



Corporate Governance Report 2020

Excerpt from the Annual Report 2020



Scout24

Corporate governance

Corporate governance declaration

The actions taken by Scout24 AG's management and supervisory bodies are determined by the principles of responsible and good corporate governance. The corporate governance declaration comprises the declaration of compliance required by Article 161 AktG, relevant information on corporate governance practice, a description of the Management Board's and Supervisory Board's operating procedures as well as the composition of their committees.

DECLARATION OF COMPLIANCE OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD OF SCOUT24 AG REGARDING THE GERMAN CORPORATE GOVERNANCE CODE

The following declaration of compliance was issued in February 2021:

Pursuant to section 161 para. 1 sent. 1 German stock corporation act (AktG), the Management Board and the Supervisory Board of Scout24 AG have to issue annually a declaration that Scout24 AG has been, and is, in compliance with the recommendations of the "Government Commission on the German Corporate Governance Code" (hereinafter "GCGC") as published by the Federal Ministry of Justice in the official section of the Federal Gazette (Bundesanzeiger), or to advise of any recommendations that have not been, or are not being, applied and the reasons for this.

The annual declaration was last issued in February 2020.

Pursuant to section 161 AktG, the Management Board and the Supervisory Board of Scout24 AG hereby declare as follows:

1. Since issuing of the last declaration of compliance in February 2020 until the declaration of compliance in February 2021, Scout24 AG has complied with all recommendations of the GCGC in the version as of 7 February 2017 (hereinafter "GCGC 2017") except for sec. 4.2.3 paragraph 2 sentence 8 of the GCGC 2017 as declared and explained in the last Updated Declaration of Conformity of February 2020 in September 2020.

Section 4.2.3 paragraph 2 sentence 8 of the GCGC 2017, states that the performance targets or comparison parameters for variable compensation should not be subsequently amended. A corresponding recommendation is also contained in Section G.8 of the GCGC in the version of the recommendations of the "Government Commission on the German Corporate Governance Code" published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette in the version dated December 16, 2019 ("GCGC 2019"). The Supervisory Board of the Company had – against the backdrop of the COVID-19 pandemic – decided to partially adjust the targets for the short-term variable compensation of the members of the Executive Board for fiscal year 2020.

2. Scout24 AG will comply with all recommendations of the GCGC 2019 in the future. The previously declared matters of non-compliance will be complied with in future.

Munich, February 2021

Scout24 AG

The Management Board

The Supervisory Board

RELEVANT INFORMATION ON CORPORATE GOVERNANCE PRACTICE

The purpose of Scout24 AG is to acquire, hold, manage and sell interests in entities – in Germany and other countries – of any legal form which are active in the area of online/Internet services, to take all measures relating to the activities of a holding company with group management functions, including but not limited to rendering management and advisory services to affiliated entities in return for consideration, and to operate in the field of online/Internet business in Germany and other countries. Together with Scout24 AG, these equity investments make up the Scout24 Group.

The Company complies with all legal corporate governance requirements as well as with the recommendations of the German Corporate Governance Code with the exceptions declared and explained in the declaration of conformity. A special Code of Conduct provides employees with a reliable framework for acting responsibly that satisfies legal requirements and reflects the Company's own ethical and social values. The goal is to avoid any claims against Scout24 or individual employees arising from misconduct. The Code of Conduct can be downloaded at any time from the Company's website at WWW.Scout24.COM/EN/INVESTORS/CORPORATE-GOVERNANCE/CODE-OF-CONDUCT.

The protection of privacy and the security of data processing and, consequently, the trust of users, customers and employees are issues that are important to the Scout24 Group. A Data Protection Code of Conduct sets out the guiding principles of entrepreneurial action in terms of data protection, transparency, necessity of the processed data and data minimisation.

DESCRIPTION OF OPERATING PROCEDURES OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD AS WELL AS COMPOSITION AND OPERATING PROCEDURES OF SUPERVISORY BOARD COMMITTEES

Scout24 AG is a stock corporation incorporated under German law and, as such, subject to legal requirements including those of the German Stock Corporation Act (AktG). Accordingly, the Company has also adopted the standard dual management and control structure consisting of a separate Management Board and Supervisory Board. The Management Board and Supervisory Board work closely together for the benefit of the Company.

The Supervisory Board regularly advises the Management Board regarding the management of Scout24 AG and accompanies and monitors its activities. The Management Board involves the Supervisory Board in good time in all decisions of fundamental importance for the Company. In particular, the Management Board liaises with the Supervisory Board on corporate strategy and discusses the current state of strategy implementation with it at regular intervals. The common goal of the Management Board and the Supervisory Board is to ensure the Company's continued growth.

Management Board operating procedures

The Management Board conducts the Company's business affairs in accordance with the law, the Articles of Association and the rules of procedure for the Management Board and Supervisory Board. It must observe in particular the restrictions of management authority imposed by the Articles of Association or the rules of procedure for the Management Board and the Supervisory Board. It provides regular, timely and comprehensive information in detailed oral and written reports to the Supervisory Board on all issues of relevance to the Company regarding strategy, planning, business development, risk position, risk management and compliance. The Management Board prepares the separate financial statements and the consolidated financial statements.

Pursuant to Article 6 (1) of the Articles of Association, the Management Board has at least two members. The actual number of members of the Management Board is determined by the Supervisory Board. The Supervisory Board appoints and dismisses members of the Management Board and determines the allocation of their responsibilities. It can also appoint a chair (CEO) and a deputy chair of the Management Board and also appoint deputy members of the Management Board.

COMPOSITION OF THE MANAGEMENT BOARD

Name	Function	Member of the Management Board since	End of term of office
Tobias Hartmann	Chief Executive Officer	19 November 2018	18 November 2021
Dr. Dirk Schmelzer	Chief Financial Officer	18 June 2019	30 June 2022
Dr. Thomas Schroeter	Chief Product Officer	6 December 2018	5 December 2021
Ralf Weitz	Chief Commercial Officer	6 December 2018	5 December 2021

Members of the Management Board each manage the portfolio allocated to them under their own responsibility, always considering the Company's overall benefit and interests. The allocation of responsibilities to individual members of the Management Board is based on the table of duties prepared with the approval of the Supervisory Board and that may be amended at any time with its approval.

The table of duties currently provides for the following allocation of responsibilities:

Tobias Hartmann, Chief Executive Officer (CEO)

- Strategy and business development
- Mergers and acquisitions
- Technology
- Brand management and corporate communication
- HR
- Legal, risk and compliance

Dr. Dirk Schmelzer, Chief Financial Officer (CFO)

- Finance and financial reporting
- Treasury
- Controlling
- Investor relations
- Tax
- Procurement and facilities

Dr. Thomas Schroeter, Chief Product Officer (CPO)

- Product strategy
- Strategic marketing and brand development
- Group-wide insights, analytics and market research
- Scout24 segments

Ralf Weitz, Chief Commercial Officer (CCO)

- Business strategy
- Sales incl. planning, go-to-market, customer support, training and enablement
- Scout24 segments

The Management Board has rules of procedure. These rules of procedure were adopted by the Supervisory Board on 4 September 2015 and adjusted in the 2019 financial year. Specifically, they govern the operating procedures of the Management Board and the allocation of responsibilities between members of the Management Board as well as their cooperation with the Supervisory Board. They also include a catalogue of those measures and transactions that require approval by the Supervisory Board.

Disclosures on Management Board meetings

Management Board meetings are held when required, and as a general rule at least once every two weeks. Meetings must be held when so required by the interests of the Company. Management Board resolutions are adopted with a simple majority of the votes cast, unless a different majority is required by law. If the Management Board comprises more than two members, the vote cast by the chair counts twice in the event of a tied vote.

The Management Board of Scout24 AG has not formed any committees.

Supervisory Board operating procedures

The Supervisory Board has all duties and rights assigned or allocated to it by law, the Articles of Association or otherwise. In particular, these include monitoring the management, appointing and dismissing members of the Management Board and amending, rescinding and terminating employment contracts with members of the Management Board. The Supervisory Board regularly advises the Management Board on the management of the Company. The Supervisory Board is involved in good time in all decisions of fundamental importance for the Company. The Supervisory Board has issued its own rules of procedure. They govern, among other things, the operating procedures and the way resolutions are adopted by the Supervisory Board and also lay down the duties of the committees established by the Supervisory Board: the Audit Committee, the Executive Committee and the Remuneration Committee. The Supervisory Board has made provisions for the committees' rules of procedure in accordance with Article 10 of the new rules of procedure for the Supervisory Board adopted by resolution of the Supervisory Board in September 2020. The Audit Committee also has its own rules of procedure set out by the Supervisory Board. The rules of procedure of the Supervisory Board are publicly available on the Company's website under WWW.SCOUT24.COM/EN/INVESTORS/CORPORATE-GOVERNANCE. The Executive Committee also performs the tasks of a Nomination Committee and, in this capacity, nominates suitable candidates for the Supervisory Board for its proposals to the Annual General Meeting when electing members of the Supervisory Board. In doing so, it must consider statutory requirements, the Articles of Association, the German Corporate Governance Code, the competence profile of the Supervisory Board and said rules of procedure.

The Supervisory Board convened for ten meetings in the 2020 financial year and passed further written resolutions by circularisation. The Executive Committee met four times in the 2020 financial year. The Audit Committee held four meetings. The Remuneration Committee met three times in 2020. It is planned that the Supervisory Board hold two ordinary meetings in each half of a calendar year. The rules of procedure for the Audit Committee, which came into force in September 2020, provide for the Audit Committee to regularly hold one meeting each quarter of a calendar year.

At the request of the chair of the Supervisory Board, the Management Board attends all scheduled meetings of the Supervisory Board, submits written and oral reports on individual agenda items and draft resolutions, and answers questions raised by individual members of the Supervisory Board. Between such meetings, the Management Board provides all members of the Supervisory Board in particular with detailed quarterly reports on the Company's situation. Furthermore, the chair of the Supervisory Board and the committee chairs are also kept informed by the Management Board in telephone calls and meetings about key developments and forthcoming major decisions.

As a general rule, Supervisory Board resolutions are adopted at meetings attended by its members in person. Members of the Supervisory Board attending by video or telephone conference are deemed present and may also cast their votes this way. In addition to face-to-face meetings, resolutions may be adopted in text form, by telephone or in comparable ways of adopting resolutions, provided that the chair of the Supervisory Board or – in his or her absence – the deputy chair stipulates this procedure for the individual case in question. In particular, resolutions may also be adopted by way of video or telephone conference or by way of a combination of the aforementioned possibilities. The Supervisory Board has a quorum when all of its members have been invited at the addresses most recently known for them and at least half of its total number of members, but no fewer than three members, participate in the adoption of any resolution. In this respect, a member of the Supervisory Board is also deemed to have attended the Supervisory Board meeting when he or she abstains from voting. Supervisory Board resolutions are adopted with a simple majority of the votes cast, unless a different majority is required by law. This also applies to elections. Abstentions are not counted when determining the results of voting.

Each member of the Supervisory Board must disclose to the Supervisory Board any conflicts of interest, in particular those that may arise as a result of a consultancy or directorship function with customers, suppliers, lenders or other third parties. In the event of conflicts of interest that are material and not merely temporary, the respective member of the Supervisory Board must resign from his or her position. In its report to the Annual General Meeting, the Supervisory Board provides information about any conflicts of interest and the way they were dealt with. No such conflicts of interest arose in the reporting period.

The Supervisory Board (and its committees) regularly review how effectively the Supervisory Board as a whole and its committees perform their duties. This review is conducted internally and also, in individual cases, with the involvement of external advisors. In the 2020 financial year, the Supervisory Board carried out an internal efficiency review, the findings of which the Supervisory Board addressed in particular at its meetings on 19 March 2020 and 23 April 2020. The findings of the review confirm that cooperation within the Supervisory Board and with the Management Board is professional, constructive and trust-based, and that meetings are efficiently organised and conducted based on an appropriate level of information. No fundamental need for change was identified. Individual suggestions will be taken up and implemented during the year.

Composition of the Supervisory Board

According to Article 9 (1) of the Articles of Association, the Supervisory Board of Scout24 AG has six members, all of whom are currently to be elected exclusively by the Annual General Meeting. Where the Annual General Meeting does not stipulate shorter terms in office upon the election of individual members or of the Supervisory Board as a whole, members of the Supervisory Board are appointed for a term lasting until the end of the Annual General Meeting that decides on their exoneration for the fourth financial year after the beginning of the term of office. The year in which the term of office begins is not counted.

As regards the composition of the Supervisory Board in the 2020 financial year and the composition of its committees, we refer to the disclosures in the [REPORT OF THE SUPERVISORY BOARD](#).

Scout24 AG pursues a group-wide strategy of promoting diversity. One woman is currently appointed to the Supervisory Board. In addition, the experience, background and profiles of the Supervisory Board members are characterised by a diversity that brings different perspectives to the Supervisory Board.

Pursuant to Recommendation C.6 Subsection 1.1 Half-sentence 1 of the German Corporate Governance Code, the Supervisory Board of Scout24 AG should include what it considers to be an appropriate number of independent members. In the opinion of the Supervisory Board, all members of the Supervisory Board are independent within the meaning of the German Corporate Governance Code.

Supervisory Board committees

To perform its tasks efficiently, the Supervisory Board has currently formed three committees, namely an Executive Committee, an Audit Committee and, since September 2019, a Remuneration Committee. The committee chairs report regularly to the Supervisory Board on the work of the committees.

Executive Committee

The Executive Committee comprises one chair and three further members. The Executive Committee prepares the meetings of the Supervisory Board and handles current matters arising between the meetings. In particular, it has the task of preparing the decisions of the Supervisory Board related to corporate governance.

Audit Committee

The Audit Committee comprises one chair and two further members. The Audit Committee addresses in particular the monitoring of the financial reporting, the financial reporting process, the effectiveness of the internal control system, the risk management system, the internal audit system, the audit as well as compliance. The Audit Committee submits a reasoned recommendation for the appointment of the independent auditor to the Supervisory Board. It monitors the auditor's independence and concerns itself with the additional services rendered by the auditor, the issuance of the audit engagement, the determination of the key audit areas and the agreement of fees.

Pursuant to the German Stock Corporation Act (Articles 107 (4), 100 (5) AktG), the Audit Committee must include at least one member of the Supervisory Board who has expertise in the fields of financial reporting or auditing. The Audit Committee Chair, Frank H. Lutz, meets these legal requirements and has additional expertise in the fields of financial planning and controlling within the meaning of Recommendation D.4 Sentence 1 of the German Corporate Governance Code. Furthermore, Frank H. Lutz satisfies the further criteria of Recommendation C.11 of the German Corporate Governance Code according to which the audit committee chairperson should be independent and not a former member of the Management Board whose term of office ended less than two years ago.

Remuneration Committee

The Remuneration Committee deals with the compensation of the members of the Management Board. It comprises the chair and two further members.

Information about the operating procedures of the Management Board and the Supervisory Board and its committees in the financial year can also be found in the report of the Supervisory Board, which is included in the annual report of Scout24 AG.

INFORMATION ABOUT FOSTERING PARTICIPATION BY WOMEN IN MANAGEMENT POSITIONS PURSUANT TO ARTICLE 76 (4), ARTICLE 111 (5) AKTG; DIVERSITY CONCEPT AND SUCCESSION PLANNING

In compliance with the age limit set by the Supervisory Board in its rules of procedure, only persons who are not older than 65 years of age should as a rule be proposed for election as members of the Supervisory Board.

Diversity concept of the Supervisory Board (Article 289 et seq. HGB)

Sufficient diversity is to be ensured in the Supervisory Board's composition. The diversity concept is implemented in the election of members of the Supervisory Board and in the reappointment of candidates to the Supervisory Board.

In addition to an appropriate consideration of women, the concept also entails diversity with regard to cultural backgrounds as well as differences in educational and professional backgrounds, experience and ways of thinking. Furthermore, the composition of the Supervisory Board takes into account the particular international experience of members. When considering potential candidates for re-election or for a new appointment to Supervisory Board positions that become vacant, the aspect of diversity should be given appropriate consideration at an early stage in the selection process.

The Supervisory Board has set itself the target of including an appropriate number of women among its members. On 19 March 2019, it confirmed its goal of having at least one woman as a member, with a deadline for implementation by the end of 1 March 2024. This target has already been implemented. On 19 March 2019, the Supervisory Board also set a target of 0% for the share of women on the Management Board of Scout24 AG, which is to be implemented by 1 March 2024.

Diversity concept for the Management Board (Recommendation B.1 GCGC) and long-term succession planning

When selecting members of the Management Board, the Supervisory Board considers their personal suitability, integrity, persuasive leadership qualities, international experience, professional qualifications for the position, track record, knowledge of the Company and ability to adapt to changing processes. Diversity is an important selection criterion when filling Management Board positions, also with regard to aspects such as age, gender as well as education and professional background. Diversity criteria are weighted depending on the Management Board position in question as well as the corresponding tasks.

In the composition of the Management Board, attention should be paid to internationality in the sense of international experience (e.g. prolonged professional experience abroad of relevance for Scout24 or supervision of business activities abroad).

The Management Board as a whole should have experience in the business areas of relevance for Scout24 AG.

The diversity concept for the Management Board is implemented in connection with the procedure for appointing members to the Management Board and is also reflected in succession planning.

The members of the Management Board encompass a broad spectrum of knowledge and experience as well as education and professional backgrounds and have international experience. As a whole, the Management Board possesses all the knowledge and experience deemed material in view of the Company's activities.

For the first management level below the Management Board, the Management Board of Scout24 AG has set a target for the proportion of women of 30%, with an implementation deadline until 30 June 2025. As of 31 December 2020, the proportion of women at the first management level below the Management Board stood at 30%, thus reaching the target. For the second management level below the Management Board, the Management Board of Scout24 AG has resolved to set a target for the proportion of women of 30%, with an implementation deadline until 30 June 2025. As of 31 December 2020, the proportion of women stood at 32%, thus reaching the target.

When filling management positions in the Company, the Management Board pays attention to diversity and strives in particular for an appropriate consideration of women and internationality. To this end, the Management Board is supported by the People, Organisation & Culture department and Principal Diversity & Inclusion Management, a position introduced in February 2020. Measures are being taken to promote women more systematically. Managers bear a special responsibility for the topic of diversity and inclusion in the Company. The aim was to train managers so that they can contribute to this goal. Good progress was made in this regard in the past financial year.

Long-term succession planning for the Management Board

Together with the Management Board, the Supervisory Board is responsible for long-term succession planning for the Management Board. Long-term succession planning takes into account the requirements of the German Stock Corporation Act, the GCGC, the competence required for the board remit in question as well as diversity criteria.

Age limit for members of the Management Board

In general, the standard age limit for members of the Management Board is 67 years.

Corporate governance at Scout24 AG

The Management Board and Supervisory Board of Scout24 AG see good corporate governance as involving responsible corporate management aimed at ensuring sustainable value creation. In particular, corporate governance should foster the trust placed in the Company by its investors, business partners and employees as well as by the general public. Furthermore, Scout24 attaches great value to the Management Board and Supervisory Board working efficiently, as well as to good cooperation both between these two boards and also with the Company's employees. In this respect, open and transparent corporate communication also plays an important role.

The corporate structure is designed to promote responsible, transparent and efficient management and oversight of the Company. The Company therefore also identifies with the principles set out in the German Corporate Governance Code. The Management Board and Supervisory Board as well as the other management levels and employees have an obligation to comply with these principles of responsible corporate governance. The Management Board is responsible for ensuring compliance with corporate governance principles at the Company.

The Company has a central risk management and compliance function that is responsible for a group-wide compliance management system (CMS) as well as the risk management system (RMS), among other matters. The relevant regulations also include the Code of Conduct, the Data Protection Code of Conduct and other processes relevant for compliance purposes (e.g. e-learning, training, assessment of compliance risk, compliance talks, a whistle-blower hotline and compliance reports). The CMS mainly comprises the following areas: compliance culture, compliance objectives and tasks, compliance organisation, compliance risks, compliance programmes, information material and training courses on compliance, monitoring and enhancement of compliance. The risk management and compliance function serves as the central contact for all stakeholders, especially for employees and members of corporate bodies as well as customers and third parties.

The risk management and compliance function offers support and advice in all compliance-related matters, including any form of harassment or discrimination (in cooperation with the HR department) and anti-fraud and anti-corruption measures, and also acts as an unbiased point of contact for complaints and recommendations, as well as for any reports of infringements of laws or internal company policies. In addition, the Group's legal department addresses compliance-related topics and issues and can offer assistance with compliance-related matters where necessary.

Executives at group entities are required to forward compliance-related information to all employees within their areas of responsibility and to ensure that compliance rules are observed. This process is supported by the provision of information material, guidelines and compliance-related advice.

A whole series of measures intended to ensure employee conduct in compliance with the law at all times has been implemented in CMS. These include the establishment of a compliance hotline, also accessible to third parties, which offers the possibility of providing anonymous tip-offs concerning potential compliance-related infringements. With regard to employees using the compliance hotline, the Company has adopted a clear non-retaliation policy for whistle-blowers. This means that employees who have reported information need not fear any negative consequences, even in cases where no sufficient evidence can be found to support the concerns voiced. This applies to all reports concerning potential infringements of laws and/or rules, and not only for those received via the hotline. However, the compliance hotline may also be used for questions and comments concerning compliance topics, and especially for those relating to the Code of Conduct.

The group-wide CMS is subject to a continuous improvement process involving regular reviews of the compliance system (including established processes, procedures and documentation) and the Group's business practices. Where necessary, corresponding improvements are adopted following a review.

DECLARATION OF CONFORMITY

The most recent declaration of conformity with the German Corporate Governance Code pursuant to Article 161 AktG was issued by the Management Board and the Supervisory Board in February 2021.

OBJECTIVES FOR THE SUPERVISORY BOARD'S COMPOSITION

The Supervisory Board of Scout24 AG should be composed in such a way that, overall, its members possess the knowledge, skills and specialist experience necessary for the due performance of its duties. The Supervisory Board should state specific targets for its composition, taking into account the Company's specific situation, its international activities, potential conflicts of interest, the number of independent members of the Supervisory Board within the meaning of Recommendation C.6 Subsection 1 Half-sentence 1 of the German Corporate Governance Code, an upper age limit to be set for members of the Supervisory Board, and diversity. An age limit for members of the Supervisory Board is specified in Article 2 of the rules of procedure for the Supervisory Board. As a general rule, only persons who have not yet reached the age of 65 at the time of their appointment may become members of the Supervisory Board.

Furthermore, Article 2 of the rules of procedure stipulates that a member shall, as a general rule, not be a member of the Supervisory Board of Scout24 AG for longer than 12 years in total. The Supervisory Board sets a target for the percentage of women on the Supervisory Board. At its meeting on 19 March 2019, the Supervisory Board decided that the board should include at least one female member.

PROFILE OF SKILLS AND EXPERTISE

The Supervisory Board has decided that the board as a whole should have the following competences:

- Expertise in the digital economy, digitisation and technology
- Expertise in the field of real estate and the automotive industry
- Knowledge/experience in the areas of accounting, auditing, internal control procedures
- Knowledge in the field of compliance
- Expertise in the field of mergers and acquisitions
- International experience/expertise
- Expertise in the field of sustainability
- Marketing expertise
- Expertise in the field of human resources
- Experience in corporate governance

The Supervisory Board in its present composition fulfils this profile of skills and expertise.

BASIC FEATURES OF THE COMPENSATION SYSTEM

Compensation of the Management Board

The compensation of the Management Board is determined by the Supervisory Board at an appropriate amount based on a performance assessment taking any group emoluments into account and is reviewed regularly. In the determination and review of the Management Board's compensation, the Supervisory Board takes account of the fact that, pursuant to the standardised requirements set forth in Article 87 (1) AktG, the total compensation of each individual member of the Management Board must be appropriate in relation to the tasks and performance of the member of the Management Board and to the Company's situation and may not exceed the customary level of compensation unless particular reasons so require. Accordingly, the principal criteria for determining appropriate compensation of the Management Board are the tasks of the members of the Management Board, individual performance, the performance of the Management Board as a whole, the Company's economic and financial situation, profits and the Company's prospects as well as the amount and structure of management board compensation at comparable companies. Scout24 AG's compensation system is focused on the sustainable growth of the Company. Compensation is calculated in such a way as to ensure that it is competitive on a national and international scale, thus offering an incentive for dedicated and successful work.

Monetary compensation comprises fixed and variable components. The variable compensation resulting from the achievement of long-term targets should exceed the share from short-term targets (pursuant to Section 4.2.3. of the GCGC in the version dated 7 February 2017 and recommendation in Section G.6 of the GCGC in the version dated 16 December 2019). Moreover, the Supervisory Board is entitled to award each member of the Management Board a bonus for extraordinary performance. An upper limit is set for variable compensation components. The targets for the one-year variable compensation component are each set by the Supervisory Board at the end of a financial year for the following financial year. The targets may be of a financial or non-financial nature. In addition to these components, the members of the Management Board also receive fringe benefits, such as contributions to insurance policies, retirement pensions, housing and travel expenses.

Compensation of the Management Board pursuant to Section 4.2.5. of the GCGC in the version dated 7 February 2017

Detailed information regarding the compensation structure and compensation paid to individual members of the Management Board pursuant to Section 4.2.5 of the German Corporate Governance Code and on the compensation of members of the Supervisory Board can be found in the [COMPENSATION REPORT](#).

Compensation of the Supervisory Board

Pursuant to Article 12 (1) of the Articles of Association, each member of the Supervisory Board is reimbursed for their outlays and additionally receives fixed annual compensation of EUR 60,000. The Chair of the Supervisory Board and his or her deputy receive fixed annual compensation of EUR 140,000 and EUR 120,000 respectively. Members of a committee additionally receive fixed annual compensation of EUR 20,000 and committee chairs EUR 40,000 respectively.

Members of the Supervisory Board who were not members during a full financial year receive the aforementioned compensation pro rata temporis in the amount of one twelfth for each commenced month of their term of office.

Directors and officers liability (D&O) insurance

The Company has concluded an insurance policy covering the members of the Management Board and Supervisory Board against financial loss (directors and officers liability insurance) with an appropriate deductible pursuant to Article 93 (2) Sentence 3 AktG (Management Board). The insurance premiums are paid by the Company.

SHAREHOLDERS AND ANNUAL GENERAL MEETING

Shareholders exercise their co-determination and oversight rights at the Annual General Meeting, which according to the Articles of Association is chaired by the Supervisory Board chair. Each share in Scout24 AG entitles the holder to one vote. The shareholders have the opportunity to exercise their voting rights in the Annual General Meeting in person or by a proxy of their choice or by a proxy appointed by the Company. The Management Board is authorised to determine that shareholders may also attend the Annual General Meeting without being present at the venue where it is held and may exercise their rights in full or in part by means of electronic communication (online attendance) or may cast their votes, without being present at the meeting, in writing or by means of electronic communication (absentee voting). The Management Board is also authorised to determine details regarding the extent and procedure of online attendance or absentee voting. Such details shall be announced in the notice convening the Annual General Meeting. Each shareholder is entitled to attend the Annual General Meeting, to address the Annual General Meeting in respect of the individual agenda items and to request information about the affairs of the Company to the extent necessary to properly assess an item on the agenda.

The Annual General Meeting of Scout24 AG took place in Munich on 18 June 2020. Pursuant to Article 1 (1), (2) of the Act on Measures in the Law on Companies, Cooperatives, Associations, Foundations and Condominiums to Combat the Repercussions of the COVID-19 Pandemic (GesRuaCOVBekG or COVID-19 Act), the Management Board, with the approval of the Supervisory Board, decided that the Annual General Meeting would be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the Company's proxy) and that the shareholders would cast their votes at the Annual General Meeting, also by means of electronic communication in particular. The Annual General

Meeting was live-streamed on the Internet with audio and video for all duly registered shareholders and their proxies. Shareholders exercise their voting rights exclusively by postal vote or by granting power of attorney to the proxy appointed by the Company. The invitation was published in the Bundesanzeiger (German Federal Gazette) in due time in accordance with legal requirements and set forth, among other things, the agenda and resolutions proposed by the Company as well as the terms and conditions for attending the meeting and exercising voting rights. All documents required by law were available on the website of Scout24 AG from the date when the Annual General Meeting was convened. After the Annual General Meeting, Scout24 AG also published the voting results on its website.

Shareholders representing more than 78.43% of Scout24 AG's share capital were present at the Annual General Meeting.

NOTIFIABLE SECURITIES TRANSACTIONS (DIRECTORS' DEALINGS)

The members of the Management Board and the Supervisory Board, other persons discharging managerial duties who regularly have access to insider information about the Company and who are authorised to make significant business decisions, as well as certain persons who are in a close relationship with the aforementioned, are legally required by Article 19 of the Market Abuse Regulation to disclose to Scout24 AG the purchase and sale of Scout24 shares and related financial instruments, in particular derivatives, if the amount of the transaction exceeds EUR 20,000 in a calendar year. Among other media locations, we have published corresponding transactions on the Internet at WWW.Scout24.COM/EN/INVESTORS/FINANCIAL-NEWS/DIRECTORS-DEALINGS.

For the 2020 financial year, the Company was notified by members of the Supervisory Board, the Management Board and other persons discharging managerial duties of a total of six such directors' dealings.

TRANSPARENCY

The shares of Scout24 AG are listed in the Prime Standard of the Frankfurt Stock Exchange. The Company is therefore subject to high legal and stock exchange transparency requirements. In particular, Scout24 AG reports on the situation and development of the Company and the Group in both German and English in the form of:

- Annual and interim financial reports
- Quarterly statements
- Quarterly conference calls for the press and analysts including webcasts and webcast replays
- Corporate presentations
- Ad hoc, corporate and IR releases
- Marketing releases

FINANCIAL REPORTING AND ANNUAL AUDIT

The half-year financial report as of 30 June 2020 and the consolidated financial statements as of 31 December 2020 as well as the two quarterly statements as of 31 March 2020 and 30 September 2020 were prepared in accordance with International Financial Reporting Standards (IFRSs). The separate financial statements of Scout24 AG for the 2020 financial year were prepared in accordance with the requirements of the German Commercial Code (HGB, "Handelsgesetzbuch") and the German Stock Corporation Act (AktG, "Aktiengesetz").

The consolidated financial statements and the separate financial statements of Scout24 AG were audited by the independent auditor and approved by the Supervisory Board.