

**Declaration of conformity
in accordance with section 161 German Stock Corporation Act (*Aktiengesetz*)**

The Management Board and the Supervisory Board of home24 SE (the “**Company**”) declare that the Company complies and intends to comply in the future with the recommendations of the German Corporate Governance Code in its version of April 28, 2022 published on June 27, 2022, in the official section of the Federal Gazette (*Bundesanzeiger*) (hereinafter the “**DCGK**”), with the following exceptions:

- **Recommendations concerning the composition of the Supervisory Board**

The revised recommendation in C.1 stipulates that the competence profile of the Supervisory Board shall also comprise expertise regarding sustainability issues relevant to the Company. The Supervisory Board had already drawn up a competence profile under the previously applicable DCGK which took full account of the recommendations of the DCGK at that time. In view of the still ongoing joint takeover bid of RAS Beteiligungs GmbH, LSW GmbH and SGW-Immo-GmbH and in view of the declared objective of the bidding consortium to determine the majority in the Supervisory Board in the future, the Supervisory Board has decided not to prepare a revised competence profile in 2022 in order to be able to adequately address the concerns of the presumably future majority shareholder after the conclusion of the bidding process. Irrespective of this, the Supervisory Board in its current composition fulfills the competence requirements of the current DCGK even without a formally resolved new competence profile.

- **Recommendations concerning the Supervisory Board procedures**

The recommendation in D.6 stipulates that the Supervisory Board shall meet on a regular basis without the Management Board.

In the past, the members of the Supervisory Board have also regularly exchanged information and consulted without the Management Board. However, the official meetings have taken place in the presence of the Management Board, as both the Supervisory Board and the Management Board value the greatest possible transparency and trusting cooperation in all matters. In the future, and in view of recommendation D.6 DCGK, the Supervisory Board is considering holding meetings without the participation of the Management Board, at least in part, where this appears appropriate.

The recommendations in D.10 stipulate inter alia that the Audit Committee shall consult with external auditors on a regular basis also without the Management Board. In the past, the Chairperson of the Audit Committee has already been in close contact with the auditor and has regularly consulted with the auditor and exchanged information on the progress of the audit, as also provided for in D.10. The Chairperson reported to the Audit Committee on the results of these consultations and exchanges both in and outside of meetings. In the view of the Audit Committee, this procedure has proved successful. If there is a special reason, the Audit Committee also considers consultations with the auditor in committee to be appropriate.

- **Recommendations concerning the remuneration in section G.I DCGK**

The recommendations concerning the remuneration of the Management Board in section G.I DCGK are closely related to the changes of the German Stock Corporation Act (*Aktiengesetz*) resulting from the German Act implementing the Second Shareholders' Rights Directive (“**ARUG II**”). The Company has made use of the transitional provisions provided therein.

The Annual General Meeting of the Company has approved on 14 June 2022 a new remuneration system for the Management Board presented by the Supervisory Board with a majority of 99.8% of the votes cast. In revising the remuneration system, the Supervisory Board took into account not only the requirements of the law and the DCGK, but also the criticism and suggestions of shareholders and shareholder associations regarding the remuneration system adopted in 2021, and has been advised by an independent remuneration consultant. In principle, this new remuneration system implements the recommendations in section G.1 DCGK. However, the new remuneration system may not fully comply with recommendations of G.7 DCGK and G.9 DCGK. According to the remuneration system, the Supervisory Board sets certain ambitious performance criteria for the annual variable remuneration of the Management Board members at the beginning of each financial year, which are based on operational and on strategic targets. After the end of the financial year, the Supervisory Board determines the amount of the individual variable remuneration to be granted depending on target achievement. In addition, there is a long-term variable compensation under the Company's LTIP, which rewards the long-term success of the Company and the long-term performance of the share price, and thus also sustainable growth in the interests of the shareholders. For this purpose, the Supervisory Board sets correspondingly demanding targets at the beginning of each relevant multi-year performance period, which are based equally on the Company's targets for all Management Board members. With regard to the long-term LTIP compensation component, the Supervisory Board does not consider it appropriate to set performance criteria for each upcoming financial year, as the vesting of the LTIP performance shares is based on the LTIP 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 compensation under the LTIP.

Berlin, December 2022