

[*Convenience translation. Only the German version shall prevail.*]



**home24 SE**

**Berlin**

ISIN DE000A14KEB5

WKN A14KEB

**Convocation of the Annual General Meeting 2022**

(Unique identifier of the event: GMETH2400622)

The shareholders of our company are hereby invited to attend the

**Annual General Meeting 2022**

taking place virtually on

**Tuesday, June 14, 2022**

at 10:00 a.m. (CEST)

at

<https://www.home24.com/hv>

without the physical presence of the shareholders or their proxies (“**virtual general meeting**”). The place of the meeting will be the location of the chair of the meeting at the business premises of Grünebaum Gesellschaft für Event-Logistik mbH at Leibnizstraße 38, 10625 Berlin.

**Information pursuant to Article 4 and Table 3 of the Implementing Regulation (EU) 2018/1212 for the notification of home24 SE pursuant to Article 53 of the SE-Regulation in conjunction with Section 125 of the AktG**

**A. Specification of the message**

1. Unique identifier: Virtual Annual general meeting of home24 SE 2022 on June 14, 2022;  
in the format pursuant to Implementing Regulation (EU) 2018/1212: GMETH2400622
2. Type of message: Convocation of the general meeting;  
in the format pursuant to Implementing Regulation (EU) 2018/1212: NEWM

**B. Specification of the issuer**

1. ISIN: DE000A14KEB5
2. Name of issuer: home24 SE

**C. Specification of the meeting**

1. Date of the general meeting: June 14, 2022;  
in the format pursuant to Implementing Regulation (EU) 2018/1212: 20220614
2. Time of the general meeting: 10:00 (CEST);  
in the format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 (UTC)  
(Coordinated Universal Time)
3. Type of general meeting: Annual general meeting as a virtual general meeting without  
physical presence of shareholders or their proxies;  
in the format pursuant to Implementing Regulation (EU) 2018/1212: GMET
4. Location of the general meeting:  
  
<https://www.home24.com/hv>  
  
Location of the general meeting within the meaning of the German Stock Corporation Act:  
Leibnizstraße 38, 10625 Berlin
5. Record Date: May 23, 2022;  
in the format pursuant to Implementing Regulation (EU) 2018/1212: 20220523
6. Uniform Resource Locator (URL):  
<https://www.home24.com/hv>

## **Agenda overview**

1. Presentation of the adopted annual financial statements and the consolidated financial statements as of December 31, 2021 approved by the supervisory board, the summarized management report for the company and the group, including the report of the supervisory board for the fiscal year 2021 and the explanatory report of the management board on the information pursuant to Sections 289a para. 1, 289f para. 1 and 315a para. 1 of the German Commercial Code
2. Resolution on the discharge of the members of the management board for the fiscal year 2021
3. Resolution on the discharge of the members of the supervisory board for the fiscal year 2021
4. Resolution on the appointment of the annual auditor and group auditor as well as the auditor for the audit review, if any, of the condensed financial statements and the interim management report and for the audit review, if any, of additional interim financial information
5. Resolution on the reduction of the Authorized Capital 2015/III as well as corresponding amendments of the articles of association
6. Resolution on the cancellation of the Authorized Capital 2020 and the creation of a new authorized capital with the possibility of excluding subscription rights (Authorized Capital 2022) as well as corresponding amendments of the articles of association
7. Resolution on a new authorization to acquire treasury shares and on the use thereof, including the authorization to redeem acquired treasury shares, the reduction of the share capital, and cancellation of the corresponding existing authorizations
8. Resolution on the amendment of the authorization by the general meeting on March 10, 2017 to issue performance shares as virtual stock options and to deliver shares of the company to service subscription Rights from performance shares to members of the management board and employees of the company as well as to employees of affiliated companies of the company (Long Term Incentive Plan 2019 – “LTIP 2019”) and on the adjustment of the Conditional Capital 2019 to service subscription rights from performance shares issued on the basis of the authorization of the general meeting on March 10, 2017 as well as the corresponding amendment of the articles of association
9. Resolution on the approval of the remuneration report for the fiscal year 2021
10. Resolution on the approval of the new remuneration system for the members of the management board

### **Holding by way of a virtual general meeting**

The management board of the company, with the consent of the supervisory board, has decided to hold the company's annual general meeting in the fiscal year 2022 as a virtual general meeting without the physical presence of the company's shareholders or their proxies. These resolutions were passed on the basis of the Act on measures in corporate, cooperative, association, foundation and home ownership law to combat the effects of the COVID-19 pandemic, as amended by Article 11 of the Act on the further shortening of the residual debt discharge procedure and for the adjustment of pandemic-related provisions in the corporate, cooperative, association, foundation law, as well as tenancy and lease law of December 22, 2020, the applicability of which was extended by Article 16 of the Act on the Establishment of a Special Fund "Reconstruction Aid 2021" and on the Temporary Suspension of the Obligation to File an Insolvency Petition Due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Acts of September 10, 2021 ("**COVID-19 Mitigation Act**").

**A physical participation of the shareholders or their proxies in the virtual general meeting is excluded.**

The members of the management board, the company's proxy, and the notary who will record the virtual general meeting will be present at the location of the chair of the meeting. In accordance with Section 1 para. 1 COVID-19 Mitigation Act in conjunction with Section 118 para. 3 sentence 2 of the German Stock Corporation Act (*Aktiengesetz* – "**AktG**"), the management board of the company has resolved, with the approval of the supervisory board, that the participation of members of the supervisory board shall take place by means of video and audio transmission.

## **I. Agenda**

### **1. Presentation of the adopted annual financial statements and the consolidated financial statements as of December 31, 2021 approved by the supervisory board, the summarized management report for the company and the group, including the report of the supervisory board for the fiscal year 2021 and the explanatory report of the management board on the information pursuant to Sections 289a para. 1, 298f para. 1 and 315a para. 1 of the German Commercial Code**

The supervisory board has approved the annual financial statements prepared by the management board and the consolidated financial statements. Therefore, the annual financial statements are adopted. Consequently, a resolution by the virtual general meeting regarding agenda item 1 is neither intended nor necessary. However, the aforementioned documents must rather only be made available to the virtual general meeting and explained by the management board and – in the case of the report of the supervisory board – by the chairperson of the supervisory board, respectively. As part of their right to information, shareholders will have the opportunity to ask questions regarding the documents presented.

### **2. Resolution on the discharge of the members of the management board for the fiscal year 2021**

The management board and the supervisory board propose that the members of the management board in office during the fiscal year 2021 be ratified for the fiscal year 2021.

### **3. Resolution on the discharge of the members of the supervisory board for the fiscal year 2021**

The management board and the supervisory board propose that the members of the supervisory board in office during the fiscal year 2021 be ratified for the fiscal year 2021.

### **4. Resolution on the appointment of the annual auditor and group auditor as well as the auditor for the audit review, if any, of the condensed financial statements and the interim management report and for the audit review, if any, of additional interim financial information**

Following the recommendation of its audit committee, the supervisory board proposes to appoint Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Stuttgart, Berlin Office, Friedrichstraße 140, 10117 Berlin,

- a) as annual auditor and group auditor for the fiscal year 2022;

- b) in case of an audit review of the condensed financial statements and the interim management report (Sections 115 para. 5, 117 No. 2 of the German Securities Trading Act) for the first half of the fiscal year 2022, as auditor for such audit review; as well as
- c) in case of an audit review of additional interim financial information (Section 115 para. 7 of the German Securities Trading Act) for the first and/or third quarter of the fiscal year 2022 and/or for the first quarter of the fiscal year 2023, as auditor for such audit review.

The audit committee of the supervisory board has declared that its recommendation is free from undue influence by third parties and that it has not been imposed any clause limiting the selection options within the meaning of Article 16 para. 6 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements for the statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (EU Statutory Audit Regulation).

#### **5. Resolution on the reduction of the Authorized Capital 2015/III as well as corresponding amendments of the articles of association**

Pursuant to Article 4 para 4 of the articles of association, the management board is authorized to increase the registered share capital of the Company until 17 May 2023 with the consent of the Supervisory Board once or repeatedly, by up to a total of EUR 113,328 (in words: Euro one hundred thirteen thousand three hundred twenty-eight) by the issuance of up to 113,328 new no-par value bearer shares against contribution in kind (**Authorized Capital 2015/III**). The subscription rights of the shareholders are excluded. The Authorized Capital 2015/III serves only for the issuance of new no par-value shares for the purpose of fulfilling the current or future payment claims of managing directors and employees of the Company or of companies affiliated with the Company under the virtual option programs 2010 and 2013/2014 (jointly, the “**Virtual Option Program**”) against the Company and shares may only be issued out of the Authorized Capital 2015/III for this purpose. The issue price (*Ausgabebetrag*) shall amount to EUR 1.00 for each of the up to 113,328 new shares. The contribution for the new shares shall be made by contributing the payment claims, which the option holders have against the Company under the Virtual Option Program. The Management Board of the Company is authorized to determine, with the consent of the Supervisory Board, the further scope of the shareholders’ rights pertaining to the shares to be newly issued and the further conditions of the issuance of the new shares. The issuance of shares to members of the Management Board of the Company requires, in addition, the consent of the Supervisory Board. The Supervisory Board is

authorized to amend the wording of the Articles of Association after the utilization of the Authorized Capital 2015/III with respect to the registered capital of the Company accordingly corresponding to the extent to which the Authorized Capital 2015/III has been utilized or following the expiry of the authorization.

The Authorized Capital 2015/III was resolved by the extraordinary general meeting of the Company on May 18, 2018 under agenda item 2. As the majority of the virtual options under the Virtual Option Program that have not yet been exercised has since expired, the Authorized Capital 2015/III in its current amount is no longer required to service the Virtual Option Program, and the Authorized Capital 2015/III can be reduced accordingly by resolution of the Annual General Meeting.

Therefore, the management board and supervisory board propose to resolve as follows:

**a) Partial cancellation of Authorized Capital 2015/III**

The resolution of the extraordinary general meeting of the Company held on May 18, 2018 adopted under agenda item 2 subsection 2 a) sentence 1 is amended as follows:

“The management board is authorized to increase the registered share capital of the Company until 17 May 2023 with the consent of the Supervisory Board once or repeatedly, by up to a total of EUR 21,769.00 (in words: euro twenty-one thousand seven hundred and sixty-nine) by the issuance of up to 21,769 new no-par value bearer shares against contribution in kind.”

The resolution of the extraordinary general meeting of the Company held on May 18, 2018 adopted under agenda item 2 subsection 2 a) sentence 4 is amended as follows:

“The issue price (*Ausgabebetrag*) shall amount to EUR 1.00 for each of the up to 21,769 new shares.”

Otherwise, the content of the resolution of the extraordinary general meeting of May 18, 2018 on agenda item 2 remains unchanged.

**b) Amendment of the articles of association**

Article 4 para. 4 sentence 1 of the articles of association is amended to read as follows:

“The Management Board of the Company is authorized to increase the registered capital of the Company until 17 May 2023 with the consent of the Supervisory Board once or repeatedly, by up to a total of EUR 21,769.00 (in words: Euro twenty-one thousand seven

hundred and sixty-nine) by the issuance of up to 21,769 new no-par value bearer shares against contribution in kind (**Authorized Capital 2015/III**).”

Article 4 para. 4 sentence 4 of the articles of association is amended to read as follows:

“The issue price (*Ausgabebetrag*) shall amount to EUR 1.00 for each of the up to 21,769 new shares.”

Otherwise, the content of Article 4 para. 4 of the articles of association remains unchanged.

**6. Resolution on the cancellation of the Authorized Capital 2020 and the creation of a new authorized capital with the possibility of excluding subscription rights (Authorized Capital 2022) as well as corresponding amendments of the articles of association**

Pursuant to Article 4 para. 7 of the articles of association, the management board is authorized to increase the Company’s share capital, with the consent of the supervisory board, once or several times, by up to EUR 9,197,634.00 (in words: nine million one hundred ninety-seven thousand six hundred thirty-four Euros) in aggregate until June 2, 2025 through the issuance of up to 9,197,634 new bearer shares with no par value against contributions in cash or in kind (Authorized Capital 2020).

Since the creation of the Authorized Capital 2020, which originally amounted to EUR 13,020,401.00, it was partially utilized in December 2020 and in April 2022. Already in December 2020, the authorization for a cash capital increase with exclusion of subscription rights in the amount of 10% was fully utilized. The Authorized Capital 2020, which currently amounts to approximately 30% of the current share capital of the Company, therefore does not authorize the issue of new shares against cash contributions with exclusion of subscription rights. In order to enable the company to continue to react to financing requirements in the future and to strengthen the equity base by issuing new shares against cash contributions without subscription rights at short notice if necessary, the Authorized Capital 2020 is to be canceled. In its place, a new Authorized Capital 2022 is to be created in the amount of only 10% of the registered share capital of the company. As in the case of the Authorized Capital 2020, the exclusion of subscription rights shall be possible in case of a cash capital increase.

Therefore, the management board and the supervisory board propose to resolve as follows:

a) **Cancellation of the existing authorization to increase the share capital (Authorized Capital 2020)**

The authorization of the management board granted by the ordinary general meeting on June 3, 2020 pursuant to Article 4 para. 7 of the articles of association to increase the Company's share capital, with the consent of the supervisory board, once or several times, by up to EUR 9,197,634.00 (in words: nine million one hundred ninety-seven thousand six hundred thirty-four Euros) in aggregate until June 2, 2025 through the issuance of up to 9,197,634 new bearer shares with no par value against contributions in cash or in kind is canceled.

b) **Authorization to increase share capital (Authorized Capital 2022)**

The management board is authorized to increase the Company's share capital, with the consent of the supervisory board, once or several times, by up to EUR 3,046,366.00 (in words: three million forty-six thousand three hundred sixty-six Euros) in aggregate until June 13, 2027 through the issuance of up to 3,046,366 new bearer shares with no par value against contributions in cash ("Authorized Capital 2022").

The shareholders are generally to be granted a subscription right. The shares may also be subscribed by one or more credit institutions or companies within the meaning of Article 5 SE-Regulation in conjunction with Section 186 para. 5 sentence 1 AktG with the obligation to offer them to the Company's shareholders for subscription.

The management board is authorized, with the consent of the supervisory board, to exclude shareholders' subscription rights for one or more capital increases in connection with the Authorized Capital 2022,

- in order to exclude fractional amounts from the subscription rights; or
- in the case of a capital increase against cash contributions, if the issue price of the new shares is not substantially below the stock exchange price of the Company's already listed shares. However, this authorization shall only apply with the proviso that the notional share of the share capital attributable to the shares issued under exclusion of subscription rights in accordance with Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG may not exceed in the aggregate the limit of 10% of the share capital of the company either at the time the Authorized Capital 2022 takes effect or – if this amount is less – at the time the Authorized Capital 2022 is exercised. This limit of 10% of the share

capital shall include the pro rata amount of the share capital that is (i) attributable to shares which, during the term of the Authorized Capital 2022, are sold on the basis of an authorization to sell treasury shares in accordance with Article 5 SE-Regulation in conjunction with Sections 71 para. 1 No. 8 sentence 5, 186 para. 3 sentence 4 AktG under exclusion of subscription rights; (ii) attributable to shares that are issued or are to be issued to service subscription rights or to fulfill conversion and option rights or obligations under convertible bonds and/or option bonds, profit participation rights and/or profit participation bonds (or combinations of these instruments) (collectively “**Bonds**”), provided that the Bonds are issued during the term of the Authorized Capital 2022 in analogous application of Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG while excluding subscription rights of the shareholders; and (iii) attributable to shares that are issued during the term of the Authorized Capital 2022 on the basis of other capital measures while excluding shareholders’ subscription rights in analogous application of Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG.

The management board is authorized to determine the further details of the capital increase and its implementation with the consent of the supervisory board; this also includes the determination of the right to share in the profits of the new shares, which may also be determined for a previous fiscal year in derogation from Article 9 para. 1 letter c) i) SE-Regulation in conjunction with Section 60 para. 2 AktG.

The supervisory board is authorized to adjust the wording of the articles of association accordingly after utilization of the Authorized Capital 2022 or expiry of the period for utilization of the Authorized Capital 2022.

**c) Amendment of the articles of association**

Article 4 para. 7 of the articles of association is repealed and revised as follows:

“The management board is authorized to increase the company’s share capital, with the consent of the supervisory board, once or several times, by up to EUR 3,046,366 (in words: three million forty-six thousand three hundred sixty-six Euros) in aggregate until June 13, 2027 through the issuance of up to 3,046,366 new bearer shares with no par value against contributions in cash or in kind (“Authorized Capital 2022”).

The shareholders are generally to be granted a subscription right. The shares may also be subscribed by one or more credit institutions or companies within the meaning of Article 5 SE-Regulation in conjunction with Section 186 para. 5 sentence 1 AktG with the obligation to offer them to the company's shareholders for subscription.

The management board is authorized, with the consent of the supervisory board, to exclude shareholders' subscription rights for one or more capital increases in connection with the Authorized Capital 2022,

- in order to exclude fractional amounts from the subscription rights; or
- in the case of a capital increase against cash contributions, if the issue price of the new shares is not substantially below the stock exchange price of the company's already listed shares. However, this authorization shall only apply with the proviso that the notional share of the share capital attributable to the shares issued under exclusion of subscription rights in accordance with Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG may not exceed in the aggregate the limit of 10% of the share capital of the company either at the time the Authorized Capital 2022 takes effect or – if this amount is less – at the time the Authorized Capital 2022 is exercised. This limit of 10% of the share capital shall include the pro rata amount of the share capital that is (i) attributable to shares which, during the term of the Authorized Capital 2022, are sold on the basis of an authorization to sell treasury shares in accordance with Article 5 SE-Regulation in conjunction with Sections 71 para. 1 No. 8 sentence 5, 186 para. 3 sentence 4 AktG under exclusion of subscription rights; (ii) attributable to shares that are issued or are to be issued to service subscription rights or to fulfill conversion and option rights or obligations under convertible bonds and/or option bonds, profit participation rights and/or profit participation bonds (or combinations of these instruments) (collectively “**Bonds**”), provided that the Bonds are issued during the term of the Authorized Capital 2022 in analogous application of Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG while excluding the subscription rights of the shareholders; and (iii) attributable to shares that are issued during the term of the Authorized Capital 2022 on the basis of other capital measures while excluding shareholders' subscription rights in analogous application of Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG.

The management board is authorized to determine the further details of the capital increase and its implementation with the consent of the supervisory board; this also includes the determination of the right to share in the profits of the new shares, which may also be determined for an already past fiscal year in derogation from Article 9 para. 1 letter c) i) SE-Regulation in conjunction with Section 60 para. 2 AktG.

The supervisory board is authorized to adjust the wording of the articles of association accordingly after utilization of the Authorized Capital 2022 or expiry of the period for utilization of the Authorized Capital 2022.”

**d) Application for registration in the commercial register**

The management board is instructed to apply for the registration in the commercial register of the cancellation in accordance with the above letter a) of this agenda item 6, the authorization under letter b) of this agenda item 6 and the amendments to Article 4 para. 7 of the articles of association resolved under letter c) of this agenda item 6.

The management board and the chairman of the supervisory board are authorized to apply for the registration in the commercial register of the cancellation of the Authorized Capital 2020 and the creation of the Authorized Capital 2022 independent of the other resolutions of the virtual general meeting.

**7. Resolution on a new authorization to acquire treasury shares and on the use thereof, including the authorization to redeem acquired treasury shares, the reduction of the share capital, and cancellation of the corresponding existing authorizations**

For the acquisition, use and redemption of treasury shares, the Company requires, pursuant to Article 5 SE-Regulation in conjunction with Section 71 para 1 no. 8 AktG, a separate authorization by the ordinary general meeting, unless permitted under the applicable law.

The authorization resolved by the General Meeting on July 28, 2017 under agenda item 8 and adjusted by the General Meeting on May 18, 2018 under agenda item 5 to acquire a total of 33,282 specific shares in the Company under exclusion of shareholders' tender rights and to cancel acquired treasury shares and reduce the share capital was used by acquiring the 33,282 shares designated in the authorization in the years 2017 and 2018 and expires on June 30, 2022.

The authorization to acquire, use and redeem treasury shares resolved by the extraordinary general meeting on May 24, 2018 expires on May 23, 2023 and thus before the next Annual General Meeting. Since the adoption of this resolution of the extraordinary general meeting, the Company has increased the share capital of the Company excluding shareholders' subscription rights in accordance with Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG. Shares issued or sold in direct or analogous application of Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG during the term of the authorization up to this point in time are to be counted towards the option of using repurchased treasury shares excluding subscription rights. The authorizations to use repurchased treasury shares in accordance with Article 5 of the SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG have therefore already been fully utilized.

Therefore, it shall be proposed to the Annual General Meeting to grant the Company a new authorization to acquire and use treasury shares, canceling the remaining authorizations, which also takes into account the increased share capital since the extraordinary general meeting on May 24, 2018 to the extent permitted by the SE-Regulation in conjunction with the AktG.

The management board and the supervisory board therefore propose to resolve as follows:

**a) Cancellation of the existing authorizations**

The authorization resolved by the General Meeting on July 28, 2017 under agenda item 8 and adjusted by the General Meeting on May 18, 2018 under agenda item 5 to acquire a total of 33,282 specific shares in the Company under exclusion of shareholders' tender rights and to cancel acquired treasury shares and reduce the share capital and the authorization resolved by the ordinary general meeting of the Company on May 24, 2018 under agenda item 2 to acquire treasury shares and to use them, including the authorization to redeem acquired treasury shares and reduce the share capital, shall be each cancelled as of the date on which the new authorization proposed under lit. b) to lit. f) inclusive of this agenda item 7 takes effect.

**b) Creation of a new authorization**

Until June 13, 2023, the management board is authorized, with consent of the supervisory board, and in compliance with the principle of equal treatment (Article 9 para. 1 c) ii) SE-Regulation in conjunction with Section 53a AktG) to acquire treasury shares up to a total of 10% of the Company's share capital at the time of the resolution or - if this amount is lower – at the time the authorization is exercised. The shares acquired on the basis of this authorization

may not, together with other treasury shares, which the Company has already acquired and still holds or which are attributable to it according to Article 5 SE-Regulation together with Sections 71a et seq. AktG, exceed 10% of the Company's share capital at any point in time.

These authorizations can be exercised, in whole or in part, by the Company once or several times in pursuit of one or more of the Company's objectives, but also by group companies or third parties for the account of the Company or the group companies.

The authorization may not be exercised for the purpose of trading treasury shares.

**c) Nature and manner of the acquisition of treasury shares**

At the discretion of the management board, treasury shares may be acquired (i) on the stock exchange or (ii) by means of a public offer directed to all shareholders of the Company or by means of a public invitation to the shareholders to make a sales offer (the acquisition according to (ii) is referred to hereinafter as "**Public Offer**") or (iii) by means of a public offer or a public request to make an offer to exchange liquid shares admitted to trading on an organized market in the meaning of the Securities Acquisition and Takeover Act (hereinafter "**Exchange Shares**") against shares of the Company (the acquisition according to (iii) hereinafter "**Exchange Offer**").

**aa) Acquisition of shares through the stock exchange**

If the treasury shares are acquired through the stock exchange, the purchase price per share paid by the Company (without ancillary costs) may not be more than 10% higher or lower than the Company's share price on Xetra trading (or an equivalent successor system) ascertained by the opening auction on the trading day.

**bb) Public Offer, i.e. acquisition of the shares (1) by means of a public purchase offer or (2) by means of a public invitation to submit offers for sale**

In the case of an acquisition by way of a Public Offer, the Company can determine a fixed purchase price or a purchase price range for each share (without ancillary costs) within which it is prepared to acquire shares. In the Public Offer, the Company can determine a period for the acceptance or delivery of the offer as well as the possibility and the conditions for an adjustment of the purchase price range during this period in the event of not only insignificant share price changes. The purchase price will, in the case

of a purchase price range, be set on the basis of the sales prices stated in the acceptance or offer declarations of the shareholders and the volume of the acquisition as determined by the management board after the end of the offer period.

- (1) In the case of a Public Offer by the Company, the purchase price offered or the purchase price range may not be more than 10% higher or lower than the volume-weighted average price of the Company's shares on Xetra trading (or an equivalent successor system) on the last five (5) stock exchange trading days before the day of the public notification of the offer. In the event of an adjustment of the purchase price range by the Company, the last five (5) stock exchange trading days prior to the public announcement of the adjustment will be the basis for the adjustment.
- (2) In the case of a public invitation to all shareholders to submit offers for sales, the purchase price ascertained on the basis of the offers made (without ancillary costs) for each share of the Company may not be more than 10% higher or lower than the volume-weighted average price of the Company's shares on Xetra trading (or an equivalent successor system) on the last five (5) stock exchange trading days before the day of publication of the request to make a sales offer. In the event of an adjustment of the purchase price range by the Company, the basis will be the last five (5) stock exchange trading days prior to the public notification of the adjustment.

The volume of the purchase offer or the invitation to sell can be limited. If the shares offered by the shareholders for purchase exceed the total amount of the purchase offer or of the Company's invitation to sell, the shares offered shall be taken into account or accepted in the proportion of the total amount of the purchase offer or the invitation to sell to the total of shares offered by the shareholders. It can, however, be provided that lower numbers of up to one hundred (100) offered shares for each shareholder can be acquired on a preferential basis. The Public Offer can provide for additional conditions.

- cc) Exchange Offer, i.e. acquisition of shares (1) by means of a public offer to exchange liquid shares or (2) a public invitation to submit an offer to exchange liquid shares, each of which is admitted to trading on (another) organized market within the meaning of the German Securities Acquisition and Takeover Act.

In the case of an acquisition by an Exchange Offer, the Company can set either an exchange ratio or a corresponding exchange range at which it is prepared to acquire shares of the Company. In this context, cash payment can be made as additional payment or in compensation for fractional amounts. In the Exchange Offer, the Company can set a period for the acceptance or making of the offer and the possibility and the conditions for adjustment of the exchange range during the period in the event of not only insignificant share price changes. The exchange ratio will be ascertained in the event of an exchange range on the basis of the exchange ratios and/or other data stated in the acceptance or offer declarations of the shareholders and the acquisition volume set by the Management Board after the ending of the offer period.

- (1) In the case of an Exchange Offer of the Company, the offered exchange ratio or the exchange range may not be more than 10% higher or lower than the relevant value of a share of the Company. The calculation shall be based in each case on the volume-weighted average of the prices of an Exchange Share and a share of the Company in Xetra trading (or an equivalent successor system) or on a (different) organized market within the meaning of the German Securities Acquisition and Takeover Act on the last five (5) stock exchange trading days prior to the date of the public announcement of the offer. In the event of an adjustment of the exchange ratio by the Company, the last five (5) stock exchange trading days prior to the public announcement of the adjustment shall be taken as a basis.
- (2) In case of a solicitation to the shareholders to submit offers for the exchange of liquid shares, the exchange ratio per share, as determined on the basis of the offer received may not (excluding ancillary acquisition costs), be more than 10% higher or lower than the relevant value of a share of the Company. For the calculation, the volume-weighted average of the prices of an Exchange Share and a share of the Company in Xetra trading (or an equivalent successor system) or on an (other) organized market within the meaning of the German Securities Acquisition and Takeover Act on the last five (5) stock exchange trading days prior to the day of the public announcement of the Offer shall be used in each case. In the event of an adjustment of the exchange ratio by the Company, the last five (5) exchange trading days prior to the public announcement of the adjustment shall be taken as a basis.

The volume of the Exchange Offer or the request to make an Exchange Offer can be limited. If the shares offered by the shareholders for exchange exceed the total amount of the Exchange Offer or the request of the Company to make an Exchange Offer, they will be taken into account or accepted in the proportion of the total amount of the Exchange Offer or the request to make an Exchange Offer to the total of the shares of the Company offered by the shareholders. It can, however, be provided that lower numbers of up to one hundred (100) offered shares for each shareholder can be acquired on a preferential basis. The Exchange Offer or the request to make an Exchange Offer can provide for additional conditions.

**d) Authorization of the management board to sell or otherwise use acquired or held treasury shares**

The management board is authorized to use the treasury shares already held by the Company and the shares of the Company acquired on the basis of the above authorization, in addition to a sale on the stock exchange or by means of an offer to all shareholders, also in the following manner:

- aa) They may be redeemed and the Company's share capital can be reduced by that part of the share capital allotted to the redeemed shares without the redemption or its implementation requiring a further resolution by the ordinary general meeting. The management board can redeem the shares also in the simplified procedure without reducing the share capital, so that the redemption increases the proportion of the share capital by the remaining shares. If the shares are redeemed in a simplified procedure without reducing the share capital, the management board is authorized to adjust the number of shares in the articles of association.
- bb) They may, with the approval of the supervisory board, be offered and transferred to third parties in exchange for contributions in kind, in particular in connection with business combinations or for the (also indirect) acquisition of companies, businesses, parts of businesses or equity interests, as consideration for services rendered by third parties not affiliated with the Company (in particular service providers), and for the (also indirect) acquisition of assets or claims to the acquisition of assets, including claims against the Company or its group companies. In addition, the aforementioned shares may also be used for purposes of finalizing or for the settlement of appraisal proceedings relating to

companies affiliated with the Company under German corporate law. Shareholders' subscription rights are excluded in this respect.

- cc) They may, with the approval of the supervisory board, be sold to third parties for cash if the price at which the shares of the Company are sold is not significantly below the stock exchange price of one share of the Company at the time of sale (Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG). Shareholders' subscription rights are excluded in this respect.
- dd) They may be used to service acquisition obligations or acquisition rights to shares of the Company out of and in connection with conversion or warrant bonds or profit participation rights issued by the Company or group companies, with conversion or option rights or conversion or option obligations. Shareholders' subscription rights are excluded in this respect.
- ee) They may be offered for purchase and transferred to persons who are or were in an employment relationship with the Company or one of its affiliated companies, as well as current and former board members of the Company or of companies affiliated with the Company or their investment vehicles, holders of acquisition rights, in particular from option rights issued (also by the Company's legal predecessors), holders of virtual options which are or were issued by the Company, the Company's legal predecessors or their subsidiaries, also for the purpose of settling monetary claims. Shareholders' subscription rights are excluded in this respect. Insofar as members of the management board of the Company are concerned, this authorization applies to the supervisory board, which also determines the respective details.
- ff) They may be transferred to persons who are or were employed by the Company or one of its affiliated companies on the basis of commitments made in connection with the employment relationship. Shareholders' subscription rights are excluded in this respect.

The total of shares used pursuant to the above authorizations as set forth under lit. d) cc) and dd), to the extent they are offered in analogous interpretation of Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG (excluding subscription rights in the event of an offering against cash contributions at a price not materially below the stock exchange price), may not exceed 10% of the share capital either at the time of the coming into effect or – if such number of shares is lower – the time of the exercise of the authorization.

Shares in the Company issued or sold during the term of this authorization with the exclusion of subscription rights of the shareholders according to Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG, as applied directly or analogously, are to be credited against aforesaid limit. Shares issued to service convertible bonds or bonds with warrants or profit participation rights with conversion or option rights or conversion or option obligations or to be issued on the basis of the conversion price valid at the time of the resolution of the management board on the utilization of the authorization shall also be counted towards this authorization, insofar as these bonds or profit participation rights were issued during the term of this authorization with the exclusion of subscription rights in accordance with Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG.

**e) Authorization of the supervisory board to use the acquired treasury shares.**

The supervisory board is authorized to use treasury shares already held by the Company and treasury shares acquired on the basis of the authorization under b) and c) above for issue to the management board of the Company in accordance with the provisions contained in d) ee) above.

**f) Other provisions**

The authorizations to use treasury shares set out under d) and e) above may be exercised in full or in respect of partial volumes of the treasury shares acquired on one or more occasions, individually or together. The authorizations under d) above may also be exercised by subordinate group companies of the Company or by third parties for the account of the Company or subordinate group companies.

The use of the authorizations under d) bb) to ff) and e) above may not exceed a total pro rata amount of 10% of the Company's share capital, either at the time the resolution on the above authorizations is adopted by the ordinary general meeting or – if this amount is lower – at the time these authorizations are used. Shares issued from authorized capital excluding shareholders' subscription rights during the term of the authorizations under d) bb) to ff) and e) shall be counted towards this 10% limit. Shares issued to service bonds (including profit participation rights) with conversion or option rights or a conversion obligation (or a combination of these instruments) or to be issued on the basis of the conversion price valid at the time of the resolution by the management board to exercise the authorization shall also be counted towards this limit if the bonds or profit participation rights were issued during the term

of the authorizations contained in subparagraphs d) bb) to ff) and e) above to the exclusion of shareholders' subscription rights.

**8. Resolution on the amendment of the authorization by the general meeting on March 10, 2017 to issue performance shares as virtual stock options and to deliver shares of the company to service subscription rights from performance shares to members of the management board and employees of the company as well as to employees of affiliated companies of the company (Long Term Incentive Plan 2019 – “LTIP 2019”) and on the adjustment of the Conditional Capital 2019 to service subscription rights from performance shares issued on the basis of the authorization of the general meeting on March 10, 2017 as well as the corresponding amendment of the articles of association**

The company's annual general meeting on June 3, 2020 resolved under agenda item 7 to amend the authorization granted by the general meeting on March 10, 2017, as amended by the resolutions of the general meetings on July 28, 2017, May 24, 2018 and June 19, 2019, to issue performance shares as virtual stock options and for the delivery of company shares to service subscription rights from performance shares to members of the management board and employees of the company and to employees of affiliated companies of the company (Long Term Incentive Plan 2019 – “**LTIP 2019**”).

Holders of the performance shares issued and to be issued, respectively, under the LTIP 2019 are entitled to a variable compensation in the amount of the increase in value upon exercise of the performance shares that in principle is compensated by the subscription of new shares of the company. The size of the subscription right per performance share is calculated based on the difference (“**Value Increase**”) between the price of one share of the company at the time the performance shares are exercised (“**Exercise Price**”) and the virtual issue price determined at the time the performance shares were granted (“**Base Price**”) divided by the Exercise Price.

The terms of the LTIP 2019, however, provide for a right to allow the company to satisfy the subscription rights with treasury shares or cash payment.

In order to ensure the necessary flexibility in the utilization of the LTIP 2019, this authorization is to be increased or extended in terms of its scope and term, and the Conditional Capital 2019 in Article 4 para. 5 of the articles of association is to be amended accordingly. In addition, the LTIP 2019 is to be amended editorially in a number of places to clarify existing provisions.

Therefore, the management board and the supervisory board propose to resolve as follows:

The management board and the supervisory board of the company are authorized to grant a total of up to 2,953,733 subscription rights until June 13, 2027 to members of the management board and employees of the company and its affiliated companies (the “**Beneficiaries**”). The granting and exercise of the subscription rights take place in accordance with the following provisions:

**a) Calculation of the claims amount and exercise price**

The performance shares are granted at a Base Price, which amounts to at least EUR 1.00. However, the management board or – to the extent subscription rights are granted to members of the management board – the supervisory board may set a higher Base Price.

To determine the variable compensation claims under the LTIP 2019, the Value Increase must be calculated for each performance share upon exercise. The Exercise Price corresponds to the closing price of the Company’s shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the day the performance share is exercised or – if a performance share is exercised on a day on which no closing price is determined (e.g., weekends or during a holiday) – the closing price of the next trading day.

Upon exercise, each performance share entitles the respective Beneficiary to a variable compensation in the amount of the increase in value, which in principle is compensated by the subscription of a number of shares of the company whose value corresponds to the Value Increase upon exercise of the respective performance share (“**Subscription Rights**”). The value of each new share granted to service Subscription Rights is set at the Exercise Price.

The size of the Subscription Right corresponds to the number of shares of the company calculated by dividing the Value Increase by the Exercise Price. To the extent that the number of performance shares exercised by the Beneficiary does not entitle the holder to acquire a full number of Subscription Rights and thus shares, the Beneficiary is entitled to receive the next lower full number of shares in the company; the difference is compensated in cash.

**b) Circle of Beneficiaries**

Subscription Rights may only be granted to members of the management board of the company as well as employees of the company and of its affiliated companies. In total, (i) up to 1,394,115 Subscription Rights may be granted to members of the management board of the

company and (ii) up to 1,559,618 Subscription Rights may be granted to employees of the company and to these of affiliated companies.

To the extent that Subscription Rights granted expire or are forfeit during the authorization period, a corresponding number of Subscription Rights may additionally be issued to Beneficiaries of the same group of persons.

**c) Granting periods (acquisition periods); pledge of Subscription Rights**

Subject to certain excluded time-periods prior to the publication of financial reports or in case of existence of insider information, Subscription Rights may be issued in one or more tranches within the authorization period. The commitment of Subscription Rights can be made conditionally in such a way that the commitment of the Subscription Rights only becomes effective if certain personal or corporate objectives are met.

**d) Performance target and exercise conditions**

Condition for exercising of Subscription Rights of any tranche is the achievement of the respective performance target.

The performance target is achieved if the average annual growth rate (*compound annual growth rate* (“CAGR”)) of home24 SE group’s revenues on a comparable basis (like-for-like) amounts to at least 10% in the respective reference period.

The respective “**Reference Period**” are the four fiscal years beginning with the year a tranche is issued (the year of the economic grant date (*Effective Date*), in which performance shares were granted). The growth rate for the first year in a Reference Period is to be determined in comparison to the revenues of the fiscal year preceding the Reference Period.

*For example, if the Effective Date falls on February 20, 2020, then the CAGR for the fiscal years 2020 through 2023 is relevant.*

The management board is authorized to adjust the performance target for Subscription Rights granted to Beneficiaries between January 1, 2020 and September 30, 2020 in accordance with the above provisions.

If the performance target for a tranche has not been achieved, all Subscription Rights granted under this tranche will expire in full and without compensation.

The management board and – in relation to the management board – the supervisory board are entitled to link the granting of subscription rights under the LTIP 2019 to additional financial and non-financial performance targets. In accordance with the respective applicable management board remuneration system, the supervisory board will set correspondingly ambitious financial and non-financial performance targets for the management board when granting subscription rights under the LTIP 2019.

**e) Vesting**

Subscription Rights granted principally vest on the day corresponding through its number to the economic grant date within the twelfth month following the grant date (“**Vesting**”). The Vesting of the Subscription Rights allocated to a Beneficiary ends, and unvested Subscription Rights are principally forfeit without compensation, once the respective Beneficiary no longer has an ongoing and un-terminated employment or service relationship with the company or any of its affiliated companies.

The management board and – as far as granting Subscription Rights to members of the management board is concerned – the supervisory board may determine further cases where the Vesting ends or where the Vesting is suspended. These cases include an irrevocable leave of absence of the Beneficiary, the suspension of work or employment without continued compensation payments and other periods in which no remuneration is paid. In addition, cases may be provided where even already vested Subscription Rights expire without compensation, in particular in the event of a termination for cause or a breach of material contractual obligations. Furthermore, different vesting periods may be determined, in particular if the term of the service or employment relationship is limited. Special provisions (e.g., a pro rata reduction of the exercisable Subscription Rights instead of a lapse) may be made in the event of death, retirement and other special cases of resignations.

**f) Waiting period and term**

The waiting period for the initial exercise of Subscription Rights is four years from the issue date of the respective Subscription Rights. The issue date is the date the company offers the Subscription Rights to the Beneficiary, regardless of the date of receipt or acceptance of the offer (“**Issue Date**”). In the offer, a later date within the acquisition period of the respective tranche may be determined as the Issue Date.

The term of the Subscription Rights starts with the Issue Date and ends up to four years after expiry of the waiting period for the respective Subscription Rights. Subscription Rights that are not exercised or cannot be exercised until the end of the duration expire or are forfeit without compensation. If the end of the term falls within a Black-out Period, the term of the Subscription Rights will be extended and Subscription Rights may also be exercised in a period after the end of the respective Black-out Period from the beginning of the respective Black-out Period until the regular end of the Subscription Rights according to the previous sentence.

The management board is authorized to adjust the term of the Subscription Rights for Subscription Rights that were granted to Beneficiaries between January 1, 2020 and September 30, 2020 in accordance with the above provision.

**g) Exercise and black-out Periods**

After expiration of the waiting period, Subscription Rights may – insofar as they are vested, the performance target is achieved and the exercise conditions are fulfilled – be exercised at any time until the end of the relevant term, with the exception of Black-out Periods.

Subscription Rights may not be exercised in the following periods (“**Black-out Periods**”):

- the period of eight weeks prior to and until the end of the day of an annual general meeting of the company;
- the period of three weeks prior to and until a day after the publication of quarterly or half-year financial results of the company; and
- the last two weeks before the end of a fiscal year until a day after the publication of the annual results of the past fiscal year.

The management board and – in relation to the management board – the supervisory board are entitled to stipulate further Black-out Periods in individual cases at their sole discretion or to shorten Black-out Periods, insofar as this is legally permissible.

The aforementioned Black-out Periods in each case include the designated start and end dates. Furthermore, the restrictions resulting from the general laws and regulations must be observed.

**h) Issue price**

The issue price per share issued on the basis of Subscription Rights in each case equals the lowest issue price within the meaning of Section 9 para. 1 AktG, EUR 1.00 per share at the moment.

The issue price is to be paid by contribution of the variable compensation claims of the Beneficiaries from the performance shares granted to them (by way of contribution in kind).

**i) Other provisions**

With the exception of cases of inheritance, Subscription Rights cannot be transferred, sold, pledged or otherwise encumbered.

The conditions may provide that the company has the right to grant Beneficiaries treasury shares instead of new shares to fulfill their Subscription Rights or to satisfy Subscription Rights through a cash payment.

In case of a capital increase from company funds through the issuance of new shares, the Conditional Capital 2019 increases in accordance with Section 218 AktG in the same ratio as the share capital. Furthermore, the Base Price is reduced accordingly and the number of performance shares issued increases in the same ratio as the share capital. If the capital increase is made from company funds without issuing new shares (Section 207 para. 2 sentence 2 AktG), the Subscription Right remains unchanged.

In case of a capital reduction, the Base Price of the performance shares will not be adjusted if the capital reduction does not change the total number of shares or if the reduction is associated with a repayment of capital or a purchase of treasury shares. In case of a capital reduction through the pooling of shares without capital repayments and in case of an increase in the number of shares without a change of the share capital (share split), the Base Price and the number of performance shares must be adjusted so that the respective Beneficiary is placed in the same economic position as before the capital measure.

The management board and – in relation to the management board – the supervisory board are authorized to determine further details regarding the issuance of shares from the Conditional Capital 2019, in particular the subscription conditions for Beneficiaries, as well as to deviate

from the conditions of this authorization insofar as the authorization exceeds minimum requirements under stock corporation law.

Further details include, in particular, provisions for the allocation of Subscription Rights within the qualified groups of people, provisions on taxes and costs, rules on dividend entitlements prior to the exercise of Subscription Rights, the procedure for the granting of Subscription Rights to the individual Beneficiaries and the exercise of Subscription Rights, regulations regarding the expiry of Subscription Rights in the event of a termination of employment as well as procedural rules (in particular with regard to the technical processing of settlement).

The management board is also authorized to deviate from the provisions of the authorization for the implementation of this resolution vis-à-vis employees of foreign affiliates, insofar as the content of the authorization does not necessarily fall within the decision-making authority of the general meeting or insofar as this resolution goes beyond minimum requirements under stock corporation law.

**j) Adjustment of the Conditional Capital 2019**

Pursuant to Article 4 para. 5 of the articles of association of the company, the Company's share capital is conditionally increased by up to EUR 2,198,110.00 (in words: two million one hundred ninety-eight thousand one hundred ten Euros) by the issuance of up to 2,198,110 bearer shares with no-par value (the "**Conditional Capital 2019**"). The Conditional Capital 2019 solely serves to fulfill Subscription Rights granted to Beneficiaries pursuant to the authorizations of the general meeting of March 10, 2017, as amended by the resolutions of the general meetings of July 28, 2017, May 24, 2018, June 19, 2019 and June 3, 2020, and within the context of the LTIP 2019 (or under the previous designation LTIP 2017). Following the adjustment of the LTIP 2019, the resolutions of the general meeting of March 10, 2017, modified on July 28, 2017, May 24, 2018, June 19, 2019 and June 3, 2020, regarding the creation of the Conditional Capital 2019 will also be amended as follows:

The share capital of the company is conditionally increased by up to EUR 2,953,733.00 (in words: two million nine hundred fifty-three thousand seven hundred thirty-three Euros) through the issuance of up to 2,953,733 bearer shares with no-par value ("**Conditional Capital 2019**"). The Conditional Capital 2019 solely serves to fulfill Subscription Rights granted to Beneficiaries pursuant to the authorizations of the general meeting of March 10, 2017, as amended by the resolutions of the general meetings of July 28, 2017, May 24, 2018, June 19,

2019, June 3, 2020 and June 14, 2022, as part of the LTIP 2019 (or under the previous designation LTIP 2017).

The subscription shares will be issued at the lowest issue price of EUR 1.00. The contributions for the subscription shares are made by contributing the compensation claims of the Beneficiaries from the performance shares granted to them by way of contribution in kind. The Conditional Capital increase is implemented only to the extent that performance shares have been issued based on the resolutions of the general meeting of March 10, 2017, as amended by the resolutions of the general meetings of July 28, 2017, May 24, 2018, June 19, 2019, June 3, 2020 and June 14, 2022, the Beneficiaries have used their exercise rights in accordance with the agreed terms and the company has not fulfilled the Subscription Rights through treasury shares or a cash payments. The new shares participate in the profits from the beginning of the fiscal year during which the issuance takes place; in deviation from this, the new shares will participate in the profits from the beginning of the fiscal year preceding the fiscal year of creation if the general meeting has not yet adopted a resolution on the appropriation of the balance sheet profits for the fiscal year preceding the fiscal year of creation. The supervisory board is authorized to amend the articles of association of the Company in accordance with the respective utilization of the Conditional Capital 2019.

**k) Amendment of the articles of association**

Article 4 para. 5 of the articles of association of the company is amended to read as follows:

“The share capital of the company is conditionally increased by up to EUR 2,953,733.00 (in words: two million nine hundred fifty-three thousand seven hundred thirty-three Euros) through the issuance of up to 2,953,733 bearer shares with no-par value (“**Conditional Capital 2019**”). The Conditional Capital 2019 solely serves to fulfill Subscription Rights granted to beneficiaries pursuant to the authorizations of the general meeting of March 10, 2017, as amended by the resolutions of the general meetings of July 28, 2017, May 24, 2018, June 19, 2019, June 3, 2020 and June 14, 2022, as part of the LTIP 2019 (or under the previous designation LTIP 2017). The subscription shares will be issued at the lowest issue price of EUR 1.00. The contributions for the subscription shares are made by contributing the compensation claims of the Beneficiaries from the performance shares granted to them by way of contribution in kind. The Conditional Capital increase is implemented only to the extent that performance shares have been issued based on the resolutions of the general meeting of

March 10, 2017, as amended by the resolutions of the general meetings of July 28, 2017, May 24, 2018, June 19, 2019, June 3, 2020 and June 14, 2022, the Beneficiaries have used their exercise rights in accordance with the agreed terms and the company has not fulfilled the Subscription Rights through treasury shares or a cash payments. The new shares participate in the profits from the beginning of the fiscal year during which the issuance takes place; in deviation from this, the new shares will participate in the profit from the beginning of the fiscal year preceding the fiscal year of creation if the general meeting has not yet adopted a resolution on the appropriation of the balance sheet profits for the fiscal year preceding the fiscal year of creation. The supervisory board is authorized to amend the articles of association of the Company in accordance with the respective utilization of the Conditional Capital 2019.”

**l) Application for registration in the commercial register**

The management board and the chairman of the supervisory board are instructed to apply for the registration in the commercial register of the adjustment of the Conditional Capital 2019 pursuant to letter j) above of this agenda item 8 as well as the corresponding amendment of the articles of association pursuant to letter k) above of this agenda item 8.

The management board and the chairman of the supervisory board are authorized to apply for the registration in the commercial register of the adjustment of the Conditional Capital 2019 and the corresponding amendment to the articles of association independent of the other resolutions of the general meeting.

**9. Resolution on the approval of the remuneration report for the fiscal year 2021**

Following the amendment to the AktG by the Act Implementing the Second Shareholders' Rights Directive (“**ARUG II**”) of December 12, 2019, a remuneration report pursuant to Article 53 SE-Regulation in conjunction with Section 162 AktG must be prepared by the management board and supervisory board for listed companies for the preceding financial year and for the first time for the fiscal year 2021 and submitted to the Annual General Meeting pursuant to Section 120a para. 4 AktG for approval by the Annual General Meeting.

In accordance with Article 53 SE Regulation in conjunction with Section 162 para. 3 AktG, the remuneration report was examined by the auditor to determine whether the legally required disclosures pursuant to Section 162 para. 1 and 2 AktG had been made. The auditor’s report on the remuneration report is attached to the remuneration report.

The remuneration report with audit opinion is printed in this invitation under Section II “Reports and Annexes” and will be available on our website at <https://www.home24.com/hv> from the time the Annual General Meeting is convened. This remuneration report is identical in content to the remuneration report printed in the Company’s 2021 annual report and is merely shortened by three references to other parts of the annual report or the Company’s corporate website, which have no effect on the completeness of the remuneration report’s content.

The management board and supervisory board propose that the remuneration report for the fiscal year 2021, prepared and audited in accordance with Article 53 SE-Regulation in conjunction with Section 162 AktG, be approved and resolved as follows:

The remuneration report for the financial year 2021 is approved.

**10. Resolution on the approval of the remuneration system for the members of the management board**

Pursuant to Article 53 SE-Regulation in conjunction with Section 120a para. 1 AktG in the version applicable since January 1, 2020 following the ARUG II, in the case of listed companies, a resolution on the approval of the remuneration system for the members of the management board presented by the supervisory board must be adopted by the general meeting whenever there is a significant change, but at least every four years.

The Annual General Meeting of home24 SE last resolved on the approval of the management board remuneration system on June 17, 2021 and approved the submitted management board remuneration system with 68.39% of the votes cast. Shareholders or shareholder representatives voted against the approval of the management board remuneration system with 31.61% of the votes cast. The legally non-binding resolution of the Annual General Meeting on the approval of the management board remuneration system requires a simple majority of the votes cast in accordance with Section 120a para. 1 AktG, so the compensation system presented was effectively approved. However, the supervisory board is seeking a significantly higher approval rate for this important issue in order to ensure the strongest possible alignment of shareholder and management interests. A new, revised management board remuneration system will therefore be presented to the Annual General Meeting in response to the requests for change expressed by investors. In relation to the management board remuneration system 2021 it contains in particular the following material changes:

- The structure of the total target remuneration was slightly adjusted. The ratio of fixed remuneration to total target remuneration is now 17-39% (previously: 15-35%). The share of short-term variable remuneration in total target remuneration is 4-18% (previously: 3-10%), while long-term variable remuneration represents the slightly reduced but predominant share of total target remuneration at 50-76% (previously 60-80%).
- With regard to the short-term variable remuneration (STI), performance targets have been set for future employment contracts. In addition, it is intended that the bonus will be set at a target amount of 100 % and that payment of the bonus will be 0-150 % of this target amount, depending on the extent to which the targets have been achieved.
- The performance targets for the long-term variable remuneration (LTI) have also been defined and are to be achieved within a performance period of at least three years. The number of performance shares to be granted to a management board member is based on an assumed future target achievement of 100%. At the end of the performance period the final number of performance shares is determined depending on the extent to which the targets have been achieved, which may be 0-150% and may lead to an adjustment of the performance shares provisionally granted at the beginning of the performance period.
- The total remuneration of a management board member is reduced for future employment contracts from a maximum of EUR 15 million per year to a maximum of EUR 10 million per year for the chairperson of the management board and of EUR 7 million per year for an ordinary member of the management board.
- For all components of variable remuneration, the future employment contracts of management board members shall contain provisions granting the supervisory board the right, at its reasonable discretion, to withhold (“malus”) or claw back (“clawback”) variable remuneration components in part or in full in certain cases.

The supervisory board proposes that the management board remuneration system for the members of the management board, which was resolved by the supervisory board on April 26, 2022, and is printed subsequently to this agenda item 10, is going to be approved and to resolve as follows:

The remuneration of the management board is approved.

## **Management Board Remuneration System**

### **A. Main features of the Management Board Remuneration System**

The Management Board remuneration system of home24 SE ("Company") contributes to the promotion of the business strategy and the long-term development of the Company. The provided incentives are structured to provide an additional motivation for the Management Board to work towards the sustainable success of the Company. The Management Board remuneration system thus serves the interests of shareholders, employees, customers and other stakeholders. At the same time, the customary and competitive remuneration of the Management Board shall ensure that the Company can continue to compete successfully on the national and international market for the best candidates for the position of Management Board member.

In determining the amount and structure of the remuneration of the Management Board, the Supervisory Board is guided in particular by the following four principles:

- **Responsibility and Adequacy**

The remuneration of the Management Board reflects the responsibility of the Management Board for the management of the Company as well as the responsibility of the individual Management Board member in his or her area of responsibility and adequately considers the respective tasks and performance.

- **Performance**

The Management Board remuneration system takes the performance of the Management Board as a body and of its individual members adequately into account and promotes the commitment to sustainable action by the Management Board. The variable compensation components include adequate and ambitious performance criteria (*Pay for Performance*).

- **Entrepreneurship and Sustainability**

The remuneration system is particularly geared to increasing the value of the Company in the long term. By participating in the long-term increase in value, the Management Board is encouraged to act in an entrepreneurial manner. Long-term variable compensation therefore accounts for a significant proportion of total compensation and significantly exceeds short-term variable compensation.

In addition, the compensation system includes non-financial performance criteria from the areas of environment, social and governance (“ESG”). These components of the remuneration structure provide targeted incentives to work towards sustainable and future-oriented growth of the company for the common good.

- **Capital Market Orientation**

In order to align the actions of the Management Board with the long-term positive development of the Company and the interests of the Company's shareholders, the variable performance-related compensation components will be granted predominantly on a share-based basis.

The Management Board remuneration system is designed to be clear and comprehensible. It complies with the requirements of Section 87a (1) of the German Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code in the version dated 16 December 2019 (“GCGC”), insofar as no deviation from these recommendations is declared.

In addition, identifiable shareholder interests were taken into account as far as possible during the preparation process and recommendations from shareholder associations (proxy voting guidelines) were included in the design. In particular, the Supervisory Board dealt in detail with the feedback from shareholders and the voting proposals of the proxy advisors on the remuneration system submitted to a vote at the Annual General Meeting on 17 June 2021. In reaction, transparency was significantly increased overall. Furthermore, additional targets were introduced for the LTI component of total compensation, comprising financial and non-financial performance parameters. The performance parameters are described in terms of content. The specific targets for the individual performance parameters are set by the Supervisory Board when the performance-related compensation components are granted for the respective performance period; the targets are disclosed in the remuneration report for the past period. The maximum achievable remuneration (cap) has been reduced for all Management Board members and, in line with the market standard, a differentiation has been introduced between the Chairman of the Management Board and ordinary Management Board members. The remuneration system now also includes market-standard malus and clawback provisions. The main changes compared with the remuneration system submitted for approval to the Annual General Meeting on 17 June 2021 can be seen in the overview of the main compensation elements provided under C.I.

The Management Board remuneration system continues to provide the Supervisory Board with the necessary flexibility to respond to organizational changes and to take account of different market conditions.

**B. Procedure for determining the Management Board remuneration system**

The system of Management Board remuneration is determined by the Supervisory Board as a whole. Pursuant to § 12 of its Rules of Procedure, the Supervisory Board has established a Remuneration Committee which is responsible for matters relating to the remuneration of the Management Board and supports the Supervisory Board as a whole in this respect.

The Supervisory Board consults external advisors as it deems necessary in each case. When appointing external consultants, attention is paid to their independence and a certificate of independence is required. In designing the Management Board remuneration system described below, the Supervisory Board has involved an internationally oriented consulting firm specializing in executive board compensation.

The recommendations of the GCGC and the rules of the Supervisory Board's Rules of Procedure are also complied with in determining, reviewing and implementing the Management Board remuneration system in order to deal with potential conflicts of interest on the part of the members of the Supervisory Board.

The Management Board remuneration system adopted by the Supervisory Board is submitted to the Annual General Meeting for approval. If the Annual General Meeting does not approve the Management Board remuneration system put to the vote, a revised Management Board remuneration system will be presented at the latest at the following Annual General Meeting. If the Annual General Meeting approves the Management Board remuneration system with what the Supervisory Board considers to be an inappropriate majority, the Supervisory Board shall make any necessary adjustments based on the shareholder feedback and resubmit the adjusted system to the Annual General Meeting for approval.

The Supervisory Board regularly reviews the Management Board remuneration system and decides on changes if necessary. In the event of significant changes, but at least every four years, the remuneration system is again submitted to the Annual General Meeting for approval.

## C. Components of the Management Board remuneration

### I. Overview

The remuneration of the members of the Management Board of the Company comprises fixed and variable components. The fixed, non-performance-related remuneration comprises the annual fixed cash compensation and customary fringe benefits. The variable remuneration consists of a short-term component (STI) and a long-term component (LTI).

The main components of the Management Board's remuneration are outlined below:

	Remuneration element	Current remuneration system 2022	Change to 2021
Fixed remuneration	<b>Fixed compensation</b>	<ul style="list-style-type: none"> <li>Fixed annual compensation in accordance with Management Board member's service agreement</li> <li>Payable in 12 monthly installments</li> </ul>	<i>Unchanged</i>
	<b>Fringe benefits</b>	<ul style="list-style-type: none"> <li>Health insurance and pension allowances</li> <li>Further customary benefits and allowances, in particular those which are also granted to employees of the Company</li> <li>Accident/disability insurance</li> <li>D&amp;O insurance</li> </ul>	<i>Unchanged</i>
Short-term variable compensation (STI)	<b>Plan type</b>	Target bonus	<i>Unchanged</i>
	<b>Allocation</b>	Target bonus at 100% target achievement according to Management Board member's service agreement	<i>Unchanged</i>
	<b>Performance criteria</b>	<ul style="list-style-type: none"> <li>Revenue (weighted: 40%)</li> <li>Adjusted EBITDA margin (weighted: 40%)</li> <li>ESG-targets (weighted: 20%)</li> </ul>	<i>New: Changeover to a revenue target and a relative profitability target (adjusted EBITDA margin) as targets for profitable growth</i>
	<b>Runtime/ Performance Period</b>	One financial year	<i>Unchanged</i>
	<b>Payment/ maximum amount</b>	<ul style="list-style-type: none"> <li>In the month after approval of the consolidated financial statements for the performance period</li> <li>Payment of 0% to 150% depending on target achievement</li> <li>cash</li> </ul>	<i>New: possibility of overachieving targets and thus maximum payout of up to 150% of the target bonus</i>

Lang-term variable remuneration (LTV)	<b>Plan type</b>	Stock option plan	<i>Unchanged</i>
	<b>Allocation</b>	<ul style="list-style-type: none"> <li>One time allocation at conclusion of the Management Board member's service agreement</li> <li>or</li> <li>annual (rolling) allocation on the basis of an agreed target amount</li> </ul>	<i>Unchanged</i>
	<b>Performance criteria</b>	<ul style="list-style-type: none"> <li>Average revenue growth (weighted: 40%)</li> <li>Adjusted EBIT-margin (weighted: 40%)</li> <li>ESG-targets (weighted: 20%)</li> </ul>	<i>New: Introduction of additional targets consisting of financial and non-financial performance criteria</i>
	<b>Runtime/ Performance Period</b>	<ul style="list-style-type: none"> <li>Performance Period: at least three years</li> <li>Waiting Period before first exercise: four years</li> <li>Runtime in total: eight years</li> </ul>	<i>New: possibility of adjusting the performance period to the term of the service agreement, but at least three years</i>
	<b>Exercise Period</b>	Four years	<i>Unchanged</i>
	<b>Payment</b>	<ul style="list-style-type: none"> <li>Generally in home24 shares</li> <li>Supervisory Board is entitled to settle in cash</li> </ul>	<i>Unchanged</i>
Others	<b>Total target compensation</b>	<ul style="list-style-type: none"> <li>Generally determined at conclusion of the Management Board member's service agreement</li> <li>For variable remuneration components a target achievement of 100% is assumed</li> <li>The valuation of share-based compensation components is carried out according to recognized financial-mathematical methods</li> </ul>	<i>New: Allocation of share-based compensation components on the basis of a total target compensation in-stead of on the basis of an intended participation in the increase in the Company's value.</i>
	<b>Maximum remuneration</b>	<p>Payment of the total remuneration for one year is capped in accordance with Section 87a (1) s. 2 no. 1 German Stock Corporation Act (AktG) as follows:</p> <ul style="list-style-type: none"> <li>Ordinary Management Board member EUR 7m per year</li> <li>Chairperson of the Management Board: EUR 10m per year</li> </ul>	<i>New: Maximum remuneration significantly reduced; differentiation according to Management Board function</i>
	<b>Malus/ Clawback</b>	<p>Supervisory Board can withhold or clawback variable remuneration components in part and in full in the following cases:</p> <ul style="list-style-type: none"> <li>grossly negligent or intentional breaches of the duties of the members of the Management Board;</li> <li>serious violations of internal compliance or behavioral guidelines;</li> <li>determination of target achievement on the basis of wrong data.</li> </ul>	<i>New: So far only limited clawback regulation regarding STI</i>

The Management Board remuneration system is supplemented by the possibility of appropriate and customary commitments in connection with the commencement of Management Board service.

## II. Structure and composition of the Total Target Compensation

The concrete structure as well as the amount and breakdown of the total target compensation for a member of the Management Board of the Company is determined at the beginning of the respective term of office. In the case of the variable compensation components (STI and LTI), the target amount is based in each case on 100% target achievement and, in the event of overachievement of the targets, maximum limits for target achievement are defined. In addition, a maximum amount (cap) is defined which the compensation paid for one year may not exceed. If the LTI component is granted once at the beginning of the service agreement for the term of the service agreement, the total allocation amount of the LTI component is divided equally over the term of the service agreement in years.

The share of fixed compensation in the total target compensation is 17-39%; the share of fringe benefits is 1-7%. Short-term variable compensation accounts for 4-18% of total target compensation, while long-term variable compensation accounts for 50-76% and, thus, the majority of total target compensation. In accordance with the requirements of the German Stock Corporation Act (AktG) and the German Corporate Governance Code (GCGC), the Supervisory Board thus ensures that the variable compensation resulting from the achievement of long-term targets exceeds the share of compensation related to short-term targets.

This results in the following distribution of the total target compensation among the individual compensation components:

	Compensation component	Percentage share of total target compensation
Fixed compensation	<i>Fixed compensation</i>	17-39 %
	<i>Fringe benefits</i>	1-7 %
Variable remuneration	<i>Short-term variable remuneration (STI)</i>	4-18 %
	<i>Long-term variable remuneration (LTI)</i>	50-76 %

### **III. Fixed compensation components**

The fixed, non-performance-related compensation, the amount of which is based on the area of responsibility and experience of the respective Management Board member, is paid in cash in twelve monthly installments.

The Management Board members also receive customary fringe benefits, including in particular health insurance allowances and monthly gross amounts equivalent to the employer's contributions to statutory pension and unemployment insurance, as well as payment of the costs of D&O insurance and accident/disability insurance, whereby the D&O insurance for Management Board members provides for a deductible of 10% per claim limited to a maximum of one and a half times the annual fixed compensation. In addition, members of the Management Board may receive customary benefits and allowances that are also granted to employees of the Company.

### **IV. Variable compensation components**

The variable compensation is linked to performance and aligned to the Company's short- and long-term goals and development. In accordance with the recommendations of the GCGC, the value of the long-term variable compensation outweighs the value of the short-term variable compensation as a proportion of the total target compensation. The amount of the respective component realized depends on the achievement of the relevant targets and, in the case of long-term variable compensation, also on the development of the Company's share price.

#### **1. Short-term variable compensation (STI)**

The STI is designed as a performance-based variable bonus with a one-year performance period that incentivizes the contribution made in the financial year to the operational implementation of the corporate strategy and to sustainable corporate development. In addition to two financial performance criteria, each weighted at 40%, the short-term variable compensation also includes one or more non-financial ESG performance targets, weighted at 20% in total. The Supervisory Board may, at its due discretion, waive the granting of short-term variable compensation in the form of the STI in individual cases.

The following is an overview of how the STI works:



a) Financial performance criteria

The majority of the STI is measured by the achievement of the two financial performance criteria of revenue and adjusted EBITDA margin. Revenue and adjusted EBITDA margin are key financial performance indicators for home24's operating business and reflect the company's focus on profitable growth.

- **Revenue:** Revenue is the revenue reported, approved and audited in the consolidated financial statements. It is the key indicator of demand for home24's products and therefore an important factor in the implementation of home24's ambitious growth strategy. Aligning management remuneration with the Company's revenue thus helps to promote the Company's growth-oriented business strategy.
- **Adjusted EBITDA margin:** home24 defines EBITDA as the sum of earnings before interest and taxes plus depreciation, amortization and impairment losses. Adjusted EBITDA is calculated by adjusting EBITDA for income/expenses for share-based payments and non-recurring special effects (such as restructuring expenses). The adjusted EBITDA margin reflects the ratio of adjusted EBITDA to revenues and thus the operating earnings power of home24. It ensures the profitability of the business model with a simultaneous focus on growth and thus the financial sustainability of the Company's business strategy.

At the beginning of each financial year, the Supervisory Board sets a target value as well as an upper and lower threshold value for the aforementioned STI performance criteria. In doing so, it may be guided by the budget planning for the respective financial year. To ensure that these targets do not

fail to fulfill their incentive function, the Supervisory Board will use its due discretion to ensure that the targets are ambitious on the one hand, but remain achievable for the Management Board member on the other.

b) Non-financial performance criteria (ESG-Target)

In addition to the financial development, the sustainable non-financial development of the Company is also of decisive importance for the long-term success of the Company. A share of the STI weighted at 20% is measured by the achievement of one or the sum of several non-financial ESG targets derived from home24's respective applicable sustainability strategy. ESG targets may relate, for example, to a reduction in CO2 emissions, efficient use of resources, use of sustainable resources, sustainable sourcing along the supply chain, improvement of customer satisfaction and/or employee satisfaction, promotion of diversity, employee training and development, occupational health and safety along the supply chain and/or certain compliance criteria.

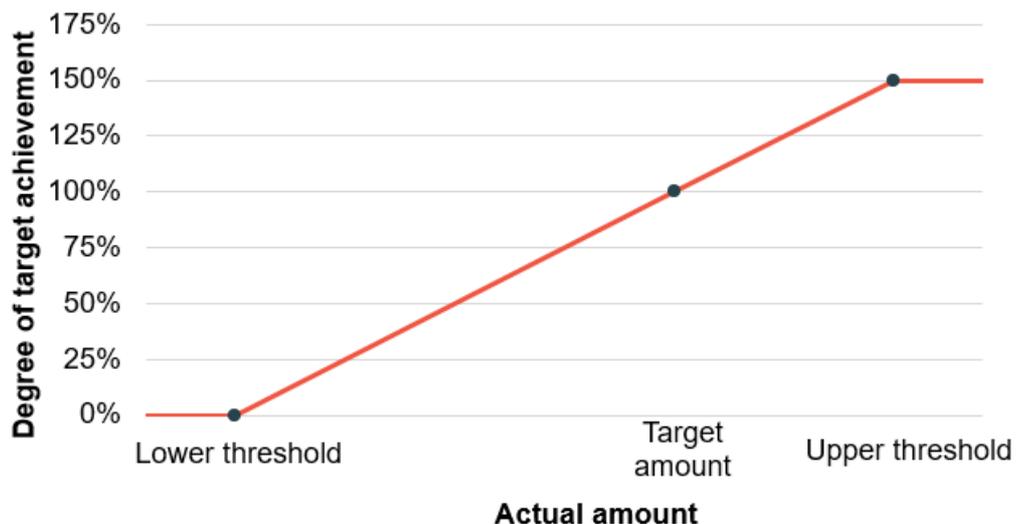
When defining the concrete ESG targets, the Supervisory Board also determines the method for measuring performance as well as the target value, a lower threshold value and an upper threshold value. The specific target achievement can range from 0% to 150% and is explained in the remuneration report after the end of the relevant financial year. When determining the specific ESG performance target, the Supervisory Board ensures that it is as measurable and transparent as possible. If the selected ESG performance target cannot be measured or determined due to unforeseeable developments, the Supervisory Board may use an alternative key performance indicator that comes as close as possible to the original purpose. In principle, however, subsequent changes are also excluded for the ESG performance target in accordance with the recommendation G.8 of the German Corporate Governance Code.

If, when setting the non-financial ESG performance targets, the Supervisory Board also specifies strategic/conceptual or qualitative targets (e.g. the development or revision of a sustainability strategy, the improvement of reporting/transparency on ESG dimensions) that cannot be measured quantitatively, the Supervisory Board will decide on the degree of target achievement at its due discretion and disclose the main considerations for its decision in the remuneration report. In doing so, the Supervisory Board will select an assessment approach that makes the determination of target achievement objectively comprehensible.

c) Determination of target achievement and payment modalities

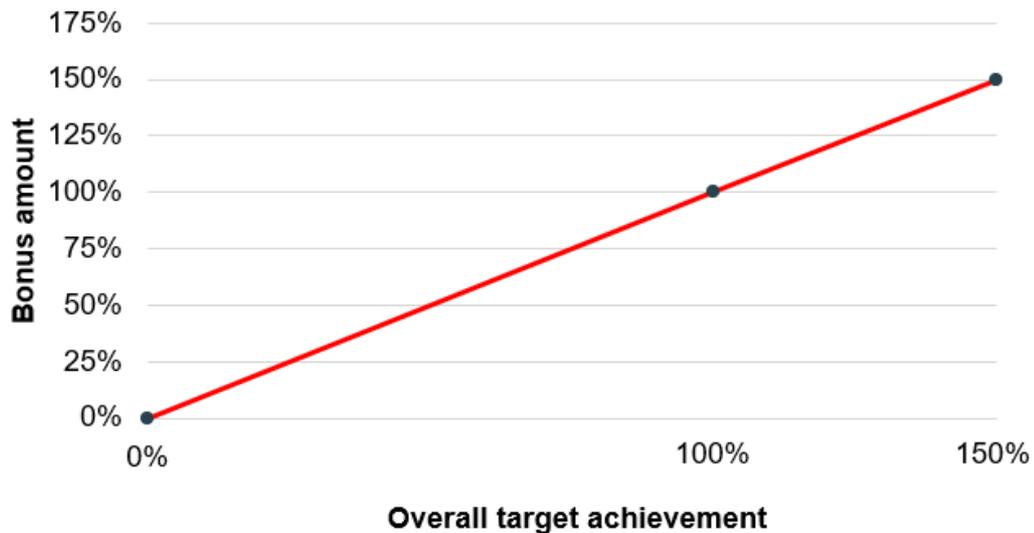
The overall target achievement of the STI is determined by the Supervisory Board after the end of the financial year on the basis of target achievement in the individual financial and non-financial performance criteria and the respective weighting. Subsequent changes to the performance criteria are excluded.

The degree of target achievement for the performance criteria is determined by comparing the actual value achieved in the financial year with the target value (planned value) defined by the Supervisory Board. The range of possible degrees of target achievement for the performance criteria in the STI is between 0% and 150%. If the actual value is equal to the target value defined by the Supervisory Board, the degree of target achievement for the performance criterion is 100%. If the actual value falls below the lower threshold defined by the Supervisory Board, the degree of target achievement for the performance criterion is 0%. If the actual value reaches or exceeds the upper threshold defined by the Supervisory Board, the degree of target achievement for the performance criterion is 150%. If an actual value between the lower threshold value and the target value is achieved, the degree of target achievement is determined by linear interpolation; the same applies if an actual value between the target value and the upper threshold value is achieved. The determination of the degree of target achievement depending on the actual value achieved can thus be visualized schematically as follows:



The overall target achievement is calculated by multiplying the target achievement levels of the performance criteria by their respective weightings and then adding them together. The overall STI target achievement is then multiplied by the STI target value to determine the annual payout amount.

The annual STI payout for all Management Board members is capped at 150% of the target amount. If the actual value falls below the lower threshold for all three performance criteria, the bonus is forfeited completely. The target achievement in relation to the bonus amount is shown below:



The STI is paid out in cash and is generally due for payment in the next regular salary cycle following approval of the consolidated financial statements for the relevant financial year of home24. If the Management Board member service contract begins or ends in the respective financial year, the target amount is reduced pro rata temporis to the date of the beginning or end.

## 2. Long-term variable compensation (LTI)

As long-term, share-based variable compensation, the Management Board receives Performance Shares under the Company's LTIP.

### a) Main features of the LTIP

The LTIP enables the Management Board to participate in any increases in the equity value, as the performance of the Performance Shares is linked to the performance of the Company's shares. The Performance Shares are structured like stock options. The beneficiary receives the difference in value between the higher share price at the time of exercise and the exercise price (*Base Price*) set when the Performance Shares were issued - at the discretion of the Company - either in the form of shares in the Company or in cash. Performance shares are normally earned over a period of 12 months after the effective date (*Vesting*). According to the currently valid LTIP conditions, Performance Shares can generally be exercised after the expiry of a four-year *Waiting Period*, provided they are vested.

The LTIP is backed with a conditional capital and provides for a minimum target under stock corporation law of achieving an average growth rate of at least 10% in the home24 Group's sales growth over the four years following the granting of the Performance Shares, adjusted for special effects (*Performance Target*). For members of the Management Board, the Supervisory Board provides for additional targets in accordance with the financial and non-financial performance criteria described in this remuneration system. The Performance Shares can be exercised within four years of the end of the waiting period (*Exercise Period*).

Beneficiaries are not subject to any requirements regarding the holding of the corresponding shares. In the view of the Supervisory Board, share ownership guidelines are not necessary due to the specific structure of the remuneration system. In the view of the Supervisory Board, even without holding requirements the Management Board is extraordinarily strongly incentivized by the performance of the Company's stock compared with the remuneration structure of other peer companies, which leads to a synchronization of management Board and shareholder interests. This is mainly due to the relatively high proportion of share-based long-term variable compensation with option character combined with the long waiting period of four years before granted LTIP tranches can be exercised. On the one hand, this promotes entrepreneurial spirit, as the total target compensation envisaged with the LTI component is only achieved if the share price develops accordingly. At the same time, the multi-year waiting period before the options can be exercised minimizes the prioritization of short-term measures to increase the share price in the interests of sustainable corporate value development.

#### b) Granting of Performance Shares to the Management Board

Upon conclusion of his service contract, a member of the Management Board may receive a conditional commitment for Performance Shares for the entire term of the contract, with the grant being made in equal parts for the entire term of the contract (sequential commitment or "**Upfront Grant**"). Alternatively, when the service contract is concluded, a target compensation for the LTI component is determined from which the number of Performance Shares to be granted is calculated for each year of the term of a service contract using recognized mathematical valuation methods (annual (rolling) allocation).

In the case of an Upfront Grant, the annual tranches granted at the beginning of the service contract may have different economic grant dates (*Effective Dates*), so that the vesting period for each annual tranche must be determined independently.

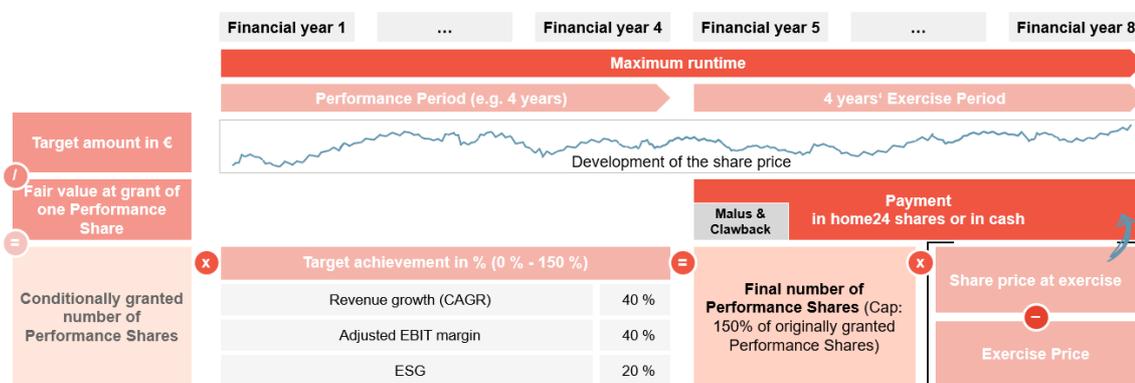
In determining the relevant Base Price for a tranche, the Supervisory Board takes into account the average closing price of the Company's shares in XETRA trading over a representative period determined by the Supervisory Board (e.g. the previous month or a previous quarter) prior to the economic grant date and, depending on the market environment, makes any necessary premiums or discounts.

In determining the number of Performance Shares granted to Management Board members, the target amount of the LTI component is divided by the fair value per Performance Share at grant date. The fair value is determined using a recognized valuation method (e.g. Black Scholes model, Monte Carlo simulation).

c) Additional performance criteria for the granting of Performance Shares

In addition to the target defined in the LTIP, the Supervisory Board sets further financial and non-financial performance criteria for the Management Board, which are explained in more detail below. The final number of Performance Shares to which a Management Board member is entitled is determined at the end of a so-called "**Performance Period**", the length of which is generally based on the term of the respective service agreement, but is at least three years to ensure a long-term perspective. The calculation is based on the achievement of the performance criteria defined by the Supervisory Board. As with the STI, the LTI has two financial performance criteria, each weighted at 40%, and a non-financial ESG performance target weighted at 20%. If the performance criteria are not met, the number of Performance Shares is reduced. If the performance criteria are exceeded, the number of Performance Shares increases. The final number of Performance Shares at the end of the Performance Period is limited to 150% of the conditionally granted number of Performance Shares at the beginning of the Performance Period.

The following is an overview of how the LTI works:



aa) Financial performance criteria – Revenue growth and adjusted EBIT margin

The relevant financial performance criteria for the LTI component are revenue growth and adjusted EBIT margin. Both financial performance criteria are weighted at 40% each. Both performance criteria promote the implementation of the Company's business strategy and the orientation of the LTI towards the long-term development of the Company.

- **Revenue growth:** Revenue growth refers to the increase in the group revenue within the performance period and is measured as the compound annual growth rate ("CAGR"). Revenue is the key indicator for the implementation of the Company's ambitious growth strategy. Aligning remuneration with the Company's revenue growth thus makes a significant contribution to promoting the business strategy and the Company's long-term growth-oriented development.
- **Adjusted EBIT margin:** The Company defines EBIT as the sum of earnings before interest and taxes. Adjusted EBIT is calculated by adjusting EBIT for income/expense from share-based payments and non-recurring items (such as restructuring charges). Adjusted EBIT margin reflects the ratio of adjusted EBIT to sales and thus the company's earning power with the aim of ensuring the financial sustainability of the Company's business strategy over the multi-year reference period.

At the beginning of each tranche of conditionally granted Performance Shares, the Supervisory Board sets a target value and an upper and lower threshold value for the two aforementioned financial performance criteria on the basis of the strategic plan. To ensure that these targets do not fail to fulfill their incentive function, the Supervisory Board will use its due discretion to ensure that the targets are ambitious on the one hand but remain achievable for the Management Board member on the other. The degree of achievement of the two individual targets - sales growth and adjusted EBIT margin - is determined after the end of the performance period by comparing the actual value achieved with the target value (planned value). The actual value for sales growth is determined using the following formula:

$$CAGR = \left( \frac{Revenue_{Business\ Year\ n}}{Revenue_{Business\ Year\ 0}} \right)^{\frac{1}{n}} - 1$$

n = length of the relevant Performance Period in years

bb) Non-financial performance criteria (ESG-Target)

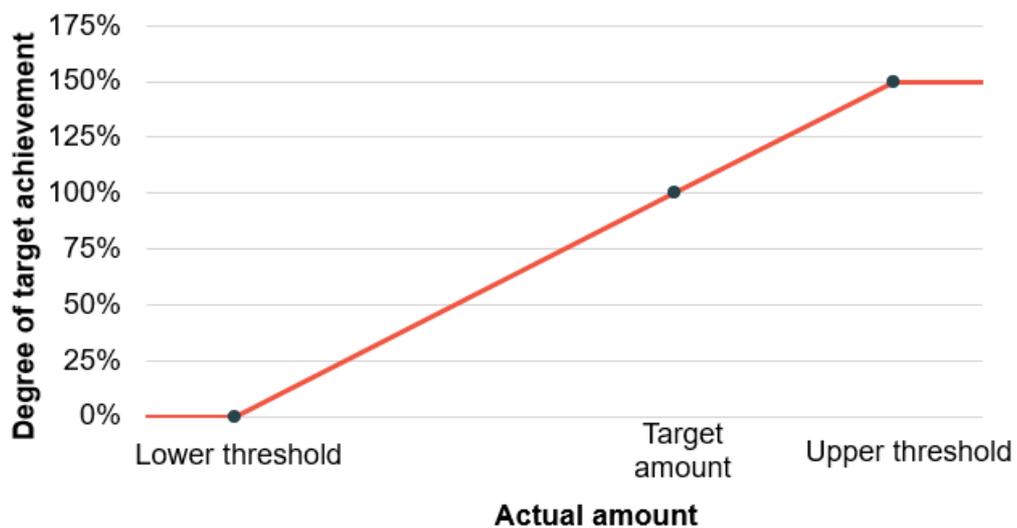
In addition to the financial development, the sustainable non-financial development of the company is of decisive importance for the long-term success of the company. A 20 % weighted portion of the LTI is based on the achievement of non-financial ESG performance targets derived from the Company's applicable sustainability strategy. As with the STI, ESG performance targets may relate, for example, to a reduction in CO<sub>2</sub> emissions, efficient use of resources, use of sustainable resources, sustainable sourcing along the supply chain, improvement of customer satisfaction and/or employee satisfaction, promotion of diversity, employee training and development, occupational health and safety along the supply chain and/or certain compliance criteria. When defining the ESG performance target, the Supervisory Board determines not only the specific ESG performance target but also the method for measuring performance as well as the target value, a lower threshold value and an upper threshold value. The concrete target achievement can range from 0% to 150% and is explained in the remuneration report after the end of the relevant financial year. When setting the specific ESG performance target, the Supervisory Board ensures that it is measurable and transparent. If the selected ESG performance target cannot be measured or determined due to unforeseeable developments, the Supervisory Board may use an alternative key performance indicator that comes as close as possible to the original purpose. However, in line with the recommendation G.8 of the German Corporate Governance Code, the ESG performance target cannot be changed retroactively.

As with the STI, the Supervisory Board can also set strategic/conceptual or qualitative non-financial targets that are not measurable (e.g., the development or revision of a sustainability strategy, the improvement of reporting/transparency on ESG dimensions). If the Supervisory Board makes use of this option, it will decide on the degree of target achievement at its own discretion and disclose the main considerations for its decision in the remuneration report. In doing so, the Supervisory Board will select an assessment approach that makes the determination of target achievement objectively comprehensible.

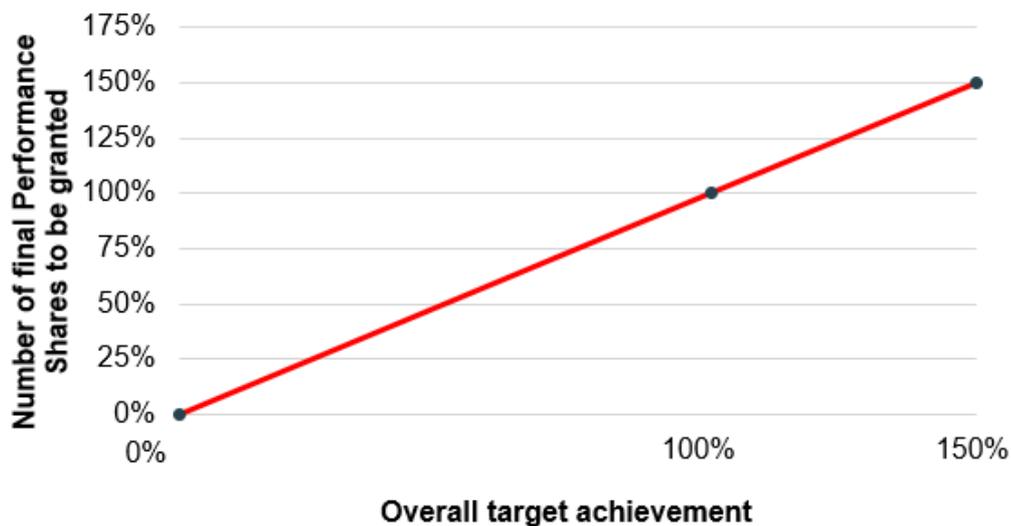
d) Determination of target achievement and payment modalities

The range of possible degrees of target achievement for the performance criteria for the LTI is between 0% and 150%. If the actual value corresponds to the target value defined by the Supervisory Board, the degree of target achievement for the performance criterion is 100%. If the actual value falls below the lower threshold defined by the Supervisory Board, the target achievement level for

the performance criterion is 0%. If this is the case for all three performance criteria, the LTI and the granted Performance Shares will be forfeited completely. If the actual value reaches or exceeds the upper threshold defined by the Supervisory Board, the degree of target achievement for the performance criterion is 150%. If an actual value between the lower threshold value and the target value is achieved, the degree of target achievement is determined by linear interpolation; the same applies if an actual value between the target value and the upper threshold value is achieved. The determination of the degree of target achievement depending on the actual value achieved can therefore be represented as follows:



The overall target achievement of the LTI component is calculated by multiplying the target achievement levels of the performance criteria by their respective weightings and then adding them up. The total target achievement for the Management Board members is capped at 150%, i.e. the number of conditionally granted Performance Shares can increase by a maximum of 150% as a result of the target achievement of the performance criteria.



The settlement or payment (in shares of the Company or in cash) made under the LTI is granted pro rata temporis in equal parts for all financial years of an overall commitment in the event of a sequential grant. The pro-rata total of the payout amounts (in shares of the Company or in cash) of the LTI component is also limited by the maximum remuneration (see under F.).

e) Replacement of the LTIP by a comparable LTI program

As an alternative to the LTIP described above, Management Board members may also be granted a purely virtual plan which essentially corresponds to the other parameters described under a) to d).

### 3. Adjustment of variable compensation components

In accordance with recommendation G.8 of the German Corporate Governance Code, subsequent changes to the target values or comparison parameters for variable compensation components are generally excluded.

However, in accordance with the recommendation in G.11 of the German Corporate Governance Code, the Supervisory Board has the possibility in justified rare special cases to take into account extraordinary developments within an appropriate framework. This may lead to a reduction or an increase in the variable compensation that would otherwise result. Adjustments may therefore take into account developments that were not yet known or foreseeable when the target values were set and that have a significant impact on the total compensation of the members of the Management Board, for example M&A activities not included in the budget, unforeseeable changes in accounting

standards or tax regulations, natural disasters, wars or pandemics. Generally unfavorable market developments or risks in the normal course of business are explicitly not covered by such exceptional cases. In making its decision, the Supervisory Board takes into account, among other things, the extent to which the Company, the shareholders and the employees are or will be affected by the exceptional developments. Any adjustments and their effects on the achievement of targets and payment of the variable compensation component concerned are reported in the remuneration report after the end of the relevant financial year.

#### **D. Determination of the total target compensation**

The Supervisory Board determines the annual total target compensation of a Management Board member in advance, taking into account not only an appropriate relationship to the duties and performance of the Management Board member but also the economic situation and the success and prospects of the Company. The Supervisory Board also ensures that the total target compensation is in line with market conditions. For this purpose, the Supervisory Board uses both a horizontal and a vertical benchmark.

##### **I. Horizontal benchmark**

In order to assess whether the remuneration is in line with the market, data from a suitable peer group of other companies is used, taking into account the particularities of the Company's market position, size, and business model in each case. The Supervisory Board therefore primarily selects German companies from the e-commerce and IT sectors and supplements these with other Central European companies from the aforementioned sectors. The focus is on companies whose number of employees, revenue, and market capitalization are comparable to the Company. The peer group comparison is used with caution and serves merely as a guide to ensure that there is no automatic upward trend in compensation.

##### **II. Vertical benchmark**

In addition, the Supervisory Board takes into account the development of the remuneration of the Management Board in relation to the remuneration of senior management (e.g. senior vice presidents and vice presidents) and the workforce (all employees including senior management) of the home24 Group in Germany. The corresponding ratio between the remuneration of the Management Board and the vertical peer group is also considered in the development over time.

### **III. Differentiation by function**

The Management Board remuneration system leaves the Supervisory Board the flexibility to take into account the function and area of responsibility of the individual Management Board member when determining the amount and structure of the total target compensation. Function-specific differentiations - for example for the Chairman of the Management Board - are possible at the due discretion of the Supervisory Board, also taking into account criteria such as market conditions, qualifications, experience and length of service on the Management Board. For example, the remuneration of a member of the Management Board may be set at a lower overall level for the first term of office when appointed for the first time. These differentiation options, as well as fluctuations in the valuation of share-based compensation components due to the volatility of the selected peer groups and the share price when the compensation is granted, implies that the shares of the individual compensation components in the total target compensation in the compensation system need to be stated in percentage ranges.

#### **E. Maximum limits of remuneration**

Payment of the total compensation due to a member of the Management Board for a financial year is limited to a maximum of EUR 10 million per year for the Chairperson of the Management Board and EUR 7 million per year for an ordinary member of the Management Board (cap or maximum compensation). This includes the total of all compensation amounts paid for the respective financial year, i.e. in particular including fixed compensation, fringe benefits, short-term and long-term variable compensation. The possible capping of the amount exceeding the maximum amount occurs when the entitlements under the LTI tranche issued for the corresponding year are settled after the end of the holding period.

The aforementioned maximum amounts are not the total target compensation sought or deemed appropriate by the Supervisory Board, but merely absolute maximum limits which can only be achieved if all ambitious performance criteria for variable compensation are met and there is a very significant increase in the share price and thus in the enterprise value of the Company. In addition, it must be taken into account that the vast majority of the compensation of the members of the Management Board is granted in the form of long-term variable compensation, the payout amount of which can conversely also fall to zero. The aim of the remuneration system for the Management Board members is thus also to allow the Management Board members to participate to a large extent in the opportunities and risks of the Company's development on a company-wide basis.

As the maximum remuneration is calculated on an annual basis, in the case of a one-time allocation of the LTI component for several years at the beginning of the service contract, where members of the Management Board receive the entire payment under the LTI at the earliest after a Waiting Period of several years, the amount actually received under the LTI of a Upfront Grant is divided equally by the maximum remuneration of the financial years during the term of the contract. On the basis of the pro rata amounts, the Supervisory Board can calculate the remuneration for a financial year in a comprehensible and transparent manner and ensure that the defined maximum remuneration for a financial year is not exceeded.

#### **F. Malus and clawback provisions**

The service contracts of the members of the Management Board contain provisions granting the Supervisory Board the right to withhold (“**Malus**”) or claw back (“**Clawback**”) variable compensation components in certain cases at its reasonable discretion. These cases include grossly negligent or intentional breaches of the duties of the members of the Management Board under Section 93 (1) of the German Stock Corporation Act (AktG) and the Management Board service contract, as well as serious breaches of internal compliance or behavioral guidelines, whereby the respective breach must be so serious that the Supervisory Board is entitled to revoke the appointment of the Management Board member. In addition, variable compensation already paid out must be repaid if the payment of variable compensation components to the member of the Management Board was made on the basis of incorrect data which must be subsequently corrected in accordance with the applicable auditing standards, in particular in the annual report or sustainability report. Repayment shall be made in the amount of the overpayment made to the member of the Management Board compared to the correct calculation basis.

For payments made in home24 SE shares, the value of the transferred home24 SE shares at the time of granting is decisive. The value of a transferred home24 SE share at the grant date corresponds, in the case of the LTI component, to the XETRA closing price of the home24 SE share on the exercise date less the base price.

Claims of the Company for damages, in particular under Section 93 (2) sentence 1 AktG, the right of the Company to revoke the appointment pursuant to Section 84 (3) AktG and the right of the Company to terminate the service agreement without notice (Section 626 (1) German Civil Code (BGB)) remain unaffected.

## **G. Crediting of remuneration for sideline activities of Management Board members**

Any paid or unpaid secondary commercial activity of any kind, including membership in supervisory boards, advisory boards or similar bodies, as well as honorary activities within a company and the assumption of political functions, require the prior written approval of the Supervisory Board. As a matter of principle, approval is not granted for the assumption of more than two supervisory board mandates in non-group listed companies or comparable functions. The Supervisory Board can decide at its own discretion whether and to what extent the remuneration for approved secondary activities should be offset against the remuneration.

## **H. Commitments in connection with the commencement of service on the Management Board**

Upon first-time appointment as a member of the Management Board, the Supervisory Board decides, at its dutiful discretion, to what extent and in what form - e.g. in cash or through LTIP Performance Shares - appropriate one-time payments customary in the market will be made. This leads to increased flexibility in the negotiations, which enables the Supervisory Board to negotiate specific terms of engagement in the best interests of the Company e.g. to compensate for claims from previous employment which a member of the Management Board loses through joining the Company.

## **I. Compensation-related legal transactions**

The service agreements for the members of the Management Board are in each case concluded for the duration of the appointment. The initial appointment of Management Board members is for a maximum of three years.

There are no contractual commitments in the event of premature termination of Management Board activities. In the event of permanent incapacity to work on the part of a member of the Management Board, the service agreement of the respective member of the Management Board shall end at the end of the calendar quarter in which the permanent incapacity to work is established.

The Supervisory Board may provide that, in the event of a change of control, a special right of termination and a promise of payments following a change of control be agreed in the service agreements of the Management Board members. If such a special termination right is agreed, the members of the Management Board have the right to terminate their service agreement with three months' notice to the end of the month and to resign from the Management Board on the termination date. In this context, a change of control occurs in the following cases: A third party acquires at least 30% of the voting rights and thus reaches the mandatory offer threshold under the WpÜG; the

Company concludes an intercompany agreement as a dependent company; or the Company is merged with another non-affiliated company. The special right of termination may only be exercised within two months of the completion of the change of control. If the special termination right is exercised, the amount of the payment promised in this connection is limited to a maximum of two years' total compensation, but at most to the compensation for the remaining term of the respective service agreement.

The Supervisory Board may provide for a post-contractual non-competition clause under which the Management Board members are prohibited from competing with the Company for a certain period after termination of their service agreements. In such cases, the Company shall pay the members of the Management Board compensation for the duration of the post-contractual non-competition clause in the amount of half of the fixed compensation last received by the Management Board member for one month. Any severance payments shall be offset against the compensation. The Company may waive the post-contractual non-competition clause at any time by written declaration, with the effect that it shall be released from payment of the severance payment upon expiry of six months from the declaration.

#### **J. Temporary deviations**

In accordance with the statutory provision of Section 87a (2) sentence 2 German Stock Corporation Act (AktG), the Supervisory Board may exceptionally and temporarily deviate from individual components of the remuneration system if this is necessary due to exceptional circumstances in the interests of the long-term well-being of the Company. This may be necessary, for example, to align the remuneration system in the event of a significant change in corporate strategy or a severe economic crisis and the Supervisory Board comes to the conclusion that the compensation granted on the basis of the remuneration system and the incentive structure achievable as a result do not appear to be in the best interests of the Company. In contrast, generally unfavorable market developments do not justify an adjustment.

A deviation from the remuneration system requires a Supervisory Board resolution which determines the circumstances underlying and necessitating the deviation. In this case, deviations from the Management Board remuneration system may be made with regard to the rules governing the procedure, the remuneration structure and amount, and the individual compensation components. In the event of a deviation, it must be ensured that the compensation granted continues to be aligned

with the long-term sustainable development of the Company. Any deviation and the nature of the deviation shall be disclosed and explained in the remuneration report for the year concerned.

**K. Application**

This remuneration system applies to all new or extended Management Board service agreements concluded after the end of the annual general meeting of the Company on 14 June 2022.

## II. Reports and Annexes

### 1. Report of the management board on the partial utilization of the Authorized Capital 2020

The management board submits the following written report on the partial utilization of the Authorized Capital 2020 in April 2022, excluding subscription rights:

Based on the authorization of the Annual General Meeting on June 3, 2020 and Section 4 para. 7 of the articles of association, the management board resolved on April 1, 2022, with the consent of the supervisory board on April 1, 2022, to partially utilize the Authorized Capital 2020 in the amount of EUR 1,181,849.00. In the process, the subscription rights of shareholders were excluded in the context of the increase in the registered share capital against contribution in kind. As part of this capital increase, which was entered in the Company's commercial register on April 27, 2022, the Company's registered share capital was increased from EUR 29,281,813.00 by EUR 1,181,849.00 to EUR 30,463,662.00 by issuing 1,181,849 new no-par value bearer shares with a notional value in the registered share capital of EUR 1.00 each (the "**New No-Par Value Shares**"). Therefore, the New No-Par Value Shares account for approximately 3.88% of the Company's registered share capital.

The capital increase was carried out in order to implement the Company's acquisition of the Butlers Group. On December 22, 2021, the Company had entered into a notarized agreement with Butlers' founder Wilhelm Josten, among others, for the direct and indirect acquisition of all shares in Butlers Holding GmbH & Co. KG ("**Butlers Holding**"), the parent company of the Butlers Group, which is active in the retail and wholesale of household goods and home accessories. Whereas the Company had purchased and had paid in cash for 74.8% of the shares in Butlers Holding, the remaining 25.2% of the shares – represented by a corresponding partial partnership interest – were acquired from Wilhelm Josten by way of a contribution in kind as part of the capital increase in return for granting the New No-Par Value Shares.

The New No-Par Value Shares, which were issued at an issue price of EUR 1.00 per share and with a right to draw profit from the beginning of the current financial year, were subscribed by Wilhelm Josten. The number of New No-Par Value Shares was calculated based on a value of EUR 18.00 per New No-Par Value Share. This value of EUR 18.00 was above both the last closing price of the Company's shares in Xetra trading on the Frankfurt Stock Exchange on the day prior to the conclusion of the Acquisition Agreement on December 22, 2021 of EUR 10.48 and the daily volume-weighted average price of the Company's shares in Xetra trading on the Frankfurt Stock Exchange in the last three months prior to signing of the Acquisition Agreement of EUR 12.45.

If the weighted average price of the Company's share in Xetra trading on the Frankfurt Stock Exchange does not reach EUR 18.00 over a period of three months in the calendar year 2026, the acquisition agreement provides for a compensation payment to be paid by the Company to Wilhelm Josten in the amount of the difference between EUR 18.00 and the highest three-month average price of the Company's share in Xetra trading on the Frankfurt Stock Exchange in the period from January 1 to December 31, 2026, weighted by daily trading volume, up to a maximum of the difference between EUR 18.00 and the three-month average price prior to the conclusion of the acquisition agreement of EUR 12.45, for each share in the Company from the transaction (still) held by Wilhelm Josten on December 31, 2025. The possible compensation claim against the Company can therefore amount to a maximum of EUR 6,559,261.95.

The New No-Par Value Shares will be admitted to trading on the regulated market without a prospectus and simultaneously to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange and will be included in the respective existing listing.

By excluding shareholders' subscription rights, authorization granted under the Authorized Capital 2020 was utilized to exclude shareholders' subscription rights in the event of a capital increase against contributions in kind, in particular for the acquisition (including the indirect acquisition) of companies.

The exclusion of subscription rights was objectively justified, as the New No-Par Value Shares were issued against a contribution in kind for the purpose of acquiring Butlers Holding in full.

The complementary product ranges and sales strategies offered by the Company and Butlers Holding represent a sound commercial opportunity, enabling both companies to step up the pace and generate synergies in each other's market potential. The aim of the acquisition of the Butlers Group is to achieve strong growth for the Company in the coming years, both in online and bricks-and-mortar retail. The Company is expanding customer access in city centers with integrated showrooms in selected Butlers stores. The acquisition also allows the Company to complement its range of branded furniture with Butlers' home textiles, decoration and tableware product ranges. These product ranges are strategically crucial to build customer loyalty and for seasonal customer communications. At the same time, the Butlers range of products will be strengthened by selected furniture ranges from the Company. The contribution in kind was made on reasonable terms. In addition, the auditing firm

Ebner Stolz GmbH & Co. KG confirmed the adequacy of the consideration under the Acquisition Agreement in an indicative business valuation (“**Fairness Opinion**”) dated December 15, 2021.

By granting the New No-Par Value Shares, 25.8% of the shares in Butlers Holding were acquired in a manner that has so far been liquidity-preserving. This allowed the transaction to be completed without external financing. The financing of these shares by means of a cash capital increase with the granting of subscription rights would have led to delays and significantly higher costs, would have been dependent on the successful implementation of the capital increase and would therefore have affected the transaction security. Overall, the exclusion of subscription rights only relates to a shareholding of approximately 3.88% of the registered share capital; the resulting dilution of the remaining shareholders can be compensated by them through share purchases on the stock exchange.

In light of the above, the exclusion of subscription rights in compliance with the provisions of the Authorized Capital 2020 when it was utilized was objectively justified overall.

**2. Report of the management board regarding agenda item 6: Resolution on the cancellation of the Authorized Capital 2020 and creation of a new authorized capital, with the possibility to exclude the subscription right (Authorized Capital 2022) as well as corresponding amendments of the articles of association**

Regarding agenda item 6 of the invitation to the virtual general meeting, the management board presents the following report about the reasons for the authorization to exclude the subscription right of shareholders when issuing new shares in accordance with Article 5 SE-Regulation in conjunction with Section 203 para. 2 sentence 2 in conjunction with Section 186 para. 4 sentence 2 AktG:

In order to ensure that the company remains flexible in the future to strengthen its equity if necessary by issuing new shares against cash contribution without subscription rights, the existing Authorized Capital 2020 is to be canceled, new Authorized Capital resolved and the articles of association amended accordingly. The new Authorized Capital proposed under letter b) of agenda item 6 is intended to authorize the management board to increase the Company’s share capital, with the consent of the supervisory board, once or several times, by up to EUR 3,046,366.00 (in words: three million forty-six thousand three hundred sixty-six Euros) in aggregate until June 13, 2027 through the issuance of up to 3,046,366 new bearer shares with no par value against contributions in cash or in kind (“**Authorized Capital 2022**”).

The Authorized Capital 2022 is intended to enable the company to continue to raise the capital required for further development of the company at short notice by issuing new shares against contribution in cash with exclusion of subscription rights and to flexibly and quickly take advantage of a favorable market environment to cover its future financing needs. Since decisions on the coverage of future capital requirements must frequently be made at short notice, it is important that the company is not dependent on the rhythm of the annual general meetings or the long convocation period of an extraordinary general meeting. The legislature has taken these circumstances into account with the instrument of authorized capital.

When utilizing the Authorized Capital 2022 to issue shares against cash contributions, the shareholders generally have a subscription right (Article 5 SE-Regulation in conjunction with Section 203 para. 1 sentence 1 in conjunction with Section 186 para. 1 AktG), where an indirect subscription right within the meaning of Section 186 para. 5 AktG also suffices. The issue of shares granting such an indirect subscription right is already not to be regarded as an exclusion of subscription rights under the law. Ultimately, the shareholders are granted the same subscription rights as with a direct subscription. For technical reasons, only one or more credit institutions are involved in the settlement.

However, the management board shall be authorized to exclude the subscription rights in certain cases with the consent of the supervisory board.

- i. The management board shall be authorized, with the consent of the supervisory board, to exclude the subscription rights for fractional amounts. This exclusion of subscription rights aims to facilitate the settlement of an issuance with a general subscription right of the shareholders, because it enables a technically feasible subscription ratio to be represented. The value of the fractional amounts is usually low per shareholder, which is why the possible dilution effect can likewise be considered as low. In contrast, the effort for the issuance without such an exclusion is significantly higher. The exclusion therefore serves the purpose of practicality and the easier implementation of an issuance. The new shares excluded as free fractions from the subscription rights of the shareholders will be realized either by sale on the stock exchange or in another manner in the best interest of the company. For these reasons, the management board and the supervisory board consider the possible exclusion of subscription rights to be objectively justified and, taking into account the interests of the shareholders, also appropriate.

- ii. The subscription right can also be excluded in the case of cash capital increases if the shares are issued at an amount that is not substantially below the market price and such a capital increase does not exceed 10% of the share capital (simplified exclusion of subscription rights in accordance with Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG). The authorization enables the company to react flexibly to favorable capital market situations that arise and to place the new shares at very short notice, i.e., without the requirement of a subscription offer lasting at least two weeks. The exclusion of the subscription right enables very quick action and placement close to the stock exchange price, i.e., without the discount that is customary for subscription issues. This creates the basis for achieving the highest possible sale amount and the greatest possible strengthening of own funds. The authorization for the simplified exclusion of subscription rights is factually justified not least by the fact that a higher inflow of funds can frequently be generated. Such a capital increase may not exceed 10% of the share capital existing at the time the authorization takes effect and also at the time of its exercise. The proposed resolution also provides for a credit clause. Shares that are issued or are to be issued to service subscription rights or to fulfill conversion or option rights or obligations arising from convertible and/or option bonds, profit participation rights and/or profit participation bonds (or combinations of these instruments) (collectively “**Bonds**”), are to be counted towards the maximum of 10% of the share capital affected by this exclusion of subscription rights if the Bonds are issued during the term of the Authorized Capital 2022 in analogous application of Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG under the exclusion of the subscription rights of the shareholders. Furthermore, the disposal of treasury shares shall be counted, provided this occurs during the term of this authorization on the basis of an authorization to sell treasury shares under the exclusion of the subscription right pursuant to Article 5 SE-Regulation in conjunction with Section 71 para. 1 No. 8 sentence 5, 186 para. 3 sentence 4 AktG. Finally, shares that are issued during the term of the Authorized Capital 2022 on the basis of other capital measures under the exclusion of the subscription rights of the shareholders in analogous application of Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG are also credited.

The simplified exclusion of subscription rights is subject to the condition that the issue price of the new shares is not substantially below the market price. A possible discount from the current stock exchange price or from the volume-weighted stock exchange price during a reasonable period before the final determination of the issue price is, subject to special

circumstances of the individual case, not expected to exceed approx. 5% of the corresponding stock exchange price. This also takes into account the shareholders' need for protection against the dilution of the value of their participation. By setting the issue price close to the stock exchange price it is ensured that the value of a subscription right for the new shares is practically very low. Shareholders have the option of maintaining their relative participation by purchasing additional shares on the stock exchange. For these reasons, the management board and the supervisory board consider the possible exclusion of subscription rights to be objectively justified and, taking into account the interests of the shareholders, also appropriate.

If the management board utilizes one of the above authorizations to exclude subscription rights in the course of a capital increase from Authorized Capital 2022 during a fiscal year, it will report on this at the following general meeting.

**3. Report of the management board regarding agenda item 7: Resolution on a new authorization to acquire treasury shares and on the use thereof, including the authorization to redeem acquired treasury shares, the reduction of the share capital, and cancellation of the corresponding existing authorizations**

In accordance with Article 5 of the SE-Regulation in conjunction with Section 71 para. 1 no. 8 sentence 5 and Section 186 para 4 sentence 2 AktG, the management board submits the following report on agenda item 7 of the Annual General Meeting on the reasons for authorizing the exclusion of shareholders' subscription rights when selling treasury shares:

With regard to agenda item 7, the management board and supervisory board propose that the management board be authorized, with the consent of the supervisory board, to acquire treasury shares of the Company until June 13, 2027 up to an amount of 10% of the share capital existing at the time the resolution is adopted by the Annual General Meeting or – if this amount is lower – at the time the authorization is exercised.

This authorization is intended to create the possibility of share buybacks and the use of treasury shares. The authorization to acquire, use and redeem treasury shares resolved by the extraordinary general meeting on May 24, 2018, expires on May 23, 2023, and thus before the next Annual General Meeting. Since the adoption of this resolution of the extraordinary general meeting, the Company has increased the share capital of the Company excluding shareholders' subscription rights in accordance with Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG. Shares issued

or sold in direct or analogous application of Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG during the term of the authorization up to this point in time are to be counted towards the option of using repurchased treasury shares excluding subscription rights. The authorizations to use repurchased treasury shares in accordance with Article 5 of the SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG have therefore already been fully utilized. Therefore, it shall be proposed to the Annual General Meeting to grant the Company a new authorization to acquire and use treasury shares, cancelling the remaining authorizations, which also takes into account the increased share capital since the extraordinary general meeting on May 24, 2018 to the extent permitted by the SE Regulation in conjunction with the AktG.

The treasury shares may be acquired via the stock exchange or by way of a public purchase or exchange offer. The acquisition must comply with the principle of equal treatment of shareholders pursuant to Article 9 para. 1 c) (ii) SE-Regulation in conjunction with Section 53a AktG. The proposed acquisition via the stock exchange or by way of a public purchase or exchange offer takes this into account. If, in the case of a public purchase or exchange offer, the number of shares tendered exceeds the acquisition volume envisaged by the Company, the acquisition or exchange will be effected on a pro rata basis in accordance with the ratio of the shares tendered per shareholder. However, regardless of the number of shares tendered by the shareholder, a preferential acquisition or exchange of small numbers of up to one hundred (100) shares per shareholder may be provided for. Shares with a tender price determined by the shareholder at which the shareholder is willing to sell the shares to the Company and which is higher than the purchase price determined by the Company shall not be taken into account in the acquisition; this shall apply accordingly in the case of an exchange ratio determined by the shareholder at which the Company would have to deliver and transfer more exchange shares for shares of the Company than at the exchange ratio determined by the Company.

- i. The proposed authorization provides that acquired treasury shares may be redeemed without a further resolution by the Annual General Meeting or may be resold on the stock exchange or by way of a public offer to all shareholders. The redemption of treasury shares generally leads to a reduction in the Company's share capital. However, the management board is also authorized to redeem the treasury shares without reducing the share capital in accordance with Article 5 SE-Regulation in conjunction with Section 237 para. 3 no. 3 AktG. This would increase the proportion of the remaining shares in the share capital in accordance with Article 5 SE-Regulation in conjunction with Section 8 para. 3 AktG (calculated nominal

amount) on a pro rata basis. In the case of the two aforementioned alternatives, the principle of equal treatment under stock corporation law is observed.

- ii. In addition, it shall be possible for the management board, with the approval of the supervisory board, to offer and transfer treasury shares in return for contributions in kind, in particular in connection with business combinations or for the (also indirect) acquisition of companies, businesses, parts of businesses or shareholdings, as consideration for services provided by third parties not affiliated with the Company (in particular service providers), and for the (also indirect) acquisition of assets or claims to the acquisition of assets, including claims against the Company or its group companies. In addition, the aforementioned shares may also be used to finalize or settle appraisal proceedings under company law at affiliated companies of the Company. Shareholders' subscription rights are to be excluded in this respect. The proposed authorization is intended to strengthen the Company in the competition for interesting acquisition targets and enable it to respond quickly, flexibly and in a way that preserves liquidity to opportunities for acquisition that arise. The proposed exclusion of shareholders' subscription rights takes this into account. The decision on whether to use treasury shares or shares from authorized capital in individual cases is made by the management board, guided solely by the interests of the Company and the shareholders. In valuing the treasury shares and the consideration for them, the management board will ensure that the interests of the shareholders are adequately safeguarded. In doing so, the management board will take into account the stock market price of the Company's shares; a schematic link to a stock market price is not intended, in particular so that negotiation results once achieved cannot be called into question again by fluctuations in the stock market price.
- iii. The acquired treasury shares may also be sold by the management board, with the approval of the supervisory board, to third parties for cash excluding shareholders' subscription rights, provided that the selling price per share is not significantly lower than the stock market price of shares in the Company at the time of the sale. This authorization makes use of the option of simplified exclusion of subscription rights permitted by Article 5 of the SE-Regulation in conjunction with Section 71 para. 1 no. 8 sentence 5 AktG in corresponding application of Section 186 para 3 sentence 4 AktG. This enables the management board to quickly and flexibly take advantage of opportunities arising from favorable stock market situations and to achieve the highest possible resale price by setting a price close to the market price, thus regularly strengthening equity or tapping new groups of investors. The authorization is subject to the condition that the shares sold with exclusion of subscription rights may not

exceed a total of 10% of the share capital of the Company, either at the time the authorization is resolved or – if this amount is lower – at the time the authorization is exercised. Shares issued or sold during the term of the resale authorization in direct or analogous application of Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG are to be counted towards this limit. This also includes shares issued to service convertible bonds or bonds with warrants or profit participation rights with conversion or option rights or conversion or option obligations or to be issued on the basis of the conversion price valid at the time of the resolution of the management board on the utilization of the authorization, insofar as these bonds or profit participation rights were issued during the term of this authorization up to this time with exclusion of subscription rights in accordance with Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG. The asset and voting right interests of the shareholders are adequately safeguarded in this way of selling treasury shares. In principle, the shareholders have the option of maintaining their participation quota at comparable conditions by purchasing shares on the stock exchange.

- iv. In addition, the Company shall also be able to use treasury shares to service purchase obligations or purchase rights to shares in the Company arising from and in connection with convertible bonds or bonds with warrants or profit participation rights with conversion or option rights or conversion or option obligations issued by the Company or one of its group companies. Shareholders' subscription rights must be excluded for this purpose. This also applies in the event of a sale of treasury shares by public offer to all shareholders for the possibility of also granting the creditors of such instruments subscription rights to the shares to the extent to which they would be entitled if the respective conversion or option rights or conversion or option obligations had already been exercised (protection against dilution). This authorization is subject to the condition that the shares used with the exclusion of subscription rights may not exceed a total of 10% of the share capital of the Company, either at the time of the resolution or – if this amount is lower – at the time the authorization is exercised. Shares issued or sold during the term of the repurchase authorization in direct or analogous application of Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG are to be counted towards this limit. This also includes shares issued to service convertible bonds or bonds with warrants or profit participation rights with conversion or option rights or conversion or option obligations or to be issued on the basis of the conversion price valid at the time of the resolution of the management board on the utilization of the authorization, insofar as these bonds or profit participation rights were

issued during the term of this authorization up to this time with exclusion of subscription rights in accordance with Article 5 SE-Regulation in conjunction with Section 186 para. 3 sentence 4 AktG.

- v. In addition, it shall be possible for the management board (or the supervisory board, insofar as members of the management board are concerned) to use treasury shares in connection with various remuneration or bonus programs. The remuneration or bonus programs serve to provide targeted incentives for program participants and at the same time are intended to bind them to the Company:
  - aa) They may be offered for purchase and transferred to persons who are or were in an employment relationship with the Company or one of its affiliated companies, as well as to current and former board members of the Company or of companies affiliated with the Company or their investment vehicles, holders of acquisition rights, in particular from option rights issued (also by the Company's legal predecessors), holders of virtual options which are or were issued by the Company, the Company's legal predecessors or their subsidiaries, also for the purpose of settling monetary claims. Shareholders' subscription rights are to be excluded in this respect. Insofar as members of the management board of the Company are concerned, this authorization shall apply to the supervisory board, which shall also determine the respective details.
  - bb) They may be transferred to persons who are or were employed by the Company or one of its affiliated companies on the basis of commitments made in connection with the employment relationship. Shareholders' subscription rights are to be excluded in this respect.

The use of the authorizations explained above under items 0 to 0 may not result in a total pro rata amount of 10% of the Company's capital stock being exceeded, either at the time the resolution on the above authorizations is adopted by the Annual General Meeting or – if this amount is lower – at the time these authorizations are used. Shares issued from authorized capital during the term of the authorizations explained under items 0 to 0 excluding shareholders' subscription rights shall be counted towards this 10% limit. Shares issued to service bonds (including profit participation rights) with conversion or option rights or a conversion obligation (or a combination of these instruments) or to be issued on the basis of the conversion price valid at the time of the resolution of the management board on the use of the authorization shall also be counted, provided that the bonds or

profit participation rights were issued during the term of the authorizations set out above under items 0 to 0 excluding shareholders' subscription rights.

The management board will report on any use of this authorization at the next Annual General Meetings in accordance with Article 5 of the SE-Regulation in conjunction with Section 71 para. 3 sentence 1 AktG.

**4. Report of the management board regarding agenda item 8: Resolution on the amendment of the authorization by the general meeting on March 10, 2017 to issue performance shares as virtual stock options and to deliver shares of the company to service subscription rights from performance shares to members of the management board and employees of the company as well as to employees of affiliated companies of the company (Long Term Incentive Plan 2019 – “LTIP 2019”) and on the adjustment of the Conditional Capital 2019 to service subscription rights from performance shares issued on the basis of the authorization of the general meeting on March 10, 2017 as well as the corresponding amendment of the articles of association**

Under agenda item 8, the management board and the supervisory board propose (i) to authorize the management board and the supervisory board of the company to grant Virtual Stock Options (“**Performance Shares**”), which can result in up to 2,953,733 subscription rights for new shares of the company (“**Subscription Rights**”), to members of the management board and employees of the company and to employees of affiliated companies of the company (together, the “**Beneficiaries**”) until June 13, 2027 (Long Term Incentive Plan 2019 – “**LTIP 2019**”) and (ii) to authorize the management board and the supervisory board to issue shares of the company to the Beneficiaries to fulfill the Subscription Rights from Performance Shares. In addition, the scope of the existing Conditional Capital 2019 is to be extended and the articles of association are to be adjusted accordingly. The management board presents the following report regarding agenda item 8 of the virtual general meeting about the reasons for the authorization to issue Performance Shares under the LTIP 2019 and the fulfillment of the resulting Subscription Rights through new shares from the Conditional Capital 2019:

In March 2017, the company created a long term incentive plan in order to grant Performance Shares to members of the management board and employees of the company and its affiliated companies, resulting in Subscription Rights to new shares of the company, which the company may, however, also choose to fulfill through treasury shares or cash payments. The general meeting of the company of March 10, 2017, as amended by the resolutions of the general meetings of July 28, 2017, May 24,

2018, June 19, 2019 and June 3, 2020, approved this LTIP 2019 and the fulfillment of the resulting Subscription Rights with new shares of the company and created a corresponding Conditional Capital 2019.

To ensure the necessary flexibility in the utilization of the LTIP 2019, this authorization is to be adjusted in terms of scope and duration and the Conditional Capital 2019 is to be amended accordingly in Article 4 para. 5 of the articles of association. In addition, the LTIP 2019 is to be amended editorially in a number of places to clarify existing provisions. In this context, the authorization proposed under agenda item 8 to issue 2,953,733 Subscription Rights is to be used to service all compensation claims arising from the performance shares issued to date under the LTIP 2019 and those to be issued in the future. The proportionate dilution of shareholders' interest through the issue of Subscription Rights to service compensation claims from performance shares under the LTIP 2019 is therefore limited in total to a maximum of 9.7% of the share capital registered in the commercial register.

Holders of the Performance Shares issued and to be issued, respectively, under the LTIP 2017 and the LTIP 2019 are in principle entitled to receive new shares upon exercise of the Subscription Rights. The size of the Subscription Right per Performance Share is calculated based on the difference (“**Value Increase**”) between the price of one share of the company at the time the Performance Shares were exercised (“**Exercise Price**”) and the virtual issue price determined at the time the Performance Shares were granted divided by the Exercise Price. The new shares will be issued against contribution of variable remuneration claims in the amount of the exercise price per share.

In order to increase the flexibility of the company when Subscription Right are exercised by the Beneficiaries, the company may be authorized to grant Beneficiaries treasury shares instead of new shares to fulfill Subscription Rights or to fulfill Subscription Rights through cash payments.

Subscription Rights may only be issued to Beneficiaries. In total, (i) up to 1,394,115 Subscription Rights may be granted to members of the management board of the company and (ii) up to 1,559,618 Subscription Rights may be granted to employees of the company and to these of affiliated companies. As part of the granting of Subscription Rights, the management board of the company determines the individual beneficiaries as well as the number of Subscription Rights to be offered to them for subscription. To the extent Subscription Rights are to be granted to members of the management board, the determination and the issuance of Performance Shares is the responsibility of the supervisory board of the company.

Upon achieving certain performance targets and the expiry of certain periods of time, each Performance Share principally grants a share of a Subscription Right to receive a certain number of new shares in the company which, in the case of whole Subscription Rights, may be exercised within specified exercise periods. In total, a maximum of 2,953,733 Subscription Rights may be issued under LTIP 2019 until June 13, 2027.

The Conditional Capital 2019, which is to be adjusted so that the share capital of the company is conditionally increased by up to EUR 2,953,733.00 (in words: two million nine hundred fifty-three thousand seven hundred thirty-three Euros) through the issuance of up to 2,953,733 no-par value bearer shares (“**Conditional Capital 2019**”), serves to fulfill the Subscription Rights. The Conditional Capital 2019 solely serves to fulfill Subscription Rights granted to beneficiaries pursuant to the authorizations of the general meeting of March 10, 2017, as amended by the resolutions of the general meetings of July 28, 2017, May 24, 2018, June 19, 2019, June 3, 2020 and June 14, 2022, as part of the LTIP 2019 (or under the previous designation LTIP 2017).

The subscription shares will be issued at the lowest issue price of EUR 1.00. The contributions for the subscription shares are made by contributing the remuneration claims of the Beneficiaries from the Performance Shares granted to them by way of contribution in kind. The Conditional Capital increase is implemented only to the extent that Performance Shares have been issued based on the authorizations of the general meeting of March 10, 2017, as amended by the resolutions of the general meetings of July 28, 2017, May 24, 2018, June 19, 2019, June 3, 2020 and June 14, 2022, the Beneficiaries have used their exercise rights in accordance with the agreed terms and the company has not fulfilled the Subscription Rights through treasury shares or a cash payments. The new shares participate in the profits from the beginning of the fiscal year during which the issuance takes place; in deviation from this, the new shares will participate in the profits from the beginning of the fiscal year preceding the fiscal year of creation if the general meeting has not yet adopted a resolution on the appropriation of the balance sheet profits for the fiscal year preceding the fiscal year of creation.

The incentive for the beneficiaries is determined by the development of the stock price of the shares of the company between the time of granting of the Performance Shares and the time of their exercise. The exercise price at which a Performance Share may be exercised under the LTIP 2019 corresponds to the closing price of the Company’s shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the day the Performance Shares are exercised or – if a Performance Share is exercised on a day on which no closing price is calculated (e.g., a weekend or during a holiday) – the closing price on the next trading day.

Subscription Rights may generally only be issued outside certain black-out periods in order to specifically avoid the use of insider knowledge. For a successful search for further highly qualified employees it is beneficial for the company if the participation in the attractive remuneration system created through the LTIP 2019 can also be offered to such new employees during the year. Therefore, Performance Shares may also be pledged to such new employees or members of the management board.

The Beneficiaries acquire claims from Performance Shares principally over a period of twelve months (*vesting period*). In order to incentivize the Beneficiaries to increase the shareholder value in the interest of all shareholders for a longer period, the proposal regarding the LTIP 2019 in addition to the revenue-based goal and the accrual of the Performance Shares, provides for a waiting period of four years for the initial exercise of Subscription Rights. Following this waiting period, Subscription Rights may, subject to the other conditions being met, only be exercised outside the following periods:

- the period of eight weeks prior to and until the end of the day of an annual general meeting of the company;
- the period of three weeks prior to and until a day after the publication of quarterly or half-year financial results of the company; and
- the last two weeks before the end of a fiscal year until a day after the publication of the annual results of the past fiscal year.

This provision should enable efficient processing and at the same time ensures that the beneficiaries are not in possession of insider information.

The right to exercise Subscription Rights is generally forfeit four years after expiry of the waiting period. Subscription Rights that are not exercised or cannot be exercised until the end of this point in time are forfeit without compensation.

The resolution proposal and the conditions of the LTIP 2019, respectively, also generally exclude a transfer of Subscriptions Rights. This ensures that the personal incentives aimed at by the Performance Shares are being ensured. Finally, the resolution proposal and the conditions of the LTIP 2019, respectively, also provide that the management board and – with respect to the management board – the supervisory board are authorized to determine further details regarding the issuance of shares from the Conditional Capital 2019, in particular the subscription conditions for Beneficiaries,

as well as to deviate from the conditions of this authorization insofar as the authorization exceeds minimum requirements under stock corporation law. Further details include, in particular, provisions for the allocation of Subscription Rights within the qualified groups of people, provisions on taxes and costs, rules on dividend entitlements prior to the exercise of Subscription Rights, the procedure for the granting of Subscription Rights to the individual Beneficiaries and the exercise of Subscription Rights, regulations regarding the expiry of Subscription Rights in the event of a termination of employment as well as procedural rules.

**5. Annex to agenda item 9 (Resolution on the approval of the remuneration report for the fiscal year 2021): remuneration report 2021**

Remuneration report of home24 SE pursuant to Section 162 AktG for the fiscal year 2021

1. Remuneration Report

The following remuneration report according to Section 162 AktG outlines and explains the remuneration of current and former Management Board and Supervisory Board members of home24 SE in financial year 2021.

1.1. Review of Financial Year 2021

1.1.1. Business Performance and Share Price

The Company can look back on a successful financial year in 2021. In financial year 2021, the Company grew by 27% at constant currency (and therefore by 80% in the last two years at constant currency) and was able to generate positive adjusted EBITDA.

Financial year 2021 continued to be shaped by the impact of the COVID-19 pandemic, whose effects were also felt on the capital markets. The Company's share price was highly volatile, as already in financial year 2020:

Share Price Chart January 2020 to December 2021



It was necessary to reflect the strong share price fluctuations in the reporting period in the Management Board’s long-term, share-based remuneration under the Long Term Incentive Plan 2019 (hereinafter the “LTIP”). More information on this is presented in this report in the section “Inclusion of the Management Board in the LTIP in 2021”.

#### 1.1.2. Changes in the Composition of the Management Board

As of the reporting date, the Management Board had three members. The term of office of Philipp Steinhäuser, the Company’s current CFO, began on January 1, 2021. The appointment of former CTO Johannes Schaback ended as scheduled on March 31, 2021. During an interim period ending on March 31, 2021, the Management Board had four members.

#### 1.1.3. Annual General Meeting on June 17, 2021

On May 1, 2021, the Supervisory Board voted in favor of a new remuneration system for the Management Board, which was presented for approval to the Company’s Annual General Meeting on June 17, 2021. The remuneration system presented applies to all service contracts for Management Board members newly signed or extended after the end of the Company’s Annual General Meeting on June 17, 2021. In terms of its content, the Management Board remuneration system presented for approval is essentially equivalent to the remuneration system for the Management Board adopted by the Supervisory Board on November 11, 2020, apart from a few amendments. The content of the amendments aimed to introduce more flexibility to the rules regarding the structure of the total target

remuneration and the inclusion of the Management Board in the Company's LTIP, but did not represent any fundamental changes to the system.

The Company's Annual General Meeting approved the Management Board remuneration system presented with 68.39% of the votes cast. A total of 31.61% of the shareholders or shareholders' representatives cast votes against approving the Management Board remuneration system. The approval of the Management Board remuneration system was legally valid as the legally non-binding resolution on the approval of the remuneration system requires a simple majority of the votes cast pursuant to Section 120a para. 1 AktG. However, the Supervisory Board strives for a significantly higher percentage of votes in favor of this important topic in order to ensure the best possible alignment between the interests of the shareholders and management. For this reason, the Supervisory Board intends to present a new, revised remuneration system for the Management Board for approval to the 2022 Annual General Meeting which incorporates the changes requested by the investors.

Particular concerns expressed by investors regarding the Management Board remuneration system approved in 2021 included the performance target for long-term, share-based variable remuneration under the Company's LTIP not being ambitious enough and the objective basis for the Supervisory Board's determination of the number of performance shares granted under the LTIP not being transparent enough.

The remuneration system for the Supervisory Board, which is governed by Article 14 of the Articles of Association, was approved by a majority of 99.98% of the votes cast at the Annual General Meeting on June 17, 2021. The vote was so strongly in favor that the Supervisory Board does not see any need to amend it at this time.

#### 1.1.4. Changes in the Supervisory Board

As of the reporting date, the Supervisory Board still had four members, but its composition changed in 2021. The terms of office of all Supervisory Board members ended as scheduled with the conclusion of the Annual General Meeting on June 17, 2021. The Supervisory Board members Lothar Lanz (Chair) and Verena Mohaupt were re-elected by the Annual General Meeting on June 17, 2021. Magnus Agervald and Franco Danesi did not stand for re-election. Former Management Board member Dr. Philipp Kreibohm and Nicholas C. Denissen were newly elected instead, effective as of the end of the Company's Annual General Meeting on June 17, 2021.

#### 1.1.5. Remuneration Committee

At its constituting session on June 17, 2021, the four-member Supervisory Board decided to reinstate the Remuneration Committee, which had not existed since January 1, 2020. The Remuneration Committee consists of Supervisory Board members Verena Mohaupt (Chair), Lothar Lanz, and Nicholas C. Denissen.

The Remuneration Committee discussed options for adjusting the Management Board remuneration system together with an independent external remuneration expert. In this context, the external remuneration expert also reviewed and confirmed the appropriateness of the level of Management Board remuneration by comparing the Company with a peer group of 18 companies from the e-commerce, IT, media and entertainment industries. Eight of the 18 companies are headquartered in Germany, with the others headquartered in the rest of Europe. The remuneration of the Company's Management Board was evaluated to determine whether it was in line with the market, taking into account the major criteria of revenue, number of employees, and market capitalization of the peer group. The Management Board's target remuneration falls within the range of peer group figures on the whole. In terms of fixed and short-term variable remuneration, the Management Group's target remuneration is relatively low – but this is compensated for by comparatively high long-term variable remuneration. This reflects the intentionally selected remuneration structure, which has an even more long-term horizon than the peer group.

The ratio of Management Board remuneration to the remuneration of the top-tier of executives in the Company (senior vice presidents, C-level positions, and vice presidents) and of the workforce (all employees, including upper management) of the home24 Group in Germany was also calculated and reviewed to determine its alignment with the market.

In this regard, the remuneration was confirmed to be in line with the market by the external remuneration expert in view of the vertical remuneration structure of peer companies.

#### 1.1.6. Extension of the Term of Office of

Management Board Member Brigitte Wittekind In December 2021, the term of office of Management Board member Brigitte Wittekind was extended by the Supervisory Board for one year to the end of December 31, 2022, and a corresponding service contract was signed based on the Management Board remuneration system approved by the Annual General Meeting on June 17, 2021. The Supervisory Board decided not to extend Brigitte Wittekind's service contract for longer than one

year, because this would then have to be agreed based on the current remuneration system for the Management Board. As described above, despite this remuneration system for the Management Board being approved by the Annual General Meeting on June 17, 2021, the votes against were not insignificant, so the Supervisory Board intends to present an amended remuneration system for approval. In order to put this new remuneration system for the Management Board into effect as soon as possible, the Supervisory Board did not wish to enter into any multi-year obligations based on the current Management Board remuneration system. The negotiations with Brigitte Wittekind scheduled for the end of financial year 2022 concerning a possible further extension of her term of office on the Management Board can therefore be conducted on the basis of the remuneration system for the Management Board approved by the Annual General Meeting in 2022 that will hopefully be carried by a broader majority vote of investors.

#### 1.2. Principles of the Current Remuneration System

The remuneration system for members of the Management Board helps to advance the business strategy and the Company's long-term development. It is clearly and understandably structured, and complies with the provisions of Section 87a AktG and, for the most part, the recommendations of the German Corporate Governance Code ("GCGC"). The incentives provided by the remuneration motivate the members of the Management Board to work towards the Company's long-term success. The Management Board remuneration system thus serves the interests of the shareholders as well as the employees, customers, and other stakeholders. At the same time, the remuneration of the Management Board, which is competitive and in line with market standards, is intended to ensure that the Company can continue to compete in Germany and internationally for the best candidates for its Management Board.

The remuneration of the Company's Management Board members is composed of fixed and variable components. The fixed, non-performance-related remuneration comprises the annual fixed cash remuneration plus marketstandard fringe benefits. The variable remuneration is made up of a short-term component (bonus) and a long-term component (LTIP).

The Supervisory Board determines the annual total target remuneration of a Management Board member in advance, ensuring that this reasonably reflects the duties and performance of the Management Board member as well as the business situation, and the Company's success and outlook. Moreover, the Supervisory Board is responsible for ensuring that the total target

remuneration is in line with the market. The long-term variable remuneration makes up by far the largest share of the total target remuneration.

### **Total Target Remuneration**

<b>Fixed (non-performance-related)</b>	<b>Variable (performance-related)</b>	
<b>Basic salary + fringe benefits</b>	<b>Bonus (short-term)</b>	<b>LTIP (long-term)</b>
<b>Cash remuneration</b>		<b>Share-based payment</b>

#### 1.3. Application of the Management Board Remuneration System in Financial Year 2021

The following section describes the application of the remuneration system in financial year 2021 for each individual remuneration component.

##### 1.3.1. Fixed Remuneration

The fixed non-performance-related cash remuneration, the amount of which is based on the area of responsibility and experience of the relevant Management Board member, is paid in twelve monthly installments. During the reporting period, the annual fixed remuneration amounted to EUR 250,000 for Management Board Chairman Marc Appelhoff and Management Board member Brigitte Wittekind and to EUR 200,000 for Management Board member Philipp Steinhäuser. Former Management Board member Johannes Schaback received annual fixed remuneration of EUR 250,000 on the basis of the Management Board remuneration system approved by the Annual General Meeting on June 19, 2019.

In accordance with the provisions of the remuneration system, Management Board members also received market-standard fringe benefits, including in particular allowances for health insurance and monthly gross amounts representing the employer's contribution to statutory pension and unemployment insurance as well as free D&O and accident/disability insurance. In financial year 2021, the costs of the D&O insurance assumed by the Company totaled EUR 93 thousand (2020:

EUR 47 thousand). Management Board members also received additional fringe benefits of EUR 42 thousand (2020: EUR 37 thousand).

The overall fixed remuneration granted in financial year 2021 is in compliance with the provisions of the current remuneration system. This ensures that the Company can continue to compete in Germany and internationally for the best candidates for its Management Board.

### 1.3.2. Short-Term Variable Remuneration

The short-term variable remuneration consists of an annual bonus, the maximum amount of which is governed by each individual Management Board service agreement. For all Management Board members, the maximum possible bonus for financial year 2021 was EUR 50,000. The Supervisory Board decided on the specific amount of the bonus earned by each member for the financial year in view of the attainment of their individual targets within the three-month period following the end of financial year 2021. However, the annual bonus is credited to the remuneration owed for financial year 2021 within the meaning of Section 162 AktG, because the underlying duties of the Management Board have already been performed in full.

#### 1. Performance Criteria for the Annual Bonus 2021

In line with the provisions of the remuneration system, the Supervisory Board set ambitious performance targets at the start of financial year 2021 for the annual bonus contractually owed to Management Board members that were aligned with the Company's strategic, in addition to operational, goals. In addition to financial performance targets, these also included non-financial performance criteria. The specific performance criteria were selected by the Supervisory Board taking into account business conditions, particularly the budget adopted for 2021 and the improvement in non-financial aspects targeted for 2021. This is why financial targets have been set with regard to revenue performance, profitability based on adjusted EBITDA, and cash position as of the end of 2021. Depending on the degree to which the financial targets are met, the Management Board could earn up to 80% of the maximum bonus achievable for 2021. The Supervisory Board also determined that it will take particular account of aspects relating to improving sustainability and customer satisfaction when assessing the achievement of non-financial targets. Depending on the degree to which the non-financial targets are met, the Management Board could earn up to 20% of the maximum bonus achievable for 2021. The exact presentation of the agreed targets, as well as their degree of achievement, are shown below under 2.

Since the performance criteria for the annual bonus were specified by the Supervisory Board in line with the corporate strategy, the incentive structure uses short-term variable remuneration to promote implementation of the corporate strategy and the sustainable growth of the Company.

## 2. Application of the Performance Criteria

After the end of financial year 2021, the Supervisory Board determined the degrees of target achievement based on the results achieved, as outlined clearly in the overview below. The Supervisory Board chose to view the Management Board as a team and considered target achievement for all three Management Board members as a unit.

When exercising its discretion to determine the achievement of the non-financial targets, the Supervisory Board primarily considered the renewed increase in customer satisfaction as measured by the NPS score, the reduction in Scope I and II carbon emissions, and obtaining an ESG rating from an external rating agency that is in the upper range of peer companies.

	Assessment criteria	Target achievement
<b>Financial targets (weighting: 80 %)</b>		
Revenue growth of the home24 Group <sup>1</sup> at constant currency	If revenue growth falls below 16.3%, no bonus is paid.	109%
	If revenue growth comes in at 26.3%, a bonus of 26.7% is paid.	
	If revenue growth is at least 36.3%, a bonus of 53.4% is paid.	
Profitability based on adjusted EBITDA <sup>2</sup>	If adjusted EBITDA falls below 0.3%, no bonus is paid.	0%
	If adjusted EBITDA is at least 5.3%, a bonus of 26.7% is paid.	
Cash position at year-end <sup>3</sup>	If the cash position amounts to EUR 63.6 million or less at year-end, no bonus is paid.	0%
	If the cash position amounts to at least EUR 88.6 million, a bonus of 26.7% is paid.	
<b>Non-financial targets (weighting: 20 %)</b>		
Sustainability	Consideration of sustainability/GRC aspects at the discretion of the Supervisory Board	100%
Customer satisfaction	Consideration of customer-related, operational KPIs such as NPS, out-of-stock rate, delivery time compliance at the discretion of the Supervisory Board	

1 If revenue growth is between 16.3% and 36.3%, the amount is pro-rated on a linear basis.

2 If adjusted EBITDA comes in at between 0.3% and 5.3%, the amount is pro-rated on a linear basis.

3 If the cash position amounts to between EUR 63.6 million and EUR 88.6 million, the amount is pro-rated on a linear basis. Cash effects resulting from the IPO of home24 subsidiary Mobly S.A. in Brazil at the start of financial year 2021 are not reflected in the calculation of the cash position. This is also true of balance sheet items that influence the cash position, such as marketing expenditure in Q4/2021 and current assets, and are not within the scope of ordinary business.

For financial year 2021, the following annual bonus (which will be paid out in the second quarter of 2022) was calculated based on the target achievement determined:

Management board member	Amount paid out (in EURk)
Marc Appelhoff	25
Brigitte Wittekind	25
Philipp Steinhäuser	25
Johannes Schaback	6
<b>Total</b>	<b>81</b>

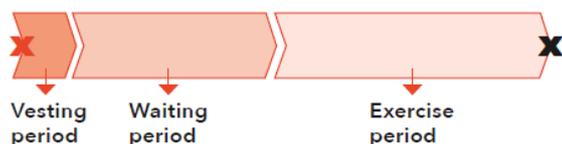
### 1.3.3. Long-Term Variable Remuneration

The Management Board receives performance shares under the Company's LTIP as long-term, share-based variable remuneration.

#### 1. Description of the LTIP

The LTIP enables the Management Board to participate in increases in the Company's equity value by receiving performance shares that are linked to the increase in value of the Company's shares. The performance shares are structured as options. Beneficiaries receive the difference in value between the share price at the exercise date and the base price determined upon issue of the performance shares. The difference in value is settled in the form of either Company shares or cash at the discretion of the Company. As a rule, the shares vest twelve months after the effective date. According to the currently applicable LTIP terms, the performance shares can generally be exercised after a four-year holding period, as long as they are vested and the average revenue growth rate (adjusted for non-recurring effects) for the home24 Group in the four years following granting of the performance shares (waiting period) is not less than 10%. The performance shares may be exercised within four years of the expiration of the waiting period (exercise period).

Last updated: 2021



**X** Grant Date    **X** Expiry Date

To the extent that the Company settles claims from the exercise of performance shares in the form of shares, beneficiaries are not subject to any rules regarding how long they are required to hold these corresponding shares.

## 2. Inclusion of the Management Board in the LTIP in 2021

The members of the Management Board received the following performance shares for their activities in financial year 2021 with economic effect as of January 1, 2021:

<b>Management board member</b>	<b>Number</b>	<b>Grant Date<sup>1</sup></b>	<b>Base Price (in EUR)</b>
Marc Appelhoff	56,163	11.03.21	9.93
Marc Appelhoff	47,275	07.05.21	9.93
Brigitte Wittekind	46,210	11.03.21	9.93
Brigitte Wittekind	39,309	07.05.21	9.93
Philipp Steinhäuser	72,200	11.11.20	9.93
Johannes Schaback	–	–	–

<sup>1</sup> Grant date as defined in the LTIP terms and conditions, start of the four-year waiting period.

The number of performance shares to be granted in each contract year and the method for determining the base price for the annual tranches is agreed in the underlying multi-year service agreements for the Management Board members. As contractually agreed, the Supervisory Board based the base price for the performance shares granted to the Management Board in financial year 2021 on the average closing price of home24 shares in Xetra trading in the third quarter of 2020.

The number of performance shares to be granted for each contract year was specified when the Management Board employment contracts were signed. This calculation takes into account the fact that the Management Board in its current size should essentially receive around 1% of the Company's increase in value per year via the LTIP.

The individual total target remuneration for each Management Board member specified when their contracts are signed cover all remuneration components and assume 100% target achievement for the variable remuneration components. The value of the performance shares is calculated using a Black-Scholes model. Since the binding number of performance shares for the annual tranches is generally agreed when the contracts are signed, the total target remuneration may vary, because the value of the performance shares to be granted changes depending on share price performance and volatility. To nonetheless ensure the market conformity of the annual remuneration, particularly the performance shares to be allocated annually, the Management Board service agreements for all

Management Board members specify an individual amount that an annual tranche of performance shares may not exceed (“LTIP cap”).

Based on his service agreement, Management Board Chair Marc Appelhoff has the right to be granted 103,438 performance shares for financial year 2021 with a base price of EUR 9.93 (average closing price of home24 shares in Xetra trading in the third quarter of 2020). However, this tranche would have exceeded the LTIP cap agreed in his service agreement amounting to EUR 790,000, which was to be calculated according to the terms of the service agreement effective January 1, 2021. Marc Appelhoff was therefore initially only granted a tranche of 56,163 performance shares with a base price of EUR 9.93 on March 11, 2021.

The LTIP cap agreed in the service agreement for Brigitte Wittekind was also exceeded: Brigitte Wittekind would have had the right to be granted 85,519 performance shares with a base price of EUR 9.93 (average closing price of home24 shares in Xetra trading in the third quarter of 2020). However, this tranche would have exceeded the LTIP cap agreed in her service agreement amounting to EUR 650,000, which was to be calculated according to the terms of the service agreement effective January 1, 2021, as in the case of Marc Appelhoff. For this reason, Brigitte Wittekind was therefore initially only granted a tranche of 46,210 performance shares with a base price of EUR 9.93 on March 11, 2021.

The LTIP cap was applied mainly because, as of the date applicable for determining the value of the performance shares to be issued (January 1, 2021), the home24 share price in Xetra trading around the turn of the year 2020/2021 exceeded EUR 22 for a time and therefore almost marked its highest point in twelve months in the midst of significant volatility.

This problem did not arise for Management Board member Philipp Steinhäuser. Philipp Steinhäuser was granted a tranche of 72,200 performance shares with a base price of EUR 9.93 for his first contract year on November 11, 2020, with economic effect as of January 1, 2021, based on his service agreement. On November 11, 2020, home24’s share price was around EUR 15 in Xetra trading, much less than on January 1, 2021. As a result, the value of a performance share calculated according to the Black-Scholes model at this time was far lower than was the case as of January 1, 2021, the date applicable for Brigitte Wittekind and Marc Appelhoff.

The Company’s Supervisory Board decided on May 3, 2021, to grant Marc Appelhoff and Brigitte Wittekind each a second tranche of performance shares with economic effect as of January 1, 2021.

In particular, the Supervisory Board had determined that it was only the volatility of the Company's share price and in this case particularly the sharp and unforeseen rise in the share price in the fourth quarter of 2020 that led to the LTIP cap being reached. The contractual method for calculating the number of performance shares to be granted led to an undesirable situation in which Marc Appelhoff and Brigitte Wittekind would have each received some 45% fewer performance shares than originally agreed – and thus fewer performance shares than new Management Board member Philipp Steinhäuser. In contrast, it was contractually agreed with Marc Appelhoff and Brigitte Wittekind that they should receive ~ 0.39% (Marc Appelhoff) and ~ 0.32% (Brigitte Wittekind) of any increase in the Company's value. This type of volatile share price development in such a short time period could not have been foreseen at the time the contracts with Marc Appelhoff and Brigitte Wittekind were signed. If such a scenario had been considered, the Supervisory Board would have stipulated a more flexible rule for determining the value of the tranche to be granted for a given year, e. g., by basing the calculation on an average of the share price over a reference period.

For this reason, Management Board members Marc Appelhoff and Brigitte Wittekind were granted an additional 47,275 and 39,309 performance shares, respectively, on May 7, 2021. The base price was EUR 9.93 in both cases. The granting of this second tranche of performance shares was linked to the additional performance target of the home24 Group achieving revenue growth at constant currency and non-recurring effects of no less than 20% in financial year 2021.

The Supervisory Board is aware that taking this approach could be considered a deviation from the remuneration system in place, if construed narrowly. However, the Supervisory Board considered this deviation necessary for the reasons outlined above. From the Supervisory Board's point of view, there would not have been a good justification to explain why an extraordinary share price situation on an arbitrarily chosen date led to a situation in which the CEO and the Management Board member responsible for operations, which is strategically highly important, would receive significantly fewer performance shares for financial year 2021 than the newly appointed CFO. In order to provide sufficient incentive and adhere to the principle of awarding remuneration in line with role and responsibilities, the Supervisory Board considered this correction to be advisable.

The Management Board is especially incentivized to work toward the sustainable, long-term success of the Company by the prospect of long-term, share-based variable remuneration with performance shares, which make up a vast majority of its members' total remuneration.

### 3. Exercise of LTIP Performance Shares in Financial Year 2021

In financial year 2021, Management Board members Marc Appelhoff, Brigitte Wittekind, and Philipp Steinhäuser as well as former Management Board members Christoph Cordes and Dr. Philipp Kreibohm each exercised performance shares from the LTIP that were granted to them in 2017 at a base price of EUR 0.02. The performance shares were granted as Management Board remuneration only to Marc Appelhoff, Christoph Cordes, and Dr. Philipp Kreibohm in 2017, because at that time Brigitte Wittekind and Philipp Steinhäuser were not yet members of the Company's Management Board. In return for assigning their remuneration claims from the LTIP to the Company, the claims arising from the performance shares exercised were settled by granting each Management Board member new shares of the Company from Conditional Capital 2019 as follows:

<b>Governing body member</b>	<b>Position</b>	<b>Claim from exercised Performance shares (in EURk)</b>	<b>Number of shares granted for settlement</b>	<b>Date</b>
Marc Appelhoff <sup>1</sup>	Management Board Chairman	1,549	93,626	06.07.2021
Brigitte Wittekind	Management Board member	54	3,521	09.07.2021
Philipp Steinhäuser	Management Board member	33	2,018	06.07.2021
Christoph Cordes	Former Management Board member	1,161	70,219	06.07.2021
Dr. Philipp Kreibohm	Former Management Board member	346	21,859	07.07.2021

<sup>1</sup> The performance shares exercised by Marc Appelhoff had been granted to him in 2017 for a total performance period of four years, with one quarter of the performance shares granted with economic effect as of January 1 of each of the years 2017 to 2020.

The currently serving Management Board members have not sold the shares of the Company granted to them during the reporting period and are therefore as shareholders of the Company are incentivized to work toward a sustained increase in the Company's value.

#### 1.3.4. Compliance with Maximum Remuneration Thresholds

The total remuneration for an individual Management Board member is limited to a maximum of EUR 15 million per year by the Management Board service contracts. However, due to the overall remuneration structure with a majority made up of long-term, variable remuneration, which is linked to the Company's share price performance, this maximum threshold can only be reached if the Company's valuation multiplies during an LTIP tranche period. The possible cap on an amount exceeding this maximum threshold is exercised when the claims arising from the LTIP performance shares issued for the relevant year are settled after the waiting period is over. In financial year 2021, the Company kept the Management Board's remuneration within the maximum threshold.

### 1.3.5. Clawback

After payment of the annual bonus, the Management Board members are generally free to do as they choose with the amount granted. However, since November 11, 2020, the remuneration system has provided the Supervisory Board with the option of requesting full or partial repayment within three years after payment of the annual bonus, if it turns out that the bonus amount was unknowingly calculated by the Supervisory Board on the basis of incorrect information (clawback).

In the reporting period, all Management Board service agreements did not yet include this clawback clause. In accordance with the remuneration system, a clawback clause is included in all new Management Board service agreements signed. No variable remuneration components were clawed back from Management Board members in financial year 2021.

### 1.3.6. Other

#### 1. Benefits upon Contract Termination

No contractual commitments are stipulated for the event of the early termination of Management Board activity.

If a Management Board member becomes permanently unable to work, that Management Board member's service agreement expires at the end of the calendar quarter in which the permanent inability to work is determined.

#### 2. Company Pension Plan

No company pension arrangements have been agreed with the Management Board members.

#### 3. Post-contractual Non-Compete Obligation

The Management Board service agreements each include a post-contractual non-compete obligation, which stipulates that Management Board members are prohibited from working for one of the Company's competitors for a period of six months after the Management Board service agreement ends.

#### 4. Third-party Benefits

In financial year 2021, no Management Board member was awarded or granted benefits from a third party for their Management Board activities.

#### 5. Remuneration for Supervisory Board Activities

The Management Board members were neither awarded nor granted any remuneration in financial year 2021 for service on the supervisory boards of companies whether part of the Group or not.

#### 1.4. Remuneration of the Supervisory Board in Financial Year 2021

The remuneration of Supervisory Board members of the Company is governed by Article 14 of the Articles of Association, according to which Supervisory Board members have the right to claim fixed remuneration payable after a given financial year. The amount of remuneration paid to the members of the Supervisory Board is determined according to each member's duties on the Supervisory Board and its committees. Ordinary members of the Supervisory Board receive fixed annual remuneration of EUR 30 thousand.

By way of derogation, the Chair of the Supervisory Board receives fixed annual remuneration of EUR 90 thousand, while the Deputy Chair of the Supervisory Board receives such remuneration totaling EUR 45 thousand. The Chairman of the Audit Committee receives additional fixed annual remuneration of EUR 30 thousand, while members of the Audit Committee also receive such additional remuneration totaling EUR 10 thousand each. Members serving on the Supervisory Board or one of its committees for a fraction of a financial year receive pro-rated remuneration.

Supervisory Board members are covered by the Company's D&O insurance. The Company also reimburses Supervisory Board members for the reasonable expenses they incur when carrying out their Supervisory Board mandate as well as the VAT payable on their remuneration and expenses.

In financial year 2021, the Supervisory Board remuneration system was applied in accordance with the provisions of Article 14 of the Articles of Association. The Supervisory Board members did not receive any additional remuneration or benefits for services they provided individually, particularly consulting and brokerage services, in the reporting period. The members of the Supervisory Board also received neither loans nor advances, nor were any contingent liabilities assumed in their favor.

## 1.5. Remuneration Amounts

### 1.5.1. Management Board

The following table lists the fixed and variable remuneration components granted and owed to the current Management Board members in the financial year ended, including the respective relative share in accordance with Section 162 AktG. This includes the fixed remuneration paid out in the financial year, the fringe benefits accruing in the financial year, the annual bonus for financial year 2021, and the performance shares exercised in the financial year 2021 and granted to the current Management Board members in 2017. Refer to the explanation above under “1.3.3. Longterm Variable Remuneration” for information on the performance shares granted to the Management Board in financial year 2021.

	<b>Marc Appelhoff Chairman of the Management Board / CEO since January 1, 2020</b>				<b>Brigitte Wittekind Ordinary Management Board member since January 1, 2020</b>				<b>Philipp Steinhäuser Ordinary Management Board member since January 1, 2021</b>			
	<b>2021</b>		<b>2020</b>		<b>2021</b>		<b>2020</b>		<b>2021</b>		<b>2020</b>	
	EURk	in %	EURk	in %	EURk	in %	EURk	in %	EURk	in %	EURk	in %
<b>Non-performance-related benefits</b>												
Fixed remuneration	250	14 %	250	40 %	250	73 %	250	58 %	200	74 %	—	n/a
Fringe benefits	13	1 %	32	5 %	12	4 %	29	7 %	13	5 %	—	n/a
<b>Total non-performance-related benefits</b>	<b>263</b>	<b>14 %</b>	<b>282</b>	<b>45 %</b>	<b>262</b>	<b>77 %</b>	<b>279</b>	<b>65 %</b>	<b>213</b>	<b>79 %</b>	<b>—</b>	<b>n/a</b>
One-year variable remuneration	25	1 %	350	55 %	25	7 %	150	35 %	25	9 %	—	n/a
Multi-year variable remuneration	1,549 <sup>1</sup>	84 %	0	0 %	54 <sup>2</sup>	16 %	0	0 %	33 <sup>3</sup>	12 %	—	n/a
<b>Total performance-related benefits</b>	<b>1,574</b>	<b>86 %</b>	<b>350</b>	<b>55 %</b>	<b>79</b>	<b>23 %</b>	<b>150</b>	<b>35 %</b>	<b>58</b>	<b>21 %</b>	<b>—</b>	<b>n/a</b>
Pension expense	0	0 %	0	0 %	0	0 %	0	0 %	0	0 %	0	n/a
<b>Total Remuneration</b>	<b>1,837</b>	<b>100 %</b>	<b>632</b>	<b>100 %</b>	<b>341</b>	<b>100 %</b>	<b>429</b>	<b>100 %</b>	<b>271</b>	<b>100 %</b>	<b>—</b>	<b>n/a</b>

- 1 The performance shares exercised by Marc Appelhoff had been granted to him in 2017 for a total performance period of four years, with one quarter of the performance shares granted with economic effect as of January 1 of each of the years 2017 to 2020.
- 2 The performance shares exercised were not granted as Management Board remuneration in 2017, as Brigitte Wittekind was not a member of the Company's Management Board at that time.
- 3 The performance shares exercised were not granted as Management Board remuneration in 2017, as Philipp Steinhäuser was not a member of the Company's Management Board at that time.

The following table lists the fixed and variable remuneration components granted and owed to former Management Board members in the financial year ended, including the respective relative share in accordance with Section 162 AktG:

	Johannes Schaback Ordinary Management Board member until March 31, 2021				Christoph Cordes Ordinary Management Board member until December 31, 2019				Dr. Philipp Kreibohm Ordinary Management Board member until March 31, 2019			
	2021		2020		2021		2020		2021		2020	
	EURk	in %	EURk	in %	EURk	in %	EURk	in %	EURk	in %	EURk	in %
<b>Non-performance-related benefits</b>												
Fixed remuneration	63	88 %	250	75 %	—	n/a	—	n/a	—	n/a	—	n/a
Fringe benefits	3	4 %	32	10 %	—	n/a	—	n/a	—	n/a	—	n/a
<b>Total non-performance-related benefits</b>	<b>66</b>	<b>92 %</b>	<b>282</b>	<b>85 %</b>	<b>—</b>	<b>n/a</b>	<b>—</b>	<b>n/a</b>	<b>—</b>	<b>n/a</b>	<b>—</b>	<b>n/a</b>
One-year variable remuneration	6	8 %	50	15 %	—	n/a	—	n/a	—	n/a	—	n/a
Multi-year variable remuneration	0	0 %	0	0 %	1,161 <sup>1</sup>	100 %	—	n/a	346 <sup>2</sup>	100 %	—	n/a
<b>Total performance-related benefits</b>	<b>6</b>	<b>8 %</b>	<b>50</b>	<b>15 %</b>	<b>1,161</b>	<b>100 %</b>	<b>—</b>	<b>n/a</b>	<b>346</b>	<b>100 %</b>	<b>—</b>	<b>n/a</b>
Pension expense	0	0 %	0	0 %	0	0 %	0	n/a	0	0 %	0	n/a
<b>Total Remuneration</b>	<b>72</b>	<b>100 %</b>	<b>332</b>	<b>100 %</b>	<b>1,161</b>	<b>100 %</b>	<b>—</b>	<b>n/a</b>	<b>346</b>	<b>100 %</b>	<b>—</b>	<b>n/a</b>

1 The performance shares exercised by Christoph Cordes had been granted to him in 2017 for a total performance period of three years, with one third of the performance shares granted with economic effect as of January 1 of each of the years 2017 to 2019.

2 The performance shares exercised by Dr. Philipp Kreibohm had been granted to him in 2017 for a total performance period of two years, with one half of the performance shares granted with economic effect as of January 1 of each of the years 2017 to 2018.

### 1.5.2. Supervisory Board

The remuneration of the Supervisory Board in financial year 2021 does not include variable remuneration components. The following table shows the fixed remuneration granted and owed to current and former members of the Supervisory Board in the financial year ended in accordance with Section 162 AktG.

in EURk	2021			2020		
	Basic remuneration	Additional remuneration for committee work	Total	Basic remuneration	Additional remuneration for committee work	Total
Lothar Lanz	90	10	100	90	10	100
Verena Mohaupt	30	30	60	30	30	60
Franco Danesi (until June 17, 2021)	14	5	19	30	10	40
Magnus Agervald (until June 17, 2021)	21	0	21	45	0	45
Dr. Philipp Kreibohm (since June 17, 2021)	24	0	24	0	0	0
Nicholas C. Denissen (since June 17, 2021)	16	5	21	0	0	0
<b>Total</b>	<b>195</b>	<b>50</b>	<b>245</b>	<b>195</b>	<b>50</b>	<b>245</b>

## 1.6. Changes in Remuneration and Earnings Over Time

The following comparison presents the annual changes in the remuneration of current and former Management and Supervisory Board members granted and owed, the Group's earnings performance, and the remuneration of employees stated as FTEs. The latter is based on the average wages and salaries of all employees of the home24 Group in Germany. In accordance with the transitional rule in Section 26j para. 2 Sentence 2 EGAktG, the comparison only covers financial years 2020 and 2021.

<b>Remuneration granted and owed (in EURk)</b>	<b>2021</b>	<b>2020</b>	<b>Change</b>	<b>Change in %</b>
<b>Current management board members</b>				
Marc Appelhoff	1,837	632	1,205	191 %
Brigitte Wittekind	341	429	88	21 %
Philipp Steinhäuser	271	—	n/a	n/a
<b>Former management board members</b>				
Dr. Philipp Kreibohm	346	—	n/a	n/a
Christoph Cordes	1,161	—	n/a	n/a
Johannes Schaback	72	332	-260	-78 %
<b>Employees remuneration on a full-time equivalent basis <sup>1</sup> (in EURk)</b>	<b>38</b>	<b>36</b>	<b>2</b>	<b>6 %</b>
<b>Group earnings (in EURm)</b>				
Loss for the period	-35,4	-17,1	-18,3	107%
Adjusted EBITDA	1,4	15,8	-14,4	-91%

<sup>1</sup> Average wages and salaries of employees in the total workforce of the home24 Group in Germany.

## 1.7. Outlook for Financial Year 2022

The Company's Annual General Meeting will take place on June 14, 2022. In accordance with Section 120a para. 4 Sentence 1 AktG, this remuneration report will be presented to the Annual General Meeting for approval. As outlined above, the plan is to present to the Annual General Meeting an amended Management Board remuneration system for approval in accordance with Section 120a para. 1 AktG so as to obtain broader approval from the shareholders for the Company's Management Board remuneration system.

The Management Board service agreements for all three currently serving members expire as of December 31, 2022. The Supervisory Board will negotiate the currently planned extension of these Management Board contracts in good time and based on the Management Board remuneration system

approved by the Annual General Meeting. The Supervisory Board will further ensure that the Management Board remuneration is reasonable overall and serves the long-term interests of the Company. In particular, it will consider the results of the horizontal and vertical comparison completed by an independent remuneration consultant in 2021.

### **III. Further information on the convocation**

#### **1. Total number of shares and voting rights at the time of the convocation of the virtual general meeting**

At the time of the convocation of the general meeting, the share capital of the company amounts to EUR 30,479,736.00 and is divided into 30,479,736 no-par value shares. In principle, each no-par value share carries one vote at the general meeting. Therefore, the total number of shares that carry participation and voting rights amounts principally to 30,479,736 at the time of the convocation. The company holds 2,735 treasury shares at the time of the convocation, from which it has no voting rights.

#### **2. Holding the general meeting as a virtual general meeting without the physical presence of the shareholders or their proxies**

The management board of the company, with the consent of the supervisory board, has decided to hold the company's annual general meeting in the fiscal year 2022 as a virtual general meeting without the physical presence of the company's shareholders or their proxies. These resolutions were made on the basis of the COVID-19-Mitigation Act.

A physical participation of the shareholders or their proxies in the general meeting is excluded.

The shareholders have the option to exercise their voting rights by absentee ballot (in writing or by electronic communication), and their right to ask questions and object by electronic communication, either in person or by proxy. They can follow the entire general meeting by means of video and audio transmission on the password-protected website provided by the company (the "**Online Portal**") at

<https://www.home24.com/hv>

#### **3. Conditions for exercising voting and questioning rights**

Only those shareholders who have registered in due time and provided evidence of their entitlement to participate in the virtual general meeting are entitled to exercise the right to ask questions in connection with the virtual general meeting (see below), to exercise voting rights by postal vote, and to grant power of attorney.

Therefore, the registration must have been received by the company no later than 24:00 CEST on Tuesday, **June 7, 2022**, under the following addresses

home24 SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
E-Mail: inhaberaktien@linkmarketservices.de

and the holders of bearer shares must have provided the company with special evidence of their shareholding in order to prove that they were a shareholder of the company at the beginning of the 21st day before the virtual general meeting, i.e., on Tuesday, May 24, 2022 at 00:00 CEST (record date). It is pointed out that in the notification of the company pursuant to Section 125 of the AktG, which is to be prepared in form and content pursuant to Implementing Regulation (EU) 2018/1212, in field C5 of table 3 of the Implementing Regulation 2018/1212 the record date is indicated as the 22nd day before the Annual general meeting. In this respect, the company follows the recommendation of the Implementation Guide of the Association of German Banks on the Shareholder Rights Directive II/ARUG II for the German market. The record date specified in the notification pursuant to Section 125 AktG (in the present case: May 23, 2022) is therefore not identical with the statutory record date within the meaning of Section 123 para. 4 sentence 2 AktG. This is because, according to this provision of stock corporation law, the proof of share ownership refers to the beginning of the 21st day prior to the Annual general meeting (in the present case May 24, 2022, 00:00 hours (CEST)).

A special certificate of share ownership issued by the depositary institution shall be required as proof of share ownership; in any case, a certificate pursuant to Section 67c para. 3 AktG shall suffice for this purpose.

Just as the registration, the evidence of shareholding must be received by the company at the aforementioned address no later than 24:00 CEST on Tuesday, June 7, 2022. The registration and evidence of shareholding must be submitted in text form (Section 126b of the German Civil Code) and in German or English language.

After due registration, voting cards for the virtual general meeting including the access information for the password-protected Online Portal of the company will be sent. In order to ensure timely receipt of the voting cards, shareholders are asked to register and send evidence of their shareholding to the company in due time.

At

<https://www.home24.com/hv>

the company will operate an Online Portal from Tuesday, May 24, 2022. Via the Online Portal, duly registered shareholders and their proxies can, among other things, exercise their voting rights, grant proxies and submit questions. In order to use the Online Portal, shareholders must log in with the access code that they receive with their voting card. The various options for exercising shareholder rights then appear in the form of buttons and menus on the user interface of the Online Portal.

#### **4. Significance of the record date**

When it comes to exercising voting rights, only those persons who have provided special evidence of their shareholding are considered shareholders vis-à-vis the company. The scope of voting rights is solely based on the shareholding as of the record date. The record date does not create any restrictions on the disposal of the shareholding. Even in the event of a full or partial disposal of the shareholding after the record date, the scope of the voting rights is solely based on the shareholding as of the record date (i.e., any disposal of shares after the record date does not affect the scope of voting rights). The same applies to acquisitions or additional acquisitions of shares after the record date. Persons who do not hold any shares on the record date and subsequently become shareholders only have the right to vote with respect to their shares if and to the extent that they have been authorized or given the right to do so by the person entitled to exercise these rights on the record date.

#### **5. Procedure for voting by shareholders**

Shareholders can only exercise their voting right by postal vote, either by mail, by way of electronic communication by email or by using the Online Portal and by granting power of attorney. Only shareholders who are duly registered by Tuesday, June 7, 2022, 24:00 CEST, and who have duly furnished evidence of shareholding are entitled to exercise the voting rights of shareholders by postal vote and to grant power of attorney (as specified above). For the exercised voting rights the holding of shares proven on the record date is decisive.

Subject to voting in the Online Portal, votes may be cast by postal vote in text form in German or English by post or by way of electronic communication (by email) to the following address

home24 SE  
c/o Link Market Services GmbH

Landshuter Allee 10  
80637 Munich  
Germany  
E-Mail: inhaberaktien@linkmarketservices.de

Shareholders may exercise their voting rights by postal vote using the postal vote form on the voting card. A postal vote form can also be downloaded from the company's website at

<https://www.home24.com/hv>

Postal votes cast in this way must reach the company no later than Monday, June 13, 2022, 24:00 CEST. Up to this date, postal votes already cast can also be changed or revoked in the manner described above.

Voting by postal vote can also be done from May 24, 2022, using the password-protected Online Portal on the company's website at

<https://www.home24.com/hv>

For this purpose the "postal vote" button in the Online Portal is provided. In this way, the cast, change and revocation of postal votes can still be made during the general meeting and, specifically, until immediately before the express closing of voting by the chairman of the general meeting.

In the case of multiple declarations received, the last vote received has priority. If different declarations are received via different transmission channels and it is not clear which declarations were last made, those declarations made by email will be taken into account, unless a vote is cast online on the day of the general meeting in the Online Portal.

The casting of votes by postal vote is limited to the vote on the proposed resolutions of the management board and/or the supervisory board announced in the convocation of the virtual general meeting and on any resolutions proposed by shareholders with an addition to the agenda in accordance with Article 56 sentence 3 SE-Regulation in conjunction with Section 50 para. 2 of the SE-Regulation.

## **6. Procedure for voting by proxy**

Shareholders can also have their voting rights exercised by a proxy, such as an intermediary, a shareholders' association, a voting rights advisor or a person commercially offering the exercise of

voting rights to shareholders at the virtual general meeting (“**commercial agent**”). Even where a shareholder is represented by a proxy, the registration of the shareholder in due time and the submission of evidence of shareholding in due time as described above are still required.

Even proxies cannot physically attend the virtual general meeting themselves, but are limited to exercising their voting rights as described in Section III.5 of this convocation. They must therefore themselves cast their votes as described above for the shareholders by postal vote or by proxy authorization and instructions to the company’s proxies. With regard to the exercise of the right of question and of objection, Section III.8.d) and Section III.10 of this convocation apply equally to proxies of shareholders.

The granting of the power of attorney, its revocation and proof regarding the power of attorney vis-à-vis the company must be submitted in text form, unless an intermediary or a shareholders’ association, a voting rights advisor or a commercial agent pursuant to Article 53 of the SE-Regulation in conjunction with Section 135 para. 8 AktG are authorized to exercise such voting rights.

If a proxy to exercise voting rights is granted to an intermediary, a shareholders’ association, a voting rights advisor or a commercial agent, the text form is not required. However, the authorization must be recorded by the proxy in a verifiable way. Furthermore, it must be complete and may only contain statements connected to the exercise of voting rights. Shareholders who wish to authorize an intermediary, a shareholders’ association, a voting rights advisor or a commercial agent to exercise their voting rights on their behalf are asked to coordinate on the form of the power of attorney with the person that is to act as authorized representative. These persons can also exercise their voting rights by postal vote within the specified deadlines, as described in Section III.5 of this convocation, or by sub-proxy.

If the shareholder authorizes more than one person, the company may reject one or more of these authorized persons.

Shareholders who wish to appoint a proxy are requested to use the form provided by the company for this purpose. A proxy form can also be found on the voting card sent to the shareholder after successful registration. In addition, a proxy form will be available for download on the company’s website at

<https://www.home24.com/hv>

The granting of the power of attorney, its revocation and proof of the authorization must be received by the company in text form in German or English by no later than Monday, June 13, 2022, 24:00 CEST, by post or by electronic communication (via email) at the following address:

home24 SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
E-Mail: inhaberaktien@linkmarketservices.de

The electronic access of the proxy via the Online Portal requires that the proxy receives the access code sent with the voting card from the person granting the power of attorney. The use of the access code by the authorized representative is also deemed to be proof of authorization.

Intermediaries, shareholders' associations, voting rights advisors or other persons within the meaning of Section 135 para. 8 AktG who represent a number of shareholders are recommended to contact the company at the above contact address in advance of the general meeting with regard to the exercise of voting rights.

#### **7. Procedure for voting by proxies appointed by the company**

Furthermore, the company offers its shareholders the opportunity to authorize persons nominated by the company as proxy who are bound by the shareholder's instructions. The proxies are required to vote as instructed; they are not allowed to exercise the voting rights at their own discretion. It should be noted that the proxies can only vote on those items of the agenda with respect to which shareholders issue clear instructions and that the proxies cannot accept any instructions on procedural motions, neither in the run-up to nor during the virtual general meeting. Likewise, the proxies cannot accept any instructions to request to speak, to file objections to resolutions of the virtual general meeting or to submit questions or motions.

Prior to the virtual general meeting, such power of attorney with instructions to the proxies can be granted using the power of attorney and instructions form, which the duly registered shareholders receive on the voting card to the virtual general meeting. A corresponding form is also available for download on the company's website at

<https://www.home24.com/hv>

The granting, amendment and revocation of voting proxies and instructions to the proxies appointed by the company must be received by the company in text form in German or English by no later than Monday, June 13, 2022, 24:00 CEST, by post or by electronic communication (via email) at the following address:

home24 SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
E-Mail: inhaberaktien@linkmarketservices.de

The granting, amendment and revocation of voting proxies and instructions to the proxies appointed by the company can also be made from Tuesday, May 24, 2022 using the password-protected Online Portal on the company's website at

<https://www.home24.com/hv>

For this purpose the button "Power of Attorney and Instructions" is provided in the Online Portal. In this way, the granting, amendment and revocation of voting proxies and instructions to the proxies of the company can still be made during the Annual General Meeting, specifically until immediately before the express closing of the voting by the chairman of the meeting.

## **8. Further rights of shareholders**

### **a) Motions by shareholders to add items to the agenda pursuant to Article 56 of the SE-Regulation in conjunction with Section 50 para. 2 of the SE Implementation Act, Section 122 para. 2 AktG**

Pursuant to Article 56 sentence 3 of the SE-Regulation in conjunction with Section 50 para. 2 of the SE Implementation Act and Section 122 para. 2 AktG, one or more shareholders whose combined shareholdings amount to five percent of the share capital or a proportionate amount of EUR 500,000.00 (corresponding to 500,000 shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a reasoning or a draft resolution.

Such a request for additional items must be submitted to the management board in writing and must be received by the company at least 30 days prior to the general meeting; the day of receipt and the day of the general meeting are not taken into account when calculating this 30-day period. Therefore, the last possible date of receipt is 24:00 CEST on Saturday, May 14, 2022. Requests for additional items received at a later point in time will be disregarded.

Any supplementary requests can be sent to the following address:

home24 SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany

Additions to the agenda which are to be announced – insofar as they have not already been announced with the convening notice – will be published in the Federal Gazette without undue delay upon receipt of the request and forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. They will also be published without undue delay on the company's website at

<https://www.home24.com/hv>

and to the shareholders in accordance with Article 53 SE-Regulation in conjunction with Section 125 para. 1 sentence 3, para. 2 AktG.

**b) Countermotions of shareholders pursuant to Article 53 of the SE-Regulation in conjunction with Section 126 para. 1 AktG and Section 1 para. 2 sentence. 3 COVID-19 Mitigation Act**

Each shareholder has the right to submit a countermotion to the proposals of the management board and/or the supervisory board regarding certain items of the agenda.

Countermotions received by the company at least 14 days prior to the general meeting at the address indicated below, not taking into account the date of receipt and the date of the general meeting, i.e., by no later than 24:00 CEST on Monday, May 30, 2022, will immediately be made available on the company's website at

<https://www.home24.com/hv>

along with the name of the shareholder as well as a reasoning and/or comments by the management board, if any (cf. Article 53 of the SE-Regulation in conjunction with Section 126 para. 1 sentence 3 AktG).

Shareholder motions which are to be made accessible pursuant to Section 126 para. 1 sentence 1 and 3 AktG shall be deemed to have been made at the meeting if the shareholder making the motion is duly authorized and has registered for the virtual general meeting (Section 1 para. 2 sentence 3 COVID-19 Mitigation Act. This does not affect the right of the chairman of the virtual general meeting to have the management's proposals put to the vote first. If the management proposals are adopted with the necessary majority, the countermotions will be deemed to have been disposed of.

In Section 126 para. 2 AktG, the law enumerates situations where a countermotion and the corresponding reasoning, if any, need not be made available via the website. These reasons are described on the company's website at

<https://www.home24.com/hv>

In particular, there is no need to make the reasoning, if any, available if it comprises more than 5,000 characters.

Only the following address is relevant for the submission of countermotions along with the respective reasoning, if any:

home24 SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
E-Mail: [antraege@linkmarketservices.de](mailto:antraege@linkmarketservices.de)

Countermotions directed to any other address will not be made available. Shareholders are asked to provide evidence of their shareholder status at the time the countermotion is sent. No countermotions can be made during the general meeting.

**c) Election proposals by shareholders pursuant to Article 53 of the SE-Regulation in conjunction with Sections 126, 127 AktG and Section 1 para. 2 sentence 3 COVID-19 Mitigation Act**

Each shareholder has the right to submit nominations at the Annual General Meeting for the election of the auditors (agenda item 4), which is on the agenda. This also applies to the election of members of the supervisory board if corresponding elections are on the agenda, which is not currently the case.

Election proposals by shareholders received by the company at least 14 days prior to the virtual general meeting at the address indicated below, provided that the date of receipt and the date of the virtual general meeting are not taken into account, i.e. no later than 24:00 CEST on Monday, May 30, 2022, will immediately be made available on the company's website at

<https://www.home24.com/hv>

Election proposals by shareholders which are to be made accessible pursuant to Section 127 Sentence 1 AktG in conjunction with Section 126 para. 1 sentence 1 AktG shall be deemed to have been made at the meeting if the shareholder making the proposal or submitting the election proposal is duly authorized and has registered for the virtual general meeting (Section 1 para. 2 sentence 3 COVID-19 Mitigation Act. This does not affect the right of the chairman of the virtual general meeting to have the management's proposals put to the vote first. If the proposals of the management's proposals are adopted with the necessary majority, the (dissenting) election proposals will no longer be valid.

Election proposals submitted by shareholders need not be made available if they do not include the name, profession and place of residence of the proposed person. Election proposals do not require a reasoning.

Article 53 SE-Regulation in conjunction with Section 127 sentence 1 AktG and Section 126 para. 2 AktG as well as Article 53 SE-Regulation in conjunction with Section 127 sentence 3 AktG, Section 124 para. 3 sentence 4 AktG, and Section 125 para. 1 sentence 5 AktG enumerate additional reasons for when election proposals by shareholders need not be made available on the company's website. These reasons are described on the company's website at

<https://www.home24.com/hv>

The following address is relevant for the submission of election proposals:

home24 SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
E-Mail: [antraege@linkmarketservices.de](mailto:antraege@linkmarketservices.de)

Election proposals sent to any other address will not be made available. No election proposals can be made during the virtual general meeting.

**d) Right to ask questions pursuant to Article 53 SE-Regulation in connection with Section 1 para. 2 No. 3 COVID-19 Mitigation Act**

According to the provisions of the COVID-19 Mitigation Act, shareholders who have duly registered and provided evidence of shareholding are given the right to ask questions via electronic communication in connection with the virtual general meeting, without this right to ask questions simultaneously constituting a right to information within the meaning of Section 131 AktG.

The management board has decided, with the consent of the supervisory board, that all questions should be submitted before the virtual general meeting and no later than Sunday, June 12, 2022, 24:00 CEST, by electronic communication in German using the password-protected Online Portal on the company's website at

<https://www.home24.com/hv>

using the designated procedure.

There is no option to ask questions after the deadline has expired or during the general meeting. The questions will be answered "during" the general meeting, unless questions have been answered beforehand on the company's website at

<https://www.home24.com/hv>

In accordance with Section 1 para. 2 sentence 3 COVID-19 Mitigation Act, the management board will decide at its own discretion how it answers questions submitted by the shareholders

in due time. The questioners may be designated by name when answering the questions, unless they have expressly objected to the designation by name.

**e) Further explanations**

Further explanations on the rights of shareholders under Article 56 and 53 SE-Regulation in conjunction with Section 50 para.2 SE Implementation Act and Section 122 para. 2, Section 126 para. 1, Section 127 AktG and Section 1 para. 2 sentence 1 No. 3, sentence 2 and sentence 3 of the COVID-19 Mitigation Act are available on the company's website at

<https://www.home24.com/hv>

**9. Video and sound transmission of the entire virtual general meeting**

The duly registered company's shareholders can follow the entire virtual general meeting (including general debate and votes) on Tuesday, June 14, 2022, from 10:00 CEST after entering the access data in the password-protected Online Portal on the company's website at

<https://www.home24.com/hv>

The option that shareholders can attend the virtual general meeting pursuant to Article 53 SE-Regulation in conjunction with Section 118 para. 1 sentence 2 AktG even without being present at the meeting place and without a proxy does not exist. In particular, the live transmission does not allow participation in the general meeting within the meaning of Article 53 SE-Regulation in conjunction with Section 118 para. 1 sentence 2 AktG.

An internet connection and an internet-capable terminal device are required to follow the virtual general meeting as well as to use the Online Portal and to exercise shareholder rights. In order to be able to optimally play the video and audio transmission of the virtual general meeting, a stable internet connection with sufficient transmission speed is recommended.

To access the Online Portal, shareholders need their voting card, which will be sent to them after they have duly registered. This voting card contains individual access information with which shareholders can log on to the Online Portal.

Shareholders will receive further details on the Online Portal together with their voting card as well as on the company's website at

<https://www.home24.com/hv>

The company cannot guarantee the functionality and constant availability of the internet services used, the network elements of third parties used, the image and sound transmission or the constant availability of the Online Portal. The company therefore recommends that shareholders make early use of the options mentioned above, in particular for exercising their voting rights.

**10. Objection to resolutions pursuant to Article 56 SE-Regulation in conjunction with Section 1 para. 2 No. 4 COVID-19 Mitigation Act**

Shareholders who have exercised their voting rights by postal vote or by the granting a power of attorney are given the opportunity to object to resolutions of the virtual general meeting, while waiving the requirement to appear at the general meeting. The objection must be declared by the end of the virtual general meeting via the Online Portal at

<https://www.home24.com/hv>

by electronic communication to the notary's records. For this purpose, the "Submit Objection" button is provided in the Online Portal.

**11. Information on the website of the company pursuant to Article 53 of the SE-Regulation in conjunction with Section 124a AktG**

As of the convening of the general meeting, any documents to be made available (in particular the documents to be submitted under agenda item 1) as well as information in connection with the virtual general meeting (including on shareholders' rights) are available together with this notice on the company's website at

<https://www.home24.com/hv>

Any counter motions, election proposals or requests for additions from shareholders received by the company in due time and subject to publication requirements will also be made available via the aforementioned website.

The documents will also be accessible there during the general meeting on Tuesday, June 14, 2022.

After the Annual General Meeting, the voting results will be announced at the aforementioned website.

## **12. Shareholder hotline**

For general questions regarding the conduct of the company's virtual general meeting, shareholders and intermediaries can contact the company by e-mail at

home24\_hv2022@linkmarketservices.de

In addition, the shareholder hotline is available from Monday up to and including Friday (excluding bank holidays) between 9:00 a.m. and 5:00 p.m. (CEST) at the telephone number +49 89 21027-220.

## **13. Confirmation of vote pursuant to Article 53 SE-Regulation in conjunction with Section 118 para. 1 sentence 3, para. 2 sentence 2 AktG or proof of vote count pursuant to Section 129 para. 5 AktG**

Pursuant to Section 118 para. 1 sentence 3, para. 2 sentence 2 AktG, if voting rights are exercised electronically (by granting power of attorney and issuing instructions to the proxies of the company or by issuing postal votes), the person casting the vote must receive electronic confirmation from the company of the receipt of the vote cast in accordance with the requirements set out in article 7 para. 1 and article 9 para. 5 subpara. 1 of the Implementing Regulation (EU) 2018/1212. If the confirmation is given to an intermediary, the intermediary shall immediately transmit the confirmation to the shareholder pursuant to Section 118 para. 1 sentence 4 AktG. Furthermore shareholders who have participated in the voting may request confirmation from the company within one month of the day of the Annual general meeting as to whether and how their vote was counted. To request confirmation of the vote count via the company's Online Portal accessible at the internet address

<https://www.home24.com/hv>

shareholders require the personal access data printed on their voting card.

## **14. Information on data protection for shareholders**

The controller for the purposes of Article 4 para. 7 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation – “**GDPR**”) which determines the purposes and means of the processing of personal data is:

home24 SE

**Address until May 31, 2022:**

Greifswalder Straße 212-213  
10405 Berlin  
Germany

**Address from June 1, 2022:**

Otto-Ostrowski-Straße 3  
10249 Berlin  
Germany

(mail to the Company received at Greifswalder Strasse 212-213, 10405 Berlin, Germany, after May 31, 2022, will be automatically forwarded to the new address)

Fax: +49 30 2016329499

The company's data protection officer can be reached by shareholders (including for questions regarding data protection) as follows:

home24 SE

**Address until May 31, 2022:**

Greifswalder Straße 212-213  
10405 Berlin  
Germany

**Address from June 1, 2022:**

Otto-Ostrowski-Straße 3  
10249 Berlin  
Germany

(mail to the Company received at Greifswalder Strasse 212-213, 10405 Berlin, Germany, after May 31, 2022, will be automatically forwarded to the new address)

E-Mail: [datenschutzbeauftragter@home24.de](mailto:datenschutzbeauftragter@home24.de)

The following categories of personal data are regularly processed as part of the preparation, implementation and follow-up of the virtual general meeting:

- First and last name, title, address, email address;
- Number of shares, class of shares, type of possession of the shares and number of the voting card, including the access information to the virtual general meeting;
- in the case of a proxy who may have been nominated by a shareholder, their personal data (in particular their name and place of residence as well as the contact details provided in the context of voting);
- insofar as a shareholder or proxy makes use of the query options under Section 1 para. 2 No. 3 of the COVID-19 Mitigation Act or otherwise contacts the company, the company also processes the personal data required to respond to any inquiries (such as the contact information provided by the shareholder or proxy, e.g., telephone numbers and email addresses); as well as
- information on the presence, motions, questions, election proposals and requests from shareholders.

In the event of countermotions, election proposals or requests for additions which must be made publicly available, the company will also publish such proposals together with the shareholder's name, online at:

<https://www.home24.com/hv>

If shareholders make use of the option to ask questions in advance of the virtual general meeting and to have their questions addressed there, this may take place while designating them by name. However, shareholders can object to the designation by name.

Furthermore, personal data is made available to the shareholders and shareholder representatives in accordance with applicable laws, namely in the form of the list of participants. Shareholders and shareholder representatives have the right to inspect the list of participants for a period of up to two years after the general meeting (Section 129 para. 4 sentence 2 AktG).

The legal basis for the processing of personal data in accordance with Article 6 para. 1 letter c GDPR is the provisions of the SE-Regulation, the SE Implementation Act, the AktG, in particular Sections 118 et seq. AktG and the relevant provisions of the COVID-19 Mitigation Act (Section 1) in order to prepare, conduct and follow up the virtual general meeting and to enable shareholders to exercise

their rights in connection with the virtual general meeting. In addition, personal data is processed in accordance with Article 6 para. 1 letter f GDPR due to the legitimate interest of the company in the proper execution of the virtual general meeting, including to enable the exercise of shareholder rights and communication with the shareholders.

The company's service providers that are commissioned for the purpose of organizing the virtual general meeting only receive personal data from the company to the extent such data is required to provide the requested services and only process the data in accordance with instructions from the company.

The company and the service providers commissioned to do so, respectively, generally receive personal data of a shareholder via the registration office of the intermediary that the shareholder has commissioned to hold their shares in the company (so-called custodian bank).

The storage period for the data recorded in connection with the virtual general meeting regularly amounts to up to three years, unless the company is legally required to provide evidence and retain data for a longer period of time or where the company has a legitimate interest in further retention, for example in case of judicial and extrajudicial disputes in connection with the virtual general meeting. After the expiration of the relevant period, personal data will be deleted.

Under certain legal requirements, shareholders have rights to information (Article 15 GDPR), rectification (Article 16 GDPR), erasure (Article 17 GDPR), restriction of processing (Article 18 GDPR) and objection (Article 21 GDPR) with regard to their personal data or their processing. Furthermore, shareholders have a right to data portability pursuant to Article 20 GDPR.

Shareholders can assert these rights against the company free of charge by contacting the company's data protection officer specified above.

Moreover, shareholders have the right to file a complaint with the data protection supervisory authorities pursuant to Article 77 GDPR.

The data protection supervisory authority responsible for the company is:

Berliner Beauftragte für Datenschutz und Informationsfreiheit  
Friedrichstraße 219  
10969 Berlin  
Germany

Tel.: +49 30 13889-0

Fax: +49 30 2155050

E-Mail: [mailbox@datenschutz-berlin.de](mailto:mailbox@datenschutz-berlin.de)

This convocation has been provided for publication to such media as can be expected to disseminate the information throughout the entire European Union.

Berlin, May 2022

home24 SE

The management board