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Scout24 AG

Interim Results Q3 2015 Conference Call

November 11, 2015

SCOUT 24



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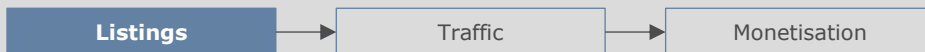
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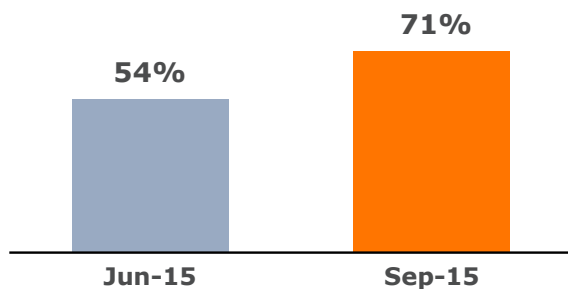
- ✓ **Exceptionally strong Q3 performance with record revenue and profitability levels**
 - Core revenue growth of 16%
 - Core O.O. EBITDA⁽¹⁾ growth of 32% resulting in significant profitability uplift
 - Robust cash flow generation with 89% cash conversion⁽²⁾
- ✓ **Strategic shift and focus on 2 core businesses already paying off**
 - Growth reaccelerating
 - Highly successful conclusion for IS24's membership migration first cycle
 - Continued momentum within AS24's core markets
 - OneScout24 delivers early tangible benefits
- ✓ **Successful IPO strengthens our financial position, equity base and will support growth**

(1) Ordinary operating (O.O.) EBITDA represents EBITDA adjusted for non-operating and special effects, ordinary operating EBITDA margin of a segment is defined as ordinary operating EBITDA as a percentage of external segment revenues.

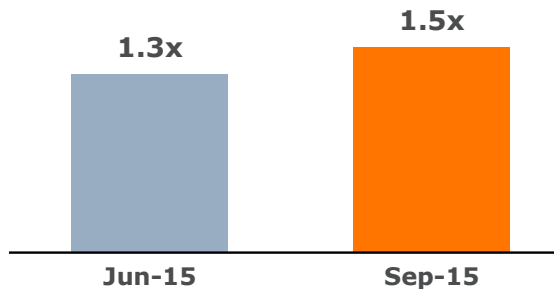
(2) Cash conversion is defined as (O.O. EBITDA less Capital Expenditure) / O.O. EBITDA.



Membership migration process¹



Relative listings position to #2 competitor



1st membership migration cycle concluded successfully

- c. 71% core agents targeted for migration already on the new plan
- c. 90% of listings are professional

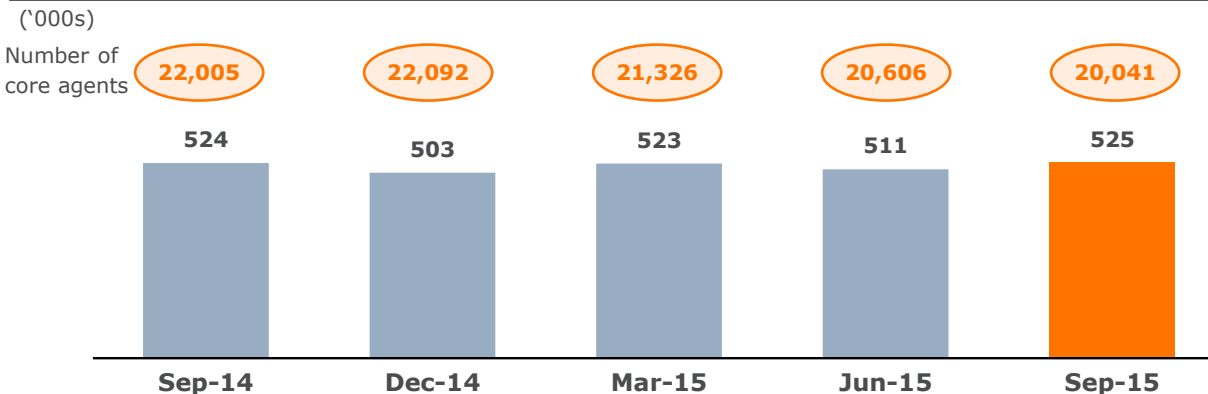
Total listings stable despite reduced core agent base

- Some pressure on professional rental listings since May 2015 due to the introduction of Bestseller-prinzip but IS24 faring better than the market

IWH merger has had no impact on IS24

- **IS24 has further solidified its leadership position**

Listings evolution

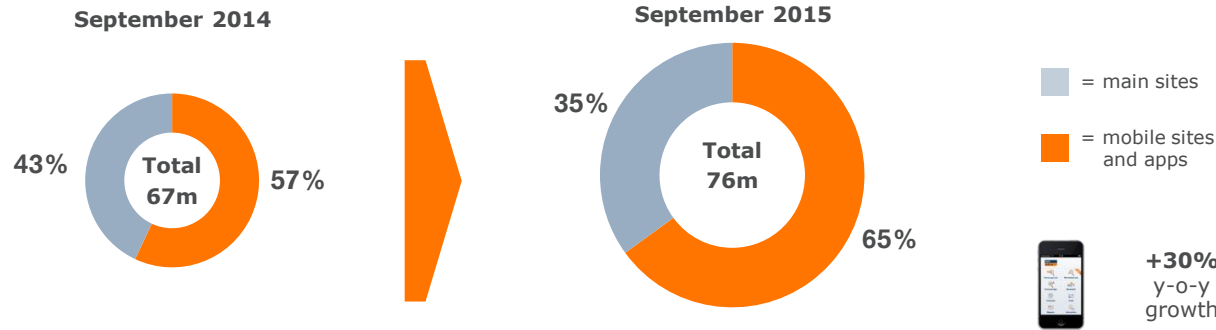


1. Among the approximately 90% of core agents that are targeted for migration to the membership model.



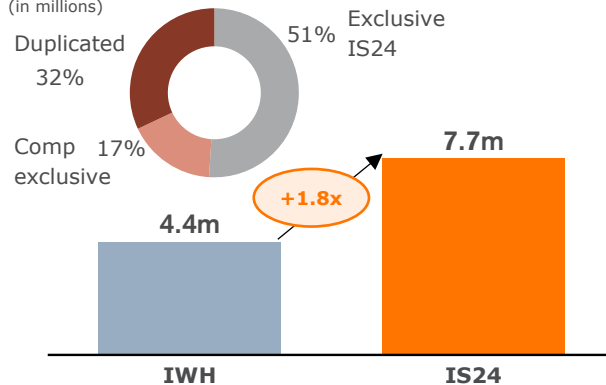
Traffic Evolution¹

(visits in millions)



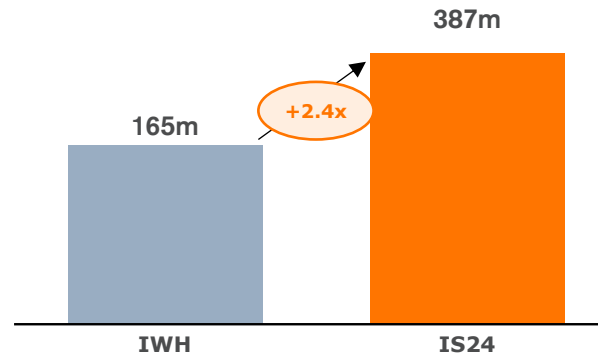
Unique Visitors (Sep-15)²

(in millions)



Time Spent (Sep-15)²

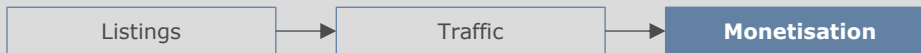
(in minutes)



Highlights

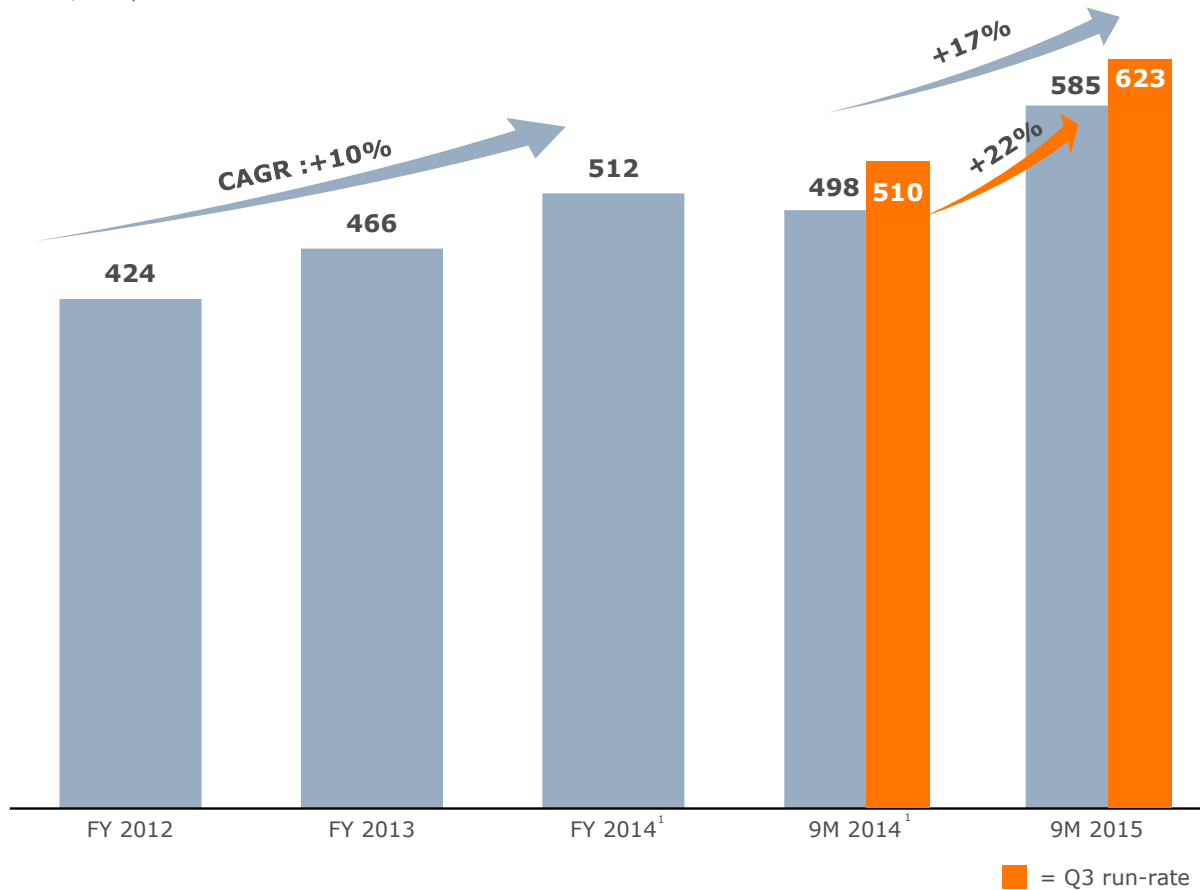
- Record traffic levels with c.76m visits/month through desktop, mobile, tablet or Smart-TV
- We are truly **mobile-first**
 - 65% of total traffic comes from smartphones and tablets – truly best-in-class
 - Mobile traffic continues to grow strongly at 30% yoy
 - c. 11.7m apps downloaded to date
- IS24 is the definitive consumer tool for property search** with:
 - Access to 83% of the total audience, of which 51% is exclusive (desktop only)
 - Strong engagement with a 70% audience share³

1. Management estimates, based on visits to the IS24 platform from mobile devices, mobile and all IS24 applications as measured by own traffic monitor
 2. based on Unique Monthly Visitors ("UMV") for traffic and total time spent for engagement, comScore MMX September 2015 (desktop only for traffic and desktop and mobile for engagement), management estimates
 3. share based on total time spent within Germany competitor set for online property classifieds which includes IS24, Immonet and Immowelt



ARPU Evolution

(ARPU in €/month)

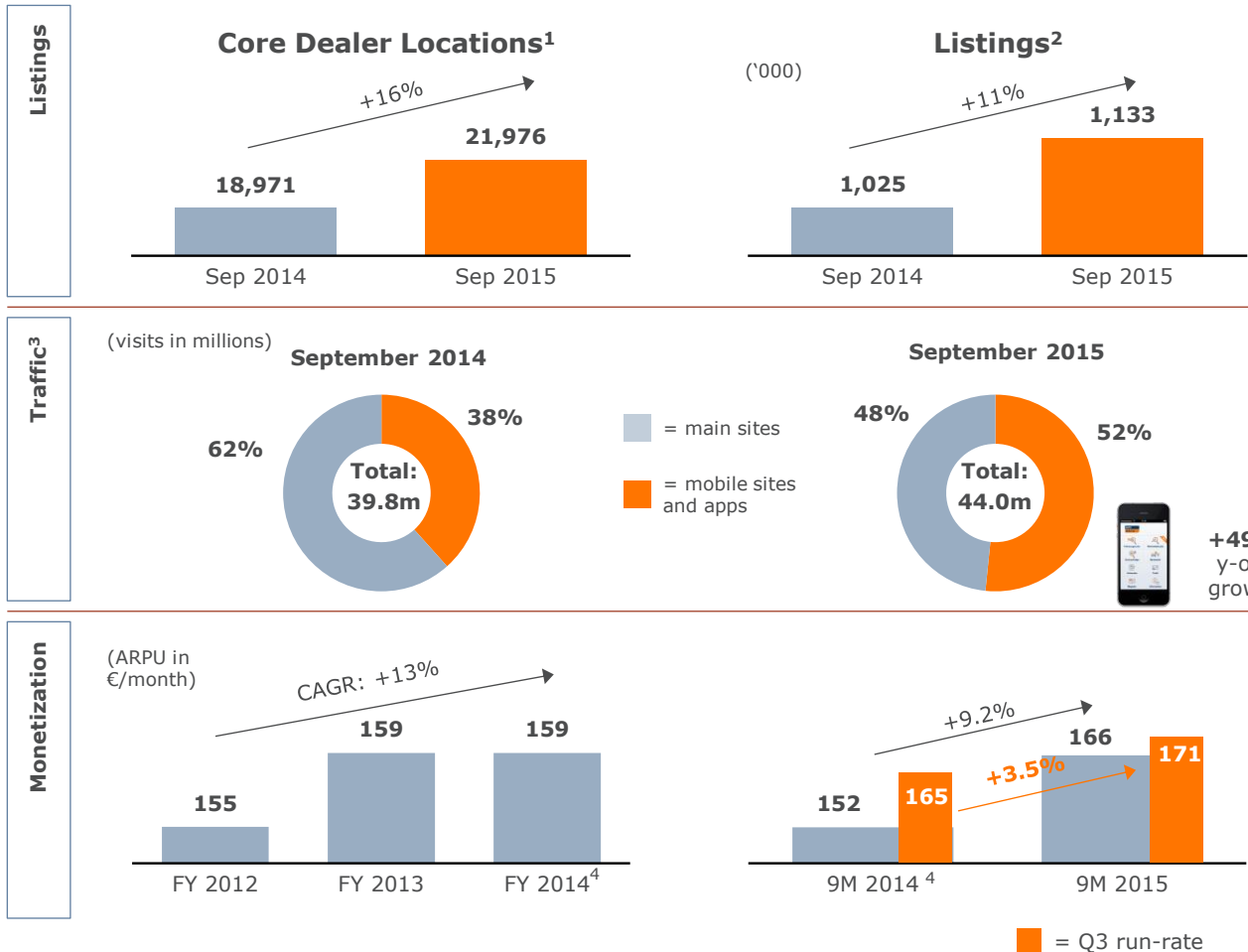


Highlights

- **Significant ARPU acceleration** and well on track to meet full year target
 - Run-rate of ARPU in Q3 2015 of €623 represents **+22% yoy growth rate**
- Ongoing migration to new membership model and mix effects are key drivers

1. **IMPORTANT NOTE:** Given the Group's complex financial history, to facilitate year-over-year comparison and to better represent the business trends and situation of Scout24, additional, voluntary disclosure has been provided for the nine-month period ended September 30, 2014. These figures represent the sum of financials from the audited consolidated financial statements of Scout24 Holding GmbH for the short financial year from January 1, 2014 until March 31, 2014 and the segment information for the period of April 1, 2014 to September 30, 2014 in the unaudited interim consolidated financial statements of Asa NewCo GmbH as of and for the six-month period ended June 30, 2015. Full Year 2014 figures represent the sum of financials from the audited consolidated financial statements of Scout24 Holding GmbH for the short financial year from January 1, 2014 until March 31, 2014 and the consolidated financial statements of Asa NewCo GmbH for the period of April 1, 2014 to December 31, 2014.

Focus on Germany – closing the gap to mobile.de



Highlights

- Strong momentum continuing
- Rapid expansion of dealer base** on the back of new sales approach
- Improved consumer experience with listings gap to market leader now 0.93x versus 0.83x a year ago
- Enhanced audience reach with
 - Strong **+11% traffic growth**
 - 52% mobile traffic share**, up from 38% a year ago

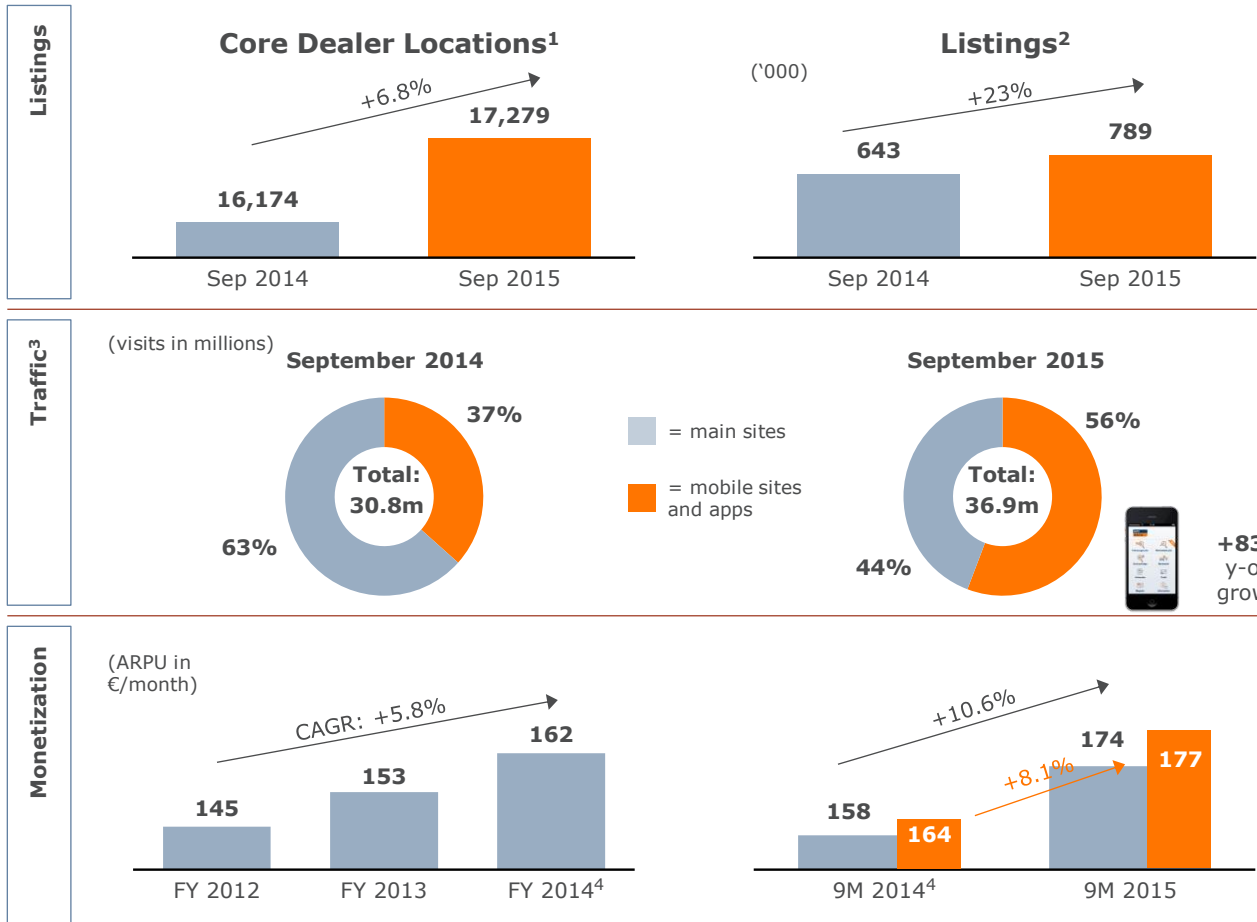
1. Management estimates, based on internal data

2. Autobiz, September 2015

3. Management estimates, based on visits to the AS24 platform from mobile devices, mobile and all IS24 applications as measured by own traffic monitor

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Focus on Italy & Benelux – cementing our leadership positions



Highlights

- **Strong momentum on listings inventory growth**
 - +31%** Listings growth
1.3x vs. #2 (1.0x a year ago)
 - +12%** Listings growth
1.1x vs. #2 (1.0x a year ago)
 - +21%** Listings growth
1.4x vs. #2 (1.4x a year ago)
- **Record traffic levels across all geographies, mirroring enhanced inventory positions**
- **Healthy ARPU growth due to price increases, reflecting monetization potential from stronger market positions**

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2. Autobiz, September 2015

3. Management estimates, based on visits to the AS24 platform from mobile devices, mobile and all IS24 applications as measured by own traffic monitor

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■ = Q3 run-rate

Financial Review



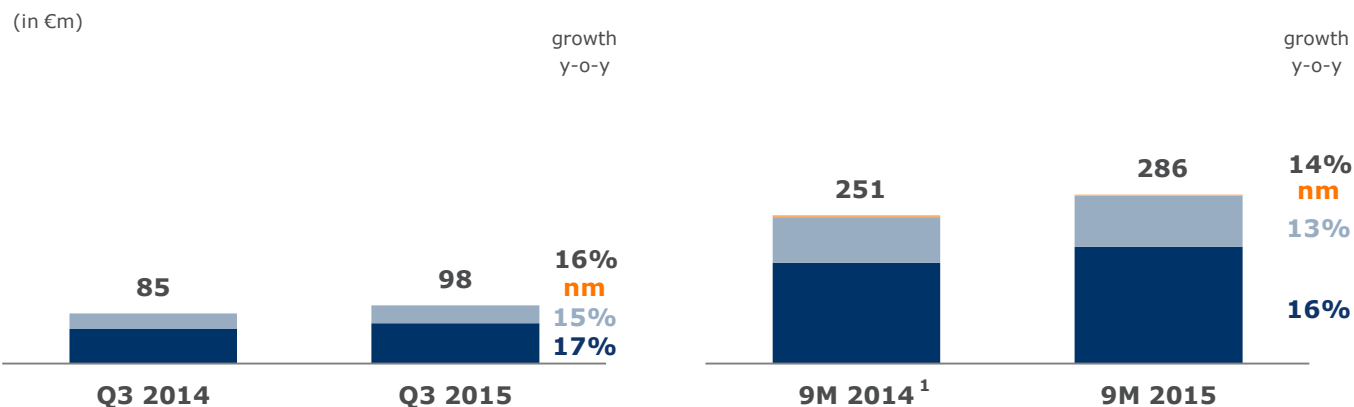
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Strong Growth with Increasing Profitability

SCOUT 24

Group Core Operations Revenue and EBITDA

Core external revenues



Key highlights

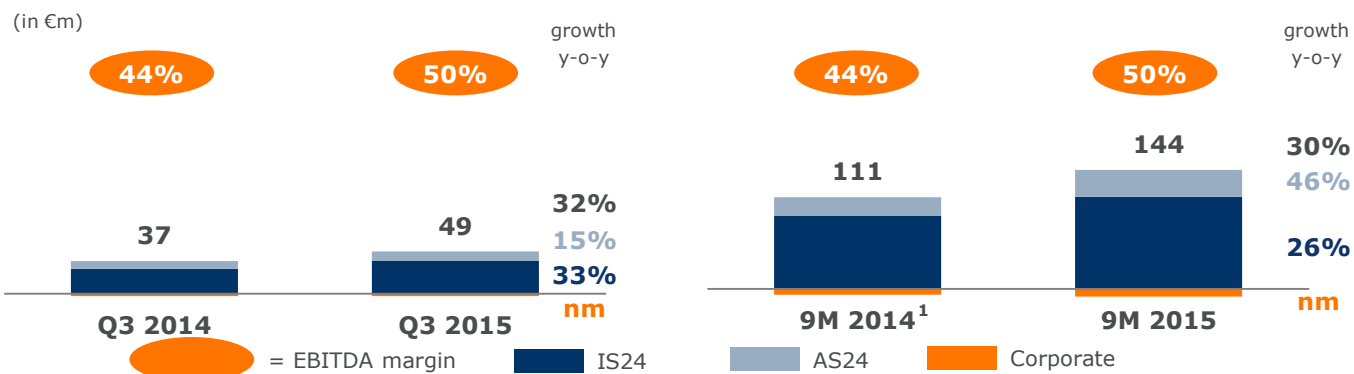
IS24

- Strong revenue growth driven by ARPU expansion
- Additional increase driven by first-time consolidation of Flowfact since November 2014

AS24

- Top-line driven by strong growth in Germany dealers
- Robust monetization in Germany and strong increase in Italy/Benelux driven by MIA product rollout

Core O.O. EBITDA



Key highlights

IS24

- Strong increase in profitability driven by operating leverage, marketing spend efficiency and benefits from start of capitalization of development cost

AS24

- Increase driven by full impact of cost optimization programme and ongoing operating leverage

Note: "nm" denotes not meaningful.

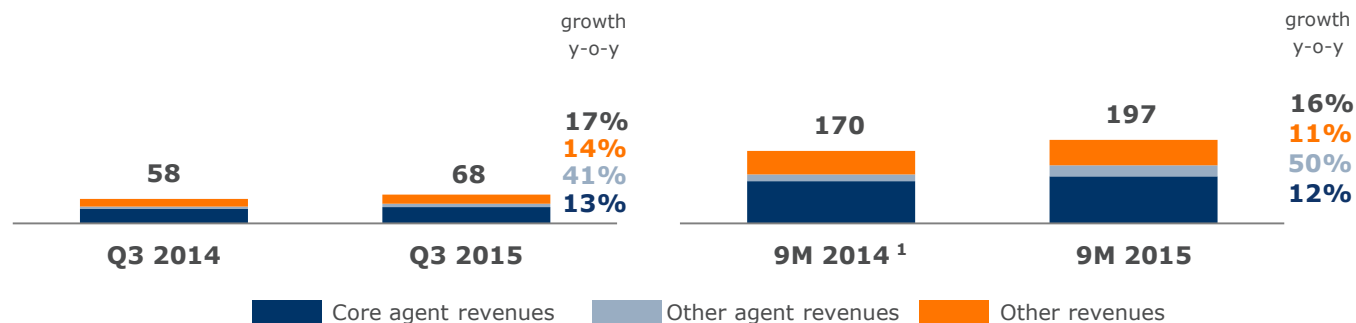
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IS24: Platform for Continued Growth

SCOUT 24

External revenues

(in €m)



Key highlights

Core Agent revenues

- Accelerating ARPU growth driven by the successful roll-out of the membership model
- ARPU increase offsetting core agent decrease which was driven by shift to pay-per-ad model, going out of business, and agent churn

Other Agent revenues

- Flowfact adding €9m of revenues in 9M 2015 (€3.0m in Q3 2015)

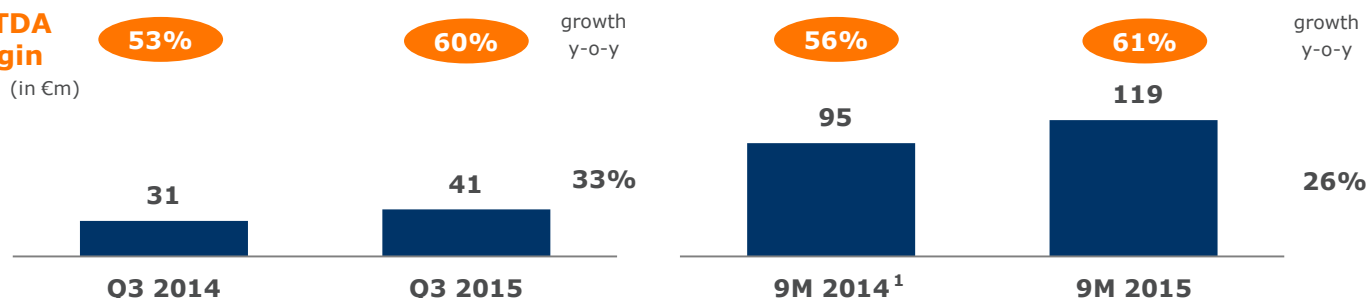
Other revenues

- Increase reflecting consumer monetization initiatives and stable private listings revenues

O.O. EBITDA

EBITDA margin

(in €m)



Key highlights

- Margin expansion driven by rightsizing of costs and strong top-line performance
- Increased efficiency of marketing spend
- Capitalization of development costs added €6m in 9M 2015 (or €2m in Q3 2015) vs €1m in 2014

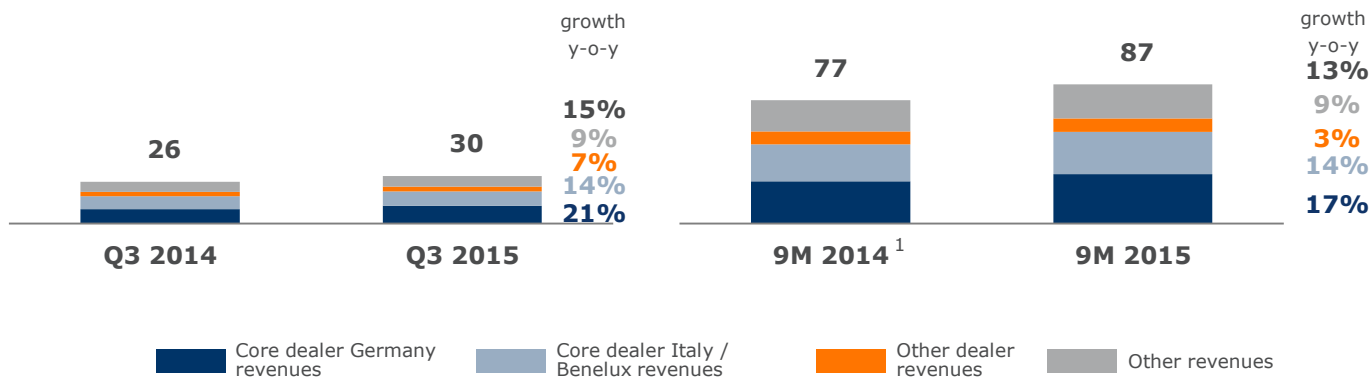
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AS24: Clear Margin Upside and Growth Potential

SCOUT 24

External revenues

(in €m)



Key highlights

Core Dealer revenues

- Rapid expansion of dealer base in Germany on the back of new sales approach
- Balanced mix of dealer and ARPU growth in Italy / Benelux drives continued monetization
- Accelerating revenue growth since H1 2015 driven by MIA roll-out

Other Dealer revenues

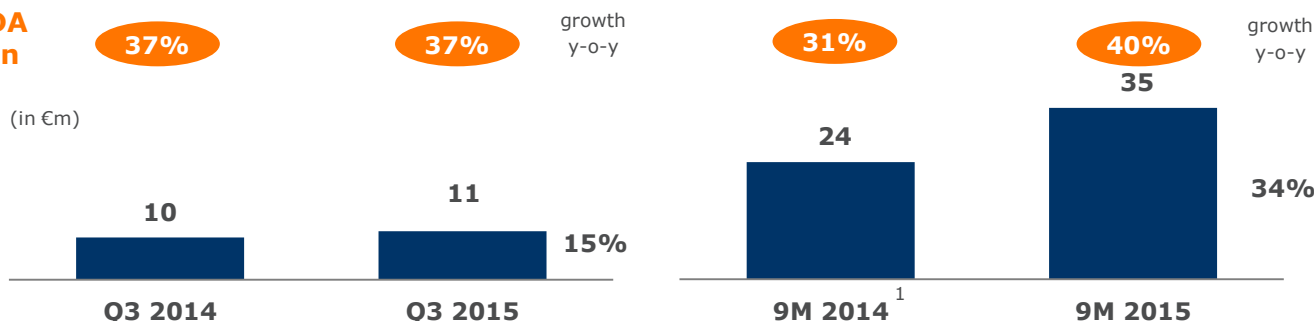
- Easyautosale adding €0.9m of revenues since consolidation in April 2015 (€0.5m in Q3 2015)

Other revenues

- Adsales with solid growth

O.O. EBITDA

EBITDA margin



Key highlights

- First 9 months fully reflect benefits of cost optimization programme
- Marketing investments to push traffic position in Germany started in Q3 2015 and will intensify during Q4 2015

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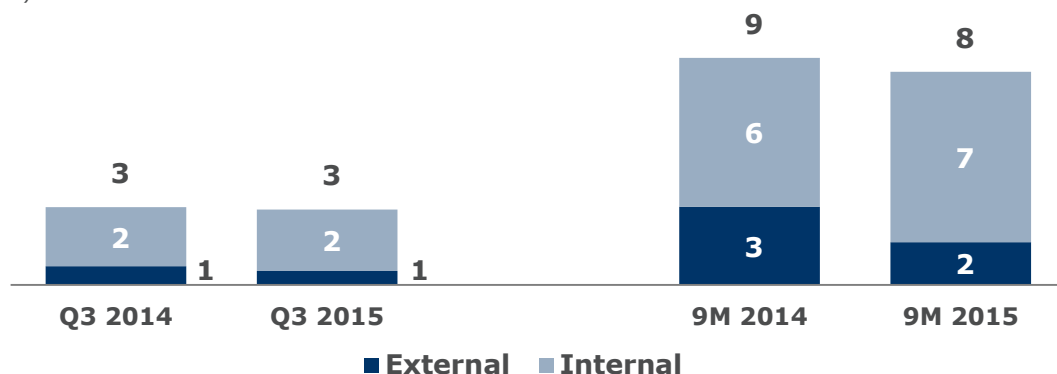
Corporate – Revenue & EBITDA

SCOUT 24

Ordinary operating EBITDA mainly reflecting cost for holding activities

Total Corporate Revenues

(in €m)



O.O. EBITDA

(in €m)



Key highlights

- Decrease in external revenues mainly due to discontinuation of online marketing services to DT
- Internal revenues comprise mainly recharges for shared services to as well as the management fee charged by Corporate to IS24 and AS24 since Q2 2014 only
- Increased cost base relates to set-up of Asa NewCo/AG structures during second half of 2014
- Corporate O.O. EBITDA includes reconciliation adjustments relating to management fee recharged to IS24 and AS24 below the O.O. EBITDA line, as follows:
 - 9M 2015: €(3.6)m (Q3: €(1.3)m)
 - 9M 2014: €(1.9)m (Q3: €(1.1)m)

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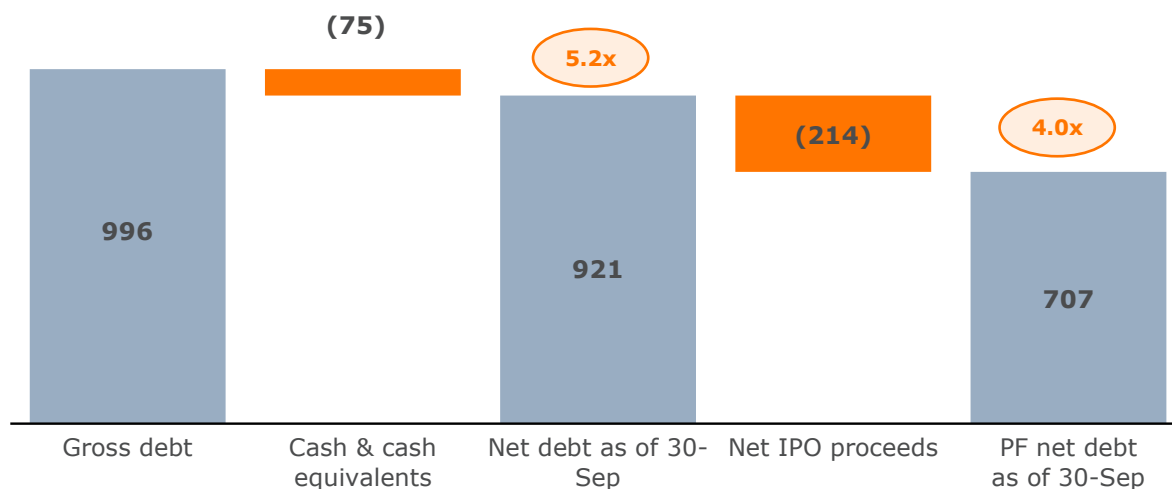
Below EBITDA Items

P&L		Comments	
(€ million)		Q3 2015	9M 2015
O.O. EBITDA		49	145
O.O. EBITDA NRI		(8)	(19)
Reported EBITDA		41	126
D&A		(4)	(11)
PPA Effect	D&A on PPA items	(12)	(37)
EBIT		25	78
Results Equity Method	Results Equity Method (incl. Value Adjustments)	0	21
Interest	Finance Income	0	3
	Finance Costs	(12)	(34)
Profit before Income Taxes		13	68
Taxes	Taxes on Income	(4)	(20)
Profit		9	48

- 9M 2015 include €5.4m of IPO-related costs, remainder mainly relating to restructuring started in 2014
- Gain from sale of stake in Property Guru
- Post refinancing cash interest of EURIBOR + 4.25% spread on nominal value of debt of €995m
- P&L finance costs include amortization of capitalized financing fees: regular amortization of €2.1m and additional one-off amortization of capitalized financing fees (Facility D) of €3.4m of for 9M 2015
- Low effective tax rate due to tax free nature of gain from Property Guru stake sale

Current Debt (Nominal Value) & Terms

Tranche	Sep-2015	Coupon		
	Amount (€m)	Reference	Spread	Maturity
Term Loan B	595	EURIBOR ¹	4.25%	12-Feb-21
Term Loan C	400	EURIBOR ¹	4.25%	15-Apr-22
Revolver (€45.6m committed)	0	EURIBOR	4.25%	12-Feb-20
Other loans (FlowFact, Stuffle)	1			
Total Debt (Nominal Value)	996			
Cash & Cash Equivalents	75			
Net Nominal Value	921			



Note: LTM O.O. EBITDA of €178m as of 30 September 2015.

Comments

- Scout24 is currently rated by Moody's (B1) and S&P (B+)
- Net primary IPO proceeds of €214m were used to pay down debt
- As business de-levers over time, margin ratchet will reduce interest expense further

Margin ratchet thresholds

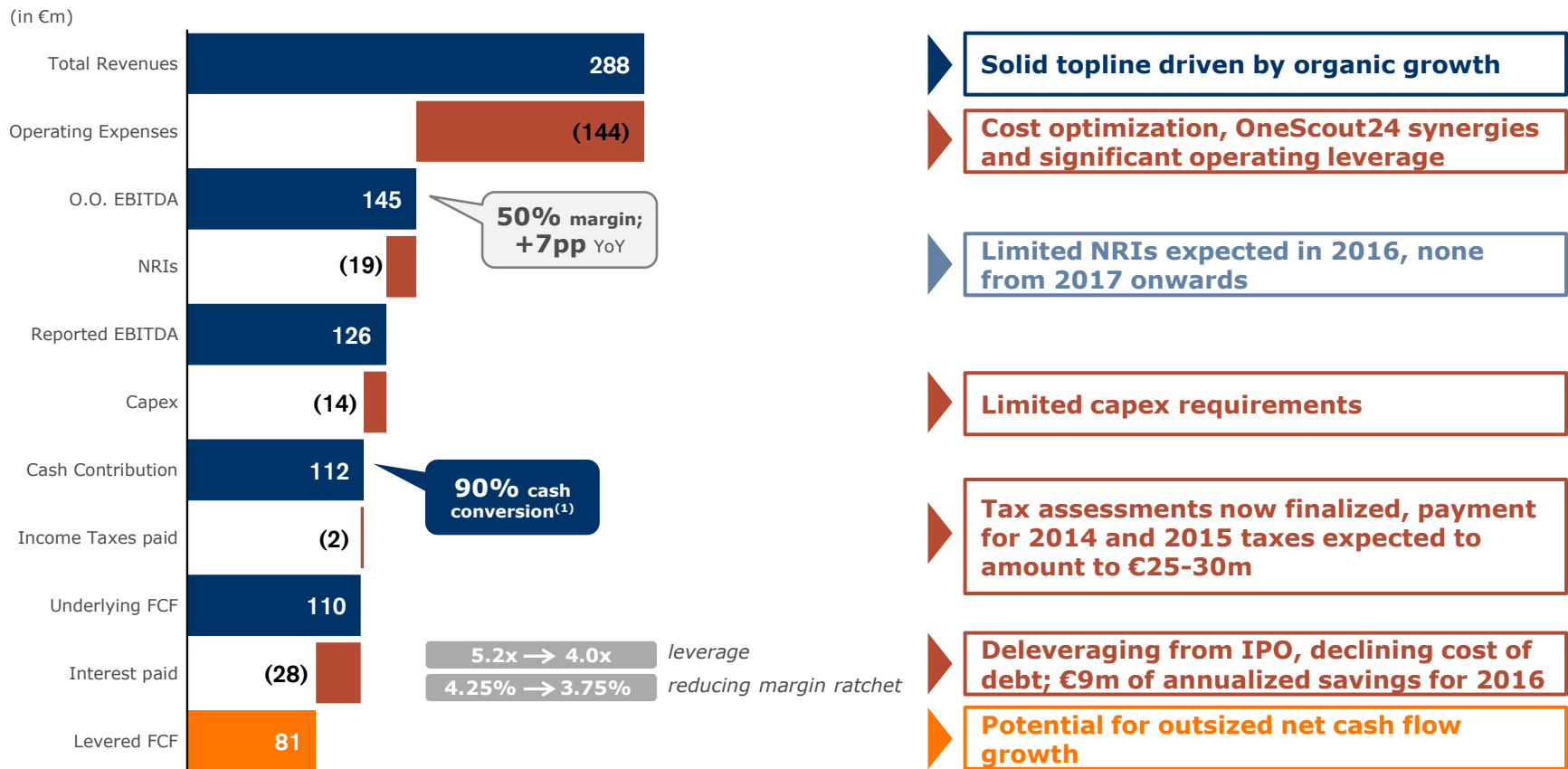
Leverage (Net Debt/EBITDA)	Margin
>4.00x	4.25%
>3.50x	3.75%
>2.75x	3.50%
<2.75x	3.25%

- Leverage test on a quarterly basis with new spread applicable 45 days post quarter end

Recap: Significant Cash Flow Opportunity

SCOUT 24

Revenue to Free Cash Flow Bridge (9M 2015)



(1) Cash conversion is defined as (O.O. EBITDA less Capital Expenditure) / O.O. EBITDA .

» **Performance** for the first 9 months has been **in line with our expectations** and the 2015 full year guidance provided

» Specifically for full year 2015:

- On topline, we expect an equally strong fourth quarter, resulting in **full year external revenues around the €390m mark**
- On profitability, we expect **O.O. EBITDA margins between 47.5%-49.0%**, below the 9-month run rate due to the delayed phasing of certain cost items

» Compared to last year, we have a stronger team, better products and lots of opportunities

» We are well positioned for **long term growth**

» **We are fully on track**

Q&A

Im Angebot
für 180.000 €

Miete
12 € / m²

Verkauft für
215.000 €

SCOUT 24

Appendix



SCOUT 24

Additional Voluntary Disclosure

SCOUT 24

9-month 2014 aggregated financials reconciliation

(€m)		S24 Holding 01/01/14 - 31/03/14	+	Asa NewCo 01/04/14 - 30/09/14	=	Aggregated 01/01/14 - 30/09/14	Scout24 AG 01/01/15 - 30/09/15	YoY % Change
Revenue	IS24	55.7		114.4		170.1	197.0	15.8%
	AS24	24.6		52.8		77.4	87.4	12.9%
	Corporate	1.4		1.6		3.0	1.7	
	Core operations	81.7		168.9		250.6	286.0	14.1%
	FRS24/other	8.2		13.5		21.7	2.4	
	reconciling items	(7.4)		(12.0)		(19.4)	0.0	
	Group	82.5		170.4		252.9	288.4	14.0%
O.O. EBITDA	IS24	30.3		64.3		94.6	119.2	26.0%
	AS24	5.1		18.7		23.8	34.9	46.6%
	Corporate	(1.5)		(4.2)		(5.7)	(6.4)	
	Management fee reconciliation	n/a		(1.9)		(1.9)	(3.6)	
	Core operations	34.0		76.9		110.9	144.1	29.9%
	FRS24/other	0.2		0.8		1.0	0.7	
	reconciling items	(0.9)		(1.4)		(2.3)	(0.1)	
Group	33.3		76.3		109.6	144.6	31.9%	

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Income Statement

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(€m)	01/04/14 – 31/12/14	01/01/15 – 30/09/15
Revenues	262.9	288.4
COGS	(40.2)	(31.4)
Gross Profit	222.6	(257.0)
IT and product service costs	(35.0)	(36.2)
Distribution and marketing costs	(99.8)	(94.4)
Administrative expenses	(80.7)	(53.3)
Other operating income	1.6	4.8
Other operating expenses	(0.1)	(0.0)
Operating profit	8.6	77.8
Results from investments accounted for using the equity method	(1.9)	(0.8)
Profit from disposal of investments accounted for using the equity method	0.0	22.1
Finance income	0.5	3.3
Finance costs	(29.6)	(34.4)
Profit/(Loss) before income taxes	(22.5)	68.0
Taxes on income	1.3	(19.8)
Profit/(Loss) from continuing operations	(21.2)	48.2
Profit from discontinued operations	1.0	0.0
Profit/(Loss) for the period	(20.2)	48.2

Balance Sheet

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(€m)	31/12/14	30/09/15
Current assets	67.7	123.0
Cash and cash equivalents	21.4	74.8
Trade receivables	35.1	34.0
Income tax receivables	0.5	0.2
Other assets	8.8	9.4
Financial assets	1.9	4.6
Non-current assets	2,127.4	2,061.6
Intangible assets	2,060.7	2,040.7
Property, plant and equipment	17.1	13.7
Investments accounted for using the equity method	38.2	1.6
Deferred tax assets	6.2	3.3
Other assets	1.9	1.6
Financial assets	3.3	0.6
Total assets	2,195.1	2,184.6
Current liabilities	90.2	107.9
Trade payables	32.4	28.3
Financial liabilities	1.8	4.1
Income tax liabilities	15.0	37.5
Other liabilities and provisions	41.0	38.1
Non-current liabilities	1,044.7	1,379.7
Financial liabilities	636.6	977.4
Income tax liabilities	0.0	0.1
Deferred tax liabilities	402.6	396.9
Other liabilities and provisions	5.5	5.3
Equity	1,060.2	696.9
Subscribed capital	2.0	107.6
Capital reserve	304.1	208.4
Other components of equity	800.0	800.0
Retained earnings	(48.2)	(421.0)
Other reserves	1.0	1.1
Non-controlling interests	1.3	0.8
Total liabilities & equity	2,195.1	2,184.6

Note: In the cash flow statement, cash and cash equivalents includes cash and cash equivalents reported in the balance sheet as well as cash and cash equivalents of non-current assets held for sale.

Cash Flow Statement

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(€m)	01/04/14–31/12/14	01/01/15–30/09/15
Profit for the year	(21.2)	48.2
Depreciation, amortization and impairments of intangible assets, and property, plant and equipment	50.1	47.9
Income tax expense/(income)	(1.3)	19.8
Interest expense/(income)	26.1	33.4
Other financial result	3.1	(2.3)
Results from investments accounted for using the equity method	1.9	0.8
Profit from the disposal of investments accounted for using the equity method	0.0	(22.1)
Result from disposal of subsidiaries	(0.1)	0.0
Result from disposals of intangible assets and property, plant and equipment	0.1	(0.0)
Other non-cash transactions	2.8	(2.3)
Changes in assets not attributable to investing or financing activities	0.2	1.4
Changes in equity and liabilities not attributable to investing or financing activities	2.3	(2.9)
Changes in provisions	2.3	(5.6)
Income taxes paid	(1.1)	(2.0)
Results from discontinued operations	1.0	0.0
Net cash generated from operating activities	66.1	114.3
Purchases of intangible assets and property, plant and equipment	(12.0)	(13.5)
Purchases/repayment of financial assets	(1.8)	2.7
Proceeds from disposals of intangible assets and property, plant and equipment	0.1	0.1
Cash paid for business combinations less cash acquired	(41.1)	(9.4)
Proceeds from disposal of shares in subsidiaries	0.0	57.8
Proceeds from the sale of discontinued operations	16.0	1.7
Interest received / Others	0.1	(0.1)
Net cash used in investing activities of continuing operations	(38.6)	39.2
Proceeds from short-term financial liabilities	0.0	0.0
Repayment of short-term financial liabilities including lease liabilities	(0.9)	(0.3)
Proceeds from long-term financial liabilities	0.0	400.0
Repayment of long-term financial liabilities	(10.0)	(50.0)
Transaction costs relating to financing contracts	0.0	(7.7)
Interest paid	(25.2)	(28.2)
Dividends paid	(1.4)	(421.6)
Payments for acquisition of derivative financial instrument	(0.9)	(0.1)
Proceeds from capital increases less transaction costs	0.0	7.6
Net cash used in financing activities	(38.4)	(100.2)
Exchange gains/losses on cash and cash equivalents	0.0	0.1
Net (decrease)/increase in cash and cash equivalents	(10.8)	53.4
Cash and cash equivalents at the beginning of the year	32.2	21.4
Cash and cash equivalents at the end of the year	21.4	74.8

Note: In the cash flow statement, cash and cash equivalents includes cash and cash equivalents reported in the balance sheet as well as cash and cash equivalents of non-current assets held for sale.

Investor Relations Contact



Britta Schmidt

Vice President Investor Relations & Treasury

Tel : +49 89 444 56 3278

Fax : +49 89 444 56 193278

Email : ir@scout24.com

Dingolfinger Straße 1 – 15
81673, Munich, Germany

<http://www.scout24.com/en/Investor-Relations.aspx>

Financial Calendar (expected)

Wednesday
30 March 2016

Annual Report 2015
(full year and Q4)

Wednesday
11 May 2016

Interim Report Q1 2016

June 2016

Annual General Meeting

Thursday
11 August 2016

Half yearly Report 2016
(and Q2)

Wednesday
9 November 2016

Interim Report 2016 (Nine
Months and Q3)