

# Make it happen!

AGM 2020 Agenda  
Explanations on selected  
agenda items



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**This document contains a simplified presentation of the agenda of the Annual General Meeting of Scout24 AG on 18 June 2020 and was prepared for overview purposes only. The only legally binding document is the complete "Invitation to the Ordinary General Meeting and Agenda", which is published on the Scout24 AG website at <https://www.scout24.com/en/Investor-Relations/General-meeting.aspx>.**

We will hold our first  
virtual AGM  
18 June 2020



## 10 Agenda Topics

1. Presentation of the adopted ANNUAL FINANCIAL STATEMENTS of Scout24 AG
2. Resolution on the DISTRIBUTABLE PROFIT of Scout24 AG
3. Approval of the acts (ENTLASTUNG) of the members of the Management Board
4. Approval of the acts (ENTLASTUNG) of the members of the Supervisory Board
5. Election of the AUDITOR
6. Election of NEW MEMBERS TO THE SUPERVISORY BOARD
7. Reduction of the registered share capital through REDEMPTION OF SHARES
8. Authorization to PURCHASE TREASURY SHARES
9. AUTHORIZED CAPITAL 2020 against cash contribution / contribution in kind
10. PROFIT AND LOSS TRANSFER AGREEMENT with Scout24 Beteiligungs SE

# Three agenda points refer to our capital return plan ...

## Return AS24 sale proceeds to our shareholders

Agenda  
Point

2

### **Resolution on the distributable profit of Scout24 AG**

- Distribution of a dividend of total amount of € 94,325,514.30 for the expired financial year 2019, ...
- Equalling a dividend of at least € 0.90 per no-par value share entitled to dividends.

Agenda  
Point

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### **Reduction of the registered share capital through redemption of shares**

- Pay-out volume available in total for the purchase of treasury shares (without incidental purchase costs) amounts to up to € 1bn.
- Purchase shall take place by way of a public purchase offer addressed to all shareholders; shares to be purchased and redeemed between 1 February 2021 at the earliest and the end of 30 June 2021 at the latest.

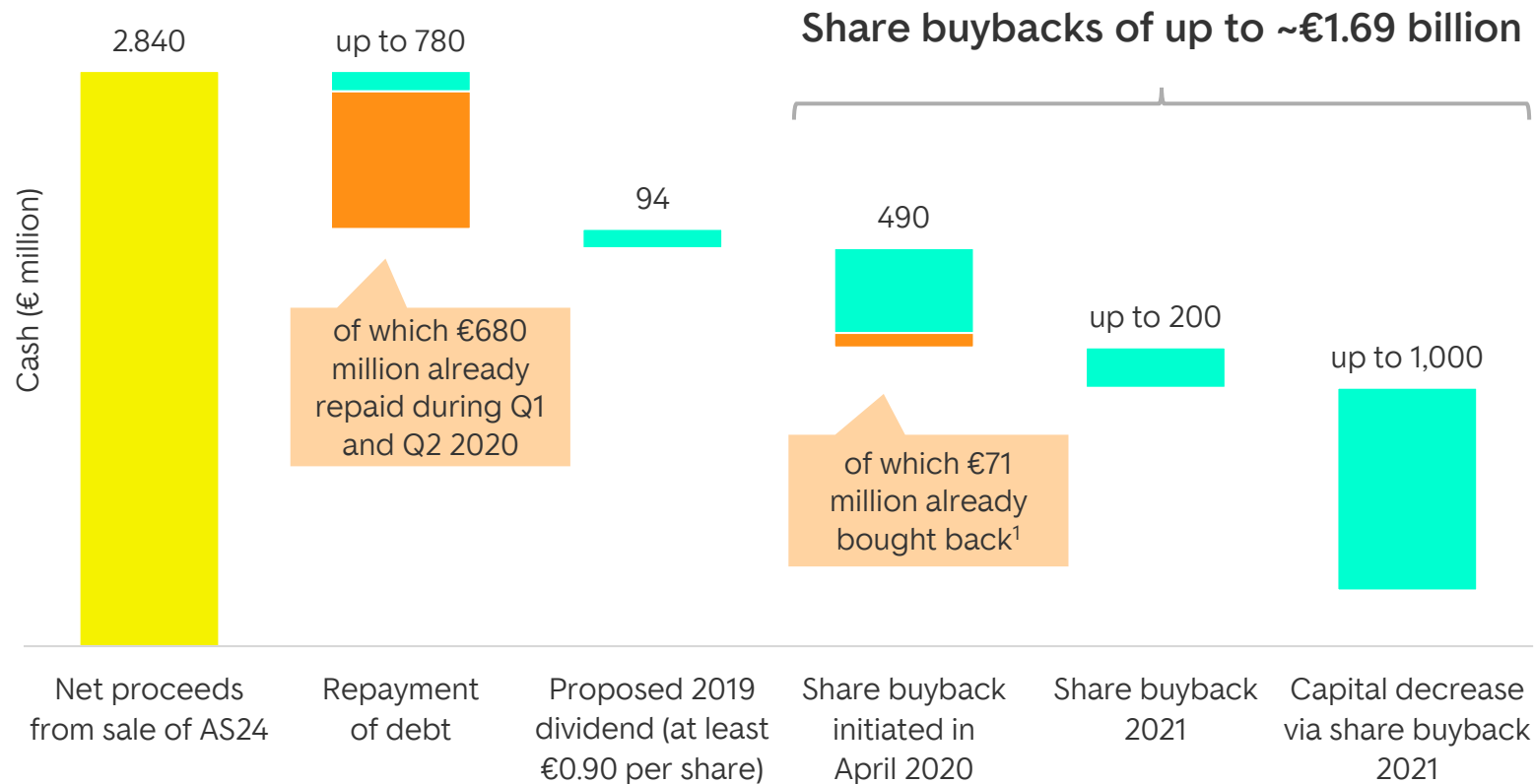
Agenda  
Point

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### **Authorisation to purchase treasury shares**

- Scout24 AG to be authorised until 17 June 2025 to purchase treasury shares up to a total of 10% of the existing share capital.
- Authorisation may be exercised in whole or in installments, once or several times.

... which consists of a combination of share buyback, dividend and capital reduction



- ✓ Reconfirming debt repayments of up to €780 million
  - €680 million already repaid
- ✓ Reconfirming 2019 dividend payout proposal of €94.3 million
- ✓ Reconfirming capital distribution to shareholders via share buybacks in 2020-2021 of up to €1.69 billion

<sup>1</sup> Buyback volume as of 15 May 2020

# Agenda Item 6

refers to the election of new members to the Supervisory Board

- Terms of office of **all Supervisory Board** members will **expire** at the end of the Annual General Meeting on 18 June 2020
- **New elections** for **all positions** on the Supervisory Board
- Shortened terms of **four years** (instead of five)
- **Five** of the Supervisory Board **members** currently in office are to be **re-elected**
  - Dr Hans-Holger Albrecht
  - Christoph Brand
  - Frank H. Lutz
  - Peter Schwarzenbauer
  - André Schwämmlein
- Ciara Smyth is **not available** for re-election
- **Dr Elke Frank** is to be **newly elected** to the Supervisory Board



# Six candidates for the Supervisory Board representing a wide and well spread pool of expertise

## Dr Hans-Holger Albrecht **Chairman**

Born 1963, German  
Member since 2018  
To be appointed until AGM 2024

**CEO and Member of the Board of  
Deezer S.A. (not listed)**

Other Board memberships:  
Chairman of the Board of Directors  
of Ice Group ASA (listed)



## Frank H. Lutz **Deputy Chairman**

Born 1968, German  
Member since 2019  
To be appointed until AGM 2024

**CEO CRX Markets AG (not listed)**

Other Board memberships:  
Supervisory Board member  
Bilfinger SE (listed)



## Christoph Brand

Born 1969, Swiss  
Member since 2019  
To be appointed until AGM 2024

**CEO of Axpo Holding AG  
(not listed)**

Other Board memberships:  
Member of the Board of Directors  
of Centralschweizerische  
Kraftwerke AG (non-listed)



## Peter Schwarzenbauer

Born 1959, German  
Member since 2017  
To be appointed until AGM 2024

**Former member of the  
management board of BMW AG**

Other Board memberships:  
Supervisory Board member of  
UnternehmerTUM GmbH (non-  
listed)



## André Schwämmlein

Born 1981, German  
Member since 2019  
To be appointed until AGM 2024

**MD of FlixBus GmbH  
(not listed)**

No other Board memberships



## Dr Elke Frank

Born 1971, German  
Member since: **NEW CANDIDATE**  
To be appointed until AGM 2024

**Member of the Executive Board  
of Software AG (listed)**

Other Board memberships:  
Kuratorium of the Fraunhofer  
Institute for Industrial Engineering  
IAO (pro bono, non-listed).



**According to the company's assessment all Supervisory Board candidates are independent**

# Agenda Item 9

sets on **flexibility**  
until 2025 through an  
anticipatory capital  
increase resolution

- Existing **Authorized Capital 2015** expires on 3 September 2020.
- With the resolution on the **Authorized Capital 2020**, the **Management Board** is authorized **with the approval of the Supervisory Board** to increase the company's share capital by issuing new no-par value registered shares:
  - in **one or several** tranches
  - until (and including) **17 June 2025**
  - against contributions in **cash and/or in kind**
  - by up to EUR 32,280,000.00 in total (equals about **30% of the present share capital**)
- **Exclusion of subscription rights** possible for:
  - capital increase against contributions in **cash as long as it does not exceed 10% in aggregate of the share capital**
  - capital increase against **contributions in kind**
  - excluding **fractional amounts**
  - issuance of **shares to employees**
  - subscription rights to holders of **conversion or option rights** related to bonds



# How is the anticipatory resolution for Authorized Capital compatible with the simultaneous resolution on a capital reduction?

## Different binding effect

The Management Board is bound by the capital reduction and must implement it. The capital increase, is at the discretion of the Management Board.

## Different time periods and utilisation rates

The capital reduction must be carried out in one tranche between 1 February 2021 and 30 June 2021; the capital increase, as an anticipatory resolution, is valid for 5 years and can be used in several tranches.

## Market dynamics

The current consolidation trend in the Classifieds arena requires the Management Board to be able to react quickly to possible value-creating M&A options.

## Different investment motives

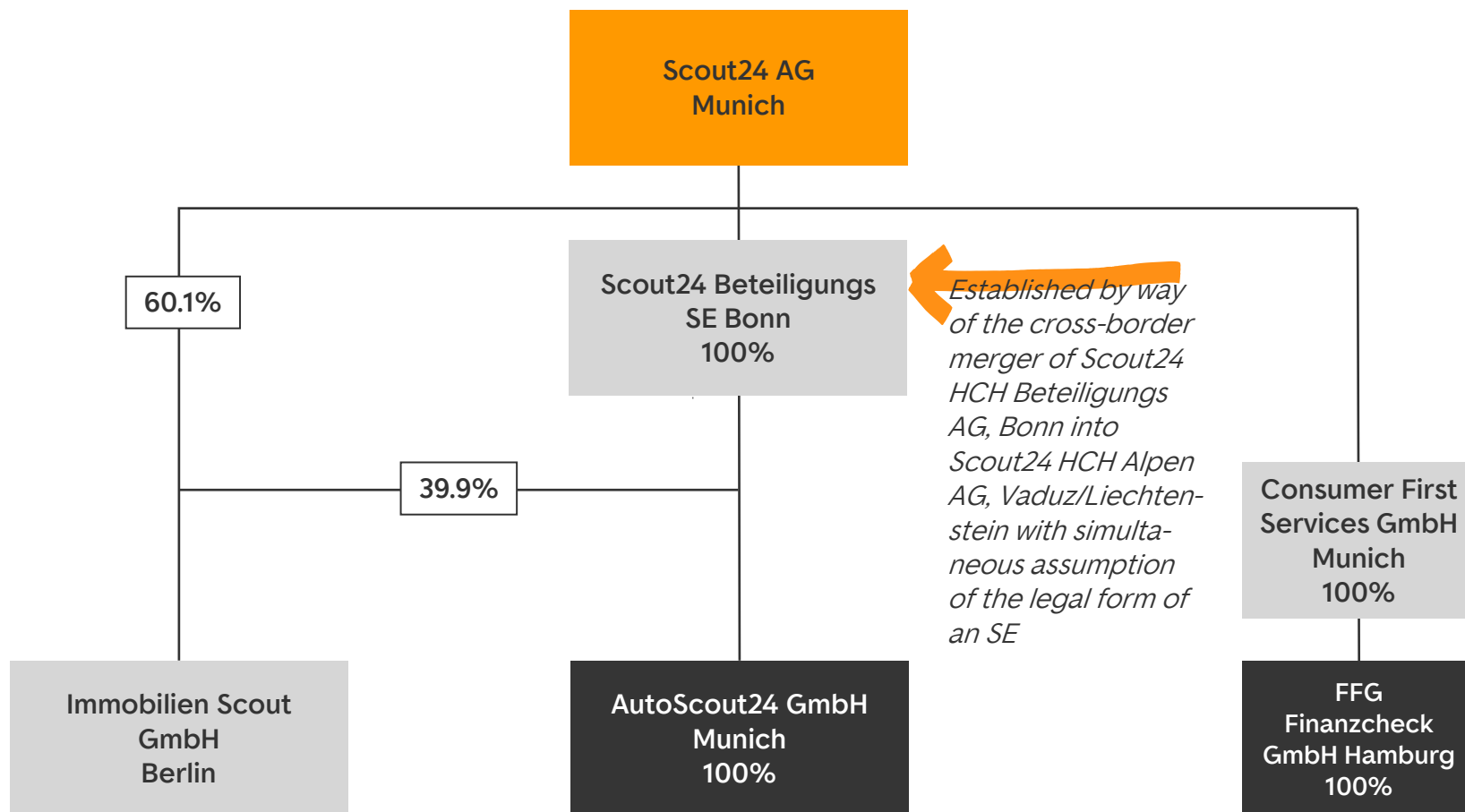
The capital reduction allows existing shareholders who without AS24 want to reduce their position in the new Scout24 to withdraw capital from the company. A capital increase can be used to address new shareholders who want to invest into the future of Scout24.

## Agenda Item 10

### refers to the profit and loss transfer agreement with Scout24 Beteiligungs SE

- Profit and loss transfer agreement with Scout24 Beteiligungs SE was concluded on 28 April 2020 ...
- ... subject to the approval of the AGM of Scout24 AG (AGM of Scout24 Beteiligungs SE approved already).
- Agreement applies with retroactive effect as of 1 January 2020.
- Agreement may be terminated for the first time to the end of 31 December 2024.

Organisation Chart as of 31 December 2019  
(AutoScout24, FINANZCHECK = discontinued operations)



# Make it happen!

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