

SCOUT 24

**Invitation to the Annual
General Meeting 2019**

English Convenience Translation*

Scout24 AG

Munich

ISIN DE000A12DM80 / WKN A12DM8

Invitation to the Annual General Meeting

We hereby invite our shareholders to this year's

Annual General Meeting,

taking place on 30 August 2019 at 10:00 hrs

at

Sheraton Munich Arabellapark Hotel (Room: Cuvilliés I),
Arabellastr. 5, 81925 Munich,
Germany.

*This document is a convenience translation of the German original.
In case of discrepancy between the English and German version,
the German version shall prevail.

A. Agenda

1. **Presentation of the adopted annual financial statements of Scout24 AG and the approved consolidated financial statements of the group as per 31 December 2018, the combined management and group management report for Scout24 AG and the Scout24 Group, the explanatory report by the Executive Board on the information in accordance with Sections 289a (1) and 315a (1) of the German Commercial Code (*Handelsgesetzbuch – HGB*) and the report of the Supervisory Board in each case for the financial year 2018**

The aforementioned documents are available on the homepage of the company at www.scout24.com under “Investor Relations” and “General Meeting” and will also be available for inspection during the Annual General Meeting. In addition, in accordance with Section 176 (1) of the German Stock Corporation Act (*Aktiengesetz – AktG*), the Executive Board makes available to the Annual General Meeting the proposal by the Executive Board for the use of the unappropriated net income (*Bilanzgewinn*).

The annual financial statements and the consolidated financial statements prepared by the Executive Board were approved by the Supervisory Board on 19 March 2019 in accordance with Sections 173, 171 AktG. The annual financial statements have thereby been adopted. Adoption of the annual financial statements or approval of the consolidated financial statements pursuant to Section 173 (1) AktG is thus not necessary. The other documents mentioned above must also only be made available to the Annual General Meeting, without a corresponding resolution by the Annual General Meeting being required, with the exception of the resolution on the appropriation of unappropriated net income.

2. **Resolution on the appropriation of unappropriated net income of Scout 24 AG for the financial year 2018**

The Executive Board and the Supervisory Board propose to resolve as follows:

The unappropriated net income for the 2018 financial year in the amount of € 973,986,000.00, as shown in the adopted annual financial statements as per 31 December 2018, shall be appropriated as follows:

Distribution of a dividend of € 0,64 per no-par value share entitled to dividends for the expired financial year 2018.

Total amount of the dividend	= € 68,864,000.00
Profit carried forward	= € 905,122,000.00
<hr/>	
Unappropriated net income	= € 973,986,000.00

In accordance with Section 58 (4) sentence 2 AktG, the claim for the dividend is due on the third business day following the resolution adopted by the Annual General Meeting, i.e. on 4 September 2019.

This proposal for the appropriation of net income is based on the share capital with dividend rights of € 107,600,000.00, as determined on 11 March 2019 (date of the annual financial statements), which is divided into 107,600,000 no-par value shares. The number of shares carrying dividend rights, and thus the total dividend, may decrease or increase by the time the resolution on the appropriation of net income is passed. In such case, the resolution proposal for appropriation of net income presented by the Executive Board and the Supervisory Board will be amended accordingly, and will still propose distribution of an unchanged dividend of € 0,64 per no-par value share carrying dividend rights, with the profit carryforward being adjusted accordingly.

3. Resolution on formal approval of the acts (*Entlastung*) of the members of the Executive Board for the financial year 2018

The Executive Board and the Supervisory Board propose to resolve as follows:

Formal approval is granted for the acts of the members of the Executive Board holding office during the financial year 2018 with respect to that period.

4. Resolution on formal approval of the acts of the members of the Supervisory Board for the financial year 2018

The Executive Board and the Supervisory Board propose to resolve as follows:

Formal approval is granted for the acts of the members of the Supervisory Board holding office during the financial year 2018 with respect to that period.

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 (*prüferische Durchsicht*) of the condensed financial statements (*verkürzter Abschluss*) and the interim management report (*Zwischenlagebericht*) 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

The Supervisory Board – on the basis of the recommendation of the audit committee – proposes to resolve as follows:

KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, is appointed as auditor for the annual financial statements and the consoli-

dated financial statements for the financial year 2019 as well as the potential auditor's review of the condensed financial statements and the interim management report (Section 115 (5) of the German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*)) in the financial years 2019 and 2020 as well as the potential auditor's review of interim financial information (Section 115 (7) WpHG) in the financial years 2019 and 2020, in each case until the next Annual General Meeting.

The audit committee declared that its recommendation is made free from any inappropriate influence by third parties and that it was not subject to any restrictions in choice as set out in Art. 16 (6) of Regulation (EU) No. 537/2014 of the European Parliament and the Council of 16 April 2014 (EU Audit Regulation).

6. Resolution on the election of new members to the Supervisory Board

According to Sections 95 sentence 2, 96 (1) and 101 (1) AktG in conjunction with Section 9 (1) sentence 1 of the company's Articles of Association, the Supervisory Board comprises six members elected by the Annual General Meeting.

If a member of the Supervisory Board resigns prior to the end of their term of office, a successor for this member of the Supervisory Board shall be elected for the remainder of the retired member's term of office according to Section 9 (4) sentence 1 of the company's Articles of Association.

Mr Michael Zahn resigned from his position as member of the Supervisory Board with effect as of 1 July 2019. Mr David Roche and Dr Liliana Solomon have resigned from their positions as members of the Supervisory Board in each case with effect as of the end of the Annual General Meeting on 30 August 2019.

Since three members leave the Supervisory Board, three new members are to be elected to the Supervisory Board at the Annual General Meeting.

The Supervisory Board proposes that the following persons be elected as members of the Supervisory Board with effect as of the end of the Annual General Meeting on 30 August 2019 until the end of the Annual General Meeting that decides on the formal approval of acts for the financial year 2019:

- a) Mr **Mathias Hedlund**, resident in Stockholm, Chief Executive Officer of Etraveli AB

Due to his long-standing activity in various management positions in companies in the online/internet business, Mr Hedlund is familiar with the sector in which Scout24 AG operates (cf. Section 100 (5) final half-sentence AktG).

Information pursuant to Section 125 (1) sentence 5 AktG relating to the Supervisory Board candidate proposed by the Supervisory Board:

- (i) Memberships on other supervisory boards which are to be established pursuant to statutory law:
 - none
- (ii) Memberships in comparable domestic or foreign supervisory bodies of business enterprises:
 - Betsson AB (Sweden, since 2018)
 - Euroflorist Sverige AB (Sweden, since 2017)

- b) Mr **André Schwämmlein**, resident in Munich, managing director of FlixMobility GmbH

Information pursuant to Section 125 (1) sentence 5 AktG relating to the Supervisory Board candidate proposed by the Supervisory Board:

- (i) Memberships on other supervisory boards which are to be established pursuant to statutory law:
 - none
- (ii) Memberships in comparable domestic or foreign supervisory bodies of business enterprises:
 - none

- c) Mr **Frank H. Lutz**, resident in Munich, CEO of CRX Markets AG

Due to his long-standing activity in various management positions in companies in the online/internet business, Mr Lutz is familiar with the sector in which Scout24 AG operates (cf. Section 100 (5) final half-sentence AktG).

Information pursuant to Section 125 (1) sentence 5 AktG relating to the Supervisory Board candidate proposed by the Supervisory Board:

- (i) Memberships on other supervisory boards which are to be established pursuant to statutory law:
 - Bilfinger SE (since 2018)
- (ii) Memberships in comparable domestic or foreign supervisory bodies of business enterprises:
 - Hamberger Industrierwerke GmbH (advisory board member)

Information pursuant to Section 5.4.1 of the German Corporate Governance Code:

In the Supervisory Board's opinion, Mr Schwämmlein, Mr Hedlund and Mr Lutz have no personal and/or business relations with Scout24 AG or its affiliates, its corporate bodies or significant shareholders of Scout24 AG which have to be disclosed by recommendation pursuant to Section 5.4.1 of the German Corporate Governance Code.

The Supervisory Board has also consulted with the candidates to ensure that they have sufficient time to fulfil the tasks associated with the office.

The above election proposals take account of the objectives set out by the Supervisory Board for its own composition and the concept of diversity that applies in respect of its composition and aim to match the competence profile developed by the Supervisory Board for the board as a whole.

In accordance with Section 5.4.3 sentence 1 of the German Corporate Governance Code, it is intended to elect the respective Supervisory Board candidates by way of separate ballots.

Further information about the nominated candidates is available on the homepage at

www.scout24.com

under "Investor Relations" and "General Meeting" and will be available for inspection during the Annual General Meeting. The curricula vitae for the proposed candidates, providing information about their relevant knowledge, skills and experience, together with a list of relevant activities besides the Supervisory Board position forming the subject of this election, is attached to this invitation.

7. Resolution on inter-company agreements

7a) Resolution on approving the profit and loss transfer agreement with Consumer First Services GmbH

On 10 July 2019, Scout24 AG concluded a profit and loss transfer agreement with Consumer First Services GmbH, Munich. The shareholders' meeting of Consumer First Services GmbH has already approved the profit and loss transfer agreement. The profit and loss transfer agreement will only take effect once it has been approved by the Annual General Meeting of Scout24 AG and once it has been registered with the commercial register held at the place where Consumer First Services GmbH has its registered office.

The Executive Board and the Supervisory Board propose to resolve as follows:

The profit and loss agreement concluded on 10 July 2019 between Scout24 AG, as the controlling company, and Consumer First Services GmbH, which has its registered office in Munich and is registered with the commercial register held with the Local Court (*Amtsgericht*) of Munich under HRB 241139, as controlled company, is hereby approved.

The profit and loss agreement (hereinafter the "Agreement") has the following material content:

- Consumer First Services GmbH undertakes to transfer all profit determined in line with the relevant provisions of German commercial law to Scout24 AG. Section 301 AktG applies *mutatis mutandis* when determining the profit to be transferred:
 - Subject to the consent of Scout24 AG, Consumer First Services GmbH may transfer some of the annual net income to other retained earnings (Section 272 (3) HGB), to the extent that this is permitted under commercial law and justified in economic terms, based on a reasonable commercial assessment. At the request of Scout24 AG, the retained earnings created as a result may, in whole or in part, be liquidated, withdrawn and transferred as profits or used to compensate for an annual net loss.
 - Any profit carryforwards or retained earnings created and existing at the beginning of this Agreement cannot be withdrawn, transferred as profits or used to compensate for an annual net loss. It is not possible to transfer income generated from the liquidation of capital reserves.
 - Income generated from the liquidation of retained earnings created before the aforementioned point in time may be distributed. Income generated from the liquidation of capital reserves may be distributed.
- Scout24 AG agrees to absorb any losses generated by Consumer First Services GmbH in line with the provisions of Section 302 AktG, as amended.
- The claim to the absorption of any losses will fall due at the end of the controlled company's balance-sheet date.
- 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.
- The Agreement is concluded subject to the approval of the Annual General Meeting of Scout24 AG and the shareholders'

meeting of Consumer First Services GmbH. It will take effect upon registration with the commercial register of Consumer First Services GmbH. The Agreement applies with retroactive effect as of 1 January 2019.

- The Agreement has a minimum term of five full years. In the event that a financial year of the controlled company within this period comprises less than twelve calendar months or is not acknowledged by the tax office as a year for a tax pooling arrangement since the beginning of this year, the minimum term will extend to include further (short) financial years until the minimum term of five consecutive full years has been achieved.
- The Agreement may, subject to the provision in the preceding bullet point, be terminated for the first time to the end of 31 December 2023 if the notice period of six months to the end of a financial year of the controlled company is observed (ordinary right of termination). If no notice of termination is given, the Agreement will be extended each year for one further financial year of the controlled company, with the notice period remaining the same.
- If the required minimum term has not been completed by the end of 31 December 2023, ordinary termination in line with the provision in the preceding bullet point is possible for the first time only to the end of the controlled company's financial year in which the provision relating to the full expiry of the required minimum term will have been met.
- This does not affect the contracting parties' right to terminate the Agreement without notice for cause (*aus wichtigem Grund*). Cause justifying termination in this context may, in particular, but not exhaustively, lie in the disposal or contribution of the controlled company by the controlling company or in the merger, demerger or liquidation of the controlling company or the controlled company.
- Upon termination of this Agreement, Scout24 AG must, upon request, provide security to creditors of the controlled company in corresponding application of Section 303 AktG.
- To provide for the possibility that individual provisions of the Agreement could be or become invalid or ineffective or a gap is discovered in the Agreement, the Agreement contains a corresponding severability clause.

Consumer First Services GmbH is a wholly owned subsidiary of Scout24 AG. No compensation or settlement payments therefore need to be made to third-party shareholders pursuant to Sections 304 and 305 AktG. For the same reason, the profit and loss agreement does not need to be audited by a specialist (contract auditor).

7b) Resolution on approving amendments to existing profit and loss transfer agreements

The following profit and loss transfer agreements have been concluded between Scout24 AG (as legal successor to Scout24 Holding GmbH) on the one hand and its subsidiaries taking the legal form of German limited liability companies (*GmbH*) on the other hand (hereinafter the "Agreements"):

- profit and loss transfer agreement concluded with Immobilien Scout GmbH on 4 December 2008
- profit and loss transfer agreement concluded with AutoScout24 GmbH on 20 October 2008

Scout24 AG and the subsidiaries acting as counterparties under the above Agreements have concluded amendment agreements relating to the provisions governing the absorption of losses and the accrual of interest on the claim to the absorption of losses and the obligation to transfer profits. These amendments include a provision governing when the claim to the absorption of any losses will fall due and one specifying the interest accruing on the claim to the absorption of losses and the obligation to transfer profits. The amendment agreements will only take effect once they have been approved by the Annual General Meeting of Scout24 AG and have been registered with the commercial register held at the place where the relevant subsidiary has its registered office.

The Executive Board and the Supervisory Board propose to resolve as follows:

- 1) The amendment agreement to the profit and loss transfer agreement dated 4 December 2008, which was concluded on 10 July 2019 between Scout24 AG, as the legal successor to Scout24 Holding GmbH, and Immobilien Scout GmbH, which has its registered office in Berlin and is registered in the commercial register held with the Local Court of Charlottenburg under HRB 69108, is approved.
- 2) The amendment agreement to the profit and loss transfer agreement dated 20 October 2008, which was concluded on 10 July 2019 between Scout24 AG, as the legal successor to Scout24 Holding GmbH, and AutoScout24 GmbH, which has its registered office in Munich and is registered in the commercial register held with the Local Court of Munich under HRB 128701, is approved.

The amendment agreements each have the following content:

- Scout24 AG agrees to absorb any losses generated by the controlled company in line with the provisions of Section 302 AktG, as amended.

- The claim to the absorption of any losses will fall due at the end of the controlled company's balance-sheet date.
- 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.
- In all other respects, the Agreement remains in force and effect.
- The Agreement is concluded subject to approval by the Annual General Meeting of Scout24 AG and the shareholders' meeting of the controlled company. It will take effect upon registration with the commercial register of the controlled company.

Immobilien Scout GmbH and AutoScout24 GmbH are companies belonging to the Scout24 AG group and do not have any third-party shareholders. No compensation or settlement payments therefore need to be made to third-party shareholders pursuant to Sections 304 and 305 AktG. In addition, the profit and loss agreement does not need to be audited by a specialist (contract auditor).

The shareholders' meetings of Immobilien Scout GmbH and AutoScout24 GmbH have already approved the amendment agreements to the profit and loss transfer agreements.

It is intended that the Annual General Meeting should vote on the approval of each amendment agreement separately.

The following documents are available on the internet at:

www.scout24.com

under "Investor Relations" and "General Meeting" and will also be available for inspection during the Annual General Meeting:

- the profit and loss transfer agreement dated 10 July 2019,
- the joint report prepared by the Executive Board of Scout24 AG and the management of Consumer First Services GmbH in accordance with Section 293a AktG relating to the profit and loss transfer agreement,
- the current profit and loss transfer agreement between Scout24 AG and the two Subsidiaries,
- the amendment agreements each dated 10 July 2019,
- the joint reports prepared by the Executive Board of Scout24 AG and the management of Immobilien Scout GmbH and AutoScout24 GmbH, respectively, in accordance with

Section 293a AktG on the amendment agreements relating to the profit and loss transfer agreements,

- the annual financial statements and the consolidated financial statements, as well as the combined management reports for Scout24 AG and the group for the 2016, 2017 and 2018 financial years,
- the annual financial statements of Immobilien Scout GmbH and AutoScout24 GmbH for the 2016, 2017 and 2018 financial years and the opening balance sheet and the annual financial statements of Consumer First Services GmbH, formerly operating under Blitz 18-393 GmbH, for the 2018 financial year.

B.

Further information on the convocation

1. Total number of shares and voting rights

As at the date of convening the Annual General Meeting, the share capital of the company is € 107,600,000, divided into 107,600,000 no-par value shares. Each no-par value share carries one vote, and the total number of votes as at the date of convocation is thus 107,600,000 (information in accordance with Section 49 (1) sentence 1 no. 1 WpHG). As at the date of convocation, the company held no treasury shares.

2. Requirements for participation and exercising voting rights

Pursuant to Section 14 (1) of the company's Articles of Association, shareholders are eligible to attend the general meeting and to exercise their voting rights if they are entered in the share directory (hereinafter the share register) and have registered for attendance in time, i.e. by

23 August 2019, 24:00 hrs, at the latest,

with the company at

**Scout24 AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich**

or by **fax** to no. **+49 (89) 889 690 655**

or by **email** to **scout24@better-orange.de**

or via the password-protected **internet service** using the system provided for this purpose on the homepage at www.scout24.com

under “Investor Relations” and “General Meeting”. Registration must be made in text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*)) and must be submitted in German or in English. The registration must be received by the above date in order to be deemed to have been made on time.

Pursuant to Section 67 (2) sentence 1 AktG, a person is deemed to be a shareholder in relation to the company only if registered as such in the share register. The right to attend and vote at the general meeting is conditional upon the shareholder still being registered as a shareholder in the share register on the day of the general meeting. The number of shares registered in the share register on the day of the general meeting will be material in determining the number of voting rights which the shareholder may exercise. For administrative reasons, however, no transfers may be effected in the share register in the period from (and including) 24 August 2019, 0:00 hrs, to (and including) the day of the Annual General Meeting, i.e. 30 August 2019, 24:00 hrs. The status of entries in the share register on the day of the Annual General Meeting is thus identical to the status of entries following the last transfer on 23 August 2019 (the so-called technical record date). Shares will not be suspended or blocked if a shareholder registers for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after they have registered for the Annual General Meeting, irrespective of the suspension of transfer.

Banks and shareholders’ associations, as well as other persons or associations with the status of banks according to Section 135 (8) AktG and institutions and companies with the status of banks according to Section 135 (10) AktG in conjunction with Section 125 (5) AktG may only exercise voting rights pertaining to registered shares which they do not own but in respect of which they are entered in the share register as the bearer if they have been granted appropriate authorisation. For more details of this authorisation, please consult Section 135 AktG.

3. Use of the password-protected internet service

The password-protected internet service can be used for the aforementioned registration. The procedures for voting by post and for granting authorisations and issuing instructions to the proxies, which are set out below, also provide for the possibility of using the password-protected internet service. An online password is required in addition to the shareholder number in order to use the password-protected internet service. The registration form and the individual access data for using the password-protected internet service on the homepage of the company at www.scout24.com under “Investor Relations” and “General Meeting” will be sent to the shareholders listed in the share register prior to the beginning of 16 August 2019 by post or – if the respective shareholder has registered for electronic transmission of the invitation to the Annual General Meeting by email – by email, together with the invitation to the Annual General

Meeting. The internet service comprises a predefined sequence of dialogues covering standard situations. Further information on the registration procedure using the password-protected internet service is available on the aforementioned homepage at www.scout24.com under "Investor Relations" and "General Meeting".

4. Voting by post

Insofar as the requirements stated under "Requirements for participation and exercising voting rights" are fulfilled, shareholders have the option to vote by post, without having to attend the general meeting. For administrative reasons, postal votes should be cast using the form printed on the admission ticket. Votes cast by post must be received by the company by post, fax or email at the address stated in Section 2 or via the password-protected internet service using the system provided for this purpose by 29 August 2019, 24:00 hrs, at the latest. Votes cast by post may be amended or revoked until 29 August 2019, 24:00 hrs, (receipt by the company), by post, fax or email to the registration address of Scout24 AG stated above or via the password-protected internet service using the system determined by the company for this purpose on the aforementioned homepage at www.scout24.com under "Investor Relations" and "General Meeting", regardless of whether the respective shareholder attends the general meeting (either in person or via a proxy) or not.

5. Voting by proxy

Authorising a third party

Insofar as the requirements stated under "Requirements for participation and exercising voting rights" are fulfilled, shareholders may also have themselves represented at the Annual General Meeting by a proxy, e.g. by a bank, a shareholders' association or by proxies appointed by the company, and have their voting rights exercised by such proxy. It is possible to appoint a proxy both prior to and during the Annual General Meeting, and such proxy may also be appointed prior to registration. Proxies may be appointed by way of the shareholder making a declaration to the relevant proxy or to the company. The proxy attending the meeting may in principle, i.e. insofar as neither the law nor the relevant shareholder or the proxy provides for any restrictions or other qualifications, exercise the voting right in the same way as the shareholder could.

If the appointment of a proxy does not fall within the scope of application of Section 135 AktG (i.e. if the proxy appointed is not a bank, shareholders' association or other person or association with the status of a bank according to Section 135 (8) AktG or an institution or a company with the status of a bank according to Section 135 (10) AktG in conjunction with Section 125 (5) AktG and the appointment of the proxy does not fall within the scope of application of Section 135 AktG on any other grounds), the following applies: The proxy authorisation must be granted or revoked and proof of authorisation

to be provided to the company must be provided in text form (Section 126b BGB).

Where proxy authorisation is granted to banks, shareholders' associations or persons or association with the status of banks according to Section 135 (8) AktG or institutions or companies with the status of banks according to Section 135 (10) AktG in conjunction with Section 125 (5) AktG, text form is not required either under Section 134 (3) sentence 3 AktG or the company's Articles of Association; however, under the special provisions of the German Stock Corporation Act (Section 135 AktG) applicable to them, specific aspects must generally be taken into account, details of which are to be obtained from the proxy to be authorised. Reference is hereby made to the special procedure pursuant to Section 135 (1) sentence 5 AktG.

The granting and possible revocation of proxy authorisation by declaration to the company can be sent to the company by post, fax or e-mail to the address specified in Section 2 or by using the password-protected internet service in the cases stated in the sequence of dialogues, via the password-protected internet service using the system provided for this purpose prior to the Annual General Meeting.

If proxy authorisation is granted by way of a declaration made to the company, no additional proof of proxy authorisation is required. If, however, proxy authorisation is granted by way of declaration to the proxy appointed, the company may demand to see evidence of such authorisation, unless otherwise provided for under Section 135 AktG (this applies in the event that the granting of proxy authorisation falls within the scope of application of Section 135 AktG). It is possible to send the company evidence of authorisation prior to the Annual General Meeting. Evidence of authorisation may be sent by post or fax and – as a means of electronic communication in accordance with Section 134 (3) sentence 4 AktG – by email to the following address:

Scout24 AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich

or by **fax** to no. **+49 (89) 889 690 655**

or by **email** to **scout24@better-orange.de**.

Evidence of proxy authorisation that is sent by email can only be attributed to a specific registration application if such evidence or the corresponding email states either the name and address of the shareholder or the admission ticket number.

If a shareholder appoints more than one proxy, the company is entitled under Section 134 (3) sentence 2 AktG to refuse one or more of them.

Authorisation of company-appointed proxies

We also offer our shareholders the option to have their voting rights represented at the Annual General Meeting by proxies appointed by the company who are bound by instructions. If the company-appointed proxies are to be authorised, the shareholder must, in addition to an authorisation, also issue instructions for exercising the voting rights. Where no corresponding instructions are issued, the company-appointed proxies will not make use of the authorisation. The company-appointed proxies are obliged to vote in accordance with the instructions issued to them. The company-appointed proxies will not accept any instructions to object to resolutions of the Annual General Meeting, to exercise the right to speak and ask questions or submit motions. We ask that all shareholders wishing to issue an authorisation to the company-appointed proxies use a proxy form which also allows for instructions to be issued (see also the following paragraph). Authorisations and instructions issued to company-appointed proxies must be sent to the company by post, fax or email to the address stated in Section 2 or via the password-protected internet service using the system provided for this purpose by 29 August 2019, 24:00 hrs, at the latest, unless they are issued at the Annual General Meeting. Any authorisations or instructions received by the company at a later date cannot be accepted for administrative reasons. The company-appointed proxies will not exercise any authorisation granted to them and will not represent the relevant shares if the relevant shares are represented by the shareholder or another proxy who is personally present at the Annual General Meeting. Any shareholders who leave the Annual General Meeting early may still authorise the company-appointed proxies in accordance with the aforementioned provisions at the Annual General Meeting.

The forms for granting authorisations and for granting authorisations and issuing instructions to company-appointed proxies will be sent to the shareholders together with the admission ticket and are available on the homepage of the company at www.scout24.com under "Investor Relations" and "General Meeting". The use of these forms is not required by law or by the company's Articles of Association. In the interest of smooth processing we ask, however, that these forms be used for granting proxy authorisation if proxies are appointed by way of declaration to the company. The password-protected internet service contains (online) forms which may be used to grant authorisations and also issue instructions (as necessary) immediately upon registration but also at a later date. The admission tickets issued in response to an order or generated via the password-protected internet service also contain a form for granting authorisation to company-appointed proxies.

6. Minority requests for additional agenda items pursuant to Section 122 (2) AktG

Shareholders collectively holding at least the amount of € 500,000 (corresponding to 500,000 shares) of the share capital may request that additional items be added to the agenda and made public. Each new item must be accompanied by the pertinent grounds or a resolution proposal. Such requests must be made in writing (within the meaning of Section 122 (2) in conjunction with para. (1) sentence 1 AktG) to the Executive Board of the company and must be received by the company by **30 July 2019, 24:00 hrs**, at the latest. The request might in any case be addressed as follows:

**Scout24 AG
Executive Board
Bothestr. 11-15
81675 Munich**

Pursuant to Section 122 (2) in conjunction with (1) sentence 3 AktG, persons submitting a request must prove that they held shares for at least 90 days before the date the request is received and that they hold the shares until the Executive Board decides on the request. When calculating the time for which the shares have been held, the day on which the request is received shall not be counted. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 BGB shall not be applied accordingly. Certain third-party shareholding periods will be taken into account in this context in accordance with Section 70 AktG.

Any additions to the agenda which require publication and were not published in the convocation notice will be published in the German Federal Gazette (*Bundesanzeiger*) as soon as they have been received by the company and will be forwarded for publication to media outlets which can be expected to publish the information across the entire European Union. Any requests for additions to the agenda which require publication and which are received by the company once the Annual General Meeting has been convened will also be made available on the homepage at www.scout24.com under "Investor Relations" and "General Meeting" and announced to the shareholders as soon as they have been received by the company.

7. Countermotions and nominations pursuant to Section 126 (1) AktG and Section 127 AktG

Shareholders may propose motions and make nominations relating to particular agenda items and the rules of procedure at the Annual General Meeting without any notice, publication or other special action relation to the motion or nomination being required prior to the Annual General Meeting.

Counter-motions within the meaning of Section 126 AktG and nominations within the meaning of Section 127 AktG will be published,

together with the shareholder's name, the corresponding grounds (which are not required in the case of nominations) and any response by the company's administrative bodies, on the homepage at www.scout24.com under "Investor Relations" and "General Meeting" if they are received by the company by

15 August 2019, 24:00 hrs, at the latest

and are addressed to

**Scout24 AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich**

or by **fax** to no. **+49 (89) 889 690 655**

or by **email** to **scout24@better-orange.de**

and all other conditions requiring the company to publish such information under Section 126 AktG and Section 127 AktG have been met. Any counter-motions and nominations sent to other addresses will not be accepted.

8. Shareholders' right to information pursuant to Section 131 (1) AktG

Under Section 131 (1) AktG, any shareholder who makes a corresponding request at the general meeting must be given information by the Executive Board relating to the company's affairs, including its legal and business relations with affiliates, the position of the group and the companies included in the consolidated financial statements, provided such information is necessary in order to make an informed judgment in respect of an agenda item and the Executive Board does not have the right to refuse to disclose such information. Furthermore, upon request in the Annual General Meeting, every shareholder or shareholder's representative is entitled to information from the Executive Board on all matters which are essential in the context of the conclusion of the agreements of the relevant subsidiary as per Section 293g (3) AktG.

9. Further information

Further information on the shareholders' rights pursuant to Section 122 (2) AktG, Section 126 (1) AktG, Section 127 AktG and Section 131 (1) AktG, in particular information relating to additional requirements above and beyond compliance with the relevant deadlines, is available on the homepage at www.scout24.com under "Investor Relations" and "General Meeting".

10. Information on data protection

The protection of our shareholders' data and their processing in compliance with the statutory requirements are of great importance to us. In our data protection notice, we have summarised all information on the processing of personal data of our shareholders in a clear manner in one place. Data protection information is available at www.scout24.com under "Investor Relations" and "General Meeting".

11. Further information and advice relating to the Annual General Meeting

Documents relating to the general meeting, website offering information pursuant to Section 124a AktG

The content of the convocation notice, together with an explanation of why no resolution is to be passed in respect of agenda item 1, the documents to be made available at the Annual General Meeting, the total number of shares and voting rights existing at the time the convocation notice was issued, a form for granting proxy and issuing instructions, as necessary, and any applications for additional agenda items within the meaning of Section 122 (2) AktG are available on the homepage at www.scout24.com under "Investor Relations" and "General Meeting".

Munich, July 2019

Scout24 AG

The Executive Board

ANNEX – Information for Agenda Item 6

CV Mathias Hedlund

Current profession: Chief Executive Officer
of Etraveli AB

Place of residence: Stockholm

Year of birth: 1970

Nationality: Swedish



Education

Mr Hedlund has a B.A. in Business Administration from the University of Stockholm and has completed an executive management program at Harvard Business School and Stockholm School of Economics.

Career

Mr Hedlund began his career in 1992 at Svenska Spel, a state-owned company operating in the gambling sector. Between 1999 and 2008, Mr Hedlund held various management positions in strategic planning and corporate strategy as well as Senior Vice President for the largest business unit.

From 2008 to 2011, he worked for Eniro AB, a leading Swedish search machine operator, as Senior Vice President in the online business area as well as in products and sales services divisions. In 2010, Mr Hedlund was appointed deputy CEO of Eniro AB.

Between 2012 and 2013, Mr Hedlund was Chief Operating Officer of Klarna AB, a Swedish online payment service provider.

Since 2014, Mr Hedlund is the CEO of Etraveli AB in Sweden. Since he joined the company, he has developed a new corporate strategy and led the company through internationalization while forming a tech company delivering consistent growth, reduced cost levels and increasing the EBITDA more than fivefold. Today Etraveli AB is the leading online travel agency in the Nordics, nr 2 in Europe rapidly gaining market shares and provides airline tickets and travel services in more than 70 countries around the world.

Mathias Hedlund is an experienced manager and CEO with more than 10 years' international experience in internet-based business. Besides his experience as CEO and COO he has broad knowledge and experience in strategic corporate planning and business organisation all the way from his time as a manager at Svenska Spel. His work for Etraveli AB has given him an in-depth understanding of the marketplace model and of high-growth digital companies.

Other board positions

Board chairman of EuroFlorist Sverige AB, board member of Betsson AB

Other links to Scout24 AG

Based on the Supervisory Board's evaluation Mr Hedlund has no personal and/or business relations with Scout24 AG or its affiliates, its corporate bodies or significant shareholders of Scout24 AG, which have to be disclosed by recommendation pursuant to Section 5.4.1 of the German Corporate Governance Code.

CV André Schwämmlein

Current profession: Chief Executive Officer/
managing director of
FlixMobility GmbH

Place of residence: Munich

Year of birth: 1981

Nationality: German



Education

Mr Schwämmlein has a degree in industrial engineering from the University of Erlangen-Nuremberg.

Career

Already during his studies, Mr Schwämmlein founded an IT start-up. From 2007 to 2010, he worked as a strategy consultant with the Boston Consulting Group.

In 2012, with two others, Mr Schwämmlein founded the FlixBus platform for long-distance bus travel and is still one of the managing directors of the company. He is responsible for the operational management as well as for the coordination of the bus partner structure and the global development of the long distance network. Today the company is the European market leader with more than 100 million customers in the recent years and is represented in 28 European countries as well as in the USA.

André Schwämmlein is an experienced and renowned manager for digital business. Due to his development of FlixBus from a start-up to a global operating platform, he has an in-depth understanding of high-growth digital companies and the marketplace model. He also has extensive M&A knowledge and experience from the takeover by FlixBus of former competitors.

Other board positions

None.

Other links to Scout24 AG

Based on the Supervisory Board's evaluation Mr Schwämmlein has no personal and/or business relations with Scout24 AG or its affiliates, its corporate bodies or significant shareholders of Scout24 AG, which have to be disclosed by recommendation pursuant to Section 5.4.1 of the German Corporate Governance Code.

CV Frank H. Lutz

Current profession: Chairman of the management board of CRX Markets AG

Place of residence: Munich

Year of birth: 1968

Nationality: German



Education

Mr Lutz has a degree in economics and business administration at the University of St. Gallen in Switzerland.

Career

Mr Lutz began his career in investment banking at Goldman Sachs in 1995 and moved to Deutsche Bank in 2005. Besides in Germany, he has also worked in the UK and the USA.

In 2006 he moved to MAN, where he first worked as director of finances and Senior Vice President Finance. From 2009, he was a management board member and CFO. In that position, he was responsible inter alia for the restructuring measures required by the financial crisis.

From 2013 to 2014, Mr Lutz was CFO of Aldi Süd and also a member of the Coordination Board.

From 2014 to 2017, he was CFO and Labour Director at Covestro AG. He was in charge of the split-off from Bayer AG and the subsequent IPO and MDAX listing.

Since 2018 Mr Lutz has been management board chairman of CRX Markets AG, a young company that operates an independent marketplace for asset-based financing solutions.

Frank H. Lutz is one of the leading CFOs in Germany, with more than 20 years' of international experience in capital markets and M&A. Besides his experience as CFO of a DAX30 company and a MDAX company, he has extensive knowledge from his time in investment banking. As the CEO of a FinTech company, he also has knowledge and experience in digital innovations.

Other board positions

Supervisory board member of Bilfinger SE, advisory board member of Hamberger Industrierwerke GmbH.

Other links to Scout24 AG

Based on the Supervisory Board's evaluation Mr Lutz has no personal and/or business relations with Scout24 AG or its affiliates, its corporate bodies or significant shareholders of Scout24 AG, which have to be disclosed by recommendation pursuant to Section 5.4.1 of the German Corporate Governance Code.

Scout24 AG

Bothestraße 11-15
81675 München
Germany

www.scout24.com