

Non-binding translation from German

**Amendment Agreement to the
Profit and Loss Transfer Agreement dated 20 October 2008**

between

Scout24 AG (as legal successor of Scout24 Holding GmbH), Bothestraße 11-15, 81675 Munich, registered in the commercial register of the Local Court (*Amtsgericht*) of Munich under HRB 220696, represented by the Executive Board members Ralf Weitz and Dr Thomas Schroeter, who are authorised to represent the company jointly,

and

AutoScout24 GmbH, Bothestraße 11-15, 81675 Munich, registered in the commercial register of the Local Court of Munich under HRB 128701, represented by its managing directors authorised to represent the company jointly, Tobias Hartmann and Dr Dirk Schmelzer.

Scout24 AG and AutoScout24 GmbH conclude the following Amendment Agreement to the Profit and Loss Transfer Agreement dated 20 October 2008 ("Profit and Loss Transfer Agreement").

1. § 2 of the Profit and Loss Transfer Agreement is amended and restated as follows:
 - (1) "The controlling company agrees to absorb any losses generated by the controlled company in line with the provisions of Section 302 AktG, as amended."
 - (2) "The claim to the absorption of any losses will fall due at the end of the controlled company's balance-sheet date."
2. The following paragraph will be added as § 3 of the Profit and Loss Transfer Agreement under the heading "Interest":

"The claim to the absorption of any losses and the obligation to transfer profit will accrue interest as of the due date in line with the interest rate agreed in the context of the cash pool."
3. The previous § 3 of the Profit and Loss Transfer Agreement will become § 4.
4. The previous § 4 of the Profit and Loss Transfer Agreement will become § 5.

No further amendments are made. In all other respects, the Profit and Loss Transfer Agreement remains in force and effect.

This Amendment Agreement requires the consent of the Annual General Meeting of Scout24 AG and the shareholders' meeting of AutoScout24 GmbH and will only take effect once it has been registered with the commercial register of AutoScout24 GmbH.

Munich/Berlin, 10 July 2019

for Scout24 AG

[signature]

(Ralf Weitz)

[signature]

(Dr Thomas Schroeter) **[s.o.]**

for AutoScout24 GmbH

[signature]

(Tobias Hartmann)

[signature]

(Dr Dirk Schmelzer)