

REMUNERATION REPORT*

1. MANAGEMENT BOARD REMUNERATION

The total remuneration of the Management Board consists of an annual fixed remuneration component, a short-term, performance-related remuneration component in the form of an annual variable cash remuneration, long-term incentive remuneration in the form of options, and additional fringe benefits. The Company's Annual General Meeting on June 13, 2018 approved the remuneration system for the members of the Management Board.

All remuneration components are proportionate to the duties and performance of the Management Board. The criteria for the appropriateness of the remuneration include both the duties of the individual Management Board member, their personal performance, and the economic position, performance, and future prospects of the Company, as well as how customary the remuneration is in comparison to industry peers and the remuneration structure of the Company.

On May 24, 2018, the Company's Annual General Meeting passed a resolution to omit from the annual and Consolidated Financial Statements the information required in accordance with Section 285 No. 9 Letter a) Sentences 5 to 8 of the German Commercial Code (HGB) and Sections 315e (1) and 314 (1) No. 6 Letter a) Sentences 5 to 8 HGB with effect for the 2018 financial year. As a result, the individual remuneration of Management Board members is not disclosed.

Non-share-based Payment

The salary for members of the Management Board is paid in monthly installments. In the 2018 financial year, Management Board members received a total of EUR 812 thousand in fixed remuneration. In addition, members of the Management Board received a total of EUR 150 thousand in additional variable cash remuneration in the 2018 financial year. This additional variable cash remuneration was paid after the end of the reporting period. Management Board members also received additional fringe benefits totaling EUR 111 thousand. These additional fringe benefits include the reimbursement of usual expenses, allowances for health insurance and monthly gross amounts representing the employer's contribution to statutory pension and unemployment insurance, as well as the assumption of costs of D&O insurance and accident/disability insurance with coverage totaling EUR 500 thousand in the event of death and EUR 800 thousand in the event of disability.

The D&O insurance covers financial damages arising from breaches of duty by members of the Management Board when carrying out their duties. In line with statutory requirements, the D&O insurance contains a deductible of 10% but a maximum of 150% of the annual fixed salary of each Management Board member. All members of the Management Board are included in the protection offered by the D&O insurance.

Share-based Payment

The content of the individual remuneration arrangements issued to the Management Board as part of share-based payment plans is outlined below. Further details on the awards granted are presented in note 6.8 of the Notes to the Consolidated Financial Statements, entitled "Share-based payment".

LTIP

LTIP enables the Management Board to participate in increases in the Company's equity value by being issued performance shares that are linked to the performance of home24 SE's shares. These performance shares are designed like options: the beneficiary receives the difference in value between the higher share price and the exercise price on the exercise date – at the discretion of the Company – in the form of either cash or shares. Under the LTIP awards were granted in 2017 and 2018.

In the 2018 financial year, the Management Board was issued a total of 93,224 LTIP performance shares with a fair value of EUR 1,419 thousand. The fair value on the grant date was determined based on an option pricing model (Black-Scholes model). The following parameters were used:

Expected volatility	40.64%
Share price (in EUR)	24.80
Dividend yield	0%
Term (in years)	3.4
Risk-free interest rate	0%

* This Remuneration Report is a component of the Combined Management Report and at the same time part of the Corporate Governance Report including the Corporate Governance Statement.

This valuation resulted in a weighted average fair value of EUR 15.22 per LTIP performance share granted.

In the 2018 financial year, the Management Board also participated in the performance of LTIP performance shares that had been issued to them in the 2017 financial year. Accordingly, the number of outstanding performance shares and the average exercise price under the LTIP developed as follows during the reporting period:

	2018		2017*	
	Exercise price (in EUR)	Number	Exercise price (in EUR)	Number
LTIP				
Outstanding at the beginning of the reporting period	12.08	418,734	0.00	0
Granted during the reporting period	11.16	93,224	0.00	0
Modified during the reporting period	0.00	0	12.08	418,734
Outstanding at the end of the reporting period	11.91	511,958	12.08	418,734
Exercisable at the end of the reporting period	0.00	0	0.00	0

* The Company carried out a 1:43 stock split during the financial year. To make the number comparable, the number and exercise price of the instruments issued prior to the split were adjusted.

VSOP

In the 2018 financial year, the Management Board also participated in the performance of options that had been issued to them prior to the 2018 financial year as part of the VSOP options program. VSOP makes it possible to participate in increases in the Company's equity value by issuing phantom ("virtual") options that are linked to the performance of the Company's shares. These

phantom options and the average exercise price are settled in the form of either shares or cash at the discretion of the Company. The issue of options under the VSOP is now complete.

The number of outstanding options and the average exercise price under the VSOP developed as follows during the reporting period:

	2018		2017*	
	Exercise price (in EUR)	Number	Exercise price (in EUR)	Number
VSOP				
Outstanding at the beginning of the reporting period	13.30	174,967	28.66	928,284
Forfeited during the reporting period	0.00	0	29.58	-199,167
Modified during the reporting period	0.00	0	33.18	-554,150
Outstanding at the end of the reporting period	13.30	174,967	13.30	174,967
Exercisable at the end of the reporting period	13.99	166,367	0.00	0

* Company carried out a 1:43 stock split during the financial year. To make the numbers comparable, the number and exercise price of the instruments issued prior to the split were adjusted.

CALL-OPTIONS

A total of 108,532 stock options to acquire shares in the Company were granted to the Management Board prior to the 2018 financial year. The Management Board participated in their performance during the reporting period. The corresponding call options were issued to the then-directors of Home24 GmbH, a predecessor to

home24 SE, in 2012 and 2014. These call options entitle their holders to acquire shares in the Company. The vested call options can be exercised at any time.

The number of outstanding call options developed as follows during the reporting period:

	2018		2017*	
	Excercise price (in EUR)	Number	Excercise price (in EUR)	Number
Call Options				
Outstanding at the beginning of the reporting period	0.02	108,532	0.02	108,532
Outstanding at the end of the reporting period	0.02	108,532	0.02	108,532
Exercisable at the end of the reporting period	0.02	108,532	0.02	108,532

* The Company carried out a 1:43 stock split during the financial year. To make the number comparable, the number and exercise price of the instruments issued prior to the split were adjusted.

SHARES

On October 30, 2015, 33,282 shares with a par value of EUR 0.02 per share were issued to members of the Company's Management Board. It had originally been agreed that the Company can acquire these shares at the par value of EUR 0.02 or at the

lower market value if the beneficiarie's employment ends prior to May 1, 2019. In the financial year ended, the Company repurchased 16,082 (2017: 17,200) shares ahead of schedule at a price of EUR 24.14 per share. These figures take into account the stock split carried out during the financial year.

	2018		2017*	
	Excercise price (in EUR)	Number	Excercise price (in EUR)	Number
Shares				
Outstanding at the beginning of the reporting period	0.02	16,082	0.02	33,282
Repurchased during the reporting period	0.02	-16,082	0.02	-17,200
Outstanding at the end of the reporting period	0.02	0	0.02	16,082

* The Company carried out a 1:43 stock split during the financial year. To make the number comparable, the number and exercise price of the instruments issued prior to the split were adjusted.

Payments on Termination of Management Board Activity

In the event that a Management Board member dies before the end of their term of office, their spouse or registered partner and their dependent children under the age of 25 living at home are jointly and severally entitled to continue receiving their full fixed remuneration for the month of their death and the three subsequent months.

Loans and Advances

In the 2018 financial year, members of the Management Board did not receive any advances or loans from the Company or its subsidiaries.

Pension Commitments

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

Total Remuneration

Members of the Management Board were granted total benefits of EUR 2,492 thousand (2017: EUR 4,923 thousand) during the 2018 financial year.

In EUR thousand	2018	2017
Fixed remuneration	812	520
Fringe benefits	111	41
Total	923	561
One-year variable remuneration	150	0
Share-based payment	1,419	4,362
Total	1,569	4,362
Total remuneration	2,492	4,923

The above table does not show the remuneration actually paid but the target figures (the remuneration figure if 100% of targets are met) for the remuneration components granted in the 2018 financial year. The value of the share-based payment is equivalent to the fair value of the payment awards at the time they were granted and/or modified.

In addition, expenses for share-based payment awards granted to members of the Management Board amounted to EUR 4.2m in the financial year ended (2017: EUR 6.3m).

Benefits of Former Management Board Members

As of the reporting date, home24 SE had no pension recipients or beneficiaries from among its former Management Board members or directors. As a result, the total benefits for former Management Board members and their surviving dependents and pension obligations to former Management Board members and their surviving dependents are EUR 0.

Other

In the event of temporary incapacity due to illness, accident or another reason not attributable to the Management Board member in question, the Management Board member will continue to receive their full fixed remuneration for three months, but for no longer than the effective termination of their employment contract.

Apart from the employment contracts, there are no other service or employment agreements between members of the Management Board or individuals closely related to them and the Company or its subsidiaries.

2. SUPERVISORY BOARD REMUNERATION

The remuneration of the Supervisory Board is governed by Article 14 of the Articles of Association and consists of fixed annual payments, the amount of which is based on the responsibilities and scope of activities of each Supervisory Board member. The remuneration for Supervisory Board members is proportionate to their duties and the situation of the Company.

At the start of the 2018 financial year, the Articles of Association stipulated that all members of the Supervisory Board receive fixed annual remuneration. The corresponding remuneration totaled EUR 100 thousand for the chairman of the Supervisory Board, EUR 60 thousand for the Chairman of the Audit Committee, EUR 7.5 thousand each for the Deputy Chairman of the Supervisory Board and the Deputy Chairman of the Audit Committee, and EUR 5 thousand each for the remaining members of the Supervisory Board.

The Supervisory Board remuneration was adapted by the Company's Annual General Meeting on May 18, 2018 with effect from May 23, 2018. According to the new Articles of Association provision, an ordinary member of the Supervisory Board receives fixed annual remuneration of EUR 30 thousand. By way of derogation, the Chairman of the Supervisory Board receives fixed annual remuneration of EUR 90 thousand, while the Deputy Chairman of the Supervisory Board receives such remuneration totaling EUR 45 thousand. The Chairman of the Audit Committee receives additional fixed annual remuneration of EUR 30 thousand, while members of the Audit Committee also receive such additional remuneration totaling EUR 10 thousand each.

Supervisory Board members who only belong to the Supervisory Board or hold the office of Chairman or Deputy Chairman for part of a financial year receive pro-rata remuneration accordingly.

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

The remuneration of the individual members of the Supervisory Board for the 2018 financial year was as follows:

In EUR thousand	Fixed remuneration	Additional remuneration for committee work	Total
Lothar Lanz	94	6	100
Verena Mohaupt	42	18	60
Alexander Samwer	20	0	20
Christian Senitz	20	6	26
Christoph Barchewitz (until May 14, 2018)	3	0	3
Franco Danesi (since May 14, 2018)	19	7	26
Christian Scherrer (until June 13, 2018)	4	0	4
Magnus Agervald (since June 13, 2018)	25	0	25
Total	227	37	264

A total of EUR 8 thousand was reimbursed for expenses in the 2018 financial year.