

Make it happen!

Annual General Meeting
18 June 2020



Scout24

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Due to rounding, numbers presented throughout this document may not add up precisely to the totals indicated, and percentages may not precisely reflect the absolute figures for the same reason. Information on the quarterly financials has not been subject to audit and is thus preliminary.

Welcome to our first all virtual Annual General Meeting



Exceptional
conditions due to
Covid-19

- No physical participation for shareholders / representatives
- The official language of the Annual General Meeting is **GERMAN** – an additional simultaneous English translation of the entire Annual General Meeting will be provided
- **SPEECHES** by the Chairman of the Supervisory Board and the Management Board are broadcast in a generally accessible format on the Scout24 website
- Registered shareholders can follow the Annual General Meeting in full in a live audio and video webcast via the **PASSWORD-PROTECTED INTERNET SERVICE**
- **ELECTRONICAL VOTING** via password-protected internet service until voting is officially closed - voting instructions to proxies possible
- Declaration of **OBJECTIONS** against resolutions possible until the end of the Annual General Meeting

The general procedure is as follows:

1. Report of the Supervisory Board
 - Proposals for election to the Supervisory Board
 - Video message Dr Elke Frank
2. Report on the past financial year and review of the current year 2020
 - Chief Executive Officer Tobias Hartmann
 - Chief Financial Officer Dr Dirk Schmelzer
 - Proposals related to AS24 transaction: capital reduction, share-buybacks, profit and loss transfer agreement
 - precautionary resolution on authorized capital
3. Answering questions
4. Voting

Report of the Supervisory Board



Main focus of the Supervisory Board's work in 2019:
Corporate governance and strategy

CORPORATE GOVERNANCE Personnel Collaboration

New Supervisory Board members:
Christoph Brand, Frank H. Lutz,
André Schwämmlein

Committees: newly founded remuneration committee, new composition of committees



STRATEGY Strategic options AutoScout24 transaction

Future positioning: assessment of the options

Approval of AS24 sale



**Good Bye AutoScout24,
FinanceScout24
and FINANZCHECK teams**

**Successful transaction and
timely execution**

**A successful year for Scout24
with a fantastic business
development**

**Distinct future growth strategy
despite Covid-19**



**Thanks to
Management
Board and
employees**



The Supervisory Board and its committees held a total of **18** meetings in 2019

Supervisory Board
4 ordinary meetings
4 extraordinary meetings

Executive Committee
3 meetings

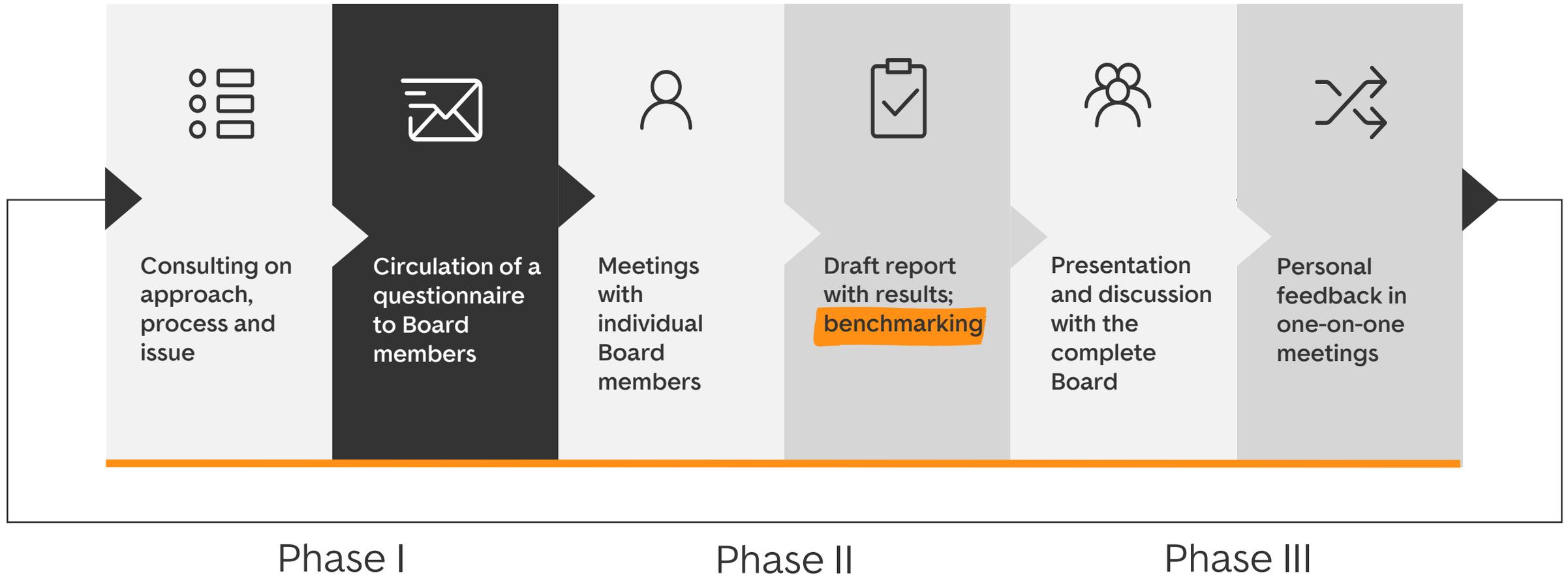
Audit Committee
6 meetings

Remuneration Committee
1 meeting

SB Member*	Supervisory Board	Executive Committee	Audit Committee	Remuneration Committee	Participation quota
Dr Hans-Holger Albrecht	7/8	3/3	6/6		94%
Christoph Brand (starting 08/2019)	4/4		2/2		100%
Frank H. Lutz (starting 08/2019)	4/4	2/2	2/2		100%
Peter Schwarzenbauer	7/8	3/3		1/1	92%
André Schwämmlein (starting 08/2019)	4/4	2/2		1/1	100%
Ciara Smyth	8/8	1/1		1/1	100%

* Current members only; note: newly implemented committee structure in 09/2019

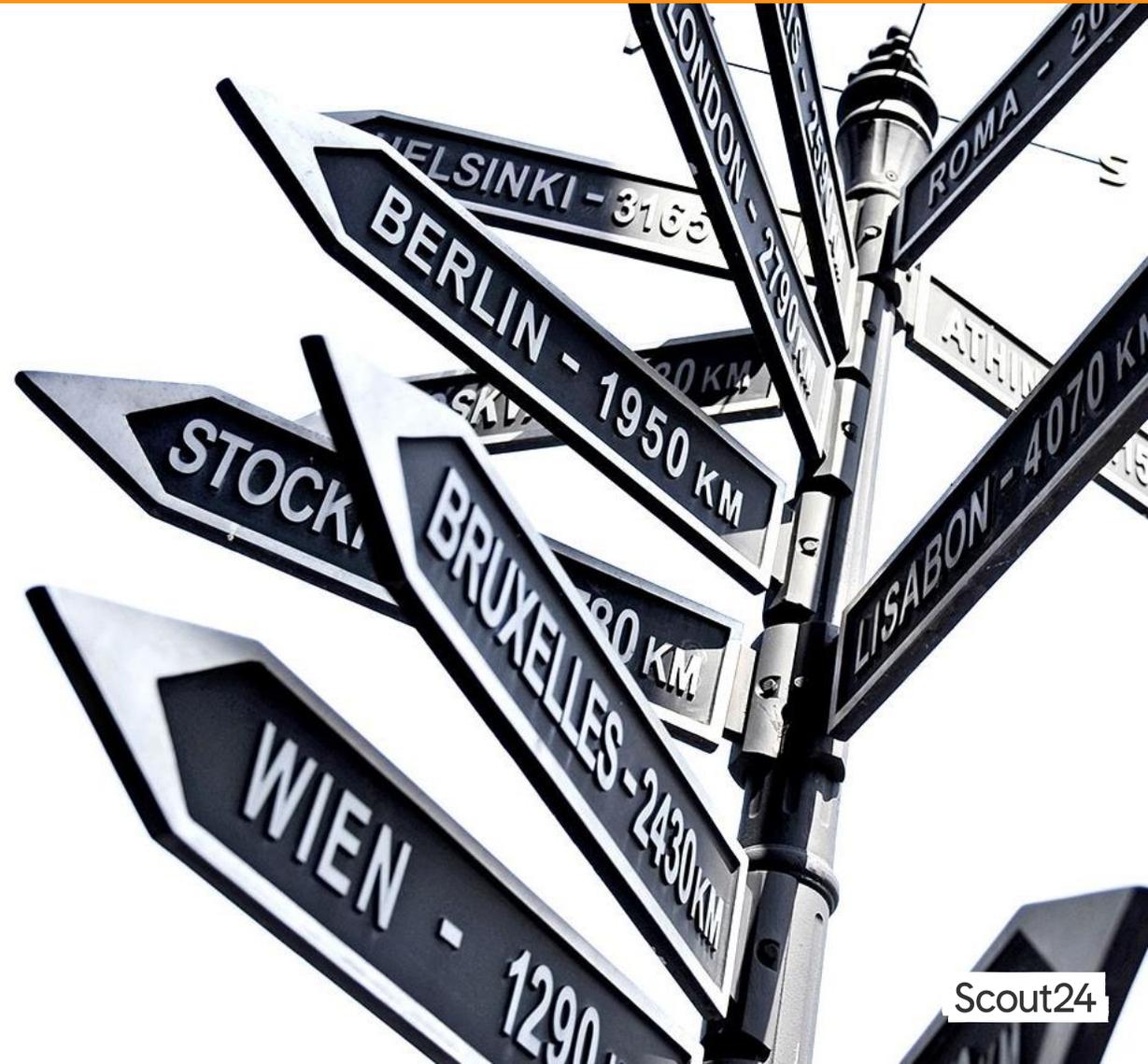
We have reviewed the effectiveness of the Supervisory Board and benchmarked the individual skills, supported by an experienced external advisor



First Corporate Governance Roadshow in February 2020: 2.5 days, 14 meetings

Topics

- AutoScout24 sale
- Long-term strategy
- Governance system
- Management Board remuneration system
- Supervisory Board composition
- Supervisory Board competence profile
- Operating procedures Supervisory Board and meetings
- Efficiency audit



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** for all newly elected members (instead of five)
- **Five** of the Supervisory Board **members** currently in office are to be **re-elected**
 - Dr Hans-Holger Albrecht
 - Mr Christoph Brand
 - Mr Frank H. Lutz
 - Mr Peter Schwarzenbauer
 - Mr André Schwämmlein
- Ms Ciara Smyth is **not available** for re-election
- **Dr Elke Frank** is to be **newly elected** to the Supervisory Board

New candidate Dr Elke Frank



Dr Elke Frank
Born 1971, German
Term until AGM 2024

Member of the Management Board of Software AG (publicly listed)

Other mandates:

- Kuratorium of the Fraunhofer Institute for Industrial Engineering IAO (pro bono, non-listed)

Together with Elke Frank: six candidates covering a broad and diversified range of skills and expertise



Dr Hans-Holger Albrecht
Chairman

CEO and member of the Board
of Deezer S.A.

Other mandates:

Member of the Board of
Directors of ICE Group ASA;

Member of the Board of
Directors of VEON Ltd.



Frank H. Lutz
Deputy-Chairman

CEO CRX Markets AG

Other mandates :

Supervisory Board
member of Bilfinger SE



Christoph Brand

CEO Axp0 Holding AG

Other mandates :

Member of the Board of
Directors of
Centralschweizerische
Kraftwerke AG



Peter Schwarzenbauer

Former member of the
Management Board of BMW AG

Other mandates :

Supervisory Board member of
UnternehmerTUM GmbH



André Schwämmlein

CEO FlixBus GmbH

No other mandates

Information on the audit of the financial statements

-  Unqualified audit opinion
-  Adequate information and monitoring system
-  Audit reports of the auditor
-  Approval and adoption by the Supervisory Board

**Annual Financial Statements 2019
Scout24 AG**

**Consolidated
Financial Statements 2019**

**Combined
Management Report 2019
AG and Group**

**Sustainability Report 2019
(non-financial statement
of the Group according to
EU CSR Directive)**

Report of the Management Board



In 2019 we made important strategic, operational and organisational decisions



Focus on
core business areas
AutoScout24 &
ImmoScout24

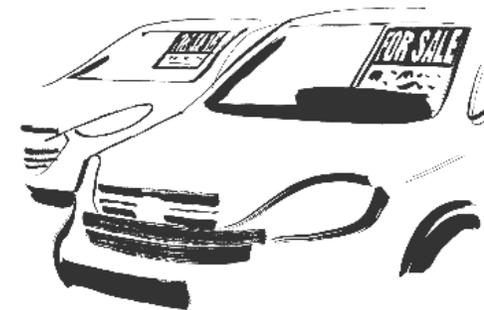


Introduction of streamlined,
more agile structures and
identification of cost
efficiencies



Share buyback program
and confirmation of
dividend policy

Strategic review
of AutoScout24
completed with sale to
Hellman & Friedman



Expanding our market leadership and focusing on profitable growth have been paramount

From classifieds to a networked marketplace of the future:

- ✓ Larger addressable market
- ✓ Additional sources of revenues



Largest product innovation push in the history of Scout24



Communication of growth and profitability goals on Capital Markets Day in November 2019

Make it happen.

New brand identity highlights our clear strategic focus
(Launch in November 2019)

We have delivered record results in 2019 ...

New Scout24 Group including IS24 and real estate-related CS activities

€349.7m

+9.9%

revenue from
continuing operations

€209.3m

+10.9%

ordinary operating
EBITDA



60%

+1 pp

ordinary operating
EBITDA margin



13.5m

+4.6%

unique monthly visitors
(multiplatform) on IS24
(83% are mobile traffic)

425,000

-1.6%

listings on the IS24
marketplace at year end

#1

1.9x more listings

IS24 is market leading in
Germany (79% unaided brand
awareness)

... and generated substantial value for our shareholders

Scout24 share price (indexed) in €



Source: FactSet 14 January 2020

*) Total Shareholder Return = share price performance + dividend yield

At the same time, we are aware of our social responsibility and have driven forward key initiatives in 2019

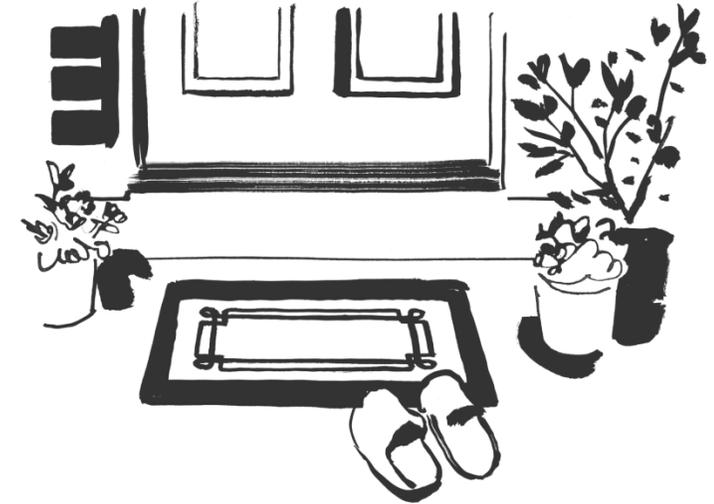


Scout24 DNA

Our “Culture Code“ describes who we are (core values and leadership responsibility)

Integrating sustainability successfully into the corporate activity

- Reduced CO₂ emissions by 8%
- Social Days with more than 600 employees
- Sustainability report concurrently with annual report



Debate platform
#WohnenWeiterDenken
 (“Rethinking how we live”)

In the Covid-19 crisis we support our partners and take responsibility for our sector

Immediate-action program

Survive

Measures

Liquidity Plus

All professional customers are granted a nine-month extension of payment

Prevent

Listings Plus

Private listings can be advertised free of charge

Accelerate

Leads Plus

Free mandate acquisition leads available to agent customers

“#GemeinsamDurchDieKrise“: 10-point program for a well functioning real estate market

1. Digitalization of building permit procedures
2. Online application for housing benefit (“Wohngeld”)
3. Expansion of virtual property viewings
4. Digital credit applications
5. Online access to real estate transaction documents
6. Paperless application and contract documents
7. Digital solutions for notarial authentication
8. Legally compliant digital transfer of rental and purchase objects
9. Online owners' meetings
10. Expansion of online training courses for the real estate industry

We understand and are oriented towards the needs of all participants of the real estate eco-system

Consumers
(seeking real estate)

Home owners
(sellers, landlords, apartment, house)

Agents
(sale, rent)



“ Tired of real estate agents calling me with properties that I am not interested in.



“ How do I sell my house and find the right agent to help me do so?



“ My biggest problem is getting mandates in a competitive market.

“ How do I get the most bang for my advertising buck?



Introducing Rolf – Successful agent for residential real estate and IS24 client

- Rolf is real estate agent in a large German city
- He subscribed to an annual contract with IS24
- He booked the Image-Edition as well as premium placement
- For this, he pays ~750 € per month to IS24

A	MarktNavigator + IBW-Flatrate
Image	Image-Boost
	Reference objects
	Reviews and homepage link
	“Branchenbuch” entry + profile page
	Company logo
Marketing	Contact + configuration
	Scoutmanager + Flowfact access
	Top List All

16,680

Residential Real Estate Partners (Agents, property managers, finance partners) were IS24 core clients at the end of Q1 2020

2,748

Business Real Estate Partner (Agents, project developers, new home builders) were IS24 core clients end of 2019

~28,000

Real estate agents (core agents and professional private listings) are active on IS24 in Germany (represents c. 80% of all German agents)



729 €

Residential Real Estate Partner monthly ARPU

1,811 €

Business Real Estate Partner monthly ARPU

We help Rolf becoming even more successful



- Rolf completes c. 25 transactions per year, thereof up to 15 sales, the remainder rental.
- He generates c. 245,000 € in revenues from provisions p.a.
- Thereof, he spends c. 30,000 € (12%) on marketing.
- About **30%** of this accounts for his IS24 subscription.
- Subtracting salaries, rent and other costs, he is left with an annual profit of c. 25,000 €.

USU. **2**

Monthly net cold rents as agent brokerage fee for a rental apartment

> 6 bn €
Agent fee pool



Rental transactions in residential real estate in Germany 2019 (thereof 1/6 through IS24)

3.7 m

4.5 %

Average fee rate for property sales (3.56% - 7.14% incl. VAT. range for agent fees)

~ 700 m €

Marketing spend
(60% for advertising, 40% for customer acquisition)

696,000

Sale transactions in residential real estate in Germany 2019 with a total volume of 191.1 bn. € (Gewos), thereof 1/3 through IS24





Meet owner Stefanie: She starts her real estate sale at IS24

1 Stefanie browses in the price atlas for comparable objects to her apartment



2 Stefanie joins HomesellerHub and enters the details of her apartment

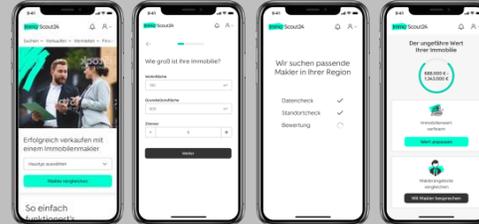


Alerts from Homeseller-Hub on the value of your property



Stefanie, start the agent comparison to get the right regional agent recommended for you!

3 IS24 sells Stefanie's lead to relevant agents via the agent comparison



53k Home seller enquiries generated

4 Thanks to real estate agent & digital professional tools, the apartment is sold 13% above her desired price



22.5k Home sellers connected to agents

43m objects

340k owners willing to sell registered at IS24 (end of Q1 2020)

+83%
2019 year-on-year growth rate

10.7m €
RLE revenues in 2019 (almost tripled year-on-year)

Introducing the Schneider family. They are looking for a larger apartment with two rooms for their children

- + Mrs. Schneider subscribes to a **MieterPlus+** membership for 6 months at 19.95 €/ month
- + She receives access to **exclusive features** such as: Check-your-chances, exclusive listings, viewings planner, deposit guarantee, emergency key service and tenancy law consulting
- + Mrs. Schneider completes her profile details and IS24 **self disclosure** to explain her intention to find a new apartment
- + She retrieves her **credit score “SCHUFA-BonitätsCheck“** directly via IS24
- + IS24 uses her online bank statements to create certified **proofs of rent payments and income**
- + At the push of a button, she can combine all digital documents into her standardised **application portfolio** from IS24



Well equipped for the search and beyond



> **165,000**

Rental apartment listings

> **100,000**

MieterPlus members

20 €

MieterPlus monthly ARPU

Our products are tailored precisely to the needs of our partners and consumers



- Acquire new mandates (“digital farming”)
- Use most efficient marketing channel
- Build local brand
- One-stop shop



- Finding the right agent
- Maximize sales price
- Safe and efficient transaction



- Benefit from a personalised home search journey
- Maximized transparency
- Receive guidance in decision making

Our long-term strategy: We will further expand the real estate ecosystem and drive forward digitization



We strengthen our #1 market position in Germany



We develop innovative, smart products and expand our TAM



We collect and provide more data, thereby increasing market transparency



We build a comprehensive ecosystem for sale and rent



We provide additional value to our customers through new membership models and value-add products



We strengthen our position in private listings

Make it happen! ... We have delivered: a successful year 2019



Record results in 2019



Value maximising sale of AutoScout24



Highly attractive shareholder return



Full focus on market leadership



Largest innovation push in our product portfolio



New brand identity

- Revenue growth from continuing operations: +10%
- Group ordinary operating EBITDA margin: 60%
- Enterprise value: 2.9bn € = 26.1x EV / EBITDA 2019
- 2.8 bn € net proceeds from sale
- 1.69 bn € planned capital distribution to shareholders via share buybacks
- Share price performance 2019: +47%
- + Dividend yield 2019: +2%
- = Total Shareholder Return: +49% (vs. MDAX +31%)
- ImmoScout24 is the #1 in the attractive German real estate market
- New products for more revenues, more transparency, more digitization
- Successful launch: high brand awareness with a new look

Financial results full year 2019 and Q1 2020



2019 was an eventful year with record results

Financial Highlights – continuing and discontinued operations

in €m	External Revenue			ooEBITDA			ooEBITDA Margin		
	2019	2018	+/-	2019	2018	+/-	2019	2018	+/-
New Scout24-Group (continuing operations)	349.7	318.2	+9.9%	209.3	188.7	+10.9%	60%	59%	+1 pp
New ImmoScout24 (IS24 segment + immo-related CS)	349.8	318.1	+9.9%	217.6	194.9	+11.7%	62%	61%	+1 pp
Old Scout24-Group	613.6	531.7	+15.4%	321.9	291.5	+10.4%	52%	55%	-3 pp
ImmoScout24 (continuing)	270.2	250.0	+8.1%	188.0	170.3	+10.4%	70%	68%	+2 pp
AutoScout24 (discontinued)	186.9	166.3	+12.3%	107.1	88.4	+21.1%	57%	53%	+4 pp
Consumer Services (partly continuing)	156.5	115.3	+35.7%	37.5	40.4	-7.2%	24%	35%	-11 pp

The continuing operations consist of three segments going forward

Sources of revenue

RESIDENTIAL REAL ESTATE

- Business with Residential Real Estate Partners, including real estate agents primarily offering residential property for sale or rent, property management and housing companies that regularly enter into new leases, and financing partners, e.g. savings banks (“Sparkassen”) that perform real estate agent activities.
- Business with private consumers who directly offer properties for sale or rent and who are or have been seekers of rental properties (by using services such as credit checks and premium memberships).
- Business with moving companies to whom IS24 sells moving leads as well as with banks, financing consultants, credit brokers, insurance companies and insurance intermediaries to whom IS24 sells financing leads / property-related insurance leads.

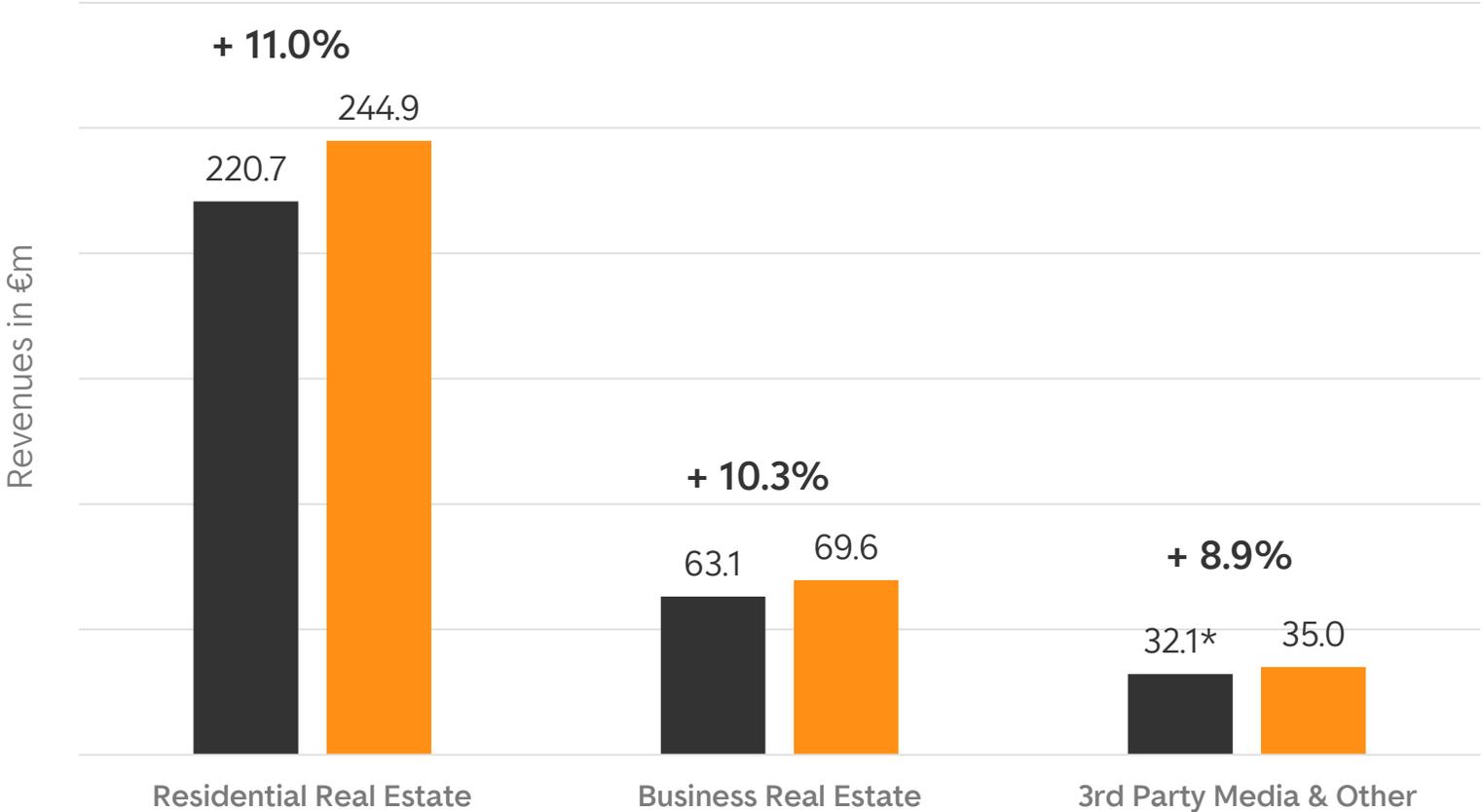
BUSINESS REAL ESTATE

- Business with real estate agents who primarily offer commercial properties for sale or rent.
- Business with real estate project developers and new home builders that market new construction projects.

3RD PARTY MEDIA AND OTHER

- Business with 3rd party advertisers who book advertising space on the IS24 marketplace.
- ImmobilienScout24 Austria.
- Subsidiary FlowFact (real estate agent CRM software).

We delivered strong growth across all three new segments in 2019



■ 2018 ■ 2019 * without classmarkets

62.2%
 2019
 ooEBITDA margin
 (over all three new IS24 segments)

61.3%
 2018
 ooEBITDA margin
 (over all three new IS24 segments)

On Group level we achieved an ooEBITDA margin of 60% ...

(€m)	FY 2019	FY 2018	+/-
External revenues	349.7	318.2	+9.9%
Own work capitalised	14.0	11.2	+24.7%
Other operating income	3.1	4.7	-34.8%
Personnel	-72.9	-70.2	+3.8%
Marketing	-30.6	-24.8	+23.4%
IT	-14.2	-11.8	+20.1%
Other operating costs	-39.7	-38.8	+2.3%
Total operating cost	-157.4	-145.6	+8.1%
Ordinary operating EBITDA	209.3	188.7	+10.9%
Ordinary operating EBITDA-margin	59.9%	59.3%	+0.6 pp

- ✓ Marketing costs 23.4% higher due to increased online marketing for Realtor Lead Engine
- ✓ IT costs up 20.1% due to increasing share of cloud-based platform and software solutions
- ✓ Improved operating efficiency: Total operating cost increase 1.8 pp below revenue growth
- ✓ Disproportionately strong increase of ordinary operating EBITDA
- ✓ Ordinary operating EBITDA margin up 0.6 pp

... the adjusted EPS was 1.77€

(€m)	2019	2018	+/-
Ordinary operating EBITDA	209.3	188.7	+10.9%
Non-operating items	-45.7	-24.5	+86.3%
Reported EBITDA	163.7	164.2	-0.3%
D&A	-54.2	-53.0	+2.2%
Financial result	-15.2	-6.1	+151.8%
Taxes on Income	-30.7	-29.2	+5.0%
Net income (continuing operations)	63.5	75.9	-16.3%
Net income (discontinued operations)	16.5	88.3	-81.3%
Net income	80.0	164.2	-51.3%
<i>Basic Earnings per Share (€)</i>	0.75	1.53	-51.0%
Adjusted net income	189.6	169.9	+11.6%
<i>Adjusted EPS (€)</i>	1.77	1.58	+12.0%

- ✓ Strong increase in non-operating items mainly due to share price performance and resulting share-based remuneration (€29.0m in 2019) and reorganization
- ✓ Reported EBITDA flat
- ✓ Financial results 2018 positively influenced by gains from classmarkets sale and proceeds from RFA refinancing
- ✓ Results from discontinued operations affected by €24.3m AS24-transaction cost
- ✓ Net income, adjusted for one-off and reorganization costs, up 11.6%

We propose a regular dividend of 91 cents per share

	2019	2018
Adjusted net income	€ 189.6m	€ 169.9m
Adjusted earnings per share*	€ 1.77	€ 1.58
Dividend per share	€ 0.91	€ 0.64
Dividend	€ 93.7m	€ 68.9m
Pay-out ratio	49.4%	40.5%
Price per share end of December	€ 58.95	€ 40.16
Dividend yield	1.5%	1.6%

* Calculation based on IFRS earnings per share logic (as used in annual report). Weighted average number of shares (diluted) in 2019: 107.092.213 shares.

- ✓ Dividend at the upper end of the targeted dividend payout ratio of 30% - 50% of adjusted net income.
- ✓ Sufficient liquidity for dividend payment from AS24 purchase price.
- ✓ Number of shares used to calculate the dividend: 102,926,616.

The dividend is paid by Scout24 without tax deductions

Scout24 AG – HGB balance sheet (€m)

31/12/2019

31/12/2018

Capital stock, outstanding	105.2	107.6
Share capital	107.6	107.6
Nominal amount of treasury shares	-2.4	0
Capital reserve	170.3	170.3
Balance sheet profit	887.2	974.0
Equity	1,162.7	1,251.9

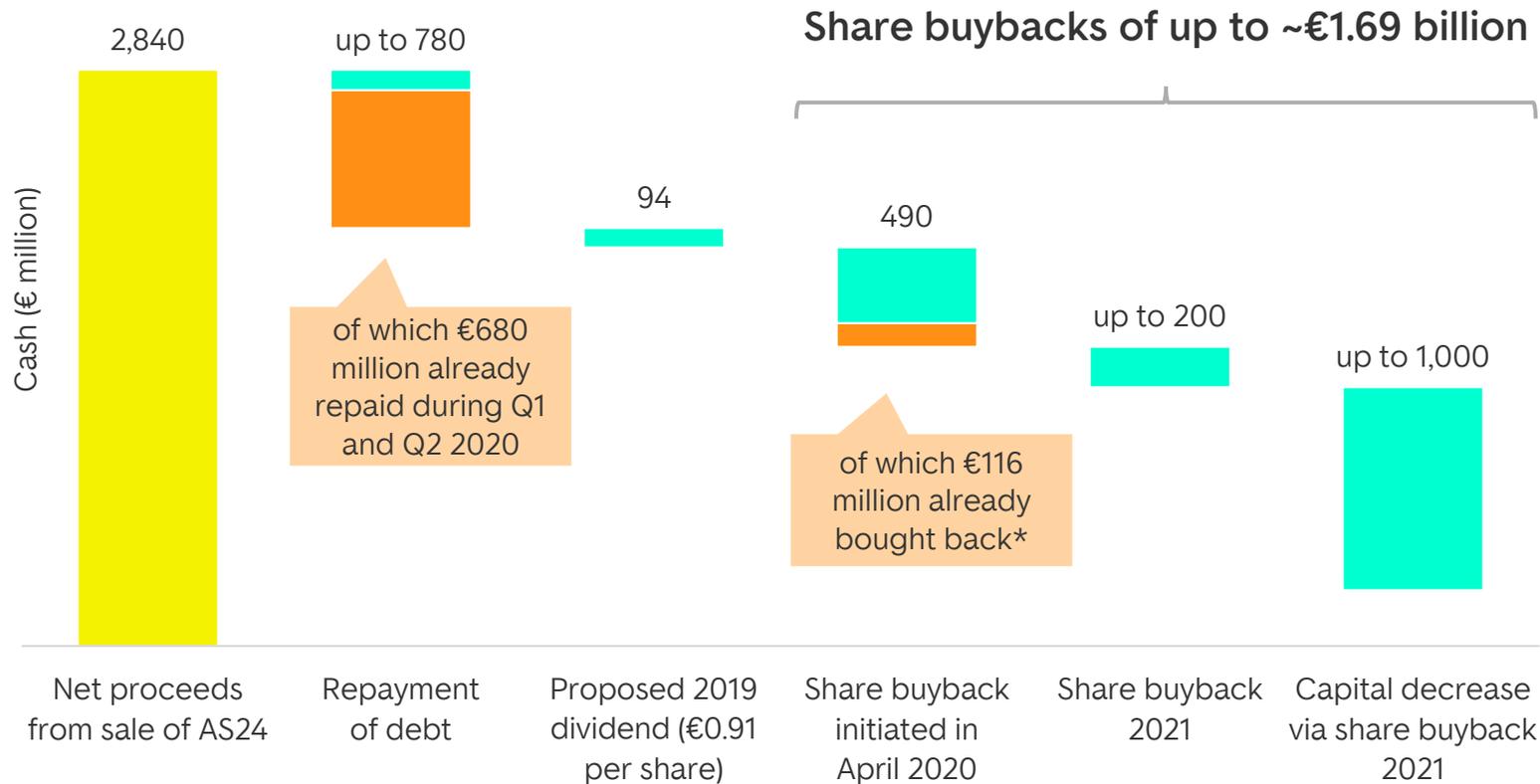
1. Commercial law: Available profit based on HGB (“Ausschüttbarer Gewinn“)

€884.7m is the distributable amount according to HGB as of 31 Dec. 2019 and is the maximum distributable amount.

2. Tax law: Tax contribution account (“Steuerliches Einlagenkonto“)

The proposed dividend payment and the share buybacks started in September 2019 are paid out of the tax contribution account.

The dividend payment is part of our capital return plan



- ✓ Reconfirming debt repayments of up to €780 million
 - €680 million already repaid
- ✓ Reconfirming 2019 dividend payout proposal of €94 million
- ✓ Reconfirming capital distribution to shareholders via share buybacks in 2020-2021 of up to €1.69 billion

* Buyback volume as of 10 June 2020

Three agenda points refer to our plan to return capital from the 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 € 93,663,220.56 for the expired financial year 2019.
- Number of shares entitled to dividends is 102,926,616.
- This results in a dividend of € 0.91 per no-par value share (payment on 23 June 2020).

Agenda
Point

7

Reduction of the registered share capital through redemption of shares

- Public purchase offer addressed to all shareholders and redemption of purchased shares between 1 February 2021 at the earliest and the end of 30 June 2021 at the latest.
- Pay-out volume available amounts to up to € 1bn.

Agenda
Point

8

Authorization to purchase treasury shares

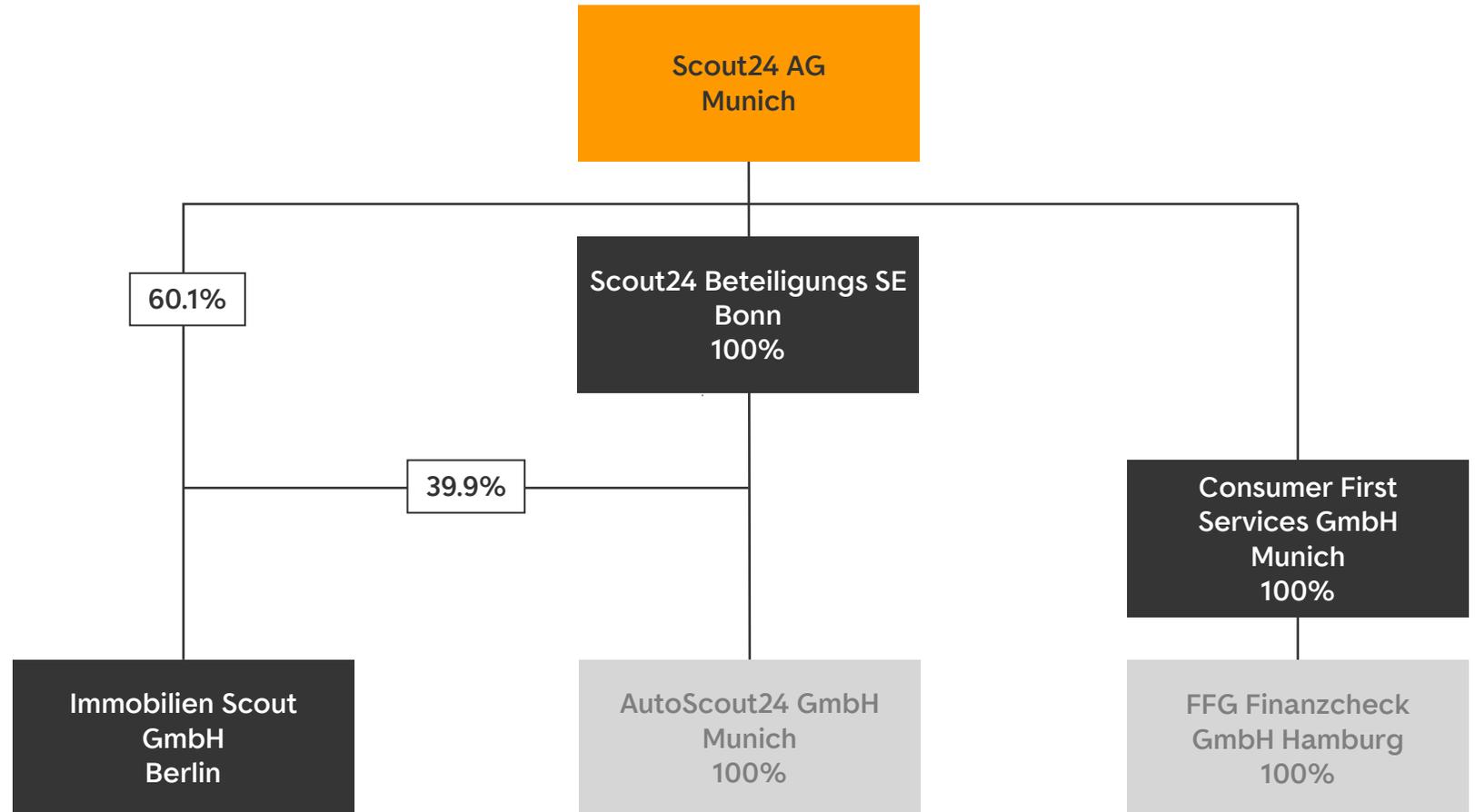
- Scout24 AG to be authorized until 17 June 2025 to purchase treasury shares up to a total of 10% of the existing share capital.
- Authorization may be exercised in whole or in installments, once or several times.

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)



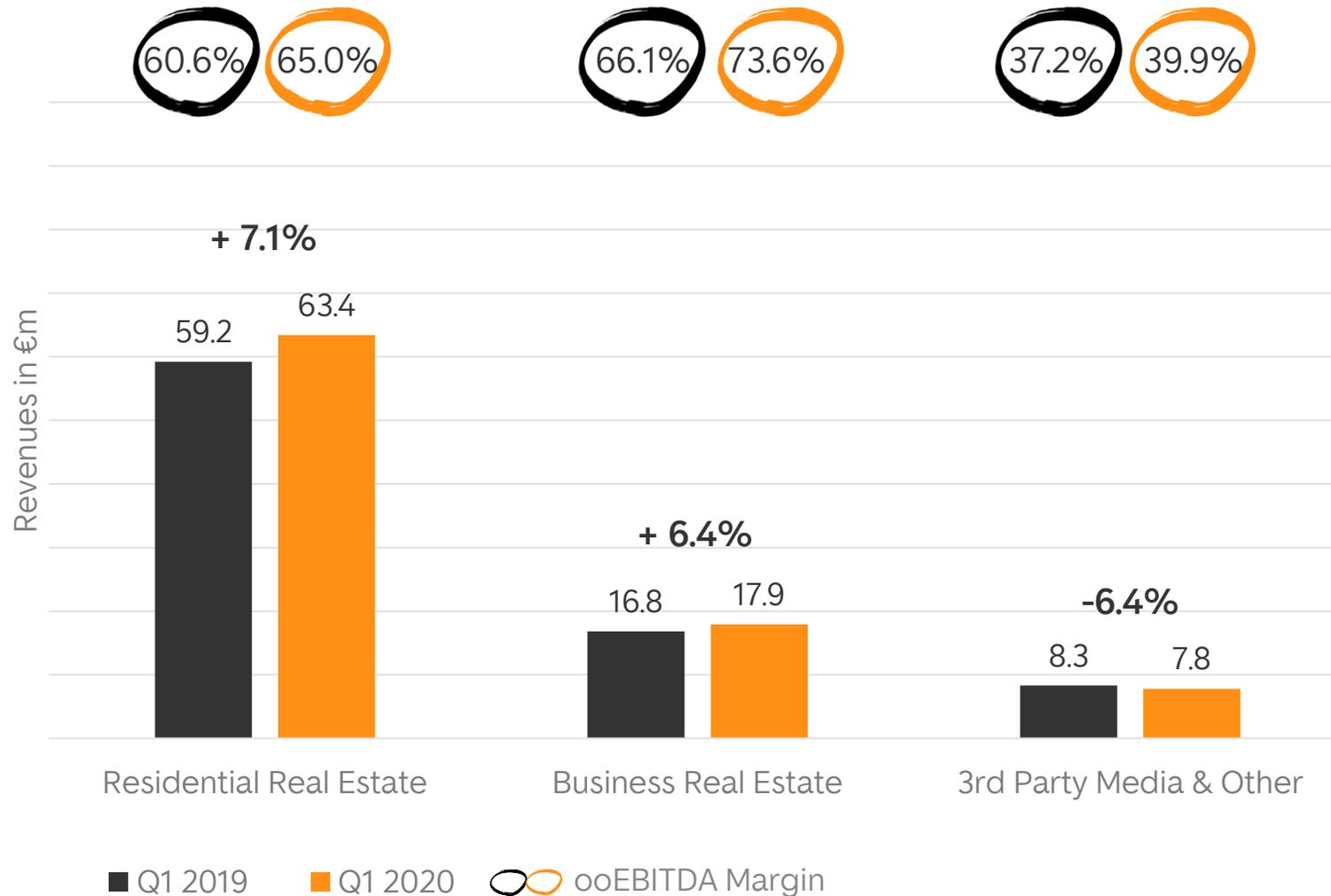
ImmoScout24 with strong increase of ooEBITDA margin in Q1 2020

Key figures at a glance

€m	External Revenues			ooEBITDA			ooEBITDA Margin		
	Q1 2020	Q1 2019	+/-	Q1 2020	Q1 2019	+/-	Q1 2020	Q1 2019	+/-
New Scout24-Group (continuing)	89.1	84.4	+5.6%	55.1	48.2	14.4%	61.8%	57.1%	+4.7 pp
ImmoScout24 (continuing)	89.1	84.3	+5.6%	57.5	50.1	+14.8%	64.6%	59.4%	+5.2 pp

All three segments contributed to the increase in EBITDA margin

Segment overview



64.6 %
 Q1 2020
 IS24
 ooEBITDA margin

59.4 %
 Q1 2019
 IS24
 ooEBITDA margin

Make it happen!

Contact

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Scout24