

**Declaration of conformity  
in accordance with section 161 German Stock Corporation Act (*Aktiengesetz*)**

The Management Board and the Supervisory Board of home24 SE (the “**Company**”) declare that the Company complies and intends to comply in the future with the recommendations of the German Corporate Governance Code in its version of December 16, 2019 published by the Federal Ministry of Justice and Consumer Protection on March 20, 2020, in the official section of the Federal Gazette (*Bundesanzeiger*) (hereinafter the “**DCGK**”), with the following exceptions:

- **Recommendations concerning the remuneration in section G.I DCGK**

The recommendations concerning the remuneration of the Management Board in section G.I of the DCGK are closely related to the changes of the German Stock Corporation Act (*Aktiengesetz*) resulting from the German Act implementing the Second Shareholders' Rights Directive (“**ARUG II**”). The Company has made use of the transitional provisions provided therein.

The Annual General Meeting of the Company has approved on 17 June 2021 a new remuneration system for the Management Board presented by the Supervisory Board. In principle, this new remuneration system fulfils the recommendations in section G.I of the DCGK. However, the new compensation system may not fully comply with the recommendations G.7 DCGK and G.9 DCGK. According to the remuneration system, the Supervisory Board determines at the beginning of each fiscal year certain ambitious performance criteria for the annual bonus of the Management Board members, which - in addition to operational objectives - are also based on strategic objectives. After the end of the fiscal year, the Supervisory Board determines the amount of the individual annual bonus depending on the achievement of the objectives. In addition, there is the long-term oriented variable compensation under the Company's LTIP, which rewards the long-term success of the Company and the long-term share price development and thus also sustainable growth in the interest of the shareholders. With regard to the long-term LTIP compensation component, the Supervisory Board does not consider it appropriate to set performance criteria for each upcoming financial year, as the exercisability of the LTIP Performance Shares depends on the LTIP terms and conditions and the performance of the LTIP Performance Shares is linked to the long-term performance of the Company's shares without additional short-term targets influencing the value of the compensation under the LTIP.

In line with the transitional provisions of the ARUG II, the Supervisory Board will in future determine the compensation of the Management Board in accordance with the compensation system approved by the Annual General Meeting, without prejudice to previously concluded management service agreements with Management Board members.

The compensation of the Management Board already meets the essential requirements of the DCGK with the following proviso: In deviation from the recommendation G.11 DCGK, some of the current management service agreements with members of the Management Board do not provide for the possibility of retaining or reclaiming variable compensation in justified cases.