

Translation for Convenience Purposes

**Information on shareholders' rights
pursuant to Article 56 SE Regulation, Section 50 (2) SE Implementation Act, Sections 122 (2), 126
(1), 127 and 131 (1) Stock Corporation Act, Section 1 COVID-19 Act in connection with the**

**Annual General Meeting of Scout24 SE
on 30 June 2022 at 10:00 a.m.**

The convocation of the Annual General Meeting contains information on shareholders' rights under Article 56 of Regulation (EC) No 2157/2001 (**SE Regulation**), Section 50 (2) of the German SE Implementation Act (*SE-Ausführungsgesetz – SEAG*) and Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (*Aktiengesetz – AktG*), in particular regarding the timeframe during which these rights may be exercised, and including the particularities based on Section 1 of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) of 27 March 2020, most recently amended by Article 15 of the German Act Establishing a "Reconstruction Aid 2021" Fund and Temporarily Suspending the Insolvency Filing Obligation on Account of Heavy Rainfall and Floods in July 2021 and Amending Further Acts (*Gesetz zur Errichtung eines Sondervermögens "Aufbauhilfe 2021" und zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze; Aufbauhilfegesetz 2021 – AufbhG 2021*) of 10 September 2021 (the **COVID-19 Act**). The following sections provide additional information on these shareholders' rights, their conditions and the particularities arising due to the fact that the Annual General Meeting is to be held without the physical presence of the shareholders or their proxies as a virtual general meeting.

1. Requests for additions to the agenda pursuant to Article 56 SE Regulation, Section 50 (2) SEAG and Section 122 (2) AktG

Under Article 56 SE Regulation, Section 50 (2) SEAG and Section 122 (2) AktG, shareholders collectively holding at least one twentieth of the share capital or the pro-rata amount of EUR 500,000 (the latter 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 Management Board of the company and must be received by the company at the latest 30 days before the day of the Annual General Meeting; the day of the Annual General Meeting and the day of the receipt by the company are not included.

The latest possible date of receipt is 30 May 2022, 24:00 hrs (Central European Summer Time – CEST). The request might in any case be addressed as follows:

**Scout24 SE
Management Board
Bothestr. 13-15
81675 Munich
Germany**

In order to avoid delays due to postal delivery times, we ask that you address any requests for additions to the agenda as set out above and additionally send them in advance by e-mail to the e-mail address hauptversammlung@scout24.com.

Any additions to the agenda which require publication and were not published with the notice of convocation will be published in the German Federal Gazette (*Bundesanzeiger*) as soon as they have been received by the company and will be forwarded to media services 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 invitation to the Annual General Meeting has been issued will also be made available on the company's website at <https://www.scout24.com/en/investor-relations/annual-general-meeting> and announced to the shareholders as soon as they have been received by the company in accordance with Section 125 AktG.

The relevant provisions in the SE Regulation, the SE Implementation Act and the Stock Corporation Act underlying this right of shareholders are as follows:

Article 56 SE Regulation

"One or more shareholders who together hold at least 10% of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies."

Section 50 SEAG – Convocation and additions to the agenda at the request of a minority

- "(1) The convocation of the general meeting and the preparation of its agenda pursuant to Article 55 of the Regulation may be requested by one or more shareholders who together hold at least 5% of the subscribed capital.*
- (2) One or more shareholders who together hold at least 5% of an SE's subscribed capital or the pro-rata amount of EUR 500,000 may request that one or more additional items be put on the agenda of any general meeting."*

Section 122 AktG – Convocation on request by a minority (extract)

- "(1) The general meeting is to be convened if shareholders whose aggregate holdings equal one twentieth of the share capital request such a meeting in writing, stating the purpose and reason for such a meeting; this request is to be addressed to the management board. The articles of association may provide that the right to request a general meeting shall require another form or the holding of a lower proportion of the share capital. Applicants must provide evidence of having held the shares for at least 90 days prior to the date of receipt and of continuing to hold the shares up to the date on which the management board takes a decision relating to the application. Section 121 (7) shall apply mutatis mutandis.*
- (2) In the same way, shareholders collectively holding at least one twentieth of the capital stock or at least the pro-rata amount of EUR 500,000 in total may request that additional items be added to the agenda and published. Each new item must be accompanied by a statement reasoning or a resolution proposal. The request in the sense of sentence 1 shall be provided*

to the company at least 24 days, in case of listed companies at least 30 days, prior to the general meeting; the day of receipt shall not be included in this calculation."

Section 121 AktG – General information (extract)

"(7) When fixing periods and deadlines that are counted backward from the day of the general meeting, the day of the general meeting itself shall not be taken into account. Transferral from a Sunday, Saturday, or a public holiday to a preceding or a subsequent business day is not possible. Sections 187 through 193 of the German Civil Code shall not apply. The articles of association of unlisted companies may provide for another method for calculating periods and deadlines."

2. Counter-motions and nominations pursuant to Section 126 (1) and Section 127 AktG in conjunction with Section 1 (2) sentence 3 and (8) sentence 2 COVID-19 Act

As the Annual General Meeting on 30 June 2022 will be held as a virtual Annual General Meeting and the physical presence of the shareholders is excluded, the shareholders cannot propose any counter-motions at the place of the Annual General Meeting; the company-appointed proxies are also not available for this. The same applies for nominations. Pursuant to Section 1 (2) sentence 3 and (8) sentence 2 COVID-19 Act, however, any motions or nominations by shareholders to be made accessible pursuant to Sections 126 or 127 AktG will be deemed to have been made at the meeting if the shareholder submitting the motion or nomination has been properly legitimated and duly registered for the Annual General Meeting, i.e. if the requirements set out in "Requirements for participation and exercising voting rights" have been fulfilled. This will not affect the right of the chairman of the meeting to have the Annual General Meeting vote on the proposals of the administrative bodies first. Should the proposals of the administrative bodies be adopted with the required majority, the counter-motions or (deviating) nominations will be rendered obsolete in this respect.

The applicable provisions of the COVID-19 Act on the possibility for holding a virtual general meeting are set out below.

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, however, are not required in the case of nominations at least) and any response by the company's administrative bodies, on the company's website at <https://www.scout24.com/en/investor-relations/annual-general-meeting> if they are received by the company at least 14 days before the day of the Annual General Meeting, not including the day of the receipt and the day of the Annual General Meeting, and therefore by 15 June 2022, 24:00 hrs (CEST), at the latest and addressed to:

Scout24 SE
Bothestr. 13-15
81675 Munich
Germany

or by **fax** at the fax number **+49 (0)89 1250 4021 263**

and all other conditions requiring the company to publish such information under Sections 126 AktG and/or 127 AktG have been met. Any counter-motions and nominations sent to other addresses will not be accepted. Shareholders enjoy a right which corresponds to this duty: the right that their counter-motions and nominations for election must be published. Pursuant to the wording of

Section 126 AktG, the obligation to publish counter-motions not only requires that such counter-motion is received by the company at the aforementioned address in due time, but also that a reason is stated for the counter-motion. If the other requirements for publication have been met, the company will publish a counter-motion even if no reason for the counter-motion has been provided. As regards nominations in the sense of Section 127 AktG, the wording of the law alone allows for no reason to be stated. A duty to publish counter-motions and nominations does not exist, even if the conditions mentioned previously have been fulfilled, if the facts described in Section 126 (2) AktG apply, and in the case of nominations additionally if Section 127 sentence 3 AktG applies.

The provisions in the Stock Corporation Act which form the basis of this right of shareholders, and which also specify the conditions under which counter-motions and nominations do not need to be published is not required, are as follows (extracts):

Section 126 AktG – Motions by shareholders

"(1) *Information on shareholders' motions, including the name of the shareholder, the reasons and any response by the company's administrative bodies, shall be given to those entitled pursuant to Section 125 (1) to (3) under the terms stipulated therein, if the shareholder submits to the company, to the address stated in the notice of convocation, his counter-motion to a motion of the management board and the supervisory board on a specific item on the agenda, stating his reasoning, fourteen (14) days before the general meeting at the latest. The date of receipt is not included in this calculation. For listed companies, publication shall be on the company website. Section 125 (3) shall apply mutatis mutandis.*

(2) *A counter-motion and the reasoning need not be made accessible*

1. *if the management board would by reason of giving such information become criminally liable;*
2. *if the counter-motion would result in a resolution of the general meeting which would be unlawful or in breach of the articles of association;*
3. *if the reasoning contains statements which are evidently false or misleading in major aspects or which are defamatory;*
4. *if a counter-motion by the shareholder based on the same facts has already been communicated to a general meeting of the company pursuant to Section 125;*
5. *if the same counter-motion by the shareholder on essentially identical grounds has already been communicated pursuant to Section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favor of such a counter-motion;*
6. *if the shareholder indicates that he will neither attend nor be represented at the general meeting; or*
7. *if within the past two years at two general meetings the shareholder failed to propose or cause to be proposed on his behalf a counter-motion communicated by him.*

The reasoning need not be made accessible if it exceeds 5,000 characters.

(3) *If several shareholders make counter-motions in respect of the same resolution, the management board may combine such counter-motions and their reasoning."*

Section 127 AktG – Nominations by shareholders (extract)

"Section 126 shall apply mutatis mutandis to a nomination by a shareholder for election of members of the supervisory board or external auditors. Such a nomination need not be supported by a statement of reasons. Nor does the management board need to make accessible such a nomination if it fails to contain the particulars required by Section 124 (3) sentence 4 and Section 125 (1) sentence 5. ..."

Section 124 AktG – Publication of requests for additions; proposals for resolutions (extract)

"(3) ... The proposal for the election of members of the supervisory board or auditors shall state their names, professions and places of residence. ..."

Section 125 AktG – Communications to shareholders and members of the supervisory board (extract)

"(1) ... In the case of listed companies there shall be included with the nominations for election of supervisory board members information as to their membership of other supervisory boards which are to be formed pursuant to statutory provisions; details of their membership in comparable domestic and foreign supervision authorities of commercial enterprises shall be given."

3. Shareholders' right to ask questions by way of electronic communication

Under Section 131 (1) AktG, any shareholder who makes a corresponding request at the Annual General Meeting must be given information by the Management Board relating to the company's affairs, including its legal and commercial relations with affiliated companies, the financial position of the group and any other 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 Management Board does not have the right to refuse such information. As the Annual General Meeting on 30 June 2022 will be held as a virtual Annual General Meeting and the physical presence of the shareholders is excluded, the shareholders cannot make a request for information at the place of the Annual General Meeting.

In the case of this virtual Annual General Meeting, the special rule contained in Section 1 (2) sentence 1 no. 3 and sentence 2 in conjunction with (6) sentence 1 and (8) sentence 2 COVID-19 Act will therefore apply. Thus, shareholders must be given the right to ask questions by way of electronic communication. Pursuant to Section 1 (2) sentence 2 in conjunction with (6) sentence 1 and (8) sentence 2 COVID-19 Act, the Management Board will decide at its due and free discretion how to answer questions; it may also stipulate, with the consent of the Supervisory Board, that any questions must be submitted by way of electronic communication one day prior to the meeting at the latest.

In the present case, shareholders may, to the extent that the requirements set out in "Requirements for participation and exercising voting rights" have been fulfilled, submit questions themselves or via proxy. The questions must be submitted by 28 June 2022, 24:00 hrs (CEST), at the latest, via the company's password-protected online service using the system provided for this purpose, which is available on the website at <https://www.scout24.com/en/investor-relations/annual-general-meeting>. This requirement is based on a decision made by the Management Board with the consent of the Supervisory Board pursuant to Section 1 (2) sentence 2 in conjunction with (6) sentence 1 and (8) sentence 2 COVID-19 Act. In the present case, the Management Board moreover reserves the right

to issue guidelines pursuant to Section 1 (2) sentence 2 in conjunction with (6) sentence 1 and (8) sentence 2 COVID-19 Act as to how it will answer the questions submitted in advance. Only questions submitted in the German language will be accepted.

When answering questions during the Annual General Meeting, the name of the shareholder submitting the question may only be stated if the shareholder consented to this when submitting the question. Where consent has been granted, it may be revoked at any time. Revocation will in particular be possible by e-mail to the email address hv@adeus.de.

Section 1 (2) sentence 1 no. 3 and sentence 2 as well as (6) sentence 1 COVID-19 Act are set out further below.

The provisions of the Stock Corporation Act underlying the right to information which also stipulate the conditions under which information is not required to be disclosed and the applicable provisions of the COVID-19 Act are as follows (extracts):

Section 131 Shareholder's right of information

- “(1) If necessary in order to appropriately assess any item on the agenda, the management board is obliged to inform each shareholder, upon request, in the general meeting about the affairs of the company. The duty to provide information shall also extend to the company's legal and commercial relations with affiliated companies. If a company makes use of the eased requirements pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the German Commercial Code (Handelsgesetzbuch), each shareholder may request that the annual financial statements be presented to him at the general meeting dealing with such annual financial statements in the form that they would have without these eased requirements. The duty of the management board of a parent company (Section 290 (1), (2) of the German Commercial Code) to provide information at the general meeting at which the consolidated financial statements and the consolidated management report are presented shall also extend to the position of the group and the companies included in the group financial statements.*
- (2) The information provided shall comply with the principles of conscientious and true accounting. The articles of incorporation or the rules of procedure pursuant to Section 129 may authorize the chairperson of the meeting to restrict the rights of the shareholders to ask questions and to speak to an adequate period of time and may stipulate more detailed provisions.*
- (3) The management board may refuse to provide information*
- 1. to the extent that providing such information is, according to sound business judgment, likely to cause not inconsiderable damage to the company or an affiliated company;*
 - 2. to the extent that such information relates to tax valuations or the amount of certain taxes;*
 - 3. with regard to the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the general meeting approves the annual financial statements;*
 - 4. with regard to the accounting and valuation methods if disclosure of such methods in the notes suffices to give a true and fair view of the net assets, financial position and earnings of the company within the meaning of Section 264 (2) of the German*

Commercial Code; this shall not apply if the general meeting approves the annual financial statements;

5. *to the extent that the management board would render itself liable to prosecution by providing such information;*
6. *to the extent that, in the case of a credit institution, or financial services provider or investment firm, there is no requirement for information to be provided on the accounting and valuation methods used and any set-offs made in the annual financial statements, management report, consolidated financial statements or consolidated management report;*
7. *that is continuously available on the company's website for a period of no less than seven days prior to the date of the general meeting and during the general meeting.*

The provision of information may not be refused for any other reason.

- (4) *If a shareholder has been provided with information outside a general meeting by reason of his status as a shareholder, such information shall be provided to any other shareholder at the general meeting upon request, even if such information is not necessary in order to make an informed judgment in respect of the agenda item. The management board may not refuse to provide information pursuant to subsection (3) sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290 (1), (2) of the German Commercial Code), a joint venture (Section 310 (1) of the German Commercial Code) or an associated company (Section 311 (1) of the German Commercial Code) provides the information to a parent company (Section 290 (1), (2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.*
- (5) *If a shareholder has been denied information, such shareholder may request that his question and the reason for which the information was denied be recorded in the minutes of meeting.“*

4. Special statutory provisions in connection with the COVID-19 pandemic

The provisions of the COVID-19 Act referred to above are set out as follows:

Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (extract)

"Section 1 Stock corporations; partnerships limited by shares (Kommanditgesellschaften auf Aktien); European companies (SEs); mutual insurance associations (Versicherungsvereine auf Gegenseitigkeit)

- (1) *Decisions regarding the participation of shareholders in the general meeting by means of electronic communication in accordance with Section 118 (1) sentence 2 of the German Stock Corporation Act (electronic participation), voting by means of electronic communication in accordance with Section 118 (2) of the German Stock Corporation Act (postal vote), the participation of members of the supervisory board by means of video and audio transmission in accordance with Section 118 (3) sentence 2 of the German Stock Corporation Act and the permissibility of video and audio transmission in accordance with Section 118 (4) of the German Stock Corporation Act may be made by the management board of the company even without authorization by the articles of association or rules of procedure.*

- (2) *The management board may decide that the general meeting is to be held without the physical presence of the shareholders or their proxies as a virtual general meeting, provided that*
1. *the general meeting in its entirety is transmitted by audiovisual means,*
 2. *shareholders can vote via electronic communication (postal vote or electronic participation) and grant proxy authorization,*
 3. *shareholders are granted the right to ask questions by way of electronic communication,*
 4. *shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity, in derogation from Section 245 no. 1 of the German Stock Corporation Act and waiving the requirement to appear at the general meeting, to object to a resolution of the general meeting.*

The management board will decide at its due and free discretion how to answer questions; it may also require that questions are to be submitted by way of electronic communication no later than one day before the meeting. Any motions or nominations by shareholders to be made accessible pursuant to Sections 126 or 127 of the German Stock Corporation Act will be deemed to have been made at the meeting if the shareholder submitting the motion or nomination has been properly legitimated and duly registered for the general meeting.

- (3) *By way of derogation from Section 123 (1) sentence 1 and (2) sentence 5 of the German Stock Corporation Act, the management board may decide to convene the general meeting no later than the 21st day prior to the day of the general meeting. By way of derogation from Section 123 (4) sentence 2 of the German Stock Corporation Act, proof of shares held in companies listed on the stock exchange must refer to the start of the 12th day prior to the general meeting and must, in the case of bearer shares of the company, be sent to the address stated in the invitation convening the general meeting to arrive there no later than four days prior to the general meeting, unless the management board stipulates an earlier deadline for receipt by the company of such evidence in its invitation convening the general meeting; any deviating provisions in the articles of association will be irrelevant. Where an invitation convening a general meeting stipulates an earlier deadline in line with sentence 1, the notification referred to in Section 125 (1) sentence 1 of the German Stock Corporation Act must be made no later than 12 days prior to the general meeting and the notification referred to in Section 125 (2) of the German Stock Corporation Act must be made to the person or entity entered in the share register before the start of the 12th day prior to the general meeting. By way of derogation from Section 122 (2) of the German Stock Corporation Act, the company must, in the aforementioned case, receive any requests for additions no later than 14 days prior to the general meeting.*
- (4) *By way of derogation from Section 59 (1) of the German Stock Corporation Act, the management board may decide, even without being granted authority under the articles of association, to make an interim payment towards the net income to shareholders pursuant to Section 59 (2) of the Stock Corporation Act. Sentence 1 applies mutatis mutandis to an interim payment towards any compensation payment (Section 304 of the German Stock Corporation Act) made to external shareholders under an inter-company agreement.*

- (5) *The management board may decide, by way of derogation from Section 175 (1) sentence 2 of the German Stock Corporation Act, that the general meeting is to be held in the course of the financial year.*
- (6) *The decisions of the management board as referred to in subsections (1) to (5) require the consent of the supervisory board. By way of derogation from Section 108 (4) of the German Stock Corporation Act, the supervisory board may pass resolutions pertaining to its consent in writing, by telephone or by any equivalent form, regardless of the provisions set out in the articles of association or rules of procedure and without the need for its members to be physically present.*
- (7) *Notwithstanding the provision set out in Section 243 (3) no. 1 of the German Stock Corporation Act, an action for avoidance of a resolution adopted by the general meeting may also not rely on breaches of Section 118 (1) sentences 3 to 5, (2) sentence 2 or (4) of the German Stock Corporation Act, on a breach of formal requirements in respect of notifications in accordance with Section 125 of the German Stock Corporation Act or on a breach of subsection (2), unless the company can be proven to have acted with intent.*
- (8) *Subsections (1) to (7) apply mutatis mutandis to companies established in the form of a partnership limited by shares (Kommanditgesellschaft auf Aktien). Subsections (1) to (7), with the exception of subsection (5), apply mutatis mutandis to European companies within the meaning of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (OJ L 294, 10.11.2001, p. 1), as last amended by Regulation (EU) No 517/2013 (OJ L 158, 10.6.2013, p. 1). In the case of a company established in accordance with Section 20 of the German SE Implementation Act (SE-Ausführungsgesetz) of 22 December 2004 (German Federal Law Gazette I, p. 3675), as last amended by Article 9 of the Act of 12 December 2019 (German Federal Law Gazette I, p. 2637), (company with a one-tier system), the decisions referred to in subsections (1) to (4) are taken by the administrative board; subsection (6) does not apply to such companies.*
- (9) *Subsections (1) and (2), subsection (3) sentences 1 and 3, and subsections (4) to (7) apply mutatis mutandis to mutual insurance companies within the meaning of Section 171 of the German Insurance Supervision Act (Versicherungsaufsichtsgesetz)."*

"Section 7 Provisions for application

- (1) *Section 1 applies to general meetings held and interim payments towards the net income made up to and including 31 August 2022. [...]"*

5. Reference to Section 67 (2) sentence 1 AktG

The shares of Scout24 SE are bearer shares. They are, among other things, subject to the provisions of Section 67 (2) sentence 1 AktG, which is as follows:

"Only those parties shall be deemed to be shareholders of the company in their relationship with same who have been entered as such in the share register."



Scout24 SE
Bothestrasse 13-15
81675 Munich
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Management Board: Tobias Hartmann (Chief Executive Officer), Dr Dirk Schmelzer, Dr Thomas Schroeter, Ralf Weitz

Chairman of the Supervisory Board: Dr Hans Holger Albrecht

Commercial register: Local Court of Munich, HRB 270215

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