

CORPORATE GOVERNANCE REPORT

The Management Board and Supervisory Board report on the Company's corporate governance by submitting the Corporate Governance Statement below in accordance with Sections 289f¹ and 315d of the German Commercial Code (HGB). The Corporate Governance Statement and the take-over-related disclosures in accordance with Sections 289a (1¹) and 315a (1¹) HGB are also part of the Combined Management Report². Both the Management Board and Supervisory Board place a strong emphasis on good corporate governance and are thus guided by the recommendations of the German Corporate Governance Code (hereinafter referred to as the "GCGC").

1. DECLARATION OF CONFORMITY IN ACCORDANCE WITH SECTION 161 GERMAN STOCK CORPORATION ACT (AKTG)

In December 2020, the Management Board and the Supervisory Board issued the following annual Declaration of Conformity in accordance with section 161 German Stock Corporation Act (AktG):

The Management Board and the Supervisory Board of home24 SE declare that home24 SE (the "**Company**") has complied with the recommendations of the German Corporate Governance Code as amended on February 7, 2017 and published by the Federal Ministry of Justice and Consumer Protection on April 24, 2017, in the official section of the Federal Gazette (Bundesanzeiger) (hereinafter the "**2017 GCGC**") since the publication of the last annual declaration of conformity in December 2019, subject to the following exceptions:

No. 4.2.3 (2) sentences 4, 6 and 7 of the 2017 GCGC

When determining the remuneration structure for the Management Board, the 2017 GCGC recommends that such remuneration shall take into account both positive and negative developments. The amount of remuneration shall be capped,

both as regards variable components and in the aggregate and the variable remuneration components shall be based on demanding and relevant comparison parameters.

The variable remuneration provided to the Management Board on the basis of the Long Term Incentive Plan 2019 ("**LTIP**") and the Virtual Option Program 2013/2014 ("**VSOP**") are subject to certain conditions and its economic value depends upon the development of the Company's share price. Apart from the link to the Company's share price, these schemes do, however, not contain explicit provisions accounting for negative developments. In addition, the VSOP does not contain comparison parameters and the parameters and targets set forth in the LTIP may not be demanding enough to fulfill the recommendations of the 2017 GCGC. However, the Supervisory Board is convinced that the variable remuneration of the Management Board is well-balanced and appropriate. In the view of the Supervisory Board, the remuneration is sufficiently focused on the positive development of the Company in the long-term given that the share-based payment component is linked to the Company's share price and the long-term nature of the defined targets.

Both the amount of the total remuneration as well as the number of Performance Shares granted to Management Board members under the LTIP in the reporting period were capped. However, some Management Board members still have older claims under the VSOP and the LTIP, which are not capped.

No. 4.2.3 (4) sentences 1 and 3 of the 2017 GCGC

The 2017 GCGC recommends that contracts entered into with members of the Management Board shall ensure that payments, including fringe benefits, made to a member of the Management Board due to an early termination of such contracts do not exceed an amount equal to twice the annual remuneration of such member (severance cap) and do not exceed the remuneration for the remaining term of the contract. Such cap shall be calculated on the basis of the total remuneration paid for the previous financial year and, if appropriate, shall take into account the expected total remuneration for the current financial year.

¹ Standards in each case pursuant to Art. 83 (1) of the Introductory Act to the German Commercial Code (EGHGB) in the version applicable before ARUG II entered into force.

² The Corporate Governance Statement in accordance with Sections 289f¹ and 315d HGB forms an unaudited part of the Combined Management Report.

The current service contracts of the members of the Management Board do not provide for any payments in case of an early termination and consequently do not include a severance cap.

No. 5.4.1 (2) sentence 2 of the 2017 GCGC

The 2017 GCGC recommends that within the company specific situation the composition of the Supervisory Board shall reflect appropriately the international activities of the company, potential conflicts of interest, the number of independent Supervisory Board members within the meaning of no. 5.4.2 of the 2017 GCGC, an age limit and a regular limit to Supervisory Board members' term of office, both to be specified, as well as diversity.

The Supervisory Board has not specified a regular limit to Supervisory Board members' term of office in the reporting period as also and in particular Supervisory Board members with many years of experience may excellently exercise their duties.

No. 7.1.2 sentence 3 of the 2017 GCGC

The 2017 GCGC recommends that the Consolidated Financial Statements and the Combined Management Report shall be made publicly accessible within 90 days from the end of the respective financial year, while mandatory interim financial information shall be made publicly accessible within 45 days from the end of the respective reporting period.

The Company has not published the Consolidated Financial Statements and the Combined Management Report within the time period recommended in order to ensure a high quality of financial reporting.

The Management Board and the Supervisory Board of the Company declare that the Company complies and intends to comply in the future with the recommendations of the German Corporate Governance Code as amended on December 16, 2019 and published by the Federal Ministry of Justice and Consumer Protection on March 20, 2020, in the official section of the Federal Gazette (Bundesanzeiger) (hereinafter the "2020 GCGC"), subject to the following exceptions:

Recommendations concerning remuneration in section G.I of the 2020 GCGC

The recommendations concerning the remuneration of the Management Board in section G.I of the 2020 GCGC are closely related to the changes of the German Stock Corporation Act (Aktiengesetz) resulting from the German Act

Transposing the Second Shareholders' Rights Directive ("ARUG II"). The Company makes use of the transitional provisions provided therein and will present a new remuneration system for the Management Board to the Annual General Meeting 2021 for approval.

In principal, this new remuneration system shall fulfill the recommendations contained in section G.I of the 2020 GCGC. However, the new remuneration system may not fully comply with recommendations G.7 and G.9 of the 2020 GCGC. The Company plans to ensure the implementation of its corporate strategy for long-term and sustainable growth by determining at the beginning of each financial year certain ambitious performance criteria for the annual bonus, which - in addition to operational objectives - are also based on strategic objectives. After the end of the financial year, the Supervisory Board shall determine the amount of the individual annual bonus depending on the achievement of the objectives. In addition, there is the long-term variable remuneration under the Company's LTIP, which rewards the long-term success of the Company and the long-term share price performance and thus also sustainable growth in the interest of the shareholders. With regard to the long-term LTIP remuneration component, the Supervisory Board does not consider it appropriate to set performance criteria for each upcoming financial year, as the exercisability of the LTIP Performance Shares depends on the LTIP terms and conditions and the performance of the LTIP Performance Shares is linked to the long-term performance of the Company's shares without additional short-term targets influencing the value of the remuneration under the LTIP.

In line with the transitional provisions of the ARUG II, the Supervisory Board will in the future determine the remuneration of the Management Board in accordance with the remuneration system approved by the General Meeting, which will not impact service contracts previously entered into with Management Board members.

The remuneration of the Management Board already meets the essential requirements of the 2020 GCGC with the following proviso: In deviation from recommendation G.11 of the 2020 GCGC, some of the current service contracts entered into with members of the Management Board do not provide for the possibility of retaining or reclaiming variable remuneration in justified cases. In addition, contrary to recommendation G.16 of the 2020 GCGC, some of the current service contracts entered into with members of the Management Board do not provide for the possibility to take into account the remuneration from Supervisory Board memberships at non-group entities.

2. CORPORATE GOVERNANCE

The Company's corporate governance is primarily determined by statutory requirements, the recommendations of the GCGC and internal Company guidelines. Good corporate governance in the sense of equipping management for long-term, sustainable commercial success is a key concern for the Management Board and Supervisory Board.

Ensuring that all employees and the management work together as a team and are committed to satisfying customers is a decisive factor in lasting business success. In light of this, the Company's management worked together to create a catalog of corporate values and publish it within the Company. These values provide a foundation for all commercial decisions and day-to-day interaction between all employees and management, and are publicly available on the career website at <https://home24.career.softgarden.de/en/>.

In addition to these corporate values, management has also jointly drawn up leadership principles. These principles have been communicated within the Company to ensure that all employees can see as transparently as possible what home24 means by good leadership. Mutual respect, trust and team spirit are at the core of these leadership principles.

The Company reacted quickly to the unique challenges presented by the COVID-19 pandemic, with a particular focus on the health of our employees and on preventing sources of infection as part of our responsibility toward the community. Where their role allows for it, each of the Company's employees has been offered the opportunity to work from home since the start of the COVID-19 pandemic. In all other areas, various measures and health and safety protocols were implemented at a similarly early stage and have been continually refined and adjusted to reduce the risk of infection at work as far as possible.

The Company has also introduced a compliance management system that includes measures to comply with statutory requirements as well as internal company guidelines and codes of conduct. The compliance management system is based on an analysis of potential risks that may arise from legal requirements, structures and processes, a specific market situation, or in particular regions. Incidents can be reported internally via the compliance hotline. Employees are informed about the hotline on the intranet, in the anti-corruption guidelines, and as part of the onboarding process. They can also contact their line manager or the Governance, Risk and Compliance (GRC) department directly.

The Group's risk management system regulates the recording, assessment, documentation and reporting of all risks (compliance, financial, operating and strategic risks) across the Company. The Governance, Risk and Compliance (GRC) department is responsible for compliance and risk management within the Group with independent reporting lines to the Management Board and Supervisory Board of the Company. In the 2020 financial year, the GRC department reported semi-annually to the Management Board and the Audit Committee of the Supervisory Board on the home24 Group's general risk situation.

3. WORKING PRACTICES AND COMPOSITION OF THE MANAGEMENT BOARD, SUPERVISORY BOARD AND THEIR COMMITTEES

As a European stock corporation (Societas Europaea - SE) with its registered seat in Berlin, the Company has a two-tier governance system consisting of the Management Board and Supervisory Board in accordance with the German Stock Corporation Act (AktG), the SE Act and the SE Regulation. Both corporate bodies collaborate closely and based on mutual trust in the best interests of the Company.

3.1. Working Practices of the Management Board

The Management Board manages the Company within sole responsibility and in accordance with the best interest of the corporation, with the aim of creating sustainable added value in accordance with statutory provisions, the Company's Articles of Association and the Rules of Procedure for the Management Board. The Management Board develops the Company's strategic direction, agrees on it with the Supervisory Board and ensures its implementation. The Management Board also ensures compliance with legal provisions and internal Company guidelines and works to ensure that these provisions and guidelines are observed across the Group (compliance). The Management Board ensures appropriate risk management and risk control in the Company. The Management Board regularly provides the Supervisory Board with timely and comprehensive information about all issues of relevance to the Company concerning strategy, planning, business development, risk position, risk management and compliance.

The cooperation and responsibilities of Management Board members are set out in detail in the Rules of Procedure for the Management Board. Every member of the Management Board is fully responsible for their assigned business area

within the framework of Management Board resolutions. The business responsibility plan of the Management Board as of December 31, 2020 was defined as follows:

Marc Appelhoff	Finance (including Investor Relations, Accounting, Taxes), Marketing (including Performance Marketing, Corporate Communications, Branding and Showrooms), Commercial (including Product Range, Purchasing and Pricing), International (Brazil), Legal
Brigitte Wittekind	Operations (including Warehouse, Logistics), Product Quality and Safety, Customer Service, Outlets, Internal Control System
Johannes Schaback	Technology (including Information Technology, Data, IT Security, Data Protection, Enterprise Resource Planning and Digital Shopping Experience), HR

Marc Appelhoff has been Chairman of the Management Board (CEO) since January 1, 2020. Irrespective of this schedule of responsibilities, the members of the Management Board are jointly accountable for the overall management. They work closely together and keep each other informed of important measures and events in their business areas. The entire Management Board jointly decides on all matters in which the Management Board is required to make a decision by law, the Articles of Association, or the Rules of Procedure, particularly with regard to company strategy and essential business policy issues. The Management Board has not set up any committees. According to the Rules of Procedure, Management Board meetings should be held regularly. They must be held when required to ensure the wellbeing of the Company.

The Chairman of the Management Board and its other members maintain regular contact with the Supervisory Board, especially its Chairman, inform the Supervisory Board and its Chairman about the course of business and the situation of the Company and its subsidiaries, and discuss strategy, planning, business development, risk positioning, risk management, and compliance with the Supervisory Board and its Chairman. The Management Board informs the Supervisory Board and/or its Chairman immediately about important events and business matters that may significantly impact any assessments of the Company's situation and development as well as its management. Furthermore, the Management Board provides the Supervisory Board with comprehensive information and obtains the appropriate approvals for certain transactions of fundamental importance for which the Articles of Association or the Management Board's Rules of Procedure require the approval of the Supervisory Board or one of its committees.

Members of the Management Board are subject to an extensive non-competition clause and ban on secondary employment during their membership of the Management Board. The Supervisory Board decides on exceptions to this rule. Each Management Board member must disclose conflicts of interest to the Chairman of the Supervisory Board and to the Chairman of the Management Board without undue delay and must inform the other members of the Management Board accordingly.

A collective D&O insurance policy has been taken out for members of the Management Board. For details, see the disclosures in the Remuneration Report.

3.2. Composition of the Management Board

The Management Board consists of one or more members in accordance with the provisions of the Articles of Association. The Supervisory Board determines the number of Management Board members, the required qualifications and the appointment of suitable candidates to individual positions. The Supervisory Board appoints members of the Management Board for a maximum term of office of five years. The Supervisory Board can appoint a chairman of the Supervisory Board as well as a deputy chairman. In financial year 2020, the Management Board had the following members:

Marc Appelhoff (Chairman)
Brigitte Wittekind
Johannes Schaback

On May 30, 2018, the Supervisory Board set a target of 25% for the proportion of women on the Management Board in accordance with Section 111 (5) AktG, with the aim of reaching this target within five years (by May 30, 2023). This target was reached during financial year 2020 as the proportion of women on the Management Board was 33.3%.

Diversity should continue to be taken into account when making future changes to the Management Board, as diversity in management bodies can contribute to company success. Nevertheless, the Supervisory Board will continue to predominantly select Management Board members based on their professional and personal suitability regardless of their gender or background, for example. Although the age of an individual is also generally irrelevant when assessing their professional suitability for a position, the Supervisory Board has set an age limit of 66 years for members of the Company's Management Board.

3.3. Working Practices of the Supervisory Board

The Supervisory Board regularly advises and monitors the Management Board in its management of the Company. As stated in point 3.1, the Supervisory Board is involved in decisions of fundamental importance for the Company and works closely with the Company’s other management bodies, particularly the Management Board. The Supervisory Board appoints and dismisses the members of the Management Board. It also works with the Management Board to ensure long-term succession planning by maintaining a dialog about potential internal and external candidates that could hold management positions within the Company. The Supervisory Board monitors the proper functioning of the Management Board and considers any necessary long-term changes to the Board and its composition.

The rights and obligations of the Supervisory Board are specifically based on statutory provisions, the Articles of Association, and the Rules of Procedure for the Supervisory Board. The Supervisory Board carries out its work in both plenary meetings as well as in committees whose chairs provide the entire Supervisory Board with regular reports on their committees’ activities.

Based on self-evaluation carried out in November 2019, the Supervisory Board decided to amend its Rules of Procedure effective January 1, 2020 and, in particular, to introduce an age limit of 75 years for its members in accordance with the recommendations of the German Corporate Governance Code (GCGC) and abolish the Remuneration Committee.

The Supervisory Board conducted another self-evaluation in November 2020. For this purpose, each member of the Supervisory Board completed a survey with questions about cooperation within the Supervisory Board and with the Management Board as well as its personnel and focus areas ahead of the Supervisory Board meeting on November 9, 2020. Based on these results, the Supervisory Board discussed at length the extent to which the Supervisory Board and its committees fulfill their role at its meeting on November 9, 2020. Overall, the work of the Supervisory Board and its committees was deemed to be efficient. To improve its activities and meet the requirements of the German Corporate Governance Code, the Supervisory Board adopted new Rules of Procedure on December 22, 2020 which are published at <https://www.home24.com/websites/homevierundzwanzig/English/4400/corporate-governance.html>.

According to the Rules of Procedure of the Supervisory Board, the Supervisory Board must hold at least one meeting per quarter. Additional meetings must be convened as necessary. The Supervisory Board may also pass resolutions outside of its meetings, particularly by circular resolutions. The Supervisory Board assesses, at regular intervals, how effective the

Supervisory Board as a whole and its committees fulfill their tasks and whether or not a self-evaluation should be carried out. This self-evaluation focuses on both the qualitative criteria established by the Supervisory Board and, in particular, procedures within the Supervisory Board, as well as the timely and sufficient supply of information to the Supervisory Board.

Supervisory Board members are obliged to act in the best interests of the Company and must disclose their conflicts of interest without undue delay to the Chairman of the Supervisory Board, particularly those that may arise as a result of an advisory or governing body role with customers, suppliers, lenders, borrowers, or other third parties.

A collective D&O insurance policy has been taken out for members of the Supervisory Board. For details, see the disclosures in the Remuneration Report.

3.4. Composition of the Supervisory Board

The Supervisory Board is not subject to employee representation. The Supervisory Board appoints a Chairman and Deputy Chairman from among its members. In the event that a Supervisory Board member has significant and permanent conflicts of interest, the affected Supervisory Board member shall resign from his or her office.

In financial year 2020, the Supervisory Board had the following members:

Lothar Lanz*	
Verena Mohaupt**	
Franco Danesi	
Magnus Agervald**	

* Chairman of the Supervisory Board and independent member as defined by No. C.6 (2) GCGC

** Independent member as defined by No. C.6 (2) GCGC

On May 30, 2018, the Supervisory Board adopted a resolution to increase the proportion of women on the Supervisory Board to 25% within five years (by May 30, 2023). This ratio was achieved in financial year 2020.

In resolutions adopted on May 30, 2018, the Supervisory Board set targets for its composition and defined a profile of skills. The profile of skills was amended effective June 19, 2019 to reflect the reduced number of Supervisory Board members and on December 22, 2020 in line with the recommendations of the GCGC.

According to the profile currently applicable, members of the Supervisory Board must collectively possess the knowledge, skills and professional expertise required to successfully perform their duties. Each member of the Supervisory Board ensures that they have sufficient time available to carry out their duties. Diversity should be taken into account when selecting Supervisory Board members. In addition, at least two members of the Supervisory Board should possess international experience, and at least two Supervisory Board members should not have any board function, advisory role, or representation obligations towards the Company's major tenants, lenders or other business partners. At least three members of the Supervisory Board must be independent. At least one member of the Supervisory Board must have accounting or auditing expertise (Section 100 (5) AktG). Generally speaking, Supervisory Board members must not have any board function or advisory role with the Company's major competitors and must not have any personal ties to any of the Company's major competitors. A Supervisory Board member who is not a member of any Management Board of a listed company shall not accept more than five Supervisory Board posts at non-group listed companies or comparable functions, with an appointment as Chairman of the Supervisory Board being counted twice. In addition to their Supervisory Board mandate with the Company, members of the Supervisory Board who are members of the Management Board of a listed company should not generally hold more than one further Supervisory Board post with listed companies or in Supervisory Board committees of companies that make similar requirements outside of the Group in which they carry out their Management Board activities, and should not hold the chairmanship of the Supervisory Board either at the Company or at another listed company outside of the Group in which they carry out their Management Board activities. In general, only candidates who are no older than 75 at the time of their selection should be proposed for selection as a member of the Supervisory Board.

In the opinion of the Supervisory Board, its current composition satisfies the profile of skills. With the exception of the deviations listed above under point 1, the Company has been in compliance with the individual recommendations in No. 5.4.1 (2) of the 2017 GCGC, which deal with the setting of specific targets for the composition of the Supervisory Board, the criteria to be taken into account for the composition of the Supervisory Board, and the development of a profile of skills.

3.5. Working Practices and Composition of the Committees of the Supervisory Board

In financial year 2020, the Supervisory Board had two standing committees: the Audit Committee and the Nomination Committee. The committee Chairs report regularly to the Supervisory Board on the work of their committees.

AUDIT COMMITTEE

In accordance with the Rules of Procedure of the Supervisory Board, the Audit Committee consists of three members. The Chairman of the Audit Committee must have specific knowledge and experience in applying accounting principles and internal control procedures, and must be familiar with audits. Neither the Chairman of the Supervisory Board nor former members of the Company's Management Board shall be appointed as Chairman of the Audit Committee, who shall also be independent as defined by the German Corporate Governance Code.

In the reporting period, the Audit Committee had the following members:

Verena Mohaupt*

Lothar Lanz

Franco Danesi

* Chairwoman

The Chairwoman of the Audit Committee is independent and is not a former member of the Company's Management Board. She also has particular expertise and experience in the application of accounting principles and internal control procedures and is familiar with audits. She therefore also fulfills the prerequisites of Section 100 (5) AktG.

The primary focus of the Audit Committee is to review the accounting process, monitor the effectiveness of the internal risk management system and the internal control system, and to deal with auditing and compliance matters.

It also passes resolutions on placing the audit assignment with the auditor, identifying focal points for the audit and the remuneration of the auditor. In addition, the Audit Committee monitors the audit, particularly the independence required of the auditor and the additional services rendered by the auditor. The Audit Committee regularly assesses the quality of the audit of the Financial Statements.

The Audit Committee held a total of four meetings during the year under review (February 10, April 3, August 13 and November 9, 2020), all of which were attended by all committee members. Due to stormy weather, the meeting on February 10, 2020 was held via video conference. The other meetings in 2020 were also held as video conferences because of the COVID-19 pandemic.

The Audit Committee also prepares the Supervisory Board's resolutions concerning the Annual and Consolidated Financial Statements. For this purpose, the Audit Committee focuses strongly on the Annual and Consolidated Financial Statements, and the Combined Management Report. The Audit Committee has a regular exchange with the auditor, in particular about the audit report and its findings, and makes recommendations to the Supervisory Board.

NOMINATION COMMITTEE

Members of the Remuneration Committee form the Supervisory Board's Nomination Committee. Accordingly, the Nomination Committee was composed as follows in the reporting period:

Lothar Lanz*	
Verena Mohaupt	
Franco Danesi	

* Chairman

The Nomination Committee submits suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting.

4. TARGETS FOR WOMEN AT MANAGEMENT LEVEL

The Management Board also takes diversity into account when filling leadership roles and, in particular, strives to give due consideration to female candidates without straying from its overriding principle that an individual should be recommended, nominated, employed, or promoted solely because they are the best person for the role in question, both professionally and personally. On May 30, 2018, the Management Board set a target of 30% for the proportion of women in the top two levels of management below the Management Board in accordance with Section 76 (4) AktG, with the aim of reaching this target in five years (by May 30, 2023). The Management Board fosters the achievement of this target development through long-term planning. By the end of financial year 2020, the proportion of women was 0% at the top level of management (e.g. at Senior Vice President level) and 22% at the second level of management (e.g. at Vice President level). The decline in the proportion of women compared with the previous financial year can be explained by internal promotions made on the basis of merit. Notably, Brigitte Wittekind was promoted from the top level of management to the Company's Management Board on January 1, 2020.

5. GENERAL MEETING AND SHAREHOLDERS

As at December 31, 2020, the share capital of the Company was divided into 29,050,104 no-par value bearer shares. All of the shares are ordinary shares without preferential rights, which means that every share entitles its holder to one vote. The Company's shareholders exercise their rights within the framework of the opportunities provided by law and the Articles of Association by exercising their voting rights before or during the Company's General Meeting. Every shareholder is entitled to participate in the General Meeting, address the meeting in relation to items on the agenda, ask relevant questions and propose resolutions. These rights are restricted by law at General Meetings held virtually due to the COVID-19 pandemic.

The Management Board presents the Annual and Consolidated Financial Statements and the Combined Management Report of the Company and the Group at the Annual General Meeting. The Annual General Meeting decides on the appropriation of profits as well as the discharge of the Management Board and Supervisory Board, and appoints the Company's Supervisory Board members and auditor. The Annual General Meeting also decides on the content of the Articles of Association.

In accordance with the provisions of the Articles of Association, resolutions of the Annual General Meeting are passed by a simple majority of votes cast and, if a capital majority is required, by a simple majority of the capital represented when passing the resolution, unless a higher majority is required by binding legal requirements.

The Company's Annual General Meeting is held within the first six months of the financial year and is generally convened by the Management Board. When convening a General Meeting, the Management Board decides whether the meeting will take place at the Company's headquarters, at the registered office of a German stock exchange, or in a German city with more than 100,000 residents.

The next Annual General Meeting will take place on June 17, 2021, in Berlin. The corresponding agenda and the reports and documents required for the Annual General Meeting are published on the Company's website. Due to the COVID-19 pandemic, the Annual General Meeting will again be held as a virtual event without the physical presence of shareholders or their proxies.

6. REPORTABLE OWN-ACCOUNT TRANSACTIONS BY MANAGEMENT

Members of the Management Board and Supervisory Board as well as all parties closely linked to these individuals are obliged to notify the Company of own-account transactions in shares or related financial instruments in accordance with Article 19 of Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on Market Abuse (Market Abuse Regulation) where these transactions exceed EUR 20,000 per year. These notifications must be made immediately but no later than within three business days after the date of the transaction. The Company publishes all of these notifications at <https://www.home24.com/websites/homevierundzwanzig/English/4500/news.html>.

7. FURTHER INFORMATION FOR THE CAPITAL MARKETS

All key dates for shareholders, investors and analysts are published at the start of the year for the duration of the applicable financial year in the Company's financial calendar at <https://www.home24.com/websites/homevierundzwanzig/English/4550/finanzkalender.html>.

The Company provides the capital markets – particularly shareholders, analysts and investors – with information based on standardized criteria. The information is transparent and consistent for all capital markets participants.

The Company discloses insider information, voting rights notifications, and own-account transactions by management in accordance with statutory provisions. All disclosures required by statute, as well as press releases and presentations from press and analyst conferences, are published immediately on the Company's website at <https://www.home24.com/websites/homevierundzwanzig/English/4500/news.html>.

8. TAKEOVER-RELATED DISCLOSURES IN ACCORDANCE WITH SECTIONS 289A (1)¹ AND 315A (1)¹ HGB, AND EXPLANATORY REPORT²

The disclosures required in accordance with Sections 289a (1)¹ and 315a (1)¹ HGB is listed and explained below.

8.1. Composition of Subscribed Capital

Information on the composition of subscribed capital can be found under note 5.17 of the Notes to the Consolidated Financial Statements.

8.2. Restrictions Affecting Voting Rights or the Transfer of Shares

As at the end of financial year 2020, home24 SE held a total of 2,735 of its own shares, from which the Company does not derive any rights in accordance with Section 71b AktG.

8.3. Equity Interests in the Company that Exceed 10% of Voting Rights¹

Based on the notification of voting rights pursuant to Section 33 WpHG available as of December 31, 2020, the following equity interests in the Company exceeded 10% of voting rights were held as of that date:

- Ari Zweiman, born April 15, 1972: 17.27% (attribution of 5,015,637 shares of 683 Capital Partners, LP/683 Capital Management, LLC, New York, pursuant to Section 34 WpHG)

The notifications of voting rights published by the Company are available at <https://www.home24.com/websites/homevierungundzwanzig/English/4500/news.html>.

8.4. Statutory Provisions, Provisions of the Articles of Association Governing the Appointment and Dismissal of Members of the Management Board, and Amendments to the Articles of Association

The Management Board consists of several persons in accordance with Article 7 (1) of the Articles of Association. The Supervisory Board determines the number of Management Board members. The Supervisory Board appoints members of the Management Board on the basis of Article 9 (1), Article 39 (2), and Article 46 of the SE Regulation, Sections 84 and 85 AktG, and Article 7 (3) of the Articles of Association for a term of office lasting no longer than five years; reappointments are permitted. The Supervisory Board is entitled to revoke the appointment of a Management Board member for good cause (see Article 9 (1), Article 39 (2) of the SE Regulation, and Section 84 AktG).

The General Meeting decides on changes to the Articles of Association. Unless a higher majority is required by binding legal requirements or the Articles of Association, resolutions of the Annual General Meeting are passed by a simple majority of votes cast in accordance with Article 20 of the Articles of Association and, if a capital majority is required, by a simple majority of the capital represented when passing the resolution. The majority requirement set out in Section 103 (1) Sentence 2 AktG is unaffected by this provision.

According to Section 11 (5) of the Articles of Association, the Supervisory Board is authorized to decide on changes and additions to the Articles of Association relating only to the wording. The Supervisory Board is also authorized to amend the wording of the Articles of Association accordingly after carrying out capital increases from Authorized Capital and/or Conditional Capital or after the expiry of the corresponding authorization, option, or conversion period (Section 4 (3), (4), (7) and (8) of the Articles of Association).

¹ Standards in each case pursuant to Art. 83 (1) of the Introductory Act to the German Commercial Code (EGHGB) in the version applicable before ARUG II entered into force.

² The takeover-related disclosures required pursuant to Sections 289a (1)¹ and 315a (1)¹ HGB are part of the Combined Management Report and, together with the Declaration of Conformity, form part of the Corporate Governance Report.

8.5. Authority of the Management Board to Issue and Buy Back Shares

The Management Board is authorized to increase the share capital of the Company with the approval of the Supervisory Board on one or more occasions by a total of up to EUR 70,864 until May 17, 2023 by issuing up to 70,864 no-par value bearer shares against contributions in cash (Authorized Capital 2015/II). The preemptive rights of shareholders are disapplied. Authorized Capital 2015/II is used to fulfill purchase rights (option rights) granted or promised by the Company to its current or former directors before it became a stock corporation during the period between October 1, 2011, up to and including December 31, 2014; shares from Authorized Capital 2015/II may only be issued for this purpose. The issue amount is EUR 1.00 per share for up to 43 new shares, and EUR 36.86 per share for up to a further 70,821 new shares. The Management Board is authorized to specify the additional content of the rights embodied in the shares and the conditions of the share issue with the approval of the Supervisory Board. The issuance of shares to members of the Company's Management Board also requires the approval of the Supervisory Board.

The Management Board is authorized to increase the share capital of the Company with the approval of the Supervisory Board on one or more occasions by a total of up to EUR 113,328 until May 17, 2023 by issuing up to 113,328 no-par value bearer shares against contributions in kind (Authorized Capital 2015/III). The preemptive rights of shareholders are disapplied. Authorized Capital 2015/III is exclusively used to issue new no-par value shares for the purposes of fulfilling present or future pecuniary claims of directors and employees of the Company or its affiliated companies arising from the "virtual" stock option programs in 2010 and 2013/2014 (concerning shadow options and collectively referred to as the virtual option program); shares from Authorized Capital 2015/III may only be issued for this purpose. The issue amount is EUR 1.00 per share for up to 113,328 new shares. Contributions for the new shares are made by recovering the pecuniary claims that the option holders have against the Company as a result of the shadow option program. The Management Board is authorized to specify the additional content of the rights embodied in the shares and the conditions of the share issue with the approval of the Supervisory Board. The issuance of shares to members of the Company's Management Board also requires the approval of the Supervisory Board.

The share capital of the Company is conditionally increased by up to EUR 2,429,819 by issuing up to 2,429,819 no-par value bearer shares (Conditional Capital 2019). Conditional Capital 2019 is exclusively used to service the preemptive rights issued to subscription rights holders on the basis of the authorization given by the General Meeting on March 10, 2017, amended by resolutions of the General Meetings on July 28, 2017 and May 24, 2018, June 19, 2019 and June 3, 2020 as part of the 2019 LTIP (or its previous name, LTIP 2017). The new shares are issued at the lowest issue amount of EUR 1.00 per share. Contributions for the new shares are made by recovering remuneration claims of the subscription rights holders arising from the performance shares granted to them as a contribution in kind. This conditional capital increase is only carried out to the extent that performance shares have been issued in accordance with the resolution of the General Meeting on March 10, 2017, amended by resolutions of the General Meetings on July 28, 2017, May 24, 2018, June 19, 2019 and June 3, 2020, the preemptive rights holders exercise their rights in accordance with the agreement, and the Company fulfills the preemptive rights neither with its own shares nor by cash payment. The new shares participate in profits from the start of the financial year in which the share issue takes place; however, the new shares participate in profits from the start of the financial year preceding the one in which they are issued in the event that the General Meeting does not pass a resolution on the appropriation of profits for the financial year preceding the one in which the new shares are issued.

After partial exercise of a corresponding authorization granted by the General Meeting on June 3, 2020 based on resolutions of the Management Board and the Supervisory Board on December 8, 2020, the Management Board is authorized to increase the share capital with the approval of the Supervisory Board on one or more occasions by a total of up to EUR 10,379,483 until June 2, 2025 by issuing up to 10,379,483 new no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2020). Shareholders must be granted a preemptive right. The Management Board is authorized to disapply the shareholders' preemptive right in circumstances outlined in the authorization. The Management Board is also authorized to specify further details of the capital increase and its implementation with the approval of the Supervisory Board; this also includes specifying the dividend entitlement of the new shares which, contrary to Article 9 (1) Letter c) i) of the SE Regulation together with Section 60 (2) AktG, can also be specified for a financial year that has already ended.

The share capital of the Company is conditionally increased by up to EUR 10,774,773 by issuing up to 10,774,773 new no-par value bearer shares (ordinary shares) (Conditional Capital 2020). The Conditional Capital 2020 is used when exercising conversion or option rights and/or for fulfilling conversion or option obligations to grant shares to the holders and/or creditors of convertible bonds, bonds with warrants, profit participation rights, and/or income bonds (or combinations of these instruments) (hereinafter jointly referred to as bonds) that have been issued due to the authorization resolution adopted by the Shareholders' Meeting on June 3, 2020. These new shares are issued at the conversion or option price determined in accordance with the authorization resolution adopted by the General Meeting on June 3, 2020. The conditional capital increase is only implemented to the extent that the holders and/or creditors of bonds issued and/or guaranteed until June 2, 2025 by the Company or by another company that is dependent on the Company or in its direct or indirect majority ownership based on the authorization resolution exercise their conversion or option rights and/or fulfill conversion or option obligations arising from such bonds or, insofar as the Company issues shares in the Company in place of payment of the amount of cash due, and insofar as the conversion or option rights and/or conversion or option rights are not serviced by the Company's own shares, shares from authorized capital or other methods of performance. The new shares participate in profit from the start of the financial year in which they are issued, as well as all subsequent financial years. The Management Board is also authorized, with the approval of the Supervisory Board, to specify further details concerning the implementation of the conditional capital increase.

The Management Board is authorized by a resolution adopted by the General Meeting on May 18, 2018 to acquire its own shares with the approval of the Supervisory Board and in accordance with the following provisions: The authorization is valid until June 30, 2022, and is restricted to the acquisition of 33,282 shares or up to 10% of existing share capital at the time the authorization is exercised, whichever is lower. These shares may only be acquired for an equivalent value of EUR 24.14 per share. The Management Board is also authorized to cancel its own shares without the need to obtain another General Meeting resolution for this cancellation and the implementation thereof. In accordance with Section 237 (3) No. 3 AktG, the Management Board is authorized to adjust the number of shares in the Articles of Association accordingly. The cancellation can also be associated with a capital decrease; in this case, the Management Board is authorized to reduce the share capital by the pro-rata amount of share capital attributable to the canceled shares.

As a result of a resolution adopted by the General Meeting on May 24, 2018, the Management Board is authorized - with the approval of the Supervisory Board by May 24, 2023 and in accordance with the principle of equal treatment (Article 9 (1) Letter c) ii) of the SE Regulation in conjunction with Section 53a AktG) - to acquire the Company's own shares up to a total of 10% of the Company's existing share capital on the date the resolution is passed or the Company's existing share capital at the time the authorization is exercised, whichever is lower. Under certain specific conditions, the Management Board is also entitled to use equity derivatives when acquiring the Company's own shares in this respect. Shares acquired based on this authorization may not at any time exceed 10% of the Company's share capital when taken together with the Company's own shares that it has already acquired and still holds or that are attributable to it in accordance with Article 5 of the SE Regulation in conjunction with Sections 71a et seq. AktG. This authorization can be exercised by the Company on one or more occasions, as a whole or in partial amounts, or in pursuit of one or more purposes, but can also be exercised on behalf of the Company or its subsidiaries by one of its subsidiaries or third parties. The Company may not use this authorization for the purposes of trading in its own shares.

The Management Board is authorized by a resolution adopted by the General Meeting on May 24, 2018 to use the Company's own shares that it already holds (treasury shares) as well as those acquired based on the aforementioned authorization in the additional ways outlined in detail in the authorization, in addition to a sale via the stock exchange or via an offer to all shareholders. In doing so, the preemptive rights of the shareholders are disappplied in certain circumstances specified in the authorization.

8.6. Material Agreements Entered into by the Company Providing for a Change of Control upon a Takeover Bid

The media services agreement in place between home24 SE and SevenVentures GmbH provides for a termination option for SevenVentures GmbH for good cause if RTL Group S.A., and/or a company affiliated with it as defined in Section 15 AktG, or RTL2 Fernsehen GmbH&Co. KG directly or indirectly individually or jointly acquire(s) more than 50% of the share capital and/or voting rights in home24 SE.

The agreements on the use of Google Online Marketing products also contain provisions according to which a change of control needs to be reported and constitutes a right of termination. In addition, the agreements with the providers on credit card payments include obligations to disclose information in the event of a change of ownership at home24 SE.

8.7. Compensation Arrangements Agreed by the Company with the Members of the Management Board or Employees in the Event of a Takeover Bid

No compensation arrangements of this kind are in place.