



General Meeting of home24 SE on June 3, 2020

Explanations regarding the Rights of Shareholders pursuant to Articles 53, 56 of the SE Regulation, Section 50 para. 2 of the German SE Implementation Act, Sections 122 para. 2, 126 para. 1 and 127 of the German Stock Corporation Act as well as Article 2 Section 1 of the Act to Mitigate the Effects of COVID-19

- 1. Motions by shareholders to supplement the agenda pursuant to Article 56 of the SE Regulation in conjunction with Section 50 para. 2 of the German SE Implementation Act as well as Article 2 Section 1 para. 3 sentence 4 of the Act to Mitigate the Effects of COVID-19**

Shareholders whose shares, alone or in aggregate, represent one-twentieth of the share capital or amount to EUR 500,000.00 may demand that items are added to the agenda and published. Each new item must be accompanied by a reasoning or a draft resolution.

Pursuant to Article 2 Section 1 para. 3 sentence 4 of the Act to Mitigate the Effects of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedures Law (the "**Act to Mitigate the Effects of COVID-19**"), motions to supplement the agenda must be received by the company in writing at least 14 days before the general meeting – not taking into account the date of receipt and the date of the general meeting – i.e., no later than

May 19, 2020
(24:00 CEST).

Motions to supplement the agenda received thereafter will not be taken into account. The shareholders are kindly asked to direct such motions to supplement the agenda to the following address:

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

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Motions to supplement the agenda that must be published – assuming they were not published along with the convocation already – will be published in the Federal Gazette and will be submitted for publication to such media for which it can be expected that they will disseminate the information across the European Union promptly after receipt of the motion. They will also be announced on the website of home24 SE at

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

in the “General Meeting” section and will be communicated to the shareholders.

The provisions of the SE Regulation, the German SE Implementation Act, the German Stock Corporation Act and the Act to Mitigate the Effects of COVID-19 underlying these shareholders’ rights are as follows:

Article 56 of the SE Regulation – Amendment of the agenda

One or more shareholders may request that one or more additional items are added to the agenda of a general meeting, provided their aggregate shares amount to at least 10% of the subscribed share capital. The proceedings and time limits applicable to such requests are laid down by the national laws of the state where the SE is domiciled or, if no such provisions exist, by the articles of association of the SE. The articles of association or the laws of the state where the SE is domiciled may provide for a lower percentage under the same conditions as applicable to stock corporations.

Section 50 para. 2 of the German SE Implementation Act – Convocation and amendment of the agenda upon request of a minority (excerpt)

- (2) One or more shareholders whose aggregate shares amount to no less than 5% of the share capital or represent an amount of the share capital corresponding to 500,000 euros may request an amendment of the agenda of a general meeting by one or more items.

Section 122 of the German Stock Corporation Act – Convocation upon request of a minority (excerpt)

- (2) In the same manner, shareholders whose aggregate shares amount to no less than one-twentieth of the share capital or represent an amount of the share capital corresponding to 500,000 euros, may demand that items are added to the agenda and published. Each new item must be accompanied by a reasoning or a draft proposal. The request within the meaning of sentence 1 must be received by the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt is not taken into account in this calculation.

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Article 2 Section 1 para. 3 sentence 4 of the Act to Mitigate the Effects of the Act to Mitigate the Effects of COVID-19: Stock corporations, partnerships limited by shares, European stock corporations, mutual insurance associations (excerpt):

In deviation from Section 122 para. 2 of the German Stock Corporation Act, motions to supplement the agenda in the aforementioned case must be received by the company in writing at least 14 days before the general meeting.

2. Countermotions and election proposals pursuant to Article 53 of the SE Regulation in conjunction with Sections 126, 127 of the German Stock Corporation Act

Shareholders may also submit countermotions to proposals from the management board and/or the supervisory board for specific agenda items to the company and submit proposals for the election of the auditor (agenda item 4). Countermotions must include a reasoning; proposals for election do not require a reasoning.

Countermotions and election proposals by shareholders that have been received by the company at the address specified below at least 14 days before the general meeting – the date of receipt and the date of the general meeting are taken into account –, i.e. no later than

May 19, 2020
(24:00 CEST)

will promptly be made available on the website of home24 SE at

[https://www.home24.com/websites/homevierundzwanzig/
English/4300/publications.html](https://www.home24.com/websites/homevierundzwanzig/English/4300/publications.html)

in the “General Meeting” section, along with the name of the shareholder as well as any reasoning and/or comment by the administration (Sections 126 para. 1 sentence 3, 127 sentence 1 of the German Stock Corporation Act).

The company may refrain from making available a countermotion (including any reasoning) or election proposal if circumstances for exclusion set forth in Section 126 para. 2 of the German Stock Corporation Act (for countermotions and election proposals) or Section 127 sentence 3 of the German Stock Corporation Act (for election proposals) apply.

Countermotions (including any reasoning) and election proposals by shareholders for the general meeting must be directed exclusively to the following address:

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

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Counter motions/election proposals addressed otherwise will not be made available.

Counter motions cannot be filed during the general election.

The provisions of the German Stock Corporation Act underlying these shareholders' rights, which also specify under which conditions counter proposals and election proposals need not be made available, are as follows:

Section 126 of the German Stock Corporation Act – Motions by shareholders

- (1) Motions by shareholders, including the shareholder's name, the reasoning, and the management's position, if any, must be made available to the beneficiaries mentioned in Section 125 para. 1 through 3 under the conditions specified therein, if the shareholder transmitted to the company a counterproposal to a proposal of the management board and the supervisory board regarding a specific item on the agenda, together with a reasoning, to the address designated for this purpose in the convocation at least 14 days prior to the meeting. The day of receipt is not taken into account. For publicly listed companies, the accessibility is to be provided over the website of the company. Section 125 para. 3 applies mutatis mutandis.
- (2) A counterproposal and its supporting information need not be made available if:
 1. the management board would become criminally liable by granting accessibility;
 2. the counterproposal would result in a resolution of the general meeting that would be illegal or would violate the articles of association;
 3. the reasoning contains statements which are obviously false or misleading in material respects or if it contains insults;
 4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a general meeting of the company pursuant to Section 125;
 5. the same counterproposal of such shareholder based on essentially the same reasoning was already made available pursuant to Section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favor of such counterproposal;
 6. such shareholder indicates that he will neither attend nor be represented at the general meeting; or

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7. within the past two years at two general meetings such shareholder has failed to submitted, or cause to be submitted, a counterproposal he transmitted.

The supporting information need not be made available if it exceeds a total of 5,000 characters.

- (3) If several shareholders submit counterproposals with respect to the same resolution item, the management board may combine such counterproposals and the respective reasoning.

Section 127 of the German Stock Corporation Act – Election proposals by shareholders (excerpt)

Section 126 applies mutatis mutandis to a nomination by a shareholder for the election of members of the supervisory board or auditors. Such nomination need not be supported by a reasoning. The management board is not required to make such nomination accessible if the nomination does not contain information pursuant to Section 124 para. 3 sentence 4 and Section 125 para. 1 sentence 5.

Section 124 para. 3 sentence 4 of the German Stock Corporation Act:

The proposal for the election of members of the supervisory board or auditors must state their names, practiced profession and place of residence.

Section 125 para. 1 sentence 5 of the German Stock Corporation Act:

In case of publicly listed companies, any nomination for the election of members of the supervisory board must be accompanied by information on the membership in other legally required supervisory boards; information on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.

3. Opportunity to ask questions via electronic communication

Pursuant to the provisions of Article 2 Section 1 para. 2 sentence 1 no. 3, sentence 2 of the Act to Mitigate the Effects of COVID-1, shareholders can submit questions via electronic communication in connection with the general meeting, provided that this right to ask questions does not result in a right to receive answers.

The management board, with the consent of the supervisory board, has resolved that questions must be submitted ahead of the virtual general meeting no later than

June 1, 2020
(24:00 CEST)

via electronic communication in the German language through the password protected online portal on the Company's website at

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

under the “General Meeting” section, using the designated procedure.

The management is not required to answer all questions. It can summarize and select those questions that are meaningful taking into account the interests of the other shareholders. It can give preference to shareholders’ associations and institutional investors with significant shareholdings.

The provisions of the Act to Mitigate the Effects of COVID-19 underlying these shareholders’ rights, which also govern under which circumstances the management board may refuse to answer questions, are as follows:

Article 2 Section 1 para. 2 of the Act to Mitigate the Effects of COVID-19

- (2) The management board can stipulate that the general meeting is held as a virtual meeting without the physical presence of shareholders or their representatives, if
 1. the entire general meeting is transmitted by video and audio;
 2. voting by the shareholders via electronic communication (postal vote or electronic participation) as well as the granting of power of attorney are possible;
 3. shareholders have the option to submit questions via electronic communication;
 4. in deviation from Section 245 no. 1 of the German Stock Corporation Act, shareholders who have exercised their voting rights pursuant to no 2 have the option to file objections against resolutions of the general meeting without having to appear in the general meeting.

The management board determines in its sole, dutiful discretion what questions it will respond to; it can also stipulate that questions must be submitted via electronic communication at least two days prior to the general meeting.

Berlin, May 2020

home24 SE
– The Management Board –

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