

Convocation of the Annual General Meeting 2019 home24 SE

June 19, 2019



home24

home24 SE
BERLIN

ISIN DE000A14KEB5

WKN A14KEB

Convocation of the Annual General Meeting 2019

The shareholders of our company are hereby invited to attend the Annual General Meeting taking place on

Wednesday, June 19, 2019 at 10:00 a.m. (CEST)
at Tagungszentrum Neue Mälzerei,
Friedenstr. 91, 10249 Berlin



I. Agenda

- 1. Presentation of the adopted annual financial statements and the consolidated financial statements as of December 31, 2018 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 2018 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 general meeting regarding Agenda Item 1 is neither intended nor necessary. However, the aforementioned documents must be made available to the 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 2018**

The management board and the supervisory board propose to grant discharge for the fiscal year 2018 to the members of the management board in office during the fiscal year 2018.

- 3. Resolution on the discharge of the members of the supervisory board for the fiscal year 2018**

The management board and the supervisory board propose to grant discharge for the fiscal year 2018 to the members of the supervisory board in office during the fiscal year 2018.

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 2019;

b) 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 2019, as auditor for such audit review; as well as

c) as auditor 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 2019 and/or for the first quarter of the fiscal year 2020, as auditor for such audit review.

5. Resolution on the reduction of the number of members of the supervisory board to four members and on the corresponding amendment of Article 9 para. 1 of the articles of association

Pursuant to Article 9 para. 1 of the articles of association of the company, the supervisory board of the company comprises six members.

Mr. Christian Senitz resigned from his office as a member of the supervisory board with effect from January 28, 2019. Mr. Alexander Samwer is not running again as a member of the supervisory board after his term of office expires. It is not intended to fill the vacancies on the supervisory board. Instead, the number of supervisory board seats is to be reduced from six to four.

Therefore, the management board and the supervisory board propose to resolve the following amendment of the articles of association:

Article 9 para. 1 of the articles of association is amended and now reads as follows:

“The Supervisory Board consists of four (4) members to be elected by the general meeting.”

6. Resolution on the election of the members of the supervisory board

Pursuant to Article 40 paras. 2 and 3 of Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European Company (SE) (the “SE Regulation”) in conjunction with Section 17 of the German SE Implementation Act and Section 9 para. 1 of the currently valid version of the articles of association, the supervisory board comprises six members, to be elected by the general meeting. The general meeting is not bound by election proposals. Elections to the supervisory board are conducted as individual elections.

The term of office of all currently appointed members of the supervisory board will terminate at the end of the general meeting on June 19, 2019. Considering the amendment to the articles of association resolved under Agenda Item 5, the supervisory board proposes to elect the following persons as members of the supervisory board:

a) Mr. Lothar Lanz, member of the supervisory boards of BAUWERT Aktiengesellschaft, Dermapharm Holding SE and TAG Immobilien AG, resident in Munich; if reelected, Mr. Lanz is scheduled to be proposed as a candidate for the chairmanship of the supervisory board;

b) Mr. Magnus Agervald, Interim Chief Executive Officer of Webhallen AB, resident in Stockholm, Sweden;

c) Mr. Franco Danesi, investment director of Kinnevik Capital Ltd. Co., resident in London, United Kingdom; as well as

d) Ms. Verena Mohaupt, partner and authorized representative of Findos Investor GmbH, resident in Munich, Germany.

Each appointment is effective from the end of the gener-

al meeting on June 19, 2019 until the end of the general meeting that resolves on the discharge of the members of the supervisory board for the fiscal year 2020.

Accounting and auditing expertise within the meaning of Section 100 para. 5 of the German Stock Corporation Act is particularly held by Ms. Verena Mohaupt.

The election proposals of the supervisory board on this Agenda Item 6 take into account the objectives resolved by the supervisory board with respect to its composition and therefore at the same time take into account the completion of the competency profile prepared by the supervisory board for the entire board. This also implements the diversity concept developed by the supervisory board with respect to its composition. The current objectives resolved by the supervisory board and the competency profile, including the status of implementation, are published in the corporate governance report for the fiscal year 2018. The diversity concept is also published in the corporate governance report for the fiscal year 2018. The corporate governance report will be made available to the general meeting and is also already available as part of the management report for the fiscal year 2018 on the company's website at

<https://www.home24.com/websites/homevierundzwanzig/English/4300/publications.html>

ahead of the convocation of the general meeting.

The supervisory board has confirmed with all candidates that they will be able to meet the expected expenditure of time for work on the supervisory board.

Further information on the candidates proposed for election to the supervisory board, in particular curricula vitae of the candidates, information on other mandates within the meaning of Section 125 para. 1 sentence 5 of the German Stock Corporation Act as well as on Clause 5.4.1 para. 4 to 6 of the German Corporate Governance Code, can be found after the Agenda under Section II.1.

7. Resolution on the amendment of the authorization by the general meeting on March 10, 2017, as amended by the resolutions of the general meetings on July 28, 2017

and May 24, 2018, 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 affiliates of the company (Long Term Incentive Plan 2019 (“LTIP 2019”)) and on the adjustment of the Conditional Capital 2017 to service subscription rights from performance shares issued on the basis of the authorization 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, as well as the corresponding amendment of Section 4 para. 5 of the articles of association of the company

In March 2017, the company adopted a long term incentive plan 2017 (“LTIP 2017”) in order to grant members of the management board and employees of the company and its affiliated companies virtual stock options (“Performance Shares”) that provide for subscription rights to new shares of the company, which the company can, however, also choose to service with either treasury shares or cash payments. The general meeting of the company on March 10, 2017, as amended by the authorizations of the general meetings on July 28, 2017 and May 24, 2018, approved the LTIP 2017 and the servicing of the resulting subscription rights with new shares of the company and created a corresponding Conditional Capital 2017.

To take into account the changed conditions following the company’s initial public offering, the company’s management and supervisory boards resolved to adjust the LTIP 2017 and rename it long term incentive plan 2019, to continue to be able to grant members of the management board and employees of the company as well as these of affiliates of the company (together, the “Beneficiaries”) Performance Shares and corresponding subscription rights (“LTIP 2019”). Performance Shares that have already been issued under the LTIP 2017 will now be serviced under LTIP 2019 on equal terms. New Performance Shares will, however, only be issued under the LTIP 2019.

Holders of the Performance Shares issued and to be issued, respectively, under the LTIP 2017 and the LTIP 2019 are in principle entitled to subscribe to new shares upon exercise of Performance Shares. The number of subscription rights 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 2017 and the LTIP 2019, however, make it possible to grant the company the right to service the subscription rights with treasury shares or cash payments.

In light of the above, the management board and the supervisory board suggest to amend the authorization by the general meeting on March 10, 2017, as amended by the general meetings on July 28, 2017 and May 24, 2018, as follows:

The management board and the supervisory board of the company are authorized to grant a total of up to 2,096,972 subscription rights to Beneficiaries until December 31, 2023. The granting and exercise of the subscription rights take place in accordance with the following provisions:

a) Calculation of the claims 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 remuneration claims under the LTIP 2019, the Value Increase must be calculated for each Performance Share. 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 Shares are exercised or – if a Performance Share is exercised on a day on which no closing price is calculated (e.g., weekends or during a holiday) – the closing price of the next trading day.

Upon exercise, each Performance Share principally entitles the respective Beneficiary to receive a number of shares of the company whose value corresponds to the Value Increase upon exercise of the respective Performance Share ("**Subscription Rights**").

The number of Subscription Rights 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 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 issued to members of the management board of the company as well as employees of the company and of its affiliates. In total, (i) up to 900,000 Subscription Rights may be granted to members of the management board of the company and (ii) up to 1,196,972 Subscription Rights may be granted to employees of the company and of its affiliates.

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

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 inside information, Subscription Rights may be granted in one or more tranches within the authorization period. The Subscription Rights may be granted in such a way that the granting of the subscription rights only becomes effective if certain personal or corporate goals are fulfilled.

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 Periods” are the four fiscal years beginning with the year a tranche is issued and ending with the fiscal year preceding the fiscal year in which the waiting period of this tranche ends. 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 issue price of a tranche falls on February 20, 2019, then the CAGR for the fiscal years 2019 through 2022 is relevant.

The management board is authorized to adjust the performance target for Subscription Rights granted to Beneficiaries with economic effect during the current fiscal year and thus before the resolved changes of the authorization of the general meeting of March 10, 2017, amended by the resolutions of the general meetings on July 28, 2017 and May 24, 2018, in accordance with the above provision.

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

e) Vesting

Granted Subscription Rights 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 affiliates.

The management board and – as far as granting Subscription Rights to members of the management board is concerned – the supervisory board can 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 essential 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 departures.

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 point in time when the company offers the Subscription Rights to the Beneficiary, regardless of the time of receipt or acceptance of the offer (“**Issue Date**”). In the offer, a later date within the acquisition period of the respective tranche can 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 in accordance with the above provision for subscription rights, which have been granted to Beneficiaries with economic effect during the current financial year and thus before the changes of the authorization of the general meeting of March 10, 2017, as amended by the resolutions of the general meetings of July 28, 2017 and May 24 2018.

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.

During the following periods, the exercise of Subscription Rights is inadmissible (“**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 times. 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 of the German Stock Corporation Act, i.e., EUR 1.00 per share at the moment.

The issue price is to be paid by contribution of 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 of the German Stock Corporation Act 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 of the German Stock Corporation Act), 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 shares without capital repayment's 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 in the same economic situation 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.

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 2017

Pursuant to Section 4 para. 5 of the company's articles of association, the company's share capital is conditionally increased by up to EUR 1,180,350,00 (in words: one

million one hundred eighty thousand three hundred fifty Euros) by the issuance of up to 1,180,350 bearer shares with no par value (the “**Conditional Capital 2017**”). The Conditional Capital 2017 solely serves to fulfill subscription rights granted to beneficiaries pursuant to the authorization granted by the general meeting on March 10, 2017, as amended by the resolutions of the general meetings on July 28, 2017 and May 24, 2018, under the LTIP 2017. Following the adjustment of the LTIP 2017 and its renaming into LTIP 2019, the authorizations of the general meeting of March 10, 2017, modified on July 28, 2017 and May 24, 2018, regarding the creation of the Conditional Capital 2017 will also be amended as follows:

The previous term “Conditional Capital 2017” is replaced by the term “Conditional Capital 2019”. The share capital of the company is conditionally increased by up to EUR 2,096,972.00 (in words: two million ninety-six thousand nine hundred and seventy-two Euros) through the issuance of up to 2,096,972 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, and June 19, 2019 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 compensation claims of the Beneficiaries from the Performance Shares granted to them by way of contribution in kind. The conditional capital increase will only be carried out to the extent that pursuant to the authorization of the general meeting of March 10, 2017, as amended by the resolutions of the general meetings of July 28, 2017, May 24, 2018, and June 19, 2019, Performance Shares have been granted, 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 payment. 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 financial

year preceding the 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 year of creation.

k) Amendment to 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 2,096,972.00 (in words: two million ninety-six thousand nine hundred and seventy-two Euros) through the issuance of up to 2,096,972 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, and June 19, 2019, 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 compensation claims of the beneficiaries from the performance shares granted to them by way of contribution in kind. The conditional capital increase will only be carried out to the extent that pursuant to the authorization of the general meeting of March 10, 2017, as amended by the resolutions of the general meetings of July 28, 2017, May 24, 2018, and June 19, 2019, performance shares have been granted, 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 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 year of creation.”

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 and change of name of the Conditional Capital 2017 (lit. j)) of this Agenda Item 7) and the corresponding amendment of the articles

of association (lit. k)) of this Agenda Item 7).

The management board and the chairman of the supervisory board are authorized to apply for the registration in the commercial register of the adjustment and change of name of the Conditional Capital 2017 independent of the other resolutions of the general meeting.

8. Resolution on the approval of the system of management board remuneration

Pursuant to Section 120 para 4 sentence 2 of the German Stock Corporation Act, the general meeting may decide on the approval of the system for the remuneration of the members of the management board. At the general meeting on June 13, 2018, the remuneration system for the management board applicable at that time, which is described in the remuneration report as part of the summarized management report in the annual report for the fiscal year 2018, was approved.

Once the LTIP 2019 described under Agenda Item 7 becomes effective, the members of the management board will principally be granted their share based compensation on the basis of the LTIP 2019. For details of the LTIP 2019, reference is made to agenda item 7 and the explanatory report to agenda item 7.

As the first member of the management board Mr. Johannes Schaback shall receive Performance Shares under LTIP 2019.

The previous management board mandate of Mr. Schaback was fixed until March 31, 2019. The supervisory board and Mr. Schaback have, however, agreed to extend his mandate by two years until the end of March 31, 2021. In this context, Mr. Schaback received a corresponding grant of Performance Shares – subject to the LTIP 2019 becoming effective and the approval of the compensation system under this agenda item 8. Otherwise, the supervisory board maintained the composition of the remuneration comprising a fixed salary, an annual bonus and a long-term, share-based remuneration component with Performance Shares as described in the remuneration report when extending the management board mandate. Specifically, Mr. Schaback was granted an annual fixed compensation of EUR 250,000.00, an annual bonus of up to EUR 50,000.00 – depending on the achievement of the

goals set for the respective fiscal year – and the granting of Performance Shares for each year in office as follows:

- 22,417 Performance Shares with a Base Price of EUR 1.00;
- 22,417 Performance Shares with a Base Price of EUR 24.14; and
- 315,000 Performance Shares with a Base Price of EUR 15.00 (“Variable Tranche”), provided that the number and Base Price of the Performance Shares of the Variable Tranche are adjusted depending on the development of the stock price of the company as described below.

All Performance Shares for his two year term will be granted to Mr. Schaback immediately after the Conditional Capital 2019 resolved under Agenda Item 7 becomes effective.

The Variable Tranche is to be adjusted on the basis of the average closing price of the shares of the company in Xetra-trading in the three months prior to the issuance of the Performance Shares (“**Reference Price**”) as follows:

- If the Reference Price is below EUR 7.50, the Base Price of the Variable Tranche is to be reduced accordingly, provided that the base price of the Variable Tranche must amount to at least EUR 13.00.
- With a Reference Price between EUR 7.50 and EUR 8.50 (“Base Case”), the Base Price of the Variable Tranche remains unchanged.
- If the Reference Price exceeds EUR 8.50, the Base Price of the Variable Tranche is to be increased accordingly until the granting value calculated in accordance with Black Scholes of all of the Performance Shares granted to Johannes Schaback for each year at the time of granting amounts to EUR 1.0 million in total (“Up Side Cap”). If the Up Side Cap is exceeded, Mr. Schaback will determine how to adjust the number of Performance Shares and the Base Price of the Variable Tranche, provided that (i) the Up Side Cap and (ii) the maximum number of 315,000 Performance Shares from the Variable Tranche must not be exceeded.

Taking the three-month average closing price of the company's shares in Xetra-trading from February 3, 2019 to May 2, 2019 of EUR 6.54 per share as an example instead of the actual (future) Reference Price and considering the closing price of the company's shares in Xetra-trading on May 3, 2019 of EUR 5.52 instead of the actual (future) closing price, upon granting the Performance Shares, the Base Price of the variable tranche amounts to EUR 14.04, and the annual granting value of all Performance Shares to be granted to Mr. Schaback therefore amounts to approximately EUR 236 thousand. The actual granting value may be higher or lower than the aforementioned value and depends on the actual Reference Price and the actual closing price of a share of the company on the date of granting the Performance Shares. However, the maximum granting value of the Performance Shares granted to Johannes Schaback at the time of the granting in accordance with the aforementioned agreement amounts to EUR 1.0 million per year.

In addition, Mr. Schaback's claims from Performance Shares under the LTIP 2019 are limited to EUR 15.0 million per year. In the example described above, their limit would be reached at a share price of EUR 55.54 (which approximately corresponds to a tenfold increase in the closing price of the company's shares in Xetra-trading of EUR 5.52 on May 3, 2019). For the example described above, this means that any increase in the share price to more than EUR 55.54 will not lead to a further increase in compensation under the LTIP 2019.

At the election of the company, Mr. Schaback's claims under the LTIP 2019 can be fulfilled either through cash payments, issuance of new shares from the Conditional Capital 2019 or the granting of treasury shares.

In view of the changes decided on by the supervisory board since the last resolution of the general meeting, the general meeting shall be given the opportunity to assess the remuneration system now in force.

The management board and the supervisory board therefore propose to approve the remuneration system for the members of the management board presented in the remuneration report as part of the summarized management report in the annual report for the fiscal year 2018 as well as the granting of the adjusted compensation to Mr. Johannes Schaback as outlined above.

II. Further information on the supervisory board candidates proposed for election under Agenda Item 6 and reports by the management board

1. Further information on the supervisory board candidates proposed for election under Agenda Item 6.

a) Mr. Lothar Lanz, member of the supervisory boards of BAUWERT Aktiengesellschaft, Dermapharm Holding SE and TAG Immobilien AG, resident in Munich

Lothar Lanz was born in Bihlafingen in 1948. After obtaining a degree in business administration, Mr. Lanz began his career as a chartered accountant and tax consultant in Berlin and acted as branch manager for Bayerische Hypotheken und Wechselbank Aktiengesellschaft from 1983 to 1990. Since then, he has gained extensive experience on numerous management boards, most recently as chief financial and operating officer on the management board of Axel Springer Aktiengesellschaft (now Axel Springer SE). In addition to his office as a member of the supervisory board of the company, Mr. Lanz is also a member of various other supervisory boards of listed companies.

Mr. Lanz is currently a member of the following other statutory supervisory boards within the meaning of Section 125 para. 1 sentence 5 clause 1 of the German Stock Corporation Act:

- BAUWERT Aktiengesellschaft (member of the supervisory board);
- Dermapharm Holding SE (member of the supervisory board);
- TAG Immobilien AG (deputy chairman of the supervisory board); and
- Zalando SE (chairman of the supervisory board).

Mr. Lanz will leave the Zalando SE supervisory board at the end of the Annual General Meeting of Zalando SE on May 22, 2019.

Mr. Lanz is currently not a member of comparable domestic and foreign supervisory bodies of commercial enter-

prises within the meaning of Section 125 para. 1 sentence 5 clause 2 of the German Stock Corporation Act:

Mr. Lanz currently does not perform any other significant activities within the meaning of Clause 5.4.1 para. 5 sentence 2 clause 2 of the German Corporate Governance Code.

In the opinion of the supervisory board, there are no personal or business relationships between Mr. Lanz on the one hand and the companies of the home24 SE Group, their bodies or a shareholder directly or indirectly holding more than 10% of the voting shares in the company on the other hand. Mr. Lanz is therefore considered independent in the sense of section 5.4.2 of the German Corporate Governance Code.

b) Mr. Magnus Agervald, interim chief executive officer of Webhallen AB, resident in Stockholm, Sweden

Magnus Agervald was born in Råsunda, Sweden, 1975 in. He holds a master's degree in engineering physics from the Royal Institute of Technology, Stockholm and a master's degree in economics from the Stockholm School of Economics. In 1999, Mr. Agervald began his career as one of the founders of Icomera AB, a mobile Internet and data communications company. In 2000, he joined IDI AB and switched to McKinsey & Co. in 2002. In 2006, he joined Byggmax AB, a Swedish retailer, where he served as chief operating officer until 2016. From 2016 to 2017, Mr. Agervald held the same position at Ratos AB. Since February 2019, Mr. Agervald is the interim chief executive officer of Webhallen AB. In addition, he has been, and continues to be, an entrepreneur in various areas.

Mr. Agervald is currently not a member of any other statutory supervisory boards within the meaning of Section 125 para. 1 sentence 5 clause 1 of the German Stock Corporation Act. On the other hand Mr. Agervald is currently a member of the following comparable domestic and foreign supervisory bodies of commercial enterprises within the meaning of Section 125 para. 1 sentence 5 clause 2 of the German Stock Corporation Act:

- FH Gruppen AS (member of the supervisory board);

- AGE Advisory AB (deputy member of the supervisory board); and
- Independent Spirits Sthlm AB (chairman of the board of directors).

Mr. Agervald currently performs the following other significant activities within the meaning of Clause 5.4.1 para. 5 sentence 2 clause 2 of the German Corporate Governance Code:

- Webhallen AB (chairman of the management board (temporary)).

The supervisory board believes that there are no personal or business relationships between Mr. Agervald on the one hand and the companies of home24 SE group, their executive bodies or a shareholder directly or indirectly holding more than 10% of the voting shares in the company on the other hand that are relevant for the election decision of the general meeting, meaning that Mr. Agervald is considered independent within the meaning of Clause 5.4.2 of the German Corporate Governance Code.

c) Mr. Franco Danesi, investment director of Kinnevik Capital Ltd. Co., resident in London, United Kingdom

Franco Danesi was born in Rovato, Italy, in 1972. After studying engineering at Politecnico di Milano and business administration at London Business School, he began his career with Ernst & Young in London. Mr. Danesi then joined the banking department of Morgan Stanley Investment with a focus on the consumer and retail sectors. This was followed by positions with Goldman Sachs International and QINVEST. Since 2014, Mr. Danesi has been investment director at Kinnevik Capital Ltd. Co., where he is responsible for investments with a focus on technology companies.

Mr. Danesi is currently not a member of any other statutory supervisory boards within the meaning of Section 125 para. 1 sentence 5 clause 1 of the German Stock Corporation Act.

However, Mr. Danesi is currently a member of the following comparable domestic and foreign supervisory bodies of commercial enterprises within the meaning of Section 125 para. 1 sentence 5 clause 2 of the German Stock Corporation Act:

- Bayport Management Limited (member of the board of directors);
- E Motion Advertising Limited (member of the board of directors);
- Metro International S.A. (member of the board of directors); and
- Monese Ltd. (member of the board of directors).

Mr. Danesi currently performs the following other significant activities within the meaning of Clause 5.4.1 para. 5 sentence 2 clause 2 of the German Corporate Governance Code:

- Kinnevik Capital Ltd. Co. (investment director).

Mr. Danesi is investment director of Kinnevik Capital Ltd. Co., a company affiliated with Kinnevik AB (publ). According to the voting rights notification of Kinnevik AB (publ) dated February 4, 2019, Kinnevik AB (publ) indirectly holds a significant investment of 11.94% of the shares in the company. Apart from that, the supervisory board believes that there are no personal or business relationships between Mr. Danesi on the one hand and the companies of home24 SE group, their executive bodies or a shareholder directly or indirectly holding more than 10% of the voting shares in the company on the other hand that are relevant for the election decision of the general meeting.

d) Ms. Verena Mohaupt, partner and authorized representative of Findos Investor GmbH, resident in Munich, Germany

Verena Mohaupt was born in Essen in 1968. She holds a degree in business administration from the Westfälische Wilhelms Universität in Münster and a master's degree in business administration (MBA) from INSEAD in Fontainebleau, France. Ms. Mohaupt has extensive experience in investment and private equity. She began her career in investment banking at Goldman Sachs International in London, followed by positions at McKinsey & Co as well as Allianz Capital Partners. Furthermore, she was one of the founders of ciao.com AG, a European online shopping portal. Ms. Mohaupt is currently a partner and authorized representative of Findos Investor GmbH, a medium-sized private equity fund based in Munich.

Ms. Mohaupt is currently not a member of any other statutory supervisory boards within the meaning of Section 125 para. 1 sentence 5 clause 1 of the German Stock Corporation Act.

However, Ms. Mohaupt is currently a member of the following comparable domestic and foreign supervisory bodies of commercial enterprises within the meaning of Section 125 para. 1 sentence 5 clause 2 of the German Stock Corporation Act:

- Mos Mosh A/S (member of the advisory board);
- Reinhold Fleckenstein Jeanswear GmbH (chairwoman of the advisory board); and
- Rhenoflex GmbH (member of the advisory board).

Ms. Mohaupt currently performs the following other significant activities within the meaning of Clause 5.4.1 para. 5 sentence 2 clause 2 of the German Corporate Governance Code:

- Findos Investor GmbH (partner and authorized representative).

The supervisory board believes that there are no personal or business relationships between Ms. Mohaupt on the one hand and the companies of home24 SE group, their executive bodies or a shareholder directly or indirectly holding more than 10% of the voting shares in the company on the other hand that are relevant for the election decision of the general meeting, meaning that Ms. Mohaupt is considered independent within the meaning of Clause 5.4.2 of the German Corporate Governance Code

2. Reports of the management board

a) Report of the management board on the partial utilization of the Authorized Capital 2018 to cover the Greenshoe Option in connection with the IPO

With the commencement of trading on June 15, 2018, the company completed an initial public offering with the admission of its shares to trading on the regulated market (regulierter Markt) of the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse) with simultaneous admission to

the sub segment of the regulated market with additional post admission obligations (Prime Standard) (the “**IPO**”).

In connection with the IPO, the company entered into an underwriting agreement with Rocket Internet SE as lending shareholder and the underwriters participating in the IPO on June 1, 2018 (amended on July 10, 2018) and a pricing agreement on June 13, 2018. Pursuant to the underwriting agreement (as amended) and the pricing agreement, the company had granted an irrevocable option to purchase up to 978,261 additional new shares (the “**Greenshoe Option**”) to Joh. Berenberg, Gossler & Co. KG, Hamburg (“**Berenberg**”), who acted as stabilization manager in connection with the IPO. The Greenshoe Option served to enable Berenberg to meet its redelivery obligations, which Berenberg had vis à vis Rocket Internet SE due to the securities loan agreed upon in the underwriting agreement and the pricing agreement, with new shares in the company. With the amendment agreement to the underwriting agreement dated July 10, 2018, Berenberg assigned and transferred, respectively, its rights and obligations with respect to the Greenshoe Capital Increase to Rocket Internet SE.

On July 10, 2018, Berenberg exercised the Greenshoe Option for the full amount of 978,261 shares. Against this background, the management board, in its meeting on July 10, 2018, resolved to implement a capital increase from the Authorized Capital 2018 to create 978,261 new shares to cover the Greenshoe Option. The supervisory board approved this authorization on July 10, 2018. The capital increase by EUR 978,261.00 through the issuance of 978,261 new shares of the company to Rocket Internet SE was registered in the commercial register on July 2, 2018. In connection with this capital increase, the share capital of the company was increased from EUR 24,998,496.00 by EUR 978,261.00 to EUR 25,976,757.00 (the “**Greenshoe Capital Increase**”).

The Greenshoe Capital Increase was carried out in accordance with the legal and statutory requirements.

Pursuant to Section 4 para. 7 of the articles of association of the company, the management board was authorized to increase the company’s share capital, with the consent of the supervisory board, once or several times, by up to EUR 8,504,065.00 in aggregate until May 17, 2023 through the issuance of up to 8,504,065 new bearer shares with

no par value against contributions in cash or in kind (“**Authorized Capital 2018**”).

Under the Authorized Capital 2018, shareholders’ subscription rights were, inter alia, excluded for one or more capital increases if the Authorized Capital 2018 was utilized to cover an option agreed with the underwriters in the course of an initial public offering of the company to acquire additional new shares (greenshoe option), if the underwriters were to borrow existing shares from existing shareholders as part of over allotments of shares, if any, but would not repurchase a corresponding number of shares through stabilization measures in order to repay such securities loans. It was provided that the issue price must correspond to the placement price (less banking commissions) of the shares in the initial public offering.

The granting of the Greenshoe Option and the resulting Greenshoe Capital Increase served to enable temporary measure in connection with the IPO to stabilize the share price of the company immediately following the IPO. The implementation of stabilization measures serves the interests of issuers such as the company in limiting price fluctuations following an initial public offering, which are regularly attributable not to the economic situation of the issuer, but to the investment behavior of investors. By consuming the Greenshoe Capital Increase, the company fulfilled corresponding contractual obligations from the underwriting agreement entered into between the company and the underwriters. The new shares were used to fulfill the existing securities loan to Rocket Internet SE, which was required for the implementation of the stabilization measures. The issue price of the new shares in connection with the Greenshoe Capital Increase of EUR 23.00 per share corresponded to the placement price in connection with the IPO (minus an underwriters’ commission of EUR 0.69 per share).

Based on the aforementioned considerations, the exclusion of Subscription Rights in connection with the Greenshoe Capital Increase in accordance with the provisions of the Authorized Capital 2018 was materially justified as a whole.

b) Report of the management board on the partial utilization of the Authorized Capital 2015/III to service claims from virtual stock options

Pursuant to Section 4 para 4 of the articles of association, the management board was authorized to increase the share capital of the company by May 17, 2023, with the consent of the supervisory board, once or several times by a total of up to EUR 277,350.00 by issuing up to 277,350 bearer shares against contributions in kind while excluding shareholders' subscription rights (the "**Authorized Capital 2015/III**"). The Authorized Capital 2015/III solely served to settle any financial claims by managers and employees of the company or affiliates from the virtual stock option programs 2010 and 2013/2014 (together, the "**Virtual Stock Option Program**") against the company. The issue price equaled EUR 1.00 per share, whereby the contributions for the new shares were to be made by contributing the financial claims of the option holders of the Virtual Stock Option Program against the company.

To settle claims under the Virtual Stock Option Program, the management board resolved on September 19, 2018, with the consent of the supervisory board of the same date, to partially utilize the Authorized Capital 2015/III by issuing 83,253 shares at an issue price of EUR 1.00 per share. 25 current and former employees or members of the management of the company and its affiliates, respectively, were admitted to subscribe for and assume the new shares in exchange for compensation claims under the Virtual Stock Option Program totaling EUR 82,253.00. The capital increase was registered in the commercial register on October 16, 2018.

The management board and the supervisory board have passed their respective authorizations on the utilization of the Authorized Capital 2015/III after careful consideration of the facts in the best interest of the shareholders: By issuing shares from the Authorized Capital 2015/III, the company can settle the financial claims from virtual stock options in a manner that conserves liquidity and at the same time incentivize the relevant managers in accordance with the interests of the company. Therefore, the utilization of the Authorized Capital 2015/III was in the interest of the shareholders.

After partial utilization, the Authorized Capital 2015/III currently still amounts to up to 194,097 new shares of the company.

c) Report of the management board regarding Agenda Item 7 (Resolution on the amendment of the authorization by the general meeting on March 10, 2017, as amended by the resolutions of the general meetings on July 28, 2017 and May 24, 2018, 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 affiliates of the company (Long Term Incentive Plan 2019 (“LTIP 2019”)) and on the adjustment of the Conditional Capital 2017 to service subscription rights from performance shares issued on the basis of the authorization 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, as well as the corresponding amendment of Section 4 para. 5 of the articles of association of the company)

Under Agenda Item 7 of the general meeting on June 19, 2019, the management board and the supervisory board propose (i) to authorize the management board and the supervisory board of the company to grant up to virtual stock options (“**Performance Shares**”), which can result in up to 2,096,972 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 affiliates of the company (together, the “**Beneficiaries**”) until December 31, 2023 (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 existing Conditional Capital 2017 is to be renamed Conditional Capital 2019 and to be adjusted so that new shares from the Conditional Capital 2019 may be issued to fulfill Subscription Rights from Performance Shares granted under the LTIP 2019 (or under the former denomination LTIP 2017) and the articles of association are to be adjusted accordingly. The management board presents the following report regarding Agenda Item 7 of the 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 2017 (“**LTIP 2017**”) in order to grant Performance Shares to members of the management board and employees of the company and its affiliates, 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, approved the LTIP 2017 and the fulfillment of the resulting Subscription Rights with new shares of the company and created a corresponding Conditional Capital 2017. To take into account the changed conditions following the company’s initial public offering, the company’s management and supervisory boards resolved to adjust the LTIP 2017 and rename it Long Term Incentive Plan 2019, to continue to be able to grant Beneficiaries Performance Shares and corresponding Subscription Rights. Performance Shares that have already been issued under the LTIP 2017 will now be serviced under LTIP 2019 on equal terms. New Performance Shares will, however, only be issued under the LTIP 2019.

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 Performance Shares. The number of subscription rights 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 (“**Base Price**”) divided by the Exercise Price. In order to increase the flexibility of the company when Performance Shares 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 900,000 Subscription Rights may be granted to members of the management board of the company and (ii) up to 1,196,972 Subscription Rights may be granted to may be granted to employees of the company and to these of affiliates. 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 Subscription Right to receive a certain number of new shares in the company which may be exercised within specified exercise periods. In total, a maximum of 2,096,972 Subscription Rights may be issued under LTIP 2019 until the end of 2023.

The Conditional Capital 2017, which is to be renamed “Conditional Capital 2019” and adjusted so that the share capital of the company is conditionally increased by up to EUR 2,096,972.00 (in words: two million ninety-six thousand nine hundred and seventy-two Euro) through the issuance of up to 2,096,972 no par value bearer shares (“**Conditional Capital 2019**”), serves to fulfill the subscriptions rights. The Conditional Capital 2019 solely serves to fulfill Subscriptions Rights granted to Beneficiaries 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, and June 19, 2019, in connection with the LTIP 2019 (or under the former name LTIP 2017).

The issue shares are to be issued at the lowest issue price of EUR 1.00 per share. The contributions for the issue shares are provided by contributing compensation claims of Beneficiaries from Performance Shares granted to them as contributions 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, and June 19, 2019, 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 year of creation if the general meeting has not yet adopted a authorization on the appropriation of the balance sheet

profits for the fiscal year preceding the 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 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 compensation 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 serves to enable an efficient fulfillment and also ensures that the Beneficiaries are not in possession of inside 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 the this point in time are forfeit without compensation.

The draft 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 provided. Finally, the draft 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.

III. Further information on the convocation

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

At the time of the convocation of the general meeting, the share capital of the company amounts to EUR 26,060,010.00 and is divided into 26,060,010 no par value shares. 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 to 26,060,010 at the time of the convocation. The company holds 33,282 treasury shares at the time of the convocation.

2. Requirements for participating in the general meeting and exercising voting rights

Only those holders of bearer shares who have registered in due time are entitled to participate in the general meeting and to exercise their voting rights. Therefore, the registration must have been received by the company no later than 24:00 CEST on Wednesday, June 12, 2019, under the following address

home24 SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Deutschland
Telefax: +49 89 210 27 289
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 Wednesday, May 29, 2019, i.e., at 0:00 CEST (record date). In order to prove such shareholding, a special evidence of the shareholding issued by the custodian bank is sufficient.

As with the registration, the evidence of shareholding must be received by the company at the aforementioned address no later than 24:00 CEST Wednesday, June 12, 2019. The registration and evidence of shareholding must be submitted in text form (Section 126b of the German Civil Code) and in the German or English language.

Significance of the record date

When it comes to participating in the general meeting and exercising voting rights, only those persons who have provided special evidence of their shareholding are considered shareholders vis à vis the company. The right to participate and the scope of voting rights are 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 participation and the scope of the voting rights are solely based on the shareholding as of the record date (i.e., any disposal of shares after the record date does not affect the right to participate and 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 participate and 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.

3. Procedure for voting by proxy

Following the granting of a corresponding power of attorney, shareholders may also have a proxy exercise their voting rights at the general meeting, for example a bank, a shareholders' association or any other third party. 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.

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 a credit institution or a shareholders' association or persons, institutions, companies or associations equivalent to them pursuant to Article 53 of the SE Regulation in conjunction with Section 135 para. 8 of the German Stock Corporation Act or Section 135 para. 10 of the German Stock Corporation Act in conjunction with Section 125 para. 5 of the German Stock Corporation Act are authorized to exercise such voting rights.

If proxies to exercise voting rights are granted to credit institutions, shareholders' associations or persons, institutions, companies or associations equivalent to them pursuant to Article 53 of the SE Regulation in conjunction with Section 135 para. 8 of the German Stock Corporation Act or Section 135 para. 10 of the German Stock Corporation Act in conjunction with Section 125 para. 5 of the German Stock Corporation Act, 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 a bank, a shareholders' association or persons, institutions, companies or associations equivalent to them pursuant to Article 53 of the SE Regulation in conjunction with Section 135 para. 8 of the German Stock Corporation Act or Section 135 para. 10 of the German Stock Corporation Act in

conjunction with Section 125 para. 5 of the German Stock Corporation Act 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.

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. The power of attorney form will be provided by the company after registration, together with the ticket for admission. In addition, a proxy form will be available for download on the company's website at

<https://www.home24.com/websites/homevierundzwanzig/English/4300/publications.html>

Proof of the appointment of a proxy may be transmitted electronically to the company via the following e mail address:

inhaberaktien@linkmarketservices.de

Alternatively, proxy can be made via the online service at

<https://www.home24.com/websites/homevierundzwanzig/English/4300/publications.html>

Upon accessing the online service, follow the further instructions on the website. For identification purposes please keep the ticket or ticket number ready.

4. 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 general meeting. Likewise, the proxies cannot accept any instructions to speak, to file objections to resolutions of the general meeting or to submit questions or motions.

Prior to the general meeting, such power of attorney with instructions to the proxies can be granted by means of the proxy and instruction form, which the shareholders receive together with the admission ticket to the general meeting. The corresponding form is also available for download on the company's website at

<https://www.home24.com/websites/homevierundzwanzig/English/4300/publications.html>

Powers of attorney for proxies of the company and the instructions to them must be submitted by 24:00 CEST on Tuesday, June 18, 2019; they require text form. The power of attorney and the issuing of instructions to the proxies named by the company by mail, fax or electronic means (by e mail) must be sent to the following address:

home24 SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Deutschland
Telefax: +49 89 210 27 289
E-Mail: inhaberaktien@linkmarketservices.de

Alternatively, proxy can be made via the online service at

<https://www.home24.com/websites/homevierundzwanzig/English/4300/publications.html>

Upon accessing the online service, follow the further instructions on the website. For identification purposes please keep the ticket or ticket number ready.

5. 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

Pursuant to Section 56 sentence 3 of the SE Regulation in

conjunction with Section 50 para. 2 of the SE Implementation Act, 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 Sunday, May 19, 2019. Requests for additional items received at a later point in time will be disregarded.

Please send any supplementary requests to the following address:

home24 SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Deutschland

b) Counter motions of shareholders pursuant to Article 53 of the SE Regulation in conjunction with Section 126 para. 1 of the German Stock Corporation Act

Each shareholder has the right to submit a counter motion to the proposals of the management board and/or the supervisory board regarding certain items of the agenda at the general meeting.

Counter motions received by the company at least 14 days prior to the 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 Tuesday, June 4, 2019, will immediately be made available on the company's website at

<https://www.home24.com/websites/homevierundzwanzig/English/4300/publications.html>

along with the name of the shareholder as well as a reasoning and/or comments by the management board, if any (see Article 53 of the SE Regulation in conjunction

with Section 126 para. 1 sentence 3 of the German Stock Corporation Act).

In Section 126 para. 2 of the German Stock Corporation Act, the law enumerates situations where a counter-motion and the corresponding reasoning, if any, need not be made available via the website. These situations are described on the company's website at

<https://www.home24.com/websites/homevierundzwanzig/English/4300/publications.html>

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 counter-motions along with the respective reasoning, if any:

home24 SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Deutschland
Telefax: +49 89 210 27 298
E-Mail: antraege@linkmarketservices.de

Counter-motions directed to any other address will not be made available.

Counter-motions will only be considered submitted if they are submitted during the general meeting. This does not affect the right of each shareholder to submit counter-motions to the various items of the agenda without prior and timely transmission to the company.

c) Election proposals by shareholders pursuant to Article 53 of the SE regulation in conjunction with Sections 126, 127 of the German Stock Corporation Act

Each shareholder has the right to submit election proposals for the election of the auditor (Agenda Item 4) and for the election of members of the supervisory board (Agenda Item 6) at the general meeting.

Election proposals by shareholders received by the company at least 14 days prior to the general meeting at the address indicated below, provided that the date of receipt and the date of the general meeting are not taken into

account, i.e. no later than 24:00 CEST on Tuesday, June 4, 2019, will immediately be made available on the company's website at

<https://www.home24.com/websites/homevierundzwanzig/English/4300/publications.html>

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.

Section 127 sentence 1 of the German Stock Corporation Act in conjunction with Section 126 para. 2 of the German Stock Corporation Act as well as Section 127 sentence 3 of the German Stock Corporation Act in conjunction with Sections 124 para. 3 sentence 4, 125 para. 1 sentence 5 of the German Stock Corporation Act enumerate additional reasons for when election proposals by shareholders need not be made available on the company's website. These reasons are available on the company's website at

<https://www.home24.com/websites/homevierundzwanzig/English/4300/publications.html>

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

home24 SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Deutschland
Telefax: +49 89 210 27 298
E-Mail: antraege@linkmarketservices.de

Election proposals sent to any other address will not be made available.

The right of every shareholder to submit election proposals during the general meeting remains unaffected. Election proposals are only considered submitted if they are submitted during the general meeting.

d) Shareholders' information rights pursuant to Article 53 of the SE Regulation in conjunction with Section 131 para. 1 of the German Stock Corporation Act

Pursuant to Article 53 of the SE Regulation in conjunction with Section 131 para. 1 of the German Stock Corporation Act and upon request, every shareholder must be provided with information by the management board regarding matters of the company at the general meeting insofar as they are necessary for the proper assessment of the relevant agenda item. This obligation of the management board to provide information also extends to legal and commercial relations of the company to any affiliated company as well as to the situation of the group and the companies included in the consolidated financial statements. Under certain conditions further specified in Section 131 para. 3 of the German Stock Corporation Act, the management board may refuse to provide information. A detailed description of the conditions where the management board may refuse to provide information can be found on the company's website at

<https://www.home24.com/websites/homevierundzwanzig/English/4300/publications.html>

6. Information on the website of the company pursuant to Article 53 of the SE Regulation in conjunction with Section 124a of the German Stock Corporation Act

Following the convocation of the general meeting, in particular the following documents, together with this convocation, will be available on the company's website at

<https://www.home24.com/websites/homevierundzwanzig/English/4300/publications.html>

Regarding Agenda Item 1:

- The adopted annual financial statements and the consolidated financial statements as of December 31, 2018 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 2018 as well as 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.

In addition:

- The report of the management board on the partial utilization of the Authorized Capital 2018 to cover the Greenshoe Option in connection with the IPO;
- The report of the management board on the partial utilization of the Authorized Capital 2015/III to service claims from virtual stock options; and
- The report of the management board regarding Agenda Item 7 (Resolution on the amendment of the authorization by the general meeting on March 10, 2017, as amended by the resolutions of the general meetings on July 28, 2017 and May 24, 2018, 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 affiliates of the company (Long Term Incentive Plan 2019 (“LTIP 2019”)) and on the adjustment of the Conditional Capital 2017 to service subscription rights from performance shares issued on the basis of the authorization 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, as well as the corresponding amendment of Section 4 para. 5 of the articles of association of the company).

The aforementioned documents will also be available for inspection during the general meeting on Wednesday, June 19, 2019.

Any countermotions, nominations and requests for the inclusion of additional items from shareholders received by the company in due time within the aforementioned periods and required to be published will also be made available via the aforementioned website.

7. Information on data protection for shareholders

The company, as the responsible body within the meaning of Article 4 no. 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 (the “**General Data Protection Regulation**”), processes personal data (first and last name, title, address, e mail address, number of shares, class of shares, type of ownership

of shares and number of the admission ticket) based on applicable data protection laws. In addition, the company also processes personal data of a proxy nominated by a shareholder, if any (in particular such proxy's name and place of residence). If a shareholder or proxy 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).

Depending on individual cases, this may also apply to additional personal data. For example, the company processes information on motions, questions, election proposals and requests from shareholders at the general meeting. In the event of countermotions and election proposals 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/websites/homevierundzwanzig/English/4300/publications.html>

The processing of personal data of shareholders is mandatory pursuant to the Articles 53 et seq. of the SE Regulation in conjunction with Sections 118 et seq. of the German Stock Corporation Act as well as Section 50 of the German SE Implementation Act in order to prepare, carry out and follow up on the general meeting, and to enable shareholders to exercise their rights in connection with the general meeting. Without the provision of such personal data, a participation of shareholders at the general meeting and the exercise of voting rights and other rights in connection with the general meeting would not be possible. The German SE Implementation Act as well as the German Stock Corporation Act, in each case in conjunction with Article 6 para. 1 c) of the General Data Protection Regulation, form the legal basis for the processing. Given that all shares in the company are bearer shares, the company does, however, point out that shareholders may be represented by a bank (Article 53 of the SE Regulation in conjunction with Section 135 para. 5 of the German Stock Corporation Act), a shareholders' association or any other person or institution equal thereto pursuant to Article 53 of the SE Regulation in conjunction with Section 135 para. 8 of the German Stock Corporation Act or Article 53 of the SE Regulation in conjunction with Section 135 para. 10 in conjunction with Section 125 para. 5 of the German Stock Corporation Act, while maintaining their anonymity and without providing personal data, respectively. The company may also process personal data to fulfil other legal obligations, such as regulatory requirements as well as obligations to retain data under stock corporation laws, securi-

ties laws, commercial laws and tax laws. The relevant statutory provisions in conjunction with Article 6 para. 1 sentence 1 c) of the General Data Protection Regulation form the legal basis for such processing.

The company's service providers that are commissioned for the purpose of organizing the 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.

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 during the general meeting (Article 53 of the SE Regulation in conjunction with Section 129 para. 4 sentence 1 of the German Stock Corporation Act) and for a period of up to two years after the general meeting (Article 53 of the SE Regulation in conjunction with Section 129 para. 4 sentence 2 of the German Stock Corporation Act).

The company does not use personal data recorded in connection with the general meeting for any decision based on automated processing (profiling) within the meaning of Article 4 no. 4 of the General Data Protection Regulation.

The company and the service providers ordered to do so, respectively, generally receive personal data of shareholders via the registration office of the credit institutions such shareholders have commissioned to hold their shares in the company (so called custodian banks).

The storage period for the data recorded in connection with the 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 general meeting. After the expiration of the relevant period, personal data will be deleted.

If certain statutory requirements are met, shareholders have information, correction, limitation, objection and deletion rights with respect to their personal data and the processing thereof, respectively. If personal data of shareholders is inaccurate or incomplete, such shareholders have the right to request a correction and supplement. Shareholders may at any time

request the deletion of their personal data, unless the company is legally required or entitled to further process their data. Furthermore, shareholders have a right to data portability pursuant to Chapter III of the General Data Protection Regulation. Shareholders can assert these rights vis à vis the company free of charge via the following contact details, which also allow shareholders to contact the company with respect to questions on data protection:

home24 SE
Greifswalder Straße 212-213
10405 Berlin
Deutschland
Telefax: +49 30 2016329499

Moreover, shareholders have the right to file a complaint with the data protection supervisory authorities pursuant to Article 77 of the General Data Protection Regulation.

The data protection supervisory authority responsible for the company is:

Berliner Beauftragte für Datenschutz und Informationsfreiheit
Friedrichstr. 219
10969 Berlin
Deutschland
Tel.: +49 30 13889-0
Fax: +49 30 2155050
E-Mail: mailbox@datenschutz-berlin.de

The company's operative data protection officer can be contacted at:

home24 SE
Greifswalder Straße 212-213
10405 Berlin
Deutschland
E-Mail: datenschutzbeauftragter@home24.de

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

Berlin, May 2019

home24 SE

The management board

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