



General Meeting of home24 SE on June 3, 2020

Report of the management board on the partial utilization of the authorization granted by the general meeting on May 24, 2018 to acquire and use treasury shares

The management board was authorized by the extraordinary general meeting on May 24, 2018, among other things, to use the 33,282 treasury shares already held by the company, in addition to selling them on the stock exchange or by means of an offer to all shareholders, to service purchase obligations or rights to purchase shares in the company and in connection with convertible or option bonds or profit participation rights issued by the company or one of its group companies with conversion or option rights or conversion or option obligations or similar agreements. In this case, shareholders' subscription rights were excluded.

On August 17, 2019, the management board resolved, with the consent of the supervisory board of the same day, to make partial use of this authorization and to transfer 6,375 treasury shares to the former member of the company's management board, Mr. Domenico Cipolla, in connection with the fulfillment of obligations from a Call Option Agreement (December 1, 2014).

Mr. Cipolla was originally entitled among other things to 1,228 options under the Call Option Agreement to receive a total of 1,228 shares in the company at an issue price of EUR 1.00 each (hereinafter: the "**Option Rights**"). Mr. Cipolla exercised these Option Rights on April 26, 2019.

In preparation for the company's IPO in June 2018, the company's general meeting resolved on May 18, 2018 to increase the company's share capital by EUR 18,047,064.00 from EUR 429,692.00 to EUR 18,476,756.00 from company funds. This capital increase became effective upon registration in the commercial register on May 23, 2018, and led to an economic dilution of the Option Rights, which had to be compensated in accordance with the provisions of the Call Option Agreement by adjusting the number of Option Rights and the issue price accordingly. Since a reduction in the issue price below EUR 1.00 was not permitted in accordance with Section 9 para. 1 AktG, the company and Mr. Cipolla agreed that a total of 6,375 treasury shares of the company would be transferred to Mr. Cipolla as compensation for the financial disadvantage of EUR 51,760.00. These treasury shares were transferred on August 28, 2019.

This was in the best interests of the company, as it was a liquidity-conserving manner to satisfy Mr. Cipolla's purchasing rights resulting from the Call Option Agreement. The underlying value of the treasury shares corresponded to the average Xetra-closing price of the share in the first

quarter of 2019 of EUR 8.09 per share, and was thus higher than the Xetra-closing price of the company's shares of EUR 2.95 per share at the time of the transfer of the treasury shares.

Berlin, May 2020

home24 SE

– The Management Board –

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