

## Important notes:

Pursuant to Section 14 of the company's Articles of Association, shareholders are eligible to attend the Annual General Meeting and to exercise their voting rights if they are entered in the share register at the date of the Annual General Meeting and have registered for attendance by **23 August 2019 (24:00 hrs)** with the company electronically or at the address specified below, in text form in German or English. The options for you to attend in person or for a proxy to attend the Annual General Meeting are described below.

Your request for an admission ticket with registration must have been submitted, either electronically via the password-protected internet service using the system determined by the company at

[www.scout24.com](http://www.scout24.com) under "Investor Relations" and "General Meeting"

(please keep your access data ready for this purpose which are set out on the top right of the first page of the cover letter sent to you by post or email) or by post, fax or email to the following address, in each case by **23 August 2019 (24:00 hrs)** (deadline for receipt):

**Scout24 AG**  
**c/o Better Orange IR & HV AG**  
**Haidelweg 48**  
**81241 Munich**  
**Fax: +49 (89) 889 690 655**  
**Email: [scout24@better-orange.de](mailto:scout24@better-orange.de)**

Any requests for admission tickets with registration received by Scout24 AG after 23 August 2019 cannot be considered. If you have any questions, please contact our **Annual General Meeting hotline at +49 (89) 889 690 620** from Monday to Friday (excluding public holidays) from 9:00 am to 5:00 pm.

### **1. Ordering admission tickets with registration**

You may order your personal admission ticket(s) or the admission ticket for your proxy using the **registration form (item 1)** by letter, fax or email or via the password-protected internet service using the system determined by the company, whereby you simultaneously register for attendance. You have the option to order one or two admission ticket(s) per share register entry. If you order two admission tickets, the number of shares held by you will, where possible, be allocated in equal portions to the two admission tickets. If such number cannot be divided by two, the registered shareholder will be allocated one share more. Please let us know if you prefer a different allocation. If admission tickets are ordered for joint shareholders, such tickets will always be issued in the names of all shareholders registered in the share register – unless you have provided an indication to the contrary.

### **2. Voting by post**

If you neither wish to attend the Annual General Meeting in person nor to authorise a third person or institution, you may cast your votes as postal votes using the **registration form (item 2 or, if applicable, item 5)** by post, fax or email or via the password-protected internet service using the system determined by the company. This will result in automatic registration.

### **3. Authorisation of the proxies appointed by Scout24 AG**

If you wish your votes to be represented at the Annual General Meeting by the **proxies** appointed by Scout24 AG, you may grant authorisation and issue instructions to these proxies using the **registration form (item 3)** also by letter, fax or email or via the password-protected internet service using the system determined by the company, which will result in registration. If you wish to issue **individual instructions** regarding the items on the agenda or with respect to any potential motions or nomination proposals by shareholders which do not have to be made accessible prior to the Annual General Meeting, if put forward during the Annual General Meeting, please complete the instruction table in **item 5 of the registration form**.

If any instructions are not completed correctly or are not given unambiguously, the proxies will, depending on the voting procedure, abstain from voting or not participate in voting with respect to the relevant agenda items. The proxies are bound by instructions. The company-appointed proxies will not accept any instructions to declare any objections or to submit motions or ask questions during the Annual General Meeting. See the registration form for any additional information.

### **4. Authorisation of a credit institution or shareholders' association**

If you wish your votes to be represented at the Annual General Meeting by a **credit institution** or **shareholders' association**, please complete **item 4 of the registration form** and, if applicable, issue instructions to the proxy in **item 5 of the registration form** how to exercise the voting rights. Please inquire, before granting authorisation with respect to the exercise of the voting rights from shares, whether the credit institution/shareholders' association is willing to represent your voting rights at the Annual General Meeting of Scout24 AG. In addition, certain particularities regarding the authorisation may have to be observed in this case; we therefore request you to contact the designated proxy in good time to agree the form of authorisation that may be required by such proxy. **We would like to expressly refer to the requirement of compliance with the notification thresholds under the German Securities Trading Act (*Wertpapierhandelsgesetz*) in the case of authorisation without any separate instructions.**

Please send the authorisation **directly** to the authorised credit institution/shareholders' association, allowing enough time for them to register by 23 August 2019 (24:00 hrs) (deadline for receipt) at the specified address.

### **5. Voting and instructions how to exercise voting rights**

These can be issued only in conjunction with voting by post under item 2 or proxy authorisation under item 3 or 4. See the registration form for any additional information.

Telephone number for potential queries (optional): \_\_\_\_\_/\_\_\_\_\_

# Registration form for the Annual General Meeting on 30 August 2019

Please make your selection by entering an « X » in the corresponding field. Please return your registration form **by 23 August 2019 (24:00 hrs) (deadline for receipt by us)** to Scout24 AG, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, or by fax +49 (89) 889 690 655 or by email to scout24@better-orange.de. Alternatively, you may also use the system determined by the company via the password-protected internet service at [www.scout24.com](http://www.scout24.com) under "Investor Relations" and "General Meeting". You will need your access data set out on the top right of the first page of the cover letter sent to you by post or email.

## 1. Ordering admission tickets

→ **1a**  **Ordering admission ticket(s) for registered shareholder(s)**  
My/Our shareholdings are herewith registered for the above-mentioned Annual General Meeting.  
Please issue  **1** or  **2** admission ticket(s) (please tick number as desired) in my/our name(s) and send the ticket(s) to my/our address.

→ **1b**  **Ordering admission ticket for proxy**  
My/Our shareholdings are herewith registered for the above-mentioned Annual General Meeting.  
I/We will not attend the Annual General Meeting in person and authorise the following person to exercise the voting right with disclosure of my/our name(s) in the list of participants. This authorisation also includes the right to grant sub-authorisation.

First name, name	
Street address or PO box	
Postcode, place of residence, country	

The admission ticket will be sent directly to the proxy at the above address.

**Personal details:**  
(PLEASE COMPLETE IN BLOCK LETTERS)

**Name, first name of registered shareholder:**

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**Street address or PO box:**

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**Country, postcode, place of residence:**

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**Shareholder number:**

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**Number of shares:**

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## 2. Voting by post

My/Our shareholdings are herewith registered for the above-mentioned Annual General Meeting.

→  I/We vote **with respect to all agenda items as recommended by the company's administrative bodies**, to the extent that I/we do **not vote differently under item 5**. In addition, I/we hereby acknowledge and agree to any aforementioned notes, in particular regarding items 2 and 5, with respect to voting by post.

For casting individual votes please see below →

## 3. Authorisation of the proxies appointed by Scout24 AG

My/Our shareholdings are herewith registered for the above-mentioned Annual General Meeting.

→  I/We hereby authorise the company-appointed proxies, Mr Torsten Fues and Mr Daniel Eichinger, both employees of Better Orange IR & HV AG, Munich, with business address in Munich, each individually, to exercise the voting rights at the Annual General Meeting **with respect to all agenda items as recommended by the company's administrative bodies** with disclosure of my/our name(s) in the list of participants, to the extent that I/we do **not issue any deviating instructions under item 5**. The same applies with respect to any potential motions or nomination proposals by shareholders which do not have to be made accessible prior to the Annual General Meeting and which are put forward during the Annual General Meeting, in accordance with the resolution proposals made by the company's administrative bodies, if any, submitted in this regard. This authorisation also includes the right to grant sub-authorisation. In addition, I/we hereby acknowledge and agree to any aforementioned notes, in particular regarding items 3 and 5, with respect to the manner in which the proxies, who are bound by instructions, will act. An instruction to vote in favour of a proposal made by the company's administrative bodies will at the same time be deemed an instruction to vote against any counter-motions or nomination proposals by shareholders put to the vote, to the extent that such counter-motions or proposals conflict, in whole or in part, with the proposals made by the company's administrative bodies (as published in the German Federal Gazette (*Bundesanzeiger*) on 19 July 2019). Please delete the preceding sentence if you do not wish to issue an instruction to that effect.

For issuing individual instructions please see below →

## 4. Authorisation of a credit institution or shareholders' association

My/Our shareholdings are herewith registered for the above-mentioned Annual General Meeting.

We request our shareholders to inquire, before granting authorisation with respect to the exercise of the voting rights from shares, whether the credit institution or shareholders' association is willing to represent your voting rights.

**Please send this authorisation to the credit institution or shareholders' association selected by you, allowing enough time for the authorised institution/association to register by 23 August 2019 (24:00 hrs) (deadline for receipt by us).**

→  I/We hereby authorise the credit institution/shareholders' association specified below to exercise the voting rights at the Annual General Meeting without disclosure of my/our name(s) in the list of participants. If I/we **have issued instructions under item 5**, the credit institution/shareholders' association is instructed to exercise my/our voting rights in accordance with these instructions. This authorisation also includes the right to grant sub-authorisation.

In the event that the credit institution/shareholders' association is not willing to represent my/our voting rights, I/we hereby authorise the company-appointed proxies specified in item 3 in accordance with the terms specified in item 3. The voting rights are to be exercised in accordance with the instructions issued under items 3 and 5 (**delete this paragraph as appropriate, if not desired**).

For issuing individual instructions please see below →

Bank sort code	name of the credit institution or shareholders' association
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**X**

Place, date

signature or identity of the person making the declaration (readable)

## 5. Voting and instructions

The following votes or instructions how to exercise voting rights will be **valid only** if you vote by post (**item 2 of the registration form**) or have issued a **valid authorisation** to the proxies appointed by Scout24 AG or to a credit institution or shareholders' association under **item 3 or 4 of the registration form**, as applicable.

An instruction to vote in favour of a proposal made by the company's administrative bodies will at the same time be deemed an instruction to vote against any counter-motions or nomination proposals by shareholders put to the vote, to the extent that such counter-motions or proposals conflict, in whole or in part, with the proposals made by the company's administrative bodies (as published in the German Federal Gazette on 19 July 2019), and an instruction to vote in favour of any motion proposed by shareholders will at the same time be deemed a vote against, or an instruction to vote against, any proposals by the company's administrative bodies put to the vote, to the extent that such proposals conflict, in whole or in part, with the relevant motion proposed by shareholders. Please delete the preceding sentence if you do not wish to issue an instruction to that effect.

**Personal details:**  
(PLEASE COMPLETE IN BLOCK LETTERS)

Name, first name of registered shareholder:

Street address or PO box:

Country, postcode, place of residence:

Shareholder number:

Number of shares:

Agenda item:	Yes*	No	Abstention
2. Resolution on the appropriation of unappropriated net income of Scout 24 AG for the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on formal approval of the acts ( <i>Entlastung</i> ) of the members of the Executive Board for the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on formal approval of the acts of the members of the Supervisory Board for the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the election of the auditor for the annual financial statements and the consolidated financial statements for the financial year 2019 as well as for the potential auditor's review ( <i>prüferische Durchsicht</i> ) of the condensed financial statements ( <i>verkürzter Abschluss</i> ) and the interim management report ( <i>Zwischenlagebericht</i> ) during the financial years 2019 and 2020 and for the potential auditor's review of additional interim financial information for the financial years 2019 and 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the election of new members to the Supervisory Board			
a) Mr Mathias Hedlund	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Mr André Schwämmlein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Mr Frank H. Lutz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on inter-company agreements			
a) Resolution on approving the profit and loss transfer agreement with Consumer First Services GmbH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Resolution on approving amendments to existing profit and loss transfer agreements			
1) Amendment agreement to the profit and loss transfer agreement which was concluded between Scout24 AG, as legal successor to Scout24 Holding GmbH, and Immobilien Scout GmbH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2) Amendment agreement to the profit and loss transfer agreement which was concluded between Scout24 AG, as legal successor to Scout24 Holding GmbH, and AutoScout24 GmbH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Should the company have received any motions from shareholders within the statutory period, these motions will be published on the homepage of the company at [www.scout24.com](http://www.scout24.com) under "Investor Relations" and "General Meeting". You may cast a vote or issue instructions how to exercise voting rights also with respect to these motions. To this end, enter the name of the shareholder and the motion, if any, in the following table. Do not forget to cast your vote or issue instructions by ticking the relevant box.

Shareholder motions	Yes	No	Abstention
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

You may also issue **instructions to the company-appointed proxies** regarding any potential motions or nomination proposals by shareholders which do not have to be made accessible prior to the Annual General Meeting and which are put forward during the Annual General Meeting:

Shareholder motions which do not have to be made accessible, if any	Yes	No	Abstention
With regard to any potential motions or nomination proposals by shareholders which do not have to be made accessible prior to the Annual General Meeting and which are put forward during the Annual General Meeting, in accordance with the resolution proposals made by the company's administrative bodies, if any, submitted in this regard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

X

Place, date

signature or identity of the person making the declaration (readable)

\* Pursuant to the resolution proposals of the company's administrative bodies published in the German Federal Gazette (*Bundesanzeiger*) on 19 July 2019.