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**Vonovia SE: Agreement with Deutsche Wohnen SE to launch a new voluntary public takeover offer at EUR 53 per share, subject to BaFin approval**

**Bochum, 1 August 2021** – On 1 August 2021, Vonovia SE entered into a new agreement with Deutsche Wohnen, based on the existing business combination agreement, to launch another voluntary public takeover offer to the shareholders of Deutsche Wohnen SE to acquire their no-par value bearer shares in Deutsche Wohnen SE, each representing a pro rata amount of the registered share capital of Deutsche Wohnen SE of EUR 1.00 per share (ISIN: DE000A0HN5C6) (Deutsche Wohnen Shares) against payment of an increased cash consideration in the amount of EUR 53 per Deutsche Wohnen Share if and as soon as permitted pursuant to the legal requirements.

A new public takeover offer and the publication of a decision to launch such an offer by a bidder pursuant are not permitted for one year following the end of the acceptance period, unless the target consents and the Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin) waives the blocking period. In the new business combination agreement Deutsche Wohnen SE provided its consent and Vonovia will now immediately file a request for such an exemption from BaFin. The decision whether to grant the waiver from the blocking period is at the discretion of BaFin and is expected in the upcoming week.

The parties have agreed that the new takeover offer will have a minimum acceptance threshold of 50% and will otherwise be at substantially the same terms and conditions as the takeover offer published on 23 June 2021.

Together with purchase agreements for Deutsche Wohnen Shares which are to be settled in the very near term (including the already agreed acquisition of 3.53% treasury shares from Deutsche Wohnen), Vonovia already holds 29.99 % in Deutsche Wohnen.

Vonovia and Deutsche Wohnen have agreed in the business combination agreement to not conclude a domination and/or profit and loss transfer agreement for three years if the offer is successful.

**Important information:**

This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares in Deutsche Wohnen SE ("Deutsche Wohnen"). The final decision of Vonovia whether to launch an offer is subject to receiving permission from the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht) to do so. If an offer is pursued by Vonovia SE, the final terms and further provisions regarding the takeover offer will be in the offer document once its publication has been approved by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht). Vonovia SE reserves the right to deviate from the basic terms presented herein.

The Vonovia SE shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or with any securities regulatory authority of any state or any other jurisdiction of the USA. Therefore, subject to certain exceptions, Vonovia SE shares may not be offered or sold within the USA or in any other jurisdiction, where to do so would be a violation of applicable law.

To the extent permissible under applicable law or regulation, and in accordance with German market practice, Vonovia SE or its brokers may purchase, or conclude agreements to purchase, Deutsche Wohnen Shares, directly or indirectly, outside of, if made, the scope of the public takeover offer, before, during or after the acceptance period. This applies to other securities that are directly convertible into, exchangeable for, or exercisable for Deutsche Wohnen Shares. These purchases may be completed via the stock exchange at market prices or outside the stock exchange at negotiated conditions. Any information on such purchases will be disclosed as required by law or regulation in Germany or any other relevant jurisdiction.

If any announcements in this document contain forward-looking statements, such statements do not represent facts and are characterized by the words "expect", "believe", "estimate", "intend", "aim", "assume" or similar expressions. Such statements express the intentions, opinions or current expectations and assumptions of Vonovia SE. Such forward-looking statements are based on current plans, estimates and forecasts which Vonovia SE has made to the best of its knowledge, but which do not claim to be correct in the future (in particular where such forward looking information is in relation to matters outside the control of Vonovia SE). Forward-looking statements are subject to risks and uncertainties that are difficult to predict and usually cannot be influenced by Vonovia SE. It should be kept in mind that the actual events or consequences may differ materially from those contained in or expressed by such forward-looking statements. It is possible that Vonovia SE will change its intentions and assumptions reflected in the documents and announcements or in the yet to be published offer document after the publication of these documents, announcements or

the offer document.

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