



## Voting by post or granting authorisation and issuing instructions to the company-appointed proxies

for the Annual General Meeting of Scout24 AG on 30 August 2019

We kindly ask you to send this completed form **together with your admission ticket or by stating your admission ticket or shareholder number** directly to the following address by **29 August 2019, 24:00 hrs (CEST)**, (receipt by the company) when **voting by post or granting authorisation and issuing instructions** to the company-appointed proxies:

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

### Voting by post or granting authorisation (please complete and tick as appropriate)

Name, first name \_\_\_\_\_

Admission ticket or shareholder number \_\_\_\_\_

Number of no-par value shares \_\_\_\_\_

I/We exercise my/our voting rights in respect of the above Annual General Meeting **by post** as set out below.

I/We authorise the **proxies appointed by Scout24 AG**, Mr Torsten Fues and Mr Daniel Eichinger, both employees of Better Orange IR & HV AG, Munich, with business address in Munich, each individually with the right to delegate this power of attorney, to represent me/us at the above-mentioned Annual General Meeting with disclosure of my/our name in the list of participants and to exercise my/our voting rights or have my/our voting right exercised on my/our behalf as follows.

### Voting and instructions

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"/>

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

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"/>
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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 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"/>

\_\_\_\_\_, \_\_\_\_\_  
Place, date

\_\_\_\_\_  
signature(s) or identity of the person making the declaration (readable)

## INFORMATION REGARDING VOTING BY POST OR GRANTING AUTHORISATION AND ISSUING INSTRUCTIONS TO THE PROXIES APPOINTED BY SCOUT24 AG

In addition to the option of voting by post, you may grant authorisation to the company's voting proxies, Mr Torsten Fues and Mr Daniel Eichinger, both employees of Better Orange IR & HV AG, Munich, with business address in Munich, who have been appointed by Scout24 AG, each of whom is bound by instructions and has powers of sole representation (*einzelvertretungsberechtigt*). The proxies are entitled to vote on the basis of your proxy authorisation only to the extent that you have issued to them an express instruction regarding each of the resolution proposals. The proxies are obliged to vote in accordance with your instructions on any resolution proposals made by the company's administrative bodies and announced in the agenda, and 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. 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, 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 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. The following options are available to you for voting by post or for authorising the above-mentioned proxies using the form "Voting by post or granting authorisation and issuing instructions to the company-appointed proxies" (alternatively, you may use the system determined by the company on the homepage at [www.scout24.com](http://www.scout24.com) under "Investor Relations" and "General Meeting" for this purpose via our password-protected internet service):

### **Sending postal votes or authorisation and instructions to the proxies appointed by Scout24 AG by letter, fax or email**

Please use the form "Voting by post or granting authorisation and issuing instructions to the company-appointed proxies" for this purpose. Use this form to cast your postal vote or authorise and instruct the above-mentioned proxies appointed by Scout24 AG how to exercise your voting rights regarding the resolution proposals. Then send your "postal vote or proxy authorisation and instructions" together with your admission ticket or by stating your admission ticket or shareholder number (by post, fax or email) directly to the address stated below:

- By letter to: **Scout24 AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich**
- Or by fax to the following number: **+49 (89) 889 690 655**  
Or by email to: **scout24@better-orange.de**

### **Important notes:**

Please note that, following registration within the relevant deadline, only those shareholders who are eligible to attend and entitled to vote will also be entitled to vote by post or to grant proxy authorisation and issue instructions regarding the exercise of voting rights to the proxies appointed by Scout24 AG. We kindly ask you, for the purpose of facilitating the procedure, to send the completed form together with your admission ticket or by stating your admission ticket or shareholder number by 29 August 2019, 24:00 hrs (CEST), (receipt by the company) when voting by post or granting authorisation and issuing instructions to the company-appointed proxies. If the company receives postal votes or a proxy authorisation and instructions via multiple means of communication (letter, fax, email or internet), the postal vote or proxy authorisation with the relevant instructions which was last issued in a valid form will be deemed to be binding. The company-appointed proxies will not accept any instructions to declare any objections or to submit motions or ask questions. If a different proxy is to attend the Annual General Meeting, an authorisation which may have been granted to the company-appointed proxy must be revoked in text form. Votes cast by post may be revoked until 29 August 2019 (24:00 hrs (CEST)) via the contact options specified above (such revocation to be received by that time) or via the password-protected internet service using the system determined by the company on the homepage at [www.scout24.com](http://www.scout24.com) under "Investor Relations" and "General Meeting".

*If you have any questions regarding voting by proxy, please contact the staff of our*

### **Annual General Meeting hotline**

*from Monday to Friday, excluding public holidays, from 9:00 am to 5:00 pm,*

*at **+49 (89) 889 690 620.***