

Annexes to the Invitation to the Annual General Meeting of Deutsche Wohnen SE at 10:00 hours on 6 May 2024

Deutsche Wohnen SE, Berlin
ISIN DE000A0HN5C6
WKN A0HN5C

1. Remuneration report for the 2023 fiscal year (Agenda Item 6)

Deutsche Wohnen SE REMUNERATION REPORT 2023

I. Introduction

The remuneration report describes the principles and structure of the remuneration system for Deutsche Wohnen SE Management Board and Supervisory Board members. It explains the structure and amount of individual remuneration granted and owed to Management Board and Supervisory Board members for the 2023 fiscal year.

This Remuneration Report for the 2023 fiscal year has been prepared by the Management Board and Supervisory Board in accordance with the requirements of Section 162 of the German Stock Corporation Act (AktG). It complies with the recommendations of the German Corporate Governance Code (GCGC) as amended on April 28, 2022.

The Remuneration Report and the enclosed report on the formal and content-related review conducted by PricewaterhouseCoopers GmbH

Wirtschaftsprüfungsgesellschaft can be consulted on the Deutsche Wohnen SE investor relationships website (<https://ir.deutsche-wohnen.com/websites/de-wohnen/English/4600/remuneration.html>).

II. Management Board Remuneration for the 2023 Fiscal Year

1. Regulatory Framework in Remuneration Reporting

The remuneration report for the 2022 fiscal year was prepared on the basis of the regulatory requirements of Section 162 AktG. The 2023 Annual General Meeting approved the 2022 Remuneration Report on June 15, 2023, with a majority of 98.6%.

Given the positive outcome of the vote and in the interests of consistency, the Management Board and Supervisory Board see no need to adjust the reporting method. The 2023 Remuneration Report will be submitted to the 2024 Annual General Meeting for approval by means of a consultative vote in accordance with Section 120a (4) AktG.

2. Development of the Remuneration System

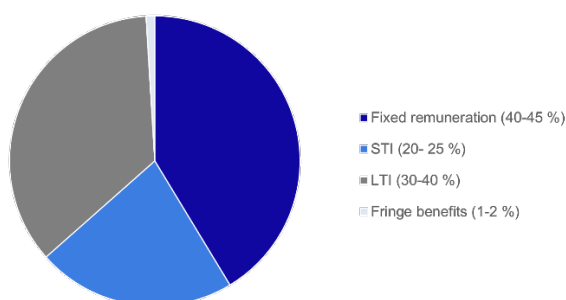
On June 2, 2022, the Annual General Meeting approved the remuneration system for the members of the Management Board of Deutsche Wohnen SE (2022 remuneration system) with a 96.9% majority. The remuneration system takes account of the company's membership of the Vonovia Group and the advanced integration measures that have since been implemented.

3. Overview of the Remuneration System

The remuneration system forms the basis for determining the remuneration of Deutsche Wohnen SE Management Board members. The remuneration system provides both fixed and variable remuneration components for each Management Board member. Combined, they make up the total remuneration. Fixed remuneration components are paid irrespective of the company's performance. They consist of fixed remuneration and fringe benefits. Deutsche Wohnen SE does not grant pension benefits.

In order to promote performance (pay for performance), the variable remuneration components are tied to the achievement of short-term and long-term performance targets. These targets are linked to a short-term variable remuneration component (STI) and a long-term variable remuneration component (LTI). If a Management Board member achieves a 100% target achievement level for both the STI and the LTI, the total amount of these variable payments and the fixed remuneration as well as the fringe benefits make up the target total remuneration to be paid to the Management Board member in question.

Structure of Target Total Remuneration



By attaching a substantial weighting to the LTI, the remuneration structure supports Management Board work that focuses on the long-term, sustainable development of Deutsche Wohnen SE. Through the STI, the system also provides appropriate incentives for achieving annual operational targets.

When revising the Management Board remuneration system, the Supervisory Board not only took account of shareholder interests, but also considered the company's responsibility towards its customers and employees as well as the significance of the company's commitment to the greater good. The remuneration paid to the Management Board members promotes the corporate strategy and the company's sustainable development and, in particular, includes, non-financial ESG (environmental, social and governance) factors.

The remuneration system applied at Deutsche Wohnen SE in the 2023 fiscal year can be summarized as follows:

Basis of assessment/parameter		
Fixed remuneration	Basic salary (fixed remuneration)	<ul style="list-style-type: none"> Contractually agreed fixed remuneration paid in twelve monthly installments
	Fringe benefits	<ul style="list-style-type: none"> Private use of a company car or payment of a company car allowance and provision of equipment (especially communication equipment) 50% of the contributions to private health and long-term care insurance, but no more than the maximum employer's contribution to statutory health and long-term care insurance
Variable remuneration	Short-term incentive (STI)	Type: <ul style="list-style-type: none"> Target STI Limit cap: <ul style="list-style-type: none"> 125% of target STI Performance criteria: <ul style="list-style-type: none"> Group FFO Adjusted EBITDA Personal performance factor (0.8–1.2) Payout: <ul style="list-style-type: none"> Due one month after the adoption of the company's annual financial statements Paid in cash
	Long-term incentive (LTI)	Type: <ul style="list-style-type: none"> Target LTI Limit cap: <ul style="list-style-type: none"> 250% of the target value Performance criteria: <ul style="list-style-type: none"> NAV per share Group FFO per share ESG targets Payout: <ul style="list-style-type: none"> As part of the next salary payment after the company's annual financial statements are adopted following the end of the four-year performance period Paid in cash
Additional remuneration arrangements	Maximum total remuneration	<ul style="list-style-type: none"> The maximum total remuneration amounts to € 5.5 million gross per annum for the Chair of the Management Board and € 3.5 million gross per annum for each of the other Management Board members
	Malus/clawback	<ul style="list-style-type: none"> Partial or full reduction in payment/demand for repayment of variable remuneration May apply in the event of significant breaches of duty (for the year in which the breach occurs) and payments based on incorrect data Clawback period of one year after payout
	Benefits on early termination of contract	<ul style="list-style-type: none"> Compensation amounting to two annual total remuneration payments if the contract is terminated early because the appointment is revoked, but limited to a maximum of the remuneration for the remaining term of the contract; no severance pay in the event of termination of the contract by the company for cause In the event of death, continued payment of the fixed remuneration to surviving dependents for the month of death and the six following months, as well as the STI and LTIP pro rata temporis until the end of the month of death

4. Personnel Changes on the Management Board in the Fiscal Year

At the Supervisory Board meeting held on August 21, 2023, the Supervisory Board of Deutsche Wohnen SE appointed Eva Weiß as an additional member of the company's Management Board. She assumed her Management Board mandate effective September 1, 2023 and, as CDO (Chief Development Officer), is responsible for New Construction and Portfolio Investments, Technical Infrastructure, IT, Legal and Compliance, Sustainability and Public Affairs.

Ms. Konstantina Kanellopoulos left the Management Board of Deutsche Wohnen SE at her own request, and by amicable and mutual consent, effective September 1, 2023. Lars Urbansky has since headed the management team as sole CEO. He remains responsible for Property Management, Facility Management, Customer Communication and Strategy, HR, Investment Management, Integration and the Care segment.

As CFO, Olaf Weber remains responsible for financing, accounting, controlling, investor relations and tax.

5. Application of the Remuneration System in the 2023 Fiscal Year

5.1 Non-performance-related Remuneration Components

5.1.1 Fixed Remuneration

Each Management Board member receives an annual base salary (“fixed remuneration”) for his or her work on the Board, which is paid in twelve equal monthly installments. The fixed remuneration also covers work at the level of subsidiaries. The amount of the fixed remuneration reflects the individual’s role within the Management Board, the member’s experience and area of responsibility, the time that has to be spent on the Management Board work and market conditions.

5.1.2 Fringe Benefits

Each Management Board member can also receive fringe benefits. These include the private use of a company car or – at the discretion of the Management Board member – a company car allowance as well as the provision of necessary equipment (e.g., communication means) for the performance of duties. Any private use of a company car is taxed as a non-cash benefit. The Management Board member bears the tax attributable to private use as a non-cash benefit. The costs associated with running a company car are borne by Deutsche Wohnen SE. Deutsche Wohnen SE can also pay 50% of the Management Board member’s contributions to private health and long-term care insurance, but no more than the maximum employer’s contribution to statutory health and long-term care insurance.

The Supervisory Board can grant other or additional fringe benefits that are standard market practice.

In addition, Management Board members are covered by a standard D&O insurance policy. In accordance with the third sentence of Section 93 (2) (3) AktG, the Management Board members’ deductible under the D&O liability insurance is 10% of the damage or one and a half times the fixed annual remuneration.

5.2 Variable Remuneration Components

The performance-related, variable remuneration components account for most of the remuneration paid to Management Board members. They are aligned with both the achievement of annual operational targets and the long-term, sustainable development of Deutsche Wohnen SE. The STI and LTI allow Management Board members’ performance to be evaluated from different perspectives and over different periods (performance periods).

The STI and LTI differ in the financial and non-financial performance criteria used to measure the payout. When selecting the performance criteria, the focus is on implementing the corporate strategy. The performance criteria support the growth strategy of Deutsche Wohnen SE in particular while at the same time incentivizing an increase in profitability and competitiveness. By considering various transparent performance criteria, it is therefore possible to depict the success of Deutsche Wohnen SE in an integrated and multifaceted manner.

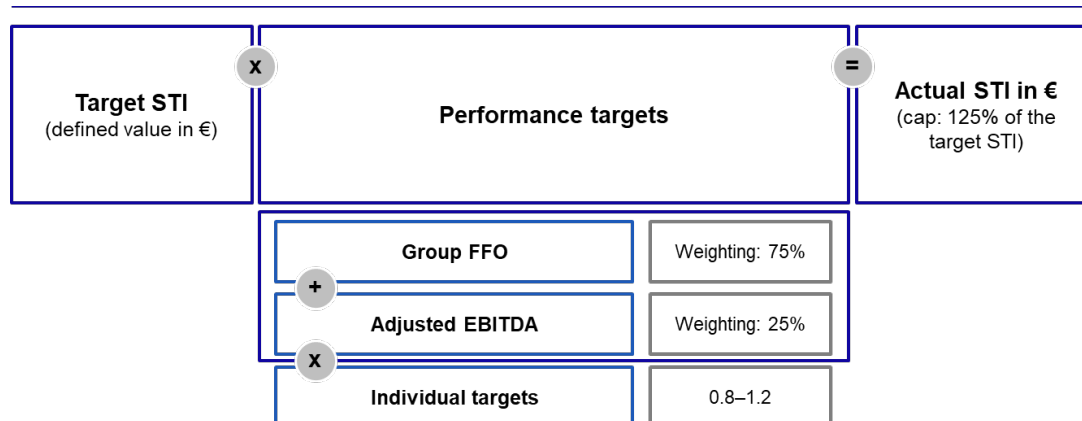
In order to consistently pursue the pay-for-performance concept, performance criteria tend to be ambitious.

5.2.1 Short-term Incentive (STI)

STI Framework for the 2023 Fiscal Year

The Management Board members are entitled to short-term variable remuneration in the form of an STI for each of the company's fiscal years. The amount of the STI depends on the extent to which certain corporate targets defined by mutual agreement between the Supervisory Board and the Management Board member are achieved. In addition, the Supervisory Board may define performance targets with individual or all Management Board members, which are included in the target achievement level in the form of a personal performance factor (PLF) as a multiplier with a value of 0.8 to 1.2. Individual performance targets can also be set for a group of several Management Board members. If the employment contract does not cover the entire fiscal year, the STI is generally paid and pro-rated for the term of the employment contract in the relevant fiscal year. The target achievement level for the payout of the STI is determined on the basis of the following performance criteria:

- Group Funds from Operations (Group FFO)
- Adjusted Earnings before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA)
- Any individual performance targets

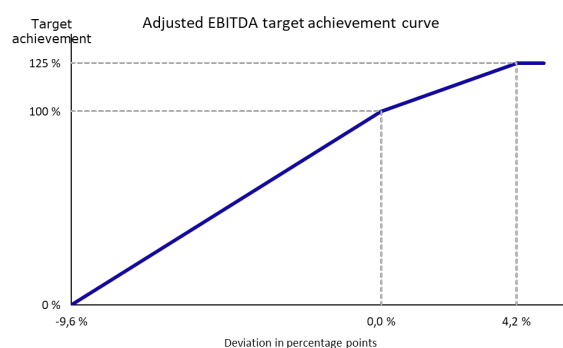
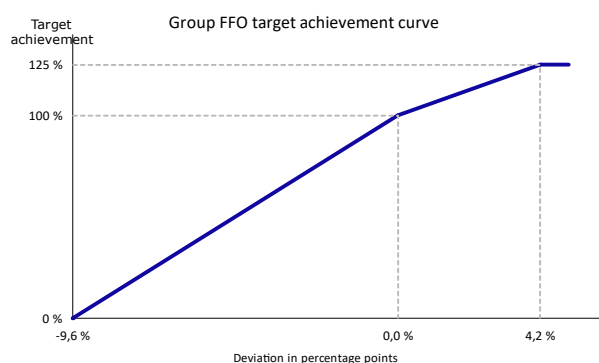


STI Performance Criteria for the 2023 Fiscal Year

Achievement of Financial Performance Targets

The two financial performance criteria Group FFO and Adjusted EBITDA relate to material operational corporate targets that reflect the company's financial success. The Group FFO considers, in relation to Deutsche Wohnen SE, the earnings contributions made by all segments (currently Rental, Value-add, Recurring Sales and Development) and, together with Adjusted EBITDA, is one of the most important key figures within the Deutsche Wohnen Group. In the STI, the Group FFO represents the performance criterion for the company's earnings capacity. Adjusted EBITDA consists of EBITDA after adjustments to reflect effects that do not relate to the period, recur irregularly or are atypical for business operation. A distinction is made here between the Adjusted EBITDA of the relevant segments and the Adjusted EBITDA Total, which results from the total of the Adjusted EBITDA for the relevant segments. The Adjusted EBITDA reflects the overall performance of the sustained operating business of Deutsche Wohnen SE before interest, taxes, depreciation and amortization.

By adjusting the Adjusted EBITDA Total for the current interest expense and deducting for special circumstances, current income taxes and consolidation effects, we arrive at the Group FFO, which describes the sustained operating earnings power of Deutsche Wohnen SE. The Group FFO is a key indicator not least because financing is a fundamental component for the success of Deutsche Wohnen SE's business activities. Creating incentives for the Group FFO and the Adjusted EBITDA are therefore key to the success of Deutsche Wohnen SE. The Supervisory Board has determined a budget value as well as a minimum and maximum value on the basis of the business plan. If the performance criterion is entirely consistent with the predetermined budget value, this is equivalent to a target achievement level of 100%. If the performance criterion is equal to or below the minimum value, the target achievement level is 0%. If the performance criterion is equal to or above the maximum value, the target achievement level is 125%. The target achievement level is always interpolated on a straight-line basis between the above-mentioned values.



The target achievement curves reflect the rigorous pay-for-performance concept inherent to the Management Board remuneration system of Deutsche Wohnen SE. The following table shows the target values and the actual values of the performance criteria reached in the 2023 reporting year as well as the resulting target achievement levels of the STI for the 2023 fiscal year.

STI 2023 target achievement Deutsche Wohnen	Budget value in € million	Actual in € million	Deviation in %	Target achievement
Group FFO	586,1	564,7	-3,65%	62,0%
Adjusted EBITDA	705,4	679,4	-3,69%	61,6%

Achievement of Individual Targets

The individual performance of a Management Board member is assessed on the basis of the individual performance criteria. Since the Supervisory Board has not defined individual performance targets for the 2023 fiscal year, the personal performance factor is 1.0.

Overall Target Achievement and Payout from the STI for the 2023 Fiscal Year

The following table summarizes the target achievement levels and the payout amounts per Management Board member:

STI 2023 summary Deutsche Wohnen	Target amount in € k	Minimum amount in € k	Maximum amount (cap) in € k	Target achievement Group FFO in % (75% weighting)	Target achievement Adj. EBITDA in % (25% weighting)	Personal performance factor	Total target achievement in %	Payout amount in € k
Lars Urbansky	318,0	-	397,5	62,0%	61,6%	1,0	61,9%	196,8
Konstantina Kanelopoulos (until August 31, 2)	37,1	-	46,3	62,0%	61,6%	1,0	61,9%	22,9
Olaf Weber	22,7	-	28,4	62,0%	61,6%	1,0	61,9%	14,1
Eva Weiß (as of September 1, 2023)	7,6	-	9,5	62,0%	61,6%	1,0	61,9%	4,7

5.2.2 Long-term Incentive (LTI)

In addition to the STI, the members of the Management Board are granted an annual LTI by Deutsche Wohnen SE with a long-term incentive effect and a balanced risk-return profile. The LTI is structured as a performance cash plan, is measured over a four-year performance period and its amount depends on the achievement of specific financial targets and also on the achievement of specific sustainability targets.

LTI – Mechanism and Weighting

The Management Board members are granted an LTI tranche at the start of each fiscal year. The target amount for the LTI payout (in the event of 100% target achievement) is defined in the employment contracts concluded with the Management Board members. The actual LTI amount paid out at the end of the four-year performance period depends on the target achievement level for the following performance criteria. If the employment contract does not cover the entire fiscal year, the LTI is generally to be granted pro-rated for the term of the employment contract in the relevant fiscal year. The target amounts, minimum and maximum values, adhering to the cap (250% of the LTI target amount) defined as part of the remuneration system, are set out in the table below:

LTI tranche 2023 allocation	Grant value in € k	Minimum value in € k	Maximum value (cap) in € k
Lars Urbansky	636,0	-	1.590,0
Konstantina Kanellopoulos (until August 31, 2023)	74,1	-	185,3
Olaf Weber	45,4	-	113,4
Eva Weiß (as of September 1, 2023)	15,1	-	37,8

The actual payout amount, which is determined at the end of the 2026 fiscal year, is calculated based on the target amount and the target achievement level during the performance period. The target achievement level is determined based on the following financial and non-financial performance criteria:

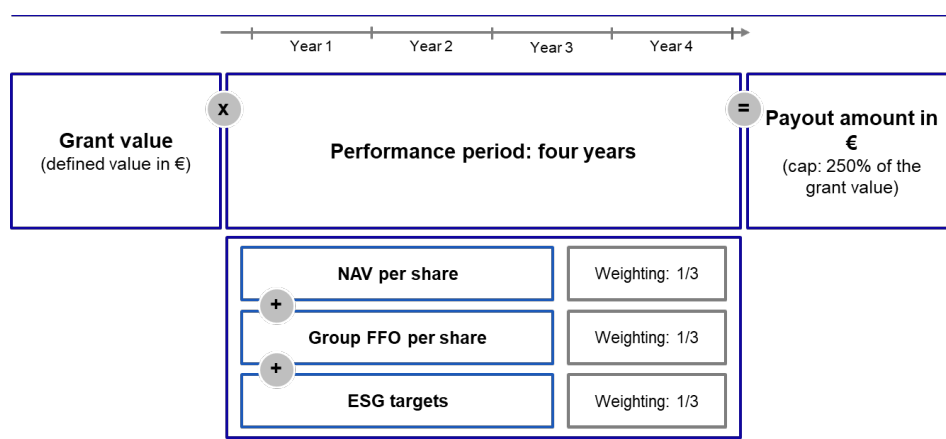
- NAV (net asset value) per share
- Group FFO (Funds from Operations) per share
- ESG target (CO₂ intensity)

These are added up and each have an equal weighting of one-third.

The financial performance criteria NAV per share and Group FFO per share create incentives for a long-term increase in the value of the company. This aligns the interests of the Management Board with those of shareholders.

In addition, target achievement is also determined on the basis of sustainability criteria (ESG targets). Setting ESG targets allows the company to take the interests of other stakeholders into account.

The LTI mechanism is summarized in the figure below:



All performance criteria are equally underpinned by ambitious target achievement curves, whose possible target achievement levels cover a range of between 0% to 250%. The Supervisory Board defines a target value for each performance criterion at the start of each performance period, where the target achievement level comes to 100%. In addition, a minimum and maximum value are defined. If the value actually achieved is equal to the minimum value, the target achievement level comes to 50% and if it is below it, the target achievement level comes to 0%. Where the value is equal to the maximum value, the target achievement level is limited to 250%. The target achievement level is interpolated on a straight-line basis between the above-mentioned values.

At the end of the relevant performance period, an overall target achievement level is defined based on the individual target achievement levels and their respective weightings. The LTI payout amount cannot exceed 250% of the grant value for the LTI tranche concerned ("cap").

In line with recommendation G. 11 sentence 1 GCGC 2022, the Supervisory Board has the possibility to account for extraordinary developments to an appropriate extent to maintain or restore the original value ratios.

The payout for each performance period is made as part of the next possible payroll run following adoption of the company's annual financial statements after the end of the performance period concerned, but by no later than December 31 of the fiscal year following the end of the performance period.

2023 LTI Tranche Performance Criteria

NAV per share

The first financial performance criterion, NAV per share, is one of the main management indicators for Deutsche Wohnen SE. It reflects the value of the property assets and the modernization and new construction measures and is therefore a decisive factor in the company's performance. To calculate the NAV per share, deferred taxes on investment properties are added to the equity attributable to Deutsche Wohnen's shareholders before deducting the fair value of derivative financial instruments, goodwill and intangible assets. The NAV calculated in accordance with this criteria is divided by the number of shares as of the reporting date (reporting date value NAV to reporting date value shares – non-diluted).

Group FFO per share

The Group FFO is also highly relevant to the management of Deutsche Wohnen SE. Apart from the importance of strong annual operational earnings power, creating incentives for a sustained and long-term increase in income is impactful. Therefore, the performance criterion Group FFO per share is included in the LTI. The focus in the four-year performance considerations is on the long-term development of the Group FFO.

ESG

In addition to the financial targets, the payout from the LTI is also calculated on the basis of non-financial performance criteria in the form of ESG targets. This ensures that other significant non-financial targets – which are key components of the corporate philosophy – are given appropriate consideration. ESG targets generally refer to environmental, social and governance matters and are of fundamental importance for Deutsche Wohnen SE's long-term, sustainable growth. The consideration of ESG targets takes account of input factors for sustainable corporate development.

The ESG targets are set by the Supervisory Board at the start of each performance period. They can vary from performance period to performance period in order to allow more targeted incentives to be set. Particular attention is paid to strategy relevance, transparency and measurability when setting the targets. At the beginning of the 2023 fiscal year, the Supervisory Board set the CO₂ intensity of the real estate portfolio as the ESG target for the 2023–2026 tranche.

Target achievement is measured as follows based on the growth rate of the two financial performance criteria and the non-financial ESG target (CAGR) for the period from 2023 to 2026:

KPI	Minimum value (50%)	Target value (100%)	Maximum value (250%)
NAV per share (Weighting 1/3)	€ 46.17	€ 56.18	€ 63.07
Group FFO per share (Weighting 1/3)	€ 1.25	€ 1.42	€ 1.69
CO ₂ intensity (Weighting 1/3)	- 1.4%	- 2.0%	- 3.7%

The actual values and resulting target achievement levels will be published at the end of the performance period of the 2023 LTI tranche as of December 31, 2026, in the remuneration report for 2026.

6. Reclaim (Clawback) and Reduction (Malus) of Performance-related Remuneration

The contracts of employment of Management Board members of Deutsche Wohnen SE include malus and clawback provisions that provide for a reduction (malus) or reclaim (clawback) of variable remuneration components at the reasonable discretion of the Supervisory Board. This option exists if a Management Board member demonstrably breaches his or her duties to an extent that is conducive to a legally binding termination for cause or demonstrably breaches his or her material due diligence requirements under Section 93 of the German Stock Corporation Act (AktG) either intentionally or through gross negligence.

If variable remuneration components are determined or paid out based on erroneous data, e.g., erroneous consolidated financial statements, the Supervisory Board may correct the determined variable remuneration components and/or claw back remuneration components already paid out.

A clawback or reduction is possible in the abovementioned cases before the end of a year after payout of the variable remuneration component. The reduction or clawback is generally implemented for the year in which the breach of duty was committed.

Any and all liability for damages on the part of the Management Board member vis-a-vis the company remains unaffected by the malus and clawback provisions. In the 2023 fiscal year, the Supervisory Board did not receive any reports or pick up on any other indications justifying the application of malus or clawback regulations. Due to this, there was no clawback or reduction in performance-related remuneration for the Management Board members by the Supervisory Board of Deutsche Wohnen SE in the 2023 fiscal year.

7. Information About Payments in the Event of Withdrawal From the Management Board

7.1 Severance Pay

If Management Board contracts contain provisions on severance pay, these are restricted to an entitlement to severance pay in the event of revocation of the appointment and a resultant early termination of the Management Board member's contract of employment. In line with the recommendations set out in the German Corporate Governance Code (GCGC), this is then limited in terms of amount to two annual total compensation payments (i.e., fixed remuneration, fringe benefits, STI and LTI) (severance pay cap) and never exceeds the remuneration for the remaining term of the contract of employment. The severance pay provided for in the contract of employment and the severance pay cap provided for in the contract of employment are calculated on the basis of the total remuneration for the last fiscal year that precedes the early termination of the Management Board activities, and also on the basis of the expected total remuneration for the current fiscal year, if applicable. In case of termination of the Management Board member's contract of employment by the company for cause, no severance pay is paid.

A new Management Board employment contract was concluded with the Management Board member Lars Urbansky with effect from June 3, 2022. The provision on severance pay set out therein states that, if the Management Board member is dismissed as a member of the company's Management Board and the contract is terminated early, the company will pay the Management Board member severance pay corresponding to two annual total compensation payments, less the payments for the notice period, but not exceeding the amount of the remuneration to which the Management Board member would be entitled until the end of the contractual term (severance pay cap).

7.2 LTI in the Event of Early Termination

If the contract of employment of a Management Board member ends due to the passage of time, death or revocation of the appointment, the LTI granted for the year in which the contract ends will be reduced on a pro rata temporis basis by 1/12 for each month that the employment ends before the end of the relevant calendar year. The other LTI tranches are not reduced. If a Management Board member's contract of employment is terminated for cause by Deutsche Wohnen SE pursuant to Section 626 (1) of the German Civil Code before the end of the performance period or if the Management Board member resigns without the company having determined good cause for this, all rights and vested rights with respect to the LTI are forfeited with immediate effect and without compensation. This does not include LTI claims that the Management Board member has whose performance period has already ended on the date when the Management Board member's contract of employment ends.

8. Provision Covering Incapacity for Work, Surviving Dependents

In the event of a temporary or permanent incapacity for work on the part of the Management Board member due to illness, the company will continue to pay the fixed remuneration for up to six months after the start of the incapacity for work; but in any case at the longest until the end of the employment relationship. The STI can be reduced and pro-rated by the Supervisory Board if the Management Board member is unable to work for more than six months in one entire fiscal year, though these months do not necessarily need to be consecutive. If the Management Board member dies, the surviving dependents can be granted a continuation of the fixed remuneration for the month in which death occurs and for the six calendar months following the month in which death occurs. The STI is to be paid and pro-rated until the end of the month in which death occurs, with the anticipated achievement of the company-related targets to be determined by the Supervisory Board at its reasonable discretion taking into account the past and expected business development in the relevant calendar year.

9. Post-contractual Non-compete Clause

The Supervisory Board may agree post-contractual non-compete clauses for a period of up to 24 months with members of the Management Board. For this period, adequate compensation to be determined on a case-by-case basis (compensation for non-competition) in accordance with the legal provisions set forth in Sections 74 et seq. of the German Commercial Code (HGB) is granted to employees. The compensation is paid out in installments at the end of the month. The Management Board member will assume statutory charges arising on this amount. If a post-contractual non-compete clause is concluded, it is agreed that any severance payments granted due to early termination of the Management Board activities will be offset against the compensation payments.

As of December 31, 2023, no post-contractual non-compete clauses had been agreed with any member of the Management Board. Ms. Konstantina Kanellopoulos, who left in the 2023 fiscal year, is also not entitled to any post-contractual non-compete clause.

10. Provisions Due to a Change of Control

No entitlements have been agreed to payments in the event of premature termination of a Management Board member's contract due to a change of control.

11. Information on Third-Party Payments

The fixed remuneration fundamentally covers all activities carried out by Management Board members on behalf of the company and its affiliated companies. This includes, more particularly, Group-internal Supervisory Board mandates. Where remuneration entitlements arise for activities outside of the Deutsche Wohnen Group, the Supervisory Board decides on a case-by-case basis whether and to what extent these entitlements are to be offset against the fixed remuneration.

The Management Board members did not receive payments from third parties for their Management Board activities at Deutsche Wohnen SE in the 2023 fiscal year.

12. Information on the Level of Management Board Remuneration in the 2023 Fiscal Year

12.1 Target Remuneration

The target total remuneration of Management Board members in office in the reporting year was set for the 2023 fiscal year as follows in their contracts of employment:

in € k	2022	2023	2022	2023
Basic remuneration	636,0	636,0	254,0	74,1
Fringe benefits	18,0	8,0	0,6	0,0
Short-term variable remuneration	318,0	318,0	128,0	37,1
Long-term variable remuneration	636,0	636,0	254,0	74,1
Total	1.608,0	1.598,0	636,6	185,3

	Olaf Weber (CFO)		Eva Weiß (CDO) since September 1, 2023	
in € k	2022	2023	2022	2023
Basic remuneration	120,0	45,4	–	15,1
Fringe benefits	2,3	0,0	–	0,0
Short-term variable remuneration	60,0	22,7	–	7,6
Long-term variable remuneration	120,0	45,4	–	15,1
Total	302,3	113,4	-	37,8

12.2 Remuneration Granted and Owed

The following tables illustrate the remuneration granted and owed to the individual active members of the Management Board including the relative shares of individual remuneration components in accordance with Section 162 (1) subsection 1 AktG. The granted and owed remuneration in the 2023 fiscal year is broken down as follows:

- > the basic remuneration paid out for the 2023 fiscal year,
- > the fringe benefits arising in the 2023 fiscal year and
- > the final STI vested for the 2023 fiscal year

To facilitate transparent reporting in the correct accounting period if possible, the disclosures are made based on a vesting-oriented interpretation. Accordingly, the STI for the 2023 fiscal year is considered granted and owed remuneration, even though it is only due to be paid out in the 2024 fiscal year. The reason for this is that the underlying payment was provided in full by the end of the 2023 fiscal year.

As already explained in the 2021 Remuneration Report, the LTI tranches granted in the fiscal years 2018 to 2021 were paid out as a lump sum in the 2021 fiscal year in view of the merger with Vonovia SE. As a result, no four-year performance period of an LTI tranche granted before the 2023 fiscal year ended as of December 31, 2023, and there is no remuneration granted or owed for an LTI tranche in the fiscal years 2022 and 2023 based on a vesting-oriented interpretation of Section 162 (1) sentence 1 AktG.

Remuneration granted and owed	Lars Urbansky CEO				Konstantina Kanellopoulos Co-CEO until August 31, 2023			
	2022		2023		2022		2023	
	in € k	in %	in € k	in %	in € k	in %	in € k	in %
Basic remuneration	636,0	62%	636,0	76%	254,0	63%	74,1	76%
Fringe benefits	18,0	2%	8,0	1%	0,6	0%	0,0	0%
Total fixed remuneration	654,0	64%	644,0	77%	254,6	63%	74,1	76%
Short-term variable remuneration	370,2	36%	196,8	23%	149,0	37%	22,9	24%
STI 2022	370,2				149,0			
STI 2023			196,8				22,9	
Total	1.024,2	100%	840,8	100%	403,6	100%	97,0	100%

	Olaf Weber CFO				Eva Weiß CDO since September 1, 2023			
	2022		2023		2022		2023	
	in € k	in %	in € k	in %	in € k	in %	in € k	in %
Basic remuneration	120,0	62%	45,4	76%	-	-	15,1	76%
Fringe benefits	2,3	1%	0,0	0%	-	-	0,0	0%
Total fixed remuneration	122,3	64%	45,4	76%	-	-	15,1	76%
Short-term variable remuneration	69,8	36%	14,1	24%	-	-	4,7	24%
STI 2022	69,8				-	-		
STI 2023			14,1		-	-	4,7	
Total	192,1	100%	59,4	100%	-	-	19,8	100%

In the 2023 fiscal year, there was no remuneration granted or owed to former Management Board members. Former Management Board members were not granted any pension commitments. As a result, there was no remuneration granted or owed in the 2023 fiscal year within this context either.

13. Compliance with Maximum Remuneration

In accordance with the first point of the second sentence of Section 87a (1) (2) (1) AktG, the Supervisory Board has set an upper limit for the total amount of all remuneration elements for Management Board activities for one year, i.e., currently consisting of the fixed remuneration, fringe benefits, short-term variable and long-term variable remuneration components (maximum remuneration). The maximum remuneration further limits the maximum achievable total remuneration (sum of the individual components with maximum target achievement). It amounts to € 5.5 million gross per annum for the Chair of the Management Board and € 3.5 million gross per annum for each of the other Management Board members. This cap relates to the total benefits promised to a Management Board member for Board-related activities for the relevant fiscal year. Payments of the long-term variable remuneration component under the applicable LTI are attributed to the year the underlying LTI tranche is awarded. Fringe benefits are stated at the value of the non-cash benefit for tax purposes. If the total benefits for a fiscal year exceed the defined maximum remuneration, the payment to be made last in each case, i.e., generally the payment determined from the LTI awarded for the fiscal year, is reduced by the excess amount. Compliance with the maximum remuneration for the 2023 fiscal year can therefore only be reported after the end of the performance period of the LTI tranche awarded in 2023. Taking into account the remuneration already granted/owed for the 2023 fiscal year (i.e., basic remuneration, fringe benefits and STI 2023, see table under 12.2) and the payment cap for the LTI 2023 (LTI cap, see 5.2.2), the total remuneration for the 2023 fiscal year cannot exceed the stipulated maximum remuneration.

III. Remuneration of the Supervisory Board in the 2023 Fiscal Year

1. Remuneration System of the Supervisory Board

The remuneration system of the Supervisory Board of Deutsche Wohnen SE was approved by the 2021 Annual General Meeting with a 99.31% majority. It is governed by Article 10 (7) of the Articles of Association and is described in the 2021 Supervisory Board remuneration system. The 2021 remuneration system is based on the statutory requirements and takes into account the recommendations and suggestions set out in the German Corporate Governance Code. The Supervisory Board remuneration system provides for the following remuneration for Supervisory Board members:

- Each Supervisory Board member receives fixed annual remuneration of € 75,000.
- The Chair of the Supervisory Board receives three times this amount and a Deputy Chair receives one-and-a-half times the amount paid to ordinary Supervisory Board members.
- Members also receive lump-sum remuneration of € 20,000 per fiscal year for membership of the Audit Committee, with the Chair of this Committee receiving € 45,000 per fiscal year.

- Members receive € 7,500 per fiscal year for membership of other Supervisory Board committees (paid per member and committee), with the Chair of the Committee in question receiving double this amount.

Supervisory Board members who are not members of the Supervisory Board or a committee for a full fiscal year, or did not chair (or act as deputy chair of) the Supervisory Board or chair a committee for a full fiscal year receive their remuneration pro rata temporis for each full calendar month or part thereof in which they performed these duties.

The sum total of all remuneration plus remuneration for membership of Supervisory Boards and comparable supervisory bodies of Group companies must not exceed an amount of € 300,000 (in each case excluding any VAT incurred) per calendar year and Supervisory Board member, regardless of the number of committee memberships and functions. The remuneration is to be paid out for the previous fiscal year after the ordinary Annual General Meeting in each case.

Via the function-based fixed remuneration, the company reimburses the Supervisory Board members for the cash expenses incurred due to the exercising of their office. The VAT incurred on their remuneration is reimbursed by the company to the extent that the Supervisory Board members are eligible to separately invoice VAT and have exercised such right. In the interests of the company, the Supervisory Board members are also included in a D&O insurance policy for executive bodies and specific managers with an appropriate level of cover, provided this can be achieved based on reasonable financial conditions. The company covers the costs of this insurance cover.

2. Remuneration of the Supervisory Board Members

The remuneration for Supervisory Board members that is granted and owed in the reporting year is as follows, with the remuneration payments for the 2023 fiscal year included based on a vesting-oriented interpretation, even though they only fall due in the next fiscal year:

Supervisory Board remuneration	2023				Total remuneration in € k
	Fixed remuneration		Committee remuneration		
	in € k	in %	in € k	in %	
Helene von Roeder (Chair)* until June 2023	-	-	-	-	-
Florian Stetter (Deputy Chair) since June 2013	112,5	80%	27,5	20%	140,0
Dr. Fabian Heß (Chair)* since June 2023	-	-	-	-	-
Peter Hohlbein since January 2022	75,0	77%	22,9	23%	97,9
Carin Coners* since June 2023	-	-	-	-	-
Christoph Schauerte* since January 2022	-	-	-	-	-
Simone Schumacher since January 2022	75,0	59%	52,5	41%	127,5

* The members seconded from Vonovia SE have waived the right to receive Supervisory Board remuneration.

IV. Comparative Presentation of the Development in the Remuneration of Management Board Members, Supervisory Board Members and the Rest of the Workforce As Well as the Company's Earnings Development

In accordance with the requirements set forth in Section 162 (1) sentence 2 point 2 AktG, the following table illustrates the development of remuneration for Management Board members, Supervisory Board members and the rest of the workforce, including the earnings development of the company since 2020. The remuneration for the Management Board and Supervisory Board relates to granted and owed remuneration in accordance with Section 162 AktG. The average trend in employee remuneration, calculated on a full-time equivalents basis, was calculated based on the contractually agreed remuneration, at the end of the year in question, for all employees with an active employment relationship with a group company at the end of the reporting year. This excludes trainees, BA students, interns, temporary staff and marginal employees. As they are not integrated from an HR perspective, employees working in the Care segment are not included. Significant structural changes in employee allocation mean that the employee remuneration paid in 2022 and 2023 is only comparable to a limited extent.

Comparative presentation	2023	2022	Change 2023/2022	Change 2022/2021	Change 2021/2020
	in € k	in € k	in %	in %	in %
Management Board members					
Lars Urbansky*	840,8	1.024,2	-18%	-53%	319%
Konstantina Kanellopoulos (until August 31, 2023)	97,0	403,6	-76%	-	-
Olaf Weber	59,4	192,1	-69%	-	-
Eva Weiß (as of September 1, 2023)	19,8		-	-	-
Supervisory Board members					
Helene von Roeder (waiver, Chair until June 2023)	0,0	247,5	-100%	-	-
Dr. Florian Stetter (Deputy Chair)	140,0	140,0	0%	30%	2%
Dr. Fabian Heß (waiver, Chair since June 2023)	0,0	102,5	-100%	-	-
Peter Hohlbein	97,9	90,0	9%	-	-
Christoph Schauer (waiver)	0,0	110,0	-100%	-	-
Catrin Coners (waiver, since June 2023)	0,0	-	-	-	-
Simone Schumacher	127,5	127,5	0%	-	-
Employees					
Total workforce	61,8	54,1	14%	3%	2%
Earnings performance					
EBITDA (adjusted) in € million	679,4	701,8	-3%	-3%	3%
EPS in €	-6,80	-1,09	> 100%	n/a	-44%
Deutsche Wohnen SE net loss/income according to HGB in € million	912,9	-313,4	n/a	n/a	218%

* The LTI tranches granted in the fiscal years 2018 to 2021 were paid out as a lump sum in the 2021 fiscal year in view of the merger with Vonovia SE.

In the 2021 fiscal year, the comparative information was based on the remuneration received. As of the 2022 fiscal year, the decision was made, in the interests of reporting information that is transparent and relates to the greatest possible extent to the accounting period concerned, to switch to an analysis of the remuneration granted and owed in line with a vesting-oriented interpretation. The figures were not adjusted retroactively.

Independent Auditor's Report

To Deutsche Wohnen SE, Berlin

REPORT ON THE AUDIT OF THE REMUNERATION REPORT

We have audited the remuneration report of Deutsche Wohnen SE, Berlin, for the financial year from January 1 to December 31, 2023 including the related disclosures, which was prepared to comply with Section 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of Deutsche Wohnen SE are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of Section 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of the remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from January 1 to December 31, 2023 including the related disclosures, complies in all material respects with the accounting provisions of Section 162 AktG.

Reference to an Other Matter – Formal Audit of the Remuneration Report according to Section 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by Section 162 (3) AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by Section 162 (1) and (2) AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with Deutsche Wohnen SE. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. Section 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Berlin, March 18, 2024

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Michael Preiß
Wirtschaftsprüfer

Dr. Frederik Mielke
Wirtschaftsprüfer
