

**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 in connection with the**

**Annual General Meeting of Scout24 SE  
on 22 June 2023 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. The following sections provide additional information on these shareholders' rights and the conditions for their exercise.

**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 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 **22 May 2023, 24:00 hrs (Central European Summer Time – CEST)**. The request might in any case be addressed as follows:

**Scout24 SE  
Management Board  
Invalidenstr. 65  
10557 Berlin**

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](mailto: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 AktG 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 – Convening the general meeting upon a corresponding demand being made by a minority (extract)**

- "(1) The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares of stock since at least 90 days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 (7) applies accordingly.
- (2) In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital or to a stake of 500,000 euros, may demand that items of business be set out in the agenda and that notice be given by publication. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand within the meaning of sentence 1 must be received by the company at the latest 24 days prior to the general meeting, in the case of listed companies at the latest 30 days prior to the general meeting; the date on which the demand is received is not to be included in calculating the period."

## **Section 121 AktG – General provisions (extract)**

- "(7) In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the Civil Code do not apply accordingly. In the case of unlisted companies, the by-laws may provide for a different calculation of the period."

## **Section 124 AktG – Notice by publication of demands for amendment; guidance regarding resolutions (extract)**

- "(1) Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, notice of said items of business is to be given by publication either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. Section 121 (4) applies accordingly; moreover, in the case of listed companies, section 121 (4a) applies accordingly. The notice is to be published and forwarded in the same way as the invitation convening the general meeting."

## **2. Counter-motions and nominations pursuant to Section 126 (1) and Section 127 AktG**

At the Annual General Meeting, shareholders may submit counter-motions to proposals by the Management Board and/or Supervisory Board on specific items on the agenda and, where appropriate, make nominations for the election of Supervisory Board members or auditors without the need for an announcement, publication or other action relating to the counter-motion or nomination being taken prior to the Annual General Meeting. Counter-motions and nominations by shareholders can only be voted on if they are submitted during the Annual General Meeting; this also applies in the case of publication of the relevant counter-motion or nomination in advance of the Annual General Meeting in pursuant to Sections 126, 127 AktG.

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 as well as, in the case of proposals by a shareholder for the nomination of Supervisory Board members, the details pursuant to Section 127 (4) AktG 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 **7 June 2023, 24:00 hrs (CEST)**, at the latest and addressed to:

**Scout24 SE**  
**Invalidenstr. 65**  
**10557 Berlin**

or by **fax** at the fax number +49 (0)89 262024944

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, meaning if the proposal does not contain the name, profession and place of residence of the candidate. Proposals for the nomination of Supervisory Board members do not need to be made accessible even if they are not enclosed with information on the membership of the proposed Supervisory Board candidate in other statutory supervisory boards pursuant to Section 125 (1) sentence 5 AktG. If several shareholders submit counter-motions on the same subject matter of the resolution, the Management Board can combine the counter-motions and their grounds.

The regulations of the Stock Corporation Act underlying this shareholder right, which also determine under which conditions counter-motions and election proposals do not have to be made available, read in extracts as follows:

### **Section 126 AktG – Motions by shareholders**

„(1) *Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest 14 days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the counter-motion is received is not to be included in calculating the period. In the case of listed companies, the counter-motion is to be made accessible via the company's website. Section 125 (3) applies accordingly.*

(2) *A counter-motion and the reasons for which it is being made need not be made accessible:*

- 1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;*
- 2. if the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;*
- 3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting;*

4. *if a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;*
5. *if the same counter-motion of the stockholder, citing substantially the same reasons, has been made accessible pursuant to section 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;*
6. *if the stockholder indicates that they will not attend the general meeting and will not have a proxy represent them;*
7. *if, in the past two years at two general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which they have informed the company.*

*The reasons need not be made accessible if they amount to more than 5,000 characters in total.*

- (3) *Where several stockholders propose counter-motions regarding one and the same item of business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.“*

### **Section 127 AktG – Nominations by shareholders (extract)**

*“Section 126 applies accordingly to nominations by stockholders of candidates for the supervisory board or as statutory auditors. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3) sentence 4 and section 125 (1) sentence 5. The management board is to supplement the nomination by a stockholder of candidates for the supervisory board of listed companies, to which the Employee Co-Determination Act, the Act on Co-determination in the Coal, Iron and Steel Industry or the Supplementary Co-determination Act applies, by the following substantive content:*

1. *indication of the requirements stipulated by section 96 (2),*
2. *whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to section 96 (2) sentence 3 and*
3. *the number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to section 96 (2) sentence 1.”*

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

- "(3) ... The nominations of candidates for the supervisory board or as auditors shall state their names, profession exercised, and places of residence..."

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

- "(1) ... In the case of listed companies, information on the candidates' membership in other supervisory boards mandated by law as a rule is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad as a rule is to be attached."

### **3. Right to information in accordance with Section 131 (1) AktG**

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. The rights to refuse information are specified in section 131 (3) AktG. Only questions in German will be taken into account.

The provisions of the German Stock Corporation Act on which the right to information is based, together with the conditions under which the provision of information may be refused, can be found (in extracts) at the end of this information (see below).

In addition, the chairman of the meeting is authorized to take various managerial and regulatory measures at the Annual General Meeting. This also includes the restriction of the right to ask questions and to speak. The underlying provisions of Section 16 (2) and (3) of the Company's statutes, which are based on the corresponding provision of Section 131 (2) sentence 2 AktG, which is also included after this information (see below), are as follows:

*" 2. The chairman of the meeting shall chair the proceedings and determine the order of the items to be dealt with and of the votings, which order may diverge from the agenda as announced in the notice of the meeting. Further, the chairman of the meeting shall determine the form, procedure and further details of the voting and may also determine that several votings shall be combined in one voting procedure.*

*3. The chairman of the meeting may appropriately limit the shareholders' right to speak and to ask questions. In particular, the chairman of the meeting may determine, at the beginning or during the general meeting, a reasonable time schedule for the course of the meeting, for the discussions regarding the individual items of the agenda and for the time to speak and to ask questions either generally or in a reasonable manner for an individual speaker."*

Extracts from the legal provisions of the German Stock Corporation Act underlying this shareholder right, which also determine the conditions under which the disclosure of information may be waived, read as follows:

## **Section 131 Shareholder's right of information**

*"(1) The management board is to inform each stockholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to section 266 (1) sentence 3, section 276 or section 288 of the Commercial Code, each stockholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. The obligation of the management board of a parent undertaking to provide information (section 290 (1) and (2) of the Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.*

*(2) The information provided is to comply with the principles of conscientious and faithful accounting. The by-laws or the rules of procedure pursuant to section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the stockholder's right to ask questions and to speak, and may also allow them to make further determinations concerning the details in this regard.*

*(3) The management board may refuse a request for information:*

- 1. inasmuch as the provision of the information, when assessed applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;*
- 2. inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;*
- 3. regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual financial statements;*
- 4. regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position and revenue situation in keeping*

*with its actual circumstances within the meaning of section 264 (2) of the Commercial Code; this does not apply if the general meeting approves and establishes the annual financial statements;*

5. *inasmuch as the management board would be liable to punishment under law were it to provide the information;*
6. *inasmuch as, in the case of a credit institution, a financial services provider or a securities institution, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual financial statements, management report, consolidated financial statements or consolidated management report;*
7. *inasmuch as such information is continuously accessible on the company's website for at least seven days prior to commencement of the general meeting, and also in its course.*

*Any refusal to provide information for other than the grounds set out above is not permissible.*

(4) *Where information has been provided to a stockholder because of their capacity as such, and this was done outside of the general meeting, it is to be provided to every other stockholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. The management board may not refuse to provide the information in accordance with subsection (3) sentence 1 nos. 1 to 4. Sentences 1 and 2 do not apply if a subsidiary undertaking (section 290 (1) and (2) of the Commercial Code), a joint venture (section 310 (1) of the Commercial Code) or an associated enterprise (section 311 (1) of the Commercial Code) issues the information to a parent undertaking (section 290 (1) and (2) of the Commercial Code) for purposes of including the company in the consolidated financial statements of the parent undertaking and the information is required for this purpose.*

(5) *Where a stockholder's request for information is refused, the stockholder may demand that their question and the grounds for refusing to provide the information be included in the minutes of the meeting."*

#### **4. Reference to Section 67 (2) Sentence 1 AktG**

The shares of Scout24 SE are registered shares. Among others, Section 67 (2) sentence 1 AktG applies on these, which reads 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."*

For the registration status of the share register on the day of the Annual General Meeting, the information contained in the notice convening the Annual General Meeting under "Requirements for participation and exercise of voting rights" shall apply.

Scout24 SE  
Invalidenstr. 65  
10557 Berlin  
Germany

Management Board: Tobias Hartmann (Chief Executive Officer), Dr. Dirk Schmelzer, Ralf Weitz  
Chairman of the Supervisory Board: Dr. Hans Holger Albrecht  
Commercial register: Local Court of Munich, HRB 270215  
VAT ID no.: DE815479604