

Annual General Meeting 2020

Deutsche Wohnen SE, Berlin

ISIN DE000A0HN5C6, WKN A0HN5C

**Annual General Meeting of Deutsche Wohnen SE (virtual Annual General Meeting),
on Friday, 5 June 2020, at 10:00 a.m. (CEST)**

The annual general meeting will be held **without the physical presence of the shareholders or their proxies** at Deutsche Wohnen's registered office at Mecklenburgische Straße 57, 14197 Berlin, Germany.

Shareholders' voting rights may only be exercised by postal vote or by granting power of attorney to the proxies appointed by the Company. Pursuant to Article 2 sec. 1 para. 2 sentence 1 no. 1 of the Act to Mitigate the Effects of the COVID-19-pandemic in the Areas of Civil, Insolvency and Criminal Procedure Law, the entire meeting will be available to registered shareholders through video and audio transmission at the URL <https://www.deutsche-wohnen.com/agm>.

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 Stock Corporation Act (Aktiengesetz, AktG), section 1 para. 2 Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (COVID-19 Mitigation Act))

1. Motions by shareholders to add items to the agenda pursuant to Article 56 sentence 2 and sentence 3 SE-Regulation, Section 50 para. 2 SE-IA, 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. Pursuant to Article 56 sentence 3 SE-Regulation in conjunction with Section 50 para. 2 SE-IA this quorum is required for additional requests of shareholders of a European company (SE); Section 50 para. 2 SE-IA corresponds to the provision of Section 122 para. 2 AktG. Each new agenda item must be accompanied by a reasoned statement 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 least 30 days prior to the Annual General Meeting, not including the date of receipt and the date of the Annual General Meeting. The last possible date for submissions is therefore on **Tuesday, 5 May 2020, 24:00 CEST**. Requests that do not arrive by this deadline will not be considered.

Please send any requests to add agenda items to the following address:

Deutsche Wohnen SE
Management Board
Attention: Mr. Dirk Sonnberg
Mecklenburgische Straße 57

14197 Berlin
Germany

Amendments to the agenda that are required to be disclosed will be published immediately upon receipt in the German Federal Gazette (*Bundesanzeiger*). They will also be published on the website of the Company under <https://www.deutsche-wohnen.com/agm> and shareholders shall be notified pursuant to Section 125 para. 1 sentence 3, para. 2 AktG.

2. Countermotions and candidate nominations pursuant to Sections 126, 127 AktG

Pursuant to Sections 126, 127 AktG, every shareholder has the right to file countermotions and candidate nominations concerning specific agenda items.

Countermotions and candidate nominations received by the Company at the address listed below at least 14 days prior to the Annual General Meeting, not including the date of receipt and the date of the Annual General Meeting, i.e., by **Thursday, 21 May 2020, 24:00 CEST**, shall be published immediately, including the shareholder's name, any reasoned statements for the counterproposal and a possible statement by the management, on the Company's website at

<https://www.deutsche-wohnen.com/agm>

(see Section 126 para. 1 sentence 3 AktG).

Section 126 para. 2 AktG as well as Section 127 sentence 1 AktG in conjunction with Section 126 para. 2 AktG and Section 127 sentence 3 in conjunction with Section 125 para. 1 sentence 5 AktG cites circumstances under which countermotions and candidate nominations and any possible reasoned statements do not have to be published on the website.

Such a reason is given 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.

Countermotions and candidate nominations do not have to be accompanied by a reasoned statement. In particular, a possible reasoned statement does not need to be published if the length exceeds 5,000 characters.

Countermotions and candidate nominations including possible reasoned statements should solely be sent to the following address:

Deutsche Wohnen SE
Legal/Compliance
Mecklenburgische Straße 57
14197 Berlin
Germany
E-Mail: compliance@deuwo.com

Countermotions and candidate nominations sent to a different address will not be published.

Countermotions may not be submitted during the Annual General Meeting.

3. Shareholders' opportunity to ask questions by means of electronic communication according to section 1 para. 2 COVID-19-Mitigation Act

On the basis of the COVID-19-Mitigation Act, shareholders do not have a right to information within the meaning of Section 131 AktG in the virtual Annual General Meeting, but are given the opportunity to ask questions.

Duly registered shareholders have the opportunity to ask questions by means of electronic communication (cf. Section 1 para. 2 sentence 1 no. 3 of the COVID-19-Mitigation Act). Any questions must be submitted at least two days prior to the Annual General Meeting, i.e., by **Tuesday, 2 June 2020, 24:00 CEST**, via the Company's AGM Portal, accessible at <https://www.deutsche-wohnen.com/agm>. The AGM Portal provides for a "Submit Question" button for this purpose. Questions cannot be submitted after the aforementioned deadline.

Pursuant to Section 1 para. 2 sentence 2 of the COVID-19-Mitigation Act, the Management Board decides in its own due discretion which questions are to be answered in which manner. In particular, it may summarize questions and select meaningful questions in the interest of the shareholders. Furthermore, the Management Board may give preference to shareholder associations and institutional investors with significant voting rights. Questions not submitted in German will not be considered. The Management Board reserves the right to answer questions in advance on the Company's website.