of the share issue with the approval of the Supervisory Board. The Supervisory Board is authorized to adjust the wording of the Articles of Association regarding the share capital and the Authorized Capital 2017 after fully or partially increasing the Company's share capital in accordance with the scope of the capital increase carried out using the Authorized Capital 2017 and after the expiry of the authorization period.

The Management Board is authorized to increase the share capital with the approval of the Supervisory Board on one or more occasions by a total of up to EUR 7,525,804 until May 17, 2023 by issuing up to 7,525,804 new no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2018). Shareholders must be granted a preemptive right. The Management Board is authorized to disapply the shareholders' preemptive right in circumstances outlined in the authorization. The Management Board is also authorized to specify further details of the capital increase and its implementation with the approval of the Supervisory Board; this also includes specifying the dividend entitlement of the new shares which, contrary to Article 9 (1) Letter c) i) of the SE Regulation together with Section 60 (2) AktG, can also be specified for a financial year that has already ended.

The share capital of the Company is conditionally increased by up to EUR 8,058,025 by issuing up to 8,058,025 new no-par value bearer shares (ordinary shares) (Conditional Capital 2018). The Conditional Capital 2018 is used when exercising conversion or option rights and/or for fulfilling conversion or option obligations to grant shares to the holders and/or creditors of convertible bonds, bonds with warrants, profit participation rights, and/or income bonds (or combinations of these instruments) (hereinafter jointly referred to as bonds) that have been issued due to the authorization resolution adopted by the Annual General Meeting on June 13, 2018. These new shares are issued at the conversion or option price determined in accordance with the authorization resolution adopted by the Annual General Meeting on June 13, 2018. The conditional capital increase is only implemented to the extent that the holders and/or creditors of bonds issued and/or guaranteed until June 1, 2023 by the Company or by another company that is dependent on the Company or in its direct or indirect majority

ownership based on the authorization resolution adopted by the Annual General Meeting on June 13, 2018 exercise their conversion or option rights and/or fulfill conversion or option obligations arising from such bonds or, insofar as the Company issues shares in the Company in place of payment of the amount of cash due, and insofar as the conversion or option rights and/or conversion or option rights are not serviced by the Company's own shares, shares from authorized capital or other methods of performance. The new shares participate in profit from the start of the financial year in which they are issued, as well as all subsequent financial years. The Management Board is also authorized to specify further details concerning the implementation of the conditional capital increase.

The Management Board is authorized by a resolution adopted by the Annual General Meeting on May 18, 2018 to acquire its own shares with the approval of the Supervisory Board and in accordance with the following provisions: The authorization is valid until June 30, 2022, and is restricted to the acquisition of 33,282 shares or up to 10% of existing share capital at the time the authorization is exercised, whichever is lower. These shares may only be acquired for an equivalent value of EUR 24.14 per share. The Management Board is also authorized to cancel its own shares without the need to obtain another Annual General Meeting resolution for this cancellation and the implementation thereof. In accordance with Section 237 (3) No. 3 AktG, the Management Board is authorized to adjust the number of shares in the Articles of Association accordingly. The cancellation can also be associated with a capital decrease; in this case, the Management Board is authorized to reduce the share capital by the pro-rata amount of share capital attributable to the canceled shares.

As a result of a resolution adopted by the Annual General Meeting on May 24, 2018, the Management Board is authorized – with the approval of the Supervisory Board by May 24, 2023 and in accordance with the principle of equal treatment (Article 9 (1) Letter c) ii) of the SE Regulation in conjunction with Section 53a AktG) – to acquire the Company's own shares up to a total of 10% of the Company's existing share capital on the date the resolution is passed or the Company's existing share capital at the time the authorization is exercised, whichever is lower. Under certain specific conditions, the Management Board is also entitled to use equity derivatives when acquiring the Company's own shares in this respect. Shares acquired based on this authorization may not at any time exceed 10% of the Company's share capital when taken together with the Company's own shares that it has already acquired and still holds or that are attributable to it in accordance with Article 5 of the SE Regulation in conjunction with Sections 71a et seq. AktG. This authorization can be exercised by the Company on one or more occasions, as a whole or in partial amounts, or in pursuit of one or more purposes, but can also be exercised on behalf of the Company or its subsidiaries by one of its subsidiaries or third parties. The Company may not use this authorization for the purposes of trading in its own shares.

The Management Board is authorized by a resolution adopted by the Annual General Meeting on May 24, 2018 to use the Company's own shares that it already holds (treasury shares) as well as those acquired based on the aforementioned authorization in the additional ways outlined in detail in the authorization, in addition to a sale via the stock exchange or via an offer to all shareholders. In doing so, the preemptive rights of the shareholders are disapplied in certain circumstances specified in the authorization.

8.6. Material Agreements Entered into by the Company Providing for a Change of Control upon a Takeover Bid

The media services agreement in place between home24 SE and SevenVentures GmbH provides for a termination option for SevenVentures GmbH for good cause if RTL Group S.A., and/or a company affiliated with it as defined in Section 15 AktG, or RTL2 Fernsehen GmbH & Co. KG directly or indirectly individually or jointly acquire(s) more than 50% of the share capital and/or voting rights in home24 SE.

The agreements on the use of Google Online Marketing products also contain provisions according to which a change of control needs to be reported and constitutes a right of termination. In addition, the agreements with the providers on credit card payments include obligations to disclose information in the event of a change of ownership at home24 SE.

8.7. Compensation Arrangements Agreed by the Company with the Members of the Management Board or Employees in the Event of a Takeover Bid

No compensation agreements of this kind are in place.