
Rules of procedure for the Audit Committee

Scout24 SE

Convenience Translation



Status Februar 2022

Rules of procedure for the Audit Committee

The Supervisory Board of Scout24 SE ("**Company**") issues the following rules of procedure for the Audit Committee of the Supervisory Board ("**Committee**"):

§ 1 Tasks

- (1) The committee has the tasks defined by resolution of the Supervisory Board and in these rules of procedure. In particular, the following applies:
- (2) The committee prepares the Supervisory Board's decision on the adoption of the annual financial statements and the approval of the consolidated financial statements. It is responsible for the preliminary review of the documents relating to the annual financial statements and the consolidated financial statements as well as the preliminary review of the Management Board's proposed resolution on the appropriation of profits.
- (3) The committee discusses with the Management Board and the auditor the annual financial statements and management report of the company, the consolidated financial statements and the Group management report, the report of the Management Board on relationships with affiliated companies and, insofar as they have been prepared, the quarterly financial statements and the half-year financial report as well as the separate non-financial report and the separate non-financial Group report and the remuneration report, and deals with the auditor's reports on its audits and reviews.
- (4) The committee examines the drafts of the Supervisory Board's report and the Management Board's report on corporate governance (annual report). Its material review also extends to letters to shareholders.
- (5) The committee is informed by the Management Board about other financial reporting (e.g. press releases, profit expectations, etc.). The information can also be provided after publication of these reports in consultation with the committee chairman.
- (6) The committee discusses significant changes to the auditing and accounting methods with the Management Board and the auditor.

§ 2 Risk management and compliance

- (1) The committee discusses the principles of risk identification and risk management with the Management Board and deals with the effectiveness, functioning and appropriateness of the risk monitoring and control system, the internal audit system and the company's compliance management (including the compliance organisation).
- (2) The committee monitors the performance and assesses the efficiency of the internal audit system and compliance management. It reviews the areas of activity and focal points of Group Internal Audit and compliance management as well as the appropriateness of their material and personnel resources. The committee

approves the audit plan submitted by the Management Board and the focal points of the company's internal audit and discusses the annual audit report with the Chairman of the Management Board and the Chief Financial Officer in the presence of the Head of Group Internal Audit.

- (3) The committee receives reports from the Management Board on the measures taken to eliminate any identified system deficiencies or weaknesses and to implement appropriate adjustments.
- (4) In addition, the committee discusses business risks with the Management Board that have a significant impact on the company's net assets, financial position and results of operations.
- (5) The Committee also deals with the examination of special projects within the Committee's remit.

§ 3 Auditor

- (1) The committee prepares the Supervisory Board's proposal to the Annual General Meeting for the appointment of the auditor for the annual financial statements, the consolidated financial statements and any audit review of the half-year financial report and submits a corresponding recommendation to the Supervisory Board.
- (2) The Chairman of the Supervisory Board, in consultation with the Chairman of the Committee, issues the audit mandate to the auditor following the resolution of the Annual General Meeting. In particular, he determines the focal points of the audit and the auditor's remuneration.
- (3) The Committee shall monitor the activities, independence, rotation and efficiency of the statutory auditor. To this end, the committee shall obtain a declaration from the proposed auditor before submitting the election proposal in accordance with paragraph 1 as to whether and, if so, which business, financial, personal or other relationships exist between the audit firm and its executive bodies and audit managers on the one hand and the company and its executive body members on the other that could give rise to doubts about its independence. The declaration should also cover the extent to which other services were provided for the company in the previous financial year, particularly in the consulting sector, or have been contractually agreed for the following year. The declaration shall state the auditor's fees in accordance with the applicable legal provisions for the disclosure of fees by the company for the past financial year. It is agreed with the auditor that the committee chairman will be informed immediately of any grounds for disqualification or partiality arising during the audit.
- (4) Assignments to the auditor or companies with which the auditor is legally, economically or personally affiliated require the prior approval of the Committee. The Committee may regulate details of the procedure to be followed in a directive.
- (5) The Chairman of the Committee maintains direct contact with the auditor.
- (6) The committee agrees with the auditor that the latter will inform it in particular

- (a) on all findings and events of significance for the tasks of the Supervisory Board that arise during the performance of the audit;
 - (b) on any facts discovered during the audit of the financial statements that reveal an inaccuracy in the declaration on the German Corporate Governance Code issued by the Management Board and Supervisory Board;
 - (c) on all significant accounting policies and on alternatives to the accounting treatment of transactions that have been discussed with the Management Board and on significant written communications between the auditor and the Management Board;
 - (d) on contentious issues that arose during the audit and any review between the auditor and the Management Board;
 - (e) on significant weaknesses in the internal control and risk management system, particularly in relation to the accounting process.
- (7) The committee regularly assesses the quality of the audit.

§ 4 Committee meetings

As a rule, the committee should hold one meeting per calendar quarter. The committee must also be convened if this is requested by a member of the committee, stating the purpose and reasons.

§ 5 Final provisions

- (1) The German version of these rules of procedure is authoritative. The English translation is for information purposes only.
- (2) These rules of procedure were adopted by resolution of the Supervisory Board on 8 July 2021 and last amended by resolution of the Supervisory Board on 28 February 2022. They apply until the Supervisory Board decides otherwise

* * * * *