Prospectus

for the public offering

of

8,500,000 newly issued ordinary registered shares with no par value from a capital increase against cash contributions resolved by an extraordinary general shareholders' meeting of the Company on September 17, 2015

and of

36,000,000 existing ordinary registered shares with no par value from the holdings of the Selling Shareholders, of which 21,000,000 shares from the holdings of the Selling Shareholders in a base deal and up to 15,000,000 shares from the holdings of the Main Selling Shareholders and BMEP Ord subject to exercise of an increase option upon decision of the Main Selling Shareholders in consultation with the Joint Global Coordinators on the date of pricing

and of

up to 6,675,000 ordinary registered shares with no par value from the holdings of the Main Selling Shareholders to cover a potential over-allotment

and, at the same time,

for the admission to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange

of

up to 8,500,000 newly issued ordinary registered shares with no par value from a capital increase against cash contributions resolved by an extraordinary general shareholders' meeting of the Company on September 17, 2015

and of

100,000,000 ordinary registered shares with no par value (existing share capital)

each such share with a notional value of EUR 1.00 in the share capital
and with full dividend rights as from January 1, 2015

of

Scout24 AG

Munich, Germany

International Securities Identification Number (ISIN): DE000A12DM80
German Securities Code (*Wertpapier-Kenn-Nummer*) (WKN): A12DM8
Common Code: 129346973
Trading Symbol: G24

Joint Global Coordinators and Joint Bookrunners

Credit Suisse **Goldman Sachs International**

Joint Bookrunners

Barclays **Jefferies** **Morgan Stanley**

The date of this prospectus is September 18, 2015

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SUMMARY OF THE PROSPECTUS

Summaries are made up of disclosure requirements known as 'Elements'. These Elements are numbered in Sections A – E (A.1 – E.7). This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention "not applicable".

A Introduction and Warnings

A.1	**Warnings.**	This summary should be read as an introduction to this prospectus (the "**Prospectus**"). Any decision to invest in the shares of Scout24 AG, Munich, Germany, should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states of the European Economic Area, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Scout24 AG (formerly Asa NewCo GmbH ("**Asa NewCo**")), Munich, Germany (hereinafter "**S24 AG**" or the "**Company**" and, together with its consolidated subsidiaries, the "**S24 Group**", the "**Group**" or "**we**", "**our**" or "**us**"), together with Credit Suisse Securities (Europe) Limited, London, United Kingdom, ("**Credit Suisse**") and Goldman Sachs International, London, United Kingdom ("**Goldman Sachs International**" and, together with Credit Suisse, the "**Joint Global Coordinators**"), and Barclays Bank PLC, London, United Kingdom ("**Barclays**"), Jefferies International Limited, London, United Kingdom ("**Jefferies**") and Morgan Stanley & Co. International plc, London, United Kingdom ("**Morgan Stanley**" and, together with Barclays, Jefferies and the Joint Global Coordinators, the "**Joint Bookrunners**" or the "**Underwriters**") assume responsibility for the contents of this summary including any translation thereof pursuant to Section 5 (2b) No. 4 German Securities Prospectus Act (*Wertpapierprospektgesetz*). With regard to the content of this summary including any translation thereof, civil liability attaches to those persons who are responsible for the drawing up of the summary, including any translation thereof, or for the issuing, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, all necessary key information.
A.2	**Consent regarding subsequent use of the Prospectus.**	Not applicable. Consent of the Company regarding the use of the Prospectus for a subsequent resale or final placement of securities by financial intermediaries has not been granted.

B The Issuer

B.1	**Legal and commercial name.**	The Company's legal name is Scout24 AG. The Company's commercial name is "Scout24". In addition, the Company's subsidiaries use many other different commercial names reflecting the Scout24 umbrella brand and the Group's large portfolio of online classifieds in different markets, most notably "ImmobilienScout24" and "AutoScout24".

B.2	**Domicile, legal form, legislation, country of incorporation.**	The Company has its registered office in Munich, Germany, and is registered with the commercial register maintained by the local court (*Amtsgericht*) of Munich under HRB 220696. The Company is a German stock corporation incorporated in Germany and governed by German law.
B.3	**Description of, and key factors relating to, the nature of the issuer's current operations and principal activities, stating the main categories of products sold and/or services performed and identification of the principal markets in which the issuer competes.**	We operate leading digital marketplaces dedicated to the real estate and automotive sectors in Germany and other selected European countries. We aim to facilitate the consumer journey of finding a new home or buying a new car by making it a simple, efficient and stress-free process. To that end, we seek to maintain liquidity in terms of both audience and content on our marketplaces. Our online and mobile platforms provide consumers with an extensive array of listings as well as value-added information and services to help them search, research and make informed decisions. Consumers can search the listings for free via various channels, such as desktop, enhanced mobile applications for smartphones or our fully responsive mobile website. In addition, our consumers benefit from specific, paid products and services, such as credit checks. In parallel, we enable our professional and private customers, i.e. those placing listings on our website, to reach a large, relevant and engaged audience by providing targeted advertising and solutions in generating interest and inquiries placed on our sites ("**Leads**") in a cost-effective manner that maximizes their return on marketing investment. ImmobilienScout24 ("**IS24**") is the leading digital real estate classifieds platform in Germany, based on consumer traffic and engagement as well as customer numbers and listings (source: comScore MMX®, Mobile Metrix Media Trend, December 2014 - June 2015, Germany, comScore, Long Term Media Trend, July 2012 - June 2015, United Kingdom & Germany ("**comScore, June 2015**") (desktop only for traffic and desktop and mobile for engagement), management estimates). With its portals ImmobilienScout24.at and Immobilien.net, the Group also operates a leading Austrian real estate marketplace. Consumers can search the listings on our platforms in general for free. They can also access both free and paid adjacent real estate services such as valuation estimates, relocation, mortgage financing and insurance services. To its real estate professionals and private customers, IS24 offers listing products in order to generate traffic, primarily from potential buyers and tenants, which then translates into interest and inquiries (so-called leads). IS24's classifieds solutions are complemented by a number of display advertising products and additional services that support our customers, in particular real estate professionals, in the promotion of their own brands and services and in the acquisition and management of client mandates. AutoScout24 ("**AS24**") is a European automotive classifieds leader (management's estimate based on listings and UMVs) with No. 1 market positions in Italy, Belgium (including Luxembourg) and the Netherlands, as well as a No. 2 position in Germany, all based on listings (source: autobiz, European Panel - Cross Analysis, June 2015 ("**Autobiz, June 2015**")). AS24 also operates in the fragmented Austrian, Spanish and French markets and offers local language versions of the marketplace in 10 additional countries. Consumers can search the listings on our platform for free. AS24 offers classifieds solutions for used and new cars, motorcycles and commercial vehicles to automotive dealers and private sellers. It also offers display advertising products to automotive original equipment manufacturers ("**OEM**s") as well as lead generation services for spare parts retailers and providers of finance and insurance. At the beginning of 2014, Deutsche Telekom AG ("**DTAG**") sold 70% of our shares to Asa HoldCo GmbH, Germany ("**Asa HoldCo**", together with DTAG, the "**Main Selling Shareholders**"), which is ultimately owned by funds advised by affiliates of Hellman & Friedman LLC ("**H&F**") and of The Blackstone Group L.P. ("**Blackstone**"). Following the completion of this sale, we streamlined our business and product portfolio. We transformed from a

holding structure overseeing independently managed segments to a fully-integrated organization with shared central functions and shared knowledge and best practices across all of our businesses of IS24 and AS24 ("**OneScout24**" approach). We also began to increasingly monetize the value we offer our customers. In our IS24 segment, for example, we began to implement a membership model, which enables our customers to list an unlimitied number of properties on our IS24 platform, complemented by products designed to enhance the exposure of a listing. Furthermore, we strengthened our efforts to tap the large adjacencies across the real estate value chain. In 2014, we also embarked on a new strategy for AS24, focusing on listings leadership and enhancing the consumer experience with a revamped mobile offering, and rolled out a pricing approach similar to IS24's so-called "VIA Power" products permitting customers to increase the exposure of their listings.

We serve four different kinds of users: (1) consumers searching for a home or motor vehicle, (2) professional listers, and (3) private listers, whom, together with professional listers, we refer to collectively as customers, and (4) third parties, such as advertisers, who use our platforms to promote their products or services or generate business from Leads.

As of June 30, 2015, we employed 1,060.9 full-time equivalent employees.

Our Key Strengths

Clear No. 1 market position in the German property vertical

IS24 is the clear market leader in the German digital property classifieds market with a strong lead over competitors in terms of relative market share across listings and customers (according to our own estimates) as well as traffic metrics (source: comScore, June 2015) (desktop only for traffic and desktop and mobile for engagement), insofar as reference is made to comScore data with regard to market positions, such rankings are derived from the Company's own evaluation based on comScore data; management estimates). On the consumer side, IS24 has the highest market share by reach, with 8.2 million unique monthly visitors ("**UMVs**"), or 2.1x the UMVs of its closest competitor, and IS24's exclusive reach, defined as UMVs that visit its platform to the exclusion of other platforms, was 5.8 million, which is 3.8x the exclusive reach of its closest competitor (source: comScore, June 2015 (desktop only)). IS24 has also the highest user engagement, with 366 million total minutes per month spent by consumers on the website, 2.4x the number of its closest competitor (source: comScore, June 2015 (desktop and mobile)). On the customer side, according to our estimates, as of June 2015, IS24 also had the highest penetration among real estate professionals, with 87% of all real estate professionals in Germany (based on management estimates as of April 2015, assuming total market potential equal to the customer base of IS24 and its key competitors, excluding potential customers with less than five listings), or 28,100 on the IS24 platform (of which 20,606 were core agents) as of June 2015), 1.3x the number of its closest competitor.

Multiple sources of sustainable competitive advantages for IS24

IS24's high relative market share in Germany serves as a sustainable competitive advantage. Our extensive inventory of property listings and significant user traffic are mutually reinforcing, as customers and consumers tend to gravitate to the marketplace which offers the most liquidity and, therefore, the highest efficiency. These network effects promote a virtuous circle whereby more content added to our platform stimulates our audience reach, and vice versa, helping to sustain our "first mover" advantage and leading market share.

We benefit from well-known brands, united under our "Scout24" umbrella brand and its vertical derivations, such as IS24 in the German property sector.

We derive important competitive advantage from our technological innovations and product leadership. We believe that we operate state-of-the-art digital platforms and provide market-leading services for consumers and customers. We developed and successfully launched services in adjacent areas of the real estate value chain.

Superior value proposition to both consumers and customers in the German property marketplace

IS24 offers value to both consumers and customers: from a consumer standpoint, our IS24 website and mobile apps are accessible at any time and from any location. According to our estimate, IS24 features a higher number of real estate professionals than any other digital platform in Germany and the deepest inventory of property listings. IS24 is easily searchable through numerous filters. Our IS24 marketplace provides a cost-effective advertising platform for professional and private customers seeking to reach a highly fragmented audience and generate qualified leads for their properties and services. According to an estimate by OC&C using website performance proxies, IS24 provides 1.6x the leads of its competitors and, considering a mix of pre-membership and current prices, is approximately 40% cheaper on a cost per lead basis compared the newly introduced post-merger price points of its closest competitor (estimated based on ad views per listing per month and cost per listing per month, assuming for IS24 a mix of pre-membership and current prices), reflecting our ability to deliver the highest return among our competitor group on our customers' marketing investments (source: OC&C, Study commissioned by the Company and prepared by OC&C Strategy Consultants Limited, London, United Kingdom titled "The German Real Estate and European Automotive Advertising Markets" and dated August 7, 2015 ("**OC&C**")).

Significant further monetization potential at IS24

The cost-effectiveness and measurable return-on-investment of digital advertising solutions are expected to continue to drive the structural migration of property marketing budgets from print to online. According to an estimate from OC&C, generally online listings represent approximately 3.2x better value than listings on print, on a cost-per-ad view basis. We believe that we are well positioned to seize multiple revenue growth opportunities in our IS24 segment, above and beyond this structural online migration of property advertising expenditures (both with regard to classifieds and general advertisements). The benefits of network effects continue to accrue, with the Company enjoying a disproportionate share of content listings and user traffic being attracted to our marketplace. Within our customer base of real estate professionals, we see significant potential to further increase the "share of agent's wallet" that especially larger real estate professionals spend on our digital classifieds platform, which we believe represented, on average only a limited portion of each of these larger real estate professionals' total marketing budgets in 2014. In this regard, the relatively low classifieds expenditure as a percentage of agent transaction revenue in Germany of 7%, compared to 8% in the UK and 13% in Australia, indicates further headroom (source: OC&C).

In our view, our average revenue per user ("**ARPU**", in IS24, therefore, per core agent) has significant room to grow as it is still substantially lower than that of our peer group of leading international companies which operate in markets where the shift from print to online classifieds advertising is at a comparable stage and which enjoy leading market positions in their respective markets.

Leading European digital automotive classifieds platform well positioned to reach out for content leadership and to further monetize the value it offers its customers

AS24 is a European automotive classifieds leader (management estimates based on listings and UMVs), with No. 1 market positions among vertical automotive classifieds platforms based on total listings in Italy, Belgium (including Luxembourg) and the Netherlands, as well as a No. 2 position in Germany (source: Autobiz, June 2015). AS24 also operates in the fragmented Austrian, Spanish and French markets. In terms of overall listings, we are nearly on par (0.9x) with the market leader in Germany, but we lag behind in terms of smaller dealer locations on the platform (0.7x) (source: Autobiz, June 2015). However, with our renewed sales function, our new data-driven sales approach and our focus on private listings, we are making progress narrowing the listings gap to the market leader in Germany and consolidating our leadership in other European countries where we operate. In addition, due to our strong umbrella brand in Germany, AS24 is perceived by consumers as the market leader in terms of brand recognition, with an aided brand awareness of 95% and an unaided brand awareness of 73%, which is 1.3x the unaided brand awareness of the German market leader (source: Vocatus, Marketing Barriers in B2C Marketing, December 2014).

As a European automotive classifieds leader (management estimates based on listings and UMVs), we also derive operating leverage from our European footprint. In addition, we are uniquely positioned to address the cross-border trading opportunity, particularly within the European Union, and offer smaller dealers in our core exporting markets an international distribution opportunity.

Large adjacencies that expand our addressable market and growth opportunity along the property and automotive value chains

The leadership in user traffic and engagement of our IS24 platform in Germany (source: comScore, June 2015 (desktop only for traffic and desktop and mobile for engagement)) and in terms of listings and UMVs for our AS24 platform on a European level (source: management estimates) gives us access to transaction-ready consumers, which enables us to monetize our consumer reach along the broader real estate and automotive value chain.

In our IS24 segment, we offer value-added services designed to support consumers throughout the entire property purchase or rental process. We monetize these services through different approaches: direct monetization and payment on IS24, such as credit checks and valuation, or monetization of leads to third party providers such as mortgage financing and relocation services.

AS24's European footprint allows us to increase the monetization of our large audience of automotive seekers through display advertising and lead generation opportunities along adjacent segments of the automotive value chain.

Robust financial model with consistent revenue growth, strong margins and high cash flow generation

The track record of steady revenue growth of our Core operations, which has been left unaffected by the Eurozone crisis, is evidence that our business model as a whole is resilient to economic cycles. Our revenues are not directly dependent on the prices of houses and cars or the number of completed housing transactions or car sales, but on the volume and term of listings used by our customers.

Our marketplace model and our leading competitive positions translate into strong and improved profitability. Our Core operations generated ordinary operating EBITDA (defined as EBITDA adjusted for non-operating effects) in the amount of EUR 115.1 million in the short financial year from April 1, 2014 to December 31, 2014 (based on the financial statements of Asa NewCo) and EUR 34.0 million in the three-month period ended March 31, 2014 (based on the financial statements of Scout24 Holding GmbH ("**OpCo**"), respectively, reflecting an ordinary operating EBITDA margin (defined as ordinary operating EBITDA as a percentage of external revenues) of 44.2% and 41.6%, respectively. However, we believe our EBITDA margin has significant further upside potential when considering other leading digital classifieds platforms.

Experienced senior leadership team with the vision and execution track record to deliver on a focused strategy

In 2014, we transformed from a holding structure overseeing independently-managed segments to a fully-integrated organization with shared central functions, finance, legal, human resources, facility management, IT, corporate development and strategy, risk and compliance management and other related functions as well as a group function to support our group-wide lead generation and ad sales activities ("**Scout24 Media**"). Gregory Ellis, our CEO, joined the Group in March 2014 to design and implement this strategy. Christian Gisy, our CFO, joined in September 2014. He has broad strategic, financial and public company experience which is valuable for our Group.

Strategy

In order to achieve sustainable and profitable growth, our management focuses on the following key strategic objectives:

Maintain and expand IS24's superior value proposition to consumers

We intend for IS24 to maintain its position as the "go-to" digital marketplace for consumers seeking a new home. To that end, we will continue to direct our resources towards enhancing IS24's content leadership, products and brand. We aim to further extend IS24's leadership by concentrating our efforts on certain high-potential local markets, ensuring that existing and new customers (particularly property agents and developers) have an incentive to place their entire portfolio of available properties on the platform. Our membership model, launched in 2014, which enables our customers to list an unlimited number of properties on our platform and to benefit from an individually agreed number of top placements, is an important step towards our goal of having all available properties in Germany listed on our marketplace. Beyond listings, we also offer our consumers a range of (partly third-party) services related to property search, including credit scoring, mortgage financing, relocation and utility switching.

In addition, we intend to maintain and increase our brand-awareness through the efficient use of marketing spending.

Increase IS24's value proposition offered to customers and drive higher monetization

Preserving IS24's leadership in terms of traffic and engagement (source: comScore, June 2015 (desktop only for traffic, desktop and mobile for engagement)) is fundamental to our continued ability to offer (in our view) the most effective lead generation solution to professional and private customers. Beyond maintaining the digital property classifieds platform with the highest consumer traffic and engagement, we intend to ensure that our customers have the possibility to offer their entire property inventory on our platform and to differentiate and promote their listings. In addition to our membership model, our "VIA Power" products add even more value for our customers by permitting them to increase the exposure of their listings. As of June 30, 2015, approximately 54% of all the agents that we are approaching in 2015 to convert to the membership model (approximately 90% of our total core agent base in 2015) have already been migrated. We expect to migrate 75% to 80% of those agents by the end of 2015. In order to increase our share in private listings, we will further simplify the process of creating a listing on our platform.

Enhance AS24's value proposition and performance

We intend to further enhance AS24's value proposition and performance, by offering a cost-effective marketing platform to professional and private automotive sellers, and leveraging the strong network effects underpinning our marketplace model to further monetize our value proposition to customers. In April 2015, we acquired Easyautosale, which provides private sellers with an alternative to a listing on our AS24 platform. We also plan to introduce a valuation tool which allows consumers to determine a fair price to list their vehicles and receive a recommendation which offer price to use when listing their car on AS24. After successfully re-grouping our sales team and implementing our data-driven sales approach based on lead and performance tracking in Germany, we intend to further scale this approach to other countries we operate in.

Furthermore, we address small professional car dealers with a portfolio of less than 30 cars and sellers of cheap cars, whose listings are highly relevant to attract consumer traffic and introduced our new "Marketing Power" model, which allows enhancing the exposure of the listing and to display and highlight additional information for an additional fee and thereby capture the highest attention of consumers resulting in stronger lead conversion.

In addition, we revamped advertising formats and packages in mid-2015, thus pushing advertisement sales for large OEMs and groups.

Maintaining and enforcing our competitiveness by investing in suitable acquisitions and attracting the best and brightest talent

We focus our M&A strategy on smaller bolt-on acquisitions along the value chain which enable us to strengthen our market position or to further tap into adjacent revenue pools or to acquire new technological capabilities. As we operate in a fast changing industry, we see attracting and retaining the "best and brightest" talents as a key competitive advantage. To that end, we foster a culture of innovation and achievement where employees are given the opportunity to make a difference and are rewarded for it.

B.4a Description of the most significant recent trends affecting the issuer and the industries in which it operates.

Our business is dependent on the demand for online classifieds in the real estate and automotive sector and in particular the marketing spend of real estate professionals and car dealer locations. However, our revenues are not dependent on the number of completed housing transactions or car sales, but on amount and tenure of listings of our customers.

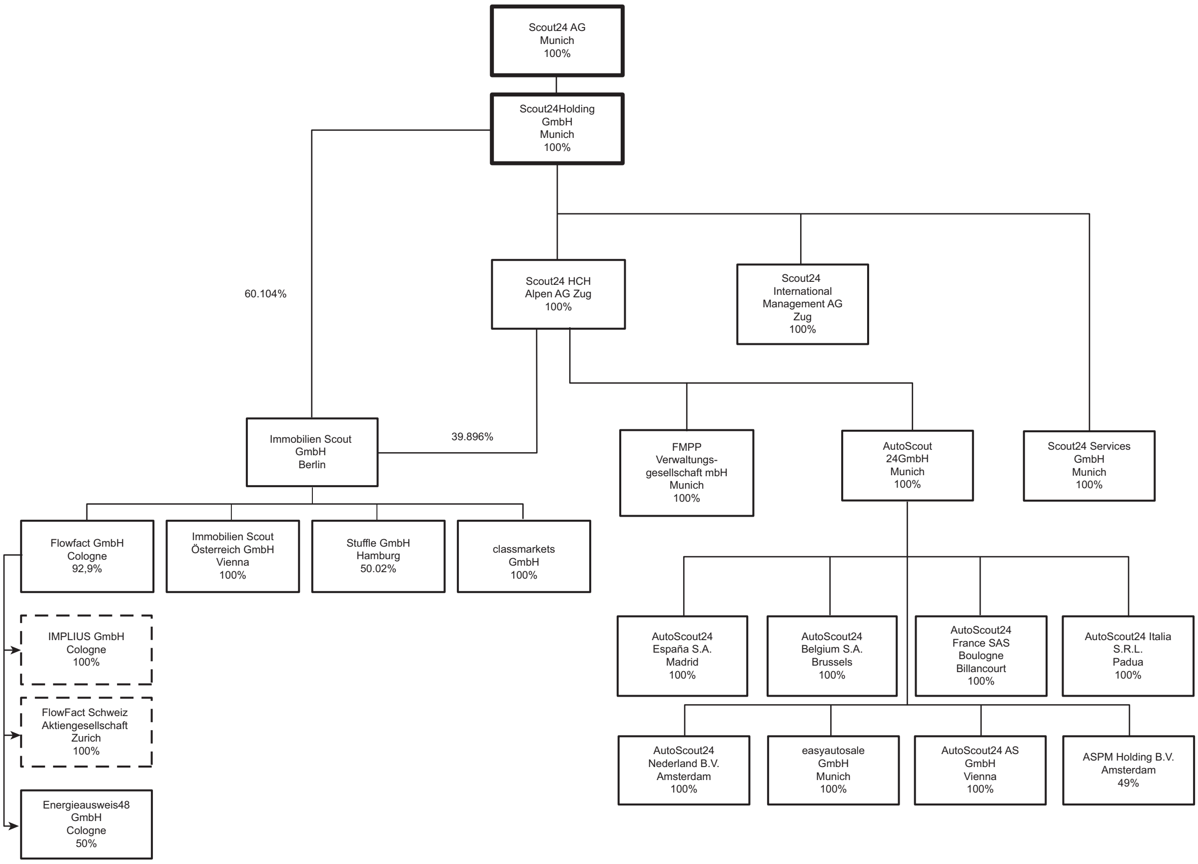
Internet penetration in Germany has increased rapidly over the last decade. Fixed broadband penetration in Germany has increased rapidly in recent years, from 56% of households in December 2008 to 72% in December 2014 (source: TeleGeography, https://www.telegeography.com/products/globalcomms/, retrieved August 4, 2015). The roll-out of 3G and 4G mobile communications networks, as well as strong smartphone penetration, which will reach over 64% of German mobile phone users in 2015 (source: eMarketer, Mobile Phone Users in Germany, France Gravitate Toward Smartphones, 2015), have made ubiquitous broadband connectivity a reality in Germany. This trend is increasingly influencing the allocation of marketing budgets. In Germany, the share of total advertising expenditures spent on newspapers declined from 39.7% in 2005 to 26.4% in 2014 and is expected to decline further to 22.7% in 2017. By contrast, the share of total advertising expenditures spent on online advertising increased from 4.9% in 2005 to 25.0% in 2014. In 2013, online advertising expenditures reached the level of TV marketing budgets. Online advertising expenditure is expected to continue to increase its share and reach 30.2% in 2017 (source: ZenithOptimedia, Advertising Expenditure Forecasts, June 2014).

The German residential property market has been resilient through the global financial crisis, with real estate being perceived by investors as a safe asset class. The economic recovery in 2010 and 2011 led to a step-up in the number of sales transactions, which leveled in 2012-2013 before resuming growth in 2014. Other international markets, such as the UK and Australia, experienced significant volatility in property transaction activity over the same period. According to OC&C, the number of sales transactions in Germany is expected to grow at a CAGR of 0.0% to 2.0% between 2014 and 2018, which combined with a 1.0% to 4.0% increase in the average transaction price (approximately EUR 207,000 in 2014), should result in a total sales transaction value of EUR 124 to 150 billion in 2018. In Austria, average house prices and rent have increased rapidly in recent years as a result of demographic developments, low interest rates, demand for real estate as financial investment and a shortage of new development sites in Vienna. Real estate prices in Austria and Vienna, in particular, rose at a CAGR of 5.1% and 8.0%, respectively, from 2007 to 2014 (source: Austrian National Bank, Wohnimmobilienpreisindex 2011-2013, Q1 2013-Q2 2014; Re/max Austria, Rasanter Anstieg bei Immobilienverkäufen, Re/max-ImmoSpiegel 2014; OC&C).

Germany is the largest automotive market in Europe with a total number of registered passenger cars of 44.4 million in 2014 (source: Kraftfahrt-Bundesamt, Flensburg, Zentralverband Deutsches Kraftfahrzeuggewerbe, Zahlen und Fakten 2014, OC&C) and total sales of EUR 156 billion in 2014 from new and used cars transactions (source: DAT Group, DAT Report, 2015 ("**DAT, 2015**")). Sales of new cars accounted for EUR 86 billion while transactions for used cars amounted to EUR 70 billion (source: DAT, 2015). In Italy, volumes of new and used cars sold have historically declined compared to pre-crisis levels, driven in large part by an economy still struggling to emerge from a prolonged recession. The Italian car market, however, has recovered strongly over the last year, as the decline in total online car classifieds listings was halted and the number broadly stabilized (0.4% growth in the twelve months to June 2015) (source: Autobiz, June 2015). The vehicle markets in the Benelux region, by contrast to Italy, have proven relatively consistent in volume over the past ten years. The Spanish market, like the Italian one, has been severely affected by the recent economic downturn, however recovered very strongly in 2014 as economic conditions improved, with strong growth in new car sales projected to continue in 2015. France was broadly flat in 2014, with new car sales growth of 0.3% (source: Comité des Constructeurs Français d'Automobiles (CCFA), German car market slows as France, Spain, Italy continue recovery, Automotive News Europe, July 2014).

B.5 Description of the group and the issuer's position within the group.

The S24 Group is headed by the Company as management holding company. The S24 Group comprises 21 fully consolidated legal entities in eight countries. S24 AG is the holding company of the Group. It provides certain services to the Group, such as management, strategy, facility management, legal, tax and other services. 11 companies of the Group are incorporated under German law (the "**German Group Companies**" or the "**German Group**"). The three main German subsidiaries are Immobilien Scout GmbH (which is the top company of IS24), AutoScout24 GmbH (which is the top company of AS24) and Scout24 Services GmbH (S24 Services GmbH). Other German Group Companies include FlowFact GmbH (with its subsidiaries IMPLIUS GmbH, FlowFact Schweiz Aktiengesellschaft (Zurich, Switzerland) and Energieausweis48 GmbH (50% of the shares are held through FlowFact GmbH)), Stuffle GmbH and FMPP Verwaltungsgesellschaft mbH (FMPP – no longer active and will be liquidated shortly). The following chart provides an overview (in simplified form) of the direct and indirect shareholdings of the S24 Group as of the date of the Prospectus:



B.6 Persons who, directly or indirectly, have an interest in the issuer's capital or voting rights.

Immediately prior to this offering (the "**Offering**"), Asa HoldCo GmbH, Germany, (Asa HoldCo) held 65.1%, Deutsche Telekom AG, Germany, (DTAG) held 27.9%, MEP Pref GmbH & Co. KG, Germany, ("**MEP Pref**") held 0.2%, German BMEP Pref GmbH & Co. KG, Germany, ("**BMEP Pref**") held 0.0%, German BMEP Ord GmbH & Co. KG, Germany, ("**BMEP Ord**") held 0.6%, MEP Ord GmbH & Co. KG, Germany ("**MEP Ord**", and together with Asa HoldCo, DTAG and MEP Pref BMEP, Pref and BMEP Ord the "**Selling Shareholders**"), held 5.8%, and Scout Lux Management Equity Co S.à r.l., Luxembourg ("**Scout Lux Management Equity**", together with the Selling Shareholders, the "**Existing Shareholders**") held 0.3% of the ordinary registered shares with no par value (*Stückaktien*) currently issued by the Company. The final ratio of shareholdings can change due to an adjustment depending on the final Offer Price (as defined under E.3).

		Asa HoldCo is a wholly-owned subsidiary of Willis Lux Holdings 2 S.à r.l., Luxembourg ("**Willis Lux Holdings 2**"), which is ultimately owned by investment funds advised by affiliates of H&F and of Blackstone. MEP Ord and MEP Pref are investment vehicles held by certain current and former managers of the Group (as limited partners) as well as, indirectly, by H&F, Blackstone and DTAG. BMEP Ord and BMEP Pref are investment vehicles held by certain members of the supervisory board of S24 AG (as limited partners) as well as, indirectly, by H&F, Blackstone and DTAG. Another limited partner of MEP Ord, MEP Pref, BMEP Ord and BMEP Pref in each case is Scout Lux Management Equity, which is owned by H&F and Blackstone through Willis Lux Holdings 2 (70%) and by DTAG (30%). Asa GP GmbH, Frankfurt am Main, Germany, a wholly owned subsidiary of Willis Lux Holdings 2 is the general partner with no equity interest. Upon completion of the Offering, the Existing Shareholders will continue to hold at least approximately 52.7% of the Company's share capital (assuming a complete implementation of the capital increase and issuance of respective New Shares, the full placement of the Base Secondary Shares (as defined below under E.1) and a full exercise of the Upsize Option and the Greenshoe Option (as defined below under E.3)).
	Different voting rights for the issuer's major shareholders.	Not applicable, as each share entitles the shareholder to one vote at the general shareholders' meeting (*Hauptversammlung*) of the Company. There are no restrictions on voting rights.
	Whether the issuer is directly or indirectly owned or controlled and by whom and description of the nature of control.	The Company is currently controlled by Asa HoldCo and DTAG who together hold the majority of the voting rights in the Company and therefore control the general shareholders' meeting of the Company. Both, Asa HoldCo and DTAG (the "**Controlling Shareholders**") entered into a shareholders' agreement covering the pooling of votes in the general shareholders' meeting regarding certain decisions unless the direct or indirect shareholding of one of the Controlling Shareholders in the Company's share capital falls below 15% (in respect of the catalogue of certain shareholder decisions) or 10% for one specific decision out of the catalogue, or unless the aggregate shareholding of the Controlling Shareholders in the Company's share capital falls below 40% (in respect of certain Supervisory Board composition matters) or the agreement expires. Upon completion of the Offering, Asa HoldCo and DTAG will hold at least approximately 37.9% and 8.9%, respectively, of the Company's share capital (assuming placement of all New Shares as defined below under E.1 and the full placement of the Base Secondary Shares as defined below under E.1 and a full exercise of the Upsize Option and the Greenshoe Option as defined below under E.3) and will therefore continue to have control over the Company's general shareholders' meeting.
B.7	**Selected historical key financial information.**	The following selected financial and business information is based on the financial reports of Scout24 Holding GmbH (OpCo) and Asa NewCo GmbH (Asa NewCo, now the Company). Asa NewCo was formed on November 8, 2013, as a shell company for the purposes of the acquisition of a 70% interest in the Group by H&F and Blackstone from DTAG (the "**Transaction**"). As a consequence of the Transaction, our former holding company OpCo has become the directly-held, wholly-owned subsidiary of our new holding company Asa NewCo. However, OpCo contains all our business operations, with the exception of certain holding functions. As a result of the timing of the Transaction, some of the financial statements discussed in the Prospectus are for OpCo, whereas some of the financial statements for more recent periods are for Asa NewCo. In addition, there have been changes in the fiscal years of OpCo and Asa NewCo resulting in short fiscal years. The following selected historical financial and business information for the financial years ended December 31, 2013 and 2012 is based on the audited

consolidated financial statements as of and for the financial year ended December 31, 2012 of OpCo ("**2012 Audited Consolidated Financial Statements of OpCo**"), the audited consolidated financial statements as of and for the financial year ended December 31, 2013 of OpCo ("**2013 Audited Consolidated Financial Statements of OpCo**"), (both statements containing comparative figures for the respective prior year period) (together the "**Audited Consolidated Financial Statements of OpCo**"). As a result of the changes mentioned above, there is no single complete set of financial statements for the full calendar year 2014. In order to compare our performance in the calendar year 2014 with our performance in 2013, we base the selected historical financial and business information for the calendar year 2014 on the short financial year (*Rumpfgeschäftsjahr*) from January 1, 2014 to March 31, 2014 of OpCo ("**2014 Audited Short Year Consolidated Financial Statements of OpCo**") and the short financial year (*Rumpfgeschäftsjahr*) from April 1, 2014 to December 31, 2014 of Asa NewCo ("**2014 Audited Short Year Consolidated Financial Statements of Asa NewCo**"). Similarly, we use financial information extracted from the 2014 Audited Short Year Consolidated Financial Statements of OpCo as of and for the short financial year ended March 31, 2014 and the unaudited interim financial information of Asa NewCo as of and for the three-month period ended June 30, 2014 ("**2014 Unaudited Interim Financial Information of Asa NewCo**") (which is, for the segment level, included in the unaudited interim consolidated financial statements of S24 AG as of and for the six-month period ended June 30, 2015 ("**2015 Unaudited Interim Consolidated Financial Statements of S24 AG**") and for the Group level, is derived from our accounting records) for purposes of a comparison with the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG for the six-month period ended June 30, 2015. The unaudited interim consolidated financial statements as of and for the period January 1, 2015 to June 30, 2015 were finalized after the change of legal form of Asa NewCo into S24 AG took effect and are therefore referred to as 2015 Unaudited Interim Consolidated Financial Statements of S24 AG.

From the beginning of 2014, following the Transaction, we underwent a strategic review and realignment, which resulted in the streamlining of our product portfolio to concentrate on our two core market-leading businesses IS24 and AS24 and the divestment of a number of businesses that no longer fit with this strategy. Consequently, the scope of the businesses reflected in our financial statements has changed and we have chosen to present our results of operations for the periods presented in the Prospectus according to our core operations, which are comprised of our three current operating segments IS24, AS24 and our corporate segment ("**Corporate**") ("**Core operations**"). Following our restructuring, these three segments comprise the business operations of the Group. We believe our focus on Core operations provides a more accurate analysis of our performance, as IS24 and AS24 are our strategic businesses, and the Corporate segment includes management services and certain shared services provided to the companies of our Group. Excluded from our Core operations is, first, the Friendscout24 segment ("**FRS24**"), which has been classified as discontinued operations as from January 1, 2014 and has been sold at the end of August 2014, and second, the other segment ("**Other**"), which management considers immaterial and of limited relevance for analyzing the Group's results of operations.

In order to comply with certain statutory disclosure requirements, the following selected historical financial and business information further refers to audited short year (*Rumpfgeschäftsjahr*) financial statements of Asa NewCo from November 8, 2013 to March 31, 2014 ("**2013/2014 Audited**

Short Year Consolidated Financial Statements of Asa NewCo") (not containing comparative figures for a previous period).

The following selected historical financial information marked "audited", is taken from the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo and the Audited Consolidated Financial Statements of OpCo. Financial information marked "unaudited" is either taken from the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG or Asa NewCo's or OpCo's accounting records or management reporting, or is based on calculations of these figures or derived from the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo and the Audited Consolidated Financial Statements of OpCo.

Selected Financial Information

The tables below present selected financial information for our segments IS24, AS24 and Corporate, for our Core operations as well as for the Group that management considers material in order to describe our business operations.

Selected Financial Information for the six-month period from January 1, 2015 to June 30, 2015 of Asa NewCo, the three-month period from January 1, 2014 to March 31, 2014 of OpCo and the three-month period from April 1, 2014 to June 30, 2014 of Asa NewCo

The following table shows selected financial information for the six-month period ended June 30, 2015 of Asa NewCo compared to the three-month period ended March 31, 2014 of OpCo and the three-month period ended June 30, 2014 of Asa NewCo:

	OpCo	Asa NewCo	
	3-month period ended March 31, 2014	3-month period ended June 30, 2014[7]	6-month period ended June 30, 2015
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)	(unaudited) (in EUR million unless otherwise indicated)	
IS24			
External revenues	55.7	56.3	129.1
Internal revenues	0.1	0.1	0.3
Total revenues	**55.7**	**56.4**	**129.4**
EBITDA[(1)(6)]	**29.9**	**32.8**	**73.2**
Ordinary operating EBITDA[(2)(6)]	**30.3**	**33.5**	**78.2**
Ordinary operating EBITDA margin (in %)[(2)(6)]	*54.5%**	*59.4%*	*60.6%*
Capital expenditure[(3)(6)]	**0.6**	**0.8**	**4.6**
AS24			
External revenues	24.6	26.7	57.4
Internal revenues	0.3	0.2	0.3
Total revenues	**24.9**	**26.9**	**57.6**
EBITDA[(1)(6)]	**5.0**	**6.1**	**21.6**
Ordinary operating EBITDA[(2)(6)]	**5.1**	**8.9**	**23.6**
Ordinary operating EBITDA margin (in %)[(2)(6)]	*20.8%**	*33.5%*	*41.1%*
Capital expenditure[(3)(6)]	**1.4**	**0.6**	**3.4**
Corporate			
External revenues	1.4	0.9	1.1
Internal revenues	1.1	2.4	4.2
Total revenues	**2.5**	**3.3**	**5.3**

	OpCo	Asa NewCo	
	3-month period ended March 31, 2014	3-month period ended June 30, 2014[7]	6-month period ended June 30, 2015
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)	(unaudited) (in EUR million unless otherwise indicated)	
EBITDA[1][6]	**(4.1)**	**(7.5)**	**(10.2)**
Ordinary operating EBITDA[2][6]	**(1.5)**	**(1.8)**	**(4.4)**
Reconciliation of management fee charges[4]	–	*(0.8)*	*(2.3)*
Ordinary operating EBITDA adjusted for management fee reconciliation[10]	*(1.5)**	*(2.5)*	*(6.7)*
Capital expenditure[3][6]	**0.0**	**0.0**	**0.3**
Core Operations[8]			
External Revenues			
IS24	55.7	56.3	129.1
AS24	24.6	26.7	57.4
Corporate	1.4	0.9	1.1
Core operations[8]	**81.7***	**83.9**	**187.6**
EBITDA[1][6]			
IS24	29.9	32.8	73.2
AS24	5.0	6.1	21.6
Corporate	(4.1)	(7.5)	(10.2)
Core operations[8]	**30.8***	**31.4**	**84.6**
Ordinary operating EBITDA[2][6]			
IS24	30.3	33.5	78.2
AS24	5.1	8.9	23.6
Corporate	(1.5)	(1.8)	(4.4)
Reconciliation of management fee[5]	–	*(0.8)*	*(2.3)*
Core Operations[8]	**34.0***	**39.8**	**95.1**
Ordinary operating EBITDA margin (in %)[2][6]	*41.6%**	*47.5%*	*50.7%*
Group[9]			
External Revenues			
Group	82.5	84.7	189.1
Core operations[8]	81.7*	83.9	187.6
FRS24	7.4	–	–
Other	0.8	8.0	1.6
Reconciling items			
FRS24	(7.4)	(7.2)	–
Other reconciling items	–	–	–
EBITDA[1][6]			
Group	28.8	31.0	84.8
Core operations[8]	30.8*	31.4	84.6
FRS24	0.1	–	–
Other	(1.5)	0.6	0.2
Reconciling items			
FRS24	(0.6)	(1.0)	–
Other reconciling items	–	0.0	–
Ordinary operating EBITDA[2][6]			
Group	33.3	39.5	95.5
Core operations[5][8]	34.0*	39.8	95.1
FRS24	0.4	–	–
Other	(0.1)	0.6	0.4
Reconciling items			
FRS24	(0.9)	(1.1)	–
Other reconciling items[5]	–	0.1	(0.1)

* Unaudited.

(1) EBITDA is defined as net profit/(loss) (based on total revenues) before net finance costs, income taxes, depreciation, amortization, impairment and the results from the disposal of subsidiaries.

(2) We define ordinary operating EBITDA as EBITDA adjusted for non-operating effects. Non-operating effects reflect business transactions that are definded for purposes of internal management as occurring once, rarely or extraordinarily and do not reflect the regular operating performance of our business. These effects primarily include expenses for restructuring, expenses in connection with our capital structure, i.e. with regards to financing agreements, and acquisitions, as well as income statement effects from share-based compensation programs (such as our management equity program). We believe the adjustment for the non-operating effects allows for a comparison of our segment performance on a consistent basis. We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues.

(3) Capital expenditure comprises capital expenditure for property, plant and equipment, as well as intangible assets, including internally generated assets from the capitalization of development costs, but excluding goodwill. It further includes advance payments made in relation to property, plant and equipment and intangible assets.

(4) Beginning in the second calendar quarter of 2014, the Corporate segment has charged a management fee to the IS24 and AS24 segments to cover certain management services. Because we consider this management fee part of the ordinary operating result of Corporate (but not of IS24 and AS24), the charge positively impacts the ordinary operating EBITDA of Corporate within our consolidated financial statements, while in the IS24 and AS24 segments, it is accounted for as a non-operating effect and therefore excluded from ordinary operating EBITDA for IS24 and AS24.

(5) The reconciliation effect related to the management fee, which was negative EUR 0.8 million in the three-month period ended June 30, 2014 and negative EUR 2.3 million in the six-month period ended June 30, 2015, was taken into consideration in the calculation of ordinary operating EBITDA for Core operations by means of adding back the impact of the management fee on our IS24 and AS24 segments. In our consolidated financial statements, the impact of the management fee on our IS24 and AS24 segments has been presented within "other reconciling items" of ordinary operating EBITDA. This impact has been eliminated from this line item for purposes of the presentation outlined above.

(6) We have provided EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, capital expenditure and other information in the Prospectus because we believe they provide investors with additional information to measure our performance. Our use of the terms EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure varies from others in our industry and should not be considered as an alternative to net profit/(loss), revenues, cash flow from operating activities, or any other performance measures derived in accordance with IFRS as measures of operating performance or cash flow. EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure have important limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of our results as reported under IFRS.

(7) These figures are obtained from the voluntary segment information in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG.

(8) Core operations are defined as the sum of IS24, AS24 and Corporate. Ordinary operating EBITDA of Core operations also includes the reconciliation effect of the management fee charged by Corporate to IS24 and AS24.

(9) The presentation of segment information in the consolidated financial statements is not consistent throughout the periods (mainly as a result of the treatment of FRS24), and the Prospectus presentation has been made in accordance with the presentation in our financial statements.

(10) We present Corporate ordinary operating EBITDA adjusted for the reconciliation of management fees as we believe this gives investors a more transparent view of the cost of our holding activities.

Selected Income Statement and Other Financial Information for the Years 2014, 2013 and 2012

The following table shows selected financial as well as income statement data of our segments, our Core operations as well as the Group for the financial years ended 2012 and 2013 of OpCo, the three-month period ended March 31, 2014 of OpCo and the short financial year ended December 31, 2014 of Asa NewCo:

	OpCo			Asa NewCo
	12-month period ended December 31 2012	12-month period ended December 31, 2013[7]	3-month period ended March 31, 2014	9-month period ended December 31, 2014
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)			(audited unless otherwise indicated) (in EUR million unless otherwise indicated)
IS24				
External revenues	176.6	204.9	55.7	175.8
Internal revenues	0.3	0.2	0.1	0.2
Total revenues	**176.9**	**205.2**	**55.7**	**176.0**
EBITDA[1][6]	**76.5**	**94.9**	**29.9**	**89.6**
Ordinary operating EBITDA[2][6]	**–**	**93.1**	**30.3**	**99.0**
Ordinary operating EBITDA margin (in %)[2][6]	–	*45.4%**	*54.5%**	*56.3%**
Capital expenditure[3][6]	**7.1**	**5.4**	**0.6**	**6.7**
AS24				
External revenues	90.5	97.5	24.6	82.3
Internal revenues	1.5	1.0	0.3	0.7
Total revenues	**92.0**	**98.6**	**24.9**	**83.0**
EBITDA[1][6]	**9.6**	**14.4**	**5.0**	**14.0**
Ordinary operating EBITDA[2][6]	**–**	**14.4**	**5.1**	**26.0**
Ordinary operating EBITDA margin (in %)[2][6]	**–**	*14.8%**	*20.8%**	*31.6%**
Capital expenditure[3][6]	**10.6**	**8.1**	**1.4**	**5.1**
Corporate				
External revenues	6.2	4.4	1.4	2.5
Internal revenues	4.6	5.7	1.1	6.7
Total revenues	**10.7**	**10.1**	**2.5**	**9.1**
EBITDA[1][6]	**(12.3)**	**(9.5)**	**(4.1)**	**(45.1)**
Ordinary operating EBITDA[2][6]	**–**	**(9.5)**	**(1.5)**	**(7.0)**
Reconciliation of management fee charges[4]	–	*n/a*	*n/a*	*(2.9)**
Ordinary operating EBITDA adjusted for management fee reconciliation[10]	–	*(9.5)**	*(1.5)**	*(9.9)**
Capital expenditure[3][6]	**1.0**	**0.6**	**0.0**	**0.2**
Core operations[8]				
External Revenues				
IS24	176.6	204.9	55.7	175.8
AS24	90.5	97.5	24.6	82.3
Corporate	6.2	4.4	1.4	2.5
Core operations[8]	**273.3***	**306.9***	**81.7***	**260.5***
year-on-year change (in %)	*n/a*	*12.3%**	*n/a*	*n/a*
EBITDA[1][6]				
IS24	76.5	94.9	29.9	89.6
AS24	9.6	14.4	5.0	14.0
Corporate	(12.3)	(9.5)	(4.1)	(45.1)
Core operations[8]	**73.8***	**99.8***	**30.8***	**58.5***

	OpCo			Asa NewCo
	12-month period ended December 31 2012	12-month period ended December 31, 2013[7]	3-month period ended March 31, 2014	9-month period ended December 31, 2014
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)			(audited unless otherwise indicated) (in EUR million unless otherwise indicated)
Ordinary operating EBITDA[(2)(6)]				
IS24	n/a	93.1	30.3	99.0
AS24	n/a	14.4	5.1	26.0
Corporate	n/a	(9.5)	(1.5)	(7.0)
Reconciliation of management fee[(5)]	*n/a*	*n/a*	*n/a*	*(2.9)**
Core Operations[(8)]	**n/a**	**98.0***	**34.0***	**115.1***
Ordinary operating EBITDA margin (in %)[(2)(6)]	*n/a*	*31.9%**	*41.6%**	*44.2%**
Group[(9)]				
External Revenues				
Group	313.5	310.1	82.5	262.9
Core operations[(8)]	273.3*	306.9*	81.7*	260.5*
FRS24	32.8	30.1	7.4	–
Other	7.4	3.2	0.8	14.3
Reconciling items				
FRS24	–	(30.1)	(7.4)	(12.0)
Other reconciling items	–	–	–	–
EBITDA[(1)(6)]				
Group	65.7	94.0	28.8	58.6
Core operations[(8)]	73.8*	99.8*	30.8*	58.5*
FRS24	(1.5)	(4.7)	0.1	–
Other	(6.4)	(3.3)	(1.5)	1.2
Reconciling items				
FRS24	–	2.4	(0.6)	(1.1)
Other reconciling items	(0.2)	(0.2)	–	0.0
Ordinary operating EBITDA[(2)(6)]				
Group	–	92.2	33.3	115.2
Core operations[(5)(8)]	–	98.0*	34.0*	115.1*
FRS24	–	(4.7)	0.4	–
Other	–	(3.5)	(0.1)	1.6
Reconciling items				
FRS24	–	2.4	(0.9)	(1.5)
Other reconciling items[(5)]	–	(0.0)*	–	0.0*

* Unaudited.

(1) EBITDA is defined as net profit/(loss) (based on total revenues) before net finance costs, income taxes, depreciation, amortization, impairment and the results from the disposal of subsidiaries.

(2) We define ordinary operating EBITDA as EBITDA adjusted for non-operating effects. Non-operating effects reflect business transactions that are definded for purposes of internal management as occurring once, rarely or extraordinarily and do not reflect the regular operating performance of our business. These effects primarily include expenses for restructuring, expenses in connection with our capital structure, i.e. with regards to financing agreements, and acquisitions, as well as income statement effects from share-based compensation programs (such as our management equity program). We believe the adjustment for the non-operating effects allows for a comparison of our segment performance on a consistent basis. We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues. We do not present ordinary operating EBITDA or ordinary operating EBITDA margin for 2012.

(3) Capital expenditure comprises capital expenditure for property, plant and equipment, as well as intangible assets, including internally generated assets from the capitalization of development costs, but excluding goodwill. It further includes advance payments made in relation to property, plant and equipment and intangible assets.

(4) Beginning in the second calendar quarter of 2014, the Corporate segment has charged a management fee to the IS24 and AS24 segments to cover certain management services. Because we consider this management fee part of the ordinary operating result of Corporate (but not of IS24 and AS24), the charge positively impacts the ordinary operating EBITDA of Corporate within our consolidated financial statements, while in the IS24 and AS24 segments, it is accounted for as a non-operating effect and therefore excluded from ordinary operating EBITDA for IS24 and AS24.

(5) The reconciliation effect related to the management fee, which was negative EUR 2.9 million in the nine-month period ended December 31, 2014, taken into consideration in the calculation of ordinary operating EBITDA for Core operations by means of adding back the impact of the management fee on our IS24 and AS24 segments. In our consolidated financial statements, the impact of the management fee on our IS24 and AS24 segments has been presented within "other reconciling items" of ordinary operating EBITDA. This impact has been eliminated from this line item for purposes of the presentation outlined above.

(6) We have provided EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, capital expenditure and other information in the Prospectus because we believe they provide investors with additional information to measure our performance. Our use of the terms EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure varies from others in our industry and should not be considered as an alternative to net profit/(loss), revenues, cash flow from operating activities, or any other performance measures derived in accordance with IFRS as measures of operating performance or cash flow. EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure have important limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of our results as reported under IFRS.

(7) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

(8) Core operations are defined as the sum of IS24, AS24 and Corporate. Ordinary operating EBITDA of Core operations also includes the reconciliation effect of the management fee charged by Corporate to IS24 and AS24.

(9) The presentation of segment information in the consolidated financial statements is not consistent throughout the periods (mainly as a result of the treatment of FRS24), and the Prospectus presentation has been made in accordance with the presentation in our financial statements.

(10) We present Corporate ordinary operating EBITDA adjusted for the reconciliation of management fees as we believe this gives investors a more transparent view of the costs of our holding activities.

Major Performance Indicators

We use various performance indicators to track the performance of our IS24 and AS24 segments. The major performance indicators are described below. None of these metrics are measures of financial performance under International Financial Reporting Standards, as adopted by the European Union ("**IFRS**"), except as expressly stated otherwise. These measures have not been reviewed by an outside consultant, expert or auditor. Unless specifically indicated to the contrary, these measures are derived from our internal support and finance systems. These metrics, as defined by our management, may not be comparable to similar terms used by our competitors or other companies.

For IS24, we track our revenues from core agents only for our business in Germany, due to the relative insignificance of that part of our business which is generated outside of Germany. In AS24, we track major performance indicators for Germany and for Benelux and Italy combined.

	OpCo			Asa NewCo		
	12-month period ended December 31, 2012	12-month period ended December 31, 2013	3-month period ended March 31, 2014	3-month period ended June 30, 2014	9-month period ended December 31, 2014	6-month period ended June 30, 2015
	(unaudited unless otherwise indicated) (in EUR million unless otherwise indicated)			(unaudited unless otherwise indicated) (in EUR million unless otherwise indicated)		
IS24						
Revenues from core agents (Germany)(1)(2)	106.7	119.2	32.3	33.0	101.0	72.9
Revenues from other agents(3)	15.1	20.4	5.5	5.5	19.1	17.1
Other revenues(4)	54.8	65.4	17.8	17.8	55.8	39.1
Total external revenues**	**176.6***	**204.9***	**55.7***	**56.3**	**175.8***	**129.1**
Germany						
Core agents (end of period, in numbers)(1)	21,332	21,296	21,104	21,764	22,092(13)	20,606
Core agents (average during period, in numbers)(1)	20,967	21,314	21,200	21,434	21,598	21,349
Core agent ARPU (EUR/month)(1)(5)	424	466	508	513	519	569
Revenues from core agents (Germany)(1)	***106.7***	***119.2***	***32.3***	***33.0***	***101.0***	***72.9***
UMV (desktop only, in numbers and million)(6)	**7.6**	**9.1**	**8.9**	**7.6**	**7.8**	**7.9**
UMV (multiplatform, in numbers and million)(6)	–	–	–	–	–	**11.9**
AS24						
Revenues from core dealers (Germany)(7)(8)	32.2	33.3	8.3	9.1	27.5	20.0
Revenues from core dealers (Benelux, Italy)(7)(8)	25.3	28.1	7.3	7.8	23.9	17.3
Revenues from other dealers(9)	8.5	10.2	2.7	2.9	8.3	5.6
Other revenues(10)	24.5	26.0	6.3	6.9	22.6	14.5
Total external revenues**	**90.5***	**97.5***	**24.6***	**26.7**	**82.3***	**57.4**
Germany						
Core dealers (end of period, in numbers)(7)	17,061	17,733	17,947	18,233	19,774	21,655
Core dealers (average during period, in numbers)(7)	17,271	17,397	17,840	18,090	18,861	20,715
Core dealer ARPU (EUR/month)(7)(11)	155	159	155	167	162	161
Revenues from core dealers (Germany)(7)	**32.2**	**33.3**	**8.3**	**9.1**	**27.5**	**20.0**
Benelux/Italy						
Core dealers (end of period, in numbers)(7)	14,837	15,816	15,905	16,137	16,396	16,892
Core dealers (average during period, in numbers)(7)	14,576	15,327	15,861	16,021	16,151	16,644
Core dealer ARPU (EUR/month)(7)(11)	145	153	154	163	165	174
Revenues from core dealers (Benelux/ Italy)(7)	**25.3**	**28.1**	**7.3**	**7.8**	**23.9**	**17.3**
UMV (desktop only, in numbers and million)(12)	**9.0**	**9.2**	**8.5**	**7.5**	**7.8**	**7.8**
Thereof: Germany (desktop only, in numbers and million)(12)	*6.2*	*5.5*	*5.1*	*4.6*	*4.8*	*4.5*
Thereof: Benelux/Italy (desktop only, in numbers and million)(12)	*2.9*	*3.8*	*3.4*	*2.9*	*3.0*	*3.2*
UMV Germany (multiplatform, in numbers and million)(12)	–	–	–	–	–	**6.5**

* Audited.

** IFRS measures.

(1) We define our IS24 core agents as real estate professionals who have a package or bundle contract with us. We define the number of core agents as the number of real estate professionals as of period end who either have a package or a bundle contract at the period end.

(2) Revenues from core agents consist of revenues derived from IS24's core agents' purchases of memberships under our membership model, including all services provided under these new contracts. Revenues from core agents also include purchases of listing services under our listing package-based pricing model and all other services provided under these contracts for those core agents not yet transitioned to the membership model.

(3) Revenues from other agents consist of revenues derived from real estate professionals who are not our core agents and include IS24 promotions, our IS24 commercial real estate marketplace, pay-per-ad revenues, revenues from FlowFact (our customer relationship management software for real estate professionals) and non-listing revenues.

(4) Other revenues consist of revenues derived from private listings, revenues generated from direct consumer monetization (including credit checks and valuation services), lead generation revenues derived from services offered for relocation, financing and mortgages, revenues from ad sales not directly related to real estate and other sundry revenues.

(5) Core agent ARPU in euros per period is calculated by dividing the revenues generated by our IS24 core agents in the period by the average of the number of IS24 core agents at the beginning and the end of such period, and further divided by the number of months in the period.

(6) UMV (Unique Monthly Visitors) refers to the monthly unique visitors from the relevant country visiting the website (desktop only) or website, mobile website and apps (multi-platform), as the case may be, regardless of how often they visit during the relevant month and (for multi-platform metrics) regardless of how many platforms (desktop and mobile) they use. Values for each period represent the average of all monthly values for the respective period (source: comScore, June 2015).

(7) We define our AS24 core dealers as the total number of professional car and motorcycle dealers who have either a package or bundle contract to advertise their car or motorcycle listings on AS24's market websites as at period end.

(8) Revenues from core dealers consist of revenues derived from AS24's core dealers' purchases of listing services under our listing package-based model and all other related products purchased by such dealers.

(9) Revenues from other dealers consist of revenues derived from AS24's commercial vehicle market dealers, dealers from Spain, Austria and France, GaragePortal and other services for dealers such as platform interfaces. In addition, revenues from Easyautosale are included.

(10) Other revenues consist of revenues derived from AS24's private listings and advertising sales (primarily from OEMs).

(11) Core dealers ARPU in euros per period is calculated by dividing the revenues generated by our AS24 core dealers in the period by the average of the number of our AS24 core dealers at the beginning and end of such period, and further divided by the number of months in the period.

(12) UMV (Unique Monthly Visitors) refers to the monthly unique visitors from the respective country visiting the website (desktop only) or website, mobile website and apps (multi-platform), regardless of how often they visit during that month and (for multi-platform metrics) regardless of how many platforms (desktop and mobile) they use. Values for each period represent the average of all monthly values for the respective period. The total UMV of AS24 represents the aggregate of the UMV for each of Germany, Belgium, the Netherlands, Luxemburg and Italy. The UMV for Benelux/Italy represent the aggregate of the UMVs for Belgium, the Netherlands, Luxemburg and Italy (source: comScore, June 2015).

(13) Includes approximately 700 new customers due to a change in the contractual arrangements with certain franchise agencies (from master agreement to individual agreements).

Selected Financial Information from the Consolidated Income Statement

The following table shows selected consolidated income statement data of Asa NewCo for the six-month period ended June 30, 2015 and the short financial year ended December 31, 2014 as well as selected consolidated income statement data of OpCo for the short financial year ended March 31, 2014 and for the financial years ended December 31, 2013 and 2012:

	Asa NewCo		OpCo		
	6-month period ended June 30, 2015	9-month period ended December 31, 2014	3-month period ended March 31, 2014	12-month period ended December 31, 2013(3)	12-month period ended December 31, 2012
	(unaudited) (in EUR million)	(audited) (in EUR million)		(audited) (in EUR million)	
Revenues	**189.1**	**262.9**	**82.5**	**310.1**	**313.5**
Costs of sales	(20.7)	(40.2)	(7.6)	(33.9)	(32.8)
Gross profit	**168.5**	**222.6**	**74.9(1)**	**276.2(1)**	**280.7**
Operating profit	**53.2**	**8.6**	**25.9(2)**	**81.0(2)**	**53.4**
Finance income/(costs) - net	**2.4**	**(31.1)**	**144.7**	**3.2**	**10.3**
Profit/(Loss) before income taxes(4)	**55.5**	**(22.5)**	**170.6**	**84.2**	**63.7**
Income taxes	(15.6)	1.3	(9.1)	(1.4)	(3.2)
Profit/(Loss) from continuing operations	**–**	**(21.2)**	**161.5**	**82.7**	**–**
Profit/(Loss) from discontinued operations	–	1.0	0.1	(4.5)	–
Profit/(Loss) for the period	**40.0**	**(20.2)**	**161.6**	**78.2**	**60.5**

(1) This item reflects gross profit from continuing operations for the three-month period ended March 31, 2014 and for the financial year ended December 31, 2013 for OpCo (as obtained from the comparative period in the 2014 Audited Short Year Consolidated Financial Statements of OpCo).

(2) This item reflects operating profit from continuing operations for the three-month period ended March 31, 2014 and for the financial year ended December 31, 2013 for OpCo (as obtained from the comparative period in the 2014 Audited Short Year Consolidated Financial Statements of OpCo).

(3) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

(4) This item is labeled "Profit before income tax from continuing operations" in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

Selected Financial Information from the Consolidated Statement of Financial Position

The following table presents Asa NewCo's statement of financial position for the six-month period ended June 30, 2015 and the short financial years ended March 31, 2014 and December 31, 2014, respectively, as well as OpCo's consolidated statement of financial position for the short financial year ended March 31, 2014 and the financial years ended December 31, 2013 and 2012:

	Asa NewCo			OpCo		
	6-month period ended June 30, 2015	9-month period ended December 31, 2014	Short Financial Year November 8, 2013 – March 31, 2014	3-month period ended March 31, 2014	12-month period ended December 31, 2013	12-month period ended December 31, 2012
	(unaudited)	(audited) (in EUR million)			(audited) (in EUR million)	
Current assets	**85.9**	**67.7**	**104.2**	**77.2**	**230.7**	**136.0**
Non-current assets	**2,067.7**	**2,127.4**	**2,109.4**	**487.9**	**489.7**	**548.4**
Total assets	**2,153.7**	**2,195.1**	**2,213.6**	**565.1**	**720.5**	**684.4**
Current liabilities	**93.5**	**90.2**	**87.2**	**71.6**	**821.0**	**419.8**
Non-current liabilities	**1,379.5**	**1,044.7**	**1,044.0**	**658.6**	**5.7**	**8.0**
Equity	**680.6**	**1,060.2**	**1,082.3**	**(165.1)**	**(106.2)**	**256.6**
Total liabilities & equity	**2,153.7**	**2,195.1**	**2,213.6**	**565.1**	**720.5**	**684.4**

Selected Financial Information from the Consolidated Statement of Cash Flows

The following table presents Asa NewCo's consolidated statement of cash flows for the six-month period ended June 30, 2015 and the short financial years ended March 31, 2014 and December 31, 2014, respectively, as well as OpCo's consolidated statement of financial position for the short financial year ended March 31, 2014 and the financial years ended December 31, 2013 and 2012:

	Asa NewCo			OpCo		
	6-month period ended June 30, 2015	9-month period ended December 31, 2014	Short Financial Year November 8, 2013 – March 31, 2014	3-month period ended March 31, 2014	12-month period ended December 31, 2013	12-month period ended December 31, 2012
	(unaudited)	(audited) (in EUR million)			(audited) (in EUR million)	
Profit/(Loss) from continuing operations for the period / year(1)	**40.0**	**(21.2)**	**(21.7)**	**161.6**	**78.2**	**60.5**
Net cash generated from / (used in) operating activities	**71.7**	**66.1**	**4.9**	**20.1**	**81.9**	**60.3**
Net cash generated from / (used in) investing activities	**48.4**	**(38.6)**	**7.7**	**188.6**	**6.0**	**(49.2)**
Net cash generated from / (used in) financing activities	**(96.9)**	**(38.4)**	**19.7**	**(327.5)**	**(41.6)**	**(30.1)**
Net (decrease) / increase in cash and cash equivalents	**23.4**	**(10.8)**	**32.2**	**(118.8)**	**46.2**	**(18.9)**
Cash and cash equivalents at the beginning of the period / year	**21.4**	**32.2**	**0.0**	**145.8**	**99.7**	**118.6**
Cash and cash equivalents at the end of the period / year	**44.8**	**21.4**	**32.2**	**27.1**	**145.8**	**99.7**

(1) This item is labeled "Profit/(loss) for the period/year" in the Audited Consolidated Financial Statements of OpCo and in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

Significant changes to the issuer's financial condition and operating results.	The following changes in our financial condition and operating results, as defined by external revenues, EBITDA and ordinary operating EBITDA occurred in the six-month period ended June 30, 2015, the nine-month period ended December 31, 2014, the three-month period ended March 31, 2014 and the financial years 2013 and 2012. ***Comparison of the three-month period from January 1 to March 31, 2014 of OpCo and the three-month period from April 1, 2014 to June 30, 2014 of Asa NewCo with the six-month period from January 1, 2015 to June 30, 2015 of Asa NewCo*** External revenues were EUR 189.1 million in the six-month period ended June 30, 2015, compared to EUR 84.7 million and EUR 82.5 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. This increase is mainly driven by an increase in revenues in Core operations. EBITDA was EUR 84.8 million in the six-month period ended June 30, 2015, compared to EUR 31.0 million and EUR 28.8 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. This increase in EBITDA primarily reflects an increase in our Core operations and, to a lesser extent, the impact of the disposal of FRS24 in 2014. Ordinary operating EBITDA was EUR 95.5 million in the six-month period ended June 30, 2015, compared to EUR 39.5 million and EUR 33.3 million in the three-month period ended June 30, 2014 and in the three-month period ended March 31, 2014, respectively. ***Comparison of 2014 (nine-month period from April 1, 2014 to December 31, 2014, of Asa NewCo and the three-month period from January 1, 2014 to March 31, 2014 of OpCo) with financial year 2013 of OpCo*** Group external revenues were EUR 82.5 million and EUR 262.9 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 310.1 million in the twelve-month period ended December 31, 2013. This increase was mainly driven by an increase in revenues from our Core operations, whereas Other remained mainly flat due to low activity levels (excluding FRS24, which is included in Other in the nine-month period ended December 31, 2014 with EUR 12.0 million of revenues). EBITDA was EUR 28.8 million and EUR 58.6 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 94.0 million in the twelve-month period ended December 31, 2013. This decrease was primarily driven by a decrease in EBITDA in Core operations, due to cost incurred by our restructuring and reorganization, as well as fees related to the Transaction and other M&A transactions, and the cessation of start-up businesses, as well as the sale of FRS24 in 2014. Ordinary operating EBITDA was EUR 33.3 million and EUR 115.2 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 92.2 million in the twelve-month period ended December 31, 2013, primarily due to strong business development in Core operations, the cessation of start-up businesses and the sale of FRS24 in 2014. ***Comparison of the financial years 2013 and 2012 of OpCo*** External revenues and EBITDA for the financial year 2013 as discussed in the following two paragraphs are derived from the 2013 Audited Consolidated Financial Statements of OpCo.

External revenues were EUR 313.5 million in the twelve-month period ended December 31, 2012, compared to EUR 340.3 million in the twelve-month period ended December 31, 2013. This increase was primarily due to an increase in revenues of core operations, partially offset by a decrease in external revenues from FRS24 as well as in Other.

EBITDA was EUR 65.7 million in the twelve-month period ended December 31, 2012, compared to EUR 91.6 million in the twelve-month period ended December 31, 2013, primarily due to an increase in Core operations and Other, partially offset by a decrease in FRS24.

Financial Position of Asa NewCo

As of June 30, 2015, our current assets represented 4.0% of our total assets and primarily included cash and cash equivalents in the amount of EUR 44.8 million, which represented 52.2% of our current assets, trade and other receivables in the amount of EUR 32.3 million, which represented 37.6% of our current assets.

As of December 31, 2014, our current assets represented 3.1% of our total assets and primarily included cash and cash equivalents in the amount of EUR 21.4 million, which represented 31.6% of our current assets, trade and other receivables in the amount of EUR 35.1 million, which represented 51.8% of our current assets. Following the sale of FRS24 during 2014, our current assets as of December 31, 2014 did not include any assets classified as held for sale.

As of March 31, 2014, our current assets primarily included cash and cash equivalents in the amount of EUR 32.2 million, which represented 30.9% of our current assets and 1.5% of our total assets, trade and other receivables in the amount of EUR 30.4 million, which represented 29.2% of our current assets and 1.4% of our total assets, and assets of disposal group classified as held for sale in the amount of EUR 23.9 million, which represented 1.1% of our total assets.

Financial Position of OpCo

In the financial year 2013, our current assets primarily included cash and cash equivalents in the amount of EUR 117.1 million, which represented 50.8% of our current assets and 16.3% of our total assets, trade receivables in the amount of EUR 33.6 million, which represented 14.6% of our current assets and 4.7% of our total assets, and assets held for sale in the amount of EUR 69.1 million, which represented 30.0% of our current assets and 9.6% of our total assets. The increase in assets held for sale was caused by a reclassification of the assets of Scout24 International Management AG, our former Swiss business, from non-current assets (investments accounted for using the equity method) to current assets (assets held for sale). In addition, there was an increase in receivables from cash management, representing the balances under a then-existing cash pooling agreement with DTAG (and a corresponding increase in cash and cash equivalents), as well as an increase in trade receivables in IS24 and a conversion of the invoicing process at AS24.

In the financial year 2012, our current assets primarily included cash and cash equivalents in the amount of EUR 99.7 million, which represented 73.3% of our current assets and 14.6% of our total assets, and trade receivables in the amount of EUR 27.8 million, which represented 20.4% of our current assets and 4.1% of our total assets. There were no assets held for sale during this period.

Recent Developments

Since the beginning of the year, our business has been driven by the roll-out of our membership model in IS24, an increase in listings in AS24, bolt-on

		acquisitions to enhance our product portfolio, new product launches, and the implementation of our OneScout24 approach, which aims at realizing synergies from a closer operational integration of our main verticals IS24 and AS24. This strategy has been proving successful. On September 8, 2015, we entered into an agreement to acquire classmarkets GmbH, a provider of online real estate classifieds portals to print publishers via software-as-a-service solutions. Closing took place on the same day. In September 2015, we officially launched Scout24 Media at Germany's largest digital marketing exposition and conference "dmexco" in Cologne. Scout24 Media as a group-wide function will drive our lead generation and ad sales businesses and help position the Scout24 Group as a leading premium and data driven publisher in Germany and Europe.
B.8	**Selected key pro forma financial information.**	Not applicable. No pro forma financial information has been prepared by the Company.
B.9	**Profit forecast or estimate.**	Not applicable. No profit forecast or profit estimate is being presented by the Company.
B.10	**Qualifications in the audit report on the historical financial information.**	Not applicable. The audit reports on the historical financial information included in the Prospectus have been issued without qualifications. The auditor's report on the 2012 Audited Consolidated Financial Statements of OpCo, the 2013 Audited Consolidated Financial Statements of OpCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo and the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo each contain an explanatory paragraph regarding a supplementary audit.
B.11	**Insufficiency of the issuer's working capital for its present requirements.**	Not applicable. The issuer's working capital is sufficient for its present requirements.
C	**Securities**	
C.1	**A description of the type and the class of the securities being offered and/or admitted to trading, including any security identification number.**	Ordinary registered shares with no par value (*Stückaktien*), each such share with a notional value of EUR 1.00 in the share capital and with full dividend rights as from January 1, 2015. International Securities Identification Number (ISIN): DE000A12DM80 German Securities Code (*Wertpapierkennnummer*) (WKN): A12DM8 Common Code: 129346973
C.2	**Currency of the securities issue.**	Euro.
C.3	**The number of shares issued and fully paid and issued but not fully paid.**	The share capital of the Company as of the date of the Prospectus amounts to EUR 100 million and is divided into 100 million ordinary registered shares with no par value (*Stückaktien*).
	The par value per share, or that the shares have no par value.	Each share represents a notional value of EUR 1.00 in the share capital.
		All shares issued as of the date of the Prospectus are and all shares that will be issued prior to commencement of trading will be fully paid up.
C.4	**A description of the rights attached to the securities.**	Each share entitles the shareholder to one vote at the general shareholders' meeting of the Company and carries full dividend rights as from January 1, 2015, i.e. for the full financial year ending December 31, 2015 and for all subsequent financial years.

C.5	**A description of any restrictions on the free transferability of the securities.**	Not applicable. There are no restrictions on the transferability of the shares other than the lock-up agreements described below under E.5.
C.6	**An indication as to whether the securities offered are or will be the object of an application for admission to trading on a regulated market and the identity of all the regulated markets where the securities are or are to be traded.**	The Company expects to apply on September 21, 2015 for admission of its shares to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange and, simultaneously, on the sub-segment thereof with additional post-admission obligations (Prime Standard). An admission decision regarding the shares of the Company is expected to be announced on September 29, 2015. Trading of the shares of the Company on the Frankfurt Stock Exchange is expected to commence on October 1, 2015.
C.7	**A description of dividend policy.**	We do not anticipate paying a dividend until our net financial indebtedness falls below 2.5 times the ordinary operating EBITDA which we generated during the last 12 months. In order to determine the ratio of net financial indebtedness to ordinary operating EBITDA, we assess the ordinary operating EBITDA for the prior twelve consecutive months at the relevant time. If this requirement is met, we will consider appropriate shareholder distributions, in the form of a regular dividend or otherwise, reflecting our profitability levels, cash flows and planned investments. Under the syndicated Senior Facilities Agreement ("**SFA**"), subject to customary exceptions, the Company may not pay any dividends to its shareholders if and to the extent that the ratio of total net to consolidated EBITDA (the definition of consolidated EBITDA corresponds to our definition of ordinary operating EBITDA) of S24 Group, as of the end of the three-month period preceding the quarter in which the relevant payment is made (after taking into account such payment), exceeded or would have exceeded 4.00:1.00 (or, if such payment is made from retained excess cash flow, 4.25:1.00).
D	**Risks**	
		Investors should carefully consider the following risks, in addition to the other information contained in the Prospectus, when deciding whether to invest in the Company's shares. The market price of the Company's shares could fall if any of these risks were to materialize, in which case investors could lose all or part of their investments. The following risks, alone or together with additional risks and uncertainties not currently known to the Company or that the Company might currently deem immaterial, could materially adversely affect the S24 Group's business, financial condition and results of operations. The order in which the risk factors are presented is not an indication of the likelihood of the risks actually occurring, the significance or degree of the risks or the scope of any potential impairment to the S24 Group's business. The risks mentioned could materialize individually or cumulatively.
D.1	**Key information on the key risks that are specific to the issuer or its industry.**	***Risks Relating to the Market and the Business*** Our profitability greatly depends on us maintaining our leading market positions, in particular the No. 1 market position of our ImmobilienScout24 business in Germany. Therefore, if we were unable to maintain these positions, our pricing headroom and operating leverage may decrease and affect our business. We operate in a highly competitive environment, and our business model is susceptible to rapid changes in the competitive dynamics. Competitors with

different business or pricing models could possibly attract our customers to use their platforms instead of ours. Especially horizontal digital classifieds businesses (such as ebay Kleinanzeigen) could enter or intensify their activities in the real estate and car classifieds market or large internet companies (such as Google or Facebook) could leverage their vast user communities and their data to build strong customer bases at comparatively low costs.

We are heavily dependent on our brand and reputation. Any tarnishing of our brand or reputation, in particular by licensees, could lead to a loss of trust amongst our target audience and costly measures to mitigate such effects.

We depend on our target audiences choosing and preferring to utilize our platforms and services over those of our competitors, which could require additional investments.

Difficult conditions in the macroeconomic environment may adversely affect our business.

Any of our strategic initiatives, aiming at growing our business or improving our cost base, may fail.

Any of our acquisitions or divestures may fail to deliver the expected results or may burden us with significant costs.

Technological changes may disrupt our business or the markets we operate in and may lead to higher expenditures or a loss of customers. For example, competitors may at any time introduce new products or services rendering our products and services, or our business model, uncompetitive or even redundant. To keep up with technological changes, we may be required to spend more money on developing and enhancing our technology.

The integrity of customer information stored by us, or the effectiveness of our platforms or systems in general, may be compromised and may damage our reputation and brand and lead to a loss in customer or consumer confidence and the demand for our services.

We rely on cooperation partners and may fail to maintain these important relationships. These cooperation partners include telecommunications operators, data providers (such as Google maps) and other third parties for key aspects of the process of maintaining our websites and providing our products and services to our customers. Any termination of these services could harm our ability to operate our business and damage our reputation.

We rely on our systems, employees and certain counterparties, and certain failures could materially adversely affect our operations.

We rely on the availability and performance of highly skilled executives and other personnel as well as a flexible company culture and a loss of these persons or our culture could adversely affect our market position and business.

Risks Relating to our Financing Structure

Our Senior Facilities Agreement imposes restrictions which could significantly limit our operating flexibility and financing options. In particular, we may not incur additional indebtedness which may limit our ability to pursue acquisitions and other business activities.

We have loans outstanding in the gross amount of EUR 995 million as of June 30, 2015 under our Senior Facilities Agreement maturing in 2021 and 2022 and we cannot give any assurance to be able to repay or refinance this debt when due.

Our ability to service or refinance our debt and to fund working capital, lease payments and capital expenditure depends on our ability to generate sufficient cash flow from our operations. If our future cash flows are not sufficient to fund our liquidity needs, we may be forced to delay our business activities or capital expenditures and/or to incur additional debt or raise equity capital which may not be available at satisfactory terms.

Our ability to pay dividends will depend on a variety of factors, including restrictions in distributions or transfer of profits from our subsidiaries and restrictions under our financial instruments.

Legal, Regulatory and Taxation Risks

We are affected by a variety of laws and regulations, many of which are unsettled and still developing and could lead to a loss of customers or consumers or a decrease in the numbers of listings on our platforms. For example, on June 1, 2015, an amendment of German law entered into force shifting the burden to pay the agency fee for rental properties from the tenant to the party ordering the service of the agent (so-called *Bestellerprinzip*). This change may significantly reduce landlords' willingness to employ real estate agents' services.

We may fail to adequately protect our intellectual property, or we may infringe the intellectual property of third parties. Patent, trademark, trade secret, and copyright law and contractual restrictions may not effectively prevent unauthorized use or disclosure of our intellectual property or technology. As a result, unauthorized parties may attempt to copy aspects of our website features, software, and functionality or obtain and use information that we consider proprietary. Infringements of intellectual property rights or other proprietary rights of third parties by us may result legal action against us and, therefore, trigger costs and compensation payments.

Antitrust or competition-related claims or investigations could result in changes in the way we operate our business, and defending such claims could be costly. As we have market leading positions in several markets across Europe, this risk is heightened.

Our compliance policies and procedures may fail to protect us from risks. Such risks may result from unauthorized practices, legal infringements, corruption and fraud, including purchasing practices, or other adverse consequences of non-compliance within our organization or by or on behalf of our employees, and may lead to a damage in our reputation or expose us to fines and damage claims.

In many cases, we use standardized sales, purchase and supply agreements as well as standardized terms and conditions, which increase the potential risk that such contract terms may be invalid or unenforceable if any clause is held to be void. Due to the frequent changes to the legal framework, particularly with regard to court decisions relating to general terms and conditions, we may fail to fully protect ourselves against the ensuing legal disadvantages resulting from void clauses or agreements.

We could be required to pay additional taxes and other duties as a result of tax audits, changes in tax law and/or its interpretation and application or changes in our effective tax rate. Changes in the organization of our tax affairs could lead to higher expenditure. In particular, as a consequence of the termination of the tax group with DTAG, we are taxed on a stand-alone basis with the Company as the controlling entity of a tax group which has been established with OpCo. As a result of this and the Company's status as a publicly listed company going forward, we are required to reassess and possibly adjust our tax affairs, including the fulfillment of tax filing

		obligations, the proper assessment of tax risks and the calculation of tax provisions and deferred taxes, all of which could be associated with increased expenditure. ***Risks related to our Shareholder Structure, the Offering and the Listing*** DTAG and Asa HoldCo may continue to exercise significant influence on us, and their interests could conflict with the interests of other shareholders. For example, the interests of Controlling Shareholders on one hand and of other shareholders on the other hand may not be aligned. This could have a significant adverse impact on the Company's share price and could, in turn, make it more difficult for the Company to raise additional capital or only on unfavorable terms. The financial information presented in the Prospectus may not be representative of our results as an independent listed company going forward. As the composition of the Group has not remained constant but changed in the recent years, the financial information presented may not necessarily reflect what our results of operations, financial position and cash flows would have been, had we been a consolidated group during the periods presented. Compliance with the laws and regulations affecting public companies will increase our administrative requirements, resulting in higher costs and requiring significant management attention.
D.3	**Key information on the key risks that are specific to the securities.**	Future sales or anticipated sales of a substantial number of shares or similar transactions conducted by DTAG, H&F or Blackstone or other groups of shareholders could have a negative effect on the price of the shares. Our shares have not been publicly traded and a liquid trading market for our shares may fail to develop after the Offering. Our share price or the trading volume of our shares could fluctuate significantly and investors could lose all or part of their investment. The Offering might not take place, and investors could lose security commissions already paid and bear the risk of not covering any short sales of the shares. Future offerings of debt or equity securities by us could adversely affect the market price of our shares, and future capitalization measures could substantially dilute our shareholders' interests in the Company.
E	**Offer**	
E.1	**The total net proceeds and an estimate of the total expenses of the issue/offer, including estimated expenses charged to the investor by the issuer or the offeror.**	The Company will receive the proceeds resulting from the sale of up to 8,500,000 ordinary registered shares with no par value (*Stückaktien*), newly issued from a capital increase against cash contributions resolved by an extraordinary general shareholders' meeting on September 17, 2015, each such share having a notional value of EUR 1.00 in the share capital and full dividend rights as from January 1, 2015, (the "**New Shares**"). The Selling Shareholders will, in relation to their participation in the Offering, receive the proceeds resulting from the sale of ordinary registered shares of the Company with no par value (*Stückaktien*) from the holdings of the Selling Shareholders, each such share with a notional value of EUR 1.00 in the share capital and with full dividend rights as from January 1, 2015. The Selling Shareholders are offering 36,000,000 existing ordinary registered shares with no par value of which they intend to place 21,000,000 shares in a base deal ("**Base Secondary Shares**"). The Main Selling Shareholders and BMEP Ord may sell up to 15,000,000 additional shares from the holdings of the Main Selling Shareholders and BMEP Ord (such additional shares, if any, the "**Additional Secondary Shares**", and together with the Base Secondary Shares, the "**Secondary Shares**") subject to the exercise of an increase option which will be decided upon by the Main Selling Shareholders in consultation with the Joint

Global Coordinators on the date of pricing based on demand ("**Upsize Option**"). If the Upsize Option is exercised in full, the Selling Shareholders would sell 36,000,000 shares (the "**Maximum Secondary Shares**") and will receive the proceeds from the sale of such shares. The Main Selling Shareholders will also receive the proceeds resulting from a potential sale of Over-Allotment Shares (as defined under E.3) to the extent the Greenshoe Option (as defined under E.3) is exercised.

The amount of the proceeds of the Offering as well as the costs related to the Offering, depend on the Offer Price (as defined under E.3), which also determines the Underwriters' commissions, and on the number of New Shares and Secondary Shares (including the Over-Allotment Shares) that will be placed in the Offering.

The Company aims to achieve total gross proceeds from the Offering of the New Shares of approximately EUR 225 million. The decision on the number of New Shares to be placed will be made on September 28, 2015 (see E.3 for more information) and will be based on the then envisaged minimum Offer Price (as defined under E.3) depending on the progress of the bookbuilding process. The Company will pay the commission payable to the Underwriters with respect to the New Shares and all expenses related to the Offering that were generated until the date of change of legal form, i.e. September 10, 2015, as well as the expenses that were generated after the date of change of legal form at the ratio of New Shares to the total number of Offer Shares (excluding Over-Allotment Shares).

To achieve total gross proceeds of the Company of approximately EUR 225 million, 8,500,000 New Shares would need to be placed, if the Offer Price (as defined under E.3) is set at the low end of the price range, 7,571,428 New Shares if the Offer Price (as defined under E.3) is set at the mid-point and 6,825,757 New Shares if the Offer Price is set at the high end of the price range.

Assuming an Offer Price (as defined under E.3) at the mid-point of the price range and placement of the Base Secondary Shares and full payment of the discretionary fee with respect to the New Shares, the commission payable to the Underwriters will amount to EUR 6 million and the amount of other expenses to be borne by the Company will amount to approximately EUR 8 million, resulting in net proceeds of approximately EUR 211.3 million.

The gross proceeds to the Selling Shareholders depend on the number of Secondary Shares sold and the Offer Price (as defined under E.3). The Selling Shareholders will bear the commissions payable to the Underwriters with respect to the Secondary Shares sold and all other cost and expenses in connection with the Offering, that were generated after the date of change of legal form, i.e. September 10, 2015, at the ratio of the Secondary Shares to the total number of Offer Shares (as defined under E.3) (excluding Over-Allotment Shares). In addition, Selling Shareholders will pay the costs of their own advisors and similar costs which were directly incurred by them.

Assuming an Offer Price (as defined under E.3) at the mid-point of the price range, and sale of the Base Secondary Shares, the gross proceeds of the Selling Shareholders will amount to EUR 625 million. Assuming payment in full of the discretionary fee with respect of the Base Secondary Shares, the commission payable to the Underwriters will amount to EUR 18 million and the other Offering related expenses which the Selling Shareholders have to bear will amount to EUR 6 million, resulting in net proceeds of the Selling Shareholders of approximately EUR 601 million.

Under the same assumptions as above but assuming the sale of the Maximum Secondary Shares, the gross proceeds of the Selling Shareholders will amount to EUR 1,071 million and the net proceeds to EUR 1,029 million.

		The Main Selling Shareholders will receive the proceeds from the sale of the Over-Allotment Shares and have to pay the commissions payable to the Underwriters, to the extent the Greenshoe Option (as defined under E.3) is exercised. Investors will not be charged with expenses by the Company, the Selling Shareholders or the Underwriters in connection with their role as underwriters.
E.2a	**Reasons for the offer, use of proceeds, estimated net amount of the proceeds.**	The Company intends to list its shares on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange, with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange, to get better direct access to the capital markets and diversify its shareholders' base. The Company will use the net proceeds in the amount of approximately EUR 211.3 million to partly repay the term loan facility B under the SFA with an outstanding amount of EUR 595 million as of June 30, 2015 in order to strengthen its financial position and equity base and to support growth. As of June 30, 2015, the total outstanding indebtedness under the SFA (including term loan facility B and term loan facility C) amounted to EUR 995 million with a final maturity on February 12, 2021 (term loan facility B) and April 20, 2022 (term loan facility C). The Selling Shareholders have informed us that they intend to reduce their shareholding in our Group through the placement of the Secondary Shares and that they believe the Offering to be in the interest of the Company as the listing of the shares increases awareness for the potential customers, consumers and employees and offers new possibilities of raising equity. Notwithstanding, the Selling Shareholders will continue to hold a substantial stake in the Company (at least approximately 52.4% assuming the placement of all New Shares and the full placement of Base Secondary Shares as well as a full exercise of the Upsize Option and the Greenshoe Option (as defined under E.3)).
E.3	**A description of the terms and conditions of the offer.**	The Offering consists of a total of (i) 8,500,000 newly issued ordinary registered shares with no par value from a capital increase against cash contributions in the amount of up to EUR 8,500,000 by issuing up to 8,500,000 ordinary registered shares with no par value resolved by an extraordinary general shareholders' meeting of the Company on September 17, 2015 (the New Shares), (ii) 36,000,000 existing ordinary registered shares of the Company with no par value (*Stückaktien*) from the holdings of the Selling Shareholders (of which 21,000,000 shares from the holdings of the Selling Shareholders are intended to be placed in a base deal and up to 15,000,000 additional shares from the holdings of the Main Selling Shareholders and BMEP Ord may be placed upon decision of the Main Selling Shareholders in consultation with the Joint Global Coordinators on the date of pricing), each such share with a notional value of EUR 1.00 in the share capital and with full dividend rights as from January 1, 2015, and (iii) up to 6,675,000 ordinary registered shares with no par value from the holdings of the Main Selling Shareholders to cover a potential over-allotment (the "**Over-Allotment Shares**", and together with the New Shares and the Secondary Shares the "**Offer Shares**"). The resolution of the extraordinary general shareholders' meeting of the Company on the capital increase is expected to be registered before September 28, 2015. On September 28, 2015, the Management Board will resolve, such resolution to be approved by the Supervisory Board on the same day, on the number of New Shares to be issued. The implementation of the capital increase regarding the New Shares is expected to be registered on September 29, 2015.

For purposes of admission to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange, with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange, the Prospectus relates to up to 8,500,000 newly issued ordinary registered shares with no par value from a capital increase against cash contributions resolved by an extraordinary general shareholders' meeting of the Company on September 17, 2015 and to 100 million ordinary registered shares with no par value (existing share capital) each such share with a notional value of EUR 1.00 in the share capital and with full dividend rights as from January 1, 2015.

The Offer Shares carry the same rights as all other shares of the Company and confer no additional rights or benefits. All shares, including the Secondary Shares, the Over-Allotment Shares and the New Shares, are subject to and governed by German law.

This Offering consists of initial public offerings in the Federal Republic of Germany and the Federal Republic of Austria, and private placements in certain jurisdictions outside the Federal Republic of Germany and the Federal Republic of Austria. In the United States of America, the shares are being offered for sale to qualified institutional buyers as defined in and in reliance on Rule 144A under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"). Outside of the United States of America, the shares are being offered in reliance on Regulation S under the Securities Act.

The number of Secondary Shares to be finally placed will be determined jointly by the Selling Shareholders after consultation with the Joint Global Coordinators depending on market demand and using the order book prepared during the bookbuilding process. The Main Selling Shareholders reserve the right to allocate among themselves the Secondary Shares to be placed by them once the number of Secondary Shares to be placed in total has been determined.

This Offering is expected to commence on September 21, 2015 and to end on September 30, 2015, (i) at 12:00 (Central European Summer Time) for retail investors and (ii) at 14:00 (Central European Summer Time) for institutional investors (the "**Offer Period**").

The Company and the Selling Shareholders reserve the right, after consultation with the Joint Global Coordinators, to reduce or increase the upper/lower limits of the price range and/or to extend or curtail the Offer Period.

The price range within which purchase offers may be submitted ranges from EUR 26.50 to EUR 33.00 per share. The Company expects to set the offer price per share jointly with the Selling Shareholders after consultation with the Joint Global Coordinators, on the basis of a bookbuilding process, on or around September 30, 2015 (the "**Offer Price**"). The Offer Price is expected to be published in various media distributed across the entire European Economic Area (*Medienbündel*) and on the Company's website (http://www.scout24.com/en/IPO/Initial-Public-Offering.aspx).

In connection with the placement of the Offer Shares, Goldman Sachs International, or persons acting on its behalf, will act as the stabilization manager and may, acting in accordance with legal requirements, make over-allotments and take stabilization measures to support the market price of the shares of the Company and thereby counteract any selling pressure.

Under the possible stabilization measures, investors may be allotted up to 6,675,000 additional shares in the Company from the holdings of the Main Selling Shareholders as part of the allotment of the shares to be placed. The maximum number of Over-Allotment Shares will be equal to 15% of the sum

		of New Shares and Secondary Shares. The number of the New Shares depends on the Offer Price, the number of the Secondary Shares depends on whether the Upsize Option is exercised. Assuming an Offer Price at the high end of the price range and placement of the Base Secondary Shares, the maximum number of the Over-Allotment Shares is 4,173,863. Assuming an Offer Price at the low end of the price range and placement of the Maximum Secondary Shares, the maximum number of Over-Allotment Shares is 6,675,000. In order to cover a potential over-allotment, Goldman Sachs International will be provided for the account of the Underwriters with a securities loan over shares by the Main Selling Shareholders equal to the number of the Over-Allotment Shares. In addition, the Main Selling Shareholders have also granted the Underwriters an option to acquire the borrowed shares at the Offer Price ("**Greenshoe Option**"). The Greenshoe Option shall be exercisable by Goldman Sachs International acting as stabilization manager and will terminate 30 calendar days after commencement of the stock exchange trading of the shares. The allotment of shares to retail investors and institutional investors will be decided by the Company and the Selling Shareholders after consultation with the Joint Global Coordinators. The ultimate decision rests with the Company and the Selling Shareholders. Allotments will be made on the basis of the quality of the individual investors and individual orders, as well as other important allotment criteria to be determined after consultation with the Joint Global Coordinators. The underwriting agreement among the Company, the Selling Shareholders and each of the Underwriters, expected to be entered into on September 28, 2015 (the "**Underwriting Agreement**"), will provide that the Underwriters may terminate the Underwriting Agreement under certain circumstances, even after the shares have been allotted and listed, up to delivery and settlement. If the Underwriting Agreement is terminated, the Offering will not take place. In this case, any allotments already made to investors will be invalidated, and investors will have no claim for delivery. Claims with respect to security commissions already paid and costs incurred by an investor in connection with the subscription will be governed solely by the legal relationship between the investor and the institution to which the investor submitted its purchase order. Investors who engage in short selling bear the risk of being unable to satisfy their delivery obligations.
E.4	**A description of any interest that is material to the issue/offer including conflicting interests.**	In connection with the Offering and stock exchange listing of the Company's shares, the Underwriters have a contractual relationship with the Company and the Selling Shareholders. The Joint Global Coordinators advise the Company on the transaction and coordinate the structuring and execution of the transaction. The Underwriters will receive a commission upon successful completion of the transaction. The amount of the commission will depend on the size of the Offering and the Offer Price. The Underwriters therefore have an interest that as many shares as possible are placed at the highest price possible. In addition, the Joint Global Coordinators have been appointed as designated sponsors for the Company's shares and Deutsche Bank Aktiengesellschaft, Frankfurt am Main, Germany, has been appointed as paying agent. They will only receive fees if the Offering is completed and therefore have an interest in a successful implementation of the Offering. Some of the Underwriters currently have business relationships with our Group and/or the Existing Shareholders. For example, some of the Underwriters have, among other things, provided loans to some companies of our Group: Barclays, Credit Suisse and Goldman Sachs International or certain of their affiliates, respectively, are parties to the SFA. As the proceeds will be used to repay indebtedness under the SFA, these Underwriters have an interest in a successful implementation of the Offering.

		The Selling Shareholders and their direct and indirect shareholders also have an interest in the consummation of the transaction because the Selling Shareholders will receive the proceeds resulting from the sale of the Base Secondary Shares and the Main Selling Shareholders and BMEP Ord will also receive the proceeds resulting from an exercise of the Upsize Option and the Main Selling Shareholders will receive the proceeds resulting from the exercise of the Greenshoe Option. Furthermore, the Offering proceeds received by the Company will be used to repay indebtedness in order to strengthen the financial position and equity base of the Company and to support growth. The equity value of the shareholdings of the Existing Shareholders will increase by 21.7% or EUR 1.48 per share due the Offering (calculated as accretion of net asset value at the mid-point of the price range and excluding any proceeds from the exercise of the Greenshoe Option). Consequently, the Existing Shareholders have an interest in the success of the Offering on the best possible terms. The interest of the Underwriters and the Existing Shareholders concur as they all have an interest in a successful implementation of the Offering at the best possible terms.
E.5	**Name of the person or entity offering to sell the security.**	The Offer Shares are being offered for sale by the Underwriters (as defined under A.1 above).
	Lock-up agreements: the parties involved; and indication of the period of the lock up.	In the Underwriting Agreement, the Company will agree with the Underwriters that without the prior written consent of the Joint Global Coordinators, which consent may not be unreasonably withheld or delayed, during the period ending six months after the date of the first day of trading of the shares of the Company on the Frankfurt Stock Exchange, the Company, subject to certain exceptions, will not and will not agree to announce or effect an increase of the share capital of the Company out of authorized capital; or submit a proposal for a capital increase to any general shareholders' meeting for resolution; or announce to issue, effect or submit a proposal for the issuance of any securities convertible into shares of the Company, with option rights for shares of the Company; or enter into a transaction or perform any action economically similar to those described above. In the Underwriting Agreement or in separate lock-up agreements, MEP Ord and MEP Pref will agree with the Underwriters that for a period ending twelve months and DTAG, Asa HoldCo, BMEP Ord and BMEP Pref and Scout Lux Management Equity will agree for a period ending six months after the date of the first day of trading of the shares of the Company on the Frankfurt Stock Exchange, they will not and will not agree to, without the prior written consent of the Joint Global Coordinators, which consent may not be unreasonably withheld or delayed (except for the capital increase regarding the New Shares, for transactions with affiliates of the Selling Shareholders, for certain transactions to cover certain cash tax payment obligations of managers and the sale of shares held by MEP Ord and MEP Pref for four former managers of Scout24), offer, pledge, allot, sell, distribute, transfer or otherwise dispose of, directly or indirectly, any shares of the Company or any other securities of the Company; this also applies to any transactions economically similar to a disposal of securities, e.g. the issuance of options and warrants convertible into shares of the Company; or cause or approve, directly or indirectly, the announcement, execution or implementation of any increase in the share capital of the Company or a direct or indirect placement of shares of the Company; or propose, directly or indirectly, any increase in the share capital of the Company to any shareholders' meeting for resolution, or vote in favor of such a proposed increase; or cause or approve, directly or indirectly, the announcement, execution or proposal of any issuance of financial instruments provided with options and warrants convertible into shares of the Company; or enter into a transaction or perform any action economically similar to those described

		above. MEP Ord and MEP Pref will undertake those same obligations towards Asa HoldCo during a period of six months beginning with the seventh month and ending after the twelfth month after the date of the first day of trading of the shares of the Company. The foregoing does not apply to the sale of the Over-Allotment Shares.
E.6	**The amount and percentage of immediate dilution resulting from the offer. In case of a subscription offer to the existing equity holders, the amount and percentage of immediate dilution if they do not subscribe to the new offer.**	The carrying amount of the shareholders' equity of the Company (calculated as total assets minus total liabilities) in its unaudited consolidated statement of financial position based on the unaudited financial information of the Company as of July 31, 2015 amounted to EUR 684.4 million as of July 31, 2015, and would amount to EUR 6.84 per share, based on 100 million outstanding shares of the Company immediately before the Offering. Assuming aggregate net proceeds to the Company from the sale of the New Shares of approximately EUR 211.3 million, the carrying amount – had the Company already received the aggregate net proceeds by July 31, 2015 – of the thus adjusted total shareholders' equity on the Company's interim statement of financial position as of July 31, 2015 would have been EUR 895.6 million (based on the low end of the price range); this corresponds to approximately EUR 8.25 per share (calculated on the basis of 108,500,000 shares outstanding after full implementation of the capital increase regarding the New Shares). That would correspond to a direct dilution of EUR 18.25 (68.9%) per share for the parties acquiring the Offer Shares at the low end of the price range. At the mid-point and high end of the price range, the corresponding figures would be EUR 21.42 (72.0%) and EUR 24.61 (74.6%) per share, respectively.
E.7	**Estimated expenses charged to the investor by the issuer or the offeror.**	Not applicable. Investors will not be charged with expenses by the Company, the Selling Shareholders or the Underwriters in connection with their role as underwriters.

ZUSAMMENFASSUNG DES PROSPEKTS

Zusammenfassungen bestehen aus geforderten Angaben, die als "Punkte" bezeichnet sind. Diese Punkte sind in den Abschnitten A – E (A.1 – E.7) fortlaufend nummeriert. Diese Zusammenfassung enthält alle Punkte, die für die vorliegende Art von Wertpapieren und Emittenten in eine Zusammenfassung aufzunehmen sind. Da einige Punkte nicht behandelt werden müssen, können in der Nummerierungsreihenfolge Lücken auftreten. Selbst wenn ein Punkt wegen der Art der Wertpapiere und des Emittenten in die Zusammenfassung aufgenommen werden muss, ist es möglich, dass in Bezug auf diesen Punkt keine relevanten Informationen gegeben werden können. In diesem Fall enthält die Zusammenfassung eine kurze Beschreibung des Punkts mit dem Hinweis "Entfällt".

A Einleitung und Warnhinweise

A.1	**Warnhinweise.**	Diese Zusammenfassung sollte als Einleitung zu diesem Prospekt (der "**Prospekt**") verstanden werden. Bei jeder Anlageentscheidung bezüglich der Aktien der Scout24 AG, München, Deutschland, sollte sich der Anleger auf die Prüfung des gesamten Prospekts stützen. Für den Fall, dass vor einem Gericht Ansprüche auf Grund der in dem Prospekt enthaltenen Informationen geltend gemacht werden, könnte der als Kläger auftretende Anleger in Anwendung der einzelstaatlichen Rechtsvorschriften der Mitgliedstaaten des Europäischen Wirtschaftsraums die Kosten für die Übersetzung des Prospekts vor Prozessbeginn zu tragen haben. Die Scout24 AG (früher ASA NewCo GmbH ("**Asa NewCo**")), München, Deutschland (im Folgenden auch "**S24 AG**" oder die "**Gesellschaft**" und gemeinsam mit ihren konsolidierten Tochtergesellschaften der "**S24-Konzern**", der "**Konzern**" oder "**wir**", "**unsere**" oder "**uns**") gemeinsam mit Credit Suisse Securities (Europe) Limited, London, Vereinigtes Königreich ("**Credit Suisse**") und Goldman Sachs International, London, Vereinigtes Königreich ("**Goldman Sachs International**", und, gemeinsam mit Credit Suisse, die "**Joint Global Coordinators**"), sowie Barclays Bank PLC, London, Vereinigtes Königreich ("**Barclays**"), Jefferies International Limited, London, Vereinigtes Königreich ("**Jefferies**"), und Morgan Stanley & Co. International plc, London, Vereinigtes Königreich ("**Morgan Stanley**" und gemeinsam mit Barclays, Jefferies und den Joint Global Coordinators, die "**Joint Bookrunners**" oder die "**Konsortialbanken**") übernehmen gemäß § 5 Absatz 2b Nr. 4 Wertpapierprospektgesetz die Verantwortung für diese Zusammenfassung einschließlich etwaiger Übersetzungen. Diejenigen Personen, die die Verantwortung für die Zusammenfassung einschließlich etwaiger Übersetzungen übernommen haben oder von denen der Erlass ausgeht, können haftbar gemacht werden, jedoch nur für den Fall, dass die Zusammenfassung irreführend, unrichtig oder widersprüchlich ist, wenn sie zusammen mit den anderen Teilen des Prospekts gelesen wird, oder sie, wenn sie zusammen mit den anderen Teilen des Prospekts gelesen wird, nicht alle erforderlichen Schlüsselinformationen vermittelt.
A.2	**Zustimmung zur späteren Verwendung des Prospekts.**	Entfällt. Eine Zustimmung der Gesellschaft zur Verwendung des Prospekts für einen späteren Weiterverkauf oder eine endgültige Platzierung der Aktien durch Finanzintermediäre ist nicht erteilt worden.

B Emittent

B.1	**Firma und kommerzielle Bezeichnung.**	Die Firma der Gesellschaft ist Scout24 AG. Die kommerzielle Bezeichnung der Gesellschaft lautet "Scout24". Darüber hinaus nutzen Tochtergesellschaften der Gesellschaft viele weitere verschiedene kommerzielle Bezeichnungen, die die Dachmarke "Scout24" und das große Portfolio des Konzerns an Online-Inseraten in unterschiedlichen Märkten widerspiegeln, vor allem "ImmobilienScout24" und "AutoScout24".

B.2	**Sitz, Rechtsform, geltendes Recht, Land der Gründung.**	Die Gesellschaft hat ihren Sitz in München, Deutschland, und ist im Handelsregister des Amtsgerichts München unter HRB 220696 eingetragen. Die Gesellschaft ist eine deutsche Aktiengesellschaft, die in Deutschland gegründet wurde und deutschem Recht unterliegt.
B.3	**Art der derzeitigen Geschäftstätigkeit und Haupttätigkeiten des Emittenten samt der hierfür wesentlichen Faktoren, Hauptprodukt- und/oder- dienstleistungskategorien sowie Hauptmärkte, auf denen der Emittent vertreten ist.**	Wir betreiben in Deutschland und anderen ausgewählten europäischen Ländern führende Online-Marktplätze für Immobilien und Automobile. Wir möchten es Menschen leichter machen, eine neue Wohnung oder ein neues Auto zu finden, indem wir einen einfachen, effizienten und stressfreien Weg dafür bieten. Hierfür bringen wir auf unseren Marktplätzen ein großes Angebot an Inseraten mit einer großen Anzahl von Nutzern zusammen. Über unsere Online-Marktplätze bieten wir Nutzern Zugriff auf eine große Zahl an Immobilien- und Automobilinseraten sowie nützliche Zusatzinformationen und Dienstleistungen, um ihnen zu helfen, die passende Immobilie oder das passende Auto zu finden und informierte Entscheidungen zu treffen. Nutzer können unser Angebot kostenlos über verschiedene Kanäle nutzen, z.B. per Desktop PC, über mobile Applikationen für Smartphones, oder über unsere mobilen Websites. Zusätzlich profitieren Nutzer von besonderen, kostenpflichtigen Produkten und Leistungen, wie zum Beispiel Kreditwürdigkeitsbewertungen. Gleichzeitig ermöglichen wir unseren gewerblichen und privaten Kunden, d.h. Anbietern, die Immobilien- oder Automobilinserate auf unseren Portalen einstellen, eine große, relevante und interessierte Zielgruppe zu erreichen, indem wir zugeschnittene Lösungen für Marketing und zur Generierung von Anfragen ("**Leads**") anbieten, die auf kosteneffiziente Art ihre Rendite aus Werbeinvestitionen maximiert. Unser Immobilien-Marktplatz ImmobilienScout24 ("**IS24**") ist das führende digitale Immobilien-Anzeigenportal in Deutschland, gemessen sowohl im Hinblick auf die Zugriffszahlen als auch auf die Aktivität, die Anzahl der Besucher und der Inserate (Quelle: comScore MMX®, Mobile Metrix Media Trend, Dezember 2014 - Juni 2015, Deutschland, comScore, Long Term Media Trend, Juli 2012 - Juni 2015, Großbritannien & Deutschland ("**comScore, Juni 2015**"), Desktop nur hinsichtlich Traffic; Desktop und mobile Endgeräte hinsichtlich Aktivität, Managementeinschätzung). Mit seinen Portalen ImmobilienScout24.at und Immoblilien.net betreibt der Konzern auch in Österreich ein führendes Immobilienanzeigenportal. Nutzer können unser Angebot an Immobilienanzeigen kostenlos durchsuchen. Sie können auch kostenfreie und kostenpflichtige Dienstleistungen rund um die Immobilie nutzen, wie etwa das Erstellen von Immobilienbewertungen, das Finden von Umzugsunternehmen oder das Einholen von Angeboten zur Immobilienfinanzierung oder Versicherungen betreffend. IS24 bietet gewerblichen Immobilienanbietern und Privatanbietern die Möglichkeit, Immobilieninserate zu schalten, um mögliche Käufer und Mieter zu erreichen und Anfragen zu erzeugen (sog. "**Leads**"). Anzeigen auf IS24 werden durch verschiedene die Sichtbarkeit steigernde Produkte und zusätzliche Dienstleistungen ergänzt, die unsere Kunden, insbesondere unsere gewerblichen Immobilienanbieter, bei der Vermarktung ihrer eigenen Marke, Dienstleistungen und der Akquise und der Verwaltung von Aufträgen unterstützen. AutoScout24 ("**AS24**") ist in Europa ein führendes digitales Automobil Anzeigenportal (Managementeinschätzung, basierend auf der Anzahl der Inserate und der UMVs), mit führenden Positionen in Italien, Belgien (inklusive Luxemburg) und den Niederlanden und einer zweiten Marktposition in Deutschland, jeweils gemessen an der Anzahl der Inserate (Quelle: autobiz, European Panel - Cross Analysis, Juni 2015 ("**Autobiz, Juni 2015**")). AS24 ist zusätzlich in den fragmentierten österreichischen, spanischen und französischen Märkten tätig und bietet in 10 weiteren Ländern eine Version des Portals in der jeweiligen Landessprache an. Nutzer

können die auf dem Portal veröffentlichten Automobilanzeigen kostenlos durchsuchen. AS24 bietet die Möglichkeit, Automobilanzeigen für Gebraucht- und Neuwagen, Motorräder und Nutzfahrzeuge zu veröffentlichen. Weiterhin bietet AS24 für Automobil-Hersteller (Original Equipment Manufacturer, "**OEM**") die Möglichkeit digitaler Werbung, sowie für Ersatzteilhändler, Finanz- und Versicherungsdienstleister die Möglichkeit zur Lead-Generierung.

Anfang des Jahres 2014 verkaufte die Deutsche Telekom ("**DTAG**") 70% unserer Anteile an Asa HoldCo GmbH, Deutschland ("**Asa HoldCo**", zusammen mit DTAG, die "**Veräußernden Hauptaktionäre**"), die letztlich von Fonds gehalten wird, die von mit Hellman & Friedman LLC ("**H&F**") und mit The Blackstone Group L.P. ("**Blackstone**") verbundenen Unternehmen beraten werden. Nach diesem Verkauf haben wir Maßnahmen zur Straffung unseres Geschäfts- und Produktportfolios ergriffen. Wir haben uns von einer Holdingstruktur, die einzelne, selbstständig geleitete Geschäftsbereiche vereint, entwickelt zu einem vollintegrierten Konzern mit gemeinsam genutzten zentralen Funktionen und Wissensaustausch und sogenannten "best practice"-Standards geschäftsfeldübergreifend für IS24 und AS24 ("**OneScout24**"-Ansatz). Wir haben auch damit begonnen, den Nutzen, den wir unseren Kunden bieten, verstärkt zu monetarisieren. So haben wir etwa bei IS24 ein Mitgliedschaftsmodell eingeführt, wodurch Kunden eine unbeschränkte Anzahl von Immobilien auf unserer IS24 Plattform anbieten können, ergänzt um wirkungsvolle Möglichkeiten zur Hervorhebung des Inserats. Außerdem haben wir unsere Anstrengungen verstärkt, um die Wertschöpfungskette des Immobilienmarkts noch besser auszunutzen. Wir haben auch im Jahr 2014 eine neue Strategie für AS24 eingeschlagen, die eine marktführende Position gemessen an der Inseratsanzahl und die Weiterentwicklung der Kundenzufriedenheit durch ein überarbeitetes Angebot für mobile Endgeräte fokussiert, und eine neue Preisgestaltung eingeführt, die den sogenannten "VIA Power"-Produkten von IS24 ähnelt und die den Kunden erlaubt, ihre Inserate verstärkt hervorzuheben.

Unsere Zielgruppen sind: (1) Nutzer, die nach einer Immobilie oder einem Fahrzeug suchen, (2) gewerbliche Anbieter, (3) Privatanbieter (die wir zusammen mit den gewerblichen Anbietern als Kunden bezeichnen), (4) Dritte, wie z.B. Werbetreibende, die unsere Portale nutzen um ihre Produkte oder Dienstleistungen zu bewerben oder um Geschäft durch Leads zu generieren, die sie über unsere Seite bekommen.

Zum 30. Juni 2015 beschäftigten wir 1.060,9 auf Vollzeitstellen umgerechnete Mitarbeiter.

Unsere wesentlichen Stärken

Marktführerschaft im deutschen Immobilienanzeigengeschäft

IS24 ist das marktführende Immobilienanzeigenportal in Deutschland mit einem deutlichen Vorsprung gegenüber Wettbewerbern, gemessen an der Anzahl der Immobilieninserate und der Kunden (nach eigener Einschätzung) sowie gemessen an Besucherzahlen (Quelle: comScore, Juni 2015, Desktop hinsichtlich Besucherzahlen; Desktop und mobile Endgeräte hinsichtlich Nutzeraktivität; soweit auf comScore Daten im Hinblick auf Marktpositionen Bezug genommen wird, ergeben sich derartige Rangordnungen aus eigenen Berechnungen der Gesellschaft, die auf Daten von comScore basieren; Managementeinschätzung). Auf Nutzer bezogen, hat IS24 den größten Marktanteil bezüglich Verbreitung, mit 8,2 Millionen Besuchern pro Monat (sog. Unique Monthly Visitors, "**UMVs**"), 2,1-mal so viele wie der nächstgrößte Wettbewerber. IS24 hat 5,8 Millionen exklusive UMVs, also Besucher, die in dem entsprechenden Monat allein IS24 besuchten, nicht aber Portale des nächstgrößten Wettbewerbers; dies sind 3,8-mal mehr als beim nächstgrößten Wettbewerber (Quelle: comScore, Juni 2015, ohne Besucher von mobilen Endgeräten). Ferner hat IS24 die höchste Nutzeraktivität mit insgesamt 366 Millionen durch Konsumenten auf der Website verbrachten Minuten pro Monat, was 2,4-mal so viel ist wie beim nächstgrößten Wettbewerber (Quelle: comScore, Juni 2015, Desktop und mobile Endgeräte). Auf Kunden bezogen, hatte IS24 nach unserer Einschätzung mit Stand Juni 2015 auch unter den gewerblichen Immobilienanbietern die weiteste Verbreitung, denn es waren 28.100 oder rund 87% aller deutschen gewerblichen Immobilienanbieter (basierend auf Managementeinschätzung zum April 2015, unterstellend, dass das gesamte Marktpotential der Kundenbasis von IS24 und den wichtigsten Wettbewerbern entspricht, ohne potentielle Kunden mit weniger als fünf Inseraten) registriert (davon zum Juni 2015 20.606 sog. Kernmakler), was dem 1,3-fachen der gewerblichen Anbieter beim nächstgrößten Wettbewerber entspricht.

Vielzahl nachhaltiger Wettbewerbsvorteile für IS24

Der hohe relative Marktanteil von IS24 in Deutschland dient als nachhaltiger Wettbewerbsvorteil. Unser umfassender Bestand an Immobilienanzeigen und unsere große Nutzerreichweite verstärken sich gegenseitig, da Anbieter und Nutzer dazu neigen, das Portal zu bevorzugen, das den liquidesten Markt bietet und damit am effektivsten ist. Diese Netzwerkeffekte verstärken sich gegenseitig, da zusätzliche Anzeigen sich positiv auf die Attraktivität für Suchende auswirken und die Erhöhung der Nutzeraktivität wiederum die Attraktivität unserer Plattform für Anbieter steigert, was hilft, unseren "Erstanbietervorteil" und führenden Marktanteil zu erhalten.

Wir profitieren von bekannten Marken, die unter unserer Dachmarke Scout24 und den von ihr abgeleiteten Marken vereint sind, wie z.B. IS24 im deutschen Immobiliensektor. Ein gewichtiger Wettbewerbsvorteil liegt in unseren technischen Innovationen und unserem führenden Produktangebot. Wir meinen, dass wir unsere Onlineportale auf dem neuesten Stand der Technik betreiben und marktführende Leistungen für Kunden und Nutzer anbieten. Wir haben Leistungen "rund um die Immobilie" entwickelt und erfolgreich eingeführt (einige davon in Kooperation mit Partnern).

Größter Nutzen für Anbieter und Nutzer im deutschen Immobilienmarkt

IS24 bietet sowohl Suchenden als auch Anbietern Nutzen: Aus Nutzersicht sind unsere IS24 Website und mobile Apps zu jeder Zeit und überall zugänglich. Nach unserer Einschätzung hat IS24 eine größere Anzahl an gewerblichen Immobilienanbietern als irgendeine andere digitale Plattform in Deutschland und zugleich das größte Immobilienangebot. IS24 kann anhand zahlreicher Filtermöglichkeiten leicht durchsucht werden. Unser IS24 Marktplatz bietet gewerblichen und privaten Kunden eine kostengünstige Werbeplattform, um einen stark fragmentierten Nutzerkreis anzusprechen und so qualifizierte Leads für ihre Immobilien und Dienstleistungen zu generieren. Nach einer Schätzung von OC&C, basierend auf sog. "website performance proxies", bietet IS24 die 1,6-fache Anzahl an Leads pro Objekt im Vergleich zu seinem nächstgrößten Wettbewerber, und ist bei Zugrundelegung einer Mischung aus aktuellen Preisen und Preisen vor Einführung des Mitgliedschaftsmodells ca. 40% günstiger auf einer Kosten pro Lead-Basis, verglichen mit den nach dem Zusammenschluss kürzlich eingeführten Preisen seines nächstgrößten Wettbewerbers (geschätzt auf Grundlage der monatlichen Aufrufe pro Anzeige pro Monat und den Kosten pro Anzeige pro Monat, bei IS24 ausgehend von einem Mix aus aktuellen Preisen und Preisen vor Einführung des Mitgliedschaftsmodells). Dies spiegelt unsere Fähigkeit gegenüber unseren Wettbewerbern wider, unseren Kunden die höchste Rendite für ihre Werbeaufwendungen zu bieten (Quelle: OC&C, von der Gesellschaft und von OC&C Strategy Consultants Limited, London, Großbritannien erstellte Studie mit dem Titel “The German Real Estate and European Automotive Advertising Markets” vom 7. August 2015 (“**OC&C**”)).

Großes Potential für weitere Ertragssteigerungen bei IS24

Die Wirtschaftlichkeit und der messbare Nutzen von digitalen Inseraten lassen eine weitere strukturelle Verschiebung der Vermarktungsbudgets von Druck zu online erwarten. Nach einer Schätzung von OC&C haben digitale Werbeinserate einen rund 3,2-fach höheren Nutzen als Printanzeigen, gemessen an den Kosten pro Anzeigenaufruf. Wir gehen davon aus, gut positioniert zu sein, um in unserem IS24-Segment verschiedene Chancen für ein Umsatzwachstum zu nutzen, das noch über die strukturelle Verschiebung der Vermarktungsbudgets hinausgeht (in Bezug auf Immobilieninserate und allgemeine Werbung). Die Vorteile von Netzwerkeffekten vermehren sich, wodurch die Gesellschaft von einem überproportionalen Anteil an Anzeigen und Besuchern, der von unserem Marktplatz angezogen wird, profitiert. Bei unseren gewerblichen Immobilienanbietern sehen wir erhebliches Potential, unseren Anteil an Vermarktungsbudgets (“share of agent’s wallet”), die insbesondere größeren gewerblichen Anbietern zur Verfügung stehen und von denen wir glauben, dass im Jahr 2014 durchschnittlich nur ein begrenzter Teil für digitale Vermarktung ausgegeben wurde, weiter zu erhöhen. In diesem Zusammenhang deuten auch die in Deutschland insgesamt noch relativ geringen Ausgaben für Immobilieninserate auf weitere Wachstumsmöglichkeiten hin (7% in Deutschland, verglichen mit 8% im Vereinigten Königreich und 13% in Australien; Quelle: OC&C).

Unsere durchschnittlichen Erlöse pro Kunde („**ARPU**“, in IS24 folglich pro Makler) haben nach unserer Einschätzung erheblichen Wachstumsspielraum, da sie noch erheblich geringer ausfallen als die von vergleichbaren führenden internationalen Unternehmen, die in Märkten tätig sind, in denen die Verschiebung von Printmedien zu digitalen Inseratsportalen in einem vergleichbaren Stadium ist, und die die marktführenden Positionen in ihren jeweiligen Märkten innehaben.

Als führendes europäisches online Automobil-Anzeigenportal gute Position für stetige Führungsposition und weitere Monetarisierung des den Kunden gebotenen Nutzens

AS24 ist ein führendes Portal für Automobilanzeigen in Europa (Managementeinschätzung, basierend auf der Anzahl der Inserate und UMVs), der Marktführer in Italien, Belgien (inklusive Luxemburg) und den Niederlanden und hat die zweitstärkste Marktposition in Deutschland, jeweils gemessen an der Anzahl der Inserate (Quelle: Autobiz, Juni 2015). AS24 ist außerdem auf den fragmentierten österreichischen, spanischen und französischen Märkten tätig. Bezogen auf die Gesamtzahl der Automobilanzeigen liegen wir mit dem Marktführer in Deutschland nahezu gleichauf (0,9-fach), jedoch bei der Anzahl an kleineren Anbietern zurück (0,7-fach) (Quelle: Autobiz, Juni 2015). Dank unserer erneuerten Verkaufsfunktion, unseres datengesteuerten Verkaufsansatzes und unserer Fokussierung auf Automobilanzeigen von Privatpersonen machen wir Fortschritte, die Lücke bei den Inseraten gegenüber dem Marktführer in Deutschland zu schließen und unsere Marktführerschaft in anderen europäischen Ländern, in denen wir tätig sind, zu festigen. Zusätzlich wird AS24, aufgrund unserer starken Dachmarke in Deutschland, von Verbrauchern als führend hinsichtlich der Markenbekanntheit wahrgenommen. Die gestützte Markenbekanntheit von AS24 liegt bei 95% und die ungestützte Markenbekanntheit bei 73%, was 1,3mal der ungestützten Markenbekanntheit des deutschen Marktführers entspricht (Quelle: Vocatus, Marketing Barriers in B2C Marketing, Dezember 2014).

Als ein in Europa führendes Automobilanzeigenportal (Managementeinschätzung, basierend auf der Anzahl der Inserate und UMVs) generieren wir Umsätze auch dank unserer Bekanntheit in Europa. Zusätzlich sind wir in einmaliger Weise in der Lage, grenzüberschreitende Handelsmöglichkeiten, insbesondere innerhalb der Europäischen Union, zu eröffnen und kleineren Verkäufern internationale Absatzmöglichkeiten in unseren Kernabsatzmärkten zu bieten.

Erweiterung der Markt- und Wachstumschancen entlang der Wertschöpfungskette des Immobilien- und Automobilmarkts

Die Marktführerschaft unseres IS24-Portals nach Besucherzahlen und Nutzeraktivität in Deutschland (Quelle: comScore, Juni 2015, Desktop hinsichtlich Besucherzahlen; Desktop und mobile Endgeräte hinsichtlich Nutzeraktivität) und die führende Stellung unseres AS24-Portals auf europäischer Ebene im Hinblick auf Anzahl der Inserate und UMVs (Quelle: Managementeinschätzung) geben uns Zugang zu kaufbereiten Nutzern und ermöglichen uns, aus diesem Nutzerkreis Erträge entlang der Wertschöpfungskette des Immobilien- und Automobilmarkts zu erzielen.

In unserem IS24-Segment bieten wir Mehrwert bringende Leistungen an, die dazu dienen, den Nutzer während des gesamten Ablaufs des Immobilienkaufs oder der –vermietung zu unterstützen. Wir monetarisieren diese Leistungen auf verschiedene Weise: direkte Einnahmen und Bezahlung auf IS24, z.B. Bonitätsprüfungen und -beurteilungen, oder Monetarisierung von Leads zu Drittanbietern, z.B. Hypothekenfinanzierer und Umzugsunternehmen.

Die europaweite Präsenz von AS24 erlaubt uns, wegen der großen Zahl an Automobilsuchenden weitere Erträge durch digitale Werbung und Leads in Segmenten entlang der automobilen Wertschöpfungskette zu erzielen.

Stabiles Geschäftsmodell mit beständigem Umsatzwachstum, starken Margen und hoher Cashflow-Generierung

Die Erfolgsgeschichte des stetigen Umsatzwachstums in unserem Kerngeschäft, die durch die Eurokrise nicht beeinträchtigt wurde, beweist, dass unser Geschäftsmodell als Ganzes widerstandsfähig gegen Wirtschaftszyklen ist. Unsere Umsatzerlöse sind nicht unmittelbar von den Marktpreisen von Immobilien und Automobilen oder der Anzahl der durchgeführten Immobilientransaktionen oder Autoverkäufe abhängig, sondern von der Anzahl und Anzeigedauer der von unseren Kunden geschalteten Anzeigen.

Unser Marktplatzmodell und unsere führenden Marktpositionen resultieren in einer starken und verbesserten Profitabilität. Unser Kerngeschäft generierte ein EBITDA aus gewöhnlicher Geschäftstätigkeit (definiert als EBITDA bereinigt um nicht-operative Effekte) in Höhe von EUR 115,1 Millionen im Rumpfgeschäftsjahr vom 1. April 2014 bis zum 31. Dezember 2014 (basierend auf den Abschlüssen der Asa NewCo) bzw. EUR 34,0 Millionen im am 31. März 2014 abgelaufenen Dreimonatszeitraum (basierend auf den Abschlüssen der Scout24 Holding GmbH ("**OpCo**")) und damit eine EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit (definiert als EBITDA aus gewöhnlicher Geschäftstätigkeit als Prozentsatz der externen Umsatzerlöse) von 44,2% bzw. 41,6%. Wir glauben jedoch, dass unsere EBITDA-Marge weiteres, deutliches Aufwärtspotential hat, bedenkt man andere führende Anzeigenportale.

Erfahrene Führungsmannschaft mit der Vision und Erfolgsbilanz eine fokussierte Strategie zu liefern

Im Jahr 2014 haben wir uns gewandelt von einer Holding-Struktur, die eigenständig geführten Geschäftsbereichen vorstand, zu einer voll integrierten

Organisation mit gemeinsam genutzten Funktionsbereichen, Finanzen, Recht, Personalabteilung, Facility Management, IT, Business Development und Strategie, Risiko und Compliance Management und weiteren Bereichen sowie einem Gruppenbereich, der konzernweit mit der Generierung von Leads und Werbeverkaufsaktivitäten befasst ist ("**Scout24 Media**"). Mit dieser Struktur hat der Konzern die Kosten optimiert und gleichzeitig das Standardgeschäftsmodell der weltweit besten Internetunternehmen übernommen. Gregory Ellis, unser Vorstandsvorsitzender, trat im März 2014 in unseren Konzern ein, um diese neue Strategie zu entwickeln und implementieren. Christian Gisy, der Finanzvorstand, kam im September 2014 in unser Unternehmen. Er verfügt über eine lange Erfahrung in den Bereichen Strategie und Finanzen sowie mit börsennotierten Unternehmen, die für unseren Konzern wertvoll ist.

Strategie

Um ein nachhaltiges und profitables Wachstum zu erreichen, konzentriert sich unser Management auf die folgenden wichtigen strategischen Ziele:

Erhalt und Ausweitung des überragenden Nutzens von IS24 für Nutzer

Wir wollen IS24 als erste Wahl unter den online Marktplätzen, wenn Nutzer eine neue Wohnung oder Haus suchen, erhalten. Dazu werden wir weiterhin unsere Ressourcen einsetzen, um unsere führende Marktstellung, unsere Produkte und unsere Marke weiter zu verbessern. IS24's Marktführerschaft wollen wir weiter ausbauen, indem wir unsere Kapazitäten auf bestimmte regionale Märkte mit hohem Potential konzentrieren, und sicherstellen, dass Bestands- und Neukunden (insbesondere Immobilienmakler) einen Anreiz haben, ihr gesamtes Portfolio an verfügbaren Immobilien über das Portal anzubieten. Unser in 2014 eingeführtes Mitgliedschaftsmodell ermöglicht unseren Kunden, eine unbegrenzte Vielzahl von Immobilien auf unserem Portal zu inserieren, und von einer individuell vereinbarten Anzahl an Topplatzierungen zu profitieren, und ist ein wichtiger Schritt hin zu unserem Ziel, alle in Deutschland verfügbaren Immobilien auf unserem Marktplatz zu bündeln. Daneben bieten wir unseren Nutzern (zum Teil durch Dritte) eine Vielzahl an Leistungen, die im Zusammenhang mit der Immobiliensuche stehen, einschließlich Kreditprüfungen, Kreditfinanzierungen, Umzugsleistungen und den Wechsel von Versorgungsunternehmen. Darüber hinaus beabsichtigen wir, unsere Markenbekanntheit zu erhalten und zu erhöhen, indem wir Werbeausgaben effizient einsetzen.

Erhöhung des Nutzens von IS24 für die Kunden und Erzielung höherer Erträge

Die Beibehaltung von IS24s Stellung als Marktführer, gemessen an der Besucherzahlen und Nutzeraktivität (Quelle: comScore, Juni 2015, Desktop hinsichtlich Besucherzahlen; Desktop und mobile Endgeräte hinsichtlich Nutzeraktivität), ist elementar dafür, weiterhin in der Lage zu sein, unseren gewerblichen und privaten Kunden die aus unserer Sicht effizienteste Lösung zur Generierung von Leads anzubieten. Über die Tatsache hinaus, dass wir weiterhin das online Immobilienanzeigenportal mit den meisten Nutzerzugriffen und -aktivität bleiben wollen, wollen wir sicherstellen, dass unsere Kunden die Möglichkeit haben, ihre gesamten Immobilien auf unserer Plattform anzubieten und ihre Anzeigen hervorzuheben. Zusätzlich zu unserem Mitgliedschaftsmodell erhöhen unsere "VIA Power" Produkte den Nutzen für unsere Kunden zusätzlich, da sie ihnen ermöglichen, die Sichtbarkeit ihrer Anzeigen zu erhöhen. Zum 30. Juni 2015 haben ungefähr 54% aller Makler, denen wir im Jahr 2015 das Mitgliedschaftsmodell anbieten (rund 90% aller Kernmakler im Jahr 2015), bereits gewechselt. Wir erwarten, dass bis Ende 2015 75% bis 80% dieser Makler zum Mitgliedschaftsmodell wechseln werden. Um unseren Marktanteil an privaten

		Immobilieninseraten zu erhöhen, werden wir den Erstellungsprozess eines Inserats auf unserem Portal weiter vereinfachen. nicht mit einem Makler zusammenzuarbeiten, für unsere Plattform zu gewinnen. Daher implementieren wir weitere Dienstleistungen für private Anbieter auf IS24. ***Steigerung des Nutzens und der Leistung von AS24*** Wir beabsichtigen, Nutzen und Leistung von AS24 weiter zu erhöhen im Wege einer wirtschaftlichen Angebotsplattform für gewerbliche und private Automobilverkäufer, durch Nutzung der starken Netzwerkeffekte, die unser Marktplatzmodell untermauern, um Nutzen für Kunden weiter zu monetarisieren. Im April 2015 haben wir das Unternehmen Easyautosale erworben, das privaten Verkäufern eine Alternative zu einem Inserat in unserem AS24-Portal bietet. Wir beabsichtigen zudem, ein Bewertungstool einzuführen, das Kunden ermöglicht, eine Empfehlung im Hinblick auf den Angebotspreis für ihr zu inserierendes Auto zu erhalten und einen angemessenen Preis zu ermitteln. Nachdem wir in Deutschland unser Verkaufsteam erfolgreich umorganisiert und den datengesteuerten Verkaufsansatz, der auf Lead- und Performance-Tracking basiert, eingeführt haben, beabsichtigen wir, diesen Ansatz in den anderen Ländern, in denen wir tätig sind, auszubauen. Darüber hinaus adressieren wir kleine gewerbliche Anbieter mit einem Portfolio von weniger als 30 Fahrzeugen und Anbieter von billigen Fahrzeugen, deren Anzeigen sehr bedeutsam sind, um eine Steigerung der Nutzeraktivität zu erreichen und führten unser neues “Marketing Power”-Modell ein, mit dem die Auffindbarkeit der Anzeige verbessert werden kann und bei dem gegen Bezahlung einer zusätzlichen Gebühr zusätzliche Informationen angezeigt und hervorgehoben werden können, wodurch bei den Nutzern die größtmögliche Aufmerksamkeit erzeugt wird, woraus sich mehr Leads für den Anbieter ergeben. Darüber hinaus haben wir Mitte 2015 umgestaltete Werbeformate und -pakete implementiert und damit Anzeigenverkäufe an OEMs und Gruppen vorangetrieben. ***Erhalt und Verbesserung unserer Wettbewerbsfähigkeit durch Investitionen in geeignete Akquisitionen und durch Anziehung der besten und schlauesten Talente*** Wir konzentrieren unsere Akquisitionsstrategie auf kleinere Zukäufe entlang der Wertschöpfungskette, die unsere Marktposition stärken oder uns weiteren Zugriff auf benachbarte Umsatzquellen oder uns den Erwerb technologischer Leistungsfähigkeit ermöglichen. Da wir in einem sich schnell wandelnden Geschäftsbereich tätig sind, sehen wir das Anwerben und Halten der “besten und schlauesten” Talente als einen wesentlichen Wettbewerbsvorteil an. Aus diesem Grund fördern wir eine Kultur der Innovation und Leistung, in der Arbeitnehmer die Möglichkeit haben, etwas zu bewegen und hierfür belohnt werden.
B.4a	**Wichtigste jüngste Trends, die sich auf den Emittenten und die Branchen, in denen er tätig ist, auswirken.**	Unser Geschäftsmodell ist abhängig von der Nachfrage nach online Anzeigen für Immobilien und Automobile und dabei insbesondere von den Marketingausgaben gewerblicher Immobilienanbieter und Autohändler. Unsere Umsätze sind allerdings nicht von der Anzahl der durchgeführten Immobilientransaktionen oder Autoverkäufe abhängig, sondern von Anzahl und Dauer der Anzeigen unserer Kunden. Die Verbreitung des Internets in Deutschland hat im letzten Jahrzehnt rasant zugenommen. Die Verbreitung fixer Breitbandanschlüsse in Deutschland hat in den letzten Jahren von 56% der Haushalte im Dezember 2008 auf 72% im Dezember 2014 (Quelle: TeleGeography, https://www.telegeography.com/products/globalcomms/, abgerufen am 4. August 2015) rasant zugenommen.

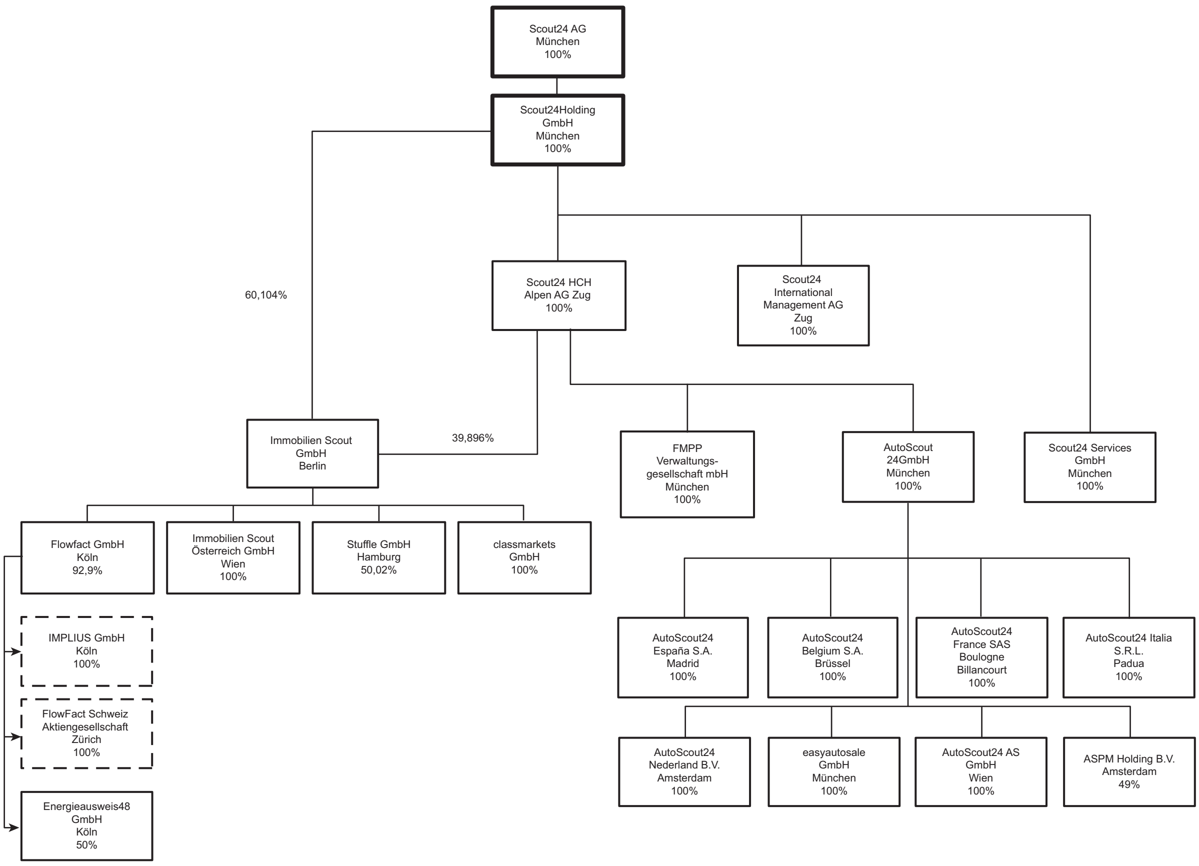
Die Markteinführung von mobilen 3G und 4G Kommunikationsnetzwerken und eine hohe Verbreitung von Smartphones, die im Jahr 2015 64% aller deutschen Mobiltelefonnutzer erreichen wird (Quelle: eMarketer, Mobile Phone Users in Germany, France Gravitate Toward Smartphones, 2015), haben die allgegenwärtige Breitbanderreichbarkeit in Deutschland Realität werden lassen. Dieser Trend beeinflusst zunehmend die Allokation von Marketingbudgets. In Deutschland ist der Anteil der Gesamtwerbeausgaben, die Werber in Zeitungswerbung investieren, von 39,7% im Jahr 2005 auf 26,4% im Jahr 2014 zurückgegangen und geht bis 2017 voraussichtlich auf 22,7% weiter zurück. Im Gegensatz dazu ist der Anteil an den Gesamtwerbeausgaben für Onlinewerbung von 4,9% im Jahr 2005 auf 25,0% im Jahr 2014 gestiegen. Im Jahr 2013 haben die Ausgaben für Onlinewerbung das Niveau der Ausgaben für TV-Werbung erreicht. Es wird erwartet, dass der Anteil der Ausgaben für Onlinewerbung weiter zunimmt und im Jahr 2017 30,2% erreicht (Quelle: ZenithOptimedia, Advertising Expenditure Forecasts, Juni 2014).

Der deutsche Wohnimmobilienmarkt hat sich während der globalen Finanzkrise als unbeeinflusst erwiesen, weil Immobilien von Investoren als eine sichere Anlageform eingestuft werden. Die Erholung der Wirtschaft in den Jahren 2010 und 2011 hat zu einer Erhöhung der Anzahl der Verkaufsvorgänge geführt, deren Anzahl in den Jahren 2012-2013 stagnierte und im Jahr 2014 weiter zunahm. Andere internationale Märkte, wie etwa das Vereinigte Königreich und Australien, haben im selben Zeitraum eine hohe Volatilität bei der Anzahl der Verkaufsvorgänge bei Immobilien erfahren. OC&C zufolge wird die Anzahl der Verkaufsvorgänge in Deutschland zwischen 2014 und 2018 voraussichtlich mit einer durchschnittlichen jährlichen Wachstumsrate (CAGR) von 0,0% bis 2,0% zunehmen, die zusammen mit einer Zunahme der durchschnittlichen Verkaufspreise von 1% bis 4% (ca. EUR 207.000 im Jahr 2014) zu einem Gesamtverkaufsvolumen von EUR 124 bis 150 Milliarden im Jahr 2018 führen sollte. In Österreich sind die durchschnittlichen Kaufpreise für Häuser und Mieten in den letzten Jahren rasant gestiegen, was auf die demografische Entwicklung, niedrige Zinsen, Bedarf für Immobilien als Investitionsobjekte und einen Mangel an neuen Entwicklungsstandorten in Wien zurückzuführen ist. Entsprechend sind die Immobilienpreise in der Zeit von 2007 bis 2014 in Österreich und insbesondere in Wien mit einer durchschnittlichen jährlichen Wachstumsrate von 5,1% und 8% gestiegen (Quelle: Österreichische Nationalbank, Wohnimmobilienpreisindex 2011-2013, Q1 2013-Q2 2014; Re/max Österreich, Rasanter Anstieg bei Immobilienverkäufen, Re/max-ImmoSpiegel 2014; OC&C).

Deutschland ist der größte Automobilmarkt Europas mit insgesamt 44,4 Millionen registrierten Personenkraftwagen im Jahr 2014 (Quelle: Kraftfahrt-Bundesamt, Flensburg, Zentralverband Deutsches Kraftfahrzeuggewerbe, Zahlen und Fakten 2014, OC&C) und einem Gesamtumsatz von EUR 156 Milliarden im Jahr 2014 bei Neu- und Gebrauchtwagen (Quelle: DAT Group, DAT Report, 2015 ("**DAT, 2015**")). Neuwagenverkäufe machten EUR 86 Milliarden, Gebrauchtwagenverkäufe EUR 70 Milliarden aus (Quelle: DAT, 2015). In Italien ist die Anzahl der verkauften Neu- und Gebrauchtwagen verglichen mit Vorkrisenzahlen auf einem historischen Tiefststand, was zum Großteil auf der sich von einer länger andauernden Rezession noch immer nicht erholt habenden Wirtschaft beruht. Allerdings hat sich der italienische Fahrzeugmarkt im letzten Jahr spürbar erholt, der Rückgang der Gesamtzahl der online Automobilanzeigen wurde gestoppt und weitgehend stabilisiert (0,4% Wachstum in den 12 Monaten bis Juni 2015) (Quelle: Autobiz, Juni 2015). Die Fahrzeugmärkte in der Benelux-Region haben sich im Gegensatz zu Italien in den letzten zehn Jahren als vom Volumen her relativ konstant erwiesen. Ebenso wie der italienische wurde der spanische Markt von dem wirtschaftlichen Abschwung stark beeinträchtigt, hat sich aber im Jahr 2014 dank verbesserter wirtschaftlicher Bedingungen sehr stark erholt mit einem starken Wachstum der Neuwagenverkäufe, das 2015 anhalten soll. Der französische Markt stagnierte im Jahr 2014 weitgehend mit einem Wachstum der Neuwagenverkäufe um 0,3% (Quelle: Comité des Constructeurs Français d'Automobiles (CCFA), German car market slows as France, Spain, Italy continue recovery, Automotive News Europe, Juli 2014).

B.5 Beschreibung des Konzerns und der Stellung des Emittenten innerhalb dieses Konzerns

Der S24-Konzern wird von der Gesellschaft als Management-Holding geleitet. Der S24-Konzern umfasst 21 vollständig konsolidierte Rechtsträger in acht Ländern. Die S24 AG ist die Holdinggesellschaft des Konzerns. Sie übernimmt bestimmte Aufgaben für die Gruppe, wie z.B. Management, Strategie, Immobilienverwaltung, Rechts- und Steuerabteilungen und andere Leistungen. 11 Unternehmen des Konzerns unterliegen deutschem Recht (die "**Deutschen Konzernunternehmen**" oder der "**Deutsche Konzern**"). Die drei primären deutschen Tochterunternehmen sind Immobilien Scout GmbH (die übergeordnete Gesellschaft von IS24), AutoScout24 GmbH (die übergeordnete Gesellschaft von AS24) und Scout24 Services GmbH (S24 Services GmbH). Zu den anderen Deutschen Konzernunternehmen gehören FlowFact GmbH (mit ihren Tochtergesellschaften IMPLIUS GmbH, FlowFact Schweiz Aktiengesellschaft (Zürich, Schweiz) und Energieausweis48 GmbH (50% der Aktien werden durch FlowFact GmbH gehalten)), Stuffle GmbH und FMPP Verwaltungsgesellschaft mbH (FMPP – diese Gesellschaft ist nicht länger aktiv und wird in Kürze liquidiert). Die nachfolgende Darstellung gibt (in vereinfachter Form) einen Überblick der direkten und indirekten Beteiligungen im S24-Konzern zum Datum des Prospekts:



B.6 Personen, die eine direkte oder indirekte Beteiligung am Eigenkapital des Emittenten oder einen Teil der Stimmrechte halten.

Unmittelbar vor diesem Angebot (das "**Angebot**") hält die Asa HoldCo GmbH, Deutschland, (Asa HoldCo) 65.1%, die Deutsche Telekom AG, Deutschland, (DTAG) 27.9%, die MEP Pref GmbH & Co. KG, Deutschland, ("**MEP Pref**") 0.2%, die German BMEP Pref GmbH & Co. KG, Deutschland, ("**BMEP Pref**") 0.0% und die German BMEP Ord GmbH & Co. KG, Deutschland, ("**BMEP Ord**") 0.6%, die MEP Ord GmbH & Co. KG, Deutschland, ("**MEP Ord**", zusammen mit Asa HoldCo, DTAG,

		MEP Pref, BMEP Pref und BMEP Ord die "**Veräußernden Aktionäre**") 5.8% und Scout Lux Management Equity Co S.à r.l., Luxembourg ("**Scout Lux Management Equity**", zusammen mit den Veräußernden Aktionären die "**Altaktionäre**") 0.3% der derzeit von der Gesellschaft ausgegebenen, auf den Namen lautenden Stammaktien ohne Nennbetrag (*Stückaktien*). Die endgültige Höhe der Beteiligung kann sich verändern aufgrund einer Anpassung, die vom endgültigen Angebotspreis abhängt (wie unter E.3 definiert). Asa HoldCo ist eine hundertprozentige Tochtergesellschaft der Willis Lux Holdings 2 S.à r.l. Luxemburg, ("**Willis Lux Holdings 2**"), deren Gesellschafter letztlich Investmentfonds sind, die von mit H&F und mit Blackstone verbundenen Unternehmen beraten werden. MEP Ord und MEP Pref sind Investitionsvehikel, die von bestimmten gegenwärtigen und früheren Führungskräften des Konzerns (als Kommanditisten) sowie indirekt von H&F, Blackstone und DTAG gehalten werden. BMEP Ord und BMEP Pref sind Investitionsvehikel, die von bestimmten Aufsichtsratsmitgliedern der S24 AG (als Kommanditisten) sowie indirekt von H&F, Blackstone und DTAG gehalten werden. Ein weiterer Kommanditist der MEP Ord, MEP Pref, BMEP Ord und BMEP Pref ist jeweils die Scout Lux Management Equity, die über die Willis Lux Holdings 2 (70%) von H&F und Blackstone und von DTAG (30%) gehalten wird. Asa GP GmbH, Frankfurt am Main, Deutschland, eine hundertprozentige Tochtergesellschaft von Willis Lux Holdings 2, ist die Komplementärin ohne Eigenkapitalbeteiligung. Nach Durchführung des Angebots werden die Altaktionäre weiterhin mindestens rund 52,7% der Anteile der Gesellschaft halten (eine vollständige Durchführung der Kapitalerhöhung, die vollständige Platzierung der Neuen Aktien, die vollständige Platzierung der Fixierten Sekundäraktien (wie unter E.1 definiert) und eine vollständige Ausübung der Aufstockungsoption und der Greenshoe-Option (wie unten unter E.3 definiert), unterstellt).
	Unterschiedliche Stimmrechte für die Hauptaktionäre des Emittenten.	Nicht anwendbar, da jede Aktie der Gesellschaft zu einer Stimme in der Hauptversammlung der Gesellschaft berechtigt. Es bestehen keine Beschränkungen des Stimmrechts.
	Ob an dem Emittenten unmittelbare oder mittelbare Beteiligungen oder Beherrschungsverhältnisse bestehen, wer diese Beteiligungen hält bzw. diese Beherrschung ausübt und welcher Art die Beherrschung ist.	Die Gesellschaft wird derzeit unmittelbar von der Asa HoldCo und der DTAG beherrscht, die gemeinsam die Mehrheit der Stimmrechte der Gesellschaft haben und damit die Hauptversammlung der Gesellschaft kontrollieren. Asa HoldCo und DTAG (die "**Kontrollierenden Aktionäre**") haben eine Aktionärsvereinbarung abgeschlossen, die Regelungen über eine Stimmbindung in der Hauptversammlung für bestimmte Entscheidungen enthält, solange die direkte oder indirekte Beteiligung eines Kontrollierenden Aktionärs am Grundkapital der Gesellschaft nicht unter 15% fällt (bezüglich eines Katalogs bestimmter Aktionärsentscheidungen) oder 10% für eine bestimmte Entscheidung aus dem Katalog, oder die kumulierte Beteiligung der Kontrollierenden Aktionäre am Grundkapital der Gesellschaft nicht unter 40% fällt (bezüglich bestimmter Angelegenheiten der Aufsichtsratszusammensetzung) und solange die Aktionärsvereinbarung besteht. Nach Durchführung des Angebots werden Asa HoldCo bzw. DTAG mindestens ca. 37,9% bzw. 8,9% der Anteile der Gesellschaft halten (unter der Annahme, dass alle Neuen Aktien, wie unter E.1 definiert, und alle Fixierten Sekundäraktien, wie unter E.1 definiert, und eine vollständige Ausübung der Aufstockungsoption und der Greenshoe-Option, wie unten unter E.3 definiert, platziert werden) und daher auch weiterhin die Kontrolle der Hauptversammlung der Gesellschaft haben.
B.7	**Ausgewählte wesentliche Finanzinformationen.**	Die nachfolgenden ausgewählten Finanz- und Geschäftsinformationen beruhen auf den Finanzberichten der Scout24 Holding GmbH (OpCo) und Asa NewCo GmbH (Asa NewCo), jetzt die Gesellschaft). Asa NewCo wurde am 8. November 2013 als Mantelgesellschaft für den Erwerb einer 70-prozentigen Beteiligung an der Gruppe durch H&F und Blackstone von der DTAG (die "**Transaktion**") gegründet. Aufgrund der Transaktion wurde unsere bisherige Holdinggesellschaft OpCo zu einer 100-prozentigen

Tochtergesellschaft unserer neuen Holdinggesellschaft Asa NewCo. Die OpCo bündelt jedoch sämtliche Geschäftsaktivitäten mit Ausnahme bestimmter Holding-Funktionen. Aufgrund des Zeitpunkts der Transaktion beziehen sich einige Finanzberichte, die in dem Prospekt abgebildet werden, auf die OpCo, wohingegen einige Finanzberichte für jüngere Zeiträume sich auf die Asa NewCo beziehen. Zudem gab es bei OpCo und Asa NewCo Änderungen des Geschäftsjahres, die zu Rumpfgeschäftsjahren führten.

Die nachfolgenden ausgewählten historischen Finanz- und Geschäftsinformationen für die am 31. Dezember 2013 und 2012 abgelaufenen Geschäftsjahre beruhen auf dem geprüften Konzernabschluss der OpCo für das am 31. Dezember 2012 abgelaufene Geschäftsjahr ("**2012 Geprüfter OpCo-Konzernabschluss**"), auf dem geprüften Konzernabschluss der OpCo für das am 31. Dezember 2013 abgelaufene Geschäftsjahr ("**2013 Geprüfter OpCo-Konzernabschluss**") (wobei beide Abschlüsse Vergleichszahlen für den jeweils vorangegangenen Jahreszeitraum enthalten) (zusammen die "**Geprüften OpCo-Abschlüsse**"). Aufgrund der zuvor beschriebenen Veränderungen gibt es keinen zusammenhängenden Abschluss für das Kalenderjahr 2014. Um unsere Leistung im Kalenderjahr 2014 mit der des Kalenderjahres 2013 zu vergleichen, entnehmen wir die historischen Finanz- und Geschäftsinformationen für das am 31. Dezember 2014 abgelaufene Geschäftsjahr dem Rumpfgeschäftsjahr der OpCo vom 1. Januar 2014 bis 31. März 2014 ("**2014 Rumpfgeschäftsjahr Geprüfter OpCo-Abschluss**") und dem Rumpfgeschäftsjahr der Asa NewCo vom 1. April 2014 bis 31. Dezember 2014 ("**2014 Rumpfgeschäftsjahr Geprüfter Asa NewCo-Abschluss**"). In derselben Weise nutzen wir dem 2014 Rumpfgeschäftsjahr Geprüfter OpCo-Abschluss entnommene Finanzinformationen für das am 31. März 2014 abgelaufene Rumpfgeschäftsjahr und die ungeprüften Zwischenfinanzinformationen der Asa NewCo für den am 30. Juni 2014 abgelaufenen Dreimonatszeitraum ("**2014 Ungeprüfte Zwischenfinanzinformationen der Asa NewCo**") (die für die Segmentebene in dem ungeprüften Zwischenabschluss der S24 AG für den am 30. Juni 2015 abgelaufenen Sechsmonatszeitraum enthalten sind ("**2015 Ungeprüfter S24 AG-Zwischenabschluss**") und für die Gruppenebene aus unseren Geschäftsbüchern entnommen sind) für einen Vergleich mit dem 2015 Ungeprüften S24 AG-Zwischenabschluss für den am 30. Juni 2015 abgelaufenen Sechsmonatszeitraum. Der ungeprüfte Zwischenabschluss für den abgelaufenen Sechsmonatszeitraum vom 1. Januar 2015 bis zum 30. Juni 2015 wurde fertiggestellt, nachdem der Formwechsel der Asa NewCo in die S24 AG in Kraft trat und wird deshalb als 2015 Ungeprüfter S24 AG-Zwischenabschluss bezeichnet.

Nach Durchführung der Transaktion und seit Anfang 2014 haben wir eine strategische Bewertung und Neuausrichtung vorgenommen, die zu einer Straffung unseres Produktportfolios, um uns auf unsere beiden marktführenden Kerngeschäftsfelder IS24 und AS24 zu konzentrieren, und der Veräußerung einiger Geschäftsfelder, die nicht mehr zu dieser Strategie passten, führten. In der Folge hat sich der Umfang der in unseren Finanzberichten abgebildeten Geschäftsfelder geändert und wir haben entschieden, unser operatives Ergebnis für die in dem Prospekt abgebildeten Zeiträume auf unser Kerngeschäft ausgerichtet darzustellen, das aus derzeit drei Segmenten IS24, AS24 und unserem Segment Corporate ("**Corporate**") besteht ("**Kerngeschäft**"). Nach Abschluss der Restrukturierung bilden diese drei Segmente die Geschäftstätigkeit der Gruppe. Wir glauben, unser Fokus auf das Kerngeschäft ermöglicht uns eine präzisere Analyse unserer Leistung, da IS24 und AS24 unsere strategischen Geschäftsfelder sind und das Segment Corporate Management-Dienstleistungen und bestimmte übergreifende Dienstleistungen umfasst, die an Gesellschaften unserer Gruppe erbracht werden. Von unserem Kerngeschäft nicht umfasst ist zum einen das

Friendscout24-Segment ("**FRS24**"), das ab 1. Januar 2014 als nicht fortgeführte Aktivitäten eingestuft und Ende August 2014 veräußert wurde, und zum anderen das andere Segment ("**Andere**"), das das Management als unerheblich und für die Beurteilung des operativen Ergebnisses des Konzerns von untergeordneter Bedeutung ansieht.

Um bestimmte gesetzliche Offenlegungspflichten zu erfüllen, beziehen sich die nachfolgenden ausgewählten Finanz- und Geschäftsinformationen auch auf den geprüften Abschluss der Asa NewCo für das Rumpfgeschäftsjahr vom 8. November 2013 bis 31. März 2014 ("**2013/2014 Rumpfgeschäftsjahr Geprüfter Asa NewCo-Abschluss**") (ohne vergleichende Zahlen für einen vorangegangenen Zeitraum).

Die nachfolgenden ausgewählten historischen Finanzinformationen, die als "geprüft" gekennzeichnet sind, sind dem 2014 Rumpfgeschäftsjahr Geprüfter Asa NewCo-Abschluss, dem 2013/2014 Rumpfgeschäftsjahr Geprüfter Asa NewCo-Abschluss, dem 2014 Rumpfgeschäftsjahr Geprüfter OpCo-Abschluss und den Geprüften OpCo-Abschlüssen entnommen. Finanzinformationen, die als "ungeprüft" gekennzeichnet sind, sind entweder dem 2015 Ungeprüfter S24 AG-Zwischenabschluss oder den Rechnungsunterlagen und Managementberichten entnommen oder beruhen auf Berechnungen auf Grundlage dieser Zahlen oder der Zahlen des 2014 Rumpfgeschäftsjahr Geprüfter Asa NewCo-Abschluss, des 2013/2014 Rumpfgeschäftsjahr Geprüfter Asa NewCo-Abschluss, des 2014 Rumpfgeschäftsjahr Geprüfter OpCo-Abschluss und der Geprüften OpCo-Abschlüsse.

Ausgewählte Finanzinformationen

Die nachfolgenden Tabellen zeigen ausgewählte Finanzinformationen für unsere Segmente IS24, AS24 und Corporate, für unser Kerngeschäft sowie für den Konzern, die das Management für wesentlich hält, um unsere Geschäftstätigkeit zu beschreiben.

Ausgewählte Finanzinformationen für den Sechsmonatszeitraum vom 1. Januar 2015 bis 30. Juni 2015 der Asa NewCo, den Dreimonatszeitraum vom 1. Januar bis 31. März 2014 der OpCo und den Dreimonatszeitraum vom 1. April bis 30. Juni 2014 der Asa NewCo

Die nachfolgende Tabelle zeigt ausgewählte Finanzinformationen für den am 30. Juni 2015 abgelaufenen Sechsmonatszeitraum der Asa NewCo verglichen mit dem am 31. März 2014 abgelaufenen Dreimonatszeitraum der OpCo und dem am 30. Juni 2014 abgelaufenen Dreimonatszeitraum der Asa NewCo:

	OpCo	**Asa NewCo**	
	3-Monatszeitraum endend zum 31. März 2014	**3-Monatszeitraum endend zum 30. Juni 2014(7)**	**6-Monatszeitraum endend zum 30. Juni 2015**
	(geprüft, soweit nicht anders angegeben) (in EUR Millionen, soweit nicht anders angegeben)	**(ungeprüft) (in EUR Millionen, soweit nicht anders angegeben)**	
IS24			
Externe Umsatzerlöse	55,7	56,3	129,1
Interne Umsatzerlöse	0,1	0,1	0,3
Umsatzerlöse gesamt	**55,7**	**56,4**	**129,4**
EBITDA(1)(6)	**29,9**	**32,8**	**73,2**
EBITDA aus gewöhnlicher Geschäftstätigkeit(2)(6)	**30,3**	**33,5**	**78,2**
EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit (in %)(2)(6)	*54,5%**	*59,4%*	*60,6%*
Capital expenditure(3)(6)	**0,6**	**0,8**	**4,6**
AS24			
Externe Umsatzerlöse	24,6	26,7	57,4
Interne Umsatzerlöse	0,3	0,2	0,3
Umsatzerlöse gesamt	**24,9**	**26,9**	**57,6**
EBITDA(1)(6)	**5,0**	**6,1**	**21,6**
EBITDA aus gewöhnlicher Geschäftstätigkeit(2)(6)	**5,1**	**8,9**	**23,6**
EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit (in %)(2)(6)	*20,8%**	*33,5%*	*41,1%*
Capital expenditure(3)(6)	**1,4**	**0,6**	**3,4**
Corporate			
Externe Umsatzerlöse	1,4	0,9	1,1
Interne Umsatzerlöse	1,1	2,4	4,2
Umsatzerlöse gesamt	**2,5**	**3,3**	**5,3**
EBITDA(1)(6)	**(4,1)**	**(7,5)**	**(10,2)**
EBITDA aus gewöhnlicher Geschäftstätigkeit(2)(6)	**(1,5)**	**(1,8)**	**(4,4)**
Ausgleich der Kosten der Management Fee(4)	–	*(0,8)*	*(2,3)*
EBITDA aus gewöhnlicher Geschäftstätigkeit bereinigt um den Ausgleich der Management Fee(10)	*(1,5)**	*(2,5)*	*(6,7)*
Capital expenditure(3)(6)	**0,0**	**0,0**	**0,3**
Kerngeschäft(8)			
Externe Umsatzerlöse			
IS24	55,7	56,3	129,1
AS24	24,6	26,7	57,4
Corporate	1,4	0,9	1,1
Kerngeschäft(8)	**81,7***	**83,9**	**187,6**
EBITDA(1)(6)			
IS24	29,9	32,8	73,2
AS24	5,0	6,1	21,6
Corporate	(4,1)	(7,5)	(10,2)
Kerngeschäft(8)	**30,8***	**31,4**	**84,6**

	OpCo	Asa NewCo	
	3-Monatszeitraum endend zum 31. März 2014	3-Monatszeitraum endend zum 30. Juni 2014[7]	6-Monatszeitraum endend zum 30. Juni 2015
	(geprüft, soweit nicht anders angegeben) (in EUR Millionen, soweit nicht anders angegeben)	(ungeprüft) (in EUR Millionen, soweit nicht anders angegeben)	
EBITDA aus gewöhnlicher Geschäftstätigkeit[2][6]			
IS24	30,3	33,5	78,2
AS24	5,1	8,9	23,6
Corporate	(1,5)	(1,8)	(4,4)
Ausgleich der Management Fee[5]	–	*(0,8)*	*(2,3)*
Kerngeschäft[8]	**34,0***	**39,8**	**95,1**
EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit (in %)[2][6]	*41,6%**	*47,5%*	*50,7%*
Konzern[9]			
Externe Umsatzerlöse			
Konzern	82,5	84,7	189,1
Kerngeschäft[8]	81,7*	83,9	187,6
FRS24	7,4	–	–
Andere	0,8	8,0	1,6
Ausgleichsposten			
FRS24	(7,4)	(7,2)	–
Andere Ausgleichsposten	–	–	–
EBITDA[1][6]			
Konzern	28,8	31,0	84,8
Kerngeschäft[8]	30,8*	31,4	84,6
FRS24	0,1	–	–
Andere	(1,5)	0,6	0,2
Ausgleichsposten			
FRS24	(0,6)	(1,0)	–
Andere Ausgleichsposten	–	0,0	–
EBITDA aus gewöhnlicher Geschäftstätigkeit[2][6]			
Konzern	33,3	39,5	95,5
Kerngeschäft[5][8]	34,0*	39,8	95,1
FRS24	0,4	–	–
Andere	(0,1)	0,6	0,4
Ausgleichsposten			
FRS24	(0,9)	(1,1)	–
Andere Ausgleichsposten[5]	–	0,1	(0,1)

* Ungeprüft.

(1) EBITDA wird definiert als Nettogewin/(Nettoverlust) (basierend auf Gesamtumsätzen) vor Netto-Finanzierungsaufwand, Ertragsteuern, Abschreibungen, Wertberichtigungen und den Ergebnissen aus den Veräußerungen von Tochterunternehmen.

(2) Wir definieren EBITDA aus gewöhnlicher Geschäftstätigkeit als das um nicht-operative Effekte bereinigte EBITDA. Nicht-operative Effekte spiegeln Geschäftsvorgänge wieder, die zu Zwecken des internen Managements als einmalig, selten oder außergewöhnlich und nicht den regulären Geschäftsgang reflektierend definiert werden. Diese beinhalten vor allem Kosten für Restrukturierung, Ausgaben im Zusammenhang mit unserer Kapitalstruktur, zum Beispiel im Hinblick auf Finanzierungsverträge, und Akquisitionen, Erfolgsrechnungseffekte von aktienbasierten Vergütungsprogrammen (wie unser Management Equity Programm). Wir glauben, dass die Anpassung um nicht-operative Effekte die konstante Vergleichbarkeit unserer Geschäftstätigkeit in den Segmenten ermöglicht. Wir definieren die EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit als das EBITDA aus gewöhnlicher Geschäftstätigkeit als Prozentsatz der externen Umsatzerlöse.

(3) Capital expenditure beinhaltet Kapitalaufwand für Sachanlagen als auch immaterielle Vermögenswerte einschließlich immaterieller Vermögenswerte die aus der Erfassung von Entwicklungskosten resultieren, aber exklusive Goodwill. Es beinhaltet weiter Vorauszahlungen, die auf Sachanlagen und immaterielle Vermögenswerte geleistet wurden.

(4) Seit dem zweiten Quartal 2014 berechnet das Segment Corporate den Segmenten IS24 und AS24 eine Management Fee, um bestimmte Management-Dienstleistungen abzudecken. Weil wir diese Management Fee als Teil des operativen Ergebnisses des Segments Corporate (aber nicht von IS24 und AS24) ansehen, ist die Management Fee im EBITDA aus gewöhnlicher Geschäftstätigkeit des Segments Corporate enthalten, wohingegen es in den Segmenten IS24 und AS24 als nicht-operativer Effekt ausgewiesen ist.

(5) Der Überleitungseffekt aus der Management Fee, der im Dreimonatszeitraum endend zum 30. Juni 2014 negative EUR 0,8 Millionen und im Sechsmonatszeitraum endend zum 30. Juni 2015 negative EUR 2,3 Millionen betrug, wurde bei Kalkulation des EBITDA aus gewöhnlicher Geschäftstätigkeit für das Kerngeschäft berücksichtigt. Dabei wurden die Auswirkungen der Management Fee für unsere Segmente IS24 und AS24 hinzugerechnet. In unseren Konzernabschlüssen wurden die Auswirkungen der Management Fee auf unsere Segmente IS24 und AS24 unter "Andere Ausgleichsposten" des EBITDA aus gewöhnlicher Geschäftstätigkeit dargestellt. Zu Darstellungszwecken wurden diese Auswirkungen an der mit der Fußnote gekennzeichneten Stelle herausgerechnet.

(6) Wir haben EBITDA, EBITDA aus gewöhnlicher Geschäftstätigkeit, EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit und Capital Expenditure und andere Informationen im Prospekt zur Verfügung gestellt, weil wir glauben, dass diese für Investoren zusätzliche Informationen beinhalten, um unsere Geschäftstätigkeit zu beurteilen. Die Begriffe EBITDA, EBITDA aus gewöhnlicher Geschäftstätigkeit, EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit und Capital Expenditure, wie wir sie verwenden, können von der Verwendung anderer Unternehmen in unserem Geschäftsbereich abweichen und sollten nicht als Alternative zum Nettogewinn/(Nettoverlust), Umsatz, Cash-Flow aus der betrieblichen Tätigkeit oder anderen Leistungskennzahlen nach IFRS angesehen werden, da Messgrößen der Betriebsleistung oder Cash Flow Messgrößen für Liquidität sind. EBITDA, EBITDA aus gewöhnlicher Geschäftstätigkeit, EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit und Capital Expenditure haben ernstzunehmende Begrenzungen als Bewertungsmaßstäbe und sollten nicht isoliert oder als Ersatz für die Bewertung unserer Ergebnisse, wie sie unter IFRS berichtet werden, angesehen werden.

(7) Diese Angaben wurden der freiwilligen Segmentsinformation des 2015 Ungeprüfter S24 AG-Zwischenabschluss entnommen.

(8) Kerngeschäft ist definiert als die Summe der Segmente IS24, AS24 und Corporate. EBITDA aus gewöhnlicher Geschäftstätigkeit für das Kerngeschäft enthält zusätzlich den Überleitungseffekt der Management Fee, die vom Segment Corporate den Segmenten IS24 und AS24 berechnet wurde.

(9) Die Präsentation der Segmentsinformationen in den Konzernabschlüssen ist innerhalb der Zeiträume nicht konsistent (hauptsächlich aufgrund der Behandlung von FRS24). Die Darstellung im Prospekt erfolgte anhand der Darstellung in den Abschlüssen.

(10) Wir stellen EBITDA aus gewöhnlicher Geschäftstätigkeit für das Segment Corporate unter Berücksichtigung der Auswirkungen der Management Fee dar, weil wir glauben, dadurch Investoren einen transparenteren Blick auf die Kosten unserer Holdingtätigkeit zu geben.

Ausgewählte Gewinn- und Verlustrechnungs- und andere Finanzinformationen für die Jahre 2014, 2013 und 2012

Die folgende Tabelle zeigt ausgewählte Finanz- und Gewinn- und Verlustrechnungsdaten unserer Segmente, unseres Kerngeschäfts und des Konzerns für die Geschäftsjahre 2012 und 2013 der OpCo, den am 31. März 2014 abgelaufenen Dreimonatszeitraum der OpCo und das am 31. Dezember 2014 abgelaufene Rumpfgeschäftsjahr der Asa NewCo:

	OpCo			Asa NewCo
	12-Monatszeitraum endend zum 31. Dezember 2012	12-Monatszeitraum endend zum 31. Dezember 2013[7]	3-Monatszeitraum endend zum 31. März 2014	9-Monatszeitraum endend zum 31. Dezember 2014
	(geprüft, soweit nicht anders angegeben)			(geprüft, soweit nicht anders angegeben)
	(in EUR Millionen, soweit nicht anders angegeben)			(in EUR Millionen, soweit nicht anders angegeben)
IS24				
Externe Umsatzerlöse	176,6	204,9	55,7	175,8
Interne Umsatzerlöse	0,3	0,2	0,1	0,2
Umsatzerlöse gesamt	**176,9**	**205,2**	**55,7**	**176,0**
EBITDA[1][6]	**76,5**	**94,9**	**29,9**	**89,6**
EBITDA aus gewöhnlicher Geschäftstätigkeit[2][6]	**–**	**93,1**	**30,3**	**99,0**
EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit (in %)[2][6]	–	*45,4%**	*54,5%**	*56,3%**
Capital expenditure[3][6]	**7,1**	**5,4**	**0,6**	**6,7**
AS24				
Externe Umsatzerlöse	90,5	97,5	24,6	82,3
Interne Umsatzerlöse	1,5	1,0	0,3	0,7
Umsatzerlöse gesamt	**92,0**	**98,6**	**24,9**	**83,0**
EBITDA[1][6]	**9,6**	**14,4**	**5,0**	**14,0**
EBITDA aus gewöhnlicher Geschäftstätigkeit[2][6]	**–**	**14,4**	**5,1**	**26,0**
EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit (in %)[2][6]	**–**	*14,8%**	*20,8%**	*31,6%**
Capital expenditure[3][6]	**10,6**	**8,1**	**1,4**	**5,1**
Corporate				
Externe Umsatzerlöse	6,2	4,4	1,4	2,5
Interne Umsatzerlöse	4,6	5,7	1,1	6,7
Umsatzerlöse gesamt	**10,7**	**10,1**	**2,5**	**9,1**
EBITDA[1][6]	**(12,3)**	**(9,5)**	**(4,1)**	**(45,1)**
EBITDA aus gewöhnlicher Geschäftstätigkeit[2][6]	**–**	**(9,5)**	**(1,5)**	**(7,0)**
Ausgleich der Kosten der Management Fee[4]	**–**	*n/a*	*n/a*	*(2,9)**
EBITDA aus gewöhnlicher Geschäftstätigkeit bereinigt um den Ausgleich der Management Fee[10]	**–**	*(9,5)**	*(1,5)**	*(9,9)**
Capital expenditure[3][6]	**1,0**	**0,6**	**0,0**	**0,2**
Kerngeschäft[8]				
Externe Umsatzerlöse				
IS24	176,6	204,9	55,7	175,8
AS24	90,5	97,5	24,6	82,3
Corporate	6,2	4,4	1,4	2,5
Kerngeschäft[8]	**273,3***	**306,9***	**81,7***	**260,5***
Veränderung ggü. Vorjahr (in %)	*n/a*	*12,3%**	*n/a*	*n/a*

	OpCo			Asa NewCo
	12-Monatszeitraum endend zum 31. Dezember 2012	12-Monatszeitraum endend zum 31. Dezember 2013[7]	3-Monatszeitraum endend zum 31. März 2014	9-Monatszeitraum endend zum 31. Dezember 2014
	(geprüft, soweit nicht anders angegeben)			(geprüft, soweit nicht anders angegeben)
	(in EUR Millionen, soweit nicht anders angegeben)			(in EUR Millionen, soweit nicht anders angegeben)
EBITDA[1][6]				
IS24	76,5	94,9	29,9	89,6
AS24	9,6	14,4	5,0	14,0
Corporate	(12,3)	(9,5)	(4,1)	(45,1)
Kerngeschäft[8]	**73,8***	**99,8***	**30,8***	**58,5***
EBITDA aus gewöhnlicher Geschäftstätigkeit[2][6]				
IS24	n/a	93,1	30,3	99,0
AS24	n/a	14,4	5,1	26,0
Corporate	n/a	(9,5)	(1,5)	(7,0)
Ausgleich der Management Fee[5]	*n/a*	*n/a*	*n/a*	*(2,9)**
Kerngeschäft[8]	**n/a**	**98,0***	**34,0***	**115,1***
EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit (in %)[2][6]	*n/a*	*31,9%**	*41,6%**	*44,2%**
Konzern[9]				
Externe Umsatzerlöse				
Konzern	313,5	310,1	82,5	262,9
Kerngeschäft[8]	273,3*	306,9*	81,7*	260,5*
FRS24	32,8	30,1	7,4	–
Andere	7,4	3,2	0,8	14,3
Ausgleichsposten				
FRS24	–	(30,1)	(7,4)	(12,0)
Andere Ausgleichsposten	–	–	–	–
EBITDA[1][6]				
Konzern	65,7	94,0	28,8	58,6
Kerngeschäft[8]	73,8*	99,8*	30,8*	58,5*
FRS24	(1,5)	(4,7)	0,1	–
Andere	(6,4)	(3,3)	(1,5)	1,2
Ausgleichsposten				
FRS24	–	2,4	(0,6)	(1,1)
Andere Ausgleichsposten	(0,2)	(0,2)	–	0,0
EBITDA aus gewöhnlicher Geschäftstätigkeit[2][6]				
Konzern	–	92,2	33,3	115,2
Kerngeschäft[5][8]	–	98,0*	34,0*	115,1*
FRS24	–	(4,7)	0,4	–
Andere	–	(3,5)	(0,1)	1,6
Ausgleichsposten				
FRS24	–	2,4	(0,9)	(1,5)
Andere Ausgleichsposten[5]	–	(0,0)*	–	0,0*

* Ungeprüft.

(1) EBITDA wird definiert als Nettogewin/(Nettoverlust) (basierend auf Gesamtumsätzen) vor Netto-Finanzierungsaufwand, Ertragsteuern, Abschreibungen, Wertberichtigungen und den Ergebnissen aus den Veräußerungen von Tochterunternehmen.

(2) Wir definieren EBITDA aus gewöhnlicher Geschäftstätigkeit als das um nicht-operative Effekte bereinigte EBITDA. Nicht-operative Effekte spiegeln Geschäftsvorgänge wieder, die zu Zwecken des internen Managements als einmalig, selten oder außergewöhnlich und nicht den regulären Geschäftsgang reflektierend definiert werden. Diese beinhalten vor allem Kosten für Restrukturierung, Ausgaben im Zusammenhang mit unserer Kapitalstruktur, zum Beispiel im Hinblick auf Finanzierngsverträge, und Akquisitionen, Erfolgsrechnungseffekte von aktienbasierten Vergütungsprogrammen (wie unser Management Equity Programm). Wir glauben, dass die Anpassung um nicht-operative Effekte die konstante Vergleichbarkeit unserer Geschäftstätigkeit in den Segmenten ermöglicht. Wir definieren die EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit als das EBITDA aus gewöhnlicher Geschäftstätigkeit als Prozentsatz der externen Umsatzerlöse. Wir zeigen kein EBITDA aus gewöhnlicher Geschäftstätigkeit und keine EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit für das Jahr 2012.

(3) Capital expenditure beinhaltet Kapitalaufwand für Sachanlagen als auch immaterielle Vermögenswerte einschließlich immaterieller Vermögenswerte die aus der Erfassung von Entwicklungskosten aber exklusive Goodwill. Es beinhaltet weiter Vorauszahlungen, die auf Sachanlagen und immaterielle Vermögenswerte geleistet wurden.

(4) Seit dem zweiten Quartal 2014 berechnet das Segment Corporate den Segmenten IS24 und AS24 eine Management Fee, um bestimmte Management-Dienstleistungen abzudecken. Weil wir diese Management Fee als Teil des operativen Ergebnisses des Segments Corporate (aber nicht von IS24 und AS24) ansehen, ist die Management Fee im EBITDA aus gewöhnlicher Geschäftstätigkeit des Segments Corporate enthalten, wohingegen es in den Segmenten IS24 und AS24 als nicht-operativer Effekt ausgewiesen ist.

(5) Der Überleitungseffekt aus der Management Fee, der im Neunmonatszeitraum endend zum 31. Dezember 2014 negative EUR 2,9 Millionen betrug, wurde bei Kalkulation des EBITDA aus gewöhnlicher Geschäftstätigkeit für das Kerngeschäft berücksichtigt. Dabei wurden die Auswirkungen der Management Fee für unsere Segmente IS24 und AS24 hinzugerechnet. In unseren Konzernabschlüssen wurden die Auswirkungen der Management Fee auf unsere Segmente IS24 und AS24 unter "Andere Ausgleichsposten" des EBITDA aus gewöhnlicher Geschäftstätigkeit dargestellt. Zu Darstellungszwecken wurden diese Auswirkungen an der mit der Fußnote gekennzeichneten Stelle herausgerechnet.

(6) Wir haben EBITDA, EBITDA aus gewöhnlicher Geschäftstätigkeit, EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit und Capital Expenditure und andere Informationen im Prospekt zur Verfügung gestellt, weil wir glauben, dass diese für Investoren zusätzliche Informationen beinhalten, um unsere Geschäftstätigkeit zu beurteilen. Die Begriffe EBITDA, EBITDA aus gewöhnlicher Geschäftstätigkeit EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit und Capital Expenditure, wie wir sie verwenden, können von der Verwendung anderer Unternehmen in unserem Geschäftsbereich abweichen und sollten nicht als Alternative zum Nettogewinn/(Nettoverlust), Umsatz, Cash-Flow aus der betrieblichen Tätigkeit oder anderen Leistungskennzahlen nach IFRS, da Messgrößen der Betriebsleistung oder Cash Flow Messgrößen für Liquidität sind. EBITDA, EBITDA aus gewöhnlicher Geschäftstätigkeit, EBITDA-Marge aus gewöhnlicher Geschäftstätigkeit und Capital Expenditure haben ernstzunehmende Begrenzungen als Bewertungsmaßstäbe und sollten nicht isoliert oder als Ersatz für die Bewertung unserer Ergebnisse, wie sie unter IFRS berichtet werden, angesehen werden.

(7) Als geprüft gekennzeichnete Angaben wurden dem Vergleichszeitraum im 2014 Rumpfgeschäftsjahr Geprüfter OpCo-Abschluss entnommen.

(8) Kerngeschäft ist definiert als die Summe der Segmente IS24, AS24 und Corporate. EBITDA aus gewöhnlicher Geschäftstätigkeit für das Kerngeschäft enthält zusätzlich den Überleitungseffekt der Management Fee, die vom Segment Corporate den Segmenten IS24 und AS24 berechnet wurde.

(9) Die Präsentation der Segmentsinformationen in den Konzernabschlüssen ist innerhalb der Zeiträume nicht konsistent (hauptsächlich aufgrund der Behandlung von FRS24). Die Darstellung im Prospekt erfolgte anhand der Darstellung in den Abschlüssen.

(10) Wir stellen EBITDA aus gewöhnlicher Geschäftstätigkeit für das Segment Corporate unter Berücksichtigung der Auswirkungen der Management Fee dar, weil wir glauben, dadurch Investoren einen transparenteren Blick auf die Kosten unserer Holdingtätigkeit zu geben.

Wesentliche Leistungsindikatoren

Wir verwenden verschiedene Leistungsindikatoren, um die Leistung unserer IS24 uns AS24-Segmente festzustellen. Die wesentlichen Leistungsindikatoren werden nachfolgend dargestellt. Keine dieser Kennzahlen sind Finanzkennzahlen unter den International Financial Reporting Standards, wie sie in der Europäischen Union anzuwenden sind ("**IFRS**"), soweit nicht anders angegeben. Diese Kennzahlen wurden nicht durch einen externen Berater, Experten oder Prüfer geprüft. Soweit nicht ausdrücklich anders angegeben, sind diese Kennzahlen aus unserem internen Support- und Finanzsystem abgeleitet. Diese Kennzahlen, die durch unser Management definiert werden, sind gegebenenfalls nicht mit ähnlichen Bezeichnungen vergleichbar, wie sie unsere Wettbewerber oder andere Unternehmen verwenden.

Für IS24 stellen wir unsere Umsatzerlöse von Kernmaklern nur für unser Deutschland-Geschäft fest, da der Teil unseres Geschäfts, der außerhalb Deutschlands generiert wird, relativ unbedeutend ist. Für AS24 stellen wir wesentliche Leistungsindikatoren kombiniert für Deutschland, Benelux und Italien fest.

	OpCo			Asa NewCo		
	12-Monatszeitraum endend zum 31. Dezember 2012	12-Monatszeitraum endend zum 31. Dezember 2013	3-Monatszeitraum endend zum 31. März 2014	3-Monatszeitraum endend zum 30. Juni 2014	9-Monatszeitraum endend zum 31. Dezember 2014	6-Monatszeitraum endend zum 30. Juni 2015
	(ungeprüft, soweit nicht anders angegeben) (in EUR Millionen, soweit nicht anders angegeben)			(ungeprüft, soweit nicht anders angegeben) (in EUR Millionen, soweit nicht anders angegeben)		
IS24						
Umsatzerlöse von Kernmaklern (Deutschland)(1)(2)	106,7	119,2	32,3	33,0	101,0	72,9
Umsatzerlöse von anderen Maklern(3)	15,1	20,4	5,5	5,5	19,1	17,1
Andere Umsatzerlöse(4)	54,8	65,4	17,8	17,8	55,8	39,1
Externe Umsatzerlöse gesamt**	**176,6***	**204,9***	**55,7***	**56,3**	**175,8***	**129,1**
Deutschland						
Kernmakler (Ende des Zeitraums, in Zahlen)(1)	21.332	21.296	21.104	21.764	22.092(13)	20.606
Kernmakler (durchschnittlich im Zeitraum, in Zahlen)(1)	20.967	21.314	21.200	21.434	21.598	21.349
Kernmakler ARPU (EUR/Monat)(1)(5)	424	466	508	513	519	569
Umsatzerlöse von Kernmaklern (Deutschland)(1)	***106,7***	***119,2***	***32,3***	***33,0***	***101,0***	***72,9***
UMV (ohne Benutzer von mobilen Endgeräten, in Millionen und Zahlen)(6)	**7,6**	**9,1**	**8,9**	**7,6**	**7,8**	**7,9**
UMV (Multiplattform, in Millionen und Zahlen)(6)	**–**	**–**	**–**	**–**	**–**	**11,9**
AS24						
Umsatzerlöse von Kernhändlern (Deutschland)(7)(8)	32,2	33,3	8,3	9,1	27,5	20,0
Umsatzerlöse von Kernhändlern (Benelux, Italien)(7)(8)	25,3	28,1	7,3	7,8	23,9	17,3
Umsatzerlöse von anderen Händlern(9)	8,5	10,2	2,7	2,9	8,3	5,6
Andere Umsatzerlöse(10)	24,5	26,0	6,3	6,9	22,6	14,5
Umsatzerlöse gesamt**	**90,5***	**97,5***	**24,6***	**26,7**	**82,3***	**57,4**
Deutschland						
Kernhändler (Ende des Zeitraums, in Zahlen)(7)	17.061	17.733	17.947	18.233	19.774	21.655
Kernhändler (durchschnittlich im Zeitraum, in Zahlen)(7)	17.271	17.397	17.840	18.090	18.861	20.715
Kernhändler ARPU (EUR/Monat)(7)(11)	155	159	155	167	162	161
Umsatzerlöse von Kernhändlern (Deutschland)(7)	**32,2**	**33,3**	**8,3**	**9,1**	**27,5**	**20,0**

	OpCo			Asa NewCo		
	12-Monatszeitraum endend zum 31. Dezember 2012	12-Monatszeitraum endend zum 31. Dezember 2013	3-Monatszeitraum endend zum 31. März 2014	3-Monatszeitraum endend zum 30. Juni 2014	9-Monatszeitraum endend zum 31. Dezember 2014	6-Monatszeitraum endend zum 30. Juni 2015
	(in EUR Millionen soweit nicht anders angegeben) (ungeprüft, soweit nicht anders angegeben)			(in EUR Millionen soweit nicht anders angegeben) (ungeprüft, soweit nicht anders angegeben)		
Benelux/Italien						
Kernhändler (Ende des Zeitraums, in Zahlen)[7]	14.837	15.816	15.905	16.137	16.396	16.892
Kernhändler (durchschnittlich im Zeitraum, in Zahlen)[7]	14.576	15.327	15.861	16.021	16.151	16.644
Kernhändler ARPU (EUR/Monat)[7][11]	145	153	154	163	165	174
Umsatzerlöse von Kernhändlern (Benelux/Italien)[7]	**25,3**	**28,1**	**7,3**	**7,8**	**23,9**	**17,3**
UMV (ohne Benutzer von mobilen Endgeräten, in Millionen und Zahlen)[12]	**9,0**	**9,2**	**8,5**	**7,5**	**7,8**	**7,8**
Davon: Deutschland (ohne Benutzer von mobilen Endgeräten, in Millionen und Zahlen)[12]	*6,2*	*5,5*	*5,1*	*4,6*	*4,8*	*4,5*
Davon: Benelux/Italien (ohne Benutzer von mobilen Endgeräten, in Millionen und Zahlen)[12]	*2,9*	*3,8*	*3,4*	*2,9*	*3,0*	*3,2*
UMV Deutschland (Multiplattform, in Millionen und Zahlen)[12]	–	–	–	–	–	**6,5**

* Geprüft.

** IFRS-Finanzkennzahlen.

(1) Wir definieren unsere IS24-Kernmakler als gewerbliche Immobilienhändler, die einen Paket- oder einen gebündelten Vertrag mit uns haben. Die Anzahl der Kernmakler definieren wir als die Anzahl der gewerblichen Immobilienhändler, die zum Ende des Zeitraums entweder einen Paketvertrag oder einen gebündelten Vertrag haben.

(2) Umsatzerlöse von Kernmaklern bestehen aus Umsatzerlösen, die durch Bestellungen von Mitgliedschaften von IS24-Kernmaklern im Rahmen unseres Mitgliedschaftsmodells erzielt werden, einschließlich aller Dienstleistungen, die im Rahmen dieser neuen Verträge angeboten werden. Umsatzerlöse von Kernmaklern beinhalten auch Bestellungen von Anzeigendienstleistungen im Rahmen des Paketbasierten Preismodells und aller anderen Dienstleistungen die im Rahmen dieser Verträge für diejenigen Kernmakler angeboten werden, die noch nicht ins Mitgliedschaftsmodell gewechselt sind.

(3) Umsatzerlöse von anderen Maklern bestehen aus Umsatzerlösen, die von gewerblichen Immobilienhändlern erzielt werden, die nicht unsere Kernmakler sind und beinhalten IS24-Werbekampagnen, unseren gewerblichen IS24 Immobilienmarktplatz, Pay-per-Ad-Umsatzerlöse, Umsatzerlöse durch FlowFact (unsere Kundenbeziehungsmanagement Software für gewerbliche Immobilienhändler) und nicht-anzeigenbezogene Umsatzerlöse.

(4) Andere Umsatzerlöse bestehen aus Umsatzerlösen, die durch private Anzeigen erzielt werden, Umsatzerlöse, die durch direkte Monetarisierung von Konsumenten erzielt werden (einschließlich Bonitätsbewertung und Bewertungsdienstleistungen), Umsatzerlöse aus der Generierung von Leads von Umzugs-, Finanz- und Hypothekendienstleistern kommen, Umsatzerlöse aus dem Verkauf von Werbung die nicht direkt mit dem Immobiliengeschäft zusammenhängt und andere verschiedene Umsatzerlöse.

(5) Die ARPU von Kernmaklern in Euro pro Zeitraum wird berechnet, indem die Umsatzerlöse, die von unseren IS24-Kernmaklern in dem Zeitraum erzielt werden, durch die durchschnittliche Anzahl an IS24-Kernmaklern am Beginn und am Ende des Zeitraums und weiter durch die Anzahl der Monate in dem Zeitraum geteilt wird.

(6) UMV (Unique Monthly Visitors) bezieht sich auf die monatlichen Einzelbesucher von dem betreffenden Land, die die Website (ohne Benutzer von mobilen Endgeräten) oder die Website, die mobile Website und Apps (Multiplattform) besuchen, unabhängig davon wie oft sie das Portal in diesem Monat besuchen und (bei den Multiplattform-Kennzahlen) unabhängig davon, wie viele verschiedene Zugänge (Desktop und Mobil) sie nutzen. Die Angaben für jeden Zeitraum entsprechen dem Durchschnitt aller monatlichen Werte in dem betreffenden Zeitraum (Quelle: comScore, Juni 2015).

(7) Wir definieren unsere AS24-Kernhändler als alle gewerblichen Fahrzeug- und Motorradhändler, die am Ende des Zeitraums entweder einen Paket- oder einen gebündelten Vertrag haben, um ihre Fahrzeug- oder Motorradanzeigen auf AS24 zu bewerben.

(8) Umsatzerlöse von Kernhändlern bestehen aus Umsatzerlösen, die von AS24-Kernhändlern erzielt werden, die Anzeigendienstleistungen im Rahmen unseres paketbasierten Anzeigenmodells erwerben und alle anderen hiermit verbundenen Produkte, die von solchen Händlern erworben werden.

(9) Umsatzerlöse von anderen Händlern bestehen aus Umsatzerlösen, die von Händlern erzielt werden, die auf dem AS24-Nutzfahrzeugmarkt tätig sind, von Händlern aus Spanien, Österreich und Frankreich, über GaragePortal und andere Dienstleistungen für Händler wie z.B. Plattformschnittstellen. Zudem sind Umsatzerlöse von Easyautosale enthalten.

(10) Andere Umsatzerlöse bestehen aus Umsatzerlösen aus privaten Anzeigen, aus Werbeverkäufen (insbesondere von OEMs).

(11) Die ARPU von Kernhändlern in Euro pro Zeitraum wird berechnet, indem die Umsatzerlöse, die von unseren AS24-Kernhändlern in dem Zeitraum erzielt werden, durch die durchschnittliche Anzahl an AS24-Kernhändlern am Beginn und am Ende des Zeitraums und weiter durch die Anzahl der Monate in dem Zeitraum geteilt wird.

(12) UMV (Unique Monthly Visitors) bezieht sich auf die monatlichen Einzelbesucher von dem betreffenden Land, die die Website (ohne Benutzer von mobilen Endgeräten) oder die Website, die mobile Website und Apps (Multiplattform) besuchen, unabhängig davon wie oft sie das Portal in diesem Monat besuchen und (bei den Multiplattform-Kennzahlen) unabhängig davon, wie viele verschiedene Zugänge (Desktop und Mobil) sie nutzen. Die Angaben für jeden Zeitraum entsprechen dem Durchschnitt aller monatlichen Werte in dem betreffenden Zeitraum. Die Gesamt-UMV von AS24 beinhaltet die Gesamtzahl der UMVs jeweils für Deutschland, Belgien, die Niederlande, Luxemburg und Italien. Die UMVs für Benelux/Italien beinhaltet die Gesamtzahl der UMVs für Belgien, die Niederlande, Luxemburg und Italien (Quelle: comScore, Juni 2015).

(13) Beinhaltet ca. 700 Neukunden aufgrund einer Änderung bei den vertraglichen Vereinbarungen mit bestimmten Franchise-Agenturen (von der Master-Vereinbarung zu individuellen Vereinbarungen).

Ausgewählte Finanzinformationen aus der Konzern-Gewinn- und Verlustrechnung

Die nachfolgende Tabelle zeigt ausgewählte Angaben aus der Konzern-Gewinn- und Verlustrechnung der Asa NewCo für den am 30. Juni 2015 abgelaufenen Sechsmonatszeitraum und das am 31. Dezember 2014 abgelaufene Rumpfgeschäftsjahr als auch ausgewählte Angaben aus der Gewinn- und Verlustrechnung der OpCo für das am 31. März 2014 abgelaufene Rumpfgeschäftsjahr und für die am 31. Dezember 2013 und 2012 abgelaufenen Geschäftsjahre.

	Asa NewCo		**OpCo**		
	6-Monatszeitraum endend zum 30. Juni 2015	**9-Monatszeitraum endend zum 31. Dezember 2014**	**3-Monatszeitraum endend zum 31. März 2014**	**12-Monatszeitraum endend zum 31. Dezember 2013[(3)]**	**12-Monatszeitraum endend zum 31. Dezember 2012**
	(ungeprüft) (in EUR Millionen)	**(geprüft) (in EUR Millionen)**		**(geprüft)**	
				(in EUR Millionen)	
Umsatzerlöse	**189,1**	**262,9**	**82,5**	**310,1**	**313,5**
Umsatzkosten	(20,7)	(40,2)	(7,6)	(33,9)	(32,8)
Bruttoergebnis vom Umsatz	**168,5**	**222,6**	**74,9**[(1)]	**276,2**[(1)]	**280,7**
Betriebsergebnis	**53,2**	**8,6**	**25,9**[(2)]	**81,0**[(2)]	**53,4**
Finanzergebnis	**2,4**	**(31,1)**	**144,7**	**3,2**	**10,3**
Ergebnis vor Ertragsteuern[(4)]	**55,5**	**(22,5)**	**170,6**	**84,2**	**63,7**
Ertragsteuern	(15,6)	1,3	(9,1)	(1,4)	(3,2)
Ergebnis aus fortgeführten Aktivitäten	**–**	**(21,2)**	**161,5**	**82,7**	**–**
Ergebnis aus nicht fortgeführten Aktivitäten	–	1,0	0,1	(4,5)	–
Konzernperiodenergebnis	**40,0**	**(20,2)**	**161,6**	**78,2**	**60,5**

(1) Diese Angabe spiegelt das Bruttoergebnis vom Umsatz aus fortgeführten Aktivitäten für den am 31. März 2014 abgelaufenen Dreimonatszeitraum und das am 31. Dezember 2013 abgelaufene Geschäftsjahr der OpCo wider (wie es sich jeweils aus der Vergleichsperiode aus dem 2014 Rumpfgeschäftsjahr Geprüfter OpCo-Abschluss ergibt).

(2) Diese Angabe spiegelt das Betriebsergebnis vom Umsatz aus fortgeführten Aktivitäten für den am 31. März 2014 abgelaufenen Dreimonatszeitraum und das am 31. Dezember 2013 abgelaufene Geschäftsjahr der OpCo wider (wie es sich jeweils aus der Vergleichsperiode aus dem 2014 Rumpfgeschäftsjahr Geprüfter OpCo-Abschluss ergibt).

(3) Als geprüft gekennzeichnete Angaben wurden dem Vergleichszeitraum im 2014 Rumpfgeschäftsjahr Geprüfter OpCo-Abschluss entnommen.

(4) Diese Angabe wird im 2014 Rumpfgeschäftsjahr Geprüfter OpCo-Abschluss als „Ergebnis vor Ertragssteuern aus fortgeführten Aktivitäten“ bezeichnet.

Ausgewählte Finanzinformationen aus dem Konzernabschluss

Die nachfolgende Tabelle zeigt den Konzernabschluss der Asa NewCo für den am 30. Juni 2015 abgelaufenen Sechsmonatszeitraum und die am 31. März 2014 bzw. am 31. Dezember 2014 abgelaufenen Rumpfgeschäftsjahre als auch die Konzernbilanz der OpCo für das am 31. März 2014 abgelaufene Rumpfgeschäftsjahr und die am 31. Dezember 2013 und 2012 abgelaufenen Geschäftsjahre:

	Asa NewCo			OpCo		
	6-Monatszeitraum endend zum 30. Juni 2015	9-Monatszeitraum endend zum 31. Dezember 2014	Rumpfgeschäftsjahr 8. November, 2013 - 31. März 2014	3-Monatszeitraum endend zum 31. März 2014	12-Monatszeitraum endend zum 31. Dezember 2013	12-Monatszeitraum endend zum 31. Dezember 2012
	(ungeprüft)	(geprüft)		(geprüft)		
	(in EUR Millionen)			(in EUR Millionen)		
Kurzfristige Vermögenswerte	**85,9**	**67,7**	**104,2**	**77,2**	**230,7**	**136,0**
Langfristige Vermögenswerte	**2.067,7**	**2.127,4**	**2.109,4**	**487,9**	**489,7**	**548,4**
Bilanzsumme	**2.153,7**	**2.195,1**	**2.213,6**	**565,1**	**720,5**	**684,4**
Kurzfristige Verbindlichkeiten	**93,5**	**90,2**	**87,2**	**71,6**	**821,0**	**419,8**
Langfristige Verbindlichkeiten	**1.379,5**	**1.044,7**	**1.044,0**	**658,6**	**5,7**	**8,0**
Eigenkapital	**680,6**	**1.060,2**	**1.082,3**	**(165,1)**	**(106,2)**	**256,6**
Bilanzsumme	**2.153,7**	**2.195,1**	**2.213,6**	**565,1**	**720,5**	**684,4**

Ausgewählte Finanzinformationen aus der Konzern-Kapitalflussrechnung

Die nachfolgende Tabelle zeigt die Konzern-Kapitalflussrechnung der Asa NewCo für den am 30. Juni 2015 abgelaufenen Sechsmonatszeitraum und die am 31. März 2014 bzw. am 31. Dezember 2014 abgelaufenen Rumpfgeschäftsjahre als auch die Konzern-Kapitalflussrechnung der OpCo für das am 31. März 2014 abgelaufene Rumpfgeschäftsjahr und die am 31. Dezember 2013 und 2012 abgelaufenen Geschäftsjahre:

	Asa NewCo			OpCo		
	6-Monatszeitraum endend zum 30. Juni 2015	9-Monatszeitraum endend zum 31. Dezember 2014	Rumpfgeschäftsjahr 8. November, 2013 - 31. März 2014	3-Monatszeitraum endend zum 31. März 2014	3-Monatszeitraum endend zum 31. März 2013	12-Monatszeitraum endend zum 31. Dezember, 2012
	(ungeprüft)	(geprüft)		(geprüft)		
	(in EUR Millionen)			(in EUR Millionen)		
Ergebnis fortgeführter Aktivitäten für den Zeitraum/das Jahr(1)	**40,0**	**(21,2)**	**(21,7)**	**161,6**	**78,2**	**60,5**
Kapitalfluss aus betrieblicher Tätigkeit fortgeführter Aktivitäten	**71,7**	**66,1**	**4,9**	**20,1**	**81,9**	**60,3**
Kapitalfluss aus Investitionstätigkeit fortgeführter Aktivitäten	**48,4**	**(38,6)**	**7,7**	**188,6**	**6,0**	**(49,2)**
Kapitalfluss aus Finanzierungstätigkeit fortgeführter Aktivitäten	**(96,9)**	**(38,4)**	**19,7**	**(327,5)**	**(41,6)**	**(30,1)**
Veränderung der Zahlungsmittel und Zahlungsmitteläquivalente	**23,4**	**(10,8)**	**32,2**	**(118,8)**	**46,2**	**(18,9)**
Zahlungsmittel und Zahlungsmitteläquivalente zum Periodenanfang	**21,4**	**32,2**	**0,0**	**145,8**	**99,7**	**118,6**
Zahlungsmittel und Zahlungsmitteläquivalente zum Periodenende	**44,8**	**21,4**	**32,2**	**27,1**	**145,8**	**99,7**

(1) Diese Angabe spiegelt die Position „Konzernjahresergebnis bzw. Konzernperiodenergebnis" in den Geprüften OpCo-Abschlüssen und in dem 2014 Rumpfgeschäftsjahr Geprüfter Asa NewCo-Abschluss wieder.

Wesentliche Änderungen der Finanzlage und des Betriebsergebnisses des Emittenten.	Die folgenden Änderungen unserer Finanzlage und unseres operativen Ergebnisses, gemessen an externen Umsatzerlösen, EBITDA und EBITDA aus gewöhnlicher Geschäftstätigkeit, haben sich in dem am 30. Juni 2014 abgelaufenen Sechsmonatszeitraum, in dem am 31. Dezember 2014 abgelaufenen Neunmonatszeitraum, in dem am 31. März 2014 abgelaufenen Dreimonatszeitraum sowie in den Geschäftsjahren 2013 und 2012 ergeben. ***Vergleich des Dreimonatszeitraums der OpCo vom 1. Januar bis 31. März 2014 und des Dreimonatszeitraum der Asa NewCo vom 1. April bis 30. Juni 2014 mit dem Sechsmonatszeitraum der Asa NewCo vom 1. Januar bis 30. Juni 2015*** Die externen Umsatzerlöse lagen bei EUR 189,1 Millionen in dem am 30. Juni 2015 abgelaufenen Sechsmonatszeitraum verglichen mit EUR 84,7 Millionen bzw. EUR 82,5 Millionen in dem am 30. Juni 2014 abgelaufenen Dreimonatszeitraum bzw. dem am 31. März 2014 abgelaufenen Dreimonatszeitraum. Diese Steigerung ist hauptsächlich auf gesteigerten Einnahmen im Kerngeschäft zurückzuführen. Das EBITDA lag bei EUR 84,8 Millionen in dem am 30. Juni 2015 abgelaufenen Sechsmonatszeitraum verglichen mit EUR 31,0 Millionen bzw. EUR 28,8 Millionen in dem am 30. Juni 2014 abgelaufenen Dreimonatszeitraum bzw. dem am 31. März 2014 abgelaufenen Dreimonatszeitraum. Die Steigerung beim EBITDA ist hauptsächlich auf einen Zuwachs bei unserem Kerngeschäft zurückzuführen, zu einem geringeren Teil auch auf die Veräußerung von FRS24 im Jahr 2014. Das EBITDA aus gewöhnlicher Geschäftstätigkeit lag bei EUR 95,5 Millionen in dem am 30. Juni 2015 abgelaufenen Sechsmonatszeitraum verglichen mit EUR 39,5 Millionen bzw. EUR 33,3 Millionen in dem am 30. Juni 2014 abgelaufenen Dreimonatszeitraum bzw. dem am 31. März 2014 abgelaufenen Dreimonatszeitraum. ***Vergleich des Jahres 2014 (Neunmonatszeitraum der Asa NewCo vom 1. April bis 31. Dezember 2014 und Dreimonatszeitraum der OpCo vom 1. Januar bis 31. März 2014) gegenüber dem Geschäftsjahr 2013 der OpCo*** Die externen Konzernumsatzerlöse lagen in dem am 31. März 2014 abgelaufenen Dreimonatszeitraum bzw. dem am 31. Dezember 2014 abgelaufenen Neunmonatszeitraum bei EUR 82,5 Millionen bzw. bei EUR 262,9 Millionen, verglichen mit EUR 310,1 Millionen in dem am 31. Dezember 2013 abgelaufenen Zwölfmonatszeitraum. Dieser Zuwachs ist hauptsächlich auf einen Zuwachs bei den Umsatzerlösen unseres Kerngeschäfts zurückzuführen. Andere Geschäftsbereiche stagnierten überwiegend aufgrund geringer Aktivität (ausgenommen das Portal FRS24, welches in Andere in den am 31. Dezember 2014 abgelaufenen Neunmonatszeitraum mit Umsatzerlösen von EUR 12,0 Millionen einbezogen ist). Das EBITDA lag bei EUR 28,8 Millionen bzw. EUR 58,6 Millionen in dem am 31. März 2014 abgelaufenen Dreimonatszeitraum bzw. dem am 31. Dezember 2014 abgelaufenen Neunmonatszeitraum, verglichen mit EUR 94,0 Millionen in dem am 31. Dezember 2013 abgelaufenen Zwölfmonatszeitraum. Dieser Rückgang ist hauptsächlich auf einen Rückgang des EBITDA im Kerngeschäft, Kosten für Restrukturierung und Reorganisation, angefallene Kosten für die Transaktion und andere M&A Transaktionen, die Einstellung von Start-up Unternehmen und den Verkauf von FRS24 im Jahr 2014 zurückzuführen. Das EBITDA aus gewöhnlicher Geschäftstätigkeit lag bei EUR 33,3 Millionen bzw. EUR 115,2 Millionen in dem am 31. März 2014 abgelaufenen

Dreimonatszeitraum bzw. dem am 31. Dezember 2014 abgelaufenen Neunmonatszeitraum, verglichen mit EUR 92,2 Millionen in dem am 31. Dezember 2013 abgelaufenen Zwölfmonatszeitraum. Dies lag hauptsächlich an der starken Geschäftsentwicklung im Kerngeschäft, der Einstellung von Start-up Unternehmen und dem Verkauf von FRS24 im Jahr 2014.

Vergleich der Geschäftsjahre 2013 und 2012 der OpCo

Externe Umsatzerlöse und EBITDA für das Geschäftsjahr 2013, wie sie in den folgenden zwei Absätzen diskutiert werden, stammen aus dem 2013 Geprüfter OpCo-Konzernabschluss.

Die externen Umsatzerlöse lagen bei EUR 313,5 Millionen in dem am 31. Dezember 2012 abgelaufenen Zwölfmonatszeitraum, verglichen mit EUR 340,3 Millionen in dem am 31. Dezember 2013 abgelaufenen Zwölfmonatszeitraum. Dieser Zuwachs ist hauptsächlich auf einen Zuwachs bei den Umsatzerlösen im Kerngeschäft zurückzuführen, der teilweise durch rückläufige externe Umsatzerlöse des Portals FRS24 und der anderen Geschäftsbereiche aufgehoben wird.

Das EBITDA lag bei EUR 65,7 Millionen in dem am 31. Dezember 2012 abgelaufenen Zwölfmonatszeitraum verglichen mit einem EBITDA von EUR 91,6 Millionen in dem am 31. Dezember 2013 abgelaufenen Zwölfmonatszeitraum. Dies lag insbesondere an Zuwächsen im Kerngeschäft und in anderen Geschäftsbereichen und wurde teilweise durch einen Rückgang bei FRS24 aufgehoben.

Finanzlage der Asa NewCo

Zum 30. Juni 2015 machte unser Umlaufvermögen 4,0% unseres Gesamtvermögens aus und bestand hauptsächlich aus Zahlungsmitteln und Zahlungsmitteläquivalenten im Umfang von EUR 44,8 Millionen, die 52,2% unseres Umlaufvermögens entsprachen, Forderungen aus Lieferungen und Leistungen im Umfang von EUR 32,3 Millionen, was 37,6% unseres Umlaufvermögens entsprach.

Zum 31. Dezember 2014 machte unser Umlaufvermögen 3,1% unseres Gesamtvermögens aus und bestand hauptsächlich aus Zahlungsmitteln und Zahlungsmitteläquivalenten im Umfang von EUR 21,4 Millionen, was 31,6% unseres Umlaufvermögens entsprach, Forderungen aus Lieferungen und Leistungen im Umfang von EUR 35,1 Millionen, was 51,8% unseres Umlaufvermögens entsprach. Nach Verkauf des Portals FRS24 im Jahr 2014 enthielt unser Umlaufvermögen zum 31. Dezember 2014 keine zur Veräußerung gehaltenen Vermögensgegenstände.

Zum 31. März 2014 enthielt unser Umlaufvermögen hauptsächlich Zahlungsmitteln und Zahlungsmitteläquivalenten im Umfang von EUR 32,2 Millionen, was 30,9% des Umlaufvermögens und 1,5% des Gesamtvermögens entsprach, Forderungen aus Lieferungen und Leistungen im Umfang von EUR 30,4 Millionen, was 29,2% unseres Umlaufvermögens und 1,4% des Gesamtvermögens entsprach, und zur Veräußerung gehaltene Vermögenswerte, im Umfang von EUR 23,9 Millionen, was 1,1% unseres Gesamtvermögens entsprach.

Finanzlage der OpCo

Im Geschäftsjahr 2013 enthielt unser Umlaufvermögen hauptsächlich Zahlungsmittel und Zahlungsmitteläquivalente im Umfang von EUR 117,1 Millionen, was 50,8% unseres Umlaufvermögens und 16,3% unseres Gesamtvermögens entsprach, Forderungen aus Lieferungen und Leistungen im Umfang von EUR 33,6 Millionen, was 14,6% unseres Umlaufvermögens und 4,7% unseres Gesamtvermögens entsprach, und zur Veräußerung gehaltene Vermögenswerte im Umfang von EUR 69,1 Millionen,

		was 30,0% unseres Umlaufvermögens und 9,6% unseres Gesamtvermögens entsprach. Der Anstieg bei den zur Veräußerung gehaltene Vermögenswerten wurde durch eine Neuzuordnung der Vermögenswerte der Scout24 International Management AG, unseres früheren schweizerischen Unternehmens, von Vermögenswerten des Anlagevermögens (nach der Equity-Methode bilanziertes Unternehmen) zu Vermögenswerten den Umlaufvermögens (als zur Veräußerung gehalten) verursacht. Weiter gab es einen Zuwachs bei den Forderungen aus Cash-Management, die den Verbindlichkeiten aus einer zu diesem Zeitpunkt mit DTAG bestehenden Cash-Pooling-Vereinbarung (mit entsprechendem Zuwachs bei Zahlungsmitteln und Zahlungsmitteläquivalenten) entsprachen, und einen Zuwachs bei den Forderungen aus Lieferungen und Leistungen im Bereich IS24 und eine Neugestaltung der Abrechnung im Bereich AS24. Im Geschäftsjahr 2012 enthielt unser Umlaufvermögen hauptsächlich Zahlungsmittel und Zahlungsmitteläquivalente im Umfang von EUR 99,7 Millionen, was 73,3% unseres Umlaufvermögens und 14,6% unseres Gesamtvermögens entsprach, Forderungen aus Lieferungen und Leistungen im Umfang von EUR 27,8 Millionen, was 20,4% des Umlaufvermögens und 4,1% des Gesamtvermögens entsprach. In diesem Zeitraum gab es keine zur Veräußerung gehaltenen Vermögenswerte. ***Aktuelle Entwicklungen*** Seit Jahresbeginn ist unser Geschäft geprägt von der Einführung unseres Mitgliedschaftsmodells in IS24, einer Steigerung der Inseratsanzahl in AS24, zusätzliche Akquisitionen zur Erweiterung unseres Produktportfolios, der Einführung neuer Produkte und der Implementierung unseres OneScout24-Ansatzes, durch den Synergien aufgrund einer engeren Verbindung der operativen Tätigkeiten unserer Hauptgeschäfte IS24 und AS24. Diese Strategie hat sich als erfolgreich erwiesen. Am 8. September schlossen wir einen Vertrag, um die classmarkets GmbH, die Druckverlegern mittels Software-als-Service-Lösungen online Immobilienanzeigenportale anbietet, zu kaufen. Der Erwerb fand am gleichen Tag statt. Im September 2015 haben wir Scout24 Media auf Deutschlands größer Messe für digitales Marketing, der „digital marketing exposition & conference“ (dmexco), in Köln offiziell eingeführt. Scout24 Media wird wegen seines konzernweiten Anwendungsbereichs die Generierung von Leads und den Verkauf von Werbeanzeigen antreiben und dazu beitragen, den Scout24-Konzern als ein führender Premium-, Daten-basierter Anbieter in Deutschland und Europa zu positionieren.
B.8	**Ausgewählte wesentliche Pro-forma-Finanzinformationen.**	Entfällt. Die Gesellschaft hat keine Pro-forma-Finanzinformationen erstellt.
B.9	**Gewinnprognosen oder -schätzungen.**	Entfällt. Die Gesellschaft hat keine Gewinnprognose oder -schätzung erstellt.
B.10	**Beschränkungen im Bestätigungsvermerk zu den historischen Finanzinformationen.**	Entfällt. Die Bestätigungsvermerke zu den in dem Prospekt enthaltenen historischen Finanzinformationen wurden ohne Einschränkung erteilt. Der Bestätigungsvermerk für den 2012 Geprüfter OpCo-Konzernabschluss, den 2013 Geprüfter OpCo-Konzernabschluss, den 2014 Rumpfgeschäftsjahr Geprüfter OpCo-Abschluss und den 2013/2014 Rumpfgeschäftsjahr Geprüfter Asa NewCo-Abschluss enthalten jeweils einen erläuternden Abschnitt bezüglich einer Nachtragsprüfung.
B.11	**Nichtausreichen des Geschäftskapitals des Emittenten zur Erfüllung bestehender Anforderungen.**	Entfällt. Das Geschäftskapital des Emittenten reicht aus, um die bestehenden Anforderungen zu erfüllen.

C Wertpapiere

C.1	**Beschreibung von Art und Gattung der angebotenen und/oder zum Handel zuzulassenden Wertpapiere, einschließlich Wertpapierkennung.**	Auf den Namen lautende Stammaktien ohne Nennbetrag (*Stückaktien*), jeweils mit einem anteiligen Betrag des Grundkapitals von EUR 1,00 und voller Gewinnberechtigung ab 1. Januar 2015. International Securities Identification Number (ISIN): DE000A12DM80 Wertpapier-Kenn-Nummer (WKN): A12DM8 Common Code: 129346973
C.2	**Währung der Wertpapieremmission.**	Euro.
C.3	**Zahl der ausgegebenen und voll eingezahlten und der ausgegebenen, aber nicht voll eingezahlten Aktien.**	Das Grundkapital der Gesellschaft beträgt zum Datum des Prospekts EUR 100 Millionen und ist eingeteilt in 100 Millionen auf den Namen lautende Stückaktien ohne Nennbetrag (*Stückaktien*).
	Nennwert pro Aktie, bzw. Angabe, dass Aktien keinen Nennwert haben.	Jede Aktie hat einen anteiligen Betrag des Grundkapitals von EUR 1,00.
		Alle Aktien, die zum Datum des Prospekts ausgegeben werden, und alle Aktien die vor der Handelsaufnahme emittiert werden, werden vollständig eingezahlt sein.
C.4	**Beschreibung der mit den Wertpapieren verbundenen Rechte**	Jede Aktie der Gesellschaft berechtigt zu einer Stimme in der Hauptversammlung der Gesellschaft und ist ab dem 1. Januar 2015, d. h. für das zum 31. Dezember 2015 endende Geschäftsjahr und für sämtliche folgende Geschäftsjahre, in voller Höhe gewinnberechtigt.
C.5	**Beschreibung aller etwaigen Beschränkungen für die freie Übertragbarkeit der Wertpapiere.**	Entfällt. Mit Ausnahme der unten unter E.5 beschriebenen Lock-up-Vereinbarungen bestehen keine Einschränkungen der Übertragbarkeit der Aktien der Gesellschaft.
C.6	**Angabe, ob für die angebotenen Wertpapiere die Zulassung zum Handel in einem geregelten Markt beantragt wurde bzw. werden soll, Nennung aller geregelten Märkte, in denen die Wertpapiere gehandelt werden oder werden sollen.**	Die Gesellschaft wird voraussichtlich am 21. September 2015 die Zulassung ihrer Aktien zum Handel im regulierten Markt an der Frankfurter Wertpapierbörse sowie gleichzeitig zum Teilbereich des regulierten Markts mit weiteren Zulassungsfolgepflichten (Prime Standard) beantragen. Der Zulassungsbeschluss in Bezug auf die Aktien der Gesellschaft wird voraussichtlich am 29. September 2015 erteilt werden. Der Handel mit den Aktien der Gesellschaft an der Frankfurter Wertpapierbörse wird voraussichtlich am 1. Oktober 2015 aufgenommen werden.
C.7	**Beschreibung der Dividendenpolitik.**	Wir gehen nicht davon aus, dass wir Dividenden ausschütten werden, bevor unsere Nettoverschuldung das 2,5-fache EBITDA aus gewöhnlicher Geschäftstätigkeit, das wir in den letzten 12 Monaten erwirtschaftet haben, unterschreitet. Um das Verhältnis von Nettoverschuldung zu EBITDA aus gewöhnlicher Geschäftstätigkeit zu bestimmen, werden wir zu gegebener Zeit das EBITDA aus gewöhnlicher Geschäftstätigkeit für die vorangegangenen aufeinanderfolgenden 12 Monate feststellen. Soweit diese Voraussetzung erfüllt ist, werden wir unter Berücksichtigung unserer Profitabilität, der Cash

		Flows und der geplanten Investitionen eine angemessene Beteiligung der Aktionäre in Form einer Dividende oder auf andere Weise prüfen. Nach Maßgabe des syndizierten Senior Facilities Agreement ("**SFA**"), und vorbehaltlich üblicher Ausnahmen, darf die Gesellschaft keine Dividenden an ihre Aktionäre ausschütten, wenn und soweit das Verhältnis von konsolidierter Nettoverschuldung und konsolidiertem EBITDA (das wie unser EBITDA aus gewöhnlicher Geschäftstätigkeit definiert wird) des S24-Konzerns zum Ende des dem Quartal, in dem die relevante Ausschüttung erfolgt, vorangehenden Dreimonatszeitraums (unter Berücksichtigung dieser Ausschüttung) 4,00:1,00 (oder, wenn die Ausschüttung aus einbehaltenem überschüssigen Cashflow erfolgt, 4,25:1,00) übersteigt oder übersteigen würde.
D	**Risiken**	
		Anleger sollten bei ihrer Entscheidung über eine Anlage in Aktien der Gesellschaft die nachfolgend beschriebenen Risiken sowie die übrigen in dem Prospekt enthaltenen Informationen eingehend berücksichtigen. Der Marktpreis der Aktien der Gesellschaft könnte bei Eintritt jedes einzelnen dieser Risiken fallen; in diesem Fall könnten die Anleger ihre Anlagen ganz oder teilweise verlieren. Die folgenden Risiken könnten allein oder zusammen mit weiteren Risiken und Unsicherheiten, die der Gesellschaft derzeit nicht bekannt sind oder die sie derzeit als unwesentlich erachtet, die Geschäfts-, Finanz- und Ertragslage des S24-Konzerns erheblich beeinträchtigen. Die Reihenfolge, in der die Risikofaktoren dargestellt sind, stellt weder eine Aussage über die Eintrittswahrscheinlichkeit noch über die Bedeutung und Höhe der Risiken oder das Ausmaß der möglichen Beeinträchtigung des Geschäfts des S24-Konzerns dar. Die genannten Risiken könnten einzeln oder kumulativ eintreten.
D.1	**Zentrale Angaben zu den zentralen Risiken, die dem Emittenten oder seiner Branche eigen sind.**	***Markt- und geschäftsbezogene Risiken*** Unsere Rentabilität hängt entscheidend davon ab, ob wir unsere führenden Marktpositionen halten können, insbesondere die führende Position unseres ImmobilienScout24-Segments in Deutschland. Sollten wir diese Marktpositionen nicht halten können, könnte unsere Preisgestaltung und unser Umsatz zurückgehen und unser Geschäft beeinträchtigen. Wir sind in einem sehr wettbewerbsintensiven Umfeld tätig. Unser Geschäftsmodell ist anfällig für kurzfristige Veränderungen der Wettbewerbsdynamik. Unsere Kunden könnten durch Wettbewerber, die andere Geschäftsmodelle oder Preisgestaltungen verfolgen, dazu bewogen werden, deren Plattformen anstelle von unseren zu nutzen. Besonders Anzeigenportale auf horizontaler Wettbewerbsebene (etwa ebay Kleinanzeigen) könnten in den Immobilien- oder Automobilanzeigenmarkt vordringen oder ihre Aktivitäten darin verstärken oder auch große, im Internet agierende Gesellschaften (etwa Google oder Facebook) könnten deren großen Nutzerkreis und dessen Daten nutzen, um eine starke Kundenbasis zu vergleichsweise geringen Kosten zu etablieren. Wir sind von unserer Marke und unserem Ruf stark abhängig. Jede Beschädigung unserer Marke oder Reputation, insbesondere von Lizenznehmern, könnte zu einem Vertrauensverlust unserer Zielgruppe und kostenintensiven Maßnahmen führen, um solche Effekte abzuschwächen. Wir sind davon abhängig, dass unsere Zielgruppe unsere Portale und unseren Service gegenüber denen unserer Konkurrenten bevorzugt, wodurch zusätzliche Investitionen erforderlich werden können. Schwierige Bedingungen im gesamtwirtschaftlichen Umfeld können unser Geschäft beeinträchtigen.

Unsere strategischen Initiativen, einschließlich wachstumsfördernde oder kostenreduzierende, können fehlschlagen.

Unsere Akquisitionen und Veräußerungen können die erwarteten Ergebnisse möglicherweise nicht erzielen oder uns mit erheblichen Kosten belasten.

Technische Veränderungen können unser Geschäft oder die Märkte, in denen wir tätig sind, stören und zu höheren Ausgaben oder dem Verlust von Kunden führen. Beispielsweise könnten Wettbewerber zu jeder Zeit neue Produkte oder Leistungen einführen, die unsere Produkte und Leistungen oder unser Geschäftsmodell nicht mehr wettbewerbsfähig oder sogar überflüssig machen. Um mit technologischem Fortschritt mitzuhalten, könnten höhere Ausgaben für die Entwicklung und Verbesserung unserer Technologie erforderlich werden.

Die Sicherheit der Kundeninformationen, die bei uns gespeichert sind, oder das Funktionieren unserer Portale und unserer allgemeinen Systeme können gefährdet sein, wodurch unsere Marke und Reputation beschädigt werden und ein Verlust von Kundenvertrauen und Nachfrage nach unseren Leistungen eintreten könnte.

Wir sind von unseren Kooperationspartnern abhängig. Möglichweise können wir diese wichtigen Beziehungen nicht aufrechterhalten. Kooperationspartner sind etwa Telekommunikationsanbieter, Datendienstleister (etwa Google maps) und andere Drittunternehmen für Schlüsselfunktionen, um unsere Internetseiten zu betreiben und unsere Produkte und Leistungen Kunden anzubieten. Jede Beendigung dieser Leistungen könnte unsere Fähigkeit, unser Geschäft auszuüben, beeinträchtigen und unsere Reputation beschädigen.

Wir sind von unseren Systemen, Mitarbeitern und bestimmten Geschäftspartnern abhängig. Ausfälle können unsere Tätigkeit erheblich beeinträchtigen.

Wir sind von der Verfügbarkeit und der Leistung von hochqualifizierten Führungs- und anderem Personal sowie von einer flexiblen Unternehmenskultur abhängig. Ein Verlust solcher Personen oder unserer Unternehmenskultur könnte unsere Marktstellung und unser Geschäft nachteilig beeinflussen.

Risiken im Zusammenhang mit unserer Finanzierungsstruktur

Unser Senior Facilities Agreement führt zu Einschränkungen, die unsere operative Flexibilität und Finanzierungsmöglichkeiten erheblich einschränken können. Insbesondere könnten wir keine zusätzlichen Verbindlichkeiten aufnehmen, wodurch unsere Fähigkeit zu weiteren Akquisitionen und anderen Geschäftsaktivitäten beschränkt sein könnte.

Wir haben zum 30. Juni 2015 ausstehende Verbindlichkeiten in Höhe von EUR 995 Millionen unter unserem Senior Facilities Agreement, die in den Jahren 2021 und 2022 fällig werden. Es gibt keine Gewissheit, dass wir bei Fälligkeit diese Verbindlichkeiten zurückzahlen oder refinanzieren können.

Unsere Fähigkeit, unsere Verbindlichkeiten zu bedienen oder zu refinanzieren und Betriebskapital, Mietzahlungen und Investitionen zu finanzieren, hängt ab von unserer Fähigkeit, ausreichende Kapitalflüsse aus unserer Tätigkeit zu erzeugen. Sollten dazu künftige Kapitalflüsse nicht ausreichen, könnten wir gezwungen sein, Geschäftsaktivitäten oder Investitionen aufzuschieben und/oder zusätzliche Verbindlichkeiten einzugehen oder Eigenkapital aufzunehmen, die womöglich nicht zu günstigen Bedingungen verfügbar sein könnten.

Unsere Fähigkeit, Dividenden auszuschütten, wird von mehreren Faktoren abhängig sein, einschließlich Beschränkungen bei der Ausschüttung oder der Gewinnabführung von unseren Tochterunternehmen und Beschränkungen unter unseren Finanzinstrumenten.

Rechtliche, regulatorische und steuerliche Risiken

Wir sind betroffen von einer Vielzahl von Gesetzen und Reglementierungen, von denen viele noch nicht eindeutig oder noch in der Entwicklung sind, und zu einem Verlust von Kunden oder Nutzern oder der Anzahl von auf unseren Portalen vorhandenen Inseraten führen könnte. Beispielsweise trat am 1. Juni 2015 eine Gesetzesänderung in Kraft, wonach die Verpflichtung zur Zahlung der Maklerprovision nicht mehr per se den Mieter trifft, sondern denjenigen, der die Maklerdienstleistung in Anspruch genommen hat (sogenanntes Bestellerprinzip). Diese Änderung könnte die Bereitschaft von Vermietern, Maklerdienstleistungen in Anspruch zu nehmen, erheblich einschränken.

Wir können dabei scheitern, unser geistiges Eigentum hinreichend zu schützen, oder wir können das geistige Eigentum Dritter verletzen. Gesetze zum Schutz von Patenten, Marken, Geschäftsgeheimnissen und Urheberschaft und vertragliche Beschränkungen könnten unberechtigte Nutzung oder Offenlegung unseres geistigen Eigentums oder unserer Technologie nicht wirkungsvoll verhindern. Daher könnten unberechtigte Dritte versuchen, Merkmale unserer Internetseite, Software und Funktionsweise zu kopieren oder Informationen, die wir als unser Eigentum betrachten, zu erlangen und zu nutzen. Unsere Verletzung von geistiger Eigentumsrechte oder anderer Eigentumsrechte Dritter könnte zu Rechtsstreitigkeiten und damit verbundenen Kosten sowie Ersatzzahlungen führen.

Kartell- oder wettbewerbsrechtliche Klagen oder Ermittlungen können Änderungen unseres Geschäftsbetriebes notwendig machen. Die Verteidigung gegen solche Klagen kann teuer sein. Da wir auf mehreren Märkten in ganz Europa eine führende Stellung einnehmen, ist das Risiko von Klagen/Rechtsstreitigkeiten erhöht.

Unser Compliance-Programm und unsere Compliance-Organisation können uns möglicherweise nicht vor Risiken schützen. Solche Risiken könnten sich aus unlauteren Geschäftspraktiken, Verstößen gegen geltendes Recht, Korruption und Betrug, einschließlich Einkaufspraktiken, oder aus anderen nachteiligen Folgen der Nichteinhaltung geltender Bestimmungen innerhalb unseres Unternehmens oder durch oder im Namen unserer Mitarbeiter ergeben und zu einer Schädigung unseres Ansehens führen oder uns Geld- oder Schadenersatzforderungen aussetzen.

In zahlreichen Fällen verwenden wir sowohl standardisierte Einkaufs-, Verkaufs- und Lieferverträge als auch standardisierte allgemeine Geschäftsbedingungen. Dies erhöht das Risiko, dass solche Vertragsbedingungen unwirksam und infolgedessen nicht durchsetzbar sind. Da die rechtlichen Rahmenbedingungen einem stetigen Wandel unterliegen, insbesondere im Hinblick auf Gerichtsentscheidungen in Bezug auf allgemeine Geschäftsbedingungen, ist es uns nicht möglich, uns vollständig gegen diesbezügliche rechtliche Nachteile zu schützen, die sich aus der Unwirksamkeit von Klauseln oder Vereinbarungen ergeben.

Wir können verpflichtet werden, zusätzliche Steuern oder andere Abgaben zu zahlen aufgrund von steuerlichen Betriebsprüfungen, Änderungen im Steuerrecht, der Auslegung und Anwendung desselben oder Änderungen unseres effektiven Steuersatzes. Organisationsbedingte Änderungen können zu höheren Steueraufwendungen führen. Insbesondere werden wir nicht mehr gemeinsam mit der DTAG veranlagt, sondern wir werden mit der

		Gesellschaft eigenständig als beherrschendes Unternehmen einer Steuergruppe besteuert, die gemeinsam mit der OpCo gegründet wurde. Aus diesem Grund und wegen der künftigen Stellung der Gesellschaft als börsennotiertes Unternehmen müssen wir unsere Steuerangelegenheiten neu bewerten und gegebenenfalls anpassen, was auch das Einreichen von Steuererklärungen, die ordnungsgemäße Bewertung von Steuerrisiken und die Berechnung von Steuerrückstellungen und latenten Steuern umfasst, die allesamt mit erhöhten Ausgaben/Kosten verbunden sein können. ***Risiken aufgrund der Aktionärsstruktur, des Angebots und der Börsennotierung*** DTAG und Asa HoldCo können weiterhin erheblichen Einfluss auf uns ausüben. Ihre Interessen können den Interessen anderer Aktionäre zuwiderlaufen. So ist es beispielsweise möglich, dass sich die Interessen der Kontrollierenden Aktionäre auf der einen Seite und die anderer Gesellschafter auf der anderen Seite gegenüberstehen. Dies könnte sich maßgeblich auf den Aktienpreis der Gesellschaft auswirken, wodurch es für die Gesellschaft wiederum schwieriger wird, zusätzliches Kapital überhaupt oder nur zu ungünstigen Bedingungen zu beschaffen. Die in dem Prospekt dargestellten Finanzinformationen können für unsere Ertragslage als in Zukunft unabhängige börsennotierte Gesellschaft nicht repräsentativ sein. Da die Zusammensetzung der Gruppe in den letzten Jahren nicht gleich geblieben ist, sondern sich stetig verändert hat, spiegeln die in diesem Prospekt enthaltenen Finanzinformationen nicht unbedingt die Resultate wider, die unsere Geschäftsentwicklung, Finanzposition und Kapitalflüsse ergeben hätten, wenn wir während des gesamten dargestellten Zeitraumes ein Konzern gewesen wären. Die Einhaltung der Gesetze und Vorschriften für börsennotierte Unternehmen wird unseren Verwaltungsaufwand erhöhen. Dies wird höhere Kosten zur Folge haben und Kapazitäten des Managements binden.
D.3	**Zentrale Angaben zu den zentralen Risiken, die den Wertpapieren eigen sind.**	Zukünftige Verkäufe oder Verkaufserwartungen einer erheblichen Anzahl an Aktien oder ähnliche Transaktionen durch DTAG, H&F oder Blackstone oder durch andere Aktionärsgruppen, können einen negativen Effekt auf den Preis der Aktien haben. Die Aktien der Gesellschaft wurden bislang nicht öffentlich gehandelt und es besteht keine Gewähr, dass sich nach dem Börsengang ein liquider Markt entwickeln wird. Der Preis und das Handelsvolumen unserer Aktien können erheblich schwanken und Anleger können ihr Investment ganz oder teilweise verlieren. Das Angebot könnte nicht vollzogen werden und Anleger könnten gezahlte Erwerbsprovisionen verlieren und erheblichen Risiken aus etwaigen Leerverkäufen ausgesetzt sein. Zukünftige Aufnahmen von Fremd- oder Eigenkapital können den Kurs der Aktien nachteilig beeinflussen. Künftige Kapitalmaßnahmen können die Beteiligung unserer Aktionäre an der Gesellschaft erheblich verwässern.

E Angebot

E.1	**Gesamtnettoerlöse und geschätzte Gesamtkosten der Emission/des Angebots, einschließlich der geschätzten Kosten, die dem Anleger vom Emittenten oder Anbieter in Rechnung gestellt werden.**	Die Gesellschaft erhält den Erlös aus dem Verkauf von bis zu 8.500.000 auf den Namen lautenden Stückaktien ohne Nennbetrag, die durch eine Kapitalerhöhung gegen Bareinlage durch Beschluss der außerordentlichen Hauptversammlung am 17. September 2015 ausgegeben wurden und jeweils einen rechnerischen Anteil am Grundkapital in Höhe von EUR 1,00 und volle Dividendenberechtigung ab 1. Januar 2015 haben (die „**Neuen Aktien**"). Die Veräußernden Aktionäre erhalten, gemäß ihrer Beteiligung an diesem Angebot, den Erlös aus dem Verkauf von auf den Namen lautenden Stückaktien der Gesellschaft aus den Beständen der Veräußernden Aktionäre, jede solche Aktie mit einer rechnerischen Beteiligung in Höhe von EUR 1,00 am Grundkapital und mit voller Dividendenberechtigung ab dem 1. Januar 2015. Die Veräußernden Aktionäre bieten 36.000.000 auf den Namen lautende Stückaktien an und beabsichtigen, 21.000.000 Aktien davon im Rahmen einer Grundtransaktion zu platzieren (die "**Fixierten Sekundäraktien**"). Die Veräußernden Hautaktionäre haben darüber hinaus die Option, nach Beratung mit den Joint Global Coordinators, am Tag der Preisfestlegung (die "**Aufstockungsoption**") die Anzahl der Aktien, die sie und BMEP Ord platzieren, um bis zu 15.000.000 Aktien (im Falle der Platzierung solcher zusätzlicher Aktien, die "**Zusätzlichen Sekundäraktien**", und zusammen mit den Fixierten Sekundäraktien, die „**Sekundäraktien**") zu erhöhen. Falls diese Aufstockungsoption voll ausgeübt wird, würden die Verkaufenden Aktionäre 36.000.000 Sekundäraktien (die "**Maximalen Sekundäraktien**") verkaufen und würden die Erlöse aus dem Verkauf dieser Aktien erhalten. Die Veräußernden Hauptaktionäre erhalten zudem den Erlös aus einem etwaigen Verkauf von Mehrzuteilungsaktien (wie unter E.3 definiert), soweit die Greenshoe-Option (wie unter E.3 definiert) ausgeübt wird. Die Höhe des Erlöses und die Kosten im Zusammenhang mit dem Angebot sind abhängig vom Platzierungspreis (wie unter E.3 definiert), der auch die Höhe der Provisionen der Konsortialbanken bestimmt, und von der Anzahl der platzierten Neuen Aktien und Sekundäraktien (inklusive der Mehrzuteilungsaktien). Die Gesellschaft plant, einen Gesamtbruttoerlös aus dem Angebot der Neuen Aktien von ca. EUR 225 Millionen zu erzielen. Die Entscheidung, wie viele Neue Aktien platziert werden, wird am 28. September 2015 getroffen (siehe E.3 für weitere Informationen) und wird sich nach dem dann zu erwartenden minimalen Angebotspreis richten, der gemäß dem Fortschritt im Bookbuildingverfahren bestimmt wird. Die Gesellschaft wird die den Konsortialbanken geschuldete Provision bezüglich der Neuen Aktien sowie alle bis zum Zeitpunkt des Formwechsels, d.h. dem 10. September 2015, angefallenen Kosten, die im Zusammenhang mit dem Angebot stehen, tragen, sowie alle Kosten, die nach dem Tag des Formwechsels entstanden sind in Höhe des Verhältnisses, das die Neuen Aktien an der Gesamtzahl der Angebotsaktien (exklusive Mehrzuteilungsaktien) haben. Damit die Gesellschaft einen Gesamtbruttoerlös von ca. EUR 225 Millionen erzielt, müssten am unteren Ende der Preisspanne 8.500.000 Neue Aktien, in der Mitte der Preisspanne 7.571.428 Neue Aktien und am oberen Ende der Preisspanne 6.825.757 Aktien platziert werden. Ausgehend von einem Platzierungspreis (wie unter E.3 definiert) in der Mitte der Preisspanne, einer Platzierung der Fixierten Sekundäraktien und einer vollständigen Fälligkeit der ermessensabhängingen Gebühr bezüglich der Neuen Aktien, werden die den Underwritern geschuldete Provision EUR 6 Millionen und sonstige, von der Gesellschaft zu tragende Ausgaben ungefähr EUR 8 Millionen betragen, was zu einem Gesamtnettoerlös von ungefähr EUR 211,3 Millionen führt. Die Gesamtbruttoerlöse der Veräußernden Aktionäre hängen von der verkauften Anzahl an Sekundäraktien und dem Platzierungspreis (wie unter

E.3 definiert) ab. Die Veräußernden Aktionäre werden die den Underwritern geschuldete Provision bezüglich der verkauften Sekundäraktien und den darauf anfallenden Kostenanteil, der nach dem Tag des Formwechsels entstanden ist und im Zusammenhang mit dem Angebot entsteht, tragen im Verhältnis der Sekundäraktien zur Gesamtzahl der Angebotsaktien (wie unter E.3 definiert) (exklusive Mehrzuteilungsaktien). Zusätzlich werden die Veräußernden Aktionäre die Kosten ihrer eigenen Berater und damit in Zusammenhang anfallende Kosten tragen.

Ausgehend von einem Platzierungspreis (wie unter E.3 definiert) in der Mitte der Preisspanne und einer Platzierung der Fixierten Sekundäraktien, wird der Gesamtbruttoerlös zugunsten der Veräußernden Aktionäre EUR 625 Millionen betragen. Ausgehend von einer vollständigen Fälligkeit der ermessensabhängigen Gebühr bezüglich der Fixierten Sekundäraktien, werden die den Underwritern geschuldete Provision EUR 18 Millionen und die sonstigen, im Zusammenhang mit dem Angebot entstehenden und von den Veräußernden Aktionären zu tragenden Ausgaben EUR 6 Millionen betragen, was zu einem Gesamtnettoerlös für die Veräußernden Aktionäre von ungefähr EUR 601 Millionen führt.

Unter denselben Annahmen wie soeben, indes einem Verkauf der Maximalen Sekundäraktien, werden der Gesamtbruttoerlös für die Veräußernden Aktionäre EUR 1.071 Millionen und der Gesamtnettoerlös EUR 1.029 Millionen betragen.

Die Veräußernden Hauptaktionäre werden die Erlöse aus dem Verkauf der Mehrzuteilungsaktien erhalten und die den Underwritern geschuldete Provision im Umfang der Ausübung der Greenshoe-Aoption (wie unter E.3 definiert) tragen.

Anlegern werden keine Kosten durch die Gesellschaft, die Veräußernden Aktionäre oder die Konsortialbanken in ihrer Rolle als Konsortialbanken in Rechnung gestellt.

E.2a **Gründe für das Angebot, Zweckbestimmung der Erlöse, geschätzte Nettoerlöse.**

Die Gesellschaft beabsichtigt die Zulassung ihrer Aktien zum regulierten Markt der Frankfurter Wertpapierbörse und gleichzeitig die Zulassung zum Teilbereich des regulierten Markts mit weiteren Zulassungsfolgepflichten (Prime Standard), um einen besseren direkten Zugang zu den Kapitalmärkten zu erhalten und die Aktionärsstruktur breiter zu fächern. Die Gesellschaft wird den Gesamtnettoerlös in Höhe von EUR 211,3 Millionen verwenden, um die unter dem SFA bestehende Term Loan Facility B mit einem ausstehenden Betrag von EUR 595 Millionen mit Stand 30. Juni 2015 teilweise zurückzuzahlen, um dadurch die Finanzposition und die Eigenkapitalstruktur der Gesellschaft zu stärken und Wachstum zu fördern. Mit Stand 30. Juni 2015 betrug die Gesamtverschuldung unter dem SFA (einschließlich Term Loan Facility B und Term Loan Facility C) EUR 995 Millionen mit Endfälligkeit am 12. Februar 2021 (Term Loan Facility B) und am 20. April 2022 (Term Loan Facility C).

Die Veräußernden Aktionäre haben uns über ihre Absicht informiert, ihre Beteiligung an unserem Konzern zu reduzieren, indem sie die Sekundäraktien platzieren. Sie sind außerdem davon überzeugt, dass das Angebot im Interesse der Gesellschaft liegt, weil die Börsennotierung der Aktien Interesse potentieller Kunden, Nutzer und Arbeitnehmer weckt und neue Möglichkeiten zur Kapitalaufnahme bietet. Dessen ungeachtet werden die Veräußernden Aktionäre weiterhin eine wesentliche Beteiligung an der Gesellschaft halten (mindestens ungefähr 52,4% unter der Annahme, dass alle Neuen Aktien und alle Fixierten Sekundäraktien platziert werden und die Aufstockungsoption und die Greenshoe-Option (wie unter E.3 definiert) vollständig ausgeübt wird).

E.3	**Beschreibung der Angebotskonditionen.**	Das Angebot besteht aus insgesamt (i) 8.500.000 neu ausgegebenen, auf den Namen lautenden Stückaktien ohne Nennbetrag aus einer Kapitalerhöhung gegen Bareinlage in Höhe von bis zu EUR 8,500,000 durch Ausgabe von bis zu 8.500.000 auf den Namen lautenden Stückaktien, die am 17. September 2015 von der außerordentlichen Hauptversammlung der Gesellschaft beschlossen wurde (die Neuen Aktien), (ii) 36.000.000 bestehende auf den Namen lautenden Stückaktien der Gesellschaft aus den Beständen der Veräußernden Aktionäre (wovon 21.000.000 Aktien aus den Beständen der Veräußernden Aktionäre im Rahmen einer Grundtransaktion platziert werden sollen, mit der Option der Veräußernden Hauptaktionäre, die sie nach Beratung mit den Joint Global Coordinators am Tag der Preisfestlegung ausüben können, bis zu 15.000.000 zusätzliche Aktien aus ihren Beständen sowie aus den Beständen von BMEP Ord zu platzieren), jeweils mit einem anteiligen Betrag am Grundkapital in Höhe von EUR 1,00 und voller Gewinnberechtigung ab dem 1. Januar 2015, sowie (iii) bis zu 6.675.000 auf den Namen lautende Stückaktien ohne Nennbetrag aus den Beständen der Veräußernden Hauptaktionäre zur Deckung einer eventuellen Mehrzuteilung (die "**Mehrzuteilungsaktien**", und, zusammen mit den Neuen Aktien und den Sekundäraktien, die "**Angebotsaktien**"). Die Eintragung des Beschlusses über die Kapitalerhöhung wird bis zum 28. September 2015 erwartet. Am 28. September 2015 wird der Vorstand, mit am selben Tag zu erteilender Genehmigung des Aufsichtsrats, einen Beschluss über die Anzahl der auszugebenden Neuen Aktien treffen. Die Durchführung der Kapitalerhöhung betreffend die Neuen Aktien wird voraussichtlich am 29. September 2015 eingetragen. Für Zwecke der Zulassung zum Handel im regulierten Markt an der Frankfurter Wertpapierbörse mit gleichzeitiger Zulassung zum Teilbereich des regulierten Markts mit weiteren Zulassungsfolgepflichten (Prime Standard) bezieht sich der Prospekt auf bis zu 8.500.000 neu ausgegebene, auf den Namen lautende Stückaktien aus einer Kapitalerhöhung gegen Bareinlagen, die am 17. September 2015 von der außerordentlichen Hauptversammlung der Gesellschaft beschlossen wurde, und auf 100 Millionen auf den Namen lautende Stückaktien (das vorhandene Grundkapital der Gesellschaft), jeweils mit einem anteiligen Betrag am Grundkapital in Höhe von EUR 1,00 und voller Gewinnberechtigung ab 1. Januar 2015. Die Angebotsaktien sind mit denselben Rechten ausgestattet wie alle anderen Aktien der Gesellschaft und vermitteln keine darüber hinausgehenden Rechte oder Vorteile. Alle Aktien der Gesellschaft, einschließlich der Sekundäraktien, der Mehrzuteilungsaktien und der Neuen Aktien, unterliegen deutschem Recht. Dieses Angebot besteht aus erstmaligen öffentlichen Angeboten in der Bundesrepublik Deutschland und der Republik Österreich und Privatplatzierungen in bestimmten anderen Jurisdiktionen außerhalb der Bundesrepublik Deutschland und der Republik Österreich. In den Vereinigten Staaten von Amerika werden die Aktien zum Verkauf an qualifizierte institutionelle Anleger (Qualified Institutional Buyers) gemäß der Definition in und auf Grund von Rule 144A nach dem U.S. Securities Act von 1933 in der derzeit gültigen Fassung ("**Securities Act**") angeboten. Außerhalb der Vereinigten Staaten von Amerika werden die Aktien auf Grund von Regulation S nach dem Securities Act angeboten. Die Anzahl an Sekundäraktien, die letztendlich platziert werden wird, wird gemeinsam von der Gesellschaft und den Verkaufenden Aktionären nach Beratung mit den Joint Global Coordinators bestimmt in Abhängigkeit von der Nachfrage und auf Grundlage des Orderbuchs, das während des Bookbuilding-Verfahrens erstellt wird. Die Veräußernden Hauptaktionäre behalten sich das Recht vor, die Anzahl der von ihnen zu platzierenden Sekundäraktien untereinander aufzuteilen, sobald die Gesamtanzahl an zu platzierenden Sekundäraktien festgelegt worden ist.

Dieses Angebot beginnt voraussichtlich am 21. September 2015 und endet voraussichtlich am 30. September 2015 (i) um 12:00 Uhr (mitteleuropäische Sommerzeit) für Privatanleger und um (ii) 14:00 Uhr (mitteleuropäische Sommerzeit) für institutionelle Anleger (der "**Angebotszeitraum**").

Die Gesellschaft und die Veräußernden Aktionäre behalten sich das Recht vor, nach Beratung mit den Joint Global Coordinators die obere/untere Begrenzung der Preisspanne zu senken oder zu erhöhen und/oder den Angebotszeitraum zu verlängern oder zu verkürzen.

Die Preisspanne, innerhalb derer Kaufangebote abgegeben werden können, beträgt EUR 26,50 bis EUR 33,00 je Aktie. Die Gesellschaft wird den Platzierungspreis je Aktie zusammen mit den Veräußernden Aktionären nach Beratung mit den Joint Global Coordinators mit Hilfe eines Bookbuilding-Verfahrens voraussichtlich am oder um den 30. September 2015 festlegen (der "**Platzierungspreis**"). Der Platzierungspreis wird voraussichtlich durch verschiedene Medien mit Verbreitung im gesamten Europäischen Wirtschaftsraum (Medienbündel) und unter der Internetadresse der Gesellschaft (http://www.scout24.com/Boersengang/Boersengang.aspx) veröffentlicht werden.

Im Zusammenhang mit der Platzierung der Angebotsaktien wird Goldman Sachs International oder in ihrem Namen handelnde Personen als Stabilisierungsmanager auftreten; sie können im rechtlich zulässigen Rahmen Mehrzuteilungen vornehmen und Stabilisierungsmaßnahmen ergreifen, um den Marktpreis der Aktien der Gesellschaft zu stützen und dadurch einem etwaigen Verkaufsdruck entgegenzuwirken.

Im Rahmen möglicher Stabilisierungsmaßnahmen können Anlegern bis zu 6.675.000 weitere Aktien der Gesellschaft aus den Beständen der Veräußernden Hauptaktionäre als Teil der zu platzierenden Aktien zugeteilt werden (die "**Mehrzuteilungsaktien**"). Die maximale Anzahl an Mehrzuteilungsaktien wird 15% der Summe aus Neuen Aktien und Sekundäraktien betragen. Die Anzahl an Neuen Aktien ist abhängig vom Platzierungspreis, die Anzahl an Sekundäraktien davon, ob die Aufstockungsoption ausgeübt wird. Unter Annahme eines Platzierungspreises am oberen Ende der Preisspanne und der Platzierung der Fixierten Sekundäraktien, beträgt die maximale Anzahl an Mehrzuteilungsaktien 4.173.863 Stück. Unter Annahme eines Platzierungspreises am unteren Ende der Preisspanne und der Platzierung der Maximalen Sekundäraktien, beträgt die maximale Anzahl an Mehrzuteilungsaktien 6.675.000 Stück.

Um eine eventuelle Mehrzuteilung abdecken zu können, wird Goldman Sachs International für Rechnung der Konsortialbanken ein Aktiendarlehen durch die Veräußernden Hauptaktionäre gestellt in Höhe der Anzahl der Mehrzuteilungsaktien. Außerdem haben die Veräußernden Hauptaktionäre den Konsortialbanken eine Option eingeräumt, die darlehensweise zur Verfügung gestellten Aktien zum Platzierungspreis zu erwerben ("**Greenshoe-Option**"). Die Greenshoe-Option kann von Goldman Sachs International in der Funktion als Stabilisierungsmanager ausgeübt werden und endet 30 Kalendertage nach Beginn des Börsenhandels der Aktien.

Über die Zuteilung von Aktien an Privatanleger und institutionelle Anleger entscheiden die Gesellschaft und die Veräußernden Aktionäre nach Beratung mit den Joint Global Coordinators. Die endgültige Entscheidung liegt bei der Gesellschaft und den Veräußernden Aktionären. Zuteilungen erfolgen anhand der Qualität der einzelnen Anleger und einzelnen Aufträge sowie sonstiger wichtiger, in Abstimmung mit den Joint Global Coordinators festzulegender Zuteilungskriterien.

Der Übernahmevertrag, der voraussichtlich am 28. September 2015 zwischen der Gesellschaft, den Veräußernden Aktionären und jeder der Konsortialbanken geschlossen wird (der "**Übernahmevertrag**"), wird vorsehen, dass die Konsortialbanken unter bestimmten Umständen vom

		Übernahmevertrag zurücktreten können, und zwar auch noch nach Zuteilung und Notierungsaufnahme bis zur Lieferung und Abrechnung der Aktien. Sollte es zu einem Rücktritt vom Übernahmevertrag kommen, wird das Angebot nicht durchgeführt. Bereits erfolgte Zuteilungen an Anleger sind in diesem Fall unwirksam. Ein Anspruch auf Lieferung besteht in diesem Fall nicht. Ansprüche in Bezug auf bereits erbrachte Effektenprovisionen und im Zusammenhang mit der Zeichnung entstandene Kosten eines Anlegers richten sich allein nach dem Rechtsverhältnis zwischen dem Anleger und dem Institut, bei dem er sein Kaufangebot abgegeben hat. Sollten Anleger sogenannte Leerverkäufe vorgenommen haben, so tragen sie das Risiko, ihre Lieferverpflichtungen nicht erfüllen zu können.
E.4	**Beschreibung aller für die Emission/das Angebot wesentlichen Interessen, einschließlich Interessenkonflikten.**	Im Zusammenhang mit dem Angebot und der Börsennotierung der Aktien der Gesellschaft haben die Konsortialbanken eine vertragliche Beziehung mit der Gesellschaft und den Veräußernden Aktionären. Die Joint Global Coordinators beraten die Gesellschaft bei der Transaktion und koordinieren die Struktur und Durchführung der Transaktion. Die Konsortialbanken erhalten nach erfolgreichem Abschluss der Transaktion eine Provision. Die Höhe der Provision bestimmt sich nach dem Volumen des Angebots und dem Platzierungspreis. Daher haben die Konsortialbanken ein Interesse daran, eine möglichst hohe Zahl an Aktien zum höchstmöglichen Preis zu platzieren. Darüber hinaus wurden die Joint Global Coordinators zu den Designated Sponsors für die Aktien der Gesellschaft bestimmt und die Deutsche Bank Aktiengesellschaft, Frankfurt am Main, Deutschland, fungiert als Zahlstelle. Sie erhalten nur Provisionen, wenn das Angebot vollzogen wird und haben daher ein Interesse an der erfolgreichen Durchführung. Einige der Konsortialbanken haben derzeit Geschäftsbeziehungen mit Gesellschaften des S24-Konzerns und/oder den Altaktionären. So haben zum Beispiel einige der Konsortialbanken, unter anderem, Kredite an unsere Konzerngesellschaften vergeben: Barclays, Credit Suisse und Goldman Sachs International oder mit ihnen verbundene Unternehmen sind Parteien unseres SFA. Da die Erlöse für eine Rückzahlung von Verbindlichkeiten unter dem SFA verwendet werden, haben diese Konsortialbanken ein Interesse an der erfolgreichen Durchführung des Angebots. Die Veräußernden Aktionäre und ihre direkten und indirekten Gesellschafter haben ein Interesse daran, dass die Transaktion durchgeführt wird, da die Veräußernden Aktionäre den Erlös aus dem Verkauf der Fixierten Sekundäraktien und die Veräußernden Hauptaktionäre und BMEP Ord zudem den Erlös aus der Ausübung der Aufstockungsoption sowie die Veräußernden Hauptaktionäre den Erlös aus der Ausübung der Greenshoe-Option erhalten werden. Darüber hinaus wird die Gesellschaft den Teil der Erlöse, den sie aus dem Angebot erhält, zur Rückzahlung von Verbindlichkeiten verwenden, um ihre Finanzposition und Eigenkapitalbasis zu stärken und Wachstum zu fördern. Der Eigenkapitalwert der Anteile der Altaktionäre wird sich durch das Angebot um 21,7% oder EUR 1,48 pro Aktie erhöhen (berechnet als Nettobarwert bezogen auf die Mitte der Preisspanne und ohne Berücksichtigung der Erlöse aus der Ausübung der Greenshoe-Option). Daher haben die Altaktionäre ein Interesse daran, dass das Angebot zu den bestmöglichen Konditionen durchgeführt wird. Die Interessen der Konsortialbanken und der Altaktionäre stimmen dahingehend überein, dass sie alle ein Interesse an einer erfolgreichen Durchführung des Angebots zu möglichst vorteilhaften Konditionen haben.
E.5	**Name der Person/des Unternehmens, die/das das Wertpapier zum Kauf anbietet.**	Die Angebotsaktien werden von den Konsortialbanken (wie oben unter A.1 definiert) zum Kauf angeboten.

Lock-up-Vereinbarungen; die beteiligten Parteien und Lock-up-Frist.	Die Gesellschaft wird sich gegenüber den Konsortialbanken im Übernahmevertrag verpflichten, dass innerhalb eines Zeitraums, der am Tag der Unterzeichnung des Übernahmevertrags beginnt und sechs Monate nach dem ersten Handelstag der Aktien der Gesellschaft an der Frankfurter Wertpapierbörse endet, nicht ohne vorherige schriftliche Zustimmung der Joint Global Coordinators, die nicht unangemessen verzögert oder verweigert werden darf, eine Kapitalerhöhung der Gesellschaft aus genehmigtem Kapital anzukündigen oder durchzuführen; oder der Hauptversammlung eine Beschlussvorlage zu einer Kapitalerhöhung zu unterbreiten; oder die Begebung von Finanzinstrumenten, die in Aktien der Gesellschaft umgewandelt werden können oder Optionsrechte auf Aktien der Gesellschaft beinhalten, anzukündigen, durchzuführen oder einen Vorschlag zur Begebung zu unterbreiten; oder eine Transaktion durchzuführen oder eine Maßnahme einzuleiten, die wirtschaftlich den vorgenannten Maßnahmen entspricht, oder einer der vorgenannten Verhaltensweisen zuzustimmen. Im Übernahmevertrag oder in gesonderten Lock-up-Vereinbarungen werden sich MEP Ord und MEP Pref für einen Zeitraum von 12 Monaten und DTAG, Asa HoldCo, BMEP Ord, BMEP Pref und Scout Lux Management Equity für einen Zeitraum von sechs Monaten, jeweils ab dem Datum des ersten Handelstag der Aktien der Gesellschaft an der Frankfurter Wertpapierbörse, gegenüber den Konsortialbanken jeweils verpflichten, nicht ohne vorherige schriftliche Zustimmung der Joint Global Coordinators, die nicht unangemessen verzögert oder verweigert werden darf (mit Ausnahme der Kapitalerhöhung für die Neuen Aktien, von Geschäften mit verbundenen Unternehmen der Veräußernden Aktionäre für den verbleibenden Teil der Lock-Up-Frist der Veräußernden Aktionäre von bestimmten Geschäften zur Abdeckung von Steuerzahlungsverpflichtungen der Manager und den Verkauf von Aktien, die von MEP Ord und MEP Pref für vier frühere Manager von Scout24 gehalten werden), direkt oder indirekt Aktien oder andere Wertpapiere der Gesellschaft anzubieten, zu verpfänden, zuzuteilen, zu veräußern, auszuschütten oder anderweitig zu übertragen oder sich dazu zu verpflichten; dies umfasst auch Transaktionen, die einer Veräußerung von Wertpapieren wirtschaftlich gleichstehen, beispielsweise die Ausgabe von Optionen und Optionsscheinen, die in Aktien der Gesellschaft umgewandelt werden können; oder die Ankündigung, Ausführung oder Umsetzung einer Kapitalerhöhung der Gesellschaft oder einer direkten oder indirekten Platzierung der Aktien zuzustimmen oder zu veranlassen; oder direkt oder indirekt der Hauptversammlung eine Erhöhung des Kapitals der Gesellschaft zur Abstimmung vorzuschlagen oder zugunsten einer solchen Kapitalerhöhung abzustimmen; oder die Ankündigung, Ausführung oder Begebung von Finanzinstrumenten, die Optionen oder Optionsrechte beinhalten, welche in Aktien der Gesellschaft umgewandelt werden können; oder eine Transaktion durchzuführen oder eine Maßnahme einzuleiten, die wirtschaftlich den vorgenannten Maßnahmen entspricht, oder einer der vorgenannten Verhaltensweisen zustimmen. Die gleichen Verpflichtungen werden MEP Ord und MEP Pref gegenüber AsaHoldCo für einen Zeitraum von sechs Monaten übernehmen, der mit dem siebten Monat nach dem Datum des ersten Handelstags der Aktien der Gesellschaft an der Frankfurter Wertpapierbörse beginnt und nach dem zwölften Monat endet. Das Vorstehende gilt nicht für den Verkauf der Mehrzuteilungsaktien.

E.6	**Betrag und Prozentsatz der aus dem Angebot resultierenden unmittelbaren Verwässerung. Sich im Fall eines Zeichnungs-angebots an die existierenden Anteilseigner ergebender Betrag und Prozentsatz der unmittelbaren Verwässerung für den Fall, dass sie das Angebot nicht zeichnen.**	Der Buchwert des bilanziellen Eigenkapitals der Aktionäre der Gesellschaft (berechnet als Summe der Aktiva abzüglich Schulden) in der ungeprüften Bilanz auf Grundlage der ungeprüften Finanzinformationen der Gesellschaft zum 31. Juli 2015 betrug zum 31. Juli 2015 EUR 684,4 Millionen und würde, basierend auf 100 Millionen ausgegebenen Aktien der Gesellschaft unmittelbar vor dem Angebot, EUR 6,84 je Aktie betragen. Bei einem unterstellten der Gesellschaft zufließenden Gesamtnettoerlös aus dem Verkauf der Neuen Aktien in Höhe von rund EUR 211,3 Millionen – und unterstelltem Zufluss dieses Gesamtnettoerlöses bereits zum 31. Juli 2015 – hätte der so angepasste Buchwert des in der Zwischenbilanz der Gesellschaft zum 31. Juli 2015 ausgewiesenen bilanziellen Eigenkapitals EUR 895,6 Millionen betragen (basierend auf dem unteren Ende der Preisspanne); dies entspricht rund EUR 8,25 je Aktie (berechnet auf der Basis von 108.500.000 ausgegebenen Aktien nach vollständiger Durchführung der Kapitalerhöhung betreffend die Neuen Aktien). Dies entspräche einer unmittelbaren Verwässerung in Höhe von EUR 18,25 (68,9%) je Aktie für die Erwerber von Angebotsaktien, die am unteren Ende der Preisspanne gekauft haben. In der Mitte bzw. am oberen Ende der Preisspanne betrügen die entsprechenden Werte EUR 21,42 (72,0%) bzw. EUR 24,61 (74,6%).
E.7	**Schätzung der Ausgaben, die dem Anleger vom Emittenten oder Anbieter in Rechnung gestellt werden.**	Entfällt. Anlegern werden keine Kosten durch die Gesellschaft, die Veräußernden Aktionäre oder die Konsortialbanken in ihrer Rolle als Konsortialbanken in Rechnung gestellt.

1. RISK FACTORS

Prospective investors should carefully consider the risk factors set out below, together with the other information contained in this prospectus (the "Prospectus"), when deciding to invest in shares of Scout24 AG (hereinafter, also the "Company" or "S24 AG" and, together with its consolidated subsidiaries, the "S24 Group", the "Group" or "we", "our", "us"). The occurrence of any of these risks, individually or together with other circumstances, could have a material adverse effect on our business, results of operations and financial position. The sequence of risk factors set out below is not a statement about the likelihood of the risks materializing, degree or importance of the individual risks or the scope of any potential adverse effect on our business.

Various statements in the following risk factors are based on assumptions or judgments that could turn out to be incorrect, and contain forward-looking statements. Furthermore, other risks, facts or circumstances not currently known to us or which we currently deem immaterial could prove to be important and could have a material adverse effect on our business, results of operations, cash flow and financial position. The market price of our shares could decline if any of these risks were to materialize, in which case investors could lose all or part of their investment.

1.1 Risks Related to our Business and the Markets where we Operate

1.1.1 Our profitability greatly depends on us maintaining our leading market positions, in particular the No. 1 market position of our ImmobilienScout24 business in Germany.

We own and operate a number of leading online platforms specifically designed for both desktop computers and mobile devices. Through these platforms, we offer listings and additional products for both professional and private customers (both referred to as "**customers**"), search platforms and additional (unpaid and paid) services for professional and private (end) consumers (referred to as "**consumers**") as well as additional services and products for third parties. Our main businesses, the real estate classifieds platform ImmobilienScout24 ("**IS24**") and the automotive classifieds platform AutoScout24 ("**AS24**") currently enjoy leading positions among digital classifieds platforms: IS24 is the No. 1 in Germany in terms of listings and real estate professionals (both according to our estimates), as well as traffic (source: comScore, June 2015 (desktop only)). Furthermore, with its portals ImmobilienScout24.at and Immobilien.net, the Group also operates a leading Austrian real estate classifieds marketplace. ImmobilienScout24.at and Immobilien.net are on a combined basis the leading real estate classifieds marketplace in Austria (excluding general classifieds portals spanning across various categories) in terms of the sum of UMVs ("**UMVs**") and time spent (source: comScore, June 2015, desktop only, excluding duplications), as well as in terms of customers and listings (source: management estimates, excluding duplications). AS24 holds No. 1 positions in Italy, Belgium (including Luxembourg) and the Netherlands, and a No. 2 position in Germany, each based on listings (source: Autobiz, June 2015). However, maintaining these positions is not guaranteed; a decrease in the number of listings on any of our platforms may render that platform less attractive to consumers, and in turn less attractive to customers, and vice versa.

As market leader among digital real estate classifieds platforms in Germany (in terms of listings and real estate professionals (both according to our estimates) as well as traffic (source: comScore, June 2015 (desktop only)) and as a leading real estate classifieds marketplace in Austria, IS24 contributed 68.1% and 67.5%, respectively, to our external revenues from Core operations in the three-month period ended March 31, 2014 (Scout24 Holding GmbH ("**OpCo**")) and the short financial year ended December 31, 2014 (Asa NewCo GmbH ("**Asa NewCo**")), respectively. We believe that holding the No. 1 position in a digital market significantly enhances the value proposition to customers and consumers, as a high number of customers attracts more consumers and vice versa. As a result of these strong network effects, the market leader benefits from considerable pricing headroom and operating leverage and is frequently able to achieve superior returns relative to its competitors. In our experience, there is a pronounced difference in profitability between a No. 1 player (such as our IS24 business in Germany) and a No. 2 player, with a substantial premium enjoyed by the No. 1 player. In management's experience, it is very difficult to achieve an attractive EBITDA margin with a number three or lower market position.

Therefore, if we are unable to maintain our current No. 1 or No. 2 market positions, in particular the No. 1 market position of IS24 in Germany, our pricing headroom may decrease significantly and our business, financial condition and results of operations could be materially adversely affected.

1.1.2 We operate in a highly competitive environment, and our business model is susceptible to rapid changes in the competitive dynamics.

We operate in a highly competitive environment with relatively low technical and financial barriers to entry. We compete with (i) vertical digital platforms which are often active exclusively in our segments and markets such as real estate classifieds platforms (such as e.g. Immowelt.de and Immonet.de in Germany, which were combined in 2015 under the auspices of Immowelt Holding AG ("**IWH**")) and automotive classifieds platforms (such as e.g. mobile.de), (ii) horizontal digital platforms which offer listings products for multiple product categories (such as e.g. eBay Kleinanzeigen in Germany or subito.it in Italy) and (iii) traditional offline players such as newspapers, magazines, advertising circulars or agent networks (such as e.g. Auto BILD in Germany). Existing or new competitors could leverage their user base, technological capabilities, greater spending power or other factors to develop superior products, attract greater audiences and achieve greater market penetration in terms of listings. They could thereby improve their relative market position and, notably, threaten our critically important No. 1 and No. 2 market positions. They may also put pressure on us which might require us to cancel planned increases in the prices we charge our customers, to reduce such prices or to increase our marketing and sales expenditure. Any such development could have a material adverse effect on our business, financial condition or results of operations.

The success of our business model and profitability relies heavily on our No. 1 and No. 2 market positions. Digital classifieds businesses may attempt to improve their market position by increasing their marketing spend, through business combinations or by offering their services at lower rates or for free, which may intensify price competition across the industry. By way of example, the combination of our two closest real estate classifieds competitors, Immowelt and Immonet, in June 2015, significantly improved their relative market position of their combined businesses. As a consequence, IS24 may cease to be perceived as the market leader in some regions with potentially damaging consequences for the competitive position of IS24 in Germany. The combination may also allow IWH to reduce operating costs by realizing post-merger synergies or to pursue aggressive pricing and marketing strategies that could require us to lower our prices, suspend planned price increases or increase our marketing and sales spend to avoid higher customer churn, thereby materially adversely affecting our profitability. The market share and revenues of our IS24 business may also come under pressure if real estate professionals cooperate to launch new classifieds platforms, as they did in the UK market in January 2015 through OnTheMarket.com ("**OTM**"), an estate agent-owned online real estate classifieds portal. AS24 is subject to strong competitive pressure by the market leader, mobile.de. AS24's strategy will depend significantly on the behavior of that competitor, which we cannot predict or directly influence. If AS24 has to lower its prices to remain attractive and avoid losing customers, this may reduce its EBITDA margin.

Horizontal digital classifieds businesses such as eBay Kleinanzeigen in Germany or subito.it in Italy may enter or intensify their activities in the property and car classifieds market with a view to leveraging their often sizeable user bases and attracting additional traffic to their platforms. Most horizontal digital classifieds businesses do not operate leading real estate or car platforms; such operators could – and e.g. in case of eBay Kleinanzeigen do – offer their classifieds listings products for free or at significantly lower costs than we currently do in order to build a leading platform in terms of listings, traffic, and customers. Any such development that led to a material change in the listing volumes on our competitor sites, or our own site, could force us to increase our marketing spend and could have a medium to large impact on our ability to monetize certain segments of listings. Such an increase in costs or reduction in yield may be irreversible and materially affect our profitability. The horizontal platform eBay Kleinanzeigen derives its listings from listings posted directly on eBay Kleinanzeigen by professional and private listers, as well as listing syndication agreements with other classifieds platforms. Recently, the total number of German real estate listings available on eBay Kleinanzeigen decreased, according to our estimate, due to the downgrade of an important syndication agreement. However, according to our estimate, eBay Kleinanzeigen has grown the number of private listings posted directly on its website in Germany, benefitting from their free offer and the print-to-online migration of general classifieds. This trend could even be increased by a recent amendment to German tenancy law. The newly introduced so-called Bestellerprinzip shifts the burden to pay an agent's commission for rental properties from the tenant to the party ordering the service of the agent which previously, in most cases, was the landlord (see also "*–1.3.1 We are affected by a variety of laws and regulations, many of which are unsettled and still developing*."). As a result, private and professional listers, who are not willing to pay agents might no longer use their services and instead opt to list their property free of charge on eBay Kleinanzeigen to the detriment of the number of listings posted on IS24. Since our IS24 business generated 68.1% and 67.5% of our external revenues of Core operations in the three-month period ended March 31, 2014 (OpCo) and the short financial year ended December 31, 2014 (Asa NewCo), respectively, a disruption of the German market for property listings could be particularly damaging to our business.

In addition to horizontal sales platforms, large internet companies such as Google, Facebook or Yahoo! may enter the online classifieds market, leveraging their vast user communities, data bases and applications such as Google Street View. Their technological capabilities, high brand recognition and enormous financial resources may allow them to offer highly innovative products and pursue aggressive pricing strategies over extended periods of time, thereby disrupting the markets where we operate and gaining market share at our expense. They may also use their existing products to assist their entry into our markets, for instance, if Google were to alter its search algorithm to our disadvantage. Similarly, internet companies may use crawlers to search, catalogue and aggregate the listings on our platforms, which may enable them to generate significant user traffic to their websites and, in turn, compete with us for listings by real estate professionals or dealers. Any such move may put severe pressure on our platforms and could materially adversely affect our business, financial condition and results of operations.

1.1.3 We are heavily dependent on our brand and reputation.

We rely heavily on the "Scout24" brand and its derivations IS24 and AS24. Awareness and perceived quality and differentiation of our Scout24 brands are critical aspects of our efforts to attract and expand the number of our consumers and advertising customers. If we fail to maintain, protect or enhance our brands, we may be required to increase our marketing or sales efforts, which could come at a great cost or prove unsuccessful in avoiding customer churn. If, for instance, any of the risks described in the Prospectus materialize and result in negative media publicity about us, this may damage our reputation, lead to a loss of trust amongst our target audiences of customers and consumers, who may in turn curtail use of our products and services and reduce their advertising on our platforms, significantly tarnish our brand, or require expensive campaigns to mitigate and reverse the effects of such media fallout. We are also party to license agreements, pursuant to which third parties hold long-term rights to use trademarks we hold (such as TravelScout24, JobScout24, and FriendScout24), and the rights to the Scout24 brand, including its derivations in Switzerland. We do not have control over these third parties and their use of the licensed trademarks, and any inappropriate behavior by these third parties, including their use of these trademarks, may have significant negative spill-over effects on our Scout24 brand. Any damage to our Scout24 brand, any of our other brands or our reputation could materially adversely affect our business, financial condition and results of operations.

1.1.4 We depend on our target audiences choosing and preferring to utilize our platforms and services over those of our competitors, which could require additional investments.

We depend on our audiences to choose our platforms to list and search for information, purchase additional services and to prefer our offerings over the offerings of our competitors. This requires us to maintain comprehensive, accurate and timely listing information. In addition, internet users are growing more and more sophisticated and real estate professionals and other customers on our platforms are becoming increasingly demanding. Therefore, we need to continuously develop new products and services adapted to changing customer and consumer demand (interaction with customers and consumers through mobile devices) and to make continuous and costly investments in the technological development of our user interfaces and systems. We may fail to anticipate customer and consumer preferences and to develop corresponding products, or to meet the demand for a pleasant and efficient consumer and customer experience. Our customers must be assured that we generate enough enquiries about the items listed to justify the incurred listing costs, and our consumers must also be assured that there are enough items listed on our platforms for them to view a wide selection. It may require additional, unforeseen investments to attract customers to our portals. If our platforms, including our mobile offering, no longer attract a significant amount of consumers and/or customers, the number of listings and visitors may decrease, potentially setting off a downward spiral resulting in further reductions in the number of visitors or listings, and reducing our opportunity to generate listing revenues and revenues from adjacent products and services. Any such development could materially adversely affect our business, financial condition and results of operations.

1.1.5 Difficult conditions in the macroeconomic environment may adversely affect our business.

We derive the vast majority of our revenues from the German and Austrian real estate markets and the European automotive market. Our principal paying customers are real estate professionals, private property owners and car dealers as well as other advertising clients. Any development that reduces the advertising spend or the demand for classifieds listings in the real estate or automotive markets, or a slowdown in the German or European economy, may adversely affect our business. For example, economic crises such as the financial crisis and the Euro crisis, government austerity programs and any softening of the economy in any of the markets we operate in, may reduce the number of real estate or automobile transactions, force real estate professionals/dealers out of business or reduce the ability or willingness of our clients to pay for our products and services. The same applies for an excessive demand for properties, which may reduce the demand for advertising and listing opportunities. Any macroeconomic development, including any changes in unemployment rates, the interest rate environment or the underlying real estate and automotive markets, could materially adversely affect our business, financial condition and results of operations.

Our IS24 business may be negatively affected by a declining real estate market and a reduction in transaction volumes. If central banks were to raise the currently low interest rates, the ability to transact in real estate may be adversely affected. In addition, a reduction in the spending capacity of potential property sellers or real estate professionals may make them more price-sensitive and they may prefer free-of-charge platforms over our products and services. A booming real estate market with a high demand for properties also results in risks for us, as real estate professionals and private sellers can easily find buyers and transaction cycles are fast. Therefore, real estate professionals may reduce their demand for subscriptions for our listings which may reduce the attractiveness of our offerings. To illustrate, parts of the German real estate market, our most important market, are currently characterized by a very high demand for available properties (mainly due to low construction activity, the low interest rate environment and high demand on property seekers' side). The resulting imbalance on the property market may reduce the demand for listings and our ability to generate revenues.

Our AS24 business may also be adversely affected by economic downturns, as the traffic on our platforms and the volume of transactions may decrease over time. If dealers lower their marketing budgets in recessionary environments, as may happen in Spain and Italy, they may demand lower prices from us or opt for competitors that offer less expensive or free listing services. Similarly, the advertising budgets of original equipment manufacturers ("**OEMs**"), from which our AS24 business derives a significant portion of its revenues may under certain circumstances be volatile and subject to the state of the automotive industry, which is cyclical in nature.

1.1.6 Any of our strategic initiatives, aiming at growing our business or improving our cost base, may fail.

Our success will depend in large part on our ability to expand our products and markets, and grow our business in response to changing technologies, consumer and customer demands, and competitive pressures. New initiatives concerning our business platform or web platforms may fail to achieve the targeted financial results and other performance indicators or lead to unexpected difficulties or costs. For example, we aim to create a unified one scout organization (OneScout24 approach) and to leverage functions that are relevant to IS24 and AS24 as well as group functions. We intend to benefit from a common approach to product development to maximize our knowledge and best-practice throughout the segments and to establish common operations for our IT, sales and customer care. If we are not able to achieve the business synergies we are aiming for and/or fail to respond to changing technologies and consumer and customer demands, we may lose market shares and incur high costs. In addition, we are in the process of moving our IS24 and AS24 platforms to a modern public cloud system, which requires increased operational expenditure in the amount of about EUR 4 million in total. The transition requires the old and the new platforms to run parallel until the migration is completed. This process may fail, be delayed or prove unsustainable when terminated. Furthermore, we may also incur higher than the projected costs during the process and our projected future annual cost savings may be lower than expected. Going forward, the joint product development process could be more time-consuming because of an increased necessity of communication and coordination. In addition, the OneScout24 approach raises the potential impact of an outage of the common platform, which would equally affect the businesses of AS24 and IS24.

Our strategy is based on ensuring steady growth in our revenues and profits, which depend on the continued growth of our classifieds platforms and a corresponding shift from offline to online advertising (see also "*1. Risk Factors–1.1 Risks Related to our Business and the Markets where we Operate–1.1.8 Technological changes may disrupt our business and the market we operate in.*"). Our ability to grow our revenues and profits depends in significant part on our ability to demonstrate increased value to our customers through enhanced performance and additional products and services. Another important factor which influences our revenue growth is the successful monetization of our services and products by means of new pricing models and an increase in price levels generally. We launched a membership model for IS24 in 2014 which enables our customers to list their entire property inventory on our platform and to benefit from supporting tools as well as a customized number of top placements. Our additional VIA Power products further allow customers to subscribe to placements in order to gain additional exposure for a listing. As of June 30, 2015, approximately 54% of all the agents that we are approaching in 2015 to convert to the membership model (approximately 90% of our total core agent base in 2015) have already been migrated. However, further customers may oppose our membership-based pricing model, VIA Power products and additional services for real estate professionals (such as targeted advertising products), which may result in higher churn and lower than expected growth rates. The same holds true for our new marketing power model, which we introduced in AS24 in April 2015, under which customers can subscribe to additional packages to enhance the prominence of their listings. Our growth strategy also relies heavily on the further expansion and monetization of our value-added service offerings along the real estate and automotive value chains that support market participants in making, buying and selling decisions. For instance, potential revenue generation offerings in our IS24 segment include services related to utilities, finance and other moving-related services. The development and introduction of any such offering requires significant financial investment, as well as management and operational resources. If we fail to successfully develop and introduce products, if the market acceptance of such products lags our expectations, or if we are unable to monetize these products and services at acceptable levels, we may be unable to grow our revenues and profits and to amortize the cost of developing these products, and our competitiveness may suffer.

Any failure or delay in successfully implementing our strategic initiatives, including our strategy to steadily grow our revenues and profits, could materially adversely affect our business, financial condition or results of operations.

1.1.7 Any of our acquisitions or divestures may fail to deliver the expected results or may burden us with significant costs.

In order to expand our products and markets, and to grow our business in response to changing technologies, consumer and customer demands, and competitive pressures, we sometimes acquire businesses and technologies rather than developing them internally. For example, in May 2014 we acquired the operator of Immobilien.net, a leading real estate classifieds platform in Austria (according to our estimate) and operate it in combination with our Austrian platform ImmobilienScout24.at. In October 2014, we acquired FlowFact Aktiengesellschaft (now FlowFact GmbH, or "**FlowFact**"), a provider of customer relationship management software, which provides an additional tool that we offer to our professional customers as a way to optimize the management, sales, marketing, organization and services of their businesses. In November 2014, we purchased a 50.02% share in Stuffle GmbH ("**Stuffle**"), an online digital marketplace for used items, mainly to enhance our mobile development capabilities and to investigate opportunities in the mobile-only space. With our acquisition of Easyautosale GmbH ("**Easyautosale**") in April 2015, we enlarged the offering of AS24 with the operator of an online car brokerage platform on which private sellers can list their cars for sale and solicit offer bids from professional car dealers. On the other hand, as part of our strategy to concentrate on our core digital marketplaces, we divested a number of businesses that no longer fit with this strategy, inter alia Scout Switzerland, Spontacts GmbH ("**Spontacts**"), FriendScout24 ("**FRS24**") and our stake in Property Guru Pte. Ltd. ("**Property Guru**").

Any acquired business may not perform in line with expectations to justify the expense of acquisition, we may fail to realize expected costs or revenues synergies, or we may have to expend valuable management time and other resources on integrating an acquired business into our existing business. Similarly, we may fail to execute envisaged divestitures or we may be held liable by purchasers for problems arising from businesses that we sold.

Any failure or delay in successfully implementing our acquisitions or divestments could materially adversely affect our business, financial condition or results of operations.

1.1.8 Technological changes may disrupt our business or the markets we operate in and may lead to higher expenditures or a loss of customers.

The online classifieds market has largely developed since 2000 and has been constantly and rapidly evolving since, with frequent rapid technological changes, some of which caused major changes in the market landscape. The dynamics and future perspectives of the online classifieds market and the real estate and automobile value chains that we seek to exploit depend on a variety of factors, most of which are outside our control or unforeseeable. Our expectations with respect to technological and market changes may prove wrong and we may fail to timely identify or execute appropriate product development targets. Innovation cycles are increasingly fast paced and require constant investment (for example with respect to applications for handheld devices). Competitors may at any time introduce new products or services that may render our products and services, or our business model, uncompetitive or even redundant. This could lead to a loss of our customers if competitors are more attractive to them. As an example for technological change, the ongoing shift of user traffic from the web to the mobile versions of our platforms could make advertising on our traditional websites less attractive, whereas, at the same time, mobile ad monetization models are comparatively underdeveloped and the forms of mobile visualization tend to be more limited than the visuals on larger PC screens. It is unclear whether the revenue stream for mobile advertising will be of the same size and level of predictability as the web revenue stream, or whether the increase in mobile traffic will offset the decrease in web traffic. Moreover, our applications for mobile use currently cover only the most prominent of our products that our websites provide. We may face difficulties in displaying our content on applications for mobile use. In sum, we depend heavily on our ability to drive and to adapt to technological changes and innovation. Any failure to innovate, or to respond quickly and effectively to technological or other advances, emerging industry standards or business models, may adversely affect our business, financial condition and results of operations.

1.1.9 The integrity of customer information stored by us, or the effectiveness of our platforms or systems in general may be compromised and may damage our reputation and brand and lead to a loss in customer or consumer confidence and the demand for our services.

We are dependent on our reputation for handling our users' information safely, as well as providing a safe online location through which to transact business. Our reputation could be compromised in a variety of ways. Our products and services involve the storage and transmission of users' information, some of which may be private and sensitive, and security breaches could expose us to a risk of loss or exposure of this information, which could result in potential liability and litigation as well as significant reputational harm. For example, hackers could steal users' profile passwords and manipulate information about such user on our system or about objects listed by such user on our platforms. Also, we may be unable to prevent fraudulent listings with the aim to lure our consumers into scams, thus impacting user experience, damaging our reputation and decreasing our attractiveness to consumers. Like all internet companies, we strongly depend on our own website and IT infrastructure, the majority of which we are in the process of transferring to a public cloud architecture (with server-based data storage). We rely on the accessibility, reliability and security of IT systems and are significantly vulnerable to computer viruses, break-ins, phishing attacks, attempts to overload our servers with denial-of-service or other cyber security attacks or threats and similar disruptions from unauthorized use of our computer systems (including by our own employees or contractors) any of which could lead to interruptions, delays, or platform shutdowns, causing loss of critical data or the unauthorized disclosure or use of personal or other confidential information. Similarly, we rely on third party services providers, including call-center operators that may fail to abide by contractual terms or industry standards on data protection.

We may also be unable to halt the operations of websites that aggregate or misappropriate our data (such as website scrapers or robots). Any failure to protect confidential information of our users or online payment procedures against security breaches could damage our reputation and brand and harm our business and operating results. We rely on encryption and authentication technology licensed from third parties to effect secure transmission of confidential information, including personally identifiable information and credit card numbers. We may need to expend significant resources to protect against security breaches or to address problems caused by breaches. If we are unable to maintain the security of confidential information that is provided to us by our users, our reputation and brand could be harmed and we may be exposed to a risk of loss or litigation and possible liability, any of which could harm our business and operating results. Furthermore, any change in the general perception of data privacy and data security may negatively impact consumers' and our customers' willingness to use our services.

Any compromises to our security that result in performance or availability problems, the complete or partial shutdown of our websites or mobile applications, or the loss or unauthorized disclosure of confidential information, our brand and reputation may be damaged and our business, financial condition and results of operations could be materially adversely affected.

1.1.10 We rely on cooperation partners and may fail to maintain these important relationships.

Our ability to attract consumers to our websites and mobile applications depends, to a large degree, on a high number of listings and adjacent product offerings. We seek to attract consumers, in part, through cooperation with various industry participants. Many of these relationships are of a short term or informal nature. The loss of an appreciable portion of our existing relationships or an inability to continue to add new cooperation partners may result in us covering a smaller, and in turn less attractive, universe of consumers and properties or vehicles, or increased marketing spend to compensate for the lost cooperation or reduced web traffic.

We rely on telecommunications operators, data providers (e.g., Google maps) and other third parties for key aspects of the process of maintaining our websites and providing our products and services to our customers. Our influence over these third parties is limited. For instance, a large part of our marketing budget is spent on Google who prices its services dynamically. Any increase in prices by Google or any change in Google's search algorithms, which are critical for the ability of internet users to locate our websites and our product offerings, could materially adversely affect us, as we partially depend on search engines' natural listings to direct traffic to our platforms. Similarly, any price increase by, or change in the terms of, the providers of payment solutions such as credit cards and debit cards may harm our business. Generally, any failure or interruption in the services or products provided by third parties, resulting from accidental or deliberate acts or omissions, could harm our ability to operate our business and damage our reputation. For instance, a large part of listings from our professional customers is generated via automated interfaces from agent/dealer software applications, the development and operation of which are not controlled by us but by third parties who currently are, or may in the future become, competitors. If any of these software applications ceases to interoperate with our platforms, we may lose a substantial part of our business. We also rely on real estate professionals and OEMs who are of great importance to our ad sales business.

Any deterioration or disruption in our relationships with our cooperation partners may damage our reputation and materially adversely affect our business, financial condition and results of operations.

1.1.11 We rely on our systems, employees and certain counterparties, and certain failures could materially adversely affect our operations.

We are exposed to many types of operational risks, including the risk of fraud by employees and outsiders, the malfunction of computer and telecommunications systems, including data centers and interfaces, and clerical and record-keeping errors. Our businesses are dependent on our ability to process a large number of increasingly complex transactions. If any of our websites or our financial, accounting, or other data processing systems fail or have other significant shortcomings, we could be materially adversely affected. We are similarly dependent on our employees. We could be materially adversely affected if one of our employees causes a significant operational break-down or failure, such as a shutdown of our user-facing websites or of interfaces to our customers, either as a result of human error or where an individual purposefully sabotages or fraudulently manipulates our operations or systems. Third parties we conduct business with could also be sources of operational risks to us, including related to break-downs or failures of such parties' own systems or employees. Any of these occurrences could result in a diminished ability of us to operate one or more of our businesses, potential liability to customers or third parties, reputational damage and regulatory intervention and, therefore, could materially adversely affect us.

We may also be subject to disruptions of our operating systems arising from events that are wholly or partially beyond our control, which may include, for example, computer viruses or electrical or telecommunications outages or natural disasters, or events arising from local or regional politics, including terrorist acts. Such disruptions may give rise to losses in service to customers and loss or liability to us. In addition there is the risk that our controls and procedures as well as business continuity and data security systems prove to be inadequate. Any such failure could affect our operations and could materially adversely affect our results of operations by requiring us to expend significant resources to correct the defect, as well as by exposing us to litigation or losses not covered by insurance.

1.1.12 We rely on the availability and performance of highly skilled executives and other personnel as well as a flexible company culture and a loss of these persons or our culture could adversely affect our market position and business.

Our business depends on the efforts and talents of motivated and experienced executives and other highly skilled employees, including software engineers, marketing professionals and sales staff. We need to attract, develop, motivate and retain highly qualified and skilled employees, and any failure to do so could materially adversely affect our business, financial condition and results of operations. Likewise, the failure to maintain a business culture of innovation and achievement or a falling reputation as employer could constitute a significant obstacle in our future hiring initiatives of highly skilled and motivated employees and executives.

Any failure to employ personnel with appropriate qualifications may force us to discontinue important operations or key initiatives, and result in our inability to develop new products. For example, there is a high demand for IT and internet specialists in and around Berlin and Munich, where most of our software programming workshops are based. Due to strong competition from other technology companies in the Berlin and Munich areas, we find it increasingly difficult to recruit and retain IT experts such as programmers. We may also fail to recruit and retain executives or other key employees. The loss of any of our executives or key employees could materially impact our ability to execute our business plan and strategic initiatives, and we may not be able to find adequate replacements in a timely manner. Our hiring potential is significantly affected by our reputation as well as media publicity, including any media coverage of our ongoing business development initiative or this IPO. In case we cooperate with external parties, our influence over these third parties is limited and we cannot exclude that they may infringe on or misappropriate rights of third parties or public laws and regulations.

1.2 Risks Relating to our Financing Structure

1.2.1 Our Senior Facilities Agreement imposes restrictions on us which could significantly limit our operating flexibility and financing options.

The Company and, among others, Barclays Bank PLC, London, United Kingdom, ("**Barclays**") as facility agent and security agent, entered into a syndicated senior facilities agreement dated December 12, 2013, which was subsequently amended and restated on February 7, 2014 and on April 20, 2015 (the "**Senior Facilities Agreement**" or "**SFA**"). The SFA contains covenants that significantly restrict our ability to, among other things:

- incur or guarantee additional indebtedness*;

- grant security over assets;
- pay dividends or make other distributions or repurchase or redeem our share capital*;
- make loans;
- make acquisitions*;
- sell assets, including shareholdings*;
- enter into certain transactions other than on an arm's lengths basis; and
- merge or amalgamate*.

Certain of the covenants in the SFA, including those marked with an asterisk above (other than the merger covenant, which will still apply to the Company even after a qualifying flotation), will be suspended upon a qualifying flotation (*i.e.,* there is no restriction on paying dividends upon a flotation of any member of the Group or any of its holding companies) where the leverage ratio of the Group following such flotation is less than 4.00:1.00 and for so long as the ratio of total net debt to consolidated EBITDA of S24 Group (the definition of consolidated EBITDA corresponds to our definition of ordinary operating EBITDA which we as EBITDA adjusted for non-operating effects) as of the end of any three-month period thereafter is less than 4.00:1.00. These covenants, however, if not suspended, or other covenants in future agreements, could limit our financing options, and our ability to pursue acquisitions and other business activities which may be in our interest or could help grow our businesses.

1.2.2 We have loans outstanding in the gross amount of EUR 995 million as of June 30, 2015 under our Senior Facilities Agreement maturing in 2021 and 2022 and we cannot give any assurance that we will be able to repay or refinance this debt when due.

We have loans outstanding in the total gross amount of EUR 995 million as of June 30, 2015 under our SFA which mature at the beginning of 2021 and 2022. We cannot give any assurance that we will be able to repay or refinance this debt at maturity on equally favorable terms or at all. Our ability to pay and refinance debt and to fund working capital and capital expenditures will depend on our future operating performance and ability to generate sufficient cash. No assurance can be given that any refinancing will be accomplished on a timely basis or on satisfactory terms. In addition, the terms of our debt may limit our ability to pursue any alternative refinancing.

1.2.3 Our ability to service or refinance our debt and to fund working capital, lease payments and capital expenditure depends on our ability to generate sufficient cash flow from our operations.

Our ability to make payments on and refinance our debt, in particular in 2021 and 2022, when a significant part thereof becomes due, and our ability to fund working capital, rental and lease payments and capital expenditures, will depend on our future operating performance and ability to generate sufficient cash. This depends, on general economic, financial, competitive, market, legislative, regulatory and other factors, many of which are beyond our control. We cannot guarantee that our business will generate sufficient cash flow from operations, that the cost savings, revenues growth and operating improvements currently anticipated will be realized, or that future debt and equity financing will be available to us on satisfactory terms or at all in an amount sufficient to enable us to pay our debts when due, or to fund our other liquidity needs.

If our future cash flows from operations and other capital resources (including borrowings under our revolving facility) are insufficient to pay our obligations as they mature or to fund our liquidity needs, we may be forced to:

- reduce or delay our business activities and capital expenditures;
- sell assets;
- incur additional debt or raise equity capital; and/or
- restructure or refinance all or a portion of our debt, on or before maturity.

We cannot give any assurance that we will be able to accomplish any of these alternatives on a timely basis or on satisfactory terms, if at all. In addition, the terms of our debt limit, and the terms of any future debt may limit our ability to pursue any of these alternatives. While we believe we have sufficient cash flow from operations and other capital resources to meet our payment obligations for the next twelve months, these factors may have a material adverse effect on our business, financial condition or results of operations.

1.2.4 Our ability to pay dividends will depend on a variety of factors, including restrictions in distributions or transfer of profits from our subsidiaries and restrictions under our financial agreements.

The Company's ability to pay dividends depends on its ability to generate income and on the existence of distributable reserves. Certain reserves are established by law and must be deducted when calculating the balance sheet profit available for distribution. Since the Company is a holding company, it does not generate any distributable profits itself, but is dependent on the transfer of distributable profits by its various subsidiaries, which own the operating assets and cash flows, and earn the profits, of our businesses. As a consequence, the Company's ability to pay dividends also depends on the transferability of profits to the Company's level.

The ability of the Company to pay dividends to its shareholders is also restricted by the terms of the SFA. Under the SFA, subject to customary exceptions, the Company may not pay any dividends to its shareholders if and to the extent that the ratio of total net debt to consolidated EBITDA of S24 Group (the definition of consolidated EBITDA corresponds to our definition of ordinary operating EBITDA), as of the end of the three-month period preceding the quarter in which the relevant payment is made (after taking into account such payment), exceeded or would have exceeded 4.00:1.00 (or, if such payment is made from retained excess cash flow, 4.25:1.00).

This restriction will be suspended upon a qualifying flotation (see "*–1.2.1 Our indebtedness imposes restrictions which limit our operating flexibility.*") but only for so long as the ratio of total net debt to consolidated EBITDA of S24 Group (the definition of consolidated EBITDA corresponds to our definition of ordinary operating EBITDA) as of the end of any three-month period thereafter is less than 4.00:1.00.

However, even if there are unrestricted distributable profits or reserves at the level of the Company, our ability to pay dividends will also depend on the Company's ability to fund such dividends. There may not be enough free cash to pay dividends, or restrictions under future financing agreements may limit our ability to upstream cash from the operating companies to the Company.

1.3 Legal, Regulatory and Taxation Risks

1.3.1 We are affected by a variety of laws and regulations, many of which are unsettled and still developing and could lead to a loss of customers or consumers or a decrease in listings on our platforms.

We are subject to, or affected by, a variety of laws and regulations, including laws regarding real estate, data protection, competition, the internet and taxation. Actual or alleged failure to comply with one or more of these laws or regulations could result in administrative or legal proceedings, fines, third party damage actions and other penalties, which in turn could harm our reputation. Changes to such laws or regulations, or the interpretation thereof, or the adoption of new laws and regulations, are extremely difficult for us to predict and may place additional financial or other burdens on, or otherwise negatively impact, our business, thereby increasing the cost or reducing the profitability of our services, limiting the scope of our offering, or affecting the competitive landscape generally. For instance, on June 1, 2015, an amendment of German law entered into force shifting the burden to pay the agency fee for rental properties from the tenant to the party ordering the service of the agent (so-called *Bestellerprinzip*). This change may significantly reduce landlords' willingness to employ the services of real estate agents, the most important client segment of our IS24 business, and cause a structural shift from rental listings by real estate agents to private listings, with potentially unpredictable consequences for the market for rental properties our IS24 business operates in. The same amendment has also implemented a rent stabilization mechanism (so-called *Mietpreisbremse*) applicable in areas with a tense real estate market as defined by the federal states (*Bundesländer*) in order to prevent assumed excessive rent increases. In cases of re-lettings the permissible new rent may, according to the newly introduced law, only exceed the local reference rent by 10% or correspond to the formerly agreed rent. This mechanism may constitute a significant burden on investments in new properties and lead to a reduction in professional and private listings as a result of decreasing construction activity and decreased property market activity. In local markets showing high demand, tenants may become less inclined to change apartments and landlords may re-let property through informal (non-public) channels. In addition, the German legislature recently presented a draft law which tightens the professional requirements for real estate agents in order to ensure a common quality standard. Under the new agent certification regime, agents would have to fulfill certain professional minimum requirements, such as providing proof of their expertise, which could in combination with the recent introduction of the so-called *Bestellerprinzip* reduce the number of agents. In consequence this may reduce our customer base and the numbers of listings, which may negatively impact our revenues from professional customers, from which we derive the major share of our revenues. Further, sold and leased properties are subject to energy efficiency regulations, under which sellers and landlords are obliged to obtain an energy performance certification (*Energieausweis*). The requirements of such energy efficiency regulation may be tightened and adversely altered in the future as has already happened in 2014. Stricter regulation may have unpredictable consequences for our listings business. For example the introduction of the energy efficiency legislation led to a temporary drop in listings. Similarly, the Energy Consumption Labeling Ordinance (*Energieverbrauchskennzeichnungsverordnung*) requires sellers of goods that consume energy resources and produce carbon dioxide emissions, such as cars, to provide certain information regarding emissions and performance. Failure to provide such information when listing cars on our platform might therefore result in administrative or legal proceedings against our customers by regulatory agencies or environmental organizations. As a result, customers might refrain from listing cars on digital listing platforms such as AS24 in general or, in case of administrative or legal proceedings regarding a listing on AS24, might in particular attribute any legal consequences to our platforms. As a consequence, we might incur churn and/or risk a damage to our reputation. Also, any changes to our ability to utilize user and member data in our systems, or to share data, could impact our revenues. For example, offering our value-added services, like valuation, would be impeded if we were prevented from utilizing our transaction data base. Likewise, we rely on e-mail and messaging services in our marketing efforts. Restrictions in our ability to contact our customers and consumers could therefore adversely affect our business. We also provide certain brokerage services for rental guarantees and certain other services to users for which we do not believe that licenses are required. However, we cannot rule out that we are required to obtain such licenses in the future. Further, we may be impacted by changes in the manner in which legislation and regulations are interpreted by courts and regulatory bodies. Any change in the legal or regulatory landscape (including changes in the interpretation of law and regulations by courts and regulatory bodies) could materially adversely affect our business, financial condition or results or operations.

1.3.2 We may fail to adequately protect our intellectual property, or we may infringe the intellectual property of third parties.

Our business depends on our intellectual property whose protection is crucial to the success of our business. We rely on a combination of patent, trademark, trade secret, and copyright law and contractual restrictions to protect our intellectual property. In addition, we attempt to protect our intellectual property, technology, and confidential information by requiring our employees and consultants to enter into confidentiality and assignment of inventions agreements and third parties to enter into nondisclosure agreements. These agreements may not effectively prevent unauthorized use or disclosure of our confidential information, intellectual property, or technology and may not provide an adequate remedy in the event of unauthorized use or disclosure of our confidential information, intellectual property, or technology. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our website features, software, and functionality or obtain and use information that we consider proprietary.

We pursue the registration of our domain names, trademarks, and service marks in all countries where we operate. However, competitors may adopt names similar to ours, thereby harming our ability to build brand identity and possibly leading to user confusion. Further, our intellectual property rights may be challenged, leading to a cancellation of such rights and, consequently allowing third parties to make use of certain domains names, trademarks etc. These and other reasons might stop us from using the domain names and/ or trademarks that we are currently using in our business.

Similarly, we may infringe on or misappropriate the intellectual property rights or other proprietary rights of third parties, who may take legal or other action against us. For instance, third party owners of trademarks that incorporate variations of the term “Scout24”, our primary brand, may bring trademark infringement claims against us. Any such claim could adversely affect our business, and defending against such claims could be costly even if we were eventually to prevail on the merits. In addition it is possible that we do not own the rights in or hold sufficient licenses for the software used in our business (including software provided to others such as customers) and hence infringe copyrights or other intellectual property rights of third parties. Such third parties may take legal action against us (and/or others using our software) and we might be obliged to pay damages, enter into costly license agreements or be prohibited from using the relevant software.

Failure to enforce or protect our proprietary rights, or to defend against allegations of infringement of proprietary rights of third parties, may result in legal liability, the incurrence of substantial costs and the diversion of other valuable resources, each of which could materially adversely affect our business, financial position and results of operations.

1.3.3 Antitrust or competition-related claims or investigations could result in changes in the way we operate our business, and defending such claims could be costly.

We are subject to applicable antitrust and competition laws and regulations in the countries where we operate. These laws and regulations seek to prevent and prohibit anti-competitive activity, including merger controls relating to acquisitions, prevention of abuses of a dominant market position, etc. We may become subject to investigations by the German Cartel Office (*Bundeskartellamt*) or other antitrust authorities, as we were in 2007 and 2008 regarding our IS24 business, antitrust or competition-related claims and investigations, each of which may result in significant management distraction and financial and other costs. This risk is heightened by our leading market positions in many markets across Europe. As a result of any claim or investigation, we may be required to change the way that we offer a particular product or service or operate our business, and if it is found to have violated antitrust or competition laws or regulations, it may be subject to fines or penalties. Any antitrust or competition-related claim or investigation could materially adversely affect our business, financial position and results of operations.

1.3.4 Our compliance policies and procedures may fail to protect us from risks.

We have established an integrated management system for governance, risk and compliance, which includes standards of conduct, corruption prevention, prevention of conflicts of interest, information and data protection, prevention of unlawful discrimination, and protection of company property and know-how. This system may fail in whole or in part, and our policies and procedures may be insufficient to prevent all unauthorized practices, legal infringements, corruption and fraud, including purchasing practices, or other adverse consequences of non-compliance within our organization or by or on behalf of our employees. Any failure in compliance, or any failure in our compliance policies and procedures, could harm our reputation and materially adversely affect our business, financial position and results of operations.

1.3.5 In many cases, we use standardized sales, purchase and supply agreements as well as standardized terms and conditions, which increase the potential risk that such contract terms may be invalid or unenforceable if any clause is held to be void.

We maintain legal relationships with a large number of persons, primarily customers and consumers. In this context, we also use standardized documents, standard-form contracts and standardized terms and conditions. If such documents, contracts or terms and conditions are found to contain provisions which are disadvantageous to us, or if clauses in such documents or contracts are declared invalid and thus replaced by statutory provisions which are unfavorable to us, a large number of standardized documents, contracts or terms and conditions could be affected. Additionally, standardized terms and conditions under German law have to comply with the statutory law on general terms and conditions, which means they are subject to rigid fairness control by the courts regarding their content and the way they, or legal concepts described therein, are presented to the other contractual party by the person using them. The standard is even stricter if they are used vis-à-vis private users. As a general rule, standardized terms and conditions are invalid if they are not transparent, clearly worded, or if they are unbalanced or discriminate against the other party inappropriately. Due to the frequent changes to the legal framework, particularly with regard to court decisions relating to general terms and conditions, we may fail to fully protect ourselves against risks from the use of such standardized contractual terms. Even if documents, contracts and terms and conditions are prepared with legal advice, it is impossible for us to avoid problems of this nature from the outset or in the future, as the changes may continue to occur in the legal framework, particularly via case law. This makes it impossible for us to avoid the ensuing legal disadvantages. This could have material adverse effect on our business, financial condition and results of operations.

1.3.6 We could be required to pay additional taxes and other duties as a result of tax audits, changes in tax law and/or its interpretation and application or changes in our effective tax rate. Changes in the organization of our tax affairs could lead to higher expenditure.

We and our German and foreign subsidiaries are regularly subject to tax audits. The most recent tax audit of our German subsidiaries related to the financial years up to and including 2008. Tax audits for our German subsidiaries are still being performed for periods up to and including 2011, for our foreign subsidiaries in some instances for periods up to and including 2013. Tax audits for periods being currently reviewed or not yet reviewed may lead to tax assessments in Germany or in foreign jurisdictions resulting in higher tax payments (for example, in connection with restructuring measures, transaction costs or transfer pricing issues). Changes in tax laws and/or uncertainty over their application and interpretation may adversely affect our results. In addition, our effective tax rate could increase in the future up to the then applicable effective tax rate. Until December 31, 2013, the German Group was part of a tax group for income tax purposes (*körper- und gewerbesteuerliche Organschaft*) with Deutsche Telekom AG ("**DTAG**") as the controlling entity (*Organträger*). As a consequence of the termination of the tax group, we are taxed on a stand-alone basis with the Company as the controlling entity of a tax group which has been established with OpCo. As a result of this and the Company's status as a publicly listed company going forward, we are required to reassess and possibly adjust our tax affairs, including the fulfillment of tax filing obligations, the proper assessment of tax risks and the calculation of tax provisions and deferred taxes, all of which could be associated with increased expenditure. Additionally, it cannot be ruled out that the tax authorities question certain aspects of such adjustments, e.g. by calculating higher tax pre-payments. With regard to transfer pricing issues raised by the local Italian tax authority, there is a residual risk that certain intercompany charges will not be accepted by the Italian tax authority. Due to the uncertainty of such claims, the amount of a potential tax liability resulting from such transfer pricing claims cannot be reasonably estimated. As a consequence of any or all aspects described above, we could be obliged to pay additional taxes or other duties or have additional expenditure. Such additional taxes and other duties and/or expenditure could have a significant adverse effect on our business, financial condition and results of operations.

1.4 Risks Related to our Shareholders Structure, the Offering and the Listing

1.4.1 DTAG and Asa HoldCo may continue to exercise significant influence on us, and their interests could conflict with the interests of other shareholders.

Upon completion of this public offering (the "**Offering**"), DTAG and Asa HoldCo GmbH ("**Asa HoldCo**"), which is ultimately owned by funds advised by affiliates of Hellman & Friedman LLC ("**H&F**") and of The Blackstone Group L.P. ("**Blackstone**"), (DTAG and Asa HoldCo collectively, the "**Controlling Shareholders**"), will remain the Company's largest shareholders and will hold at least 8.9% and 37.9%, respectively, of the Company's share capital.

With a shareholders' agreement entered into between the Controlling Shareholders in view of the Offering ("**S24 Shareholders' Agreement**"), the Controlling Shareholders agreed to co-ordinate their behavior in regards to voting on specific issues. The pooling of votes relates to certain shareholders' decisions which, under German corporate law, require a supermajority of 75% of the votes cast ("**Supermajority Cases**"). Thus, mutual veto rights exist. Furthermore, the Controlling Shareholders agreed to pool their votes with respect to the election of certain members of the Company's supervisory board (the "**Supervisory Board**") and some of its committees. If the direct or indirect shareholding of a Controlling Shareholder in the Company's share capital falls below 15% (for most of the Supermajority Cases) or 10% (in one Supermajority Case), such shareholder loses its veto right. If the aggregate shareholding of the Controlling Shareholders in the Company's share capital falls below 40%, the vote pooling will cease to apply to the composition of the Supervisory Board and its committees. The operative provisions of the S24 Shareholders' Agreement cease to exist if the shareholding of one of the Controlling Shareholders in S24 AG falls below 5% or upon expiry of the term of the S24 Shareholders' Agreement on September 30, 2025.

The Controlling Shareholders agreed to coordinate their actions in regard to the appointment of certain of the Company's supervisory board members, so that H&F and Blackstone (the indirect shareholders of the Controlling Shareholder Asa HoldCo) will have a total of four representatives on the Supervisory Board and DTAG (the other Controlling Shareholder) will have two representatives as long as the Controlling Shareholders have a certain number of shares in the Company. The number of representatives, each of the Controlling Shareholder is entitled to nominate under the S24 Shareholders Agreement, declines if the aggregate shareholding of the Controlling Shareholders in the Company's share capital falls below certain thresholds. Due to the vote pooling agreement, the Controlling Shareholders can determine the future composition of the Supervisory Board and, indirectly, influence the composition of the Company's management board (the "**Management Board**"), and can also decide on certain major capital measures, regardless of how other shareholders vote.

Even for matters outside the scope for the S24 Shareholders' Agreement, the Controlling Shareholders may pass resolutions at the Company's general shareholders' meeting, regardless of how other shareholders vote, as a simple majority will be attained through their vote alone. In particular, the Controlling Shareholders can determine the appropriation of profits and thereby the Company's dividend policy.

German company law requires that resolutions regarding certain matters, such as creating authorized or conditional capital, changing the corporate purpose (*Unternehmensgegenstand*), mergers, spin-offs or changes to the legal form, are adopted by a majority of at least three quarters of the share capital present. If at least three quarters of the share capital present at the time a vote is taken belongs to the Controlling Shareholders, they will be able to adopt resolutions which require a qualified majority of votes cast or share capital present. The Controlling Shareholders would also be able to block resolutions in the general shareholders' meeting, including resolutions requiring a qualified majority of votes cast or share capital represented.

The interests of the Controlling Shareholders (and any affiliated companies) could conflict with the interests of our other shareholders. A conflict of interest could arise, for example, if the Company wants to carry out a capital increase and the Controlling Shareholders are not willing or able to participate in a capital increase, but at the same time want to prevent being diluted, and therefore vote against the implementation of such a capital increase. Even if the Controlling Shareholders vote in favor of, but do not participate in, a future capital increase of the Company, it could become more difficult for the Company to raise new capital. In the future, the Controlling Shareholders or affiliated companies could also acquire or dispose of holdings in companies which compete with us, which could intensify potential conflicts of interest between the Controlling Shareholders and our other shareholders. Under the S24 Shareholders' Agreement, the Controlling Shareholders agreed that they will under certain circumstances co-ordinate their disposal of shares in the Company. In addition, the Controlling Shareholders are under certain circumstances entitled to demand that the Company undertakes an underwritten secondary public offering ("demand right"). The potential for the Controlling Shareholders to exert influence and cast their votes at the general shareholders' meeting or to exert influence in any way that conflicts with the interests of our other shareholders could have a significant adverse impact on the Company's share price and could, in turn, make it more difficult for the Company to raise additional capital or only allow it to do so on unfavorable terms.

We might also be influenced by some of the underwriting banks who are also lenders under certain loan agreements with us. For example, Credit Suisse Securities (Europe) Limited, London, United Kingdom, ("**Credit Suisse**") and Goldman Sachs International, London, United Kingdom ("**Goldman Sachs International**"), or certain of their affiliates, respectively, are lenders under the SFA. They are therefore in a position to exercise influence on us under the terms of the financing agreements. This might also result in conflicts with the interests of other shareholders.

1.4.2 The financial information presented in this Prospectus may not be representative of our results as an independent listed company going forward.

The audited consolidated financial statements of OpCo as of and for the financial year ended December 31, 2012, prepared in accordance with International Financial Reporting Standards, as adopted by the European Union ("**IFRS**") (the "**2012 Audited Consolidated Financial Statements of OpCo**"), the audited consolidated financial statements of OpCo as of and for the financial year ended December 31, 2013, prepared in accordance with IFRS (the "**2013 Audited Consolidated Financial Statements of OpCo**"), as well as the audited consolidated financial statements of OpCo for the short financial year from January 1, 2014 until March 31, prepared in accordance with IFRS (the "**2014 Audited Short Year Consolidated Financial Statements of OpCo**") presented in the Prospectus, refer to OpCo, which has been acquired by Asa NewCo GmbH (Asa NewCo, now the Company) on February 12/13, 2014. Asa NewCo was established on November 8, 2013 and, therefore, financial history of the Company only exists in the aftermath. The financial situation of Asa NewCo after having acquired OpCo on February 12/13, 2014 and taken over our business, is only reflected in the audited consolidated financial statements of Asa NewCo for the short financial year from April 1, 2014 until December 31, 2014, prepared in accordance with IFRS (the "**2014 Audited Short Year Consolidated Financial Statements of Asa NewCo**") and the unaudited interim consolidated financial statements of S24 AG as of and for the six-month period ended June 30, 2015 prepared in accordance with IFRS (the "**2015 Unaudited Interim Consolidated Financial Statements of S24 AG**"). The financial statements included herein may therefore not necessarily reflect what our results of operations, financial position and cash flows would have been, had we been a consolidated group during the periods presented. The financial statements presented in the Prospectus therefore cannot be used to forecast or predict our future financial condition, results of operations or cash flows.

1.4.3 Compliance with the laws and regulations affecting public companies will increase our administrative requirements, resulting in higher costs and requiring significant management attention.

After the Offering, we will be subject to the legal requirements for German stock corporations listed on a public exchange. These requirements include periodic financial reporting and other public disclosures of information (including those required by the stock exchange listing authorities), regular calls with securities and industry analysts, and other required disclosures. There is no guarantee that our accounting, controlling, legal or other corporate administrative functions will be capable of responding to these new requirements without experiencing difficulties or inefficiencies that cause us to incur significant additional expenditures and/or exposure to legal, regulatory or civil costs or penalties. Furthermore, the preparation, convening and conducting of general shareholders' meetings and our regular communications with shareholders and potential investors will entail substantially greater expense. Our management will need to devote time to these additional requirements that it could otherwise devote to other aspects of managing our operations. These additional requirements could also result in substantially increased time commitments and costs for the accounting, controlling and legal departments and our other administrative functions. Any inability of our administrative functions to handle the additional demands placed on us by becoming a publicly listed company as well as any financial or other costs resulting therefrom, could have a material adverse effect on our business, financial condition and results of operations.

1.4.4 *Future sales or anticipated sales of a substantial number of shares or similar transactions conducted by DTAG, H&F or Blackstone or other groups of shareholders could have a negative effect on the price of the shares.*

Upon completion of the Offering, the Controlling Shareholders will continue to be the Company's largest shareholders. DTAG will hold at least 8.9% and Asa HoldCo will hold at least 37.9% of the shares. The market price of our shares could fall significantly if the Controlling Shareholders or one of the Controlling Shareholders sell a substantial number of the shares in the market, or if the market believes that such sales might occur. Such sales might occur after the end of the lock-up period, *i.e.* six months after the first day of trading of the shares of the Company as will be agreed, *i.a.,* among Asa HoldCo, DTAG and the underwriters of the Offering for the benefit of the underwriters in an underwriting agreement on or about September 28, 2015 or in case the lock-up is waived by the underwriters.

The same risk might materialize if other groups of large shareholders execute the sale of a substantial number of our shares in the market, or if the market believes that such sales might occur. In addition, the sale, or market expectation of a sale of a large number of shares by the Controlling Shareholders or other significant shareholders, could make it difficult for the Company to issue new shares on favorable terms in the future.

1.4.5 *Our shares have not been publicly traded and a liquid trading market for our shares may fail to develop after the Offering.*

Prior to the Offering, there has been no public trading market for our shares. The issue price will be determined through a bookbuilding process. There can be no assurance that the issue price will correspond to the price at which our shares will be traded on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) after the Offering or that, following the listing, a liquid trading in our shares will develop and become established. If there is no active trading in our shares, investors might be unable to sell their shares quickly or at the market price.

1.4.6 *Our share price or the trading volume of our shares could fluctuate significantly and investors could lose all or part of their investment.*

Following the listing of our shares, the price and the trading volume of the shares will be determined by market supply and demand for the shares. Such supply and demand will depend on a variety of factors, including, but not limited to, fluctuations in our actual or projected operating results or those of our competitors, changes in earnings projections, failure to meet the earnings expectations of investors and analysts, changes in macroeconomic conditions, the activities of competitors and customers, and changes to the statutory framework under which we operate. In addition, general market conditions and fluctuations of share prices, particularly those of companies in the same industry that we operate in, or a general downturn in worldwide or local stock markets, could lead to pricing pressure on our shares even though there may not be a reason for this in our business or earnings outlook.

1.4.7 *The Offering might not take place, and investors could lose security commissions already paid and bear the risk of not covering any short sales of the shares.*

The Underwriting Agreement will provide that the Underwriters may terminate the Underwriting Agreement under certain circumstances, even after the commencement of trading (*Handelsaufnahme*) of the shares, up to delivery and payment. In such an event, allotments already made to investors would be invalid, and investors would not have any claim for delivery of our shares. However, claims regarding already paid security commissions and costs incurred in connection with the subscription by an investor will be determined solely on the basis of the legal relationship between the investor and the institution to which the investor submitted its offer to purchase. Any investor engaged in short selling therefore bears the risk of not being able to fulfill its delivery obligations.

1.4.8 Future offerings of debt or equity securities by us could adversely affect the market price of our shares, and future capitalization measures could substantially dilute our shareholders' interests in the Company.

In the future, we may need additional capital to finance our business operations and growth. We may therefore seek to raise capital through offerings of debt securities (potentially including convertible debt securities) or additional equity securities. An issuance of additional equity securities or securities with rights to convert into equity could reduce the market price of the shares, and would dilute the economic and voting rights of existing shareholders if made without granting subscription rights to existing shareholders. We cannot predict or estimate the amount, timing or nature of future offerings because the timing and nature of any future offering would depend in part on market conditions at the time of such an offering. Therefore, our shareholders bear the risk that such future offerings could reduce the market price of our shares and potentially dilute their shareholdings in the Company. In addition, the acquisition of other companies, or investments in other companies in exchange for newly issued shares, or the exercise of stock options by our employees in the context of possible future stock participation programs, could dilute the economic and voting rights of our shareholders.

2. GENERAL INFORMATION

2.1 Responsibility for the Contents of the Prospectus

Scout24 AG (formerly Asa NewCo), with its registered office at Dingolfinger Straße 1-15, Munich, Germany, and registered with the commercial register maintained by the local court (*Amtsgericht*) of Munich, Germany (hereinafter "**S24 AG**" or the "**Company**" and, together with its consolidated subsidiaries and affiliated companies, the "**S24 Group**", the "**Group**" or "**we**", "**us**" or "**our**"), together with Credit Suisse Securities (Europe) Limited, London, United Kingdom, (**Credit Suisse**) and Goldman Sachs International, London, United Kingdom ("**Goldman Sachs International**", and together with Credit Suisse the "**Joint Global Coordinators**"), and Barclays Bank PLC, London, United Kingdom ("**Barclays**"), Jefferies International Limited, London, United Kingdom ("**Jefferies**") and Morgan Stanley & Co. International plc, London, United Kingdom ("**Morgan Stanley**" and together with Barclays, Jefferies and the Joint Global Coordinators, the "**Joint Bookrunners**" or the "**Underwriters**") assume responsibility for the contents of the Prospectus pursuant to Section 5(4) German Securities Prospectus Act (*Wertpapierprospektgesetz*) and hereby declare that, to the best of their knowledge, the information contained in the Prospectus is in accordance with the facts and that no material circumstances have been omitted. Notwithstanding Section 16 German Securities Prospectus Act (*Wertpapierprospektgesetz*), neither the Company nor the Underwriters are required by law to update the Prospectus.

Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the respective national legislation of the relevant member state of the European Economic Area, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.

2.2 Subject Matter of the Prospectus

For purposes of this public offering (the "**Offering**") the Prospectus relates to a total of 51,175,000 ordinary registered shares with no par value (*Stückaktien*), each such share with a notional value of EUR 1.00 in the share capital and full dividend rights as from January 1, 2015, comprising:

- 8,500,000 newly issued ordinary registered shares with no par value from a capital increase against cash contributions resolved by an extraordinary general shareholders' meeting of the Company on September 17, 2015 (the "**New Shares**");
- 36,000,000 ordinary registered shares with no par value from the holdings of Asa HoldCo GmbH, Germany ("**Asa HoldCo**"), Deutsche Telekom AG, Germany ("**DTAG**"), MEP Pref GmbH & Co. KG, Germany ("**MEP Pref**"), German BMEP Pref GmbH & Co. KG, Germany ("**BMEP Pref**"), German BMEP Ord GmbH & Co. KG, Germany ("**BMEP Ord**") and MEP Ord GmbH & Co. KG, Germany ("**MEP Ord**", and together with DTAG, Asa HoldCo, MEP Pref, BMEP Pref and BMEP Ord, the "**Selling Shareholders**"), of which 21,000,000 shares from the holdings of the Selling Shareholders are intended to be placed in a base deal (the "**Base Secondary Shares**") and of which up to 15,000,000 additional shares from the holdings of Asa HoldCo and DTAG (together the "**Main Selling Shareholders**") and BMEP Ord may be placed (such additional shares, if any, the "**Additional Secondary Shares**", and together with the Base Secondary Shares, the "**Secondary Shares**") if the Main Selling Shareholders, at the date of pricing, exercise an option to increase the number of Secondary Shares to be placed (the "**Upsize Option**"), which, if exercised in full, would result in the placement of 36,000,000 shares (the "**Maximum Secondary Shares**"); and
- up to 6,675,000 ordinary registered shares with no par value from the holdings of the Main Selling Shareholders to cover a potential over-allotment (the "**Over-Allotment Shares**", together with the New Shares and the Secondary Shares the "**Offer Shares**").

For purposes of admission to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange, with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange, the Prospectus relates to

- up to 8,500,000 newly issued ordinary registered shares with no par value from a capital increase against cash contribution resolved by an extraordinary general shareholders' meeting of the Company on September 17, 2015 and
- 100 million ordinary registered shares with no par value of the Company (existing share capital),

each such share with a notional value of EUR 1.00 in the share capital and with full dividend rights as from January 1, 2015.

2.3 Forward-Looking Statements

The Prospectus contains certain forward-looking statements. A forward-looking statement is any statement that does not relate to historical facts, or events or facts or events as of the date of the Prospectus. This applies, in particular, to statements in the Prospectus containing information on future earnings capacity, plans and expectations regarding our business, such as its growth and profitability, as well as the general economic and legal conditions and other factors to which we are exposed.

The forward-looking statements contained in the Prospectus are based on the Company's current estimates and assessments. These forward-looking statements are based on assumptions and are subject to risks, uncertainties and other factors, the occurrence or non-occurrence of which could cause actual circumstances – including with regard to the assets, business, financial condition and results of operations as well as profitability of our Group – to differ materially from or fail to meet the expectations expressed or implied in the forward-looking statements. Even if future results of our Group meet the expectations expressed herein, they may not be indicative of the results of any succeeding periods.

Our business is also subject to a number of risks and uncertainties that could cause any forward-looking statement, estimate or prediction in the Prospectus to become inaccurate. Accordingly, investors are strongly advised to consider the Prospectus as a whole and, in particular, to ensure that they have read each of the following sections of the Prospectus: "*1. Risk Factors*", "*9. Management's Discussion and Analysis of Net Assets, Financial Position and Results of Operations", "10. Market and Competitive Environment", "11. Business Description"* and "*24. Recent Developments and Outlook*", which include more detailed descriptions of factors that might influence our business performance and the markets where we operate.

In light of the uncertainties and assumptions, it is also possible that the future events mentioned in the Prospectus may not occur or may differ materially from actual events. In addition, the forward-looking estimates and forecasts reproduced in the Prospectus from third-party sources could prove to be inaccurate. The foregoing may prevent the Company from achieving its financial and strategic objectives.

The forward-looking statements contained in the Prospectus are only current as of the date on which they were made. Investors are advised that neither the Company nor the Underwriters assume any obligation to and do not intend to, except where required by law, publicly release any updates or revisions to these forward-looking statements to reflect any change in the Company's expectations with regard thereto, or any change in events, conditions or circumstances on which any such statement is based, or to adjust them in line with future events or developments.

2.4 Information from Third Parties

Unless otherwise indicated, statements in the Prospectus regarding the market environment, market developments, growth rates, market trends and the competitive situation within the markets and segments in which the S24 Group operates are based on data, statistical information, sector reports and third-party studies as well as our estimates. Management estimates – unless otherwise indicated – are based on internal market observations and/or studies commissioned by the Group.

In drafting the Prospectus, the following sources were used:

- Asbury Automotive Group, Inc., annual report on form 10-k for the fiscal year ended December 31, 2014; Autonation, Inc., annual report on form 10-k for the fiscal year ended December 31, 2014; Carmax, Inc., annual report on form 10-k for the fiscal year ended February 28, 2015; Group 1 Automotive Inc. - GPI, annual report on form 10-k for the fiscal year ended December 31, 2014 (filed February 24, 2015); Lithia Motors, Inc., annual report on form 10-k for the fiscal year ended December 31, 2014 (filed February 3, 2015); Penske Automotive Group, Inc., annual report on form 10-k for the fiscal year ended December 31, 2014; Sonic Automotive, Inc. and subsidiaries, annual report on form 10-k for the fiscal year ended December 31, 2014 (together the "**Annual Reports**");
- Apple AppStore, https://itunes.apple.com/de/app/immoscout24-real-estate-search/id344176018?l=en&mt=8&ign-mpt=uo%3D2, accessed August 2015 ("**Apple AppStore**");
- Arbeitskreis der Banken und Leasinggesellschaften der Automobilwirtschaft (AKA), Kennzahlen 2013 ("**AKA**");
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The Company confirms that all third-party data contained in the Prospectus has been accurately reproduced and, so far as the Company is aware and able to ascertain from information published by these third parties, no facts have been omitted that would render the reproduced information inaccurate or misleading. However, market studies and analyses are frequently based on information and assumptions that may not be accurate or technically correct, and their methodology is, by nature, forward-looking and speculative.

Irrespective of the assumption of responsibility for the contents of the Prospectus by the Company and the Underwriters (see "*2. General Information—2.1 Responsibility for the Contents of the Prospectus*"), neither the Company nor the Underwriters have verified the figures, market data and other information used by third parties in their studies, publications and financial information, or the external sources on which the Company's estimates are based. The Company and the Underwriters therefore assume no liability for and offer no guarantee of the accuracy of the data from studies and third-party sources contained in the Prospectus and/or for the accuracy of data on which our estimates are based.

The Prospectus also contains estimates of market and other data and information derived from such data, which cannot be obtained from publications by market research institutes or from other independent sources. Such information is partly based on our own market observations, the evaluation of industry information (from conferences, sector events, etc.) or internal assessments. The Company believes that its estimates of market and other data and the information it has derived from such data assists investors in gaining a better understanding of the industry in which companies of the S24 Group operate in and the Group's position therein. The Company's own estimates have not been checked or verified externally. We nevertheless assume that our own market observations are reliable. However, they may differ from estimates made by competitors of the S24 Group or from future studies conducted by market research institutes or other independent sources. The Company and the Underwriters give no warranty that their estimates do not differ materially from actual events.

2.5 Documents Available for Inspection

For as long as the Prospectus is valid, copies of the following documents are available for inspection during regular business hours at the Company's offices at Dingolfinger Str. 1-15, Munich, Germany:

(i) the Company's articles of association ("**Articles of Association**");

(ii) the unaudited interim consolidated financial statements of S24 AG as of and for the six-month period ended June 30, 2015, prepared in accordance with International Financial Reporting Standards, as adopted by the European Union ("**IFRS**") ("**2015 Unaudited Interim Consolidated Financial Statements of S24 AG**");

(iii) the audited consolidated financial statements of Asa NewCo for the short financial year from April 1, 2014 until December 31, 2014, prepared in accordance with IFRS (the "**2014 Audited Short Year Consolidated Financial Statements of Asa NewCo**");

(iv) the audited consolidated financial statements of Asa NewCo for the short financial year from November 8, 2013 until March 31, 2014, prepared in accordance with IFRS (the "**2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo**") ((iii) and (iv) together the "**Audited Short Year Consolidated Financial Statements of Asa NewCo**");

(v) the audited consolidated financial statements of OpCo for the short financial year from January 1, 2014 until March 31, 2014, prepared in accordance with IFRS (the "**2014 Audited Short Year Consolidated Financial Statements of OpCo**");

(vi) the audited consolidated financial statements of OpCo as of and for the financial year ended December 31, 2013, prepared in accordance with IFRS (the "**2013 Audited Consolidated Financial Statements of OpCo**");

(vii) the audited consolidated financial statements of OpCo as of and for the financial year ended December 31, 2012, prepared in accordance with IFRS (the "**2012 Audited Consolidated Financial Statements of OpCo**"), (vi) and (vii) together the "**Audited Consolidated Financial Statements of OpCo**");

(viii) the audited unconsolidated financial statements of Asa NewCo for the short financial year from April 1, 2014 until December 31, 2014 prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*) (the "**2014 Audited Short Year Unconsolidated Statements of Asa NewCo**").

(ix) OC&C, Study commissioned by the Company and prepared by OC&C Strategy Consultants Limited, London, United Kingdom titled "The German Real Estate and Automotive Advertising Markets" and dated August 7, 2015.

Future annual and interim financial reports of the Company will be available on the website of the Company (www.scout24.com), from the German Company Register (*Unternehmensregister*) (www.unternehmensregister.de) and from the Company, Dingolfinger Straße 1-15, Munich, Germany. Annual financial reports will also be published in the German Federal Gazette (*Bundesanzeiger*).

2.6 Note on Currency and Financial Information

The financial information contained in the Prospectus is mainly derived from the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG, the Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo, the Audited Consolidated Financial Statements of OpCo as well as the 2014 Audited Short Year Unconsolidated Statements of Asa NewCo, which are included in "*23. Financial Information*" section of the Prospectus. The financial years ended December 31, 2013 and December 31, 2012 are also referred to in the Prospectus as "financial year 2013" or "2013" and "financial year 2012" or "2012", respectively.

The Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2014 Audited Short Year Unconsolidated Statements of Asa NewCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo and the Audited Consolidated Financial Statements of OpCo were audited by PricewaterhouseCoopers Aktiengesellschaft, Wirtschaftsprüfungsgesellschaft, Munich, Germany ("**PwC**"), who issued in each case an unqualified auditor's report (*uneingeschränkter Bestätigungsvermerk*) thereon as included in the Prospectus.

The auditor's report on the 2012 Audited Consolidated Financial Statements of OpCo, the 2013 Audited Consolidated Financial Statements of OpCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo and the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo each contain an explanatory paragraph regarding a supplementary audit in each case.

The explanatory paragraph for the 2012 Audited Consolidated Financial Statements of OpCo reads as follows: "We issue this opinion on the basis of our duty-bound audit of the consolidated financial statements concluded as of April 19, 2013, and our supplementary audit concluded as of December 2, 2013, referring to the changes to various financial statement line items of the consolidated financial statements as a result of an update of the consolidated group and our supplementary audit, concluded as of September 24, 2014, referring to the inclusion of a segment reporting, the disclosure of remuneration paid to persons in key positions, adjustments regarding the initial recognition of business combinations, changes of presentation of receivables from cash management, of receivables from at equity companies, of results from and impairment of at equity companies, of payments in advance, of contingent purchase price liabilities and provisions for litigation costs, adjustments to pension provisions and the amendment of clarifying explanations. We refer to the Company's justification for the changes as stated in the changed notes to the consolidated financial statements, Section 6.1.2 'Basis of preparation'. The supplementary audits did not lead to any reservations."

The explanatory paragraph for the 2013 Audited Consolidated Financial Statements of OpCo reads as follows: "We issue this opinion on the basis of our duty-bound audit of the consolidated financial statements concluded as of September 25, 2014, and our supplementary audit, referring to the changes in Section 6.4.7 'subsequent events' as well as to the editorial amendments in the Sections 6.2.4 'distribution and marketing costs', 6.2.5 'general and administrative expenses', 6.3.2 'trade receivables', 6.3.10 'financial liabilities', 6.3.12 'other liabilities', 6.3.14 'equity', 6.4.3 'disclosures on financial instruments', 6.4.4 'financial risk management and capital management' and 6.4.5 'related party disclosures' of the notes to the consolidated financial statements. We refer to the Company's justification for the changes as stated in the changed notes to the consolidated financial statements, Section 6.1.2 'basis of preparation'. The supplementary audit did not lead to any reservations."

The explanatory paragraph for the 2014 Audited Short Year Consolidated Financial Statements of OpCo reads as follows: "We issue this opinion on the basis of our duty-bound audit of the consolidated financial statements concluded as of September 26, 2014, and our supplementary audit, referring to the changes in Section 6.4.7 'Subsequent events' as well as to the editorial amendments in the sections mentioned in Section 6.1.2 'Basis of preparation' in the notes to the consolidated financial statements. We refer to the Company's justification for the changes as stated in the changed notes to the consolidated financial statements, Section 6.1.2 'Basis of preparation'. The supplementary audit did not lead to any reservations."

The explanatory paragraph for the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo reads as follows: "We issue this opinion on the basis of our duty-bound audit of the consolidated financial statements concluded as of September 29, 2014, and our supplementary audit, referring to the changes in Section '6.5.7 Subsequent events' as well as to the editorial amendments in the Sections '6.1.3 New standards and interpretations not yet adopted', '6.2.1 Acquisitions', '6.3.4 Distribution and marketing costs', '6.3.5 General and administrative expenses', '6.3.7 Results from investments accounted for using the equity method', '6.3.10 Income taxes', '6.3.11 Earnings per share from continuing and discontinued operations', '6.4.10 Financial liabilities', '6.4.13 Pensions and other post-employment benefit obligations', '6.5.3 Disclosures on financial instruments', '6.5.4 Financial risk management and capital management', '6.5.5 Related party disclosures' and '6.5.6 Segment information' of the notes to the consolidated financial statements. We refer to the Company's justification for the changes as stated in the changed notes to the consolidated financial statements, Section '6.1.2 Basis of preparation'. The supplementary audit did not lead to any reservations."

The 2013/2014 Audited Short Year Unconsolidated Statements of Asa NewCo were also audited by PwC, who issued an unqualified auditor's report (*uneingeschränkter Bestätigungsvermerk*) included in the Prospectus. In each case, PwC conducted its audits in accordance with Section 317 German Commercial Code (*Handelsgesetzbuch*) and German generally accepted standards for the audit of financial statements promulgated by the Institute of Public Auditors in Germany (*Institut der Wirtschaftsprüfer*). For further details on the financial information see "*8. Selected Financial and Business Information*" and "*9. Management's Discussion and Analysis of Net Assets, Financial Position and Results of Operations*" in the Prospectus.

Financial data in the Prospectus denoted as "audited" was taken from the Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo and the Audited Consolidated Financial Statements of OpCo or the 2014 Audited Short Year Unconsolidated Statements of Asa NewCo. Financial data in the Prospectus denoted as "unaudited" was taken either from the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG or the Group's accounting records or management reporting, or is based on calculations of these figures or derived from the Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo and the Audited Consolidated Financial Statements of OpCo or the 2014 Audited Short Year Unconsolidated Statements of Asa NewCo.

The amounts set forth in the Prospectus in "€", "Euro" or "EUR" refer to the single currency of the articipating member states in the third state of the European Union pursuant to the Treaty Establishing the European Community. The amounts set forth in the Prospectus in "US$" or "US Dollar" refer to the single currency of the United States of America. The amounts set forth in the Prospectus in "CHF" refer to the single currency of Switzerland. The amounts set forth in the Prospectus in "SGD" refer to the single currency of the Republic of Singapore. The amounts set forth in the Prospectus in "AUD" refer to the single currency of Australia. The amounts set forth in the Prospectus in "GBP" refer to the single currency of the United Kingdom.

The functional currency of the Group is the Euro and we prepare our financial statements in Euro. The table below shows the average exchange rates of the US dollar, the Singapore dollar and the Swiss franc against the Euro for the periods listed as used in the Prospectus. Since all subsidiaries conduct their financial, commercial and organizational activities independently, their respective local currency is the functional currency. In accordance with IAS 21, assets and liabilities are translated at the closing rate while the income statement amounts are, due to practical reasons, translated at exchange rate prevailing on the day of the relevant transaction.

	Average exchange rate for					
1 EUR converts into	**6-month period ended June 30, 2015**	**9-month period ended December 31, 2014**	**November 8, 2013 until March, 31 2014**	**3-month period ended March 31, 2014**	**12-month period ended December 31, 2013**	**12-month period ended December 31, 2012**
USD	1.1170	1.3155	1.3666	1.3702	1.3280	1.2858
SGD	1.5066	1.6643	1.7261	1.7380	1.6610	1.6062
CHF	1.0578	1.2116	1.2248	1.2231	1.2304	1.2051
AUD	1.4273	1.4543	1.5157	1.5292	1.3768	1.2415
GBP	0.7331	0.7992	0.8311	0.8279	0.8489	0.8112

Source: Oanda (August 9, 2015)

2.7 Non-IFRS Measures

Earnings before interest, taxes, depreciation and amortization ("**EBITDA**"), ordinary operating EBITDA, ordinary operating EBITDA margin, unique monthly visitors ("**UMV**"), average revenue per user ("**ARPU**", therefore, in IS24 per core agent and in AS24 per core dealer) and certain other items included herein are not recognized measures of financial performance under IFRS and such items should not be considered as an alternative to the applicable IFRS measures. Unless specifically indicated to the contrary, these measures are derived from our internal support and finance systems and have not been reviewed by an outside consultant, expert or auditor.

We have provided EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, capital expenditure, UMV, ARPU and other information in the Prospectus because we believe they provide investors with additional information to measure our performance. Our use of the terms EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, capital expenditure, UMV, ARPU varies from others in our industry and should not be considered as an alternative to net profit/(loss), revenues, cash flow from operating activities or any other performance measures derived in accordance with IFRS as measures of operating performance or cash flow. EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, capital expenditure, UMV and ARPU have important limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of our results as reported under IFRS.

2.8 Note Regarding Figures and Technical Terms

Some figures (including percentages) in the Prospectus have been rounded in accordance with standard commercial practice, whereby aggregate amounts (sum totals, sub-totals, differences or amounts put in relation) are calculated based on either the underlying unrounded amounts or the underlying amounts rounded to EUR thousands. As a result, the aggregate amounts in the following tables may not correspond in all cases to the corresponding rounded amounts contained in the following tables. In some instances, such rounded figures and percentages may not add up to 100%, or to the totals or subtotals contained in tables or stated elsewhere in the Prospectus. Furthermore, totals and subtotals in tables may differ slightly from unrounded figures stated elsewhere in the Prospectus due to rounding off in accordance with commercial practice. Figures shown as 0.0 (referring to a positive amount) or (0.0) (referring to a negative amount) result of rounding to EUR million for purposes of the Prospectus.

3. THE OFFERING

3.1 Subject Matter of the Offering

The Offering consists of a total of 51,175,000 ordinary registered shares of the Company with no par value (*Stückaktien*), each such share having a notional value of EUR 1.00 in the share capital and full dividend rights as from January 1, 2015, comprising (i) 8,500,000 newly issued ordinary registered shares with no par value from a capital increase against cash contributions resolved by an extraordinary general shareholders' meeting of the Company on September 17, 2015 (the New Shares), and (ii) 36,000,000 existing ordinary registered shares with no par value from the holdings of the Selling Shareholders, of which 21,000,000 shares from the holdings of the Selling Shareholders are intended to be placed in a base deal (Base Secondary Shares) and of which up to 15,000,000 additional shares from the holdings of the Main Selling Shareholders and BMEP Ord may be placed (such additional shares, if any, the Additional Secondary Shares and together with the Base Secondary Shares, the Secondary Shares) if the Main Selling Shareholders exercise an option to increase the number of Secondary Shares to be placed (the "**Upsize Option**"). The Upsize Option may be exercised by the Main Selling Shareholders in consultation with the Joint Global Coordinators on the date of pricing based on demand. If the Upsize Option is exercised in full, the Selling Shareholders would sell 36,000,000 shares (the Maximum Secondary Shares). Furthermore, the Offering consists of up to 6,675,000 ordinary registered shares with no par value from the holdings of the Main Selling Shareholders to cover a potential over-allotment (the Over-Allotment Shares, together with the New Shares and the Secondary Shares, the Offer Shares). The number of Over-Allotment Shares will be equal to 15% of the sum of the New Shares and the Secondary Shares. Assuming an Offer Price at the high end of the price range and placement of the Base Secondary Shares, the number of Over-Allotment Shares will be 4,173,863. Assuming an Offer Price at the low end of the price range and placement of the Maximum Secondary Shares, the number of Over-Allotment Shares will be 6,675,000.

The Offer Shares carry the same rights as all other shares of the Company and confer no additional rights or benefits. All shares of the Company, including the Offer Shares, are subject to and governed by German law.

This Offering consists of initial public offerings in the Federal Republic of Germany and the Federal Republic of Austria and private placements in certain jurisdictions outside the Federal Republic of Germany and the Federal Republic of Austria. In the United States of America, the shares will be offered for sale to qualified institutional buyers as defined in, and in reliance on, Rule 144A under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"). Outside the United States of America, the shares are being offered in reliance on Regulation S under the Securities Act.

As of the date of the Prospectus the share capital of the Company amounts to EUR 100 million, divided into 100 million ordinary registered shares with no par value.

The Secondary Shares were issued in connection with the change of legal form of Asa NewCo GmbH into a German stock corporation pursuant to Sections 190, 226, 247 and 248 German Transformation Act (*Umwandlungsgesetz*) and Sections 1(2), 8 and 10 German Stock Corporation Act (*Aktiengesetz*) which was registered on September 10, 2015. The number of Secondary Shares to be finally placed will be determined together with the Offer Price and the allotment of the Offer Shares on September 30, 2015 (see "*—3.3 Price Range, Offer Period, Number of Secondary Shares Placed, Offer Price and Allotment*").

The extraordinary general shareholders' meeting of the Company resolved on a capital increase against cash contributions in order to create the New Shares on September 17, 2015. Registration of the resolution of the general shareholders' meeting on the capital increase is expected to occur before September 28, 2015. On September 28, 2015, the Management Board and the Supervisory Board will resolve on the number of New Shares to be issued. The implementation of the capital increase regarding the New Shares (including the exact number of New Shares to be issued) is expected to be registered on September 29, 2015. As of the start of trading of the shares of the Company, the Company's total share capital will amount to up to EUR 108,500,000 (assuming an Offer Price at the low end of the price range), divided into up to 108,500,000 ordinary registered shares with no par value. All shares issued as of the date of the Prospectus are, and all shares that will be issued prior to the commencement of trading will be, fully paid up (see "*16. Information on the Share Capital of S24 AG and Applicable Regulations—16.1.3 Capital Increase Resolution to Implement the Offering*").

The Main Selling Shareholders will make available to Goldman Sachs International, as stabilization manager (for the account of the Underwriters), by way of a share loan up to 6,675,000 Over-Allotment Shares to cover potential over-allotments. The Main Selling Shareholders also granted the Underwriters the option to purchase up to 6,675,000 existing shares in the Company at the Offer Price.

The Company will receive the proceeds from the sale of the New Shares (but must pay certain commissions and expenses relating to the Offering). The Selling Shareholders will receive the proceeds from the sale of the

Secondary Shares in relation to their participation in the Offering and, to the extent the Greenshoe Option (as defined under "*—3.9 Stabilization Measures, Over-Allotment and Greenshoe Option*) is exercised, the Main Selling Shareholders will receive the proceeds from an exercise of the Greenshoe Option (in each case after deduction of fees, commissions and expenses).

3.2 Existing Shareholders

Prior to completion of the Offering, 100% of the share capital of the Company is held by Asa HoldCo, DTAG, MEP Ord, BMEP Ord, MEP Pref, BMEP Pref and Scout Lux Management Equity Co S.à r.l., Luxembourg ("**Scout Lux Management Equity**", together with the Selling Shareholders, the "**Existing Shareholders**"). For an explanation of the shareholder structure of our Group see "*15. Shareholder Structure*". The Main Selling Shareholders will grant an option to the Underwriters to acquire up to 6,675,000 further shares from the Main Selling Shareholders in connection with a potential over-allotment. See "*—3.9 Stabilization Measures, Over-Allotment and Greenshoe Option*". Upon completion of the Offering and assuming that the Offer Price ist set at the low end of the price range and placement of the Base Secondary Shares, the Existing Shareholders will hold approximately 72.8% of the Company's share capital. In case of a sale of the Maximum Secondary Shares and pricing at the low end of the price range, the shareholdings of the Existing Shareholders, will drop to approximately 59.0% (see "*15. Shareholder Structure—15.1 Direct Shareholder*"). Asa HoldCo and DTAG entered into the S24 Shareholders' Agreement with regard to certain matters in the general shareholders' meeting until the shareholding of either Asa HoldCo or DTAG in S24 AG falls below 5% or upon expiration of the term of the S24 Shareholders' Agreement on September 21, 2015.

3.3 Price Range, Offer Period, Offer Price, Number of Secondary Shares, and Allotment

The price range within which purchase orders may be submitted is from EUR 26.50 to EUR 33.00 per Offer Share.

3.3.1 Offer Period

The period, during which investors may submit purchase orders for the Offer Shares is expected to commence on September 21, 2015 and to end on September 30, 2015 at (i) 12:00 (Central European Summer Time) for retail investors (natural persons) and (ii) at 14:00 (Central European Summer Time) for institutional investors (the "**Offer Period**"). Purchase orders must be for at least 10 shares and be expressed in full Euro amounts or increments of 25 Eurocents. Multiple purchase orders are permitted.

3.3.2 Offer Price

Also, at the end of the Offer Period, the final number of Offer Shares and the offer price per share will be determined jointly by the Company and the Selling Shareholders after consultation with the Joint Global Coordinators using the order book prepared during the bookbuilding process (the "**Offer Price**"). This is expected to take place on or about September 30, 2015. The Offer Price will be set on the basis of the purchase orders submitted by investors during the Offer Period that have been collated in the order book. This method of setting the number of shares that will be placed at the Offer Price is intended to maximize proceeds. Consideration will also be given as to whether the Offer Price and the number of shares to be placed allow for the reasonable expectation that the share price will demonstrate steady performance in the secondary market, given the demand for the Company's shares noted in the order book. Attention will be paid not only to the prices offered by investors and the number of investors wanting shares at a particular price, but also to the composition of the group of shareholders in the Company that would result at a given price (so-called investor mix) and expected investor behavior. For further information regarding allotment criteria see "*—3.6 Allotment Criteria*". The Company and the Selling Shareholders will not charge investors any expenses or taxes incurred in connection with the Offering.

3.3.3 Number of Secondary Shares

The Main Selling Shareholders, after consultation with the Joint Global Coordinators will decide whether to exercise the Upsize Option depending on market demand and using the order book prepared during the bookbuilding process. The Main Selling Shareholders may increase the number of Secondary Shares to be placed by them and BMEP Ord to up to 36,000,000. The Main Selling Shareholders reserve the right to allocate among themselves the Secondary Shares to be placed by them once the number of Secondary Shares to be placed in total has been determined.

3.3.4 Publication of Offer Price and Number of Secondary Shares

The final number of Offer Shares (including the final number of Secondary Shares placed and the allocation among the Selling Shareholders) as well as the Offer Price are expected to be published on or about September 30, 2015, by means of an ad hoc announcement in various media distributed across the entire European Economic Area (*Medienbündel*) and on the Company's website (http://www.scout24.com/en/IPO/Initial-Public-Offering.aspx). Investors who have placed purchase offers with one of the Underwriters can obtain information from that Underwriter about the Offer Price and the number of Offer Shares allotted to them, at the earliest, on the first bank working day following the pricing. Trading in the Company's shares may commence before investors have received notice of the number of Offer Shares allotted to them. Book-entry delivery of the allotted Offer Shares against payment of the Offer Price is expected to occur on October 5, 2015. In particular, if the placement volume proves insufficient to satisfy all orders placed at the Offer Price, the Underwriters reserve the right to reject orders, or to accept them in part only.

3.3.5 Change of Price Range

The Company and the Selling Shareholders reserve the right, after consultation with the Joint Global Coordinators, to reduce or increase the upper/lower limits of the price range and/or to extend or shorten the Offer Period. To the extent that the terms of the Offering are changed, such change will be announced through electronic media, on the Company's website (http://www.scout24.com/en/IPO/Initial-Public-Offering.aspx) and published, if required by the German Securities Trading Act (*Wertpapierhandelsgesetz*) and/or the German Securities Prospectus Act (*Wertpapierprospektgesetz*), as an ad hoc announcement and as a supplement to the Prospectus. Investors who have submitted purchase orders will not, however, be informed individually. Changes to the price range or extension or shortening of the Offer Period will not invalidate purchase orders already submitted. Under the German Securities Prospectus Act, if the publication of a supplement is required, investors who have submitted a purchase order prior to such publication may, within two business days from the publication of the supplement, withdraw or change their orders or submit new limited or unlimited orders. Under certain conditions, the Joint Global Coordinators acting on behalf of the Underwriters may terminate the Underwriting Agreement relating to the Offering expected to be entered into with, *inter alia*, the Company on September 28, 2015, even after commencement of trading (*Aufnahme des Handels*) of the Company's shares on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (see "*20. Underwriting—20.4 Termination/Indemnification*").

3.4 Expected Timetable for the Offering

The anticipated timetable for the Offering is as follows, subject to extension or shortening:

September 18, 2015	Approval of the Prospectus by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) ("**BaFin**")
	Notification of the approved Prospectus to the Austrian Commission for the Supervision of the Financial Sector (*Österreichische Finanzmarktaufsicht*) ("**FMA**")
	Publication of the approved Prospectus on the Company's website (http://www.scout24.com/en/IPO/Initial-Public-Offering.aspx)
	Commencement of marketing (roadshow)
September 21, 2015	Application for listing filed with the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*)
	Commencement of the Offer Period
September 29, 2015	Listing approval issued by the Frankfurt Stock Exchange
September 30, 2015	Close of the Offer Period for retail investors at 12:00 (Central European Summer Time) and for institutional investors at 14:00 (Central European Summer Time)
	Determination of the Offer Price and allotment; determination of the final number of Secondary Shares; publication of Offer Price and final number of Offer Shares as an ad hoc announcement in various media distributed across the entire European Economic Area (*Medienbündel*) and on the Company's website (http://www.scout24.com/en/IPO/Initial-Public-Offering.aspx)
October 1, 2015	First day of trading
October 5, 2015	Book-entry delivery of the Offer Shares against payment of the Offer Price

The Prospectus and any supplement thereto will be published on the Company's website at http://www.scout24.com/en/IPO/Initial-Public-Offering.aspx. In addition, copies of the printed Prospectus and any supplements thereto will be available upon publication free of charge during regular business hours at the offices of the Company (Dingolfinger Straße 1-15, Munich, Germany).

3.5 Information on the Offer Shares

3.5.1 Voting Rights

Each of the Offer Shares entitles the shareholder to one vote at the general shareholders' meeting of the Company. There are no restrictions on voting rights and no different voting rights. Voting rights are the same for all of the Company's shareholders.

3.5.2 Dividend Rights and Share in Liquidation Proceeds

The Offer Shares carry full dividend rights as from January 1, 2015, i.e. for the financial year ending December 31, 2015 and for all subsequent financial years. In the event of the Company's liquidation, the Company's assets that remain after satisfaction of all liabilities of the Company will be distributed to the shareholders in proportion to their interest in the Company's share capital.

3.5.3 Form and Representation of the Shares

The current Articles of Association of the Company provide for all shares in the Company to be issued as ordinary registered shares with no par value (*Stückaktien*). The shares of the Company will initially be represented by one global share certificate without dividend coupons, which will be issued and deposited with Clearstream Banking Aktiengesellschaft, Mergenthalerallee 61, 65760 Eschborn, Germany subsequently to the approval of the Prospectus. Section 5(4) of the Company's current Articles of Association stipulates that the shareholders' right to receive definitive share certificates for their shares shall be excluded unless the issuance of share certificates is required under the rules applying to a stock exchange to which the shares are admitted for trading. It will be possible to issue global certificates in relation to shares. The form of the share certificates, dividend coupons and renewal coupons is determined by the Company's Management Board.

3.5.4 ISIN, WKN, Common Code and Trading Symbol

International Securities Identification Number (ISIN)	DE000A12DM80
German Securities Code (*Wertpapier-Kenn-Nummer*) (WKN)	A12DM8
Common Code	129346973
Trading Symbol	G24

3.5.5 Transferability of the Shares

The shares are freely transferable in accordance with the legal requirements for ordinary registered shares. There are no restrictions on the transferability of the Company's shares other than the lock-up agreements "*—3.10 Lock-Up Agreements*". See also "*16. Information on the Share Capital of S24 AG and Applicable Regulations—16.2 Certification and Transferability of the Shares*".

3.6 Allotment Criteria

The allotment of shares to retail investors and institutional investors will be decided by the Company and the Selling Shareholders after consultation with the Joint Global Coordinators. The ultimate decision rests with the Company and the Selling Shareholders. Allotments will be made on the basis of the quality of the individual orders and – in the case of institutional investors – the quality of the individual investors, as well as other important allotment criteria, for example, the timing of the order, to be determined after consultation with the Joint Global Coordinators. The Company and the Underwriters will adhere to the "Principles for the Allotment of Share Issues to Private Investors" (*Grundsätze für die Zuteilung von Aktienemissionen an Privatanleger*) issued on June 7, 2000 by the German Commission of Stock Exchange Experts (*Börsensachverständigenkommission*) of the German Federal Ministry of Finance (*Bundesministerium der Finanzen*). "Qualified investors" (*qualifizierte Anleger*) under the German Securities Prospectus Act (*Wertpapierprospektgesetz*) are not viewed as "private investors" within the meaning of the allotment rules. The details of the allotment procedure will be stipulated after expiration of the Offer Period and published in accordance with the allotment principles.

3.7 Stock Exchange Admission and Commencement of Trading

The Company expects to apply on September 21, 2015 for admission of its shares to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange and, simultaneously, on the sub-segment thereof with additional post-admission obligations (Prime Standard).

The decision on the admission of the existing shares of the Company is expected to be announced on September 29, 2015. The decision on the admission of the Company's existing shares to trading will be made solely by the Frankfurt Stock Exchange at its discretion. Trading of the Company's shares on the Frankfurt Stock Exchange is expected to commence on October 1, 2015.

3.8 Delivery and Payment

Delivery of the Offer Shares against payment of the Offer Price and customary security commissions (*Effektenprovision*) is expected to take place two bank working days after listing commences, i.e. on or about October 5, 2015. The shares will be made available to shareholders as co-ownership interests in the respective global share certificate.

At their discretion, investors may choose to have shares they acquire in the Offering credited to the securities account of a bank held for their account at Clearstream Banking Aktiengesellschaft, Mergenthalerallee 61, 65760 Eschborn, Germany, or to the securities account of a participant in Euroclear Bank S.A./N.V., 1, Boulevard Roi Albert II, 1120 Brussels, Belgium, as the operator of the Euroclear system, or to Clearstream Banking S.A., 42 Avenue JF Kennedy, 1855 Luxembourg, Luxembourg.

3.9 Stabilization Measures, Over-Allotment and Greenshoe Option

In connection with the placement of the Offer Shares, Goldman Sachs International or persons acting on its behalf, will act as the stabilization manager and may, acting in accordance with legal requirements (Section 20a(3) German Securities Trading Act (*Wertpapierhandelsgesetz)* in conjunction with EU Commission Regulation (EC) 2273/2003 of December 22, 2003), make over-allotments and take stabilization measures to support the market price of the shares of the Company and thereby counteract any selling pressure.

The stabilization manager is under no obligation to take any stabilization measures. Therefore, no assurance can be provided that any stabilization measures will be taken. Where stabilization measures are taken, they may be terminated at any time without notice. Such measures may be taken beginning from the date the shares of the Company are listed on the regulated market of the Frankfurt Stock Exchange and must be terminated no later than 30 calendar days after this date (the "**Stabilization Period**").

These measures may result in a market price for shares of the Company that is higher than it would otherwise have been. Moreover, the market price may, temporarily, be at an unsustainable level.

Under the possible stabilization measures, investors may be allotted up to 6,675,000 additional shares in the Company from the holdings of the Main Selling Shareholders as part of the allotment of the shares to be placed. The maximum number of Over-Allotment Shares will be equal to 15% of the sum of New Shares and the Secondary Shares. The number of the New Shares depends on the Offer Price, the number of the Secondary Shares depends on whether the Upsize Option is exercised. Assuming an Offer Price at the high end of the price range and placement of the Base Secondary Shares, the maximum number of the Over-Allotment Shares is 4,173,863.

In order to cover a potential over-allotment, Goldman Sachs International will be provided for the account of the Underwriters with a securities loan over shares by the Main Selling Shareholders equal to the number of the Over-Allotment Shares. In addition, the Main Selling Shareholders have also granted the Underwriters an option to acquire the borrowed shares at the Offer Price ("**Greenshoe Option**"). The Greenshoe Option shall be exercisable by Goldman Sachs International acting as stabilization manager and will terminate 30 calendar days after commencement of the stock exchange trading of the shares.

Once the Stabilization Period has ended, an announcement will be made within one week in various media distributed across the entire European Economic Area (*Medienbündel*) as to whether stabilization measures were taken, when price stabilization started and finished, and the price range within which stabilization was taken; the latter will be made known for each occasion on which price stabilization measures were taken. Exercise of the Greenshoe Option, the timing of exercise and the number and type of shares concerned will also be announced promptly in the manner previously stated.

3.10 Lock-Up Agreements

3.10.1 Lock-Up of the Company

In the Underwriting Agreement, the Company will agree with the Underwriters, in accordance with the relevant provisions of German securities law, that it will not, without the prior written consent of the Joint Global Coordinators, which consent may not be unreasonably withheld, during the period ending six months after the date of the first day of trading of the shares of the Company:

a) announce or effect an increase of the share capital of the Company out of authorized capital;

b) propose to its shareholders' meeting an increase of the Company's share capital;

c) announce, effect or propose the issuance of securities with conversion or option rights on the Company's shares; or

d) enter into a transaction or perform any action economically similar to those described in a) through c) above.

The Company may, however, (i) issue or sell shares or other securities to employees and members of executive bodies of the Company or its subsidiaries under management participation plans and (ii) undertake any corporate action for purposes of entering into joint ventures or acquiring companies provided that the parties to the joint venture or the selling shareholders of the company to be acquired (i.e. the entities that will acquire any shares or other securities of the Company) assume towards the Joint Global Coordinators the obligation to comply with the restrictions on the disposal of shares contained in the Underwriting Agreement.

3.10.2 Lock-Up of the Existing Shareholders

In the Underwriting Agreement and separate lock-up agreements with the Underwriters, MEP Ord and MEP Pref will agree that they will not, during the period ending twelve months, and DTAG, Asa HoldCo, BMEP Ord, BMEP Pref and Scout Lux Management Equity will agree that they will not during the period ending six months, after the date of the first day of trading of the shares of the Company (except for transactions with affiliates of the Selling Shareholders for the then remaining part of the lock-up period of the Selling Shareholders):

a) offer, pledge, allot, distribute, sell, contract to sell, sell any option or contract to purchase, purchase any option to sell, grant any option, right or warrant to purchase, transfer or otherwise dispose of, directly or indirectly, any shares of the Company held by it as of the date of the Underwriting Agreement;

b) cause or approve, directly or indirectly, the announcement, execution or implementation of any increase in the share capital of the Company or a direct or indirect placement of shares of the Company (other than as expressly contemplated by the Prospectus);

c) propose, directly or indirectly, any increase in the share capital of the Company, to any meeting of the shareholders for resolution, or vote in favor of such a proposed increase (other than as expressly provided by the Prospectus);

d) cause or approve, directly or indirectly, the announcement, execution or proposal of any issuance of financial instruments constituting options or warrants convertible into shares of the Company; or

e) enter into a transaction or perform any action economically similar to those described in a) through d) above, in particular, enter into any swap or other arrangement that transfers to another, in whole or in part, the economic risk of ownership of the restricted shares, whether any such transaction is to be settled by delivery of restricted shares, in cash or otherwise.

The aforementioned lock-up undertakings do not apply to disposals of shares held by MEP Ord and MEP Pref that are permitted by Asa HoldCo and are made to cover certain cash tax payment obligations of managers to whom such shares are allocated in their capacity as shareholders of such limited partnerships after six months after the first day of trading of the Company's shares.

The aforementioned lock-up undertakings do furthermore not apply to disposals or transfers after six months after the first day of trading of the Company's shares of shares held by MEP Pref and MEP Ord for four former managers of Scout24 who, prior to the sale of shares in the IPO, indirectly held a total of approximately 0.23% of the Company's share capital (on a look-through basis).

Regarding the lock-up in the context of the Management Equity Program see also "*17. Governing Bodies—17.5 Management Participation Program—17.5.1 Management Equity Program*".

3.10.3 Lock-Up of Management and Certain Managers of the Company

The members of the Company's Management Board, as well as certain other managers of the Company, do not hold any shares in the Company directly prior to the Offering, but only through the MEP Partnerships as defined below under "*17. Governing Bodies—17.5 Management Participation Program—17.5.1 Management Equity Program*". As the MEP Partnerships are bound by a lock-up of six or 12 months (see "*—3.10.2 Lock-Up of the Existing Shareholders*), the members of the Management Board and certain managers of the Company are indirectly subject to a lock-up. For further information on further selling restrictions of the management see "*17. Governing Bodies—17.5 Management Participation Program—17.5.1 Management Equity Program*".

3.11 Designated Sponsors

The Joint Global Coordinators have agreed to assume the function of designated sponsors of the Company's shares traded on the Frankfurt Stock Exchange for a period of at least one year. Pursuant to the designated sponsor agreement expected to be concluded among each of the Joint Global Coordinators and the Company, the designated sponsors will, among other things, place limited buy and sell orders for shares in the electronic trading system of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) during regular trading hours. This is intended to achieve greater liquidity in the market for the Company's shares. In accordance with Sections 76 and 77 Exchange Rules (*Börsenordnung*) for the Frankfurt Stock Exchange, the designated sponsors' agreement stipulates the duties and responsibilities of the designated sponsors. Among other things, the designated sponsors shall be available at all times during trading hours and, upon receipt of a request for a quote, shall promptly supply quotes and enter into transactions on such basis. In addition, the designated sponsors shall provide quotes throughout the auction.

3.12 Interests of Parties Participating in the Offering

In connection with the Offering and stock exchange listing of the Company's shares, the Underwriters have a contractual relationship with the Company and the Selling Shareholders. The Joint Global Coordinators advise the Company on the transaction and coordinate the structuring and execution of the transaction. The Underwriters will receive a commission upon successful completion of the transaction. The amount of the commission will depend on the size of the Offering and the Offer Price. The Underwriters therefore have an interest that as many Shares as possible are placed at the highest price possible. In addition, the Joint Global Coordinators have been appointed as designated sponsors for the Company's shares and Deutsche Bank Aktiengesellschaft, Frankfurt am Main, Germany ("**Deutsche Bank**"), has been appointed as paying agent.

Some of the Underwriters currently have business relationships with our Group and/or the Existing Shareholders. For example, some of the Underwriters have, among other things, provided loans to some companies of our Group: Barclays, Credit Suisse and Goldman Sachs International or certain of their affiliates, respectively, are parties to the syndicated senior facility agreement (SFA). See "*12. Material Contracts—12.1.1 Senior Facilities Agreement*".

The Selling Shareholders and their direct and indirect shareholders also have an interest in the consummation of the transaction because the Selling Shareholders will receive the proceeds resulting from the sale of the Secondary Shares and the Main Selling Shareholders will receive the proceeds resulting from an exercise of the Greenshoe Option. Also, the Offering proceeds received by the Company will be used to repay indebtedness in order to strengthen the financial position and equity base of the Company and to support growth. The equity value of the shareholdings of the Existing Shareholders will increase by 21.7% or EUR 1.48 per share due to the Offering (calculated as accretion of net asset value at the mid-point of the price range and excluding any proceeds from the exercise of the Greenshoe Option). Consequently, the Existing Shareholders have an interest in the success of the Offering under the best possible terms.

4. REASONS FOR THE OFFERING, USE OF PROCEEDS AND COSTS OF THE OFFERING

4.1 Proceeds and Costs of the Offering

The Company will receive the proceeds resulting from the sale of the New Shares. The Selling Shareholders will receive the proceeds resulting from the sale of the Secondary Shares and the Main Selling Shareholders will receive the proceeds resulting from a potential sale of Over-Allotment Shares to the extent the Greenshoe Option is exercised in relation to their participation in the Offering (in each case after deduction of fees and commissions).

The amount of the proceeds of the Offering, as well as the costs related to the Offering depend on the Offer Price, which also determines the Underwriters' commissions, and on the number of New and Secondary Shares (including the Over-Allotment Shares) that will be placed in the Offering.

The Company aims to achieve total gross proceeds from the Offering of the New Shares of approximately EUR 225 million. The number of New Shares will be fixed on this basis taking into consideration the progress in the bookbuilding process on September 28, 2015 (see "*16. Information on the Share Capital of S24 AG and a Applicable Regulations–16.1. Share Capital and Shares–16.1.3 Capital Increase Resolution to Implement the Offering*"). The Company will pay the commission payable to the Underwriters with respect to the New Shares and all expenses related to the Offering that were generated until the date of change of legal form, i.e. September 10, 2015, as well as the expenses that were generated after the date of change of legal form at the ratio of New Shares to the total number of Offer Shares (excluding Over-Allotment Shares).

To achieve total gross proceeds of the Company of approximately EUR 225 million, 8,500,000 New Shares would need to be placed, if the Offer Price is set at the low end of the price range, 7,571,428 New Shares if the Offer Price is set at the mid-point and 6,825,757 New Shares if the Offer Price is set at the high end of the price range. The Underwriters' commission payable by the Company does not depend on the number of New Shares placed as the gross proceeds are fixed.

Assuming an Offer Price at the mid-point of the price range and placement of the Base Secondary Shares and full payment of the discretionary fee with respect to the New Shares, the commission payable to the Underwriters will amount to EUR 6 million and the amount of other expenses to be borne by the Company will amount to approximately EUR 8 million, resulting in net proceeds of approximately EUR 211.3 million.

The gross proceeds to the Selling Shareholders depend on the number of Secondary Shares sold and the Offer Price. The Selling Shareholders will bear the commissions payable to the Underwriters with respect to the Secondary Shares sold and all other cost and expenses in connection with the Offering, that were generated after the date of change of legal form, i.e. September 10, 2015, at the ratio of the Secondary Shares to the total number of Offer Shares (excluding Over-Allotment Shares). In addition, Selling Shareholders will pay the costs of their own advisors and similar costs which were directly incurred by them.

Assuming an Offer Price at the mid-point of the price range and sale of the Base Secondary Shares, the gross proceeds of the Selling Shareholders will amount to EUR 625 million. Assuming payment in full of the discretionary fee with respect to the Base Secondary Shares, the commission payable to the Underwriters will amount to EUR 18 million and the other Offering related expenses which the Underwriters have to bear will amount to EUR 6 million, resulting in net proceeds of the Selling Shareholders of approximately EUR 601 million.

Assuming the sale of the Maximum Secondary Shares at the mid-point of the price range, the gross proceeds of the Selling Shareholders will amount to EUR 1,071 million and the net proceeds to EUR 1,029 million.

The Main Selling Shareholders will receive the proceeds from the sale of the Over-Allotment Shares and have to pay the commissions payable the Underwriters, to the extent the Greenshoe Option is exercised.

Investors will not be charged with expenses by the Company, the Selling Shareholders or the Underwriters in connection with their role as underwriters.

4.2 Reasons for the Offering and Use of Proceeds

The Company intends to list its shares on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange, with simultaneous admission to the sub-segment of the regulated market, with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange to obtain access to the capital markets and diversify its shareholders' base. The Company will use the net proceeds in the amount of approximately up to EUR 211.3 million (assuming the sale of the Base Secondary Shares, see "*—4.1 Proceeds and Costs of the Offering*") to partly repay the term loan facility B under the SFA with an outstanding amount of EUR 595 million as of June 30, 2015 in order to strengthen the financial position and equity base of the Company and to support growth.

As of June 30, 2015, the total outstanding indebtedness under the SFA (including term loan facility B and term loan facility C) amounted to EUR 995 million with a final maturity on February 12, 2021 (term loan facility B) and April 20, 2022 (term loan facility C).

The Selling Shareholders have informed us that they intend to reduce their shareholding in our Group through the placement of the Secondary Shares and that they believe the Offering to be in the interest of the Company as the listing of the shares increases awareness for the potential customers, consumers and employees and offers new possibilities of raising equity. Notwithstanding, the Selling Shareholders will continue to hold a substantial stake in the Company (at least approximately 52.4% assuming the placement of all New Shares and the full placement of the Base Secondary Shares and a full exercise of the Upsize Option and the Greenshoe Option).

5. DIVIDEND POLICY

5.1 General Rules on Allocation of Profits and Dividend Payments

Shareholders have a share in the Company's distributable profits determined in proportion to their interest in the Company's share capital. The participation of new shares in the profits may be determined in a different manner.

Distributions of dividends on shares for a given financial year are generally determined by a process in which the Management Board and the Supervisory Board submit a proposal for the distribution of dividends to the annual general shareholders' meeting held within the first eight months of the subsequent financial year. The general shareholders' meeting then adopts a resolution on such distribution with a simple majority of the votes cast, without being bound by the proposal of the Management Board and the Supervisory Board. Under German law, dividends can only be resolved upon and paid if the unconsolidated financial statements of the Company show distributable profits (*Bilanzgewinn*). In contrast to the Company's consolidated financial statements, which are prepared in accordance with IFRS, the annual financial statements are prepared in accordance with the accounting principles of the German Commercial Code and other applicable German law. These accounting regulations differ from IFRS in material respects. The unconsolidated financial statements of the Company are approved by the Management Board and the Supervisory Board unless the Management Board and the Supervisory Board refer the approval to the general shareholders' meeting. In determining the distributable profits, the profit or loss for the financial year is adjusted for profits or losses carried forward from previous financial years as well as for withdrawals from, and transfers to reserves. Certain reserves must be maintained by law and must be deducted when calculating the distributable profits. Subject to certain statutory restrictions, the general shareholders' meeting is entitled to transfer additional amounts to the reserves or carry them forward. If the Management Board and the Supervisory Board approve the unconsolidated financial statements, they may, pursuant to Section 58(2) German Stock Corporation Act, transfer up to 50% of the profit for the financial year remaining after deducting any transfers to statutory reserves and any losses carried forward to non-statutory reserves.

Dividends resolved by the general shareholders' meeting are due and payable immediately after the relevant general shareholders' meeting, unless otherwise provided in the dividend resolution, in compliance with the rules of the respective clearing system. Under German law, the right to dividend payments is generally time-barred after three years for the benefit of the Company.

The Offer Shares will be entitled to profit participation beginning January 1, 2015, i.e. for the full financial year ending December 31, 2015, and for all subsequent financial years. The dividends will be paid out in accordance with the rules of the clearing system of Clearstream Banking Aktiengesellschaft, Mergenthalerallee 61, 65760 Eschborn, Germany. Details on dividend payments and the respective payment agent will be published in the German Federal Gazette (*Bundesanzeiger*) after the general shareholders' meeting. Neither German law nor the Company's Articles of Association provide for a special procedure for the exercise of dividend rights by shareholders not resident in Germany.

Generally, withholding tax (*Kapitalertragsteuer*) is withheld from dividends paid. The Company assumes responsibility for the withholding of taxes on distributions at source, in accordance with statutory provisions. For more information on the taxation of dividends see "*21. Taxation in the Federal Republic of Germany—21.2 Taxation of Shareholders—21.2.1.1 Taxation of Dividends*" and "*22. Taxation in Austria—22.3 Taxation of Dividends*".

5.2 Dividend Policy and Earnings per Share

As a legal matter, the Offer Shares are entitled to dividends for the financial year beginning January 1, 2015, i.e. for the full financial year ending December 31, 2015 and for all subsequent financial years. We do not anticipate paying a dividend until our net financial indebtedness falls below 2.5 times the ordinary operating EBITDA generated during the preceding 12 months. In order to determine the ratio of net financial indebtedness to ordinary operating EBITDA, we assess the ordinary operating EBITDA for the prior twelve consecutive months preceding the relevant time. If this requirement is met, we will consider appropriate shareholder distributions, in the form of a regular dividend or otherwise, reflecting our profitability levels, cash flows and planned investments. Under the SFA, subject to customary exceptions, the Company may not pay any dividends to its shareholders if and to the extent that the ratio of total net debt to consolidated EBITDA of S24 Group (the definition of consolidated EBITDA corresponds to our definition of ordinary operating EBITDA), as of the end of the three-month period preceding the quarter in which the relevant payment is made (after taking into account such payment), exceeded or would have exceeded 4.00:1.00 (or, if such payment is made from retained excess cash flow, 4.25:1.00) (see "*12. Material Contracts—12.1 Financing Agreements—12.1.1 Senior Facilities Agreement*").

Our ability and intention to pay dividends in the future will depend on our financial position, results of operations, capital requirements, investment alternatives, the existence of distributable reserves, available liquidity and other factors that the Management Board and Supervisory Board may deem relevant. Any proposals by the Management Board and Supervisory Board regarding dividend payments will be subject to the approval of the general shareholders' meeting, which may revise the Company's dividend policy from time to time. Since the Company is a holding company, it does not itself generate any distributable profits, but is dependent on the transfer of distributable profits by its operating subsidiaries. The determination of each subsidiary's ability to pay dividends is made in accordance with applicable law.

The table below shows the net results for the period and the corresponding net results for the period per share of our Group for the six-months period ended June 30, 2015 (based on the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG), the short financial year ended December 31, 2014 (based on the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo), the short financial year ended March 31, 2014 of OpCo (based on the 2014 Audited Short Year Consolidated Financial Statements of OpCo), the short financial year ended March 31, 2014 of Asa NewCo (based on the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo) and for the financial years ended December 31, 2013 and 2012 (based on the Audited Consolidated Financial Statements of OpCo). The net results per share are calculated on the basis of 1 million outstanding shares in the Company and in OpCo, respectively. The table also shows the net profit/loss for the year of the Company in accordance with the German Commercial Code for the nine-month period ended December 31, 2014 (based on the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo) (at that time still in the legal form of a German limited liability company):

	Asa NewCo			**OpCo**		
	6-month period ended June 30, 2015	**9-month period ended December 31, 2014**	**Short Financial Year November 8, 2013 to March 31, 2014**	**3-month period ended March 31, 2014**	**12-month period ended December 31, 2013**	**12-month period ended December 31, 2012**
	(unaudited)	**(audited unless otherwise indicated)**		**(audited unless otherwise indicated)**		
Net profit/(loss) (*Jahresüberschuss/ Jahresfehlbetrag*) for the period of the S24 Group in accordance with IFRS in EUR million	40.0	(20.2)	(21.7)	161.6	78.2	60.5
Basic earnings per share in EUR	*(23.4)*[(1)]	*(119.6)*[(1)]	*(111.9)*[(1)]	*161.8*[(1)]	*79.3*[(1)]	*60.5*[(1)]
Net profit/(loss) (*Jahresüberschuss/ Jahresfehlbetrag*) of S24 AG (formerly Asa NewCo GmbH) for the year in accordance with the German Commercial Code (*Handelsgesetzbuch*) in EUR million	n/a	29.0	(51.1)	n/a	n/a	n/a
per share[(2)] *(unaudited) in EUR*	*n/a*	*29.0*	*(51.1)*	*n/a*	*n/a*	*n/a*
Distributions to the Company's shareholders in EUR million	421.6	6.4	n/a	n/a	n/a	n/a
Distributions per share (unaudited) in EUR[(3)]	*421.6*	*6.4*	*n/a*	*n/a*	*n/a*	*n/a*

(1) Net profit/(loss) per share is computed applying principles of IAS 33 by dividing combined net profit/(loss) for the period attributable to the shareholders of S24 Group in accordance with IFRS by the weighted average number of shares in the respective financial year. Since the Company's transformation from a limited liability company (*GmbH*) into a stock corporation (*Aktiengesellschaft*) did not take effect until September 10, 2015, the net result per share has been calculated on the basis of the share capital as of the change of legal form (disregarding subsequent changes to the Company's share capital). The share capital of Asa NewCo amounted to EUR 2 million and of OpCo to EUR 1 million and is, in each case, based on the existence of 1 million ordinary registered shares with no par value.

(2) Net profit/(loss) per share is calculated by dividing the net profit/(loss) for the financial year of the Company in accordance with the German Commercial Code (Handelsgesetzbuch) by the weighted average number of issued shares (as determined in footnote 1 above, since a calculation method is not specified in the German Commercial Code (Handelsgesetzbuch).

(3) Distributions per share have been calculated by dividing distributions for the financial year of the Company attributable to the shareholders of S24 Group on the basis of the Company's share capital as of the change of legal form (disregarding subsequent changes to the Company's share capital), which amounted to EUR 2 million and is based on the existence of 1 million preferred registered shares.

6. CAPITALIZATION AND INDEBTEDNESS

6.1 Capitalization

The following tables show the consolidated capitalization (including total debt) and indebtedness of our Group as of July 31, 2015, (i) prior to implementation of the Offering and the conversion of capital reserves into share capital, (ii) adjusted to reflect the conversion of capital reserves into share capital which was resolved on August 28, 2015 and registered on September 3, 2015 (see "*16. Information on the Share Capital of S24 AG and Applicable Regulations—16.1 Share Capital and Shares*"), (iii) adjusted to reflect the effects of a full placement of the New Shares and (iv) adjusted for repayment of senior debt out of net proceeds (see *4. Reasons for the Offering—4.2 Reasons for the Offering and Use of Proceeds*". For the calculations underlying the tables it was assumed that the Offer Price is set at the mid–point of the price range at EUR 29.75 and that 7,571,428 New Shares are issued, further that only the Base Secondary Shares are placed resulting in net issue proceeds for the Company of EUR 211.3 million, see "*4. Reasons for the Offering—4.1 Proceeds and Costs of the Offering*").

Investors should read these tables in conjunction with "*8. Selected Financial and Business Information*", and "*9. Management's Discussion and Analysis of Net Assets, Financial Position and Results of Operations*" and the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG as of and for the six-month period ended June 30, 2015, including the notes thereto, which are included in the Prospectus, beginning on page F-3.

	As of July 31, 2015			
	(i) As of July 31, 2015	**(ii) Prior to the offering and adjusted for the conversion of capital reserves**[1]	**(iii) Adjusted for the net proceeds from a full placement of the New Shares**[2]	**(iv) Adjusted for repayment of debt**
	(unaudited) (in EUR million)			
Total current debt[3]	**93.9**	**93.9**	**93.9**	**93.9**
of which, guaranteed	–	–	–	–
of which, secured	–	–	–	–
of which, unguaranteed/unsecured	93.9	93.9	93.9	93.9
Total non-current debt (excluding current portion of long-term debt)[4]	**1,379.6**	**1,379.6**	**1,379.6**	**1,174.2**
of which, guaranteed	–	–	–	–
of which, secured[5]	974.2	974.2	974.2	768.7[6]
of which, unguaranteed/unsecured	405.5	405.5	405.5	405.5
Shareholders' equity[7]	**684.4**	**684.4**	**895.7**	**891.1**
Share capital[8]	2.0	100.0	107.6[9]	107.6
Legal Reserves[10]	305.8	207.8	417.5[9]	417.5
Other reserves[11]	801.1	801.1	801.1	801.5
Retained Earnings	(425.4)	(425.4)	(431.4)[12]	(436.0)[13]
Minority interest[14]	0.9	0.9	0.9	0.9
Total capitalization	**2,157.9**	**2,157.9**	**2,369.2**	**2,159.2**

(1) On August 28, 2015 it was resolved to convert an amount of EUR 98 million of the capital reserves into share capital which was thereby increased to EUR 100 million.

(2) Assuming the issue of 7,571,428 New Shares (each such share with a notional value of EUR 1.00 in the share capital) at the Offer Price of EUR 29.75 and net proceeds of EUR 211.3 million.

(3) "Total Current debt" is referred to as "Current liabilities" in the Company's financial statements.

(4) "Total Non-Current debt (excluding current portion of long-term debt)" is referred to as "Non-current liabilities" in the Company's financial statements.

(5) Non-current financial liabilities under the SFA are secured by pledges or other forms of security interests over the shares in subsidiaries, bank accounts, receivables and intellectual property rights (see *"12. Material Contracts—12.1 Financing Agreements—12.1.1 Senior Facilities Agreement—12.1.1.2 Security Interest").*

(6) The net proceeds of the Offering in the amount of EUR 211.3 million will be used to partly repay liabilities under the SFA. The principal amount outstanding under the SFA of EUR 995 million will therefore be reduced to EUR 785.0 million. The carrying amount under IFRS (see footnote 4 in the table under "*—6.2 Net Financial Indebtedness*") will only be reduced by an estimated EUR 205.4 million as the amount of discounts and transactions costs of EUR 21.4 million as of July 31, 2015 will be reduced by a partial amortization of transaction costs in the estimated amount of EUR 4.6 million.

(7) "Shareholder's equity" is referred to as "Equity" in the Company's financial statements.

(8) "Share capital" is referred to as "Subscribed capital" in the Company's financial statements.

(9) This adjustment reflects the expected net proceeds from the Offering of EUR 211.3 million based on the issuance of 7,571,428 New Shares at an Offer Price of EUR 29.75 assuming placement of all New Shares less the estimated costs of the Offering attributable to the Company of EUR 14.0 million, of which an estimated EUR 7.9 million is set off against the capital reserves, the remaining amount of EUR 6.1 million is estimated to be expensed and to reduce retained earnings. Tax effects associated with costs of the Offering have not been considered.

(10) "Legal reserve" is referred to as "Capital reserves" in the Company's financial statements.

(11) "Other Reserves" is referred to as "Appropriated capital reserve" plus "Other reserves" in the Company's financial statements.

(12) An estimated amount of EUR 6.1 million of the costs of the Offering attributable to the Company is estimated to be expensed and to reduce retained earnings.

(13) The retained earnings are reduced by the amount of the amortization of transaction costs and discounts (see footnote 6) in the estimated amount of EUR 4.6 million.

(14) "Minority interest" is referred to as "Non-controlling interests" in the Company's financial statements.

6.2 Net Indebtedness

The following table shows an overview of the net indebtedness of our Group as of July 31, 2015, (i) prior to the implementation of the Offering, (ii) adjusted to reflect the conversion of capital reserves into share capital which was resolved on August 28, 2015 and registered on September 3, 2015 (see "*16. Information on the Share Capital of S24 AG and Applicable Regulations–16.1 Share Capital and Shares*"), (iii) adjusted to reflect the effects of a full placement of the New Shares (assuming net issue proceeds of EUR 211.3 million, see "*4. Reasons for the Offering—4.1 Proceeds and Costs of the Offering*"), and (iv) Adjusted for repayment of senior debt out of net proceeds (assuming a repayment of EUR 210 million with a pro rata reduction of the capitalized transaction cost of the loan of EUR 4.6 million).

Investors should read these tables in conjunction with "*8. Selected Financial and Business Information", "9. Management's Discussion and Analysis of Net Assets, Financial Position and Results of Operations*" and the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG as of and for the six-month period ended June 30, 2015, including the notes thereto, which are included in the Prospectus, beginning on page F-3.

	As of July 31, 2015			
	(i) As of July 31, 2015	**(ii) Prior to the offering and adjusted for the conversion of capital reserves(1)**	**(iii) Adjusted for the net proceeds from a full placement of the New Shares(2)**	**(iv) Adjusted for repayment of debt**
		(unaudited) (in EUR million)		
A. Cash	54.3	54.3	265.6(6)	55.6(7)
B. Cash equivalents	–	–	–	–
C. Trading securities	–	–	–	–
D. Liquidity (A)+(B)+(C)	**54.3**	**54.3**	**265.6(6)**	**55.6(7)**
E. Current financial receivables(10)	**0.3**	**0.3**	**0.3**	**0.3**
F. Current bank debt	1.3	1.3	1.3	1.3
G. Current portion of non-current debt	–	–	–	–
H. Other current financial debt(3)	3.1	3.1	3.1	3.1
I. Current financial debt (F)+(G)+(H)	**4.4**	**4.4**	**4.4**	**4.4**
J. Net current financial indebtedness (I)-(E)-(D)	**(50.2)**	**(50.2)**	**(261.5)(6)**	**(51.5)(7)**
K. Non-current bank loans(4)	973.9	973.9	973.9	768.4(8)
L. Bonds issued	–	–	–	–
M. Other non-current loans(5)	2.6	2.6	2.6	2.6
N. Non-current financial indebtedness (K)+(L)+(M)	**976.4**	**976.4**	**976.4**	**771.0(8)**
O. Net financial indebtedness (J)+(N)	**926.2**	**926.2**	**714.9(6)**	**719.5(9)**

(1) On August 28, 2015 it was resolved to convert an amount of EUR 98 million of the capital reserves into share capital which was thereby increased to EUR 100 million.

(2) Assuming the issue of 7,571,428 New Shares (each such share with a notional value of EUR 1.00 in the share capital) at the Offer Price of EUR 29.75 and net proceeds of EUR 211.3 million.

(3) "Other current financial debt" corresponds to current liabilities less current financial liabilities as shown in the Company's financial statements.

(4) The outstanding amount under the SFA is EUR 995 million (see "*12. Material Contracts—12.1 Financing Agreements—12.1.1 Senior Facilities Agreement*"). As of July 31, 2015, this amount is reduced by discounts and transaction costs of EUR 21.4 million under IFRS. The position furthermore includes non-current financial liabilities of Flowfact GmbH of EUR 0.4 million.

(5) "Other non-current loans" includes mainly financial liabilities from finance leasing, derivative financial instruments and liabilities to associates companies.

(6) This adjustment reflects the net proceeds from the Offering in the amount of EUR 211.3 million which will increase the cash position.

(7) This adjustment reflects the partial repayment of the SFA out of the net proceeds from the Offering in the amount of EUR 210 million which will reduce the cash position.

(8) The carrying amount of the non-current bank loans in the amount of EUR 973.9 million is estimated to be reduced by EUR 205.4 million, reflecting the partial amortization of transaction costs in the amount of EUR 4.6 million which is offset against the repayment of EUR 210 million. See footnote 6 in the table under "*—6.1 Capitalization*".

(9) The net financial indebtedness will increase by an estimated amount of EUR 4.6 million as amortization of transaction costs which was offset against the reduction amount of the carrying amount of the non-current financial indebtedness has no cash effect.

(10) Current financial receivables represents the current portion of financial assets as shown in the Company's financial statements.

6.3 Contingent Liabilities and Other Financial Obligations

As of July 31, 2015, there were no contingent liabilities and no other financial obligations.

6.4 Working Capital Statement

The Company believes that the Group has sufficient working capital to meet its payment obligations that become due within the twelve-month period following the date of the Prospectus.

6.5 No Significant Change

Between June 30, 2015 and the date of the Prospectus, there have been no significant changes in our Group's financial or trading position. For information on current trading and management's view on full year trends, see "*24. Recent Developments and Outlook*."

7. DILUTION

The carrying amount of the shareholders' equity of the Company (calculated as total assets minus total liabilities) in its unaudited consolidated statement of financial position based on the unaudited financial information of the Company as of July 31, 2015 amounted to EUR 684.4 million as of July 31, 2015, and would amount to EUR 6.84 per share, based on 100 million outstanding shares of the Company immediately before the Offering.

Assuming aggregate net proceeds to the Company from the sale of the New Shares of approximately EUR 211.3 million calculated on the basis of an Offer Price at the mid-point of the price range resulting in 7,571,428 New Shares and placement of the Base Secondary Shares (see "*4. Reasons for the Offering—4.1 Proceeds and Costs of the Offering*"), the carrying amount – had the Company already received the aggregate net proceeds by July 31, 2015 – of the thus adjusted shareholders' equity on the Company's unaudited interim consolidated statement of financial position as of July 31, 2015 would have been EUR 895.6 million (based on the low end of the price range); this corresponds to approximately EUR 8.25 per share (calculated on the basis of 108,500,000 shares outstanding after full implementation of the capital increase regarding the New Shares). That would correspond to a direct dilution of EUR 18.25 (68.9%) per share for the parties acquiring the offered shares at the low end of the price range. At the mid-point and high end of the price range, the corresponding figures would be EUR 21.42 (72.0%) and EUR 24.61 (74.6%) per share, respectively.

The table below illustrates the amount by which the price per share would exceed the adjusted carrying amount of the shareholders' equity in the unaudited consolidated statement of financial position based on the unaudited financial information of the Company as of July 31, 2015 per share after completion of the Offering, assuming an Offer Price at the low end, the mid-point and the high end at the price range and the corresponding number of New Shares which is 8,500,000 at the low end, 7,571,428 at the mid-point and 6,825,757 at the high end:

	Offer price		
	Low End	**Mid-point**	**High End**
Offer price, in EUR	26.50	29.75	33.00
Outstanding shares of the Company after completion of the Offering	108,500,000	107,571,428	106,825,757
Net asset value per share as of July 31, 2015, in EUR (unaudited)	6.84	6.84	6.84
Net asset value per share following the Offering, in EUR (unaudited)	8.25	8.33	8.39
Amount by which the Offer Price exceeds the net asset value (immediate dilution per share), in EUR (unaudited)	18.25	21.42	24.61
Immediate dilution to the new shareholders, in % (unaudited)	68.9%	72.0%	74.6%
Amount by which the net asset value per share following the Offering exceeds the net asset value attributable to the Existing Shareholders prior to the offering (immediate accretion per share), in EUR (unaudited)	1.41	1.48	1.54
Immediate accretion to the Existing Shareholders, in % (unaudited)	20.6%	21.7%	22.5%

8. SELECTED FINANCIAL AND BUSINESS INFORMATION

The following selected financial and business information is based on the financial reports of Scout24 Holding GmbH (OpCo) and Asa NewCo (now the Company). Asa NewCo was formed on November 8, 2013, as a shell company for the purposes of the acquisition of a 70% interest in the Group by Hellman & Friedman LLC (H&F) and The Blackstone Group L.P. (Blackstone) from DTAG (see "*9. Management's Discussion and Analysis of Net Assets, Financial Position and Results of Operations—9.3 Complex Financial History–9.3.1*) (the "**Transaction**"). As a consequence of the Transaction, our former holding company OpCo has become the directly-held, wholly-owned subsidiary of our new holding company Asa NewCo (now the Company). However, OpCo contains all our business operations, with the exception of certain holding functions. As a result of the timing of the Transaction, some of the financial statements discussed in the Prospectus are for OpCo, while some of the financial statements for more recent periods are for Asa NewCo. In addition, there were changes in the fiscal years of OpCo and Asa NewCo (now the Company) that resulted in short fiscal years.

The following selected historical financial and business information for the financial years ended December 31, 2013 and 2012 is based on the 2013 Audited Consolidated Financial Statements of OpCo as of and for the financial year ended December 31, 2013 and the 2012 Audited Consolidated Financial Statements of OpCo as of and for the financial year ended December 31, 2012 (both statements containing comparative figures for the respective prior year period) (together the "**Audited Consolidated Financial Statements of OpCo**"). As a result of the changes mentioned above, there is no single complete set of financial statements for the full calendar year 2014. In order to compare our performance in the calendar year 2014 with our performance in 2013, we base the selected historical financial and business information for the year 2014 on the 2014 Audited Short Year Consolidated Financial Statements of OpCo for the short financial year (*Rumpfgeschäftsjahr*) from January 1, 2014 to March 31, 2014 and the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo for the short financial year (*Rumpfgeschäftsjahr*) from April 1, 2014 to December 31, 2014. Similarly, we use financial information extracted from the 2014 Audited Short Year Consolidated Financial Statements of OpCo as of and for the short financial year ended March 31, 2014 and the unaudited interim financial information of Asa NewCo as of and for the three-month period ended June 30, 2014 ("**2014 Unaudited Interim Financial Information of Asa NewCo**") (which is, for the segment level, included in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and for the Group level, is derived from our accounting records) for purposes of a comparison with the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG for the six-month period ended June 30, 2015. The unaudited interim consolidated financial statements as of and for the period January 1, 2015 to June 30, 2015 were finalized after the change of legal form of Asa NewCo into S24 AG took effect and are therefore referred to as 2015 Unaudited Interim Consolidated Financial Statements of S24 AG.

From the beginning of 2014, following the Transaction, we underwent a strategic review and realignment, which resulted in the streamlining of our product portfolio to concentrate on our two core market-leading businesses IS24 and AS24 and the divestment of a number of businesses that no longer fit with this strategy (see "*9. Management's Discussion and Analysis of Net Assets, Financial Position and Results of Operations—9.2 Structure and Organization*"). Consequently, the scope of the businesses reflected in our financial statements has changed and we have chosen to present our results of operations for the periods presented in the Prospectus according to our core operations ("**Core operations**"), which are comprised of our three current operating segments IS24, AS24 and Corporate. Following our restructuring, these three segments comprise the business operations of the Group. We believe our focus on Core operations provides a more accurate analysis of our performance, as IS24 and AS24 are our strategic businesses, and the Corporate segment includes management services and certain shared services provided to IS24 and AS24. Excluded from our Core operations is, first, the FRS24 segment, which has been classified as discontinued operations as from January 1, 2014 and has been sold at the end of August 2014, and second, the Other segment, which management considers immaterial and of limited relevance for analyzing the Group's results of operations. In order to comply with certain statutory disclosure requirements, the following selected historical financial and business information further refers to the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo for the short financial year from November 8, 2013 to March 31, 2014 (not containing comparative figures for a previous period). For an overview of the financial statements included in the Prospectus, see "*9. Management's Discussion and Analysis of Net Assets, Financial Position and Results of Operations—9.3 Complex Financial History—9.3.2 Financial Statements Included in the Prospectus*".

Beginning in the second calendar quarter of 2014, the Corporate segment has charged a management fee to the IS24 and AS24 segments to cover certain management services. Because we consider this management fee part of the ordinary operating result of Corporate (but not of IS24 and AS24), the charge positively impacts the ordinary operating EBITDA of Corporate within our consolidated financial statements, while in the IS24 and AS24 segments, it is accounted for as a non-operating effect and therefore excluded from ordinary operating EBITDA for IS24 and AS24.

The Audited Consolidated Financial Statements of OpCo, the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo and the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo were prepared in accordance with IFRS and were audited by PricewaterhouseCoopers Aktiengesellschaft, Wirtschaftsprüfungsgesellschaft, Munich, Germany (PwC), who issued in each case an unqualified auditor's report (*uneingeschränkter Bestätigungsvermerk*) thereon as included in the Prospectus. The auditor's report on the 2012 Audited Consolidated Financial Statements of OpCo contains an explanatory paragraph regarding the supplementary audits (see "*2. General Information– 2.6 Note on Currency and Financial Information*"). Furthermore, the 2013 Audited Consolidated Financial Statements of OpCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo and the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo each contain an explanatory paragraph regarding a supplementary audit in each case. The audits of the Audited Consolidated Financial Statements of OpCo, the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo and the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo were conducted in accordance with Section 317 German Commercial Code (*Handelsgesetzbuch*) and German Generally Accepted Auditing Standards for the audit of financial statements promulgated by the Institute of Public Auditors in Germany (*Institut der Wirtschaftsprüfer*). The 2015 Unaudited Interim Consolidated Financial Statements of S24 AG have been prepared in accordance with IFRS as adopted by the European Union for interim financial reporting (IAS 34).

The following selected historical financial information marked "audited", is taken from the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo and the Audited Consolidated Financial Statements of OpCo. Financial information marked "unaudited" is taken either from the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG or Asa NewCo's or OpCo's accounting records or management reporting, or is based on calculations of these figures or derived from the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo and the Audited Consolidated Financial Statements of OpCo.

The financial and business information shown here should be read in conjunction with the financial statements mentioned above and contained in the financial section of the Prospectus including the explanatory notes thereto, and in conjunction with the sections "*1. Risk Factors*", "*9. Management's Discussion and Analysis of Net Assets, Financial Position and Results of Operations*" and "*11. Business Description*".

8.1 Selected Financial Information

The tables below present selected financial information for our segments IS24, AS24 and Corporate, for our Core operations as well as for the Group that management considers material in order to describe our business operations.

8.1.1 Selected Financial Information for the six-month period from January 1, 2015 to June 30, 2015 of Asa NewCo, the three-month period from January 1, 2014 to March 31, 2014 of OpCo and the three-month period from April 1, 2014 to June 30, 2014 of Asa NewCo

The following table shows selected financial information for the six-month period ended June 30, 2015 of Asa NewCo compared to the three-month period ended March 31, 2014 of OpCo and the three-month period ended June 30, 2014 of Asa NewCo:

	OpCo	**Asa NewCo**	
	3-month period ended March 31, 2014	**3-month period ended June 30, 2014[7]**	**6-month period ended June 30, 2015**
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)	**(unaudited) (in EUR million unless otherwise indicated)**	
IS24			
External revenues	55.7	56.3	129.1
Internal revenues	0.1	0.1	0.3
Total revenues	**55.7**	**56.4**	**129.4**
EBITDA[(1)(6)]	**29.9**	**32.8**	**73.2**

	OpCo	Asa NewCo	
	3-month period ended March 31, 2014	3-month period ended June 30, 2014(7)	6-month period ended June 30, 2015
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)	(unaudited) (in EUR million unless otherwise indicated)	
Ordinary operating EBITDA(2)(6)	**30.3**	**33.5**	**78.2**
Ordinary operating EBITDA margin (in %)(2)(6)	*54.5%**	*59.4%*	*60.6%*
Capital expenditure(3)(6)	**0.6**	**0.8**	**4.6**
AS24			
External revenues	24.6	26.7	57.4
Internal revenues	0.3	0.2	0.3
Total revenues	**24.9**	**26.9**	**57.6**
EBITDA(1)(6)	**5.0**	**6.1**	**21.6**
Ordinary operating EBITDA(2)(6)	**5.1**	**8.9**	**23.6**
Ordinary operating EBITDA margin (in %)(2)(6)	*20.8%**	*33.5%*	*41.1%*
Capital expenditure(3)(6)	**1.4**	**0.6**	**3.4**
Corporate			
External revenues	1.4	0.9	1.1
Internal revenues	1.1	2.4	4.2
Total revenues	**2.5**	**3.3**	**5.3**
EBITDA(1)(6)	**(4.1)**	**(7.5)**	**(10.2)**
Ordinary operating EBITDA(2)(6)	**(1.5)**	**(1.8)**	**(4.4)**
Reconciliation of management fee charges(4)	–	*(0.8)*	*(2.3)*
Ordinary operating EBITDA adjusted for management fee reconciliation(10)	*(1.5)**	*(2.5)*	*(6.7)*
Capital expenditure(3) (6)	**0.0**	**0.0**	**0.3**
Core Operations(8)			
External Revenues			
IS24	55.7	56.3	129.1
AS24	24.6	26.7	57.4
Corporate	1.4	0.9	1.1
Core operations(8)	**81.7***	**83.9**	**187.6**
EBITDA(1) (6)			
IS24	29.9	32.8	73.2
AS24	5.0	6.1	21.6
Corporate	(4.1)	(7.5)	(10.2)
Core operations(8)	**30.8***	**31.4**	**84.6**
Ordinary operating EBITDA(2)(6)			
IS24	30.3	33.5	78.2
AS24	5.1	8.9	23.6
Corporate	(1.5)	(1.8)	(4.4)
Reconciliation of management fee(5)	–	*(0.8)*	*(2.3)*
Core Operations(8)	**34.0***	**39.8**	**95.1**
Ordinary operating EBITDA margin (in %)(2)(6)	*41.6%**	*47.5%*	*50.7%*
Group(9)			
External Revenues			
Group	82.5	84.7	189.1
Core operations(8)	81.7*	83.9	187.6

	OpCo	Asa NewCo	
	3-month period ended March 31, 2014	3-month period ended June 30, 2014(7)	6-month period ended June 30, 2015
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)	(unaudited) (in EUR million unless otherwise indicated)	
FRS24	7.4	–	–
Other	0.8	8.0	1.6
Reconciling items			
FRS24	(7.4)	(7.2)	–
Other reconciling items	–	–	–
EBITDA(1)(6)			
Group	28.8	31.0	84.8
Core operations(8)	30.8*	31.4	84.6
FRS24	0.1	–	–
Other	(1.5)	0.6	0.2
Reconciling items			
FRS24	(0.6)	(1.0)	–
Other reconciling items	–	0.0	–
Ordinary operating EBITDA(2)(6)			
Group	33.3	39.5	95.5
Core operations(5)(8)	34.0*	39.8	95.1
FRS24	0.4	–	–
Other	(0.1)	0.6	0.4
Reconciling items			
FRS24	(0.9)	(1.1)	–
Other reconciling items(5)	–	0.1	(0.1)

* Unaudited

(1) EBITDA is defined as net profit/(loss) (based on total revenues) before net finance costs, income taxes, depreciation, amortization, impairment and the results from the disposal of subsidiaries.

(2) We define ordinary operating EBITDA as EBITDA adjusted for non-operating effects. Non-operating effects reflect business transactions that are definded for purposes of internal management as occurring once, rarely or extraordinarily and do not reflect the regular operating performance of our business. These effects primarily include expenses for restructuring, expenses in connection with our capital structure, i.e. with regards to financing agreements, and acquisitions, as well as income statement effects from share-based compensation programs (such as our management equity program). We believe the adjustment for the non-operating effects allows for a comparison of our segment performance on a consistent basis. We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues.

(3) Capital expenditure comprises capital expenditure for property, plant and equipment, as well as intangible assets, including internally generated assets from the capitalization of development costs, but excluding goodwill. It further includes advance payments made in relation to property, plant and equipment and intangible assets.

(4) Beginning in the second calendar quarter of 2014, the Corporate segment has charged a management fee to the IS24 and AS24 segments to cover certain management services. Because we consider this management fee part of the ordinary operating result of Corporate (but not of IS24 and AS24), the charge positively impacts the ordinary operating EBITDA of Corporate within our consolidated financial statements, while in the IS24 and AS24 segments, it is accounted for as a non-operating effect and therefore excluded from ordinary operating EBITDA for IS24 and AS24.

(5) The reconciliation effect related to the management fee, which was negative EUR 0.8 million in the three-month period ended June 30, 2014 and negative EUR 2.3 million in the six-month period ended June 30, 2015, was taken into consideration in the calculation of ordinary operating EBITDA for Core operations by means of adding back the impact of the management fee on our IS24 and AS24 segments. In our consolidated financial statements, the impact of the management fee on our IS24 and AS24 segments has been presented within "other reconciling items" of ordinary operating EBITDA. This impact has been eliminated from this line item for purposes of the presentation outlined above.

(6) We have provided EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, capital expenditure and other information in the Prospectus because we believe they provide investors with additional information to measure our performance. Our use of the terms EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure varies from others

in our industry and should not be considered as an alternative to net profit/(loss), revenues, cash flow from operating activities, or any other performance measures derived in accordance with IFRS as measures of operating performance or cash flow. EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure have important limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of our results as reported under IFRS.

(7) These figures are obtained from the voluntary segment information in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG.

(8) Core operations are defined as the sum of IS24, AS24 and Corporate. Ordinary operating EBITDA of Core operations also includes the reconciliation effect of the management fee charged by Corporate to IS24 and AS24.

(9) The presentation of segment information in the consolidated financial statements is not consistent throughout the periods (mainly as a result of the treatment of FRS24), and the Prospectus presentation has been made in accordance with the presentation in our financial statements.

(10) We present Corporate ordinary operating EBITDA adjusted for the reconciliation of management fees as we believe this gives investors a more transparent view of the cost of our holding activities.

8.1.2 Selected Income Statement and Other Financial Information for the Years 2014, 2013 and 2012

The following table shows selected financial as well as income statement data of our segments, our Core operations as well as the Group for the financial years ended 2012 and 2013 of OpCo, the three-month period ended March 31, 2014 of OpCo and the short financial year ended December 31, 2014 of Asa NewCo:

	OpCo			Asa NewCo
	12-month period ended December 31, 2012	12-month period ended December 31, 2013[7]	3-month period ended March 31, 2014	9-month period ended December 31, 2014
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)			(audited unless otherwise indicated) (in EUR million unless otherwise indicated)
IS24				
External revenues	176.6	204.9	55.7	175.8
Internal revenues	0.3	0.2	0.1	0.2
Total revenues	**176.9**	**205.2**	**55.7**	**176.0**
EBITDA[1][6]	**76.5**	**94.9**	**29.9**	**89.6**
Ordinary operating EBITDA[2][6]	–	**93.1**	**30.3**	**99.0**
Ordinary operating EBITDA margin (in %)[2][6]	–	*45.4%**	*54.5%**	*56.3%**
Capital expenditure[3][6]	**7.1**	**5.4**	**0.6**	**6.7**
AS24				
External revenues	90.5	97.5	24.6	82.3
Internal revenues	1.5	1.0	0.3	0.7
Total revenues	**92.0**	**98.6**	**24.9**	**83.0**
EBITDA[1][6]	**9.6**	**14.4**	**5.0**	**14.0**
Ordinary operating EBITDA[2][6]	**–**	**14.4**	**5.1**	**26.0**
Ordinary operating EBITDA margin (in %)[2][6]	–	*14.8%**	*20.8%**	*31.6%**
Capital expenditure[3][6]	**10.6**	**8.1**	**1.4**	**5.1**
Corporate				
External revenues	6.2	4.4	1.4	2.5
Internal revenues	4.6	5.7	1.1	6.7
Total revenues	**10.7**	**10.1**	**2.5**	**9.1**
EBITDA[1][6]	**(12.3)**	**(9.5)**	**(4.1)**	**(45.1)**
Ordinary operating EBITDA[2][6]	–	**(9.5)**	**(1.5)**	**(7.0)**
Reconciliation of management fee charges[4]	–	*n/a*	*n/a*	*(2.9)**
Ordinary operating EBITDA adjusted for management fee reconciliation[10]	–	*(9.5)**	*(1.5)**	*(9.9)**
Capital expenditure[3][6]	**1.0**	**0.6**	**0.0**	**0.2**

	OpCo			Asa NewCo
	12-month period ended December 31, 2012	12-month period ended December 31, 2013[7]	3-month period ended March 31, 2014	9-month period ended December 31, 2014
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)			(audited unless otherwise indicated) (in EUR million unless otherwise indicated)
Core operations[8]				
External revenues				
IS24	176.6	204.9	55.7	175.8
AS24	90.5	97.5	24.6	82.3
Corporate	6.2	4.4	1.4	2.5
Core operations[8]	**273.3***	**306.9***	**81.7***	**260.5***
year-on-year change (in %)	*n/a*	*12.3%**	*n/a*	*n/a*
EBITDA[1][6]				
IS24	76.5	94.9	29.9	89.6
AS24	9.6	14.4	5.0	14.0
Corporate	(12.3)	(9.5)	(4.1)	(45.1)
Core operations[8]	**73.8***	**99.8***	**30.8***	**58.5***
Ordinary operating EBITDA[2][6]				
IS24	n/a	93.1	30.3	99.0
AS24	n/a	14.4	5.1	26.0
Corporate	n/a	(9.5)	(1.5)	(7.0)
Reconciliation of management fee[5]	*n/a*	*n/a*	*n/a*	*(2.9)**
Core Operations[8]	**n/a**	**98.0***	**34.0***	**115.1***
Ordinary operating EBITDA margin (in %)[2][6]	*n/a*	*31.9%**	*41.6%**	*44.2%**
Group[9]				
External Revenues				
Group	313.5	310.1	82.5	262.9
Core operations[8]	273.3*	306.9*	81.7*	260.5*
FRS24	32.8	30.1	7.4	–
Other	7.4	3.2	0.8	14.3
Reconciling items				
FRS24	–	(30.1)	(7.4)	(12.0)
Other reconciling items	–	–	–	–
EBITDA[1][6]				
Group	65.7	94.0	28.8	58.6
Core operations[8]	73.8*	99.8*	30.8*	58.5*
FRS24	(1.5)	(4.7)	0.1	–
Other	(6.4)	(3.3)	(1.5)	1.2
Reconciling items				
FRS24	–	2.4	(0.6)	(1.1)
Other reconciling items	(0.2)	(0.2)	–	0.0
Ordinary operating EBITDA[2][6]				
Group	–	92.2	33.3	115.2
Core operations[5][8]	–	98.0*	34.0*	115.1*
FRS24	–	(4.7)	0.4	–
Other	–	(3.5)	(0.1)	1.6

	OpCo			Asa NewCo
	12-month period ended December 31, 2012	12-month period ended December 31, 2013(7)	3-month period ended March 31, 2014	9-month period ended December 31, 2014
	(audited unless otherwise indicated)			(audited unless otherwise indicated)
	(in EUR million unless otherwise indicated)			(in EUR million unless otherwise indicated)
Reconciling items				
FRS24	–	2.4	(0.9)	(1.5)
Other reconciling items(5)	–	(0.0)*	–	0.0*

* Unaudited.

(1) EBITDA is defined as net profit/(loss) (based on total revenues) before net finance costs, income taxes, depreciation, amortization, impairment and the results from the disposal of subsidiaries.

(2) We define ordinary operating EBITDA as EBITDA adjusted for non-operating effects. Non-operating effects reflect business transactions that are definded for purposes of internal management as occurring once, rarely or extraordinarily and do not reflect the regular operating performance of our business. These effects primarily include expenses for restructuring, expenses in connection with our capital structure, i.e. with regards to financing agreements, and acquisitions, as well as income statement effects from share-based compensation programs (such as our management equity program). We believe the adjustment for the non-operating effects allows for a comparison of our segment performance on a consistent basis. We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues. We do not present ordinary operating EBITDA or ordinary operating EBITDA margin for 2012.

(3) Capital expenditure comprises capital expenditure for property, plant and equipment, as well as intangible assets, including internally generated assets from the capitalization of development costs, but excluding goodwill. It further includes advance payments made in relation to property, plant and equipment and intangible assets.

(4) Beginning in the second calendar quarter of 2014, the Corporate segment has charged a management fee to the IS24 and AS24 segments to cover certain management services. Because we consider this management fee part of the ordinary operating result of Corporate (but not of IS24 and AS24), the charge positively impacts the ordinary operating EBITDA of Corporate within our consolidated financial statements, while in the IS24 and AS24 segments, it is accounted for as a non-operating effect and therefore excluded from ordinary operating EBITDA for IS24 and AS24.

(5) The reconciliation effect related to the management fee, which was negative EUR 2.9 million in the nine-month period ended December 31, 2014, was taken into consideration in the calculation of ordinary operating EBITDA for Core operations by means of adding back the impact of the management fee on our IS24 and AS24 segments. In our consolidated financial statements, the impact of the management fee on our IS24 and AS24 segments has been presented within "other reconciling items" of ordinary operating EBITDA. This impact has been eliminated from this line item for purposes of the presentation outlined above.

(6) We have provided EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, capital expenditure and other information in the Prospectus because we believe they provide investors with additional information to measure our performance. Our use of the terms EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure varies from others in our industry and should not be considered as an alternative to net profit/(loss), revenues, cash flow from operating activities, or any other performance measures derived in accordance with IFRS as measures of operating performance or cash flow. EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure have important limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of our results as reported under IFRS.

(7) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

(8) Core operations are defined as the sum of IS24, AS24 and Corporate. Ordinary operating EBITDA of Core operations also includes the reconciliation effect of the management fee charged by Corporate to IS24 and AS24.

(9) The presentation of segment information in the consolidated financial statements is not consistent throughout the periods (mainly as a result of the treatment of FRS24), and the Prospectus presentation has been made in accordance with the presentation in our financial statements.

(10) We present Corporate ordinary operating EBITDA adjusted for the reconciliation of management fees as we believe this gives investors a more transparent view of the cost of our holding activities.

8.2 Major Performance Indicators

We use various performance indicators to track the performance of our IS24 and AS24 segments. The major performance indicators are described below. None of these metrics are measures of financial performance under IFRS, except as expressly stated otherwise. These measures have not been reviewed by an outside consultant, expert or auditor. Unless specifically indicated to the contrary, these measures are derived from our internal support and finance systems. These metrics, as defined by our management, may not be comparable to similar terms used by our competitors or other companies.

For IS24, we track our revenues from core agents only for our business in Germany, due to the relative insignificance of that part of our business which is generated outside of Germany. In AS24, we track major performance indicators for Germany and for Benelux and Italy combined.

	OpCo			Asa NewCo		
	12-month period ended December 31, 2012	**12-month period ended December 31, 2013**	**3-month period ended March 31, 2014**	**3-month period ended June 30, 2014**	**9-month period ended December 31, 2014**	**6-month period ended June 30, 2015**
	(unaudited, unless otherwise indicated) (in EUR million unless otherwise indicated)			(unaudited, unless otherwise indicated) (in EUR million unless otherwise indicated)		
IS24						
Revenues from core agents (Germany)(1)(2)	106.7	119.2	32.3	33.0	101.0	72.9
Revenues from other agents(3)	15.1	20.4	5.5	5.5	19.1	17.1
Other revenues(4)	54.8	65.4	17.8	17.8	55.8	39.1
Total external revenues**	**176.6***	**204.9***	**55.7***	**56.3**	**175.8***	**129.1**
Germany						
Core agents (end of period, in numbers)(1)	21,332	21,296	21,104	21,764	22,092(13)	20,606
Core agents (average during period, in numbers)(1)	20,967	21,314	21,200	21,434	21,598	21,349
Core agent ARPU (EUR/ month)(1)(5)	424	466	508	513	519	569
Revenues from core agents (Germany)(1)	***106.7***	***119.2***	***32.3***	***33.0***	***101.0***	***72.9***
UMV (desktop only, in numbers and million)(6)	**7.6**	**9.1**	**8.9**	**7.6**	**7.8**	**7.9**
UMV (multiplatform, in numbers and million)(6)	**–**	**–**	**–**	**–**	**–**	**11.9**
AS24						
Revenues from core dealers (Germany)(7)(8)	32.2	33.3	8.3	9.1	27.5	20.0
Revenues from core dealers (Benelux, Italy)(7)(8)	25.3	28.1	7.3	7.8	23.9	17.3
Revenues from other dealers(9)	8.5	10.2	2.7	2.9	8.3	5.6
Other revenues(10)	24.5	26.0	6.3	6.9	22.6	14.5
Total external revenues**	**90.5***	**97.5***	**24.6***	**26.7**	**82.3***	**57.4**
Germany						
Core dealers (end of period, in numbers)(7)	17,061	17,733	17,947	18,233	19,774	21,655
Core dealers (average during period, in numbers)(7)	17,271	17,397	17,840	18,090	18,861	20,715
Core dealer ARPU (EUR / month)(7)(11)	155	159	155	167	162	161
Revenues from core dealers (Germany)(7)	**32.2**	**33.3**	**8.3**	**9.1**	**27.5**	**20.0**
Benelux/Italy						
Core dealers (end of period, in numbers)(7)	14,837	15,816	15,905	16,137	16,396	16,892
Core dealers (average during period, in numbers)(7)	14,576	15,327	15,861	16,021	16,151	16,644
Core dealer ARPU (EUR / month)(7)(11)	145	153	154	163	165	174

	OpCo			Asa NewCo		
	12-month period ended December 31, 2012	12-month period ended December 31, 2013	3-month period ended March 31, 2014	3-month period ended June 30, 2014	9-month period ended December 31, 2014	6-month period ended June 30, 2015
	(in EUR million unless otherwise indicated) (unaudited, unless otherwise indicated)			(in EUR million unless otherwise indicated) (unaudited, unless otherwise indicated)		
Revenues from core dealers (Benelux/ Italy)(7)	**25.3**	**28.1**	**7.3**	**7.8**	**23.9**	**17.3**
UMV (desktop only, in numbers and million)(12) ...	**9.0**	**9.2**	**8.5**	**7.5**	**7.8**	**7.8**
Thereof: Germany (desktop only, in numbers and million)(12)	*6.2*	*5.5*	*5.1*	*4.6*	*4.8*	*4.5*
Thereof: Benelux/Italy (desktop only, in numbers and million)(12)	*2.9*	*3.8*	*3.4*	*2.9*	*3.0*	*3.2*
UMV Germany (multiplatform, in numbers and million)(12)	**–**	**–**	**–**	**–**	**–**	**6.5**

* Audited.

** IFRS measures, all other performance indicators in this table are non-IFRS measures but are important to us to track the performance at our two verticals.

(1) We define our IS24 core agents as real estate professionals who have a package or bundle contract with us. We define the number of core agents as the number of real estate professionals as of period end who either have a package or a bundle contract at the period end.

(2) Revenues from core agents consist of revenues derived from IS24's core agents' purchases of memberships under our membership model, including all services provided under these new contracts. Revenues from core agents also include purchases of listing services under our listing package-based pricing model and all other services provided under these contracts for those core agents not yet transitioned to the membership model.

(3) Revenues from other agents consist of revenues derived from real estate professionals who are not our core agents and include IS24 promotions, our IS24 commercial real estate marketplace, pay-per-ad revenues, revenues from FlowFact (our customer relationship management ("**CRM**") software for real estate professionals) and non-listing revenues.

(4) Other revenues consist of revenues derived from private listings, revenues generated from direct consumer monetization (including credit checks and valuation services), lead generation revenues derived from services offered for relocation, financing and mortgages, revenues from ad sales not directly related to real estate and other sundry revenues.

(5) Core agent ARPU in euros per period is calculated by dividing the revenues generated by our IS24 core agents in the period by the average of the number of IS24 core agents at the beginning and the end of such period, and further divided by the number of months in the period.

(6) UMV (Unique Monthly Visitors) refers to the monthly unique visitors from the relevant country visiting the website (desktop only) or website, mobile website and apps (multi-platform), as the case may be, regardless of how often they visit during the relevant month and (for multi-platform metrics) regardless of how many platforms (desktop and mobile) they use. Values for each period represent the average of all monthly values for the respective period (source: comScore, June 2015).

(7) We define our AS24 core dealers as the total number of professional car and motorcycle dealers who have either a package or bundle contract to advertise their car or motorcycle listings on AS24's market websites as at period end.

(8) Revenues from core dealers consist of revenues derived from AS24's core dealers' purchases of listing services under our listing package-based model and all other related products purchased by such dealers.

(9) Revenues from other dealers consist of revenues derived from AS24's commercial vehicle market dealers, dealers from Spain, Austria and France, GaragePortal and other services for dealers such as platform interfaces. In addition, revenues from Easyautosale are included.

(10) Other revenues consist of revenues derived from AS24's private listings and advertising sales (primarily from OEMs).

(11) Core dealers ARPU in euros per period is calculated by dividing the revenues generated by our AS24 core dealers in the period by the average of the number of our AS24 core dealers at the beginning and end of such period, and further divided by the number of months in the period.

(12) UMV (Unique Monthly Visitors) refers to the monthly unique visitors from the respective country visiting the website (desktop only) or website, mobile website and apps (multi platform), regardless of how often they visit during that month and (for multi platform metrics) regardless of how many platforms (desktop and mobile) they use. Values for each period represent the average of all monthly values for the respective period. The total UMV of AS24 represents the aggregate of the UMV for each of Germany, Belgium, the Netherlands, Luxemburg and Italy. The UMV for Benelux/Italy represent the aggregate of the UMVs for Belgium, the Netherlands, Luxemburg and Italy (source: comScore, June 2015).

(13) Includes approximately 700 new customers due to a change in the contractual arrangements with certain franchise agencies (from master agreement to individual agreements).

8.3 Selected Financial Information from the Consolidated Income Statement

The following table shows selected consolidated income statement data of Asa NewCo for the six-month period ended June 30, 2015 and the short financial year ended December 31, 2014 as well as selected consolidated income statement data of OpCo for the short financial year ended March 31, 2014 and for the financial years ended December 31, 2013 and 2012:

	OpCo			Asa NewCo	
	12-month period ended December 31, 2012	12-month period ended December 31, 2013[3]	3-month period ended March 31, 2014	9-month period ended December 31, 2014	6-month period ended June 30, 2015
		(audited) (in EUR million)		(audited)	(unaudited) (in EUR million)
Revenues	**313.5**	**310.1**	**82.5**	**262.9**	**189.1**
Costs of sales	(32.8)	(33.9)	(7.6)	(40.2)	(20.7)
Gross profit[1]	**280.7**	**276.2[1]**	**74.9[1]**	**222.6**	**168.5**
IT and product service costs	(35.4)	(31.5)	(7.8)	(35.0)	(24.3)
Distribution and marketing costs	(145.0)	(132.1)	(30.0)	(99.8)	(61.1)
General and administrative expenses	(45.6)	(38.2)	(11.7)	(80.7)	(30.8)
Other operating income	2.4	7.0	0.5	1.6	0.9
Other operating expenses	(3.6)	(0.4)	(0.0)	(0.1)	(0.0)
Operating profit	**53.4**	**81.0[2]**	**25.9[2]**	**8.6**	**53.2**
Profit / (loss) from investments accounted for using the equity method	15.3	4.3	(0.5)	(1.9)	(0.8)
Impairment of investments accounted for using the equity method	(1.0)	–	–	–	–
Profit from disposal of investments[4]	–	–	151.1	–	22.1
Finance income	0.8	0.9	0.1	0.5	4.0
Finance costs	(4.8)	(2.1)	(5.9)	(29.6)	(22.9)
Finance income - net	**10.3**	**3.2**	**144.7**	**(31.1)**	**2.4**
Profit / (loss) before income taxes[5]	**63.7**	**84.2**	**170.6**	**(22.5)**	**55.5**
Income tax expenses	(3.2)	(1.4)	(9.1)	1.3	(15.6)
Profit / (loss) for the period from continuing operations	**–**	**82.7**	**161.5**	**(21.2)**	**–**
Profit / (loss) for the period from discontinued operations	–	(4.5)	0.1	1.0	–
Profit / (loss) for the period / year	**60.5**	**78.2**	**161.6**	**20.2**	**40.0**

(1) This item reflects gross profit from continuing operations for the three-month period ended March 31, 2014 and for the financial year ended December 31, 2013 for OpCo (as obtained from the comparative period in the 2014 Audited Short Year Consolidated Financial Statements of OpCo).

(2) This item reflects operating profit from continuing operations for the three-month period ended March 31, 2014 and for the financial year ended December 31, 2013 for OpCo (as obtained from the comparative period in the 2014 Audited Short Year Consolidated Financial Statements of OpCo).

(3) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

(4) This item is labeled "Profit from disposal of investments accounted for using the equity method" in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG.

(5) This item is labeled "Profit before income tax from continuing operations" in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

8.4 Selected Financial Information from the Consolidated Statement of Financial Position

The following table presents Asa NewCo's statement of financial position for the six-month period ended June 30, 2015 and the short financial years ended March 31, 2014 and December 31, 2014, respectively, as well as OpCo's consolidated statement of financial position for the short financial year ended March 31, 2014 and the financial years ended December 31, 2013 and 2012:

	Asa NewCo			OpCo		
	6-month period ended June 30, 2015	9-month period ended December 31, 2014	Short Financial Year November 8, 2013 - March 31, 2014	3-month period ended March 31, 2014	12-month period ended December 31, 2013	12-month period ended December 31, 2012
	(unaudited)	(audited) (in EUR million)			(audited) (in EUR million)	
Assets						
Current assets	**85.9**	**67.7**	**104.2**	**77.2**	**230.7**	**136.0**
Cash and cash equivalents	44.8	21.4	32.2	27.0	117.1	99.7
Trade and other receivables(2)	32.3	35.1	30.4	30.7	33.6	27.8
Financial assets	0.5	1.9	5.2	0.4	0.3	0.7
Income tax receivables	0.4	0.5	0.8	0.8	1.2	0.4
Other assets	7.9	8.8	11.6	11.4	9.4	7.5
Non-current assets held for sale	n/a	–	–	–	69.1(1)	–
Assets of disposal group classified as held for sale	n/a	–	23.9	6.9	–	–
Non-current assets	**2,067.7**	**2,127.4**	**2,109.4**	**487.9**	**489.7**	**548.4**
Intangible assets(4)	2,046.2	2,060.7	2,042.7	435.2	439.5	439.2
Property, plant and equipment	14.6	17.1	16.1	14.4	15.9	15.9
Investments accounted for using the equity method	1.6	38.2	40.3	31.6	31.9	92.0
Financial assets	0.7	3.3	0.9	0.9	0.2	0.1
Deferred tax assets	2.9	6.2	7.2	5.6	1.9	0.7
Other assets	1.6	1.9	2.1	0.2	0.3	0.5
Total assets	**2,153.7**	**2,195.1**	**2,213.6**	**565.1**	**720.5**	**684.4**
Equity and liabilities						
Current liabilities	**93.5**	**90.2**	**87.2**	**71.6**	**821.0**	**419.8**
Trade and other payables(3)	20.7	32.4	31.0	17.0	25.8	27.0
Financial liabilities	4.3	1.8	2.8	8.9	763.6	362.7
Other provisions(5)	5.8	9.1	4.2	2.8	0.2	0.2
Income tax liabilities	30.9	15.0	11.4	11.4	0.3	0.4
Other liabilities	31.8	31.9	31.6	25.0	31.1	29.4
Liabilities of disposal group classified as held for sale	n/a	–	6.2	6.5	–	–
Non-current liabilities	**1,379.5**	**1,044.7**	**1,044.0**	**658.6**	**5.7**	**8.0**
Financial liabilities	976.0	636.6	637.9	654.3	1.6	4.7
Pensions and other post-employment obligations	0.6	1.0	0.7	0.7	0.6	0.5
Other provisions(5)	2.2	2.4	3.6	3.6	3.4	2.5
Income tax liabilities	0.0	0.0	0.0	0.0	–	0.2
Deferred tax liabilities	399.2	402.6	401.9	–	–	0.0
Other liabilities	1.5	2.1	–	–	0.1	–

	Asa NewCo			OpCo		
	6-month period ended June 30, 2015	9-month period ended December 31, 2014	Short Financial Year November 8, 2013 - March 31, 2014	3-month period ended March 31, 2014	12-month period ended December 31, 2013	12-month period ended December 31, 2012
	(unaudited)	(audited) (in EUR million)			(audited) (in EUR million)	
Equity	**680.6**	**1,060.2**	**1,082.3**	**(165.1)**	**(106.2)**	**256.6**
Subscribed capital	2.0	2.0	2.0	1.0	1.0	1.0
Capital reserve	305.8	304.1	301.5	22.9	243.5	243.5
Appropriated capital reserve	800.0	800.0	800.0	–	–	–
Retained earnings	(429.2)	(48.2)	(21.6)	(189.1)	(350.8)	9.2
Other reserves	1.1	1.0	0.5	1.2	1.1	2.9
Non-controlling interests	0.9	1.3	(0.0)	(1.0)	(0.9)	–
Total liabilities & equity	**2,153.7**	**2,195.1**	**2,213.6**	**565.1**	**720.5**	**684.4**

(1) Includes cash and cash equivalents of Scout24 International Management AG in the aggregate amount of EUR 28.7 million.

(2) This item is labeled "Trade receivables" in the Audited Consolidated Financial Statements of OpCo.

(3) This item is labeled "Trade payables" in the Audited Consolidated Financial Statements of OpCo.

(4) This item is composed of the line items "Goodwill", "Trademarks" and "Other intangible assets" in the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, in the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo and in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG.

(5) This item is labeled "provisions for other liabilities and charges" in the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, in the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

8.5 Selected Financial Information from the Consolidated Statement of Cash Flows

The following table presents Asa NewCo's consolidated statement of cash flows for the six-month period ended June 30, 2015 and the short financial years ended March 31, 2014 and December 31, 2014, respectively, as well as OpCo's consolidated statement of financial position for the short financial year ended March 31, 2014 and the financial years ended December 31, 2013 and 2012:

	Asa NewCo			OpCo		
	6-month period ended June 30, 2015	9-month period ended December 31, 2014	Short Financial Year November 8, 2013 - March 31, 2014	3-month period ended March 31, 2014	12-month period ended December 31, 2013	12-month period ended December 31, 2012
	(unaudited)	(audited) (in EUR million)			(audited) (in EUR million)	
Profit/(loss) from continuing operations for the period / year(1)	**40.0**	**(21.2)**	**(21.7)**	**161.6**	**78.2**	**60.5**
Cash flows from operating activities						
Depreciation, amortization and impairments of intangible assets and property, plant and equipment	31.7	50.1	7.9	3.3	15.1	12.2
Income tax expenses / (income)(2)	15.6	(1.3)	(0.4)	9.2	1.4	3.2
Net interest expenses / (income)	22.0	26.1	4.6	5.5	1.9	3.5
Other financing income/ (costs)(3)	(3.1)	3.1	0.1	(0.0)	–	–
Profit from disposal of investments	–	–	–	(151.1)	–	–

	Asa NewCo			OpCo		
	6-month period ended June 30, 2015	9-month period ended December 31, 2014	Short Financial Year November 8, 2013 - March 31, 2014	3-month period ended March 31, 2014	12-month period ended December 31, 2013	12-month period ended December 31, 2012
	(unaudited)	(audited) (in EUR million)			(audited) (in EUR million)	
Results from investments accounted for using the equity method	0.8	1.9	0.1	0.5	(4.3)	(14.3)
Result from disposals of subsidiaries	–	(0.1)	–	–	–	–
Profit from the disposal of investments accounted for using the equity method	(22.1)	–	–	–	–	–
Result from disposals of intangible assets and property, plant and equipment	0.0	0.1	–	–	–	–
Other non-cash transactions	1.3	2.8	0.2	(0.0)	(2.4)	0.5
Changes in assets not attributable to investing or financing activities	4.1	0.2	(3.7)	(1.4)	(5.5)	(0.2)
Changes in equity and liabilities not attributable to investing or financing activities	(13.7)	2.3	15.2	(10.2)	0.5	(2.8)
Changes in provisions	(3.5)	2.3	2.8	2.8	0.9	1.8
Income taxes paid	(1.3)	(1.1)	(0.4)	(0.2)	(3.8)	(4.1)
Profit/(loss) from discontinued operations	–	1.0	–	–	–	–
Net cash generated from / (used in) operating activities	**71.7**	**66.1**	**4.9**	**20.1**	**81.9**	**60.3**
Cash flows from investing activities						
Purchases of intangible assets and property, plant and equipment	(8.2)	(12.0)	(1.0)	(2.4)	(17.3)	(22.6)
Advance payments made in connection with investing activities	(0.0)	(0.1)	–	–	–	–
Purchases of financial assets[4]	(0.0)	(1.8)	(0.5)	(0.7)	(0.2)	(35.1)
Proceeds from disposals of intangible assets and property, plant and equipment	0.0	0.1	0.0	0.5	0.3	0.1
Proceeds from disposal of financial assets[5]	2.7	0.0	–	–	–	–
Interest received	0.1	0.3	0.0	–	–	–
Proceeds from disposal of shares in subsidiaries	–	–	–	–	0.0	–
Proceeds from the disposal of investments accounted for using the equity method[6]	59.7	–	–	191.1	–	–
Payments made in connection with the disposal of at equity investments	(2.1)	–	–	–	–	–
Dividend distributions from associates	–	–	–	–	23.1	8.5
Cash paid for business combinations less cash acquired[7]	(5.6)	(41.1)	9.2	–	–	–

	Asa NewCo			OpCo		
	6-month period ended June 30, 2015	9-month period ended December 31, 2014	Short Financial Year November 8, 2013 - March 31, 2014	3-month period ended March 31, 2014	12-month period ended December 31, 2013	12-month period ended December 31, 2012
	(unaudited)	(audited) (in EUR million)			(audited) (in EUR million)	
Cash received for disposal of consolidated entities less cash sold	–	–	–	–	–	–
Cash received for disposal of discontinued operations(8)	1.7	16.0	–	–	–	–
Net cash generated from / (used in) investing activities	**48.4**	**(38.6)**	**7.7**	**188.6**	**6.0**	**(49.2)**
Cash flows from financing activities						
Proceeds from current financial liabilities(9)	0.0	–	–	8.1	0.1	–
Repayment of current financial liabilities(10)	(0.2)	(0.9)	(0.1)	(322.5)	–	(0.2)
Proceeds from non-current financial liabilities(11)	400.0	–	10.0	647.7	–	–
Repayment of non-current financial liabilities(12)	(50.0)	(10.0)	(1.5)	–	(0.1)	–
Payments due to profit and loss transfer agreements	–	–	–	(439.3)	(39.7)	(25.5)
Payments for cost of debt acquisition(13)	(7.7)	–	(20.0)	–	–	–
Payments for acquisition of derivative financial instruments	–	(0.9)	–	–	–	–
Interest paid and other financing expenses(14)	(17.4)	(25.2)	(2.9)	(0.9)	(1.8)	(4.4)
Dividends paid	(421.6)	(1.4)	–	–	–	–
Equity cash contribution	–	–	34.2	–	–	–
Repayment of capital reserves to owners of the parent	–	–	–	(220.6)	–	–
Net cash generated from / (used in) financing activities	**(96.9)**	**(38.4)**	**19.7**	**(327.5)**	**(41.6)**	**(30.1)**
Change in cash and cash equivalents due to exchange rate changes	0.2	0.0	0.0	0.1	(0.1)	0.0
Net (decrease) / increase in cash and cash equivalents	**23.4**	**(10.8)**	**32.2**	**(118.8)**	**46.2**	**(18.9)**
Cash and cash equivalents at the beginning of the period / year	**21.4**	**32.2**	**0.0**	**145.8**	**99.7**	**118.6**
Cash and cash equivalents at the end of the period / year	**44.8**	**21.4**	**32.2**	**27.1**	**145.8**	**99.7**

(1) This item is labeled "Profit/(loss) for the period/year" in the Audited Consolidated Financial Statements of OpCo and in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

(2) This item is labeled "Income tax credit" in the Audited Short Year Consolidated Financial Statements of Asa NewCo.

(3) This item is labeled "Other financial result" in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and "Other financial result incl. Impairment of investments accounted for using the equity method" in the Audited Short Year Consolidated Financial Statements of Asa NewCo.

(4) This item is labeled "Payments to acquire financial assets" in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and in the Audited Short Year Consolidated Financial Statements of Asa NewCo.

(5) This item is labeled "Repayments of financial assets" in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG.

(6) This item is labeled “Proceeds from disposal of investments, less cash transferred” in the 2014 Audited Short Year Consolidated Financial Statements of OpCo and “Proceeds from the disposal of investments accounted for using the equity method” in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

(7) This item is labeled “Payments for acquisitions of susidaries, net of cash acquired” in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and “Cash acquired in business combinations” in the Audited Short Year Consolidated Financial Statements of Asa NewCo.

(8) This item is labeled “Proceeds from the sale of discontinued operations” in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo.

(9) This item is labeled “Proceeds from short term financial liabilities” in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and “Proceeds from short term borrowings” in the 2013 Audited Consolidated Financial Statements of OpCo.

(10) This item is labeled “Repayment of short-term financial liabilities including lease liabilities” in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and “Repayment of current borrowings” in the Audited Short Year Consolidated Financial Statements of Asa NewCo.

(11) This item is labeled “Proceeds from long-term financial liabilities” in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and “Proceeds from non-current borrowings” in the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo.

(12) This item is labeled “Repayment of long-term financial liabilities” in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG, “Repayment of non-current borrowings” in the Audited Short Year Consolidated Financial Statements of Asa NewCo and “Repayment of middle and long-term liabilities” in the 2013 Audited Consolidated Financial Statements of OpCo.

(13) This item is labeled “Transaction costs relating to financing contracts” in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG.

(14) This item is labeled “Interest paid” in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and in the Audited Consolidated Financial Statements of OpCo.

9. MANAGEMENT'S DISCUSSION AND ANALYSIS OF NET ASSETS, FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial position and results of operations is based on the financial reports of OpCo and Asa NewCo (now the Company). OpCo is a wholly-owned subsidiary of Asa NewCo and the former holding company of the Group. OpCo contains all of our business operations, with the exception of certain holding functions.

The following discussion and analysis should be read in conjunction with the sections "8. Selected Financial and Business Information", "1. Risk Factors", "11. Business Description" and the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG, the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo (together with the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the Audited Short Year Consolidated Financial Statements of Asa NewCo), the 2014 Audited Unconsolidated Statements of Asa NewCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo, the 2013 Audited Consolidated Statements of OpCo, and the 2012 Audited Consolidated Statements of OpCo (together with the 2013 Audited Consolidated Statements of OpCo, the Audited Consolidated Financial Statements of OpCo). See also "2. General Information—2.6 Note on Currency and Financial Information."

Certain information in the discussion below includes forward-looking statements. Since such statements involve inherent uncertainties, actual results may materially differ from the results described in or implied by such forward-looking statements. See "1. Risk Factors", "2. General Information—2.3 Forward-looking Statements" and "11. Business Description" for a discussion of important factors that can cause actual results to materially differ from the results described in or implied by these forward-looking statements.

In the Prospectus, where financial information is marked "audited", it means that this information was taken from the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2014 Audited Unconsolidated Statements of Asa NewCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo, the 2013 Audited Consolidated Financial Statements of OpCo and the 2012 Audited Consolidated Financial Statements of OpCo. Financial information marked "unaudited" is taken from the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG, or Asa NewCo's or OpCo's accounting or controlling records, or is based on calculations of these figures or derived from the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the 2014 Audited Short Year Consolidated Financial Statements of OpCo, the 2013 Audited Consolidated Statements of OpCo and the 2012 Audited Consolidated Statements of OpCo.

9.1 Overview

We operate leading digital marketplaces designed to empower consumers to find homes and vehicles through a "simple, efficient and stress-free" process. Our digital marketplaces offer real estate and automotive classifieds listings and services. Through our Scout24 platforms, the real estate and automotive markets are made transparent and efficient, as we provide consumers with an extensive array of listings, as well as value-added information and services to help them search, research and make informed decisions. At the same time, we offer professional and private listers effective tools to share their products with consumers. Our products and services are designed to meet the needs of our target groups, whether they are searching for or listing homes and motor vehicles, or advertising on our platforms.

Our "OneScout24" approach (see "*11. Business Description—11.3 Our OneScout24 Business Model*") streamlines the operations of our digital real estate classifieds platform, IS24, that operates in Germany and Austria and our European automotive classifieds platform, AS24, that operates primarily in Germany, Italy, Belgium (including Luxemburg) and the Netherlands, to more efficiently provide our users with a high-quality experience and to promote economies of scale and synergies, as well as best practice sharing across our Group. Our digital marketplaces primarily generate revenues from professional customers.

Our business model is to attract a large volume of high-quality listings to our sites and offer an excellent user experience, thereby attracting high user traffic and prompting superior lead generation, which in turn will make our platforms more attractive to buyers, sellers and advertisers.

IS24 offers a paid listing platform to real estate professionals and home owners where buyers and renters can search for their newest home. Our customers are primarily real estate professionals, to whom we also provide additional services for acquiring and managing customers. Consumer (meaning aspiring buyers or renters) inquiries and searches for homes translate into traffic, which also drives our lead generation business. We also provide assistance to consumers through valuation, relocation, mortgage financing and insurance services. AS24 offers listing platforms for used and new cars, motorcycles and commercial vehicles to dealers and private sellers, in addition to complementary services, such as the display of advertising for automotive original equipment manufacturers ("**OEMs**").

9.1.1 Target Groups

Our target groups are: (1) consumers searching for a home or motor vehicle, (2) professional listers, and (3) private listers, (whom, together with professional listers, we refer to collectively as customers), and (4) third parties, such as advertisers, who use our platforms to promote their products or services, or generate business from leads placed on our sites.

- For consumers seeking to purchase or rent a home or purchase a motor vehicle through the classifieds listings posted on our sites, searching our platforms is generally free of charge. In addition, we offer a variety of products to address consumer needs for these transactions. Such transactions require payment of a fee. These products include valuation estimates, a relocation platform, a mortgage financing comparison platform and application support services, such as credit checks, and our own market data services.
- Professional listers on IS24 are real estate professionals (both independent agents and large chains) and other real estate professionals such as developers, pre-fabricated house manufacturers, property management companies and financial institutions. On AS24, professional listers are car dealers, which include small dealers, larger dealers and chains that offer more than 50 vehicles simultaneously. Private listers on both platforms include private home owners, who pay to list their homes for rent or sale, or private sellers of motor vehicles, for whom basic listings are free.
- Third parties include real estate professionals, car dealers, OEMs, financial institutions and other service providers for real estate or motor vehicle transactions.

9.1.2 Sources of Revenue

We generate revenues by monetizing our products and services in different forms and packages. Listing products are offered to our customers mainly under three different charging models: (1) a membership model, our current standard pricing model in IS24, (2) a listing package model, which was our standard charging model in IS24 until October 2014 and currently remains our standard pricing model in AS24, and (3) a pay-per-listing model. Typically, in IS24, member and listing package contracts are annual contracts that are billed monthly, while in AS24, these contracts are month-to-month. In addition, we generate non-listing revenues through the sale of additional tools for real estate agents, advertising, lead generation and value chain products.

9.1.2.1 Listing Revenues

- Under the membership model, real estate professionals are able to list their complete inventory on our IS24 platform and receive a certain number of visibility-enhancing products for a fixed annual fee. These visibility-enhancing products increase listing prominence and relevance. Professionals can purchase additional visibility-enhancing products for an additional fee. The membership model seeks to encourage real estate professionals to list their entire inventory, as the marginal cost for an additional basic listing is reduced to zero, and to purchase additional visibility-enhancing products to enhance the prominence of certain listings of their choice and their brand.
- Under the listing package model, which was our standard pricing model prior to October 2014 for IS24 and currently remains our standard pricing model for AS24, professional customers enter into listing package-based contracts under which they can display a predefined maximum number of listings at any point in time. We also offer the ability to purchase additional visibility-enhancing products individually. While we continue to offer packages with a fixed number of basic listings in AS24, we have reduced the number of package sizes available in IS24 in order to incentivize migration to our new membership model and intend to continue offering these packages in IS24 only for a limited time.
- Under the pay-per-listing model, primarily designed for smaller occasional real estate professionals or auto dealers and private customers, individual listing slots are sold on a pay-per-listing basis.

9.1.2.2 Non-Listing Revenues

- We generate revenues from consumers who make use of the products that require a fee, for example, our valuation estimates and credit checks.

- We also generate revenues from customers by providing them with value-chain products that offer useful services ancillary to the sales process, including valuation estimates for properties and a customer relationship management tool for both real estate and auto professionals.
- Third parties pay fees for the advertising space on our digital platforms or fees for lead generation. Lead generation fees are based on the contacts which are generated through advertisements of service providers on our platforms.

Although our IS24 and AS24 platforms share the same business model, there are some differences. In our IS24 business, we derive a greater share of revenues from the pay-per-listing model than in our AS24 business, due to the fact that private listers must pay a fee for their listings, which is not the case in AS24. In our AS24 business, the share of revenues which are not directly related to listings is much higher than in our IS24 business, primarily due to the purchase of advertisements on our AS24 platform by OEMs. In the periods discussed in the Prospectus, the majority of other revenues of AS24 were attributed to sales of advertising to OEMs. Encouraged by the success of the membership model in IS24, we are considering having AS24 adopt a similar pricing approach.

9.1.2.2.1 Revenues by Region

Our primary geographic source of revenues is Germany (84.7% in the first six months of 2015), where we operate both our IS24 and AS24 platforms. In addition to Germany, we operate IS24 in Austria and AS24 in Italy, the Netherlands, Belgium, Spain, France and Austria, and offer local language versions of the marketplace in 10 additional countries. IS24 is the leading digital real estate classifieds platform in Germany, based on consumer traffic and engagement as well as customer numbers and listings (source: management estimates). AS24 is a European automotive classifieds leader (management's estimate based on listings and UMVs) and maintains leading market positions in four European countries in terms of total listings (No. 1 market positions in Italy, Belgium, Luxembourg and the Netherlands, and a No. 2 position in Germany) (source: Autobiz, June 2015).

9.2 Structure and Organization

We were the first major digital marketplace in Germany in 1999. We are owned primarily by funds advised by affiliates of Hellman & Friedman LLC (H&F) and of The Blackstone Group L.P. (Blackstone), which purchased a 70% interest in the Group from Deutsche Telekom AG (DTAG) on February 12, 2014, and DTAG. We refer to this acquisition and the related transactions as the "**Transaction**", which is described in greater detail below (see "—*9.3 Complex Financial History–9.3.1 The Transaction*"). The H&F and Blackstone funds and DTAG currently own approximately 66% and 28%, respectively, of the shares in the Company, formerly known as Asa NewCo, when considering shares held by management. Our Group is comprised of 21 fully consolidated legal entities in eight countries. The Company is the holding company of the Group and provides certain centralized services to the Group, such as management, strategy, facility management, legal, tax and other services. Scout24 Holding GmbH ("**OpCo**"), our former holding company, is the only directly-held subsidiary of the Company and is our principal operating company.

Prior to the Transaction, our strategy had focused on expanding our product portfolio through the establishment of a variety of non-complementary individual vertical businesses. From the beginning of 2014, following the Transaction, we underwent a strategic review and realignment, which resulted in the streamlining of our product portfolio to concentrate on our two core market-leading businesses, IS24 and AS24, both of which follow effectively the same business model and exhibit a significant overlap in consumers, as real estate and automotive purchasing decisions are often linked to the same lifestyle changes.

As part of our strategy to concentrate on our core digital marketplaces, we divested a number of businesses that no longer fit with this strategy:

- **Scout Switzerland**: On January 21, 2014, we sold our equity interest in Scout24 International Management AG, including its investments in Scout24 Schweiz Holding AG and Scout24 Schweiz AG (collectively "**Scout24 Switzerland**"), for EUR 223.1 million. The transaction closed on the same date. Scout24 Switzerland had been accounted for using the equity method.
- **Spontacts**: On April 4, 2014, we sold our entire shareholding in Spontacts GmbH for EUR 0.2 million. The transaction closed on the same date.
- **FriendScout24**: On July 12, 2014, we sold our FriendScout24 ("**FRS24**") business for EUR 17.7 million, resulting in a gain of EUR 1.0 million. The transaction closed on August 31, 2014. FriendScout24 had been reported as a separate segment until December 31, 2013, but was shown as discontinued operations from January 1, 2014.

- **PropertyGuru**: On May 30, 2015, we sold our 41.38% stake in PropertyGuru Pte. Ltd. (“**PropertyGuru**”), the operator of the Southeast Asian digital real estate classifieds platform PropertyGuru for EUR 59.9 million. The transaction closed on June 22, 2015. PropertyGuru had been accounted for using the equity method.

In addition to these divestments, since the Transaction we have also de-emphasized certain parts of the product portfolio of our core businesses in order to concentrate fully on providing high-quality, transparent, liquid and efficient marketplaces. In 2014, we undertook a cost-optimization program that targeted significant structural, portfolio-related and operational cost optimizations, which has now been completed. We do still maintain a few, very small, non-core businesses, including our financial services platform, FinanceScout24 (“**FS24**”), which is included in our segment Other, and the remains of our historical offline broker operations (“**FMPP**”), which we continue to wind down.

Our focus on IS24 and AS24 as two relatively similar businesses has enabled us to transform our Group from a holding structure into a fully-integrated organization, capable of capitalizing on the benefits of shared central functions, including finance, legal, human resources, IT, corporate development and strategy. We also added significant talent to our management. This process was substantially completed in December 2014. As a result, we are now in a position to pursue our “OneScout24” approach, which sets out to promote economies of scale and synergies, as well as best practice sharing across our businesses.

Moving forward, our primary areas of strategic focus are the further development and promotion of the membership model for our IS24 professional customers that we introduced in October 2014, the optimization of our operations, the development of our Marketing Power model for AS24, which was first introduced in Germany in April 2015, and the expansion of our offerings to consumers in adjacent markets around real estate and motor vehicles, primarily through organic growth but also through acquisitions.

We constantly evaluate opportunities to expand our business into adjacent services and products, and to complement our technological capabilities. To that end, we have made several new product developments and bolt-on acquisitions in 2014 and 2015 consistent with our “OneScout24” approach. We have invested in and acquired several businesses to enhance our customers’ experience when listing on our digital marketplaces:

- **Immobilien.net**: On May 28, 2014, we acquired ERESNET GmbH, the operator of Immobilien.net, a leading real estate classifieds platform in Austria (according to our estimate), for EUR 15.7 million. We operate Immobilien.net in combination with our Austrian platform ImmobilienScout24.at. ERESNET GmbH has been fully consolidated as from May 28, 2014 and is included in the IS24 segment. Immobilien.net was consolidated beginning in June 2014 and generated EUR 2.1 million in revenues in 2014.
- **FlowFact**: On October 31, 2014, we acquired FlowFact Aktiengesellschaft (now FlowFact GmbH, FlowFact), a provider of customer relationship management software, for EUR 31.1 million. FlowFact’s software provides an additional tool that we offer to our professional customers as a way to optimize the management, sales, marketing, organization and services of their businesses. FlowFact was consolidated beginning in November 2014 and generated EUR 1.9 million in revenues in 2014.
- **Stuffle**: On November 7, 2014, we purchased a 50.02% share in Stuffle GmbH (Stuffle), an online digital marketplace for used items, for EUR 1.5 million. The primary aim of the investment was to enhance our mobile development capabilities and to investigate opportunities in the mobile-only space. Stuffle has had no significant impact on revenues since its acquisition.
- **Easyautosale**: On April 16, 2015, we closed the acquisition of Easyautosale GmbH (Easyautosale), a leading automotive re-commerce site in Germany (source: NewsCentral). Easyautosale is the operator of an online car brokerage platform on which private sellers can list their cars for sale. Through its digital platform, Easyautosale provides a car valuation, suggests a minimum sale price and solicits bid offers from professional car dealers. Sellers then have the option to select an offer bid, provided that at least one offer has exceeded Easyautosale’s minimum sale price. Easyautosale was consolidated beginning in April 2015 and generated EUR 0.4 million in revenues in the six-month period ended June 30, 2015.

9.3 Complex Financial History

9.3.1 The Transaction

The Transaction included a change of control and the transfer of OpCo to a new holding company (Asa NewCo, now the Company), which resulted in a complex financial history. While the Transaction had a number of accounting implications, it did not materially affect OpCo or our underlying business.

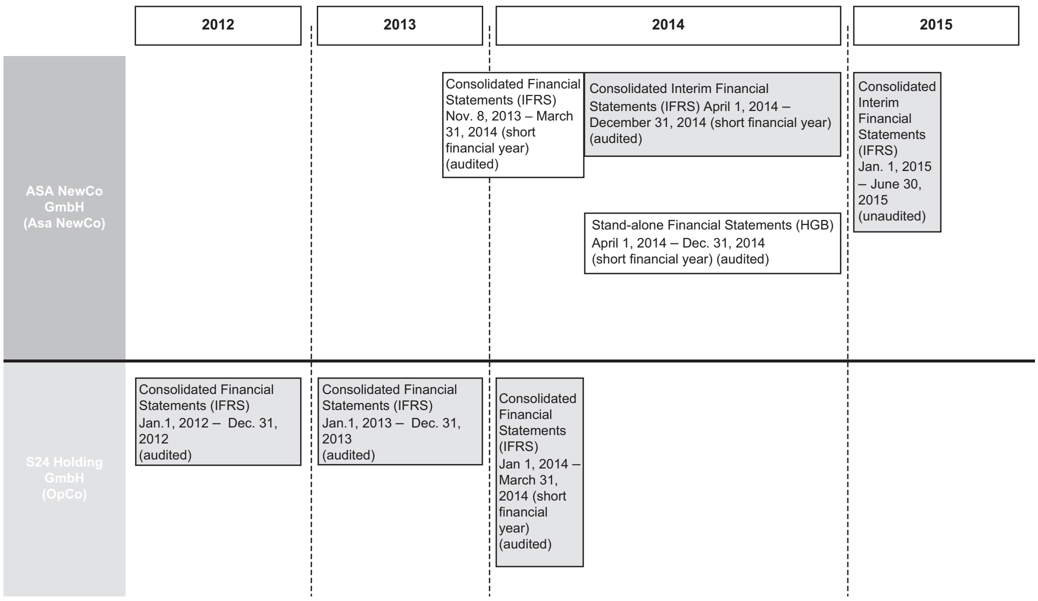
The Company was formed with the name Asa NewCo by our shareholder Asa HoldCo on November 4, 2013, as a shell company for the purposes of the Transaction. On November 18, 2013, DTAG sold a 70% stake in OpCo to Asa HoldCo. DTAG and Asa HoldCo then contributed their shares in OpCo to Asa NewCo, thereby effectively establishing a new holding company. The Transaction closed on February 12, 2014. To repay a shareholder loan granted by DTAG, Asa NewCo incurred EUR 645 million in debt under a syndicated senior facility agreement ("**SFA**") guaranteed by OpCo and certain other Group companies (this facility has since been refinanced).

As a result of the Transaction: (1) OpCo was deconsolidated from DTAG, (2) effective as of December 31, 2013, the existing profit and loss transfer agreement and the control agreement between OpCo and DTAG were terminated, (3) the fiscal unity between OpCo and DTAG was terminated as of December 31, 2013, (4) the cash pooling agreement between OpCo and DTAG was terminated as of February 6, 2014, and (5) the application of acquisition accounting resulted in a step-up in our asset base and, consequently, additional amortizations commencing on February 12, 2014 (see "*—9.5 Principal Factors Affecting Results of Operations—9.5.10 Transaction Effects*").

Both Asa NewCo and OpCo changed their financial year in connection with the Transaction. The first financial year of Asa NewCo ran from November 8, 2013 to March 31, 2014. To align its financial year with that of Asa NewCo, OpCo changed its financial year from the calendar year to a short initial financial year running from January 1 to March 31, 2014. After the acquisition of OpCo, both Asa NewCo and OpCo changed their financial year to the calendar year. For 2014, Asa NewCo therefore had a short financial year from November 8, 2013 to March 31, 2014 and a short financial year comprising the nine-month period from April 1, 2014 to December 31, 2014. On September 4, 2015 with effect as of September 10, 2015, Asa NewCo changed its legal form into a German stock corporation (*Aktiengesellschaft*) and was renamed Scout24 AG. See "*—9.4 Comparability of Financial Statements—9.4.1 Financial Statements in the 2014 Calendar Year*".

9.3.2 Financial Statements Included in the Prospectus

The following chart illustrates the financial statements included in the Prospectus. The shaded boxes indicate the financial statements which management principally uses to assess the performance of the Group for the periods presented in the Prospectus. The unshaded boxes indicate financial statements which are included in the Prospectus primarily to comply with certain statutory disclosure requirements.



We include the following financial statements in the Prospectus:

- Unaudited Interim Consolidated Financial Statements of S24 AG as of and for the period January 1, 2015 to June 30, 2015 (containing segment information, and with comparative figures for the period of April 1, 2014 to September 30, 2014, as well as voluntary segment financial information for the three-month period ended June 30, 2014) (the "**2015 Unaudited Interim Consolidated Financial Statements of S24 AG**").

- Audited Short Financial Year Consolidated Financial Statements of Asa NewCo as of and for the period April 1, 2014 to December 31, 2014 (short financial year, containing segment information, and with comparative figures for the short financial year of Asa NewCo of November 8, 2013 to March 31, 2014) (the "**2014 Audited Short Year Consolidated Financial Statements of Asa NewCo**").
- Audited Short Financial Year Consolidated Financial Statements of Asa NewCo as of and for the period November 8, 2013 to March 31, 2014 (short financial year, with no comparative figures) (the "**2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo**" and, together with the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, the "**Audited Short Year Consolidated Financial Statements of Asa NewCo**").
- Audited Short Financial Year Unconsolidated Financial Statements of Asa NewCo as of and for the period April 1, 2014 to December 31, 2014, prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*) (short financial year, and with comparative figures for the period of November 8, 2013 to March 31, 2014) (the "**2014 Audited Unconsolidated Statements of Asa NewCo**").

For OpCo, we include the following financial statements in the Prospectus:

- Audited Short Financial Year Consolidated Financial Statements of OpCo as of and for the period January 1, 2014 to March 31, 2014 (short financial year, with segment information and comparative figures for the full financial year 2013) (the "**2014 Audited Short Year Consolidated Financial Statements of OpCo**").
- Audited Consolidated Financial Statements as of and for each of the financial years ended December 31, 2013 and December 31, 2012 (with segment information and comparative figures for the preceding year) (the "**2013 Audited Consolidated Financial Statements of OpCo**" and the "**2012 Audited Consolidated Financial Statements of OpCo**", together the **"Audited Consolidated Financial Statements of OpCo**").

All financial statements included in the Prospectus were prepared in accordance with IFRS, with the exception of the 2014 Audited Short Year Unconsolidated Statements of Asa NewCo, which were prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*). To the extent the financial statements were audited, they were audited by PwC, whose auditor's opinions are included in the section "*24. Financial Information*".

9.3.2.1 Segments

The Group's historical IFRS segments are:

- ImmobilienScout24: This segment includes the business of our IS24 vertical. See "*11. Business Description—11.7 Operations—11.7.2 ImmobilienScout24*" for a description of this business.
- AutoScout24: This segment includes the business of our AS24 vertical. See "*11. Business Description—11.7 Operations—11.7.3 AutoScout24*" for a description of this business.
- Corporate: This segment includes management services and certain shared services (finance, legal, human resources, facility management, IT, corporate development and strategy, risk and compliance management and other related functions) provided to the companies of our Group. Historically, this segment also included online marketing services rendered to companies of our Group and external customers. Our Corporate segment further includes revenues from a small horizontal classifieds platform Local24 ("**Local24**") and licensing fees received from third parties for the TravelScout24 and JobScout24 brands. Beginning in the second calendar quarter of 2014, the Corporate segment has charged a management fee to the IS24 and AS24 segments to cover certain management services. Because we consider this management fee part of the ordinary operating result of Corporate (but not of IS24 and AS24), the charge positively impacts the ordinary operating EBITDA of Corporate within our consolidated financial statements, while in the IS24 and AS24 segments, it is accounted for as a non-operating effect and therefore excluded from ordinary operating EBITDA for IS24 and AS24.
- Other: This segment includes the financial service platform FS24 and related businesses such as FMPP, which we continue to wind down. Revenues within "Other" primarily result from the generation of business contacts (leads) in the area of financial service. Since April 2014, the Other segment includes FRS24, as it was no longer a reportable segment. This change is reflected in the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo.

- FriendScout24: We previously reported our online dating service in the segment FRS24. Effective as of January 1, 2014, this business was shown as discontinued operations and, on August 31, 2014, we closed the sale of this business. As of April 2014, FRS24 has been shown in the Other segment, as it is no longer a reportable segment.

9.4 Comparability of Financial Statements

As a result of the timing of the Transaction, the effects thereof as described above in "*—9.3.1 The Transaction*", and certain divestments and acquisitions described above in "*—9.2 Structure and Organization*", the comparability of our historical financial statements is affected by the following principal factors. Our former holding company OpCo has become the directly-held, wholly-owned subsidiary of our new holding company Asa NewCo (now the Company). Consequently, some of the financial statements discussed in the Prospectus are for OpCo, whereas some of the financial statements for more recent periods are for Asa NewCo. In addition, there were changes in the fiscal years of OpCo and Asa NewCo (now the Company) that resulted in short fiscal years. As a result of these changes, there is no single complete set of financial statements for the full calendar year 2014. Separately, due to certain dispositions, the scope of the businesses reflected in our financial statements has changed. We describe these effects below.

9.4.1 Financial Statements in the 2014 Calendar Year

There is no single complete set of financial statements for the full calendar year 2014. Rather, we discuss in the Prospectus for OpCo, financial information extracted from the financial statements for the short financial year covering the first calendar quarter of 2014, and for Asa NewCo, financial information extracted from the financial statements for the short financial year covering the last three calendar quarters of 2014. We use these two sets of financial information extracted from the financial statements for purposes of comparing our performance in the calendar year 2014 to the comparative period for 2013 included in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

Similarly, we use financial information extracted from the audited consolidated financial statements of OpCo as of and for the short financial year ended March 31, 2014 and the 2014 Unaudited Interim Financial Information of Asa NewCo (which is, for the segment level, included in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and for the Group level, is derived from our accounting records) for purposes of a comparison with the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG for the six-month period ended June 30, 2015.

This presentation is intended only to provide a basis for explaining developments in the relevant periods (the calendar year 2014 and the six-month period ended June 30, 2015). Such presentation and explanation is, by necessity, subject to limitations and may not reveal all the information typically associated with a period to corresponding prior year period comparison.

9.4.2 Continuity between OpCo and Asa NewCo; Transaction-related Costs

The financial statements of OpCo and Asa NewCo (now the Company) are substantially identical except for certain Transaction-related costs, the bulk of which arose in the first calendar quarter of 2014, and certain operational expenses incurred by Asa NewCo during the quarter. These costs and expenses are not reflected in the 2014 Audited Short Year Consolidated Financial Statements of OpCo. Throughout the periods presented in the Prospectus, our operational business was conducted by OpCo. These costs and expenses in the first calendar quarter of 2014 are accounted for in the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo and are comprised of:

- Operational expenses incurred by Asa NewCo during the quarter. These consisted primarily of CEO costs and other personnel costs. We accounted for these costs in our Corporate segment.
- Certain of our Transaction-related costs incurred in the first calendar quarter of 2014. These Transaction-related costs represent non-operating effects and were accounted for in our Corporate segment. They amounted to EUR 15.0 million and were comprised primarily of legal, tax and other advisory fees as well as certain one-time expenses in relation to recruiting. While these Transaction-related costs affected our EBITDA and net income, we eliminate them in the calculation of our ordinary operating EBITDA.

These Transaction-related costs and operational expenses incurred in the first calendar quarter of 2014, which we collectively refer to as the "**Q1 2014 Transaction Effect**", impacted only our Corporate segment, but not the disclosed financial information in respect to any other segment, including IS24 and AS24. They do not materially affect the comparison of ordinary operating EBITDA. In aggregate, these Transaction-related costs of the first calendar quarter 2014 reduced our EBITDA and ordinary operating EBITDA in the quarter by EUR 15.9 million and EUR 0.9 million, respectively. The following table illustrates the Q1 2014 Transaction Effect:

	OpCo	
	3-month period ended March 31, 2014	Q1 2014 Transaction Effect
	(audited)	(unaudited)
	(in EUR million)	
EBITDA(1)	28.8	(15.9)
Non-operating Effects(2)	4.5	15.0
Ordinary operating EBITDA(1)	33.3	(0.9)

(1) We have provided EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, capital expenditure and other information in the Prospectus because we believe they provide investors with additional information to measure our performance. Our use of the terms EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure varies from others in our industry and should not be considered as an alternative to net profit/(loss), revenues, cash flow from operating activities, or any other performance measures derived in accordance with IFRS as measures of operating performance or cash flow. EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure have important limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of our results as reported under IFRS.

(2) Non-operating effects reflect business transactions that are definded for purposes of internal management as occurring once, rarely or extraordinarily and do not reflect the regular operating performance of our business. These effects primarily include expenses for restructuring, expenses in connection with our capital structure, i.e. with regards to financing agreements, and acquisitions, as well as income statement effects from share-based compensation programs (such as our management equity program). We believe the adjustment for the non-operating effects allows for a comparison of our segment performance on a consistent basis. We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues.

In addition to the Q1 2014 Transaction Effect, there were effects from the amortization relating to the PPA Effect. Amortization relating to the PPA Effect for the period of February 12, 2014, the closing date of the Transaction, to March 31, 2014 was accounted for in the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo. For definition of PPA Effect, see "*—9.5 Principal Factors Affecting Results of Operations—9.5.10 Transaction Effects*". This additional amortization did not affect the EBITDA or ordinary operating EBITDA of our IS24, AS24 or Corporate segments, but it did impact other line items such as our net income. The amortization relating to the PPA Effect (as accounted for in the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo) was not tax-deductible and reduced our net income in the period from February 12, 2014 to March 31, 2014 by EUR 6.3 million.

9.4.3 Changes in Scope of our Businesses

As a result of the disposals and acquisitions described above in "*Structure and Organization*," the scope of the businesses reflected in our financial statements has changed. For example, we disposed of our FRS24 business, which thus is no longer shown as a segment in the most recent financial statements included in the Prospectus.

Consequently, we have chosen to present our results of operations for the periods presented in the Prospectus according to our core operations, which are comprised of our three current operating segments IS24, AS24 and Corporate ("**Core operations**"). Following our restructuring, these three segments comprise the business operations of the Group. We believe our focus on Core operations provides a more accurate analysis of our performance, as IS24 and AS24 are our strategic businesses, and the Corporate segment includes management services and certain shared services provided to IS24 and AS24. Excluded from our Core operations is, first, the FRS24 segment, which we ceased to report following our disposition of our FRS24 business, and secondly, the Other segment, which management considers immaterial and of limited relevance for analyzing the Group's results of operations.

9.5 Principal Factors Affecting Results of Operations

Our results of operations in the periods presented in the Prospectus were affected, and are expected to continue to be affected, by the following principal factors relating to our business and industry.

For a discussion of certain risks and uncertainties that may adversely affect the Group's financial position and results of operations, see the risk factors set forth in the section headed "*1. Risk Factors*" in the Prospectus.

9.5.1 Shift in Classifieds Advertising from Offline to Online

Our revenue growth is supported by a structural shift from offline to online marketing in the property and automotive market, which is supported by evidence that advertisements placed online deliver a lower cost per lead than advertisements placed in other mediums.

In addition, there has been a clear increase in the volume of overall online classifieds spend in the property market in Germany, which increased from EUR 147 million in 2009, representing 25% of total classifieds marketing spending, to EUR 275 million in 2014, representing 52% of total classifieds marketing spending.

The same trend can be observed in the automotive classifieds market. Overall online classifieds spending in Germany in the automotive market increased from EUR 91 million, representing 30% of total classifieds marketing spending, in 2009, to EUR 144 million, or 45%, in 2014. This was largely driven by the fact that the costs per lead are much lower in online than in offline classifieds. The share of online spending in overall marketing spending in the automotive sector in Germany (which primarily consists of OEMs) still lags behind other countries. For example, in 2014, online marketing represented only 29% of total advertising spending in the automotive segment in Germany, whereas the share was 45% in the UK (source: OC&C). For more information, see "*11. Business Description—11.4.4 Structural shift from offline to digital of German property marketing expenditure*".

9.5.2 Market Position and Network Effects

Pricing flexibility in the online classifieds business depends on the market position and value of the product offerings to customers. Typical to two-sided business models, market leaders often benefit from strong network effects, whereby the more content that is added to the platform, the more attractive the marketplace becomes for consumers. This in turn supports an increased audience reach for the marketplace, which then heightens the marketplace's relevance for sellers, intermediaries and advertisers. We believe that leading market positions, in conjunction with an attractive product offering and user experience, enable higher operating leverage and lead to higher operating margins than what competitors with lower market share are able to achieve. Typically, platforms with a lower market position cannot deliver superior returns on investment to its customers or significantly raise prices above the level set by the market leader without losing customers to the market leader. Consequently, the pricing level set by the market leader in a particular market is an important driver of profitability for the other market participants.

Given its clear market leading position in Germany, IS24 is in a position to deliver superior return on investment to its customers, despite maintaining higher prices than its competitors, as its competitors have less traffic and reach, which limits their monetization leverage.

While AS24 has leading market positions in Italy, Belgium (including Luxembourg) and the Netherlands, its position in Germany is number two, and it holds less prominent positions in the fragmented Austrian, Spanish and French markets (see "*10. Market and Competitive Environment*"). In the past, AS24 was able to increase listing prices in Italy and Belgium to a greater extent than in other markets with weaker positions, while the leading position in the Netherlands was only reached in 2013. In Germany, our average price per listing (calculated as the average price per listing in a 50-listing package) is still approximately 23% below the price level of the market leader, but has decreased in the recent period.

Our market positions do not only influence our pricing flexibility, but also determine our flexibility with respect to our marketing expenses and investments in technology. As the market leader, IS24 believes that it is in a position to maintain its market share despite spending proportionately less of its revenues on marketing than its competitors. The same applies in countries where AS24 is the market leader. However, other AS24 country platforms do not have the same leading market position and incur higher costs to enhance user experience and introduce new products, with a view to maintaining and strengthening their market positions.

9.5.3 Changes in Our Pricing Strategy

The choice of pricing model impacts the number of listings, customer behavior and ability to price to value.

Historically, we pursued a strategy of selling packages with a fixed number of listings. We implemented regular price increases every two years, with discounts granted to customers with a high volume of listings. To keep net churn levels low, we also engaged in targeted sales and marketing campaigns. However, customers sought to soften, or even avoid, the impact of these price increases by listing only select properties, rotating their inventory within the listing package and downgrading their listing packages to avoid additional spending. When the demand for real estate strongly exceeded supply, customers were more likely to list only part of their inventory. This reduced the number of listings and impacted the attractiveness of our marketplace and our ability to price to value.

Consequently, in October 2014, we introduced a new pricing model for real estate professionals in order to maximize listings and content. Our new pricing model is a membership model which allows real estate professionals to list their entire property inventory for an annual membership fee. The membership fee also covers a minimum package of visibility-enhancing products, which, for example, allow professionals to show their logos and enhance the prominence of a fixed number of listings. For an additional fee, professionals are able to purchase additional visibility-enhancing products. As of June 30, 2015, approximately 54% of all the agents that we plan to approach in 2015 to convert to the membership model (approximately 90% of our total core agent base in 2015) have already been migrated. We expect to migrate 75% to 80% of those agents by the end of 2015. In the context of the migration towards the membership model, we have also seen a reduction in our core agent base to 20.7 thousand as of June 30, 2015, resulting from certain agents going out of business (partially driven, in our view, by regulatory changes in Germany), agents shifting to our pay-per-listing offering and selected churn. Given that we were able to maintain a broadly constant number of listings, we do not expect any adverse impact from the lowered core agent base, and also expect to regain some customers going forward.

In parallel to the new membership model, we continue, for a limited period of time, to offer packages with a fixed number of basic listings in IS24. However, we plan to incentivize migration to the new membership model and discourage downgrading to a smaller package size by reducing the number of package sizes offered.

Going forward, we plan on leveraging our experience from the IS24 pricing model, in particular the customer take up of visibility-enhancing products, to expand the offering of visibility-enhancing products in our AS24 business, such as through our Marketing Power offering, which was introduced in April 2015.

9.5.4 Impact of Product Mix and Customer Mix on Revenues and Costs

Product and customer mix are a driver of revenue growth. For instance, the increasing penetration of our new membership model and the increasing use of visibility-enhancing products in IS24 have resulted in a 12.4% increase in revenues in IS24 in the six-month period ended June 30, 2015, versus the prior year period when IS24 still utilized the former listing package-based pricing model. Furthermore, a high amount of recurring revenues in IS24 drive our revenue growth, as customers with recurring contracts typically understand the value of our product offering better and are, in general, less likely to churn than customers who only place single listings through our pay-per-listing model.

In our AS24 business, revenues from advertising, in particular from OEMs, have been a key driver of our revenues growth in the periods presented in the Prospectus. AS24 had the highest share of online gross advertisement spending for cars by OEMs in Germany (EUR 19.8 million), followed by our next best competitor (EUR 18 million) in 2013 (source: Nielsen, 2013). In 2014, approximately 27% of the revenues of our AS24 business were other revenues (see *"—9.6.2 Major Performance Indicators for AS24*"), the majority of which related to sales of advertisements. As most ad sales are one-time transactions, our ad sales business in AS24 is slightly more cyclical than our recurring revenues from dealers under a listing package-based contract.

9.5.5 ARPU Increases

The principal driver of our revenues and growth in the periods presented in the Prospectus was the increase in ARPU in our IS24 business, primarily driven by (1) price increases and (2) the sale of additional products, such as visibility-enhancing products and tools for analytics, as well as increases in the number of our IS24 core agents. In comparison, in AS24, while we do pursue similar price increases, our current focus on increasing dealer penetration, and, particularly, the acquisition of a large number of smaller dealers (who typically spend less on online classifieds products) reduced the ARPU increases we were able to achieve.

In IS24, ARPU increased from EUR 424 in 2012 to EUR 512 in 2014, and our core agent base continued to increase despite these price increases. We had 20.6 thousand core agents as of January 1, 2012 and 22.1 thousand as of December 31, 2014 (see "*—9.6 Major Performance Indicators*"). Close to half of this increase in the number of core agents resulted from a reclassification during the second calendar quarter of 2014, due to a change in the contractual arrangements with franchise agents (from master contracts to individual contracts). ARPU in IS24 increased further to EUR 569 in the six-month period ended June 30, 2015, driven by the introduction of our membership model, despite a decrease in the number of core agents partially driven, in our view, by regulatory changes in Germany. See "*1. Risk Factors—1.3 Legal, Regulatory and Taxation Risks—1.3.1 We are affected by a variety of laws and regulations, many of which are unsettled and still developing*").

In AS24, ARPU in Germany increased from EUR 155 in 2012 to EUR 159 in 2014, whereas our core dealer base increased from 17.1 thousand (as of January 1, 2012) to 19.8 thousand (as of December 31, 2014), also as a result of the acquisitions of smaller dealers in Germany referred to above. ARPU in Germany increased to

161 EUR in the six-month period ended June 30, 2015, whereas our core dealer base grew to 21.7 thousand (as of June 30, 2015). ARPU in Benelux/Italy increased from EUR 145 to EUR 162 and our core dealer base continued to increase despite those price increases. In Benelux/Italy, we had 14.3 thousand core dealers as of January 1, 2012 and 16.4 thousand as of December 31, 2014 (see "*—9.6 Major Performance Indicators*"). ARPU in AS24 Benelux/Italy increased further to EUR 174 in the six-month period ended June 30, 2015, and core dealers increased to 16.9 thousand (as of June 30, 2015).

9.5.6 Economies of Scale of Business Model

Our business is characterized by a largely fixed-cost structure, as the main cost element of any new product lies in the personnel, IT and development costs to create it. Product and customer mix do not significantly influence our cost base (although we expect that our increasing focus on adjacent services and products will result in additional cost). The majority of our cost base is allocable to the costs of running marketplace platforms, attracting and increasing traffic to these platforms, and providing an engaging user experience through constant product improvement. Incremental listing packages, memberships, private listings, advertisements or lead generation agreements themselves do not result in significant incremental cost of sales. Increasing their number results in positive operating leverage.

Under our "OneScout24" approach, business synergies center on three specific areas. First, we cross-leverage our combined user base to drive traffic to both of our core businesses at the same time. For example, we believe that 30% of AS24 users in Germany who search for a motor vehicle are interested in purchasing or renting a home, and 43% of our IS24 users in Germany who search for a home are interested in purchasing a motor vehicle. Second, we utilize operational synergies, including consumer-centric product development and our highly trained sales force and sales operations team. Finally, we drive efficiency by ensuring that the both of our businesses are maintained by the same high-quality IT, site design and traffic management teams.

9.5.7 Investments in Product Innovation

Optimizing the consumer experience requires constant investments in product innovation and infrastructure improvements. During the periods presented in the Prospectus, we executed important initiatives to increase traffic to, and the functionality of, our websites and services.

In our IS24 business, an important part of our investments relates to new visibility-enhancing products and value-chain products, as well as to optimizing mobile access. The contribution of mobile traffic to total IS24 traffic increased from 13% in December 2011 to 65% of visits per month in June 2015 (source: management estimates, based on visits to the IS24 platform from mobile devices, mobile and all IS24 applications as measured by our own traffic monitor). In addition, our IS24 apps for iOS and Android achieved between 5 to 7 times higher ratings than those of our closest competitor in Germany (source: Apple AppStore, Google PlayStore as of June 2015*)*. During the same period, we improved our platform features, which now allow our listing customers to upload videos or to integrate interactive content. In addition to continuous investment in product proliferation and feature development, in 2013 and 2014 IS24 focused its investment on the development of advanced listing product formats and a significantly improved search experience, both of which supported the launch in October 2014 of our new membership model. We undertook similar investments in our AS24 business to improve mobile functionality and stimulate traffic and user engagement. AS24 was able to leverage our know-how and experience with mobile access at IS24. The contribution of mobile traffic to our AS24 traffic increased from 34% in January 2014 to 49% in June 2015 (according to our own traffic monitor, measured based on visits to AS24's mobile platform). In addition, our AS24 apps for iOS and Android achieved similar or better ratings than those of our closest competitor in Germany (source: Apple AppStore, Google PlayStore as of June 2015).

In the past, our software development costs and software maintenance costs in IS24 were generally expensed, and only hardware expenditures were capitalized. In our AS24 business, platform-related software development costs were capitalized, whereas product-related development costs and maintenance costs were expensed. Effective as of July 1, 2014, we harmonized the capitalization of software development costs. Platform-related software development costs are capitalized to the extent permitted under applicable IFRS accounting rules. This change resulted in additional capital expenditure in IS24 of EUR 3.1 million in the nine-month period ended December 31, 2014 and EUR 4.1 million in the six-month period ended June 30, 2015. We expect the annual effects going forward.

9.5.8 Cost-Optimization Program

Since our change of ownership, we have executed a vast-reaching cost-optimization program that has three prongs: structural, portfolio-related and operational cost optimizations. The cost-optimization measures were largely implemented by the end of 2014, with the full run-rate impact expected as from the end of 2015.

We achieved structural cost optimizations through the change in our organizational structure from a more holding-driven structure overseeing independently managed vertical operation to a fully integrated organization that aims to fully capitalize on the benefits of shared central functions, including finance, legal, human resources, IT and corporate development and strategy. We reduced the number of full-time equivalent employees ("**FTEs**") in our Corporate segment from 87.3 as of December 31, 2013 to 45.3 FTEs as of June 30, 2015. The overall number of FTEs in our Core operations declined from 1,076 as of December 31, 2013 to 908 (excluding 138 FTEs related to our acquisitions of FlowFact, Easyautosale and Stuffle) as of June 30, 2015.

In line with our "OneScout24" approach, we streamlined our business and product portfolio and continue to do so. We disposed of non-profitable businesses, ended our investments in non-core businesses (such as Spontacts in April 2014 and FriendScout24 in August 2014), terminated products or offerings which did not directly support our core business, wound down or right-sized non-profitable products such as GaragePortal in the AS24 segment, and continue to review low-margin businesses (such as FS24). For further details see "*—9.2 Structure and Organization*".

We realized operational cost optimizations through more focused marketing efforts, in particular, through reductions in offline marketing spending and a shift towards more effective performance-based marketing. Beginning in the first quarter of 2014, these efforts drove increased profitability in the first half of 2014 and are still continuing. We reduced marketing expenses in the IS24 and AS24 segments from EUR 33.1 million and EUR 27.0 million, respectively, in 2013 (OpCo), to EUR 23.7 million and EUR 24.5 million, respectively, in 2014 (OpCo/Asa NewCo).

Primarily as a result of our cost-optimization program, our ordinary operating EBITDA margin in our Core operations increased from 31.9% in the OpCo financial year 2013 to 50.7% in the Asa NewCo six-month period ended June 30, 2015.

9.5.9 Start-up Losses and Legacy Businesses

Until the change of ownership in February 2014, we pursued a strategy of expanding our portfolio through acquisitions in the digital classifieds market or as an incubator of new businesses. These initiatives resulted in significant start-up costs in some businesses, including for product development and marketing, and, as a general rule, these businesses broke even only if and when they attained at least a number 2 or 3 market position. For instance, our FriendScout24 business initially reached a leading position, but then faced increasing competition which required FriendScout24 to incur higher marketing spending. Consequently, its EBITDA declined from negative EUR 1.5 million in 2012 to negative EUR 4.7 million in 2013. Similarly, our AS24 business increased marketing expenses to EUR 27.4 million in 2012, mostly due to the start of operations of our GaragePortal business. The GaragePortal business had negative operating results before depreciation and amortization of EUR 9.3 million in 2012 and EUR 6.6 million in 2013, then increased its profitability in 2014.

9.5.10 Transaction Effects

Certain transactions in the periods presented in the Prospectus significantly impacted our effective tax rate. Our tax rate in 2012 and 2013 was low due to a fiscal unity with DTAG, which was terminated in connection with the Transaction and with effect as of December 31, 2013. In the first quarter of 2014, the effective tax rate in OpCo was extraordinarily low as a result of the gain derived from our participation in the sale of Scout24 Switzerland, which was largely tax-free in Germany. In the short financial year of Asa NewCo from November 8, 2013 to March 31, 2014, the effective tax rate was negative 1.6% (as Asa NewCo incurred a net loss before taxes) mainly driven by non-deductible transaction costs. In the short financial year from April 1, 2014 to December 31, 2014, our effective tax rate was negative 5.7% (as Asa NewCo incurred a net loss before taxes), primarily due to non-deductible expenses. Due to the largely tax-free disposal of PropertyGuru, we expect the effective tax rate for our 2015 financial year to be in the mid to high 20's, and we expect it to normalize to the statutory tax rate over time.

The application of acquisition accounting in connection with the acquisition of OpCo by Asa NewCo resulted in a step-up in the valuation of our intangible assets (including trademarks, contractual customer relationships and technology) and of our goodwill and, consequently, additional amortizations commencing on February 12, 2014, the closing date of the Transaction. We refer to this effect in the Prospectus as the "**PPA Effect**". By definition, the additional amortization does not affect EBITDA or ordinary operating EBITDA, but does impact our net income.

The amortization relating to the PPA Effect (as accounted for in the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo and the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, respectively) in the period from February 12 to March 31, 2014 and in the nine-month period ending December 31, 2014 was EUR 6.3 million and EUR 38.6 million, respectively, and is expected to be between EUR 45 million and EUR 50 million in each of the financial years 2015 and 2016. The amortization relating to the PPA Effect is not tax deductible. Consequently, a deferred tax liability in the amount of EUR 401.9 million was first shown in the consolidated balance sheet of Asa NewCo as of March 31, 2014 (EUR 402.6 million as of December 31, 2014). As the increased asset base amortizes over time, the deferred tax liability is reduced.

9.6 Major Performance Indicators

We use various performance indicators to track the performance of our IS24, AS24 and Corporate segments. The major performance indicators are described below. None of these metrics are measures of financial performance under IFRS, except as expressly stated otherwise. These measures have not been reviewed by an outside consultant, expert or auditor. Unless specifically indicated to the contrary, these measures are derived from our internal support and finance systems. These metrics, as defined by our management, may not be comparable to similar terms used by our competitors or other companies.

9.6.1 Major Performance Indicators for IS24

	OpCo			Asa NewCo		
	12-month period ended December 31, 2012	12-month period ended December 31, 2013[4]	3-month period ended March 31, 2014	3-month period ended June 30, 2014	9-month period ended December 31, 2014	6-month period ended June 30, 2015
	(unaudited, unless otherwise indicated) (in EUR million unless otherwise indicated)			(unaudited, unless otherwise indicated) (in EUR million unless otherwise indicated)		
IS24						
Revenues from core agents (Germany)	106.7	119.2	32.3	33.0	101.0	72.9
Revenues from other agents	15.1	20.4	5.5	5.5	19.1	17.1
Other revenues	54.8	65.4	17.8	17.8	55.8	39.1
Total external revenues**	**176.6***	**204.9***	**55.7***	**56.3**	**175.8***	**129.1**
Germany						
Core agents (end of period, in numbers)	21,332	21,296	21,104	21,764	22,092[3]	20,606
Core agents (average during period, in numbers)	20,967	21,314	21,200	21,434	21,598	21,349
Core agent ARPU (EUR/month)	424	466	508	513	519	569
Revenues from core agents (Germany)	**106.7**	**119.2**	**32.3**	**33.0**	**101.0**	**72.9**
EBITDA[2]	76.5*	94.9*	29.9*	32.8	89.6*	73.2
Non-operating effects[5]	–	(1.8)	0.4	0.7	9.4	5.0
Ordinary operating EBITDA[2]	**–**	**93.1***	**30.3***	**33.5**	**99.0***	**78.2**
Ordinary operating EBITDA margin (in%)[1][2]	*43.3%*	*45.4%*	*54.5%*	*59.4%*	*56.3%*	*60.6%*
UMV (desktop only, in million and numbers)	**7.6**	**9.1**	**8.9**	**7.6**	**7.8**	**7.9**
UMV (multiplatform, in million and numbers)	**–**	**–**	**–**	**–**	**–**	**11.9**
Capital expenditure[2]	**7.1***	**5.4***	**0.6***	**0.8**	**6.7***	**4.6**

* Audited.

** IFRS measures, all other performance indicators in this table are non-IFRS measures but are important to us to track the performance at our two verticals.

(1) We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues.

(2) We have provided EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, capital expenditure and other information in the Prospectus because we believe they provide investors with additional information to measure our performance. Our use of the terms EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure varies from others in our industry and should not be considered as an alternative to net profit/(loss), revenues, cash flow from operating activities, or any other performance measures derived in accordance with IFRS as measures of operating performance or cash flow. EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure have important limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of our results as reported under IFRS.

(3) Includes approximately 700 new customers due to a change in the contractual arrangements with certain franchise agencies (from master agreement to individual agreements).

(4) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

(5) Non-operating effects reflect business transactions that are defined for purposes of internal management as occurring once, rarely or extraordinarily and do not reflect the regular operating performance of our business. These effects primarily include expenses for restructuring, expenses in connection with our capital structure, i.e. with regards to financing agreements, and acquisitions, as well as income statement effects from share-based compensation programs (such as our management equity program). We believe the adjustment for the non-operating effects allows for a comparison of our performance on a consistent basis.

For IS24, we track our revenues from core agents only for our business in Germany, due to the relative insignificance of that part of our business which is generated outside of Germany.

9.6.1.1 Revenue Split

We define our IS24 core agents as real estate professionals who have a package or bundle contract with us. We define the number of core agents as the number of real estate professionals as of period end who either have a package or a bundle contract at the period end.

- Revenues from core agents consist of revenues derived from IS24's core agents' purchases of memberships under our membership model, including all services provided under these new contracts. Revenues from core agents also include purchases of listing services under our listing package-based pricing model and all other services provided under these contracts for those core agents not yet transitioned to the membership model.
- Revenues from other agents consist of revenues derived from real estate professionals who are not our core agents and include IS24 promotions, our IS24 commercial real estate marketplace, pay-per-ad revenues, revenues from FlowFact (our customer relationship management (CRM) software for real estate professionals) and non-listing revenues.
- Other revenues consist of revenues derived from private listings, revenues generated from direct consumer monetization (including credit checks and valuation services), lead generation revenues derived from services offered for relocation, financing and mortgages, revenues from ad sales not directly related to real estate and other sundry revenues.

9.6.1.2 ARPU (Average Revenue Per User)

Core agent ARPU in euros per period is calculated by dividing the revenues generated by our IS24 core agents in the period by the average of the number of IS24 core agents at the beginning and the end of such period, and further divided by the number of months in the period. ARPU growth has historically been driven by price increases as we monetized our increased value to customers and our visibility-enhancing products. In addition, the implementation of the new membership model has resulted in an increase in ARPU.

9.6.1.3 EBITDA and Ordinary Operating EBITDA

EBITDA is our net profit/(loss) (based on total revenues) before net finance costs, income taxes, depreciation, amortization, impairment and the results from the disposal of subsidiaries. We define ordinary operating EBITDA as EBITDA adjusted for non-operating effects. Non-operating effects reflect business transactions that are defined for purposes of internal management as occurring once, rarely or extraordinarily and do not reflect the regular operating performance of our business. These effects primarily include expenses for restructuring, expenses in connection with our capital structure, i.e. with regards to financing agreements, and acquisitions, as well as income statement effects from share-based compensation programs (such as our management equity program). We believe the adjustment for the non-operating effects allows for a comparison of our performance on a consistent basis. We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues. We do not present ordinary operating EBITDA or ordinary operating EBITDA margin for 2012.

9.6.1.4 *UMV (Unique Monthly Visitors)*

UMV (Unique Monthly Visitors) refers to the monthly unique visitors from the relevant country visiting the website (desktop-only) or website, mobile website and apps (multi-platform), as the case may be, regardless of how often they visit during the relevant month and (for multi-platform metrics) regardless of how many platforms (desktop and mobile) they use. Values for each period represent the average of all monthly values for the respective period (source: comScore, June 2015).

9.6.1.5 *Capital Expenditure*

Capital expenditure comprises capital expenditure for property, plant and equipment, as well as intangible assets, including internally generated assets from the capitalization of development costs, but excluding goodwill. It further includes advance payments made in relation to property, plant and equipment and intangible assets.

9.6.2 *Major Performance Indicators for AS24*

	OpCo			Asa NewCo		
	12-month period ended December 31, 2012	**12-month period ended December 31, 2013[3]**	**3-month period ended March 31, 2014**	**3-month period ended June 30, 2014**	**9-month period ended December 31, 2014**	**6-month period ended June 30, 2015**
	(unaudited, unless otherwise indicated) (in EUR million unless otherwise indicated)			**(unaudited, unless otherwise indicated) (in EUR million unless otherwise indicated)**		
AS24						
Revenues from core dealers (Germany)	32.2	33.3	8.3	9.1	27.5	20.0
Revenues from core dealers (Benelux/Italy)	25.3	28.1	7.3	7.8	23.9	17.3
Revenues from other dealers	8.5	10.2	2.7	2.9	8.3	5.6
Other revenues	24.5	26.0	6.3	6.9	22.6	14.5
Total external revenues**	**90.5***	**97.5***	**24.6***	**26.7**	**82.3***	**57.4**
Germany						
Core dealers (end of period, in numbers)	17,061	17,733	17,947	18,233	19,774	21,655
Core dealers (average during period, in numbers)	17,271	17,397	17,840	18,090	18,861	20,715
Core dealer ARPU (EUR /month)	155	159	155	167	162	161
Revenues from core dealers (Germany)	**32.2**	**33.3**	**8.3**	**9.1**	**27.5**	**20.0**
Benelux/Italy						
Core dealers (end of period, in numbers)	14,837	15,816	15,905	16,137	16,396	16,892
Core dealers (average during period, in numbers)	14,576	15,327	15,861	16,021	16,151	16,644
Core dealer ARPU (EUR /month)	145	153	154	163	165	174
Revenues from core dealers (Benelux/Italy)	**25.3**	**28.1**	**7.3**	**7.8**	**23.9**	**17.3**
EBITDA[2]	9.6*	14.4*	5.0*	6.1	14.0*	21.6
Non-operating effects[4]	–	(0.0)	0.1	2.8	12.0	2.0
Ordinary operating EBITDA[2]	**–**	**14.4***	**5.1***	**8.9**	**26.0***	**23.6**
Ordinary operating EBITDA margin (in %)[1][2]	–	*14.8%*	*20.8%*	*33.5%*	*31.6%*	*41.1%*
UMV (desktop only, in numbers and million)	**9.0**	**9.2**	**8.5**	**7.5**	**7.8**	**7.8**
Thereof: Germany (desktop only, in numbers and million)	*6.2*	*5.5*	*5.1*	*4.6*	*4.8*	*4.5*
Thereof: Benelux/Italy (desktop only, in numbers and million)	*2.9*	*3.8*	*3.4*	*2.9*	*3.0*	*3.2*
UMV Germany (multiplatform, million)	**–**	**–**	**–**	**–**	**–**	**6.5**
Capital expenditure[2]	**10.6***	**8.1***	**1.4***	**0.6**	**5.1***	**3.4**

* Audited.

** IFRS measures, all other performance indicators in this table are non-IFRS measures but are important to us to track the performance at our two verticals.

(1) We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues.

(2) We have provided EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, capital expenditure and other information in the Prospectus because we believe they provide investors with additional information to measure our performance. Our use of the terms EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure varies from others in our industry and should not be considered as an alternative to net profit/(loss), revenues, cash flow from operating activities, or any other performance measures derived in accordance with IFRS as measures of operating performance or cash flow. EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, and capital expenditure have important limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of our results as reported under IFRS.

(3) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

(4) Non-operating effects reflect business transactions that are defined for purposes of internal management as occurring once, rarely or extraordinarily and do not reflect the regular operating performance of our business. These effects primarily include expenses for restructuring, expenses in connection with our capital structure, i.e. with regards to financing agreements, and acquisitions, as well as income statement effects from share-based compensation programs (such as our management equity program). We believe the adjustment for the non-operating effects allows for a comparison of our performance on a consistent basis.

In AS24, we track major performance indicators for Germany and for Benelux and Italy combined.

9.6.2.1 Revenue Split

We define our AS24 core dealers as the total number of professional car and motorcycle dealers who have either a package or bundle contract to advertise their car or motorcycle listings on AS24's market websites as of period end.

- Revenues from core dealers consist of revenues derived from AS24's core dealers' purchases of listing services under our listing package-based model and all other related products purchased by such dealers.
- Revenues from other dealers consist of revenues derived from AS24's commercial vehicle market dealers, dealers from Spain, Austria and France, GaragePortal and other services for dealers such as platform interfaces. In addition, revenues from Easyautosale are included.
- Other revenues consist of revenues derived from AS24's private listings and advertising sales (primarily from OEMs).

9.6.2.2 ARPU (Average Revenue Per User)

Core dealers ARPU in euros per period is calculated by dividing the revenues generated by our AS24 core dealers in the period by the average of the number of our AS24 core dealers at the beginning and end of such period, and further divided by the number of months in the period.

9.6.2.3 EBITDA, Ordinary Operating EBITDA, UMV (Unique Monthly Visitors) and Capital Expenditure

EBITDA, ordinary operating EBITDA, ordinary operating EBITDA margin, UMV and capital expenditure are defined in the same way as for our IS24 business, except that total UMV of AS24 represents the aggregate of the UMV for each of Germany, Belgium, the Netherlands, Luxemburg and Italy. The UMV for Benelux/Italy represents the aggregate of the UMVs for Belgium, the Netherlands, Luxemburg and Italy (source: comScore, June 2015).

9.7 Results of Operations

The structure of the period-to-period comparisons of our results of operations is as set forth in the table below:

Period	Financial Information Used
First six calendar months 2015 vs. first six calendar months 2014	2015 Unaudited Interim Consolidated Financial Statements of S24 AG 2014 Unaudited Interim Financial Information of Asa NewCo 2014 Audited Short Year Consolidated Financial Statements of OpCo
Calendar year 2014 vs. calendar year 2013	2014 Audited Short Year Consolidated Financial Statements of Asa NewCo 2014 Audited Short Year Consolidated Financial Statements of OpCo, including comparative financial information for the financial year ended December 31, 2013
Calendar year 2013 vs. calendar year 2012	2013 Audited Consolidated Financial Statements of OpCo 2012 Audited Consolidated Financial Statements of OpCo

For each of the above calendar periods, we discuss our results of operations on the segment level, for our core operations and for our Group.

- For our IS24 and AS24 segments, we present a discussion of revenue development, including as regards the revenue split and certain major performance indicators (see "*—9.6 Major Performance Indicators*"). In addition, we present a discussion of the development of EBITDA of these segments.
- For our Corporate segment, we focus on the presentation of our holding activities, meaning costs and internal recharges to our Group segments, as well as the presentation of the effect of management fees which, beginning in April 2014, are charged to IS24 and AS24.
- For our Core operations, we present a discussion of the aggregated revenues and EBITDA of our IS24, AS24 and Corporate segments, including analyses of the principal cost components (personnel costs, marketing costs, IT costs and other costs) affecting our Core operations.
- For our Group results, we present a discussion of revenue development, including as regards Core operations and the segment Other and FRS24, which includes all of our operations that are excluded from our Core operations. In addition, we present a discussion of the development of EBITDA of Core operations and Other and FRS24.

In addition, to comply with certain statutory disclosure requirements, we also include the following period to period comparisons.

Period	Financial Information Used
First six months of the 2015 financial year vs. first six months of the 2014 short financial year	2015 Unaudited Interim Consolidated Financial Statements of S24 AG
First three calendar months of 2014 vs. calendar year 2013	2014 Audited Short Year Consolidated Financial Statements of OpCo
Calendar year 2013 vs. calendar year 2012	2013 Audited Statements of OpCo 2012 Audited Statements of OpCo
Calendar year 2014 for Asa NewCo	2014 Audited Short Year Consolidated Financial Statements of Asa NewCo 2013/2014 Audited Short Year Unconsolidated Statements of Asa NewCo

9.7.1 Comparison of the three-month period from January 1 to March 31, 2014 of OpCo and the three-month period from April 1, 2014 to June 30, 2014 of Asa NewCo with the six-month period from January 1, 2015 to June 30, 2015 of Asa NewCo.

9.7.1.1 IS24

	OpCo	**Asa NewCo**	
	3-month period ended March 31, 2014	**3-month period ended June 30, 2014**	**6-month period ended June 30, 2015**
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)	**(unaudited) (in EUR million unless otherwise indicated)**	
External revenues	55.7	56.3	129.1
Internal revenues	0.1	0.1	0.3
Total revenues	**55.7**	**56.4**	**129.4**
EBITDA	**29.9**	**32.8**	**73.2**
Ordinary operating EBITDA(1)	**30.3**	**33.5**	**78.2**
Ordinary operating EBITDA margin (in %)(2)	*54.5%**	*59.4%*	*60.6%*
Capital expenditure	**0.6**	**0.8**	**4.6**

* Unaudited.

(1) Ordinary operating EBITDA does not include management fee charges from Corporate to IS24.

(2) We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues.

9.7.1.1.1 External Revenues

External revenues were EUR 129.1 million in the six-month period ended June 30, 2015, compared to EUR 56.3 million and EUR 55.7 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively.

This increase was primarily due to an increase in revenues from core agents, which was EUR 72.9 million in the six-month period ended June 30, 2015, from EUR 33.0 million and EUR 32.3 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. This increase primarily resulted from an ARPU increase due to the introduction of our membership model, which was partially offset by a net decrease in the number of core agents. This net decrease reflected an aggregate of approximately 3.7 thousand regained churners, core agent win-backs and new core agent acquisitions, and a loss of approximately 4.9 thousand agents (of which approximately 1.2 thousand core agents switched to our pay-per-ad model and approximately 0.9 thousand core agents went out of business) between July 2014 and June 2015. Both effects were partially driven, in our view, by regulatory changes in Germany (see "*—9.5 Principal Factors Affecting Results of Operations—9.5.5 ARPU increases*".

In addition, there was an increase in revenues from other agents, which were EUR 17.1 million in the six-month period ended June 30, 2015, compared to EUR 5.5 million and EUR 5.5 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, due to the first-time consolidation in November 2014 of FlowFact and our Austrian business (which we acquired in May 2014). In addition, there was an increase in other revenues, to EUR 39.1 million in the six-month period ended June 30, 2015, compared to EUR 17.8 million and EUR 17.8 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. This increase was mainly driven by our consumer monetization initiatives.

9.7.1.1.2 EBITDA

EBITDA was EUR 73.2 million in the six-month period ended June 30, 2015, compared to EUR 32.8 million and EUR 29.9 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, primarily due to an increase in external revenues, cost containment measures, as well as an increase in revenues generated from relocation, financing and mortgage services.

9.7.1.1.3 Ordinary Operating EBITDA

Ordinary operating EBITDA was EUR 78.2 million in the six-month period ended June 30, 2015, compared to EUR 33.5 million and EUR 30.3 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively.

The non-operating effects in IS24 were EUR 5.0 million in the six-month period ended June 30, 2015, compared to EUR 0.7 million and EUR 0.4 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, and consisted primarily of costs related to restructuring and reorganization, including personnel and advisory costs, costs related to acquisitions and the integration of acquired companies. The non-operating effects for the three-month period ended June 30, 2014 and the six-month period ended June 30, 2015 included the management fee charged by Corporate to IS24.

Ordinary operating EBITDA margin was 60.6% in the six-month period ended June 30, 2015, compared to 59.4% and 54.5% in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. This increase was due to an increase in revenues that was only slightly offset by an increase in total operating costs. An increase in personnel cost and slight increases in marketing and IT cost, where cost optimizations were partially offset by the impact of the acquisition of FlowFact, were only partially offset by a decrease in other cost driven by the positive impact of the capitalization of development cost.

9.7.1.1.4 Capital Expenditure

Capital expenditure was EUR 4.6 million in the six-month period ended June 30, 2015, compared to EUR 0.8 million and EUR 0.6 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, primarily due to the capitalization of development costs, which was EUR 4.1 million in the six-month period ended June 30, 2015, related to self-developed software, which we commenced in the nine-month period ended December 31, 2014.

9.7.1.2 AS24

	OpCo	Asa NewCo	
	3-month period ended March 31, 2014	**3-month period ended June 30, 2014**	**6-month period ended June 30, 2015**
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)	**(unaudited) (in EUR million unless otherwise indicated)**	
External revenues	24.6	26.7	57.4
Internal revenues	0.3	0.2	0.3
Total revenues	**24.9**	**26.9**	**57.6**
EBITDA	**5.0**	**6.1**	**21.6**
Ordinary operating EBITDA(1)	**5.1**	**8.9**	**23.6**
Ordinary operating EBITDA margin (in %)(2)	*20.8%**	*33.5%*	*41.1%*
Capital expenditure	**1.4**	**0.6**	**3.4**

* Unaudited.

(1) Ordinary operating EBITDA does not include management fee charges from Corporate to AS24.

(2) We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues.

9.7.1.2.1 External Revenues

External revenues were EUR 57.4 million in the six-month period ended June 30, 2015, compared to EUR 26.7 million and EUR 24.6 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively.

This increase was primarily due to an increase in revenues from core dealers (Germany) and revenues from core dealers (Benelux, Italy). In Germany, core dealer revenues were EUR 20.0 million in the six-month period ended June 30, 2015, from EUR 9.1 million and EUR 8.3 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. In Benelux/Italy, core dealer revenues were EUR 17.3 million, in the six-month period ended June 30, 2015, and EUR 7.8 million and EUR 7.3 million, respectively, in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. The increase was due to an increase in the number of core dealers in Germany due to targeted acquisitions intended to increase the number of dealers with ARPU remaining flat and in increase in the number of core dealers in Benelux and Italy combined with higher ARPU as a result of price increases in those countries during the first half of 2015.

In addition, revenues from other dealers were EUR 5.6 million in the six-month period ended June 30, 2015, compared to EUR 2.9 million and EUR 2.7 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. There was also an increase in other revenues, to EUR 14.5 million in the six-month period ended June 30, 2015, compared to EUR 6.9 million and EUR 6.3 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, primarily driven by higher ad sales to OEMs.

9.7.1.2.2 EBITDA

EBITDA was EUR 21.6 million in the six-month period ended June 30, 2015, compared to EUR 6.1 million and EUR 5.0 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, primarily due to the effects of our cost optimization program, including the right-sizing of expenses at GaragePortal, as well as an increase in external revenues.

9.7.1.2.3 Ordinary Operating EBITDA

Ordinary operating EBITDA was EUR 23.6 million in the six-month period ended June 30, 2015, compared to EUR 8.9 million and EUR 5.1 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively.

The non-operating effects in AS24 were EUR 2.0 million in the six-month period ended June 30, 2015, compared to EUR 2.8 million and EUR 0.1 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, and were primarily related to restructuring and reorganization, including related personnel and advisory costs. The non-operating effects for the three-month period ended June 30, 2014 and the six-month period ended June 30, 2015 included the management fee charged by Corporate to AS24.

Ordinary operating EBITDA margin was 41.1% in the six-month period ended June 30, 2015, compared to 33.5% and 20.8% in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. This increase was primarily due to an increase in revenues as well as a decrease in all cost components driven by the cost optimization program.

9.7.1.2.4 Capital Expenditure

Capital expenditure was EUR 3.4 million in the six-month period ended June 30, 2015, compared to EUR 0.6 million and EUR 1.4 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, primarily due to investments in platform adjustments to enable the migration into a cloud-based environment.

9.7.1.3 Corporate

	OpCo	**Asa NewCo**	
	3-month period ended March 31, 2014	**3-month period ended June 30, 2014**	**6-month period ended June 30, 2015**
	(audited unless otherwise indicated) (in EUR million)	**(unaudited) (in EUR million)**	
External revenues	1.4	0.9	1.1
Internal revenues(1)	1.1	2.4	4.2
Total revenues	**2.5**	**3.3**	**5.3**
EBITDA	**(4.1)**	**(7.5)**	**(10.2)**
Ordinary operating EBITDA(1)	**(1.5)**	**(1.8)**	**(4.4)**
Reconciliation of management fee charges(2)	–	*(0.8)*	*(2.3)*
Ordinary operating EBITDA adjusted for management fee reconciliation(3)	*(1.5)**	*(2.5)*	*(6.7)*
Capital expenditure	**0.0**	**0.0**	**0.3**

* Unaudited.

(1) Includes the management fee charged to IS24 and AS24 of EUR 0.8 million for the three-month period ended June 30, 2014 and EUR 2.3 million for the six-month period ended June 30, 2015.

(2) Beginning in the second calendar quarter of 2014, the Corporate segment has charged a management fee to the IS24 and AS24 segments to cover certain management services. Because we consider this management fee part of the ordinary operating result of Corporate (but not of IS24 and AS24), the charge positively impacts the ordinary operating EBITDA of Corporate within our consolidated financial statements, while in the IS24 and AS24 segments, it is accounted for as a non-operating effect and therefore excluded from ordinary operating EBITDA for IS24 and AS24.

(3) We present Corporate ordinary operating EBITDA adjusted for the reconciliation of management fees, as we believe this gives investors a more transparent view of the cost of our holding activities.

9.7.1.3.1 External Revenues

External revenues were EUR 1.1 million in the six-month period ended June 30, 2015, compared to EUR 0.9 million and EUR 1.4 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, reflecting the cessation of online marketing services provided to DTAG during the first half year of 2014, partially offset by revenues resulting from the subletting of office space, revenues received from DTAG for the display of their logo on the IS24 and AS24 websites, which are internally passed on to IS24 and AS24 (and are treated as internal revenues of IS24 and AS24), fees received for the license of our Scout24 brand to third-party platforms (TravelScout24 and JobScout24), and the revenues derived from Local24, which were basically flat.

9.7.1.3.2 Internal Revenues

Internal revenues were EUR 4.2 million in the six-month period ended June 30, 2015, compared to EUR 2.4 million and EUR 1.1 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. This increase was primarily due to revenues derived from providing shared services, such as rental contracts, tax and legal services, as well as financial system administration, to IS24 and AS24 (which internal revenues in the Corporate segment were largely offset by corresponding costs of third-party service providers of those shared services) and revenues from the management fee (amounting to EUR 2.3 million in the six-month period ended June 30, 2015 and EUR 0.8 million in the three-month period ended June 30, 2014) charged by Corporate to IS24 and AS24.

9.7.1.3.3 EBITDA

EBITDA was negative EUR 10.2 million in the six-month period ended June 30, 2015, compared to negative EUR 7.5 million and negative EUR 4.1 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, primarily due to costs in connection with the restructuring, Transaction-related costs, and an accounting effect related to our management equity program. EBITDA of Corporate does not include the Q1 2014 Transaction Effect.

9.7.1.3.4 Ordinary Operating EBITDA

Ordinary operating EBITDA was negative EUR 4.4 million in the six-month period ended June 30, 2015, compared to negative EUR 1.8 million and negative EUR 1.5 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. The management fee charged to IS24 and AS24, of EUR 0.8 million and EUR 2.3 million, in the three-month period ended June 30, 2014 and in the six-month period ended June 30, 2015, respectively, is included in ordinary operating EBITDA in the Corporate segment, while in IS24 and AS24, these fees are accounted for as non-operating effects and are not included in ordinary operating EBITDA. When ordinary operating EBITDA is adjusted for this effect, ordinary operating EBITDA in Corporate would have been negative EUR 6.7 million in the six-month period ended June 30, 2015, compared to negative EUR 2.5 million and negative EUR 1.5 million in the three-month periods ended June 30, 2014 and March 31, 2014, respectively. When adjusted for this effect, ordinary operating EBITDA largely represents the cost for the holding activities.

The non-operating effects not included in ordinary operating EBITDA were EUR 5.8 million in the six-month period ended June 30, 2015, compared to EUR 5.7 million and EUR 2.7 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, and were related primarily to restructuring and Transaction-related costs, as well as costs of the refinancing. In addition, they include an accounting effect relating to our management equity program, amounting to EUR 1.7 million in the six-month period ended June 30, 2015 and EUR 0.5 million in the three-month period ended June 30, 2014, respectively, with no such effect in the three-month period ended March 31, 2014. Ordinary operating EBITDA of Corporate does not include the Q1 2014 Transaction Effect.

9.7.1.3.5 Capital Expenditure

Capital expenditure was EUR 0.3 million in the six-month period ended June 30, 2015, compared to EUR 0.0 million and EUR 0.0 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, primarily due to costs for infrastructure and internal support systems within the six-month period ended June 30, 2015, with no such expenses in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively.

9.7.1.4 Core operations

9.7.1.4.1 External Revenues

	OpCo	Asa NewCo	
	3-month period ended March 31, 2014	3-month period ended June 30, 2014	6-month period ended June 30, 2015
	(audited unless otherwise indicated) (in EUR million)	(unaudited) (in EUR million)	
External Revenues			
IS24	55.7	56.3	129.1
AS24	24.6	26.7	57.4
Corporate	1.4	0.9	1.1
Core operations	**81.7***	**83.9**	**187.6**

* Unaudited.

Core operations external revenues were EUR 187.6 million in the six-month period ended June 30, 2015, compared to EUR 83.9 million and EUR 81.7 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively.

This was primarily due to an increase in external revenues from IS24 to EUR 129.1 million in the six-month period ended June 30, 2015, compared to EUR 56.3 million and EUR 55.7 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, and an increase in external revenues from AS24, to EUR 57.4 million in the six-month period ended June 30, 2015, compared to EUR 26.7 million and EUR 24.6 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively.

These revenues were partially offset by a decrease in external revenues from Corporate, to EUR 1.1 million in the six-month period ended June 30, 2015, compared to EUR 0.9 million and EUR 1.4 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively.

9.7.1.4.2 Cost Components

	OpCo	Asa NewCo	
	3-month period ended March 31, 2014	3-month period ended June 30, 2014	6-month period ended June 30, 2015
	(unaudited) (in EUR million)	(unaudited) (in EUR million)	
Cost Components (including non-operating effects)			
Personnel costs(1)	(26.5)	(29.3)	(55.5)
Marketing costs	(12.4)	(8.8)	(22.3)
IT costs	(4.1)	(1.8)	(6.0)
Other costs	(9.3)	(15.3)	(24.0)
Total costs(3)	**(52.3)**	**(55.1)**	**(107.7)**

	OpCo	Asa NewCo	
	3-month period ended March 31, 2014	3-month period ended June 30, 2014	6-month period ended June 30, 2015
	(unaudited) (in EUR million)	(unaudited) (in EUR million)	
Non-operating effects[(2)]			
Personnel costs[(1)]	(2.5)	(4.7)	(4.5)
Marketing costs	n/a	n/a	(0.5)
IT costs	n/a	n/a	(0.1)
Other costs	(0.6)	(4.5)	(7.7)
Reconciliation of management fee[(2)]	*n/a*	*0.8*	*2.3*
Total non-operating effects[(3)]	**(3.2)**	**(8.4)**	**(10.5)**
Cost Components (excluding non-operating effects)			
Personnel costs[(1)]	(24.0)	(24.6)	(50.9)
Marketing costs	(12.4)	(8.8)	(21.8)
IT costs	(4.1)	(1.8)	(5.9)
Other costs	(8.7)	(10.8)	(16.3)
Reconciliation of management fee[(2)]	*n/a*	*(0.8)*	*(2.3)*
Total operating costs[(4)]	**(49.1)**	**(46.7)**	**(97.2)**

(1) Including external labor and other personnel costs.

(2) Non-operating effects reflect business transactions that are defined for purposes of internal management as occurring once, rarely or extraordinarily and do not reflect the regular operating performance of our business. These effects primarily include expenses for restructuring, expenses in connection with our capital structure, i.e. with regards to financing agreements, and acquisitions, as well as income statement effects from share-based compensation programs (such as our management equity program). We believe the adjustment for the non-operating effects allows for a comparison of our performance on a consistent basis.

(3) Total costs are defined as EBITDA from Core operations less total revenues from Core operations.

(4) Total operating costs are defined as ordinary operating EBITDA from Core operations less total revenues from Core operations.

Personnel costs were EUR 55.5 million in the six-month period ended June 30, 2015 (including EUR 4.5 million non-operating effects related to personnel costs in connection with restructuring measures), compared to EUR 29.3 million, including EUR 4.7 million non-operating personnel costs, and EUR 26.5 million (including EUR 2.5 million non-operating personnel costs), in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. This increase of operating personnel costs was primarily driven by increased personnel costs in our IS24 segment, where cost savings due to our restructuring measures were more than offset by the consolidation of our FlowFact business (which we acquired in October 2014) and a reclassification of certain costs from IT costs to personnel costs. In addition, a decrease in our AS24 segment as a result of restructuring measures and a small increase in our Corporate segment, driven by the establishment of the new holding structure, contributed to this effect.

Marketing costs were EUR 22.3 million in the six-month period ended June 30, 2015 (including EUR 0.5 million non-operating effects for brand marketing in connection with the acquisition and merger of our Austrian real-estate classifieds business), largely unchanged from EUR 8.8 million and EUR 12.4 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. This development reflects measures taken in respect of our marketing spend since the Transaction, slightly offset by the consolidation of our FlowFact business.

IT costs were EUR 6.0 million in the six-month period ended June 30, 2015 (including EUR 0.1 million of non-operating effects), largely unchanged from EUR 1.8 million and EUR 4.1 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. This development was mainly driven by the effect of the reclassification of certain IT costs into personnel costs, offset by the consolidation of our FlowFact business.

Other costs were EUR 24.0 million in the six-month period ended June 30, 2015 (including non-operating effects of EUR 7.7 million, mainly relating to legal and other advisory fees in connection with acquisitions, expenses relating to refinancing of financial indebtedness and including an accounting effect relating to our management equity program of EUR 1.7 million), a decrease from EUR 15.3 million (including non-operating effects of EUR 4.5 million mainly relating to legal and other advisory fees in connection with acquisition and disposals, the Transaction and our cost savings and restructuring program as well as an accounting effect relating to our management equity program of EUR 0.5 million) and EUR 9.3 million (including non-operating effects of EUR 0.6 million) in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. The decrease was mainly driven by the positive impact of the capitalization of development cost at IS24.

Beginning in the second calendar quarter of 2014, the Corporate segment has charged a management fee to the IS24 and AS24 segments to cover certain management services. As we consider management fee charges part of the ordinary operating result of Corporate, but as a non-operating effect in IS24 and AS24, such fees are deducted in calculating non-operating effects for Core Operations, but are included within the total operating cost of Core operations.

Costs related to the Q1 2014 Transaction Effect increased our cost base for the three-month period ended March 31, 2014 by EUR 15.9 million, including EUR 15.0 million of non-operating effects. See "*—9.4 Comparability of Financial Statements—9.4.2 Continuity between OpCo and Asa NewCo: Transaction-Related Costs*".

9.7.1.4.3 EBITDA

	OpCo	Asa NewCo	
	3-month period ended March 31, 2014	3-month period ended June 30, 2014	6-month period ended June 30, 2015
	(audited unless otherwise indicated) (in EUR million)	(unaudited) (in EUR million)	
EBITDA			
IS24	29.9	32.8	73.2
AS24	5.0	6.1	21.6
Corporate	(4.1)	(7.5)	(10.2)
Core operations	**30.8***	**31.4**	**84.6**

* Unaudited.

EBITDA was EUR 84.6 million in the six-month period ended June 30, 2015, compared to EUR 31.4 million and EUR 30.8 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, mainly driven by an increase in EBITDA from IS24 and AS24. EBITDA of Core operations does not include the Q1 2014 Transaction Effect.

9.7.1.4.4 Ordinary Operating EBITDA

	OpCo	Asa NewCo	
	3-month period ended March 31, 2014	3-month period ended June 30, 2014	6-month period ended June 30, 2015
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)	(unaudited) (in EUR million unless otherwise indicated)	
Ordinary operating EBITDA			
IS24	30.3	33.5	78.2
AS24	5.1	8.9	23.6
Corporate	(1.5)	(1.8)	(4.4)
Reconciliation management fee	–	*(0.8)*	*(2.3)*
Core operations	**34.0***	**39.8**	**95.1**
Ordinary operating EBITDA margin (in %)(1)	*41.6%**	*47.5%*	*50.7%*

* Unaudited.

(1) We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues.

Ordinary operating EBITDA was EUR 95.1 million in the six-month period ended June 30, 2015, compared to EUR 39.8 million and EUR 34.0 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. Ordinary operating EBITDA of Core operations does not include the Q1 2014 Transaction Effect.

Non-operating effects in Core operations were EUR 10.5 million in the six-month period ended June 30, 2015, compared to EUR 8.4 million and EUR 3.2 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, and consisted of personnel-related costs and, to a lesser extent, of other non-operating effects, such as costs in relation to the Transaction, other M&A transactions including disposals, and the refinancing of financial indebtedness in April 2015. In addition, non-operating effects for the three-month period ended June 30, 2014 and the six-month period ended June 30, 2015 included the management fee charged by Corporate to IS24. As management fees charged by Corporate to IS24 and AS24 are included in the ordinary operating EBITDA of Corporate, but are treated as non-operating effects in IS24 and AS24, such fees are deducted in calculating ordinary operating EBITDA of Core operations.

Ordinary operating EBITDA margin was 50.7% in the six-month period ended June 30, 2015, compared to 47.5% and 41.6% in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, primarily as a result of an increase in revenues and stable total operating costs.

9.7.1.5 Group

9.7.1.5.1 External Revenues

	OpCo	**Asa NewCo**	
	3-month period ended March 31, 2014	**3-month period ended June 30, 2014**	**6-month period ended June 30, 2015**
	(audited unless otherwise indicated) (in EUR million)	**(unaudited) (in EUR million)**	
External Revenues			
Group	**82.5**	**84.7**	**189.1**
Core operations	81.7*	83.9	187.6
FRS24	7.4	–	–
Other	0.8	8.0	1.6
Reconciling items			
FRS24	*(7.4)*	*(7.2)*	–
Other reconciling items	–	–	–

* Unaudited.

External revenues were EUR 189.1 million in the six-month period ended June 30, 2015, compared to EUR 84.7 million and EUR 82.5 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. This increase is mainly driven by an increase in revenues in Core operations.

9.7.1.5.2 EBITDA

	OpCo	Asa NewCo	
	3-month period ended March 31, 2014	**3-month period ended June 30, 2014**	**6-month period ended June 30, 2015**
	(audited unless otherwise indicated) (in EUR million)	**(unaudited) (in EUR million)**	
EBITDA			
Group	**28.8**	**31.0**	**84.8**
Core operations	30.8*	31.4	84.6
FRS24	0.1	–	–
Other	(1.5)	0.6	0.2
Reconciling items			
FRS24	*(0.6)*	*(1.0)*	–
Other reconciling items	–	*0.0*	–

* Unaudited.

EBITDA was EUR 84.8 million in the six-month period ended June 30, 2015, compared to EUR 31.0 million and EUR 28.8 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively. This increase in EBITDA primarily reflects an increase in our Core operations and, to a lesser extent, the impact of the disposal of FRS24 in 2014. EBITDA of the Group does not include the Q1 2014 Transaction Effect.

9.7.1.5.3 Ordinary Operating EBITDA

	OpCo	Asa NewCo	
	3-month period ended March 31, 2014	**3-month period ended June 30, 2014**	**6-month period ended June 30, 2015**
	(audited unless otherwise indicated) (in EUR million)	**(unaudited) (in EUR million)**	
Ordinary operating EBITDA			
Group	**33.3**	**39.5**	**95.5**
Core operations(1)	34.0*	39.8	95.1
FRS24	0.4	–	–
Other	(0.1)	0.6	0.4
Reconciling items			
FRS24	*(0.9)*	*(1.1)*	–
Other reconciling items(1)	–	*0.1*	*(0.1)*

* Unaudited.

(1) The reconciliation effect related to the management fee, which was negative EUR 0.8 million in the three-month period ended June 30, 2014 and negative EUR 2.3 million in the six-month period ended June 30, 2015, was taken into consideration in the calculation of ordinary operating EBITDA for Core operations by means of adding back the impact of the management fee on our IS24 and AS24 segments. In our consolidated financial statements, the impact of the management fee on our IS24 and AS24 segments has been presented within "other reconciling items" of ordinary operating EBITDA. This impact has been eliminated from this line item for purposes of the presentation outlined above.

Ordinary operating EBITDA was EUR 95.5 million in the six-month period ended June 30, 2015, compared to EUR 39.5 million and EUR 33.3 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014 respectively. The non-operating effects of EUR 10.6 million in the six-month period ended June 30, 2015, EUR 8.5 million and EUR 4.5 million in the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014, respectively, primarily relate to restructuring, Transaction-related costs, and costs of the refinancing of certain financial indebtedness in April 2014. The non-operating effects for the three-month period ended June 30, 2014 and the three-month period ended March 31, 2014 include the management fee charged by Corporate to the IS24 and AS24 segments. Ordinary operating EBITDA of the Group does not include the Q1 2014 Transaction Effect.

9.7.2 Comparison of the Years 2014 to 2013

9.7.2.1 IS24

	OpCo		Asa NewCo
	12-month period ended December 31, 2013(3)	**3-month period ended March 31, 2014**	**9-month period ended December 31, 2014**
	(audited unless indicated otherwise) (in EUR million unless indicated otherwise)	**(audited unless indicated otherwise) (in EUR million unless indicated otherwise)**	**(audited unless indicated otherwise) (in EUR million unless indicated otherwise)**
External revenues	204.9	55.7	175.8
Internal revenues	0.2	0.1	0.2
Total revenues	**205.2**	**55.7**	**176.0**
EBITDA	**94.9**	**29.9**	**89.6**
Ordinary operating EBITDA*(1)*	**93.1**	**30.3**	**99.0**
Ordinary operating EBITDA margin (in %)(2)	*45.4%**	*54.5%**	*56.3%**
Capital expenditure	**5.4**	**0.6**	**6.7**

* Unaudited.

(1) IS24 ordinary operating EBITDA excludes management fee charges by Corporate to IS24.

(2) We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues.

(3) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

9.7.2.1.1 External Revenues

External revenues were EUR 55.7 million and EUR 175.8 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 204.9 million in the twelve-month period ended December 31, 2013.

This increase from 2013 was primarily due to an increase in revenues from core agents, which were EUR 32.3 million and EUR 101.0 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 119.2 million in the twelve-month period ended December 31, 2013. The increase primarily resulted from an increase in ARPU driven by bi-annual price increases from March 2013 to March 2014. The full effect of this round of price increases was first fully reflected in 2014.

In addition, there was an increase in revenues from other agents, to EUR 5.5 million and EUR 19.1 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 20.4 million in the twelve-month period ended December 31, 2013, primarily due to the first-time consolidation of Immobilien.net, our Austrian classifieds business, in June 2014 and of FlowFact, our CRM service in October 2014. There was also an increase in other revenues, to EUR 17.8 million and EUR 55.8 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 65.4 million in the twelve-month period ended December 31, 2013, primarily driven by an increase in private listings and, to a lesser extent, an increase in consumer-oriented monetization activities.

9.7.2.1.2 EBITDA

EBITDA was EUR 29.9 million and EUR 89.6 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 94.9 million in the twelve-month period ended December 31, 2013, primarily due to a right-sizing of our cost structure and strong business performance, partially offset by certain restructuring expenses.

9.7.2.1.3 Ordinary Operating EBITDA

Ordinary operating EBITDA was EUR 30.3 million and EUR 99.0 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 93.1 million in the twelve-month period ended December 31, 2013.

The non-operating effects in IS24 were EUR 0.4 million and EUR 9.4 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to negative EUR 1.8 million in the twelve-month period ended December 31, 2013. The non-operating effects in 2014 largely resulted from redundancy payments and the non-operating effects in 2013 were due to a gain from an earn-out adjustment. Non-operating effects for the nine-month period ended June 30, 2014 include the management fee charged by Corporate to IS24.

Ordinary operating EBITDA margin was 54.5% and 56.3% in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to 45.4% in the twelve-month period ended December 31, 2013. This increase was primarily due to an increase in revenues combined with a decrease in total operating costs, whereas the decrease was mainly driven by increased efficiency of our marketing spending and, to a lesser extend, by the positive impact of capitalization of development cost.

9.7.2.1.4 Capital Expenditure

Capital expenditure was EUR 0.6 million and EUR 6.7 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 5.4 million in the twelve-month period ended December 31, 2013, primarily due to capitalization of the development cost in an amount of EUR 3.1 million in the nine-month period ended December 31, 2014, related to self-developed software, which began in July 2014.

9.7.2.2 AS24

	OpCo		**Asa NewCo**
	12-month period ended December 31, 2013[3]	**3-month period ended March 31, 2014**	**9-month period ended December 31, 2014**
	(audited) (in EUR million)		**(audited) (in EUR million)**
External revenues	97.5	24.6	82.3
Internal revenues	1.0	0.3	0.7
Total revenues	**98.6**	**24.9**	**83.0**
EBITDA	**14.4**	**5.0**	**14.0**
Ordinary operating EBITDA[1]	**14.4**	**5.1**	**26.0**
Ordinary operating EBITDA margin (in %)[2]	*14.8%**	*20.8%**	*31.6%**
Capital expenditure	**8.1**	**1.4**	**5.1**

* Unaudited.

(1) AS24 ordinary operating EBITDA excludes the management fee charges from Corporate to AS24.

(2) We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues.

(3) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

9.7.2.2.1 External Revenues

External revenues were EUR 24.6 million and EUR 82.3 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 97.5 million in the twelve-month period ended December 31, 2013.

This increase from 2013 was primarily due to an increase in revenues from core dealers (Germany) and core dealers (Benelux, Italy). In Germany, core dealer revenues were EUR 8.3 million and EUR 27.5 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 33.3 million in the twelve-month period ended December 31, 2013, primarily due to targeted acquisition activities intended to increase the number of dealers, which grew from 17.7 thousand to 19.8 thousand.

In Benelux/Italy, core dealer revenues were EUR 7.3 million and EUR 23.9 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 28.1 million in the twelve-month period ended December 31, 2013, primarily driven by price increases.

In addition, there was a slight increase in revenues from other dealers to EUR 2.7 million and EUR 8.3 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 10.2 million in the twelve-month period ended December 31, 2013. Other revenues increased to EUR 6.3 million and EUR 22.6 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 26.0 million in the twelve-month period ended December 31, 2013, primarily driven by strong growth in our ad sales business, particularly in Germany, Italy and the Netherlands.

9.7.2.2.2 EBITDA

EBITDA was EUR 5.0 million and EUR 14.0 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 14.4 million in the twelve-month period ended December 31, 2013, the result of an increase in core dealer revenues in both Germany and Benelux/Italy, our cost optimization program, and the right-sizing of GaragePortal. These trends were partially offset by certain restructuring costs.

9.7.2.2.3 Ordinary Operating EBITDA

Ordinary operating EBITDA was EUR 5.1 million and EUR 26.0 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 14.4 million in the twelve-month period ended December 31, 2013.

The non-operating effects in AS24 were EUR 0.1 million and EUR 12.0 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to negative EUR 0.0 million in the twelve-month period ended December 31, 2013. The majority of these non-operating effects were due to redundancy payments. Non-operating effects for the nine-month period ended June 30, 2014 included the management fee charged by Corporate to AS24.

Ordinary operating EBITDA margin was 20.8% and 31.6% in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to 14.8% in the twelve-month period ended December 31, 2013. This increase was primarily due to an increase in revenues combined with a decrease in personnel costs and marketing costs driven by our cost optimization program.

9.7.2.2.4 Capital Expenditure

Capital expenditure was EUR 1.4 million and EUR 5.1 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 8.1 million in the twelve-month period ended December 31, 2013, primarily due to the continued implementation of the Salesforce system in 2013.

9.7.2.3 Corporate

	OpCo		Asa NewCo
	12-month period ended December 31, 2013[(2)]	**3-month period ended March 31, 2014**	**9-month period ended December 31, 2014**
	(audited unless otherwise indicated) (in EUR million)		**(audited unless otherwise indicated) (in EUR million)**
Corporate			
External revenues	4.4	1.4	2.5
Internal revenues[(1)]	5.7	1.1	6.7
Total revenues	**10.1**	**2.5**	**9.1**
EBITDA	**(9.5)**	**(4.1)**	**(45.1)**
Ordinary operating EBITDA[(1)]	**(9.5)**	**(1.5)**	**(7.0)**
Reconciliation of management fee charges[(3)]	–	–	(2.9)*
Ordinary operating EBITDA adjusted for management fee reconciliation[(4)]	(9.5)*	(1.5)*	(9.9)*
Capital Expenditures	**0.6**	**0.0**	**0.2**

* Unaudited.

(1) Includes the management fee charged to IS24 and AS24, which was EUR 2.9 million for the nine-month period ended December 31, 2014.

(2) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

(3) Beginning in the second calendar quarter of 2014, the Corporate segment has charged a management fee to the IS24 and AS24 segments to cover certain management services. Because we consider this management fee part of the ordinary operating result of Corporate (but not of IS24 and AS24), the charge positively impacts the ordinary operating EBITDA of Corporate within our consolidated financial statements, while in the IS24 and AS24 segments, it is accounted for as a non-operating effect and therefore excluded from ordinary operating EBITDA for IS24 and AS24.

(4) We present Corporate ordinary operating EBITDA adjusted for the reconciliation of management fees as we believe this gives investors a more transparent view of the cost of our holding activities.

9.7.2.3.1 External Revenues

External revenues were EUR 1.4 million and EUR 2.5 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 4.4 million in the twelve-month period ended December 31, 2013, primarily due to the cessation of online marketing services provided to DTAG. Revenues with regard to fees received from DTAG for the display of their logo on the IS24 and AS24 websites, which are internally passed on to IS24 and AS24 (and are treated as internal revenues of IS24 and AS24), remained largely unchanged, as were the revenues generated from fees received for the license of our Scout24 brand to third-party platforms (TravelScout24 and JobScout24) and the revenues from Local24.

9.7.2.3.2 Internal Revenues

Internal revenues were EUR 1.1 million and EUR 6.7 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 5.7 million in the twelve-month period ended December 31, 2013. Internal revenues increased primarily due to revenues derived from providing shared services, such as rental contracts and tax and legal consulting services to IS24 and AS24 (which were largely offset by corresponding costs of third-party service providers of those shared services) and revenues from the management fee (EUR 2.9 million in the nine-month period ended December 31, 2014 only) charged by Corporate to IS24 and AS24 for management services.

9.7.2.3.3 EBITDA

EBITDA was negative EUR 4.1 million and negative EUR 45.1 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to negative EUR 9.5 million in the twelve-month period ended December 31, 2013, primarily due to one-off costs related to certain M&A transactions and our reorganization, as well as an accounting effect related to our management equity program. EBITDA of Corporate does not include the Q1 2014 Transaction Effect.

9.7.2.3.4 Ordinary Operating EBITDA

Ordinary operating EBITDA was negative EUR 1.5 million and negative EUR 7.0 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to negative EUR 9.5 million in the twelve-month period ended December 31, 2013. The management fee charged to IS24 and AS24 (EUR 2.9 million in the nine-month period ended December 31, 2014 only) is included in ordinary operating EBITDA in the Corporate segment, while in IS24 and AS24, the fee is accounted for as non-operating effects and is not included in ordinary operating EBITDA. When ordinary operating EBITDA is adjusted for this effect, ordinary operating EBITDA in Corporate would have been negative EUR 9.9 million in the nine-month period ended December 31 2014. Ordinary operating EBITDA adjusted for this effect largely represents the cost for the holding activities.

The non-operating effects in Corporate were EUR 2.7 million and EUR 38.1 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to negative EUR 0.0 million in the twelve-month period ended December 31, 2013. These effects consisted primarily of Transaction-related advisory fees. In addition, they included an accounting effect in connection with our management equity program amounting to EUR 2.6 million in the nine-month period ended December 31, 2014. Ordinary operating EBITDA of Corporate does not include the Q1 2014 Transaction Effect.

9.7.2.3.5 Capital Expenditure

Capital expenditure was EUR 0.0 million and EUR 0.2 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 0.6 million in the twelve-month period ended December 31, 2013, primarily due to investments in Local24.

9.7.2.4 Core Operations

9.7.2.4.1 External Revenues

	OpCo		Asa NewCo
	12-month period ended December 31, 2013	3-month period ended March 31, 2014	9-month period ended December 31, 2014
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)		(audited unless otherwise indicated) (in EUR million unless otherwise indicated)
External Revenues			
IS24	204.9	55.7	175.8
AS24	97.5	24.6	82.3
Corporate	4.4	1.4	2.5
Core operations	**306.9***	**81.7***	**260.5***
yoy change (in %)	*12.3%**	*n/a*	*n/a*

* Unaudited.

Core operations external revenues were EUR 81.7 million and EUR 260.5 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 306.9 million in the twelve-month period ended December 31, 2013.

This was primarily due to an increase in external revenues from IS24, to EUR 55.7 million and EUR 175.8 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 204.9 million in the twelve-month period ended December 31, 2013, and an increase in external revenues from AS24, to EUR 24.6 million and EUR 82.3 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 97.5 million in the twelve-month period ended December 31, 2013.

There was a decrease in external revenues from Corporate, to EUR 1.4 million and EUR 2.5 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 4.4 million in the twelve-month period ended December 31, 2013.

9.7.2.4.2 Cost Components

	OpCo		Asa NewCo
	12-month period ended December 31, 2013	3-month period ended March 31, 2014	9-month period ended December 31, 2014
	(unaudited) (in EUR million)		(unaudited) (in EUR million)
Cost Components (including non-operating effects)			
Personnel costs(1)	(98.9)	(26.5)	(99.0)
Marketing costs	(60.7)	(12.4)	(36.2)
IT costs	(19.8)	(4.1)	(8.5)
Other costs	(34.6)	(9.3)	(65.9)
Total costs(3)	**(214.0)**	**(52.3)**	**(209.6)**
Non-operating effects(2)			
Personnel costs(1)	n/a	(2.5)	(23.5)
Marketing costs	n/a	n/a	(0.1)
IT costs	n/a	n/a	(0.2)

	OpCo		Asa NewCo
	12-month period ended December 31, 2013	3-month period ended March 31, 2014	9-month period ended December 31, 2014
	(unaudited) (in EUR million)		(unaudited) (in EUR million)
Other costs	1.9	(0.6)	(35.8)
Reconciliation of management fee[2]	*n/a*	*n/a*	*2.9*
Total non-operating effects	**1.9**	**(3.2)**	**(56.7)**
Cost components (excluding non-operating effects)			
Personnel costs[1]	(98.9)	(24.0)	(75.5)
Marketing costs	(60.7)	(12.4)	(36.2)
IT costs	(19.8)	(4.1)	(8.3)
Other costs	(36.4)	(8.7)	(30.1)
Reconciliation of management fee[2]	*n/a*	*n/a*	*(2.9)*
Total operating costs[4]	**(215.9)**	**(49.1)**	**(152.9)**

(1) Including external labor and other personnel costs.

(2) Non-operating effects reflect business transactions that are defined for purposes of internal management as occurring once, rarely or extraordinarily and do not reflect the regular operating performance of our business. These effects primarily include expenses for restructuring, expenses in connection with our capital structure, i.e. with regards to financing agreements, and acquisitions, as well as income statement effects from share-based compensation programs (such as our management equity program). We believe the adjustment for the non-operating effects allows for a comparison of our performance on a consistent basis.

(3) Total costs are defined as EBITDA from Core operations less total revenues from Core operations.

(4) Total operating costs are defined as ordinary operating EBITDA from Core operations less total revenues from Core operations.

Personnel costs were EUR 26.5 million (including EUR 2.5 million non-operating personnel costs relating to restructuring measures) and EUR 99.0 million (including EUR 23.5 million non-operating personnel costs) in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 98.9 million in the twelve-month period ended December 31, 2013. Our operating personnel costs remained flat, despite positive effects from our restructuring, due to the reclassification of some costs from IT to personnel in 2014.

Marketing costs were EUR 12.4 million and EUR 36.2 million (including non-operating effects of EUR 0.1 million) in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 60.7 million in the twelve-month period ended December 31, 2013, primarily due to the increased efficiency of our overall marketing spending, including the reduction of offline marketing activities.

IT costs were EUR 4.1 million and EUR 8.5 million (including non-operating effects of EUR 0.2 million) in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 19.8 million in the twelve-month period ended December 31, 2013, primarily due to the above-mentioned reclassification of some costs from IT to personnel in 2014.

Other costs were EUR 9.3 million (including non-operating effects of EUR 0.6 million) and EUR 65.9 million (including non-operating effects of EUR 35.8 million mainly relating to legal and other advisory fees in connection with acquisitions, the Transaction and our cost savings and restructuring program, expenses relating to our financing agreement and including an accounting effect relating to our management equity program of EUR 2.6 million) in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 34.6 million in the twelve-month period ended December 31, 2013, mainly driven by an increase in non-operating costs related to M&A transactions and our reorganization, as well as an increase in operating costs in Corporate resulting from the implementation of the new holding structure.

Beginning in the second calendar quarter of 2014, the Corporate segment has charged a management fee to the IS24 and AS24 segments to cover certain management services. As we consider management fee charges part of the ordinary operating result of Corporate, but as a non-operating effect in IS24 and AS24, such fees are deducted in calculating non-operating effects for Core Operations, but are included within the total operating cost of Core operations.

Costs related to the Q1 2014 Transaction Effect increased our cost base for the three-month period ended March 31, 2014 by EUR 15.9 million, including EUR 15.0 million of non-operating effects.

9.7.2.4.3 EBITDA

	OpCo		Asa NewCo
	12-month period ended December 31, 2013	3-month period ended March 31, 2014	9-month period ended December 31, 2014
	(audited unless otherwise indicated) (in EUR million)		(audited unless otherwise indicated) (in EUR million)
EBITDA			
IS24	94.9	29.9	89.6
AS24	14.4	5.0	14.0
Corporate	(9.5)	(4.1)	(45.1)
Core operations	**99.8***	**30.8***	**58.5***

* Unaudited.

EBITDA was EUR 30.8 million and EUR 58.5 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 99.8 million in the twelve-month period ended December 31, 2013.

This decrease was driven by cost incurred for the implementation of our cost-optimization and restructuring program, despite an overall lower cost base, as well as by strong business performance. EBITDA does not include the Q1 2014 Transaction Effect.

9.7.2.4.4 Ordinary Operating EBITDA

	OpCo		Asa NewCo
	12-month period ended December 31, 2013(2)	3-month period ended March 31, 2014	9-month period ended December 31, 2014
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)		(audited unless otherwise indicated) (in EUR million unless otherwise indicated)
Ordinary operating EBITDA			
IS24	93.1	30.3	99.0
AS24	14.4	5.1	26.0
Corporate	(9.5)	(1.5)	(7.0)
Reconciliation management fee	–	–	*(2.9)**
Core operations	**98.0***	**34.0***	**115.1***
Ordinary operating EBITDA margin (in %)(1)	*31.9%**	*41.6%**	*44.2%**

* Unaudited.

(1) We define ordinary operating EBITDA margin of the segment as ordinary operating EBITDA as a percentage of external segment revenues.

(2) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

Ordinary operating EBITDA was EUR 34.0 million and EUR 115.1 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 98.0 million in the twelve-month period ended December 31, 2013. Ordinary operating EBITDA does not include the Q1 2014 Transaction Effect.

Non-operating effects in Core operations were EUR 3.2 million and EUR 56.7 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to negative EUR 1.9 million in the twelve-month period ended December 31, 2013. The non-operating effects in 2013 consisted of an adjustment of an earn-out agreement, while in 2014 they were primarily driven by our restructuring and reorganization, as well as fees related to the Transaction and other M&A transactions. As management fees charged by Corporate to IS24 and AS24 are included in the ordinary operating EBITDA of Corporate, but are treated as non-operating effects in IS24 and AS24, such fees are deducted in calculating the ordinary operating EBITDA of Core operations.

Ordinary operating EBITDA margin was 41.6% and 44.2% in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to 31.9% in the twelve-month period ended December 31, 2013. This increase was primarily due to an increase in revenues combined with a significant decrease in our total operating costs, mainly in the areas of personnel and marketing costs.

9.7.2.5 Group

9.7.2.5.1 External Revenues

	OpCo		Asa NewCo
	12-month period ended December 31, 2013[1]	3-month period ended March 31, 2014	9-month period ended December 31, 2014
	(audited unless otherwise indicated) (in EUR million)		(audited unless otherwise indicated) (in EUR million)
External revenues			
Group	**310.1**	**82.5**	**262.9**
Core operations	306.9*	81.7*	260.5*
FRS24	30.1	7.4	–
Other	3.2	0.8	14.3
Reconciling items			
FRS24	*(30.1)*	*(7.4)*	*(12.0)*
Other reconciling items	–	–	–

* Unaudited.

(1) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

Group external revenues were EUR 82.5 million and EUR 262.9 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 310.1 million in the twelve-month period ended December 31, 2013. This increase was mainly driven by an increase in revenues from our Core operations, whereas Other remained mainly flat due to low activity levels (excluding FRS24, which is included in Other in the nine-month period ended December 31, 2014 with EUR 12.0 million of revenues).

9.7.2.5.2 EBITDA

	OpCo		Asa NewCo
	12-month period ended December 31, 2013[1]	3-month period ended March 31, 2014	9-month period ended December 31, 2014
	(audited unless otherwise indicated) (in EUR million)		(audited unless otherwise indicated) (in EUR million)
EBITDA			
Group	**94.0**	**28.8**	**58.6**
Core operations	99.8*	30.8*	58.5*
FRS24	(4.7)	0.1	–
Other	(3.3)	(1.5)	1.2
Reconciling items			
FRS24	*2.4*	*(0.6)*	*(1.1)*
Other reconciling items	*(0.2)*	–	*0.0*

* Unaudited.

(1) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

EBITDA was EUR 28.8 million and EUR 58.6 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 94.0 million in the twelve-month period ended December 31, 2013. This decrease was primarily driven by a decrease in EBITDA in Core operations, by cost of our restructuring and reorganization, as well as fees related to the Transaction and other M&A transactions, the cessation of start-up businesses, as well as the sale of FRS24 in 2014. EBITDA of the Group does not include the Q1 2014 Transaction Effect.

9.7.2.5.3 Ordinary Operating EBITDA

	OpCo		Asa NewCo
	12-month period ended December 31, 2013[2]	3-month period ended March 31, 2014	9-month period ended December 31, 2014
	(audited unless otherwise indicated) (in EUR million)		(audited unless otherwise indicated) (in EUR million)
Ordinary operating EBITDA			
Group	**92.2**	**33.3**	**115.2**
Core operations[1]	98.0*	34.0*	115.1*
FRS24	(4.7)	0.4	–
Other	(3.5)	(0.1)	1.6
Reconciling items			
FRS24	*2.4*	*(0.9)*	*(1.5)*
Other reconciling items[1]	*(0.0)**	–	*0.0**

* Unaudited.

(1) The reconciliation effect related to the management fee, which was EUR 2.9 million in the nine-month period ended December 31, 2014, was taken into consideration in the calculation of ordinary operating EBITDA for Core operations by means of adding back the impact of the management fee on our IS24 and AS24 segments. In our consolidated financial statements, the impact from the management fee on our IS24 and AS24 segments has been presented within “other reconciling items” of ordinary operating EBITDA. This impact has been eliminated from this line item for purposes of the presentation outlined above.

(2) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

Ordinary operating EBITDA was EUR 33.3 million and EUR 115.2 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to EUR 92.2 million in the twelve-month period ended December 31, 2013, primarily due to strong business development in Core operations, the cessation of start-up businesses and the sale of FRS24 in 2014. Ordinary operating EBITDA of the Group does not include the Q1 2014 Transaction Effect.

The non-operating effects of EUR 4.5 million and EUR 56.7 million in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, compared to negative EUR 1.9 million in the twelve-month period ended December 31, 2013. This increase is primarily due to costs in relation to our restructuring, which began in 2014 and Transaction-related costs, whereas the negative EUR 1.9 million largely relate to a gain from an earn-out adjustment.

9.7.3 *Comparison of the Financial Years 2013 to 2012*

9.7.3.1 *IS24*

	OpCo	
	12-month period ended December 31, 2012	**12-month period ended December 31, 2013**
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)	
External revenues	176.6	204.9
Internal revenues	0.3	0.2
Total revenues	**176.9**	**205.2**
EBITDA	**76.5**	**94.9**
EBITDA margin (in %)(1)	*43.3%**	*46.3%**
Capital expenditure	**7.1**	**5.4**

* Unaudited.

(1) We define EBITDA margin of the segment as EBITDA as a percentage of external segment revenues.

9.7.3.1.1 External Revenues

External revenues were EUR 176.6 million in the twelve-month period ended December 31, 2012, compared to EUR 204.9 million in the twelve-month period ended December 31, 2013.

This increase was primarily due to an increase in revenues from core agents, which were EUR 106.7 million in the twelve-month period ended December 31, 2012, compared to EUR 119.2 million in the twelve-month period ended December 31, 2013. This increase primarily resulted from an increase in core agent ARPU.

In addition, there was an increase in revenues from other agents, from EUR 15.1 million in the twelve-month period ended December 31, 2012, to EUR 20.4 million in the twelve-month period ended December 31, 2013, resulting primarily from an increase in pay-per-ad revenues and the start of our Austrian platform, and an increase in other revenues, from EUR 54.8 million in the twelve-month period ended December 31, 2012, to EUR 65.4 million in the twelve-month period ended December 31, 2013, primarily due to an increase in private listings' revenue.

9.7.3.1.2 EBITDA

EBITDA was EUR 76.5 million in the twelve-month period ended December 31, 2012, compared to EUR 94.9 million in the twelve-month period ended December 31, 2013, primarily due to increased external revenues, which were partially offset by cost increases resulting from an increase in FTEs and higher marketing expenses.

EBITDA margin was 46.3% the twelve-month period ended December 31, 2013 compared to 43.3% in the twelve-month period ended December 31, 2012. This increase was primarily due to an increase in revenues that was partially offset by an increase in total operating costs, mainly in the areas of personnel and marketing costs.

9.7.3.1.3 Capital Expenditure

Capital expenditure was EUR 7.1 million in the twelve-month period ended December 31, 2012, compared to EUR 5.4 million in the twelve-month period ended December 31, 2013, primarily due to the completion in 2012 of the modernization of our Berlin IS24 office, the introduction of a new customer management system, and investments in internal back-end systems in 2012. Capital expenditure in 2013 was primarily focused on investments in hardware and software for the IS24 platform.

9.7.3.2 AS24

	OpCo	
	12-month period ended December 31, 2012	**12-month period ended December 31, 2013**
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)	
External revenues	90.5	97.5
Internal revenues	1.5	1.0
Total revenues	**92.0**	**98.6**
EBITDA	**9.6**	**14.4**
EBITDA margin (in %)(1)	*10.6%**	*14.8%**
Capital expenditure	**10.6**	**8.1**

* Unaudited.

(1) We define EBITDA margin of the segment as EBITDA as a percentage of external segment revenues.

9.7.3.2.1 External Revenues

External revenues were EUR 90.5 million in the twelve-month period ended December 31, 2012, compared to EUR 97.5 million in the twelve-month period ended December 31, 2013.

This increase was primarily due to an increase in revenues from core dealers (Germany) and core dealers (Benelux, Italy). In Germany, core dealer revenues were EUR 32.2 million in the twelve-month period ended December 31, 2012, compared to EUR 33.3 million in the twelve-month period ended December 31, 2013, primarily due to an increased number of core dealers (Germany). In Benelux/Italy, core dealer revenues were EUR 25.3 million in the twelve-month period ended December 31, 2012, compared to EUR 28.1 million in the twelve-month period ended December 31, 2013, primarily due to an increase in core dealers, particularly in the Netherlands, as well as price increases for core dealers in Benelux/Italy.

In addition, other revenues from dealers increased from EUR 8.5 million in the twelve-month period ended December 31, 2012, compared to EUR 10.2 million in the twelve-month period ended December 31, 2013, primarily due to increased GaragePortal revenues (EUR 2.0 million in 2013 and EUR 0.7 million in 2012), and other revenues increased from EUR 24.5 million in the twelve-month period ended December 31, 2012, compared to EUR 26.0 million in the twelve-month period ended December 31, 2013, primarily due to advertising sales in Italy and Belgium.

9.7.3.2.2 EBITDA

EBITDA was EUR 9.6 million in the twelve-month period ended December 31, 2012, compared to EUR 14.4 million in the twelve-month period ended December 31, 2013, primarily due to an increase in external revenues and lower costs in GaragePortal (operating result before depreciation and amortization of negative EUR 6.6 million and negative EUR 9.3 million in 2013 and 2012, respectively), partially offset by higher personnel costs due to an increase in FTEs.

EBITDA margin was 14.8% in the twelve-month period ended December 31, 2013 compared to 10.6% in the twelve-month period ended December 31, 2012. This increase was primarily due to an increase in revenues combined with broadly stable total operating costs.

9.7.3.2.3 Capital Expenditure

Capital expenditure was EUR 10.6 million in the twelve-month period ended December 31, 2012, compared to EUR 8.1 million in the twelve-month period ended December 31, 2013, primarily due to the completion of the GaragePortal platform and the introduction of the Salesforce system in 2012. Capital expenditures in 2013 were focused primarily on investments to upgrade and enhance the AS24 platform and the continued implementation of the Salesforce system.

9.7.3.3 Corporate

	OpCo	
	12-month period ended December 31, 2012	12-month period ended December 31, 2013
	(audited) (in EUR million)	
External revenues	6.2	4.4
Internal revenues	4.6	5.7
Total revenues	**10.7**	**10.1**
EBITDA	**(12.3)**	**(9.5)**
Capital expenditure	**1.0**	**0.6**

9.7.3.3.1 External Revenues

External revenues were EUR 6.2 million in the twelve-month period ended December 31, 2012, compared to EUR 4.4 million in the twelve-month period ended December 31, 2013, primarily due to a small decrease in revenues received from DTAG for the display of their logo on the IS24 and AS24 websites, which were internally passed on to IS24 and AS24 (and are treated as internal revenues of IS24 and AS24). Fees received for the license of our Scout24 brand to third-party platforms (TravelScout24 and JobScout24), as well as revenues from Local24 remained fairly stable.

9.7.3.3.2 Internal revenues

Internal revenues were EUR 4.6 million in the twelve-month period ended December 31, 2012, compared to EUR 5.7 million in the twelve-month period ended December 31, 2013, primarily due to revenues derived from providing shared services, especially in the area of online marketing services provided to IS24 and AS24.

9.7.3.3.3 EBITDA

EBITDA was negative EUR 12.3 million in the twelve-month period ended December 31, 2012, compared to negative EUR 9.5 million in the twelve-month period ended December 31, 2013, primarily due to costs relating to M&A transactions in 2012.

9.7.3.3.4 Capital Expenditure

Capital expenditure was EUR 1.0 million in the twelve-month period ended December 31, 2012, compared to EUR 0.6 million in the twelve-month period ended December 31, 2013, primarily due to investments in back-office systems.

9.7.3.4 Core Operations

9.7.3.4.1 External Revenues

	OpCo	
	12-month period ended December 31, 2012	12-month period ended December 31, 2013
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)	
External Revenues		
IS24	176.6	204.9
AS24	90.5	97.5
Corporate	6.2	4.4
Core operations	**273.3***	**306.9***
yoy change (in %)	*n/a*	*12.3%**

* Unaudited.

Core operations external revenues were EUR 273.3 million in the twelve-month period ended December 31, 2012, compared to EUR 306.9 million in the twelve-month period ended December 31, 2013.

This was primarily due to an increase in external revenues from IS24, from EUR 176.6 million in the twelve-month period ended December 31, 2012, to EUR 204.9 million in the twelve-month period ended December 31, 2013. In addition, there was an increase in external revenues from AS24, from EUR 90.5 million in the twelve-month period ended December 31, 2012, to EUR 97.5 million in the twelve-month period ended December 31, 2013, partially offset by a minor decrease in Corporate.

9.7.3.4.2 Cost Components

	OpCo	
	12-month period ended December 31, 2012	12-month period ended December 31, 2013
	(unaudited) (in EUR million)	
Cost Components		
Personnel costs(1)	94.5	98.9
Marketing costs	56.3	60.7
IT costs	18.1	19.8
Other costs	36.9	34.6
Total costs(2)	**205.8**	**214.0**

(1) Including external labor and other personnel costs.

(2) Total costs are defined as EBITDA from Core operations less total revenues from Core operations.

Personnel costs were EUR 94.5 million in the twelve-month period ended December 31, 2012, compared to EUR 98.9 million in the twelve-month period ended December 31, 2013, primarily due to an increase in the FTEs and ordinary course salary increases.

Marketing costs were EUR 56.3 million in the twelve-month period ended December 31, 2012, compared to EUR 60.7 million in the twelve-month period ended December 31, 2013, primarily due to, in general, higher online and offline marketing spend in relation to the launch of new products, such as visibility-enhancing products in IS24, as well as our commercial vehicles in AS24, and to bolster our market positions generally.

IT costs were EUR 18.1 million in the twelve-month period ended December 31, 2012, compared to EUR 19.8 million in the twelve-month period ended December 31, 2013, primarily due to IT support for development and programming of new products and apps.

Other costs were largely flat at EUR 36.9 million in the twelve-month period ended December 31, 2012, compared to EUR 34.6 million in the twelve-month period ended December 31, 2013.

9.7.3.4.3 EBITDA

	OpCo	
	12-month period ended December 31, 2012	12-month period ended December 31, 2013
	(audited unless otherwise indicated) (in EUR million unless otherwise indicated)	
EBITDA		
IS24	76.5	94.9
AS24	9.6	14.4
Corporate	(12.3)	(9.5)
Core operations	**73.8***	**99.8***
EBITDA margin (in %)(1)	*27.0%**	*32.5%**

* Unaudited.

(1) We define EBITDA margin of the Core operations as Core operations EBITDA as a percentage of Core operations revenues.

EBITDA was EUR 73.8 million in the twelve-month period ended December 31, 2012, compared to EUR 99.8 million in the twelve-month period ended December 31, 2013.

This increase was primarily driven by an increase in external revenues, partially offset by increases in personnel, marketing and, to a lesser extent, IT costs.

EBITDA margin was 32.5% in the twelve-month period ended December 31, 2013 compared to 27.0% in the twelve-month period ended December 31, 2012. This increase was primarily due to an increase in revenues, which was partially offset by an increase in our total operating costs.

9.7.3.5 Group

9.7.3.5.1 External Revenues

	OpCo	
	12-month period ended December 31, 2012	12-month period ended December 31, 2013
	(audited unless otherwise indicated) (in EUR million)	
External revenues		
Group	**313.5**	**340.3**
Core operations	273.3*	306.9*
FRS24	32.8	30.1
Other	7.4	3.2
Reconciliation	–	**(30.1)**

* Unaudited.

External revenues were EUR 313.5 million in the twelve-month period ended December 31, 2012, compared to EUR 340.3 million in the twelve-month period ended December 31, 2013. This increase was primarily due to an increase in revenues of Core operations, partially offset by a decrease in external revenues from FRS24 as well as from Other.

9.7.3.5.2 EBITDA

	OpCo	
	12-month period ended December 31, 2012	12-month period ended December 31, 2013
	(audited unless otherwise indicated) (in EUR million)	
EBITDA		
Group	**65.7**	**91.6**
Core operations	73.8*	99.8*
FRS24	(1.5)	(4.7)
Other	(6.4)	(3.3)
Reconciliation	**(0.2)**	**(0.2)**

* Unaudited.

EBITDA was EUR 65.7 million in the twelve-month period ended December 31, 2012, compared to EUR 91.6 million in the twelve-month period ended December 31, 2013, primarily due to an increase in Core operations and Other, partially offset by a decrease in FRS24.

9.7.4 Comparison of the Six-Month Period of Asa NewCo from January 1, 2015 to June 30, 2015 to the Six-Month Period of Asa NewCo from April 1, 2014 to September 30, 2014

	Asa NewCo	
	6-month period ended September 30, 2014	**6-month period ended June 30, 2015**
	(unaudited) (in EUR million)	
Revenues	**170.4**	**189.1**
Costs of sales	(27.2)	(20.7)
Gross profit	**143.2**	**168.5**
IT and product service costs	(21.4)	(24.3)
Distribution and marketing costs	(57.5)	(61.1)
General and administrative expenses	(63.9)	(30.8)
Other operating income	1.4	0.9
Other operating expenses	(0.0)	(0.0)
Operating profit	**1.9**	**53.2**
Loss from investments accounted for using the equity method	(0.9)	(0.8)
Profit from disposal of investments accounted for using the equity method	–	22.1
Finance income	0.4	4.0
Finance costs	(20.4)	(22.9)
Finance income/(costs) - net	**(21.0)**	**2.4**
Profit before income taxes	**(19.1)**	**55.5**
Income tax benefit/(expenses)	3.9	(15.6)
Profit/(loss) from continuing operations	**(15.1)**	**40.0**
Profit/(loss) discontinued operations	1.0	–
Profit/(loss) for the period	**(14.1)**	**40.0**

9.7.4.1 Revenues

Revenues were EUR 170.4 million in the six-month period from April 1, 2014 to September 30, 2014, compared to EUR 189.1 million in the six-month period from January 1, 2015 to June 30, 2015, primarily due to an increase in revenues in IS24 and AS24, partially offset by a slight decrease in revenues from our Corporate segment.

9.7.4.2 Cost of Sales

Cost of sales was EUR 27.2 million in the six-month period from April 1, 2014 to September 30, 2014, compared to EUR 20.7 million in the six-month period from January 1, 2015 to June 30, 2015, primarily due to the commencement of capitalization of software at IS24 and the effects of our cost optimization program.

9.7.4.3 Gross Profit

Gross profit was EUR 143.2 million in six-month period from April 1, 2014 to September 30, 2014, compared to EUR 168.5 million in the six-month period from January 1, 2015 to June 30, 2015, primarily due to an increase in revenues, as well as the commencement of software capitalization at IS24 and the effects of our cost optimization program.

9.7.4.4 Operating Profit

Operating profit was EUR 1.9 million in the six-month period from April 1, 2014 to September 30, 2014, compared to EUR 53.2 million in the six-month period from January 1, 2015 to June 30, 2015, primarily due to non-operating effects in the six-month period from April 1, 2014 to September 30, 2014, as well as our cost optimization program.

9.7.4.5 Net Finance Income/Costs

Net finance costs was EUR 21.0 million in the six-month period from April 1, 2014 to September 30, 2014, compared to negative EUR 2.4 million in the six-month period from January 1, 2015 to June 30, 2015, primarily due to profit from the disposal of our investment in PropertyGuru in June 2015. Net finance costs include amortized debt acquisition costs in the amount of EUR 5.0 million in the six-month period from January 1, 2015 to June 30, 2015 and EUR 1.3 million in the six-month period from April 1, 2014 to September 30, 2014, respectively.

9.7.4.6 Profit/Loss Before Income Taxes

Profit before income taxes was negative EUR 19.1 million in the six-month period from April 1, 2014 to September 30, 2014, compared to EUR 55.5 million in the six-month period from January 1, 2015 to June 30, 2015, primarily due to non-operating items in the six-month period from April 1, 2014 to September 30, 2014, our cost optimization program and profit from the disposal of our investment in PropertyGuru in June 2015.

9.7.4.7 Profit/Loss from Continuing Operations

Profit from continuing operations was negative EUR 15.1 million in the six-month period from April 1, 2014 to September 30, 2014, compared to EUR 40.0 million in six-month period from January 1, 2015 to June 30, 2015, primarily due to the above-described factors.

9.7.4.8 Profit/Loss from Discontinued Operations

Profit from discontinued operations was EUR 1.0 million in the six-month period from April 1, 2014 to September 30, 2014, compared to nil in the six-month period from January 1, 2015 to June 30, 2015. This reflects the sale on August 31, 2014 of our FRS24 business.

9.7.4.9 Profit/Loss for the Period

Profit for the period was negative EUR 14.1 million in the six-month period from April 1, 2014 to September 30, 2014, compared to EUR 40.0 million in the six-month period from January 1, 2015 to June 30, 2015, primarily due to the above-described factors.

9.7.5 Comparison of the Three-Month Period of OpCo from January 1, 2014 to March 31, 2014 to the Twelve-Month Period of OpCo from January 1, 2013 to December 31, 2013

	OpCo	
	3-month period ended March 31, 2014	12-month period ended December 31, 2013[(1)]
	(audited) (in EUR million)	
Revenues	**82.5**	**310.1**
Costs of sales	(7.6)	(33.9)
Gross profit from continuing operations	**74.9**	**276.2**
IT and product service costs	(7.8)	(31.5)
Distribution and marketing costs	(30.0)	(132.1)
General and administrative expenses	(11.7)	(38.2)
Other operating income	0.5	7.0
Other operating expenses	(0.0)	(0.4)
Operating profit from continuing operations	**25.9**	**81.0**
Profit/(loss) from investments accounted for using the equity method	(0.5)	4.3
Profit from disposal of investments	151.1	–
Finance income	0.1	0.9
Finance costs	(5.9)	(2.1)
Finance income - net	**144.7**	**3.2**
Profit/(loss) before income taxes from continuing operations	**170.6**	**84.2**
Income tax expenses	(9.1)	(1.4)
Profit/(loss) for the period from continuing operations	**161.5**	**82.7**
Profit/(loss) for the period from discontinued operations	0.1	(4.5)
Profit/(loss) for the period / year	**161.6**	**78.2**

(1) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

9.7.5.1 Revenues

Revenues were EUR 82.5 million in the three-month period ended March 31, 2014 compared to EUR 310.1 million in the twelve-month period ended December 31, 2013, with FRS24 shown as discontinued operations in both periods. This, on an annualized basis, reflected an increase in revenues in each of our IS24, AS24 and Corporate segments.

9.7.5.2 Cost of Sales

Cost of sales was EUR 7.6 million, or 9.3% of our revenues, in the three-month period ended March 31, 2014 compared to EUR 33.9 million, or 10.9% of our revenues, in the twelve-month period ended December 31, 2013. This decrease was primarily due to a decrease in processing and IT service costs.

9.7.5.3 Gross Profit from Continuing Operations

Gross profit from continuing operations was EUR 74.9 million, or 90.7% of our revenues, in the three-month period ended March 31, 2014 compared to EUR 276.2 million, or 89.1% of our revenues, in the twelve-month period ended December 31, 2013. This increase was primarily due to lower costs of sales, partially offset by an increase in revenues.

9.7.5.4 Operating Profit from Continuing Operations

Operating profit from continuing operations was EUR 25.9 million, or 31.4% of our revenues, in the three-month period ended March 31, 2014 compared to EUR 81.0 million, or 26.1% of our revenues, in the twelve-month period ended December 31, 2013. This increase was primarily due to a decrease in distribution and marketing costs, partially offset by an increase in administrative expenses.

9.7.5.5 Net Finance Income

Net finance income was EUR 144.7 million in the three-month period ended March 31, 2014 compared to EUR 3.2 million in the twelve-month period ended December 31, 2013. This increase was due to the gain from the sale of Scout24 Switzerland.

9.7.5.6 Profit Before Income Taxes from Continuing Operations

Profit before income taxes from continuing operations was EUR 170.6 million in the three-month period ended March 31, 2014 compared to EUR 84.2 million in the twelve-month period ended December 31, 2013. This increase was primarily due to the gain from the sale of Scout24 Switzerland.

9.7.5.7 Profit from Continuing Operations

Profit from continuing operations was EUR 161.5 million in the three-month period ended March 31, 2014 compared to EUR 82.7 million in the twelve-month period ended December 31, 2013 primarily due to the gain from the sale of Scout24 Switzerland.

9.7.5.8 Profit/(loss) from Discontinued Operations

Profit/(loss) from discontinued operations (comprised of our FRS24 business, which was designated as discontinued operations effective as of January 1, 2014, shown as discontinued operations also for the financial year 2013, and sold effective as of August 31, 2014) was EUR 0.1 million in the three-month period ended March 31, 2014 compared to negative EUR 4.5 million in the twelve-month period ended December 31, 2013.

9.7.5.9 Profit for the Period

Profit for the period was EUR 161.6 million in the three-month period ended March 31, 2014, compared to EUR 78.2 million in the twelve-month period ended December 31, 2013.

9.7.6 *Comparison of the Financial Years 2013 to 2012 of OpCo*

	OpCo	
	12-month period ended December 31, 2012	12-month period ended December 31, 2013
	(audited) (in EUR million)	
Revenues	**313.5**	**340.3**
Costs of sales	(32.8)	(35.3)
Gross profit	**280.7**	**305.0**
IT and product service costs	(35.4)	(38.4)
Distribution and marketing costs	(145.0)	(155.7)
General and administrative expenses	(45.6)	(41.1)
Other operating income	2.4	7.1
Other operating expenses	(3.6)	(0.4)
Operating profit	**53.4**	**76.5**
Results from investments accounted for using the equity method	15.3	4.3
Impairment of investments accounted for using the equity method	(1.0)	n/a
Finance income	0.8	0.9
Finance costs	(4.8)	(2.1)
Finance income - net	**10.3**	**3.1**
Profit before income taxes	**63.7**	**79.7**
Income taxes	(3.2)	(1.4)
Profit for the year	**60.5**	**78.2**

9.7.6.1 *Revenues*

Revenues were EUR 313.5 million in the twelve-month period ended December 31, 2012, compared to EUR 340.3 million in the twelve-month period ended December 31, 2013, primarily due to an increase in revenues in each of our IS24, AS24 and Corporate segments.

9.7.6.2 *Cost of Sales*

Cost of sales was EUR 32.8 million in the twelve-month period ended December 31, 2012, compared to EUR 35.3 million in the twelve-month period ended December 31, 2013, primarily due to an increase in cost of sales in our AS24 segment, in particular as a result of the continued ramp-up of GaragePortal.

9.7.6.3 *Gross Profit*

Gross profit was EUR 280.7 million in the twelve-month period ended December 31, 2012, compared to EUR 305.0 million in the twelve-month period ended December 31, 2013, primarily due to an increase in revenues for the reasons stated above.

9.7.6.4 *Operating Profit*

Operating profit was EUR 53.4 million in the twelve-month period ended December 31, 2012, compared to EUR 76.5 million in the twelve-month period ended December 31, 2013, primarily due to an increase in personnel costs to support the expansion of operations for IS24, the continued ramp-up of GaragePortal in AS24 and increased marketing costs to support new product initiatives.

9.7.6.5 *Net Finance Income*

Net finance income was EUR 10.3 million in the twelve-month period ended December 31, 2012, compared to EUR 3.1 million in the twelve-month period ended December 31, 2013, primarily due to decreased income as a result of a one-time effect in 2012 on Scout24 Switzerland due to the sale of the B2B division of Jobscout24.ch, an impairment taken in AS24 for our operations in Russia and a decrease in finance costs resulting from a decrease in interest rates.

9.7.6.6 *Profit Before Income Taxes*

Profit before income taxes was EUR 63.7 million in the twelve-month period ended December 31, 2012, compared to EUR 79.7 million in the twelve-month period ended December 31, 2013, primarily due to an increase in operating profit and a decrease in net finance income for the reasons stated above.

9.7.6.7 *Profit for the Year*

Profit for the year was EUR 60.5 million in the twelve-month period ended December 31, 2012, compared to EUR 78.2 million in the twelve-month period ended December 31, 2013, primarily due to an increased profit before income taxes as described above and a decrease in income taxes for 2013 due to the termination of the fiscal unit for tax purposes with DTAG.

9.7.7 *Comparison of Short Financial Year of Asa NewCo from April 1, 2014 to December 31, 2014 to the Short Financial Year of Asa NewCo from November 8, 2013 to March 31, 2014*

	Asa NewCo	
	9- month period ended December 31, 2014	Short Financial Year from November 8, 2013 to March 31, 2014
	(audited) (in EUR million)	
Revenues	**262.9**	**45.2**
Costs of sales	(40.2)	(7.5)
Gross profit	**222.6**	**37.6**
IT and product service costs	(35.0)	(5.9)
Distribution and marketing costs	(99.8)	(17.9)
General and administrative expenses	(80.7)	(31.2)
Other operating income	1.6	0.3
Other operating expenses	(0.1)	–
Operating profit/ (loss)	**8.6**	**(17.0)**
Loss from investments accounted for using the equity method	(1.9)	(0.1)
Finance income	0.5	0.1
Finance costs	(29.6)	(5.0)
Finance costs – net	**(31.1)**	**(5.0)**
Profit/(loss) before income taxes	**(22.5)**	**(22.1)**
Income taxes	1.3	0.4
Profit/(loss) from continuing operations	**(21.2)**	**(21.7)**
Profit/(loss) from discontinued operations	1.0	0.0
Profit/(loss) for the period	**(20.2)**	**(21.7)**

Asa NewCo was incorporated as a German limited liability company on November 8, 2013 to serve as a holding company for the Group. On February 12, 2014, Asa NewCo acquired all the shares of OpCo’s share capital and, effective as of that date, consolidated OpCo. The acquisition of OpCo by Asa NewCo resulted in a double holding structure for the Group, and Asa NewCo assumed certain holding functions and personnel from OpCo. As a result of the new governance model, the overhead in OpCo was significantly reduced during the first quarter of 2014. Asa NewCo has no material businesses other than its ownership of OpCo. In connection with the Transaction, Asa NewCo resolved to change the end of its financial year to March 31. As a result of the foregoing, Asa NewCo’s first financial year runs from November 8, 2013 through March 31, 2014, consolidating the operations of OpCo from February 12, 2014 to March 31, 2014.

The financial statements of Asa NewCo for the short financial year from November 8, 2013 to March 31, 2014 reflect the financing arrangements related to the refinancing of the shareholder loan owed by OpCo to DTAG resulting from the acquisition of the 70% interest in OpCo by H&F and Blackstone, transaction costs and the effects of the purchase price allocation (as described in more detail below). In addition, Asa NewCo financial statements reflect the inclusion of additional personnel costs associated with the employment arrangements of our CEO. These costs were previously covered by DTAG.

The Transaction was accounted for in accordance with "IFRS 3 – Business Combinations" applying the acquisition method, which requires that the acquisition purchase price be allocated across the fair value of identifiable assets and liabilities, including intangible assets acquired, with any residual amount being allocated to goodwill. The Transaction resulted in a significant amortization of assets, which was allocated across cost of sales, IT and product service costs, distribution and marketing costs and general and administrative expenses.

9.7.7.1 Revenues

Revenues for the short financial year from April 1, 2014 to December 31, 2014 were EUR 262.9 million, compared with EUR 45.2 million in the short financial year from November 8, 2013 to March 31, 2014. The change primarily reflected revenues from services rendered, and that Asa NewCo consolidated the operations of OpCo only from February 12, 2014 onwards.

9.7.7.2 Cost of Sales

Cost of sales for the short financial year from April 1, 2014 to December 31, 2014 was negative EUR 40.2 million, compared with negative EUR 7.5 million in the short financial year from November 8, 2013 to March 31, 2014. The change primarily reflected costs incurred to generate the revenues, which costs were affected by higher amortization resulting from the Transaction, and that Asa NewCo consolidated the operations of OpCo only from February 12, 2014 onwards (meaning its results are only reflected for approximately two months of the prior period).

9.7.7.3 Gross Profit

Gross profit for the short financial year from April 1, 2014 to December 31, 2014 was EUR 222.6 million, compared with EUR 37.6 million in the short financial year from November 8, 2013 to March 31, 2014. The change primarily resulted from the effects discussed above.

9.7.7.4 Operating Profit

Operating profit for the short financial year from April 1, 2014 to December 31, 2014 was EUR 8.6 million, compared with negative EUR 17.0 million in the short financial year from November 8, 2013 to March 31, 2014. The change primarily reflected the Transaction-related costs accounted for in the short financial year from November 8, 2013 to March 31, 2014 and that Asa NewCo consolidated the operations of OpCo only from February 12, 2014 onwards.

9.7.7.5 Net Finance Costs

Net finance costs for the short financial year from April 1, 2014 to December 31, 2014 were EUR 31.1 million, compared with EUR 5.0 million in the short financial year from November 8, 2013 to March 31, 2014. The change primarily reflected interest costs with respect to the amount drawn under our SFA, and that Asa NewCo consolidated the operations of OpCo only from February 12, 2014 onwards.

9.7.7.6 Profit/Loss Before Income Taxes

Profit before income taxes for the short financial year from April 1, 2014 to December 31, 2014 was negative EUR 22.5 million, compared with negative EUR 22.1 million in the short financial year from November 8, 2013 to March 31, 2014. The change was primarily due to the effects discussed above.

9.7.7.7 Profit/Loss from Continuing Operations

Profit from continuing operations for the short financial year from April 1, 2014 to December 31, 2014 was negative EUR 21.2 million, compared with negative EUR 21.7 million in the short financial year from November 8, 2013 to March 31, 2014. The change primarily reflected the operating loss from continuing operations as well as financing costs, and that Asa NewCo consolidated the operations of OpCo only from February 12, 2014 onwards.

9.7.7.8 Profit from Discontinued Operations

Profit from discontinued operations for the short financial year from April 1, 2014 to December 31, 2014 was EUR 1.0 million, compared with EUR 0.0 million in the short financial year from November 8, 2013 to March 31, 2014.

9.7.7.9 *Profit/Loss for the Period*

Profit for the period for the short financial year from April 1, 2014 to December 31, 2014 was negative EUR 20.2 million, compared with negative EUR 21.7 million in the short financial year from November 8, 2013 to March 31, 2014. The change primarily reflected the lower loss from continuing operations, given costs related to the Transaction mainly occurred in the short financial year from November 8, 2013 to March 31, 2014 only, and that Asa NewCo consolidated the operations of OpCo only from February 12, 2014 onwards.

9.8 Statement of Financial Position

The following table presents Asa NewCo's statement of financial position for the six-month period ended June 30, 2015 and the short financial year ended March 31, 2014, as well as OpCo's consolidated statement of financial position for the financial years ended December 31, 2013 and 2012:

	Asa NewCo			OpCo		
	6-month period ended June 30, 2015	9-month period ended December 31, 2014	Short Financial Year from November 8, 2013-March 31, 2014	3-month period ended March 31, 2014	12-month period ended December 31, 2013	12-month period ended December 31, 2012
	(unaudited)	(audited) (in EUR million)		(audited) (in EUR million)		
Assets						
Current assets	**85.9**	**67.7**	**104.2**	**77.2**	**230.7**	**136.0**
Cash and cash equivalents	44.8	21.4	32.2	27.0	117.1	99.7
Trade and other receivables(2)	32.3	35.1	30.4	30.7	33.6	27.8
Financial assets	0.5	1.9	5.2	0.4	0.3	0.7
Income tax receivables	0.4	0.5	0.8	0.8	1.2	0.4
Other assets	7.9	8.8	11.6	11.4	9.4	7.5
Non-current assets held for sale	n/a	–	–	–	69.1(1)	–
Assets of disposal group classified as held for sale	n/a	–	23.9	6.9	–	–
Non-current assets	**2,067.7**	**2,127.4**	**2,109.4**	**487.9**	**489.7**	**548.4**
Intangible assets(4)	2,046.2	2,060.7	2,042.7	435.2	439.5	439.2
Property, plant and equipment	14.6	17.1	16.1	14.4	15.9	15.9
Investments accounted for using the equity method	1.6	38.2	40.3	31.6	31.9	92.0
Financial assets	0.7	3.3	0.9	0.9	0.2	0.1
Deferred tax assets	2.9	6.2	7.2	5.6	1.9	0.7
Other assets	1.6	1.9	2.1	0.2	0.3	0.5
Total assets	**2,153.7**	**2,195.1**	**2,213.6**	**565.1**	**720.5**	**684.4**
Equity and liabilities						
Current liabilities	**93.5**	**90.2**	**87.2**	**71.6**	**821.0**	**419.8**
Trade and other payables(3)	20.7	32.4	31.0	17.0	25.8	27.0
Financial liabilities	4.3	1.8	2.8	8.9	763.6	362.7
Other provisions(5)	5.8	9.1	4.2	2.8	0.2	0.2
Income tax liabilities	30.9	15.0	11.4	11.4	0.3	0.4
Other liabilities	31.8	31.9	31.6	25.0	31.1	29.4
Liabilities of disposal group classified as held for sale	n/a	–	6.2	6.5	–	–
Non-current liabilities	**1,379.5**	**1,044.7**	**1,044.0**	**658.6**	**5.7**	**8.0**
Financial liabilities	976.0	636.6	637.9	654.3	1.6	4.7
Pensions and other post-employment obligations	0.6	1.0	0.7	0.7	0.6	0.5
Other provisions(5)	2.2	2.4	3.6	3.6	3.4	2.5

	Asa NewCo			OpCo		
	6-month period ended June 30, 2015	9-month period ended December 31, 2014	Short Financial Year from November 8, 2013- March 31, 2014	3-month period ended March 31, 2014	12-month period ended December 31, 2013	12-month period ended December 31, 2012
	(unaudited)	(audited) (in EUR million)			(audited) (in EUR million)	
Income tax liabilities	0.0	0.0	0.0	0.0	–	0.2
Deferred tax liabilities	399.2	402.6	401.9	–	–	0.0
Other liabilities	1.5	2.1	–	–	0.1	–
Equity	**680.6**	**1,060.2**	**1,082.3**	**(165.1)**	**(106.2)**	**256.6**
Subscribed capital	2.0	2.0	2.0	1.0	1.0	1.0
Capital reserve	305.8	304.1	301.5	22.9	243.5	243.5
Appropriated capital reserve	800.0	800.0	800.0	–	–	–
Retained earnings	(429.2)	(48.2)	(21.6)	(189.1)	(350.8)	9.2
Other reserves	1.1	1.0	0.5	1.2	1.1	2.9
Non-controlling interests	0.9	1.3	(0.0)	(1.0)	(0.9)	–
Total liabilities & equity	**2,153.7**	**2,195.1**	**2,213.6**	**565.1**	**720.5**	**684.4**

(1) Includes cash and cash equivalents of Scout24 International Management AG in the aggregate amount of EUR 28.7 million.

(2) This item is labeled "Trade receivables" in the Audited Consolidated Financial Statements of OpCo.

(3) This item is labeled "Trade payables" in the Audited Consolidated Financial Statements of OpCo.

(4) This item is composed of the line items "Goodwill", "Trademarks" and "Other intangible assets" in the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, in the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo and in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG.

(5) This item is labeled "Provisions for other liabilities and charges" in the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, in the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo, in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

9.8.1 Asa NewCo

9.8.1.1 Current Assets

As of June 30, 2015, our current assets represented 4.0% of our total assets and primarily included cash and cash equivalents in the amount of EUR 44.8 million, which represented 52.2% of our current assets, trade and other receivables in the amount of EUR 32.3 million, which represented 37.6% of our current assets.

As of December 31, 2014, our current assets represented 3.1% of our total assets and primarily included cash and cash equivalents in the amount of EUR 21.4 million, which represented 31.6% of our current assets, trade and other receivables in the amount of EUR 35.1 million, which represented 51.8% of our current assets. Following the sale of FRS24 during 2014, our current assets as of December 31, 2014 did not include any assets classified as held for sale.

As of March 31, 2014, our current assets primarily included cash and cash equivalents in the amount of EUR 32.2 million, which represented 30.9% of our current assets and 1.5% of our total assets, trade and other receivables in the amount of EUR 30.4 million, which represented 29.2% of our current assets and 1.4% of our total assets, and assets of disposal that the Group classified as held for sale in the amount of EUR 23.9 million, which represented 1.1% of our total assets.

9.8.1.2 Non-Current Assets

As of June 30, 2015, our non-current assets represented 96.0% of our total assets and primarily included intangible assets in the amount of EUR 2,046.2 million, which represented 99.0% of our non-current assets, and, following the sale of our shares in PropertyGuru in June 2015, investments accounted for using the equity method in the amount of EUR 1.6 million, which represented 0.1% of our non-current assets. The intangible assets mainly consisted of our trade names, professional customer relationships, technologies and goodwill (trademarks: EUR 983.4 million, goodwill: EUR 785.1 million, other intangible assets: EUR 277.8 million), which were recognized and/or increased in value in connection with the Transaction and subsequent acquisitions, and subsequently reduced by the amount of any amortization since.

As of December 31, 2014, our non-current assets primarily included intangible assets in the amount of EUR 2,060.7 million, which represented 96.9% of our non-current assets and 93.9% of our total assets, and investments accounted for using the equity method in the amount of EUR 38.2 million, which represented 1.8% of our non-current assets and 1.7% of our total assets. The intangible assets mainly consisted of our trade names, professional customer relationships, technologies and goodwill (trademarks: EUR 982.7 million, goodwill: EUR 783.5 million, other intangible assets: EUR 294.5 million), which were recognized and/or increased in value in connection with the Transaction and subsequent acquisitions, and reduced by the amount of amortization since.

As of March 31, 2014, our non-current assets primarily included intangible assets in the amount of EUR 2,042.7 million, which represented 96.8% of our non-current assets and 92.3% of our total assets, and investments accounted for using the equity method in the amount of EUR 40.3 million, which represented 1.9% of our non-current assets and 1.8% of our total assets. The intangible assets mainly consisted of our trade names, professional customer relationships, technologies and goodwill (trademarks: EUR 971.3 million, goodwill, EUR 754.0 million; other intangible assets: EUR 317.4 million), which were recognized and/or increased in value in connection with the Transaction.

9.8.1.3 Equity

As of June 30, 2015, our equity amounted to EUR 680.6 million and mainly consisted of capital reserves in the amount of EUR 305.8 million, appropriated capital reserves in the amount of EUR 800.0 million and retained earnings deficit in the amount of EUR 429.2 million, while as of December 31, 2014, our equity amounted to EUR 1,060.2 million and mainly consisted of capital reserves in the amount of EUR 304.1 million, appropriated capital reserves in the amount of EUR 800.0 million and retained earnings in the amount of negative EUR 48.2 million. The increase in retained earnings deficit as of June 30, 2015 was due to dividends paid to our shareholders during the period. As of March 31, 2014, our equity amounted to EUR 1,082.3 million and included capital reserves in the amount of EUR 301.5 million and retained earnings deficit in the amount of EUR 21.6 million.

9.8.1.4 Current Liabilities

As of June 30, 2015, our current liabilities represented 6.3% of our total liabilities and included income tax liabilities in the amount of EUR 30.9 million (33.0% of current liabilities), trade payables in the amount of EUR 20.7 million (22.1% of current liabilities), and other liabilities in the amount of EUR 31.8 million (34.0% of current liabilities). The income tax liabilities related largely to the tax group for income tax purposes (*körper- und gewerbesteuerliche Organschaft*) for the years 2014 and 2015 and was not due for payment.

As of December 31, 2014, our current liabilities represented 7.9% of our total liabilities and primarily included trade and other payables in the amount of EUR 32.4 million (35.9% of current liabilities), income tax liabilities in the amount of EUR 15.0 million and other liabilities in the amount of EUR 31.9 million, which represented 35.4% of our current liabilities and 2.8% our total liabilities.

As of March 31, 2014, our current liabilities represented 7.7% of our total liabilities and primarily included trade payables in the amount of EUR 31.0 million (35.6% of current liabilities), income tax liabilities in the amount of EUR 11.4 million (13.1% of current liabilities) and other liabilities in the amount of EUR 31.6 million (36.2% of current liabilities).

9.8.1.5 Non-Current Liabilities

As of June 30, 2015, our non-current liabilities primarily included financial liabilities in the amount of EUR 976.0 million, which represented 70.8% of our non-current liabilities and 66.3% of our total liabilities, and deferred tax liabilities in the amount of EUR 399.2 million, which represented 28.9% of our non-current liabilities and 27.1% of our total liabilities. The financial liabilities mainly consisted of term loans drawn under our SFA in connection with the Transaction and the subsequent refinancing in April 2015, net of capitalized financing fees. Deferred tax liabilities were recognized primarily on temporary differences arising from intangible assets, excluding goodwill in connection with the Transaction and subsequent acquisitions.

As of December 31, 2014, our non-current liabilities primarily included financial liabilities in the amount of EUR 636.6 million, which represented 60.9% of our non-current liabilities and 56.1% of our total liabilities, and deferred tax liabilities in the amount of EUR 402.6 million, which represented 38.5% of our non-current liabilities and 35.5% of our total liabilities. The financial liabilities mainly consisted of term loans drawn under the SFA, net of financing fees.

As of March 31, 2014, our non-current liabilities primarily included financial liabilities in the amount of EUR 637.9 million (primarily comprised of term loans drawn under the SFA in connection with the Transaction, net of financing fees), which represented 61.1% of our non-current liabilities and 56.4% of our total liabilities, and deferred tax liabilities in the amount of EUR 401.9 million, which represented 38.5% of our non-current liabilities and 35.5% of our total liabilities.

9.8.2 OpCo

9.8.2.1 Current Assets

In the financial year 2013, our current assets primarily included cash and cash equivalents in the amount of EUR 117.1 million, which represented 50.8% of our current assets and 16.3% of our total assets, trade receivables in the amount of EUR 33.6 million, which represented 14.6% of our current assets and 4.7% of our total assets, and assets held for sale in the amount of EUR 69.1 million, which represented 30.0% of our current assets and 9.6% of our total assets. The increase in assets held for sale was caused by a reclassification of the assets of Scout24 International Management AG, our former Swiss business, from non-current assets (investments accounted for using the equity method) to current assets (assets held for sale). In addition, there was an increase in receivables from cash management, representing the balances under a then-existing cash pooling agreement with DTAG (and a corresponding increase in cash and cash equivalents), as well as an increase in trade receivables in IS24 and a conversion of the invoicing process at AS24.

In the financial year 2012, our current assets primarily included cash and cash equivalents in the amount of EUR 99.7 million, which represented 73.3% of our current assets and 14.6% of our total assets, and trade receivables in the amount of EUR 27.8 million, which represented 20.4% of our current assets and 4.1% of our total assets. There were no assets held for sale during this period.

9.8.2.2 Non-Current Assets

In the financial year 2013, our non-current assets primarily included intangible assets in the amount of EUR 439.5 million, which represented 89.7% of our non-current assets and 61.0% of our total assets, and investments accounted for using the equity method in the amount of EUR 31.9 million, which represented 6.5% of our non-current assets and 4.4% of our total assets. The intangible assets mainly consisted of goodwill in the amount of EUR 412.0 million. There was a significant decrease in investments accounted for using the equity method to EUR 31.9 million, due to a reclassification of the assets of Scout24 International Management AG from non-current assets (investments accounted for using the equity method) to current assets (assets held for sale). In addition, dividend payments were received from our Swiss associates in the first quarter of 2013.

In the financial year 2012, our non-current assets primarily included intangible assets in the amount of EUR 439.2 million (mainly goodwill in the amount of EUR 412.0 million representing 93.9% of intangible assets)), which represented 80.1% of our non-current assets and 64.2% of our total assets, and investments accounted for using the equity method in the amount of EUR 92.0 million, which represented 16.8% of our non-current assets and 13.4% of our total assets.

9.8.2.3 Equity

As of December 31, 2013, our equity amounted to negative EUR 106.2 million, and mainly consisted of capital reserves in the amount of EUR 243.5 million and retained earnings deficit in the amount of EUR 350.8 million. Our equity was positively affected by EUR 78.2 million of profit made in the financial year 2013. Equity was negatively affected by a payment obligation under a profit and loss transfer and control agreement with DTAG, resulting from disclosure of hidden reserves in connection with the restructuring of shareholding in IS24 and therefore subject to the profit and loss transfer with DTAG, while being neutral to the consolidated profit and loss.

As of December 31, 2012, our equity amounted to EUR 256.6 million, and mainly consisted of capital reserves in the amount of EUR 243.5 million, retained earnings in the amount of EUR 9.2 million and other reserves in the amount of EUR 2.9 million.

9.8.2.4 Current Liabilities

In the financial year 2013, our current liabilities primarily included trade payables in the amount of EUR 25.8 million, which represented 3.1% of our current liabilities and 3.1% of our total liabilities, current financial liabilities in the amount of EUR 763.6 million, which represented 93.0% of our current liabilities and 92.4% our total liabilities, and other liabilities in the amount of EUR 31.1 million, which represented 3.8% of our current liabilities and 3.8% our total liabilities. There was an increase in financial liabilities resulting from an increase in liabilities to shareholders, which was due to a payment obligation under a profit and loss transfer and control agreement with DTAG, the amount of which was mainly caused by extraordinary profit generated by a disclosure of hidden reserves in connection with a contribution of our shares in Immobilien Scout GmbH to Immobilien Scout Deutschland GmbH and, to a lesser extent, by profit made in the financial year 2013.

In the financial year 2012, our current liabilities primarily included trade payables in the amount of EUR 27.0 million, which represented 6.4% of our current liabilities and 6.3% of our total liabilities, current financial liabilities in the amount of EUR 362.7 million, which represented 86.4% of our current liabilities and 84.8% our total liabilities and other liabilities in the amount of EUR 29.4 million, which represented 7.0% of our current liabilities and 6.9% of our total liabilities.

9.8.2.5 Non-Current Liabilities

In the financial year 2013, our non-current liabilities primarily included financial liabilities in the amount of EUR 1.6 million, which represented 28.1% of our non-current liabilities and 0.2% of our total liabilities, and other non-current provisions in the amount of EUR 3.4 million, which represented 59.6% of our non-current liabilities and 0.4% of our total liabilities.

In the financial year 2012, our non-current liabilities primarily included financial liabilities in the amount of EUR 4.7 million, which represented 58.8% of our non-current liabilities and 1.1% of our total liabilities, and other non-current provisions in the amount of EUR 2.5 million, which represented 31.3% of our non-current liabilities and 0.6% of our total liabilities.

9.9 Liquidity and Capital Resources

9.9.1 Overview

Liquidity management is a critical element of the central financial management of our Group. We therefore monitor our liquidity on daily basis. The aim of our financing policy is to secure sufficient liquid reserves at all times to satisfy our operating and strategic financial needs.

In order to avoid short-term liquidity risks within the Group, a Group-wide cash pooling exists between OpCo as cash pool leader and its subsidiaries. The cash pooling adopts a daily zero balancing approach, where all cash at bank in accounts participating in the cash pooling is transferred to and concentrated at the cash pool leader. Vice versa, negative account balances are eliminated. The zero balancing creates cash pool receivables/(liabilities) balances (cash equivalents) between OpCo and the subsidiaries. As a result, the total amount of cash equivalents in a legal entity may exceed the total amount of cash and cash equivalents in the Group.

Our sources of liquidity include cash and cash equivalents (including cash, demand deposits, cheques and pledged cash and cash equivalents), cash flow from operating activities and, as from February 7, 2014, amounts available under a revolving credit facility. Taking into account the available undrawn amount of EUR 45.6 million as of June 30, 2015, and disregarding the anticipated proceeds of the Offering, Asa NewCo had access to EUR 90.4 million liquidity as of June 30, 2015. See also "*12. Material Contracts—12.1 Financing Agreements*".

Our principal uses of liquidity include the funding of our operations, interest payments and capital expenditures, as well as certain acquisitions and dividend payments to our shareholders. Interest payments amounted to EUR 17.4 million for the six-month period ended June 30, 2015, EUR 25.2 million for the nine-month period ended December 31, 2014 (Asa NewCo), EUR 2.9 million for the period from November 8, 2013 to March 31, 2014 (Asa NewCo) and EUR 0.9 million for the three-month period ended March 31, 2014 (OpCo), and to EUR 1.8 million and EUR 4.4 million for the financial years ended December 2013 and 2012, respectively (OpCo). As far as permitted under the SFA, we may also utilize cash to pay dividends on our shares. However, we do not anticipate paying a dividend until our net financial indebtedness falls below 2.5 times our ordinary operating EBITDA which we generate during the last 12 months.

We believe that, based on our current level of operations as reflected in our results of operations for the six-month period ended June 30, 2015 and the nine-month period ended December 31, 2014 and based on our budget for the year ended December 31, 2015, these sources of liquidity will be sufficient to fund our operations, capital expenditures and debt service for the full forecasted period of four to five years. However, our ability to fund our operations, capital expenditures and debt service depends on our financial and operating performance. In the future, we may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional capital or restructure or refinance our indebtedness. We are constantly evaluating opportunities and options to improve our overall capital structure and, from time to time, may discuss these options with third-party financing sources or our existing lenders.

9.9.2 *Cash Flows*

The following table presents OpCo's consolidated cash flows for the short financial year ended March 31, 2014 and the financial years ended December 31, 2013 and 2012 as well as Asa NewCo's consolidated cash flows for the short financial year ended December 31, 2014 and the six-month period ended June 30, 2015:

	Asa NewCo			OpCo		
	6-month period ended June 30, 2015	**9-month period ended December 31, 2014**	**Short Financial Year November 8, 2013 - March 31, 2014**	**3-month period ended March 31, 2014**	**12-month period ended December 31, 2013**	**12-month period ended December 31, 2012**
	(unaudited)	**(audited) (in EUR million)**			**(audited) (in EUR million)**	
Profit/(loss) from continuing operations for the period / year[(1)]	**40.0**	**(21.2)**	**(21.7)**	**161.6**	**78.2**	**60.5**
Cash flows from operating activities						
Depreciation, amortization and impairments of intangible assets and property, plant and equipment	31.7	50.1	7.9	3.3	15.1	12.2
Income tax expenses / (income)[(2)]	15.6	(1.3)	(0.4)	9.2	1.4	3.2
Net interest expenses / (income)	22.0	26.1	4.6	5.5	1.9	3.5
Other financing income/ (costs)[(3)]	(3.1)	3.1	0.1	(0.0)	–	–
Profit from disposal of investments	–	–	–	(151.1)	–	–
Results from investments accounted for using the equity method	0.8	1.9	0.1	0.5	(4.3)	(14.3)
Results from disposals of subsidiaries	–	(0.1)	–	–	–	–
Profit from the disposal of investments accounted for using the equity method	(22.1)	–	–	–	–	–
Result from disposals of intangible assets and property, plant and equipment	0.0	0.1	–	–	–	–
Other non-cash transactions	1.3	2.8	0.2	(0.0)	(2.4)	0.5
Changes in assets not attributable to investing or financing activities	4.1	0.2	(3.7)	(1.4)	(5.5)	(0.2)
Changes in equity and liabilities not attributable to investing or financing activities	(13.7)	2.3	15.2	(10.2)	0.5	(2.8)
Changes in provisions	(3.5)	2.3	2.8	2.8	0.9	1.8
Income taxes paid	(1.3)	(1.1)	(0.4)	(0.2)	(3.8)	(4.1)
Profit/(loss) from discontinued operations	–	1.0	–	–	–	–

	Asa NewCo			OpCo		
	6-month period ended June 30, 2015	9-month period ended December 31, 2014	Short Financial Year November 8, 2013 - March 31, 2014	3-month period ended March 31, 2014	12-month period ended December 31, 2013	12-month period ended December 31, 2012
	(unaudited)	(audited) (in EUR million)			(audited) (in EUR million)	
Net cash generated from / (used in) operating activities	**71.7**	**66.1**	**4.9**	**20.1**	**81.9**	**60.3**
Cash flows from investing activities						
Purchases of intangible assets and property, plant and equipment	(8.2)	(12.0)	(1.0)	(2.4)	(17.3)	(22.6)
Advance payments made in connection with investing activities	(0.0)	(0.1)	–	–	–	–
Purchases of financial assets[(4)]	(0.0)	(1.8)	(0.5)	(0.7)	(0.2)	(35.1)
Proceeds from disposals of intangible assets and property, plant and equipment	0.0	0.1	0.0	0.5	0.3	0.1
Proceeds from disposal of financial assets[(5)]	2.7	0.0	–	–	–	–
Interest received	0.1	0.3	0.0	–	–	–
Proceeds from disposal of shares in subsidiaries	–	–	–	–	0.0	–
Proceeds from the disposal of investments accounted for using the equity method[(6)]	59.7	–	–	191.1	–	–
Payments made in connection with the disposal of at equity investments	(2.1)	–	–	–	–	–
Dividend distributions from associates	–	–	–	–	23.1	8.5
Cash paid for business combinations less cash acquired[(7)]	(5.6)	(41.1)	9.2	–	–	–
Cash received for disposal of consolidated entities less cash sold	–	–	–	–	–	–
Cash received for disposal of discontinued operations[(8)]	1.7	16.0	–	–	–	–
Net cash generated from / (used in) investing activities	**48.4**	**(38.6)**	**7.7**	**188.6**	**6.0**	**(49.2)**
Cash flows from financing activities						
Proceeds from current financial liabilities[(9)]	0.0	–	–	8.1	0.1	–
Repayment of current financial liabilities[(10)]	(0.2)	(0.9)	(0.1)	(322.5)	–	(0.2)
Proceeds from non-current financial liabilities[(11)]	400.0	–	10.0	647.7	–	–

	Asa NewCo			OpCo		
	6-month period ended June 30, 2015	9-month period ended December 31, 2014	Short Financial Year November 8, 2013 - March 31, 2014	3-month period ended March 31, 2014	12-month period ended December 31, 2013	12-month period ended December 31, 2012
	(unaudited)	(audited) (in EUR million)			(audited) (in EUR million)	
Repayment of non-current financial liabilities[12]	(50.0)	(10.0)	(1.5)	–	(0.1)	–
Payments due to profit and loss transfer agreements	–	–	–	(439.3)	(39.7)	(25.5)
Payments for cost of debt acquisition[13]	(7.7)	–	(20.0)	–	–	–
Payments for acquisition of derivative financial instruments	–	(0.9)	–	–	–	–
Interest paid and other financing expenses[14]	(17.4)	(25.2)	(2.9)	(0.9)	(1.8)	(4.4)
Dividends paid	(421.6)	(1.4)	–	–	–	–
Equity cash contribution	–	–	34.2	–	–	–
Repayment of capital reserves to owners of the parent	–	–	–	(220.6)	–	–
Net cash generated from / (used in) financing activities	**(96.9)**	**(38.4)**	**19.7**	**(327.5)**	**(41.6)**	**(30.1)**
Change in cash and cash equivalents due to exchange rate changes	0.2	0.0	0.0	0.1	(0.1)	0.0
Net (decrease) / increase in cash and cash equivalents	**23.4**	**(10.8)**	**32.2**	**(118.8)**	**46.2**	**(18.9)**
Cash and cash equivalents at the beginning of the period / year	**21.4**	**32.2**	**0.0**	**145.8**	**99.7**	**118.6**
Cash and cash equivalents at the end of the period / year	**44.8**	**21.4**	**32.2**	**27.1**	**145.8**	**99.7**

(1) This item is labeled "Profit/(loss) for the period/year" in the Audited Consolidated Financial Statements of OpCo and in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

(2) This item is labeled "Income tax credit" in the Audited Short Year Consolidated Financial Statements of Asa NewCo.

(3) This item is labeled "Other financial result" in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and "Other financial result incl. Impairment of investments accounted for using the equity method" in the Audited Short Year Consolidated Financial Statements of Asa NewCo.

(4) This item is labeled "Payments to acquire financial assets" in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and in the Audited Short Year Consolidated Financial Statements of Asa NewCo.

(5) This item is labeled "Repayments of financial assets" in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG.

(6) This item is labeled "Proceeds from disposal of investments, less cash transferred" in the 2014 Audited Short Year Consolidated Financial Statements of OpCo and "Proceeds from the disposal of investments accounted for using the equity method" in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

(7) This item is labeled "Payments for acquisitions of susidaries, net of cash acquired" in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and "Cash acquired in business combinations" in the Audited Short Year Consolidated Financial Statements of Asa NewCo.

(8) This item is labeled "Proceeds from the sale of discontinued operations" in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo.

(9) This item is labeled "Proceeds from short term financial liabilities" in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and "Proceeds from short term borrowings" in the 2013 Audited Consolidated Financial Statements of OpCo.

(10) This item is labeled "Repayment of short-term financial liabilities including lease liabilities" in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and "Repayment of current borrowings" in the Audited Short Year Consolidated Financial Statements of Asa NewCo.

(11) This item is labeled “Proceeds from long-term financial liabilities” in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and “Proceeds from non-current borrowings” in the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo.

(12) This item is labeled “Repayment of long-term financial liabilities” in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG, “Repayment of non-current borrowings” in the Audited Short Year Consolidated Financial Statements of Asa NewCo and “Repayment of middle and long-term liabilities” in the 2013 Audited Consolidated Financial Statements of OpCo.

(13) This item is labeled “Transaction costs relating to financing contracts” in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG.

(14) This item is labeled “Interest paid” in the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG and in the Audited Consolidated Financial Statements of OpCo.

9.9.3 Asa NewCo

9.9.3.1 Net Cash Generated from Operating Activities

In the six-month period ended June 30, 2015, our net cash generated from operating activities was EUR 71.7 million. This largely reflected the profit for the period of EUR 40.0 million, adjusted for non-cash items and depreciation and amortization of EUR 31.7 million (primarily related to the PPA Effect), positive impacts from income tax expense of EUR 15.6 million, net interest expense of EUR 22.0 million, which was partially offset by the profit from the disposal of at equity accounted investments of EUR 22.1 million.

In the nine-month period ended December 31, 2014, our net cash generated from operating activities was EUR 66.1 million. This was largely driven by a loss from continuing operations of EUR 21.2 million, adjusted for non-cash items and depreciation and amortization of EUR 50.1 million (primarily consisting of amortization related to the PPA Effect).

In the period from November 8, 2013 to March 31, 2014, our net cash generated from operating activities was EUR 4.9 million, reflecting a loss for the period of EUR 21.7 million, adjusted for non-cash items and depreciation and amortization of EUR 7.9 million (primarily related to the PPA Effect), interest expense of EUR 4.6 million and changes in other liabilities of EUR 15.2 million.

9.9.3.2 Net Cash Generated from Investing Activities

In the six-month period ended June 30, 2015, our net cash generated from investing activities was EUR 48.4 million. This primarily reflected the proceeds from the disposal of EUR 59.7 million from the sale of PropertyGuru. This was partly offset by capital expenditures of EUR 8.3 million and payments made for the acquisition of subsidiaries of EUR 5.6 million in connection with the acquisition of Easyautosale.

In the nine-month period ended December 31, 2014, our net cash used in investing activities was EUR 38.6 million. This primarily reflected the cash contribution in connection with our acquisitions of the Immobilien.net business in Austria and the FlowFact business, totaling EUR 41.1 million, and capital expenditures in an amount of EUR 12.2 million, partially offset by the receipt of EUR 16.0 million from the disposal of FriendScout24.

In the period from November 8, 2013 to March 31, 2014, net cash generated from investing activities was EUR 7.7 million, primarily consisting of cash acquired during the Transaction in an amount of EUR 9.2 million. Capital expenditures amounted to EUR 1.0 million.

9.9.3.3 Net Cash Generated from Financing Activities

In the six-month period ended June 30, 2015, our net cash used in financing activities was EUR 96.9 million. This primarily reflected the payment of dividends to our shareholders in an amount of EUR 421.6 million and interest paid of EUR 17.4 million. In this period, we refinanced the debt we incurred in connection with the Transaction (see “*12. Material Contracts—12.1 Financing Agreements*”). As a result, we generated a net amount of EUR 350.0 million from the borrowings under the SFA, which comprises an amount of EUR 400.0 million borrowed from a new facility and a repayment of a facility of EUR 50.0 million.

In the nine-month period ended December 31, 2014, our net cash used in financing activities was EUR 38.4 million. This primarily reflected interest paid and the repayment of certain non-current financials liabilities.

In the period from November 8, 2013 to March 31, 2014, net cash generated from financing activities was EUR 19.7 million, reflecting an equity contribution in cash of EUR 34.2 million and an amount of EUR 10.0 million drawn under our revolving facility agreement. This was partly offset by payments made for debt acquisition in an amount of EUR 20.0 million.

9.9.4 OpCo

9.9.4.1 Net Cash Generated from Operating Activities

In the short financial year ended March 31, 2014, our net cash generated from operating activities amounted to EUR 20.1 million, primarily driven by our operating profit (but not the portion of such profit that related to the sale of Scout24 International Management AG, including its investments in Scout24 Schweiz AG and Scout24 Schweiz Holding AG, which were included in cash flow from investing activities).

In the financial year 2013, our net cash generated from operating activities amounted to EUR 81.9 million. This primarily reflected a significantly higher profit for the year of EUR 78.2 million, resulting from a higher increase in revenues than in costs. Our depreciation, amortization and impairments of intangible assets and property, plant and equipment was EUR 15.1 million which is partially offset by negative changes in assets not attributable to investing or financing activities in the amount of EUR 5.5 million, income taxes paid in the amount of EUR 3.8 million and the result from investments accounted for using the equity method in the amount of EUR 4.3 million.

In the financial year 2012, our net cash generated from operating activities amounted to EUR 60.3 million. This primarily reflected a profit for the year of EUR 60.5 million. Our depreciation, amortization and impairments of intangible assets and property, plant and equipment was EUR 12.2 million. In addition, we had a non-cash increase in results from investments accounted for using the equity method due to the sale of JobScout24 Switzerland in the financial year 2012.

9.9.4.2 Net Cash Generated from Investing Activities

In the short financial year ended March 31, 2014, our net cash generated from investing activities amounted to EUR 188.6 million. This was primarily due to proceeds from the sale of Scout24 International Management AG, including its investments in Scout24 Schweiz AG and Scout24 Schweiz Holding AG.

In the financial year 2013, our net cash generated from investing activities was EUR 6.0 million. This primarily reflected purchases of intangible assets and property, plant and equipment of EUR 17.3 million, and dividend payments received from Scout24 International Management AG of EUR 23.1 million.

In the financial year 2012, our net cash used in investing activities was EUR 49.2 million. This primarily reflected purchases of intangible assets and property, plant and equipment of EUR 22.6 million and purchases of financial assets of EUR 35.1 million, primarily due to the acquisition of a minority interese in the Southeast Asian real estate classifieds platform group PropertyGuru.

See "*—9.9.5 Capital Expenditures*" for a discussion of our capital expenditure in the periods presented in the Prospectus.

9.9.4.3 Net Cash Generated from Financing Activities

In the short financial year ended March 31, 2014, our net cash used in financing activities amounted to EUR 327.5 million. This was primarily due to a new shareholder loan granted to OpCo by Asa NewCo (which shareholder loan was funded by Asa NewCo with the proceeds of loans taken out by Asa NewCo in connection with the partial financing of the Transaction) in the amount of EUR 647.7 million, the repayment of a shareholder loan of EUR 322.5 million to DTAG and further payments to DTAG of EUR 439.3 million and EUR 220.6 million due to a corresponding obligation under a profit and loss transfer agreement and a corresponding distribution of capital reserves, respectively.

In the financial year 2013, our net cash used in financing activities was EUR 41.6 million. This primarily reflected payments to DTAG under a profit and loss transfer and control agreement.

In the financial year 2012, our net cash used in financing activities was EUR 30.1 million. This primarily reflected payments under a profit and loss transfer and control agreement with DTAG.

9.9.5 Capital Expenditures

Our capital expenditures mainly relates to software (which we internally generate or, to a lesser extent, purchase) and is largely stable, excluding certain one-time investments and an increase in 2014 driven by the capitalization of software development in our IS24 segment, beginning in July 2014. The main sources of the historical and ongoing investments has been, and is, cash generated from the operating cash flows and, as required, external borrowings. Our capital expenditures program during the periods presented in the Prospectus has been principally focused on our investments in the IS24 and AS24 segment as described in further detail below.

The following table presents our capital expenditure for each segment for the periods indicated:

	Asa NewCo		OpCo		
	6-month period ended June 30, 2015	9-month period ended December 31, 2014	3-month period ended March 31, 2014	12-month period ended December 31, 2013[(1)]	12-month period ended December 31, 2012
	(unaudited) (in EUR million)	(audited unless otherwise indicated)	(audited unless otherwise indicated) (in EUR million)		
IS24	4.6	6.7	0.6	5.4	7.1
AS24	3.4	5.1	1.4	8.1	10.6
Corporate	0.3	0.2	0.0	0.6	1.0
Core operations	**8.3**	**12.0***	**2.0***	**14.1***	**18.6***
FRS24	–	–	0.3	2.4	2.8
Other	0.0	6.1	0.0	0.5	1.3
Reconciliation	0.0	(5.9)	(0.3)	(2.4)	(0.1)
Total Capital expenditures	**8.3**	**12.2**	**2.0**	**14.5**	**22.7**

* Unaudited.

(1) Figures labeled as audited were obtained from the comparative period information in the 2014 Audited Short Year Consolidated Financial Statements of OpCo.

9.9.5.1 Future Capital Expenditures and Planned Capital Expenditures for 2015

As of the date of the Prospectus, our management board has made firm commitments on several capital expenditures primarily related to the harmonization of our AS24 IT platform and the migration of our AS24 and IS24 platforms to a cloud-based system. These capital expenditures are planned to be financed from our cash flows. Apart from these commitments, our management board has not made any further firm commitments with regard to future (and not yet initiated) capital expenditures. We expect that our capital expenditure for the years 2015 and 2016 will temporarily increase to EUR 20 million. This increase is related to the costs of the initiatives discussed above, which we intend to finance from our cash flows.

9.9.5.2 Major Current Capital Expenditures

Our major current capital expenditures, meaning such projects that have been initiated but have not been finalized as of the date of the Prospectus, mainly relate to our IS24 and AS24 businesses. These projects are financed from our cash flows and include the harmonization of our AS24 IT platform and the migration of our AS24 and IS24 platforms to a cloud based system as well as ongoing upgrading and enhancements of our products.

9.9.5.3 Major Capital Expenditures in the Six-Month Period ended June 30, 2015

Our capital expenditures in the six-month period ended June 30, 2015 were financed from our cash flows and amounted in aggregate to EUR 8.3 million. They primarily related to our IS24 segment (EUR 4.6 million), of which EUR 4.1 million was from the capitalization of development costs related to self-developed software (See "*—9.5.7 Investments in Product Innovation*"). Capital expenditures in our AS24 segment were EUR 3.4 million, and were mainly a result of investments to upgrade and enhance the IS24 and AS24 platforms as well as the migration to one common platform and a cloud-based system (primarily for AS24). Capital expenditures were mainly related to Germany.

9.9.5.4 Major Capital Expenditures in the Three-Month Period ended March 31, 2014 and the Nine-Month Period ended December 31, 2014

Our capital expenditures in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014 were financed from our cash flows and amounted to EUR 2.0 million (OpCo) and EUR 12.2 million (Asa NewCo), respectively. They primarily related to our IS24 segment (EUR 0.6 million (OpCo) and EUR 6.7 million (Asa NewCo) in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively) and our AS24 segment (EUR 1.4 million (OpCo) and EUR 5.1 million (Asa NewCo) in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively), and were mainly a result of investments to upgrade and enhance the IS24 and AS24 platforms and internal support systems. This also included the capitalization of development costs for IS24 amounting to EUR 3.1 million in the nine-month period ended December 31, 2014 related to self-developed software. See "*—9.5.7 Investments in Product Innovation*". Capital expenditures were mainly related to Germany.

9.9.5.5 Major Capital Expenditures in the Financial Years ended December 31, 2013 and 2012

Capital expenditures in our IS24 segment amounted to EUR 7.1 million in the financial year 2012 and decreased to EUR 5.4 million in the financial year 2013. They mainly related to investments in hardware and software for the IS24 platform and the purchase of office furniture and equipment. The peak in the financial year 2012 was due to the modernization of our Berlin office. Capital expenditures in our AS24 segment amounted to EUR 10.6 million in the financial year 2012 and decreased to EUR 8.1 million in the financial year 2013. They mainly related to investments to upgrade and enhance the AS24 platform, and costs related to the implementation of the new CRM system. The peak in the financial year 2012 was due to the initial setup of the GaragePortal platform and the introduction of a new CRM system.

9.9.6 Working Capital

Customer billing at IS24 and AS24 is carried out on a monthly basis in arrears, with invoice amounts typically falling due for payment within 30 days. Historically, our working capital (current amounts receivable less current amounts payable attributable to operating activities) has been a negative amount and thus does not entail a significant cash circle.

9.9.7 Total Financial Liabilities, Trade Payables, Operating Leases and Other Obligations

The table below sets forth our total financial liabilities, trade payables, operating leases and other obligations for Asa NewCo as of December 31, 2014:

	Total	**Up to 1 year**	**1-5 years**	**More than 5 years**
			(audited) (in EUR million)	
Financial liabilities	638.4	1.8	6.5	630.1
Trade and other payables	32.4	32.4	–	–
Operating lease commitments	37.5	7.3	21.2	9.0
Obligations from maintenance and service agreements	17.3	12.4	5.0	–
Other obligations	–	–	–	–
Total operating leases and other obligations	54.8	19.7	26.2	9.0
Total financial liabilities, trade payables, operating leases and other obligations	**725.6**	**53.9**	**32.7**	**639.1**

9.9.8 Pension and other Post-Employment Obligations

Provisions for defined benefit pension plans of Asa NewCo amounted to EUR 1.0 million and EUR 0.7 million as of December 31, 2014 and March 31, 2014, respectively, and provisions for defined benefit pension plans of OpCo amounted to EUR 0.6 million and EUR 0.5 million as December 31, 2013 and December 31, 2012 respectively. They mainly related to Scout24 International Management AG and AS24 Italy, and remained stable at a relatively low level during the periods presented in the Prospectus.

9.9.9 Research and Development, Patents and Licenses

Except for development costs, which we capitalize as intangible assets when it can be demonstrated that it is probable that future economic benefits attributable to the intangible asset will flow to the entity and the cost of the intangible asset can be measured reliably, we have not undertaken any research or development over the past financial years. Therefore, except for the development costs mentioned above, there were no amounts spent on company-sponsored research and development activities during the nine-month period ended December 31, 2014, the short financial year from January 1 to March 31, 2014 and the financial years 2013 and 2012, respectively.

9.9.10 Off-Balance Sheet Arrangements

Except for an ancillary facility agreement Asa NewCo entered into with an international German bank, which provides for a revolving cash credit facility in an aggregate amount of EUR 3.8 million and for a revolving guarantee facility in the amount of EUR 1.5 million (of which, as of December 31, 2014, EUR 0.6 million were drawn as a rental guarantee), for which OpCo and other companies of our Group guarantee the obligations of Asa NewCo, we are not party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results or operations, liquidity, capital expenditure or capital resources.

9.10 Quantitative and Qualitative Disclosure of Financial Risks

We are exposed to a variety of financial risks: credit risk, liquidity risk, foreign currency risk and interest rate risk. Up to the consummation of the Transaction, risk management was carried out by a central treasury department of DTAG (group treasury). Since the Transaction, financial risk management has been carried out by group treasury of Asa NewCo (now the Company). Group treasury identifies, evaluates and assesses the extent to which hedging is necessary in close cooperation with our operating units.

Changes in our risk exposure are addressed through changes and processes. The purpose of the financial risk management is to reduce these risks through targeted measures.

9.10.1 Credit Risk

We manage our credit risk on a Group-wide basis. Credit risk arises from cash and cash equivalents, current financial assets, trade receivables as well as other receivables. Credit exposures to customers are recorded systematically, analyzed and managed, using both internal and external sources of information. The maximum default risk is reflected in the carrying amounts of financial assets recognized in the balance sheet. There were no collateral or other credit enhancements which would reduce the credit risk from financial assets.

Credit risks mainly relate to trade receivables. Since our business model depends on a broad customer base, the risk of significant bad debt losses is classified as fairly low. As far as credit default risks are identifiable, they are mitigated by active accounts receivable management and solvency checks of business partners. Identified default risks are accounted for in the balance sheet through respective value adjustments.

9.10.2 Liquidity Risk

Our liquidity risk is the risk that we cannot fully or partly fulfill our financial commitments. Our financing requirement is covered by both the operating cash flows and external financing. Prior to the consummation of the Transaction on February 12, 2014, liquidity was ensured through the cash pooling agreement with DTAG. Since the consummation of the Transaction, liquidity risks have been monitored and managed centrally by the operative cash management on a Group-wide basis. The availability of funding is managed through daily liquidity planning. In connection with the Transaction, the shareholder loan from DTAG was replaced by a loan from Asa NewCo to OpCo as of February 12, 2014, which shareholder loan was funded by the proceeds of loans taken out by Asa NewCo to partially fund the Transaction. The maturity of financial assets and liabilities is monitored regularly.

As of the date of this Prospectus, we have access to a EUR 45.6 million committed but undrawn revolving credit facility.

The following table shows the undiscounted future cash outflows on the existing financial liabilities comprising principal and interest:

Balance as of December 31, 2014 Asa NewCo	Up to 1 year	1-3 years	1-5 years	More than 5 years
		EUR (millions)		
Trade and other payables	32.4	–	–	–
Financial liabilities	31.2	65.7	62.8	687.4

Balance as of December 31, 2013 OpCo	Up to 1 year	1-3 years	1-5 years	More than 5 years
		EUR (millions)		
Trade and other payables	25.8	–	–	–
Financial liabilities	763.9	1.6	–	–

9.10.3 Foreign Currency and Interest Rate Risk

At present, we are not exposed to any material foreign currency risk as our revenues are almost exclusively generated in Euro. Risks that result from translating assets and liabilities of foreign corporate units into our presentation currency generally remain unhedged.

Currently, we hold insignificant amounts of cash and cash equivalents denominated in foreign currency (Swiss Francs) or in legal entities with functional currencies other than Euro. When investing cash and cash equivalents, the financial institutions and investments are monitored regularly as part of our treasury management reporting. The exposure and adherence to limits are monitored on a regular basis. Cash and cash equivalents are held in cash deposits with recognized commercial banks.

We have to pay variable interest on our loans in Euro under the SFA which is based on EURIBOR plus a margin. Therefore, we are subject to the risk of interest rates through an increase of the EURIBOR in particular in the case the European Central Bank should change its current money policy. However, we have acquired risk protection in the form of interest rate caps with two international banks with respect to approximately EUR 619 million of our debt financing which caps EURIBOR at 0.5% for EUR 200 million and at 1% for the remaining amount until the third anniversary of the drawdown of the facilities under the SFA.

9.11 Selected Critical Accounting Policies

9.11.1 Accounting Estimates and Judgments

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying our Group's accounting policies. A higher degree of judgment and areas where assumptions and estimates are significant to the financial position have been exercised in relation to: group wide uniform useful lives of non-current assets, the recoverability of receivables and the recognition and measurement of provisions. The accounting estimates and judgments will, by definition, seldom equal the related actual results. The group also makes estimates and assumptions concerning the future. Estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are addressed below.

9.11.2 Business Combinations and other Transactions

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are recognized initially at their fair values at the acquisition date. The excess of the consideration transferred, the amount of any non-controlling interest and the acquisition-date fair value of any previous equity interest over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognized and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized as a bargain purchase in the income statement. Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. Any impairment is recognized immediately as an expense. Impairment testing is carried out in accordance with IAS 36.

Transaction-related costs are expensed as incurred.

If a business combination is achieved in stages, the acquisition-date carrying value of the previously held equity interest is re-measured at fair value as of the acquisition date. Any resulting gain or loss arising from such re-measurement is recognized in the income statement.

9.11.3 Revenues Recognition

Revenues are recognized and measured at the fair value of the consideration received or receivable to the extent that it is probable that the economic benefits will flow to our Group and the revenues can be reliably measured. Amounts disclosed as revenues are net of VAT, trade allowances and rebates. Our Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. If revenues have been generated from barter transactions involving advertising services they are recognized at fair value of the advertising service provided.

Revenues from online-listings, membership fees and the creation of business contacts (leads) are recognized on a straight-line basis over the contract period. Revenues from advertising space are recognized in the period over which the advertisements are placed or as the advertisements are displayed depending on the type of advertising contract.

Where invoices are raised in advance, the amounts, including those relating to discounts or free periods, are recognized as deferred revenues and released to the income statement in line with the provision of services as stipulated in the contract terms.

9.11.4 Current and Deferred Income Taxes

Our tax expense for the period comprises current as well as deferred taxes.

OpCo together with its subsidiaries in Germany formed a consolidated fiscal unit for tax purposes with DTAG up to and including fiscal year 2013. Since the termination of the profit and loss transfer agreement between DTAG and OpCo as of December 31, 2013, the controlling company of the consolidated fiscal unit for corporate income tax purposes is OpCo as of January 1, 2014 and Asa NewCo (now the Company) as of April 1, 2014.

Income taxes are calculated on the basis of tax laws enacted or substantively enacted at the balance sheet date in the countries where we operate and generate taxable income. Deferred taxes have been recognized for our German subsidiaries following the termination of the fiscal unit for tax purposes with OpCo.

Deferred income taxes are recognized for temporary differences arising between the carrying amounts of assets and liabilities recognized in the consolidated balance sheet and their tax bases. Deferred taxes are further recognized for tax losses carried forward. Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilized. Deferred tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by our Group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred taxes are not accounted for if they arise from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred taxes are not recognized if they arise from the initial recognition of goodwill. Deferred tax is determined using tax rates that have been enacted or substantively enacted by the balance sheet date. Income taxes are recognized in our income statement, except to the extent that it relates to items recognized in our other comprehensive income or directly through our equity. In this case, tax is also recognized in our other comprehensive income or directly through our equity, respectively.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

9.11.5 Intangible Assets (excluding Goodwill)

Intangible assets (excluding goodwill) are recognized at historical cost less accumulated amortization (except for intangible assets with an indefinite useful life) and less any provision for impairment in value. Internally generated intangible assets are capitalized if all of the requirements of IAS 38 are satisfied.

An intangible asset arising from development shall be recognized if, and only if, the entity can demonstrate (i) the technical feasibility of completing the intangible asset so that it will be available for use or sale, (ii) the intention to complete the intangible asset and use or sell it, (iii) the ability to use or sell the intangible asset, (iv) how the intangible asset will generate probable future economic benefits; our Group can, among other things, demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset, (v) the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset and (vi) the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The useful lives and amortization methods of intangible assets are reviewed at least at each period-end reporting date. If the expectations deviate from the original policies and assumptions, appropriate amendments are recognized as changes in accounting estimates pursuant to IAS 8. Intangible assets with indefinite useful lives are tested for indications of impairment both annually as well as when circumstances indicate that impairment may have occurred. The estimated economic useful lives are as follows:

Useful life of intangible assets as of December 31, 2014	
Trade names	Indefinite
Contractual customer relationships	8-15 years
Internally generated intangible assets	3 - 5 years
Concessions, rights, licenses	3 - 7 years

9.11.6 Goodwill

Goodwill arises in a business combination and is the excess of the consideration transferred to acquire a business over the underline fair value of the net identified assets acquired. It is allocated to cash-generating units

("**CGUs**"). Goodwill is tested annually for impairment, and when events or changes in circumstances indicate that the carrying amount may not be fully recoverable. For the purpose of assessing impairment, assets are grouped into CGUs, and goodwill is allocated to each CGU. Each unit to which goodwill is allocated represents the lowest level within the company at which goodwill is monitored for internal management purposes.

Goodwill is tested for impairment by comparing the carrying amount of the CGU or CGUs with its or their recoverable amount. If the carrying amount exceeds the recoverable amount, an impairment loss has to be recognized and the carrying amount written down to its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and the value in use. If the fair value less costs of disposal is higher than the carrying amount it is not necessary to calculate the value in use; no impairment is recognized. An appropriate valuation technique is used to determine the fair value less cost of disposal. The valuation methods are based on quoted market prices, valuation multiples, discounted cash flow, or other available indicators of the fair value measurement. The reversal of prior impairments as a result of an event giving rise to the reversal of an impairment loss on goodwill is not permitted. Goodwill is recognized in the acquiree's currency.

By taking advantage of the relief provided under IFRS 1 in conjunction with the retrospective application of IFRS 3, trademarks and contractual customer relationships resulting from the acquisition of Scout24 by DTAG in 2003 and the purchase price allocations in 2007 are recognized within goodwill.

9.11.7 Financial Assets and Liabilities

Regular purchases and sales of financial assets are recognized on the trade date, the date on which our Group commits to purchase or sell the asset. Financial instruments carried at fair value through profit or loss are initially recognized at fair value, and transaction costs are expensed in the income statement. All other financial instruments are initially measured at fair value plus transaction costs.

The classification of financial assets and liabilities depends on the purpose for which the financial assets were acquired or the financial liabilities were assumed. Our Group classifies its financial instruments into the following categories at initial recognition in accordance with IAS 39: (i) financial instruments at fair value through profit or loss, (ii) loans and receivables, (iii) held-to-maturity investments, (iv) available-for-sale financial assets and (v) financial liabilities measured at amortized cost.

The measurement at amortized cost or at fair value through profit or loss is determined by the classification of financial assets and liabilities at initial recognition. Financial instruments at fair value through profit or loss are financial instruments held for trading or designated as at fair value through profit or loss upon initial recognition. A financial instrument is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorized as held for trading unless they are designated as hedges. We have not yet made use of the option to designate financial instruments upon initial recognition as financial instruments at fair value through profit or loss. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Our Group's loans and receivables comprise "receivables and other financial assets" and "cash and cash equivalents" in the balance sheet. Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories.

"Available-for-sale financial assets" are subsequently measured at fair value through other comprehensive income. "Financial assets at fair value through profit or loss" are subsequently measured at fair value through profit or loss. "Loans and receivables" and "held–to-maturity investments" are subsequently recognized at amortized cost using the effective interest method. Gains or losses arising from changes in the fair value of the "financial assets at fair value through profit or loss" category are presented in the income statement within "other operating income (expenses)" in the period in which they arise. Dividend income from financial assets is recognized in the income statement as part of "other operating income" when our right to receive payment is established. Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognized in other comprehensive income.

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. Financial assets are derecognized when the rights to payments from the financial assets have expired or have been transferred and we have transferred substantially all risks and rewards of ownership.

9.12 Additional Information from the Audited Unconsolidated Financial Statements of Asa NewCo Prepared in Accordance with the German Commercial Code for the Short Financial Year from April 1, 2014 to December 31, 2014 compared to the Short Financial Year from November 8, 2013 to March 31, 2014

The Audited Unconsolidated Financial Statements of Asa NewCo for the short financial year beginning on April 1, 2014 and ended on December 31, 2014 have been prepared in accordance with the provisions of the German Commercial Code (*Handelsgesetzbuch*) and supplementary provisions of the German Act on Limited Liability Companies (*Gesetzbuch betreffend die Gesellschaften mit beschränkter Haftung*).

9.12.1 Statement of Income

	9- month period ended December 31, 2014	Short Financial Year November 8, 2013 - March 31, 2014
	(audited) (in EUR million)	
Sales revenues	8.8	0.9
Other operating income	0.5	0.0
Cost of materials		
Cost of purchased services	(0.7)	–
Personnel expenses	(5.0)	(1.7)
Wages and salaries	(4.8)	(1.7)
Social security and other employee benefit	(0.2)	(0.0)
Depreciation of property, plants and equipment	(0.0)	–
Other operating expenses	(42.2)	(46.0)
Income from profit and loss transfer	74.1	–
Other interest and similar income	31.6	–
Interest and similar expenses	(24.6)	(4.3)
Results from ordinary operations	**42.5**	**(51.1)**
Taxes on income	**(13.5)**	**–**
Net income/net loss for the financial year	**29.0**	**(51.1)**
Profit/Loss carried forward	748.9	(0.0)
Withdrawals from capital reserves	–	800.0
Distribution of dividends	**(6.4)**	**–**
Retained earnings	**771.6**	**748.9**

In the short financial year from April 1 to December 31, 2014, sales revenues and other operating income of Asa NewCo amounted to EUR 8.8 million and EUR 0.5 million, respectively, compared to EUR 0.9 million and EUR 0.0 million, respectively, in the short financial year from November 8, 2013 to March 31, 2014, and reflected the fact that Asa NewCo (i) was essentially a special purpose vehicle set up for purposes of the Transaction; (ii) has, since February 12, 2014, served as the holding company of the Group; and (iii), therefore, has limited revenues of its own. Personnel expenses of EUR 5.0 million in the short financial year from April 1 to December 31, 2014 included EUR 4.8 million for wages and salaries and EUR 0.2 million for social security and other employee benefits, compared to personnel expenses of EUR 1.7 million in the short financial year from November 8, 2013 to March 31, 2014, and largely consisted of the compensation of our CEO and other senior executives. The increase is largely due to different lengths of the respective period. Other operating expenses amounted to EUR 42.2 million and consisted primarily of legal and consulting fees in relation to the restructuring of the Group and the financing structure of Asa NewCo, compared to EUR 46.0 million in the short financial year from November 8, 2013 to March 31, 2014, which consisted largely of costs in relation to the Transaction and the financing thereof. Income from profit and loss transfer amounted to EUR 74.1 million (nil in the short financial year from November 8, 2013 to March 31, 2014) and reflected Asa NewCo's claim to OpCo's profits pursuant to the profit and loss transfer agreement entered into by the two companies on July 29, 2014. Other interest and similar income amounted to EUR 31.6 million (nil in the short financial year from November 8, 2013 to March 31, 2014) and consisted primarily of interest received from OpCo with regard to the shareholder loan extended by Asa NewCo to OpCo. Net income for the financial year amounted to EUR 29.0 million (compared to a negative EUR 51.1 million for the short financial year from November 8, 2013 to March 31, 2014) primarily due to the aforementioned factors.

9.12.2 *Statement of Financial Position*

	9-month period ended December 31, 2014	3-month period ended March 31, 2014
	(audited) (in EUR million)	
Assets		
Fixed assets	**1,686.9**	**1,711.9**
Tangible fixed assets		
Other equipment, operating and office equipment	0.0	–
Long-term financial assets		
Shares in affiliated companies	1,064.3	1,064.3
Loans to affiliated companies	622.7	647.7
Current Assets	**81.0**	**22.7**
Receivables and other assets		
Trade receivables	*0.0*	*0.0*
Receivables from affiliated companies (of which EUR 1.4 million from trade receivables, previous year EUR 0.9 million)	*79.3*	*8.4*
Receivables from companies in which a participating interest exists	*–*	*5.0*
Other assets	*0.5*	*–*
Cash in hand and bank balances	1.2	9.3
Prepaid expenses	**0.0**	**0.1**
Total Assets	**1,767.9**	**1,734.8**
Equity, Provisions and Liabilities		
Equity	**1,075.0**	**1,052.4**
Subscribed capital	2.0	2.0
Capital reserves	301.5	301.5
Retained earnings	771.6	748.9
Provisions	**27.5**	**6.3**
Tax provisions	14.9	–
Other provisions	12.6	6.3
Liabilities	**665.4**	**676.0**
Liabilities to banks	646.4	656.8
Trade payables	5.4	9.6
Liabilities to affiliated companies	12.7	3.0
Other liabilities	0.9	6.6
Total equity, provisions and liabilities	**1,767.9**	**1,734.8**

As of December 31, 2014, total assets of Asa NewCo amounted to EUR 1,767.9 million, largely unchanged from EUR 1,734.8 million as of March 31, 2014, and primarily consisted of our 100% equity interest in OpCo and an intercompany loan receivable from OpCo.

As of December 31, 2014, total liabilities of Asa NewCo amounted to EUR 665.4 million (largely unchanged from EUR 676.0 million as of March 31, 2014). They primarily included liabilities to banks in the amount of EUR 646.4 million, consisting almost entirely of liabilities under the SFA.

10. MARKET AND COMPETITIVE ENVIRONMENT

Statements or data sourced to OC&C in the following section are based on a study commissioned by the Company and prepared by OC&C Strategy Consultants Limited, London, United Kingdom (OC&C) titled "The German Real Estate and European Automotive Advertising Markets" and dated August 7, 2015, as more fully explained under "2. General Information—2.4 Information from Third Parties". While the Company did not verify or modify any of the market data or other data provided by OC&C, it has delivered, upon OC&C's request, certain factual information to OC&C and has discussed the underlying assumptions with OC&C.

10.1 Introduction

10.1.1 German Macroeconomic Backdrop

Germany is the largest economy in Europe with a gross domestic product of EUR 2.9 trillion in 2014. Germany benefits from favorable macroeconomic conditions, such as steady GDP growth (1.6% in 2014, according to Eurostat), disciplined fiscal policing (public debt of 74.7% of GDP in 2014), low inflation (0.8% in 2014), low unemployment (5.0% in 2014) and a strong export oriented industrial base (positive foreign trade balance of EUR 217 billion in 2014) (source: Federal Statistical Office). The ongoing recovery following the global financial crisis is led by domestic corporate investments and private consumption as well as ongoing improvements in the economic situation of Germany's main export partners, especially within the Eurozone.

Figure 1 presents Germany's real GDP growth and unemployment rate. GDP growth in Germany has exceeded significantly that of the Eurozone for all but one year (2009) between 2006 and 2014. The unemployment rate in Germany has been lower than in the Eurozone since 2008, with the gap widening rapidly over the following years.

Figure 1. Selected Macroeconomic Indicators – Germany vs. Eurozone

	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015E	2016E
Real GDP Growth											
Germany	3.7%	3.3%	1.1%	(5.6)%	4.1%	3.6%	0.4%	0.1%	1.6%	1.9%	1.8%
Eurozone (EU18)	3.2%	3.0%	0.5%	(4.5)%	2.0%	1.6%	(0.9)%	(0.4)%	0.8%	1.4%	1.5%
Unemployment Rate											
Germany	10.1%	8.5%	7.4%	7.6%	7.0%	5.8%	5.4%	5.2%	5.0%	4.8%	4.7%
Eurozone (EU18)	8.4%	7.5%	7.6%	9.5%	10.0%	10.1%	11.3%	12.0%	11.6%	11.1%	10.7%

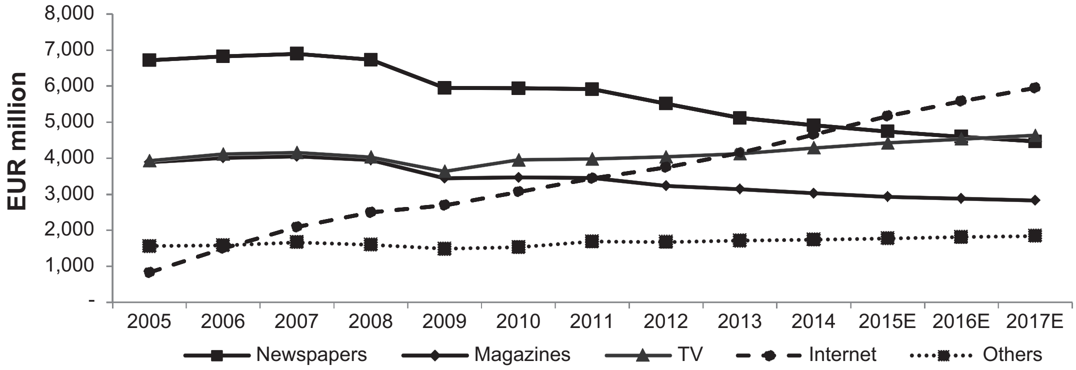
Source: Real GDP growth: Eurostat, 2006-2014, IFO Institute for Economic Research; Unemployment rate: Eurostat, 2006-2014, IFO Institute for Economic Research.

10.1.2 Consumer Internet Adoption and Online Advertising Expenditure in Germany

Internet penetration in Germany has increased rapidly over the last decade. Fixed broadband penetration in Germany has increased rapidly in recent years, from 56% of households in December 2008 to 72% in December 2014 (source: TeleGeography). The rollout of 3G and 4G mobile communications networks, as well as strong smartphone penetration, which will reach over 64% of German mobile phone users in 2015 (source: eMarketer), have made ubiquitous broadband connectivity a reality in Germany. The development, in parallel, of a diverse array of digital media and e-commerce websites and mobile apps has promoted the use of the internet as a fixture of German consumers' lifestyles.

Consumers are rapidly increasing the time they spend online and on mobile devices. This trend is increasingly having an influence on the allocation of marketing budgets. In Germany, the share of total advertising expenditures allocated by marketers to newspapers declined from 39.7% in 2005 to 26.4% in 2014 and is expected to decline further to 22.7% in 2017. By contrast, the share of online has increased from 4.9% of total advertising expenditures in 2005 to 25.0% in 2014. In 2013, online advertising expenditures reached the level of TV marketing budgets. Online advertising expenditure is expected to continue to increase its share and reach 30.2% in 2017 (source: ZenithOptimedia).

Figure 2. Advertising Expenditures by Media in Germany



Source: ZenithOptimedia.

10.1.3 Online Migration of Classifieds Advertising

The same channel shift is driving the online migration of classifieds advertisements and supporting the secular growth of online listing volumes and online classifieds expenditure. Advertisers (including private property sellers and landlords, property developers, property agents, private car sellers, new and used car dealers) used to purchase classifieds listings mainly in print publications, such as newspapers or specialized bulletins, to facilitate their sale or rental transactions. The general decline in readership and circulation of offline titles and the concurrent increase in the audience of online and mobile destinations, which are accessible free of charge to internet users, have led advertisers to favor increasingly digital classifieds platforms to maximize the reach of their marketing spend while targeting the most relevant consumers.

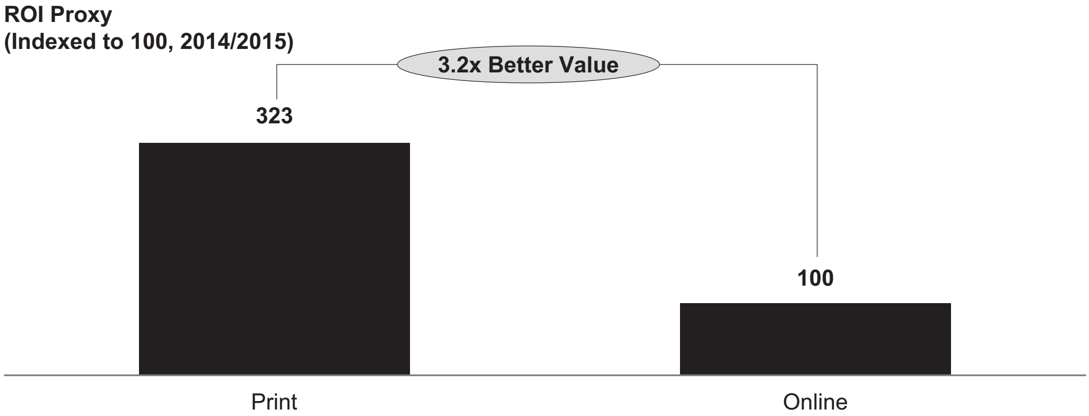
10.1.4 Value Proposition of Digital Classifieds Platforms to Consumers and Advertisers

Technology is changing the way consumers search for homes and cars and the way in which real estate professionals and automotive dealers attract consumers or promote their brand to secure new inventory.

Finding a new home or purchasing a new car constitute two of the most important decisions in people's lives. As a result, consumers tend to devote time and energy to the process. Historically, access to comprehensive, comparable and objective information on properties for sale or used cars was limited. The only solution for consumers was to "see for themselves" leading to a number of irrelevant inquiries, a low visit-to-sale conversion ratio, and a generally unsatisfying experience. Over time, more information has become available online and, as a result, the internet has become a primary information resource for property seekers and car buyers. The appeal of digital classifieds platforms to consumers derives from a strong value proposition: classifieds websites and mobile apps are accessible anytime and anywhere; they typically offer a large database of up-to-date listings which are easily searchable through relevant filters; they feature a breadth of listing-specific content provided by the seller (e.g. detailed specifications and multiple photographs) or automatically generated (e.g. maps, local information); they can alert users automatically to new properties or cars available matching their criteria; they also often provide convenient access to adjacent services, offered directly or by third parties, such as valuation, credit finance, or insurance services.

As consumers increasingly research homes or cars online, real estate professionals and automotive dealers are shifting their marketing expenditures to digital channels. While property and automotive professionals focused first on creating their own websites, attracting consumer traffic through search engine marketing or e-mail campaigns, they are now increasingly using digital classifieds platforms to generate qualified consumer enquiries. Digital classifieds platforms have driven efficiency in their respective markets by providing a highly effective and measurable lead generation tool to advertisers and increasing the return on their marketing investment. Offline classifieds media tend to be local and lack the breadth of market information of their digital counterparts or the latter's ability to reach broader audiences. Leading digital classifieds platforms also often offer an exclusive reach among consumers and are more cost-effective at generating qualified sales leads than print classifieds publications. In addition, digital classifieds platforms provide tools to track enquiries and performance, enabling professionals to measure and quantify the value of their lead generation services and optimize the allocation of their marketing spending. Figure 3 illustrates the more attractive "cost-per-lead" of digital classifieds platforms in the context of the German property sector.

Figure 3. Estimated Cost per Property Searcher Lead: Online vs. Print Classifieds in Germany



Source: OC&C. ROI proxy for online is cost per 1,000 ad views. ROI proxy for print is cost per 1,000 readers of classifieds in the newspaper.

Another way to consider the return on investment provided by digital classifieds platforms to sellers and their agents is to put the average cost of using such channel against the financial payoff generated by the successful completion of a transaction. In the case of a private property seller, the cost of a listing will be a fraction of the commission paid to a property agent (and, in respect to cars, likely lower than the wholesale discount consented to an automotive dealer). In the case of a property agent, the cost of an annual subscription to a digital classifieds platform is also typically small compared with the average commission earned on a transaction. For example, only an estimated 0.5 sales transactions (or 4.1 rentals), versus 2.1 and 2.2 sales transactions in the UK and Australia respectively, are required to repay the average agent's annual spend on IS24 listings (source: Annual Reports, HMRC, Valuation Office Agency, OFT, ABS, GEWOS, BBSR, Federal Statistical Office, management estimates, OC&C).

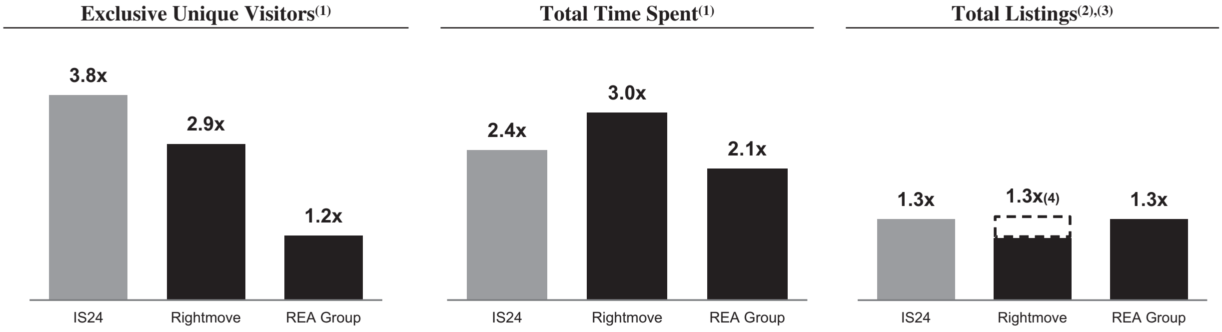
The value proposition of digital classifieds platforms to advertisers extends beyond providing a highly liquid marketplace. They offer advertisers multiple options to enhance the profile and effectiveness of their listings, including the possibility to rank higher in the platforms' embedded search algorithms. Digital classifieds platforms can also feature productivity tools designed for professional sellers, such as cloud-based (i.e. with server-based data storage) listing and CRM software, or provide them with real-time market data and insights. Moreover, they can leverage their broad yet targeted audience to deliver effective branding campaigns through display advertising that can help property agents secure new mandates from sellers and landlords.

In essence, digital classifieds platforms provide value-added intermediation services in markets characterized by fragmented supply (property agents, car dealers, private sellers) and fragmented demand (consumers). Digital classifieds platforms maintain liquidity in sector-specific ("**vertical**") or broad-based generalist ("**horizontal**") marketplaces by attracting at the same time large volumes of listings and large audiences of internet users.

10.1.5 "First Mover" Advantage, Network Effects, Relative Market Share and Resulting Economics

Listing inventory and user traffic are mutually-reinforcing, as supply and demand in any marketplace model tend to gravitate to the platform that offers the most liquidity and, therefore, the highest efficiency. As a result, the industry typically sees the "first mover" in each market benefit from network effects that help sustain its superior relative market share and create high "barriers to scale" for any smaller competitors. The "first mover" advantage involves benefiting from the most established brand and from behavioral inertia once consumers start using the website. The shift to mobile is accentuating this behavioral inertia because traffic and engagement become even "stickier" once consumers download an app on their mobile device and adopt it as their default destination. The market leader also enjoys the most complete view of the market, which supports its ability to offer additional data insights and services to both consumers and advertisers (e.g. valuation, demand/supply analysis) that can further enhance its competitive differentiation. The combination of these factors underpins the "winner takes most" paradigm often observed in online classifieds marketplaces. Figure 4 illustrates the high relative market share of the respective No. 1 digital property classifieds platforms in selected countries.

Figure 4. Relative Outperformance of No. 1 Digital Property Classifieds Platforms



Outperformance measured against next best local competitor in respective market.

(1) Source: comScore, June 2015 (desktop only). Traffic from Germany only (IS24, Comp. A and Comp. B), UK only (Rightmove and Zoopla), Australia only (REA and Domain). Desktop only unless otherwise stated. IS24 compared to combined Comp. A and Comp. B excluding duplicates, Rightmove compared to Zoopla, Realestate.com.au compared to Domain.com.au.

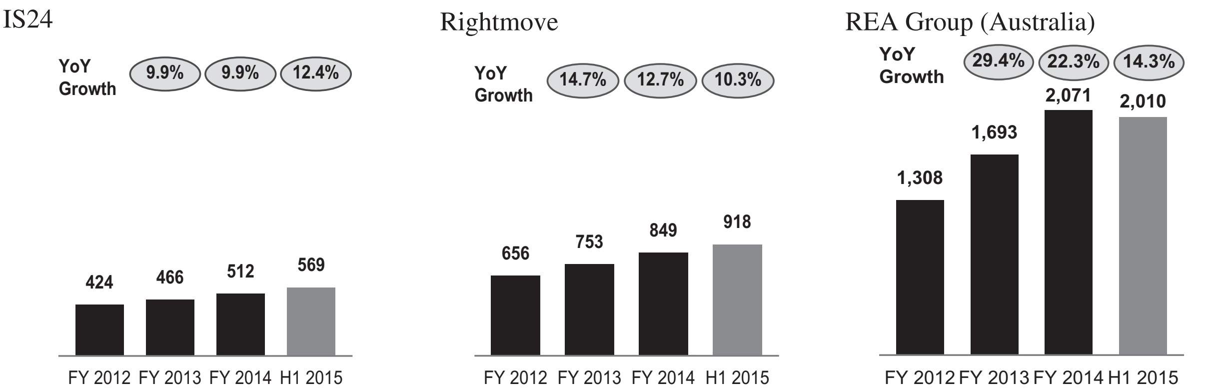
(2) Source: management estimates. For IS24, listings in Germany only, as of June 2015. IS24 compared to paid listings peers only (Comp. A and Comp. B).

(3) IS24 compared to combined Comp. A and Comp. B (source: management estimates). Rightmove compared to Zoopla (source: Rightmove and REA Group Company Reports); 1.3x represents the comparison based on latest reported numbers; 1.0x represents comparison in 2014 prior to launch of OnTheMarket.com (OTM), an estate agent-owned online real estate classifieds portal. Realestate.com.au compared to Domain.com.au.

(4) Pre-OTM multiple stands at 1.0x reflects Rightmove's position relative to the next best local competitor, prior to the launch of OTM.

The superior value that leading digital classifieds platforms provide to advertisers and the relatively low cost of a listing – especially when compared to the underlying transaction value – tend to give them some pricing headroom.

Figure 5. Evolution of Monthly ARPU (EUR)(1)

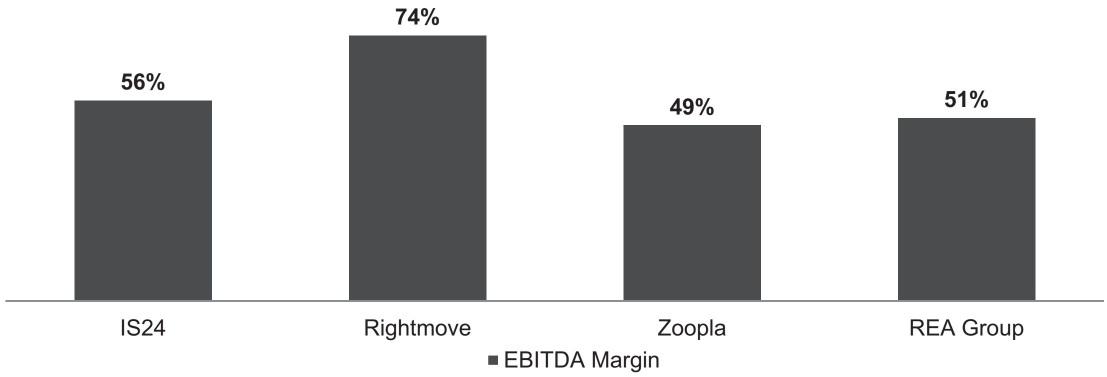


Sources: Rightmove and REA Group Company Reports, company information (IS24).

(1) Rightmove and REA Group ARPU converted at average FX rates for calendar 2014 (AUD/EUR 0.6798, GBP/EUR 1.2409). To align with December year end of IS24 and Rightmove, FY and H1 figures for REA Group are based on the LTM periods ending December 31 and June 30 respectively of the respective calendar year. REA Group ARPU refers to Australia only.

This ability to increase advertising yield, combined with the scalability and operating leverage of the marketplace model, where most of the costs are fixed, can translate in significant profitability. Figure 6 highlights the EBITDA margin generated by selected digital classifieds platforms in the property vertical.

Figure 6. EBITDA Margins of Selected Property Classifieds Platforms (Fiscal Year 2014)



Source: Rightmove and REA Group Company Reports.

10.2 German Residential Property Market

10.2.1 Market Size, Historical Developments and Prospects

The German property market comprises residential and commercial properties. IS24 addresses both segments but generates the majority of its revenue from the residential property market. In 2014, there were approximately 575,000 sale transactions in the residential property market, with an aggregate value of approximately EUR 119 billion. The same year saw approximately 3.1 million rental transactions, representing annual rent transaction value of approximately EUR 18 billion (source: GEWOS, OC&C).

The German residential property market has been resilient through the global financial crisis, with real estate being perceived by investors as a safe asset class. The economic recovery in 2010 and 2011 led to a step-up in the number of sales transactions, which leveled in 2012-2013 before resuming growth in 2014. Other international markets, such as the UK and Australia, experienced significant volatility in property transaction activity over the same period.

According to OC&C, the number of sales transactions in Germany is expected to grow at a compound annual growth rate ("**CAGR**") of 0.0% to 2.0% between 2014 and 2018, which combined with a 1.0% to 4.0% increase in the average transaction price (approximately EUR 207,000 in 2014), should result in a total sales transaction value of EUR 124 to 150 billion in 2018. Factors driving future market developments include household numbers which could be supported by demographic shifts to smaller household units, low mortgage rates which could encourage home ownership, activity in the development of new-build residential dwellings, job stability and confidence in Germany's economic outlook, as well as foreign investment into Germany. Figure 7 illustrates key historical and projected statistics for the German property market.

Figure 7. German Residential Property Market (Sales and Rental Transactions)

					2018E		CAGRs		
								2014E-2018E	
		2008	2011	2014	Low	High	2011-2014	Low	High
Sales	Number of sales Transactions (k)	457	564	575	575	622	0.6%	Flat	2.0%
	Sales Value per Transaction (EURk)	169	181	207	215	242	4.5%	1.0%	4.0%
	Total Sales Transaction Value (EURbn)	77	102	119	124	150	5.1%	1.0%	6.1%
Rental	Rental Transactions (k)	3,363	3,394	3,125	2,882	3,252	(2.7)%	(2.0)%	1.0%
	Average Monthly Rent (EUR)	421	443	490	510	530	3.4%	1.0%	2.0%
	Annual Rent Transaction Value' (EURbn)	17	18	18	18	21	0.6%	(1.0)%	3.0%
Total	Total Transaction Volume (k)	3,820	3,958	3,700	3,457	3,874	(2.2)%	(1.7)%	1.2%
	Total Transaction Value (EURbn)	94	120	137	141	171	4.5%	0.7%	5.7%

Source: GEWOS, TECHEM, Federal Statistical Office, OC&C.

The German residential property market also exhibits more sustainable price development than certain other international markets. Indexed to 100 in 2000, average residential property sales transaction in Germany reached a level of 113 in 2014, compared to 242 in the UK and 167 in Australia. Furthermore, the ratio of average property value to average household income declined by 13% from 2000 to 2014, suggesting enhanced housing affordability in Germany, compared with a 35% increase in the UK and 34% increase in Australia (source: OECD). These statistics suggest that Germany is significantly less exposed to the risk of a "housing bubble" than the UK or Australia.

10.2.2 German Property Market Structure

The German property market is characterized by the country's dispersed population. In 2014, only 14% of the German population lived in the top 10 largest cities, compared to 21% in the UK and 69% in Australia (source: ONS, ABS, Federal Statistical Office, Various Statistical Offices For Individual German States, OC&C). In addition, regional imbalances lead to different demand dynamics. In particular, large cities and economically-strong urban areas are characterized by strong demand that typically surpasses a limited available housing supply. This phenomenon tends to drive prices up faster than the national average. By contrast, rural areas are usually characterized by lower demand and consequently lagging price development.

The share of home ownership is relatively low in Germany compared to other developed markets. Home ownership stood at 53% in 2013 versus 65% in the UK and 68% in Australia (source: EMF, 2014, ABS, Federal Statistical Office, OC&C). In addition to owner-occupied homes, rented homes are owned by private or professional landlords. The last category includes social housing and housing associations (*Genossenschaften*).

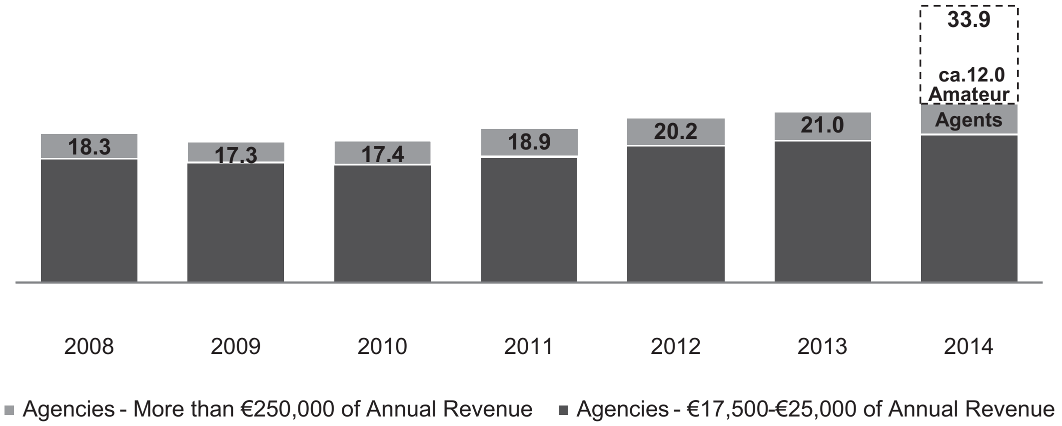
10.2.3 Real Estate Agents and Property Transaction Intermediation

In Germany, property agents play an important role representing sellers as well as landlords. However, unlike in other markets, agents seldom act on behalf of buyers to help them on their property search. In 2014, agents in Germany were estimated to be involved in approximately 58% of sales transactions and 27% of rental transactions, versus approximately 87% and 43% in both the UK and Australia (source: OC&C).

Germany is characterized by a highly fragmented agent population with a total of approximately 33,900 real estate agents in 2014 (source: OC&C, management estimate). Property agents in Germany vary widely in size and comprise both franchises with locations across the country at one end of the spectrum and small, often single-agent operations at the other. In 2014, there were only approximately 3,800 property agents with annual revenues in excess of EUR 250,000. The majority of professional agents (approximately 18,100), generated between EUR 17,500 and EUR 250,000 in revenues In addition, we estimate that a further 12,000 "amateur" agents operate in the market.

The number of professional agents declined by approximately 1,000 between 2008 and 2009. However, we believe that amateur agents (for whom no official statistic is available) suffered the most from the global financial crisis. We expect further consolidation of the "long-tail" of the market under a new draft regulation, which contemplates that agents would have to provide evidence of their expertise before being able to obtain a license. Separately, a new law (*Bestellerprinzip*, as defined in the (*Mietrechtsnovellierungsgesetz (MietNovG)*) introduced in June 2015, seeks to have the party retaining the services of a real estate agent for rental properties paying for the latter's commission fees. Landlords will therefore in these cases have to bear the costs associated with agency fees, rather than the new tenants, as was most often the case prior to the introduction of the *Bestellerprinzip*, especially in regional areas with high demand. As a result, it is expected that landlords will have a higher propensity to advertise their properties without the intermediation of agents, which could lead to a shift from professional listings to private listings. Smaller agents with a focus on rental transactions may lose significant volumes of business, which could drive some of them out of the market.

Figure 8. Evolution of the Number of Property Agencies in Germany



Source: Federal Statistical Office, OC&C.

Property brokerage revenues related to rental and sales transactions in Germany represented approximately EUR 6.2 billion in 2014, EUR 4.1 billion of which derived from agency fees earned on residential sales transactions, EUR 0.8 billion from residential rental transactions, and EUR 1.3 billion from commercial property transactions. In addition to that, non-transaction revenues, such as property management and expert services (e.g. valuation), added another EUR 0.9 billion to the total agent revenue pool in Germany of EUR 7.1 billion in 2014 (source: OC&C).

The average agent sale commission represented approximately 5.9% of the transaction value while the average agent rental commission represented 16.7% of annual rent, or approximately two months of rent (source: OC&C). These commission levels are substantially higher than those observed in the UK (1.6% on sales and 12.5% on rentals) (source: OFT, OC&C) and Australia (2.5% and 7.1%, respectively) (source: Sellmycastle).

10.2.4 Total Addressable Market

Segment	Estimated Value (2014)
Property-Sales Transactions	EUR ca. 119 billion
Property-Rental Transactions	EUR ca. 18 billion
Mortgage Financing	EUR ca. 172 billion
Utilities	EUR ca. 144 billion
Renovation	EUR ca. 36 billion
Home Insurance	EUR ca. 17 billion
Moving Expenses	EUR ca. 3 billion
Total	**EUR ca. 510 billion**

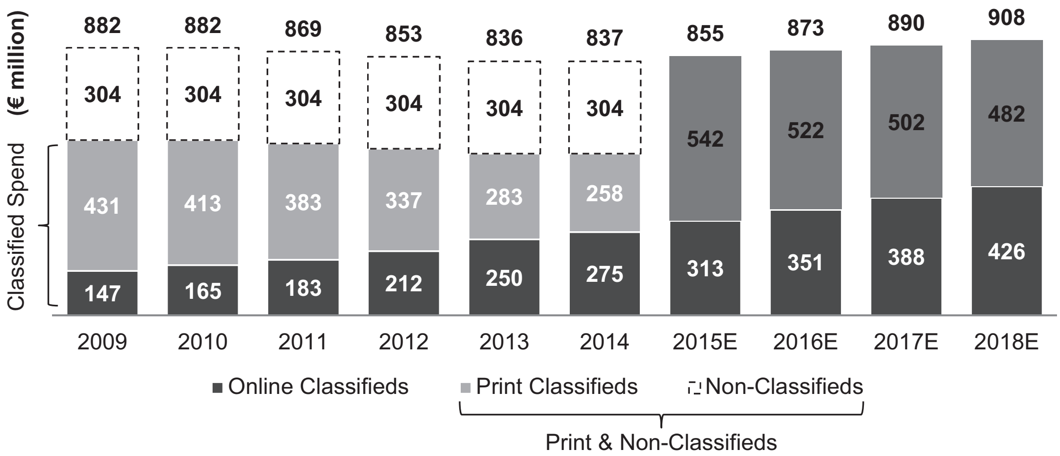
Source: EMF, 2014, Insurance Europe, BDEW, Bitkom, Federal Statistical Office, Techem, GEWOS, IVD, S&H Medien Statistik, OC&C.

Digital property classifieds platforms engage with a large and qualified audience of consumers early on in their journey to find and move into a new home. They are therefore well positioned to generate and monetize leads to mortgage and insurance providers, relocation companies as well as utilities providers. Leading platforms attract significant internet user traffic, which tends to be highly relevant and qualified. IS24, for example, already features revenue-generating services in these adjacencies.

10.2.5 German Property Total Marketing Expenditures and Classifieds Advertising

Total real estate-related marketing expenditures in Germany represented EUR 837 million in 2014. Overall classifieds advertising (print and online) accounted for EUR 533 million or approximately 64% of total property marketing expenditures (source: OC&C). Within classifieds advertising, EUR 275 million, or 52% of total classifieds spend, were directed in 2014 towards the internet. Figure 9 presents the evolution of property classifieds advertising expenditure in Germany.

Figure 9. Evolution of Total Property Marketing Expenditure in Germany



Share of Agent Marketing Spend as % of Total Agent Revenues

11.8%	**10.8%**	**9.7%**	**8.5%**	**7.9%**	**7.5%**	**7.4%**	**7.4%**	**7.3%**	**7.3%**

Online Share of Total Classifieds Marketing Spend(1)

25%	**29%**	**32%**	**39%**	**47%**	**52%**	**56%**	**61%**	**66%**	**70%**

Source: OC&C (average case).

(1) 2015E-2018E: indicative data assuming that non-classifieds marketing expenditures remain constant.

Overall property marketing expenditures in Germany declined in value between 2009 and 2014 as a result of online migration, reflecting the lower advertising yields (and more attractive cost per lead for advertisers) of digital classifieds platforms. Over the same period, property marketing expenditures of agents as a percentage of total agent revenue declined from approximately 11.8% to 7.5%. Similarly, the overall classifieds advertising market declined from EUR 578 million in 2009 to EUR 533 million in 2014, following a more cost-effective allocation of promotional budgets by agents towards digital classifieds platforms. Total classifieds advertising expenditures stabilized at the level of EUR 533 million in 2013, with the effect of continued online migration mitigated by enhanced online classifieds yields. Meanwhile, online property classifieds expenditure increased every year from EUR 147 million in 2009 to EUR 275 million in 2014 (source: OC&C).

The combination of continued migration of advertisement volumes online and increasing online yields, through price increases as well as upsell features designed to increase the search ranking and prominence of online advertisements thereby driving exposure and value delivered to customers, is expected to continue to support the growth of digital property classifieds advertising expenditures at a CAGR of 12% from 2014 to 2018 to reach EUR 426 million in 2018 (source: OC&C, average case). In addition, we believe that the cost-effectiveness of online classifieds could increase the share of total classifieds spend as a percentage of total agent residential transaction revenues, which stood at approximately 7% in Germany in 2014. This level is in line with that observed in the UK (approximately 8%) and substantially lower than in Australia (approximately 13%) (source: OC&C).

10.3 Competition in the German Property Advertising Market

We compete through our IS24 platform for consumers with other vertical and horizontal digital classifieds platforms and with traditional offline marketing channels, such as newspapers. We compete on the basis of the quality of our user experience, which includes the breadth, depth, accuracy and usefulness of our marketplace's data and information as well as our brand awareness and reputation. In parallel, we compete for the marketing budgets of private and professional property advertisers based on our audience reach and the cost-effectiveness of our lead generation services and brand advertising campaigns.

10.3.1 Competition from Vertical Digital Property Classifieds Platforms

IS24 is the leading digital real estate classifieds platform in Germany, based on both consumer/traffic metrics and customer/content metrics, as illustrated by Figure 10 and Figure 11.

Figure 10. Consumer/Traffic Metrics.

	IS24	Comp. A + Comp. B	IS24 relative performance	Source
Exclusive Unique Visitors (million)	5.8	1.5	3.8x	comScore(1)
Unique Visitors (million)	8.2	4.0	2.1x	comScore(1)
Total Time Spent per Month (min. million)	366	154	2.4x	comScore(1)

(1) comScore, June 2015 (desktop only). Germany only traffic. Desktop only for Exclusive Unique Visitors and Unique Visitors. Desktop and mobile for Total Time Spent. Comp. A and Comp. B combined excludes Unique Visitor duplicates.

Figure 11. Customer/Content Metrics.

	IS24	Comp. A + Comp. B	IS24 relative performance	Source
Brand First Choice Rating Search (%)	66%	6%(1)	11.0x	*GFK (2)*
Real Estate Professionals (thousand)	28	22	1.3x	*Mgmt estimates(3)*
Total Listings (thousand)	511	403	1.3x	*Mgmt estimates(3)*
Private Listings (thousand)	44	11	4.2x	*Mgmt estimates(3)*
Exclusive Listings (thousand)	226	105	2.2x	*Mgmt estimates(3)*
Traffic per Listing (ad views per listing per month)	375	235	1.4x	*OC&C*
Cost per Thousand Ad Views (EUR)	64	104	ca. 40% better value	*OC&C4*

(1) Higher of Comp. A and Comp. B is used for Comp. A and Comp. B.

(2) GfK Brand & Communication Research, Germany, July 2015, n = 143, Advertising Tracking, ImmobilienScout24, Wave 61, "Which of these online real estate market places is first choice for you when searching for real estate?"

(3) Data compiled in reports that are commissioned by the Company on a monthly basis. These reports are based on a systematic analysis of the listings on our Competitors' sites.

(4) IS24 based on a mix of pre-membership and current price points, "Comp. A and Comp. B" relating to post-merger price points.

Our principal competitor in Germany is Immowelt Holding ("**IWH**"), which is the product of the recent combination of Germany's No. 2 and No. 3 real estate classifieds players - Immowelt and Axel Springer Digital Classified's Immonet. The merger, which was announced in February 2015 and received regulatory approval in April 2015, created a larger No. 2 player in the market. Considering duplication effects in terms of audience and listings content, the net impact of IWH's relative competitive strengthening versus IS24 remains moderate. As Figures 10 and 11 show, IS24 remains the leading real estate digital classifieds platform in Germany, with strong outperformance versus IWH across both audience and listings metrics.

10.3.2 Competition from Horizontal Classifieds Platforms

IS24 also competes with generalist, horizontal platforms and, in particular, eBay Kleinanzeigen in the property rental market. eBay Kleinanzeigen features slightly more private real estate listings than IS24 but we believe that those are focused on lower value and less attractive segments and are in majority rental listings and tenant-to-tenant listings (seeking to exit their rental agreement before the lease is expired). We believe that eBay Kleinanzeigen's reach of German internet users looking for homes is significantly smaller than IS24's. We also believe that a part of eBay Kleinanzeigen's real estate listings is in part syndicated from another vertical player in the market. In our view, the significant reduction of the major syndication arrangement in January 2015 reduced the attractiveness of eBay Kleinanzeigen from a consumer point of view. By contrast, IS24 leadership in terms of UVs, listings and, as we believe, real estate-specific user functionality makes it extremely well positioned to deliver value to customers listing their properties and to real estate seekers.

10.3.3 *Competition from Offline Media*

IS24 also competes with print publications, such as newspapers or specialized bulletins for classifieds advertising and glossy magazines for display advertising campaigns. However, market trends suggest that property agents are allocating their marketing budgets increasingly online. Non-classifieds advertising has been relatively slower to migrate online compared with classifieds, but that transition is likely to follow suit given fast-changing media consumption behaviors which are prompted, in particular, by the rapid pace of smartphone adoption and increasingly ubiquitous mobile connectivity.

10.4 Summary Comparison with International Digital Property Classifieds Leaders

Figure 12. Summary Side-by-Side Comparison

Market Statistics	Germany	UK	Australia
GDP (2014, EUR billion)	2,904	2,223	1,096(1)
Average Agent Sales Commission (2014)	5.9%	1.6%	2.5%
Overall Property Classifieds Expenditure as a Percentage of Agents Residential Transaction Revenue (2014)	7%	8%	13%
Online Classifieds Expenditure as a Percentage of Total Classifieds Expenditure (2014)	52%	54%	53%
Selected KPIs	**IS24**	**Rightmove**	**REA Group**
Monthly ARPU (H1 2015, EUR)(2)	569	918	2,010
Monthly Unique Visitors (million, June 2015)(3)	8.2	6.7	2.5
vs. Closest Competitor(3)	2.1x	1.7x	1.1x
Exclusive Unique Visitors (million, June 2015)(3)	5.8	4.1	1.4
vs. Closest Competitor(3)	3.8x	2.9x	1.2x
Total Time Spent (mobile and desktop, million minutes, June 2015)(3)	366	306	60
vs. Closest Competitor(3)	2.4x	3.0x	2.1x
Total Listings (thousand)	511	ca.1,100	431
vs. Closest Competitor	1.3x	1.0-1.3x(4)	1.3x
Payback Period (number of sales transactions)	0.5	2.1	2.2

Source: Eurostat, 2015, World Bank, 2015, Rightmove and REA Group company Reports, OC&C, management estimates.

Note: comparative metrics are measured vs. local competitor in respective market.

(1) Currency conversion at average FX rate for calendar 2014: 0.7540 EUR/USD

(2) Rightmove and REA Group ARPU converted at average FX rates for calendar 2014 (AUD/EUR 0.6798, GBP/EUR 1.2409). To align with December year end of IS24 and Rightmove, H1 figures for REA Group are based on the LTM period ending June 30, 2015. REA Group ARPU refers to Australia only.

(3) Source: comScore, June 2015 (desktop only). Traffic from Germany only (IS24, Comp. A and Comp. B), UK only (Rightmove and Zoopla), Australia only (REA and Domain). Desktop only unless otherwise stated. Comp. A and Comp. B presented together and excluding duplicates. IS24 compared to combined Comp. A and Comp. B. Rightmove.co.uk compared to Zoopla.co.uk; Realestate.com.au compared to Domain.com.au. Multiples reflect comparison with No. 2 competitor.

(4) Lower end of range reflects Rightmove's relative position relative to the next best local competitor, prior to the launch of OTM in January 2015. OTM is owned and operated by Agents' Mutual, a cooperative of real estate agents in the United Kingdom.

10.5 Austrian Property Market

10.5.1 *Market*

Transaction value in the Austrian real estate market tends to be weighted towards the larger metropolitan areas, such as Vienna and Salzburg. In Austria, average house prices and rent have increased rapidly in recent years as a result of demographic developments, low interest rates, demand for real estate as financial investment and a shortage of new development sites in Vienna. Real estate prices in Austria and Vienna, in particular, rose at a CAGR of 5.1% and 8.0%, respectively, from 2007 to 2014. In terms of volume, the number of transactions in Austria went up year-on-year by ca. 18% in 2014 to approximately 96,200, reflecting a cooling down in the "flight to quality" assets by Austrian investors (source: Austrian National Bank; Re/max Austria; OC&C).

10.5.2 Competition

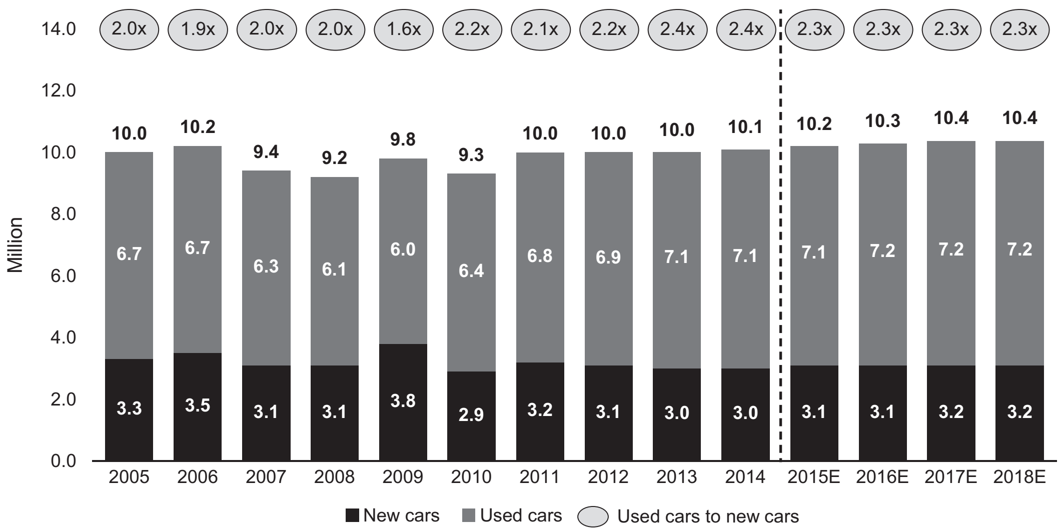
The digital property classifieds market in Austria is less consolidated than in Germany. Our acquisition of Immobilien.net, a leading real estate classifieds platform in Austria (according to our estimate), in May 2014 and its combination with our pre-existing local business ImmobilienScout24.at was a first step towards establishing a No. 1 position among Austrian real estate classifieds platforms. Following the acquisition, IS24 is on a combined basis the leading real estate classifieds marketplace (excluding general classifieds portals spanning across various categories) in terms of UMVs with approximately 171,000 UMVs on ImmobilienScout24.at and 96,000 UMVs on Immobilien.net (in June 2015) in Austria. On a combined basis, excluding duplications, ImmobilienScout24.at and Immobilien.net had 211,000 UMVs in June 2015 and are therefore larger than the closest competitor Immowelt.at (187,000 UMVs in June 2015). Other digital real estate classifieds platforms include wohnnet.at (80,000 UMVs in June 2015) and immodirekt.at (56,000 UMVs in June 2015) (source: comScore, June 2015, (desktop only)).

10.6 German Automotive Market

10.6.1 Transaction Volume

Germany is the largest automotive market in Europe with a total number of registered passenger cars of 44.4 million in 2014 (source: Kraftfahrt-Bundesamt, OC&C) and total sales of EUR 156 billion in 2014 from new and used cars transactions (source: DAT, 2015). Sales of new cars accounted for EUR 86 billion while transactions for used cars amounted to EUR 70 billion (source: DAT, 2015). The number of new cars sold has remained broadly stable over the past ten years. The number of transactions fell significantly during the financial crisis in 2007 and 2008, although it recovered sharply in 2009 as a result of a EUR 5 billion car scrap page scheme by the German government that gave car owners a cash incentive of EUR 2,500 each to invest into new, energy-efficient cars and scrap their old vehicles. Sales of new cars increased from approximately 3.1 million units in 2008 to 3.8 million units in 2009. Between 2010 and 2014, new cars sales returned to a normalized level of approximately 3.0 million new cars sold per year. Used car transactions have consistently been a multiple of 2.0x to 2.4x of new car transactions, except in 2009 when they dropped to a ratio of 1.6x under the effect of the scrap page bonus. In 2014, approximately 7.1 million used cars changed hands (source: Kraftfahrt-Bundesamt, DAT, 2015, OC&C).

Figure 13. Volume of New and Used Cars Sold in Germany



Source: Kraftfahrt-Bundesamt, DAT, 2015, OC&C.

Transaction volumes for new cars are expected to remain relatively flat in the medium term, growing at a CAGR of 1.4% between 2014 and 2018 to reach 3.2 million in 2018. Similarly, transaction volumes for used cars are expected to remain relatively flat in the medium term, growing at a CAGR of 0.5% between 2014 and 2018 to reach 7.2 million in 2018 (source: Kraftfahrt-Bundesamt; OC&C and own calculation based on data from Business Monitor International; MarketLine 2015; CAMA).

10.6.2 Car Dealers

There are currently approximately 35,300 car dealers and 40,900 car dealer locations in Germany. Large car dealers with revenue equal to or higher than EUR 5 million account for about 13% of car dealers. These large dealers account for approximately 85% of total transaction value, with approximately EUR 25 million in revenue per dealer in 2013. Large dealers usually operate under a franchise agreement or are owned directly by automotive OEMs. They sell a balanced mix of used and new cars, and often run sizable after-sales service or repair businesses. Small car dealers account for approximately 15% of total transaction value, with less than EUR 1 million in average revenue per dealer in 2013 (source: OC&C and own calculation based on data from Federal Statistical Office, IFA Top 100 Händlergruppen). Small car dealers are typically single-location independent players that primarily sell used cars or re-imports.

The car dealership industry has been consolidating, with the overall number of dealers declining. Average revenue per dealer has steadily increased for large dealers in recent years, from approximately EUR 19 million in 2009 to approximately EUR 25 million in 2013. In contrast, for small dealers average revenue per dealer has remained flat during this period at less than EUR 1 million. Another trend in the market has been the development of multi-brand dealerships. Finally, recent years have seen the emergence of automotive re-commerce websites, through which consumers and other car sellers are able to receive bids from multiple dealers for their used cars. Leading websites in this segment include wirkaufendeinauto.de and easyautosale.com, a company that the Group acquired in April 2015.

10.6.3 Marketing Expenditure and Classifieds Advertising in the Automotive Market

Marketing represents a relatively small portion of car dealers' total expenditures when factoring in the cost to acquire inventory. However, on a per vehicle contribution margin basis, marketing expense is a substantial incremental cost item which fuels dealers search for fast and efficient marketing media. In 2014, approximately 7.1 million used cars changed hands (source: Kraftfahrt-Bundesamt, DAT, 2015, OC&C). On average, larger car dealers (with revenue of greater than EUR 5 million) are more profitable than smaller dealers, and dealers earn significantly higher profits on new car sales than on used car sales. German car dealers spent on average approximately 0.5% of sales, or approximately EUR 640 million, on marketing in 2013 (source: OC&C and own calculation). Marketing spend on new cars is often subsidized by OEMs, and large franchise dealers are in some cases required to spend at least 1% of their revenues on marketing. Marketing spend on used cars is in contrast typically funded solely by the dealers themselves, with some spend driven by OEMs through certified pre-owned programs.

Automotive classifieds are an important and cost-effective medium for car dealers to market their inventory, and comprised nearly 50% of all car dealer marketing spend in Germany in 2014 (source: OC&C). Classifieds businesses act as key facilitators in the automotive market, connecting sellers of motor vehicles with qualified buyers. In addition, these businesses can also provide branding, or "display", advertising for companies marketing automotive products, such as OEMs and importers, as well as related services such as finance and insurance.

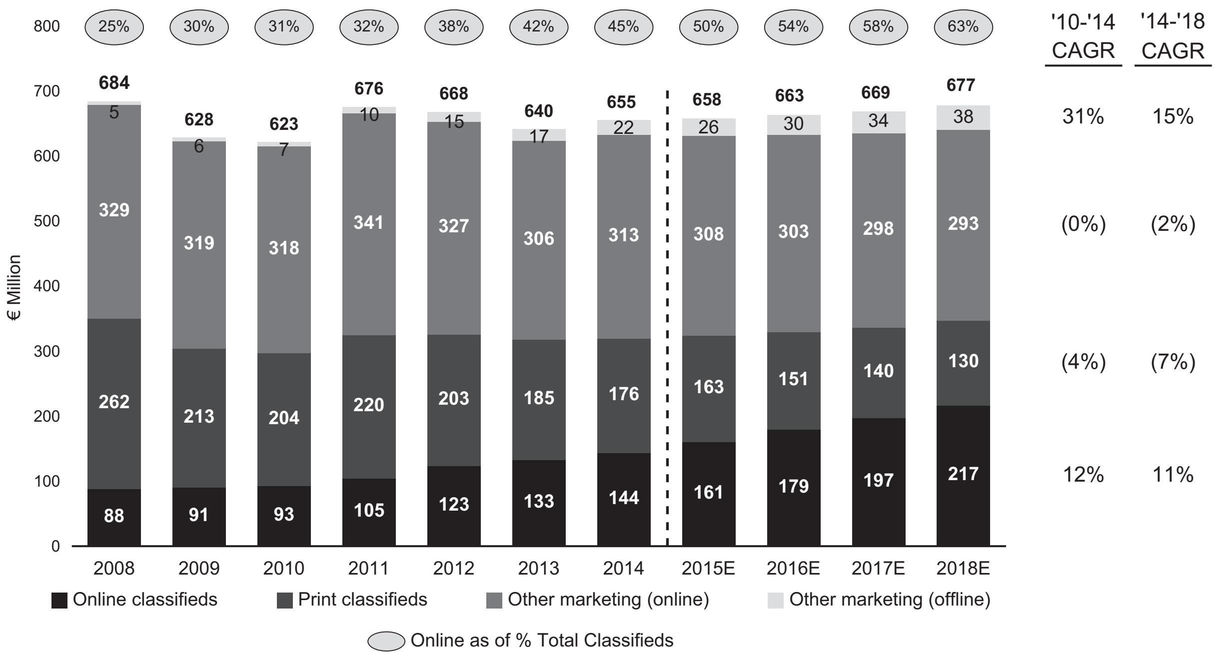
Automotive classifieds have traditionally existed in the print media, however online classifieds have become increasingly important in recent years and accounted for 45% of all German automotive classifieds spending in 2014 (source: OC&C). The introduction and continued development of the internet has substantially changed the automotive classifieds industry by providing advertisers (both car dealers and private sellers) with access to a larger number of potential buyers. Online classifieds generally provide advertisers with a mechanism to accurately measure their return on advertising expenditures, as well as the ability to target niche audiences, to optimize the effectiveness of their marketing spending. Furthermore, online classifieds offer a substantially faster and simpler channel to dealers. An online classifieds advertisement can be created in a very short amount of time and be displayed almost immediately. In contrast, a print classifieds advertisement requires, amongst others, to undergo a lengthier process of editing, printing and eventually distributing the print medium. In addition, online classifieds enable advertisers to provide potential buyers with multiple photographs and more detailed information on the vehicle for sale, in contrast to the brief description and occasional photograph typical in print classifieds. Car buyers have increasingly gravitated towards the internet as a key source of information in their search, with approximately 64% of new car buyers searching on the internet and 67% of used car buyers in Germany using online classifieds (source: DAT, 2015). As a result of these trends, online channels have become an increasingly cost effective way of reaching car buyers. For automotive classifieds listings, the cost per 1,000 readers in print media was approximately 5 times higher than the cost per 1,000 views on the internet (source: OC&C and own calculation based on data from comScore, June 2015, S&H Medien Statistik, IVW, NBRZ, ZMG, management estimates, IFA Top 100 Händlergruppen). As car dealers recognize the efficiency factor of digital media, they are increasingly shifting their marketing spend online.

The overall automotive classifieds advertising market in Germany declined in value between 2008 and 2010 as a result of the online migration of listings, following a more cost-effective allocation of classifieds budgets by dealers. Total classifieds advertising expenditures subsequently stabilized around the EUR 320 million level, with the effect of continued online migration mitigated by enhanced online classifieds yields. Online classifieds expenditure increased every year from 2008 to 2014. In 2008, online classifieds expenditure amounted to EUR 88m (25% of total classifieds expenditures), and it reached EUR 144 million or 45% of total classifieds expenditures in 2014 (CAGR: 8.6%).

The combination of continued migration of advertisement volumes online and increasing online yields, through price increases as well as upsell features designed to increase the search ranking and prominence of online advertisements, thereby driving exposure and value delivered to car dealers is expected to continue supporting the growth in online classifieds advertising in Germany. A comparison with international peers, including the US and the UK, also indicates substantial price increase potential. For example, German car dealers listing on AS24 would have to sell approximately 1.7 used cars per year to pay back their average annual spend, whereas UK car dealers listing on the British peer platform operator would have to sell approximately 15.4 used cars per year to pay back their average annual spend (source: OC&C and own calculation based on data from Annual Reports, DAT, 2015, BCA Used Car Market Report 2014, AutoTrader Prospectus, Federal Statistical Office, management estimates, IFA Top 100 Händlergruppen). German car dealers spent less than 1% of their gross profit on online classifieds (source: OC&C and own calculation), compared to approximately 5% for UK car dealers (source: PwC, December 2014).

As a result of these factors, the German online automotive classifieds market is expected to grow at a CAGR of 10.7% between 2014 and 2018 to reach EUR 217 million, or 63% of all automotive classifieds spending in 2018 (source: OC&C and own calculation). This growth rate is more rapid than that projected for other markets in which the process of print-to-online migration is more advanced than in Germany. For example, in the UK, the online automotive classifieds market is projected to grow at a CAGR of 5.5% between 2014 and 2018, to reach 84% of all automotive classifieds spending in 2018 (source: Enders Analysis).

Figure 14. Evolution of Car Dealer Marketing Expenditures in Germany

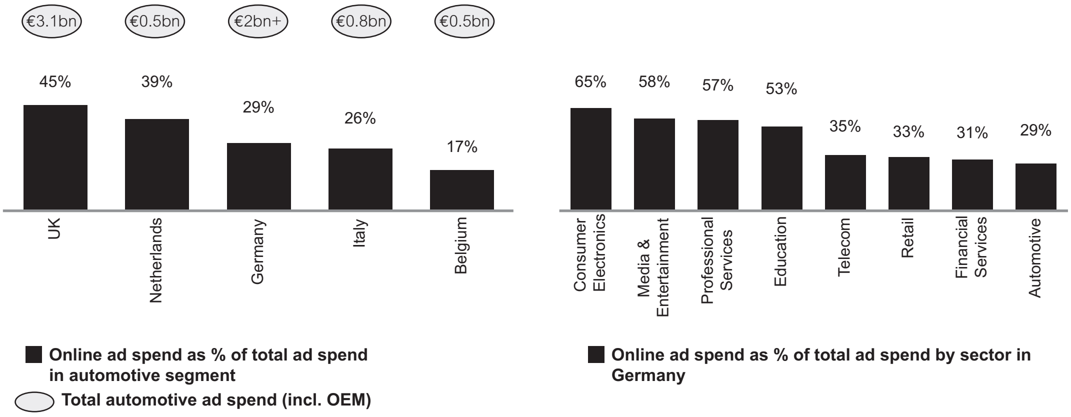


Source: OC&C and own calculation based on data from IMF, 2015, Business Monitor International, autobiz, June 2015, management estimates, Warc, S&H Medien Statistik, BDZV, Nielsen, 2013, Research Tools/Ebiquity, POST Dialog Marketing Monitor 2015.

Aside from classifieds advertising, car dealers and especially automotive OEMs allocate a significant portion of their marketing budgets towards brand building campaigns in magazines, newspapers as well as online, TV, radio and outdoor advertising. Display advertising can be funded by car dealers, OEMs directly and sometimes in cooperation between the two. Like classifieds listings, display advertising budgets are increasingly shifting online. In 2014, the total automotive advertising expenditure in Germany was approximately EUR 2.0 billion with an online share of 29% (including online and mobile display, online and mobile search, online and mobile video, online classifieds and other online, source: IDC, July 2014, OC&C, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014).

Figure 15. Penetration of Online German Automotive Ad Spend – Country and vertical Comparison 2014

Based on total gross ad spend (includes classifieds, display advertising, search, etc.)



Note: IDC top-down estimate for Total Automotive Advertising Spend (incl. OEMs and dealers).

Note: IDC measures in addition to Online Display also Net Ad Spend on Mobile Display, Online & Mobile Search, Online & Mobile Video, Online Classifieds, and Other.

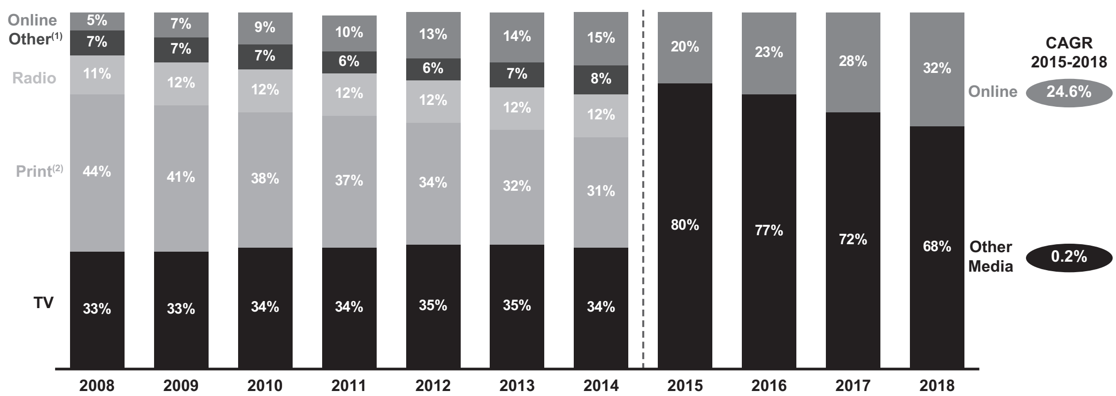
Source: IDC, July 2014, OC&C, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014.

Note: Net ad spend figures include online, TV, radio, print and other ATL media categories.

For Automotive segment, IDC includes in "online" net ad spend online and mobile display, online and mobile search, online and mobile video, online classifieds and other online.

The German online automotive advertising market is underpenetrated relative to certain international peers and also to other sectors of the German economy. Whereas 29% of the approximately EUR 2 billion German automotive ad spend was online in 2014, the UK had a EUR 3.1 billion automotive advertising market of which 45% was online. In addition, the automotive sector trails other German sectors in ad spend online migration. For example, 65% and 58% of advertising spend was online in 2014 for the Consumer Electronics and Media & Entertainment sectors, respectively, compared to 29% for the automotive sector (source: IDC, July 2014, OC&C, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014). According to Nielsen, 2013, estimates, online advertising (including display advertising only) penetration in the German automotive market is projected to increase in the coming years from 20% of automotive gross advertising spend in 2015 to 32% by 2018.

Figure 16. Online Migration of German Display – only Automotive Gross Ad Spend (2014)



Source: Nielsen, 2013, OC&C, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014. Nielsen includes in "online" ad spend only display advertising, and excludes e.g. online classifieds and online search. Forecasts exclude ad spend of independent dealers and include comparable media categories only.

(1) "Other" includes outdoor and other advertising.

(2) "Print" includes newspapers and magazines.

10.6.4 *Competition in the German Automotive Market*

In Germany, our AS24 platform competes primarily with eBay's mobile.de, which like AS24 is a specialized digital automotive classifieds platform. Among such platforms, AS24 has the second-highest number of unique visitors, behind our main competitor (source: comScore, June 2015 (desktop only)). Our AS24 platform offers dealers and other advertisers access to exclusive traffic that they cannot reach via our main competitor, with 2.0 million unique visitors to our AS24 website per month who do not visit our main competitor (source: comScore, June 2015 (desktop only)). Furthermore, AS24 outperforms our main competitor in terms of brand recognition with an aided brand awareness of 95% and unaided brand-awareness of 73%, compared to brand awareness of 81% (aided) and 55% (unaided) for our main competitor (source: Vocatus, 2014) in our core target group of people who plan a car purchase and who have an affinity for the internet.

Figure 17. Automotive Digital Classifieds Platforms in Germany – Key Competitor

	AutoScout24.de	Comp. A	AS24 relative performance	Source
Unique visitors (million, June 2015)	4.7	7.2	0.6x	comScore
Exclusive visitors (million, June 2015)	2.0	4.6	0.4x	comScore
Average visits per visitor (June 2015)	2.9	5.7	0.5x	comScore
Average minutes per visit (June 2015)	9.5	9.2	1.0x	comScore
Unaided brand awareness (December 2014)	73%	55%	1.3x	Vocatus

Source: For traffic, comScore, June 2015 (desktop only). For brand awareness, Vocatus, 2014. Brand awareness indicates unaided brand awareness within target group of people who plan a purchase and who have an affinity for the internet.

In addition to mobile.de and AS24, other platforms that offer car classifieds in Germany include eBay Kleinanzeigen and PKW.de. eBay Kleinanzeigen is a horizontal platform, and hence its business model is substantially different from both mobile.de and AS24 as is further outlined in the section "*10. Market and Competitive Environment–10.7. Other European Automotive Markets–10.7.5 Other European Automotive Markets Competition*". The remaining competitor is relatively small, with 393,000 unique visitors in June 2015 (source: comScore, June 2015 (desktop only)) and aided brand awareness of approximately 17% (source: Vocatus, 2014).

AS24 had 1.1 million car listings in June 2015 in Germany, of which 81% originated from car dealers and the remaining 19% from private sellers. AS24 had 0.9x the number of listings of the market leader in Germany, and 2.8x the number of listings of the third largest website by number of automotive classifieds listings. As of June 2015, the AS24 platform featured car listings from approximately 21,700 dealer locations. AS24 had 0.7x the number of dealer locations of the largest website by number of dealer locations, and 2.4x the number of dealer locations of the third largest website by number of dealer locations. Approximately half of car dealer locations, which are usually larger dealer locations, use more than one digital classifieds platform. Traditionally, AS24 has had a strong relationship with larger dealers but has lagged the market leader's penetration of smaller ones. Since the fall of 2013, however, AS24 has narrowed the gap with the leading player by attracting smaller dealers to its marketplace. AS24 increased the number of dealer locations on its platform by 19% in the twelve months to June 2015 (source: company information). In contrast, the leading portal by number of dealer locations had flat dealer locations during this period (+1.1%) (source: Autobiz, June 2015).

In terms of OEM car ad spend, AS24 is the leading digital destination in Germany, with EUR 21.4 million of gross ad spend for cars in H1 2015, followed by the market leader (EUR 18.7 million), T-Online (EUR 8.9 million), OMS (EUR 6.7 million), and AutoBild.de (EUR 6.6 million) (source: Nielsen, 2013).

10.6.5 *Total Addressable Market*

Sales of new and used cars represent a large portion of the market opportunity. However, digital classifieds platforms can also act as efficiency facilitators in a number of adjacent markets. Indicatively, figure 18 gives an overview of the broader automotive sector opportunity in Germany only, including the most relevant adjacent markets.

Figure 18. Automotive Sector in Germany

Segment	Estimated Value (2014)	Source
Total automotive retail market (2014)	EUR ca. 156 billion	DAT, 2015
Of which, new cars	EUR ca. 86 billion	DAT, 2015
Of which, used cars	EUR ca. 70 billion	DAT, 2015
Automobile repair and maintenance (2013-2014)	EUR ca. 27 billion	Eurostat, 2015
Vehicle parts (2013-2014)	EUR ca. 37 billion	Eurostat, 2015
Automotive finance and leasing (2013)	EUR ca. 38 billion	AKA
Car insurance (2013)	EUR ca. 23 billion	GDV, 2012
Automotive marketing (incl. OEM) (2013)	approx. EUR 2 billion	IDC, July 2014, OC&C
Total addressable market (Germany)	approx. EUR 280 billion+	OC&C

Digital classifieds platforms are well positioned to generate and monetize leads to automotive-related vendors, such as garages, parts distributors, credit and insurance providers. Leading platforms attract significant user traffic, which tends to be highly relevant and qualified, making their marketing products particularly attractive to OEMs and other advertisers.

10.7 Other European Automotive Markets

10.7.1 Overview

AS24 has a presence in six European markets other than Germany, including operations in Italy and the Benelux countries as well as smaller scale operations in Spain, France and Austria.

Figure 19 below summarizes the main market characteristics as well as AS24's positioning in the individual countries.

Figure 19. Automotive Fundamentals and Key Market Statistics by Market

	AutoScout24 International Footprint							Benchmark
	Germany	Italy	Belgium	Netherlands	Spain	France	Austria	UK
Population (2015, million)(1)	81.2	60.8	11.3	16.9	46.4	66.3	8.6	64.8
Car Parc (2013, million)(2)	43.9	37.5	5.7(8)	8.0	22.5	31.6	4.6	31.0
New Cars Sold (2013, million)(2)	2.9	1.3	0.5	0.4	0.7	1.8	0.3	2.2
Used Cars Sold (2013, million)(2)	7.1	2.5	0.9	1.7	1.7	5.3	0.8	6.8
Market Position (Listings)(3)	***#2***	***#1***	***#1***	***#1***	***#2***	***#2***	***#2***	
Number of Listings (thousand)(3)	1,077	388	123(8)	234	95	147	82	
Market Position (Brand Awareness)(4)	***#1***	***#1***	***#1***	***#1***	***#2***	**NM**	***#1***	
Unaided Brand Awareness(4)	*73%*	*32%*	*49%*	*30%*	*6%*	*2%*	*45%*	
Unique Visitors (million)(5)	4.7	1.7	0.6	0.6	0.7	0.3	0.2	
Total Visits (million)(5)	13.7	7.3	2.0	1.3	2.1	1.1	0.7	
Price per Listing (EUR/month)(6)	4.1	4.6	7.0	4.0	4.0	2.4	2.2	
Number of Dealer Locations (thousand)(7)	21.7	7.5	4.4	5.0				

(1) Source: Eurostat, 2015.

(2) Source: OC&C, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014.

(3) Source: Autobiz, June 2015. Market position refers to ranking among paid vertical automotive classifieds platforms only, excluding free and horizontal classifieds sites.

(4) Source: Vocatus, 2014. Target group: people interested in cars. For Belgium, Wallonia shown. Market position refers to ranking among paid vertical automotive classifieds platforms only, excluding free and horizontal classifieds sites.

(5) Source: comScore, June 2015 (desktop only). Traffic for country indicated only.

(6) Source: Company information (June 2015). Average price per listing in a 50-listing package (EUR per listing per month).

(7) Source: Company information (June 2015).

(8) Data includes Luxembourg.

10.7.2 Italy

Italy is the second largest automotive market in Europe (excluding Russia) with a car park of approximately 37.5 million registered passenger cars (source: OC&C, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014). Volumes of new and used cars sold in Italy have historically declined compared to pre-crisis levels, driven in large part by an economy still struggling to emerge from a prolonged recession. In this context, the volume of online car classifieds listings declined by approximately 13% in the twelve months to June 2014 (source: Autobiz, June 2015). The Italian car market, however, has recovered strongly over the last year, as the decline in total online car classifieds listings was halted and the number broadly stabilized (0.4% growth in the twelve months to June 2015) (source: Autobiz, June 2015). In terms of online penetration of automotive advertising, the Italian market is less advanced than Germany or the UK, with 26% of EUR 0.77 billion automotive ad spend online in 2014 (source: IDC, July 2014, OC&C, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014).

10.7.3 Benelux Region

AS24 has established operations in Belgium and the Netherlands. AS24 also caters the Luxembourg market through its Belgian operations given the small size of the underlying market. The vehicle markets in the Benelux region, by contrast to Italy, have proven relatively consistent in volume over the past ten years.

In Belgium (including Luxembourg), approximately 1.4 million cars were sold in 2013, of which approximately 0.9 million were used cars (source: OC&C, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014). The number of online car listings continued to grow in the twelve months period until June 2015, by 2.5% in a year-on-year comparison which is a strong backdrop in comparison to the growth in the prior year period (16% growth in the twelve months to June 2014) (source: Autobiz, June 2015). In terms of online penetration of automotive advertising, the Belgian market is less advanced than Germany or the UK, with 17% of EUR 0.45 billion automotive ad spend online in 2014 (source: IDC, July 2014, OC&C, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014).

In the Netherlands, approximately 2.1 million cars were sold in 2013, of which approximately 1.7 million were used cars (source: OC&C, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014). The number of online car listings in the Netherlands continued to grow in the twelve months period until June 2015, by 0.8% in a year-on-year comparison which is a strong backdrop in comparison to the growth in the prior year period (10% in the twelve month to June 2014) (source: Autobiz, June 2015). In terms of online penetration of automotive advertising, the Dutch market is less advanced than the UK but more advanced than Germany, with 39% of EUR 0.49 billion automotive ad spend online in 2014 (source: IDC, July 2014, OC&C, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014).

10.7.4 Spain, Austria, France

AS24 also operates in Spain, Austria and France. However, AS24 only serves the French market through its Belgian affiliate and does not maintain a physical presence in France. The Spanish market, like the Italian one, has been severely affected by the recent economic downturn but, however, recovered very strongly in 2014 as economic conditions improved, with strong growth in new car sales projected to continue in 2015. France was broadly flat in 2014, with new car sales growth of 0.3% (source: CCFA), but growth accelerated sharply in the first six months of 2015 and is expected to remain robust for the remainder of 2015. Collectively, 2.8 million new cars and 7.8 million used cars were purchased in Spain, France and Austria in 2013 (source: OC&C, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014).

10.7.5 Other European Automotive Markets Competition

AS24's primary competitors are other paid vertical auto classifieds portals, including automobile.it in Italy, autotrack.nl in the Netherlands and gocar.be in Belgium. In addition to these primary competitors, AS24 competes with horizontal digital automotive platforms such as subito.it in Italy, which operate online marketplaces across a variety of products. Vertical platforms are AS24's primary competition because they offer more listing functionalities and a richer consumer experience relative to horizontal operators. Vertical platforms are also typically able to adapt to a very large number of different dealer workflows and system software. This is a crucial capability for professional car dealers and represents a substantial competitive advantage over horizontal platforms. Vertical portals typically address a largely different target market relative to their horizontal counterparts, with a customer mix more focused on larger dealers and a substantially higher average value of cars advertised. For example, cars priced over EUR 10,000 represent 67% and 47% of the inventory on AS24 Germany and AS24 Italy, respectively, which is 8.9x and 1.8x more than the corresponding figure for the largest horizontal operator in these markets (source: Autobiz, June 2015). Horizontal portals often also have a fundamentally different business model, whereby car dealers and private sellers are able to list objects for free. As a consequence, paid vertical portals typically capture the vast majority of online classifieds revenue.

In Italy, AS24 operates the largest paid vertical auto classifieds platform in terms of unique visitors, with 1.7 million in June 2015 compared to 0.6 million for the second largest player (source: comScore, June 2015 (desktop only)). AS24 has a strong market position, with 3.5x the number of listings (source: Autobiz, June 2015) and 5.3x the unaided brand awareness of its closest paid vertical competitor (source: Vocatus, 2014). AS24 primarily competes with eBay's automobile.it (a paid vertical auto classifieds platform), but also competes with horizontal operators such as Schibsted's subito.it and eBay's annunci.it.

In Belgium, AS24 is the market leader with approximately 116,600 listings (and an additional approximately 6,400 listings in Luxembourg), or 3.0x the combined listings of gocar.be and autotrack.be (source: Autobiz, June 2015). The No. 2 paid vertical automotive portal gocar.be recently purchased No. 3 portal autotrack.be and combined the two websites as of July 2015, however the combination has not substantially affected AS24's strong No. 1 position which AS24 has held for a number of years. Other vertical and horizontal competitors include 2dehands, Kapaza and Vroom.

In the Netherlands, AS24 is the largest paid auto classifieds portal in terms of listings (source: Autobiz, June 2015). AS24 had approximately 234,400 listings as of June 2015, or 1.4x more than its closest paid vertical competitor (source: Autobiz, June 2015). Competitors include paid vertical platforms AutoTrack and Autotrader, as well as free vertical operator Autowereld and horizontal operator Marketplaats.

AS24 is the No. 2 paid vertical platform in Spain with approximately 94,800 listings as of June 2015 (source: Autobiz, June 2015), competing primarily with Coches.es, Coches.com as well as with two Schibsted-owned horizontal platforms Milanuncios and Segundamano.

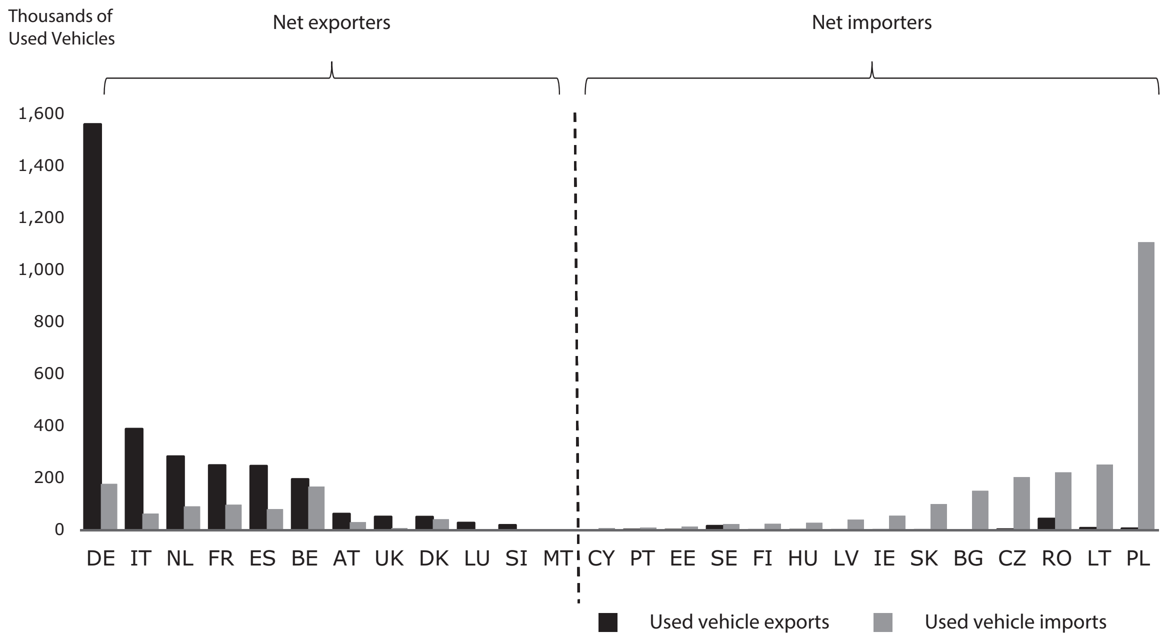
In France, AS24 is the No. 2 paid vertical player with approximately 147,000 listings (Autobiz, June 2015). Key competitors in France include vertical player La Centrale as well as Schibsted's horizontal portal LeBonCoin. In both Spain and France competition from horizontal players has intensified in recent years.

In Austria, AS24 is the No. 2 vertical player with approximately 82,300 listings (source: Autobiz, June 2015). Key competitors in Austria include vertical platform gebrauchtwagen.at and horizontal platform willhaben.at.

10.7.6 Cross-border Used Cars Trading in Europe

There is some degree of cross-border trade of used cars in Europe, particularly between European Union countries and typically within the vicinity (usually up to 100 kilometers) of the border between two countries. Cross-border trades are largely driven by either private persons who live close to the border and try to benefit from price differentials, or by professional and semi-professional car dealers who move cars from Western Europe to Eastern Europe. A large share of European cross-border trade relates to sales of premium brands with a high mileage into Central Eastern European Countries (CEE). Other cross-border activities include specialized commercial vehicles, rarities like historic cars or special editions, leasing/rental cars moving from Southern to Central Europe and older cars moving from Western to Eastern Europe. AS24's unique presence in the largest used car exporting countries in Europe (including Germany, Italy and the Netherlands) allows it to capture this market opportunity. In addition, AS24's multi-country European platform can be used by OEMs engaged in pan-European display advertising campaigns.

Figure 20. Cross-Border Used Car Trade Within EU-27 (2008)



Source: Öko-Institut. Greece excluded from EU27 sample, as data from 2008 likely not representative of more current metrics.

11. BUSINESS DESCRIPTION

11.1 Introduction and Background

We operate leading digital marketplaces dedicated to the real estate and automotive sectors in Germany and other selected European countries. We aim to facilitate the consumer's journey of finding a new home or buying a new car by making it a simple, efficient and stress-free process. To that end, we seek to maintain liquidity in terms of both audience and content on our marketplaces.

Our online and mobile platforms provide consumers with an extensive array of listings as well as value-added information and services to help them search, research and make informed decisions. Consumers can search the listings for free via various channels, such as desktop, enhanced mobile applications for smartphones or our fully responsive mobile website. In addition, our consumers benefit from specific, paid products and services, such as credit checks. In parallel, we enable our professional and private customers, i.e. those placing listings on our website, to reach a large, relevant and engaged audience by providing targeted advertising and lead generation solutions in a cost-effective manner that maximizes their return on marketing investment. We intend to continue developing and enriching our services offering into a networked marketplace model, with a view to becoming a one-stop-shop solution that brings efficiency throughout the real estate and automotive value chains. Our commitment to innovation is of great importance to the Group's ongoing success, particularly given the increasing adoption of digital channels by consumers and customers alike and the rapid pace of technological changes in our industry, such as the increasing prominence of mobile devices.

Our digital classifieds platforms are united under a common umbrella brand and include ImmobilienScout24 (IS24), addressing the real estate market in Germany and Austria and AutoScout24 (AS24) addressing the automotive market in Germany and six other European countries.

IS24 is the leading digital real estate classifieds platform in Germany, based on consumer traffic and engagement as well as customer numbers and listings (source: comScore, June 2015 (desktop only for traffic and desktop and mobile for engagement), management estimates). As of June 2015, IS24 had 8.2 million UMVs, 2.1x the UMVs of our closest competitor, and total time spent of 366 million minutes per month, 2.4x the time spent on our closest competitor (source: comScore, June 2015 (desktop only for traffic and desktop and mobile for time spent)). As of June 2015, 28,100 real estate professionals (including real estate agents and other real estate professionals) used our platform, which according to our estimate is 1.3x the number of our closest competitor, and we counted 511,000 available listings, which according to our estimate is 1.3x the listings of our next competitor. With its portals ImmobilienScout24.at and Immobilien.net, the Group also operates a leading Austrian real estate marketplace. ImmobilienScout24.at and Immobilien.net are on a combined basis the leading real estate classifieds marketplace in Austria (excluding general classifieds portals spanning across various categories) in terms of the sum of UMVs and time spent (source: comScore, June 2015, desktop only, excluding duplications), as well as in terms of customers and listings (source: management estimates, excluding duplications). Consumers can search the listings on our platform in general for free. They can also access both free and paid adjacent real estate services such as valuation estimates, relocation, mortgage financing and insurance services. To its real estate professionals and private customers, IS24 offers listings products in order to generate traffic, primarily from potential buyers and tenants, which then translates into interest and inquiries (so-called leads). Since October 2014, we offer our real estate professional customers a membership model. This model allows our customers to list an unlimited number of properties and introduced products designed to enhance the exposure of a listing enabling customers to ensure that their selected listings stand out in terms of search result ranking and exposure. IS24's classifieds solutions are complemented by a number of display advertising products and additional services that support our customers, in particular real estate professionals, in the promotion of their own brands and services and in the acquisition and management of client mandates. In the three-month period ended March 31, 2014 and the short financial year from April 1, 2014 to December 31, 2014, our IS24 segment generated external revenues of EUR 55.7 million (OpCo) and EUR 175.8 million (Asa NewCo), respectively. The ordinary operating EBITDA for those time periods amounted to EUR 30.3 million (OpCo) and EUR 99.0 million (Asa NewCo), respectively, with an ordinary operating EBITDA margin of 54.5% (OpCo) and 56.3% (Asa NewCo), respectively.

AS24 is a European automotive classifieds leader (management's estimate based on listings and UMVs) with No. 1 market positions in Italy, Belgium (including Luxembourg) and the Netherlands, as well as a No. 2 position in Germany, all based on listings (source: Autobiz, June 2015). AS24 also operates in the fragmented Austrian, Spanish and French markets and offers local language versions of the marketplace in 10 additional countries. In terms of unaided brand awareness, AS24 has the No. 1 position in all our core countries, i.e. Germany, Italy, Belgium (including Luxembourg) and the Netherlands (source: Vocatus, 2014). Consumers can search the listings on our platform for free. AS24 offers classifieds solutions for used and new cars, motorcycles and commercial vehicles to automotive dealers and private sellers. It also offers display advertising products to automotive OEMs as well as lead generation services for spare parts retailers and providers of finance and insurance. In the three-month period ended March 31, 2014 and the short financial year from April 1, 2014 to December 31, 2014, our AS24 segment generated external revenues of EUR 24.6 million (OpCo) and EUR 82.3 million (Asa NewCo), respectively, and EBITDA of EUR 5.0 million (OpCo) and EUR 14.0 million (Asa NewCo), respectively. Revenues from core dealers (Germany) accounted for 33.7% (OpCo) and 33.4% (Asa NewCo) of AS24's external revenues in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, followed by revenues from core dealers (Benelux, Italy) with a contribution of 29.7% (OpCo) and 29.1% (Asa NewCo) in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively. 36.5% (OpCo) and 37.5% (Asa NewCo) of external revenues in our AS24 segment in in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, were derived from other countries and ad sales.

At the beginning of 2014, Deutsche Telekom (DTAG) sold 70% of our shares to Asa HoldCo, which is ultimately owned by funds advised by affiliates of Hellman & Friedman LLC (H&F) and of The Blackstone Group L.P. (Blackstone). Following the completion of this sale, we streamlined our business and product portfolio. We transformed from a holding structure overseeing independently managed segments to a fully-integrated organization with shared central functions, shared knowledge and best practices across our IS24 and AS24 businesses ("OneScout24" approach). We also began to increasingly monetize the value we offer our customers. In our IS24 segment, for example, we began to implement a membership model complemented by products designed to enhance the exposure of a listing. Furthermore, we strengthened our leading position to tap the large adjacencies across the real estate value chain. In 2014, we also embarked on a new strategy for AS24, focusing on listings leadership and enhancing the consumers' experience with a revamped mobile offering, and rolled out a pricing approach similar to IS24's so-called "VIA Power" products.

We serve four different kinds of users: (1) consumers searching for a home or motor vehicle, (2) professional listers, and (3) private listers (whom, together with professional listers, we refer to collectively as customers), and (4) third parties, such as advertisers, who use our platforms to promote their products or services or generate business from leads placed on our site.

We generate listing revenues by monetizing our products and services in different forms and packages. Listing products are mainly offered to our customers under three different charging models: (1) a membership model, our current standard pricing model in IS24, and (2) a listing packages model which was our standard charging model in IS24 until September 2014 and currently remains our standard pricing model for AS24. For our private customers, we also offer (3) a pay-per-use model. In addition, we generate non-listing revenues through the sale of advertising, lead generation and value chain products.

In the three-month period ended March 31, 2014 and the short financial year from April 1, 2014 to December 31, 2014, our Group generated revenues from Core operations (including our IS24, AS24 and Corporate segments) of EUR 81.7 million (OpCo) and EUR 260.5 million (Asa NewCo), respectively, and ordinary operating EBITDA of our Core operations of EUR 34.0 million (OpCo) and EUR 115.1 million (Asa NewCo), respectively. We had an ordinary operating EBITDA margin of 41.6% (OpCo) and 44.2% (Asa NewCo), respectively. As of December 31, 2014, we employed 1,084.3 employees (FTEs).

11.2 History

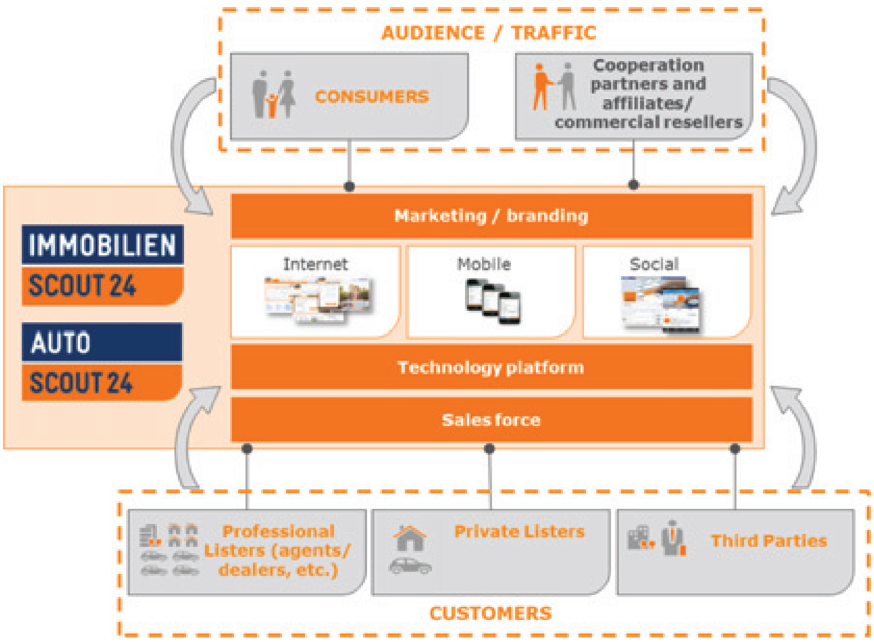
Our enterprise was originally founded in 1998/1999 and was gradually acquired by DTAG. With effect from February 12, 2014, Asa HoldCo, which is ultimately owned by funds advised by affiliates of H&F and of Blackstone, acquired 70% of the share capital in the Company from DTAG. Both groups of investors contributed their shares to the new holding company Asa NewCo, now the Company (the Transaction). Following the closing of the Transaction on February 12, 2014, Asa NewCo owned a 100% interest in our former holding company Scout24 Holding GmbH (OpCo). Asa NewCo later changed its legal form into a German stock corporation (*Aktiengesellschaft*) and was renamed Scout24 AG.

Under the direction of our new owners, we underwent a strategic review and realignment, which resulted in the streamlining of our product portfolio to concentrate on our core market leading businesses IS24 and AS24. As part of our strategy to concentrate on core segments, starting in 2014, we exited our activities in Scout24 Switzerland, FriendScout24, Spontacts and Property Guru. Over the same period, we made a number of strategic investments, including the acquisition of (a) Immobilien.net, a leading real estate classifieds platform in Austria (according to our estimate) , (b) FlowFact, which develops and sells customer relationship management (CRM) solutions for real estate professionals, (c) invested in a 50.02% stake in Stuffle GmbH, the owner of a horizontal digital classifieds marketplace for goods and services, and (d) acquired Easyautosale GmbH (Easyautosale) in April 2015, which runs an online car brokerage platform for the sale of used cars owned by private persons to certified professional buyers, through which we enhanced our value proposition to private sellers, offering them an alternative way to sell their car.

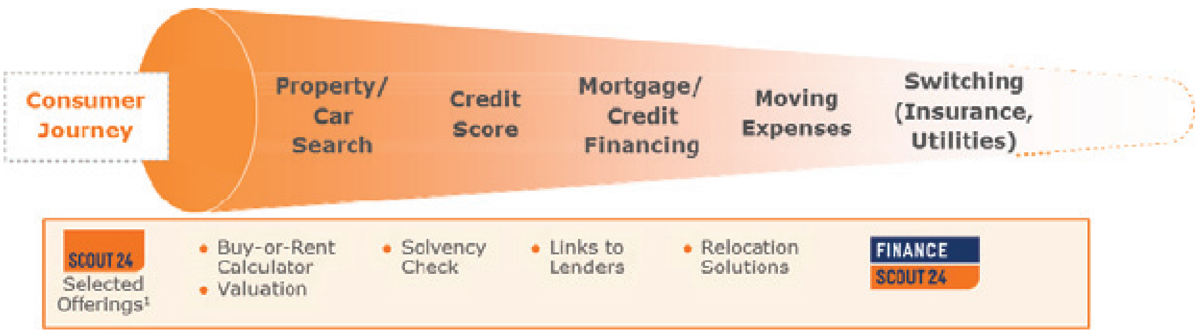
11.3 Our OneScout24 Business Model

Our focus on two relatively similar businesses, IS24 and AS24, has enabled us to transform our Group from a holding structure overseeing independently-managed segments into a fully-integrated organization, capable of capitalizing on the benefits of shared central functions (including finance, legal, human resources, IT, corporate development and strategy). We have complemented our management team with significant talent. This process was substantially completed in December 2014. As a result, we are now in a position to pursue our "OneScout24" approach, which sets out to promote economies of scale and synergies as well as best practice sharing across our Group. OneScout24 recognizes that our IS24 and AS24 digital marketplaces (a) broadly follow the same business model fundamentals, (b) share a significant relevant portion of their user base as quite often real estate and automotive purchasing decisions are triggered by the same changes in lifestyle – we estimate that 30% of AS24 users in Germany also interested in real estate and 43% of IS24 users in Germany also interested in cars (source: management estimates), and (c) allow for the generation of tangible operational synergies such as consumer-centric product development, innovation-driven IT, efficient brand marketing, best-in-class sales operations, and exceptional data opportunities that drive towards increasing efficiency. For example, common product development will benefit both verticals, as will our broader technology platform, our sales strategy and infrastructure, and our customer service functions. To support our Group-wide lead generation and ad sales activities and drive best practices across the Group, we have created the Scout24 Media function. This function will combine product marketing capabilities and resources as well as third party and agency sales teams.

Our platforms provide a comprehensive inventory of up-to-date real estate and car listings to consumers, in general free of charge. In turn, providing superior content and compelling user experience drive consumer traffic to our websites and mobile apps, engaging a large audience of relevant property and car seekers. This virtuous circle dynamic, whereby more content attracts more traffic and vice versa, promotes self-reinforcing network effects that underpin our market leadership. We focus primarily on listings superiority, which enables us to offer the greatest level of inventory and choice to consumers and is the key driver of consumer traffic. We monetize our two-sided platforms by offering lead generation solutions to our professional and private customers in the form of highly effective classifieds advertising solutions that maximize their return on marketing investment.



We are primarily focused on delivering value to consumers, owners and ultimately our professional customers. We put consumers first and seek to make their search process simple, efficient, and stress-free. Our commitment to innovation, and in particular our mobile-first approach, is critical to the Group's ongoing success in offering the best consumer experience. We strive to design products that achieve the outcome sought by owners, namely in terms of facilitating a transaction as rapidly as possible, because our mission is ultimately to make property and automotive transactions simple, efficient and stress-free and because owners can influence the propensity of their brokers to use our platform. If owners are convinced of the indispensable nature of our platforms, brokers' marketing budgets ought to follow. Furthermore, as we attract consumers and owners to our marketplaces, we are ideally positioned to provide effective lead generation solutions and display advertising/branding campaigns to our customers. Professional customers on IS24 are real estate professionals (independent agents and chains as well as other professional listers such as real estate developers, home builders, property management companies or customers from the finance sector). On AS24, professional customers are car dealers, which include small dealers, larger dealers and chains. Private customers include private home owners or next-tenant seekers who pay to list their homes on IS24, or private sellers of motor vehicles, for whom basic listings are free. Professional and private customers are primarily attracted to our marketplace because of (a) the large and qualified audience of transaction-ready consumers we attract and (b) the opportunity to leverage their marketing investment to promote their brand and secure new mandates (e.g., from private property sellers or private landlords). Moreover, we offer to our professional customers certain data insights and cloud-based (i.e. with server-based data storage) productivity tools, such as customer relationship management software. Finally, by engaging with property or car seekers early in their consumer journey, we are well positioned to offer and sell ancillary services (e.g., valuation estimates) or refer qualified leads to third-party vendors along the real estate and automotive value chains.



1. Solvency check is a product jointly developed with a partner. Mortgage and relocation products are offered by third parties.

11.4 The Markets where We Operate

We address primarily, through our IS24 platform, the large and attractive real estate advertising market in Germany. Through our AS24 platform, we address the significant automotive advertising markets in the seven European countries where we operate. We believe that the underlying markets of both IS24 and AS24 benefit from a number of favorable tailwinds.

11.4.1 Growing and healthy underlying German property market

The aggregate value of residential property transactions in Germany, including sales and rentals, grew at a CAGR of 4.9% from 2009 to 2014, when it reached EUR 137 billion (source: GEWOS, Techem, Federal Statistics Office, OC&C). The German residential property market exhibits strong fundamentals, especially when compared to other international markets. The German residential property market exhibits a more sustainable price development and less volatility than certain other international markets. Indexed to 100 in 2000, average residential property sales prices in Germany reached a level of 113 in 2014, compared to 242 in the UK and 167 in Australia (source: EMF, 2014, Federal Statistical Office, GEWOS, ABS, ONS, OC&C). Furthermore, the ratio of average property value to average household income declined by 13% from 2000 to 2014, suggesting enhanced housing affordability in Germany, compared with a 35% increase in the UK and 34% increase in Australia (source: OECD). These statistics suggest that Germany is significantly less exposed to the risk of a "housing bubble" than the UK or Australia. The decentralization of the German population with only 14% living in the top 10 cities compared to 21% in the UK and 69% in Australia (source: ONS, ABS, Federal Statistical Office, Various Statistical Offices For

Individual German States, OC&C) requires a national footprint to achieve significant coverage of real estate transactions. The high fragmentation of the German property agent market further limits the bargaining power of agents and any threat of cooperation among them.

11.4.2 Relative under-penetration suggesting upside in German property sales volume and agent-intermediated transactions

The share of home ownership is relatively low in Germany compared to other developed markets. Home ownership stood at 53% in 2014 versus 65% in the UK and 68% Australia (source: EMF-ECBC, ABS, Federal Statistical Office, OC&C). The level of agent intermediation in property transactions is another factor suggesting that the German property market is relatively under-penetrated by international comparison. In 2014, agents were estimated to be involved in approximately 58% of sales transactions (and 27% of rental transactions), versus approximately 87% and 43% in both the UK and Australia (source: OC&C). We expect sales volumes and prices in sales transaction in Germany to increase over time. This should result in a larger agent commission pool. When it comes to rental transactions, an amendment to the German tenancy law entered into force in June 2015, the *Bestellerprinzip*, or "*landlord pays principle*", imposes the obligation on the party ordering an agent's service (who will in general be the landlord) to pay real estate agents' commissions rather than tenants. As a result of this regulatory development, we expect that fewer rental transactions will be intermediated by agents, with landlords taking onto themselves to market their rental property and find new tenants. We consider this possible shift in landlord behavior as an opportunity to win landlords who decide to seek an alternative to real estate agents as new customers.

11.4.3 Upside in overall property marketing expenditures in Germany

Property agents expend marketing investments to generate leads from potential buyers and tenants or secure new mandates from sellers and landlords. Property agents spent in 2014 an aggregate EUR 534 million in marketing, representing 7.5% of their total commission pool (source: OC&C). Marketing expenditures, both in absolute amount and as a percentage of transaction value and agents' revenues have declined in recent years, affected by online migration and failure of digital players to drive online advertising yields more aggressively. We believe that there is scope for overall property marketing expenditure to return to higher levels as a percentage of agents' revenues (10.8% in 2010 (source: OC&C)) as digital operators continue to enhance their value proposition and are able to "price to value". The higher levels of total classifieds expenditures as a percentage of total agent residential transaction revenues observed in more advanced markets, respectively 8% in the UK and 13% in Australia compared with 7% in Germany (source: OC&C), further point to a tangible upside potential in Germany. The average payback period in terms of the annual spend on the leading digital classifieds platform – 0.5 sales transactions in Germany versus 2.1 transactions in both the UK and 2.2 transactions in Australia – supports the same thesis (source: OC&C, Annual Reports, HMRC, Valuation Office Agency, OFT, ABS, GEWOS, BBSR, Federal Statistical Office, management estimates), based on average transaction values, commission rates and annual fees for the respective leading marketplace.

11.4.4 Structural shift of German property marketing expenditure from offline to digital

In 2014, 52% of total classifieds spend was directed towards the internet in Germany, compared with levels of approximately 54% in the UK and 53% in Australia (source: OC&C). Online property classifieds advertising in Germany grew at a CAGR of 13% between 2009 and 2014, to reach EUR 275 million in 2014 (source: OC&C). The cost-effectiveness and attractive return-on-investment of digital advertising solutions are expected to continue to drive the structural online migration of property marketing budgets. In particular, the digital property classifieds market is expected to grow at a CAGR of 12% between 2014 and 2018 to reach an online share of total classifieds spend of 70% in 2018 (source: OC&C, average case).

11.4.5 Significant adjacent opportunities along the German property value chain

Property transactions represent a large portion of the market opportunity. However, digital property marketplaces also drive efficiency along the broader real estate value chain. Taking into account real estate-related goods and services, such as mortgage origination, moving expenses and renovation expenditures, the total property addressable market in Germany represented over EUR 510 billion in 2014 (source: OC&C). Digital real estate classifieds platforms can address this opportunity leveraging their consumer touchpoints and increasing the level of efficiency of such services. For example, digital property classifieds platforms are well positioned to generate and monetize leads to real estate-related vendors, such as movers, builders and other tradesmen, as well as mortgage and insurance providers. Leading platforms attract significant internet user traffic, which tends to be highly relevant and qualified. IS24, for example, already features revenue-generating services in these adjacencies.

11.4.6 Substantial underlying German and European automotive markets

Germany is the largest automotive market in Europe with a total number of registered passenger cars of 44.4 million in 2014 (source: Kraftfahrt-Bundesamt, OC&C) and total sales of EUR 156 billion in 2014 from new and used cars transactions (source: DAT, 2015). AS24's other key countries also represent large automotive markets, with a total number of registered cars of 37.5 million in Italy, 8.0 million in the Netherlands and 5.7 million in Belgium (including Luxembourg) as of 2013 (source: OC&C, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014). Within Europe, and particularly the European Union, there is substantial cross-border trade in used cars, especially at the lower end of the market, between major net car exporting countries, such as Germany, Italy, the Netherlands, France, Spain and Belgium – across which AS24 operates – and net car importing countries, such as Poland, Lithuania, Romania and the Czech Republic.

11.4.7 Favorable tailwinds underpinning the digital migration of automotive classifieds expenditures and OEMs marketing budgets

As audiences have migrated from print to online media, the cost effectiveness and attractive return on investment of digital advertising solutions continue to fuel the structural shift of automotive advertising budgets to online media which is expected to continue. The share of online classifieds marketing spend as a percentage of total classifieds spend in the German automotive market was 45% in 2014 with an expected growth at a CAGR of 11% between 2014 and 2018 to reach a share of total classifieds expenditures of 63% in 2018 (source: OC&C and own calculation). Despite the growing significance of the internet in consumers' purchasing decisions (in 2014, 64% of consumers in Germany relied on the internet to research information for the purchase of a car (source: DAT, 2015) car dealer locations and especially automotive OEMs still allocate a disproportionate amount of their marketing budgets towards brand building campaigns in magazines, newspapers as well as TV. We believe this imbalance ought to correct itself over time. This trend is also underpinned by the superior efficiency of online advertising. An average EUR 26 per 1,000 ad views invested into online classifieds advertising this is estimated to provide a 5.3x better return on investment (ROI) than advertisement in print media (source: OC&C, estimate based on ad views per listing per month and cost per listing per month). In 2014, the total automotive advertising market in Germany totaled approximately EUR 2.0 billion compared with EUR 0.77 billion in Italy, EUR 0.49 billion in the Netherlands and EUR 0.45 billion in Belgium. In Germany, 28.7% thereof were spent online in 2014, 25.8% in Italy, 16.6% in Belgium and 38.7% in the Netherlands, compared with 44.8% in the UK (source: IDC, July 2014, OC&C analysis, SMMT, Kraftfahrt-Bundesamt, CCFA, BCA Used Car Market Report 2014).

11.5 Our Key Strengths

We believe that our business is characterized by the following competitive strengths:

11.5.1 Clear No. 1 market position in the German property vertical

IS24 is the clear market leader in the German digital property classifieds market, with a strong lead over competitors in terms of relative market share across listings and customers (according to our own estimates), as well as traffic metrics (source: comScore, June 2015 (desktop only)). On the consumer side, IS24 has the highest market share by reach, with 8.2 million UMVs, or 2.1x the UMVs of its closest competitor, and IS24's exclusive reach, defined as UMVs that visit its platform at the exclusion of other platforms, was 5.8 million, which is 3.8x the exclusive reach of its closest competitor (source: comScore, June 2015 (desktop only)). Our iOS- and Android applications have 7.4x and 5.7x the number of ratings of its closest competitors and are ranked 1.3x and 1.1x higher than its closest competitor (source: Apple AppStore and Google Play Store). IS24 has also the highest user engagement, with 366 million total minutes per month spent by consumers on the website, 2.4x the number of its closest competitor (source: comScore, June 2015 (desktop and mobile)). On the customer side, according to our estimates, as of June 2015, IS24 also had the highest penetration among real estate professionals, with 87% of all real estate professionals in Germany (based on management estimates as of April 2015, assuming total market potential equal to the customer base of IS24 and its key competitors, excluding potential customers with less than 5 listings), or 28,100 on the IS24 platform (of which 20,606 were core agents) as of June 2015, 1.3x the number of its closest competitor. Core agents are real estate professionals who have a package or bundle contract with us.

These penetration levels underscore the attractive nature of the IS24 platform to property professionals. Furthermore, according to our estimates, approximately 65% of our real estate customers use IS24 to the exclusion of our next competitor. On a relative market share basis, IS24 outperforms or is on par with its international peers, such as Rightmove in the UK and REA Group's realestate.com.au in Australia, on a number of metrics (source: comScore, June 2015 (desktop only), management estimates, Rightmove and REA Group Company Reports).

11.5.2 Multiple sources of sustainable competitive advantage for IS24

IS24's high relative market share in Germany serves as a sustainable competitive advantage. Our extensive inventory of property listings and significant user traffic are mutually reinforcing, as customers and consumers tend to gravitate to the marketplace which offers the most liquidity and, therefore, the highest efficiency. These network effects promote a virtuous circle whereby more content added to our platform stimulates our audience reach, and vice versa, helping to sustain our "first mover" advantage and leading market share. This dynamic creates, in our view, high "barriers to scale" for any smaller competitors. Furthermore, our market share provides us with the most complete view of the market, which supports our ability to offer additional data insights and services to both consumers and advertisers which further enhance our competitive differentiation.

We benefit from well-known brands, united under our "Scout24" umbrella brand and its vertical derivations, such as IS24 in the German property sector. It is the first choice for real estate search for 66% of consumers when asked to specify their first choice among real estate digital platforms, 11x higher than our closest competitor (source: GfK Brand & Communication Research, Germany, July 2015, n = 143, Advertising Tracking, ImmobilienScout24, Wave 61, "Which of these online real estate market places is first choice for you when searching for real estate?"). This brand advantage translates into a large share of free traffic to our platform and a significant competitive advantage which rests on lower overall traffic acquisition costs. Our brand and reputation also attract real estate professionals and other advertisers to the platform, amplifying our own marketing investments. We have long-standing relationships with our professional customers who are served by our sales force consisting of approximately 100 employees for IS24 as of June 30, 2015.

We derive another important competitive advantage from our technological innovations and product leadership. We believe that we operate state-of-the-art digital platforms and market-leading services for consumers and customers. For example, we were, according to our estimate, the first to introduce private listings in 2001 and to recognize the technological imperative to offer access to our services via mobile devices. We launched our first mobile app in 2009, only approximately 18 months after the launch of the first iPhone. Since then, we have focused on optimizing our applications and mobile websites, in order to provide our users with the best mobile experience. Those efforts resulted in mobile traffic accounting for 65% of our total IS24 traffic per month (source: management estimates, based on visits to the IS24 platform from mobile devices and all IS24 applications as measured by our own traffic monitor), representing a CAGR of 61% for the period between June 2012 and June 2015. Furthermore, we developed and successfully launched services in adjacent areas of the real estate value chain, such as proprietary property valuation algorithms that leverage our big data asset and our insights into the local and national German property markets, credit checks, mortgage loans and relocation services (some of which are offered on our website in cooperation with third parties). Our proprietary CRM software has been successfully licensed to many of our professional customers and with the acquisition of FlowFact we expanded our competence and product range in this area. We predominantly rely on our internal programming and product development talent and resources to drive innovation.

11.5.3 Superior value proposition to both consumers and customers in the German property marketplace

As the leading digital real estate classifieds platform in Germany, based on consumer traffic and engagement (source: comScore, June 2015 (desktop only for traffic, desktop and mobile for engagement)) as well as, according to our estimates, customer numbers and listings, IS24 provides value-added intermediation services by connecting the largest audience of internet users (in terms of unique visitors of real estate classifieds platforms) (source: comScore, June 2015 (desktop only)) with the highest number of property listings, based on our estimates. We drive efficiency in the German property market, and help intermediate transactions, by maintaining liquidity between property supply and demand.

IS24 offers value to both consumers and customers: from a consumer standpoint, our IS24 website and mobile apps are accessible at any time and from any location. According to our estimate, IS24 features a higher number of real estate professionals than any other digital platform in Germany and the deepest inventory of property listings. Our platform allows our customers to publish listings with extensive and detailed content, including descriptions, multiple photographs, maps, and local information. IS24 is easily searchable through numerous faceted search parameters and filters. IS24 also offers services, related to the extended real estate value chain, such as property valuation estimates (offered directly by IS24) and credit scoring, finance or insurance services (some of which are offered on our website in cooperation with third parties).

Our IS24 marketplace provides a cost-effective advertising platform for professional and private customers seeking to reach a highly fragmented audience and generate qualified leads for their properties and services. According to an estimate by OC&C using website performance proxies, IS24 provides 1.6x the leads of its competitors and, considering a mix of pre-membership and current prices is approximately 40% cheaper on a cost per lead basis compared to the newly introduced post-merger price points of its closest competitor (estimates based on ad views per listing per month and cost per listing per month); this reflects our ability to deliver the highest return among our competitor group on our customers' marketing investments (source: OC&C). The cost-effectiveness of digital classifieds marketplaces is even more pronounced when compared to traditional, offline channels, providing approximately 3.2x better value (source: OC&C). We use a consultative sales approach and are focused on providing effective and measurable leads and visibility to our customers. For example, we offer our customers multiple options to enhance the exposure and effectiveness of their listings, including the possibility to rank higher in the platform's embedded search algorithms. IS24's VIA Power products are designed to increase the adoption of these visibility products over time. We also help our customers promote their brands and acquire new mandates through display advertising campaigns. Finally, our marketplaces feature tools designed for our professional customers, such as FlowFact's CRM software for real estate professionals, and use our extensive data and analytics capabilities to provide market insights and valuation estimates.

11.5.4 Significant further monetization potential at IS24

The cost-effectiveness and measurable return-on-investment of digital advertising solutions are expected to continue to drive the structural migration of property marketing budgets from print to online. According to an estimate from OC&C, generally online listings represent approximately 3.2x better value than listings on print, on a cost-per-ad view basis. We believe that we are well positioned to seize multiple revenue growth opportunities in our IS24 segment, above and beyond this structural online migration of property advertising expenditures (both with regard to classifieds and general advertisements). Between 2012 and 2014, our external IS24 revenues grew at a CAGR of 14.5%, in line with the overall market in Germany for digital property classifieds advertising, which grew at a CAGR of 14% (source: OC&C) Given our strong market position we are in a good position to benefit from the growth of the German online real estate classifieds market. The benefits of network effects continue to accrue, with the Company enjoying a disproportionate share of content listings and user traffic being attracted to our marketplace. Within our customer base of real estate professionals, which we estimate to comprise approximately 87% of real estate professionals in Germany (based on management estimates as of April 2015, assuming total market potential equal to the customer base of IS24 and its key competitors, excluding potential customers with less than 5 listings), we see significant potential to further increase the "share of agent's wallet" that especially larger real estate professionals spend on our digital classifieds platform, which we believe in 2014 represented, on average only a limited portion of each of these larger real estate professionals' total marketing budgets. In this regard, the relatively low classifieds expenditure as a percentage of agent transaction revenue in Germany of 7%, compared to 8% in the UK and 13% in Australia, indicates further headroom (source: OC&C).

In our view, our per core agent ARPU has significant room to grow as it is still substantially lower than that of our peer group of leading international companies which operate in markets where the shift from print to online classifieds advertising is at a comparable stage and which enjoy leading market positions in their respective markets. IS24 had a monthly ARPU in 2014 of EUR 512, compared to a monthly ARPU of EUR 849 for Rightmove in the UK and EUR 2,071 for the REA Group's Australian platform (source: Rightmove and REA Group Company Reports).

Average agent commission levels on sales transactions in Germany represent 5.9% of the transaction value (source: OC&C), which is significantly higher than in the UK (1.6%; source: OFT, OC&C) and Australia (2.5%; source: Sellmycastle). Likewise, the substantially lower payback period of the average agent annual spend on our marketplace of only 0.5 sales transactions (compared to 2.1 in the UK and 2.2 in Australia) based on average transaction values, commission rates and annual fees for the respective leading marketplace (source: Annual Reports, HMRC, Valuation Office Agency, OFT, ABS, GEWOS, BBSR, Federal Statistical Office, management estimates, OC&C) further indicates the attractiveness of our offering. IS24 shows higher relative market share (3.8x) in terms of exclusive unique visitors and agents versus their closest local market competitor than Rightmove (2.9x) and REA Group (1.2x) versus their closest competitors in their respective markets (source: comScore, June 2015 (desktop only)). With regard to time spent, IS24 shows a 2.4x lead versus local competitors (Rightmove: 3.0x, REA Group: 2.1x; source: comScore, June 2015 (desktop and mobile)). When it comes to total listings, IS24, Rightmove and REA Group all show a comparable lead of 1.3x over the next best competitor in their respective markets.

In addition, we believe that our membership model, which was introduced in the last quarter of 2014, allows us to further monetize the value IS24 offers to its customers. The model enables our customers to list an unlimited number of properties on our IS24 platform and comes with a commitment to purchase a given volume of "VIA Power" visibility products. We expect that the ongoing migration of customers onto the membership model, its list-all feature which will increase the platform's inventory of property listings, and the resulting increasing importance of differentiation offered by our visibility products will support continued ARPU growth.

11.5.5 Leading European digital automotive classifieds platform well positioned to reach out for content leadership and to further monetize the value it offers its customers

AS24 is a European automotive classifieds leader (management's estimate based on listings and UMVs), with No. 1 market positions among vertical automotive classifieds platforms based on total listings in Italy, Belgium (including Luxembourg) and the Netherlands, as well as a No. 2 position in Germany (source: Autobiz, June 2015). AS24 also operates in the fragmented Austrian, Spanish and French markets.

In terms of overall listings, we are nearly on par (0.9x) with the market leader in Germany, but we lag behind in terms of smaller dealer locations on the platform (0.7x) (source: Autobiz, June 2015). However, with our renewed sales function, our new data-driven sales approach and our focus on private listings, we are making progress narrowing the listings gap with the market leader in Germany and consolidating our leadership in other European countries where we operate. In order to enhance our position with private listings, we introduced the ability to add listings from mobile devices and offered targeted promotions for private customers. In addition, due to our strong umbrella brand in Germany, AS24 is perceived by consumers as the market leader in terms of brand recognition, with an aided brand awareness of 95% and an unaided brand awareness of 73%, which is 1.3x the unaided brand awareness of the German market leader (source: Vocatus, 2014). This No. 1 position in terms of unaided brand awareness in Germany is a key competitive advantage for our AS24 platform.

As a European automotive classifieds leader (management's estimate based on listings and UMVs), we also derive operating leverage from our European footprint. This footprint enables us to mutualize our product development investments and other fixed costs. In addition, we are uniquely positioned to address the cross-border trading opportunity and offer smaller dealers in our core exporting markets an international distribution opportunity, particularly within the European Union. By launching our AS24 platform in Poland, targeting especially car import dealers, we will open up access to a new, large and substantially untapped audience.

The dynamics of supply and demand in the market for new and used cars largely echo those of the property segment. One notable exception is that car dealers acquire their inventory of vehicles (versus property brokers who act on an agency basis), which incentives dealers to turn inventory as quickly and efficiently as possible. In the same way as in the property market, a digital classifieds platform for new and used cars, motorbikes and commercial vehicles brings together the fragmented seller and buyer base in a cost efficient way and provides transparency and efficiency to the marketplace. Based on these similarities in the processes, we are able to leverage our know-how and best practices across the two segments. In our AS24 segment, we are now well positioned to enhance our consumer experience and to further monetize the value we offer our customers. We refreshed our mobile functionality by launching a fully responsive state-of-the-art mobile website, revamping our mobile application for iOS and launching our Android application, which led to an increase in mobile visits from 34% to 49% of total visits (measured based on visits on AS24's mobile platform) year-on-year as of June 2015. AS24 experienced traffic growth of 18% in the period from June 2014 to June 2015 which gave rise to an even stronger increase in lead generation resulting in more than 870 thousand leads for the month of June 2015.

In our view, our average dealer ARPU has significant room to grow as it is still substantially lower than that of our international peer in the United Kingdom where the shift from print to online classifieds advertising is at a comparable stage. In 2014, AS24 had a monthly ARPU of EUR 159, compared to a monthly ARPU of EUR 1,756 for its UK peer (source: management estimates). On a per listing basis, AS24 had a price of EUR 4.1 per listing, compared to EUR 51.2 per listing for its UK peer (source: management estimates). Furthermore, according to estimates from OC&C, a dealer in Germany would need to sell two cars on average to pay back the annual classifieds spend on AS24's platform, whereas a dealer in the United Kingdom would need to sell 15 cars on average to pay back the annual classifieds spend on this peer's platform.

11.5.6 Large adjacencies that expand our addressable market and growth opportunity along the property and automotive value chains

As the leading German digital marketplace generating efficiency between property supply and demand, IS24 is well positioned to seize market opportunities adjacent to classifieds. The leadership in user traffic and engagement of our IS24 platform in Germany (source: comScore, June 2015 (desktop only for traffic and desktop and mobile for engagement)) and in terms of listings and UMVs for our AS24 platform on a European level (source: management estimates) gives us a strong and wide-ranging access to transaction-ready consumers, which enables us to monetize our consumer reach along the broader real estate and automotive value chain.

In our IS24 segment, we offer value-added services designed to support consumers throughout the entire property purchase or rental process. We monetize these services through different approaches: direct monetization and payment on IS24, such as credit checks and valuation, or monetization of leads to third party providers such as mortgage financing and relocation services. With our state-of-the-art display advertising infrastructure and data management platform we can drive data-based segmentation and thus better targeting of users, and can further monetize the large and qualified audience that we attract on our platform, selling branding campaigns for real estate professionals and other real estate related industry participants. Furthermore, we offer additional products for real estate professionals, including valuation and market analysis through our market navigator tool ("MarktNavigator"), CRM solutions through our "FlowFact" system and our agent directory. The prospect of an increased use of our additional services by our customers should increase our share of their marketing budgets.

AS24's European footprint allows us to increase the monetization of our large audience of automotive seekers through display advertising and lead generation opportunities along adjacent segments of the automotive value chain. We offer advertising solutions to OEMs, dealers, advertising agencies as well as service providers, including financing institutions and insurance companies. In particular, we assist automotive OEMs in transitioning their large advertising budgets from relatively inefficient offline channels to targeted audiences online and extend their reach in one go across Europe's major developed economies.

11.5.7 Robust financial model with consistent revenue growth, strong margins and high cash flow generation

Our external revenues grew at a CAGR of 12% from 2012 to 2014, and reached EUR 82.5 million in the three-month period ended March 31, 2014 (OpCo) in addition to EUR 262.9 million in the short financial year from April 1, 2014 to December 31, 2014 (Asa NewCo). Our track record of steady revenue growth, which has been left unaffected by the Eurozone crisis, is evidence that our business model is resilient to economic cycles. Our revenues are not directly dependent on the prices of houses and cars or the number of completed housing transactions or car sales, but on the volume and term of listings used by our customers. A high share of our revenue is contracted, deriving from a large and fragmented customer base of real estate professionals and car dealers with robust retention rates. These attributes enhance the predictability of our revenue streams and further insulate our activity from potential swings in our various underlying markets. Furthermore, with our shift to a tailor-made pricing model in 2014 and 2015, in particular through our membership model at IS24 under which our customers can advertise an unlimited number of properties, as well as our focus on visibility products at both IS24 and AS24, we are increasingly detaching pricing from listing quotas.

Our marketplace model and our leading competitive positions translate into strong and continuously improving profitability. In the three-month period ended March 31, 2014 and the short financial year from April 1, 2014 to December 31, 2014 our Core operations generated ordinary operating EBITDA of EUR 34.0 million (OpCo) and EUR 115.1 million (Asa NewCo), respectively, reflecting an ordinary operating EBITDA margin of 41.6% (OpCo) and 44.2% (Asa NewCo), respectively. However, we believe our EBITDA margin has significant further upside potential when considering other leading digital classifieds platforms. In 2014, Rightmove generated an EBITDA margin of 74% and REA Group's core Australian property business (including central costs) had an EBITDA margin of 51% (source: Rightmove and REA Group Company Reports). We believe the streamlining of our portfolio, the cost savings program that we have implemented in 2014 and the strategies introduced in IS24 and AS24 will further improve our overall margin. Following our significant ordinary operating EBITDA margin growth in 2014 compared to 2013, we expect that our new strategies will lead to further margin upsides and EBITDA growth.

With high ordinary operating EBITDA margins from Core operations and improving operational efficiency, the Group benefited from a strong cash conversion of approximately 91% in 2014 due to its modest working capital and relatively low capital expenditure requirements. In the future, we believe that the Group's cash conversion is likely to improve due to lower absolute expected future capital expenditure requirements.

11.5.8 *Experienced senior leadership team with the vision and execution track record to deliver on a focused strategy*

In 2014, we made a strategic pivot from a broad portfolio development approach to a redefined focus on our property and automotive businesses. As part of this strategy, we transformed from a holding structure overseeing independently-managed segments to a fully-integrated organization with shared central functions: finance, legal, human resources, facility management, IT, corporate development and strategy, risk and compliance management and other related functions as well as a Group function to support our Group-wide lead generation and ad sales activities (Scout24 Media). With this functional structure, the Group optimized its cost base while adopting the standard operating model of best-in-class internet companies worldwide. The implementation of the new organizational design complements a comprehensive cost rationalization program that was implemented by the end of 2014.

Gregory Ellis, our CEO, joined the Group in March 2014 to design and implement this strategy. In his previous role, he was CEO of REA Group, which operates Australia's leading residential and commercial real estate classifieds platform in Australia (source: REA Group Company Website), a country where online penetration of the property classifieds marketing spend is more advanced than in Germany or even the UK (source: OC&C). Christian Gisy, our CFO, joined in September 2014 from the German cinema operator CinemaxX, which he joined as CFO in November 2006 before being appointed CEO in October 2008. He therefore has broad strategic, financial and public company experience which is valuable for our Group.

11.6 Strategy

In order to achieve sustainable and profitable growth, our management focuses on the following key strategic objectives:

11.6.1 *Maintain and expand IS24's superior value proposition to consumers*

We intend for IS24 to maintain its position as the "go-to" digital marketplace for consumers seeking a new home. To that end, we will continue to direct our resources towards enhancing IS24's content leadership, products and brand. IS24's property listing inventory is already the largest in Germany, according to our estimates. However, we aim to further extend this leadership by concentrating our efforts on certain high-potential local markets, addressing certain market sub-segments which we have historically not fully targeted and, more generally, ensuring that existing and new customers (particularly property agents and developers) have an incentive to place their entire portfolio of available properties on the platform. Our membership model, launched in 2014, which enables our customers to list an unlimited number of properties on our platform, is an important step towards our goal of having all available properties in Germany listed on our marketplace. Beyond listings, we also offer our consumers a range of (partly third-party) services related to property search, including credit scoring, mortgage financing, relocation and utility switching. Moving homes involves many steps and IS24 is ideally positioned to offer a "one-stop-shop" access to content and solutions relevant to consumers seeking to buy or rent a property. We believe that the user experience IS24 offers currently across its web and mobile destinations is significant, yet we will strive to continue to anticipate our consumers' needs and introduce new features and functionalities to make the property search process even more simple, efficient and stress-free. Ongoing initiatives include expanding mobile product developments, leveraging our extensive data on property offers to augment the information available to consumers, and refining our search algorithms to further enhance the relevance of search results. Our reputation and brand are critical assets in the context of accompanying consumers on their journey towards making an important decision in their lives. We therefore intend to maintain and increase our brand-awareness through the efficient use of marketing spending.

11.6.2 *Increase IS24's value proposition offered to customers and drive higher monetization*

Preserving IS24's leadership in terms of traffic and engagement (source: comScore, June 2015 (desktop only for traffic, desktop and mobile for engagement)) is fundamental to our continued ability to offer, in our view, the most effective lead generation solution to professional and private customers. Beyond maintaining the digital property classifieds platform with the highest consumer traffic and engagement, we intend to ensure that our customers have the possibility to offer their entire property inventory on our platform and to differentiate and promote their listings. In the last quarter of 2014, we launched our membership model, which enables our customers to list an unlimited number of properties on our IS24 platform and to benefit from supporting tools as well as an individually agreed number of top placements. Our additional "VIA Power" products add even more value to the membership by permitting customers to increase the exposure of their listings. As of June 30, 2015, approximately

54% of all the agents that we are approaching in 2015 to convert to the membership model (approximately 90% of our total core agent base in 2015) have already been migrated. We expect to migrate 75% to 80% of those agents by the end of 2015. We believe that this membership-based pricing model is an attractive offering to our customers and will serve to further strengthen and expand our inventory, mitigate churn and downgrade risk (as we reduce the granularity of our package quotas in regard to the number of listings for our existing listing packages) and therefore to strengthen the virtuous circle of listings and traffic on our platform. We intend to further drive the acceptance of our membership model by implementing new elements, such as improved analytics, lead qualification and an exclusive knowledge repository for IS24 members called IS24 campus. By giving our sales managers the tools for a value-based argumentation and employing a sales strategy of proactive higher-frequency interaction with customers, we plan to further increase our membership quota and drive upselling. Together with customer-individual value-based price increases and discount reductions, this will, in our view, result in further revenue growth.

In order to increase our share in private listings, we will further simplify the process of creating a listing on our platform and launch a state-of-the-art, e-commerce oriented process where customers are guided through the creation process in just a few steps. With the implementation of a new contact managing system we will enable private customers to manage incoming contact requests on our IS24 platform and establish filtering and response functions in order to live up to our promise to help finding the right tenant or buyer as fast and conveniently as possible. A new pricing model for private listings, which determines the ideal price and product bundle for each segment and which improves the pricing levels on an ongoing basis, will further enhance our value proposition offered to private customers.

On June 1, 2015, an amendment of German law entered into force which shifts the burden to pay the agency fee for rental properties from the tenant to the party ordering the service of the agent ("*Bestellerprinzip*"). This change may reduce landlords' willingness to employ the services of real estate agents for rental properties. We consider this possible shift in landlord behavior as an opportunity to win landlords who have decided not to work with real estate agents as customers. To this end, we are implementing additional services for private listers through IS24. For example, we offer landlords to manage the whole process of creating a listing on IS24 following an on-site appointment with dedicated experts. Based on our high brand awareness, we expect to win a considerable amount of landlords opting not to work with a real estate professional as customers for our services. Throughout these services we are leveraging opportunities to engage private listers with local real estate professionals that they can work with should they eventually opt at any time to employ a real estate professional again.

In the context of our continuing efforts to remain an established digital marketing partner for our customers which promotes their listings, offers state-of-the-art branding, provides transactional support services and simplifies the acquisition of client mandates for our customers, we also increasingly focus on leveraging our data assets to deliver additional insights for our customers, for example in the areas of valuation, demand analytics, and other data-based services. With our product innovation capabilities we intend to make the overall transaction process more efficient. We believe that by further enhancing the value proposition we offer to customers, across classifieds and display advertising, IS24 is well placed to drive the ongoing digital migration of property marketing expenditure in Germany.

11.6.3 Enhance AS24's value proposition and performance

We intend to further enhance AS24's value proposition and performance, namely by creating the best consumer experience to drive audience reach and engagement, securing content leadership (or at least content parity in the German market) by offering a cost-effective marketing platform to professional and private automotive sellers, and leveraging the strong network effects underpinning our marketplace model to further monetize our value proposition to customers.

We are in the process of undertaking a series of initiatives to further improve both the consumer experience of our AS24 platform and our value-based proposition to customers. Current initiatives include:

- ***Integrate Easyautosale into enhanced AS24 value proposition to private listers***

In April 2015, we acquired Easyautosale, a leading automotive re-commerce site in Germany (source: NewsCentral) for the sale of used cars. AS24 had been in close cooperation with the company since September 2013. Easyautosale provides private sellers with an alternative to a listing on our AS24 platform that focuses on speed rather than price maximization. The company offers a simple, straightforward and fast way of finding a buyer for cars through an innovative online trading platform. This online car brokerage platform allows private sellers to enter information about their cars on the Easyautosale's platform. Easyautosale performs an evaluation of these cars, suggests a minimum sale price and solicits offer bids from professional car dealers. Within five days, received offer bids are submitted to the private sellers, who may select an offer bid and sell their used car with a minimum of effort in a very short period of time. Our consumers consequently have the choice to either rapidly sell their car for a small discount with Easyautosale or to reach out for a higher purchase price at AS24.

- ***Launch new valuation tool to support private listers***

We also plan to introduce a valuation tool which will recommend an offer price to consumers, thus helping them to determine a fair price to list their vehicles on AS24. The valuation model will leverage on AS24's proprietary data pool and analytics capabilities and its continuously evolving and self-learning algorithm.

We expect this initiative to result in higher page impressions, higher user engagement and satisfaction, an increased number of private listings, and a higher expected conversion as more listers come through the purchasing funnel successfully.

- ***Seek to further augment AS24's listing coverage***

After successfully regrouping our sales team and implementing our data-driven sales approach based on lead and performance tracking in Germany, we intend to further scale this approach. Furthermore, we started to roll-out the sales approach which we have adopted in Germany to other countries where we operate.

Another step towards content leadership is to address small professional car dealers with a portfolio of less than 30 cars and sellers of cheap cars, whose listings are highly relevant to attract consumer traffic. As small car dealers are very price sensitive, we have developed our pricing strategy by offering an innovative pricing model exclusively to small car dealers. In order to attract car dealers with a cheaper portfolio, we plan to target an audience with special interest in cheap used vehicles. We believe that such audience can *inter alia* be found in the countries of Central and Eastern Europe (CEE) with Poland being the No. 1 used car importing country in European Union (source: Öko-Institut). We therefore plan to implement our strategy with the launch of a dedicated platform in Poland targeting Polish import dealers. Thus we will bring together five of Europe's largest used car exporting countries Germany, Italy, the Netherlands, Belgium and Luxemburg with the No. 1 used car importing country, which will, in our opinion, increase demand on our platform.

- ***Roll out of our "Marketing Power" model***

Another measure with promising early results is the introduction of our new "Marketing Power" model, which allows enhancing the exposure of the listing and to display and highlight additional information for an additional fee and thereby capture the highest attention of consumers resulting in stronger lead conversion – in line with the proven best practice VIA Power products implemented at IS24. As the introduction led to a promising increase of revenue from former OTP customers and new customers in comparison to the preceding time period, we intend to transfer our new Marketing Power model to the other European markets in which we conduct our business until the end of 2015.

- ***Ad sales push for large OEMs and leads generation to third party vendors***

As we foster the virtuous circle dynamics of content and traffic, we believe AS24 can accelerate the online channel shift in the automotive category, not only for classifieds advertising but also for display campaigns. When it comes to ad sales, our AS24 marketplace offers a large and transaction-ready audience to automotive OEMs. We have started monetizing this opportunity by implementing revamped advertising formats and packages in mid-2015, thus pushing advertisement sales for large OEMs and groups. We plan to roll-out our new ad-sales strategy to Italy, Belgium and other countries we operate in. We will also continue to market all-listing deals, under which an OEM or larger group lists its whole inventory on AS24, domestically as well as internationally. In order to further increase the share of OEMs marketing budgets we capture, we intend to further enhance our technology capabilities, e.g. by implementing detailed audience targeting. Moreover, the automotive value chain includes a number of adjacencies which AS24 is well positioned to address. We will continue to leverage our customer relationship management capabilities to convert our early touch points with consumers into leads to third party vendors, such as credit finance or insurance providers. As we augment the value we bring to customers, we believe we will improve our ability to price to value and enhance the monetization of our services.

- ***Move AS24 operations to the cloud and push marketing***

Furthermore, we are investing in implementing a technology shift for our AS24 platform in order to base our operations on modern public cloud architecture (i.e. with server-based data storage) and components utilizing the latest technological innovations. A further marketing push will, in our view, translate AS24's leading brand awareness into stronger traffic momentum which will further foster the virtuous circle dynamics of mutually reinforcing content and traffic. As our now fully responsive mobile website, our launched application for Android and our revamped iOS application proved to be successful in Germany, we have also transferred our best-in-class mobile approach to the other European countries we conduct our business in. With those measures, we improve our consumer experience and enhance AS24's audience reach.

11.6.4 Maintaining and enforcing our competitiveness by investing in suitable acquisitions and attracting the best and brightest talent

We are focused on creating sustainable shareholder value. We therefore focus our M&A strategy on smaller bolt-on acquisitions along the value chain which enable us to strengthen our market position or to further tap into adjacent revenue pools or acquire new technological capabilities. In accordance with this strategy we acquired FlowFact in October 2014, a stake of 50.02% in Stuffle in November 2014 and Easyautosale in April 2015. We currently see limited possibility for value enhancing consolidation opportunities in our core markets but are actively monitoring any potential transactions.

As we operate in a fast changing industry, we see attracting and retaining the "best and brightest" talents as a key competitive advantage. Therefore, we add talent at all levels of the organization. To that end, we foster a culture of innovation and achievement where employees are given the opportunity to make a difference and are rewarded for it. In this context, this Offering will facilitate our effort to offer a highly attractive and liquid long-term financial incentive to our management team and employees.

11.7 Operations

11.7.1 Business Model

Our Group owns and operates leading digital real estate and automotive marketplaces specifically designed for both desktop computers and mobile devices. Our platforms are accessible through our websites and mobile applications, and help consumers search for properties and vehicles, research the market, make informed decisions and connect with local professionals and private sellers. We operate our business primarily through two main segments, IS24 and AS24.

We serve four different kinds of users: (1) consumers searching for a home or motor vehicle, (2) professional listers, and (3) private listers, (whom, together with professional listers, we refer to collectively as customers), and (4) third parties, such as advertisers, who use our platforms to promote their products or services or generate business from leads placed on our site.

As our platforms attract consumers and customers, our business benefits from powerful network effects whereby the growing size and engagement of our consumer base reinforces the value offered to our customers advertising their properties or vehicles on our digital platforms, which in turn draws further consumers to our websites and mobile applications, etc. We also target various third parties pertinent to the real estate and automotive verticals, such as OEMs, financial institutions, relocation companies and other service providers for real estate or motor vehicle transactions, who use our platforms to promote their products or services through advertisements or generate business from leads placed on our site. Consumers can use these products and services to help them in their real estate or motor vehicle transactions.

Besides our core segments, IS24 and AS24, we group further businesses in our segment "Other", which mainly includes FinanceScout24 (FS24). Since our JobScout24 ("**JS24**") business was sold in 2011, the remaining use of the brand is reported as a licensing business in our Corporate segment. Further, our Corporate segment includes management services and certain shared services (finance, legal, human resources, facility management, IT, corporate development and strategy, risk and compliance management and other related functions) provided to the companies of our Group. Historically, this segment also included online marketing services rendered to companies of our Group and external customers. Our Corporate segment further includes revenues from a small horizontal classifieds platform Local24 (Local24) and licensing fees received from third parties for the TravelScout24 and JobScout24 brands. In 2012 and 2013, we operated our dating platform FRS24 as a separate segment, which was sold in August 2014.

11.7.2 ImmobilienScout24

11.7.2.1 Overview

Our IS24 segment includes Germany's leading digital marketplace for real estate property in terms of listings, UMVs and real estate professionals (source: comScore, June 2015 (desktop only), management estimates). As of June 2015, IS24 had 511,000 listings, which, according to our estimates, is 1.3x the listings of our next competitor, 8.2 million UMVs, 2.1x the UMVs of our closest competitor (source: comScore, June 2015 (desktop only)), and 28,100 real estate professionals (including other real estate professionals), which, according to our estimates, is 1.3x times the number of our closest competitor. According to our estimates, the majority of our traffic comes from mobile devices and our lead ahead of our next competitor on mobile devices is at least as large as on desktop devices. Furthermore, following our acquisition of the Austrian platform immobilien.net in 2014 and its combination with our Austrian business ImmobilienScout24.at, the Group also operates a leading real estate classifieds marketplace. Our IS24 segment offers services and products for professional customers, private customers, consumers and third parties. Professional customers include residential and commercial real estate professionals (both independent agents and chains), new home developers, home builders, property management companies, and customers from the finance sector. Private customers, meaning home owners or tenants, look for buyers or the next tenant and choose to list their property directly without any intermediary. Consumers can use our platform free of charge to search for properties and find a variety of information and services to help them with their buying/renting transactions and support them in relocating. Furthermore, we offer additional paid products and services to consumers which they can conveniently purchase through our website, such as credit checks and search listings. Third parties include relocation companies and companies in relocation-related industries, such as utilities, energy, and telecommunications who are interested in reaching our audience in order to promote their brand or offer services and products.

We offer a wide selection of digital products that seek to make the property markets where we operate more efficient. Our main listing products facilitate the sale and rental of private and professional properties by publishing information about the property, which consumers can search for in our database generally free of charge. The information usually includes a detailed description of the property, the location and the neighborhood, as well as several images. Our listing services are complemented by a number of additional value-added services for both customers and consumers. Furthermore, we offer advertising on the IS24 platform for third-party providers, which include insurance, utility or furniture companies. The core value proposition of our IS24 segment is our highly liquid and efficient digital marketplace. Approximately 8.2 million people (UMVs) visit IS24 each month (source: comScore, June 2015 (desktop only)), resulting in approximately 366 million minutes spent per visitor per month, surpassing our competitors by 2.1x (source: comScore, June 2015 (desktop and mobile)). According to an estimate by OC&C using website performance proxies, IS24 provides more leads than any other real estate classifieds platform in Germany (based on ad views per listing per month), in part due to our, in our view, popular and leading mobile platform. Furthermore, according to our estimates, IS24's mobile applications have been downloaded over 11.1 million times since their inception as of June 2015, with approximately 170 thousand downloads only in June 2015. Mobile traffic as of June 2015 represented 65% of total traffic per month (source: management estimates, based on visits to the IS24 platform from mobile devices and all IS24 applications as measured by our own traffic monitor).

In the first three-month period of 2014 and the short financial year from April 1, 2014 to December 31, 2014, our IS24 segment generated external revenues of EUR 55.7 million (OpCo) and EUR 175.8 million (Asa NewCo), respectively, and an ordinary operating EBITDA of EUR 30.3 million (OpCo) and EUR 99.0 million (Asa NewCo), respectively. IS24 had an ordinary operating EBITDA margin of 54.5% (OpCo) and 56.3% (Asa NewCo), respectively. Revenues from core real estate professionals constituted the primary revenues source of our IS24 segment and amounted to EUR 32.3 million (OpCo) in the first three-month period of 2014 and to EUR 101.0 million (Asa NewCo) for the short financial year from April 1, 2014 to December 31, 2014, which equals 58.0% (OpCo) and 57.5% (Asa NewCo) of IS24's total revenues, respectively.

11.7.2.2 Our Consumers Offering

We generally provide information, products and services to our consumers free of charge to help them research the residential property market, research alternatives and make better-informed decisions about their next home.

The key benefits offered to our consumers are:

- ***Any time, any place access***: The IS24 marketplace platform is accessible anytime and anywhere through our mobile applications and our websites. To meet the needs of consumers who are increasingly conducting their real estate research on mobile devices we offer mobile applications that are currently available for use on the iPhone, iPad, Android phones, Android tablets and Windows phones.

- ***Access to the largest (in our view) up-to-date searchable database of properties for sale and rent in Germany***: As of June 2015, our comprehensive, searchable database of properties includes approximately 511,000 properties available for sale and rent, listed by professional and private listers in Germany, typically showing price, description, location information and photographs. The shift to the membership-based pricing model, which allows customers to advertise their complete inventory, helped increase our lead over our competitors with regard to the number of listings, resulting in a relatively more attractive offering to consumers. Furthermore, consumers may customize their search using property-specific filters such as property type, location, price and size, as well as specific keywords to identify attributes that meet their requirements.
- ***Recommendations and proprietary analytics that provide local context:*** We provide consumers with local insights, including information about schools, neighborhood amenities, and available commuting options as well as ratings on local real estate professionals. We also provide proprietary analytics on property valuation, including comparative historical price trends down to the neighborhood level. We believe that such information provides our consumers with a high degree of transparency that enables them to make informed decisions throughout the transaction process.
- ***Specific products consumers can purchase to help them in the relocation process:*** Furthering our goal of making the moving process simple, efficient and stress-free, we provide consumers with pertinent products and services that help them solve specific problems during the relocation process. Consumers can for example conveniently complete and buy online credit checks on IS24 to complete their documents when applying for a rental flat in order to improve their chances of getting the flat.

Revenues from consumers are generated by our value-added services, which include credit checks that are paid directly by consumers. Valuation estimates is a paid service that offers customers and consumers the possibility to obtain a valuation estimate of a real estate property based on IS24's automated valuation model, which analyzes comparable past listings stored in IS24's large proprietary real estate database.

Consumers are increasingly utilizing mobile devices to access property information. We do not only provide services that can be accessed through smartphone devices and tablets at any time and at any place, but strive to offer our consumers the best mobile experience. We developed optimized offerings for mobile devices, which resulted in 41% more visits per month through iOS and Android applications as of June 30, 2015, in a year-to-year comparison. In total, mobile traffic contributed 65% to IS24's total traffic (source: management estimates, based on visits to the IS24 platform from mobile devices and all IS24 applications as measured by our own traffic monitor). IS24 is therefore well-placed to capture an increasing share of the mobile audience for online property information. Since June 2012, mobile traffic on our platforms has increased by an average annual rate over 60% and we expect further growth of mobile traffic in the future. We believe that a strong mobile offering is imperative to the property market that IS24 serves, as property searches are highly localized and, consequently, consumers place significant emphasis on mobile and location-based services.

11.7.2.3 Our Customer Offering

11.7.2.3.1 Value Proposition

Our leading market position in terms of listings and real estate professionals (according to our estimates) is a result of IS24's superior value proposition: Generally online listings represent approximately 3.2x better value than listings on print, on a cost-per-ad view (source: OC&C). According to an estimate by OC&C using website performance proxies, IS24 provides 1.6x the leads of its competitors and, considering a mix of pre-membership and current prices, is approximately 40% cheaper on a cost per lead basis compared to the newly introduced post-merger price points of its closest competitor (estimates based on ad views per listing per month and cost per listing per month).

IS24's customer tools further give professional customers the opportunity to track, manage and communicate with transaction-ready consumers, helping to measure and quantify the value generated by the inquiries on our marketplace. Because we are committed to maximizing the return on marketing investment, we continue to invent new products and solutions, thus improving the value for our customers. The high quality of our products, our enhanced efficiency and our audience compared to our competitors as well as lower prices and payback periods compared to our international peers, give us sufficient pricing headroom, even though IS24 has been able to maintain higher average price levels than our online competitors. The membership model we launched in 2014 gives real estate professionals the possibility to list an unlimited number of properties on our IS24 platform, in addition to a certain annual entitlement to use our value-added services in the form of Top listings. Our additional VIA Power products enhance the membership by increasing the exposure of the listings for an additional fee.

The key benefits offered to our customers are:

- ***Significant return on investment***: We believe that our core classifieds listings products offer a high return on investment to our customers with a better price-to-value ratio than print and our national digital competitors. Unlike traditional marketing channels, IS24 provides the necessary tools to track leads and manage performance, enabling customers to measure and quantify the value of our products.
- ***Extensive reach to transaction-ready consumers***: We provide our customers with the opportunity to connect with a large audience of transaction-ready consumers through our websites and mobile applications. Of our 8.2 million UMVs, 5.8 million use IS24 to the exclusion of other real estate websites (source: comScore, June 2015 (desktop only)). This allows our customers to reach this large user base exclusively on our platform.
- ***Products that enhance presence and deliver inquiries***: We offer a range of products to our customers to help them successfully prepare and close deals. Our listing packages have already enabled customers to increase their visibility, promote their listings in search results and generate inquiries from our large audience of consumers. Our membership model allows customers to enhance their presence and exposure even further. We also offer products that enable professional customers to build their personal brands by creating an online profile, contributing content to our marketplace, leveraging social media and establishing their presence through mobile features. Furthermore, by providing our consumers with the necessary products and adjacent services to help them search the property market, research alternatives and make informed decisions about their next home, IS24 is able to generate high-quality leads for its customers.
- ***Real-time access to information and tools at any time and any place***: We offer mobile applications designed specifically for our professional customers. Using our mobile applications, real estate professionals can access information that they need to conduct their business, including listings details, contacts, and local neighborhood information and present their online listings to prospective buyers or tenants. Our customers also receive notifications of new inquiries so that they can respond quickly and secure new clients.

11.7.2.3.2 Products and Services Offering for Professional Customers

Listings are the main product offered by our IS24 segment to both professional and private customers used to generate interest in their offerings and connect with consumers. We provide our main product, which is complemented by additional services, predominantly under mainly three different charging models: a membership model, a listing packages model and a pay-per-listing service.

- ***Membership Model***. In October 2014, we launched the membership model. Under this model, which is our preferred pricing model for the future, real estate professionals receive the following product benefits: They have the possibility to list their complete inventory of properties on our IS24 platform ("ListAll") and have their properties branded with their own logo in the result list. They can also use supporting tools (such as the market data and analytics tool "MarktNavigator") and receive a customized number of Top placements as part of their membership contract. In most cases, the membership contract is an annual subscription contract. In addition to the membership benefits, we offer additional VIA Power products to enhance the membership by allowing agents to increase the exposure of their listings for an additional fee. As of June 30, 2015, approximately 54% of all the agents that we intend to approach in 2015 to convert to the membership model (approximately 90% of our total core agent base in 2015) have already been migrated. We expect to migrate 75% to 80% of those agents by the end of 2015. We believe that this membership-based pricing model is an attractive offering to our customers and will serve to further strengthen and expand our inventory of listings (as the disincentive for real estate professionals resulting from our listing package to list only the number of properties the professional customer paid for was removed), mitigate the churn and downgrade risk (as we simultaneously reduce the granularity of our listing packages with regard to the number of listings) and therefore strengthen the network effects of audience and listings growth on our platform. A similar pricing model is, for example, successfully operated by REA Group, in Australia, which were able to achieve a substantial ARPU growth over the last three years (source: Rightmove Company Reports) (see "*11. Business Description–11.5 Our Key Strengths–11.5.4 Significant further monetization potential at IS24*"). Starting in October 2015, we will move into the second year of selling the membership contract. To provide more value to our customers, we will take measures to further improve the attractiveness of our membership offering, adding e.g. improved analytics tools, tools to qualify leads upfront and an exclusive IS24 knowledge repository for members, the IS24 campus.

- ***Listing Packages.*** Our subscription-based listing package service was traditionally the primary model for our professional customers. Under this model, professional customers entered into annual subscription contracts, under which they could upload a predefined maximum number of simultaneous property listings to our IS24 website at any point in time (according to their package size). The applicable flat fee for this subscription was usually payable on a monthly basis. All listing packages include the display of listings across our platform, and allow listings to be accessed through both our website and mobile applications. Since the beginning of 2015, listing packages are not sold anymore to new customers and are only sold as a fallback product in case a customer cannot be migrated to our membership model.
- ***Pay-Per-Listing***. In addition to our membership model and listing packages, we also offer listings products on a pay-per-listing basis. This charging model is primarily designed for smaller occasional real estate professionals. Prices for our pay-per-listing service for our professional customers are differentiated by the type of object (sale versus rental).

We refer to real estate professionals who have a package or bundle contract with IS24 as IS24 core agents. In addition to listing products, we offer additional products such as advertising for our professional customers. Our listing products are complemented by our VIA Power products, which allow customers to enhance the exposure of their products. VIA Power products give our customers' listings exposure through a highlighted display and preferential position on the search results page, enhancing their image and brand awareness, thereby allowing them to acquire new clients. With regard to exposure, we feature four types of listings, which are displayed in tiers on our search result page in the following priority from lowest to highest: Standard listings, Top listings, Premium listings and Showcase listings. Standard listings feature midsize pictures of the respective property, the agent's and company's name as well as a company rating. Top listings feature a picture preview. Premium listings include additional large pictures. Showcase listings will appear on the very top of the search result list and include further features such as a customizable brand-bar, the agent's logo and photo as well as extra-large pictures. The sorting of listing in tiers drives exposure (and thereby views on the result list, clicks on the exposé page and leads) in ascending order to Standard, Top, Premium and Showcase listings.

We also offer specific products directed particularly at the needs of specific professional customer groups, such as new home developers, home builders, property management companies or customers in the finance sector. These specific products include for example slightly adapted variants of our annual subscription contracts (for property management companies) or micro-sites on our website (for new home developers), a lead engine for consumers interested in home building (for home builders) or specific ad sales packages combining real estate listings with products to generate mortgage leads (for customers in the finance sector).

Furthermore, real estate professionals are also offered transactional support tools, including our CRM system "FlowFact", allowing customers to list their properties on multiple online portals, to communicate with inquiring seekers and to manage their properties and contacts.

Customers can also use our ScoutManager, a web-based customer self-service tool that assists in managing contract information and analyzing performance/value delivered to listed properties. Those performance reports give an overview of the conversion from exposure to generated leads and provide detailed key performance indicators for each listing, thus showing the benefits of our membership model and listing exposure.

Our membership model and VIA Power products as well as our additional products like our "FlowFact" CRM solution or ad sales for real estate professionals enable us to deliver superior ROI to our customers on their marketing spend, thereby forming the basis for a further increase in our share of "agent's wallet" (the share of a given agent's total advertisement spend), particularly with larger real estate professionals. We estimate that we currently have a significantly larger share of "agent's wallet" with smaller real estate professionals compared to large real estate professionals. We see significant growth potential by focusing on our marketing, product and pricing initiatives for our larger real estate professionals, who have access on our platform to the largest consumer base in terms of traffic (source: comScore, June 2015 (desktop only)).

11.7.2.3.3 Products and Services Offering for Private Customers

Private customers are private real estate listers such as owners looking to rent or sell their property, as well as tenants seeking to find the next tenant. For our private listers we focus on a pay-per-listing pricing model:

- ***Pay-Per-Listing***: This charging model fits the needs of private listers who, in contrast to most professional customers, only list properties occasionally. Private listers can select both the duration for which they would like to list their property as well as the listing type (Standard, Top, Premium or Showcase). Prices for our pay-per-listing service are differentiated by a number of factors, mainly the type of object (sale versus rental), the location, the property value and the type of customer. The pricing relies on prior booking behavior and filled-in data to deliver a tailored pricing/product offering. The goal is to maximize listings and revenue in a private market with highly fragmented customer profiles, purchasing behaviors and price sensitivities. The new pricing engine in combination with ongoing iterative testing of price and product bundles is expected to help IS24 optimize price-to-value to maximize listing content.

In order to take advantage of the newly-introduced so-called *Bestellerprinzip* (effective since June 2015), which shifts responsibility for paying agent fees to the party that commissions the agent, thereby potentially shifting professional listings to private listings, IS24 is differentiating its private lister offerings to better address the needs of the different target groups (owners and next-tenant-seekers). One strategy is to introduce a new and optimized homeowner listing flow, with an indication of the expected demand for the listed property and a price recommendation engine for the listing.

In addition to listing services, IS24 offers a variety of products and services (some in cooperation with third parties) aimed at helping private customers to find a new owner or renter for their properties. These include for example property valuation, contract templates, or the generation of energy certificates.

11.7.2.4 Ad Sales and Other Products and Services for Third Parties

In addition to consumers, professional customers and private customers, we also service third parties. We create relevant content and services for our consumers and generate revenues, such as from the sale of advertising space on our internet platforms and from lead generation fees. Display advertising opportunities on our platform are offered to real estate professionals, developers and providers of property-related products and services (e.g., in the areas of utilities, energy and telecommunication), as well as general advertisers, for the purpose of reaching our transaction-ready audience.

We offer advertisers the following key benefits:

- ***Access to a large, targeted and attractive audience***: We believe our audience composition is highly attractive to brand advertisers. Our audience comprises 12.1 million UMVs per month (source: comScore, June 2015 (desktop and mobile combined)) with of our audience according to our estimates being younger, with higher education and higher household income than the German average.
- ***Unique position to reach relocating consumers in Germany***: With a total time spent share of 70% in the German competitor set of real estate classifieds portals (source: comScore, June 2015 (desktop only and mobile)), companies in real-estate-related industries advertising on IS24 can reach a high number of relocating consumers at a specific point in time where they have a high probability to switch a variety of services (such as energy, telecommunications and utilities) and a comparatively high willingness to spend up to EUR 16,000 (source: TNS Infratest, May 2014).
- ***Display products that efficiently reach target consumers***: IS24 gives advertisers the opportunity to reach the specific segments of our audience that are most attractive to them: Consumers are reached based on specific targeting criteria (such as region/location, property characteristics or search behavior) immediately before they are moving, which usually triggers further consumption decisions for insurance policies, financial services, renovation or furniture. Consequently, advertisers benefit from an enhanced reach and impact, of their marketing campaigns on our digital marketplace platforms.

To support our Group-wide lead generation and ad sales activities and drive best practices across the Group, we have created the Scout24 Media function. This function will combine product marketing capabilities and resources as well as third party and agency sales teams.

11.7.3 AutoScout24

11.7.3.1 Overview

Our AS24 segment is a European automotive classifieds leader (management's estimates based on listings and UMVs). We currently operate in Germany, Italy, Belgium (including Luxembourg), the Netherlands, Spain, Austria and, through our Belgian team, France. In terms of total listings we hold No. 1 positions among vertical classifieds platforms in Italy, Belgium (including Luxembourg) and the Netherlands as well as a No. 2 position in Germany and prominent positions in the fragmented French, Austrian and Spanish markets (source: Autobiz, June 2015). In terms of unaided brand awareness, we hold the No. 1 position in most of the countries where we operate, including Germany (source: Vocatus, 2014). We also offer local language versions of our website for 10 additional countries (in Bulgarian, Croatian, Czech, English, Polish, Romanian, Russian, Swedish, Turkish and Ukrainian). Our

European footprint provides our AS24 business with tangible differentiation points versus our competition. The individual country offices primarily function as sales outlets. As of June 30, 2015, 1.6 million vehicle listings from approximately 48 thousand professional dealer locations in Europe (of which approximately 20 thousand are based in Germany) advertised their listings on our platform (source: Autobiz, June 2015). Furthermore, as of the same date, there were approximately 538 thousand privately listed vehicles on AS24 (source: Autobiz, June 2015).

Through our AS24 platform, we offer listings products for used and new cars, motorcycles and commercial vehicles in addition to complementary advertising products, such as display advertising and lead generation (together ad sales). AS24 serves consumers, professional and private customers and third parties such as advertisers. AS24's consumer base is comprised of both private persons as well as professional dealers looking for a new or used car. Our AS24 professional customer base primarily consists of car dealers. AS24 serves both smaller dealers and large dealer chains. Private listings are placed on our platform by private sellers of vehicles. Third parties include original equipment manufacturers (OEMs) or financial institutions offering car-related insurance and financial products.

In 2014, we embarked on a new strategy to establish content parity with the current market leader in Germany and to further strengthen our market leadership in those countries, where we hold No. 1 market positions. We fully restructured our sales function by revamping our sales team and embarked on a new data-driven sales approach. Furthermore, we facilitated the insertion of private listings to increase the share of private sellers. As a result of those efforts, as of June 30, 2015, we are nearly on par (89%) with the current market leader in Germany, with respect to the number of large dealer locations on our platform (source: Autobiz, June 2015), an increase of 7% compared to June 30, 2014. With respect to smaller dealer locations (i.e. locations offering less than 50 cars simultaneously), we have approximately 61% of these dealer locations on our platform compared to the current market leader (source: Autobiz, June 2015). In terms of total listings we have achieved a level of 87% of the market leader's listings (source: Autobiz, June 2015) as opposed to 79% as of June 30, 2014. Due to an increase in marketing efficiency and our improved search engine optimization activities, we attracted 18% more of total traffic as of June 30, 2015 in a year-on-year comparison. Furthermore, we focused on enhancing the consumer experience with a refreshed mobile offering, including a fully responsive state-of-the-art website and revamped mobile applications for iOS and Android, resulting in 49% of total visits as of June 2015 being executed through our mobile platforms versus 34% a year ago (measured based on visits on AS24's mobile platform). In April 2015, we launched our new Marketing Power model which allows enhanced listing exposure and the display and highlighting of additional information for an additional fee, thereby capturing the attention of consumers and driving more visibility and leads to dealers purchasing such listings. Together with a price increase for listings, which we implemented between January and June 2015, we generated a rise in revenue of 11% as of June 30, 2015 in comparison to the same period of last year.

In the first three-month period of 2014 and the short financial year from April 1, 2014 to December 31, 2014 our AS24 segment generated external revenues of EUR 24.6 million (OpCo) and EUR 82.3 million (Asa NewCo), respectively (including revenues from our garage portal ("**GP**")) and reported EBITDA of EUR 5.0 million (OpCo) and EUR 14.0 million (Asa NewCo), respectively (including the operating result before depreciation and amortization from GP). AS24 had an EBITDA margin of 20.4% (OpCo) and 17.0% (Asa NewCo), respectively. Revenues from core dealers (Germany) accounted for 33.7% (OpCo) and 33.4% (Asa NewCo) of AS24's external revenues in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, followed by revenues from core dealers (Benelux, Italy) with a contribution of 29.7% (OpCo) and 29.1% (Asa NewCo) in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively. 36.5% (OpCo) and 37.5% (Asa NewCo) of external revenues in our AS24 segment in in the three-month period ended March 31, 2014 and the nine-month period ended December 31, 2014, respectively, were derived from other countries and ad sales.

11.7.3.2 Our Consumer Offering

We provide consumers with information, products and adjacent services to help them search the vehicle market, research alternatives and make informed decisions about their next car, motorcycle or commercial vehicle, in general free of charge. Consumers can search a comprehensive database of available vehicles. Further adjacent services for consumers include consumer information regarding the purchase of cars, motorcycles and commercial vehicles, financial services, such as insurance or car financing, and the ability to purchase spare parts.

The key benefits to consumers include:

- ***Any time, any place access***: The AS24 marketplace platform is available anytime and anywhere through our website and mobile applications. To meet the needs of consumers who increasingly conduct their car research on mobile devices, we upgraded and re-launched our mobile website offering and revamped mobile applications that are available for use on the iPhone, iPad, Android phones, Android tablets and Windows phones. Since the introduction of our first mobile application in 2009, mobile use of our marketplace has grown rapidly. As of June 30, 2015, 49% of our traffic in terms of visits to AS24 came from our mobile platforms (measured based on visits on AS24's mobile platform).

- ***Greater individualized choice***: Consumers may generally search our database free of charge. In Germany, our inventory features approximately 291 thousand unique vehicles which are not offered on any other vertical automotive classifieds platform and approximately 413 thousand which are not offered on the German market leader's platform (source: Autobiz, June 2015). The implementation of our strategy to achieve content parity in Germany and expand our leadership in other countries should, according to our estimates, increase our vehicle listings inventory on AS24 resulting in a larger offering for consumers. Furthermore, our listings feature various advantages compared to traditional print media. Typically displaying the price, a full description, detailed specifications, location information and photographs, our platforms offer consumers the relevant information they need to make an informed choice. Due to our European footprint, consumers also have access to an international supply. In addition, our inventory is more individualized than on offline classifieds platforms since consumers have the ability to customize their search by metrics such as brand, mileage, registration date and price, among others.
- ***Greater functionality***: Besides the large inventory and the customizable search options, comparison tools helping to narrow the selection and services related to the actual acquisition, such as obtaining instant quotes for insurances and financing services that offer greater functionality and time effectiveness for our consumers.

As of June 30, 2015, our current listings database included over 2.1 million vehicles in Europe, thereof approximately 1.1 million vehicles in Germany (source: Autobiz, June 2015).

11.7.3.3 Our Customer Offering

11.7.3.3.1 Value Proposition

We provide listing services for used and new cars, motorcycles and commercial vehicles. With our products and services we address customers' need to find a buyer for their car as quickly as possible because their inventory ties up capital and suffers depreciation over time. The key benefits offered to our customers therefore are:

- ***Increased efficiency and cost effectiveness***: Our digital marketplace generally offers a more cost effective medium to advertise vehicles than traditional print media, as it provides exposure to a broader audience and enables customers to target potential purchasers more accurately. Compared to traditional print publications, German online automotive classifieds portals provide approximately 5.3x better value (source: OC&C, estimate based on ad views per listing per month and cost per listing per month). The AS24 marketplace provides our customers access to 4.7 million UMVs that use our platform (source: comScore, June 2015 (desktop only)).
- ***More exposure driving higher visibility, higher engagement and higher lead conversion:*** The market for new and used cars is characterized by a high comparability of each offer. Therefore, the visibility of listings by consumers is essential for its success. We estimate that with our new Marketing Power approach, Premium listings (ranking on top of all listings) receive approximately 8.2x the number of vehicle detailed page views as basic listings. Consequently, our new Marketing Power model creates a strong value proposition for dealers by increasing the exposure of their listings. Furthermore, by providing our consumers with the necessary products and adjacent services to help them search the vehicle market, research alternatives and make informed decisions about their next car, AS24 is able to generate high-quality leads for its customers.
- ***Access to international demand***: Our European footprint, along with our local language sites, enables us to generate additional demand for cross-border transactions. Our customers are able to extend the reach of their listings not only beyond their regional area of operation, but also across national borders, which is important for our customers due to price differences across regions. Since our leading platforms are present in all major car exporting countries, we also provide a highly attractive platform for professional car dealers from the major car importing countries, which, according to our estimate, increasingly turn to online platforms for their research on used cars.
- ***Transaction tools***: We provide customers with the necessary tools to integrate the advertisements of their inventory, manage associated inquiries as well as track and measure the effectiveness of their listings.

- ***Quick and easy sales possibility for private customers***: With the integration of Easyautosale into our AS24 platform, we provide private sellers with an easy and convenient way of finding a buyer for their cars. This online car brokerage platform allows private sellers to enter information about their cars on the Easyautosale's platform. Easyautosale performs an evaluation of these cars, suggests a minimum sale price and solicits offer bids from professional car dealers. Within five days, received offer bids are submitted to private sellers, who may select an offer bid and sell their used car with a minimum of effort in a very short period of time.

11.7.3.3.2 Product and Service Offering for Professional Customers

To our professional customers, we offer our listings product through subscription-based listing packages, which can be upgraded with our newly introduced Marketing Power model:

- ***Subscription-Based Listing packages***. The majority of our revenues is generated through subscriptions that allow customers to post multiple vehicle classifieds listings on AS24 for a subscription fee. Professional customers enter into recurring, subscription-based listing packages. The most relevant subscription plan is our "Automatic Tariff Adaption" plan, under which customers are charged based on the number of simultaneous listings per month. Prices are calculated on an estimated number of listings and are adjusted according to the actual number of listings in a given month. Because our Group is committed to maximizing the return on marketing investment for our customers, our Group continues to develop new products and periodically reviews prices to ensure that our subscription pricing reflects the value we deliver to our customers. Following these reviews, there have been regular price adjustments over the past three years, with the last round implemented in the first half of 2015, focused on larger dealers with previously high discounts. In Germany, AS24 has largely been able to follow the price adjustments set by Germany's market leader while still maintaining a lower price point.
- ***Marketing Power Model:*** Based on the experience from the proven best practice approach with VIA Power for IS24, we launched our new Marketing Power model in April 2015. Marketing Power complements our subscription-based listing packages in Germany by enabling our customers to increase the exposure of a Basic listing booked through our subscription-based listing package to a Plus or to a Premium listing for a tiered additional fee per day. Basic listings not enhanced through Marketing Power are presented below "Premium listings" and "Plus listings", lower down on the search result list. "Plus listings" appear above Basic listings in the search result list. For a low additional fee, customers may also upload up to 20 regular-sized images and add a subtitle and dealer details to their "Plus" listing. "Premium listings" are highlighted and appear on the very top of the search result list. This offering includes additional features for agent branding and the upload of up to 30 extra-large images. According to an internal Company analysis comparing vehicles within the same price range during the period between June 25, 2015 and July 21, 2015, "Plus listings" and "Premium listings" generated on average 5.0x and 8.2x, respectively, more vehicle detailed page views (VDP) than the average Basic listing. As of June 30, 2015, over 1,000 car dealers had subscribed to the Marketing Power model. Marketing Power allows our customers to achieve greater visibility, greater consumer engagement, and greater lead conversion. By capturing the highest attention of the consumer, displaying and highlighting additional information and logos, our customers can help speed up the sale of the cars listed and create unique selling advantages. We believe that Marketing Power is especially attractive to car dealers for two reasons that differ from the real estate business: As comparability of cars is high, being the first listing in the search result list is particularly important. Furthermore, car dealers actually buy and then own their stock, resulting in the need to sell their car inventory fast in order to minimize the negative impact from depreciation.

11.7.3.3.3 Product and Service Offering for Private Customers

Our private customers list their vehicles for sale on our platform through a "freemium" service model:

- ***Freemium Service:*** Under the "freemium" model, private customers may generally advertise their vehicle free of charge after having completed the online registration process. These customers may also purchase our additional value propositions under our new Marketing Power model, which provides them with additional features such as increased exposure through higher rankings or the upload of additional pictures. In France, basic free listings are not only available to private customers but also to dealer locations.

11.7.3.4 Ad Sales and Other Products and Services for Third Parties

In addition to our core listing business, we generate revenues from the sale of advertising space on our internet platforms and from lead generation fees. As part of our advertising sales we offer advertising solutions on our AS24 website to mainly OEMs, dealers, advertising agencies and service providers, including financing institutions and insurance companies. We are the largest online advertising platform for OEMs in Germany, in terms of gross advertising spend for cars in the first half-year of 2015, with a volume of EUR 21.4 million (source: Nielsen, 2013).

We offer advertisers the following key benefits:

- ***Ad sales products that efficiently reach target consumers***: AS24 gives advertisers the opportunity to reach specific segments of our audience that are most attractive to them based on specific targeting criteria (such as region/location, car characteristics or search behavior): consumers are reached immediately before they buy a car and might therefore be influenced in their purchasing decision. In addition, this might trigger further consumption decisions, such as insurances or other financial services. Consequently, advertisers benefit from a targeted reach and impact of their marketing campaigns through our digital marketplace platforms.

- ***Access to an international audience***: Through our European footprint, we are the preferred partner for European marketing campaigns. Our customers are able to extend the reach of their advertising not only beyond their community but also across national borders, which facilitates the implementation of unified marketing campaigns.

Lead generation fees are generated through the intermediation of interested customers to third-party providers. For example, AS24 offers price comparison services for car-related offers by different credit and insurance institutions, which are embedded in AS24’s website. One of our venture initiatives is our garage portal (GP), which addresses the German aftersales market. Furthermore, our “Autoscout24 Trucks” platform, which is accessible through our AS24 platform, operates a vertical digital classifieds platform focused on commercial vehicles. For the sale of commercial vehicles, a reach across Europe is indispensable, since supply is limited and specialized and professional consumers are used to international transactions. With our European footprint we are therefore well positioned to attract dealers and consumers of commercial vehicles to our AS24 Trucks-platform. Listings on AS24 Trucks are always subject to a service charge under a pay-per listing or a subscription-based model.

11.7.4 Other Businesses

11.7.4.1 Corporate Segment

Our Corporate segment includes management services and certain shared services (finance, legal, human resources, facility management, IT, corporate development and strategy, risk and compliance management and other related functions) provided to the companies of our Group. Historically, this segment also included online marketing services rendered to companies of our Group and external customers. Our Corporate segment further includes revenues from a small horizontal classifieds platform Local24 and licensing fees received from third parties for the TravelScout24 and JobScout24 brands, which are operated by third parties under licensing and cooperation agreements. TS24 is an independent, full service online travel agency where consumers can book a wide range of services for their journey. It is held and managed externally by Triplemind GmbH under a long-term license that includes the trademark “TravelScout24” and its respective domains. JS24 is a platform for job advertisements. In 2011, JS24 was sold to CareerBuilder International Holding B.V., a wholly owned subsidiary of CareerBuilder LLC, Delaware, USA. It is operated under a license agreement. Our central holding functions and certain shared services like finance, legal, human resources, facility management, IT, corporate development and strategy, risk and compliance management and other related functions, which are not allocated to our segments, are bundled in our Corporate segment.

11.7.4.2 FinanceScout24

Our core businesses, IS24 and AS24, are complemented by our FinanceScout24 platform, which is included in our Other segment. FS24 is our digital platform offering price comparison tools for insurance, loans, investments, interest rates and pension products, as well as energy tariffs.

11.7.4.3 Recently Disposed Businesses

Our business also included an equity interest in Scout24 Switzerland, the Swiss-based holding company for various online platforms. We disposed of it in January 2014. We also disposed of FRS24, our dating platform, on

August 31, 2014. In June 2015, we sold our equity interest in the Southeast Asian real estate classifieds platform group PropertyGuru, the operator of the digital real estate classifieds platform PropertyGuru. For more detailed information see "*12. Material Contracts—12.2 Material Acquisitions and Divestitures—12.2.2 Divestitures*".

11.8 Marketing

Our brand is a very important asset, as consumers and customers seek for a trustworthy and competent partner for large capital investments and key decisions in their lives, such as finding a new home or a new car. We believe our consumers prefer a well-known brand (conveying trust) as well as a specialized brand (conveying competency) for such important decisions.

We operate an umbrella brand concept, where our consumer brands such as "ImmobilienScout24" or "AutoScout24" are united under a common umbrella brand based on the brand extension "Scout24". The domain-specific prefixes of the consumer brands, "Immobilien" (real estate) and "Auto" express domain specialization whereas the umbrella brand "Scout24" conveys our brand values of trustworthiness, simplicity, innovation, competence, usability and positive user experiences. This allows us to use specialized domains and to foster brand spillover effects: we observe that consumers of one particular Scout24 vertical are significantly more likely to also use another Scout24 vertical. Internal research has shown that 30% of AS24's users are also interested in real estate at the same time and 43% of IS24's users are also interested in cars. Furthermore, for AS24, even in Germany, Spain and Austria where we do not hold a No. 1 position in terms of listings and dealers, consumers perceive us as the market leader more than the actual No. 1 vertical car classifieds platform in that country (source: Vocatus, 2014).

These spill-over effects, combined with our market leading platforms, enable us to achieve high brand recognition with relatively little expenditure for brand marketing. For IS24, we are the first choice among digital real estate classifieds platforms for 66% of consumers (source: GfK Brand & Communication Research, Germany, July 2015, n = 143, Advertising Tracking, ImmobilienScout24, Wave 61, "Which of these online real estate market places is first choice for you when searching for real estate?"). In 2014 the term "ImmobilienScout24" was under the top five search terms on google.de (source: google.de). For AS24, we have an unaided brand awareness of 73% and aided brand awareness of 95% among internet users aged between 18 and 65 in Germany (source: Vocatus, 2014). In Italy we have an unaided brand awareness of 32% and an aided brand awareness of 56%. In Belgium we had an unaided brand awareness of 49% and an aided brand awareness of 61% (source: Vocatus, 2014). In the Netherlands, we have an unaided brand awareness of 30% and aided brand awareness of 69% for AS24 in the respective peer group (source: Vocatus, 2014).

Due to the strength of the Scout24 brand, we profit from substantial organic traffic which reduces the need to pay for the generation of such traffic (such as direct type-ins, clicks from search engine result lists etc.). Following our OneScout24 approach, we also focus on increasing our search engine visibility by optimizing our link structure between IS24 and AS24 (e.g. by cross-linking) and continuously seek to enhance our position within search results in order to strengthen our brand visibility and further increase organic traffic from search engines.

We deploy a mix of marketing strategies, including brand, performance and B2B (business-to-business) marketing with a focus on marketing efficiency. Brand marketing aims to create increased brand awareness and enhances our reputation as a high quality market leader. For performance marketing, we seek to directly draw audience, leads and listings. The most important marketing channel is search engine marketing with Google which represents the largest item in our overall marketing and advertising spend. We are tracking our digital marketing spending per media channel, which enables us to constantly optimize our digital marketing spending. In addition, we continually promote our websites and mobile applications through social media, blogs and other public relations activities. Additional important promotion channels for our business are cooperation agreements with other websites. We cooperate with different operators of online platforms in order to increase our reach or to acquire listings, such as by embedding our content into the cooperation partner's website with or without reference to our label. We continuously try to get consumers registered, primarily through their saved searches. Interaction with these registered consumers (e.g., through alerts relating to saved searches) drives consumer loyalty and gives us significant free traffic to our platforms. Registered consumers are one of our primary sources for lead generation for our B2B customers.

Our B2B marketing initiatives focus on strengthening customer relationships and communicating the value delivered as well as product innovations. Our marketing dialogue with customers is highly segmented and personalized. Therefore, we are able to reinforce value communication on a personal and relevant level. To this end, in the case of IS24, we hold regular road shows and events for real estate agents, and our marketing activities include regular mailings as well as the publication of the B2B magazine "Freiraum".

Our sales activities also profit from our strong consumer brand position and our marketing and sales activities reinforce each other: A strong consumer brand generates a good starting position for our sales efforts in acquiring customers and listings, which in turn increases the value of our platform to our audience and enhances our audience's perception as a competent and market-leading platform.

11.9 Sales

Our sales activities across our businesses profit from our B2C (business-to-customer) and B2B marketing activities as well as from our strong brand and audience position. For our professional lister businesses, we have two independent sales teams for IS24 and AS24, which include both, in-field and tele-sales agents. We follow a segmented customer approach with clear responsibilities, where larger, higher-potential customers are contacted more frequently predominantly through in-field account managers and smaller, lower-potential customers with a lesser frequency predominantly by tele-sales agents. These teams are responsible for winning new customers and for growing revenues with existing customers, through upselling additional products and services or implementing new price plans. Particularly in the AS24 segment, we renewed our sales force team and substantially increased its efficiency. Additionally, we now employ a strategic account team to foster close cooperation with large groups and OEMs. For this client segment, the strategic account team succeeded in closing several all-listings deals, under which a group or OEM offers its whole inventory on AS24.

For our professional customers at IS24, we rely on sales teams with focus on dedicated customer segments to address the specific needs of those customer segments, such as new home developers. Our teams engage both in so called "hunting" and "farming" sales activities. The former is less pronounced for IS24 and has a stronger focus on churn recovery due to our high agent penetration, as we estimate, about 87%. Customer interaction follows an ROI-based solution sales approach, under which we support our customers in mastering the switch from offline to online marketing and in optimizing their brand and lead generation through the effective use of our product offering. To this end, we advise our customers on how to maximize the exposure of and attention to their services and listings by using our products, thereby maximizing the ROI which they receive from IS24. Our sales activities are complemented with a state-of-the-art data-driven sales approach. Under this approach, we evaluate and process the available customer information using highly advanced analytical and sales-support tools, such as salesforce.com or, e.g. for our IS24 segment, SAS marketing automation. We analyze our customers' listing situation, identify their needs and offer potential products to match those needs. For example, AS24 provides approximately 70% of customers with a program to track consumer calls. We intend to expand the program to all our AS24 customers. In our AS24 segment we recently introduced our Pulse Report performance tracking tool, which allows our sales team to fully track the performance of a customer's listings on AS24. Based on such information, our sales force is able to base its pitch on clear ROI-facts and thereby to demonstrate the value generated by AS24 for our customers. Sales conversion from an initial free test trial to a paid contract for AS24 listing products rose to approximately 70% for the three-month period ending June 30, 2015, in comparison to 19% for the three-month period ending June 30, 2014.

In addition to our classifieds sales teams, we also have specialized ad sales teams which work either with advertising agencies or directly with advertisers to sell our advertising and lead generation products and to develop targeted advertising campaigns on our sites. For AS24, despite having a smaller audience compared to the market leader, we were the primary website for car OEMs in terms of gross car advertising spending in 2014 and received 14.4% more gross advertising spending for cars than the market leader (source: Nielsen, 2013). In order to maintain and strengthen our position, we recently launched revamped advertising formats and packages and upgraded our advertisement technology to improve our targeting capabilities, allow for programmatic advertising with real-time bidding and extend audience. With Scout24 Media we are implementing a new comprehensive function which will support all our ad sales activities, regardless of whether they are launched on our IS24 or AS24 platform.

11.10 Information Technology

Our Group is a data- and technology-driven organization. Agile product development methods, lean thinking and striving for innovation are core pillars of our corporate culture. We aim to provide our consumers and customers with efficient, innovative products and services. Our technical infrastructure, website and mobile applications are based on a combination of on-premise, private-cloud and third-party technology and products.

Currently, we maintain two separate and fully independent IT systems for our IS24 and AS24 businesses, which we will move to a public cloud-based solution with a unified technology stack based on linux and JVM. Our Scout24 Corporate-IT runs the corporate systems and applications in dedicated small datacenters on each main site. Currently a program runs for the standardization of common applications and systems across all sites. Any enterprise application is being reviewed to see whether it is state-of-the-art and fit for the cloud. We see this as an investment in the future and expect this move to yield operating efficiencies with positive effects on time to market, ability to scale on demand, ability to access newest technology, ability to attract talent, ability to provide a mobile-prime and consumer-centric market place, and ability to support multiple business segments, languages, countries and currencies. As we are a data-driven company, our IT systems are operated under state-of-the-art security and data protection standards. All information regarding properties and automotive vehicles, as well as user data or data on usage behavior is stored and processed in accordance with applicable data protection laws.

Additionally we currently have fully independent and geographically separate production IT facilities per segment with two availability zones on each data center which enable us to provide high availability due to fully redundant core systems. In the past twelve months, the average availability for both IS24 and AS24 businesses was approximately 99.8%.

We run a number of consumer-, customer- and corporate-oriented applications, including the programs that provide our websites, content and search functions, customer interfaces and billing systems. With regard to consumer-facing applications, we provide dedicated mobile apps. These applications are compatible with various mobile phone and tablet computer operating systems, including iOS, Android, and Windows 8. As of June 30, 2015, mobile traffic contributed 65% to IS24's total traffic (measured based on IS24 platform visits via mobile devices and all IS24 applications) and 49% to AS24's total traffic per month (measured based on visits to AS24's mobile platform).

We have undergone considerable efforts to upgrade several legacy software systems and modularize our IT architecture. Since 2007, we have addressed limitations in the areas of development process, software stack, deployment and infrastructure. As a result, IS24 runs on a modern private and public cloud architecture (with enterprise- and server-based data storage) and is based on components utilizing the latest technological innovations. We are in the process of shifting our private cloud operated AS24 platform from Microsoft/.NET to a modern, component-based public cloud architecture based on Amazon Web Services as well, which will, in our opinion, result in the same advantages we already profit from for our IS24 segment: flexibility, access to newest technology, fast time to market and cost efficiency.

Our applications are developed predominantly internally and partially by software consulting and development companies according to our instructions. In respect of the development and deployment of software, we believe that we have been one of the first IT companies in Germany to adopt the principles of agile software development methodologies, such as continuous integration and continuous live deployment. We also integrated the "DevOps" mindset as a set of principles, methods and practices for integration, communication and collaboration to scale our business.

We have a history of IT and product innovation. We were, according to our estimate, the first to introduce private listings in 2001 and recognized the mobile potential for our business at a very early point in time. Consequently, we launched our first mobile application in 2009, approximately 18 months after the launch of the first iPhone. IS24's mobile applications have been downloaded over 11.1 million times and AS24's mobile application has been downloaded over 16 million times since their introduction (including all available country and language versions). Furthermore, we were, we believe, among the first companies to use big data in our sector, when we recently launched our value-added service "real estate valuation" for our consumers and customers.

In addition to our applications, we use third party software, including widely used open source software, to provide back-office and technical functions. In particular, back-end processes, such as the administrating of orders, customer relationship management and enterprise resource management, are provided by licensed software or SaaS.

In many cases, our software solutions are available to third parties through an open application interface which enables us to extend the reach of our listings through cooperation with third parties.

11.11 Intellectual Property

The creation and use of intellectual property is a key aspect of our strategy. We seek to protect our proprietary trademarks and domains through national and international applications, registrations and license agreements. It is extremely important to us to protect our trademarks and domains.

We own a broad range of trademarks and domains which are centrally managed by OpCo's legal department. Further trademarks and domains, which include the component "scout", are owned by DTAG. The use of these trademarks and domains is governed by an agreement between DTAG and OpCo (see "*12. Material Contracts—12.3 Other Material Contracts—12.3.1 Trademark and Domain Transfer Agreement between Deutsche Telekom Value Added Services Austria GmbH and OpCo*").

However, we are not dependent on any patents or any licenses (other than ordinary IT licenses) for our business or profitability.

11.11.1 Trademarks

We own the following trademarks, the creation and use of which is a key aspect of our strategy: 449 trademarks and 19 trademark applications as of June 30, 2015. The most important trademarks are the umbrella trademark "Scout24", as well as the trademarks which are related to our businesses (including variations and word combinations). The umbrella and business segments' trademarks consist of word trademarks and word-picture trademarks, some of which include the number "24". The most important trademarks we own (besides our umbrella trademark) are the following: "ImmobilienScout24", "AutoScout24", "FinanceScout24", "FriendScout24", "JobScout24" and "TravelScout24". As of June 30, 2015, we held 155 European Community trademarks and filed for 6 applications. 100 national trademarks are registered in Germany, 107 trademarks are registered or filed in Switzerland. Additionally, we hold 35 international trademarks registered with the World Intellectual Property Organization ("**WIPO**"). Moreover, we own 84 national trademarks and 12 applications for national trademarks in the following countries: Argentina, Austria, Belgium, the Netherlands, Luxemburg, Brazil, Chile, France, Ireland, Kosovo, Liechtenstein, Malaysia, Malta, Mexico, New Zealand, Norway, Singapore, South Africa, Spain, and Thailand.

11.11.2 Domains

We own over 15,000 domains of which most correspond to the umbrella brand based on the "Scout24" brand extension and the business segments' brand names "autoscout24", "financescout24", "immobilienscout24", "friendscout24", "jobscout24" and "travelscout24".

The domains are listed under various generic top level domains and country code top level domains. The most important generic domains are ".com" (1,581), ".net" (712), ".info" (716), and ".org" (525). The most important country code top level domains are ".de" (4,811), ".ch" (682), ".at" (1,163), and ".eu" (687).

11.11.3 Licenses

We license specific trademarks to third parties. Generally, trademarks are not disposed of in the context of divestitures, but remain with our Group. The respective trademarks, such as e.g. "JobScout24" or "Friendscout24" have been licensed to the acquirer. The license permits e.g. a third party the use of the trademarks for "JobScout24" and the permission to use the domain "jobscout24.de", for the purpose of operating a job advertisement platform, or the use of the trademarks for "TravelScout24" and the permission to use the domain "travelscout24.de" (see also "*12. Material Contracts—12.2 Material Acquisitions and Divestitures—12.2.2 Divestitures*").

11.12 Real Estate and Leases

We do not own any real estate. As of June 30, 2015, we leased nine office locations: two in Germany (Berlin and Munich), one in Austria (Vienna), two in Spain (Madrid and Barcelona), two in Italy (Milan and Albignasego), one in the Netherlands (Vianen) and one in Belgium (Brussels). Additionally, we leased underground parking spaces as well as storage and parking space in Munich, Germany.

The following gives an overview of our leased properties:

Site	Size	Primary Use
Andreasstraße 10, Berlin, Germany	13,818 + 779 sqm (plus 132 underground parking spaces)	Office space and underground parking
Dingolfinger Straße 1-15, Munich, Germany	15,744 sqm (plus 125 underground parking spaces)	Office space and underground parking
Berg-am-Laim-Straße 43-47 / Dingolfinger Straße 2-6, Munich, Germany	60 underground parking spaces	Underground parking spaces
Neumarkter Straße 18-22, Munich, Germany	607 sqm (plus two parking spaces)	Storage space and parking space
(AS24) Rennweg 97-99, Vienna, Austria	143 sqm (plus one parking space)	Office space and ancillary space
(IS24) Rennweg 97-99, Vienna, Austria	157 sqm (plus two parking spaces)	Office space
Calle Francisca Delgado no. 11, Alcobendas (Madrid), Spain	577 sqm (plus 10 underground parking spaces)	Office space and underground parking
Calle Roselló no. 271, Barcelona, Spain	97 sqm	Office space
Via Pordenone no. 8, Milan, Italy	223 sqm (plus three underground parking spaces)	Office space and underground parking
Via Battaglia no. 71/C, Albignasego, Italy	537 sqm (plus four underground parking spaces)	Office space and underground parking
Laanakkerweg 8c-8d, Vianen, the Netherlands	542 sqm (plus 15 parking spaces)	Office space
Blvd. International 55 G, Brussels, Belgium	548 sqm (plus 15 parking spaces)	Office space and underground parking

11.13 Employees

As of December 31, 2014, we employed 1,084.3 full-time equivalent employees ("**FTE**") and as of June 30, 2015 1,060.9 FTE, excluding trainees, apprentices, short-term employees (*Aushilfen*), interns, temporary agency employees (*Leiharbeitnehmer*) and freelancers. Since June 30, 2015 there have been no significant changes as to the number of FTEs.

The following table shows our number of employees (full-time equivalent) as of June 30, 2015, as well as of December 31, 2014, 2013 and 2012, broken down by our segments:

Employees by segment (Full-time equivalents)	As of June 30, 2015	As of December 31,		
		2014	2013	2012
	(unaudited)		(unaudited)	
IS24	639.0	661.7	567.6	553.0
AS24	362.3	354.9	420.7	387.3
FRS24	0.0	0.0	103.9	103.2
Corporate	45.3	47.7	87.3	93.5
Other	14.3	19.9	43.8	43.1
Total employees	**1,060.9**	**1,084.3**	**1,223.3**	**1,180.1**

The following table shows our number of employees (full-time equivalent) as of June 30, 2015, as well as of December 31, 2014, 2013 and 2012, broken down by regions:

Employees by regions (Full-time equivalents)	As of June 30, 2015	As of December 31,		
		2014	2013	2012
	(unaudited)		(unaudited)	
Germany	940.8	954.1	1,098.7	1,060.1
Austria	26.0	31.4	9.5	7.0
Belgium	19.0	18.0	21.0	18.0
France	0.0	0.0	0.0	1.0
Italy	36.3	36.5	41.5	41.3
Netherlands	15.6	18.6	18.4	17.1
Spain	21.7	20.7	27.2	28.8
Switzerland	1.6	5.0	7.0	6.8
Total employees	**1,060.9**	**1,084.3**	**1,223.3**	**1,180.1**

IS24 and AS24 have dedicated teams on product marketing and sales and share their teams covering the functions of IT, Finance, HR, strategy and legal. They are partly allocated to the segments and partly to OpCo or Asa NewCo.

IS24 GmbH has a supervisory board comprised of two shareholder-elected members and one employees' representative. The employment relationships of our German companies are not governed by any collective bargaining agreements (*Tarifverträge*).

Standard employment agreements are usually full time contracts and are entered into for an indefinite period of time. After a probation period of six months, a notice period of three months or the statutory notice period is in general applicable. The notice period for employees on the upper management levels (from vice presidents upwards) is six months. Our employees receive a fixed, gross annual remuneration on an individually-agreed amount, as well as an annual variable component for the achievement of agreed targets. We provide for an employer-financed company pension scheme (defined contribution).

11.14 Material Legal Disputes and Administrative Proceedings

We are occasionally involved in legal disputes and administrative proceedings within the scope of our business activities, and this will likely occur in the future as well. It is impossible to determine or predict the outcome of pending or threatened cases. Other than the proceedings described below, during a period covering the previous twelve months, no governmental, legal or arbitration proceedings (including any proceedings which are pending or threatened of which we are aware) have, or have had in the recent past, significant effects on the Group's and/or the Company's financial position or profitability. We are not aware of any circumstances that could lead to state interventions, court or arbitration proceedings with significant effects on the Group's and/or the Company's financial position or profitability.

11.14.1 Eurokaution Payment Claim

On April 4, 2014, Immobilien Scout GmbH initiated legal proceedings against EUROKAUTION Service EKS GmbH ("**Eurokaution**") and other parties (the latter jointly referred to as "**Eurokaution's Guarantors**") and claimed payment in the amount of EUR 648,645.64. The legal dispute is based on a payment claim for promotion services Eurokaution received from Immobilien Scout GmbH in the period between 2008 and 2013. Eurokaution offers tenants a rent deposit guarantee which replaces the usual cash deposit or savings account. On October 24, 2008, Immobilien Scout GmbH and Eurokaution entered into a cooperation agreement which has been amended various times and most recently in 2013 ("**Cooperation Agreement**"). According to the Cooperation Agreement, Eurokaution's rent deposit guarantee has been integrated into our IS24 platform and Eurokaution pays a fix rate for the integration and commission to Immobilien Scout GmbH for every sale that is generated by a visit on our IS24 platform. Eurokaution's Guarantors have issued individual guarantee statements towards Immobilien Scout GmbH to cover the payment obligations of Eurokaution. On October 21, 2014, the parties reached court settlement with Eurokaution being obliged to pay an amount of EUR 500.000 in installments to IS24.

11.14.2 Tax administration proceedings in Italy

We have been involved in tax related proceedings in Italy. In 2012 AS24 Italy received a notification from the Guardia di Finanza of Treviso stating that the supplier "MEDIA di Roberto Pierobon", which had supplied cars to

AS24 Italy during the years 2008 to 2010, failed to pay VAT on certain cars sold to AS24 Italy to the Italian tax administration during the financial years 2008 and 2009. Furthermore, the notification stated that AS24 Italy was liable "in solido" (i.e. jointly and severally) with Pierobon for the payment of the VAT in an amount of about EUR 707,000. AS24 Italy was required to pay, as joint debtor, for unpaid VAT, an amount equal to EUR 163,141.76 for the financial year 2008 and EUR 543,657.93 for 2009. In September 2013, AS24 Italy was again subject to a second tax related investigation under the same VAT issue relating to missing VAT payments, this time from another supplier, MAPI. This case was opened under a different jurisdiction, the Guardia di Finanza of Padova, also concerning the years 2008, 2009 and 2010. Potential liability of AS24 Italy under this case amounted to approximately EUR 500,000, doubled by certain fines and interest. Finally, in June/July 2014 AS24 Italy was notified that the ultimate Tax Authority (*Agenzia delle Entrate di Padova*) was investigating the years 2008 to 2010 with a focus the issues of missing VAT-payments within the supply chain in relation to the (discontinued) above mentioned car brokerage business as well as certain transfer pricing topics. AS24 Italy was considered co-responsible for the omission by the supplier to pay VAT. A tax payment including penalty and interest amounting to EUR 3,595,906.38 was assessed, which has been divided in installments. Approximately EUR 1.5 million are considered short term with a due date before December 31, 2015, while approximately EUR 2.1 million are long term payments with a due date after December 31, 2015.

With regard to the transfer pricing issues raised by the local tax authority, a residual risk remains that certain intercompany charges will not be accepted by the Italian tax authority. Due to the uncertainty of such claims, the amount of a potential tax liability resulting from such transfer pricing claims cannot be reasonably estimated.

11.15 Insurance

We believe that we have adequate insurance coverage against all material risks that are typically insured against by similar companies with comparable risk exposure. Insurance coverage is regularly verified and adjusted when necessary. However, we may incur losses that are not covered by existing policies or may exceed the coverage level stipulated in the insurance contracts. Furthermore, we may not be able to maintain adequate insurance coverage at appropriate premiums in the future.

11.16 Environmental Matters

We believe that we do not have any material environmental compliance costs or environmental liabilities. Due to legal restraints, we are obligated to provide an energy audit.

12. MATERIAL CONTRACTS

12.1 Financing Agreements

12.1.1 Senior Facilities Agreement

On December 12, 2013, S24 AG and, among others, Barclays Bank PLC, as facility agent and security agent, entered into the Senior Facilities Agreement that provided for two term loan facilities and one revolving credit facility with an aggregate total amount of EUR 695 million, which was subsequently amended and restated on February 7, 2014 (SFA). The original lenders under the SFA were Bank of America Merrill Lynch International Limited, Barclays Bank PLC, BNP PARIBAS Fortis SA/NV, Deutsche Bank AG, London Branch, Goldman Sachs Bank USA, Macquarie Bank Limited London Branch, Nomura International plc, Royal Bank of Canada and UBS AG, London Branch. The SFA was further amended and restated on April 20, 2015 to introduce a new term loan facility C and repay the then-existing term loan facility D. The original lenders have, in whole or in part, transferred their participations in the SFA to various other financial institutions and such transfers may continue subsequently. As of June 30, 2015, the lenders comprised approximately 193 financial institutions and other lenders, among others affiliates of Credit Suisse, Goldman Sachs International, Barclays and Morgan Stanley. The term loan borrower under the SFA is currently S24 AG.

The SFA (as of June 30, 2015) constitutes drawn term loan facilities of EUR 995 million the following:

- a term loan facility B of EUR 595 million ("**Term Loan Facility B**");
- a term loan facility C of EUR 400 million ("**Term Loan Facility C**").

In addition, a revolving credit facility in an aggregate amount of EUR 45,583,898.69 (the "**Revolving Facility**"), has been made available under the SFA, of which EUR 658,746.37 are currently drawn.

The obligations under the Term Loan Facility B, the Term Loan Facility C and the Revolving Facility constitute senior obligations of the Company, benefit from the same security granted from time to time with respect to all facilities under the SFA, and are guaranteed on a senior secured basis by the Company, AutoScout24 GmbH, FMPP Verwaltungsgesellschaft mbH, Immobilien Scout Deutschland GmbH, Immobilien Scout GmbH, Scout24 HCH Alpen AG, Scout24 Holding GmbH, Scout24 Verwaltung- und Beteiligungsgesellschaft mbH and Scout24 Services GmbH (the "**Guarantors**"), in each case subject to customary limitations and agreed security principles. Any payments made under the SFA from the enforcement of any of the guarantees and the security provided shall be used towards repayment of Term Loan Facility B, Term Loan Facility C, the Revolving Facility and certain hedging liabilities pro rata.

The SFA does not provide for fixed periodic repayments of principal on any of the loans. The Revolving Facility has to be repaid in full and will terminate on February 12, 2020, Term Loan Facility B has to be repaid in full on February 12, 2021 and Term Loan Facility C has to be repaid in full on April 20, 2022.

Subject to certain conditions, a lender under the SFA may make available to a borrower under the SFA (or an affiliate of such a borrower), all or part of that lender's undrawn commitment under the Revolving Facility, by way of ancillary facilities such as overdrafts, bank guarantees, short-term loan facilities, derivatives and foreign exchange facilities.

Under the SFA, S24 AG may add additional term loan facilities in an aggregate amount of up to EUR 125 million plus further amounts calculated by reference to the performance of the business to fund acquisitions, capital expenditures and certain related expenditures. Such additional facilities may be added into the SFA only under certain conditions, including that (a) certain interest rate and fee restrictions are observed; and (b) no scheduled principal payment for the additional facilities will be required before September 30, 2022.

12.1.1.1 Interest Rates

Loans under the SFA bear cash pay interest at rates per annum equal to (i) LIBOR or, in the case of loans in Euro, EURIBOR (or, if EURIBOR is negative, 0%) for that loan for that interest period; and (ii) a margin. The Term Loan Facility B bears an all cash margin of 4.25% per annum; the Term Loan Facility C bears an all cash margin of 4.25% per annum; and the Revolving Facility bears a margin of 4.25% per annum on drawn amounts and a commitment fee of 40% of the margin for undrawn amounts. If no event of default has occurred and is continuing and subject to the ratio of total net debt to consolidated EBITDA of S24 AG and its subsidiaries, the margin for Term Loan Facility B, Term Loan Facility C and the Revolving Facility will be reduced to (1) 3.75% per annum if the leverage ratio is less than 4.00x, but equal to or greater than 3.50x; (2) to 3.50% per annum if the leverage ratio is less than 3.50x but equal to or greater than 2.75x; or (3) to 3.25% per annum if the leverage ratio is less than 2.75x.

12.1.1.2 Security Interests

Subject to customary limitations and agreed security principles, all the facilities under the SFA have the benefit of security granted by the Borrower and the Guarantors. At present, this security package includes security over the shares in the Guarantors, bank accounts, receivables and intellectual property rights.

12.1.1.3 Mandatory Prepayments

The SFA requires mandatory prepayments of the facilities without premium or penalty but subject to breakage costs (excluding margin) in a number of circumstances (subject to certain exceptions and limitations), including the following: (i) in whole, if any person or group of persons acting in concert acquires directly or indirectly more shares in S24 AG than the number of shares held together by H&F, funds or entities controlled or managed by H&F and DTAG and its subsidiaries and lenders aggregating 50.1% or more of the commitments under the SFA request the same; (ii) in whole, if H&F, funds or entities controlled or managed by H&F and DTAG and its subsidiaries together hold less than 30% of the voting share capital of S24 AG and lenders aggregating 50.1% or more of the commitments under the SFA request the same; (iii) in part, from net cash proceeds, if there is a disposal of any business or asset of the Group to a person who is not a member of the Group or a cash recovery in respect of liability claims against DTAG or any of its subsidiaries in connection with the acquisitions of S24 Group by the Company from DTAG or under insurance and certain other claims, in each case subject to customary exceptions and thresholds (including reinvestment rights); and (iv) in part, from excess cash flow or the proceeds of flotation (with the amounts of excess cash flow or flotation proceeds to be prepaid, if any, being dependent on, amongst other things, the then current leverage ratio of the credit group, with no prepayment being required for either excess cash flow or flotation proceeds if the then current leverage ratio is less than or equal to 4.00:1.00).

12.1.1.4 Voluntary Prepayments

The company may at any point make voluntary prepayments of the Term Loan Facility B and the Term Loan Facility C using available excess cash flow without any premium or penalty and without breakage costs.

12.1.1.5 Undertakings and Covenants

The SFA contains customary positive and negative undertakings which regulate the activities of the S24 Group. The SFA also requires compliance with a leverage ratio financial covenant.

The leverage ratio is calculated as of defined testing dates by dividing net debt by the EBITDA generated in the last twelve months before the testing date.

The Company reports financial covenant tests to its lenders each calendar quarter. As of the testing date on June 30, 2015, the leverage ratio covenant had a significant excess of 29.5% headroom (defined as the percentage that EBITDA could decline without violating covenants).

Under the SFA, subject to customary exceptions, the Company may not pay any dividends to its shareholders if and to the extent that the ratio of total net debt to consolidated EBITDA of S24 Group, as of the end of the three-month period preceding the quarter in which the relevant payment is made (after taking into account such payment), exceeded or would have exceeded 4.00:1.00 (or, if such payment is made from retained excess cash flow, 4.25:1.00). There is no restriction on paying dividends upon a flotation of any member of the Group (or any of its holding companies) where the leverage ratio of the Group following such flotation is less than 4.00:1.00 (a "**Qualifying Flotation**").

12.1.1.6 Events of Default

The SFA sets out events of default, the occurrence of any which would, subject to any applicable grace periods, cure rights and agreed exceptions, allow the facility agent under the SFA, or require the facility agent, if instructed by the requisite majority of lenders (being a 66 2/3% threshold of the loans and commitments of the lenders), to cancel the commitments under the SFA, accelerate all outstanding loans and / or exercise or direct the Security Agent to exercise all other rights under the SFA.

12.1.2 Intercreditor Agreement

To establish the relative rights of certain of its creditors, including the lenders under the SFA (in particular between the lenders under the Term Loan Facility B and the Revolving Facility and the provider of interest rate and foreign currency hedging on the one hand and the lenders under the then-existing term facility D on the other hand), S24 AG and certain of its subsidiaries entered into an intercreditor agreement dated December 12, 2013 with, amongst others, Barclays Bank PLC as facility agent and security agent and the lenders under the SFA. The intercreditor agreement was subsequently amended and restated on April 20, 2015 to, among other things, reflect the repayment of the term facility D and the introduction of the Term Loan Facility C.

12.1.3 Hedging Arrangements

We have to pay variable interest on our loans in Euro under the SFA which is based on EURIBOR plus a margin. Thus we are subject to the risk of interest rates through an increase of the EURIBOR in particular in the case the European Central Bank should change its current money policy. However, we have acquired risk protection in the form of interest rate caps with two international banks with respect to approximately EUR 619 million of our debt financing which caps EURIBOR at 0.5% for EUR 200 million and at 1% for the remaining amount, until the third anniversary of the drawdown of the facilities under the SFA.

12.1.4 Cash Pool Agreement with DTAG

Since 2004, OpCo was included in the corporate financial management system of DTAG under which DTAG cleared the balances of the pooled Scout24-accounts on a daily basis and classified them as receivables or payables from or to DTAG. The cash pooling agreement was terminated as of February 6, 2014.

12.1.5 Ancillary Facility Agreement

Furthermore, Asa NewCo and OpCo entered into an ancillary facility agreement with Deutsche Bank AG, starting on February 7, 2014 with a maximum term until February 12, 2020. This agreement provides for a revolving cash credit facility in an aggregate amount of up to EUR 3.75 million and for a revolving guarantee facility in the amount of up to EUR 1.5 million. As of June 30, 2015, EUR 658,746.37 were drawn from the revolving guarantee facility as a rental guarantee.

12.2 Material Acquisitions and Divestitures

12.2.1 Acquisitions

12.2.1.1 Immobilien.net

As part of our growth strategy and the new focus on our core verticals, Immobilien Scout GmbH acquired AE BG Theta Holding GmbH on May 22, 2014, which in turn acquired ERESNET GmbH ("**ERESNET**") on May 28, 2014. ERESNET was the operator of Immobilien.net, a leading real estate classifieds platform in Austria (according to our estimate). Following the acquisition, we operate Immobilien.net in combination with ImmobilienScout24.at. The transaction was signed and closed on May 28, 2014.

12.2.1.2 Easyautosale

In March 2013, Deutsche Telekom Venture Funds GmbH ("**DTVF**"), a wholly owned subsidiary of DTAG, subscribed to shares in easyautosale GmbH ("**Easyautosale**") in the aggregate amount of 8.33% of the issued share capital (on a fully diluted basis) by way of a cash capital increase. Easyautosale is a leading automotive re-commerce site in Germany (source: NewsCentral). The online car brokerage platform enables the sale of used cars owned by private persons to certified professional buyers via auctions. On March 22, 2013, DTVF, along with all other shareholders of Easyautosale, entered into an investment and shareholder agreement. Pursuant to this agreement, AS24 had a call option right to acquire all shares in Easyautosale. On March 22, 2015, we exercised the right and AS24 acquired 100% of the shares in Easyautosale. The transaction was closed on April 14, 2015.

12.2.1.3 FlowFact

On October 31, 2014, IS24 acquired FlowFact Aktiengesellschaft ("**FlowFact AG**") together with its wholly owned then subsidiaries IMPLIUS AG, FS FlowFact GmbH, FlowFact Schweiz Aktiengesellschaft and its 50% stake in Energieausweis48 GmbH. The payment of a portion of the purchase price is conditional upon the achievement of certain performance targets of the acquired companies. FlowFact AG, a provider of customer relationship management software, changed its legal form to a limited liability company (*Gesellschaft mit beschränkter Haftung*) in December 2014. FlowFact's software provides an additional tool that we offer to our professional customers as a way to optimize the management, sales, marketing, organization and services of their businesses.

12.2.1.4 Stuffle

On November 7, 2014, IS24 subscribed to a 50.02% stake of the shares in Stuffle GmbH (Stuffle) by way of a cash capital increase. Stuffle is an online digital marketplace for used items with strong mobile development capabilities. The primary aim of the investment was to enhance our mobile development capabilities and to investigate opportunities in the mobile-only space.

12.2.2 Divestitures

12.2.2.1 PropertyGuru

On May 30, 2015, Immobilien Scout GmbH sold its 41.38% stake in PropertyGuru Pte. Ltd (PropertyGuru) to TPG Asia VI SF PTE. LTD. with its registered office in Singapore, PT Elang Mahkota Teknologi TBK with its registered office in Jakarta and Square PEG Capital Fund no.1 PTY LTD as trustee for the Square Peg PropertyGuru No. 1 Trust whose registered office is in Melbourne, Australia. PropertyGuru is the operator of the Southeast Asian digital real estate classifieds platform PropertyGuru. The transaction closed on June 22, 2015.

12.2.2.2 FriendScout24

On July 12, 2014, Scout24 AG, Switzerland, sold our FRS24 business to the French branch of IAC's Match Group's Match.com Europe Limited ("**Match.com**"). The transaction was closed on August 31, 2014 after all required regulatory approvals were granted. The trademarks, namely the FRS24 brand, remained with OpCo, but Match.com was granted a royalty-free, perpetual exclusive license for the use of the trademarks. Under the sale and purchase agreement, we are obliged to render certain provisional services, particularly with respect to IT, facilities, contract management relating to license and support agreements. In this context, an amended sublease agreement for the premises in Munich was further agreed on, which expires on December 31, 2015.

12.2.2.3 Scout24 Switzerland

Until 2014, our business also included an equity interest in Scout24 Switzerland, the Swiss based holding company for various online platforms. In the context of streamlining our business operations and focusing on our two core verticals, we have disposed of our equity interest in Scout24 Switzerland in January 2014. Through a share sale and purchase agreement dated January 24, 2014, OpCo sold all the shares in the Swiss company Classifieds Business Beteiligungs- und Verwaltungs AG ("**CBBV**") (at the time of the sale registered under Scout24 International Management AG) to Ringier Digital AG. Under the share sale and purchase agreement, Ringier Digital was obliged to take all reasonable efforts to sell the JobScout24.ch business to a bona fide third party until September 30, 2014. Though no transaction had been completed as of September 30, 2014, Jobcloud AG, the operator of a Swiss online career platform agreed to purchase the JobScout24.ch business. After approval by the Swiss antitrust commission, closing of the transaction is planned for the end of September 2015. 57.57% of the consideration following out of such sale shall be paid to OpCo. In case the consummation of the sale of the JobScout24.ch business fails, OpCo or any of its affiliates are entitled to acquire the JobScout24.ch business until one month after a signed agreement terminates or fails to be completed.

12.2.2.4 Spontacts

S24 Services GmbH was a shareholder of Spontacts GmbH, Munich, Germany and on July 27, 2013, granted subordinated shareholder loans in the total amount of EUR 4.6 million. With the sale and purchase agreement dated April 4, 2014 S24 Services GmbH sold its stake in the shares of Spontacts GmbH as well as the shareholder loans to Spontacts Holding GmbH. In addition to the base purchase price, the parties agreed on an earn-out mechanism.

12.3 Other Material Contracts

12.3.1 Trademark and Domain Transfer Agreement between Deutsche Telekom Value Added Services Austria GmbH and OpCo

On May 19/20, 2009, Deutsche Telekom Value Added Services Austria GmbH, an affiliate of DTAG and OpCo, entered into a repurchase contract regarding a variety of trademarks and domains. In the context of the performance of this contract, all material trademarks and domains have been transferred to OpCo and the majority of these trademarks have already been registered in the name of the new owner OpCo.

12.3.2 License Agreement between OpCo and JS24

OpCo (licensor) granted JS24 (licensee) a license dated September 30, 2011 with a minimum term of five years for the use of two specified trademarks with regard to "JobScout24" and the permission to use the domain "jobscout24.de" for the purpose of operating a job advertisement platform.

12.3.3 Cooperation and License Agreement with Scout24 Schweiz AG and Scout24 Schweiz Holding AG

In the context of the divestiture of the Swiss business, Scout24 HCH Alpen AG, Scout24 Holding GmbH and AutoScout24 GmbH, granted Scout24 Schweiz AG and Scout24 Schweiz Holding AG a license to some Swiss trademarks, including "Scout24", "autoscout24", "immoscout24" and "motoScout24". The agreement dates January 24, 2014 and has an indefinite term. The license covers the operation of digital automobile and real estate marketplaces in Switzerland, it is free-of-charge, partly exclusive and the licensees may grant sublicenses to their affiliates.

12.3.4 Triplemind Cooperation

Scout24 GmbH (later renamed to Scout24 Verwaltungs- und Beteiligungsgesellschaft mbH and merged into OpCo with effective date as of December 31, 2014/January 1, 2015) as licensor entered into a cooperation agreement with Triplemind as licensee, dated April 30, 2009, regarding the operation of a web portal for travel services in the appearance of the S24 Group's portals with an initial fixed term until November 30, 2015.

12.3.5 Quoka Cooperation

On July 5, 2015, IS24 and Quoka GmbH ("**Quoka**") entered into a cooperation agreement under which IS24 is allowed to publish real estate classifieds from Quoka's online portal on IS24's platform. The term of the agreement is unlimited, with a minimum term until December 31, 2016.

12.3.6 Marketing Agreement between IS24 and InteractiveMedia

IS24 entered into a marketing agreement with InteractiveMedia CCSP GmbH ("**InteractiveMedia**"), which entered into force on January 1, 2015. Subject matter of the agreement is the marketing of advertising space on IS24's desktop and mobile website and its mobile applications by InteractiveMedia. The agreement may be terminated as of December 31, 2016 for the first time, but foresees an automatic renewal of one further year if a party does not terminate the contract with three months' notice to the end of the respective year.

12.3.7 Managed Services Agreement between IS24 and Computacenter

IS24 and Computacenter AG & Co. OHG entered into a managed services agreement with regard to services for IS24's hard- and software. The agreement came into force on September 1, 2012 and ends on August 31, 2016.

12.3.8 Agreement regarding Technology Shift between AS24 and ThoughtWorks

AS24 (as contractor) entered into an agreement with ThoughtWorks Deutschland GmbH (as service supplier), which is based on a framework agreement, starting on March 1, 2015 with a fixed term until December 31, 2015. The agreement pertains to the consultation and instruction of AS24's developers, particularly with regard to a switch in AS24's programming language as well as to operating AS24's platform in a cloud-based environment.

13. REGULATION

13.1 Real Estate

The German real estate market for leased properties has currently been affected by amendments of the German Civil Code (*Bürgerliches Gesetzbuch*) and the Apartment Agency Act (*Wohnraumvermittlungsgesetz*) in force since June 1, 2015. These amendments target two perceived problems in the market for leased properties: above-average rent increases in prospering cities and the passing-on of agent's commissions in tight real estate markets to tenants.

For lease agreements, the Apartment Agency Act regulates the payment claims of real estate agents. The real estate agents who broker rental properties are only entitled to receive commissions fees if a lease agreement has been concluded as a result of their services (Section 2 (1) Apartment Agency Act). Section 3 (2) Apartment Agency Act also regulates the maximum amount of agents' commission fees, according to which their fee is fixed at an amount of two monthly rent payments plus VAT. Since the Apartment Agency Act has been amended, it is now the party who orders the services of the agent who must pay the agents' commission fees (so-called *Bestellerprinzip*, Section 2 (1a) Apartment Agency Act). Tenants only have to pay the agent if the tenant mandates the agent in text form (Section 126b German Civil Code). Pursuant to Section 2 (5) Apartment Agency Act, any agreement deviating from these provisions, or any agreement by which the tenant is obliged to pay a commission fee owed by the landlord or a third party, is void under Section 134 German Civil Code. Real estate agents infringing on the legal provisions may be subject to an administrative fine (*Bußgeld*). It is expected that landlords will increasingly advertise their properties without the intermediation of agents, which will lead to an increase in private property listings and exert increased price pressure, in particular, on smaller agents. Landlords may turn out to be more cost conscious in relation to listings, in particular in areas that show a high demand for residential space and where rental contracts for re-let properties are subject to the new regulation.

The amendment of the German Civil Code (Sections 556d-556g) mechanism limited rent increases to a permissible rate in case of re-lettings housing property (so-called *Mietpreisbremse*). This mechanism applies in areas with a tight real estate market (Section 556d German Civil Code). Each federal state government (*Landesregierung*) may designate, by way of regulations, such areas, in each case for a period of five years. The federal states Bavaria, Berlin, Hamburg and North-Rhine Westphalia have adopted the regulation designating areas with a tight market; in several other states there are plans to adopt such a regulation or ongoing controversial discussion on a possible adoption. Generally, tight real estate markets are defined as areas in which the sufficient supply of rental apartments at reasonable conditions cannot be guaranteed. In cases of re-lettings, the permissible new rent may only exceed the reference rent customary in the locality by a maximum of 10 percent. However, the landlord is not prevented from claiming a formerly agreed rent, i.e. the landlord will not be obliged to offer an apartment at a lower rent than the prior rent (Section 556e German Civil Code), except that the rent increases within the last year before the re-letting are not taken into account. The applicable local reference rent is in many cases derived from an overview compiled in each municipality (*Mietspiegel*). For residential space utilized or let for the first time after October 1, 2014 and for the first rental of wholly refurbished properties, the cap is not applicable (Section 556f German Civil Code). Under the new Section 556g German Civil Code tenants have an information right with respect to the underlying facts regarding the permissibility of agreed rents. Since the new legislation has been in force for a short time only, it is currently difficult to assess its current and future impact on our IS24 business. Preliminary internal data shows that the median rent offered on the platform in the city of Berlin (where a regulation was generally expected to have a substantial impact) decreased by 3% during the first month after introduction (June 2015). There is a possibility that construction activity and re-letting of new residential space may be reduced. If rental rates are limited and therefore lower than the market price, higher demand to rent residential space at the regulated prices may result, thereby aggravating any excess demand in the affected local markets. A high demand and limited supply for residential space in certain markets may result in an increased use of informal (non-public) channels for re-letting and therefore decrease demands for listing.

In addition to the above measures, the German legislature is contemplating the tightening of the professional requirements for real estate agents in order to establish a common quality standard. Under a new agent certification regime, agents would have to fulfill certain minimum professional requirements, such as providing proof of their expertise. Existing agents will be covered by a grandfathering clause, under which their status will remain unaffected by the new requirements. Furthermore, agents would have to obtain a mandatory insurance for professional liability. The proposal is contained in the coalition treaty of the German government. However, at this point in time a specific legislation proposal does not exist. It is therefore currently not possible to foresee whether or not the proposal will be introduced or implemented. It is expected that these provisions, if implemented, would lead to a reduction in the number of agents, in particular amongst the group of less professional agents.

Apart from the rent- and agent-related proposals, sold and leased properties are further subject to energy efficiency regulations. Under the regulation on energy savings (*Energieeinsparverordnung – EnEV*) sellers and landlords must outline the energy efficiency metrics of a building and provide proof to buyers or tenants in the form of an energy performance certification (*Energiepass*) (Section 16 EnEV). For example, all real estate classifieds have to contain information with regard to energy efficiency metrics, including the type of energy performance certification, the energy sources used in the building, the year of construction or the energy efficiency class.

13.2 E-Commerce, Data Protection and Cyber-Security

E-Commerce: Regarding the applicable e-commerce provisions within the EU, the Directive 2000/31/EC of the European Parliament and of the Council of June 8, 2000 on certain legal aspects of information society services, in particular electronic commerce, in the Internal Market ("**Directive on Electronic Commerce**") establishes the internal market principle (Art. 3), which states that "each Member State shall ensure that the information society services provided by a service provider established on its territory comply with the national provisions applicable in the Member State in question which fall within the coordinated field." Consequently, only the law of the member state of the e-commerce provider applies to its services. This can lead to a "race to the bottom" between e-commerce providers, regarding legal requirements within the EU and encourages the harmonization of the e-Commerce provisions.

The most important regulations for e-commerce are EU and German data protection rules. The collection, processing and other use of personal data is extensively regulated by both European and national legislation. At the EU level, data privacy law is primarily governed by Directive 95/46/EC of the European Parliament and of the Council of October 24, 1995, on the protection of individuals with regard to the processing of personal data and on the free movement of such data (the "**Data Protection Directive**") and – specifically with respect to electronic communication – by Directive 2002/58/EC of the European Parliament and of the Council of July 12, 2002, concerning the processing of personal data and the protection of privacy in the electronic communications sector (the "**Directive on Privacy and Electronic Communications**"). In Germany, general data privacy law is governed by the German Federal Data Protection Act (the "**Data Protection Act**") (*Bundesdatenschutzgesetz*). In addition, various sector specific statutes set forth specific data privacy rules which apply to certain industries or businesses and prevail over the general rules of the Data Protection Act. E-commerce providers have to comply with the specific requirements provided in the German Telemedia Act (the "**Telemedia Act**") (*Telemediengesetz*), which take into consideration the peculiarities of online communication and may deviate from the general rules of the Data Protection Act. For example, the Telemedia Act on the one hand provides for additional information obligations which go beyond the general requirements of the Data Protection Act. However, on the other hand, the Telemedia Act allows for electronic declarations of consent while the Data Protection Act, in principle, requires the written form. Compared to other European jurisdictions, the German data privacy law is known to be rather strict. For example, the Data Protection Act provides for a detailed regulatory system for commissioned data processing (*Datenverarbeitung im Auftrag*) which has to be implemented, in particular, in the context of IT outsourcings. The European legislator is currently considering substantial changes to the EU data protection regime through the proposed Regulations of the European Parliament and of the Council on the protection of individuals with regard to the processing of personal data and on the free movement of such data (the "**General Data Protection Regulation**"). The legal reform of the EU data protection law was agreed by the EU ministers of justice in July 2015. The consent of the European Parliament is still outstanding, but the negotiations are expected to continue until the end of 2015. Under this condition the General Data Protection Regulation (*Datenschutz-Grundverordnung*) would enter into force in 2018 and would replace the former Data Protection Directive 95/46/EC. Due to its regulatory character there is no need for implementation by the member states into national law. The General Data Protection Regulation is still being negotiated between the European Parliament, the European Commission and the European Union Council (the so-called trialogue); it is therefore not possible to foresee its precise content and wording. The current draft includes the replacement of the current national data protection laws by a directly-applicable EU regulation, and the increase of the maximum level of fines for non-compliance to up to EUR 100 million, or up to 5% of total annual revenue. As a result, the General Data Protection Regulation would, if implemented in its current form, impose a substantially increased risk of fines for non-compliance on all data processing entities. In addition, the current draft provides for additional information requirements in the data privacy notice of a website, including a controversial two-step icon solution, pursuant to which the operator of a website must post certain pop-up icons which correspond to the categories of data processing applied on the website. The current draft of the General Data Protection Regulation includes restrictions of profiling which may limit companies' ability to target certain groups of consumers, e.g. for customer-oriented placing of advertisements as it is current practice on the IS24 website. This may result in declining advertising revenues. The draft provides that exceptions apply to websites that use login methods for their customers. Furthermore, the new General Data Protection Regulation may apply to foreign companies offering products and services to EU citizens.

In general, data privacy laws regulate when and how personal data may be collected, for which purposes they may be processed, for how long they may be stored and to whom and how they may be transferred. The transfer of personal data to entities outside the EEA is subject to specific requirements. Further, data privacy laws require organizational measures such as installation of a data protection officer *(Datenschutzbeauftragter)*, set forth the rights of data subjects (i.e. the persons to whom the personal data relates) (e.g. information rights) and determine the sanctions for infringements. The following items illustrate selected areas of data privacy protection which are of particular relevance in the e-commerce sector:

E-mail advertising: Subject to certain exceptions, e-mail advertisements (e.g. newsletters, product recommendations or sales announcements) may only be sent to addressees who have given their explicit prior consent. In Germany, the way in which such consent must be obtained is regulated in detail in the "**act on unfair competition**" *(Gesetz gegen den unlauteren Wettbewerb)*. E-mail advertisements typically require a double opt-in procedure. Pursuant to such procedure, data subjects will need to give their consent to the use of their data for advertisement communications to them separately from their general consent to the processing of their data. (e.g., once by filling out an online subscription form, a second time by consenting to electronic advertisement communications through confirming their e-mail address after they subscribe). In addition, data subjects must be clearly informed regarding the scope and consequences of their consent. A declaration of consent may not be hidden in general terms and conditions or merged with other declarations. Consent may be withdrawn at any time without giving a reason. As an exception from the double consent requirement, personalized product recommendations may be sent to customers without their explicit prior consent provided that such recommendations relate only to goods identical or similar to those previously purchased by the respective customer. In this case, a right to opt-out is sufficient.

Web analysis: Web analysis technologies such as cookies or tracking tools (e.g. Google Analytics and Webtrekk) enable the operator of a website to personalize its offers and marketing to better match the customers' interests. Even though most web analysis tools anonymize or pseudonymize collected data and do not allow for a subsequent allocation of such data to individual data subjects, the use of such tools is subject to data privacy laws. For example, the use of cookies is regulated by the Directive on Privacy and Electronic Communications as amended by directive 2009/136/EC of the European Parliament and of the Council of 25 November 2009 ("**E-Privacy-Directive**") which provides for an opt-in regime pursuant to which the use of cookies requires the informed consent of the website user. This new regime has not specifically been implemented in German law. However, regardless of the implementation of the opt-in regime, the Directive on Privacy and Electronic Communications as amended by the E-Privacy-Directive is directly applicable in Germany and other EU member states. Consequently, measures that significantly restrict the ability of companies to engage in web analysis activities, such as by regulating the level of consumer notice and consent required before a company can employ cookies or other electronic tracking tools are under discussion, and stricter rules in Germany may also follow from case law, in particular on the basis of class actions of certain associations regarding the use of general terms and conditions.

Supervision and Scrutiny: The compliance with applicable data protection requirements is supervised by the competent Data Protection Authority. They are permitted to take measures against the data controller according to the Data Protection Act (i.e. right to information, measures to remedy violations, prohibitions to process data etc.). During the last few years, data protection authorities enhanced their activities in this regard. In addition, consumer associations increasingly use their rights of action regarding general terms and conditions (including consents to the processing of personal data) in order to have them being declared invalid by a court pursuant to the Act Relating to Actions for Injunctions in the Case of Breaches of Consumer Protection and Other Laws (*Unterlassungsklagegesetz*) in connection with the rules on general terms and conditions in the German Civil Code. In addition, specific data protection infringements, even if still controversial in German jurisprudence, may be subject to such actions.

E-commerce providers are also subject to general regulations on cyber security. For example, pursuant to German data privacy law, entities that collect and process personal data must implement certain technical and organization measures. These measures may include physical security against unauthorized access and manipulation (e.g. secure storing and transportation of physical data carriers), password assignment, authorization concepts, logging of subsequent changes of data, separation of data which has been collected for different purposes, reasonable encryption as well as protection against accidental loss, destruction or damage. In addition, according to general corporate laws, incorporated companies must implement appropriate risk management systems that also cover the detection and control of IT-related risks. Further compliance burdens may be introduced by new EU and/or German legislation. The European legislator is currently considering a new EU directive on cyber security, a draft of which has passed European Parliament in January 2014. If this draft regulation became law in its current form, it would introduce substantial additional duties with respect to risk management and incident reporting. In particular, operators who are subject to the new regime would have to adopt risk management practices for network and information security that are state of the art and ensure a level of security appropriate to the risk at hand, and must report any incidents having a significant impact on the security of their core services to national authorities. Within certain limits, the national authority would have the right to inform the public of such incidents. The scope of the directive is still being discussed. In particular, it is not yet decided whether – apart from certain infrastructure operators – e-commerce platforms and social media in general will be subject to the new regime. In June 2015, the German Bundestag adopted the IT Security Law (*IT-Sicherheitsgesetz*) which regulates IT security in respect of confidentiality, integrity and authenticity in detail. The IT Security Law includes obligations to implement certain security standards and to report incidents to the German Federal Office for Information Security (*Bundesamt für Sicherheit in der Informationstechnik*) if a company's IT systems are attacked. In case of non-compliance with these obligations companies must pay fines of up to EUR 100.00. The IT Security Law applies to critical infrastructures (*Kritische Infrastrukturen*), i.e. IT infrastructures of high importance for the functioning of communities (e.g. utilities) which may be interpreted broadly. It is therefore currently unclear which companies fall within the scope, In addition, a future application to all companies is currently under discussion. The new obligations may result in additional IT and security costs.

14. GENERAL INFORMATION ON S24 AG AND THE S24 GROUP

14.1 Incorporation, Entry in the Commercial Register, Name

The Company was established by an incorporation deed dated November 4, 2013 under the name “Blitz 13-264 GmbH” in the form of a German limited liability company (*Gesellschaft mit beschränkter Haftung*) with its registered office in Munich, Germany, and a share capital of EUR 25,000. The Company was registered with the commercial register maintained by the local court (*Amtsgericht*) of Munich, Germany, on November 8, 2013 under HRB 208302. With a shareholders’ resolution dated November 5, 2013 the Company’s articles of association were reformulated, including changes to the Company’s name into “Asa NewCo GmbH”, its registered office and business object, which resolution was entered in the commercial register on November 25, 2013. On September 4, 2015, the general shareholders’ meeting resolved to change the legal form of the Company into a German stock corporation (*Aktiengesellschaft*) under the name “Scout24 AG”. The change of legal form was registered with the commercial register maintained by the local court of Munich on September 10, 2015. Since the change of legal form took effect, S24 AG has been registered with the commercial register maintained by the local court of Munich under the registration number HRB 220696. The Company’s commercial name is Scout24.

14.2 History and Development of the Business

Our enterprise was originally founded in 1998/1999 and was gradually acquired by Deutsche Telekom (DTAG) in a series of transactions between 2003 and 2007. Becoming part of a significantly larger corporate required us to put in place more elaborate corporate structures and reporting systems. During the time we were managed by DTAG, our strategy was to expand our product portfolio and establish new vertical business lines. Although our business lines enjoyed a high degree of autonomy, we had significant and sizeable central functions, such as those performed by OpCo, which held the interests in the businesses of our verticals, provided portfolio management functions, served as interface between our Group and DTAG and generated significant overhead costs. In addition, we developed S24 Services in 2012, which supported the development of emerging and existing business lines in the financial sector. While the rate of growth in the number of listings on our platforms began to decline during this period, we continued to grow our revenues and EBITDA through price increases combined with higher-value products and services.

With effect from February 12, 2014, Asa HoldCo, which is ultimately owned by funds advised by affiliates of H&F and of Blackstone, acquired 70% of the share capital in the Company from DTAG. Both groups of investors contributed their shares to our new holding company Asa NewCo which later changed legal form into an AG and was renamed Scout24 AG (now the Company). Following the closing of the Transaction on February 12, 2014, Asa NewCo owned a 100% interest in our former holding company OpCo.

Under the direction of our new owners, we significantly streamlined our verticals and product portfolio, a process which is now in its final stages. We evaluated and re-focused our portfolio, and now concentrate on our market leading core businesses IS24 and AS24. For example, we disposed of our equity interests in Scout24 Switzerland, Spontacts GmbH as well as FRS24, our former dating platform, and recently we sold our stake in PropertyGuru. As part of our growth strategy and the new focus on our core verticals we acquired Immobilien.net, a leading real estate classifieds platform in Austria (according to our estimates) in May 2014 and now operate it in combination with our Austrian platform ImmobilienScout24.at. In October 2014, we acquired FlowFact Aktiengesellschaft (now FlowFact GmbH) with its subsidiaries (together FlowFact), a developer and vendor of customer relationship management (CRM) solutions for real estate professionals. With our investment in a stake of 50.02% in Stuffle GmbH in November 2014, a digital marketplace platform which allows third parties to offer and buy used products online, we expanded our competence in the mobile segment. In April 2015, we strengthened our vehicle segment through the acquisition of Easyautosale GmbH (Easyautosale), an online car brokerage platform for the sale of used cars owned by private persons to certified professional buyers via auctions, we strengthened our vehicle segment.

The streamlining of the portfolio was the basis for a cost reduction. We transformed from a holding structure overseeing independently managed segments to a fully-integrated organization with shared central functions and shared knowledge and best practices across all of our businesses of IS24 and AS24 (“OneScout24” approach). We also began to increasingly monetize the value we offer our customers. In our IS24 segment, for example, we implemented a membership model complemented by products designed to enhance the exposure of a listing, and strengthened our excellent position to tap the large adjacencies across the real estate value chain. In 2014, we also embarked on a new strategy for AS24, focusing on listings leadership, enhancing the consumers’ experience with a revamped mobile offering, and rolled out a pricing approach similar to IS24’s so-called “VIA Power” products. (see “*9. Management’s Discussion and Analysis of Net Assets, Financial Position and Results of Operations—9.5.8 Cost-Optimization Program*”).

14.3 Domicile, Legal Form, Legislation, Financial Year, Registered Office, Duration, Corporate Purpose

The Company is a German stock corporation (*Aktiengesellschaft*) domiciled in Germany. It has been incorporated in Germany and is subject to the laws of Germany. The financial year of S24 AG is the calendar year. The current financial year is the full financial year beginning on January 1, 2015.

The registered office of S24 AG is Munich, Germany. The business address is Dingolfinger Straße 1-15, Munich, Germany; Telephone +49-(0)89-44456-3103, Internet address: www.scout24.com.

The Company is established for an indefinite period of time.

According to Section 2 of the Company's Articles of Association, the purpose of the Company shall be the acquisition, holding, managing and selling of interests in enterprises – in Germany and abroad – of any legal form which are active in the field of online/internet services, as well as all measures which relate to the activities of a holding company with group-management functions, especially rendering management and other advisory services against consideration vis-à-vis affiliated companies in each case in its own name and on its own account and not on behalf and/or on the account of third parties. The Company may directly and indirectly engage in all activities which are suitable for serving the purpose of the Company. Further, the Company may, in particular, establish branches and other enterprises in Germany and abroad. Furthermore, the Company may limit its activities to a part of the fields of activity mentioned above.

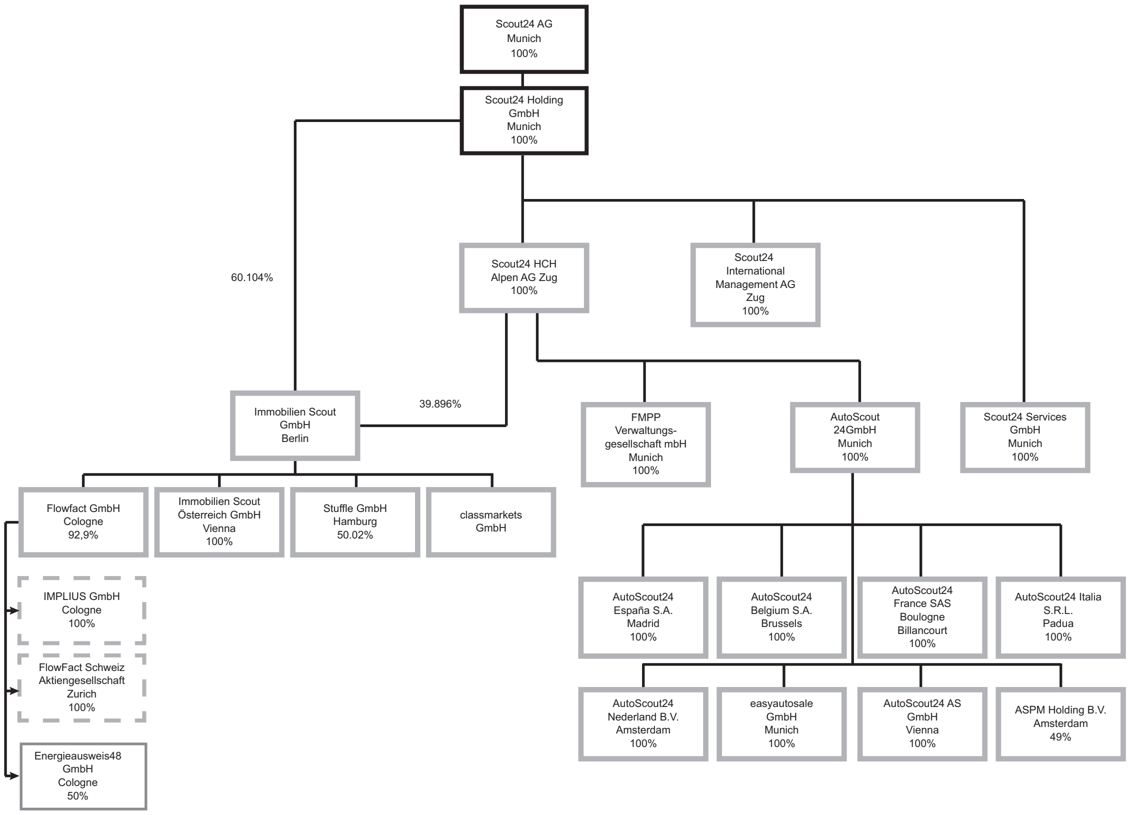
14.4 Structure of the S24 Group

The S24 Group comprises 21 fully consolidated legal entities in eight countries. S24 AG is the holding company of the Group. It provides certain services to the Group, such as management, strategy, facility management, legal, tax and other services. S24 AG has concluded a profit and loss transfer agreement with OpCo (see below "*14. General Information on S24 AG and the S24 Group–14.7 Domination and Profit Transfer Agreements*"). Scout24 Holding GmbH (OpCo), our former holding company, is the only directly-held subsidiary of the Company and is our principal operating company.

The Group Companies incorporated under German law comprise 11 legal entities (the "**German Group Companies**" or the "**German Group**"). The three main German subsidiaries are Immobilien Scout GmbH (which is the top company of the vertical IS24), AutoScout24 GmbH (which is the top company of the vertical AS24) and Scout24 Services GmbH (S24 Services GmbH). Other German Group Companies include FlowFact GmbH with its subsidiaries IMPLIUS GmbH, FlowFact Schweiz Aktiengesellschaft (Zurich, Switzerland) and Energieausweis48 GmbH (50% of the shares are held through FlowFact GmbH), Stuffle GmbH and FMPP Verwaltungsgesellschaft mbH (FMPP – no longer active and will be liquidated shortly).

The German Group Companies were not involved in any major restructurings. The current Group Structure was set up in connection with the Transaction, which was closed on February 12, 2014. DTAG sold 70% in Scout24 Holding GmbH (OpCo) to our shareholder Asa HoldCo, which set up Asa NewCo (now S24 AG). Asa HoldCo and DTAG contributed their shares in OpCo to Asa NewCo, thereby establishing a new holding company to the Group which was later renamed S24 AG.

The following chart provides an overview (in simplified form) of the direct and indirect shareholdings of S24 AG as of the date of the Prospectus:



14.5 Auditors

The Company and OpCo have appointed PricewaterhouseCoopers Aktiengesellschaft, Wirtschaftsprüfungsgesellschaft, Bernhard-Wicki-Straße 8, 80636 Munich, Germany ("**PwC**"), as auditor of the 2014 Audited Unconsolidated Financial Statements of Asa NewCo in accordance with the German Commercial Code (*Handelsgesetzbuch*) and of the 2014 Audited Short Year Consolidated Financial Statements of OpCo, the Audited Consolidated Financial Statements of OpCo, the 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo and the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo prepared in accordance with IFRS. In each case, PwC conducted its audits in accordance with Section 317 German Commercial Code and German generally accepted standards for the audit of financial statements promulgated by the Institute of Public Auditors in Germany (*Institut der Wirtschaftsprüfer*). The 2015 Unaudited Interim Consolidated Financial Statements of S24 AG prepared in accordance with IFRS as of June 30, 2015 have not been audited. PwC is a member of the German Chamber of Auditors (*Deutsche Wirtschaftsprüferkammer*) and a member of the Institute of Public Auditors in Germany (*Institut der Wirtschaftsprüfer*). See further "*2. General Information—2.6 Note on Currency and Financial Information*").

14.6 Publications, Paying Agent

In accordance with its Articles of Association, announcements of the Company are published in the German Federal Gazette (*Bundesanzeiger*).

Announcements in connection with the approval of the Prospectus or any supplements thereto are to be made in accordance with the regulations of the German Securities Prospectus Act (*Wertpapierprospektgesetz*) and in the form of publications stipulated for in the Prospectus, in particular through publication on the Company's website (http://www.scout24.com/en/IPO/Initial-Public-Offering.aspx). Printed copies of the Prospectus are available at the offices of the Company (Dingolfinger Str. 1-15, 81673 Munich, Germany).

The paying agent is Deutsche Bank.

14.7 Domination and Profit Transfer Agreements

The majority of the German Group Companies entered into profit and loss transfer agreements (*Gewinnabführungsverträge*, "**PLTA**") or combined domination and profit and loss transfer agreements (*Beherrschungs- und Gewinnabführungsverträge*, "**DPLTA**") with OpCo as the receiving respectively controlling entity. OpCo itself has entered into a PLTA with S24 AG's predecessor Asa NewCo as receiving entity on July 29, 2014 which was registered with the commercial register on August 11, 2014. The following table provides an overview of the PLTAs and DPLTAs that exist within our Group:

Receiving/ Controlling Entity	Transferring/ Controlled Entity	Type	Conclusion Date	Registration Date
Asa NewCo GmbH	Scout24 Holding GmbH	PLTA	July 29, 2014	August 11, 2014
Scout24 Holding GmbH	AutoScout24 GmbH	PLTA	October 20, 2008	October 24, 2008
Scout24 Holding GmbH	FinanceScout24 GmbH (predecessor of FMPP)	PLTA	December 7, 2007	
Scout24 Holding GmbH	Immobilien Scout GmbH	PLTA		December 29, 2008
Scout24 Holding GmbH	Scout24 Services GmbH	DPLTA	November 15, 2012	December 6, 2012

15. SHAREHOLDER STRUCTURE

15.1 Direct Shareholders

Immediately prior to the Offering, the shares in the Company are held by the Existing Shareholders. The shareholding before and after the Offering depends on various factors:

- Offer Price: It determines the number of primary shares and the allocation of shares among the Existing Shareholders under the rules of the MEP (see "*17. Governing Bodies—17.5 Management Participation Program*"). For this reason, in the following tables the shareholdings are shown on the basis of an Offer Price at the low end of the price range and at the high end of the price range, respectively.
- Number of Secondary Shares placed: The Selling Shareholders plan to place 21,000,000 Base Secondary Shares. However, if as a result of the exercise of the Upsize Option the number of Secondary Shares sold exceeds the number of Base Secondary Shares, the shareholdings will be affected.
- Allocation of Secondary Shares among the Selling Shareholders: In the base deal DTAG will sell 41.6% of its direct shareholding prior to the Offering assuming an Offer Price at the low end of the price range or 42.6% at the high end of the price range. Asa HoldCo, BMEP Ord and BMEP Pref will sell pro rata. MEP Ord and MEP Pref will sell a fixed number of Secondary Shares based on the exercise notices of the participating managers. If the Upsize Option is exercised, on the basis of an Offer Price at the low end of the price range DTAG, Asa HoldCo and BMEP Ord will sell 29.90%, 69.78% and 0.32% of the Additional Secondary Shares, respectively.
- Exercise and the volume of the Greenshoe Option: The number of Over-Allotment Shares depends on the number of New Shares and the final number of Secondary Shares placed. The Over-Allotment Shares will be equal to 15% of the aggregate number of New Shares and Secondary Shares placed. If the Greenshoe Option is exercised, DTAG and Asa HoldCo will sell 30% and 70% of the Over-Allotment Shares.

*15.1.1 Shareholdings on the Basis of an Offer Price at the Low End of the Price Range**

	Shareholding											
Shareholder	**Prior to the Offering(1)**		**Prior to the Offering and assuming execution of the true-up mechanism(7)**		**Upon completion of the Offering with placement of Base Secondary Shares(2) without exercise of Greenshoe Option**		**Upon completion of the Offering with placement of Maximum Secondary Shares(3) without exercise of Greenshoe Option**		**Upon completion of the Offering with placement of Base Secondary Shares and full exercise of Greenshoe Option(4)**		**Upon completion of the Offering with placement of Maximum Secondary Shares and full exercise of Greenshoe Option(5)**	
	Shares	**in %**	**Shares**	**in %**	**Shares**	**in %**	**Shares**	**in %**	**Shares**	**in %**	**Shares**	**in %**
Asa HoldCo GmbH	65,058,571	65.1	64,942,049	64.9	56,272,426	51.9	45,806,350	42.2	53,174,927	49.0	41,133,851	37.9
Deutsche Telekom AG	27,882,265	27.9	27,832,326	27.8	16,259,461	15.0	11,773,996	10.9	14,931,960	13.8	9,771,495	9.0
MEP Ord GmbH & Co. KG	5,805,122	5.8	5,985,936	6.0	5,398,266	5.0	5,398,266	5.0	5,398,266	5.0	5,398,266	5.0
MEP Pref GmbH & Co. KG	234,587	0.2	221,308	0.2	91,607	0.1	91,607	0.1	91,607	0.1	91,607	0.1
German BMEP Ord GmbH & Co. KG	645,372	0.6	665,473	0.7	638,018	0.6	589,559	0.5	638,018	0.6	589,559	0.5
German BMEP Pref GmbH & Co. KG	31,946	0.0	30,137	0.0	17,451	0.0	17,451	0.0	17,451	0.0	17,451	0.0
Scout Lux Management Equity Co S.à r.l.(6)	342,137	0.3	322,771	0.3	322,771	0.3	322,771	0.3	322,771	0.3	322,771	0.3
Free Float	**–**	**–**	**–**	**–**	**29,500,000**	**27.2**	**44,500,000**	**41.0**	**33,925,000**	**31.3**	**51,175,000**	**47.2**
Total	**100,000,000**	**100.0**	**100,000,000**	**100.0**	**108,500,000**	**100.0**	**108,500,000**	**100.0**	**108,500,000**	**100.0**	**108,500,000**	**100.0**

* For footnotes, see "*—15.1.2 Shareholdings on the Basis of an Offer Price at the High End of the Price Range*".

15.1.2 Shareholdings on the Basis of an Offer Price at the High End of the Price Range

Shareholder	Shareholding: Prior to the Offering[(1)]		Prior to the Offering and assuming execution of the true-up mechanism[(7)]		Upon completion of the Offering with placement of Base Secondary Shares[(2)] without exercise of Greenshoe Option		Upon completion of the Offering with placement of Maximum Secondary Shares[(3)] without exercise of Grenshoe Option		Upon completion of the Offering with placement of Base Secondary Shares and full exercise of Greenshoe Option[(4)]		Upon completion of the Offering with placement of Maximum Secondary Shares and full exercise of Greenshoe Option[(5)]	
	Shares	**in %**	**Shares**	**in %**	**Shares**	**in %**	**Shares**	**in %**	**Shares**	**in %**	**Shares**	**in %**
Asa HoldCo GmbH	65,058,571	65.1	64,559,523	64.6	56,141,366	52.6	45,678,436	42.8	53,219,662	49.8	41,181,733	38.6
Deutsche Telekom AG	27,882,265	27.9	27,668,383	27.7	15,879,245	14.9	11,395,130	10.7	14,627,085	13.7	9,467,970	8.9
MEP Ord GmbH & Co. KG	5,805,122	5.8	6,579,517	6.6	5,933,572	5.6	5,933,572	5.6	5,933,572	5.6	5,933,572	5.6
MEP Pref GmbH & Co. KG	234,587	0.2	177,717	0.2	73,563	0.1	73,563	0.1	73,563	0.1	73,563	0.1
German BMEP Ord GmbH & Co. KG	645,372	0.6	731,464	0.7	699,045	0.7	646,090	0.6	699,045	0.7	646,090	0.6
German BMEP Pref GmbH & Co. KG	31,946	0.0	24,201	0.0	14,014	0.0	14,014	0.0	14,014	0.0	14,014	0.0
Scout Lux Management Equity Co S.àr.l. [(6)]	342,137	0.3	259,195	0.3	259,195	0.2	259,195	0.2	259,195	0.2	259,195	0.2
Free Float	–	–	–	–	**27,825,757**	**26.0**	**42,825,757**	**40.1**	**31,999,621**	**30.0**	**49,249,620**	**46.1**
Total	**100,000,000**	**100.0**	**100,000,000**	**100.0**	**106,825,757**	**100.0**	**106,825,757**	**100.0**	**106,825,757**	**100.0**	**106,825,757**	**100.0**

(1) The number of shares prior to the Offering reflects the shareholding after change of legal form and conversion of the old capital structure of AsaNewCo into the current capital structure of the Company. Prior to the change of legal form of the Company becoming effective, certain shareholders held preference shares in the Company. Even though by their terms preference rights would have to continue to apply until the consummation of the Offering, such preference shares were converted into ordinary shares upon the change of legal form, which became effective on September 10, 2015. To reflect the true value of the former preference and ordinary shares, the Existing Shareholders agreed prior to the Offering to a true up mechanism being executed on the basis of the Offer Price through share transfers among the shareholders on the day of determination of the final Offer Price (and in any event prior to settlement of the Offering and delivery of the Offer Shares to investors). After pricing, Asa Hold Co, DTAG, Scout Lux Management Equity, MEP Pref and BMEP Pref have to transfer shares to MEP Ord and BMEP Ord to reflect the real value of the shareholding of the MEP entities based on the final Offer Price. We refer to this mechanism as the "**true-up mechanism**."

(2) Base Secondary Shares are equal to 21,000,000 Secondary Shares.

(3) Maximum Secondary Shares are equal to 36,000,000 Secondary Shares. This number assumes full exercise of the Upsize Option.

(4) The Greenshoe Option is equal to 15% of the aggregate of the New Shares and Secondary Shares actually placed. If only the Base Secondary Shares and all New Shares are placed, the Over-Allotment Shares will be equal to 4,425,000 additional Secondary Shares on the Basis of an Offer Price at the Low End of the Price Range (to be provided by Asa HoldCo and DTAG).

(5) If the Maximum Secondary Shares are placed, the Over-Allotment Shares are equal to 6,675,000 or 6,423,863 additional Secondary Shares at the low end of the price range and the high end, respectively.

(6) As of the date of the Prospectus, Scout Lux Management Equity is owned by DTAG (30%) and, through Willis Lux Holdings 2 S.à r.l. (70%), by H&F and Blackstone.

(7) The number of shares prior to the Offering after execution of the true up mechanism reflects the shareholding after execution of the true up mechanism as described in footnote (1) on the basis of an Offer Price at the low end of the price range and at the high end of the price range, respectively.

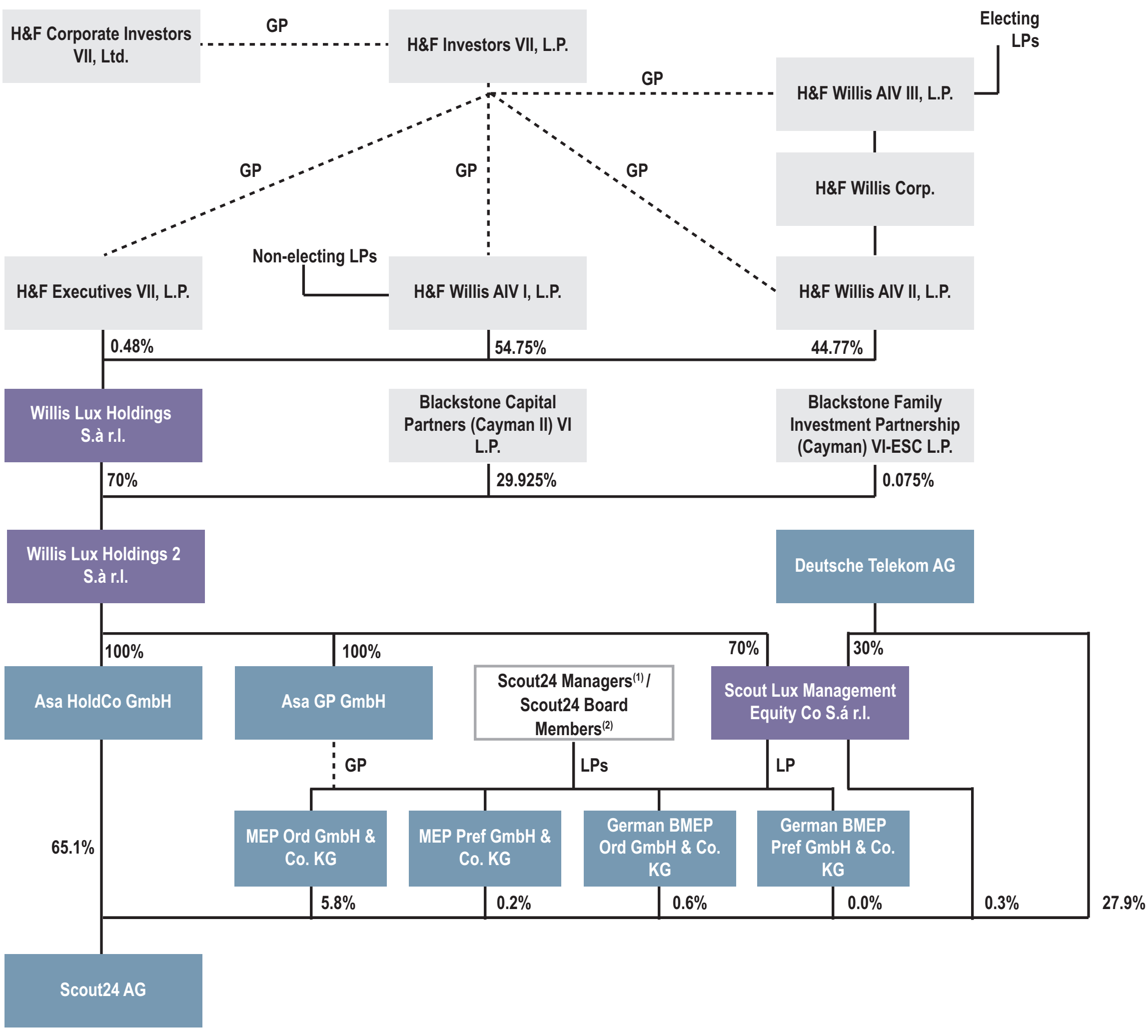
15.1.3 Shareholdings of Participating Managers

The shareholdings of MEP Ord, MEP Pref, BMEP Ord and BMEP Pref (together with MEP Ord, MEP Pref and BMEP Ord the "**MEP Partnerships**") is not equal to the shareholdings of the participating managers (including the members of the Management Board) on a look-through basis because some of the shares held by each of the MEP Partnerships have not yet been allocated to managers and will eventually be transferred back to Asa HoldCo and DTAG or their affiliates. After completion of the Offering, the shareholdings of the participating managers on a look through basis assuming different offering scenarios will therefore be as follows:

Offering Scenario	Shareholdings of participation managers on look-through basis in %
Offer price at the low end of the price range, sale of the Base Secondary Shares and full exercise of the Greenshoe Option	3.299
Offer price at the high end of the price range, sale of the Base Secondary Shares and full exercise of the Greenshoe Option	3.681
Offer price at the low end of the price range, sale of the Maximum Secondary Shares and full exercise of the Greenshoe Option	3.254
Offer price at the high end of the price range, sale of the Maximum Secondary Shares and full exercise of the Greenshoe Option	3.631

15.2 Indirect Shareholders

The following chart provides an overview (in simplified form) of the Company's shareholder structure as of the date of the Prospectus:



GP = General Partner, LP = Limited Partner

15.2.1 Willis Lux Holdings 2

Willis Lux Holdings 2 S. à r.l. ("**Willis Lux Holdings 2**") holds 100% of the share capital of Asa HoldCo who held 66.48% of the share capital of the Company as of February 12, 2014. Willis Lux Holdings 2 is a Luxembourg *société à responsabilité limitée* with its registered seat in Luxembourg. Willis Lux Holdings 2 is ultimately owned by investment funds advised by affiliates of Hellman & Friedman LLC (H&F) and of The Blackstone Group L.P. (Blackstone). It is intended to merge Willis Lux Holdings 2 and Asa HoldCo after completion of the Offering.

15.2.1.1 Indirect Management Participation

15.2.1.1.1 MEP Ord GmbH & Co. KG and MEP Pref GmbH & Co. KG

As of the date of the Prospectus, MEP Ord held 5.81% and MEP Pref held 0.23% of the share capital of the Company. MEP Ord and MEP Pref are entities through which certain managers of the Group have invested in the share capital of the Company (see "*17. Governing Bodies—17.5.1 Management Equity Program*"). Asa GP GmbH, Frankfurt am Main, Germany, is a wholly-owned subsidiary of Willis Lux Holdings 2 and the general partner of MEP Ord and MEP Pref with no equity interest in MEP Ord and MEP Pref. Scout Lux Management Equity is a limited partner of MEP Ord and MEP Pref. The only shareholders of Scout Lux Management Equity are Willis Lux Holdings 2 with a shareholding of 70.0% and DTAG with a shareholding of 30.0% as of the date of the Prospectus. As of the date of the Prospectus, fifty-two managers and four former managers of the Group have invested in the Company by becoming limited partners (*Kommanditisten*) of MEP Ord and MEP Pref and investing a total of EUR 4.3 million for rights representing 3.93% of the share capital of the Company. This participation of the management was determined when Asa NewCo was converted into an AG (S24 AG) and the former preference shares had to be converted into ordinary shares. After pricing, Asa HoldCo, DTAG, Scout Lux Management Equity, MEP Pref and BMEP Pref have to transfer shares back to MEP Ord and BMEP Ord to reflect the true relative value of the former preference and ordinary shares (the so called true-up mechanism). As of the date of the Prospectus, Scout Lux Management Equity holds 2.1% of the share capital of the Company through each of MEP Ord and MEP Pref, subject to a true-up. Such management participation is often implemented by funds as shareholders to foster an alignment of economic interest between the funds and management.

15.2.1.1.2 BMEP Ord GmbH & Co. KG and BMEP Pref GmbH & Co. KG

As of the date of the Prospectus, 2015, BMEP Ord held 0.65% and BMEP Pref held 0.03% of the share capital of the Company. BMEP Ord and BMEP Pref are entities through which certain supervisory board members of the Company have invested in the share capital of the Company (see "*17. Governing Bodies—17.5.1 Management Equity Program*"). Asa GP GmbH is the general partner of BMEP Ord and BMEP Pref with no equity interest in BMEP Ord and BMEP Pref. One of BMEP Ord's and BMEP Pref's limited partners in each of the aforementioned partnerships is Scout Lux Management Equity. As of the date of the Prospectus, three board members of the Group have invested in the Company by becoming limited partners (*Kommanditisten*) of BMEP Ord and BMEP Pref and investing a total of EUR 0.4 million for rights representing 43.28% of BMEP Ord, and 42.10% of BMEP Pref representing 0.29% of the share capital of the Company, subject to a true-up. Scout Lux Management Equity holds 0.38% of the share of the Company through BMEP Ord and BMEP Pref, subject to a true-up.

15.3 Participation Programs

As of the date of the Prospectus, we do not have any management or employee participation programs except for the existing management participation program (see "*17. Governing Bodies—17.5 Management Participation Program*"). However, we will consider implementing a share-based or share-price-based employee participation program after the completion of the Offering. For any share-based program, we would utilize shares acquired under our authorization to acquire our own shares up to 10% of the Company's share capital (see "*16. Information on the Share Capital of S24 AG and Applicable Regulations—16.4 Authorization to Acquire and Use own Shares*"). Structure and performance paramters have not yet been decided.

15.4 Shareholders' Agreement

In respect to the Offering, on September 4, 2015, the Controlling Shareholders agreed to replace the prior shareholders' agreement governing their cooperation as shareholders of the Company following its conversion into a stock corporation with a new shareholders' agreement (the S24 Shareholders' Agreement). The S24 Shareholders' Agreement will become effective with the commencement of the Offer Period. The S24 Shareholders' Agreement contains among others, an agreement regarding the pooling of votes in the annual general meeting, according to which the Controlling Shareholders shall coordinate their actions in regard to the appointment of Supervisory Board members, i.e. after the Offering H&F and Blackstone (the indirect shareholders of the Controlling Shareholder Asa HoldCo) will have a total of four representatives on the Supervisory Board and DTAG (the other Controlling Shareholder) will have two representatives as long as the aggregate shareholding of the Controlling Shareholders in the Company is equal to or exceeds 50%. The number of representatives may decline for each of the Controlling

Shareholders if the aggregate shareholding of the Controlling Shareholders in the Company's share capital or if of the shareholding of the respective Controlling Shareholder in the Company's share capital falls below certain thresholds. According to the understanding of the parties, DTAG will have one nominee in the committees of the Supervisory Board. The Supervisory Board shall decide with a simple majority with a casting vote of the Chairman, who shall initially be a representative of Asa HoldCo. The pooling of votes also extends to certain shareholders' decisions which require a supermajority of 75% of the votes cast. Thus, mutual veto rights exist. If the shareholdings of one of the Controlling Shareholders falls below 15% (in respect of the catalogue of certain shareholder decisions) or 10% for one specific decision out of the catalogue, or if the aggregate shareholding of the Controlling Shareholders in the Company's share capital falls below 40% and the individual shareholding below 20% or 10% (in respect of certain Supervisory Board composition matters), this shareholder loses its veto right. If the shareholding of one of the Controlling Shareholders in S24 AG falls below 5% or upon expiry of the term of the S24 Shareholders' Agreement on September 30, 2025, the S24 Shareholders' Agreement ceases to exist. Under the S24 Shareholders' Agreement, the Controlling Shareholders further agreed that they will, under certain circumstances, co-ordinate their disposal of shares in the Company. This applies to pre-determined purchasers in accelerated book-built offerings or similar non-market transactions through financial intermediaries ("block trades"). In addition, each of the Controlling Shareholders is, under certain circumstances, entitled to demand that the Company undertake an underwritten secondary public offering ("demand right").

16. INFORMATION ON THE SHARE CAPITAL OF S24 AG AND APPLICABLE REGULATIONS

16.1 Share Capital and Shares

16.1.1 Foundation and Capital Measures

The legal predecessor of the Company, Asa NewCo, was established by an incorporation deed, dated November 4, 2013, as a German limited liability company (*Gesellschaft mit beschränkter Haftung*) with a share capital of EUR 25,000. On February 13, 2014, the Company's shareholders' meeting resolved to increase the share capital of the Company from EUR 25,000 by EUR 1,975,000 to EUR 2,000,000, against contributions of shares in OpCo held by DTAG and Asa HoldCo, respectively.

On August 28, 2015, the extraordinary general shareholders' meeting of Asa NewCo resolved to increase the company's stated capital (*Stammkapital*) from EUR 2 million by EUR 98 million to EUR 100 million, by converting EUR 98 million of its capital reserves into equity. The capital increase was registered with the commercial register of the local court (*Amtsgericht*) of Munich, Germany, and became effective on September 13, 2015.

16.1.2 Change of Legal Form

On September 4, 2015 the extraordinary general shareholders' meeting of the Company resolved to change the legal form of the Company into a German stock corporation (*Aktiengesellschaft*), under the corporate name Scout24 AG. The Company has a share capital (*Grundkapital*) of EUR 100 million, divided into 100 million ordinary registered shares with no par value (*Stückaktien*), with a notional value of EUR 1.00 each in the share capital. The change of legal form was registered with the commercial register of the local court (*Amtsgericht*) of Munich, Germany, and became effective on September 10, 2015.

16.1.3 Capital Increase Resolution to Implement the Offering

On September 17, 2015, the extraordinary general shareholders' meeting of the Company resolved to increase the Company's share capital by up to EUR 8,500,000 to up to EUR 108,500,000 against cash contributions through the issuance of up to 8,500,000 ordinary registered shares with no par value (*Stückaktien*) with a notional value of EUR 1.00 each in the share capital (the New Shares). Registration of the capital increase in the commercial register is expected to occur before September 28, 2015.

On September 28, 2015, the Management Board and the Supervisory Board are expected to resolve on the number of New Shares to be issued. The implementation of the capital increase regarding the New Shares with the commercial register of the Company is expected to be registered on September 29, 2015.

Following consummation of the capital increase, the Company's share capital will amount to up to EUR 108,500,000, divided into up to 108,500,000 ordinary registered shares with no par value (*Stückaktien*) and a notional value of EUR 1.00 each in the share capital. The share capital will be fully paid up.

16.1.4 Description of Shares

Each share entitles the shareholder to one vote at the general shareholders' meeting of the Company. There are no restrictions on voting rights. Voting rights are the same for all of the Company's shareholders. Voting rights, however, do not attach until the respective capital contribution has been fully paid up. The shares carry full dividend rights as from January 1, 2015, i.e. for the full financial year ending December 31, 2015 and for all subsequent financial years. In the event of the Company's liquidation, the Company's assets remaining after satisfaction of all liabilities of the Company will be distributed to the shareholders in proportion to their interest in the Company's share capital.

As of the date of the Prospectus, the Company and its subsidiaries hold no shares in the Company. No shares in the Company are held on behalf of or for the account of the Company or any of its subsidiaries.

16.2 Certification and Transferability of the Shares

The form of the share certificates, the dividend coupons and the renewal coupons, if any, are determined by the Company's Management Board. The Company is entitled to issue share certificates embodying individual shares or multiples of shares. Section 4(4) sent. 3 of the Company's current Articles of Association stipulates that the shareholders' right to the issuance of share certificates representing their respective shares shall be excluded, unless such issuance is required in accordance with regulations applicable at a stock exchange to which the shares are admitted for trading.

The shares of the Company will initially be represented by one global share certificate without dividend coupons, which will be issued and deposited with Clearstream Banking Aktiengesellschaft, Mergenthalerallee 61, 65760 Eschborn, Germany, subsequently to the approval of the Prospectus. With respect to the New Shares, one additional global share certificate will be issued and deposited with Clearstream Banking Aktiengesellschaft.

There are no restrictions on the transferability of the Company's shares other than the lock-up agreements described under "*3. The Offering—3.10 Lock-up Agreements*".

16.3 Authorized Capital

The Management Board is authorized to increase the Company's share capital with the approval of the Supervisory Board in one or several tranches up until (and including) September 3, 2020, by issuing new no par value ordinary registered shares against contributions in cash and/or in kind, by an amount of up to EUR 50 million in total ("**Authorized Capital 2015**"). In this regard, the shareholders shall generally be granted a subscription right. Pursuant to Section 186(5) German Stock Corporation Act (*Aktiengesetz*), the new shares may also be assumed by a credit institution or an enterprise, active in the banking sector in accordance with Section 53(1) sent. 1 or Section 53b(1) sent. 1 or Section 53b(7) German Banking Act (*Gesetz über das Kreditwesen*), with the obligation to offer them to the shareholders for subscription (indirect subscription right). The Management Board is, however, authorized to exclude the shareholders' subscription right in whole or in part with the approval of the Supervisory Board in certain cases specified in Section 4(6) of the Company's Articles of Association.

16.4 Authorization to Acquire and Use own Shares

On September 17, 2015, the extraordinary general shareholders' meeting has authorized the Company until (and including) September 16, 2020 to acquire its own shares up to a maximum of 10% of the Company's share capital at the time of the resolution, i.e. shares with a nominal value of up to EUR 10 million. The shares may be acquired by means of (i) a purchase via the stock exchange, (ii) a public purchase offer, (iii) a public invitation to submit sale offers, or (iv) granting tender rights, where the purchase price to be paid in each case is subject to strict regulations. The Management Board is authorized to use the shares acquired on the basis of this authorization for any purpose permissible by law and, in particular but not limited to, for the purposes of (i) selling the acquired shares via a sale on a stock exchange or an offer to all shareholders in return for cash, (ii) otherwise selling the acquired shares provided that the consideration does not significantly fall short of the stock exchange price of the shares, (iii) disposing of the acquired shares against consideration in kind, in particular for the purpose of acquiring companies, parts thereof or shareholdings in companies or other assets, including claims against the Company, (iv) disposing of the acquired shares to service conversion rights or obligations of holders or creditors of bonds with conversion or option rights or profit-sharing rights, (v) offering the acquired shares to current and retired employees and managers of the Group, or (vi) cancelling the acquired shares without further resolution by the general shareholders' meeting. The Supervisory Board may determine that measures of the Management Board on the basis of this shareholders' resolution require its consent.

16.5 General Rules on Allocation of Profits and Dividend Payments

Shareholders have a share in the Company's distributable profits determined in proportion to their interest in the Company's share capital. According to Section 4(5) of the Articles of Association, the participation of new Shares in the profits may be determined in a deviating manner. Distributions of dividends on Shares for a given financial year are generally determined by the Management Board and the Supervisory Board submitting a proposal for the distribution of dividends to the ordinary general shareholders' meeting (*Hauptversammlung*) held in the subsequent financial year. The general shareholders' meeting then adopts a resolution on such distribution without being bound by the proposal of the Management Board and the Supervisory Board. Under the rules applicable to the Company, resolutions regarding the distribution of dividends can only be adopted based on the distributable profits (*Bilanzgewinn*) shown in the Company's audited unconsolidated financial statements in accordance with the German Commercial Code (*Handelsgesetzbuch*). The audited unconsolidated financial statements of the Company are approved by the Management Board and the Supervisory Board unless the approval is referred to the general shareholders' meeting by the Management Board and the Supervisory Board. In determining the distributable profits, the profit or loss for the financial year is adjusted for profits or losses carried forward from previous financial years as well as for withdrawals from and transfers to reserves. Certain reserves are required to be formed by law and must be deducted when calculating the distributable profits. Subject to certain statutory restrictions, the general shareholders' meeting is entitled to transfer additional amounts to the reserves or carry them forward. If the Management Board and the Supervisory Board approve the annual financial statements, they may, pursuant to the Articles of Association, transfer the net profit for the year, which remains after deduction of the amounts to be transferred to the statutory reserve and any loss carried forward, to other revenues reserves in whole or in part. The transfer of more than half of the net profit for the year shall not be permitted if the other revenue reserves exceed half the amount of the share capital or would do so following the transfer. The Offer Shares will be entitled to profit participation beginning January 1, 2015, i.e., for the full financial year ending December 31, 2015 and for all subsequent financial years. The dividends will be paid out in accordance with the rules of the clearing system of Clearstream Banking AG, Mergenthalerallee 61, 65760 Eschborn, Germany. Details on dividend payments and the respective payment agent will be published in the German Federal Gazette (*Bundesanzeiger*). Neither German law nor the Articles of Association provide for a special procedure for the exercise of dividend rights by shareholders not resident in Germany. Under German law, the right to dividend payments is generally time-barred after three years for the benefit of the Company.

16.6 General Provisions Governing a Liquidation of the Company

Besides liquidation as a result of insolvency proceedings, the Company may be liquidated, in particular by a resolution of the general shareholders' meeting to dissolve the Company followed by a liquidation procedure. The resolution of the general shareholders' meeting requires a simple majority of the votes cast, as well as a majority of at least three quarters of the share capital represented at the time the resolution is adopted. In the liquidation procedure, the assets remaining after all Company liabilities have been satisfied are divided among the shareholders in proportion to their interest in the Company's share capital. Certain restrictions, in particular restrictions for the benefit of creditors, must be observed.

16.7 General Provisions Governing Share Capital Increases and Decreases

The share capital of the Company may be increased against cash contributions or against contributions in kind by a resolution of the general shareholders' meeting. According to the German Stock Corporation Act, such resolution requires a simple majority of the votes cast, as well as a majority of at least three quarters of the share capital represented at the time the resolution is adopted, unless the stock corporation's articles of association provide for a different majority. Section 16 of the Articles of Association generally provides for a simple majority of the votes cast. In cases where the majority of the share capital represented during the adoption of the resolution is required by statutory law, the simple majority of the represented share capital shall be sufficient unless a larger majority is stipulated by mandatory statutory law.

In addition, the general shareholders' meeting may create authorized capital by a resolution requiring a simple majority of the votes cast, as well as a majority of at least three quarters of the share capital represented at the time the resolution is adopted. The authorized capital gives the Management Board authority to issue shares up to a certain amount within a period of not more than five years after registration of the authorization with the commercial register with the approval of the Supervisory Board. The notional value of the authorized capital may not exceed one-half of the share capital in existence at the time the authorization is registered with the commercial register. For details on the Company's authorized capital see "*16. Information on the Share Capital of S24 AG and Applicable Regulations—16.3 Authorized Capital*".

Furthermore, the general shareholders' meeting may resolve to create conditional capital with a simple majority of the votes cast, as well as a majority of at least three quarters of the share capital represented at the time the resolution is adopted. Conditional capital should only be created in order to grant exchange or subscription rights to holders of convertible bonds, to prepare for a business combination with one or more other companies or to grant subscription rights to employees and members of the management of our Group. In case conditional capital is created for the purpose of granting subscription rights to employees and members of the management, its nominal amount may not exceed 10% of the share capital in existence at the time the resolution is adopted, in all other cases, the nominal amount must not exceed 50%, provided, however, in both cases that it does not exceed 50% in the aggregate.

The general shareholders' meeting may also resolve to decrease the share capital of the Company. Again, such resolution requires a simple majority of the votes cast, as well as a majority of at least three quarters of the share capital represented at the time the resolution is adopted. A decrease of the share capital is also possible upon cancellation of treasury shares if the authorization granted to the Management Board by the general shareholders' meeting to acquire treasury shares explicitly allows for such cancellation. For details on the authorization to acquire treasury shares including the authorization to redeem and cancel shares see "*16. Information on the Share Capital of S24 AG and Applicable Regulations—16.4 Authorization to Acquire and Use own Shares*".

Furthermore, according to Sections 39a and 39b German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) concerning a squeeze-out after a takeover or mandatory public tender offer, at the request of the bidder who owns shares of the target company amounting to at least 95% of the voting rights, the remaining shares must be transferred to the bidder by order of court in exchange for the granting of an appropriate settlement. To this end, the compensation granted as part of the takeover or mandatory public tender offer is deemed an appropriate settlement if, on the basis of the Offering, the bidder has acquired shares amounting to at least 90% of the share capital subject to the Offering. In addition, after a takeover or mandatory public tender offer, the shareholders of a target company who have not accepted the offer can accept it within three months after the acceptance period has expired (a "sell-out"), if the bidder is authorized to file an application for the transfer of the outstanding voting shares in accordance with Section 39a German Securities Acquisition and Takeover Act (Section 39c German Securities Acquisition and Takeover Act).

Besides the legal provisions on the exclusion of minority shareholders, the German Stock Corporation Act provides for the integration of stock corporations (*Eingliederung*) in Sections 319 et seq. German Stock Corporation Act (for details please see "*16. Information on the Share Capital of S24 AG and Applicable Regulations—16.9 Exclusion of Minority Shareholders*").

16.8 General Provisions on Subscription Rights

According to the German Stock Corporation Act, each shareholder is generally entitled to subscription rights to new shares to be issued in a capital increase (as well as convertible bonds, warrant bonds, profit participation rights and participating bonds). Subscription rights are freely transferrable. During a specified period prior to the expiration of the subscription period, there may be trading in subscription rights on German stock exchanges. The general shareholders' meeting may exclude subscription rights in whole or in part when resolving upon a capital increase or an authorized capital. In case of authorized capital, the general shareholders' meeting may also authorize the management board to exclude the subscription rights. All such resolutions by the general shareholders' meeting require a simple majority of the votes cast as well as a majority of at least three quarters of the share capital represented at the time the resolution is adopted. In addition, the exclusion of subscription rights requires a report by the management board demonstrating the reasons for such exclusion as well as the reasons for the proposed issue price. In particular, the exclusion of subscription rights for a new share issue is permissible if the Company is increasing its capital against cash contributions, the amount of the capital increase does not exceed 10% of the existing share capital, and the issue price of the new shares is not significantly lower than the stock exchange price.

16.9 Exclusion of Minority Shareholders

According to Sections 327a et seq. German Stock Corporation Act which govern the so-called "squeeze-out under stock corporation law", the general shareholders' meeting of a stock corporation is able, at the request of a shareholder holding at least 95% of the share capital ("**Principal Shareholder**"), to resolve to transfer the shares of the minority shareholders to the principal shareholder against payment of an adequate cash settlement. The amount of cash compensation to be granted to the minority shareholders has to take into account the situation of the company on the date of the resolution of the shareholders' meeting. The true value of the company determines the amount of cash compensation, which is generally calculated using the capitalized earnings method (*Ertragswertmethode*) or similar generally recognized valuation methods, provided however that, in the absence of certain circumstances, the compensation must not fall short of the weighted average stock price over the last three months prior to the publication of the intention to have a "squeeze-out" resolution be passed. The minority shareholders are entitled to initiate valuation proceedings (*Spruchverfahren*), in the course of which the adequateness (*Angemessenheit*) of the cash payment is reviewed.

If the majority shareholder of the stock corporation is a stock corporation, a partnership limited by shares (*Kommanditgesellschaft auf Aktien*), or a *Societas Europaea* (European company), in each case having its registered office in Germany, a squeeze-out in accordance with Sections 327a et seq. German Stock Corporation Act can be effectuated, under certain circumstances, in order to facilitate an upstream merger of the stock corporation into the majority shareholder. Pursuant to Section 62 German Transformation Act (*Umwandlungsgesetz*), providing for this so-called "squeeze-out under transformation law", the majority shareholder holding at least 90% of the share capital is able to request the general shareholders' meeting to approve the squeeze-out within three months of the conclusion of the merger agreement.

In addition, according to Sections 39a and 39b German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*), providing for a so-called "squeeze-out under takeover law", an offer or holding of at least 95% of the voting share capital of the target company (as defined in the German Securities Acquisition and Takeover Act) after a takeover or mandatory public offer, may within three months of the expiry of the deadline for acceptance of the offer, request the transfer of the remaining voting shares to it by court order against payment of an adequate compensation. To this end, the compensation guaranteed as part of the takeover or mandatory public offer is deemed adequate if, on the basis of the Offering, the bidder has acquired shares amounting to at least 90% of the share capital affected by the Offering.

Furthermore, according to Section 39c German Securities Acquisition and Takeover Act, the shareholders of a target company who have not accepted the Offering can accept it within further three months after the acceptance period of the takeover or mandatory public offer has expired ("sell-out"), if the offeror has the right to file an application for the transfer of the outstanding voting shares in accordance with Section 39a German Securities Acquisition and Takeover Act.

The provisions for a squeeze-out under stock corporation law cease to apply once an offeror has petitioned for a squeeze-out under takeover law, and only apply again when these proceedings have been completed.

In addition to the legal provisions on the exclusion of minority shareholders, in Sections 319 et seq., the German Stock Corporation Act provides for what is called the integration of stock corporations (*Eingliederung*). According to these provisions, the general shareholders' meeting of a stock corporation can approve the integration of a company if 95% of the shares of the company to be integrated are held by the future principal company. The former shareholders of the integrated company are entitled to an adequate compensation that generally must be granted in the form of shares of the principal company while, if the principal company is a controlled company (i.e. a legally separate company over which another company is able to exert, directly or indirectly, a controlling influence), the former shareholders may also demand an adequate compensation in cash instead of a compensation in the form of shares. Such integration is, however, only possible if the future principal company is a stock corporation with its registered office in Germany.

16.10 Mandatory Takeover Bids

Pursuant to the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*), every person whose share of voting rights directly or indirectly reaches or exceeds 30% of the voting shares of the Company (after the listing of the Company's shares on the regulated market of the Frankfurt Stock Exchange) must publish this fact, including the percentage of its voting rights, within seven calendar days by publication on the Internet and through electronic media for disseminating financial information. Subsequently, such person must submit a mandatory public tender offer to all shareholders of the Company unless an exemption from this obligation has been granted. The German Securities Acquisition and Takeover Act contains several rules that provide for an attribution and aggregation of voting rights in order to ensure that the shares are attributed to the person actually controlling the voting rights attached thereto. If a person fails to give notice of reaching or exceeding the 30% threshold or fails to submit a mandatory public tender offer, shareholder rights (including voting rights and, in certain cases, the right to collect dividends and liquidation proceeds) are suspended for the duration of non-compliance under certain circumstances. In addition, a fine may be imposed.

16.11 Disclosure Requirements for Shareholdings

16.11.1 General Provisions

Upon admission of the Company's shares to trading on the regulated market segment of the Frankfurt Stock Exchange (or any other regulated market in Germany), the provisions of the German Securities Trading Act (*Wertpapierhandelsgesetz*) governing disclosure requirements for shareholdings apply.

Subject to certain exceptions, the German Securities Trading Act provides that every person who reaches, exceeds, or falls below 3%, 5%, 10%, 15%, 20%, 25%, 30%, 50% or 75% of the voting rights of the Company must notify the Company of that fact immediately and at the latest within four trading days in writing or by fax and must simultaneously notify BaFin. The notice must be in German or English and must include, among others, the individual's or entity's address, the current level of voting rights and the date of reaching, exceeding or falling below the aforementioned thresholds. As a domestic issuer, the Company must publish the notice through various media distributed across the entire European Economic Area ("*Medienbündel*") immediately and at the latest within three trading days and must also transmit the notice to BaFin and the German Company Register (*Unternehmensregister*) for storage. The disclosure requirements also apply to a shareholder who already holds 3% or more of the voting rights in the Company at the time of the admission of the Company's shares to trading on a regulated market in Germany.

A person who reaches or exceeds the threshold of 10% or a higher of the above thresholds, must, within 20 trading days, disclose to the Company the source of the funds used for the acquisition of the voting rights as well as the objectives pursued with the acquisition. Changes in those objectives must also be reported within 20 trading days. The Articles of Association of the Company do not release shareholders from this disclosure obligation. In calculating the voting rights, rules on attribution and aggregation must be observed.

Any person who directly or indirectly holds financial instruments or other instruments, which entitle their holder to unilaterally acquire existing shares of the Company carrying voting rights under a binding legal agreement, must immediately notify the Company and simultaneously BaFin when reaching, exceeding or falling below the thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 50% or 75%. In addition, any person who directly or indirectly reaches, exceeds or falls below the just mentioned thresholds by holding financial instruments or other instruments not covered by the foregoing but enabling the holder or a third party, based on their terms, to acquire existing shares carrying voting rights of the Company must also immediately notify the Company and simultaneously BaFin. In each case, rules on the aggregation of various positions in voting rights, financial instruments and other instruments have to be observed.

The German Securities Trading Act contains various rules that provide for an attribution and aggregation of the voting rights of persons associated with each other or acting in concert. For example, shares belonging to a company are attributed to each person controlling the company, and shares held for the account of another person are attributed to such other person. Shares or financial instruments held for trading by a securities services company are not taken into account for determining the notification obligation if it is ensured that the voting rights held by them are not exercised and that they amount to no more than 5% of the voting rights or do not grant the right to purchase shares holding more than 5% of the voting rights.

Since the entry into force of the German Risk Limitation Act (*Risikobegrenzungsgesetz*), any kind of cooperation among shareholders that is designed to effect a permanent and material change in the business strategy of the Company can result in an attribution of voting rights, that is, the cooperation does not necessarily have to concern the exercise of voting rights specifically; coordination in individual cases, however, will not trigger the attribution of voting rights.

In case the disclosure requirements are not met, shareholder rights (including voting rights and, in certain cases, the right to collect dividends and liquidation proceeds) are suspended for the duration of non-compliance under certain circumstances. If the failure to comply with the disclosure requirements specifically relates to the share of voting rights and is the result of a willful or grossly negligent conduct, the suspension period is extended by six months after the shareholder files the required notification. In addition, a fine may be imposed for failure to comply with the disclosure obligations, except for the disclosure obligation regarding the source of the funds used for the acquisition of the voting rights as well as the objectives pursued with the acquisition.

16.12 Disclosure of Transactions of Persons Holding Management Responsibilities

Under the German Securities Trading Act (*Wertpapierhandelsgesetz*) a Manager (as defined below) is required to notify the Company and BaFin within five working days regarding any of his or her transactions in shares of the Company or financial instruments linked to them, particularly derivatives. This obligation also applies to persons closely related to a Manager. The Company is obliged to immediately publish the information received in accordance with the foregoing and to simultaneously notify BaFin of the publication. Furthermore, the Company shall immediately transmit the information to the German Company Register (*Unternehmensregister*) for storage. Notification is not required if the sum of all transactions involving a Manager and persons closely related to him or her is less than EUR 5,000 in a given calendar year.

A “Manager” is any member of the Company’s management, of its administrative or supervisory bodies and any other person who has regular access to insider information within the meaning of the German Securities Trading Act (*Wertpapierhandelsgesetz*) and is authorized to make important managerial decisions. Persons closely related to a Manager are spouses, registered civil partners, dependent children as well as other relatives who have been living in the same household as the Manager for at least one year when the relevant transaction is made. Notification is also required for transactions by legal entities in which a Manager or any of the aforementioned parties holds management responsibilities, which are directly or indirectly controlled by a Manager or such a party, which were established for the benefit of a Manager or such a party or whose economic interests are substantially equivalent to those of a Manager or such party. Non-compliance with the notification requirements may result in a fine.

16.13 Post-Admission Disclosure Requirements

After the Offering, the Company will for the first time be subject to the legal disclosure requirements for German stock corporations listed on a public exchange. These disclosure requirements include, among others, periodic financial reporting (disclosure of annual, half-year and interim financial reports), regular calls with securities and industry analysts, and other required disclosures according to the German Securities Trading Act (*Wertpapierhandelsgesetz*).

One of the other disclosure requirements under the German Securities Trading Act provides that an issuer of financial instruments must, without undue delay, publish all inside information which directly concerns that issuer. Inside information is any specific information about circumstances which are not public knowledge relating to one or more issuers of insider securities, or to the insider securities themselves, which, if it became publicly known, would likely have a significant effect on the stock exchange or market price of the insider security. An issuer is exempt from this publication requirement as long as necessary to protect its legitimate interests, provided there is no reason to expect a misleading of the public and the issuer is able to ensure that the inside information will remain confidential. Late publication must be effected without undue delay. The issuer is obliged to notify BaFin regarding the grounds for exemption, stating the time of the decision concerning the postponement of the publication.

17. GOVERNING BODIES

17.1 Overview

The governing bodies of the Company are the Management Board (*Vorstand*), the Supervisory Board (*Aufsichtsrat*) and the general shareholders' meeting (*Hauptversammlung*). The responsibilities and powers of these corporate bodies are determined by the German Stock Corporation Act (*Aktiengesetz*), the Articles of Association (*Satzung*) and the rules of procedure for the Management Board (*Geschäftsordnung für den Vorstand*) and the Supervisory Board (*Geschäftsordnung für den Aufsichtsrat*).

The Management Board conducts the business of the Company in accordance with the applicable laws, the Articles of Association of the Company and the rules of procedure for the Management Board, including the schedule of responsibilities (*Geschäftsverteilungsplan*). The Management Board represents the Company when dealing with third parties.

The Management Board must ensure that appropriate risk management and risk controlling mechanisms are established and maintained within the Company, its subsidiaries and associated companies. This is to ensure that any developments endangering the continuing existence of the Company can be identified at an early stage. The Management Board is also required to regularly report to the Supervisory Board, at least on a quarterly basis, on the status of our business, in particular on new orders, turnover and earnings, and the condition of the Company, particularly in consideration of existing financing agreements. Furthermore, the Management Board reports to the Supervisory Board at least once a year, unless changes in circumstances or new matters necessitate an immediate report, on the intended business policy and other key issues relating to corporate planning and the future course of our business (especially on finance, investment and human resources planning), as well as on the Company's risk position and risk management. This report must include a discussion of any deviations between actual developments and objectives previously reported on, including the reasons for such deviations. In addition, the Management Board must submit a budget for the following financial year. In the meeting of the Supervisory Board where the annual financial statements are discussed, the Management Board also has to report on the profitability of the Company, especially in relation to the return on equity. The Management Board shall submit to the Supervisory Board, in due course, the various financial reports, including the annual financial statements and the management report as well as the consolidated annual financial statements and consolidated management report of the Company, the half-yearly and quarterly consolidated financial report of the Company and the monthly reporting package, including monthly management accounts of the Company. As a general rule, the Management Board is required to report events which could have a material effect on the Company, and transactions which could be of material importance, especially in relation to the Company's profitability or liquidity, and to do so in a timely manner. This is to ensure that the Supervisory Board is able to assess such transactions and to express its opinion thereon prior to any such action being taken. In addition, the chairman of the Supervisory Board shall be informed of any other significant developments, in particular including circumstances concerning the business of an undertaking affiliated with the Company which become known to the Management Board and which may have a material impact upon the condition of the Company. Finally, any member of the Supervisory Board may request a report regarding the affairs of the Company at any time. In addition, the Management Board and the Supervisory Board report annually in the annual report about the corporate governance of the Company and explain any deviations from the recommendations of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*), which was adopted in February 2002 and last amended on May 5, 2015 by the Government Commission German Corporate Governance Code (the "**Governance Code**").

Simultaneous membership on the Management Board and the Supervisory Board of a German stock corporation is not permitted under German law; however, simultaneous membership that results from a member of the supervisory board taking a seat on the management board of the same German stock corporation for a maximum period of up to one year is permissible in exceptional cases. During this period, the board member may not perform any duties for the supervisory board.

The Supervisory Board appoints the members of the Management Board and is entitled to dismiss them for good cause. Under German Stock Corporation law, the supervisory board advises and oversees the management board on the management of the Company, but is not itself authorized to manage the company. The articles of association or the Supervisory board must, however, require that the management obtains the approval of the supervisory board before entering into certain transactions.

According to the Articles of Association, the Supervisory Board shall determine that its approval shall be required for certain measures of the Management Board. As of the date of the Prospectus, matters of the Company subject to the consent of the Supervisory Board as set forth in the rules of procedure for the Management Board include, among others, the following. The approval requirement also applies, to the extent legally permitted, to the exercise of voting rights in its subsidiaries and giving directives to its subsidiaries except to the extent explicitly provided otherwise below:

Corporate Matters

- Conclusion, amendment or termination of domination, profit transfer or other enterprise agreements as defined in Sections 291 and 292 German Stock Corporation Act (*Aktiengesetz*) with the Company or a material subsidiary if at least one party (other than the Company itself) is not a directly or indirectly wholly-owned subsidiary;
- Capital measures, liquidation, mergers, demergers or other measures in terms of the German Transformation Act (*Umwandlungsgesetz*) as well as a material recapitalization, material reorganization (*Umstrukturierung*), material restructuring (*Restrukturierung*) and consolidation of material business segments of the Company or of subsidiaries with respect to Group internal measures, this applies only in case of subsidiaries, which – based on the most recent consolidated financial statements of the Company under IFRS – account for 10% or more of earnings before taxes;
- Material changes in the corporate governance regime of the Company or the Group, including but not limited to the establishment of a supervisory or advisory board under German law or a comparable corporate body under a different legal system in subsidiaries;

Financial Matters

- The yearly budget plan for the following financial year of the Company and the Group with respect to profit and loss statement, balance sheet, cash flow statement, staff, capital expenditures and financing as well as an allocation to material business areas or projects;
- Buying and selling fixed assets (*Anlagevermögen*), if the amount of such investment is not yet included in the budget plan or (a) exceeds EUR 10 million in each case (including series of related transactions) or (b) exceeds in total EUR 100 million;
- Taking up additional financing for the acquisition of assets, if (a) the amount exceeds EUR 10 million in each case (including series of related transactions) or (b) exceeds in total EUR 100 million;
- Issuance of bonds as well as taking up of loans and credit lines or comparable financing instruments, if their amount exceeds EUR 25 million per financial year and to the extent the relevant measure is not provided for in the budget plan or exceeds the amount included in the budget plan by more than 10%;
- Taking over sureties, guarantees, similar liabilities and commitments relating to checks and bills of exchange (including instigating third parties, in particular banks, to such issuance) or creating pledges, mortgages or other encumbrances on assets of the Company or a subsidiary in favor of third parties (outside the Group) with a value exceeding EUR 10 million per individual case or, where the liability or encumbrance relates to the issuance of bonds or the taking up of loans and credit lines, exceeding EUR 25 million;
- Trading in speculative financial instruments of any kind, as well as transactions with derivatives outside the ordinary course of business;
- Material modification of the accounting and valuation methods applied in the Company or the Group;

Business Activities

- Material changes to or outsourcing of current business activities, material changes to the production or sales program, entering into material new lines of business or (partial or entire) abandonment of material existing lines of business to the extent the relevant measure is not provided for in the budget plan;
- Opening or closure of permanent establishments and/or branches to the extent that the relevant measure is not provided for in the budget plan;
- Acquisition and disposal of companies and shareholdings in companies (including through the exercise of any existing sale or purchase rights), establishment of companies as well as conclusion, amendment and termination of silent partnerships, joint ventures, shareholder agreements and other co-operations, which have an asset (or liability impact on the Group) exceeding (a) EUR 25 million in each case (including series of related transactions) or (b) in total exceeding EUR 100 million;

- Acquisition, creation of encumbrances on and disposal of real property or equivalent rights as well as the development thereof, to the extent that the value of the respective measure exceeds EUR 25 million;
- Creation of pledges on and disposal of other fixed assets, to the extent that the value of the respective measure exceeds EUR 25 million;
- Important transactions between the Company or a subsidiary on the one hand and a member of the Management Board or persons closely associated with a member of the Management Board on the other hand, where transactions with a transaction value of EUR 20,000.00 per individual case are considered important; Section 112 German Stock Corporation Act (*Aktiengesetz*) regarding the representation of the Company vis-a-vis members of the Management Board remains unaffected;
- Institution, settlement or other ways of resolving legal or administrative or arbitration proceedings to which a company of the Group is or may become a party, if the value in dispute exceeds EUR 10 million per individual case;
- Establishment of or material amendment of existing employee participation programs, profit sharing or similar incentive programs;

Contracts

- Conclusion, amendment or termination of shareholder, joint venture, cooperation and silent partnership agreements, if the value of such agreement exceeds EUR 10 million per year of the agreement or – on a cumulative basis over the term of the agreement – EUR 25 million;
- Conclusion, amendment or termination of real property lease agreements, the rent of which exceeds EUR 10 million per year of the agreement or – on a cumulative basis over the term of the agreement – EUR 25 million; excepted shall be existing real property lease agreements;
- Conclusion, amendment or termination of agreements with affiliated companies (other than subsidiaries directly or indirectly wholly-owned by the Company) or with companies in which the Company holds a minority interest, to the extent such agreements are not entered into at arm's length;

Other

- Transactions or measures of material importance or transactions and measures involving material risks according to the reasonable opinion of the management board, if the transaction or measure does not by its general nature fall within the scope of one of the catalogue items above and if the value or the risk of the transaction or of the measure exceeds EUR 10 million per individual case.

The consent of the Supervisory Board has to be obtained before the execution of the transaction or measure. This does not apply to transactions or measures not to be delayed, provided that the obtaining of a resolution of the Supervisory Board or the responsible committee is not possible and the Management Board, after due diligence of the circumstances of the individual case and after notifying the chairman of the Supervisory Board, or the responsible committee, may assume that the Supervisory Board or the responsible committee will give its consent to the transaction or the measure. In this case, a ratifying resolution of the Supervisory Board must be passed without delay.

Each member of the Management Board shall forthwith disclose to the Supervisory Board any conflict of interest and shall inform the other members of the Management Board accordingly. Any business between the Company and members of the Management Board or persons or entities affiliated with them must meet arm's length standards.

The members of the Management Board may only engage in side-line activities, including memberships in supervisory or advisory boards or comparable corporate bodies outside the S24 Group, with approval of the Supervisory Board.

Members of the Management Board and Supervisory Board owe a duty of care and a duty of loyalty to the Company. Board members must consider the various interests of the Company, including those of its shareholders, employees and creditors. The Management Board must also take into consideration shareholders' rights to equal treatment and equal access to information. Should members of the Management Board or Supervisory Board breach these duties, they will be jointly and severally liable to the Company for compensatory damages. Members of the Management Board and Supervisory Board are covered by directors' and officers' liability insurance for their activities as members of management up to a certain amount. The Company bears the cost of these insurance policies. However, it should be noted that applicable German law requires that each member of our Management Board remains personally responsible in the case of any finding of personal liability of such member, as the case may be, for 10% of the total amount of the damages, up to an amount that equals up to 150% of such member's total annual fixed compensation from S24 Group.

Under German law, a shareholder generally cannot take direct legal action against a member of the management board or the supervisory board of a German stock corporation if the shareholder believes that such member or members have violated their duties towards the company and this has caused damage to the company. Claims for compensatory damages against members of the management board or the supervisory board may, as a rule, only be asserted by the company itself, in which case the company is represented by the management board when claims are made against members of the supervisory board and the supervisory board when claims are made against members of the management board. According to a ruling of the German Federal Court of Justice (*Bundesgerichtshof*) (April 21, 1997; II ZR 175/95; BGHZ 135, 244), the supervisory board is obligated to assert claims for compensatory damages against the management board that are likely to be successful, unless important company interests conflict with such an assertion of claims and such grounds outweigh, or are at least comparable to, the grounds in favor of asserting the claims. In the event that the relevant body with powers to represent the company decides not to pursue such claims, then such claims of the company for compensatory damages must nevertheless be asserted against members of the management board or the supervisory board if the general shareholders' meeting of the company passes a resolution to this effect by a simple majority vote. Such general shareholders' meeting of a company may appoint a special representative (*besonderer Vertreter*) to assert such claims. Shareholders whose aggregate holdings amount to at least 10% or EUR 1,000,000 of a company's share capital may apply to the court to appoint a special representative to assert claims for compensatory damages. In the event of such an appointment, the special representative becomes solely responsible for asserting the claims of the company for compensatory damages in lieu of the otherwise competent governing body of the company. In addition, if there are facts supporting the claim that the company has been damaged by fraud or gross breaches of duty, shareholders whose aggregate holdings amount to at least 1% or EUR 100,000 of the company's share capital have the option, under certain circumstances, of being granted permission by the competent court to file a lawsuit in their own name, but on account of the company for compensatory damages to the company against members of the governing bodies. Such a lawsuit will be dismissed if the company itself files a lawsuit for compensatory damages.

A company may only waive claims for compensation against members of the management board and the supervisory board, or settle such claims, three years after such claim has arisen but only (a) if the shareholders resolve to do so in a shareholders' meeting by resolution with simple majority and (b) where a majority of the shareholders, together holding shares which represent at least 10% of the share capital, do not object to this in the minutes of the meeting.

Under Section 142 of the German Stock Corporation Act (*Aktiengesetz*), the general shareholders' meeting of the company may appoint, by a majority resolution, an auditor (a "**Special Auditor**", *Sonderprüfer*) to review procedure, in particular in relation to management. If the general shareholders' meeting of the company rejects a motion to appoint a Special Auditor, the court must appoint a Special Auditor at the request of shareholders whose aggregate holdings amount to at least 1% or EUR 100,000 of the company's share capital in case the facts justify the suspicion that irregularities or gross violations of the law or of the articles of association have been committed. If the general shareholders' meeting of the company does appoint a Special Auditor, the court, however, must appoint a second Special Auditor if such appointment appears to be appropriate considering the qualifications of the first auditor and is requested by shareholders whose aggregate shareholding amounts to at least 1% or EUR 100,000 of the company's share capital.

In accordance with Section 127a of the German Stock Corporation Act (*Aktiengesetz*), shareholders and shareholder associations can use the shareholder forum (*Aktionärsforum*) of the German Federal Gazette (*Bundesanzeiger*), which is available through the Company Register's (*Unternehmensregister*) website, to call upon other shareholders to jointly, or through third party representation, request a special audit, appoint a special representative, demand that a general shareholders' meeting of the Company is convened or exercise their voting rights in a general shareholders' meeting of the Company.

Under German law, it is not permitted for shareholders or any other individuals to attempt to influence members of the management board or the supervisory board, authorized representatives (*Prokurist*) or other persons holding a commercial power of attorney to act in a way harmful to the company. Shareholders with a controlling influence may not use such influence to cause the company to act against its own best interests, unless there is a control agreement between the shareholders and the company and the influence exerted is within the limits of certain statutory mandatory provisions or any damages are compensated. Any person who uses his or her influence to cause a member of the company's management board or supervisory board, authorized representative or persons holding a commercial power of attorney to act in a manner harmful to the company or its shareholders is obligated to compensate the company and its shareholders for any resulting damage. In addition, members of the management board and supervisory boards may be jointly and severally liable for breach of their duties.

With resolution dated September 4, 2015, the Supervisory Board determined a share of 12% of female members for the Supervisory Board to be reached until June 30, 2017. The target for female participation in the Management Board was set at 0% until June 30, 2017. As the Management Board consists of only two members who have just recently been appointed and as it is currently not intended to enlarge the Management Board, an increase in the share of female members is not expected within the next two years. The Supervisory Board will, however, consider adequate female representation if a new member of the Management Board will have to be appointed before June 30, 2017 in case that one of the current members resigns or that the Supervisory Board decides to increase the number of members of the Management Board.

17.2 Management Board

17.2.1 General

Pursuant to Section 6 of our Articles of Association, the Supervisory Board determines in accordance with the German Stock Corporation Act (*Aktiengesetz*) the number of members of the Management Board which must consist of at least two persons. The Supervisory Board may appoint one Management Board member as chairman and another member as deputy chairman. Currently, the Management Board consists of two members with Gregory Ellis appointed chairman.

The Supervisory Board appoints the members of the Management Board for a maximum term of five years. Reappointments or extensions of the term of office are permissible for up to five years each. Prior to the expiration of the term, the Supervisory Board may revoke the appointment of a Management Board member for good cause (*wichtiger Grund*), such as for gross breach of fiduciary duties, inability of proper management or if the general shareholders' meeting of the Company passes a vote of no-confidence with respect to such member, unless the no-confidence vote was clearly unreasonable. The Supervisory Board is also responsible for entering into, amending and terminating service agreements with the Management Board members and, in general, for representing the Company in and out of court against the Management Board. The Supervisory Board may assign some of these duties to a committee of the Supervisory Board.

The Management Board determines our business areas and segments within the scope of the corporate purpose defined by the Articles of Association. Management Board meetings shall have a quorum if at least two-thirds (2/3) of its members are present. If only two members of the management board are in office, the management board meetings shall have a quorum only if both of them are present. If the Management Board consists of more than three members and a meeting does not have a quorum as set forth in in the preceding sentence, another meeting with an identical agenda has to be called without undue delay within a period of one week's time. This meeting also has a quorum if at least two of its members are present or cast their vote otherwise. In principle, resolutions of the Management Board are adopted with simple majority of the votes cast, unless a different majority is prescribed by mandatory law. If the Management Board is composed of more than two members, the chairman shall have a casting vote in the event of a tie. The chairman shall establish the result of the vote and the resolutions adopted.

The responsibilities of each member of the Management Board for specific business areas and segments are allocated by a schedule of responsibilities (*Geschäftsverteilungsplan*) which forms part of the rules of procedure for the Management Board. The rules of procedure for the Management Board also contain rules about composition, duties, overall responsibilities and responsibility for the departments as well as the internal arrangements of the Management Board.

Management Board members are subject to extensive non-competition obligations for the duration of their work for the Company. They are required to disclose any conflict of interest to the Supervisory Board without delay and are not allowed to either engage in any trade or enter into any transaction in our line of business on their own behalf or on behalf of others without the prior consent of the Supervisory Board. In addition, members of the Management Board may not become a (i) member of a management board, (ii) member of the board of directors (*Geschäftsführer*) or (iii) general partner (*persönlich haftender Gesellschafter*) of another commercial enterprise without the prior consent of the Supervisory Board.

Pursuant to the Articles of Association of the Company, *vis-a-vis* third parties, the Company is represented by a member of the Management Board if the Supervisory Board has granted such member the authority to represent the Company alone; otherwise, the Company shall be legally represented by two members of the Management

Board, by one member of the Management Board acting jointly with a procuration officer (*Prokurist*) or by two procuration officers (*Prokurist*) acting jointly. The Supervisory Board may, generally or for individual cases, release all or single members of the Management Board and the procuration officers (*Prokurist*) being authorized to legally represent the Company jointly with a member of the Management Board from the prohibition of multiple representation in accordance with Section 181 of the German Civil Code (*Bürgerliches Gesetzbuch*).

17.2.2 Current Members of the Management Board

The following table lists the members of the Management Board as of the date of the Prospectus, their age, the date on which they were first appointed, their term of appointment and their internal responsibilities:

Name	Age	Appointed in	Appointed until	Responsibilities
Gregory Ellis	53	2015	2019	Chief Executive Officer
Christian Gisy	48	2015	2019	Chief Financial Officer

The expiration dates of the service agreements for each individual member of the Management Board corresponds with their respective terms in office.

Gregory Ellis (53). Chief Executive Officer. Mr. Ellis joined our Group as a member of the Company's Management Board and Chief Executive Officer in March, 2014. He was appointed member of the management board of the Company in the context of the change of legal form on September 4, 2015. In June 2014 he became interim managing director of AutoScout24 GmbH. As Chief Executive Officer he is responsible for strategy and business development. In addition, Mr. Ellis oversees the two verticals IS24 and AS24, as well as having responsibility for human resources, corporate communications, M&A and the corporate office. Prior to joining our Group, Mr. Ellis was managing director and Chief Executive Officer of REA Group from 2008 to 2014. At REA Group he was also the representative of the "Business Council of Australia". Mr. Ellis has held various senior management positions at Microsoft, Truvo BV, Sensis Interactive and Telstra Corporation. Over the past 14 years, he has worked in Europe, Asia and Australia. He started his career as product manager at Arnott Morrow in 1986. Mr. Ellis graduated from Queensland University of Technology with a bachelor's degree in Business. In 2013 he was appointed non-executive Director at Sportsbet Pty Ltd.

The following table shows the positions Gregory Ellis has held as a member of a management, administrative or supervisory body in companies or as a partner in partnerships outside our Group in the last five years, as well as positions he currently holds in material companies within our Group:

Positions held in companies and partnerships outside the S24 Group in the last five years	Positions currently held in material companies within the S24 Group
• REA Group (managing director and CEO) (2008-2014)	• Immobilien Scout GmbH (managing director)
• Sportsbet Pty Ltd. (non-executive director) (ongoing)	• AutoScout24 GmbH (managing director)
	• Scout24 Holding GmbH (managing director)

Christian Gisy (48). Chief Financial Officer. Mr. Gisy joined our Group as a member of the Company's Management Board and Chief Financial Officer on September 1, 2014. He was appointed member of the management board of the Company in the context of the change of legal form on September 4, 2015. As Chief Financial Officer he is responsible for finance, controlling, risk management, investor relations, legal, audit, compliance, purchasing and facilities. Prior to joining our Group, Mr. Gisy was a member of CinemaxX's management board from 2006 until 2014, initially as Chief Financial Officer, later as Chief Executive Officer and, following the delisting of CinemaxX AG in February 2014, as Chief Executive Officer of the CinemaxX Holdings GmbH. Mr. Gisy has held senior positions at Viva Media AG and Wavelight AG. He also worked as Director Equity Capital Markets for WestLB Panmure. He started his career as a junior auditor at Warth & Klein Grant Thornton GmbH, Wirtschaftsprüfungsgesellschaft, Düsseldorf, Germany. He graduated from Rheinische Friedrich-Wilhelms-Universität Bonn, Germany, and received a degree in economics (*Diplom-Volkswirt*).

The following table shows the positions Christian Gisy has held as a member of a management, administrative or supervisory body in companies or as a partner in partnerships outside our Group in the last five years, as well as positions he currently holds in material companies within our Group:

Positions held in companies and partnerships outside the S24 Group in the last five years	Positions currently held in material companies within the S24 Group
• CinemaxX AG (member of the management board; CFO and later CEO) (2006-2014) • CinemaxX Holdings GmbH (CEO) (2014) • Business Heads AG (member of the supervisory board) (ongoing)	• Scout24 Holding GmbH (managing director) • Immobilien Scout GmbH (managing director) • AutoScout24 GmbH (managing director)

The members of the Management Board can be contacted under the Company's address.

17.2.3 Compensation, Other Benefits, Share Ownership

The composition of the Management Board, as of the date of the Prospectus, corresponds to the composition of the board of directors (*Geschäftsführung*) of Asa NewCo prior to the change of legal form from a German limited liability company (*GmbH*) to a German stock corporation (*AG*). Prior to the change of legal form, the members of the Management Board entered into service agreements with Asa NewCo, which, following the change of legal form, continue to be in existence until the day following the first day of trading of the Company's shares at the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Prime Standard).

17.2.3.1 Existing Service Agreements

The total aggregate annual compensation of the current members of the board of directors of Asa NewCo under their existing service agreements in respect of their activities on behalf of Asa NewCo and its subsidiaries amounts to a maximum of EUR 2,270,500 per annum. The total compensation of Gregory Ellis for the year 2014 (including a one-off payment recognized within the short financial year of Asa NewCo ended March 31, 2014 of approximately EUR 1.5 million and fixed and variable remuneration as well as other compensation for the short financial year of Asa NewCo ended December 31, 2014) was EUR 2,213,166. The total compensation of Christian Gisy (who joined the Company on September 1, 2014) for the short financial year of Asa NewCo ended December 31, 2014 was EUR 142,667 including fixed and variable remuneration and other compensation.

In 2015, Gregory Ellis received a variable remuneration in respect of 2014 in an amount of EUR 434,797. In 2015, Christian Gisy received a variable remuneration in respect of 2014 in an amount of EUR 125,000.

17.2.3.2 New Service Agreements

In September 2015, the members of the Management Board entered into new service agreements effective as of September 10, 2015. The compensation under the new service agreements was approved by the Supervisory Board, taking into account general market practice, legal requirements in accordance with Section 87 of the German Stock Corporation Act (*Aktiengesetz*) and additional recommendations of the Governance Code. The compensation system aims at paying a reasonable compensation to the members of the Management Board. The compensation takes into account the size and activities of our Group, its economic and financial situation, its success and future outlook, and the comparability of the compensation in the light of the peer environment (horizontal) and the compensation levels for the rest of our Group's staff (vertical). It also takes into consideration the tasks and duties of the individual members of the Management Board, their personal performance and promotes the sustainable, long term development of the Company and the Group. Altogether, the compensation is such that it makes allowance for both positive and negative developments, and promotes the sustainable, long term development of the Company.

The compensation of the Management Board members is comprised of annual fixed compensation, annual short-term variable compensation and multi-year long-term variable compensation, all paid in cash. The Supervisory Board intends to review the amount of the fixed compensation and the variable compensation annually. The target amount for variable compensation shall be 75% of the annual fixed compensation, but the Supervisory Board in its discretion, based on performance of the members of the Management Board, may approve variable compensation that exceeds this target amount.

There is no cap for the variable compensation; however, the total compensation, including all other cash and non-cash benefits of each member of the Management Board, is capped at the sum of the fixed compensation and three times the respective variable compensation target amount.

17.2.3.3 Fixed Compensation

Under the new service agreements, members of the Management Board are entitled to fixed compensation. The fixed compensation is paid out in cash in twelve equal monthly installments. The level of fixed compensation for a Management Board member is tailored to the range of duties and functions as well as the professional experience of the relevant member of the Management Board.

Additionally, non-monetary benefits and perquisites are granted, such as provision of company cars, contributions towards the cost of insurance, reimbursement of accommodation and travel expenses.

17.2.3.4 Variable Compensation

17.2.3.4.1 Short term

The annual short-term variable compensation depends on the Group's financial performance assessed over the prior financial year. The annual target amount for the short-term variable compensation is equal to 50% of the target amount of the variable compensation.

The amount of the short-term variable compensation paid is based on targets for financial performance metrics (annual revenue growth rate, adjusted EBITDA growth rate and cumulative free cash flow) assessed over the relevant period. These targets are fixed and weighted for each Management Board member at the end of each calendar year for the next year. The targets can also include non-financial targets such as completion of projects or organizational measures, but it is not currently envisaged that they will do so. The determination of the amount of such short-term variable compensation remains at the discretion of the Supervisory Board, taking into account the achievement of the relevant targets and the recommendations of the Executive Committee. The Supervisory Board in its discretion based on performance of the Management Board may award a bonus under the short-term variable compensation which is higher than the annual variable target amount.

The short-term variable compensation is calculated and determined by the Supervisory Board upon recommendation by the Executive Committee in the meeting that approves the financial statements for the preceding financial year and paid out in cash at the beginning of the following month.

17.2.3.4.2 Long term

The annual long-term variable compensation depends on the Group's financial performance over a rolling period of three financial years. The first long-term variable compensation will be based on the performance during the financial years 2016, 2017 and 2018. The annual long-term variable compensation will be paid-out after the end of the first year of each rolling three-year period provided that the target(s) for the first year of such three-year period are met. However, if at the end of any three-year period, the amount of long-term variable compensation paid-out exceeds the target bonus actually achieved and determined in respect of that period, the respective Management Board member will be required to repay the excess amount ("claw back"). If the amount of the long-term variable compensation paid-out after the first year falls short of the target bonus actually achieved in the relevant three-year period, the respective Management Board member will be entitled to an additional payment of the shortfall amount. The annual target amount for the long-term variable amount is 50% of the total target variable compensation. The Supervisory Board may exceed this target amount.

The amount of the long-term variable compensation paid is based on targets for financial performance and is calculated based on financial performance metrics (revenue growth rate, adjusted EBITDA growth rate and cumulative free cash flow) measured over the relevant three-year period. These targets are fixed and weighted for each Management Board member at the end of each calendar year for the next rolling three-year period. For the first reference period the targets will be set at the end of 2015. The targets can also include non-financial targets such as completion of projects or organizational measures. The determination of the amount of such long-term variable compensation remains at the discretion of the Supervisory Board, taking into account the achievement of the relevant targets and the recommendations of the Executive Committee.

17.2.3.5 Company Pensions

The members of the Management Board benefit from a company pension scheme in the form of a support fund (Unterstützungskasse) with annual contributions made by the Company. The Company may switch the support fund if this does not negatively affect the position of the Management Board member.

17.2.3.6 *D&O Insurance*

The members of the Management Board receive insurance coverage through a D&O insurance taken out by the Company with a deductible of at least 10% of the loss up to at least the amount of one and a half times the fixed annual compensation of the respective Management Board member.

17.2.3.7 *Compensation and Benefit Components*

Under the new service agreements, the following compensation and benefit components (with respect to 2015 only to be paid *pro rata temporis* for the time after the Offering) have been agreed (all shown figures are gross amounts):

Board Member	Fixed remuneration (annual amount)	Variable short term bonus (annual target amount)(1)	Variable long term (annual target amount)(2)	Other Benefits (annual amount)(3)	Contributed Defined Contribution Plan (annual amount)	Total(4)
Gregory Ellis	EUR 750,000	EUR 281,250	EUR 281,250	EUR 340,000	EUR 50,000	EUR 1,702,500
Christian Gisy	EUR 400,000	EUR 150,000	EUR 150,000	EUR 20,000	EUR 37,000	EUR 757,000

(1) Annual variable short term bonus may be higher than target amount.

(2) Annual variable long-term bonus may be higher than target amount. As the first long-term bonus assessment period (three years) will only commence as of 2016, there will be no variable long-term bonus payable in 2015. Instead, as a transition from the previously existing bonus regime to the new bonus regime, the new service agreements provide that the variable annual bonus under the previously existing bonus regime shall be paid based on an assessment of the target achievement for the entire year 2015 (i.e., including for three months after the Offering).

(3) Other benefits only include benefits such as housing allowance (in the case of the CEO), home flights, allowance for travel expenses, car entitlement, insurances.

(4) Total compensation including all cash and non-cash benefits is capped at sum of the fixed compensation and three times the respective variable compensation target amount. The variable target amount is 75% of the fixed compensation.

17.2.3.8 *Term and Termination of Service Agreements*

The new service agreements provide for a definite term beginning on September 10, 2015 and ending on September 30, 2019. In the case that the appointment of a member of the Management Board as member of the Management Board ends prematurely, the Company may terminate the service agreement of the relevant member of the Management Board with a notice period calculated in accordance with Section 622 (2) German Civil Code (*Bürgerliches Gesetzbuch*). Each member of the Management Board is then entitled to receive a severance payment in an amount equal to two years' annual compensation (including ancillary benefits, if any). If the remaining term of the service agreement is less than two years, the compensation is reduced *pro rata temporis*.

All members of the Management Board are subject to a post-contractual non-compete obligation for a period of two years after termination of their service agreement. During the period of post-contractual non-compete, they are entitled to monthly payments in an amount of 50% of their last fixed salary, provided that other income they may receive will result in a reduction if and to the extent that the compensation plus, in the case of Christian Gisy, 50% of the company car allowance and pension contributions ("**Non-Compete Compensation Basis**") and other income exceed their former monthly fixed compensation.

Christian Gisy will receive an additional cash payment in the amount, if any, by which the sum of (i) the aggregate post-contractual non-compete payments and any (ii) severance payments fall short of the aggregate post-contractual non-compete payments that would result based on payments of 100% of the Non-Compete Compensation Basis.

17.2.3.9 *Shareholdings of Management Board Members*

The members of the Management Board currently indirectly hold shares in the Company via MEP Ord and MEP Pref (see "*—17.5 Management Participation Program*"). On a look-through basis their shareholdings are as follows as of the date of the Prospectus:

	Number of shares indirectly held prior to the Offering(1)	Number of shares sold in the Offering(2)	Number of shares indirectly held upon completion of the Offering(3)
Gregory Ellis	1,369,073	219,958	1,149,115
Christian Gisy	243,054	33,535	209,519

(1) Calculated on the basis of preference shares and ordinary shares held in MEP Pref and MEP Ord, respectively and assuming an Offer Price at the low end of the price range. Assuming an Offer Price at the high end of the price range, the number of shares would be 1,499,748 for Gregory Ellis and 264,119 for Christian Gisy.

(2) Assuming an Offer Price at the low end of the price range. Assuming an Offer Price at the high end of the price range, the number of shares sold would be 236,684 for Gregory Ellis and 33,823 for Christian Gisy.

(3) Assuming an Offer Price at the low end of the price range, of which 202,785 would be vested for Gregory Ellis and 23,280 for Christian Gisy. Assuming an Offer Price at the high end of the price range, the number of shares would be 1,263,064 for Gregory Ellis and 230,296 for Christian Gisy, of which 222,894 would be vested for Gregory Ellis and 25,588 for Christian Gisy.

17.3 Supervisory Board

17.3.1 General

In accordance with the Articles of Association as well as Sections 95 and 96 of the German Stock Corporation Act (*Aktiengesetz*), the Supervisory Board of the Company consists of 9 members, which were elected in connection with the change of legal form of Asa NewCo on September 4, 2015.

A person may not become a member of the Supervisory Board who (i) is already a member of the supervisory board in ten commercial enterprises which are required by law to form a supervisory board, (ii) is the legal representative of a controlled enterprise of the Company, (iii) is the legal representative of another company whose supervisory board includes a member of the Management Board or (iv) was a member of the Management Board during the past two years, unless he was elected upon nomination by shareholders holding more than 25% of the voting rights in the Company. The Supervisory Board should not comprise more than two former members of the Management Board.

Members of the Supervisory Board are appointed at the general shareholders' meeting with a simple majority of the votes cast as set out by the Articles of Association and in conjunction with Section 101 German Stock Corporation Act (*Aktiengesetz*). At the same time as appointing the members of the Supervisory Board, the general shareholders' meeting of the Company may appoint substitute members for each Supervisory Board member, who, in accordance with specific determinations by the general shareholders' meeting of the Company, may become members of the Supervisory Board if elected Supervisory Board members leave office before the end of their term and no successor has been appointed. The term of the substitute member expires at the end of the general shareholders' meeting of the Company during which a successor for the departing Supervisory Board member is appointed, but no later than the expiration of the departing Supervisory Board member's term. The election of a successor for a member leaving his or her office before the end of his or her term of office is valid for the remainder of the term of office of the departing member, provided that the general shareholders' meeting of the Company has not otherwise determined the term of office of the successor.

Unless the general shareholders' meeting has set a shorter term of office, the term of office of each Supervisory Board member, as well as the term of each substitute member, expires at the end of the annual general shareholders' meeting approving the activities of the Supervisory Board for the fourth financial year following the commencement of the member's term of office, not including the financial year in which the term commences. Members may be re-elected. As a rule, only a person who has not reached the age of 70 at the time of appointment or election may become a member of the Supervisory Board.

Supervisory Board members elected by the general shareholders' meeting of the Company may be removed by a resolution of the general shareholders' meeting of the Company adopted with a majority of 3/4 of the votes cast. In addition, the Articles of Association provide that regular members and substitute members of the Supervisory Board may resign with a four-week notice period, without good cause, by providing written notice to the chairman or the deputy chairman of the Supervisory Board. The chairman of the Supervisory Board may waive the notice period. In case of a good cause existing, the member may resign with immediate effect.

The terms of office of the chairman and the deputy chairman correspond to their appointments as members of the Supervisory Board unless a shorter term of office is set when they are elected. The election takes place in each case after the general shareholders' meeting in which the members of the Supervisory Board are elected. The supervisory board meeting does not have to be convened in any particular manner. If the chairman or the deputy chairman resign from their positions prior to the expiration of their term of office, the Supervisory Board must elect a replacement without undue delay.

Under mandatory statutory provisions and the Articles of Association, the Supervisory Board is authorized to establish internal rules of procedure and form committees among its members. The internal rules of procedure of the

Supervisory Board are dated September 4, 2015. In addition to the functions and tasks of the Supervisory Board described above (see "—*17.1 Overview*"), the Supervisory Board is authorized to make amendments to the Articles of Association that only affect their wording.

German law provides that at least one member of the Supervisory Board of publicly traded companies has to be considered an independent expert with expertise in the fields of accounting or auditing. On the Supervisory Board, Liliana Solomon is considered to be such independent expert.

As a rule, the Supervisory Board is expected to hold at least one meeting per calendar quarter and must hold at least two meetings within each half calendar year. A meeting of the Supervisory Board shall also be convened whenever this is requested by a member of the Supervisory Board or by the Management Board, stating purpose and reasons for the meeting. Meetings of the Supervisory Board are called by its chairman or if it is prevented from doing so, by the deputy with two weeks advance notice. The day on which the notice is sent and the day of the meeting itself are not included when calculating this period. In urgent cases, the chairman may shorten the notice period to no less than three days and convene the meeting orally, by telephone or in another manner. The chairman acts as chair of the meetings and determines the order in which the items on the agenda are discussed and the method and sequence of voting. The rules of procedure for the Supervisory Board provide that all members must have been invited to the meeting and at least half the number of members of which the supervisory board shall consist, however, in any case no less than three members, must participate in voting on a resolution in order to constitute a quorum. For calculating the quorum, any member who is present but abstains from voting is deemed to have participated in the vote. Absent members may participate in the casting of votes by having their votes submitted in writing, by telefax or any other customary means of communication (e.g. by e-mail) by another Supervisory Board member. Unless otherwise required by law, resolutions of the Supervisory Board are passed by a simple majority of the votes cast. For the purposes of passing a resolution, abstentions do not count as votes cast. The rules of procedure of the Supervisory Board provide that on the chairman's instruction or, if he is prevented from exercising his function, by the deputy chairman's instruction, resolutions may be passed without a meeting in text form, by telephone or in other similar manners.

17.3.2 Current Members of the Supervisory Board

The following table shows the names of the members of the Supervisory Board of the Company as of the successful completion of the Offering, as well as – where applicable – their further positions as members of a management, administrative or supervisory board in companies or as partners in partnerships. Positions held in companies or partnerships outside the S24 Group in the last five years but no longer current, are also reflected in the following table:

Name	Age	Member since	Appointed until	Further positions as a member of a management, administrative or supervisory body in companies or as a partner in partnerships*
Stefan Goetz	44	2015	2020	• Securitas Direct AB and certain subsidiaries (member of the board of directors) (ongoing) • Asa HoldCo (managing director) (ongoing) • AMI (member of the board of directors) • Asa GP GmbH (managing director) (ongoing)
Patrick Healy	48	2015	2020	• Hellman & Friedman LLC (deputy CEO) (ongoing) • Securitas Direct AB (member of the board of directors) (ongoing) • Web Reservations International Limited and certain subsidiaries (member of the board of directors) (ongoing) • Wood Mackenzie Limited (member of the board of directors) • GazTransport et Technigaz SAS (member of the board of directors) • Nielsen Holdings BV (member of the board of directors)

Name	Age	Member since	Appointed until	Further positions as a member of a management, administrative or supervisory body in companies or as a partner in partnerships*
				• Mondrian Investment Partners Limited (member of the board of directors) • Gartmore Group Limited (member of the board of directors)
Blake Kleinman	39	2015	2020	• Hellman & Friedman LLC and certain subsidiaries (managing director) (ongoing) • SSP Holdings Limited and certain subsidiaries (member of the board of directors) • Wood Mackenzie Limited and certain subsidiaries (member of the board of directors) • Gartmore Group Limited and certain subsidiaries (member of the board of directors) • Iris Software Group Limited and certain subsidiaries (member of the board of directors) • Asa HoldCo GmbH (managing director) (ongoing) • Asa GP GmbH (managing director) (ongoing)
Thorsten Langheim	49	2015	2020	• Strato AG (chairman of the supervisory board) • Telekom Innovation Pool GmbH (member of the advisory board) • T-Mobile US, Inc. (member of the board of directors) (ongoing) • T-Systems International GmbH (member of the supervisory board) (ongoing) • T-Venture Holding GmbH (member of the supervisory board) (ongoing) • T-Venture Telekom Funds Beteiligungs-GmbH (member of the advisory board) • Deutsche Telekom Venture Funds GmbH (member of the supervisory board) (ongoing) • Deutsche Telekom Capital Partners Management GmbH (chairman of the investment committee) (ongoing)
Alexander Graf Matuschka von Greiffenclau	44	2015	2020	• VimpelCom Ltd (member of the management board) • Nokia Solutions and Networks B.V. (chief restructuring officer, chief transformation officer, member of the executive board) • CQLT-Saargummi Holding (member of the Steering Board)
Robert D. Reid	42	2015	2020	• The Blackstone Group International Partners LLP (senior managing director) (ongoing) • ICS Group (member of the board of directors) • Nielsen Holdings B.V. (member of the board of directors)
David Roche	46	2015	2020	• goHenry Ltd. (executive chairman) (ongoing)

Name	Age	Member since	Appointed until	Further positions as a member of a management, administrative or supervisory body in companies or as a partner in partnerships*
Dr. Liliana Solomon	51	2015	2020	• Vodafone Romania (chairman of the management board) • Vodafone GmbH Germany (member of the supervisory board) • Vodafone Netherlands (member of the supervisory board) • Unify GmbH & Co. KG (member of the management board) (ongoing)
Vicente Vento Bosch	34	2015	2020	• Strato AG (chairman of the supervisory board) (ongoing) • T-Venture Holding GmbH (chairman of the supervisory board) (ongoing) • Telekom Innovation Pool GmbH (chairman of the supervisory board) (ongoing) • Interactive Media CCSP GmbH (chairman of the supervisory board) (ongoing) • Deutsche Telekom Capital Partners Management GmbH (CEO) (ongoing) • Deutsche Telekom Venture Funds GmbH (chairman of the supervisory board) (ongoing)

* Positions that are not labeled "ongoing" have been terminated.

Stefan Goetz (44) Chairman. On September 4, 2015, Mr. Goetz was appointed to the Supervisory Board of the Company. In the Supervisory Board's meeting dated September 4, 2015, he was elected chairman of the Supervisory Board. Mr. Goetz is a managing director at H&F. He is also a director of Securitas Direct AB and certain of its subsidiaries. Prior to joining H&F in 2007, he was an executive director in the principal investments area of Goldman Sachs International. Previously, he worked at McKinsey & Co. in Germany. Mr. Goetz earned a Master's degree in Electrical Engineering from RWTH Aachen and Ecole Centrale Paris. He also earned an MBA from Kellogg Graduate School of Management.

Patrick Healy (48) Designated Vice Chairman. On September 4, 2015, Mr. Healy was appointed to the Supervisory Board of the Company. Mr. Healy was vice chairman of the Supervisory Board during the period from September 4, 2015 until September 17, 2015. The Supervisory Board intends to appoint Mr. Healy again as Vice Chairman of the Supervisory Board shortly after listing of the shares of the Company. Mr. Healy serves as deputy CEO of H&F and is also a member of their investment committee. He also serves as director of Securitas Direct AB and Web Reservations International Limited. Before joining H&F in 1994, he worked for James D. Wolfensohn Incorporated in New York and Consolidated Press Holdings in Australia. Mr. Healy earned an MBA from Harvard Business School.

Blake Kleinman (39) Member. On September 4, 2015, Mr. Kleinman was appointed to the Supervisory Board of the Company. Mr. Kleinman serves as managing director at H&F. Prior to joining H&F in 2001, Mr. Kleinman worked in the mergers, acquisitions and restructurings department at Morgan Stanley & Co. in New York. Mr. Kleinman earned an A.B. in Economics from Harvard College.

Thorsten Langheim (49) Member. On September 4, 2015, Mr. Langheim was appointed to the Supervisory Board of the Company. Mr. Langheim serves as Senior Vice President Group Corporate Development of DTAG, a position he has held since November 2009. In his current role, he manages DTAG's Corporate Strategy and Group M&A activities. Prior to his position at DTAG, Mr. Langheim was managing director at the Private Equity Group of The Blackstone Group, from May 2004 to June 2009, primarily focusing on private equity investments in Germany. He serves as a director of T-Mobile USA, Inc. and is a member of its board of Directors' Nominating and Corporate Governance Committee and Executive Committee. Previously, Mr. Langheim served on the boards of STRATO AG and T-Venture Holding GmbH. Mr. Langheim holds a Master of Science degree in International Securities, Investment and Banking from the ISMA Centre for Education and Research at the University of Reading (United Kingdom) and a Bachelor's degree in European Finance and Accounting from the University of Bremen (Germany) and Leeds Business School (United Kingdom).

Alexander Graf Matuschka von Greiffenclau (44) Member. On September 4, 2015, Graf Matuschka von Greiffenclau was appointed to the Supervisory Board of the Company. Until June 2015, he served as Chief Restructuring Officer, Chief Transformation Officer as well as Executive Board Member of Nokia Solutions and Networks B.V. and was a member of the Steering Board of CQLT-Saargummi Holding until December 2012. Before assuming his current position he also held various senior positions at EUROPART Holding GmbH, Deutz AG, Peguform and at the Institute of Management Resources. Graf Matuschka von Greiffenclau earned a Master's degree in International Business Economy from the International Business School of Lippstadt, Germany and from West Virginia University, USA.

Robert D. Reid (42) Member. On September 4, 2015, Mr. Reid was appointed to the Supervisory Board of the Company. He is a Senior Managing Director at The Blackstone Group International Partners LLP and is a member of the firm's European Private Equity Investment Committee. Since joining Blackstone in 1998, Mr. Reid has been involved in the execution of Blackstone's private equity investments in Europe and in the U.S., including investments in Adelphia Communications, Centennial Communications, Charter Communications, Crowley Digital, Extended Stay America, ICS, FiberNet, Hilton Hotels, Salmon PCS, PaeTec and The Nielsen Company. Prior to joining Blackstone, Mr. Reid worked in the Investment Banking Division of Morgan Stanley & Co. Mr. Reid received an A.B. in Economics from Princeton University.

David Roche (46). Member. On September 4, 2015, Mr. Roche was appointed to the Supervisory Board of the Company. He is currently the Executive Chairman of the UK-based financial services company goHenry, and a partner in e-Travel, a European Online Travel Agency. Between 2003 and 2014, he served in various positions at Expedia Inc. Most recently, Mr. Roche was president of Expedia Global Lodging Group, where he headed the marketing and technology businesses hotels.com and venere.com. Before joining Expedia Inc., Mr. Roche was business development director at RAW Communications from 2002 to 2003. He worked at Foote, Cone and Belding as business development manager from 1996 until 1997. Mr. Roche is also the founder of The Retail Media Network and ALMN, where he was active from 1999 until 2002 and from 1993 until 1995, respectively. Mr. Roche received an MA in mathematics and Literature from the Trinity College Dublin and an MBA from INSEAD.

Dr. Liliana Solomon (51). Member. On September 4, 2015, Ms. Solomon was appointed to the Supervisory Board of the Company. Ms. Solomon serves as chief financial officer at Unify, Munich, Germany, and has been holding this position since April 2014. Before assuming this position, she worked in multiple senior global positions at Vodafone Group since 2005. Before joining Vodafone Group she worked as Group Financial Controller and Chief Financial Officer of Cable & Wireless Plc., London, United Kingdom. From 1999 to 2004 she was Chief Financial Officer at T-Mobile UK, London, United Kingdom as well as part of the Controlling and Business Management at Deutsche Telekom. From 1995 to 1999 Ms. Solomon was appointed Vice-President Controlling and Head of Financial Planning and Controlling at O.Tel.o Communications GmbH in Germany. Ms. Solomon received a Ph.D. in Physics from University of Cluj-Napoca, Romania and an MBA from INSEAD.

Vicente Vento Bosch (34) Vice Chairman. On September 4, 2015, Mr. Vento Bosch was appointed to the Supervisory Board of the Company. In the Supervisory Board's meeting dated September 17, 2015, he was elected vice chairman of the Supervisory Board. He intends to resign from his position as vice chairman of the Supervisory Board shortly after listing of the shares of the Company and continue to be an ordinary member of the Supervisory Board. Mr. Vento Bosch is the co-founder and CEO of Deutsche Telekom Capital Partners Management GmbH. Before assuming this position, he worked as senior vice president M&A at DTAG from 2010 to 2015. From 2007 to 2010, Mr. Vento Bosch worked as investment associate for Royal Capital Management, LLC, London, UK, and from 2005 to 2007 as analyst in the private equity department of The Blackstone Group LLP, London, UK. He started his career as analyst in the investment banking division of Morgan Stanley International Ltd., where he worked from 2003 to 2005. Mr. Vento Bosch earned an MSc and an MBA in Business Administration from ESADE Business School, Barcelona, Spain.

The members of the Supervisory Board can be contacted under the Company's address.

17.3.3 Compensation, Other Benefits, Share Ownership

In the financial year 2014, the Company (then existing as a German limited liability company) did not have a Supervisory Board and thus no compensation was paid in this respect.

According to Section 12 of the Articles of Association, the compensation of the Supervisory Board members will be determined as follows: The members of the Supervisory Board receive a fixed annual compensation of EUR 80,000 as well as compensation for expenses. Mr. Healy, Mr. Götz, Mr. Kleinman and Mr. Reid as well as Mr. Langheim and Mr. Vento Bosch waive their right to receive their fixed annual compensation. The members of the Supervisory Board who do not waive their fixed annual compensation will be required to invest one-half of the net amount of such compensation in shares of the Company, to be acquired on the market by the individuals at times consistent with the Company's insider dealing policy.

Members of the Supervisory Board that were not members of the Supervisory Board for the whole financial year receive the aforementioned compensation pro rata temporis in the amount of the twelfth part per month or part thereof.

The Company reimburses the VAT (if any) to each Supervisory Board member allotted to its payments.

Graf Matuschka von Greiffenclau, Mr. Vento Bosch and Mr. Langheim are limited partners at BMEP Pref and BMEP Ord. As of the date of the Prospectus, on a look-through basis, Graf Matuschka von Greiffenclau holds 169,027, Mr. Vento Bosch holds 67,611 and Mr. Langheim holds 56,117 shares in the Company. Mr. Goetz, Mr. Healy and Mr. Kleinman hold partnership interests in H&F Willis AIV, L.P. and its affiliated funds (the indirect shareholders of Asa HoldCo) and thereby hold an indirect interest in the Company. Mr. Reid holds partnership interests in certain investment funds managed by Blackstone Group International Partners LLP and its affiliates which is affiliated with certain investment funds that hold an indirect equity participation in the Company. Apart from these shareholdings, the members of the Supervisory Board do not directly or indirectly hold any shares or options on shares in the Company as of the date of the Prospectus. See "*15. Shareholder Structure*".

The members of the Supervisory Board are included in a directors' and officers' liability insurance being maintained by the Company with an adequate insured sum in its own interests. The premiums for this insurance are borne by the Company.

There are no service agreements between the Company, its subsidiaries, and any of its Supervisory Board members under which a Supervisory Board member would receive benefits from the Company or its subsidiaries on termination of his or her activity. Also, as of the date of the Prospectus there are no other agreements between the Company and any of the Supervisory Board members as members of the Supervisory Board except for an advisory agreement between the Company and Graf Matuschka von Greiffenclau which will be terminated upon listing of the shares of the Company. Under this advisory agreement Graf Matuschka von Greiffenclau received EUR 250,000 p.a for advisory services. The members of the Company's Supervisory Board receive no pension payments or retirement benefits in their capacity as members of the Supervisory Board.

17.3.4 Committees

Under the Articles of Association, the Supervisory Board may form committees from among its members and authorize such committees to perform specific tasks. The committees' tasks, authorizations and processes are determined by the Supervisory Board. Where permissible by law, important powers of the Supervisory Board may also be transferred to the committees. On September 4, 2015, the Supervisory Board resolved to form an Executive Committee and an Audit Committee. No Remuneration Committee has been formed since the Executive Committee will also act as Remuneration Committee. Other committees may be formed as and when required.

Executive Committee: Pursuant to the rules of procedure of the Supervisory Board, the Executive Committee shall consist of four members. As of the date of the Prospectus, the Executive Committee consists of Stefan Goetz, Patrick Healy, Vincente Vento Bosch and Graf Matuschka von Greiffenclau. It is responsible for the preparation of meetings of the Supervisory Board and handling of current matters between meetings of the Supervisory Board as well as for the preparation of decisions of the Supervisory Board in corporate governance matters. Furthermore, the Executive Committee deals with the preparation of presentations for the Supervisory Board regarding all issues involving the remuneration of the members of the Management Board, adopts, *inter alia*, resolutions on the conclusion, amendment and termination of employment, pension, severance payment, consultation and other contracts with members of the Management Board and approves other activities undertaken by a member of the Management Board as defined in Section 88 of the German Stock Corporation Act *(AktG)* as well as other side-line employment of members of the Management Board with due regard to the exercise of supervisory board mandates and mandates at comparable supervisory bodies of commercial enterprises that do not belong to the Group. In addition to that, the Executive Committee adopts resolutions regarding the granting of loans to individuals set forth in Sections 89, 115 German Stock Corporation Act (*AktG*) and resolutions regarding the approval of contracts with supervisory board members in accordance with Section 114 German Stock Corporation Act (*AktG*).

It shall propose suitable candidates to the Supervisory Board for recommendation to the general shareholders' meeting. In doing so it shall consider the requirements set forth in § 2 of the rules of procedure of the Supervisory Board. In particular, the Supervisory Board has to be composed in such a way that its members, as a group, have the knowledge, skills and experience required for the Supervisory Board to perform its duties properly. The aforementioned requirement should also be fulfilled by each individual member.

Audit Committee: Pursuant to the rules of procedure of the Supervisory Board, the Audit Committee shall consist of four members. The members of the Audit Committee shall have experience in accounting issues. The chairman of the Audit Committee shall have specialist knowledge and experience in the application of accounting principles and internal control processes or in the auditing of financial statements and shall be independent and not a former member of the Management Board of the Company or managing director of the Company prior to the conversion into the legal form of a stock corporation (*Aktiengesellschaft*), whose appointment ended less than two years prior to his appointment as chairman of the Audit Committee. As of the date of the Prospectus, the Audit committee consists of Liliana Solomon, Blake Kleinman, Robert Reid and Vicente Vento Bosch. The Audit Committee is, in particular, responsible for dealing with the monitoring of the accounting process, the effectiveness of the internal control system, the risk management and the internal audit system, the audit of the annual financial statements, here, in particular, the independence of the auditor, the services rendered additionally by the auditor, the issuing of the audit mandate to the auditor, the determination of auditing focal points and the fee agreement, and – unless another committee is entrusted therewith – compliance.

The following composition of the committees is considered by the Supervisory Board for the future:

Committee	Members
Executive Committee	Stefan Goetz (chairman)
	Patrick Healy
	Vicente Vento Bosch
	Graf Matuschka von Greiffenclau
Audit Committee	Dr. Liliana Solomon (chairman)
	Robert Reid
	Blake Kleinman
	Vicente Vento Bosch

17.4 Certain Information on the Members of the Management Board and the Supervisory Board

During the last five years, no current member of the Management Board or current or aforementioned member of the Supervisory Board has been convicted of any fraudulent offenses. In addition, no current member of the Management Board or current or aforementioned member of the Supervisory Board has been publicly incriminated or sanctioned by statutory or regulatory authorities (including professional associations) or, acting in the capacity of a member of a management or supervisory entity or as senior manager, been associated with any bankruptcies and/ or insolvencies, receiverships or liquidations. No current member of the Management Board or current or aforementioned member of the Supervisory Board has ever been deemed by a court to be unfit for membership in a management or supervisory entity of a company or to be unfit to exercise management duties for or manage the business of an issuer during the past five years. At the date of the Prospectus, no family relationships exist among the members of the Management Board, among the members of the Supervisory Board and among the members of the Management Board on the one hand and the members of the Supervisory Board on the other hand.

To the extent that the members of the Management Board or the Supervisory Board directly or indirectly hold shares in the Company, they may, separately from their positions in the governing body, have special interests as a result of their shareholdings.

The members of the Supervisory Board, Mr. Kleinman and Mr. Goetz, are managing directors of H&F. Mr. Healy is Deputy Chief Executive Officer of H&F. Mr. Goetz, Mr. Healy and Mr. Kleinman also hold partnership interests in H&F. H&F Willis AIV, L.P. and its affiliated funds, through Asa HoldCo, indirectly holds shares in the Company. Thorsten Langheim currently is Senior Vice President Group Corporate Development of DTAG, and Vicente Vento Bosch was appointed Senior Vice President and Head of M&A of DTAG until March 2015. DTAG directly holds shares in the Company. Mr. Reid holds partnership interests in certain investment funds managed by The Blackstone Group International Partners LLP and thereby holds an indirect interest in the Company. The interests of the Company and H&F, Blackstone and DTAG, respectively, are not necessarily always the same. In other respects, no conflicts or potential conflicts exist with regard to obligations owed to the Company as of the date of the Prospectus that could result from their private interests or other obligations, except as described under "*Transactions and Relationships with Related Parties*".

17.5 Management Participation Programs

17.5.1 Management Equity Program

In connection with the Transaction (see "*9. Management's Discussion and Analysis of Net Assets, Financial Position and Results of Operations–9.3 The Transaction*") a management equity program ("**MEP**") was set up in order to create alignment between the economic interests of members of our management team, including the CEO and CFO of the Group, and the interests of our shareholders. The MEP granted participating managers the opportunity to acquire a stake in the equity of the Company before its change of legal form that differed in its risk-reward profile from that of Asa HoldCo and DTAG, exposing managers to a higher percentage of the upside and downside of the investment. For this purpose, certain of the managers and supervisory board members who were interested in investing in our Group became limited partners of one or more of the following partnerships: MEP Ord GmbH & Co. KG (MEP Ord), MEP Pref GmbH & Co. KG (MEP Pref), German BMEP Ord GmbH & Co. KG (BMEP Ord) and German BMEP Pref GmbH & Co. KG (BMEP Pref and together with MEP Ord, MEP Pref and BMEP Ord the MEP Partnerships and each a "**MEP Partnership**"). The MEP Partnerships were established for the purpose of pooling the managers' and supervisory board members' equity interests in the Company. The sole general partner of the MEP Partnerships is ASA GP GmbH, which is a wholly owned subsidiary of Willis Lux Holdings 2 S.à r.l. ("**Willis Lux Holdings 2**"). Willis Lux Holdings 2 is indirectly held by funds advised by affiliates of H&F and of Blackstone. Scout Lux Management Equity, which is held 70% by Willis Lux Holdings 2 and 30% by DTAG, currently also holds limited partnership interests in each of the MEP Partnerships.

As of the date of the Prospectus, fifty-two managers and four former managers and three supervisory board members (see "*—17.3.3 Compensation, Other Benefits, Share Ownership*") are participating in the MEP. The participating managers acquired from Scout Lux Management Equity limited partnership interests in both MEP Ord and MEP Pref and the participating supervisory board members acquired from Scout Lux Management Equity limited partnership interests in both BMEP Ord and BMEP Pref, each against a cash purchase price. For some participants a portion of up to 50% of the relevant individual's purchase price was deferred for a period of up to ten years after the relevant investment date. The deferred amount is required to be repaid out of the proceeds, which the relevant manager receives under the MEP, but on a full recourse basis, i.e. the deferred investment amount must be repaid even if the proceeds received under the MEP are not sufficient. In aggregate, the participating managers invested approximately EUR 4.32 million and the participating supervisory board members invested approximately EUR 0.42 million.

As of the date of the Prospectus, participating managers hold, on a look-through basis, 3,925,859 shares representing approximately 3.93% of the total share capital, and the participating supervisory board members hold, on a look-through basis, 292,755 shares representing approximately 0.29% of the total share capital, in each case subject to a true-up. The CEO of the Company is incentivized with shares representing approximately 1.33% of the total issued share capital, the CFO of the Company is incentivized with shares representing 0.24% of the total issued share capital, in each case subject to a true-up. Senior level managers are each incentivized by up to 0.2% of the total share capital. Scout Lux Management Equity currently retains, directly and through the MEP Partnerships, shares representing, subject to a true-up, 2.84% of the share capital in the Group (or a portion of which) which may be transferred back to Asa HoldCo and DTAG (in the proportions to their respective ownership interest in Scout Lux Management Equity). After completion of the Offering, DTAG, Asa HoldCo, MEP Pref, BMEP Pref and Scout Lux Management Equity, respectively, may have to transfer shares to MEP Ord and BMEP Ord to properly reflect the economic ownership prior to the change of legal form of the Company if the Offer Price is higher than the low end of the Price Range (True-Up). It is expected that the shares in the capital of the Company held by the MEP Partnerships for the benefit of Scout Lux Management Equity as well as the shares in the capital of the Company directly held by Scout Lux Management Equity will be transferred to the Willis Lux Holdings 2 and DTAG after settlement of the Offering.

Pursuant to the management investment and shareholders' agreement and the partnership agreements of the MEP Partnerships, governing together the investment in the MEP through the MEP Partnerships, the MEP Partnership interest held by each participating manager in MEP Ord, and by each participating supervisory board member in BMEP Ord is subject to vesting over a period of five years from the closing of the Transaction (or, with respect to managers who joined our Group after the closing, from the date of commencement of their services for our Group, or from the date the acquisition of the MEP Partnership interest by the respective manager or supervisory board member became legally effective, as the case may be). Each year 20% of the MEP Partnership interests in MEP Ord and BMEP Ord representing the holding of each participant in the shares vest (with 20% vesting on the first anniversary of the vesting commencement date for the relevant participant, and quarterly vesting at a rate of 5% per quarter thereafter). Upon completion of the Offering, thirty-nine managers (including the CEO), as well as the relevant three supervisory board members will hold MEP Partnership interests in MEP Ord or in BMEP Ord, as the case may be, of which 30% are vested in each case. Two managers (including the CFO) will hold MEP Partnership interests in MEP Ord of which 20% are vested in each case. Eleven managers will hold MEP Partnership interests in MEP Ord of which less than 20% are vested. Four former managers will hold MEP Partnership interests in MEP Ord of which 100% are vested following a repurchase of a portion of the partnership interests held by such former managers in MEP Ord and MEP Pref. The MEP Partnership interests in MEP Ord of the remaining managers will not be vested yet upon completion of the Offering. The partnership agreements of each of the MEP Partnerships provide that participating managers or supervisory board members who cease to be employed or provide services to, or hold their board position, at any Group company may be required to sell, depending on the circumstances triggering the re-purchase, either all of their partnership interests in the MEP Partnerships, or only such portions of their partnership interests in MEP Ord or BMEP Ord (as applicable), which constitute at that time unvested equity, to Scout Lux Management Equity or any acquirer designated by it, for a purchase price, determined by reference to the circumstances triggering the repurchase and in certain cases the amount of vesting that has occurred. Such a leaver will never be entitled to more than market value but may receive less than market value including, in some cases, no more than his/her initial investment cost, if, for example, he/she voluntarily resigned from his/her employment without good cause or is terminated for cause.

The remaining investment of each manager and supervisory board member in the MEP held though MEP Pref and BMEP Pref is not subject to vesting. Leaver provisions similar to those stipulated in relation to MEP Ord and BMEP Ord apply to participants in MEP Pref and BMEP Pref.

In the Underwriting Agreement MEP Ord, MEP Pref, BMEP Ord and BMEP Pref will agree (subject to certain exceptions) that they will not, during the period in case of BMEP Ord and BMEP Pref ending six months, and in case of MEP Ord and MEP Pref ending twelve months, after the first day of trading of the Company's shares, sell any shares in the Company (or enter into any of the transactions listed in "*3. The Offering—3.10 Lock-Up Agreements—3.10.2 Lock-Up of the Existing Shareholders*") without the prior written consent of the Joint Global Coordinators, which consent may not be unreasonably withheld or delayed.

Further, MEP Ord and MEP Pref will undertake towards Asa HoldCo that they will not, during the period beginning with the seventh month and ending after the twelfth month after the first day of trading of the Company's shares, sell any shares in the Company without the prior written consent of Asa HoldCo.

The aforementioned lock-up undertakings (together the "**Manager Lock-up**" see "*3. The Offering—3.10 Lock-Up Agreements—3.10.2 Lock-Up of the Existing Shareholders*") do not apply to disposals permitted by Asa HoldCo of shares held by MEP Ord and MEP Pref after expiry of the first six months after the listing of the Company's shares that are made to cover certain cash tax payment obligations of managers to whom such shares are allocated as shareholder of such limited partnerships.

After expiry of the Manager Lock-up, the managers and supervisory board members may sell shares held through the MEP Partnerships in the following circumstances:

- in the case of any secondary market sale of shares by Asa HoldCo, pro rata to the shares sold by Asa HoldCo, but, in the case of the managers, only pro rata to their indirect participation in the shares that has vested at such time, provided, however, that in the first secondary market sale in which the managers holding shares through MEP Ord and MEP Pref may participate after expiry of the Manager Lock-up the managers may sell up to 20% of their participation in shares that has vested at such time even if Asa HoldCo sells, in such first seconday market sale, less than 20% of the shares held by it;
- in an open window for trading under customary insider trading policies and Group trading restrictions, in a block trade to the extent their indirect participation in the shares has vested (and subject to certain restrictions).

The Manager Lock-up and the abovementioned restrictions do not apply to disposals or transfers of shares held by MEP Pref and MEP Ord for four former managers of Scout24 who, prior to the sale of shares in the IPO, indirectly held a total of approximately 0.2% of the Company's share capital (on a look-through basis after six months after the first day of trading of the Company's shares).

Any disposals by participants of their participation in the shares outside the above regime are prohibited. After expiration of the Manager Lock-up and upon Asa HoldCo holding less than 5% of the entire issued share capital of the Company the restrictions referred to above shall not apply. Furthermore, upon the fifth anniversary of the Offering, the supervisory board members shall no longer be under any restriction on selling shares in the Company.

17.5.2 New Manager Phantom Equity Grants

New managers who recently joined or agreed to join the Group have received or will receive certain phantom equity grants ("**New Manager Phantom Equity Grants**"). Under the New Manager Phantom Equity Grants, the new managers will be granted virtual shares in an aggregate market value of up to EUR 7.5 million. The resulting number of virtual shares will be determined on the basis of the Offer Price for those new managers participating in the New Manager Phantom Equity Grants on or about completion of the Offering. The new managers will be required to pay to the Company the nominal value attributable to such virtual shares (i.e. EUR 1 per share); however, a portion of the payment will be deferred in certain cases. The virtual shares vest in equal annual installments over a period of four years and will be subject to leaver provisions comparable to those applicable to shares held through MEP Ord under the MEP. Upon vesting, the Company will pay to the managers an amount equal to the value of the virtual shares based on the then current stock market price of the Company's shares. However, the Company will have the option to settle the New Manager Phantom Equity Grants by delivering a corresponding number of shares in the Company.

17.5.3 No Dilution from the MEP

There will be no future dilution to shareholders in S24 AG from the MEP as any such dilution has taken place before the change of legal form of the Company and no further dilution is expected from the MEP issued to existing managers. However, under the New Manager Phantom Equity Grants the Company has the option to settle the grants by delivering shares in the Company.

17.5.4 Future Incentive Plans

As of the date of the Prospectus, we do not have any management or employee participation programs except for the existing management participation programs (see "*—17.5 Management Participation Program*"). However, we will consider implementing a share-based or share-price-based employee participation program after the completion of the Offering. For any share-based program, we would utilize shares acquired under our authorization to acquire our own shares up to 10% of the Company's share capital (see "*16. Information on the Share Capital of S24 AG and Applicable Regulations–16.4 Authorization to Acquire and Use own Shares*"). Structure and performance parameters have not yet been decided.

17.6 General Shareholders' Meeting

Pursuant to the Articles of Association, the general shareholders' meeting of the Company takes place at the registered office of the Company or any of its subsidiaries, at a place within a 100 km radius of the Company's registered office, the seat of a German stock exchange where the shares are listed or in a German city with more than 100,000 inhabitants. The invitation to general shareholders' meeting of the Company is published in the Federal Gazette (*Bundesanzeiger*) together with the agenda of the meeting and proposals for voting by the Management Board and/or the Supervisory Board. The annual or ordinary general shareholders' meeting of the Company is held within the first eight months of each financial year.

Only those shareholders who are registered in the Company's stock register and have duly submitted notification of attendance in a timely manner prior to the meeting shall be entitled to attend the general shareholders' meeting and to exercise their voting rights. Such notification of attendance shall be made in text form in German or English language and must be received by the Company at the address specified for this purpose in the notice of the meeting no less than six days prior to the general shareholders' meeting. A shorter time limit to be expressed in days may be stipulated in the notice of the meeting. The day of receipt of the notification of attendance and the day of the general shareholders' meeting shall not be taken into account for the purpose of calculating this time limit. The Management Board is authorized to determine that the shareholders may also attend the general shareholders' meeting without being present at the place where it is held and without a proxy and may exercise their rights in whole or in part by means of electronic communication (online participation) or may submit their votes, without attending the meeting, in writing or by means of electronic communication (absentee voting). Should the Management Board use this authorization, it will specify the details of this procedure at the time of convening the general shareholders' meeting.

A general shareholders' meeting of the Company must be called at least 30 days prior to the date of the meeting, excluding the day the notice is sent and the day of the general shareholders' meeting of the Company itself, unless a shorter period is permitted by law. This notice period shall be extended by the days of the attendance notification period described in the preceding paragraph.

If the interests of the Company so require, the general shareholders' meeting of the Company can also be convened by the Supervisory Board. Pursuant to the German Stock Corporation Act (*Aktiengesetz*), shareholders whose shares constitute at least 5% of the share capital of the Company may demand that the general shareholders' meeting of the Company be convened; this demand must be made in writing, stating the purpose of the meeting and be directed to the Management Board. Using the same procedure, shareholders whose aggregated shares constitute at least 5% of the Company's share capital or an interest of EUR 500,000 may demand that items be submitted for vote at a general shareholders' meeting of the Company. In addition, shareholders must prove that they have owned their shares for at least three months and that they will hold their shares until their motion has been decided upon. If the demand is not met by the Company, a court may authorize the shareholders who issued the demand to convene the general shareholders' meeting of the Company. The convening notice or publication must make reference to such authorization. Shareholders or shareholders' associations can use the shareholder forum of the German Federal Gazette (*Bundesanzeiger*), which is available through the Company Register's (*Unternehmensregister*) website, to either put forward a joint request or to put forward a request on behalf of the shareholders for a general shareholders' meeting.

The general shareholders' meeting of the Company votes on the appropriation of the distributable profit (*Bilanzgewinn*) and on the approval of the actions (*Entlastung*) of the Management Board members and of the Supervisory Board members for the financial year prior to the respective general shareholders' meeting of the Company. The general shareholders' meeting of the Company also appoints an external auditor for the respective current financial year and the members of the Supervisory Board.

Each share entitles its holder to one vote at the general shareholders' meeting of the Company. The voting right enters into effect upon full payment of the contribution. Voting rights can be exercised through a proxy holder. Authority to vote by proxy must be granted in text form (*Textform*) in accordance with Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*). According to the Articles of Association, resolutions of the general shareholders' meeting of the Company are adopted by a simple majority of the votes cast, unless stipulated otherwise by mandatory statutory law.

In cases where the majority of the share capital represented during the adoption of the resolution is required by statutory law, the Articles of Association stipulate that the simple majority of the share capital represented at the adoption of the resolution shall be sufficient, unless a larger majority is stipulated by mandatory statutory law. Pursuant to the German Stock Corporation Act (*Aktiengesetz*), resolutions of fundamental importance (*grundlegende Bedeutung*) mandatorily require – in addition to a majority of the votes cast – a majority of at least three quarters of the registered share capital represented at the time the resolution is adopted. Resolutions of fundamental importance include:

- changes to the Articles of Association regarding the purpose/objects of the Company;
- capital increases with an exclusion of the subscription rights;
- capital decreases;
- the creation of authorized or conditional capital;
- restructurings and transformations pursuant to the German Transformation Act (*Umwandlungsgesetz*), including mergers, divisions, certain transfers of assets and changes in legal form;
- an agreement to transfer all of the Company's assets pursuant to Section 179a of the German Stock Corporation Act (*Aktiengesetz*);
- the execution of inter-company agreements (in particular control and profit and loss transfer agreements);
- the dissolution of the Company.

Neither German law nor the Articles of Association of the Company limit the rights of shareholders who do not reside in Germany or who are foreign shareholders in relation to holding shares and exercising the voting rights pertaining to the shares.

The rights of the shareholders can generally only be amended with the consent of the affected shareholders. However there are circumstances, set out by law, in which a majority of at least three fourths is sufficient. Currently, there are no provisions in the Articles of Association that deviate from the statutory provisions regarding the scope of amending shareholders rights.

17.7 Corporate Governance and Compliance

17.7.1 Corporate Governance

The Company takes good corporate governance to mean responsible enterprise management and supervision geared to sustainable value creation. In particular, the Company strives to further foster the trust placed in our Group by investors, business partners and employees, and the public at large. The Company also attaches great importance to the efficient conduct of the work by the Management Board and Supervisory Board, good cooperation between these bodies and with the Company's staff, and to open and transparent corporate communications.

The corporate structure of the Company is based on the responsible, transparent and efficient leadership and control of the Company. The Company therefore identifies itself with the objectives of the Governance Code. The Management Board and the Supervisory Board as well as all management personnel and employees of the Company are required to comply with these objectives. The Management Board of the Company is responsible for compliance with the principles of corporate governance.

The Governance Code includes recommendations (*Empfehlungen*), that the Company "shall" (*soll*) follow, and suggestions (*Anregungen*), that the Company "should" (*sollte* or *kann*) follow, for the management and supervision of companies listed on German stock exchanges with regard to good corporate governance. Topics include shareholders and general shareholders' meetings, management and supervisory boards, transparency, accounting and the auditing of financial statements. The current version of the Governance Code is available on the website of the Commission of the German Corporate Governance Code (http://www.corporate-governance-code.de). While suggestions of the Governance Code are not mandatory, Section 161 of the German Stock Corporation Act (*Aktiengesetz*) requires the management and supervisory boards of a listed company to annually disclose which recommendations have been complied with, and in the event of noncompliance, to provide the reason for such non-compliance. This declaration must be made permanently accessible to shareholders. The contents of the declaration do not bind the Management or Supervisory Board for the future, however, any deviation from the previous declaration triggers the obligation to submit, publish and provide shareholders with an amended declaration in due course. In contrast, deviations from the suggestions contained in the Governance Code need not be disclosed.

Prior to the listing of the shares on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), the Company is not subject to the obligation to render a declaration as to compliance with the Governance Code. In accomplishing its goal of sustainably enhancing its value, the Company is guided extensively by the principles of the Governance Code, with the aid of which it has largely brought itself into line with the standards of German listed enterprises. The Company currently complies, and intends to comply after the listing of the shares, with all recommendations in the Governance Code except for the following:

According to Section 4.2.3 of the Governance Code, the amount of compensation which Management Board members receive shall be capped, both overall and for individual compensation components. The compensation of our Management Board members is subject to an overall cap. However, in deviation from the Governance Code's recommendation, individual components of the Management Board members' compensation are not capped, because we value more flexibility in granting variable compensation based on individual performance.

17.7.2 Group Compliance

The Group recently established a central risk management department which, among other things, is responsible for implementing and operating a group-wide compliance management system (the "**CMS**") by adopting a set of guidelines, including the code of conduct which was recently revised and other compliance-related procedures (e.g. eLearning, training sessions, compliance risk assessment, compliance calls, whistleblower hotlines and compliance reports). The CMS focuses on the following main areas: compliance culture, targets and scope of compliance, compliance organization, compliance risks, compliance programs, communication and training regarding compliance, monitoring and improvements of compliance.

The compliance responsibility for the Group is vested mainly with the Vice President Risk Management who also holds the position of the group-wide compliance officer (the "CO") and reports directly to the CFO. The CO's position is held by Mr. Frank Wittenberg. The CO is the single point of contact for both the shareholders of the Company and the local managers and aligns all compliance issues at the level of the Group companies with the group-wide CMS.

This allows for a uniform implementation of the CMS on a group-wide level. Within the Group, the CO is available to all employees, suppliers and management of all Group companies for providing consultation, assistance and support in all compliance-related issues and questions, including any kind of harassment and discrimination issues (in coordination with the HR department) as well as fraud protection and anti-corruption measurements. The CO acts as a neutral contact for all employees and suppliers to address complaints, recommendations or to report suspected or actual breaches of laws or internal guidelines. In addition, the Group's legal department is also addressed with questions and/or compliance related complaints and supports the CO if requested on compliance cases.

The local managers at the other German Group Companies and the department heads are expected to cascade down compliance-related information in their respective areas of responsibility as well as to ensure the Group's compliance rules. This process is supported by informational material and guidelines as well as the compliance-related advice by the CO.

The CMS implemented a variety of measures among the Group companies to ensure that the employees' conduct will be at all times in a manner compliant to statutory and regulatory rules and regulations. These measures include the installation of a compliance hotline, which also provides a possibility for leaving anonymous tips as regards potential compliance violations. With regard to the use of the compliance hotline by employees, the Group enforces a strict non-retaliation policy, which means that employees do not face any negative consequences for providing such tips and notices. The S24 Group's compliance hotline may also be used with regard to questions and/or comments on compliance issues, in particular code of conduct questions.

The group-wide CMS is subject to a continuous improvement process, which includes regular reviews of the compliance system (including implemented processes, procedures and documentation) as well as the Group's business practices with a view to improving them as necessary.

18. TRANSACTIONS AND RELATIONSHIPS WITH RELATED PARTIES

The following legal relationships existed between the companies of our Group and related parties in 2012, 2013 and in 2014 until and including the date of the Prospectus. Business relationships between companies of our Group are not included. Related parties pursuant to IAS 24 include those entities with whom the Company forms an affiliated group or in which it holds an interest that enables it to exercise a significant influence over the business policy of the associated company, as well as the principal shareholders in the Company, including their affiliates. Further information, including quantitative amounts, of related party transactions is contained in the notes to our Audited Consolidated Financial Statements of OpCo for the financial years ended December 31, 2013 and 2012, and the 2014 Audited Short Year Consolidated Financial Statements of OpCo, the Audited Short Year Consolidated Financial Statements of Asa NewCo and the 2015 Unaudited Interim Consolidated Financial Statements of S24 AG, which are included in section "*24. Financial Information*" of the Prospectus.

In addition, related parties also include the members of the Company's and its parent companies' Management Board and Supervisory Board and close members of their families, as well as those entities over which the members of the Company's Management Board and Supervisory Board or their close family members are able to exercise a significant influence or in which they hold a significant share of voting rights. Relationships with those parties, including the service agreements concluded with the members of the Company's Management Board and Supervisory Board, are described under *"17. Governing Bodies—17.2. Management Board—17.2.3 Compensation, Other Benefits, Share Ownership", "17. Governing Bodies—17.3 Supervisory Board—17.3.3 Compensation, Other Benefits, Share Ownership"* and *"17. Governing Bodies—17.4 Certain Information on the Members of the Management Board and the Supervisory Board"*.

18.1 Overview

IAS 24 "Related party disclosures" requires disclosures about transactions and balances with related parties. As of the date of the Prospectus, S24 AG is a direct shareholder and holds the entire share capital of OpCo. S24 AG is owned by DTAG, Asa HoldCo, MEP Pref, BMEP Pref, MEP Ord, BMEP Ord and Scout Lux Management Equity. Asa HoldCo is ultimately owned by H&F and Blackstone. DTAG, H&F and Blackstone, as well as the companies controlled by DTAG, H&F and Blackstone, or companies over which DTAG, H&F and Blackstone can exercise significant influence, are classified as related parties of OpCo.

In the financial years 2012 and 2013, OpCo was a wholly owned subsidiary of DTAG and was included in the consolidated financial statements of DTAG. In addition to the subsidiaries included in the consolidated financial statements of OpCo, the companies belonging to DTAG are related as are other entities and individuals that exercise a significant influence on the financial and operating policies, including close family members or intermediaries.

All transactions between related parties are concluded on an arm's length commercial basis.

18.2 Transactions with DTAG

The relationship between the Group and DTAG Group companies concerns two main areas: First, the German Group Companies are either a party to, or beneficiaries of, agreements between DTAG (or an affiliate of DTAG) and third parties. Second, the German Group Companies entered into agreements with DTAG (or an affiliate of DTAG) itself. The contractual arrangements with DTAG relate to shareholder loans, marketing, the use and licensing of hardware and software, cooperation agreements and other commercial arrangements, the provision of a car fleet and certain other group-wide services as well as lease agreements. However, the German Group Companies do not share any facilities or employees with members of the DTAG Group.

18.2.1.1 Shareholder Loans

Under a loan agreement dated October 24, 2007, DTAG granted a shareholder loan to OpCo in an aggregate principal amount of EUR 322.5 million for the financing of the acquisition of 66.22% of the shares in IS Holding (now ImmobilienScout GmbH). The loan was disbursed to OpCo in the full principal amount on October 24, 2007 with maturity date on July 24, 2015. The Company had further liabilities vis-à-vis DTAG in the principal amount of EUR 439.3 million (as of December 31, 2013) arising from a profit and loss transfer agreement. As of February 6, 2014 the then existing cash pooling contract with DTAG was terminated. Receivables from cash pooling amounting to EUR 114.1 million were settled with the said liabilities from the profit and loss transfer agreement with DTAG and replaced, together with the shareholder loan, by a new subordinated long term loan provided to OpCo by Asa NewCo amounting to EUR 647.7 million. As of April 1, 2014, the outstanding amount under the loan agreement bears an interest rate of 6.62% p.a.

For the financing of the acquisition of IS Holding's participation in PropertyGuru, DTAG granted a shareholder loan to IS Holding in an aggregate principal amount of SGD 53,935,581.70 (EUR 33,686,995.84). The loan matured on December 4, 2012. OpCo repaid the full principal amount of the shareholder loan in January 2013 for the account and on behalf of IS Holding by making available to IS Holding a shareholder loan in the amount of EUR 33,686,995 for the purpose of the repayment of the loan granted by DTAG. The loan agreement between IS Holding and OpCo, dated December 19, 2012 / January 3, 2013, has an initial term of two years with an automatic renewal option for one year, provided neither party terminates the agreement prior to the end of its term. The loan bears an interest rate of three-months EURIBOR plus 55 basis points p.a. The loan agreement contains a change of control provision according to which the agreement may be immediately terminated if OpCo ceases to hold directly or indirectly more than 50% of the shares in IS Holding.

To finance the partly acquisition of Jobs.ch, DTAG granted Scout24 Schweiz AG a loan in the principal amount of CHF 11.5 million under an individual contract dated February 1, 2011 which relates to a master agreement for upstream/downstream loans entered into between the parties on the same day. The value date for the loan transaction was February 3, 2011 and the loan matured, according to the individual contract, on February 3, 2014. The loan was interest bearing with a variable interest rate of three-months LIBOR. The master agreement for upstream/downstream loans contains a change-of-control clause, according to which the individual contract can be terminated for good cause (including if a party ceases to be directly or indirectly a majority owned subsidiary of DTAG).

18.2.1.2 Marketing Agreements

Various S24 Group companies have entered into marketing agreements with DTAG or its affiliates regarding the sale of display advertising on and the marketing of S24 websites, search engine advertising or logo placements. For example, under some of these agreements entered into between S24 Group companies and DTAG, DTAG is obliged to provide certain search engine advertising services to the S24 Group, as exemplified by the agreement entered into between DTAG and Asa NewCo dated July 17, 2014. Agreements also include marketing services rendered in favor of DTAG. For example, under an agreement dated October 11, 2006, OpCo agreed to the placement of a provider logo of DTAG (T-Online or a comparable logo) on the S24 websites and undertook the obligation to enter into such agreements with its subsidiaries insofar as the respective websites are not operated by OpCo. In consideration for the placement of the DTAG logo, OpCo receives remuneration.

18.2.1.3 Other Commercial Agreements

Other commercial agreements entered into between S24 Group companies and DTAG or its affiliated companies include the provision of IT equipment and services, value-added services or the inclusion of S24 Group companies into DTAG's car fleet.

18.2.1.4 Lease Agreements

The S24 Group companies entered into several lease agreements relating to office space and ancillary spaces with DTAG or its affiliated companies, respectively. The primary lease agreement is the lease agreement entered into between AsaNewCo and GmG Generalmietgesellschaft mbH, which became effective as of February 1, 2014. Under this lease agreement Asa NewCo leases premises used office space located at Dingolfinger Str. 1-15, 81673 Munich, with a total space of approximately 15,744 sqm and 125 parking spaces for a total monthly rent of EUR 160,916 (including ancillary costs; expiration date: March 31, 2018). Further contracts regularize the lease of storage space of 606 sqm and 2 parking spaces for a total monthly rate of EUR 2,646.24 located at Neumarkterstr. 18-22, 81673 Munich, (expiration date: March 14, 2016) between AsaNewCo and GmG Generalmietgesellschaft mbH; and the lease of data center space of 323 sqm located at Breslauer Str. 9, 80992 Munich, between Autoscout24 GmbH and Deutsche Telekom AG / GREM. The monthly rate for lease and operational services is EUR 14,753 (credited with an amount of EUR 12,981).

18.2.1.5 Trademark and Domains

DTAG owns several trademarks and domains which include the components "T" and, for defensive purposes, "on", and "scout". The use of these trademarks and domains has been the subject of an agreement between DTAG and T-Online.at Internet Service GmbH and an agreement between DTAG and IS Holding.

The S24 Group obtained a substantial part of its trademark portfolio and domain portfolio from DTAG's affiliate Deutsche Telekom Value Added Services Austria GmbH (formerly T-Online.at Internet Service GmbH).

The intellectual property rights were originally held by S24 AG, Switzerland, and transferred to Deutsche Telekom Value Added Services Austria GmbH when the Group was purchased by T-Online; eventually they were transferred to the S24 Group.

18.2.1.6 Data Processing Agreements

Furthermore, various agreements regarding the collection and processing of personal data have been entered into between S24 Group companies and DTAG or its affiliated companies, respectively.

18.3 Transactions with H&F

In 2014, USD 1,723,704 were paid to H&F for expenses including market research, market data and equity financing-related legal and tax expenses.

18.4 Relationships with Members of the Management Board and the Supervisory Board

For an overview regarding the compensation, shareholding and stock incentives of the members of the Management Board and the Supervisory Board please refer to the sections "*17. Governing Bodies—17.2. Management Board—17.2.3 Compensation, Other Benefits, Share Ownership*", "*17. Governing Bodies—17.3 Supervisory Board—17.3.3 Compensation, Other Benefits, Share Ownership*" and "*17. Governing Bodies—17.5 Management Participation Program*" as well as to the notes to the Audited Consolidated Financial Statements of OpCo for the financial years ended December 31, 2013 and 2012, which are included in the section "*24. Financial Information*" of the Prospectus.

The Company and the members of the Supervisory Board, Mr. Langheim, Graf Matuschka von Greiffenclau and Mr. Vento Bosch, had entered into advisory agreements from February 12, 2014. The advisory agreements were terminated with effect as of the respective appointment as member of the Supervisory Board becoming effective. The Company paid no remuneration to Mr. Langheim and Mr. Vento Bosch, instead, the remuneration these Supervisory Board members received from DTAG was considered remuneration for the services under the advisory agreement. Graf Matuschka von Greiffenclau earned EUR 350 thousand in 2014 (including EUR 250 thousand for advisory Services and EUR 100 thousand upfront), which he partly invested in BMEP Pref and BMEP Ord, and EUR 125 thousand in 2015.

Other than this, there were no other transactions, such as rendering of services or granting loans, between the entities of our Group and the members of the Management Board or the Supervisory Board of the Company or the board members of OpCo and its direct and indirect subsidiaries, as well as their close family members in the financial years being reviewed.

19. INFORMATION ON MAJOR HOLDINGS OF S24 AG

The following table provides an overview of the major direct and indirect holdings of S24 AG. The figures presented are unaudited and extracted from the Group accounting records, kept in accordance with IFRS, unless otherwise indicated. All shares in affiliates are fully paid up. Distributions to the respective parent companies by the subsidiaries and affiliates are not subject to restrictions.

Company name, registered seat	Field of activity	Participating interest held by S24 AG as of the date of the Prospectus (in %)	Subscribed capital as of December 31, 2014 on the IFRS statement of financial position (in EUR thousand)	Reserves as of December 31, 2014 according to IFRS (in EUR thousand)	Receivables / (payables) of S24 AG towards affiliates as of December 31, 2014 according to IFRS (in EUR thousand)	Annual profit/ (loss) in the short financial year ending December 31, 2014 (in EUR thousand)	Dividends received by the Company in the short financial year ending December 31, 2014 (in EUR thousand)
Direct holdings							
Scout24 Holding GmbH, Munich, Germany(3), (4), (5), (10)	Holding activities	100%	1,000	155,921	703,060 / 12,591	(18,711)	–
Indirect holdings							
Immobilien Scout GmbH, Berlin, Germany	Real estate	100%	144	(7,563)	3,145 / –	(16,449)	–
Scout24 HCH Alpen AG, Zug, Switzerland	Holding activities	100%	435	184,094	20 / –	17,087	–
Scout24 International Management AG (in liquidation), Zug, Switzerland(1)	Holding activities	100%	204	(116)	1 / 1,064	232	–
FMPP Verwaltungs-gesellschaft mbH, Munich, Germany(2)	Formerly Finance	100%	729	2,831	– / –	–	–
AutoScout24 GmbH, Munich, Germany	Automotive	100%	1,270	37,158	272 / 95	(6,828)	2,799
AutoScout24 Espana S.A.U., Madrid, Spain	Automotive	100%	153	1,085	– / –	106	–
AutoScout24 Italia S.R.L., Albignasego (PD), Italy	Automotive	100%	97	2,713	– / –	3,193	–
AutoScout24 France SAS, Boulogne Billancourt, France	Automotive	100%	102	58	– / –	(71)	–
AutoScout24 AS GmbH, Vienna, Austria	Automotive	100%	35	129	– / –	(46)	–
ASPM Holding B.V., Vianen, The Netherlands(7)	Holding activities	49%	n/a	n/a	n/a	n/a	n/a
AutoScout24 Belgium S.A., Brussels, Belgium	Automotive	100%	62	7,399	– / –	1,762	–
AutoScout24 Nederland B.V., Vianen, The Netherlands	Automotive	100%	36	3,228	– / –	1,545	–
easyautosale GmbH, Munich, Germany(8)	Automotive	100%	n/a	n/a	n/a	n/a	n/a
Scout24 Services GmbH, Munich, Germany	Finance	100%	25	5,036	10 / 3	19	–
Immobilien Scout Österreich GmbH, Vienna, Austria(9)	Real estates	100%	50	2,670	– / –	(741)	–
FlowFact GmbH, Cologne, Germany(6)	Real estate CRM	92,9%	220	2,935	– / –	(5)	–
IMPLIUS GmbH, Cologne, Germany	Real estate CRM	100%	100	(482)	– / –	37	–
FlowFact Schweiz AG, Starrkirch-Wil, Switzerland	Real estate CRM	100%	83	93	– / –	6	–
Energieausweis48 GmbH, Cologne, Germany(7)	Real estate CRM	50%	n/a	n/a	n/a	n/a	n/a
Stuffle GmbH, Hamburg, Germany	online Marketplace	50.02%	839	(240)	– / –	(482)	–

(1) Scout24 International Management AG, Switzerland, was sold and renamed to Classifieds Business Beteiligungs- und Verwaltungs AG in January 2014. Subsequently, a new company was formed under the name of Scout24 International Management AG.

(2) Formerly FinanceScout24 GmbH.

(3) Scout24 Verwaltungs- und Beteiligungsgesellschaft GmbH was merged with OpCo, effective December 31, 2014/January 1, 2015.

(4) Scout Business Services was merged with OpCo, effective December 31, 2014/January 1, 2015.

(5) Immobilien Scout Deutschland GmbH was merged with OpCo, effective June 30, 2015//July 1, 2015.

(6) FS FlowFact GmbH was merged with FlowFact GmbH, effective December 31, 2014/January 1, 2015. Control of FlowFact GmbH was obtained on October 31, 2014. Initial consolidation began in November 2014. The annual profit/loss presented has been included only since the date of initial consolidation. Values presented do not include FS FlowFact GmbH.

(7) This entity is accounted for using the at equity method.

(8) This entity was acquired in April 2015.

(9) Those values do not reflect values of ERESNET, which was merged to this entity effective October 31, 2014.

(10) Those values do not reflect values from entities that were merged to OpCo.

20. UNDERWRITING

20.1 Subject of and Arrangements on Underwriting

The Company, the Selling Shareholders and each of the Underwriters expect to enter into an Underwriting Agreement on September 28, 2015 with respect to the offer and sale of the shares which are the subject of the Prospectus (the Underwriting Agreement).

The Offering consists of a total of 51,175,000 ordinary registered shares of the Company with no par value (*Stückaktien*), each such share having a notional value of EUR 1.00 in the share capital and full dividend rights as from January 1, 2015, comprising (i) 8,500,000 newly issued ordinary registered shares with no par value from a capital increase against cash contributions resolved by an extraordinary general shareholders' meeting of the Company on September 17, 2015 (the New Shares), and (ii) 36,000,000 existing ordinary registered shares with no par value from the holdings of the Selling Shareholders of which 21,000,000 shares from the holdings of the Selling Shareholders are intended to be placed in a base deal (Base Secondary Shares) and of which up to 15,000,000 additional shares from the holdings of the Main Selling Shareholders and BMEP Ord may be placed (such additional shares, if any, the Additional Secondary Shares and together with the Base Secondary Shares, the Secondary Shares) if the Main Selling Shareholders exercise an option to increase the number of Secondary Shares to be placed (the Upsize Option). The Upsize Option may be exercised by the Main Selling Shareholders in consultation with the Joint Global Coordinators on the date of pricing based on demand. If the Upsize Option is exercised in full, the Selling Shareholders would sell 36,000,000 shares (the Maximum Secondary Shares). Furthermore, the Offering consists of up to 6,675,000 ordinary registered shares with no par value from the holdings of the Main Selling Shareholders to cover a potential over-allotment (the Over-Allotment Shares, together with the New Shares and the Secondary Shares, the Offer Shares). The number of Over-Allotment Shares will be equal to 15% of the sum of the New Shares and the Secondary Shares. Assuming an Offer Price at the high end of the price range and placement of the Base Secondary Shares, the number of Over-Allotment Shares will be 4,173,863. Assuming an Offer Price at the low end of the price range and placement of the Maximum Secondary Shares, the number of Over-Allotment Shares will be 6,675,000.

Under the terms of the Underwriting Agreement and subject to certain conditions, each Underwriter will be obliged to acquire the maximum number of Offer Shares set forth below opposite such Underwriters' name:

Underwriter	Maximum number of Offer Shares to be acquired[1]	Percentage of shares
		(in%)
Credit Suisse Securities (Europe) Limited	14,240,000	32
Goldman Sachs International	14,240,000	32
Barclays Bank PLC	5,340,000	12
Jefferies International Limited	5,340,000	12
Morgan Stanley & Co. International plc	5,340,000	12

(1) Excluding exercise of Greenshoe Option

In the Underwriting Agreement, Goldman Sachs International, acting through Goldman Sachs AG, will agree to subscribe in its own name but for the account of the Underwriters, for the Offer Shares at the issue price on September 28, 2015, and the Underwriters will agree to acquire the Offer Shares with a view to offering them to investors in this Offering subject to certain conditions. The Underwriters will agree to remit to the Company and the Selling Shareholders, respectively, the difference between the Offer Price and the lowest issue price, being EUR 1.00 per Offer Share, at the time the Offer Shares are delivered, which is expected to be two bank working days after the first day of trading of the Company's shares on the Frankfurt Stock Exchange. The Main Selling Shareholders will further agree to provide the Underwriters with up to 6,675,000 Over-Allotment Shares with regard to a potential over-allotment which may sell such shares as part of the Offering. The Underwriters will agree to remit the purchase price of any sold Over-Allotment Shares to the Main Selling Shareholders if and to the extent the Greenshoe Option is exercised.

The obligations of the Underwriters are subject to various conditions, including, among other things, (i) the conclusion of a pricing agreement, (ii) the absence of a material adverse change (e.g. a material loss or interference with respect to the Company or our Group's business from fire, explosion, flood or other calamity, or from any labor dispute or court or governmental action, order or decree, or a material change to the Company's share capital or the long-term debt of our Group or a material adverse change or any development involving a prospective material adverse change, in or affecting the condition, business, prospects, management, consolidated financial position, shareholders' equity or results of operations of our Group, or a not only temporary suspension or material limitation in trading in securities generally on the Frankfurt Stock Exchange, the London Stock Exchange or the

New York Stock Exchange), which, in any such case described in this clause (ii), in the reasonable judgment of the Joint Global Coordinators would make it impractical or inadvisable to proceed with the Offering or the delivery of the offered shares on the terms and in the manner contemplated in the Prospectus, (iii) receipt of customary certificates, legal opinions and letters, and (iv) the making of necessary filings and the receipt of necessary approvals in connection with the Offering.

The Underwriters have provided and may, from time to time, provide services to companies of our Group and the Existing Shareholders in the ordinary course of business and may extend credit to and have regular business dealings with companies of our Group and the Existing Shareholders in their capacity as financial institutions (for a more detailed description of the interests of the Underwriters in the Offering, see "3. *The Offering—3.12 Interests of Parties Participating in the Offering*").

The Offering proceeds received by the Company will be used to repay indebtedness in order to strengthen the financial position and equity base of the Company and to support growth.

20.2 Commissions

The Underwriters will offer the shares at the Offer Price. The Company and the Selling Shareholders respectively will pay the Underwriters commissions that are structured as follows:

- a commission of 1.5% of the gross proceeds of all Offer Shares (including Over-Allotment Shares for which the Greenshoe Option was exercised);
- a discretionary incentive fee of up to 1.35% of the aggregate gross proceeds of all Offer Shares (including Over-Allotment Shares) payable at the Company's absolute discretion regarding the New Shares and the Company's and the Main Selling Shareholders' absolute discretion regarding the Secondary Shares and the Over-Allotment Shares, respectively.

The decision to pay any discretionary fee, the determination of its amount and allocation among the Underwriters are within the sole discretion of the Company and the Main Selling Shareholders (following internal consultation) as indicated above. The Company and the Selling Shareholders will also agree to reimburse the Joint Global Coordinators for certain costs and expenses (according to an internal split). Commissions and the reimbursement of costs and expenses by the Company represent a major part of the costs of the Company expected in connection with the Offering. See also "*4. Reasons for the Offering—4.1 Proceeds and Costs of the Offering*".

20.3 Greenshoe Option and Securities Loan

To cover a potential over-allotment, up to 6,675,000 ordinary registered shares with no par value (*Stückaktien*) will be made available by the Main Selling Shareholders in the form of a securities loan (*Wertpapierdarlehen*) to Goldman Sachs International for the account of the Underwriters. In addition, the Main Selling Shareholders will further grant the Underwriters the option to acquire up to a number of shares equal to the number of Over-Allotment Shares against payment of the Offer Price (Greenshoe Option) in order to satisfy their retransfer obligation under the securities loan. The Greenshoe Option may be exercised at maximum to the extent that shares of the Main Selling Shareholders have been placed by way of over-allotment. The Greenshoe Option shall be exercisable by Goldman Sachs International as stabilization manager in agreement with the other Underwriters and will terminate 30 calendar days after commencement of the stock exchange trading of the shares.

20.4 Termination/Indemnification

The Underwriting Agreement will provide that the Underwriters may, under certain circumstances, terminate the Underwriting Agreement, including after the shares have been allotted and listed, up to delivery and settlement. Grounds for termination include, in particular

- a material adverse change in the economic position or the business of the Company or our Group; and
- an event that has material adverse effects on the financial markets.

If the Underwriting Agreement is terminated, the Offering will not take place, in which case any allotments already made to investors will be invalidated, and investors will have no claim for delivery. Claims with respect to security commissions already paid and costs incurred by an investor in connection with the subscription will be governed solely by the legal relationship between the investor and the financial institution to which the investor submitted its purchase order. Investors who engage in short selling bear the risk of being unable to satisfy their delivery obligations.

The Company and the Selling Shareholders will agree in the Underwriting Agreement to indemnify the Underwriters against certain liabilities that may arise in connection with the Offering.

20.5 Selling Restrictions

In the Underwriting Agreement, each of the Underwriters will undertake to offer the shares offered by it to the public solely in the Federal Republic of Germany and in the Republic of Austria and to refrain from (either by itself or through any of its affiliates nor any person acting on its or their behalf) (i) offering, selling, soliciting offers to buy shares by any form of general solicitation or general advertising (as those terms are used in Regulation D of the Securities Act) or in any manner involving a public offering within the meaning of Section 4(2) of the Securities Act, (ii) offering, selling, soliciting offers to buy or delivering the shares to any person in the United States of America, except to such persons whom they reasonably believe to be qualified institutional buyers (within the meaning of Rule 144A under the Securities Act) in transactions meeting the requirements of Rule 144A of the Securities Act and (iii) engaging in any directed selling efforts (as the term is defined in Regulation S of the Securities Act) with respect to the shares. The shares are not and will not be registered pursuant to the provisions of the Securities Act or with the securities regulators of the individual states of the United States of America and may only be offered or sold outside the United States of America in accordance with Regulation S under the Securities Act and in compliance with all other applicable U.S. legal regulations.

Each of the Underwriters will represent to the Company and the Selling Shareholders that no shares which are the subject of the Offering outlined in the Prospectus will be offered to the public in any member state of the European Economic Area which has implemented the Directive 2003/71/EC, as amended, including any amendments by the Directive 2010/73/EU which amended the Prospectus Directive to the extent implemented in the relevant member state and any and all relevant implementation measures in each relevant member state (the "**Prospectus Directive**") (hereinafter referred to as a "**Relevant Member State**"). This shall not apply to the Offering within the Federal Republic of Germany and the Federal Republic of Austria as indicated in the Prospectus. The Offered Shares may, however, be offered at any time in a Relevant Member State in accordance with the following exemptions listed in the Prospective Directive, provided these exemptions have been implemented in the Relevant Member State:

- offers of securities addressed solely to a legal entity which is a qualified investor as defined by the Prospectus Directive; or
- in all other cases of Article 3 of the Prospectus Directive, as implemented in the Relevant Member State.

These exemptions shall apply only on condition that such an offer to sell shares does not require the publication of a prospectus or a prospectus supplement by the Company or any Underwriter pursuant to Article 3 of the Prospectus Directive.

For the purposes of this section an "offer to the public" with respect to the Offer Shares in a Relevant Member State shall mean a communication to persons in any form and by any means presenting sufficient information about the terms of the offer and the shares to be offered so as to enable an investor to decide whether to purchase or subscribe for these shares. As a result of the measures to implement the Prospectus Directive in such member state, deviations may arise in this state. The term Prospectus Directive includes any amendment thereto, including the Directive 2010/73/EU which amends the Prospectus Directive to the extent implemented in the Relevant Member State and any and all relevant implementation measures in each Relevant Member State.

Offers of the shares pursuant to the Offering are only being made to persons in the United Kingdom who are "qualified investors" or otherwise in circumstances which do not require publication by the Company of a Prospectus pursuant to Section 85 (1) of the Financial Services and Markets Act 2000 ("**FSMA**"). Any investment or investment activity to which the Prospectus relates is available only to, and will be engaged in only with, investment professionals falling within Article 19 (5), or high net worth entities falling within Article 49 (2), of the FSMA (Financial Promotion) Order 2005 or other persons to whom such investment or investment activity may lawfully be made available (together, "**Relevant Persons**"). Persons who are not Relevant Persons should not take any action on the basis of the Prospectus and should not act or rely on it.

The Underwriters undertake to comply with the relevant laws of any and all countries in which they conduct selling and other activities in connection with the Offering.

21. TAXATION IN THE FEDERAL REPUBLIC OF GERMANY

The following section presents a number of key German taxation principles which generally are or can be relevant to the acquisition, holding or transfer of shares both by a shareholder (an individual, a partnership or corporation) that has a tax domicile in Germany (that is, whose place of residence, habitual abode, registered office or place of management is in Germany) and by a shareholder without a tax domicile in Germany. The information is not exhaustive and does not constitute a definitive explanation of all possible aspects of taxation that could be relevant for shareholders. The information is based on the tax law in force in Germany as of the date of the Prospectus (and its interpretation by administrative directives and courts) as well as typical provisions of double taxation treaties that Germany has concluded with other countries. Tax law can change — sometimes retrospectively. Moreover, it cannot be ruled out that the German tax authorities or courts may consider an alternative assessment to be correct that differs from the one described in this section.

This section cannot serve as a substitute for tailored tax advice to individual shareholders. Shareholders are therefore advised to consult their tax advisers regarding the tax implications of the acquisition, holding or transfer of shares and regarding the procedures to be followed to achieve a possible reimbursement of German withholding tax (Kapitalertragsteuer). Only such advisors are in a position to take the specific tax-relevant circumstances of individual shareholders into due account.

21.1 Taxation of the Company

As a rule, the taxable profits generated by corporations with a seat or place of management in Germany are subject to corporate income tax (*Körperschaftsteuer*). The rate of the corporate income tax is a standard 15% for both distributed and retained earnings, plus a solidarity surcharge (*Solidaritätszuschlag*) amounting to 5.5% on the corporate income tax liability (i.e. 15.825% in total).

In general, dividends (*Dividenden*) or other profit shares that the Company derives from domestic or foreign corporations are effectively 95% exempt from corporate income tax, as 5% of such receipts are treated as non-deductible business expenses, and are therefore subject to corporate income tax (and solidarity surcharge). However, pursuant to the Act for the implementation of the ruling of the European Court of Justice ("ECJ") dated October 20, 2011 (*Gesetz zur Umsetzung des EuGH-Urteils vom 20. Oktober 2011 in der Rechtssache C-284/09*, (BR-Drucks. 146/13/B)), dividends that the Company receives or received from domestic or foreign corporations after February 28, 2013, are no longer exempt from corporate income tax (including solidarity surcharge thereon), if the Company only held (or holds) a direct participation of less than 10% in the share capital of such corporation at the beginning of the calendar year (hereinafter in all cases, a "**Portfolio Participation**" – *Streubesitzbeteiligung*). Participations of at least 10% acquired during a calendar year are deemed to have been acquired at the beginning of the calendar year. Participations in the share capital of other corporations which the Company holds through a partnership (including those that are co-entrepreneurships (*Mitunternehmerschaften*)) are attributable to the Company only on a *pro rata* basis at the ratio of the interest share of the Company in the assets of relevant partnership.

The Company's gains from the disposal of shares in a domestic or foreign corporation are in general effectively 95% exempt from corporate income tax (including the solidarity surcharge thereon), regardless of the size of the participation and the holding period. 5% of the gains are treated as non-deductible business expenses and are therefore subject to corporate income tax (plus the solidarity surcharge thereon) at a rate of 15.825%. Conversely, losses incurred from the disposal of such shares are generally not deductible for corporate income tax purposes. Currently, there are no specific rules for the taxation of gains arising from the disposal of Portfolio Participations.

Additionally, German corporations are also usually subject to trade tax (*Gewerbesteuer*) with respect to their taxable trade profit (*Gewerbeertrag*) generated at their permanent establishments maintained in Germany (*inländische Betriebstätten*). Trade tax generally ranges from approximately 7% to 18.55% of the taxable trade profit depending on the municipal trade tax multiplier applied by the relevant municipal authority (*Hebesatz*). When determining the income of the corporation that is subject to corporate income tax, trade tax may not be deducted as a business expense. In principle, profits derived from the sale of shares in another domestic and foreign corporation are treated in the same way for trade tax purposes as for corporate income tax. Contrary to this, profit shares derived from domestic and foreign corporations are only effectively 95% exempt from trade tax, if the Company either held an interest of at least 15% in the share capital of the company making the distribution at the beginning of the relevant assessment period or – in the case of foreign corporations – if the Company has held a stake of this size since the beginning of such period (trade tax participation exemption privilege – *gewerbesteuerliches Schachtelprivileg*). If the participation is held in a foreign corporation as per Article 2 of Council Directive

2011/96/EU of November 30, 2011 (the "**Parent-Subsidiary Directive**") with its registered office in another member state of the European Union, the trade tax participation exemption privilege becomes applicable from an interest of 10% in the share capital of the foreign corporation at the beginning of the relevant assessment period. Otherwise, the profit shares will be subject to trade tax in full. Additional restrictions apply for profit shares originating from foreign corporations which do not fall under Article 2 of the Parent-Subsidiary Directive.

The provisions of the so-called interest barrier (*Zinsschranke*) limit the degree to which interest expenses are deductible from the tax base. Accordingly, as a rule, interest expenses exceeding interest income are deductible in an amount of up to 30% of the EBITDA as determined for tax purposes in a given financial year, although there are exceptions to this rule. Non-deductible interest expenses must be carried forward to subsequent financial years. EBITDA that has not been fully utilized can, under certain circumstances, be carried forward to subsequent years and may be deducted subject to the limitations set out above. For trade tax purposes, 25% of the interest expenses deductible after applying the interest barrier are added when calculating the taxable trade profit. Therefore, for trade tax purposes, the amount of deductible interest expenses is only 75% of the interest expenses deductible for purposes of corporate income tax.

Under certain conditions, negative income of the Company that has not been offset by current year positive income can be carried forward or back into other assessment periods. Loss carry-backs to the immediately preceding assessment period are only permissible up to EUR 1,000,000 for corporate income tax but not for trade tax purposes. Negative income that has not been offset and not carried back can only be carried forward to subsequent assessment periods in an amount of up to EUR 1 million to offset positive income for corporate income and trade tax purposes (tax loss carry-forward). If the taxable income or the taxable trade profit exceeds this amount, only 60% of the excess amount can be offset by tax loss carry-forwards. The remaining 40% of the taxable income is subject to tax in any case (minimum taxation – *Mindestbesteuerung*). Unused tax loss carry-forwards can, as a rule, be carried forward indefinitely and deducted pursuant to the rules set out regarding future taxable income or trade income. However, if more than 25% or more than 50% of the Company's share capital or voting rights respectively is/are transferred to a purchaser or group of purchasers within five years, directly or indirectly, or if a similar situation arises (harmful share acquisition – *schädlicher Beteiligungserwerb*), the Company's unutilized losses and interest carry-forwards (possibly also EBITDA carry-forwards) will generally be forfeited in part (in case of a participation of more than 25% but no more than 50%) or in full (in case of a participation of more than 50%) and may not be offset against future profits, certain exceptions apply.

21.2 Taxation of Shareholders

21.2.1 Income Tax Implications of the Holding, Sale and Transfer of Shares

In terms of the taxation of shareholders of the Company, a distinction must be made between taxation in connection with the holding of shares ("*Taxation of Dividends*") and taxation in connection with the sale of shares ("*Taxation of Capital Gains*") and taxation in connection with the gratuitous transfer of shares ("*Inheritance and Gift Tax*").

21.2.1.1 Taxation of Dividends

21.2.1.1.1 Withholding Tax

As a general rule, the dividends distributed to the shareholder are subject to a withholding tax (*Kapitalertragsteuer*) of 25% and a solidarity surcharge of 5.5% thereon (i.e. 26.375% in total plus church tax, if applicable). This, however, will not apply if and to the extent that dividend payments are funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto; § 27 Körperschaftsteuergesetz* (**"KStG"**)); in this case no withholding tax will be withheld. The assessment basis for the withholding tax is the dividend approved by the general shareholders' meeting.

If shares – as is the case with the shares in the Company – are admitted for collective custody by a central securities depository (*Wertpapiersammelbank*) pursuant to Section 5 German Act on Securities Accounts (*Depotgesetz*) and are entrusted to such bank for collective custody (*Sammelverwahrung*) in Germany, the withholding tax is withheld and passed on for the account of the shareholders (i) by the domestic credit or financial services institution (*inländisches Kredit- oder Finanzdienstleistungsinstitut*) (including domestic branches of such foreign enterprises), by the domestic securities trading company (*inländisches Wertpapierhandelsunternehmen*) or the domestic securities trading bank (*inländische Wertpapierhandelsbank*) which keeps or administers the shares and disburses or credits the dividends or disburses the dividends to a foreign agent, (ii) by the central securities depository (*Wertpapiersammelbank*) to which the shares were entrusted for collective custody if the dividends are disbursed to a foreign agent by such central securities depository (*Wertpapiersammelbank*) or (iii) by the Company itself if and to the extent shares held in collective custody (*girosammelverwahrt*) by the central securities depository (*Wertpapiersammelbank*) are, however, treated as so-called "*abgesetzte Bestände*" (stock being held separately) (hereinafter in all cases, the "**Dividend Paying Agent**"). The Company assumes responsibility for the withholding of taxes on distributions at source, in accordance with statutory provisions. This means that from the case of stock being held separately, the Company is released from liability for the violation of its legal obligation to withhold and transfer the taxes at source, if it provides evidence that it has not breached its duties intentionally or gross negligently.

In general, the withholding tax must be withheld without regard to whether and to which extent the dividend is exempt from tax at the level of the shareholder and whether the shareholder is domiciled in Germany or abroad.

However, withholding tax on dividends distributed to a company domiciled in another EU Member State within the meaning of Article 2 of the Parent-Subsidiary Directive, may be refunded upon application and subject to further conditions. This also applies to dividends distributed to a permanent establishment of such a parent company in another Member State of the European Union or to a parent company that is subject to unlimited tax liability in Germany, provided that the participation in the Company is actually part of such permanent establishment's business assets. Further requirements for the refund of withholding tax under the Parent-Subsidiary Directive are that the shareholder has directly held at least a 10% of the company's registered capital for one year and that a respective application is filed with the German Federal Central Tax Office (*Bundeszentralamt für Steuern, Hauptdienstsitz Bonn-Beuel*, An der Küppe 1, 53225 Bonn, Germany).

If, in the case of a holding of at least 10%, shares held in collective custody (*girosammelverwahrt*) by the central securities depository (*Wertpapiersammelbank*) are treated as so-called "*abgesetzte Bestände*" (stock being held separately), the German tax authorities will not object when the main paying agent (*Hauptzahlstelle*) of the Company upon presentation of an exemption certificate (*Freistellungsbescheinigung*) and of a proof that this stock has been held separately, disburses the dividend without deducting withholding tax. An exemption certificate can be granted upon application (using official application forms) with the German Federal Central Tax Office (*Bundeszentralamt für Steuern*).

With respect to distributions made to other shareholders without a tax domicile in Germany, the withholding tax rate can be reduced in accordance with the double taxation treaty if Germany has entered into a double taxation treaty with the shareholder's country of residence and if the shares neither form part of the assets of a permanent establishment or a fixed place of business in Germany, nor form part of business assets for which a permanent representative in Germany has been appointed. The withholding tax reduction is generally granted by the German Federal Central Tax Office (*Bundeszentralamt für Steuern*) upon application in such a manner that the difference between the total amount withheld, including the solidarity surcharge, and the reduced withholding tax actually owed under the relevant double taxation treaty (generally 15% and, in the case of the Germany-US double taxation treaty, typically 15%) is refunded by the German Federal Central Tax Office.

Forms for the reimbursement from the withholding at source procedure are available at the German Federal Central Tax Office (http://www.bzst.bund.de) as well as at German embassies and consulates.

If dividends are distributed to corporations subject to limited taxation, i.e. corporations with no registered office or place of management in Germany and if the shares neither belong to the assets of a permanent establishment or fixed place of business in Germany nor are part of business assets for which a permanent representative in Germany has been appointed, two-fifths of the tax withheld at the source can generally be refunded even if not all of the prerequisites for a refund under the Parent-Subsidiary Directive or the relevant double taxation treaty are fulfilled. This is also applicable to companies not resident in another EU Member State. The relevant application forms are available at the German Federal Central Tax Office (at the address specified above).

The aforementioned possibilities for a refund of withholding tax depend on certain other conditions being met (particularly the fulfillment of so-called substance requirements – *Substanzerfordernisse*).

In a ruling dated October 20, 2011, the ECJ held that the German taxation of dividends distributed by German corporations to companies located in another EU Member State violated EU law because these dividends would, if the shareholding does not reach the minimum participation of 10% provided for in the Parent-Subsidiary Directive, economically be subject to higher taxation than dividends which are distributed to companies with their registered offices in the Federal Republic of Germany. According to the judgment of the ECJ, the German taxation of dividends also violated the Treaty on the European Economic Area ("**EEA**") because dividends which are distributed to companies with their registered offices in Iceland or Norway would economically be subject to a higher taxation than dividends distributed to companies with their registered office in the Federal Republic of Germany.

The legislator reacted to the ECJ's ruling dated October 20, 2011 by enacting the Act for the implementation of the ECJ's ruling dated October 20, 2011 (*Gesetz zur Umsetzung des EuGH-Urteils vom 20. Oktober 2011 in der Rechtssache C-284/09*, (BR-Drucks. 146/13/B)) which provides for (i) new rules for the taxation of dividends from Portfolio Participations received after February 28, 2013 (see "*21. Taxation in the Federal Republic of Germany—21.1 Taxation of the Company"*) and (ii) for a mechanism under which corporations domiciled in the EU or EEA, which do not fall under the Parent-Subsidiary Directive, can apply for a refund of withholding tax on the dividends received until February 28, 2013 if certain prerequisites are met. Please note that such a refund might in certain situations also be available with regard to withholding tax imposed on dividends received after February 28, 2013 if corporate shareholders, which are domiciled in the EU or EEA, directly hold at least 10% in the equity capital of the Company at the beginning of the relevant calendar year or acquire a stake of at least 10% in the equity capital of the Company in the course of the relevant calendar year, but do not fulfill the requirements provided for by the Parent-Subsidiary Directive at the time they apply for such refund. Shareholders affected by these rules are recommended to consult their tax advisors.

21.2.1.1.2 Taxation of Dividends of Shareholders with a Tax Domicile in Germany

Shares Held as Non-Business Assets

Dividends distributed to shareholders with a tax domicile in Germany whose shares are held as non-business assets form part of their taxable capital investment income, which is subject to a special uniform income tax rate of 25% plus solidarity surcharge of 5.5% thereon (i.e. 26.375% in total plus church tax, if applicable). The income tax owed for this dividend income is in general satisfied by the withholding tax withheld by the Dividend Paying Agent (flat-rate withholding tax - *Abgeltungsteuer*). Income-related expenses cannot be deducted from the shareholder's capital investment income (including dividends), except for an annual lump-sum deduction (*Sparer-Pauschbetrag*) of EUR 801 (EUR 1,602 for married couples and registered partners filing jointly). However, the shareholder may request that his capital investment income (including dividends) along with his other taxable income be subject to progressive income tax rate (instead of the uniform tax rate for capital investment income) if this results in a lower tax burden. In this case the flat-rate withholding tax will be credited against the progressive income tax and any excess amount will be refunded. In this case as well income-related expenses cannot be deducted from the capital investment income, except for the aforementioned annual lump-sum deduction.

Exceptions from the flat-rate withholding tax apply upon application for shareholders who have a shareholding of at least 25% in the Company and for shareholders who have a shareholding of at least 1% in the Company and work for the Company in a professional capacity.

For shareholders subject to church tax and under applicable church tax laws, the following applies: With regard to dividends received after December 31, 2014, an automatic procedure for deducting church tax applies unless the shareholder has filed a blocking notice (*Sperrvermerk*) with the German Federal Central Tax Office. The church tax for dividends is satisfied by the Dividend Paying Agent withholding such tax. Church tax withheld at source may not be deducted as a special expense (*Sonderausgabe*) in the course of the tax assessment, but the Dividend Paying Agent may reduce the flat-rate withholding tax (including the solidarity surcharge) by 26.375% of the church tax to be withheld on the dividends. If no church tax is withheld by a Dividend Paying Agent, a shareholder subject to church tax is obliged to declare the dividends in his income tax return. The church tax on the dividends is then levied by way of a tax assessment.

As an exemption, dividend payments that are funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto; § 27 KStG*) and are paid to shareholders with a tax domicile in Germany whose shares are held as non-business assets, do – contrary to the above – not form part of the shareholder's taxable income. If the dividend payment funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto; § 27 KStG*) exceeds the shareholder's acquisition costs, negative acquisition costs will arise which can result in a higher capital gain in case of the shares' disposal (cf. below). This will not apply if (i) the shareholder or, in the event of a gratuitous transfer, its legal predecessor, or, if the shares have been gratuitously transferred several times in succession, one of his legal predecessors at any point during the five years preceding the (deemed, as the case may be,) disposal directly or indirectly held at least 1% of the share capital of the Company (a "Qualified Holding") and (ii) the dividend payment funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto; § 27 KStG*) exceeds the acquisition costs of the shares. In such a case of a Qualified Holding, a dividend payment funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto; § 27 KStG*) is deemed a sale of the shares and is taxable as a capital gain if and to the extent the dividend payment funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto; § 27 KStG*) exceeds the acquisition costs of the shares. In this case the taxation corresponds with the description in the section "*21. Taxation in the Federal Republic of Germany—21.2. Taxation of Shareholders—21.2.1 Income Tax Implications of the Holding, Sale and Transfer of Shares—21.2.1.2 Taxation of Capital Gains*" made with regard to shareholders maintaining a Qualified Holding.

Shares Held as Business Assets

Dividends from shares held as business assets of a shareholder with a tax domicile in Germany are not subject to the flat-rate withholding tax. The taxation depends on whether the shareholder is a corporation, a sole proprietor or a partnership (co-entrepreneurship). The withholding tax (including the solidarity surcharge and church tax, if applicable) withheld and paid by the Dividend Paying Agent will be credited against the shareholder's income or corporate income tax liability (including the solidarity surcharge and church tax, if applicable) or refunded in the amount of any excess.

Dividend payments that are funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto; § 27 KStG*) and are paid to shareholders with a tax domicile in Germany whose shares are held as business assets are generally fully tax-exempt in the hands of such shareholder. To the extent the dividend payments funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto; § 27 KStG*) exceed the acquisition costs of the shares, a taxable capital gain should occur. The taxation of such gain corresponds with the description in the section "*21. Taxation in the Federal Republic of Germany—21.2. Taxation of Shareholders–21.2.1 Income Tax Implications of the Holding, Sale and Transfer of Shares–21.2.1.2 Taxation of Capital Gains*" made with regard to shareholders whose shares are held as business assets (however, as regards the application of the 95% exemption in case of a corporation this is not undisputed).

Corporations

If the shareholder is a corporation with a tax domicile in Germany, the dividends are in general effectively 95% exempt from corporate income tax and the solidarity surcharge. 5% of the dividends are treated as a non-deductible business expenses and are therefore subject to corporate income tax (plus the solidarity surcharge) at a total tax rate of 15.825%. In other respects, business expenses actually incurred in direct relation to the dividends may be deducted. However, pursuant to the Act for the implementation of the ECJ's ruling dated October 20, 2011 (*Gesetz zur Umsetzung des EuGH-Urteils vom 20. Oktober 2011 in der Rechtssache C-284/09*, (BR-Drucks. 146/13/B)), dividends that the shareholder received and receives after February 28, 2013, are no longer exempt from corporate income tax (including solidarity surcharge thereon), if the shareholder only held (or holds) a Portfolio Participation at the beginning of the calendar year. Participations of at least 10% acquired during a calendar year are deemed to have been acquired at the beginning of the calendar year. Participations which a shareholder holds through a partnership (including those that are co-entrepreneurships (*Mitunternehmerschaften*)) are attributable to the shareholder only on a pro rata basis at the ratio of the interest share of the shareholder in the assets of the relevant partnership.

Dividends (after deducting business expenses economically related to the dividends) are subject to trade tax in the full amount, unless the requirements of the trade tax participation exemption privilege are fulfilled (see "*21. Taxation in the Federal Republic of Germany—21.1 Taxation of the Company*"). In this latter case, the dividends are not subject to trade tax; however, trade tax is levied on the amount considered to be a non-deductible business expenses (amounting to 5% of the dividend). Trade tax ranges from approximately 7% to 18.55% of the taxable trade profit depending on the municipal trade tax multiplier applied by the relevant municipal authority.

Sole Proprietors

If the shares are held as business assets by a sole proprietor with a tax domicile in Germany, only 60% of the dividends are subject to progressive income tax (plus the solidarity surcharge) at a total tax rate of up to approximately 47.5%, so-called partial income method (*Teileinkünfteverfahren*), plus church tax (if applicable) on the total amount of dividends without application of the partial income method. Only 60% of the business expenses economically related to the dividends are tax-deductible. If the shares belong to a domestic permanent establishment in Germany of a business operation of the shareholder, the dividend income (after deducting business expenses economically related thereto) is not only subject to income tax but is also fully subject to trade tax, unless the prerequisites of the trade tax participation exemption privilege are fulfilled. In this latter case the net amount of dividends, i.e. after deducting directly related expenses, is exempt from trade tax. As a rule, trade tax can be credited against the shareholder's personal income tax, either in full or in part, by means of a lump-sum tax credit method, depending on the level of the municipal trade tax multiplier and certain individual tax-relevant circumstances of the taxpayer.

Partnerships

If the shareholder is a commercially active or commercially tainted partnership (co-entrepreneurship) with a tax domicile in Germany, the income or corporate income tax is not levied at the level of the partnership but at the level of the respective partner. The taxation for every partner depends on whether the partner is a corporation or an individual. If the partner is a corporation, the dividends contained in the profit share of the shareholder will be taxed in accordance with the principles applicable for corporations (see *"21. Taxation in the Federal Republic of Germany—21.2 Taxation of Shareholders—21.2.1 Income Tax Implications on the Holding, Sale and Transfer of the Shares—21.2.1.1 Taxation of Dividends—21.2.1.1.2 Taxation of Dividends of Shareholders with a Tax Domicile in Germany—Corporations"*). If the partner is an individual, the taxation is in line with the principles described for sole proprietors (see *"21. Taxation in the Federal Republic of Germany—21.2 Taxation of Shareholders—21.2.1 Income Tax Implications on the Holding, Sale and Transfer of the Shares—21.2.1.1 Taxation of Dividends—21.2.1.1.2 Taxation of Dividends of Shareholders with a Tax Domicile in Germany—Sole Proprietors"*). Upon application and subject to further conditions, an individual as a partner can have his personal income tax rate lowered for earnings not withdrawn from the partnership.

In addition, the dividends are generally subject to trade tax in the full amount at the partnership level if the shares are attributed to a German permanent establishment of the partnership. If a partner of the partnership is an individual, the portion of the trade tax paid by the partnership pertaining to his profit share will generally be credited, either in full or in part, against his personal income tax by means of a lump-sum method – depending on the level of the municipal trade tax multiplier and certain individual tax-relevant circumstances of the taxpayer. Due to a lack of case law and administrative guidance, it is currently unclear how the new rules for the taxation of dividends from Portfolio Participations (see *"21. Taxation in the Federal Republic of Germany—21.2 Taxation of Shareholders—21.2.1 Income Tax Implications on the Holding, Sale and Transfer of the Shares—21.2.1.1 Taxation of Dividends—21.2.1.1.2 Taxation of Dividends of Shareholders with a Tax Domicile in Germany—Corporations"*) might impact the trade tax treatment at the level of the partnership. Under a literal reading of the law, if the partnership fulfills the prerequisites for the trade tax exemption privilege at the beginning of the relevant assessment period, the dividends (after the deduction of business expenses economically related thereto) should generally not be subject to trade tax. However, in this case, trade tax should be levied on 5% of the dividends to the extent they are attributable to the profit share of such corporate partners to whom at least 10% of the shares in the Company are attributable on a look-through basis, since such portion of the dividends should be deemed to be non-deductible business expenses. The remaining portion of the dividend income attributable to other than such specific corporate partners (which includes individual partners and should, under a literal reading of the law, also include corporate partners to whom, on a look-through basis, only Portfolio Participations are attributable) should not be subject to trade tax.

Special Treatment of Companies in the Financial and Insurance Sectors and Pension Funds

Special rules apply to companies operating in the financial and insurance sectors and to pension funds (see *"21. Taxation in the Federal Republic of Germany—21.2 Taxation of Shareholders—21.2.1 Income Tax Implications on the Holding, Sale and Transfer of the Shares—21.2.1.2 Taxation of Capital Gains—21.2.1.2.3 Special Treatment of Companies in the Financial and Insurance Sectors and Pension Funds"*).

21.2.1.1.3 Taxation of Dividends of Shareholders without a Tax Domicile in Germany

Shareholders without a tax domicile in Germany, whose shares are attributable to a German permanent establishment or fixed place of business or are part of business assets for which a permanent representative in Germany has been appointed, are liable for tax in Germany on their dividend income. In this respect the provisions outlined above for shareholders with a tax domicile in Germany whose shares are held as business assets apply accordingly ("*21. Taxation in the Federal Republic of Germany—21.2 Taxation of Shareholders—21.2.1 Income Tax Implications on the Holding, Sale and Transfer of the Shares—21.2.1.1 Taxation of Dividends—21.2.1.1.2 Taxation of Dividends of Shareholders with a Tax Domicile in Germany—Shares Held as Business Assets"*). The withholding tax (including the solidarity surcharge) withheld and passed on will be credited against the income or corporate income tax liability or refunded in the amount of any excess.

In all other cases, any German tax liability for dividends is satisfied by the withholding of the withholding tax by the Dividend Paying Agent. Withholding tax is only reimbursed in the cases and to the extent described above under *"21. Taxation in the Federal Republic of Germany—21.2 Taxation of Shareholders—21.2.1 Income Tax Implications on the Holding, Sale and Transfer of the Shares—21.2.1.1 Taxation of Dividends—21.2.1.1.1 Withholding Tax"*.

Dividend payments that are funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto; § 27 KStG*) are generally not taxable in Germany.

21.2.1.2 Taxation of Capital Gains

21.2.1.2.1 Taxation of Capital Gains of Shareholders with a Tax Domicile in Germany

Shares Held as Non-Business Assets

Gains on the disposal of shares acquired after December 31, 2008 by a shareholder with a tax domicile in Germany and held as non-business assets are generally – regardless of the holding period – subject to a uniform tax rate on capital investment income in Germany (25% plus the solidarity surcharge of 5.5% thereon, i.e. 26.375% in total plus any church tax if applicable).

The taxable capital gain is computed from the difference between (a) the proceeds of the disposal and (b) the acquisition costs of the shares and the expenses related directly and materially to the disposal. Dividend payments that are funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto; § 27 KStG*) reduce the original acquisition costs; if dividend payments that are funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto; § 27 KStG*) exceed the acquisition costs, negative acquisition costs – which can increase a capital gain – can arise in case of shareholders, whose shares are held as non-business assets and do not qualify as a Qualified Holding.

Only an annual lump-sum deduction of EUR 801 (EUR 1,602 for married couples and registered partners filing jointly) may be deducted from the entire capital investments income. It is generally not possible to deduct income-related expenses in connection with capital gains, except for the expenses directly related in substance to the disposal which can be deducted when calculating the capital gains. Losses on disposals of shares may only be offset against gains on the disposal of shares.

If the shares are held in custody or administered by a domestic credit institution, domestic financial services institution, domestic securities trading company or a domestic securities trading bank, including domestic branches of foreign credit institutions or financial service institutions, or if such an office executes the disposal of the shares and pays out or credits the capital gains (a "**Domestic Paying Agent**"), the tax on the capital gains will in general be satisfied by the Domestic Paying Agent withholding the withholding tax on investment income in the amount of 26.375% (including the solidarity surcharge) on the capital gain and transferring it to the tax authority for the account of the seller.

However, the shareholder can apply for his total capital investment income together with his other taxable income to be subject to progressive income tax rate as opposed to the uniform tax rate on investment income, if this results in a lower tax liability. In this case the withholding tax is credited against the progressive income tax and any resulting excess amount will be refunded; limitations on offsetting losses are applicable. Income-related expenses are non-deductible, except for the annual lump-sum deduction. Further, the limitations on offsetting losses are also applicable under the income tax assessment.

For shareholders subject to church tax and under applicable church tax laws, the following applies: With regard to capital gains received after December 31, 2014, an automatic procedure for deducting church tax applies unless the shareholder has filed a blocking notice (*Sperrvermerk*) with the German Federal Central Tax Office. The church tax for capital gains is satisfied by the Domestic Paying Agent withholding such tax. A deduction of the withheld church tax as a special expense is not permissible, but the withholding tax to be withheld (including the solidarity surcharge) is reduced by 26.375% of the church tax to be withheld on the capital gains.

If the withholding tax or, if applicable, the church tax on capital gains is not withheld by a Domestic Paying Agent, the shareholder is required to declare the capital gains in his income tax return. The income tax and any applicable church tax on the capital gains will then be collected by way of assessment.

Regardless of the holding period and the time of acquisition, gains from the disposal of shares are not subject to a uniform withholding tax but to progressive income tax in case of a "Qualified Holding". In this case the partial income method applies to gains on the disposal of shares, which means that only 60% of the capital gains are subject to tax and only 60% of the losses on the disposal and expenses economically related thereto are tax deductible. For church tax purposes (if applicable), however, the partial income method does not apply. Even though withholding tax is withheld by a Domestic Paying Agent in the case of a Qualified Holding, this does not satisfy the tax liability of the shareholder. Consequently, a shareholder must declare his capital gains in his income tax returns. The withholding tax (including the solidarity surcharge and church tax, if applicable) withheld and paid will be credited against the shareholder's income tax on his tax assessment (including the solidarity surcharge and any church tax if applicable) or refunded in the amount of any excess.

Shares Held as Business Assets

Gains on the sale of shares held as business assets of a shareholder with a tax domicile in Germany are not subject to uniform withholding tax. The taxation of the capital gains depends on whether the shareholder is a corporation, a sole proprietor or a partnership (co-entrepreneurship). Dividend payments that are funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto; § 27 KStG*) reduce the original acquisition costs. In case of disposal a higher taxable capital gain can arise therefrom. If the dividend payments exceed the shares' book value for tax purposes, a taxable capital gain can arise.

Corporations

If the shareholder is a corporation with a tax domicile in Germany, the gains on the disposal of shares are in general effectively 95% exempt from corporate income tax (including the solidarity surcharge) and trade tax, currently, regardless of the size of the participation and the holding period. 5% of the gains are treated as a non-deductible business expenses and are therefore subject to corporate income tax (plus the solidarity surcharge) at a tax rate amounting to 15.825% and trade tax (depending on the municipal trade tax multiplier applied by the municipal authority, generally between approximately 7% and 18.55%). As a rule, losses on disposals and other profit reductions in connection with shares (e.g. from a write-down) cannot be deducted as business expenses. Currently, there are no specific rules for the taxation of gains arising from the disposal of Portfolio Participations.

Sole Proprietors

If the shares are held as business assets by a sole proprietor with a tax domicile in Germany, only 60% of the gains on the disposal of the shares are subject to progressive income tax (plus the solidarity surcharge) at a total tax rate of up to approximately 47.5% (partial income method). With respect to church tax, if applicable, the partial income method does not apply. Only 60% of the losses on the disposal and expenses economically related thereto are tax deductible. If the shares belong to a German permanent establishment of a business operation of the sole proprietor, 60% of the gains of the disposal of the shares are, in addition, subject to trade tax.

Trade tax can be credited towards the shareholder's personal income tax, either in full or in part, by means of a lump-sum tax credit method – depending on the level of the municipal trade tax multiplier and certain individual tax-relevant circumstances of the taxpayer.

Partnerships

If the shareholder is a commercially active or commercially tainted partnership (co-entrepreneurship) with a tax domicile in Germany, the income or corporate income tax is not levied at the level of the partnership but at the level of the respective partner. The taxation depends on whether the partner is a corporation or an individual. If the partner is a corporation, the gains on the disposal of the shares as contained in the profit share of the partner will be taxed in accordance with the principles applicable for corporations (see *"21. Taxation in the Federal Republic of Germany—21.2 Taxation of Shareholders—21.2.1 Income Tax Implications on the Holding, Sale and Transfer of the Shares—21.2.1.1 Taxation of Dividends—21.2.1.1.2 Taxation of Dividends of Shareholders with a Tax Domicile in Germany—Corporations"*). For capital gains in the profit share of a partner that is an individual, the principles outlined above for sole proprietors apply accordingly (partial-income method, see *"21. Taxation in the Federal Republic of Germany—21.2 Taxation of Shareholders—21.2.1 Income Tax Implications on the Holding, Sale and Transfer of the Shares—21.2.1.1 Taxation of Dividends—21.2.1.1.2 Taxation of Dividends of Shareholders with a Tax Domicile in Germany—Sole Proprietors"*). Upon application and subject to further conditions, an individual as a partner can obtain a reduction of his personal income tax rate for earnings not withdrawn from the partnership.

In addition, gains on the disposal of shares are subject to trade tax at the level of the partnership, if the shares are attributed to a domestic permanent establishment of a business operation of the partnership: Generally, at 60% as far as they are attributable to the profit share of an individual as the partner of the partnership, and, currently, at 5% as far as they are attributable to the profit share of a corporation as the partner of the partnership. Losses on disposals and other profit reductions in connection with the shares are currently not considered for the purposes of trade tax if they are attributable to the profit share of a corporation, and are taken into account at 60% in the context of general limitations if they are attributable to the profit share of an individual.

If the partner of the partnership is an individual, the portion of the trade tax paid by the partnership attributable to his profit share will generally be credited, either in full or in part, against his personal income tax by means of a lump-sum method – depending on the level of the municipal trade tax multiplier and certain individual tax-relevant circumstances of the taxpayer.

Special rules apply to capital gains realized by companies active in the financial and insurance sectors as well as pension funds (see *"21. Taxation in the Federal Republic of Germany—21.2 Taxation of Shareholders—21.2.1 Income Tax Implications on the Holding, Sale and Transfer of the Shares—21.2.1.2 Taxation of Capital Gains—21.2.1.2.3 Special Treatment of Companies in the Financial and Insurance Sectors and Pension Funds"*).

Withholding Tax

In the case of a Domestic Paying Agent, the gains of the sale of shares held as business assets are in general subject to withholding tax in the same way as shares held as non-business assets by a shareholder (see *"21. Taxation in the Federal Republic of Germany—21.2 Taxation of Shareholders—21.2.1 Income Tax Implications on the Holding, Sale and Transfer of the Shares—21.2.1.2 Taxation of Capital Gains—21.2.1.2.1 Taxation of Capital Gains of Shareholders with a Tax Domicile in Germany—Shares Held as Non-Business Assets"*). However, the dividend paying agent will not withhold the withholding tax, if (i) the shareholder is a corporation, association of persons or estate with a tax domicile in Germany, or (ii) the shares belong to the domestic business assets of a shareholder, and the shareholder declares so to the Domestic Paying Agent using the designated official form and certain other requirements are met. If withholding tax is nonetheless withheld by a Domestic Paying Agent, the withholding tax (including the solidarity surcharge and church tax, if applicable) withheld and paid will be credited against the income or corporate income tax liability (including the solidarity surcharge and church tax, if applicable) or will be refunded in the amount of any excess.

21.2.1.2.2 Taxation of Capital Gains of Shareholders without a Tax Domicile in Germany

Capital gains derived by shareholders with no tax domicile in Germany are only subject to German tax if the selling shareholder has a Qualified Holding in the Company or the shares belong to a domestic permanent establishment or fixed place of business or are part of business assets for which a permanent representative in Germany has been appointed.

In the case of a Qualified Holding, 5% of the gains on the disposal of the shares are currently in general subject to corporate income tax plus the solidarity surcharge, if the shareholder is a corporation. If the shareholder is a private individual, only 60% of the gains on the disposal of the shares are subject to progressive income tax plus the solidarity surcharge (partial-income method). However, most double taxation treaties provide for exemption from German taxation and assign the right of taxation to the shareholder's country of residence. According to the tax authorities there is no obligation to withhold withholding tax at source in the case of a Qualified Holding if the shareholder submits to the Domestic Paying Agent a certificate of domicile issued by a foreign tax authority.

With regard to gains or losses on the disposal of shares belonging to a domestic permanent establishment or fixed place of business or which are part of business assets for which a permanent representative in Germany has been appointed, the above-mentioned provisions pertaining to shareholders with a tax domicile in Germany whose shares are business assets apply *mutatis mutandis* (see *"21. Taxation in the Federal Republic of Germany—21.2 Taxation of Shareholders—21.2.1 Income Tax Implications on the Holding, Sale and Transfer of the Shares—21.2.1.2 Taxation of Capital Gains—21.2.1.2.1 Taxation of Capital Gains of Shareholders with a Tax Domicile in Germany—Shares Held as Business Assets"*). The Domestic Paying Agent can refrain from deducting the withholding tax if the shareholder declares to the Domestic Paying Agent on an official form that the shares form part of domestic business assets and certain other requirements are met.

21.2.1.2.3 Special Treatment of Companies in the Financial and Insurance Sectors and Pension Funds

If financial institutions or financial services providers hold or sell shares that are allocable to their trading book pursuant to Section 1a of the German Banking Act (*Gesetz über das Kreditwesen*), they will neither be able to use the partial income method to have 60% of their gains exempted from taxation nor be entitled to the effective 95% exemption from corporate income tax plus the solidarity surcharge and any applicable trade tax. Thus, dividend income and capital gains are fully subject to corporate income tax and trade tax. The same applies to shares acquired by financial institutions in the meaning of the German Banking Act for the purpose of generating profits from short-term proprietary trading. The preceding sentence applies accordingly for shares held in a permanent establishment in Germany by financial institutions, financial service providers, and finance companies tax resident in another member state of the European Union or in other signatory states of the EEA Agreement. Likewise, the tax exemption described earlier afforded to corporations for dividend income and capital gains from the sale of shares does not apply to shares that qualify as a capital investment in the case of life insurance and health insurance companies, or those which are held by pension funds.

However, an exemption to the foregoing, and thus a 95% effective tax exemption, applies to dividends obtained by the aforementioned companies, to which the Parent-Subsidiary Directive applies.

21.2.1.3 Inheritance and Gift Tax

The transfer of shares to another person *mortis causa* or by way of gift is generally subject to German inheritance or gift tax if:

(i) the place of residence, habitual abode, place of management or registered office of the decedent, the donor, the heir, the donee or another acquirer is, at the time of the asset transfer, in Germany, or such person, as a German national, has not spent more than five continuous years outside of Germany without maintaining a place of residence in Germany, or

(ii) the decedent's or donor's shares belonged to business assets for which there had been a permanent establishment in Germany or a permanent representative had been appointed, or

(iii) the decedent or the donor, at the time of the succession or gift, held a direct or indirect interest of at least 10% of the Company's share capital either alone or jointly with other related parties.

The small number of double taxation treaties in respect of inheritance and gift tax which Germany has concluded to date usually provide for German inheritance or gift tax only to be levied in the cases under (i) and, subject to certain restrictions, in the cases under (ii). Special provisions apply to certain German nationals living outside of Germany and to former German nationals.

21.2.2 Other Taxes

No German capital transfer taxes, value-added-tax, stamp duties or similar taxes are currently levied on the purchase or disposal or other forms of transfer of the shares. However, an entrepreneur may opt to subject disposals of shares, which are, in principle, exempt from value-added-tax, to value-added-tax if the sale is made to another entrepreneur for the entrepreneur's business. Wealth tax is currently not levied in Germany.

21.2.3 The proposed financial transaction tax ("FTT")

On February 14, 2013, the European Commission published a proposal (the "**Commission's Proposal**") for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the "**Participating Member States**"). The Commission's Proposal has a very broad scope and could, if introduced, apply to certain dealings in the shares (including secondary market transactions) in certain circumstances. Under the Commission's proposal the FTT could apply in certain circumstances to persons both within and outside the Participating Member States. Generally, it would apply to certain dealings in the shares where at least one party is a financial institution, and at least one party is established in a Participating Member State. A financial institution may be, or be deemed to be, "established" in a Participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a Participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a Participating Member State. Joint statements issued by Participating Member States indicate an intention to implement the FTT by January 1, 2016. However, the FTT proposal remains subject to negotiation between the Participating Member States and the scope of any such tax is uncertain. Additional EU Member States may decide to participate. Prospective holders of the shares are advised to seek their own professional advice in relation to the FTT.

22. TAXATION IN AUSTRIA

22.1 Tax Aspects for Austrian Resident Shareholders

The following is a brief summary of certain Austrian tax law considerations relating to an investment in the shares based on Austrian tax laws applicable as of the date of the Prospectus. Those laws and the application thereof are subject to change, possibly with retroactive effect. This summary only describes tax implications relating to shareholders who are Austrian tax residents and does not address any tax law consequences relating to an investment in the shares that arise under the laws of any other jurisdiction. This section is for general information purposes only and does not purport to address all aspects of Austrian taxation that may be relevant for shareholders who plan to acquire shares and does therefore not purport to be a comprehensive description of all the tax considerations which may be relevant for a decision to invest in, hold or dispose of the shares. The summary is not a substitute for obtaining individual tax advice from a tax law advisor. Prospective shareholders are therefore urged to consult their own tax advisers as to the particular tax consequences and tax refund procedures of their acquiring, holding or disposing of the shares, including the applicability and effect of local, foreign and other tax laws and tax regulations and possible changes in tax law and tax regulations prior to investing, since only a specific tax law advice may evaluate the individual tax situation of shareholders in light of their particular facts and circumstances.

Also, tax considerations relevant to shareholders that are subject to a special tax regime such as, e.g., private foundations (*Privatstiftungen*), governmental authorities, investment or pension funds or credit institutions are not addressed herein.

22.2 General

Individuals resident in Austria are subject to Austrian income tax (*Einkommensteuer*) on their worldwide income (unlimited tax liability). Individuals are considered Austrian tax residents if they have either a domicile (*Wohnsitz*) or their habitual place of abode (*gewöhnlicher Aufenthalt*) in Austria. Corporations resident in Austria are subject to Austrian corporate income tax (*Körperschaftsteuer*) on their worldwide income (unlimited tax liability). Corporations are considered resident in Austria if either their place of effective management (*Ort der Geschäftsleitung*) is in Austria or if they have their registered office (*satzungsmäßiger Sitz*) in Austria. Non-resident individuals or corporations are subject to Austrian corporate income tax only on income from certain Austrian sources (limited tax liability), e.g., if the shares were held through an Austrian business. The corporate income tax rate is 25%, the personal income tax rate is progressive with a tax rate of 50% in the highest tax bracket (increased to 55% for income above EUR 1 million as of 1 January 2016).

Both, in case of unlimited and limited tax liability, Austria's right to tax may be restricted or reduced by applicable double tax treaties.

Except for Austrian withholding taxes that have to be withheld at source, it is the responsibility of the relevant shareholder to comply with Austrian tax laws, in particular, to file an annual tax return.

22.3 Taxation of Dividends

22.3.1 Resident Individuals

If the shares are held by the shareholders through a securities account with an Austrian bank or with a domestic branch of a foreign bank (in the following: an "**Austrian Depository Bank**"), the Austrian Depository Bank will deduct the 25% withholding tax (27.5% in case of dividends received after 2015) on any dividends paid on the shares as a withholding agent. The Austrian Depository Bank may withhold less than 25% (27.5% for dividends received after 2015), since it may credit any actually paid foreign withholding taxation up to 15% of the respective dividends. Distributions paid from the Company's capital contribution account are not taxed as dividends and may, if the sum of such distributions exceeds the acquisition costs of the shareholder, lead to taxable capital gains.

For resident individuals, the dividend withholding tax constitutes a final taxation (*Endbesteuerungswirkung*) finally settling the tax burden of such resident individual for the dividends; no further Austrian income tax will be payable in this respect and the dividends do not have to be included in such resident individual's annual income tax return (*Einkommensteuererklärung*).

If an Austrian resident shareholder does not hold the shares through an Austrian Depository Bank, the resident individual will have to declare his or her dividend income in the annual income tax return; the special tax rate of 25% (27.5% for dividends received after 2015) will also apply as well as the effect of a final taxation (*Endbesteuerungswirkung*).

If the 25% (27.5% for dividends received after 2015) flat income tax rate is higher than the resident shareholder's personal income tax rate, the shareholder may opt to have the dividends taxed at the personal income tax rate; whether such option is beneficial has to be determined on an individual basis.

Under the double tax treaty between Germany and Austria, Germany may also levy taxes on dividends paid on the shares to Austrian tax residents. Those German taxes may, however, not exceed 15% of the gross amount of the dividends. Any taxes paid for (or by) an Austrian resident individual in Germany up to the amount of 15% of the gross dividend income can be credited against the individual's income tax liability in Austria. The described treatment may, however, not apply if the shares are held in a German permanent establishment (*Betriebsstätte*) or a German fixed base (*feste Einrichtung*).

Expenses and costs (*Aufwendungen und Ausgaben*) that are directly connected with the shares are not tax effective.

22.3.2 Resident Corporations

Dividends paid on the shares to Austrian corporate shareholders are generally exempt from taxation in Austria. The exemption applies, because the Company has the legal form of corporations listed in the EU Parent Subsidiary Directive (90/435/EEC) and is not exempt from (corporate) tax in Germany and a potential corporate income tax is levied on the Company's income at a rate of at least 15%. If this exemption would not apply, dividends received by Austrian corporate shareholders would be subject to corporate income tax at the general corporate income tax rate of 25%.

If the shares are held by corporate shareholders through an Austrian Depository Bank, the bank will deduct the 25% Austrian withholding tax, unless the shareholder files a declaration of exemption (*Befreiungserklärung*) with the Austrian Depository Bank. If withholding taxation is imposed it would be refunded (or credited onto the corporate shareholder's tax liability).

Under the double tax treaty between Germany and Austria, Germany may also levy taxes on dividends. German withholding taxes may, however, not exceed 15% of the gross amount of such dividends or, if the direct shareholding is at least 10% and if shares are held by a corporation, German withholding taxes may not exceed 5% of the gross amount of such dividends; German laws implementing the EU Parent-Subsidiary Directive may even reduce the tax burden.

Expenses and costs (*Aufwendungen und Ausgaben*) that are directly connected with dividends paid on the shares are not tax effective, unless the exception for the deduction of interest expenses for debt financed participations applies.

22.3.3 Austrian Partnerships

If the shares are held by an Austrian partnership which is, in principle, considered as transparent for tax purposes, i.e. the profit of the partnership will be attributed to the various partners, the tax treatment of dividends distributed by the Company to the partnership depends on the tax status of the respective partner. For certain corporate shareholders such as pension funds, special tax rules may apply.

22.4 Taxation of Capital Gains

22.4.1 Taxation of Capital Gains of shareholders with a Tax Domicile in Austria

22.4.1.1 Shares Held as Non-Business Assets

Generally, income arising with respect to the shares in the form of realized capital gains (*Einkünfte aus realisierten Wertsteigerungen*) qualifies as 'investment income' (*Einkünfte aus Kapitalvermögen*) and is, as such, taxed under a special regime at a flat 25% tax rate (27.5% for capital gains realized after 2015). Realized capital gains are the difference between (a) the amount realized (e.g., the sale proceeds, the redemption or other pay-off amount, or the fair market value in case of a deemed realization) and (b) the acquisition costs. If distributions from the Company's capital contribution account exceed a shareholder's acquisition costs, the excess would also be taxed as capital gains.

For shares held as non-business assets, the acquisition costs do not include ancillary acquisition costs (*Anschaffungsnebenkosten*). An average price is determined regarding shares not acquired at the same time, but held in the same securities account with the same securities identification number. Expenses and costs (*Aufwendungen und Ausgaben*) that are directly connected with investment income are not tax effective.

Capital gains are not only taxed upon an actual disposition or redemption of the shares, but also upon a deemed realization, particularly upon giving up the residency status in Austria (i.e. move abroad, unless in case of final taxation if the Austrian custodian is notified), or upon withdrawals (*Entnahmen*) and other transfers of shares from one securities account to another one. In both cases, exemptions are available upon request, regarding the loss of the residency status if the shareholder moves to an EU Member State (deferral of tax) and regarding withdrawals and other transfers from a securities account if an information procedure is fulfilled.

If an Austrian custodian (*depotführende Stelle*) or an Austrian paying agent (*auszahlende Stelle*) is involved in paying out capital gains, 25% withholding tax (27.5% for capital gains realized after 2015) is to be deducted by the custodian or agent. The 25% withholding tax (27.5% for capital gains realized after 2015) generally results in a final income taxation; an option to assess the income at the progressive income tax rate exists (in particular relevant for shareholders whose regular personal income tax rate is lower than 25% or 27.5% for capital gains realized after 2015). If no withholding tax is imposed (e.g., because the shares are held through a foreign paying agent), the investment income arising from the shares has to be included in the shareholder's income tax return in accordance with the law and will generally be subject to the special 25% flat tax (27.5% for capital gains realized after 2015).

Losses from shares held as private assets may only offset other investment income (excluding items such as interest income from bank deposits and other claims against banks) and cannot offset any other income. Mandatory loss-offsetting rules to be handled by Austrian custodians apply. A carry-forward of losses is not possible in this context.

22.4.1.2 Shares Held as Business Assets

Generally, the same rules as described in the previous heading apply regarding shares that are held as business assets by tax residents who are individuals. The most important differences are the following:

- Realized capital gains, contrary to dividends, have to be included in the annual tax return, since despite a 25% withholding taxation (27.5% for capital gains realized after 2015) that is also imposed in the context of shares held as business assets if an Austrian custodian is involved, no final income taxation applies.
- Write-downs and realized losses regarding the shares held as business assets may be offset with positive income from realized capital gains of such financial assets, income from derivatives and with income from appreciations in value of such assets in the first place; 50% of the remaining losses may be offset against other income or carried forward. The custodian agent does not implement the offsetting of losses (as mentioned above) with respect to deposit accounts that are not privately held; instead losses are taken into account upon assessment.
- The acquisition costs of shares held as business assets may also include ancillary costs incurred upon the acquisition.

It is noted that expenses and costs (*Aufwendungen und Ausgaben*) directly connected with investment income are also not tax effective in case the shares are held as business assets.

22.4.1.3 Corporations

Capital gains derived from a disposition of the shares by corporate shareholders are subject to corporate income tax at the general corporate income tax rate of 25%, unless the participation exemption applies (minimum holding period one year, minimum percentage of participation 10%, no low taxation of the Company, not opted out of the exemption).

If the corporate shareholders hold shares through a securities account with an Austrian Depository Bank, the bank, as withholding agent, will deduct up to the 25% Austrian withholding tax. Corporate shareholders holding the shares as business property and deriving capital gains from the disposition of shares may avoid the application of such withholding tax by filing a declaration of exemption (*Befreiungserklärung*) with the Austrian withholding tax agent.

Losses can be taken into account in the course of the annual tax assessment. If no declaration of exemption is submitted, the retained withholding tax can be deducted from the corporate tax debt or refunded with a potentially exceeding amount.

22.5 No Inheritance and Gift Tax, but Notification

The Austrian inheritance and gift tax (*Erbschafts- und Schenkungssteuer*) was abolished in 2008. However, certain gift notification obligations may apply in case gratuitous transfers of assets exceed specific thresholds.

The gratuitous transfer of assets to (Austrian or foreign) private law foundations and comparable legal estates is subject to foundation tax (*Stiftungseingangssteuer*) pursuant to the Austrian Foundation Tax Act (*Stiftungseingangssteuergesetz*). Such tax is triggered if the transferor and/or the foundation at the time of transfer have a domicile, their habitual abode, their legal seat or their place of effective management in Austria. The tax basis is the fair market value of the assets transferred minus any debts, calculated at the time of transfer. The tax rate is in general 2.5%, with a higher rate of 25% applying in special cases.

22.6 Other Taxes

No Austrian stock exchange transfer tax, value-added tax or stamp duty will be levied on the purchase, sale or other disposition of the shares.

23. GLOSSARY

2012 Audited Consolidated Financial Statements of OpCo	Audited consolidated financial statements as of and for the financial year ended December 31, 2012 of OpCo
2013 Audited Consolidated Financial Statements of OpCo	Audited consolidated financial statements as of and for the financial year ended December 31, 2013 of OpCo
2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo	Audited short year (*Rumpfgeschäftsjahr*) financial statements of Asa NewCo from November 8, 2013 to March 31, 2014
2014 Audited Short Year Consolidated Financial Statements of Asa NewCo	Audited consolidated financial statements for the short financial year (*Rumpfgeschäftsjahr*) from April 1, 2014 to December 31, 2014 of Asa NewCo
2014 Audited Short Year Consolidated Financial Statements of OpCo	Audited consolidated financial statements for the short financial year (*Rumpfgeschäftsjahr*) from January 1, 2014 to March 31, 2014 of OpCo
2014 Audited Short Year Unconsolidated Statements of Asa NewCo	Audited unconsolidated financial statements of Asa NewCo for the short financial year from April 1, 2014 until December 31, 2014 prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*
2014 Audited Unconsolidated Statements of Asa NewCo	Audited Short Financial Year Unconsolidated Financial Statements of Asa NewCo as of and for the period April 1, 2014 to December 31, 2014, prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*) (short financial year, and with comparative figures for the period of November 8, 2013 to March 31, 2014)
2014 Unaudited Interim Financial Information of Asa NewCo	Financial information extracted from the 2014 Audited Short Year Consolidated Financial Statements of OpCo as of and for the short financial year ended March 31, 2014 and the unaudited interim financial information of Asa NewCo as of and for the three-month period ended June 30, 2014
2015 Unaudited Interim Statements of S24 AG	Unaudited interim consolidated financial statements of Asa NewCo as of and for the six-month period ended June 30, 2015 prepared in accordance with IFRS
ABS	Australian Bureau of Statistics (ABS), 3218.0 Regional Population Growth, 6416.0 Residential Property Price Indexes: Eight Capital Cities (Table 1, 4 and 5), 6302.0 Average Weekly Earnings, Australia (Table 3), 6416.0 Residential Property Price Indexes: Eight Capital Cities (Table 6), 2011 Census of Population and Housing, RNTRD by AUSTRALIA and TEND, http://www.abs.gov.au/AUSSTATS/abs@.nsf/DetailsPage/3218.02013-14?OpenDocument
AKA	Arbeitskreis der Banken und Leasinggesellschaften der Automobilwirtschaft (AKA), Kennzahlen 2013 der Automobilwirtschaft

Annual Reports	Asbury Automotive Group, Inc., annual report on form 10-k for the fiscal year ended December 31, 2014; Autonation, Inc., annual report on form 10-k for the fiscal year ended December 31, 2014; Carmax, Inc., annual report on form 10-k for the fiscal year ended February 28, 2015; Group 1 Automotive Inc. - GPI, annual report on form 10-k for the fiscal year ended December 31, 2014 (filed February 24, 2015); Lithia Motors, Inc., annual report on form 10-k for the fiscal year ended December 31, 2014 (filed February 3, 2015); Penske Automotive Group, Inc., annual report on form 10-k for the fiscal year ended December 31, 2014; Sonic Automotive, Inc. and subsidiaries, annual report on form 10-k for the fiscal year ended December 31, 2014
Apple App Store	Apple AppStore, https://itunes.apple.com/de/app/immoscout24-real-estate-search/id344176018?l=en&mt=8&ign-mpt=uo%3D2, accessed August 2015
ARPU	Average revenue per user, calculated by the revenues generated by our IS24 core agents or AS24 core dealers in the average period by the average numer of core agents/dealers at the beginning and the end of such period, and furhter devided by the number of months in the period
Articles of Association	Company's articles of association
AS24	AutoScout24
Asa HoldCo	Asa HoldCo GmbH
Asa NewCo	Asa NewCo GmbH
Audited Consolidated Financial Statements of OpCo	The 2012 Audited Consolidated Financial Statements of OpCo together with the 2013 Audited Consolidated Financial Statements of OpCo
Audited Short Year Consolidated Financial Statements of Asa NewCo	The 2013/2014 Audited Short Year Consolidated Financial Statements of Asa NewCo together with the 2014 Audited Short Year Consolidated Financial Statements of Asa NewCo
Austrian National Bank	Austrian National Bank, Wohnimmobilienpreisindex 2011-2013, Q1 2013-Q2 2014
Authorized Capital 2015	Authorization of the Management Board to increase the Company's share capital with the approval of the Supervisory Board in one or several tranches up until (and including) September 3, 2020, by issuing new no par value ordinary registered shares against contributions in cash and/or in kind, by an amount of up to EUR 50 million in total
Autobiz, June 2015	autobiz, European Panel - Cross Analysis, June 2015
AutoTrader Prospectus	AutoTrader Group plc IPO prospectus and AutoTrader Group, Inc. IPO prospectus, Autohaus February 1, 2015, Inc. IPO prospectus
BaFin	German Federal Financial Supervisory Authority (*Bundesanstalt für Finanz-dienstleistungsaufsicht*)

Barclays	Barclays Bank PLC, London, United Kingdom
Base Secondary Shares	Number of Secondary Shares intended to be sold by the Selling Shareholders
BBSR	Bundesinstitut für Bau-, Stadt- und Raumforschung (BBSR), Erst- und Wiedervermietungsmieten 2004-2014 (Angebotsmieten nettokalt), Datenbasis: BBSR-Wohnungmarktbeobachtungssystem, IDN ImmoDaten GmbH
BCA Used Car Market Report 2014	British Car Auctions (BCA), The Used Car Market Report
BDEW	Bundesverband der Energie- und Wasserwirtschaft e.V. (BDEW), Energiemarkt Deutschland 2014
BDZV	Bundesverband Deutscher Zeitungsverleger e.V. (BDZV), Umsatzerhebung 2014
Bitkom	Bitkom Presseinfo, Markt für Breitbandzugänge im Festnetz wächst weiter, 2012
Blackstone	The Blackstone Group L.P.
BMEP Ord	German BMEP Ord GmbH & Co. KG
BMEP Pref	German BMEP Pref GmbH & Co. KG
Business Monitor International	Business Monitor International, Data on automotive in several countries, 2014
CAGR	Compound annual growth rate
CAMA	Center für Automobil-Management (CAMA), Outlook auf den deutschen Automobilmarkt 2015
CBBV	Classifieds Business Beteiligungs- und Verwaltungs AG
CCFA	Comité des Constructeurs Français d'Automobiles (CCFA), German car market slows as France, Spain, Italy continue recovery, Automotive News Europe, July 2014
CGUs	Cash-generating units
CMS	Compliance management system
Company	Scout24 AG
comScore, June 2015	comScore MMX®, Mobile Metrix Media Trend, December 2014 - June 2015, Germany, comScore, Long Term Media Trend, July 2012 - June 2015, United Kingdom & Germany; insofar as reference is made to comScore data with regard to market positions, such rankings are derived from the Company's own evaluation based on comScore data
consumers	Professional and private (end) consumers
Controlling Shareholders	Asa HoldCo and DTAG
Cooperation Agreement	Cooperation Agreement entered into by ImmobilienScout24 and Eurokaution on October 24, 2008, amended most recently in 2013
Core operations	Our three current operating segments IS24, AS24 and Corporate
Corporate	Corporate segment

Credit Suisse	Credit Suisse Securities (Europe) Limited, London, United Kingdom
CRM	Customer Relationship Management
customers	Professional and private customers
DAT, 2015	DAT Group, DAT Report, 2015
Data Protection Act	German Federal Data Protection Act (*Bundesdatenschutzgesetz*)
Data Protection Directive	Directive 95/46/EC of the European Parliament and of the Council of October 24, 1995, on the protection of individuals with regard to the processing of personal data and on the free movement of such data
Deutsche Bank	Deutsche Bank AG
Directive on Electronic Commerce	Directive 2000/31/EC of the European Parliament and of the Council of June 8, 2000 on certain legal aspects of information society services, in particular electronic commerce, in the Internal Market
Directive on Privacy and Electronic Communications	Directive 2002/58/EC of the European Parliament and of the Council of July 12, 2002, concerning the processing of personal data and the protection of privacy in the electronic communications sector
Dividend Paying Agent	Agent who withholds the withholding tax and passes it on for the account of the shareholders
DPLTA	Combined domination and profit and loss transfer agremeents (*Beherrschungs- und Gewinnabführungsverträge*)
DTAG	Deutsche Telekom AG
DTVF	Deutsche Telekom Venture Funds GmbH (wholly owned subsidiary of DTAG)
Easyautosale	easyautosale GmbH
EEA	European Economic Area
eMarketer	eMarketer, Mobile Phone Users in Germany, France Gravitate Toward Smartphones, 2015
EMF, 2014	European Mortgage Federation (EMF), Hypostat 2014
Enders Analysis	Enders Analysis Ltd, Property classified advertising, November 20, 2014
E-Privacy-Directive	Directive on Privacy and Electronic Communications as amended by directive 2009/136/EC of the European Parliament and of the Council of 25 November 2009
ERESNET	ERESNET GmbH (operator of Immobilien.net, a leading real estate classifieds platform in Austria)
Eurokaution	Eurokaution Service EKS GmbH
Eurokaution's Guarantors	Other parties jointly referred to functioning as guarantors for Eurokaution
Eurostat, 2006-2014	Eurostat, GDP development over time, 2006-2014

Eurostat, 2015	Eurostat, Data extract: Annual detailed enterprise statistics for trade (NACE Rev. 2 G), Maintenance and repair of motor vehicles, Turnover or gross premiums written, July
Existing Shareholders	Scout Lux Management Equity and the Selling Shareholders
Federal Statistical Office	Statistisches Bundesamt, Wiesbaden, Genesis-Online, July 2015, Datenlizenz by-2-0; Macroeconomic Indicators (population, GDP per capita, no. of households by type, no. of households by size), Specific Property Data (mortgage interest rates, no. of dwellings by type, households in % by occupation type (tenants vs. owners), no. of property agents by revenue) and Automotive (number of car dealers by revenue range, cost structure and profit margins of car dealers)
FlowFact	FlowFact AG, now FlowFact GmbH
FMA	Austrian Commission for the Supervision of the Financial Sector (*Österreichische Finanzmarktaufsicht*)
FMPP	FMPP Verwaltungsgesellschaft mbH
FRS24	FriendScout24
FS24	FinanceScout24
FSMA	Financial Services and Markets Act 2000
FTE or FTEs	Full-time equivalent employees
FX Rates	Foreign exchange rates
GDV, 2012	Gesamtverband der Deutschen Versicherungswirtschaft e.V. (GDV), Statistisches Taschenbuch der Versicherungswirtschaft, 2012
General Data Protection Regulation	Proposed Regulations of the European Parliament and of the Council on the protection of individuals with regard to the processing of personal data and on the free movement of such data
German Group Companies	Group Companies incorporated under German law comprising of 11 legal entities
German Group	Group Companies incorporated under German law comprising of 11 legal entities
GEWOS	GEWOS Institut für Stadt-, Regional- und Wohnforschung GmbH, IMA® info 2014, IMA® info 2013, IMA® info 2012 (each publicly available), Transaktionen und Umsätze in Deutschland der Jahre 2008 und 2009 (IMA®-Daten), Transaktionen und Umsätze in Deutschland der Jahre 2005-2007 (IMA®-Daten), Transaktionen und Umsätze in Deutschland der Jahre 2000-2004 (IMA®-Daten)
Goldman Sachs International	Goldman Sachs International, London, United Kingdom
Google PlayStore	Google PlayStore, https://play.google.com/store/apps/details?id=de.is24.android, accessed August 2015
google.de	google.de, https://www.google.de/trends/topcharts

Governance Code	German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) adopted in February 2002 and last amended on May 5, 2015 by the Government Commission German Corporate Governance Code
GP	Garage Portal
Greenshoe Option	Option granted by the Main Selling Shareholders to the Underwriters to acquire the borrowed shares at the Offer Price
Group, we, our, us	Scout24 AG and its consolidated subsidiaries
Guarantors	The Company, AutoScout24 GmbH, FMPP Verwaltungsgesellschaft mbH, Immobilien Scout Deutschland GmbH, Immobilien Scout GmbH, Scout24 HCH Alpen AG, Scout24 Holding GmbH, Scout24 Verwaltung- und Beteiligungsgesellschaft mbH and Scout24 Services GmbH
H&F	Hellman & Friedman LLC
HMRC	HM Revenue & Customs (HMRC), Annual UK Property Transactions Statistics 2015
horizontal	Broad-based generalist marketplace
IDC, July 2014	International Data Corporation (IDC), IDC Worldwide New Media Market Model 2 H 2013, July 2014
IFA Top 100 Händlergruppen	Institut für Automobilwirtschaft der Hochschule für Wirtschaft und Umwelt Nürtingen-Geislingen (IFA), Top 100 Händlergruppen in Deutschland, 2014
IFO Institute for Economic Research	Institute for Economic Research (IFO), IFO Konjunkturprognose, 2015
IFRS	International Financial Reporting Standards, as adopted by the European Union
IMF, 2015	International Monetary Fund (IMF), Global Economic Outlook, April 2015
Insurance Europe	Insurance Europe, European Insurance in Figures, Statistics No. 48, February 2014
Interactive Media	InteractiveMedia CCSP GmbH
IS24	ImmobilienScout24
IVD	Immobilienverband Deutschland IVD Bundesverband der Immobilienberater, Makler, Verwalter und Sachverständigen e.V., Ergebnisse der IVD-Kennzahlenanalyse für das Geschäftsjahr, 2010 and 2012
IVW	IVW-VA Tageszeitungen, Auflagenstatistik 2015
IWH	Immowelt Holding AG
Jefferies	Jefferies International Limited, London, United Kingdom
Joint Bookrunners	Morgan Stanley, Barclays, Jefferies and the Joint Global Coordinators
Joint Global Coordinators	Goldman Sachs International and Credit Suisse
JS24	JobScout24

Kraftfahrt-Bundesamt	Kraftfahrt-Bundesamt, Flensburg, Zentralverband Deutsches Kraftfahrzeuggewerbe, Zahlen und Fakten 2014
Leads	Interest an inquiries placed on our sites
Local24	Small horizontal classifieds platform called Local24
Main Selling Shareholders	Asa HoldCo and DTAG
Management Board	Company's management board
Manager Lock-up	Lock-up declared towards the Underwriters and Asa HoldCo by MEP Ord and MEP Pref, BEMP Ord and BMEP Pref that they will not, during the period ending in the case of BMEP Ord and BMEP Pref six months and in the case of MEP Ord and MEP Pref twelve months after the date of the first day of trading of the shares of the Company
Market Line2015	MarketLine, New Cars Global Industry Data, 2015
Match.com	Match.com Europe Limited (Dating Website)
Maximum Secondary Shares	Increased number of Secondary Shares to be sold by the Selling Shareholders after the Upsize Option has been exercised
MEP Ord	MEP Ord GmbH & Co. KG
MEP Partnerships or MEP Partnership	BMEP Pref together with MEP Ord, MEP Pref and BMEP Ord, or one of the singularly
MEP Pref	MEP Pref GmbH & Co. KG
MEP	Management Equity Program
Morgan Stanley	Morgan Stanley & Co. International plc, London, United Kingdom
NBRZ	NBRZ - deutsche Zeitungsallianz, NBRZ Mediadaten, Preisliste 2015 Nr. 28
New Manager Phantom Equity Grants	Certain phantom equity grants have been received or will be received by new managers who recently joined or agreed to join the Group
New Shares	New Shares offered in this Offering
NewsCentral	AIMGROUP.com, Rocket Internet turns to auto recommerce, http://newscentral.exsees.com/item/c1297f391ac55dbfff0f522b033e540d-fb104536b2c6f87c85e3ed2fabf9e062
Nielsen	Nielsen Media Research GmbH, Nielsen Online Werbestatistik 01.01.2013 - 31.12.2013
Oanda	Oanda, http://www.oanda.com/currency/converter/
OC&C	OC&C, Study commissioned by the Company and prepared by OC&C Strategy Consultants Limited, London, United Kingdom titled "The German Real Estate and European Automotive Advertising Markets" and dated August 7, 2015
OECD	Organisation for Economic Co-operation and Development (OECD), Economic outlook, analysis and forecasts – Focus on house prices, http://www.oecd.org/eco/outlook/focusonhouseprices.htm
OEMs	Original equipment manufacturers

Offer Period	Expected to commence on September 21, 2015 and to end on September 30, 2015, (i) at 12:00 (Central European Summer Time) for retail investors and (ii) at 14:00 (Central European Summer Time) for institutional investors
Offer Price	Expected to be set per share jointly with the Selling Shareholders after consultation with the Joint Global Coordinators, on the basis of a bookbuilding process, on or around September 30, 2015
Offer Shares	New Shares, Secondary Shares and Over-Allotment Shares together
Offering	Offering as shown in the Prospectus
OFT	Office of Fair Trading (OFT), Home Buying and Selling Market Study, 2010
Öko-Institut	Öko-Institut, report for European Commission, Oeko European Second Hand Car Market 2011
OneScout24	IS24 and AS24
ONS	Office for National Statistics (ONS), MYE2: Population Estimates by single year of age and sex for local authorities in the UK, Mid-2014 (http://www.ons.gov.uk/ons/publications/re-reference-tables.html?edition=tcm%3A77-368259), House Price Index (HPI) – Reference tables – table 25, Population Estimates for UK, England and Wales, Scotland and Northern Ireland, Mid-2014 (http://www.ons.gov.uk/ons/rel/pop-estimate/population-estimates-for-uk—england-and-wales—scotland-and-northern-ireland/mid-2014/index.html), Annual UK Property Transaction statistics – table 3 (https://www.gov.uk/government/statistics/annual-uk-property-transactions-statistics-2013), Live tables on dwelling stock (including vacants), Table 101: by tenure, United Kingdom (historical series)
OpCo	Scout24 Holding GmbH
Other	Other segment
OTM	OnTheMarket.com
Over-Allotment	Shares Ordinary registered shares with no par value from the Main Selling Shareholders to cover a potential over-allotment
PLTA	Profit and loss transfer agreement (*Gewinnabführungsverträge*)
POST Dialog Marketing Monitor 2014	Deutsche Post AG, Dialogmarketing Deutschland 2015, Dialog Marketing Monitor Studie 27
PPA Effect	Result from a step-up in the valuation of our intangible assets (including trademarks, contractual customer relationships and technology) and of our goodwill and, consequently, additional amortizations commencing on February 12, 2014, the closing date of the Transaction, triggered by the acquisition of OpCo by Asa NewCo
Principal Shareholder	Shareholder holding at least 95% of the share capital
PropertyGuru	PropertyGuru Pte. Ltd.

Prospectus Directive	Directive 2003/71/EC, as amended, including any amendments by the Directive 2010/73/EU which amended the Prospectus Directive to the extent implemented in the relevant member state and any and all relevant implementation measures in each relevant member state
Prospectus	This prospectus
PwC, December 2014	PwC, Growing complexity driving change in the automotive market, December 2014
PwC	Pricewaterhouse Coopers Aktiengesellschaft, Wirtschaftsprüfungsgesellschaft, Munich, Germany
Qualifying Flotation	Flotation of any member of the Group (or any of its holding companies) where the leverage ratio of the Group following such flotation is less than 4.00:1.00
Quoka	Quoka GmbH
Re/max Austria	Re/max Austria, Rasanter Anstieg bei Immobilienverkäufen, Re/max-ImmoSpiegel 2014
REA Group Company Reports	REA Group, company reports 2011, 2012, 2013, 2014
REA Group Company Website	REA Group, http://www.rea-group.com/irm/content/our-story.aspx?RID=319, accessed August 2015
Relevant Member State	any member state of the European Economic Area which has implemented the Directive 2003/71/EC
Relevant Persons	Investment professionals falling within Article 19 (5), or high net worth entities falling within Article 49 (2), of the FSMA (Financial Promotion) Order 2005 or other persons to whom such investment or investment activity may lawfully be made available
Research Tools/Ebiquity	Research Tools/Ebiquity, Werbemarktanalyse Automotive – Umfeld 2014
Revolving Facility	Revolving credit facility in an aggregate amount of EUR 45,583,898.69
Rightmove Company Reports	Rightmove, company reports 2011, 2012, 2013, 2014
S&H Medien Statistik	S&H Medien Statistik	mediasummary.eu, S&H Medien Statistik Data 2008-2014, Report Download July 2014
S24 AG	Scout24 AG
S24 Group	Scout24 AG and its consolidated subsidiaries
S24 Shareholders' Agreement	Shareholders' agreement entered into between the Controlling Shareholders in view of the Offering
Scout Lux Management Equity	Scout Lux Management Equity Co S.à r.l.
Scout24 Media	Functional group structure to support group-wide lead generation and ad sales activities
Scout24 Switzerland	Scout24 International Management AG, including its investments in Scout24 Schweiz Holding AG and Scout24 Schweiz AG

Secondary Shares	Ordinary registered shares of the Company with no par value (*Stückaktien*) from the holdings of the Selling Shareholders, each such share with a notional value of EUR 1.00 in the share capital and with full dividend rights as from January 1, 2015
Securities Act	U.S. Securities Act of 1933, as amended
Selling Shareholders	Asa HoldCo, DTAG, MEP Pref, MEP Ord, BMEP Pref and BMEP Ord
Sellmycastle	Sellmycastle, Property Management Commission & Fees, Real Estate Agent Commission and Fees
SFA or Senior Facilities Agreement	Senior Facility Agreement or Senior Facilities Agreement
SMMT	www.smmt.co.uk, Motor Industry Facts 2014
Special Auditor	Auditor (*Sonderprüfer*) to review procedure, in particular in relation to management
Stabilization Period	Period beginning form the date the shares of the Company are listed on the regulated market of the Frankfurt Stock Exchange and ending 30 calendar days later after this date
Stuffle	Stuffle GmbH
Supermajority Cases	Certain shareholders' decisions which, under German corporate law, require a supermajority of 75% of the votes cast
Supervisory Board	Company's supervisory board
Techem	Techem, Umzugsstudie 2014
TeleGeography	TeleGeography, https://www.telegeography.com/products/globalcomms/, retrieved August 4, 2015
Telemedia Act	German Telemedia Act (*Telemediengesetz*)
Term Loan Facility B	Term loan facilitiy B of EUR 595,000,000
Term Loan Facility C	Term loan facility C of EUR 400,000,000
TNS Infratest, May 2014	TNS Infratest, Markenstudie für ImmobilienScout24, 2014
Transaction	Acquisition of a 70% interest in the Group by H&F and Blackstone from DTAG
UMVs	Unique monthly visitors
Underwriters	Morgan Stanley, Barclays, Jefferies and the Joint Global Coordinators
Underwriting Agreement	Underwriting agreement among the Company, the Selling Shareholders and each of the Underwriters, expected to be entered into on September 28, 2015
Upsize Option	Option on the date of pricing for the Main Selling Shareholders, to be exercised in consultation with the Joint Global Coordinators, to increase the number of Secondary Shares to be sold by the Main Selling Shareholders and BMEP Ord
Valuation Office Agency	Valuation Office Agency, Table 1.7 Monthly rents by English administrative areas, 2014

Various Statistical Offices For Individual German States	Statistical offices for individual German states: Amt für Statistik Berlin-Brandenburg, 2014: "Bevölkerungsstand in Berlin und im Land Brandenburg am 30. November 2014"; Statistisches Amt für Hamburg und Schleswig-Holstein,: "Monatszahlen – Bevölkerung"; Bayerisches Landesamt für Statistik und Datenverarbeitung, 2014: "Beiträge zur Statistik Bayerns Regionalisierte Bevölkerungsvorausberechnung für Bayern bis 2032"; Information und Technik Nordrhein-Westfalen, 2014: "Vorausberechnung der Bevölkerung in den kreisfreien Städten und Kreisen Nordrhein-Westfalens 2014 bis 2040/2060"; Hessisches Statistisches Landesamt, 2014: "Bevölkerung der hessischen Gemeinden"; Statistisches Landesamt Baden-Württemberg, 2014: "Bevölkerungsvorausrechnung ohne Wanderungen nach 5 Altersgruppen"; Information und Technik Nordrhein-Westfalen, 2014: "Vorausberechnung der Bevölkerung in den kreisfreien Städten und Kreisen Nordrhein-Westfalens 2014 bis 2040/2060"; Information und Technik Nordrhein-Westfalen, 2014: "Vorausberechnung der Bevölkerung in den kreisfreien Städten und Kreisen Nordrhein-Westfalens 2014 bis 2040/2060"; Information und Technik Nordrhein-Westfalen, 2014: "Vorausberechnung der Bevölkerung in den kreisfreien Städten und Kreisen Nordrhein-Westfalens 2014 bis 2040/2060"; Statistisches Landesamt Freie Hansestadt Bremen, 2014: "Bevölkerungsstand und Bevölkerungsbewegung"
vertical	Sector-specific marketplace
Vocatus, 2014	Vocatus, Marketing Barriers in B2C Marketing, December 2014
Warc	www.warc.com | ZAW, Adstats: Automotive adspend, 2014
Willis Lux Holdings 2	Willis Lux Holdings 2 S.à r.l.
WIPO	World Intellectual Property Organization
World Bank, 2015	World Bank, http://data.worldbank.org/indicator/SP.POP.TOTL/countries/DE?display=graph, July 2015
ZenithOptimedia	ZenithOptimedia, Advertising Expenditure Forecasts, June 2014
ZMG	Zeitungs Marketing Gesellschaft (ZMG), ZMG-Befragung zum Immobilienmarkt
Zoopla	Zoopla company reports 2014, Zoopla analyst presentation (http://www.zpg.co.uk/sites/default/files/ZPG%20FY14%20Analyst%20presentation%20FINAL.pdf)

24. FINANCIAL INFORMATION

Unaudited Interim Consolidated Financial Statements of Scout24 AG

Prepared in Accordance with IFRS

as of and for the six-month period ended June 30, 2015

Unaudited Interim Consolidated Financial Statements of Scout24 AG

Prepared in Accordance with IFRS as of June 30, 2015

1. Interim consolidated income statement

	01/01/2015 - 06/30/2015	04/01/2014 - 09/30/2014
	EUR '000	
Revenues	**189,147**	**170,386**
Cost of sales	− 20,676	− 27,161
Gross profit	**168,471**	**143,225**
IT and product service costs	− 24,319	− 21,384
Distribution and marketing costs	− 61,054	− 57,456
General and administrative expenses	− 30,795	− 63,870
Other operating income	905	1,388
Other operating expenses	− 49	− 23
Operating profit	**53,159**	**1,880**
Loss from investments accounted for using the equity method	− 821	− 944
Profit from disposal of investments accounted for using the equity method	22,098	—
Finance income	4,004	366
Finance expenses	− 22,898	− 20,380
Net financial income/(expenses)	**2,383**	**− 20,958**
Profit/(Loss) before income taxes	**55,542**	**− 19,078**
Income tax (expenses)/benefit	− 15,565	3,938
Profit/(Loss) from continuing operations	**39,977**	**− 15,140**
Profit for the period from discontinued operations	—	1,010
Profit/(Loss) for the period	**39,977**	**− 14,130**
Attributable to:		
Non-controlling interests	− 311	—
Owners of the parent	40,288	− 14,130

The accompanying notes are an integral part of these interim consolidated financial statements.

	Note	01/01/2015 - 06/30/2015	04/01/2014 - 09/30/2014
		EUR	
Basic earnings per share	**6.4**		
From continuing operations		− 23.37	− 81.45
From discontinued operations		—	1.01
From profit/(loss) for the period		− 23.37	− 80.44
Diluted earnings per share	**6.4**		
From continuing operations		− 23.37	− 81.45
From discontinued operations		—	1.01
From profit/(loss) for the period		− 23.37	− 80.44

The accompanying notes are an integral part of these interim consolidated financial statements.

2. Interim consolidated statement of comprehensive income

	01/01/2015 - 06/30/2015	04/01/2014 - 09/30/2014
	EUR '000	
Profit/ (Loss) for the period	**39,977**	**− 14,130**
Other comprehensive income:		
Items that will not be reclassified subsequently to profit or loss		
Remeasurement of post-employment benefit obligations	309	− 26
	309	**− 26**
Items that may be subsequently reclassified to profit or loss		
Currency translation differences	83	661
Share of currency translation differences from investments accounted for using the equity method	− 37	5
Reclassification of currency translation differences due to disposal of investments accounted for using the equity method	17	—
	63	**666**
Other comprehensive income for the period, net of tax	**372**	**640**
Total comprehensive income/(loss) for the period	**40,349**	**− 13,490**
Attributable to:		
Non-controlling interests	− 311	—
Owners of the parent	40,660	− 13,490
Total comprehensive income/(loss) for the period	**40,349**	**− 13,490**
Total comprehensive income/(loss) attributable to equity shareholders arises from:		
Continuing operations	40,660	− 14,500
Discontinued operations	—	1,010
	40,660	**− 13,490**

The accompanying notes are an integral part of these interim consolidated financial statements.

3. Interim consolidated balance sheet

Assets

	06/30/2015	12/31/2014
	EUR '000	
Current assets	**85,939**	**67,708**
Cash and cash equivalents	44,825	21,409
Trade and other receivables	32,326	35,120
Financial assets	464	1,919
Income tax receivables	442	494
Other assets	7,882	8,766
Non-current assets	**2,067,711**	**2,127,383**
Goodwill	785,067	783,479
Trademarks	983,386	982,713
Other intangible assets	277,785	294,505
Property, plant and equipment	14,570	17,119
Investments accounted for using the equity method	1,632	38,173
Financial assets	693	3,327
Deferred tax assets	2,940	6,206
Other assets	1,638	1,861
Total assets	**2,153,650**	**2,195,091**

Equity and liabilities

	06/30/2015	12/31/2014
	EUR '000	
Current liabilities	**93,527**	**90,178**
Trade and other payables	20,680	32,434
Financial liabilities	4,279	1,759
Provisions for other liabilities and charges	5,835	9,090
Income tax liabilities	30,913	14,954
Other liabilities	31,820	31,941
Non-current liabilities	**1,379,475**	**1,044,691**
Financial liabilities	975,994	636,611
Pensions and other post-employment benefit obligations	555	989
Provisions for other liabilities and charges	2,229	2,399
Income tax liabilities	47	16
Deferred tax liabilities	399,172	402,590
Other liabilities	1,478	2,086
Equity	**680,648**	**1,060,222**
Subscribed capital	2,000	2,000
Capital reserve	305,769	304,104
Appropriated capital reserve	800,000	800,000
Retained earnings	−429,180	−48,189
Other reserves	1,112	1,049
Non-controlling interests	947	1,258
Total liabilities and equity	**2,153,650**	**2,195,091**

The accompanying notes are an integral part of these interim consolidated financial statements.

4. Interim consolidated statement of changes in equity

	Subscribed capital	Capital reserve	Appropriated capital reserve	Retained earnings	Other reserves	Owners' equity	Non-controlling interests	Total equity
				EUR '000				
Balance as at 04/01/2014	**2,000**	**301,492**	**800,000**	**−21,622**	**487**	**1,082,357**	**−24**	**1,082,333**
Remeasurement of obligations for post-employment benefits	—	—	—	−26	—	−26	—	−26
Currency translation differences	—	—	—	—	666	666	—	666
Loss for the period	—	—	—	−14,130	—	−14,130	—	−14,130
Total comprehensive losses for the period	—	—	—	−14,156	666	−13,490	—	−13,490
Share-based compensation	—	1,825	—	—	—	1,825	—	1,825
Changes in consolidated companies	—	—	—	—	—	—	24	24
Dividend distribution	—	—	—	−5,000	—	−5,000	—	−5,000
Balance as at 09/30/2014	**2,000**	**303,317**	**800,000**	**−40,778**	**1,153**	**1,065,692**	**0**	**1,065,692**
Balance as at 01/01/2015	**2,000**	**304,104**	**800,000**	**−48,189**	**1,049**	**1,058,964**	**1,258**	**1,060,222**
Remeasurement of obligations for post-employment benefits	—	—	—	309	—	309	—	309
Currency translation differences	—	—	—	—	63	63	—	63
Profit for the period	—	—	—	40,288	—	40,288	−311	39,977
Total comprehensive income for the period	—	—	—	40,597	63	40,660	−311	40,349
Share-based compensation	—	1,665	—	—	—	1,665	—	1,665
Changes in consolidated companies	—	—	—	—	—	—	—	—
Dividend distribution	—	—	—	−421,588	—	−421,588	—	−421,588
Balance as at 06/30/2015	**2,000**	**305,769**	**800,000**	**−429,180**	**1,112**	**679,701**	**947**	**680,648**

The accompanying notes are an integral part of these interim consolidated financial statements

5. Interim consolidated cash flow statement

	01/01/2015 - 06/30/2015	04/01/2014 - 09/30/2014
	EUR '000	
Profit/(Loss) from continuing operations	**39,977**	**− 15,140**
Depreciation, amortization and impairments of intangible assets and property, plant and equipment	31,680	30,428
Income taxes	15,565	− 3,938
Interest income	− 121	− 234
Interest expenses	22,099	17,742
Other financial result	− 3,083	2,506
Result from investments accounted for using the equity method	821	944
Profit from the disposal of investments accounted for using the equity method	− 22,098	—
Result from disposal of subsidiaries	—	− 124
Result from disposals of intangible assets and property, plant and equipment	1	13
Other non-cash transactions	1,258	2,041
Change in other assets not attributed to investing or financing activities	4,112	2,084
Change in other liabilities not attributed to investing or financing activities	− 13,731	11,996
Change in provisions	− 3,507	6,976
Income taxes paid	− 1,272	4
Result from discontinued operations	—	1,010
Net cash generated from operating activities	**71,701**	**56,308**
Purchases of intangible assets	− 7,446	− 3,418
Purchases of property, plant and equipment	− 788	− 1,040
Advance payments made in connection with investing activities	− 46	− 28
Proceeds from the disposal of intangible assets and of property, plant and equipment	47	28
Payments to acquire financial assets	− 21	− 719
Repayment of financial assets	2,724	—
Payments for acquisitions of subsidiaries, net of cash acquired	− 5,558	− 15,332
Proceeds from the disposal of investments accounted for using the equity method	59,742	—
Payments made in connection with the disposal of investments accounted for using the equity method	− 2,082	—
Proceeds from the sale of discontinued operations	1,700	16,021
Interest received	120	226
Cash flow from investing activities of continuing operations	**48,392**	**− 4,262**
Proceeds from short-term financial liabilities	20	− 502
Repayment of short-term financial liabilities including lease liabilities	− 214	− 10,000
Proceeds from long-term financial liabilities	400,000	—
Repayment of long-term financial liabilities	− 50,000	—
Interest paid	− 17,406	− 16,959
Transaction costs relating to financing contracts	− 7,726	—
Payments for acquisition of derivative financial instruments	—	− 880
Equity cash contribution	—	—
Dividends paid	− 421,588	—
Cash flow from financing activities of continuing operations	**− 96,914**	**− 28,341**
Effect of foreign exchange rate changes on cash and cash equivalents	237	13
Change in cash and cash equivalents total	**23,416**	**23,718**
Cash and cash equivalents at beginning of reporting period	**21,409**	**32,225**
Cash and cash equivalents at end of reporting period	**44,825**	**55,943**

The accompanying notes are an integral part of these interim consolidated financial statements.

6. Notes to the interim consolidated financial statements

6.1 General information and summary of significant accounting policies

6.1.1 General information

The group, referred to as "Scout24", consists of Scout24 AG, Munich (formerly Asa NewCo GmbH, Munich, referred to as "Asa NewCo") and its direct and indirect subsidiaries. Scout24 is a group of companies with online marketplaces in Europe.

Asa NewCo's financial year as of January 1, 2015 is the calendar year from January 1 to December 31. The prior financial year was a short financial year from April 1 to December 31, 2014. Comparative figures in the interim consolidated income statement and interim consolidated statement of comprehensive income comprise the reporting period from April 1 to September 30, 2014.

These interim consolidated financial statements of Asa NewCo and its subsidiaries for the six-month period ended June 30, 2015 have been prepared in accordance with IAS 34, 'Interim Financial Reporting'. The interim consolidated financial statements should be read in conjunction with the consolidated financial statements for the inaugural period ended December 31, 2014, which have been prepared in accordance with International Financial Reporting Standards ("IFRSs") and IFRS Interpretations Committee (IFRS IC), as adopted by the European Union.

The interim consolidated financial statements as of June 30, 2015, are presented in Euros. Unless otherwise indicated, figures are generally presented in thousands of Euros ("EUR '000"). The tables and figures presented may contain rounding differences.

These interim consolidated financial statements were authorized and approved for issue by management on September 15, 2015.

6.1.2 Significant accounting policies and valuation methods

The accounting policies adopted in these interim consolidated financial statements as of and for the six-month period ended June 30, 2015, are consistent with those of the consolidated financial statements for the inaugural period from April 1, 2014, to December 31, 2014, with the exception of changes resulting from the mandatory adoption of new and amended standards and interpretations as described below:

Scout24 has applied the amendments resulting from the Annual Improvements Project 2011 – 2013 that were required to be applied from the financial year 2015. These relate to clarifications in four standards, including IFRS 1 "First-Time Adoption of International Financial Standards", IFRS 3 "Business Combinations", IFRS 13 "Fair Value Measurement" and IAS 40 "Investment Property". The initial application had no impact on the earnings, financial position and performance of Scout24. IFRIC 21 "Levies" has no relevance for the group.

6.1.3 Estimates

The preparation of interim consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these interim consolidated financial statements, the significant judgments made by management in applying the group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the inaugural period ended December 31, 2014, with the exception of changes in estimates that are required in determining the provision for income taxes.

6.2 Acquisitions and disposals

The scope of consolidation changed as follows in the reporting period:

In 2015, AutoScout24 GmbH, Munich acquired easyautosale GmbH, Munich as a wholly owned subsidiary on April 16, 2015. On June 22, 2015 Immobilien Scout GmbH, Berlin, sold its entire equity interest in PropertyGuru Pte. Ltd., Singapore. For the income of disposal see "6.3 Notes to the interim consolidated income statement".

On April 16, 2015, AutoScout24 GmbH, Munich, acquired 100% of the shares in easyautosale GmbH, Munich (referred to as "easyautosale"). The purchase price of EUR 6,522 thousand was paid in cash. As of April 16, 2015, Asa NewCo exercises control over easyautosale. The company provides an Internet marketplace for sellers and buyer of used cars. After input of the vehicle data, private sellers receive valuations of their used cars and a minimum sales price. After agreeing to the price, easyautosale offers the vehicle to car dealers exclusively. The parties of the sales contract solely comprise of the private seller and the car dealer without including easyautosale. The company revenues consist of sales commissions. The unique selling proposition of easyautosale is the evaluation of the used cars.

The goodwill of EUR 3,109 thousand arising from the acquisition is based on the know-how, Customer Relationship and IT-Database. None of the goodwill recognized is expected to be deductible for income tax purposes.

The following table summarizes the consideration paid for easyautosale, the fair value of assets acquired and liabilities assumed. No other businesses have been acquired during the period.

Consideration

	April 16, 2015 EUR '000
Cash	6,522
Total consideration transferred	**6,522**

Recognized fair value amounts of identifiable assets acquired and liabilities assumed

	April 16, 2015 EUR '000
Identifiable Tradename	819
Development costs	2,296
Contractual customer relationships	1,701
Other intangible assets	7
Property, plant and equipment	44
Trade and other receivables	141
Cash	964
Provision for other liabilities and charges	− 9
Deferred tax liabilities	− 1,512
Trade payables and other liabilities	− 1,038
Total identifiable net assets	**3,413**
Goodwill	3,109
Total	**6,522**

The fair value of trade and other receivables is EUR 141 thousand. The full amount of fair value is expected to be collectible.

Acquisition-related costs in the amount of EUR 135 thousand were recognized as expense in general and administrative expenses.

Since the acquisition date, revenues amounting to EUR 409 thousand and a loss amounting to EUR 207 thousand are included in the interim consolidated income statement.

Had easyautosale been consolidated since January 1, 2015, the acquired company would have contributed EUR 1,031 thousand to the revenues of the group and a loss of EUR 565 thousand to the net income.

The movement in goodwill during the current period by CGU is as follows (in EUR '000):

	CGU ImmobilienScout24	CGU AutoScout24	Consolidated
Goodwill as at 01/01/2015	**685,463**	**98,016**	**783,479**
New acquisitions	—	3,109	3,109
Adjustment within one year measurement period against goodwill	− 1,521	—	− 1,521
Goodwill as at 06/30/2015	**683,942**	**101,125**	**785,067**

The adjustment within one year measurement period against goodwill relates to the remeasurement of the contingent purchase price liability recorded in prior financial year of EUR 1,400 thousand in connection with the acquisition of FlowFact GmbH, Cologne. For details see “6.6.1 Disclosure on financial instruments”.

Furthermore an adjustment of EUR 121 thousand relates to a subsequent remeasurement of the acquired liabilities of Stuffle GmbH, Berlin.

6.3 Notes to the interim consolidated income statement

The decrease in cost of sales in the current reporting period is mainly due to the personnel restructuring measures initiated in the prior comparative period.

General and administrative expenses in the current reporting period decreased mainly due to the personnel restructuring measures initiated in the prior comparative period. Besides the effects relating to the above mentioned personnel restructuring measures prior comparative period also comprised effects regarding the reorganization of the group in prior comparative period.

Current period finance income comprises a gain of EUR 2,818 thousand relating to the derecognition of the interest rate floor in connection with the cancellation of Facility D of the SFA. For further information see “6.5 Notes to the interim consolidated balance sheet”.

The profit from disposal of investments accounted for using the equity method in the current period is due to the sale of the equity interest of PropertyGuru Pte. Ltd., Singapur. The effects from that disposal on the group’s consolidated financial statements are as follows:

	EUR ’000
Equity interest as of December 31, 2014/ January 1, 2015	36,541
Loss from investments accounted for using the equity method	−821
Currency translation differences from investments accounted for using the equity method	−37
Equity interest as of disposal date	**35,683**
Total consideration	**59,880**
Transaction costs	−2,082
Currency translation differences due to disposal of investments accounted for using the equity method subsequently recycled through profit or loss	−17
Profit from disposal of investments accounted for using the equity method	**22,098**

The relevant nominal tax rate for the group is 31.5 %. The effective tax rate for the current reporting period is 28.0%. The difference between nominal and effective tax rate is primarily attributable to non-deductible and tax-exempt operating expense as well as the impairment of the deferred tax asset on the interest carry forwards and a prior year effect at the level of Immobilien Scout Österreich GmbH, Vienna, due to the merger with Eresnet GmbH, Vienna.

Generally Scout24 operations have no specific seasonality, however, the last quarter of the calendar year tends to be little stronger than each of the other three quarters of the calendar year.

6.4 Earnings per share from continuing and discontinued operations

		01/01/2015 - 06/30/2015	04/01/2014 - 09/30/2014
Profit/(Loss) from continuing operations for the period	EUR ’000	39,977	−15,140
Less: Loss attributable to non-controlling interests	EUR ’000	−311	—
Less: Advanced profits pro rata temporis of the year attributable to owners of preference shares	EUR ’000	63,661	66,312
Loss from continuing operations attributable to owners of the parent	EUR ’000	−23,373	−81,452
Weighted average number of shares in Asa NewCo GmbH in issue	Number	1,000,000	1,000,000
Basic earnings per share from continuing operations	EUR	−23.37	−81.45
Diluted earnings per share from continuing operations	EUR	−23.37	−81.45
Income from discontinued operations for the period	EUR ’000	—	1,010
Less: Profit/(Loss) attributable to non-controlling interests	EUR ’000	—	—
Income from discontinued operations attributable to owners of the parent	EUR ’000	—	1,010
Weighted average number of shares in Asa NewCo GmbH in issue	Number	1,000,000	1,000,000
Basic earnings per share from discontinued operations	EUR	—	1.01
Diluted earnings per share from discontinued operations	EUR	—	1.01

There are no dilution effects for the current nor previous reporting period.

6.5 Notes to the interim consolidated balance sheet

On 15 April, 2015 the group has entered into an Amendment and Restatement Agreement to the Senior Facilities Agreement. In the agreement, a new facility for Term Loan C has been established, out of which EUR 400,000 thousand were drawn. At the same time, Term Loan D facility, out of which EUR 50,000 thousand were previously drawn, has been cancelled. Subsequently, the net increase in borrowings under the SFA amounts to EUR 350,000 thousand, now totaling EUR 995,000 thousand. At the same time, the Interest Coverage covenant has been withdrawn. The previous revolving credit facility was reduced to EUR 45,600 thousand with a term until April 2020. As of June 30, 2015 an amount of EUR 0 was drawn under the revolving credit facility.

During the current reporting period dividends in the amount of EUR 421,588 thousand were declared on preferred shares by shareholders’ resolutions. EUR 417,632 thousand were paid out to the shareholders and EUR 3,956 thousand were paid out as withholding tax on behalf of the shareholders.

6.6 Other disclosures

6.6.1 Disclosures on financial instruments

Carrying amounts and fair values

The following table presents the reconciliation of the balance sheet items and the classification in accordance with IAS 39, broken down into subsequent measurement at amortized cost and at fair value through profit or loss as well as carrying amounts per category and fair values per class.

Cash and cash equivalents, trade receivables, current financial assets and current financial liabilities essentially have short-term maturities. Therefore, their carrying amount as of the end of the reporting period approximates to their fair value.

The amortized costs of the current financial liabilities are approximate to their fair values as at the reporting date. Liabilities are valued using the effective interest method. Valuation is performed by the group’s accounting department. There were no changes in valuation techniques during the period.

Non-current financial assets – classified as available for sale – are equity investments not accounted for using the equity method. They are carried at cost as there is no active market for those companies and fair values cannot be reliably ascertained as cash flows cannot be determined reliably. Therefore, a fair value is not disclosed. There is currently no intention to sell these investments.

In accordance with IFRS 13, fair values of financial assets and financial liabilities have to be allocated to one of the three levels of the fair value hierarchy. The individual levels of the fair value hierarchy are defined as follows:

- Level 1: quoted prices (unadjusted) in an active market for identical assets and liabilities that the entity can access at the measurement date

- Level 2: inputs other than quoted market prices included within Level 1 that are observable for the asset and liability, either directly or indirectly
- Level 3: inputs for the assets and liabilities not based on observable market data

Transfers between levels of the fair value hierarchy are deemed to have occurred at the end of the reporting period. There were no transfers between the levels during the period.

	Recognition approach pursuant to IAS 39						
	Measurement category pursuant to IAS 39	Carrying amount as of 06/30/2015	At Amortized cost	At cost	At fair value through profit and loss	Fair Value as of 06/30/2015	Level in fair value hierarchy
			EUR '000				
Assets							
Cash and cash equivalents	LAR	44,825	44,825	—	—	n/a	
Trade receivables	LAR	32,326	32,326	—	—	n/a	
Other current financial assets	LAR	464	464	—	—	n/a	
Other current assets		7,882		—	—		
Other current financial assets	LAR	96	96	—	—	n/a	
Other current non-financial assets	n/a	7,786	—	—	—	n/a	
Other non-current financial assets		693	—	—	—		
Available-for-sale financial assets	AfS	69	—	69	—	n/a	
Derivative financial instruments	FAHfT	13	—	—	13	13	2
Other non-current financial assets	LAR	611	611	—	—	596	2
Liabilities							
Trade payables	FLAC	20,680	20,680	—	—	n/a	
Current financial liabilities		4,279	—	—	—		
Contingent purchase price liabilities	n/a	3,100	—	—	3,100	3,100	3
Finance lease	n/a	44	44	—	—	51	
Other current financial liabilities	FLAC	1,135	1,135	—	—	n/a	
Other current liabilities		31,820	—	—	—		
Other current financial liabilities	FLAC	1,105	1,105	—	—	n/a	
Other current non-financial liabilities	n/a	30,715	—	—	—	n/a	
Non-current financial liabilities		975,994	—	—	—		
Derivative financial instruments	FLHfT	95	—	—	95	95	3
Finance lease	n/a	156	156	—	—	161	
Other non-current financial liabilities	FLAC	975,743	975,743	—	—	1,012,981	3
Of which aggregated by IAS 39 categories							
Loans and Receivables	LaR	78,322					
Available for Sale	AfS	69					
Financial Assets Held for Trading	FAHfT	13					
Financial Liabilities Held for Trading	FLHfT	95					
Financial Liabilities Measured at Amortized Cost	FLAC	998,663					

	Recognition approach pursuant to IAS 39						
	Measurement category pursuant to IAS 39	Carrying amount as of 12/31/2014	At Amortized cost	At cost	At fair value through profit and loss	Fair Value as of 12/31/2014	Level in fair value hierarchy
			EUR '000				
Assets							
Cash and cash equivalents	LaR	21,409	21,409	—	—	n/a	
Trade receivables	LaR	35,120	35,120	—	—	n/a	
Other current financial assets	LaR	1,919	1,919	—	—	n/a	
Other non-current financial assets		3,327	3,199	—	—	0	
Available-for-sale financial assets	AfS	64	—	64	—	n/a	
Derivative financial assets	FAHfT	64	64	—	64	64	2
Other non-current financial assets	LaR	3,199	3,199	—	—	2,596	2
Liabilities							
Trade payables	FLAC	32,434	32,434	—	—	n/a	
Current financial liabilities		1,759	1,759	—	—		
Financial leasing	n/a	44	—	—	—	51	
Other current financial liabilities	FLAC	1,715	—	—	—	n/a	
Other current liabilities		31,941	—	—	—		
Other current financial liabilities	FLAC	1,009	1,009	—	—	n/a	
Other current non-financial liabilities	n/a	30,932	—	—	—		
Non-current financial liabilities		636,611	—	—	—		
Derivative financial instruments	FLHfT	2,818	—	—	2,818	2,818	3
Contingent purchase price liabilities	n/a	4,500	—	—	4,500	4,500	3
Finance lease	n/a	178	—	—	—	183	
Other non-current financial liabilities	FLAC	629,115	629,115	—	—	655,159	3
Of which aggregated by IAS 39 categories							
Loans and Receivables	LAR	61,647					
Available for Sale	AfS	64					
Financial Assets Held for Trading	FAHfT	64					
Financial Liabilities Held for Trading	FLHfT	2,818					
Financial Liabilities Measured at Amortized Cost	FLAC	664,273					

The fair value of non-current financial assets classified as loans and receivables is calculated by using a discounted cash flow model applying risk-free market interest rates. In relation to other balance sheet items, financial assets do not bear significance and therefore only little credit risk for Scout24. As of December 31, 2014 further central input factor was the Euro to Singapore dollar exchange rate. Most of the financial assets as of December 31, 2014 related to Property Guru Pte. Ltd., Singapore, which was an associated company. However, during the reporting period the respective loan was settled. As all significant inputs required to fair value calculation are observable, the instrument is included in level 2.

The fair value of non-current financial liabilities mainly comprises the fair value of the Senior Facility Agreement (referred to as "SFA") and is calculated by using a discounted cash flow model applying a risk-free market interest rates adjusted by an appropriate credit spread. The credit spread is derived from the fixed interest rate less the risk free EUSA swap rate and built into a curve by applying similar trends as observed on the market.

The contingent purchase price liabilities are measured according to IFRS 3 at fair value through profit and loss upon initial recognition and subsequently. Formally, they do not belong to any category under IAS 39.

The valuation of these liabilities is based on data, where the inputs are based on unobservable market data (Level 3). Thereby, the inputs comply with the conditions defined during purchase price negotiations, the probability of the occurrence of future events and the underlying planning data concerning the business development.

The fair value is calculated by using a discounted cash flow model. Future cash flows are based on contractually agreed price formula which depends on expected revenues. To determine the estimated cash flows, the probability of occurrence of expected revenues was taken into consideration. The cash flows are discounted with an applicable interest rate curve.

As the input factors are not based on observable market data, the fair value of the contingent purchase price liabilities is classified as Level 3 of the fair value hierarchy.

The following table presents the changes in Level 3 instruments (contingent purchase price) for the respective reporting periods:

	Contingent purchase price liabilities	
	01/01/2015 - 06/30/2015	04/01/2014 - 09/30/2014
	EUR '000	
Balance as at the beginning of the period	**4,500**	**836**
New contingent purchase price liabilities	—	—
Settlements	—	−418
Adjustment within one year measurement period against goodwill	−1,400	—
Total gains for the period included in the income statement, under "other operating income/expense"	—	—
Balance as at the end of the period	**3,100**	**418**
Change in unrealised losses for the period included in profit or loss for liabilities held at the end of the reporting period	—	—

The adjustment within one year measurement period against goodwill relates to the contingent purchase price liability recorded in prior financial year in connection with the acquisition of Flow Fact GmbH, Cologne. During the reporting period new information came up about facts and circumstances that existed at the acquisition date, which lead to a lower fair value valuation of the contingent purchase price consideration.

The fair value of the interest rate floor, which is assigned to Level 3 of the fair value hierarchy, is determined using valuation methods based on non-observable data. The floor is measured on a risk-free basis using the Black-Scholes model and adjusted by a DVA under application of the "add-on" approach. Significant input amounts for the valuation are the EURIBOR yield curve, historical forward volatility and term-dependent basis spreads. A significant non-observable input value is the credit margin of 4.25% of the Facility C, which is used for the interpolation of the credit risk premium.

Fair value of the interest rate cap, which is disclosed at Level 2 of the fair value hierarchy, is determined by using valuation techniques with observable inputs. The cap is valued on a risk-free basis with the Black-Scholes model and afterwards adjusted by a CVA using the add-on approach. CVA has been derived from the counterparty CDS spreads. Further central input parameters for the valuation are the Euro par yield curve, historical forward volatility and tenor basis spreads.

The following table presents the changes in Level 3 instruments (interest rate floor) for the respective reporting periods:

	Interest rate floor	
	01/01/2015 - 06/30/2015	04/01/2014 - 09/30/2014
	EUR '000	
Balance as at the beginning of the period	2,818	1,234
New financial liability (interest rate floor)	460	—
Settlements	—	—
Total (losses)/gains for the period included in the income statement, under "finance income/costs"	−3,183	1,241
Balance as at the end of the period	**95**	**2,475**
Change in unrealised (losses)/gains for the period included in the income statement for liabilities at the end of the reporting period	−3,183	1,241

6.6.2 Related party disclosures

There were no significant changes at June 30, 2015 to the related-party disclosures reported in the consolidated financial statements as of December 31, 2014.

6.6.3 Segment information

The reportable segments of Scout24 comprise ImmobilienScout24, AutoScout24 and Corporate. In this connection, the division of business activities is carried out according to the services offered.

The operating segment "ImmobilienScout24" is an online real estate classifieds portal for commercial and private customers. The primary listing enable the sale and rental of real estate; the users can browse these ads free of charge. Additionally, the users are offered further products with additional added value. Furthermore, the segment generates advertising revenue with third-party suppliers, such as insurance companies, utilities, or moving companies.

The operating segment "AutoScout24" is an online car classifieds portal likewise for commercial and private customers. The primary listings enable the sale of motor vehicles. Users can browse these listings free of charge. Additionally, the users are offered further products with additional added value. Furthermore, the segment generates advertising revenue with third-party suppliers. Included among the third-party suppliers are manufacturers of original parts.

The operating segment "Corporate" renders shared-services for the Companies of Scout24. Additionally, online marketing services are offered both for Group companies and external customers. Also included under this segment is licensing income from the sale of the JobScout24 and TravelScout24 trademarks to third parties.

Revenues of the "Other" segment result in the reporting period primarily from the sale of on online advertising space and the generation of business contacts (leads) also in the area of financial services.

The operating segments presented are regularly reviewed by the managing directors of Asa NewCo as chief operating decision maker of Scout24 as to their profitability and resource allocation. The internal management and reporting in Scout24 is principally based on the IFRS used in the consolidated financial statements.

Scout24 measures the success of its segments based on the performance indicators EBITDA as well as ordinary operating EBITDA. EBITDA of a segment is defined as profit (based on total revenues) before the financial result, income taxes, depreciation and amortization, impairment write-downs and the result of sales of subsidiaries. The ordinary operating EBITDA represents EBITDA adjusted for non-operating and special effects. These include primarily expenses for restructuring, expenses in connection with the capital structure of the company and company acquisitions (realized and unrealized), as well as profit and loss effects from share-based compensation programs. In the reporting period, consolidated non-operating and special effects amounted to EUR −10,642 thousand (prior comparative period: EUR −44,091 thousand). In the reporting period, these comprised primarily expenses in connection with the restructuring and reorganization of the group as well as refinancing of the group. In prior comparative period these mainly comprised expenses for the restructuring and reorganization of the group. The segment investments comprised capital expenditures for property, plant and equipment and intangible assets, including capitalized development expenses for internally-generated non-current assets, however excluding goodwill. They also include advance payments made for property, plant and equipment and intangible assets.

The reconciliation separately includes the elimination of the FriendScout24 operations due to their classification as discontinued operations. In this connection, the reconciliation for EBITDA and ordinary operating EBITDA of FriendScout24 includes in each case the external EBITDA as well as the external ordinary operating EBITDA. Within the reconciliation item "Other", the consolidation is carried out of the relationships between the segments. For the EBITDA, ordinary operating EBITDA and segment investments of the "Other" segment, in the reconciliation item additional relationships within the segment are consolidated if such exist. The reconciliation item in ordinary operating EBITDA is due mainly to the consolidation of the management fees, which in the Corporate segment have an increasing effect on ordinary operating EBITDA; however, these have no effect on the receivers of the charges.

Revenues between the segments are invoiced at prices in line with the market.

In the following, the key indicators used by Scout24 to assess the performance of its operating segments are shown:

		Revenues from external customers	Inter-segment revenues	Total segment revenues	EBITDA	Ordinary operating EBITDA	Capital expenditure
		EUR '000					
ImmobilienScout24	01/01/2015 - 06/30/2015	129,089	291	129,380	73,248	78,227	4,625
	04/01/2014 - 09/30/2014	114,447	134	114,581	60,065	64,304	2,844
AutoScout24	01/01/2015 - 06/30/2015	57,377	271	57,648	21,592	23,610	3,359
	04/01/2014 - 09/30/2014	52,814	513	53,327	9,352	18,719	1,538
Corporate	01/01/2015 - 06/30/2015	1,120	4,210	5,330	−10,207	−4,421	292
	04/01/2014 - 09/30/2014	1,616	4,720	6,336	−36,659	−4,244	88
Total - reportable segments	**01/01/2015 - 06/30/2015**	**187,586**	**4,772**	**192,358**	**84,633**	**97,416**	**8,276**
	04/01/2014 - 09/30/2014	**168,877**	**5,367**	**174,244**	**32,758**	**78,779**	**4,470**
Other	01/01/2015 - 06/30/2015	1,561	135	1,696	207	448	3
	04/01/2014 - 09/30/2014	13,469	214	13,683	513	808	5,903
Reconciliation FriendScout24	01/01/2015 - 06/30/2015	—	—	—	—	—	—
	04/01/2014 - 09/30/2014	−11,961	—	−11,961	−1,130	−1,529	−5,887
Other reconciling items	01/01/2015 - 06/30/2015	—	−4,907	−4,907	—	−2,382	1
	04/01/2014 - 09/30/2014	1	−5,581	−5,580	44	−1,782	—
Total - consolidated	**01/01/2015 - 06/30/2015**	**189,147**	**—**	**189,147**	**84,840**	**95,482**	**8,280**
	04/01/2014 - 09/30/2014	**170,386**	**—**	**170,386**	**32,185**	**76,276**	**4,486**

Additional voluntary segment information for the period from April 1, 2014 to June 30, 2014:

	Revenues from external customers	Inter-segment revenues	Total segment revenues	EBITDA	Ordinary operating EBITDA	Capital expenditure
	EUR '000					
ImmobilienScout24	56,316	53	56,369	32,801	33,456	783
AutoScout24	26,662	238	26,900	6,121	8,939	574
Corporate	889	2,429	3,318	−7,479	−1,767	4
Total - reportable segments	**83,867**	**2,720**	**86,587**	**31,443**	**40,628**	**1,361**
Other	7,988	107	8,095	562	646	301
Reconciliation						
FriendScout24 (discontinued operations)	−7,156	0	−7,156	−1,039	−1,085	−291
Other reconciling items	—	−2,827	−2,827	44	−652	—
Total - consolidated	**84,699**	**0**	**84,699**	**31,010**	**39,536**	**1,371**

The following table shows the reconciliation of the consolidated ordinary operating EBITDA and EBITDA from segment information to profit before income taxes and discontinued operations according to IFRS:

	01/01/2015 - 06/30/2015	04/01/2014 - 09/30/2014
	EUR '000	
Ordinary operating EBITDA	**95,482**	**76,276**
Non-operating effects	−10,642	−44,091
EBITDA	**84,840**	**32,185**
Depreciation and amortization	−31,680	−30,428
Other finance expenses, net	−18,895	−20,015
Results from investments accounted for using the equity method	−821	−944
Profit from disposal of subsidiaries	—	124
Profit from the disposal of investments accounted for using the equity method	22,098	—
Profit/(Loss) before income taxes	**55,542**	**−19,078**

6.6.4 Subsequent events

On July 29, 2015, the management decided on the following reorganization of the legal structure of the group: Immobilien Scout Deutschland GmbH, Frankfurt/Main, Scout24 Verwaltungs- und Beteiligungsgesellschaft mbH, Munich, and Scout Business Services GmbH, Munich, will be merged into Scout24 Holding GmbH, Munich, and FS FlowFact GmbH, Cologne, will be merged into FlowFact GmbH, Cologne, during the second half year of 2015. The mergers will have no material impact on the group's consolidated financial statements.

On August 28, 2015, the shareholders decided to increase subscribed capital by EUR 98,000 thousand, from EUR 2,000 thousand to EUR 100,000 thousand through a transformation of capital reserve into subscribed capital. The resolution was filed with the commercial register and registered on September 3, 2015.

Effective as of September 10, 2015, Asa NewCo was converted to an "Aktiengesellschaft" (German public company) by shareholder resolution dated September 4, 2015. Concurrently, the company's name was changed from Asa NewCo GmbH into Scout24 AG.

On September 8, 2015, Immobilien Scout GmbH, Berlin, acquired 100% of the shares in classmarkets GmbH, Berlin (referred to as "classmarkets"). The preliminary purchase price of EUR 4,094 thousand was paid in cash. Adjustments to the preliminary purchase price might be possible based on certain agreed ratios of the closing balance sheet. As of September 8, 2015, Asa NewCo exercises control over classmarkets. Classmarkets operates about 50 regional online real estate portals for regional print publishers as well as Immobilo.de, a vertical meta-search platform. The purchase price allocation is currently in progress. Acquisition-related costs are expected with an amount of EUR 110 thousand and will be recognized as expense in general and administrative expenses.

There are no group-specific events or developments after the reporting date that would have resulted in a substantial change to the presentation or recognition of the individual assets or liabilities as of June 30, 2015.

Munich, September 15, 2015

Scout24 AG

The Management

Gregory Ellis Christian Gisy

Audited Consolidated Financial Statements of Asa NewCo GmbH

Prepared in Accordance with IFRS

as of and for the Short Financial Year from April 1, 2014 to December 31, 2014

Audited Consolidated Financial Statements of Asa NewCo GmbH

as of and for the Short Financial Year from April 1, 2014 to December 31, 2014

1. Consolidated income statement

	Note	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
		EUR '000	
Revenues	**6.3.1**	**262,861**	**45,161**
Cost of sales	6.3.2	− 40,238	− 7,537
Gross profit		**222,623**	**37,624**
IT and product service costs	6.3.3	− 35,005	− 5,867
Distribution and marketing costs	6.3.4	− 99,775	− 17,880
General and administrative expenses	6.3.5	− 80,697	− 31,187
Other operating income	6.3.6	1,625	278
Other operating expenses	6.3.7	− 146	—
Operating profit		**8,625**	**− 17,032**
Loss from investments accounted for using the equity method	6.3.8	− 1,905	− 131
Finance income	6.3.9	455	50
Finance costs	6.3.10	− 29,644	− 4,966
Finance costs - net		**− 31,094**	**− 5,047**
Loss before income tax		**− 22,469**	**− 22,079**
Income taxes	6.3.11	1,289	358
Loss from continuing operations		**− 21,180**	**− 21,721**
Result for the period from discontinued operations (attributable to owners of the parent)		1,010	0
Loss for the period		**− 20,170**	**− 21,721**
Attributable to:			
Non-controlling interests		**− 241**	**− 87**
Owners of the parent		**− 19,929**	**− 21,634**

Accompanying notes form an integral part of the consolidated financial statements

	Note	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
		EUR	
Basic earnings per share	**6.3.13**		
From continuing operations		− 120.58	− 111.92
From discontinued operations		1.01	0.00
Loss for the period after taxes		− 119.57	− 111.92
Diluted earnings per share	**6.3.13**		
From continuing operations		− 120.58	− 111.92
From discontinued operations		1.01	0.00
Loss for the period after taxes		− 119.57	− 111.92

Accompanying notes form an integral part of the consolidated financial statements

2. Consolidated statement of comprehensive income

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR ’000	
Loss for the period	**− 20,170**	**− 21,721**
Items that will not be reclassified subsequently to profit or loss		
Remeasurement of post-employment benefit obligations, net of tax	− 238	13
	− 238	**13**
Items that may be reclassified subsequently to profit or loss		
Currency translation differences	829	201
Share of currency translation differences from investments accounted for using the equity method	− 267	286
	562	**487**
Other comprehensive income for the period, net of tax	**324**	**500**
Total comprehensive losses for the period	**− 19,846**	**− 21,221**
Attributable to:		
Non-conrolling interests	**− 241**	**− 87**
Owners of the parent	**− 19,605**	**− 21,134**
Total comprehensive losses for the period	**− 19,846**	**− 21,221**
Total comprehensive losses attributable to equity shareholders arise from:		
Continuing operations	− 20,615	− 21,134
Discontinued operations	1,010	—
	− 19,605	**− 21,134**

Accompanying notes form an integral part of the consolidated financial statements

3. Consolidated balance sheet

Assets

	Note	12/31/2014	03/31/2014
		EUR '000	
Current assets		**67,708**	**104,158**
Cash and cash equivalents	6.4.1	21,409	32,225
Trade and other receivables	6.4.2	35,120	30,382
Financial assets	6.4.3	1,919	5,210
Income tax receivables	6.3.11	494	839
Other assets	6.4.4	8,766	11,587
Assets of disposable group classified as held for sale		—	23,915
Non-current assets		**2,127,383**	**2,109,424**
Goodwill	6.4.5	783,479	753,970
Trademarks	6.4.5	982,713	971,300
Other intangible assets	6.4.5	294,505	317,439
Property, plant and equipment	6.4.6	17,119	16,122
Investments accounted for using the equity method	6.4.7	38,173	40,344
Financial assets	6.4.3	3,327	945
Deferred tax assets	6.3.11	6,206	7,181
Other assets	6.4.4	1,861	2,123
Total assets		**2,195,091**	**2,213,582**

Equity and liabilities

	Note	12/31/2014	03/31/2014
		EUR '000	
Current liabilities		**90,178**	**87,208**
Trade and other payables	6.4.8	32,434	31,039
Financial liabilities	6.4.9	1,759	2,825
Provisions for other liabilities and charges	6.4.10	9,090	4,166
Income tax liabilities	6.3.11	14,954	11,388
Other liabilities	6.4.11	31,941	31,575
Liabilities of disposal group classified as held for sale		—	6,215
Non-current liabilities		**1,044,691**	**1,044,041**
Financial liabilities	6.4.9	636,611	637,858
Pensions and other post-employment benefit obligations	6.4.12	989	660
Provisions for other liabilities and charges	6.4.10	2,399	3,591
Income tax liabilities	6.3.11	16	1
Deferred tax liabilities	6.3.11	402,590	401,931
Other liabilities	6.4.11	2,086	—
Equity	**6.4.13**	**1,060,222**	**1,082,333**
Subscribed capital		2,000	2,000
Capital reserve		304,104	301,492
Appropriated capital reserve		800,000	800,000
Retained earnings		−48,189	−21,622
Other reserves		1,049	487
Non-controlling interests		1,258	−24
Total liabilities and equity		**2,195,091**	**2,213,582**

Accompanying notes form an integral part of the consolidated financial statements

4. Consolidated statement of changes in equity

	Subscribed capital	Capital reserve	Appropriated capital reserve	Retained earnings	Other reserves	Owner's equity	Non-controlling interests	Total equity
				EUR '000				
Balance as at 11/08/2013	**25**	**—**	**—**	**− 1**	**—**	**24**	**—**	**24**
Remeasurement of obligations for post-employment benefits	—	—	—	13	—	13	—	13
Currency translation differences	—	—	—	—	487	487	—	487
Loss for the period	—	—	—	− 21,634	—	− 21,634	− 87	− 21,721
Total comprehensive losses for the period	—	—	—	− 21,621	487	− 21,134	− 87	− 21,221
Contribution of kind	1,858	1,062,381	—	—	—	1,064,239	63	1,064,302
Cash contribution	117	39,111	—	—	—	39,228	—	39,228
Withdrawl from capital reserve and transfer to appropriated capital reserve	—	− 800,000	800,000	—	—	0	—	0
Balance as at 03/31/2014 / 04/01/2014	**2,000**	**301,492**	**800,000**	**− 21,622**	**487**	**1,082,357**	**− 24**	**1,082,333**
Remeasurement of obligations for post-employment benefits	—	—	—	− 238	—	− 238	—	− 238
Currency translation differences	—	—	—	—	562	562	—	562
Loss for the period	—	—	—	− 19,929	—	− 19,929	− 241	− 20,170
Addition	—	—	—	—	—	—	—	—
Total comprehensive losses for the period	—	—	—	*− 20,167*	*562*	*− 19,606*	− 241	*− 19,846*
Share-based compensation	—	2,612	—	—	—	2,612	—	2,612
Changes in consolidated companies	—	—	—	—	—	—	1,522	1,522
Distribution	—	—	—	− 6,400	—	− 6,400	—	− 6,400
Balance as at 12/31/2014	**2,000**	**304,104**	**800,000**	**− 48,189**	**1,049**	**1,058,964**	**1,258**	**1,060,222**

Accompanying notes form an integral part of the consolidated financial statements

5. Consolidated cash flow statement

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR ’000	
Loss for the period from continuing operations	**− 21,180**	**− 21,721**
Depreciation, amortization and impairments of intangible assets and property, plant and equipment	50,063	7,877
Income tax credit	− 1,289	− 358
Interest income	− 283	—
Interest expense	26,422	4,633
Other financial result incl. Impairment of investments accounted for using the equity method	3,050	108
Result from investments accounted for using the equity method	1,905	131
Result from disposal of subsidiaries	− 124	—
Result from disposals of intangible assets and property, plant and equipment	71	—
Other non-cash transactions	2,788	198
Change in other not attributed to investing or financing activities	190	− 3,662
Change in other liabilities not attributed to investing or financing activities	2,263	15,248
Change in provisions	2,312	2,821
Income taxes paid	− 1,107	− 413
Result from discontinued operations	1,010	—
Net cash generated from operating activities	**66,091**	**4,862**
Purchases of intangible assets	− 7,348	− 687
Purchases of property, plant and equipment	− 4,696	− 282
Advance payments made in connection with investing activities	− 148	—
Proceeds from the disposal of intangible assets and of property, plant and equipment	112	6
Payments to acquire financial assets	− 1,753	− 527
Proceeds from the disposal of financial assets	42	—
Cash acquired in business combinations	− 41,083	9,153
Proceeds from the sale of discontinued activities	16,021	—
Interest received	283	—
Net cash generated from investing activities	**− 38,570**	**7,663**
Repayment of current borrowings	− 920	− 137
Proceeds from non-current borrowings	—	10,000
Repayment of non-current borrowings	− 10,000	− 1,541
Interest paid and other financing expenses	− 25,150	− 2,862
Payments for cost of debt acquisition	—	− 19,990
Payments for acquisition of derivative financial instruments	− 880	—
Equity cash contribution	—	34,204
Dividends paid	− 1,400	—
Net cash generated from financing activities	**− 38,350**	**19,674**
Change in cash and cash equivalents due to exchange rate changes	13	1
Net change in cash and cash equivalents	**− 10,816**	**32,200**
Cash and cash equivalents at beginning of period	**32,225**	**25**
Cash and cash equivalents at end of period	**21,409**	**32,225**

Accompanying notes form an integral part of the consolidated financial statements

6. Notes to the consolidated financial statements

6.1 General information and summary of significant accounting policies

6.1.1 General information

The Group parent, Asa NewCo GmbH (hereinafter "Asa NewCo" or "the Company") is a limited liability company (*Gesellschaft mit beschränkter Haftung* = GmbH) within the meaning of the German Limited Liability Companies Act (GmbHG) and is located in Munich, Germany. The Company's legal address is Dingolfinger Str. 1-15, 81673 Munich.

As of December 31, 2014, the direct parent company of Asa NewCo was Asa HoldCo GmbH (Asa HoldCo), Munich. Asa HoldCo, in turn, is controlled indirectly by various funds of Hellman & Friedman LLC (H & F). The next highest parent of Asa NewCo that publishes consolidated financial statements is Willis Lux Holdings S.à.r.l. based in Luxembourg.

The parent company, Asa NewCo, together with its direct and indirect subsidiaries, forms the Scout24 Group (hereinafter also "Scout24"). Scout24 came into being in its current structure as of February 12, 2014.

The Scout24 Group is a group of companies with online marketplaces in Germany and other selected European countries in the business areas of real estate, mobility and financial services.

With its digital marketplaces, Scout24 is represented in a total of eight countries and offers private and business customers possibilities for placing small ads. The Company also provides supplemental small ads services, online advertising space and acts as a generator for business contacts (leads). These services are also available to other online platforms. Furthermore, the Company operates websites in 10 additional language versions.

The best-known marketplaces of Scout24 are Immobilien Scout, AutoScout24 and FinanceScout24.

The trademarks JobScout24 and TravelScout24 are operated by third parties under licensing and cooperation agreements. FriendScout24 is operated by FriendScout24 GmbH, which was sold in the reporting period. An unlimited, free of charge right of usage was granted for the FriendScout24 trademarks.

The Company was formed on November 8, 2013 and its first financial year ended on March 31, 2014 (prior-year period). In the current reporting period, the Company changed its reporting year end to December 31 and therefore the current reporting period is a stub financial year from April 1 to December 31, 2014.

6.1.2 Basis of preparation

Asa NewCo prepares its consolidated financial statements pursuant to International Financial Reporting Standards (IFRS) and the interpretations of those standards by the International Financial Reporting Standards Interpretations Committee (IFRS IC), as adopted by the European Union, as well as the supplemental provisions of Section 315a (3) in conjunction with (1) of the German Commercial Code (*Handelsgesetzbuch* = HGB).

As of December 31, 2014, Scout24 implemented all mandatorily applicable accounting standards. In this connection, there were no new standards or interpretations which had a significant effect on the Group.

The annual financial statements of the companies included in the Group are based on uniform accounting policies according to IFRS, as adopted by the EU.

Similar to Asa NewCo, the financial year of the directly held subsidiary Scout24 Holding GmbH comprised the period from April 1 to December 31, 2014. It is included in the consolidated financial statements based on its annual financial statements as of December 31, 2014. In contrast, the financial years of the subsidiaries held indirectly via Scout24 Holding GmbH represent the calendar year. These subsidiaries as well as associated companies are included on the basis of interim financial statements prepared by them as of December 31, 2014 for the period April 1, 2014 to December 31, 2014.

The consolidated financial statements are prepared based on historical costs, limited by the fair value of available-for-sale financial assets and by the recognition of financial assets and financial liabilities (including derivative financial instruments) measured at fair value through profit and loss. The balance sheet presentation distinguishes between current and non-current assets and liabilities. The consolidated income statement is classified using the cost of sales format. The consolidated financial statements are prepared in euro, which is the reporting currency. Unless otherwise indicated, figures are generally presented in thousands of euros.

The tables and information presented can contain differences due to rounding.

Management released the consolidated financial statements for publication on May 25, 2015.

6.1.3 Published standards, interpretations and amendments applicable as of April 1, 2014 as well those adopted early on a voluntary basis

In addition to the previous standards, all of the accounting standards adopted by the EU and requiring application as of April 1, 2014 by Scout24 were implemented. There were no material effects from the initial application. The standards applicable beginning as of April 1, 2014 are presented in the following table.

Standard/Interpretation		Effects
IFRS 10	Consolidated Financial Statements	None
IFRS 11	Joint arrangements	None
IFRS 12	Disclosure of interests in other entities	Extended disclosure requirements regarding the consolidated group
IAS 27	Separate financial statements	Not relevant
IAS 28	Investments in associates and joint ventures	None
IAS 32	Amendment : Financial Instruments: Offsetting Financial Assets and Financial Liabilities	No material effects
IAS 39	Amendment: Novation of derivatives and continuation of hedge accounting	None
	Amendment: Investment entities (Amendments to IFRS 10, IFRS 12, IAS 27)	Not relevant
	Amendment: Transitional provisions of IFRS 10, IFRS 11 and IFRS 12 (June 2012)	None

In addition, IAS 19 "Amendments to IAS 19: Employee contributions to defined benefit plans" was voluntarily applied on an early basis in the prior period. The application had no material effects.

6.1.4 Issued but not yet applied standards, interpretations and amendments

The following new or revised accounting standards already issued by the IASB were not applied to the consolidated financial statements for the stub period from April 1, 2014 to December 31, 2014 as the application was not yet mandatory. Some of the effects of the new or amended standards on the financial statements are still being analyzed.

Standard/Interpretation		Mandatory application according to IASB for annual periods beginning[1)]	Mandatory application according to EU for Scout 24 for annual period beginning[1)]	Effects
IFRIC 21	Levies	1/1/2014	1/1/2015	Not relevant
	Improvements to the International Financial Reporting Standards, 2011-2013 Cycle	7/1/2014	1/1/2015	No material effects
	Improvements to the International Financial Reporting Standards, 2010-2012 Cycle	7/1/2014	1/1/2016	No material effects
	Improvements to the International Financial Reporting Standards, 2012-2014 Cycle	1/1/2016	1/1/2016	No material effects
IAS 16, IAS 38	Amendment to IAS 16 and IAS 38: Clarification of acceptable methods of depreciation and amortization	1/1/2016	EU endorsement outstanding	No effects
IAS 16, IAS 41	Amendments to IAS 16 und IAS 41: Agriculture: Bearer Plants	1/1/2016	EU endorsement outstanding	Not relevant
IFRS 11	Amendment to IFRS 11: Accounting for acquisitions of interests in joint operations	1/1/2016	EU endorsement outstanding	No effects
	Improvements to the International Financial Reporting Standards, 2012-2014 Cycle	1/1/2016	EU endorsement outstanding	No material effects

Standard/Interpretation		Mandatory application according to IASB for annual periods beginning[1)]	Mandatory application according to EU for Scout 24 for annual period beginning[1)]	Effects
IAS 27	Amendments to IAS 27: Equity method in separate financial statements	1/1/2016	EU endorsement outstanding	Not relevant
IFRS 10, IAS 28	Amendments to IFRS 10 and IAS 28: Sale or contribution of assets between an investor and its associate or joint venture	1/1/2016	EU endorsement outstanding	Still being analyzed
IAS 1	Amendments to IAS 1: Disclosure initiative	1/1/2016	EU endorsement outstanding	No material effects
IFRS 10, IFRS 12, IAS 28	Amendments to IFRS 10, IFRS 12 and IAS 28: Investment entities: applying the consolidation exception	1/1/2016	EU endorsement outstanding	Not relevant
IFRS 14	Regulatory deferral accounts	1/1/2016	EU endorsement outstanding	Not relevant
IFRS 15	Revenue from contracts with customers	1/1/2017	EU endorsement outstanding	Still being analyzed
IFRS 9	Financial Instruments (July 2014)	1/1/2018	EU endorsement outstanding	Still being analyzed

1) Status as of 12/31/2014

6.1.5 Scope of consolidation

Asa NewCo and all domestic and foreign subsidiaries over which Asa NewCo has control, directly or indirectly, and which are not insignificant, are fully consolidated in the consolidated financial statements.

Associates are companies over which Asa NewCo can exercise significant influence. These entities are accounted for using the equity method. Their results are presented within the net finance income/(costs).

Number	12/31/2014	03/31/2014
Asa NewCo GmbH and fully-consolidated subsidiaries		
Germany	12	10
Foreign	11	9
Companies accounted for using the equity method		
Germany	1	
Foreign	2	2
Non-consolidated companies		
Germany	1	1
Total	**27**	**22**

A complete list of the shareholdings of Asa NewCo is attached as Appendix 1.

6.1.6 Consolidation principles

Subsidiaries are fully consolidated using the acquisition method as of the date control is acquired and deconsolidated as of the date control is lost.

Intercompany transactions, receivable and liability balances as well as unrealized gains and losses on transactions between group companies are eliminated on consolidation.

Investments in associates and joint ventures are included in the consolidated financial statements using the equity method according to IAS 28 and initially recognized at cost. After the acquisition date, the cost is increased or decreased annually by the pro-rata comprehensive result. Dividends paid by the associate accordingly reduce the acquisition cost at the date of distribution. At each closing date, the Group examines whether there are indications that an impairment loss must be recognized with respect to investments in associates or joint ventures. In such a case the difference between the carrying amount and the recoverable amount is recognized as an impairment charge in the income statement. Dilution gains and losses resulting from investments in companies accounted for using the equity method are recognized in profit or loss. Other changes in the equity of associates or joint ventures are not considered.

6.1.7 Presentation and functional currency

The financial statements of subsidiaries and companies accounted for using the equity method which are outside of the euro area are translated according to the concept of functional currency. The functional currency of the subsidiaries depends on the primary economic environment in which the respective operations are carried out. The functional currency of all Scout24 companies is the respective local currency. The reporting currency of the consolidated financial statements is the euro (EUR).

Transactions in foreign currencies are converted at the relevant exchange rate at the date of the transaction. In subsequent periods, monetary assets and liabilities are measured at the closing rate, and exchange differences are recognized through profit or loss. Non-monetary items which were measured at historical cost are converted at the rate on the day of the transaction. In addition, non-monetary items which are measured at their fair value in a foreign currency are converted at the rate effective as of the date of the measurement at fair value.

Financial statements of foreign subsidiaries whose functional currency is not the euro are translated into euros using the modified reporting date method. In this connection, items in the income statement are translated at the average rate for the reporting period. Equity is translated at historical rates and asset and liability items are translated at the closing rate as of the balance sheet date. All exchange rate differences resulting from the translation of financial statements in foreign currencies are recognized through equity. These translation differences are only recognized in the income statement on the sale of the subsidiary.

The underlying exchange rates for currency translation are presented below:

EUR 1 in units of foreign currency	12/31/2014	03/31/2014
Switzerland		
Spot rate CHF	1.2024	1.2193
Average rate CHF	1.2116	1.2243
Singapore		
Spot rate SGD	1.6058	1.7380
Average rate SGD	1.6641	1.7380

6.1.8 Accounting estimates and judgements

The preparation of consolidated financial statements requires management to use certain accounting estimates and assumptions which may have an impact on net assets, financial position, and results of operations. Material assumptions and estimates are made for purchase price allocations, uniform Group useful lives of non-current assets, the recoverability of receivables and the recognition and measurement of provisions. The actual results arising later may deviate from these estimates.

The assumptions and estimates which give rise to the risk that a material adjustment of the carrying amounts of assets and liabilities may be necessary in future reporting periods are described below:

Purchase price allocation

For the purchase price allocation in connection with business combinations, assumptions are required to be made regarding the recognition and measurement of assets and liabilities. The determination of the fair value of the acquired assets and the assumed liabilities at the time of acquisition, as well as the useful lives of the acquired intangible assets and property, plant and equipment requires the use of assumptions. The measurement of intangible assets is to a large extent based on forecast cash flows and discount rates. The actual cash flows can significantly deviate from the cash flows which underlie the determination of the fair value, which can lead to other values and impairment losses.

Indefinite useful lives are used for trademarks, as it is assumed that these will generate cash flows over an indefinite period. Accordingly, trademarks are not subject to scheduled amortization until such time as a definite useful life can be determined. Trademarks are subject to an impairment test at least once annually and additionally when indications exist for a potential impairment.

Impairment of goodwill

In accordance with the accounting policy stated in Section 6.1.9, goodwill is subject to an impairment test at least once annually and additionally when indications exist for a potential impairment. In this connection, goodwill is first assigned to a cash generating unit and tested for impairment based on forward-looking assumptions. This requires an estimate of the recoverable amount of the cash generating units to which the goodwill has been allocated. For the determination of the recoverable amount, the expected future cash flows of the cash generating units are estimated and an appropriate discount rate is applied. Future changes in the expected cash flows and discount rates can lead to impairment losses in the future.

6.1.9 Significant accounting policies and valuation methods

The material accounting policies are presented below.

Business combinations

Business combinations are accounted for using the acquisition method. The assets, liabilities and contingent liabilities identified in accordance with the requirements of IFRS 3 are measured at their fair value at the time of acquisition and compared to the cost of the acquisition. Goodwill is determined as the excess of the sum of the acquisition costs, the amount of non-controlling interests and the fair value of the equity interest held by Scout24 prior to the acquisition date (business combination achieved in stages) over the fair value of the recognizable assets and liabilities. Any difference arising from the remeasurement of equity interests already held by Scout 24 is recognized through profit or loss.

If the sum of the acquisition costs, the amount of non-controlling interests and the fair value of the equity interest, held by Scout24, prior to the acquisition date (business combination achieved in stages) is less than the fair value of the recognizable assets and liabilities in the event of a favorable acquisition, the difference is recognized in profit or loss.

Goodwill is tested for impairment at least once annually and if additional triggering events occur. Any impairment write-down is recognized through profit or loss. The impairment test is carried out in accordance with IAS 36.

Acquisition-related costs are recognized through profit or loss.

Contingent purchase price obligations are measured at their fair value at the date of acquisition. Subsequent changes to the value are recognized in accordance with IAS 39 either through profit or loss or directly in equity. If contingent purchase price obligations qualify as equity, no remeasurement is made. At the date of settlement, it is accounted for within equity.

Revenue recognition

Revenue is realized and recognized when the service or delivery is performed and/or the risk of ownership has been transferred to the recipient of the service or the buyer and it is probable that the economic benefits of the transaction will flow to the company and the amount of the revenues can be measured reliably. Revenues are shown net of sales taxes, sales reductions and credits. The underlying estimates of the Group are based on historical amounts taking into consideration the nature of the customer, the transaction and particular features of the agreement.

The measurement of revenues arising from barter transactions is performed on the basis of the fair value of the services rendered, if the fair value can be determined reliably.

Revenues from online-ads and from generating business contacts (“leads”) are recognized on a straight-line basis over the period of the contract. Revenues from online-ads, depending on the nature of the advertising contract, are recognized in the period in which the advertising is placed. In cases where invoicing takes place in advance, revenue, including discounts and trial periods, is initially recorded under deferred revenues and is then recognized through profit or loss at the time of the rendering of services based on the contract.

Revenues realized from the granting of temporary rights of use of software licenses are recognized on a pro-rata basis over the period of the license. If the features are predominantly those of a sale, revenues are recognized immediately. Revenues from the maintenance business are recognized on a pro-rata basis over the period of the rendering of services. Revenues from service contracts which are invoiced based on hours worked are recognized when the services are performed.

Current and deferred income taxes

Income taxes comprise both current as well as deferred taxes.

Income taxes are calculated on the basis of the local tax regulations in effect or adopted as of the balance sheet date in which the respective company operates and generates taxable income.

Deferred taxes are recognized for temporary differences between the amounts recognized in the IFRS balance sheets of the Group companies and the tax accounts as well as for tax loss carryforwards. No deferred taxes are recognized if these result from the first-time recognition of an asset of liability in connection with a transaction, not representing a business combination and whereby neither the IFRS result (before income taxes) nor the result under tax provisions are affected. Additionally, deferred taxes are not recognized on the first-time recognition of an IFRS goodwill amount. Deferred taxes are calculated using the tax regulations in effect or adopted at the end of the reporting period and which are expected to be in effect at the time of reversal or realization of the temporary difference.

Deferred tax assets are only recognized if it is probable that a taxable profit will be available against which the deductible temporary differences can be used.

Deferred tax liabilities are also recognized for temporary differences from investments in subsidiaries and companies accounted for using the equity method, except if the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Income taxes are recognized in profit or loss with the exception of those which relate to matters which are offset in other comprehensive income or directly in equity. Income taxes that relate to such matters are also recognized in the other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if an enforceable right exists to set off deferred taxes and these deferred taxes are in connection with income taxes which are assessed by the same tax authority on either the same taxable entity or different entities which intend to settle the amounts on a net basis.

Finance income and finance costs

Finance income and finance costs comprise interest income and expenses as well as foreign currency gains and losses. Finance income and costs are recognized using the effective interest method.

Earnings per share from continuing and discontinued operations

As of the balance sheet date the subscribed capital of the Company consists of 2 million shares, divided into 1 million ordinary shares and 1 million preferred shares. Since the preferred shares have a claim to an advance distribution, for the calculation of earnings per share both the preferred shares and the proportional advance distribution have to be deducted. The advance distribution claim is determined in this connection as a fixed percentage applied to the preferred amount which is a multiple of the nominal value of the preferred shares.

Basic earnings per share are calculated as the consolidated net result for the year which is attributable to owners of the parent company, adjusted by the proportional advance profit claim of the preferred shareholders, divided by the weighted average outstanding common shares.

There were no dilutive effects in the reporting period.

Share-based compensation

As part of the acquisition of the shares of the Scout24 Group by Hellman & Friedman LLC (H&F) in 2014, a management participation program was established.

The directors, managers and members of the Advisory Board (hereinafter: participants) of the Asa NewCo Group were granted the possibility to indirectly acquire shares of the Scout Group at fair value through a predefined structure.

There are share-based payments using equity instruments, which are accounted for pursuant to IFRS 2.

Intangible assets (excluding goodwill)

Intangible assets (excluding goodwill) are recognized at historical cost less accumulated amortization (except assets with indefinite useful economic lives) and impairment losses. Internally-generated intangible assets are capitalized if all of the requirements of IAS 38 are satisfied.

Development expenses are capitalized as of the date on which all of the following criteria are satisfied:

A The technical feasibility of completing the intangible asset exists so that it will be available for use or sale.

B The Group intends to complete the intangible asset and use or sell it.

C The Group is able to use or sell the intangible asset.

D The manner in which the intangible asset will generate probable future economic benefits can be demonstrated; the Group can, among other things, demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset.

E The Group has adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.

F The Group is able to reliably measure the expenditure attributable to the intangible asset during its development.

The useful lives and amortization methods of intangible assets are reviewed at least at each period-end reporting date.

If current expectations deviate from the previous estimates, appropriate adjustments are recognized as changes in accounting estimates pursuant to IAS 8.

Intangible assets with indefinite useful lives are not subject to scheduled amortization. Instead, they are tested for impairment both annually as well as when there are indications of impairment.

The expected economic useful lives are as follows:

Trademarks	**Indefinite***
Contractual customer relationships	8 - 15 years
Internally-generated intangible assets	3 - 5 years
Purchased software	3 - 5 years
Other concessions, rights and licenses	3 - 7 years

* The value of trademarks with a definite useful life is not material and is therefore amortized over a period of between two and six years.

Scout24 separates trademarks into two categories: (1) trademarks with a definite useful life and scheduled amortization and (2) trademarks with an indefinite useful life without scheduled amortization. Scout24 determines the useful life of trademarks based on specific factors and circumstances. In determining the useful life, Scout24 considers the contractual agreement underlying the asset, the historical development of the asset, the long-term corporate strategy for this asset, all statutory or other local regulations which could have an effect on the useful life of the asset as well as the competitive situation and specific market conditions.

If trademarks with an indefinite useful life totaling EUR 983 million were instead recognized with a useful life of either one or ten years, the amortization would be EUR 983 million in one year or EUR 98.3 million per year over the next 10 years respectively.

Contractual customer relationships include existing subscribers, in particular commercial customers such as real estate agents and car dealerships. These customer relationships represent ongoing business with an assumed useful life of 8 to 15 years.

Purchased software, other concessions, rights and licenses are presented as technology-based intangible assets in the purchase price allocation (see Section 6.2.2).

Goodwill

Goodwill arises from the acquisition of subsidiaries and represents the difference amount between the purchase price and the fair value of the assumed identifiable assets, liabilities and contingent liabilities.

For purposes of the impairment test, goodwill is assigned to the cash generating unit or group of cash generating units which are expected to benefit from synergies arising from the acquisition. The cash generating units represent the lowest level within the company at which the goodwill is monitored for internal management purposes.

Goodwill is not amortized on a scheduled basis, but is tested for impairment on an annual basis and additionally if there are any indications of potential impairment.

Goodwill is tested for impairment by comparing the carrying amount of the cash generating unit or units with its/their recoverable amount. The recoverable amount corresponds to the higher of the two amounts: fair value less cost to sell and value in use.

If the carrying amount exceeds the recoverable amount, an impairment exists and the carrying amount is written down to the recoverable amount. If the fair value less costs to sell is greater than the carrying amount it is not necessary to calculate the value in use; the asset is not impaired. An appropriate valuation technique is used to determine the fair value less costs to sell. This technique is based on market prices, valuation multipliers, discounted cash flow valuation techniques or other available indicators of the fair value. A subsequent reversal of an impairment loss on goodwill, recognized in a previous financial year or interim reporting period, due to the reasons for the impairment no longer applying, is not permitted. Goodwill is recognized in the currency of the acquired company.

Property, plant and equipment

Property, plant and equipment are measured at purchase or production cost, less scheduled straight-line depreciation and any impairments. Cost includes the cost directly allocable to the acquisition as well as borrowing costs if the recognition criteria are satisfied.

The depreciation periods are based on the expected economic useful life and are uniform throughout the Group as follows:

Leasehold improvements	3 - 5 years
Other equipment, operating and office equipment	3 - 13 years

Repair and maintenance expenses are expensed when incurred.

The residual carrying amounts and economic useful lives are reviewed at each period end and adjusted if necessary. Property, plant and equipment are subjected to impairment testing if events or changed circumstances indicate that an impairment may have occurred. In such cases, the impairment is tested pursuant to IAS 36. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The remaining useful life is adjusted accordingly, if necessary.

If the reasons for a previously recognized impairment no longer exist, these assets are written up through profit and loss, whereby such a reversal of an impairment loss may not result in a carrying amount exceeding the one that would have resulted had no impairment been recognized in previous periods.

Gains and losses from disposals of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amounts of the property, plant and equipment and are recognized in the income statement in "other operating income" in the case of a gain and in "other operating expenses" in the case of a loss.

Financial instruments

Regular purchases and sales of financial assets are recognized on the trade date, the date on which the Group is obligated to purchase or sell the asset. In the case of the initial recognition of a financial instrument that is recognized at fair value through profit or loss, it is recognized at the fair value. All other financial instruments are initially recognized at fair value plus transaction costs.

The classification of financial assets and liabilities is dependent upon the purpose for which a financial asset was acquired and the financial liability was assumed. The Group classifies its financial instruments according to IAS 39 upon initial recognition to the following categories:

- Financial instruments at fair value through profit and loss (FVtPL)
- Loans and receivables (LaR)
- Financial assets held for trading (FAHfT)
- Financial liabilities held for trading (FLHfT)
- Held-to-maturity investments
- Available-for-sale assets (AfS)
- Financial liabilities measured at amortized cost (FLAC)

The initial classification determines whether the instrument is valued based on amortized cost or fair value. Instruments measured at fair value through profit or loss are financial instruments held for trading. A financial instrument is assigned to this category if it was acquired with the intention to be resold within a short period of time. Derivatives are also assigned to this category if they are not designated as a hedging instrument. To date Scout24 has not made use of the option to designate financial instruments upon initial recognition as liabilities measured at fair value through profit or loss (fair value option). Loans and receivables are non-derivative financial instruments issued or acquired by the Company with fixed or determinable payments, which are not quoted in an active market. At the Group level, the category loans and receivables includes the balance sheet items receivables and other assets as well as cash and cash equivalents. Held-for-sale financial assets are all non-derivatives which either were so designated or are not assigned to the other categories.

Subsequent to their initial recognition, available-for-sale financial instruments are measured at fair value, whereby changes in the fair value are recognized without profit-or-loss effect. Financial assets measured at fair value through profit or loss are measured at fair value subsequent to their initial recognition, and the change is recognized in profit or loss. Loans and receivables and held-to-maturity financial investments are recognized at amortized cost using the effective interest method. Gains and losses which result from the change in fair value of category at fair value through profit or loss are recognized in the period in which they arise in the income statement under other operating income (expenses). Dividend income from financial assets is recognized through profit and loss under other operating income when the Group's legal right to the income arises. Changes in the fair value of monetary and non-monetary securities that are classified as available for sale are recognized in other comprehensive income.

Financial assets and liabilities are only offset and presented on a net basis in the balance sheet if there is a legal right to offset and if there is an intent to either settle on a net basis or to realize the asset and settle the related liability simultaneously.

Financial assets are derecognized when the rights to payments from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Trade receivables and other financial assets

Trade receivables and other financial assets which are classified as current assets are recognized at their fair value, plus transaction costs. For non-current receivables and other non-current financial assets, the fair value is calculated as the present value of the future cash flows, discounted using the market interest rate on the closing date. They are subsequently measured at amortized cost using the effective interest method.

At every reporting date an assessment is made as to whether objective evidence exists for the impairment of a financial asset or a group of financial assets.

A financial asset or a group of financial assets is impaired and a respective write-down is to be recognized if objective evidence for impairment exists as the result of one or more events subsequent to the time of the initial recognition of the financial asset. Furthermore, events leading to impairment must have reliably estimable effects on the assumed future cash flows of the financial asset or group of financial assets.

Valuation allowances are recorded for all doubtful receivables. Such valuation allowances are determined based on an individual risk assessment and depending on the aging structure of overdue receivables. A valuation allowance based on previous experience is calculated on a portfolio basis.

The decision to recognize impairment adjustments either in a separate valuation allowance account or as a direct write-down of the receivable depends on the degree of reliability of the risk assessment. Due to the different operating segments and local circumstances, this judgment lies with the respective individual responsible for the portfolio.

Cash and cash equivalents

Cash and cash equivalents include bank balances, checks, cash on hand and short-term deposits with residual terms of not more than three months calculated from the acquisition date. They are measured at nominal values, which correspond to their fair values by virtue of their short-term maturity.

Available-for-sale financial assets

Equity investments and non-consolidated shares in affiliated companies are classified as available-for-sale financial assets and are recognized at fair value. Changes in the fair value are recognized in other comprehensive income. In the case of an impairment or a sale of securities which are classified as held for sale, all changes in the fair value that were originally recognized in equity are reclassified to the income statement and are shown under gains and losses on investments. Interest and dividend payments from securities classified as held for sale are presented in the income statement under financial income.

At the end of the respective reporting period the Group investigates whether objective evidence exists for an impairment of individual or of a group of financial assets. To assess regarding the existence of an impairment of debt instruments, the same criteria are applied as described above for loans and other financial assets.

A significant or sustained decline in the fair value of equity instruments classified as held for sale below their acquisition cost can also be evidence of an impairment. If such evidence exists for financial assets held for sale, the cumulative loss, as the difference between the purchase price and the fair value less impairment losses, is to be reclassified from equity to profit or loss.

Reversals of impairment write-downs of equity instruments, whose previous impairment was recognized in the Group income statement, are not recognized in the Group profit or loss. In the case of an impairment reversal in subsequent periods after the occurrence of an impairment of a financial instrument classified as held for sale, and this can be objectively attributed to an event after the occurrence of the impairment, then the impairment loss is reversed through the Group profit or loss.

Financial liabilities

Financial liabilities and other liabilities are recognized at fair value using the effective interest method less transaction costs. The price is determined either by reference to an active market or at fair value using valuation methods. In subsequent periods, financial liabilities are measured at amortized cost using the effective interest method. Any difference between the net loan amount and the repayment value is amortized over the term of the financial liabilities and recognized in the income statement.

Investments accounted for using the equity method

Associates and joint ventures included in the consolidated financial statements are recognized using the equity method.

When applying the equity method the cost of the shareholding is adjusted by the share of the change in net assets attributable to Scout24. Prorated losses that exceed the value of the Group’s equity interest in an entity accounted for using the equity method, taking into account any attributable non-current loans, are not recognized. Recognized goodwill is presented in the carrying amount of the entity accounted for using the equity method. Unrealized intercompany profits and losses from transactions with companies accounted for using the equity method are eliminated proportionately during consolidation if the underlying transactions are material.

During impairment testing, the carrying amount of an entity accounted for using the equity method is compared with its recoverable amount. If the carrying amount exceeds the recoverable amount, the difference must be recognized as an impairment. If the reasons for a previously recognized impairment no longer exist, a corresponding reversal of the impairment is recognized through profit and loss.

The financial statements of equity investments accounted for using the equity method are generally prepared based on uniform Group accounting policies.

Non-current assets of disposal groups held for sale

Non-current assets held for sale (or groups of assets and liabilities held for sale) are classified as held for sale if their carrying amount will be substantially recovered by a sale and the sale is highly probable. They are measured at the lower of the carrying amount or fair value less costs to sell.

Provisions

Provisions are established if the Group has a current obligation due to a past event and it is probable this will lead to an outflow of resources embodying economic benefits and this outflow of resources can be estimated reliably. The amount of the provision corresponds to the best estimate of the settlement amount of the present obligation as of the reporting date, whereby expected reimbursements from third parties are not offset but rather recognized as a separate asset if realization is virtually certain. If the time value of money is significant, the provision is discounted using the risk-equivalent market interest rate.

Pensions and other post-employment obligations

The Group has both defined benefit and defined contribution pension plans.

A defined contribution plan is a pension scheme under which the Group pays fixed contributions to a non-Group company (fund). The Group has no legal or constructive obligation to make additional contributions if the fund does not have sufficient assets to settle the pension entitlements of all employees from the current and previous fiscal years. In contrast, defined benefit plans typically specify an amount of pension benefits that an employee will receive upon retirement, which as a rule is dependent on one or more factors such as age, length of service in the company and salary.

Italy

The pension plan in Italy is based on the regulations of the TRF (Trattamento di Fine Rapporto), which provides for capital payments upon retirement from the company. The basis is the Italian labor law (para 2120 codice civile). The entitlement to benefits is accrued annually in the amount of the respective pensionable salary and discounted according to the development of inflation. This plan has no plan assets.

Switzerland

The employees in Switzerland are insured by the Vita Sammelstiftung in accordance with the Swiss Federal Occupational Retirement, Survivors' and Disability Pensions Act (BVG) against risks of age, death and invalidity. The Vita Sammelstiftung is a foundation legally independent from Scout24 whose highest governing body is made up equally of employee and employer representatives of the associated companies. This governing body determines, among others, the amount of the pension benefits as well as the investment strategy for the plan assets based on a periodically performed asset-liability study. The basis for the asset-liability study are the benefit obligations determined according to the pension regulations. These are decisive for the cash flows of the collective foundation. The investment of plan assets is additionally based on a regulation developed by the governance body in the context of the legal investment rules. The investment committee of the governance body is responsible for its implementation. The benefit payments of the pension plan are in excess of the legally prescribed minimum. They result from the employee and employer contributions as well as interest on the plan assets of the insured employees defined annually by the governance body based on legal requirements (defined contribution plan within the meaning of the BVG). The contributions of the employer and employees are determined based on the amount of the pensionable salary and the age. Should an insured employee leave Scout24 before reaching retirement age and thereby before the pensionable age, a termination benefit is transferred according to the law to the new pension solution of the insured as determined on the basis of pension regulations. This termination benefit comprises, in addition to the funds paid by the insured into the pension plan, the employee and employer contributions and a legally prescribed surcharge. Upon reaching the retirement age, the insured employees can choose whether they desire to receive their benefits in the form of a pension or entirely or partially as a capital payment. Old-age pensions are to be adjusted for price increases in accordance with the pension law provisions within the limits of the financial possibilities of a pension plan. Although based on pension law, the pension plan is currently fully funded, the financial situation of Vita is such that an adjustment to current pension payments for price increases will not be possible in the foreseeable future.

The pension law in Switzerland provides that the benefits earned are to be entirely funded by yearly contributions specified in the regulations. If an underfunding according to pension law results from inadequate investment income or actuarial variances, the governing body is legally obliged to take measures to remediate such underfunded amounts within a period of 5 to a maximum of 7 years. In addition to adjustments to the benefit plan, such measures also include additional contribution payments on the part of the affected companies and the insured employees. The current financial situation of the collective foundation Vita does not require any such restructuring measures.

The provision for the defined benefit pension provisions is calculated annually by an independent actuary based on the projected unit credit method. Actuarial gains and losses are recognized in other comprehensive income without profit or loss effect.

According to IAS 19.93 and taking into consideration the amendment issued by the IASB on November 21, 2013, which is effective as of January 1, 2014, the calculation method with consideration of the risk sharing mandatorily applies only to pension plans whereby the contributions are defined as dependent upon service years. Since the contributions in the pension plans of Scout24 International Management AG, Baar, Switzerland, are defined as dependent on age, the company has an option to apply the risk sharing or not. Scout24 International Management AG decided to apply the risk sharing. The application of the risk sharing permits certain employee contributions to be considered as negative benefits in the calculation of the benefit obligation. However, the effects of the risk sharing on the amount of the benefit obligation, as well as on the current service cost in this connection are relatively minor.

Contingent liabilities and off-balance sheet contractual obligations

Contingent liabilities and off-balance sheet contractual obligations are not recognized as liabilities in the consolidated financial statements until utilization is probable.

Contingent assets

Contingent assets arise from unplanned or unexpected events from which an inflow of economic benefits to the company is possible. Contingent assets are not recognized in the financial statements until the flow of economic benefits is virtually certain. Contingent assets are disclosed in the notes to the financial statements if the inflow of the economic benefit is probable.

Contingent consideration

For contingent purchase price liabilities, the initial and subsequent measurement is performed according to IFRS 3 at fair value. From a formal point of view, contingent purchase price liabilities do not fall under one of the categories of IAS 39.

Leases

Pursuant to IAS 17 leases where a substantial portion of the risks and opportunities remain with the lessor are to be treated as operating leases by the lessee. All other leases represent finance leases from the lessee`s point of view.

At the beginning of a finance lease, from the lessee’s point of view, the asset in question as well as a corresponding liability are recognized in the amount of the fair value of the asset, or if lower, in the amount of the present value of the minimum lease payments. For the subsequent measurement, the minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability. In addition, depreciation and possible impairment losses for the asset are considered. Depreciation is recognized over the lease term, or if shorter, over the useful life of the asset.

The lease payments from operating leases are recognized on a straight-line basis over the term of the corresponding contracts in the income statement.

6.2 Acquisitions, disposals and discontinued operations

6.2.1 Company acquisitions in the reporting period

On May 28, 2014, AE BG Theta Holding GmbH, Vienna, a wholly-owned subsidiary of Immobilien Scout GmbH, Berlin, acquired 100% of the shares in ERESNET GmbH, Vienna. The purchase price in the amount of EUR 15,746 thousand was paid in cash. Since May 28, 2014, Asa NewCo has exercised control over AE BG Theta Holding GmbH. ERESNET GmbH is, among other activities, the operator of the leading real estate portal in Austria. Together with ImmobilienScout24.at, which already exists in Austria, the leading marketplace for real estate in Austria should emerge as a result. The company is assigned to the ImmobilienScout24 segment.

Goodwill in the amount of EUR 13,432 thousand which arose upon the acquisition is explained by the strong market position, synergies and future products of ERESNET. The goodwill is not deductible for tax purposes.

The following table summarizes the consideration paid for ERESNET GmbH as well as the fair value of the assets and liabilities acquired:

Consideration	EUR '000
Cash and cash equivalents	15,746
Total consideration	**15,746**

Recognised fair value amounts to identifiable assets acquired and liabilities assumed	EUR '000
Trademarks (included in intangible assets)	436
Developmental costs (included in intangible assets)	751
Contractual customer relationships (included in intangible assets)	1,668
Other intangible assets	87
Property, plant and equipment	175
Financial assets	11
Trade , other receivables and other assets	704
Cash and cash equivalents	414
Provisions	−788
Deferred tax liabilities	−714
Trade payables, deferred credits and other liabilities	−430
Total identified net assets at fair value	**2,314**
Goodwill	13,432
Total	**15,746**

Acquisition-related costs in the amount of EUR 747 thousand were recognized as expense in general administrative expenses.

If ERESNET GmbH had been included in the consolidated financial statements for the entire reporting period, it would have contributed EUR 2,777 thousand to revenues and EUR −756 thousand deficit after taxes.[1] Since the first consolidation, the company has contributed EUR 2,050 thousand of revenues and a result after taxes of EUR −841 thousand to the Group.

As of October 31, 2014, ERESNET GmbH was merged into AE BG Theta Holding GmbH. The merger was carried out at carrying amounts. Subsequently, AE BG Theta Holding GmbH changed its name to Immobilien Scout Österreich GmbH.

On October 31, 2014, Immobilien Scout GmbH, Berlin, a 100% subsidiary of Asa NewCo, acquired 100% of the shares in FlowFact AG, Cologne, including its subsidiaries and investments. The purchase price amounted to EUR 31,066 thousand. Of this amount, EUR 26,566 thousand was paid in cash and contingent consideration of EUR 4,500 thousand was agreed to (we refer to the further disclosures in Section 6.5.3 Disclosures on financial instruments). The contingent consideration is dependent upon the achievement of specified EBITDA amounts. From the purchase price, EUR 600 thousand was deducted as a contingent asset. This contingent asset results from an indemnifying clause of the previous shareholders for the assumption of contingent liabilities from tax risks in the same amount by Scout24.

Asa NewCo exercises control over FlowFact AG. With an entry in the commercial register on December 29, 2014, FlowFact AG was transformed into FlowFact GmbH. The company develops and operates, among others, CRM solutions for companies in the real estate industry. Together with the Makler Manager of Immobilien Scout GmbH, FlowFact GmbH is expected to become the leading supplier for real estate agents in the area of software solutions. The company is assigned to the ImmobilienScout24 segment.

Goodwill in the amount of EUR 14,158 thousand which arose upon the acquisition is explained by the strong market position, future products and the acquired employee base of FlowFact. The goodwill is not deductible for tax purposes.

[1] Pro forma information (unaudited)

The following table summarizes the agreed-upon consideration paid for FlowFact AG as well as the fair value of the assets and liabilities acquired:

Consideration	EUR '000
Cash and cash equivalents	26,566
Contingent consideration	4,500
Total transferred consideration	**31,066**
Reimbursement claim	− 600
Total consideration	**30,466**

Recognised fair value amounts of identifiable assets acquired and liabilities assumed	EUR '000
Trademarks (included in intangible assets)	11,118
Developmental costs (included in intangible assets)	6,975
Contractual customer relationships (included in intangible assets)	5,112
Other intangible assets	69
Property, plant and equipment	545
Financial assets	4
Trade, other receivables and other assets	1,532
Cash and cash equivalents	809
Provisions	− 103
Contingent liabiltiy from tax risks	− 600
Deferred tax liabilities	− 7,300
Bank borrowings	− 732
Trade, other payables and other liabilities	− 1,121
Total identifiable net assets at fair value	**16,308**
Goodwill	14,158
Total	**30,466**

Acquisition-related costs in the amount of EUR 904 thousand were recognized as an expense in general administrative expenses.

If FlowFact AG had been included in the consolidated financial statements for the entire reporting period, it would have contributed EUR 8,358 thousand to revenues and EUR 468 thousand to results after taxes.[2] Since the first consolidation, the company has contributed EUR 1,857 thousand of revenues and an income after taxes of EUR 104 thousand to the Group.

On November 7, 2014, Immobilien Scout GmbH, Berlin, as a 100% subsidiary of Asa NewCo, acquired 50.02% of the newly created shares in Stuffle GmbH, Hamburg, through a cash contribution into equity of the company in the amount of EUR 1,500 thousand. Asa NewCo exercises control over Stuffle GmbH. The purpose of the company is the operation of a platform for a digital marketplace where third parties can trade products and merchandise over the internet or a mobile device as well as related developmental and sales activities. The company is assigned to the ImmobilienScout24 segment. The goodwill in the amount of EUR 1,918 thousand is explained by the future innovation strength and the acquired employee base of the company and is not deductible for tax purposes. Pursuant to the option under IFRS 3.19, the Scout24 Group recognizes goodwill arising from this transaction in the amount relating to the acquirer and also to the non-controlling interests. The measurement of the non-controlling interests' portion was performed taking into consideration the cash contribution made in connection with the acquisition of the non-controlling interests.

2 Pro forma information (unaudited)

The following table summarizes the agreed-upon consideration paid for Stuffle GmbH as well as the fair value of the assets and liabilities acquired:

Consideration	EUR '000
Cash and cash equivalents	1,500
Total consideration	**1,500**
Fair value of non-controlling interests	**1,499**

Recognised fair value amounts of identifiable assets acquired and liabilities assumed	EUR '000
Other intangible assets	128
Property, plant and equipment	28
Trade, other receivables and other assets	66
Cash and cash equivalents	1,506
Provisions	−2
Liabilities to non-controlling interests	−487
Trade payables, deferred credits and other liabilities	−160
Total identifiable net assets at fair value	**1,079**
Goodwill	1,918
Total	**2,997**

Acquisition-related costs in the amount of EUR 71 thousand were recognized as an expense in general administrative expenses.

If Stuffle GmbH had been included in the consolidated financial statements for the entire reporting period, it would have contributed EUR 9 thousand in revenues and EUR −1,074 thousand in losses after taxes[3]. Since the first consolidation, the company has contributed EUR 1 thousand in revenues and EUR −482 thousand in losses after taxes to the Group.

The development of goodwill per CGU can be seen in the following table:

	CGU ImmobilienScout24	CGU AutoScout24	Consolidated
		EUR '000	
Goodwill as at 11/08/2013	**—**	**—**	**—**
New acquisitions	655,954	98,016	753,970
Goodwill as at 03/31/2014 / 04/01/2014	**655,954**	**98,016**	**753,970**
New acquisitions	29,509	—	29,509
Goodwill as at 12/31/2014	**685,463**	**98,016**	**783,479**

6.2.2 Company acquisitions in the prior period

Effective February 12, 2014, Asa NewCo, as the economic acquirer, acquired from DTAG 100% of the shares in the Scout24 Group indirectly via Asa HoldCo by way of a two-stage acquisition.

In the process, Asa HoldCo acquired 70% of the shares in Scout24 from DTAG economically in the name of Asa NewCo for a purchase price of EUR 745,000 thousand. Directly thereafter, Asa HoldCo contributed the acquired 70% of the shares in Scout24 and DTAG contributed the remaining 30% of the shares in Scout24 into Asa NewCo in return for the granting of shares. Thereby, Asa HoldCo received 1,300,496 shares and DTAG 557.356 shares for their respective contributed shares in the Scout24 Group. The fair value of the shares issued for the 70%, respectively 30%, amounted to EUR 745 million, respectively EUR 319 million. The valuation of the issued shares against non-cash contributions was carried out in this connection on the basis of the purchase price of Asa HoldCo to DTAG for the acquisition of the 70% share in Scout24.

The purchase price allocation led to identifiable assets and liabilities in the amount of EUR 301 million (excluding acquired cash and cash equivalents) and a goodwill in the amount of EUR 754 million.

[3] Pro forma information (unaudited)

As a portion of the acquisition, Asa NewCo acquired FriendScout24 solely with the intention of its further sale. In accordance with IFRS, FriendScout24 was accordingly accounted for as a disposal group held for sale (see Section 6.2.3).

The following purchase price allocation shows the consideration for the acquisition of the Scout24 Group as well as the fair value of the acquired assets and liabilities.

Purchase Price	EUR '000
Acquiter's equity instruments	1,064,239
Total consideration	**1,064,239**
Fair value of non-controlling interests	**63**

Recognised fair value amounts of identifiable assets acquired and liabilities assumed	EUR '000
Cash and cash equivalents	9,151
Property, plant and equipment	16,754
Trademarks (included in intangible assets)	971,310
Contractual customer relationships (included in intangible assets)	237,100
Technology-based intangible assets (included in intangible assets)	83,928
Favorable operating lease agreements (included in intangible assets)	2,700
Investments accounted for using the equity method	40,189
Assets of disposable group classified as held for sale	24,465
Financial assets	740
Income tax receivables	962
Deferred tax assets	1,986
Trade, other receivables and other assets	40,225
Trade other payables and other liabilities	−47,096
Provisions for other liabilities and charges	−4,950
Financial liabilities	−650,676
Liabilities of disposal group classified as held for sale	−6,765
Pensions and other post-employment benefit obligations	−640
Income tax liabilities	−7,422
Deferred tax liabilities	−401,629
Total identifiable net assets at fair value	**310,332**
Goodwill arising acquistion	**753,970**

The goodwill arising from the acquisition of the Scout24 Group results primarily from synergies, future products and the acquired employee base. The goodwill is not deductible for tax purposes.

The consolidated financial statements include the operating results of the acquired companies from the time of acquisition.

In this connection, the fair value of the trade receivables, the other receivables and other assets amounts to EUR 40,225 thousand. This represents the gross value. The entire fair value is seen as recoverable.

Acquisition-related costs in the amount of EUR 20,953 thousand were recognized as an expense in general administrative expenses.

In the prior year, there were no other company acquisitions.

6.2.3 Discontinued operations and non-current assets held for sale and liabilities in connection with assets held for sale

On February 12, 2014, Asa NewCo acquired the FriendScout24 business solely with the intention of its subsequent disposal, including the brand name FriendScout24 and the brand Secret.

The FriendScout24 business as well as the trademarks were recognized in the prior year at their fair value less costs to sell as non-current assets held for sale and liabilities in connection with assets held for sale. The disposal group is shown in both periods as a discontinued operation in the Group income statement.

With a sales contract dated July 12, 2014 having economic effect as of August 31, 2014, Scout24 sold the FriendScout24 business to Match.com Europe Limited for a sales price in the amount of EUR 17.7 million and granted FriendScout24 GmbH a right of use for the FriendScout24 trademarks, free of charge and without time limitation. From an economic point of view, this licensing was classified as a sale. From the sale, an effect on results arose for Scout24 in the amount of EUR 1,009 thousand. The FriendScout24 business comprised online-dating services.

6.3 Notes to the Consolidated Income Statement

6.3.1 Revenue

Revenues comprise those of the core services in the amount of EUR 259,198 thousand (previous year: EUR 44,327 thousand) as well as other revenues in the amount of EUR 3,663 thousand (previous year: EUR 834 thousand). Revenues of the core services consist of revenues from the sale of online-ads, the provision of advertising space and the generation of business contacts ("leads").

Revenues from barter transactions of services in the amount of EUR 1,851 thousand (previous year: EUR 41 thousand) are included in the revenues of the core services.

6.3.2 Cost of sales

Cost of sales amounting to EUR 40,238 thousand (previous year: EUR 7,537 thousand) contain all costs that Scout24 had to expend in order to generate the sales of the financial period.

Cost of sales represent all expenses in connection with the operation of websites and mobile applications ("apps"). These include, for example, data line costs, rent expenses, maintenance costs, licensing costs as well as directly attributable personnel expenses such as salaries, commissions, social benefits and bonuses. Also shown under cost of sales are, for example, so-called special placements, brand and domain expenses as well as the amortization of the customer base.

6.3.3 IT and product service costs

Presented under the IT and product service costs are primarily costs for developing IT systems and ongoing operations of IT systems and platforms. These include personnel expenses, including salaries and social benefits for employees who are involved in the design, development and testing of the websites.

6.3.4 Distribution and marketing costs

Distribution and marketing expenses include personnel expenses such as salaries, commissions, social benefits and bonuses for employees in sales, sales assistance, customer support, marketing or public relations. Also included in this item are all expenses for promotion and marketing, installation/equipment costs on a per capita basis, and expenses in connection with doubtful receivables.

6.3.5 General and administrative expenses

Included in general and administrative expenses are, for example, personnel expenses such as salaries, social benefits and bonuses for management, accounting, expenses of the personnel, finance, legal and tax and other administrative departments. Also included in this item are fees for legal, tax and other services performed by third parties as well as installation and equipment costs.

The prior year's amount includes acquisition-related expenses recognized in profit or loss for the acquisition of the Scout24 Group in the amount of EUR 20,953 thousand.

6.3.6 Other operating income

Other operating income comprises the following:

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Reimbursements from charge-outs	556	—
Charge-out rent	222	—
Gain from disposal of subsidiaries	124	—
Gain from disposal of non-current assets	67	2
Miscellaneous	656	276
Total	**1,625**	**278**

6.3.7 Other operating expenses

Other operating expenses in the reporting period include primarily losses on the disposal of non-current assets in the amount of EUR 138 thousand (previous year: EUR – thousand).

6.3.8 Results from investments accounted for using the equity method

The results from investments accounted for using the equity method comprise the following:

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Share of losses of PropertyGuru Pte. Ltd., Singapore	−1,905	−131
Total	**−1,905**	**−131**

Proportional currency translation differences were additionally recognized in other comprehensive income in the amount of EUR −267 thousand (previous year: EUR 268 thousand).

6.3.9 Finance income

The finance income comprises the following:

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Interest income - third parties	207	2
Currency translation gains from financing	172	48
Interest income - associates	76	0
Total	**455**	**50**

6.3.10 Finance costs

The finance costs comprise the following:

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Interest expense - third parties	−26,421	−4,632
Expenses from derivative instruments	−2,400	−107
Currency translation losses from financing	−787	−224
Other	−36	−3
Total	**−29,644**	**−4,966**

The interest expense to third parties results from the credit lines taken out under the "Senior Facility Agreement" (hereinafter: "SFA"). For details see Section 6.4.9 "Financial liabilities".

6.3.11 Income taxes

Effective as of the beginning of this financial year (April 1 to December 31, 2014) a profit and loss transfer agreement was concluded between Asa NewCo GmbH and Scout24 Holding GmbH. The profit and loss transfer agreements concluded in earlier years between Scout24 Holding GmbH and its domestic subsidiaries AutoScout24 GmbH, Scout24 GmbH, Scout24 Services GmbH, FMPP GmbH (all in Munich) and Immobilien Scout GmbH (Berlin) continue to be in force for their financial period (January 1 to December 31, 2014). In addition, there was a profit and loss transfer agreement between Scout24 Holding GmbH and FriendScout24 GmbH for the period January 1 to August 31, 2014 until its sale.

On the basis of these agreements, a profit transfer was made in the periods mentioned above in the amount of EUR 74,093 thousand to Asa NewCo.

Since April 1, 2014, all of the companies mentioned above, with the exception of FriendScout24 GmbH, are in a consolidated tax group for income taxes, with Asa NewCo GmbH as the controlling company. Asa NewCo GmbH is thus liable for income taxes for the entire tax consolidation group. Tax allocations were not made to the tax group subsidiaries.

The current taxes paid or owed in the individual countries as well as deferred taxes are shown as income tax expense.

	04/01/2014 - 12/31/2014	**11/08/2013 - 03/31/2014**
	EUR '000	
Current tax:		
Current tax on losses for the period	−5,558	−4,514
Adjustments in respect of prior periods	529	−1
Total current tax expense	**−5,029**	**−4,515**
Deferred tax:		
Deferred tax from temporary differences	4,789	1,394
Deferred tax from tax losses carried forward	1,529	3,479
Total deferred tax income	**6,318**	**4,873**
Income taxes income	**1,289**	**358**

The calculation of the current taxes for the current year as well as deferred taxes was based on a tax rate of 31.47% (previous year: 31.54%). It is composed of corporate income tax at a rate of 15% and the solidarity surcharge, which is assessed at 5.5% on the corporate income tax, as well as trade tax with a weighted average assessment rate of 447% (previous year: 449%).

The expected tax expense based on earnings before taxes and the combined income tax rate applicable for the Group of 31.4% for the financial year (previous year: 31.54%) is reconciled with the actual tax expense as follows:

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Loss before income taxes from continuing operations	**−22,469**	**−22,079**
Applicable tax rate	31.47%	31.54%
Expected income tax income	7,071	6,964
Adjustment in respect of prior periods	1,940	−1
Income not subject to tax	−166	53
Expenses not deductible for tax purposes	−3,966	−14
Permanent differences	−1,594	−5,609
Tax effects from investments accounted for using the equity method	−599	−41
Tax effects from losses carried forward	−274	−149
Adjustment to domestic tax rates applicable to profit/(losses) in the respective countries	−1,028	−883
Tax rates differing from Group tax rate	−95	117
Currency translation differences	—	—
Other	—	−79
Total income tax expense (benefit)	**1,289**	**358**
Effective Group income tax rate	−5.74%	−1.62%

The tax effects from prior years result mainly from the change in the average Group tax rate compared to the previous period. The non-deductible expenses consist principally of costs borne by Asa NewCo GmbH for the preparation of the stock market listing. The effects relating to the local taxes are predominantly due to the trade tax addition of remuneration for liabilities of Asa NewCo.

The tax receivables and tax liabilities are presented as of the balance sheet date as follows:

	12/31/2014	03/31/2014
	EUR '000	
Income tax receivables (current)	494	839
Income tax receivables	**494**	**839**
Income tax payables (current)	14,954	11,388
Income tax payables (non-current)	16	1
Income tax payables	**14,970**	**11,389**

The net deferred tax assets developed as follows:

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Opening balance	**7,181**	**—**
Of which: current		
Acquisition of subsidiaries	—	1,986
(Charged)/credited to the income statement and directly through other comprehensive income, respectively	−975	5,195
Closing balance	**6,206**	**7,181**
Of which: current	3,181	1,870

The deferred tax liabilities developed as follows:

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Opening balance	**401,931**	**—**
Of which: current		
Acquisition of subsidiaries	8,013	401,629
(Charged)/credited to the income statement and directly through other comprehensive income, respectively	−7,354	302
Closing balance	**402,590**	**401,931**
Of which: current	6,681	3

The deferred tax liabilities result mainly from purchase price allocations at Group level in the amount of EUR 1,297,336 thousand. Deferred tax liabilities were recognized taking into consideration depreciation and amortization as of December 31, 2014 in the amount of EUR 349,021 thousand, of which EUR 349,759 thousand relate to Immobilien Scout GmbH, including its investments, and EUR 44,239 thousand relate to AutoScout24 GmbH and EUR 23 thousand to Scout24 Holding GmbH.

Deferred tax assets and liabilities on timing differences and tax loss carryforwards in the Group can be allocated to the following items:

	12/31/2014		03/31/2014	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
	EUR '000			
Trade and other receivables	7	25	—	—
Other assets	—	—	—	—
Current assets	**7**	**25**	**—**	**—**
Trademarks	—	308,620	—	306,253
Other intangible assets	58	88,489	859	93,556
Property, plant and equipment	1,068	524	991	−287
Financial assets	—	1,977	—	8,511
Other assets	21	749	106	836
Non-current assets	**1,147**	**400,359**	**1,956**	**408,869**
Trade and other payables	82	—	—	1
Financial liabilities	2,472	6,628	6	—
Provisions for other liabilities and charges	—	—	26	—
Other liabilities	620	28	1,838	2
Current liabilities	**3,174**	**6,656**	**1,870**	**3**
Pensions and other post-employment obligations	139	—	62	3
Provisions for other liabilities and charges	1,107	—	929	
Non-current liabilities	**1,246**	**—**	**991**	**3**
Losses carried forward/Interest carried forward	**5,082**	**—**	**9,308**	**—**
Total	**10,656**	**407,040**	**14,125**	**408,875**
Of which: non-current	7,475	400,359	2,947	408,872
Offsetting	−4,450	−4,450	−6,944	−6,944
Amount recognized	**6,206**	**402,590**	**7,181**	**401,931**

A valuation allowance is recognized when the respective tax benefits are no longer expected to be realized.

Corporate income tax losses carried forward of EUR 4,696 thousand (previous year: EUR 11,210 thousand) in Germany, EUR 4,696 thousand (previous year: EUR 22 thousand) were not recognized for deferred tax purposes.

Trade tax losses carried forward of EUR 4,578 thousand (previous year: EUR 11,186 thousand) in Germany, EUR 4,578 thousand (previous year: EUR 22 thousand) were not recognized deferred tax purposes.

Corporate income tax losses carried forward of EUR 15,066 thousand (previous year: EUR 13,939 thousand) abroad, EUR 14,174 thousand (previous year: EUR 13,829 thousand) were not recognized for deferred tax purposes.

With respect to Asa NewCo GmbH, interest carryforwards in connection with the interest barrier regulation according to German tax law in the amount of EUR 17,631 thousand (previous period: EUR 20,845 thousand) were recognized as deferred tax assets, whereby the portion not deductible for trade tax purposes was not considered, respectively reducing the deferred tax asset.

No deferred tax liabilities were recognized on temporary differences in connection with investments in subsidiaries amounting to EUR 24,227 thousand (previous year: EUR 0 thousand) because it is not probable that these temporary differences will reverse in the foreseeable future.

6.3.12 Earnings per share from discontinued operations

The earnings per share from discontinued operations after taxes in the amount of EUR 1,010 thousand are entirely allocated to FriendScout24; see Section 6.2.3.

6.3.13 Earnings per share

		04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
Loss from continuing operations for the period	EUR ’000	− 21,180	− 21,721
Less: Loss attributable to non-controlling interests	EUR ’000	− 241	− 87
Less: Advanced loss pro rata temporis of the year attributable to owners of preference shares	EUR ’000	− 99,649	− 17,031
Loss from continuing operations attributable to owners of the parent	EUR ’000	− 120,588	− 38,665
Weighted average number of shares in Asa NewCo GmbH in issue	Number	1,000,000	345,455
Basic earnings per share from continuing operations	EUR	− 120.58	− 111.92
Diluted earnings per share from continuing operations	EUR	− 120.58	− 111.92
Profit from discontinued operations for the period	EUR ’000	1,010	0
Less: Profit attributable to non-controlling interests	EUR ’000	0	0
Profit from discontinued operations attributable to owners of the parent	EUR ’000	1,010	0
Weighted average number of shares in Asa NewCo GmbH in issue	Number	1,000,000	345,455
Basic earnings per share from discontinued operations	EUR	1.01	0.00
Diluted earnings per share from discontinued operations	EUR	1.01	0.00

6.3.14 Personnel expenses and number of employees

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR ’000	
Wages and salaries	− 53,799	− 13,199
Social security costs	− 8,935	− 1,954
Pension costs and other post-employment benefits	− 770	− 132
Total	**− 63,504**	**− 15,285**

The average number of employees breaks down as follows:

Number of employees	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
Executives	37	15
Other employees	1,051	541
Total	**1,088**	**556**

Prior year's figures include the average employee number of the Scout24 Group acquired in the prior period first beginning as of February 12, 2014. As of the December 31, 2014 reporting date, the number of management personnel and other salaried employees amounted to 1,109.

6.4 Notes to the consolidated balance sheet

6.4.1 Cash and cash equivalents

Cash and cash equivalents include bank balances and cash in hand in the amount of EUR 21,409 thousand (prior year: EUR 32,225 thousand).

6.4.2 Trade and other receivables

Trade and other receivables consist of the following:

	12/31/2014	03/31/2014
	EUR '000	
Trade receivables - third parties	34,293	29,603
Receivables - related entities	798	750
Receivables - shareholders	29	29
Total	**35,120**	**30,382**

The allowances on trade receivables developed as follows:

	12/31/2014
	EUR '000
Balance as at 11/08/2013	**0**
Provision for bad debts	− 310
Balance as at 03/31/2014 / 04/01/2014	**− 310**
Addition	− 1,302
Utilization	109
Release	10
Balance as at 12/31/2014	**− 1,493**

The additions to and reversals of bad debt allowances for impaired receivables are presented under distribution expenses.

The following table shows the maturity structure of trade receivables that were not impaired as of the closing date:

	Net value	Provisions for bad debts	Gross value	Doubtful trade receivables before imparement	Neither past due nor impaired	Not impaired and past due in the following: less than 30 days	30 to 90 days	More than 90 days
	EUR '000							
December 31, 2014	**35,120**	**− 1,493**	**36,613**	**5,594**	**18,522**	**10,037**	**1,679**	**781**
March 31, 2014	**30,382**	**− 310**	**30,692**	**676**	**15,659**	**9,778**	**3,899**	**680**

Where trade receivables are neither impaired nor past due, there are no indications as of the closing date that the debtors would not meet their payment obligations.

With regard to the trade receivables that were past due as of the reporting date but not impaired, based on the customers' credit history and current credit rating, there are no indications that they are not able to meet their obligations.

6.4.3 Financial assets

The financial assets as of the respective closing dates are comprised of the following:

	12/31/2014	03/31/2014
	EUR '000	
Current		
Receivables - sale of companies	1,700	—
Receivables - shareholders	—	5,000
Receivables - related entities	20	15
Other	199	195
Total	**1,919**	**5,210**
Non-current		
Loans - associates	2,316	575
Reimbursement claim	600	—
Loans - third parties	268	255
Shares in unconsolidated companies	64	64
Other	79	51
Total	**3,327**	**945**

In the financial year, current financial assets comprise primarily creditors with debit balances. The receivable from shareholder in the previous period included an outstanding contribution obligation of DTAG into the capital reserve. In the reporting period, this outstanding contribution was offset against the dividend distribution. The non-current financial assets include mainly loans to associates and relate in the reporting period and also the previous period to Property Guru Pte. Ltd.

As of the balance sheet date, no objective evidence exists for a potential impairment of the recognized financial assets, since there has been no default risk with Asa NewCo GmbH in the past in connection with these counterparties. Furthermore, the carrying amount of the financial instruments compared to other balance sheet items is not material and therefore presents only a minor credit risk for Asa NewCo GmbH. The major portion of the non-current financial assets relates to the loan to Property Guru Pte. Ltd., which is an associate, and therefore the credit risk can be readily monitored.

6.4.4 Other assets

The other assets as of the respective closing dates are composed of the following:

	12/31/2014	03/31/2014
	EUR '000	
Current		
Prepaid expenses and deferred charges	5,129	5,236
Taxes other than income taxes	1,235	3,857
Advance payments	1,073	1,483
Rental deposit	798	—
Other	531	1,011
Total	**8,766**	**11,587**
Non-current		
Prepaid expenses and deferred charges	1,770	2,030
Other	91	93
Total	**1,861**	**2,123**

In the reporting period, as well as in the previous period, taxes which do represent income taxes relate to value-added tax refund claims and prepayments.

The item other receivables from related party companies includes a rental deposit in the amount of EUR 819 thousand.

From the sale of FriendScout GmbH, there is a remaining receivable in the amount of EUR 1,700 thousand.

The reimbursement claim includes a contingent receivable from third parties, which corresponds with a contingent liability for tax risks in the same amount.

6.4.5 Intangible assets

	Internally-developed software	Concessions, rights and licenses	Contractual customer relationships	Trademarks	Goodwill	Intangible assets under construction	Total
				EUR '000			
Cost							
Balance as at 11/08/2013	**—**	**—**	**—**	**—**	**—**	**—**	**—**
Acquisition of subsidiaries	—	78,360	237,100	971,310	753,970	8,268	2,049,008
Additions	—	475	—	—	—	250	725
Reclassifications	—	5,575	—	—	—	−5,575	—
Balance as at 03/31/2014 / 04/01/2014	**—**	**84,410**	**237,100**	**971,310**	**753,970**	**2,943**	**2,049,733**
Acquisition of subsidiaries	—	7,675	6,780	11,554	29,509	—	55,518
Additions	1,168	1,106	—	—	—	5,104	7,378
Disposals	—	−133	—	—	—	—	−133
Reclassifications	2,977	152	—	—	—	−3,129	—
Balance as at 12/31/2014	**4,145**	**93,210**	**243,880**	**982,864**	**783,479**	**4,918**	**2,112,496**
Accumulated amortization and impairment							
Balance as at 11/08/2013	**—**	**—**	**—**	**—**	**—**	**—**	**—**
Depreciation charge	—	−3,538	−3,476	−10	—	—	−7,024
Balance as at 03/31/2014 / 04/01/2014	**—**	**−3,538**	**−3,476**	**−10**	**—**	**—**	**−7,024**
Acquisition of subsidiaries	—	332	—	—	—	—	332
Additions (scheduled depreciation)	−151	−20,938	−20,088	−141	—	—	−41,317
Additions (impairment)	—	−3,902	—	—	—	—	−3,902
Disposals	—	112	—	—	—	—	112
Reclassifications	—	—	—	—	—	—	—
Balance as at 12/31/2014	**−151**	**−27,934**	**−23,564**	**−151**	**0**	**0**	**−51,799**
Net book value							
Balance as of March 31, 2014	—	80,872	233,624	971,300	753,970	2,943	2,042,709
Balance as of December 31, 2014	3,994	65,276	220,316	982,713	783,479	4,918	2,060,697

Goodwill allocates to the CGU's as follows:

	12/31/2014	03/31/2014
	EUR '000	
CGU ImmobilienScout24	685,463	655,954
CGU AutoScout24	98,016	98,016
Total	**783,479**	**753,970**

Goodwill is not amortized, but instead subject to an impairment test at least once annually pursuant to IAS 36 on the basis of the value in use according to the approach described in Section 6.1.9 "Significant accounting policies". On the basis of this impairment test according to IAS 36, there were no impairments neither in the current period nor in prior year.

In performing the impairment test on goodwill, for the CGUs ImmobilienScout24 and AutoScout24 a WACC after taxes of 8.5% (previous year: 8.8%) was applied. In determining the WACC, a long-term growth rate of 2.0%

(previous year: 2.0%) was assumed. The need for an impairment write-down did not result for either of the CGUs, even in the case of simultaneously reducing the growth rate to 0% (previous year: 0%) and increasing the cost of capital rate to 16% (previous year: 12%). The period of detail planning covered 4 years.

The allocation of **trademarks** to the CGUs is presented as follows:

	12/31/2014	03/31/2014
	EUR '000	
CGU ImmobilienScout24	873,203	861,700
CGU AutoScout24	109,300	109,300
CGU Corporate	210	300
Total	**982,713**	**971,300**

The trademarks allocated to CGU Corporate as well as a trademark of the CGU ImmobilienScout24 (carrying amount as of December 31, 2014: EUR 385 thousand; previous year: EUR – thousand) were amortized over their respective specific useful lives for which positive cash flows are expected.

The additional trademarks allocated to the CGUs ImmobilienScout24 and AutoScout24 were assigned indefinite useful lives, since it is expected that positive cash flows will result from these over an indefinite period. All of these trademarks are tested for impairment according to IAS 36 at least annually on the basis of their fair value less costs to sell or on the basis of the value in use of the respective CGU according to approach described in Section 6.1.9 “Significant accounting policies”.

The valuation is carried out according to the relief-from-royalty method and a valuation model with a detailed planning period of four years, i.e., it is calculated what license payments would have to be paid if the related intangible assets were not owned by the Scout24 Group. The value is then calculated as the present value of saved future royalty payments.

For all trademarks, a WACC of 8.5% (previous year: 8.8%) and a long-term growth rate of 2.0% (previous year: 2.0%) were applied. For the trademarks of the CGU ImmobilienScout24, a royalty of 30% (previous year: 30%) was assumed and of the CGU AutoScout24 of 10% (10%).

Even if the growth rate is reduced to 0% (previous year: 0%) and the cost of capital is increased to 9.5% (previous year: 17%), there is no impairment requirement for the Immobilien Scout trademark.

For the trademark AutoScout24, the growth rate could be reduced to 0% (previous year 0.5%) with a simultaneous increase in the WACC of 10% (previous year: 12%) without the need for an impairment.

Procurement transactions have the normal retentions of title.

The impairment write-downs in the amount of EUR 3,790 thousand made in the reporting period, relate primarily to a purchased platform in the AutoScout24 segment. Reason for the impairment was a change in strategy in the reporting period. In this connection, the recoverable amount of EUR 667 thousand was determined by the fair value less costs to sell. The recoverable amount is assigned to Level 3 of the measurement hierarchy according to IFRS 13, since in making its determination using a capitalized earnings method there are no observable input factors applied. The significant input factors are cash flows on the basis of the history and future expectations, as well as the WACC in the amount of 7.7%.

6.4.6 Property, plant and equipment

	Land and leasehold improvements	Other equipment, operating and office equipment	Total
		EUR ’000	
Cost			
Balance as at 11/08/2013	**—**	**—**	**—**
Acquisition of subsidiaries	188	16,566	16,754
Additions	—	226	226
Balance as at 03/31/2014 / 04/01/2014	**188**	**16,792**	**16,980**
Acquisition of subsidiaries	97	648	745
Additions	—	5,238	5,238
Disposals	−96	−2,921	−3,017
Balance as at 12/31/2014	**189**	**19,757**	**19,946**
Accumulated depreciation and impairment			
Balance as at 11/08/2013	**—**	**—**	**—**
Depreciation charge	−9	−849	−858
Balance as at 03/31/2014 / 04/01/2014	**−9**	**−849**	**−858**
Additions (scheduled depreciation)	−56	−4,776	−4,832
Additions (impairment)	—	−12	−12
Disposals	16	2,859	2,875
Balance as at 12/31/2014	**−49**	**−2,778**	**−2,827**
Net book value			
Balance as of March 31, 2014	179	15,943	16,122
Balance as of December 31, 2014	140	16,979	17,119

Procurement transactions have the normal retentions of title.

Included in operating and office equipment are the following amounts for a lease whereby the Group is the lessee:

	12/31/2014	03/31/2014
	EUR ’000	
Assets capitalized on finance leases	265	—
Accumulated depreciation	−68	—
Carrying amount	197	—

Scout24 rents various business assets in the area of operating and office equipment. The original contract period amounts to 5 years and 8 months and ends on September 1, 2019. The economic owner of the assets is Scout24.

6.4.7 Investments accounted for using the equity method

The associates and joint ventures included in the consolidated financial statements are recognized using the equity method at their pro-rata shareholders’ equity.

The following table gives an overview of associates and joint ventures as of December 31, 2014 and March 31, 2014:

Company name	Comment	Registered office of company	Shareholding in %	Type of investment	Measurement method 12/31/2014	Measurement method 03/31/2014
PropertyGuru Pte Ltd.	1	Singapore, Singapore	41.38%	Associate	Equity	Equity
ASPM Holding B.V.	2	Amsterdam, Netherlands	49.00%	Associate	Equity	Equity
Energieausweis48 GmbH	3	Cologne, Gemany	50.00%	Joint venture	Equity	n.c.

Comment 1: PropertyGuru Pte. Ltd., Singapore, similar to Immobilien Scout GmbH, operates an online platform for the marketing of real estate. In addition to the market-leading real estate platform in Singapore, the PropertyGuru Group operates additional platforms, among others, in Malaysia, Indonesia and Thailand. PropertyGuru Pte. Ltd. is a privately-held company; for this reason there are no market values for the shares. As of December 31, 2014, the carrying amount of the investment in PropertyGuru Pte. Ltd. amounted to EUR 36,542 thousand (previous year: EUR 38,518 thousand).

The summary of the financials for PropertyGuru Pte. Ltd., which is accounted for using the equity method, is presented as follows:

	12/31/2014	3/31/2014
	EUR '000	
Current		
Cash and cash equivalents	4,906	2,100
Other current assets (excluding cash and cash equivalents)	1,410	2,190
Total current assets	*6,317*	*4,290*
Current financial liabilities (excluding trade payables, other liabilities and provisions)	623	—
Other current liabilities	11,471	8,867
Total current liabilities	*12,094*	*8,867*
Non-current		
Total non-current assets	*1,961*	*1,763*
Non-current financial assets (excluding trade payables, other liabilities and provisions)	3,799	2,071
Other non-current liabilities	29	—
Total non-current liabilities	*3,827*	*2,071*
Net assets	**−7,645**	**−4,885**

	4/1/2014 - 12/31/2014	2/12/2014 - 3/31/2014
	EUR '000	
Revenues	12,557	1,404
Amortization and depreciation	−162	−16
Finance income	—	—
Finance expenses	−220	−16
Result before income taxes	**−4,568**	**−382**
Income taxes	9	—
Result from continuing operations	**−4,559**	**−399**
Result from discontinued operations after taxes	**—**	**—**
Other comprehensive result	−35	−89
Comprehensive result	**−4,593**	**−489**
Dividends received from associates	**—**	**—**

The above disclosures reflect the amounts in the financial statements of PropertyGuru Pte. Ltd. (and not the shares of Scout24 in these amounts), whereby the accounting policies are in accordance with those of Scout 24.

The reconciliation of the summarized financial information to the carrying amount of the investment in PropertyGuru Pte. Ltd. is presented as follows:

	2014	2014
	EUR ’000	
Net assets as of March 31/ February 12	−4,885	−4,476
Result after taxes for the period	−4,559	−399
Other comprehensive result after taxes	−35	−89
Amounts recognized directly in equity	2,320	107
Currency translation differences	−487	−28
Net assets as of December 31/ March 31	**−7,645**	**−4,886**
Share of net assets attributable to shareholders of parent company	−7,388	−5,098
Share in associate (41.38%)	−3,057	−2,109
Purchase price allocation	39,598	40,822
Carrying amount as of December 31/ March 31	**36,541**	**38,713**

The cumulative changes recognized directly in equity result primarily from the issuance of new shares.

Comment 2: The carrying amount of all individually immaterial associates amounted to EUR 1,632 thousand (previous year: EUR 1,632 thousand).

Comment 3: The carrying amount of all individually immaterial joint ventures amounted to EUR 0 thousand (previous year: EUR −thousand). The summarized financial information of all individually immaterial joint ventures, adjusted for the investment share held by Scout24, can be seen in the following table.

	4/1/2014 - 12/31/2014	11/8/2013 - 3/31/2014
	EUR ’000	
Income/loss from continuing operations	−7	na
Income/loss from discontinued operations	—	na
Other comprehensive result after taxes	—	na
Comprehensive result	−7	na

The cumulative unrecognized proportional losses from the equity consolidation of joint ventures amounted to EUR −7 thousand (previous year: EUR – thousand). The unrecognized proportional losses from the equity consolidation for the reporting period amounted to EUR −7 thousand (previous year: EUR – thousand). Decisions regarding Energieausweis48 GmbH can only be made jointly on the part of both partners.

As of December 31, 2014, the number of employees at the companies accounted for 297 (previous year: 309) using the equity method -pertains primarily to PropertyGuru Pte. Ltd. (292).

Contingent liabilities do not exist with respect to the indirect shares of Asa NewCo in associates and joint ventures.

6.4.8 Trade and other payables

	12/31/2014	03/31/2014
	EUR ’000	
Trade payables - third parties	32,338	30,810
Liabilites - shareholders	73	90
Liabilites - related entities	23	139
Total	**32,434**	**31,039**

6.4.9 Financial liabilities

As of the balance sheet date, financial liabilities comprise the following:

	12/31/2014	03/31/2014
	EUR '000	
Current		
Accrued bank interest	1,633	1,820
Finance leases	44	—
Liabilities - shareholder	—	87
Liabilities to related entities	60	61
Liabilities - associates	18	18
Contingent purchase price liabilities	—	836
Other	4	3
Total	**1,759**	**2,825**
Non-current		
Bank borrowings	627,502	635,010
Contingent purchase price liabilities	4,500	—
Derivative financial liabilities	2,817	1,234
Liabilities - associates	1,614	1,614
Finance leases	178	—
Total	**636,611**	**637,858**

As of December 31, 2014, EUR 645,629 thousand (previous year: EUR 655,304 thousand) had been drawn from the Senior Facility Agreement (SFA).

The drawn facilities comprise the following:

	Amount	Contractual maturity
	EUR '000	
Facility B	595,000	February 12, 2021
Facility D	50,000	February 12, 2022
Revolver	629	February 12, 2020

The SFA was concluded with an international banking syndicate. The syndicated facility consists of two loans, one in the amount of EUR 595,000 thousand (Facility B) and another in the amount of EUR 50,000 thousand (Facility D).

In addition, the SFA comprises a revolving credit line in the amount of up to EUR 50,000 thousand, which is denominated in each case in the currency of Scout24's choice. Furthermore, Scout24 has closed a side loan agreement to the SFA with an international German bank. This agreement contains a revolving line for cash withdrawals in the maximum amount of EUR 3,750 thousand and a guarantee facility of up to EUR 1,500 thousand. The volume of the side loan agreement is applied to the available total volume of the revolving credit line of the SFA. As of December 31, 2014, EUR 629 thousand (previous year: EUR 304 thousand) had been utilized of the guarantee facility for rental deposits. In prior year, additionally EUR 10,000 thousand were drawn in euro. In the reporting period, EUR 10,000 thousand of the revolving credit line was repaid. In the previous period, no repayments were made.

Loans represent variable interest financial liabilities. The interest rates for the tranches in EUR are based on the EURIBOR plus an additional credit margin. For tranches denominated in a different currency, the interest rate is based on the LIBOR. The credit margins range between 4.25% and 8.75% - depending on the respective security.

According to the SFA, for the Facility D loan a variable interest rate plus a margin is to be paid. In this connection, the variable interest rate must be at least 1%. Due to the current phase of low interest rates, Asa NewCo is currently required to pay 1% plus the margin. The lowest interest rate (interest rate floor) represents an embedded derivative, which was in the money at the date of signing the SFA. Thus, this floor is accounted for as a stand-alone derivative at its fair value, recognizing any profit or loss from the change in fair value in the consolidated income statement.

The financial liabilities are measured at amortized cost using the effective interest rate method.

Under the SFA, the Group pledged its shares in Scout24 Holding GmbH and its subsidiaries as security over the entire term of the SFA. The loan receivable of Asa NewCo from Scout24 Holding was pledged to the banking syndicate. Also the bank accounts of Asa NewCo and Asa HoldCo were pledged.

In the event of non-compliance with the loan conditions by the contract party Scout24, the banks can claim the shares of Scout24 Holding as well as the balances in the bank accounts of Asa NewCo. As of the reporting date, the shares in Scout24 Holding with a value of EUR 1,064,239 thousand (previous year: EUR 1,064,239 thousand) were pledged and the bank accounts with a balance of EUR 1,212 thousand (previous year: EUR 9,265 thousand) were pledged as collateral.

Under the SFA, in the event of a breach of the loan conditions the bank accounts are subordinately pledged and only available after the claim to the bank account balances of Asa HoldCo.

Acquisition-related costs for the conclusion of the SFA are deducted from the original fair value of the loan and amortized over the term of loan using the effective interest method. Also, the embedded interest-floor-rate in connection with the Facility D was deducted from the original fair value of the Facility D and is amortized through profit or loss over the term of the loan.

As of December 31, 2014, contingent consideration liabilities exist in the amount of EUR 4,500 thousand (previous year: EUR 836 thousand) in connection with the acquisition of FlowFact AG. The previous year's amount was in connection with the acquisition of Property Guru Pte. Ltd. and was entirely paid in the reporting period.

As in the prior year, the non-current financial liabilities to associates are to ASPM Holding B.V.

Finance leases are broken down as follows:

	12/31/2014	03/31/2014
	EUR '000	
Gross liabilities on finance leases - minimum lease payments		
up to 1 year	51	—
1-3 years	102	—
3-5 years	89	—
over five years	—	—
	242	—
Future financing costs for finance leases	−8	—
Net present value finance leases	234	—

The distribution of the fair values is shown as follows:

	12/31/2014	03/31/2014
	EUR '000	
up to 1 year	51	—
1-3 years	99	—
3-5 years	84	—
over five years	—	—
	234	—

6.4.10 Provisions for other liabilities and charges

	Provisions for litigation risks	Provisions for anticipated losses / guarantees	Personnel provisions	Other provisions	Accrual for restructuring	Provision for tax risks	Total
				EUR '000			
As at 11/08/2013	**—**	**—**	**—**	**—**	**—**	**—**	**—**
Of which: current	—	—	—	—	—	—	—
Acquisition of subsidaries	3,917	—	154	880	—	—	4,951
Addition provisions	2,284	—	14	—	2,794	—	5,092
Used during the period	−2,286	—	—	—	—	—	−2,286
As at 03/31/2014 / 04/01/2014	**3,915**	**—**	**168**	**880**	**2,794**	**—**	**7,757**
Of which: current	1,529	—	—	23	2,614	—	4,166
Acquisition of subsidaries	17	—	—	92	−62	600	647
Addition provisions	298	700	28	62	8,228	—	9,316
Utilization	−27	—	−55	−22	−2,181	—	−2,285
Reclassification	−3,565	—	—	—	218	—	−3,347
Release	−89	—	—	−497	−21	—	−607
Effect of discounting	—	—	6	2	—	—	8
As at 12/31/2014	**549**	**700**	**147**	**517**	**8,976**	**600**	**11,489**
thereof current	127	—	—	116	8,847		9,090

From the provisions for litigation, an amount of EUR 3,565 thousand was reclassified to other liabilities. The provisions for litigation in the prior year mainly concerned risks in connection with several pending tax-related legal disputes in AutoScout24 Italia SpA.

The restructuring provisions of the reporting period as well as of the prior period relate to Group-wide restructuring programs. For all underlying employment contracts termination agreements were completed, of which the major part will be executed in the following year.

The provisions for tax risks relate to contingent liabilities; a receivable from the prior shareholders (indemnification asset) was recognized in the same amount.

Provisions that are not expected to lead to an outflow of resources in the subsequent year are carried at their discounted settlement amount on the balance sheet date. Provisions that were already disclosed in the previous year were unwound in the reporting period in accordance with their term. The discount factor is based on market interest rates.

6.4.11 Other liabilities

The other liabilities as of the respective closing dates were comprised of the following:

	12/31/2014	03/31/2014
	EUR '000	
Current		
Liabilities to employees	16,164	12,756
Deferred revenues	9,245	10,149
Taxes other than income taxes	3,472	6,612
Miscellaneous	3,060	2,058
Total	**31,941**	**31,575**
Non-current		
Tax liabilities from tax audits	2,069	—
Miscellaneous	17	—
Total	**2,086**	**—**

The liabilities to employees are essentially composed of bonuses. The other deferred revenues comprise primarily deferred revenues for online listing sales. Other current liabilities include tax liabilities from the tax audit of AutoScout Italy in the amount of EUR 1,190 thousand; the tax liabilities from tax audits in the amount of EUR 2,069 thousand also relate to AutoScout Italy.

6.4.12 Pensions and other post-employment benefit obligations

The Group has retirement benefits in the form of defined benefit and defined contribution plans.

Defined contribution plans are in the form of retirement, disability and survivor benefits, the amount of which is based on length of employment and salary. The employer's contributions for the statutory pension insurance system to be paid in Germany are considered to be such defined contribution plans. The Group's payments to defined contribution pension plans are primarily contributions for the statutory pension insurance system in Germany and Switzerland. In the reporting period the expenses relating to defined contribution pension plans were EUR 4,566 thousand (previous year: EUR 965 thousand).

For defined benefit plans, the obligation amount, the plan assets and the provision developed as follows:

	Present value of obligation	Fair value of plan assets	Provision
		EUR '000	
Opening balance	1,114	−454	660
Current service cost	93	—	93
Interest expense/(income)	22	−9	13
Gains / (losses) from remeasurement	390	−90	300
of which:			—
- Return on plan assets, excluding amounts included in interest expense/(income)	—	−90	−90
- Experience (gains)/losses	169	—	169
- (Gain)/Loss from change in financial assumptions	221	—	221
- (Gain)/loss from change in demographic assumptions	—	—	—
Past service costs	—	—	—
Exchange rate differences	13	−10	3
Conributions to plan assets	21	−57	−36
of which:			—
- Employer contributions	21	−21	—
- Employee contributions	—	−36	−36
Payments	376	−420	−44
of which:			—
- Benefit payments	—	—	—
Effects of business combinations	—	—	—
Risk premiums	−20	20	—
Balance 12/31/2014	**2,009**	**−1,020**	**989**

	Present value of obligation	Fair value of plan assets	Provision
		EUR '000	
Opening balance	—	—	—
Current service cost	21	—	21
Interest expense/(income)	4	−2	2
Gains / (losses) from remeasurement	30	−48	−18
of which:			
- Return on plan assets, excluding amounts included in interest expense/(income)	—	−48	−48
- Experience (gains)/losses	10	—	10
- (Gain)/Loss from change in financial assumptions	20	—	20
- (Gain)/loss from change in demographic assumptions	—	—	—
Past service costs	—	—	—
Exchange rate differences	3	−9	−6
Conributions to plan assets	3	−3	—
of which:			
- Employer contributions	3	−3	—
- Employee contributions	—	—	—
Payments	−1	1	—
of which:			
- Benefit payments	—	—	—
Effects of business combinations	1,058	−397	661
Risk premiums	−4	4	—
Balance 03/31/2014	1,114	−454	660

Risk premiums are premiums for one-year risk insurance policies which cover disability and the potential event of death. As of December 31, 2014 the pension obligations on defined benefit pension plans in Switzerland amount to EUR 1,493 thousand (previous year: EUR 673 thousand) and in Italy to EUR 504 thousand (previous year: EUR 441 thousand).

The following actuarial assumptions were used to determine the pension provision for Switzerland:

	12/31/2014 Switzerland	03/31/2014 Switzerland
Actuarial interest rate	2.50%	2.10%
Salary growth rate	1.50%	1.50%
Inflation	n/a	n/a
Pension growth rate	0.00%	0.00%

For the valuation of the Swiss pension obligations, as in prior year, the mortality tables BVG 2010 GT were applied.

A change in the significant valuation assumptions would lead to the following percentage changes to the pension obligation in Switzerland:

	Change in assumption	Effect on benefit obligation 12/31/2014	03/31/2014
		EUR '000	
Actuarial interest rate	− 0.25 percentage points	64	28
	+ 0.25 percentage points	−58	−26
Salary growth rate	− 0.25 percentage points	−3	−9
	+ 0.25 percentage points	4	9

A change in the average life expectancy by −1 year (+1 year) leads to a change in the amount of the obligation in the amount of EUR −22 thousand (previous year: EUR −5 thousand) (EUR +22 thousand; previous year EUR +5 thousand). The sensitivity analysis is based on the change in the respective valuation assumptions, while the other valuation assumptions are held constant. With respect to the sensitivity analysis of the discount rate, a variation in the expected discount rate applied to the plan assets is assumed in relation to the discount rate assumed in the valuation. In practice, other valuation measures can correlate with one another. In connection with the determination of the sensitivities, the same valuation procedure (defined benefit obligation at the end of the reporting period) was applied as for the valuation of the pension obligation in the balance sheet.

The pension obligations in Switzerland have a duration of 20.3 years (previous year: 18.7 years). In Italy, the duration amounts to 12.7 years (previous year: 12.45 years).

The plan assets are divided into the following:

	12/31/2014		
	Fair value of plan assets	**of which: assets with a quoted market price in active markets**	**of which: assets without a quoted market price in active markets**
		EUR ’000	
Cash and cash equivalents	13	13	—
Equity instruments	265	265	—
Debt instruments	485	485	—
Property, plant and equipment	107	—	107
Other	149	149	—
Total	1,019	912	107

	03/31/2014		
	Fair value of plan assets	**of which: assets with a quoted market price in active markets**	**of which: assets without a quoted market price in active markets**
		EUR ’000	
Cash and cash equivalents	3	3	—
Equity instruments	108	108	—
Debt instruments	232	232	—
Property, plant and equipment	49	—	49
Other	62	62	—
Total	454	405	49

In 2015 it is expected that payments in the amount of EUR 51 thousand will be made by the company to the plan participants and contributions will be made to the plan assets in the amount of EUR 52 thousand. In the prior year comprising the reporting period from April 1, 2014 to December 31, 2014 payments of EUR 32 thousand were expected to be made from the company to plan participants as well as contributions to the plan assets of EUR 42 thousand.

6.4.13 Equity

As of December 31, 2014 the subscribed capital amounted to EUR 2,000 thousand (prior year: EUR 2,000 thousand) divided into 1 million ordinary shares with a par value of EUR 1 per share and 1 million preferred shares with a nominal value of EUR 1 per share. Every ordinary share is entitled to 1 voting right; every preferred share is entitled to 1.102 voting rights. In addition, the preferred shares are entitled to a fixed additional dividend and a cumulative dividend in the amount of 12%.

According to local regulations, in the prior year EUR 800,000 thousand was added to the capital reserve in from the allocated capital reserve.

In connection with share-based compensation, EUR 2,612 thousand was allocated to the capital reserve.

Included in other reserves are primarily translation differences.

In the reporting period a dividend in the amount of EUR 6,400 thousand was distributed. In this connection, EUR 1,400 thousand was paid out, while EUR 5,000 thousand was netted against the outstanding payment to the capital reserve of DTAG.

The following tables include summarized information regarding significant non-controlling interests from the point of view of the Scout24 Group (prior to consolidation adjustments):

Balance sheet information of non-controlling interests

	12/31/2014	03/31/2014
	EUR '000	
Current assets	1,168	na
Non-current assets	144	na
Current liabilities	134	na
Non-current liabilities	579	na

Income statement information of non-controlling interests

	04/01/2014 - 12/31/2014	02/12/2014 - 03/31/2014
	EUR '000	
Revenues	1	na
Income/loss from continous operations	−482	na
Income/loss before tax from discontinoued operations	—	na
Other comprehensive income	—	na
Comprehensive result	—	na

6.5 Other disclosures

6.5.1 Notes to the consolidated cash flow statement

The cash flow statement presents how cash and cash equivalents changed during the fiscal period. In accordance with IAS 7 Statement of Cash Flows a distinction is made between changes in cash from operating, investing and financing activities.

The cash funds presented in the cash flow statement comprise all cash and cash equivalents reported in the balance sheet.

The indirect method is used for operating cash flow and the direct method is used for cash flow from financing and investing activities. Effects from currency translations and changes in the scope of consolidation were eliminated during the calculation.

Cash flows from operating activities of continuing operations were generated in the reporting period in the amount of EUR 66,091 thousand (previous period: EUR 4,862 thousand). The other non-cash transactions include primarily amounts recognized in income from share-based payments.

Cash flows from investment activities (reporting period: EUR −38,570 thousand; prior period: EUR +7,662 thousand) of continuing operations include primarily payments for the acquisition of FlowFact AG, ERESNET GmbH and Stuffle GmbH in the amount of EUR −43,812 thousand. The cash and cash equivalents acquired in connection with business combinations amount to EUR 2,728 thousand. An opposite effect resulted here primarily from the proceeds from the sale of discontinued operations in the amount of EUR 16,021 thousand. In the prior year, the amount resulted from the cash and cash equivalents taken over in connection with the acquisition of the Scout24 Group through the issuance of shares (non-cash transaction).

The repayment of the overdraft facility in the amount of EUR 10,000 thousand and of interest payments on the credit facilities drawn down under the SFA led primarily to the cash flows from financing activities of continued operations in the amount of EUR −38,350 thousand. The cash flows from financing activities of continuing operations in the prior period in the amount of EUR 19,674 thousand resulted primarily from the taking up of the overdraft facility in the amount of EUR 10,000 thousand as well as from the contribution to capital by the shareholders in the amount of EUR 34,204 thousand. Having an opposite effect were the interest payments for the credit facilities drawn down under the SFA.

6.5.2 Disclosures on leases and other obligations

The obligations from operating leases and other obligations as of the closing dates are as follows:

	12/31/2014				03/31/2014			
	Total	**Residual term up to 1 year**	**Residual term between 1 and 5 years**	**Residual term more than 5 years**	**Total**	**Residual term up to 1 year**	**Residual term between 1 and 5 years**	**Residual term more than 5 years**
	EUR '000							
Obligations on operating leases	37,452	7,312	21,160	8,980	28,285	5,643	17,003	5,639
Obligations on maintenance and service agreements	17,344	12,360	4,984	—	11,837	10,035	1,802	—
Total	**54,796**	**19,672**	**26,144**	**8,980**	**40,122**	**15,678**	**18,805**	**5,639**

Obligations on operating leases result mainly from rental contracts for offices.

There are obligations on operating leases to affiliated companies in the amount of EUR 0 thousand (previous year: EUR 17,361 thousand).

Rental expenses in the amount of EUR 4,946 thousand (previous year: EUR 832 thousand) were paid during the fiscal year for operating leases.

The obligations from maintenance and service agreements are with third parties for data processing centers and databases.

6.5.3 Disclosures on financial instruments

Carrying amounts and fair values

The following table presents the reconciliation of the balance sheet items and the categories pursuant to IAS 39, broken down into subsequent measurement by "measurement at amortized cost" and "measurement at fair value" as well as by category and fair value by classification.

Cash and cash equivalents, trade receivables as well as the other financial receivables and assets essentially have a short residual term. Therefore their carrying amounts as of the end of the reporting period correspond approximately to the fair value.

The amortized costs of the current financial liabilities represent approximately the fair value as of the closing date. Liabilities are measured by means of the effective interest method. The measurement is carried out by the company's Group accounting. There were no changes in the measurement methods in the reporting period.

Long-term financial assets included in current assets are investments in equity instruments of other companies which are not accounted for under the equity method. These are recognized at cost, since due to the lack of an active market for these companies, the fair value as well as the cash flows cannot be reliably determined. For this reason, no fair value is disclosed for these investments. No intention currently exist to sell these investments.

In accordance with IFRS 13 the financial assets and liabilities measured at fair value must be allocated to the three levels of the fair value hierarchy. The individual levels of the fair value hierarchy are defined as follows:

- Level 1: application of unadjusted quoted prices in an active market for identical assets and liabilities, to which the company has access on the date of valuation
- Level 2: application of strictly directly or indirectly observable significant input factors that are not assigned to Level 1
- Level 3: Input of at least one non-observable significant input factor.

For reclassification between the individual levels of the fair value hierarchy it is assumed that these are carried out at the end of the period. In both reporting periods there were no reclassifications between Level 1 and Level 2 regarding the measurement of fair value, and there were no reclassifications made into or out of Level 3 with respect to the measurement at fair value.

	Measurement category according to IAS 39	Carrying amount as of 12/31/2014	At amortized cost	At cost	At fair value throught profit and loss	Fair value as of 12/31/2014	Level in fair value hierarchy
	Recognition approach pursuant to IAS 39						
				EUR '000			
Assets							
Cash and cash equivalents	LAR	21,409	21,409	—	—	n/a	
Trade and other receivables	LAR	35,120	35,120	—	—	n/a	
Other current financial assets	LAR	1,919	1,919	—	—	n/a	
Other non-current financial assets		3,327	3,199	—	—		
Available-for-sale financial assets	AfS	64	—	64	—	n/a	
Derivate financial instruments	FAHfT	64	—	—	64	64	2
Other non-current financial assets	LAR	3,199	3,199	—	—	2,596	2
Liabilities							
Trade payables	FLAC	32,434	32,434	—	—	n/a	
Current financial liabilities		1,759	1,758	—	—		
Finance lease liabilities	n/a	44	—	—	—	51	
Other current financial liabilities	FLAC	1,715	—	—	—		
Other current liabilities		31,941	—	—	—		
Other current financial liabilities	FLAC	1,009	1,009	—	—	n/a	
Other current non-financial liabilities	n/a	30,932	—	—	—		
Non-current financial liabilities		636,611	—	—	—		
Derivative financial instruments	FLHfT	2,818	—	—	2,818	2,818	3
Contingent purchase price liabilities	n/a	4,500	—	—	4,500	4,500	3
Finance lease liabilities	n/a	178	—	—	—	183	
Other non-current financial liabilities	FLAC	629,115	629,115	—	—	655,159	3
Of which aggregated by IAS 39 categories							
Loans and receivables	LaR	61,647					
Assets and liabilities available/held for sale	AfS	64					
Financial assets held for trading	FAHfT	64					
Financial liabilities held for trading	FLHfT	2,818					
Financial liabilities measured at amortized cost	FLAC	664,273					

	Recognition approach pursuant to IAS 39						
	Measurement category according to IAS 39	Carrying amount as of 3/31/2014	At amortized cost	At cost	At fair value throught profit and loss	Fair value as of 03/31/2014	Level in fair value hierarchy
	EUR '000						
Assets							
Cash and cash equivalents	LaR	32,225	32,225	—	—	n/a	
Trade and other receivables	LaR	30,382	30,382	—	—	n/a	
Other current financial assets	LaR	5,210	5,210	—	—	n/a	
Assets of disposal group classified as held for sale	AfS	23,915	—	—	—	23,915	3
Other non-current financial assets		945	881	—	—		
Available-for-sale financial assets	AfS	64	—	64	—	n/a	
Other non-current financial assets	LaR	881	881	—	—	959	2
Liabilities							
Trade and other payables	FLAC	31,039	31,039	—	—	n/a	
Current financial liabilities		2,825	—	—	—		
Contingent purchase price liabilities	n/a	836	—	—	836	836	3
Other current financial liabilities	FLAC	1,989	1,989	—	—	n/a	
Other current liabilities		31,575	—	—	—		
Other current financial liabilities	FLAC	816	816	—	—	n/a	
Other current non-financial liabilities	n/a	30,759	—	—	—		
Liabilities of disposal group classified as held for sale	AfS	6,215	—	—	—	6,215	3
Non-current financial liabilities		637,858	—	—	—		
Derivative financial instruments	FLHfT	1,234	—	—	1,234	1,234	3
Other non-current financial liabilities	FLAC	636,624	636,624	—	—	667,973	3
Of which aggregated by IAS 39 categories							
Loans and receivables	LAR	68,698					
Assets and liabilities available/held for sale	AfS	17,764					
Financial liabilities held for trading	FLHfT	1,234					
Financial Liabilities measured at amortized cost	FLAC	670,468					

The fair value of the other non-current financial assets is calculated using on a discounted cash flow model and based on risk-free market interest rate. A further significant input factor is the exchange rate of the euro to the Singapore dollar. Since all input factors are directly or indirectly observable, the instrument is assigned to Level 2.

Non-current financial liabilities to associates include outstanding capital contributions of ASPM Holding B.V. (EUR 1,614 thousand), which are recognized at amortized cost. Due to the short term of this financial instrument, the carrying amount represents an appropriate approximation of the fair value.

The fair value of the further non-current financial liabilities in connection with the SFA are calculated using a discounted cash flow model based on a discount rate which results from the risk-free market interest rate adjusted by an appropriate credit risk premium. The credit risk premium was derived from the difference between the fixed interest rate less the risk-free EUSA swap rate and modeled in the form of a yield curve, in connection with which market-similar trends were included.

The assets held for sale and liabilities in connection with assets held for sale in the prior year related to the business of FriendScout24 were measured at fair value less costs to sell. This fair value represents a non-recurring fair value and was therefore measured based on non-observable input factors. In this connection, the non-observable input factor was reflected in the sales price established in the sales contract and it was therefore assigned to Level 3 of the fair value hierarchy.

In the prior period, the FriendScout24 business generated a profit of EUR 265 thousand, which was reported as discontinuing operations. The assets held for sale and liabilities in connection with the assets held for sale of the FriendScocut24 business were recognized at the lower value of the carrying amount or the fair value. As of March 31, 2014, the fair value was the lower value. Accordingly, an impairment write-down was made in the amount of the income of EUR 265 thousand.

The initial and subsequent measurement of contingent consideration liabilities is performed in accordance with IFRS 3 through profit or loss at fair value. Theoretically, these contingent consideration liabilities do not fall under the categories of IAS 39.

The measurement of these liabilities is performed under the application of partially non-observable data (Level 3). The input factors in this connection are based on conditions specified in the purchase price negotiations, the respective probabilities of occurrence and the underlying plan data regarding the development of the business.

The fair value is calculated based on a discounted cash flow model. Future cash flows are based on a contractually-agreed price formula, which is dependent upon expected revenues. In determining the expected cash flows, the probability distribution of the expected revenues is considered. The cash flows are discounted based on the applicable yield curve.

Since the input factors are not based on observable data, the fair values of the purchase price obligations are assigned to Level 3 of the fair value hierarchy.

The following table shows an overview of the changes in the instruments in Level 3 (contingent consideration liabilities) for both financial years as of December 31, 2014 and as of March 31, 2014:

	Contingent purchase price liability 04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Beginning balance	**836**	**—**
New contingent purchase price liabilities	4,500	1,171
Settlements	−836	−335
Total gains for the period included in the income statement under "other operating income/expense"	—	—
Ending balance	**4,500**	**836**
Change in unrealized losses for the period included in profit or loss for liabilities held at the end of the reporting period	—	—

In connection with the acquisition of FlowFact AG in the financial year, contingent consideration agreements were reached which depend on the achievement of certain EBITDA thresholds.

The contingent consideration liabilities in the prior year were related to the acquisition of Property Guru and were entirely paid in the reporting period.

The sensitivity analysis in connection with the contingent consideration liability of FlowFact AG leads to the following effects:

If the assumed adjusted EBITDA amount in 2015 is 10 percent higher, the contingent consideration payment does not increase.

In the event that the assumed adjusted EBITDA amount is 10 percent lower, the contingent consideration payment would decrease by 29 percent and thereby by EUR 1,290 thousand.

The fair value of the interest rate floor, which is assigned to Level 3 of the fair value hierarchy, is determined using valuation methods based on non-observable data. The floor is measured on a risk-free basis using the Black-Scholes model and adjusted by a DVA under application of the "add-on" approach. Significant input amounts for the valuation are the EURIBOR yield curve, historical forward volatility and term-dependent basis spreads. A significant non-observable input value is the credit margin of 8.74% of the Facility D, which is used for the interpolation of the credit risk premium. A higher (lower) credit margin leads to an insignificant increase (decrease) in the fair value. If the credit margin were changed by +/-5%, the effect on the result would be +/- EUR 16 thousand.

The following table shows an overview of the changes of the instruments in Level 3 (interest rate floor) for both financial years as of December 31, 2014 and as of March 31, 2014.

	04/01/2014 - 12/31/2014	**11/08/2013 - 03/31/2014**
	EUR '000	
Beginning balance	1,234	**—**
New financial liability (interest rate floor)	—	1,097
Settled financial liabilities	—	—
Total gains for the period included in the income statement under "other operating income/expense"	1,584	137
Ending balance	**2,818**	**1,234**
Change in unrealized losses for the period included in profit or loss for liabilities held at the end of the reporting period	1,584	137

Net gains/losses:

The following assignment of the net gains and losses was made to the categories according to IAS 39:

	Measurement category persuant to IAS 39	**04/01/2014 - 12/312014**	**08/11/2013 - 03/31/2014**
		EUR '000	
Loans and receivables	LaR	−2,196	−523
Financial liabilities measured at amortized cost	FLAC	−27,113	−4,807
Financial assets and liabilities held for trading	FAHfT/FLHfT	−1,584	−107
Recognized through the income statement	Total	−30,893	−5,437
Available-for-sale financial assets	AfS	—	—
Recognized through other comprehensive income		—	—

The measurement category "LaR" includes primarily interest income, impairment losses on receivables and gains/(losses) on the derecognition of receivables. The category "FLAC" comprises predominantly amortization amounts of the SFA loans. Expenses from financial derivatives, interest expenses on cash pool liabilities and exchange losses on financial liabilities are shown under the category "FAHfT/FLHfT".

Netting

Financial assets and liabilities on the basis of master netting arrangements are only netted if an enforceable right to offset exists and a settlement on a net basis is intended. If, however, there is no right to offset, the financial assets and liabilities are to be recognized at their respective gross amounts as of the balance sheet date. As a result of the master offsetting agreement, a conditional right to offset arises, which is only provided if it is claimed. In 2014, rebates were considered for the first time.

a) Financial assets

The following financial assets were netted in the balance sheet under the master offsetting agreements or similar agreements:

12/31/2014	Gross amount of recognised financial assets	Gross amount of financial liabilites set off in the balance sheet	Net amounts of financial assets presented in the balance sheet	Amounts which are shown in the balance sheet on without netting: Financial instruments	Cash collateral received	Net amount
			EUR ’000			
Trade receivables	51,188	−16,068	35,120	0	0	35,120
Total	51,188	−16,068	35,120	0	0	35,120

03/31/2014	Gross amount of recognised financial assets	Gross amount of financial liabilites set off in the balance sheet	Net amounts of financial assets presented in the balance sheet	Amounts which are shown in the balance sheet on without netting: Financial instruments	Cash collateral received	Net amount
			EUR ’000			
Trade receivables	30,854	−472	30,382	0	0	30,382
Total	30,854	−472	30,382	0	0	30,382

b) Financial liabilities

The following financial liabilities were netted in the balance sheet under the master offsetting agreements or similar agreements:

12/31/2014	Gross amount of recognised financial assets	Gross amount of financial liabilites set off in the balance sheet	Net amounts of financial assets presented in the balance sheet	Amounts which are shown in the balance sheet on without netting: Financial instruments	Cash collateral received	Net amount
			EUR ’000			
Trade payables	48,502	−16,068	32,434	0	0	32,434
Total	48,502	−16,068	32,434	0	0	32,434

03/31/2014	Gross amount of recognised financial assets	Gross amount of financial liabilites set off in the balance sheet	Net amounts of financial assets presented in the balance sheet	Amounts which are shown in the balance sheet on without netting: Financial instruments	Cash collateral received	Net amount
			EUR ’000			
Trade payables	31,511	−472	31,039	0	0	31,039
Total	31,511	−472	31,039	0	0	31,039

6.5.4 Financial risk management and capital management

The Scout24 Group is exposed to various financial risks from its business activities, which are explained below as credit risk, liquidity risk, foreign currency risk and interest rate risk. Financial risk management is carried out by group treasury. Group treasury identifies, measures and hedges financial risks in close cooperation with the Group’s operating units. Appropriate changes are made to processes in reaction to changes in the risk situation. The objective of risk management is to reduce the financial risk through planned measures.

Credit risk

Credit risk is managed at the Group level. Credit risks arise from cash and cash and cash equivalents, current financial assets, trade receivables and other receivables. Customer risks are systematically recorded, analyzed and managed in the respective subsidiary, whereby both internal and external information sources are utilized. The maximum credit risk was reflected by the carrying amounts of the financial assets recognized in the balance sheet. There were no collateral or other credit enhancements which would reduce the credit risk from financial assets.

Credit risks arise especially in connection with trade receivables and other receivables. Since the business model of the Group is based on broad customer base, the risk of a significant bad-debt loss is to be considered relatively minor. To the extent default risks are identifiable, these are countered by an active receivable management as well as credit assessments.

Liquidity risk

Liquidity risk describes the risks that Scout24 cannot meet its financial obligations or can only meet them to a limited extent. The coverage of the financial resources requirements is provided by the operating cash flows and through the external financing in connection with the SFA. Liquidity risks are centrally monitored and managed for the entire Group by the operating cash management of Scout24. The risk of a potential liquidity shortage is monitored by way of periodic liquidity planning and monthly cash flow analyses. The maturity of financial assets and liabilities are continually monitored and managed.

Balance as at December 31, 2014	up to 1 year	1-3 years	3-5 years	more than 5 years
Non-derivative financial instruments				
Trade and other payables	32,434	—	—	—
Financial liabilities	31,230	65,732	62,771	687,410
Financial lease liabilities	51	102	89	—
Derivative financial instruments				
Derivative financial instruments	513	995	737	325

Balance as at March 31, 2014	up to 1 year	1-3 years	3-5 years	more than 5 years
Non-derivative financial instruments				
Trade and other payables	31,039	—	—	—
Financial liabilities	30,768	67,274	74,611	744,792
Derivative financial instruments				
Derivative financial instruments	498	996	1,313	3,356

The above table shows the future undiscounted cash outflows (interest and principal) with respect to the existing financial liabilities. The amounts are accordingly not reconcilable with the amounts in the balance sheet; solely the amounts for trade payables and other liabilities are reconcilable, since these are not discounted due to immateriality. Future cash outflows based on variable interest rates are determined by applying forward interest rates on the basis of the EURIBOR interest curve as of December 31, 2014.

In order to avoid short-term liquidity risks within the Group, a Group-wide cash pooling exists between Scount24 and its subsidiaries. Short-term funds transfers within the Group lead to lower financing costs of the subsidiaries.

Foreign currency and interest rate risk

The Group is currently exposed to certain currency risks. Revenues are primarily generated in euro. Translation risks from the translation of assets and liabilities of foreign subsidiaries into the reporting currency are generally not hedged.

Due to the Group-wide cash management, the Group internal receivables and payables are maintained in euro. As a result, for those foreign subsidiaries of Scout24 whose functional currency is not the euro, effects arise in the income statement from exchange rate fluctuations. These effects are not eliminated in connection with the consolidation. As of the reporting date, in the subsidiaries having the functional currency of Swiss Franc there are receivables from cash management in the amount EUR 65,901 thousand (previous year: EUR 49,342 thousand), which were not exposed to significant fluctuations during the year. In addition, also the loan receivables denominated in Singapore dollars from Property Guru Pte. Ltd. in the amount of EUR 2,180 thousand (previous year: EUR 575 thousand) and liabilities in the prior year of EUR 261 thousand were not subject to any significant exchange rate fluctuations in the respective periods.

The Swiss franc and the Singapore dollar were subject to a sensitivity analysis. In this connection, a strengthening and weakening of the respective currency by +10% and -10% was simulated in order to analyze possible effects on the result in the event of a strengthening or devaluation of the respective currency. The result is presented as follows:

12/31/2014 Effects on profit before income tax	Change in foreign exchange EUR ’000	
	− 10%	+10%
CHF	5,938	− 7,257
SGD	− 198	242

03/31/2014 Effects on profit before income tax	Change in foreign exchange EUR ’000	
	− 10%	+10%
CHF	4,486	− 5,482
SGD	− 183	224

Since there is no hedge accounting, there are no effects on other comprehensive income.

The Scout24 Group is subject to interest rate risks due to the long-term external financing in connection with the SFA. The loans taken up with variable interest rates (1 month EURIBOR) in euro expose the Group to a cash flow interest-rate risk. As of December 31, 2014, the risk comprises the Facility B with EUR 595,000 thousand (previous year: EUR 595,000 thousand) and in the prior year the utilized portion of the revolving credit facility in the amount of EUR 10,000 thousand. The Facility D with EUR 50,000 thousand (previous year: EUR 50,000 thousand) is not subject to any interest rate risk, since the contract contains an embedded interest rate floor and as long as the fixed interest rate is above the stressed EURIBOR rate. This was the case as of December 31, 2014 and March 31, 2014.

Based on the simulations carried out, the Group determined the effects on results of defined interest rate changes. The scenarios are analyzed for liabilities which represent the significant portion of the interest-carrying liabilities. In the case of an assumed change in the market interest rate as of the respective reporting date by +100 or -100 basis points (but not lower than 0%), there would be the following effects on the result before taxes:

12/31/2014 Effects on profit before income tax	Change in interest rate basis points EUR ’000	
	− 100	+100
Non-derivative financial instruments	111	− 5,887
Derivative financial instruments	218	− 9,193

03/31/2014 Effects on profit before income tax	Change in interest rate basis points EUR ’000	
	− 100	+100
Non-derivative financial instruments	+2,000	− 6,450
Derivative financial instruments	+857	− 1.683

Since there is no hedge accounting, there is no effect on other comprehensive income.

Liquidity management and investment is centralized at Scout24 as part of the Group-wide treasury management system. When investing cash and cash equivalents the banks and investment forms are carefully selected and regularly monitored in connection with the treasury management reporting. The risk position as well as the compliance with risk limits are also regularly monitored. Cash and cash equivalents are invested only with well-known commercial banks having a high credit standing.

Capital management

Scout24 Group's objective with respect to capital management is on ensuring the Group's existence as a going concern and financing its long-term growth. The capital structure of Scout24 is continually optimized and adapted to respective existing economic conditions. The capital structure is monitored based on a monthly reporting in the management meeting regarding the net debt. Where required, necessary financing measures are carried out by Asa NewCo in the international financial markets. As of the reporting date, the net debt is presented as follows:

	12/31/2014	03/31/2014
	EUR '000	
Financial liabilities	−638,370	−640,683
Cash and cash equivalents	21,409	32,225
Net financial liabilities	**−616,961**	**−608,458**

6.5.5 Related party disclosures

In the reporting period and also the prior year, the direct shareholders of Asa NewCo as of the reporting date were Asa HoldCo and DTAG. Shareholders of Asa HoldCo are ultimately H&F and Blackstone Group L.P. ("BG"). Related party companies of Scout24 are therefore considered to be H&F, BG and DTAG, as well as all companies controlled by them or over which they can exercise significant influence. Related party individuals are considered to be persons who exercise a significant influence on the financial and business policies of Scout24, including their immediate family members.

The acquisition of the Scout24 Group in the prior period represented a transaction with related party companies.

The extent of the business dealings is presented in the following overview:

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Related entities	818	330
Total	**818**	**330**

Expenses

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Shareholders	−379	−1,503
Associates	−25	—
Related entities	−1,571	−534
Affiliates	—	−1
Total	**−1,975**	**−2,038**

Other operating income

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Related entities	842	130
Total	**842**	**130**

Finance income

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Associates	76	—
Total	**76**	**—**

Receivables

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Shareholders	32	5,050
Associates	2,316	575
Related entities	1,076	1,282
Total	**3,424**	**6,907**

Liabilities

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Shareholders	73	1,426
Associates	1,632	1,632
Related entities	28	139
Affiliates	60	61
Total	**1,793**	**3,258**

The outstanding balances at the end of the reporting period are unsecured and will be settled by cash payment or offsetting receivables and liabilities. There are no guarantees for receivables from and liabilities to related parties. There were no valuation adjustments on receivables from related party companies.

Key management compensation

The salaries and short-term benefits received by members of management in key positions amount in the reporting period April 1, 2014 to December 31, 2014 to a total of EUR 2,112 thousand (previous year: EUR 1,855 thousand).

With respect to the paid short-term benefits these pertain to fixed non-performance-related salaries as well as short-term performance-related compensation of the managing directors of Asa NewCo. In the prior period, one of the managing directors was provided by DTAG and was compensated by that company. No information is available to the company regarding the compensation of this managing director.

The expenses for short-term benefits to the Advisory Board of Asa NewCo GmbH amounted to EUR 382 thousand in the reporting period.

Of the personnel expenses incurred in connection with the management participation program, EUR 1,250 thousand of share-based compensation relate to members of management in key positions.

Of the personnel expenses incurred in connection with the management participation program, EUR 195 thousand of share-based compensation relate to members of the Advisory Board.

Share-based compensation

In connection with the takeover of shares in the Scout24 Group by Hellman & Friedman LLC (H&F), in 2014 a management participation program was established.

Members of the management, additional managers and employees of the Advisory Board (hereinafter: participants) of the Asa NewCo Group were granted the possibility to indirectly acquire shares in the Scout24 Group via a specified structure.

This structure provides for four management participation companies, in which the participants are invested:

- MEP Ord GmbH&Co. KG
- MEP Pref GmbH&Co. KG

- German BMEP Ord GmbH&Co. KG
- German BMEP Pref GmbH&Co. KG

The purchase price for the transfer of the shares to the management participation companies was determined under consideration of the purchase price of the Scout24 Group as of February 12, 2014 and represents the further developed value at the time of the acquisition.

In the event of the sale of shares to Asa NewCo or in the event of a retirement from the company, the participants receive payments at the market value if they amassed vested equity:

- The preferred shares acquired from the participants are fully vested at the time of the acquisition.
- The common shares acquired from the participants are vested on a staggered basis and with respect to the generated sales proceeds from common shares. These are paid on a stretched out basis. One year after the acquisition of the shares the payout amounts to 20%, this amount increases by 5% each further quarter.

In addition, the articles of association provide rules for the management participation companies according to which in the case of a withdrawal of a participant, for the non-vested portion the participant receives either the purchase price or the lower market value.

In particular, the following rules are relevant:

- A "preferred leaver" withdrawn participant (withdrawal due to death or classification by the Advisory Board of the company as a "preferred leaver") receives for the restitution his portion of the market value.
- A "good leaver" withdrawn participant (withdrawal due to classification by the Advisory Board of the company as a "good leaver" and no existence of a subsequent breach of contractual duties or of a non-competition agreement) receives in the first five years since the formation of the company for the restitution of his shares an amount which is composed of the market value and purchase price. For the portion that is vested, the participant receives the market price; for the portion that is not vested, he receives either the purchase price or the lower market value.
- A "bad leaver" withdrawn participant (termination by the participant or termination of the employment by the company for good cause or in the case of private insolvency on the part of the participant) receives as payment for the restitution of his shares either the purchase price or the lower market value.

The participants and management participation companies are subject to various disposal restrictions:

- The participants are only permitted to sell or otherwise dispose of their investments if they have the written approval of the Asa HoldCo for this.
- The shares held by the management participation companies are subject to a "drag-along, tag-along" rule. In the event of a share sale, Asa HoldCo and DTAG can request from the management participation companies, that it does not sell their shares to third parties at not less favorable conditions than Asa HoldCo and DTAG. Each individual participant has the right to the simultaneous sale of the shares attributable to him, whereby the conditions are not permitted to be less favorable than those from sales of Asa HoldCo and DTAG.

The fair value of the ordinary shares amounts to EUR 138, the fair value of the preferred shares amounts to EUR 965.

The determination of the fair value of the ordinary and preferred shares is carried out by applying an option pricing model (Black-Sholes formula). Flowing into the model are equity value derived from acquisition of the Scout24 Group as of February 12, 2014, the exercise price based on the nominal value of the preferred shares with interest accumulated annually, and the expected term of the granted equity instruments. On the basis of the data of the German Bundesbank, a risk-free interest rate of 0.15% was applied as of the valuation date as of February 12, 2014, which had been derived from hypothetical zero-coupon bonds without credit risk with the assumed remaining term of the equity instruments. Due to non-observable volatility in the market, use was made of exchange-traded companies similar to the Scout Group. In this connection, a volatility of 30% per year was determined. Additional parameters and expected dividends were not considered in the valuation of the fair value.

Personnel expenses arose for the share-based compensation with settlement in equity instruments in the reporting period in the amount of EUR 2,612 thousand.

The following table contains an overview of the existing share-based compensation of participants in equity instruments:

	12/31/2014	03/31/2014
Preferred shares		
Number of issued preferred shares	4,114.38	—
Redemption of issued preferred shares	−372.32	—
Number of issued preferred shares at the end of reporting period	3,742.06	—
thereof vested at end of reporting period	3,742.06	—
Ordinary shares		
Number of issued ordinary shares	61,485.00	—
Redemption of issued ordinary shares	−4,255.00	—
Number of issued ordinary shares at the end of reporting period	57,230.00	—
thereof vested at end of reporting period	2,620.00	—

6.5.6 Segment information

The reportable segments of Scout 24 comprise ImmobilienScout24, AutoScout24 and Corporate. The division of business activities is carried out according to the services offered.

The operating segment "ImmobilienScout24" is an online real estate classifieds portal for commercial and private customers. The primary listings enable the sale and rental of real estate. Users can browse these ads free of charge. Additionally, the users are offered further products with additional added value. Furthermore, the segment generates advertising revenue with third-party suppliers, such as insurance companies, utilities, or moving companies.

The operating segment "AutoScout24" is an online car classifieds portal likewise for commercial and private customers. The primary listings enable the sale of motor vehicles. Users can browse these listings free of charge. Additionally, the users are offered further products with additional added value. Furthermore, the segment generates advertising revenue with third-party suppliers. Included among the third-party suppliers are manufacturers of original parts.

The operating segment "Corporate" renders shared-services for the Companies of the Asa Group. Additionally, online marketing services are offered both for Group companies and external customers. Also included under this segment is licensing income from the sale of the JobScout24 and TravelScout24 trademarks to third parties.

Revenues of the "Other" segment result in the reporting period primarily from the sale of online advertising space and the generation of business contacts (leads) also in the area of financial services.

The operating segments presented are regularly reviewed by the managing directors of Asa NewCo as chief operating decision maker of Scout24 as to their profitability and resource allocation. The internal management and reporting in Scout24 is principally based on IFRS used in the consolidated financial statements.

Scout24 measures the success of its segments based on the performance indicators EBITDA as well as ordinary operating EBITDA. EBITDA of a segment is defined as profit (based on total revenues) before the financial result, income taxes, depreciation and amortization, impairment write-downs and the result of sales of subsidiaries. The ordinary operating EBITDA represents EBITDA adjusted for non-operating and special effects. These include primarily expenses for restructuring, expenses in connection with the capital structure of the company and company acquisitions (realized and unrealized), as well as profit and loss effects from share-based compensation programs. In the reporting period, consolidated non-operating and special effects amounted to EUR −56,660 thousand (previous year: EUR −27,622 thousand). In the reporting period, these comprised primarily expenses in connection with the restructuring and reorganization of the Group. In the prior year, these consisted mainly of costs in connection with the acquisition of the Scout24 Group.

The segment investments comprised capital expenditures for property, plant and equipment and intangible assets, including capitalized development expenses for internally-generated non-current assets, however excluding goodwill. They also include advance payments made for property, plant and equipment and intangible assets.

The reconciliation separately includes the elimination of the FriendScout24 operations due to their classification as discontinued operations. In this connection, the reconciliation for EBITDA and ordinary operating EBITDA of FriendScout24 includes in each case the external EBITDA as well as the external ordinary operating EBITDA. Within the reconciliation item "Other", the consolidation is carried out of the relationships between the segments. For the EBITDA, ordinary operating EBITDA and segment investments of the "Other" segment, in the reconciliation item additional relationships within the segment are consolidated if such exist. The reconciliation item in ordinary operating EBITDA is due mainly to the consolidation of the management fees, which in the Corporate segment have an increasing effect on ordinary operating EBITDA; however, these have no effect on the receivers of the charges.

Revenues between the segments are invoiced at prices in line with the market.

The key indicators used by Scout24 to assess the performance of its operating segments are as follows:

		Revenues from external customers	Inter-segment revenues	Total segment revenues	EBITDA	Ordinary operating EBITDA	Capital expenditure
		EUR '000					
ImmobilienScout24	04/01/2014 - 12/31/2014	175,761	189	175,950	89,575	99,018	6,699
	11/08/2013 - 03/31/2014	30,689	34	30,723	16,949	17,340	463
AutoScout24	04/01/2014 - 12/31/2014	82,330	680	83,010	13,992	26,031	5,129
	11/08/2013 - 03/31/2014	13,433	195	13,628	2,750	2,796	497
Corporate	04/01/2014 - 12/31/2014	2,450	6,668	9,118	−45,100	−7,022	176
	11/08/2013 - 03/31/2014	608	1,639	2,247	−27,219	−1,377	8
Total- reportable segments	**04/01/2014 - 12/31/2014**	**260,541**	**7,537**	**268,078**	**58,467**	**118,027**	**12,004**
	11/08/2013 - 03/31/2014	**44,730**	**1,868**	**46,598**	**−7,520**	**18,759**	**968**
Other	04/01/2014 - 12/31/2014	14,281	335	14,616	1,184	1,610	6,073
	11/08/2013 - 03/31/2014	4,402	72	4,474	−1,413	224	178
Reconciliation							
FriendScout24	04/01/2014 - 12/31/2014	−11,961	0	−11,961	−1,130	−1,529	−496
(discontinued operations)	11/08/2013 - 03/31/2014	−3,971	−24	−3,995	−209	−503	−177
Other reconciling items	04/01/2014 - 12/31/2014	—	−7,872	−7,872	44	−2,883	−5,391
	11/08/2013 - 03/31/2014	—	−1,916	−1,916	−13	−13	—
Total - consolidated	**04/01/2014 - 12/31/2014**	**262,861**	**0**	**262,861**	**58,565**	**115,225**	**12,190**
	11/08/2013 - 03/31/2014	**45,161**	**0**	**45,161**	**−9,155**	**18,467**	**969**

The following table shows the reconciliation of the ordinary operating EBITDA and EBITDA of the Group to loss before income taxes from continuing operations according to IFRS:

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Ordinary operating EBITDA	**115,225**	**18,467**
Non-operating effects	−56,660	−27,622
EBITDA	**58,565**	**−9,155**
Result from the sale of subsidiaries	123	—
Depreciation, amortization and impairment	−50,063	−7,877
Results from investments accounted for using the	−1,905	−131
Other financial result	−29,189	−4,916
Loss before income tax from continuing operations	**−22,469**	**−22,079**

For the presentation of information regarding geographical regions, the revenues as well as the non-current assets are disclosed according to the location of the respective Scout24 company.

	Revenues from external customers		Non-current assets*	
	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014	12/31/2014	03/31/2014
	EUR '000			
Germany	223,259	39,162	2,101,308	2,100,818
Foreign	39,602	5,999	16,542	480
Total	**262,861**	**45,161**	**2,117,850**	**2,101,298**

*) Non-current assets include intangible assets, property, plant and equipment, investments accounted for at equity and other non-current assets.

The following table shows the revenues broken down by the operating core business and other revenues. Sales revenues from the core business include revenues from listings, the provision of advertising space and generation of leads.

	Revenues from external customers	
	4/1/2014 - 12/31/2014	11/8/2013 - 3/31/2014
	EUR '000	
Revenues from core services	259,198	44,327
Revenues from other services	3,663	834
Total	**262,861**	**45,161**

In the reporting period, impairment write-downs made to concessions, rights and licenses in the amount of EUR 3,790 thousand related to the AutoScout24 segment and in the amount of EUR 96 thousand to the Other segment.

The impairment write-downs to other equipment, operating and office equipment in the reporting period in the amount of EUR 12 thousand amounted to the Other segment.

6.5.7 Fees and services of the auditor

The total professional fees and services for the auditors of the consolidated financial statements break down as follows:

	04/01/2014 - 12/31/2014	11/08/2013 - 03/31/2014
	EUR '000	
Audit services	2,166	115
Other consulting services	20	44
Tax advisory services	26	30
Other services	2,883	—
Total	**5,095**	**189**

6.5.8 Subsequent events

On January 15, 2015, the Swiss National Bank made the decision to lift the coupling of the Swiss franc to the euro. Potential effects of the changed exchange rate on euro-denominated financial instruments in subsidiaries with the CHF as functional currency as well on financial instruments denominated in CHF as of December 31, 2014, can be seen in the sensitivity analysis in Section 6.5.4 Disclosures on risk management and capital management.

As of the December 31, 2014 balance sheet date, liabilities recognized by Property Guru are higher than the recognized assets. The annual financial statements of PG are prepared under the going concern assumption, since the shareholders are working in close cooperation with management on appropriate measures to maintain the solvency of PG at all times and sustainability. The measures will be implemented in the course of the second quarter of 2015.

In connection with the investment of an investor on March 22, 2013 in the company "easyautosale" GmbH, Munich" (hereinafter: "easyautosale"), the option was granted to Auto-Scout in connection with this investment for the period of two years to acquire all shares in easyautosale at a predetermined purchase price of EUR 6,522 thousand. Adjustment mechanisms with respect to the purchase price based on changes in net working capital were not agreed to.

The purpose of easyautosale GmbH, which holds no further investments, is the offering of used motor vehicles on an internet platform for sale in connection with auctions to commercial auto dealers. With the option agreement for the investment acquisition, a cooperation agreement was entered between easyautosale and AutoScout to feed traffic to the portal of easyautosale and to grant AutoScout the contractual right, under certain conditions, to participate in commission revenues.

AutoScout exercised the option in 2015 prior to the end of the option period on March 22, 2015. A transfer of ownership occurred on April 16, 2015.

As of May 1, 2015, the acquisition of easyautosale GmbH will be accounted as a business combination within the context of IFRS 3. The transaction costs currently amount to EUR 96 thousand. The provisional net working capital includes primarily liquid funds and other provisions. On the basis of the available information, a goodwill will result.

Due to the short time between the date of acquisition and the date of publication of the consolidated financial statements, the necessary information is not available at the date of publication in order to carry out a complete allocation of the purchase price to the fair values of the acquired assets and liabilities according to the provisions of IFRS.

On April 15, 2015, an amendment agreement was concluded to the existing syndicated loan agreement. As part of the amendment agreement an additional loan of EUR 400,000 thousand was granted (Facility C, term until April 2022) and the Facility D for EUR 50,000 thousand was replaced. The previous revolving credit facility was reduced to EUR 45,600 thousand with a term until April 2021.

On April 20, 2015, the company paid a dividend to the shareholders in the amount of EUR 360,235 thousand.

The Vienna branch of Immobilien Scout GmbH was merged into Immobilien Scout Österreich GmbH through a contribution-in-kind agreement dated April 29, 2015, retroactively effective as of December 31, 2014, under application of the tax incentive of Article III of the Reorganization Tax Act.

From the sale of an entrepreneurial company ("Unternehmergesellschaft") of a former cooperation partner of Immobilien Scout GmbH, a claim exists on the part of Immobilien Scout GmbH due to a contract concluded in an earlier period in the amount of EUR 230,000 thousand from the former cooperation partner. This sale of the entrepreneurial company took place on December 24, 2014 legally effective as of January 5, 2015. According to IFRS 10, the control of the cooperation partner in its entrepreneurial company only transferred to the acquirer in 2015.

There are no known additional Group-specific events or developments after the closing date that would have resulted in a substantial change in the presentation or recognition of the individual assets or liabilities as of December 31, 2014.

Munich, May 25, 2015

Asa NewCo GmbH

The Management

Gregory Ellis Christian Gisy

List of shareholdings of Asa NewCo GmbH

Name and registered office of company		Currency	in %	Fully consolidated (F) Consolidation at equity (E) Not consolidated (nc) 12/31/2014
Asa NewCo GmbH	Munich (Germany)	EUR	100.00%	F
Scout24 Holding GmbH	Munich (Germany)	EUR	100.00%	F
HCH Alpen AG (vormals Scout24 AG)	Baar (Switzerland)	CHF	100.00%	F
Scout24 International Management AG	Baar (Switzerland)	CHF	100.00%	F
FMPP Verwaltungsgesellschaft mbH (vormals FinanceScout24 GmbH)	Munich (Germany)	EUR	100.00%	F
AutoScout24 GmbH	Munich (Germany)	EUR	100.00%	F
AutoScout24 Espana S.A.	Madrid (Spain)	EUR	100.00%	F
AutoScout24 Belgium S.A.	Brussels (Belgium)	EUR	100.00%	F
AutoScout24 Italia S.R.L.	Padua (Italy)	EUR	100.00%	F
AutoScout24 Nederland B.V.	Amsterdam (Netherlands)	EUR	100.00%	F
AutoScout24 France SAS	Boulogne Billancourt (France)	EUR	100.00%	F
AutoScout24 AS GmbH	Vienna (Austria)	EUR	100.00%	F
JobScout24 International Holding AG	Baar (Switzerland)	CHF	100.00%	F
Scout24 Verwaltungs und Beteiligungs GmbH (vormals Scout24 GmbH)	Munich (Germany)	EUR	100.00%	F
Immobilien Scout GmbH	Berlin (Germany)	EUR	100.00%	F
Immobilien Scout Deutschland GmbH	Frankfurt am Main (Germany)	EUR	100.00%	F
Immobilien Scout Österreich GmbH (vormals AE BG Theta Holding GmbH)	Vienna (Austria)	EUR	100.00%	F
Flowfact GmbH	Cologne (Germany)	EUR	100.00%	F
IMPLIUS AG (künfitg IMPLIUS GmbH)	Cologne (Germany)	EUR	100.00%	F
FS FlowFact GmbH	Cologne (Germany)	EUR	100.00%	F
Flow Fact Schweiz AG	Zurich (Switzerland)	CHF	100.00%	F
Stuffle GmbH	Hamburg (Germany)	EUR	50.02%	F
Scout24 Services GmbH (vormals Scout24 Verwaltungs- und Beteiligungsgesellschaft mbH)	Munich (Germany)	EUR	100.00%	F
Energieausweis48 GmbH	Cologne (Germany)	EUR	50.00%	E
ASPM Holding B.V.	Amsterdam (Netherlands)	EUR	49.00%	E
Property Guru Pte.Ltd. (vormals AllProperty Media Pte Ltd.)	Singapore	SGD	41.38%	E
SCOUT Business Services GmbH	Munich (Germany)	EUR	100.00%	nc

The following auditor's report (*Bestätigungsvermerk*) has been issued in accordance with Section 322 of the German Commercial Code (Handelsgesetzbuch) on the consolidated financial statements and group management report (*Konzernlagebericht*) of Asa NewCo GmbH, Munich as of and for the short fiscal year from April 1, 2014 to December 31, 2014. The group management report is neither included nor incorporated by reference in this Prospectus.

Auditor's Report

We have audited the consolidated financial statements prepared by the Asa NewCo GmbH, Munich, comprising the balance sheet, the income statement and statement of comprehensive income, statement of changes in equity, cash flow statement and notes to the consolidated financial statements, together with the group management report for the short financial year from April 1, 2014, to December 31, 2014. The preparation of the consolidated financial statements and the group management report in accordance with the IFRSs, as adopted by the EU, and the additional requirements of German commercial law pursuant to § (Article) 315a Abs. (paragraph) 1 HGB ("Handelsgesetzbuch": German Commercial Code), is the responsibility of the parent Company's Managing Directors. Our responsibility is to express an opinion on the consolidated financial statements and on the group management report based on our audit.

We conducted our audit of the consolidated financial statements in accordance with § 317 HGB and German generally accepted standards for the audit of financial statements promulgated by Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the consolidated financial statements in accordance with the IFRSs, as adopted in the EU, and in the group management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Group and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the consolidated financial statements and the group management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing the annual financial statements of the companies to be included in the consolidation, the determination of the entities to be included in the consolidation, the accounting and consolidation principles used and significant estimates made by the Company's Managing Directors, as well as evaluating the overall presentation of the consolidated financial statements and the group management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion based on the findings of our audit the consolidated financial statements comply with the IFRSs, as adopted by the EU, and the additional requirements of German commercial law pursuant to § 315a Abs. 1 HGB and give a true and fair view of the net assets, financial position and results of operations of the Group in accordance with these requirements. The group management report is consistent with the consolidated financial statements and as a whole provides a suitable view of the Group's position and suitably presents the opportunities and risks of future development.

Munich, May 25, 2015

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Holger Graßnick
Wirtschaftsprüfer
(German Public Auditor)

ppa. Dennis Burmeister
Wirtschaftsprüfer
(German Public Auditor)

Audited Consolidated Financial Statements of Asa NewCo GmbH

Prepared in Accordance with IFRS

as of and for the Short Financial Year from November 8, 2013 to March 31, 2014

Audited Consolidated Financial Statements of OpCo

as of and for the Short Financial Year from November 8, 2013 to March 31, 2014

1. Consolidated income statement

	Note	11/08/2013 - 03/31/2014
		EUR '000
Revenues	**6.3.1**	**45,161**
Cost of sales	6.3.2	− 7,537
Gross profit		**37,624**
IT and product service costs	6.3.3	− 5,867
Distribution and marketing costs	6.3.4	− 17,880
General and administrative expenses	6.3.5	− 31,187
Other operating income	6.3.6	278
Operating loss		**− 17,032**
Loss from investments accounted for using the equity method	6.3.7	− 131
Finance income	6.3.8	50
Finance costs	6.3.9	− 4,966
Finance costs - net		**− 5,047**
Loss before income tax		**− 22,079**
Income taxes	6.3.10	358
Loss from continuing operations		**− 21,721**
Result for the period from discontinued operations (attributable to owners of the parent)		0
Loss for the period		**− 21,721**
Loss attributable to:		
Non-controlling interests		**− 87**
Owners of the parent		**− 21,634**

Accompanying notes form an integral part of the consolidated financial statements

	Note	11/08/2013 - 03/31/2014
		EUR
Basic earnings per share	**6.3.11**	
From continuing operations		− 111.92
From discontinued operations		0.00
From loss for the period		− 111.92
Diluted earnings per share	**6.3.11**	
From continuing operations		− 111.92
From discontinued operations		0.00
From loss for the period		− 111.92

Accompanying notes form an integral part of the consolidated financial statements

2. Consolidated statement of comprehensive income

	11/08/2013 - 03/31/2014
	EUR '000
Loss for the period	**−21,721**
Other comprehensive income:	
Items that will not be reclassified subsequently to profit or loss	
Remeasurement of post-employment benefit obligations, net of tax	13
	13
Items that may be subsequently reclassified to profit or loss	
Currency translation differences	201
Share of currency translation differences from investments accounted for using the equity method	286
	487
Other comprehensive income for the period, net of tax	**500**
Total comprehensive losses for the period	**−21,221**
Attributable to:	
Non-controlling interests	**−87**
Owners of the parent	**−21,134**
Total comprehensive losses for the period	**−21,221**
Total comprehensive losses attributable to equity shareholders arise from:	
Continuing operations	−21,134
Discontinued operations	0
	−21,134

Accompanying notes form an integral part of the consolidated financial statements

3. Consolidated balance sheet

Assets

	Note	03/31/2014	11/08/2013
		EUR '000	
Current assets		**104,158**	**25**
Cash and cash equivalents	6.4.1	32,225	25
Trade and other receivables	6.4.2	30,382	—
Financial assets	6.4.3	5,210	—
Income tax receivables	6.3.10	839	—
Other assets	6.4.4	11,587	—
Assets of disposal group classified as held for sale	6.4.5	23,915	—
Non-current assets		**2,109,424**	**—**
Goodwill	6.4.6	753,970	—
Trademarks	6.4.6	971,300	—
Other intangible assets	6.4.6	317,439	—
Property, plant and equipment	6.4.7	16,122	—
Investments accounted for using the equity method	6.4.8	40,344	—
Financial assets	6.4.3	945	—
Deferred tax assets	6.3.10	7,181	—
Other assets	6.4.4	2,123	—
Total assets		**2,213,582**	**25**

Equity and liabilities

	Note	03/31/2014	11/08/2013
		EUR '000	
Current liabilities		**87,208**	**1**
Trade and other payables	6.4.9	31,039	1
Financial liabilities	6.4.10	2,825	—
Provisions for other liabilities and charges	6.4.11	4,166	—
Income tax liabilities	6.3.10	11,388	—
Other liabilities	6.4.12	31,575	—
Liabilities of disposal group classified as held for sale	6.4.5	6,215	—
Non-current liabilities		**1,044,041**	**—**
Financial liabilities	6.4.10	637,858	—
Pensions and other post-employment benefit obligations	6.4.13	660	—
Provisions for other liabilities and charges	6.4.11	3,591	—
Income tax liabilities	6.3.10	1	—
Deferred tax liabilities	6.3.10	401,931	—
Equity	**6.4.14**	**1,082,333**	**24**
Subscribed capital		2,000	25
Capital reserve		301,492	—
Appropriated capital reserve		800,000	—
Retained earnings		−21,622	−1
Other reserves		487	—
Non-controlling interests		−24	—
Total liabilities & equity		**2,213,582**	**25**

Accompanying notes form an integral part of the consolidated financial statements

4. Consolidated statement of changes in equity

	Subscribed capital	Capital reserve	Appropriated capital reserve	Retained earnings	Other reserves	Owner's equity	Non-controlling interests	Total equity
				EUR '000				
Balance as at 11/08/2013	**25**	**—**	**—**	**−1**	**—**	**24**	**—**	**24**
Remeasurement of post-employment benefits	—	—	—	13	—	13	—	13
Currency translation differences	—	—	—	—	487	487	—	487
Loss for the period	—	—	—	−21,634	—	−21,634	−87	−21,721
Total comprehensive losses for the period	—	—	—	*−21,621*	*487*	*−21,134*	*−87*	*−21,221*
Contribution in kind	1,858	1,062,381	—	—	—	1,064,239	63	1,064,302
Cash contribution	117	39,111	—	—	—	39,228	—	39,228
Withdrawal from capital reserve and transfer to appropriated capital reserve	—	−800,000	800,000	—	—	—	—	—
Balance as at 03/31/2014	**2,000**	**301,492**	**800,000**	**−21,622**	**487**	**1,082,357**	**−24**	**1,082,333**

Accompanying notes form an integral part of the consolidated financial statements

5. Consolidated cash flow statement

	Note	11/08/2013 - 03/31/2014
		EUR '000
Loss for the period from continuing operations		**− 21,721**
Depreciation, amortization and impairments of intangible assets and property, plant and equipment		7,877
Income tax credit		− 358
Interest expense		4,633
Other financial result incl. impairment of investments accounted for using the equity method		107
Loss from investments accounted for using the equity method		131
Other non-cash transactions		199
Change in provisions		2,821
Change in other assets not attributable to investing or financing activities		− 3,662
Change in other liabilities not attributable to investing or financing activities		15,248
Income taxes paid		− 413
Net cash generated from operating activities		**4,862**
Purchase of intangible assets		− 687
Purchase of property, plant and equipment		− 282
Payments to acquire financial assets		− 527
Proceeds from disposals of intangible assets and of property, plant and equipment		6
Interest received		1
Cash acquired in business combinations		9,151
Net cash generated from investing activities		**7,662**
Repayment of current borrowings		− 137
Proceeds from non-current borrowings		10,000
Repayment of non-current borrowings		− 1,540
Payments for cost of debt acquisition		− 19,990
Interest paid and other financing expenses		− 2,862
Equity cash contribution		34,204
Net cash generated from financing activities		**19,675**
Change in cash and cash equivalents due to exchange rate changes		1
Net change in cash and cash equivalents	**6.5.1**	**32,200**
Cash and cash equivalents at the beginning of the year		**25**
Cash and cash equivalents at the end of the year		**32,225**

Accompanying notes form an integral part of the consolidated financial statements

6. Notes to the consolidated financial statements

6.1. General information and summary of significant accounting policies

6.1.1 General information

The group, referred to as "Asa", consists of Asa NewCo GmbH, Munich (referred to as "Asa NewCo" or "the company") and its direct and indirect subsidiaries.

Asa NewCo GmbH is a German limited-liability company (*Gesellschaft mit beschränkter Haftung*, "GmbH") within the meaning of the German Limited Liability Companies Act (*Gesetz betreffend die Gesellschaften mit beschränkter Haftung*, "GmbHG"), founded and domiciled in Germany with its registered office in Dingolfinger Str. 1-15, 81673 Munich.

As a result of a sale and purchase agreement (referred to as "SPA") dated November 18, 2013, which became effective on February 12, 2014 ("the closing"), Hellman & Friedman LLC (referred to as "H&F") indirectly acquired 70% of the shares in Scout24 Holding GmbH (the parent company of the group referred to as "Scout24") from Deutsche Telekom AG (referred to as "DTAG") through H&F funds by Asa HoldCo GmbH, Munich (referred to as "Asa HoldCo"). Following the closing of the SPA, DTAG acquired 30% of the shares in Asa NewCo from Asa HoldCo which has been the sole shareholder of Asa NewCo until that date. As at the closing date and as the sole shareholders of Asa NewCo, Asa HoldCo and DTAG decided to contribute their shares of Scout24 into Asa NewCo. Accordingly, DTAG contributed 30% of its shares in Scout24 to Asa NewCo by way of a contribution in kind. Furthermore, Asa HoldCo transferred its 70% shareholding in Scout24 to Asa NewCo by contribution in kind. Consequently, Asa HoldCo holds 70% of the shares and DTAG 30% of the shares in Asa NewCo. In addition, a proportion of equity of Asa NewCo has been provided to Scout Lux Management Equity Co S.à r.l. which is owned by H&F through a shareholding of 70% and DTAG through a shareholding of 30%, including subsidiaries of Scout Lux Management Equity Co S.à r.l. The direct shareholdings of Asa HoldCo and DTAG in Asa NewCo therefore decreased slightly to 65.9% and 28.2%, respectively.

As described above, Asa acquired its complete online business as contribution in kind at February 12, 2014. Before this date, it had no operative business.

Scout24 is a group of companies with online marketplaces in Europe. Scout24 operates marketplaces primarily in the areas of residential real estate, mobility, dating and finance. Scout24 operates its own online platforms in four marketplaces across eight countries offering the possibility to generate classified ads for individual and corporate customers, provides online advertising space, and in addition, generates new business contacts (leads), for other online platforms. Scout24 further offers local language versions of its websites in ten additional countries.

Scout24's best-known marketplaces are ImmobilienScout24, AutoScout24 and FinanceScout24.

The trademarks JobScout24 and TravelScout24 are operated by third parties under licensing and cooperation agreements.

Asa's financial year starts on April 1 of each year and ends on March 31 of the following year. The inaugural financial period of the company runs from November 8, 2013 to March 31, 2014. The group does not disclose comparative figures in the notes to these inaugural consolidated financial statements other than the opening balance sheet of the company which was founded on November 8, 2013.

6.1.2 Basis of preparation

These consolidated financial statements of Asa NewCo have been prepared in accordance with International Financial Reporting Standards ("IFRSs") and IFRS Interpretations Committee (IFRS IC), as adopted by the European Union.

Asa has applied all mandatory accounting standards and interpretations relevant to its operations and effective as of March 31, 2014.

The financial statements of the company and its subsidiaries are prepared under uniform accounting and valuation principles in accordance with IFRS.

In order to align the financial years of Asa NewCo and its directly held subsidiary, Scout24 Holding prepared financial statements for the stub period from January 1, 2014 to March 31, 2014.

The fiscal year of all subsidiaries and associates indirectly held by Asa NewCo corresponds to the calendar year. Those subsidiaries and associates prepared interim financial statements as of the reporting date of these consolidated financial statements. Comprehensive income of the subsidiaries and associates of Scout24 are included in the consolidated income statement for the period from February 12, 2014 to March 31, 2014 only.

The consolidated financial statements are prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, and financial assets and liabilities (including derivative financial instruments) at fair value through profit and loss. The consolidated balance sheet presentation differentiates between current and non-current assets and liabilities. The consolidated income statement is presented by function ("cost-of-sales method"). The consolidated financial statements are prepared in Euros ("EUR"), which is the presentation currency of Asa. Unless otherwise indicated, figures are generally presented in thousands of Euros ("EUR '000"). The tables and figures presented may contain rounding differences.

Management authorized and issued the consolidated financial statements for issue on September 29, 2014. As of that date the period for subsequents events after the balance sheet date ends. In January 2015 the group financial statements were adjusted as follows:

Information on subsequent events was amended by the restructuring measures taken in June and September 2014 as well as by the change in executive directors of Asa NewCo GmbH.

Furthermore editorial amendments were done within the following chapters: Consolidated income statement, new standards and interpretations not yet adopted, acquisitions, distribution and marketing costs, general and administrative expenses, results from investments accounted for using the equity method, income taxes, earnings per share from continuing and discontinued operations, financial liabilities, pensions and other post-employment benefit obligations, disclosures on financial instruments, financial risk management and capital management, related party disclosures and segment information.

6.1.3 New standards and interpretations not yet adopted

A number of standards and amendments to standards and interpretations are effective for financial periods beginning after April 1, 2014 and have not been applied in preparing these consolidated financial statements for the period ended March 31, 2014:

Standard/Interpretation		Mandatory application date (IASB)[1)]	EU Adoption by March 31, 2014	Effects
IFRS 10	Consolidated financial statements	April 1, 2014	yes	None
IFRS 11	Joint arrangements	April 1, 2014	yes	None
IFRS 12	Disclosure of interests in other entities	April 1, 2014	yes	Extended disclosure requirements on interest with other entities
IAS 27	Separate financial statements	April 1, 2014	yes	Not relevant
IAS 28	Investments in associates and joint ventures	April 1, 2014	yes	None
IAS 32	Amendment to IAS 32 'Financial instruments': Offsetting financial assets and financial liabilities	April 1, 2014	yes	No material changes
IAS 39	Amendment: Novation of derivatives and continuation of hedge accounting	April 1, 2014	yes	None
	Amendment: Investment entities (Amendments to IFRS 10, IFRS 12, IAS 27)	April 1, 2014	yes	None
	Amendment: transitional provisional of IFRS 10, IFRS 11 and IFRS 12 (June 2012)	April 1, 2014	yes	None
IFRIC 21	Levies	April 1, 2014 (IASB)	no	Not relevant
	Annual improvements of International Financial Reporting Standards, cycle 2010-2012	July 1, 2014	no	No material effects

Standard/Interpretation		Mandatory application date (IASB)[1]	EU Adoption by March 31, 2014	Effects
	Annual improvements of International Financial Reporting Standards, cycle 2011-2013	July 1, 2014	no	No material effects
IFRS 11	Amendment: Accounting for acquisitions of interests in joint operations	January 1, 2016	no	None
IFRS 14	Regulatory deferral accounts	January 1, 2016	no	None
IAS 16 & IAS 38	Amendments to IAS 16 and IAS 38: Clarification of acceptable methods of depreciation and amortization	January 1, 2016	no	Still under review
IAS 16 & IAS 41	Amendments to IAS 16 and IAS 41: Agriculture: Bearer plants	January 1, 2016	no	None
IFRS 15	Revenue from contracts with customers	January 1, 2017	no	Still under review
IFRS 9	Financial instruments: Classification and measurement of financial assets (November 2009)	January 1, 2018	no	Still under review
IFRS 9	IFRS 9, Financial instruments: Classification and measurement of financial liabilities (October 2010)	(Date for first appliance was cancelled)	no	Still under review
	Amendments to IFRS 7 and IFRS 9: Mandatory effective date and transition disclosures	(Date for first appliance was cancelled)	no	Still under review
IFRS 9	Financial instruments: Hedge accounting	(Date for first appliance was cancelled)	no	None

1) Mandatory first-time adoption for Asa NewCo GmbH.

IAS 19 "Amendment: Defined benefit plans – Employee contributions" as well as IAS 36 "Amendment: Recoverable Amount Disclosures for Non-Financial Assets" have been early adopted in the reporting period.

6.1.4 Scope of consolidation

Subsidiaries are all entities over which Asa has direct or indirect control. Subsidiaries not excluded due to materiality are fully consolidated in the consolidated financial statements.

Associates are all entities over which Asa has significant influence but not control. Associates are accounted for using the equity method. These entities' results are presented within the net finance income/(costs).

Number	03/31/2014
Asa NewCo GmbH and fully-consolidated subsidiaries	
Germany	10
Foreign	9
Investments accounted for using the equity method	
Foreign	2
Non-consolidated companies	
Germany	1
Total	**22**

6.1.5 Consolidation principles

Subsidiaries are fully consolidated from the date on which control is transferred to Asa. They are deconsolidated from the date that control is lost. Asa applies the acquisition method to account for business combinations.

Inter-company transactions, balances as well as unrealized gains and losses on transactions between group companies are eliminated on consolidation.

In the consolidated financial statements, investments in associates are accounted for using the equity method of accounting in accordance with IAS 28. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the group's share in profit or loss of the investee after the date of acquisition. The group determines at each reporting date whether there is any objective evidence that the investment is impaired. If this is the case, the group calculates the amount of impairment as the difference between the carrying value and the recoverable amount and recognizes the amount as impairment loss in the consolidated income statement. Dilution gains and losses arising in investments in associates are recognized in the income statement. The share of profits/losses of investments accounted for using the equity method is also recognized in the income statement. Other changes in equity of associates are not taken into account.

6.1.6 Presentation and functional currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Euro ("EUR"), which is the group's presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the transaction date. On the reporting date, monetary assets and liabilities denominated in foreign currencies are translated using the period-end exchange rate. Non-monetary financial assets and liabilities recognized at historic acquisition cost are translated using the exchange rate prevailing at the transaction date. Moreover, non-monetary assets and liabilities recognized at fair value through profit or loss and denominated in a foreign currency have to be converted at the exchange rate prevailing at the date the fair value was measured.

The results and financial position of all group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the mid spot rate as of the reporting date.
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates).
- All resulting exchange differences are recognized in other comprehensive income until disposal of the subsidiary.

The development of the underlying exchange rates used in foreign currency translation is presented below:

1 euro in foreign currency units	03/31/2014
Switzerland	
Spot rate CHF	1.2193
Average rate CHF	1.2243
Singapore	
Spot rate SGD	1.7380
Average rate SGD	1.7380

6.1.7 Accounting estimates and judgments

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying the group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are as follows: purchase price allocation in relation to acquisitions, group-wide uniform useful lives of non-current assets, the recoverability of receivables and the measurement of provisions. The group makes estimates and assumptions concerning the future. The accounting estimates and judgments will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are addressed below.

Purchase price allocation

The use of the acquisition method requires judgments and estimates especially in the areas of determining the fair value of acquired intangible and tangible assets, assumed liabilities as well as determining the useful lives of acquired intangible and tangible assets. The valuation of intangible assets is largely based on anticipated cash flows (budget forecasts) that market participants would assume and discount rates. Future changes in expected cash flows and discount rates may result in different values or future impairments.

The trademarks are treated as having an indefinite useful life because they are expected to contribute to net cash inflows over an indefinite period. Therefore, the trademarks would not be amortized until their useful life is determined to be finite. They are tested for impairment in accordance with IAS 36 annually and whenever there is an indication that they may be impaired.

Estimated impairment of goodwill

In accordance with the accounting policy stated in note 6.1.8, the group tests annually whether goodwill has suffered any impairment. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the respective cash generating unit, and is tested based on forward-looking assumptions. This requires an estimate of the recoverable amount of the cash-generating units which goodwill is allocated to. The recoverable amounts of cash generating units have been determined based on expected future cash flows using an appropriate discount rate. Future changes in expected cash flows and discount rates may result in future impairments.

6.1.8 Significant accounting policies and valuation methods

Significant accounting policies and valuation methods are detailed below:

Business combinations and other transactions

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognized and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in the income statement. Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. Any impairment is recognized immediately as an expense. Impairment testing is carried out in accordance with IAS 36.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition-date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date. Any gain or loss arising from such re-measurement is recognized in the income statement.

Any contingent consideration to be transferred by the group is recognized at fair value as of the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be on asset or liability is recognized in accordance with IAS 39 either in the income statement or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Revenue recognition

Revenue is recognized and measured at the fair value of the consideration received or receivable to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. Amounts disclosed as revenue are net of VAT, trade allowances and rebates. The group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. If revenues have been generated from barter transactions involving advertising services they are recognized at fair value of the advertising service provided.

Revenues from online-listings, membership fees and the creation of business contacts (leads) are recognized on a straight-line basis over the contract period. Revenues from advertising space are recognized in the period over which the advertisements are placed or as the advertisements are displayed depending on the type of advertising contract.

Where invoices are raised in advance, the amounts, including those relating to discounts or free periods, are recognized as deferred revenue and released to the income statement in line with the provision of services as stipulated in the contract terms.

Current and deferred income taxes

The tax expense for the period comprises current as well as deferred taxes.

The current income taxes are calculated on the basis of tax laws enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income.

Deferred income taxes are recognized on temporary differences arising between the carrying amounts of assets and liabilities recognized in the consolidated balance sheet and their tax bases. However, deferred taxes are not recognized if they arise from the initial recognition of goodwill; deferred income taxes are not accounted for if they arise from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. Deferred taxes are further recognized for tax losses carried forward.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilized.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future.

Income taxes are recognized in the income statement, except to the extent that it relates to items recognized in other comprehensive income or directly through equity. In this case, tax is also recognized in other comprehensive income or directly through equity, respectively.

Finance income and finance costs

Finance income and finance costs comprise of interest income and expenses as well as currency translation gains and losses. Interest income and expenses are recognized using the effective interest method.

Earnings per share from continuing and discontinued operations

As at the balance sheet date of these consolidated financial statements, the subscribed capital of the company amounts to 2 million, divided into 1 million ordinary shares and 1 million preference shares in issue. As the preference shares are entitled to advanced profits, the preference shares and also the advanced profits pro rata temporis of the period are to be excluded from the calculation of earnings per share.

Basic earnings per share are calculated by dividing the profit for the period attributable to equity holders of the company, less advanced profits pro rata temporis of the period by the weighted average number of ordinary shares in issue.

The advanced profits are calculated as a fixed interest rate of the preference amount, which is a multiple of the nominal value of the preference shares.

For the current financial period, there are no dilution effects.

Property, plant and equipment

Property, plant and equipment is stated at historical cost, less accumulated depreciation and any impairment in value. Historical costs include expenditure directly attributable to the acquisition, as well as borrowing costs if the recognition criteria are met.

Depreciation is calculated using the straight-line method to allocate the assets' cost to their residual values over their estimated useful lives as follows:

Leasehold improvements	3 - 5 years
Other equipment, operating and office equipment	3 - 13 years

Repair and maintenance costs are expensed when incurred.

The assets' residual values and economic useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be fully recoverable. In this case, impairment is tested in accordance with IAS 36. An impairment loss is recognized for the amount by which the assets' carrying amount exceeds its recoverable amount. The remaining useful life is adjusted accordingly, if necessary.

If an external event gives rise to the reversal of an impairment loss, the reversal is recognized through profit and loss and by increasing the carrying amount of the asset in the period in which it occurs. The carrying amount of the asset will only be increased up to the amount that it would have been had the original impairment not occurred.

Gains and losses on disposals of property, plant and equipment are determined by comparing the proceeds with the carrying amount and are recognized in the income statement as "other operating income" in case of a gain or as "other operating expense" in case of a loss.

Intangible assets (excluding goodwill)

Purchased intangible assets (excluding goodwill) are recognized at historical cost less accumulated amortization (except for intangible assets with an indefinite useful life) and less any provision for impairment in value. Internally generated intangible assets are capitalized if all of the requirements of IAS 38 are satisfied.

An intangible asset arising from development shall be recognized if, and only if, the entity can demonstrate all of the following:

A The technical feasibility of completing the intangible asset so that it will be available for use or sale.

B The intention to complete the intangible asset and use or sell it.

C The ability to use or sell the intangible asset.

D How the intangible asset will generate probable future economic benefits; the group can, among other things, demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset.

E The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.

F The ability to measure reliably the expenditure attributable to the intangible asset during its development.

The useful lives and amortization methods of intangible assets are reviewed at least at each period-end reporting date.

If the expectations deviate from the original policies and assumptions, appropriate amendments are recognized as changes in accounting estimates pursuant to IAS 8.

Intangible assets with indefinite useful lives are not subject to amortization and are tested for impairment both annually and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

As part of the acquisition of Scout24 and the related purchase price allocation, Asa identified trademarks, contractual customer relationships, and software as intangible assets. These are included in the category 'concessions, rights and licenses' under note 6.4.6 'Intangible assets'.

The estimated economic useful lives are as follows:

Trademarks	Indefinite*
Contractual customer relationships	8 - 9 years
Acquired software	3 - 5 years
Other concessions, rights, licenses	3 - 7 years

* Trademarks with definite useful lives subject to amortization are immaterial and are amortized over a period of two to six years.

Asa classifies trademarks into two categories: (1) trademarks with definite useful lives subject to amortization and (2) trademarks with indefinite useful lives not subject to amortization. Asa determines the useful lives of trademarks after considering the specific facts and circumstances. Asa considers the contractual term of any agreement related to the asset, the historical performance of the asset, the Company's long-term strategy for using the asset, any laws or other local regulations which could impact the useful life of the asset, and other economic factors, including competition and specific market conditions when determining useful lives.

If trademarks amounting to EUR 971 million were estimated to have a definite life of one respectively 10 years instead of an indefinite life they would be amortized by EUR 971 million in the first year respectively EUR 97.1 million annually over the next 10 years.

Contractual customer relationships consist of existing subscribers, in particular professional customers such as real estate agents or car dealerships which have estimated useful lives of 8 to 9 years and represent recurring business.

Acquired software, other concessions, rights and licenses are disclosed as technology based intangible assets in the purchase price allocation (see 6.2.1).

Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over Asa's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units which goodwill is allocated to represents the lowest level within the company at which goodwill is monitored for internal management purposes.

Goodwill impairment review are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment.

Goodwill is tested for impairment by comparing the carrying value of the cash generating unit or group of units with its recoverable amount, which is the higher of value in use and the fair value less costs of disposal. An impairment loss is recognized for the amount by which the carrying amount exceeds the recoverable amount; the carrying amount is written down to its recoverable amount. If the fair value less costs of disposal is greater than the carrying amount it is not necessary to calculate the value in use; no impairment is recognized. An appropriate valuation technique is used to determine the fair value less cost of disposal. The valuation methods are based on quoted market prices, valuation multiples, discounted cash flow, or other available indicators of the fair value measurement. Any impairment is recognized immediately as an expense and is not subsequently reversed. Goodwill is recognized in the acquiree's currency.

Financial assets and liabilities

Regular purchases and sales of financial assets are recognized on the trade-date, the date on which the group commits to purchase or sell the asset. Financial instruments carried at fair value through profit or loss are initially recognized at fair value, and transaction costs are expensed in the income statement. All other financial instruments are initially measured at fair value plus transaction costs.

The classification of financial assets and liabilities depends on the purpose for which the financial assets were acquired or the financial liabilities were assumed. The group classifies its financial instruments at initial recognition into the following categories in accordance with IAS 39:

- Financial instruments at fair value through profit or loss
- Loans and receivables
- Held-to-maturity investments
- Available-for-sale financial assets
- Financial liabilities measured at amortized cost

The measurement at amortized cost or at fair value through profit or loss is determined by the classification of financial assets and liabilities at initial recognition. Financial instruments at fair value through profit or loss are financial instruments held for trading or designated as at fair value through profit or loss upon initial recognition. A financial instrument is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorized as held for trading unless they are designated as hedges. Asa has not yet made use of the option to designate financial instruments upon initial recognition as financial instruments at fair value through profit or loss. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The group's loans and receivables comprise "receivables and other financial assets" and "cash and cash equivalents" in the balance sheet. Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories.

"Available-for-sale financial assets" are subsequently carried at fair value through other comprehensive income. "Financial assets at fair value through profit or loss" are subsequently measured at fair value. "Loans and receivables" and "held–to-maturity investments" are subsequently carried at amortized cost using the effective interest method.

Gains or losses arising from changes in the fair value of the "financial assets at fair value through profit or loss" category are presented in the income statement within "other operating income/(expenses)" in the period in which they arise. Dividend income from financial assets is recognized in the income statement as part of "other operating income" when the group's right to receive payment is established.

Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognized in other comprehensive income.

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all risks and rewards of ownership.

Trade receivables and other financial assets

Trade receivables and other financial assets classified as current are initially recognized at fair value, plus transaction costs. Non-current receivables and other non-current financial assets are initially recognized at fair value, which is calculated as the present value of future cash flows, discounted at the market interest rate prevailing on the date of recognition. They are subsequently measured at amortized cost using the effective interest method.

The group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Provisions for bad debts are recognized for all doubtful receivables. Any necessary valuation allowances are determined based on individual risk assessments as well as depending on the age of overdue receivables. A valuation allowance based on experience is established on a portfolio basis. The decision to account for credit risks using an allowance account or by directly reducing the receivable will depend on the reliability of the risk assessment. As there is a variety of operating segments and regional circumstances, this decision is responsibility of the respective portfolio managers.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. They are recognized at carrying values, which equals the fair value by virtue of their short-term maturity.

Available-for-sale financial assets

Investments and subsidiaries not consolidated are classified as "available-for-sale financial assets" and are recognized at fair value. When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the income statement as "gains and losses from investment securities". Interest on available-for-sale securities calculated using the effective interest method is recognized in the income statement as part of finance income.

The group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. For debt securities, the group applies the same criteria as evidence of impairment as for receivables and other financial assets referred to above.

In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss – is removed from equity and recognized in profit or loss.

Impairment losses recognized in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in profit or loss, the impairment loss is reversed through the consolidated income statement.

Financial liabilities

Financial liabilities and other liabilities are recognized initially at fair value, less transaction costs. The price is either determined on an active market or as a fair value determined using valuation techniques. Subsequently, financial and other liabilities are measured at amortized cost using the effective interest method. Any differences between the amount received and the amount repayable are recognized in the income statement over the term of the loan using the effective interest method.

Investments accounted for using the equity method

Associates included in the consolidated financial statements are accounted for using the equity method at their pro-rated share in equity. Associates are all entities over which Asa has significant influence in the financial and operating policy decisions, but not control or joint control. Significant influence is generally assumed with a shareholding of between 20 percent and 50 percent share of the voting rights. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of the acquisition.

When the group's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured receivables, the group does not recognize further losses. The group's investment in associates includes goodwill identified on acquisition. Profits and losses resulting from upstream and downstream transactions between the group and its associate are recognized in the consolidated financial statements only to the extent of unrelated investor's interests in the associate.

When testing for impairment, the carrying amount of an investment accounted for using the equity method is compared with its recoverable amount. If the carrying amount exceeds the recoverable amount, the difference is recognized as impairment loss in the income statement. If an external event gives rise to the reversal of an impairment loss, the reversal of the previously recognized impairment loss is recognized in the consolidated income statement.

The financial statements of investments accounted for using the equity method are generally prepared on the basis of uniform accounting policies.

Assets and liabilities of disposal group classified as held for sale

Assets and liabilities of disposal group classified as held for sale are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and the sale is considered virtually certain. They are stated at the lower of carrying amount and fair value less costs to sell.

As part of the acquisition of Scout24 on February 12, 2014, Asa NewCo acquired FriendScout24 exclusively with a view to its subsequent disposal. FriendScout24 qualifies as discontinued operation under IFRS 5.

Provisions

Provisions are recognized when the group has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, and the amount can be estimated reliably. The amount of the provision recognized is the best possible estimate of the settlement amount of the present obligation as of the reporting date. Expected reimbursements from third parties are not offset but rather recognized as a separate asset if reimbursement is virtually certain. If the time value of money is material, the amount of the provision is discounted based on a risk-adjusted market rate.

Pensions and other post-employment obligations

The group operates defined benefit plans as well as defined contribution plans.

A defined contribution plan is a pension scheme in which the employer and employee make fixed contributions into an account of a separate legal entity (fund). As the risks and rewards are assumed by the employee the group has neither legal nor constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. In contrast, defined benefit plans typically provide fixed pension benefits to members at retirement in the form of a guaranteed level of pension payable for life. The level of benefits provided depends on members' age, length of service and their salary in the final years leading up to retirement.

Italy

The pension scheme in Italy is based on regulations of TFR (Trattamento di Fine Rapporto) which requires payment of pension benefits upon leaving the company. The pension scheme is based upon Italian Labor Law (para 2120 codice civile). The pension scheme has no plan assets.

Switzerland

Employees in Switzerland are insured for retirement and against risks such as death and disability at Vita Sammelstiftung in accordance with the Federal Law on Occupational Retirement, (BVG). Vita Sammelstiftung is a foundation which is legally separate from Asa and whose top management body consists of both, employee and employer representatives of the affiliated companies in equal shares. Among other things, this management body determines the amount of pension benefits as well as the investment strategy for plan assets based on asset-liability assessments periodically conducted.

The present value of obligations valued according to pension plan regulations form the basis of the asset-liability assessments as they are decisive for the cash flows of the foundation. The investment in pension plan assets is further based on regulations elaborated by the management body in line with the legal framework. The Investment Committee of the management body is responsible for the implementation. The benefits of the pension plan are above the legally required minimum. The benefits derive from employer's and employees' contributions as well as from the interest yield on pension assets of the insured parties which is defined annually by the management body according to legal guidelines (defined contribution plan according to BVG).

The amount of employer's and employees' contributions is determined by the amount of the pensionable salary as well as age. If an employee leaves Asa or the pension plan respectively before reaching retirement age, the law provides for the transfer of the vested benefits to the new pension plan. These vested benefits comprise the employee's and the employer's contributions plus interest, the money originally brought in to the pension plan by the beneficiary and an additional legally stipulated amount. Upon retirement, the insured party can choose whether they want to receive their pension benefits entirely in the form of a pension annuity or partially as a lump sum payment. In line with the pension plan regulations, pension annuities have to be adjusted for inflation in line with the financial capability of a retirement plan. Despite being wholly funded, current pension annuities cannot be adjusted for inflation in the near future due to the financial situation of Vita Sammelstiftung.

Swiss pension law provides that accrued benefits have to be completely financed by regulatory defined, annual contributions. Should there be insufficient returns on plan assets or deficits due to actuarial deviations, the management body is legally obliged to take action in order to overcome these deficits within a period of 5 to 7 years. These actions may comprise adjustments to the benefit plan as well as additional contributions by group entities affected and participating employees. None of these measures are required in light of the current financial situation of Sammelstiftung Vita.

Pension obligations for defined benefit plans are valued annually by an independent actuary applying the projected unit credit method. Re-measurements are recognized directly through other comprehensive income.

According to IAS 19.93 and as per the IASB clarification dated November 21, 2013 and effective as from July 1, 2014, the calculation method considering the spread of risks is mandatory for retirement plans whose contributions are defined by the length of service. Due to the fact that the contributions towards the pension schemes of Scout24 International Management AG, Baar, Switzerland, depend on the employee's age, the company has the right to choose whether to spread the risks. Scout24 International Management AG has decided to spread the risks. The spread of risks allows for certain employee's contributions to be included in the measurement of pension obligations as negative benefits. Effects of the spread of risks on the amount of the defined benefit obligation as well as on the service costs are fairly small however.

Contingent liabilities and off-balance sheet contractual obligations

Contingent liabilities and off-balance sheet contractual obligations are not recognized as liabilities in the consolidated financial statements until settlement is probable.

Contingent assets

Contingent assets are possible assets whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events. The realization of contingent assets is expected to result in an inflow of economic benefits. Contingent assets are not recognized in the consolidated financial statements until the expected inflow is virtually certain. Contingent assets are disclosed in the notes to the consolidated financial statements if an inflow of economic benefits is probable.

Contingent consideration

Asa currently has contingent purchase price liabilities. Contingent consideration is measured and recognized at acquisition date according to IFRS 3 at fair value. The subsequent measurement is at fair value through profit or loss. Formally, contingent purchase price liabilities do not belong to any category under IAS 39.

Leases

Pursuant to IAS 17, leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. All other leases are classified as finance leases. At initial recognition of a finance lease, the leased property as well as a corresponding liability is recognized at the lower of fair value and the present value of minimum lease payments. Subsequently, the minimum lease payments are allocated between the finance charges and the liability. Additionally, the property, plant and equipment acquired under finance leases is depreciated and tested for impairment. Depreciation is charged over the shorter of the lease term, and the useful life of the asset.

The lease payments under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

6.2 Acquisitions, disposals and discontinued operations

6.2.1 Acquisitions

On November 18, 2013, DTAG and Asa NewCo through Asa HoldCo concluded a purchase agreement on the acquisition of 100% of the shares in Scout24, a group of companies with online marketplaces based in Munich, via a two-step acquisition structure whereby Asa NewCo acted as the economic acquirer of Scout24.

Thereby, Asa HoldCo purchased 70% of the shares in Scout24 from DTAG economically on behalf of Asa NewCo for a cash consideration of EUR 745 million. Immediately thereafter, Asa HoldCo contributed the acquired shares in Scout24 together with DTAG in exchange for equity instruments in Asa NewCo. Thereby, Asa NewCo issued 557,356 shares to DTAG as a consideration for 30% of the shares in Scout24 and 1,300,496 shares to Asa HoldCo in exchange for 70% of the shares in Scout24. The fair value of the shares issued as consideration for the 70% and 30% interest in Scout24 amounted to EUR 745 million and EUR 319 million, respectively. The valuation of the shares given as contribution in kind from Asa's shareholders is based on the price paid by Asa HoldCo to DTAG when purchasing the 70% of the shares in Scout24.

The purchase agreement was subject to the resolution of various conditions and became effective on February 12, 2014 which is therefore the date when the group obtained control of Scout24. Scout24 was consolidated into the financial statements starting on its acquisition date being February 12, 2014.

The preliminary purchase price allocation resulted in identifiable net assets of EUR 301 million (excluding acquired cash) and goodwill of EUR 754 million being recognized.

Scout24 is a group of companies with online marketplaces in Europe. Scout24 operates marketplaces primarily in the areas of residential real estate, mobility, dating and finance. Scout24 operates its own online platforms in four marketplaces across eight countries offering the possibility to generate classified ads for individual and corporate customers, provides online advertising space, and in addition, generates new business contacts (leads), for other online platforms. Scout24 further offers local language versions for its websites in ten additional countries. Asa NewCo acquired Scout24 to become a leading European provider of online marketing platforms in the areas of real estate and automobiles.

As part of the acquisition, Asa NewCo acquired FriendScout24 exclusively with a view to its subsequent disposal. According to IFRS, FriendScout24 has therefore been classified as assets and liabilities of disposal group classified as held for sale (see note 6.2.2).

The following purchase price allocation summarizes the consideration paid for the business of Scout24, the fair value of assets acquired and liabilities assumed. No other businesses have been acquired during the year.

Purchase Price	EUR '000
Acquirer's equity instruments	1,064,239
Total consideration	**1,064,239**
FV non controlling interest	**63**

Recognised fair value amounts of identifiable assets acquired and liabilities assumed	EUR '000
Cash and cash equivalents	9,151
Property, plant and equipment	16,754
Trademarks (included in intangibles)	971,310
Contractual customer relationships (included in intangibles)	237,100
Technology-based intangible assets (included in intangibles)	83,928
Favorable operating lease agreement (included in intangibles)	2,700
Investments accounted for using the equity method	40,189
Assets of disposal group classified as held for sale	24,465
Financial assets	740
Income tax receivables	962
Deferred tax assets	1,986
Trade, other receivables and other assets	40,225
Trade, other payables and other liabilities	−47,096
Provisions for other liabilities and charges	−4,950
Financial liabilities	−650,676
Liabilities of disposal group classified as held for sale	−6,765
Pensions and other post-employment benefit obligations	−640
Income tax liabilities	−7,422
Deferred tax liabilities	−401,629
Total identifiable net assets at fair value	**310,332**
Goodwill arising on acquisition	**753,970**

In 2014, goodwill arising out of the acquisition reflects mainly the value of synergies, future products and the acquired assembled workforce. None of the goodwill recognized is expected to be deductible for income tax purposes.

The allocation of the purchase price for this acquisition has been prepared on a preliminary basis and is subject to estimates, assumptions and other uncertainties. Changes to those allocations may occur as additional information becomes available. The consolidated financial statements include the operating results of the acquired business since the date of acquisition.

The fair value of trade, other receivables and other assets is EUR 40,225 thousand, which is also the gross amount. The full amount of fair value is expected to be collectible.

Acquisition-related costs of EUR 20,953 thousand have been charged to administrative expenses in the consolidated income statement.

Assets and liabilities of disposal group classified as held for sale relate to the FriendScout24 business, which was acquired with the view to its subsequent disposal and thus, is separately disclosed.

The movement in goodwill during the current period by CGU is as follows:

	CGU ImmobilienScout24	CGU AutoScout24	Consolidated
		EUR '000	
Goodwill as at 11/08/2013	**—**	**—**	**—**
New acquisitions	655,954	98,016	753,970
Goodwill as at 03/31/2014	**655,954**	**98,016**	**753,970**

Pro forma information (unaudited)

Had Scout24 been consolidated since inception of Asa NewCo (November 8, 2013), the acquired companies would have contributed EUR 131,480 thousand to the revenue of the group and EUR 130,929 thousand to the pre-tax profit (EUR 134,901 thousand after taxation).

In calculating the pro-forma information, the results of the acquired companies for the period before acquisition have been aggregated and adjusted to reflect the fair value adjustments made on acquisition including respective amortization and depreciation charges as would they have been on the same level as after the acquisition. Furthermore the pro-forma information was adjusted for the FriendScout24 business that is classified as discontinued operation.

Unaudited pro-forma results for the fiscal period from November 8, 2013 to March 31, 2014 include EUR 151,076 thousand of income before tax which was reported as profit from disposal of investments by Scout24 for the disposal of investments in Swiss operations sold in January 2014. The income tax effects to adjust the aggregated pre-tax profits of the acquired companies to net profit are income tax of 1.57% on the profit from the disposal of investments in Swiss operations.

The information is provided for illustrative purposes only and is not necessarily indicative of the results of the combined group that would have occurred had the purchase actually been made at the inception of Asa NewCo, or indicative of future results of the combined group.

6.2.2 Discontinued operation

On February 12, 2014, Asa NewCo acquired FriendScout24 exclusively with a view to its subsequent disposal. On July 12, 2014, Asa signed an agreement with Match.com Europe Limited (“Match.com”) on the sale of the FriendScout24 business including the trademarks “FriendScout24” and “Secret”. The transaction was closed on August 31, 2014.

The FriendScout24 business including its trademarks qualifies as discontinued operation. The assets and liabilities related to the FiendScout24 business and the trademarks are classified as “assets/liabilities of disposal group classified as held for sale” in the consolidated balance sheet.

On August 31, 2014, Asa completed the divestment of FriendScout24 including its trademarks to Match.com, for EUR 17.7 million in cash. Asa does not expect any material gain or loss from the disposal of FriendScout24. FriendScout24 was dedicated to providing online dating services.

FriendScout24 has been measured at fair value less costs to sell and presented as “assets/liabilities of disposal group classified as held for sale” under the purchase price allocation.

6.3 Notes to the consolidated income statement

6.3.1 Revenues

Revenues generated from core services include revenues from the sale of listings, the provision of advertising space and the generation of leads, and amount to EUR 44,327 thousand. Revenues further comprise other services in the amount of EUR 834 thousand.

Revenues from barter transactions with services in the amount of EUR 41 thousand are included in revenues generated from core operating services.

6.3.2 Cost of sales

Cost of sales amounting to EUR 7,537 thousand relate to costs that Asa had to incur in order to generate the revenues for the financial period.

Cost of sales consists of expenses related to operating the websites and mobile applications. These include, for example, cost of data lines, rents, maintenance expenses, licensing costs as well as costs for associated headcount expenses, such as salaries, commissions, benefits and bonuses. Also presented under cost of sales are for example costs such as special placements, expenses for trademarks and domains. Cost of sales further comprise of amortization charges on contractual customer relationships.

6.3.3 IT and product service costs

The costs for developing IT systems and platforms are presented under the IT and product service costs. These consist all headcount expenses, including salaries and benefits, for employees which are engaged in the design, development and testing of our website.

6.3.4 Distribution and marketing costs

Distribution and marketing expenses consist of headcount expenses, including salaries, commissions, benefits and bonuses for sales, sales support, customer support, marketing and public relations employees. Also included are expenses for all promotional and marketing activities, facilities costs allocated on a headcount basis and bad debt.

6.3.5 General and administrative expenses

General and administrative expenses consist of headcount expenses, including salaries, benefits and bonuses for executive, finance, accounting, legal, human resources, recruiting and administrative support. General and administrative expenses also include legal, accounting and other third-party professional service fees and facilities costs.

Costs in relation to the acquisition of Scout24 in the amount of EUR 20,953 thousand have been charged to administrative expenses in the consolidated income statement.

6.3.6 Other operating income

Other operating income comprises the following:

	11/08/2013 - 03/31/2014 EUR '000
Gain from disposal of non-current assets	2
Miscellaneous	276
Total	**278**

6.3.7 Results from investments accounted for using the equity method

The results from investments accounted for using the equity method is composed as follows:

	11/08/2013 - 03/31/2014 EUR '000
Share of losses of PropertyGuru Pte. Ltd., Singapore	−131
Share of profit of ASPM Holding B.V., Netherlands	0
Total	**−131**

Asa's share in losses from associates has been recognized for the group's investments in Property Guru Pte. Ltd. and ASPM Holding B.V.

ASPM Holding B.V. is no longer active as the company shall be liquidated.

Additionally, pro-rated currency translation differences in the amount of EUR 286 thousand have been recognized directly through other comprehensive income.

6.3.8 Finance income

Finance income is composed of the following:

	11/08/2013 - 03/31/2014 EUR '000
Currency translation gains from financing	48
Interest income - third parties	2
Total	**50**

6.3.9 Finance costs

Finance costs are composed of the following:

	11/08/2013 - 03/31/2014
	EUR '000
Interest expense - third parties	−4,632
Currency translation losses from financing	−224
Other	−110
Total	**−4,966**

Interest expense relates to the drawn facilities under the Senior Facility Agreement (referred to as "SFA") during the reporting period. For details refer to 6.4.10 'Financial liabilities'.

6.3.10 Income taxes

As of April 1, 2014, Asa NewCo will be the head of the fiscal unit for tax purposes with Scout24. Therefore, current and deferred income taxes of Scout24 as per March 31, 2014 have been calculated separately from those of Asa NewCo and are included in the tax positions of Asa.

Current taxes paid or accrued in the individual countries as well as deferred taxes are presented as income tax expense/income in the income statement.

	08/11/2013 - 03/31/2014
	EUR '000
Current tax:	
Current tax on losses for the period	−4,514
Adjustments in respect of prior periods	−1
Total current tax expenses	**−4,515**
Deferred tax:	
Deferred taxes from temporary differences	1,394
Deferred taxes from tax losses carried forward	3,479
Total deferred tax income	**4,873**
Income taxes income	**358**

The applicable tax rate for 2014 to calculate deferred taxes of Asa is 31.54%. The applicable tax rate comprises corporate income tax with a tax rate of 15%, the solidarity surcharge, which is levied on corporate income tax at a rate of 5.5% on the corporate income tax, as well as trade tax.

The income tax expense/income based on profit before income taxes and the applicable tax rate applicable to Asa of 31.54% for 2014 is as follows:

	08/11/2013 - 03/31/2014
	EUR '000
Loss before income taxes from continuing operations	**−22,079**
Applicable tax rate	31.54%
Expected income tax income	6,964
Adjustment in respect of prior periods	−1
Income not subject to tax	53
Expenses not deductible for tax purposes	−14
Permanent differences	−5,609
Non-recognition of deferred tax assets	−41
Tax effects from additions and deductions for local tax purposes	−149
Adjustment to domestic tax rates applicable to profits/(losses) in the respective countries	−883
Currency translation differences	117
Other	−79
Income tax income	**358**
Effective tax rate	−1.62%

Permanent differences mainly result from the capitalization of acquisition costs for tax purposes of roughly EUR 17.5 million. Tax effects from additions and deductions for local tax purposes mainly relate to the recognition of deferred tax assets on interest carried forward resulting from German thin capitalization rules (EUR 819 thousand). This interest carried forward will be subject to trade tax additions when realized.

Tax receivable and tax payable as of the closing dates are as follows:

	03/31/2014
	EUR '000
Income tax receivables (current)	839
Income tax receivables	**839**
Income tax payables (current)	11,388
Income tax payables (non-current)	1
Income tax payables	**11,389**

Deferred tax assets have changed as follows:

	03/31/2014
	EUR '000
Opening balance	**—**
Acquisition of subsidiaries	1,986
(Charged)/credited to the income statement and directly through other comprehensive income, respectively	5,195
Closing balance	**7,181**

Deferred tax liabilities have changed as follows:

	03/31/2014
	EUR '000
Opening balance	**—**
Acquisition of subsidiaries	401,629
(Charged)/credited to the income statement and directly through other comprehensive income, respectively	302
Closing balance	**401,931**

Deferred tax liabilities mainly originate from temporary differences resulting from the step up of identifiable assets from the business combination per February 12, 2014. EUR 1,276 thousand had influence on the deferred tax liabilities and a step up of EUR 5,400 thousand decreased deferred tax assets previously recognized. These temporary differences result in deferred tax liabilities as at March 31, 2014 at the level of ImmobilienScout GmbH of roughly EUR 351.9 million and for AutoScout24 GmbH of roughly EUR 47.7 million.

Deferred taxes accounted for with respect to the re-measurement of post-employment benefit obligations in the amount of EUR 5 thousand have been recognized directly through other comprehensive income.

The balance of deferred tax assets and liabilities on temporary differences and tax losses carried forward is attributable to the following items:

	03/31/2014	
	Deferred tax assets	**Deferred tax liabilities**
	EUR '000	
Trade and other receivables	—	—
Other assets	—	—
Current assets	**—**	**—**
Trademarks	—	306,253
Other intangible assets	859	93,556
Property, plant and equipment	991	−287
Financial assets	—	8,511
Other assets	106	836
Non-current assets	**1,956**	**408,869**
Trade and other payables	—	1
Financial liabilities	6	—
Provisions for other liabilities and charges	26	—
Other liabilities	1,838	2
Current liabilities	**1,870**	**3**
Pensions and other post-employment obligations	62	3
Provisions for other liabilities and charges	929	—
Non-current liabilities	**991**	**3**
Losses carried forward/Interest carried forward	**9,308**	**—**
Total	**14,125**	**408,875**
Of which: non-current	2,947	408,872
Offsetting	−6,944	−6,944
Amount recognized	**7,181**	**401,931**

Impairment losses are recognized on the amounts presented if the deferred taxes are no longer expected to be realized.

Corporate income tax losses carried forward in Germany and other countries amount to EUR 25,153 thousand (hereof EUR 11,188 thousand for Asa NewCo; EUR 13,965 thousand for Scout24). Trade tax losses carried forward in Germany amount to EUR 11,403 thousand (hereof EUR 11,164 thousand for Asa NewCo; EUR 238 thousand for Scout24). Deferred tax assets on losses carried forward have only been recognized for losses carried forward of Asa NewCo, due to recoverability within the foreseeable future (deferred tax assets of EUR 3,525 thousand), for AutoScout24 Austria GmbH (deferred tax assets of EUR 26 thousand) and for AutoScout24 Espana S.A. (deferred tax assets of EUR 1 thousand). Other deferred taxes on tax losses carried forward have been impaired.

Interest carried forward of EUR 20,844 thousand have been recognized as deferred tax asset (EUR 5,755 thousand). Deferred tax assets include the effect of interest expenses in part being subject to trade tax additions when the interest carried forward is realized.

6.3.11 Earnings per share from continuing and discontinued operations

		11/08/2013 - 03/31/2014
Loss from continuing operations for the period	EUR ’000	− 21,721
Less: Loss attributable to non-controlling interests	EUR ’000	− 87
Less: Advanced loss pro rata temporis of the year attributable to owners of preference shares	EUR ’000	− 17,031
Loss from continuing operations attributable to owners of the parent	EUR ’000	− 38,665
Weighted average number of shares in Asa NewCo GmbH in issue	Number	345,455
Basic earnings per share from continuing operations	EUR	− 111.92
Diluted earnings per share from continuing operations	EUR	− 111.92
Profit from discontinued operations for the period	EUR ’000	0
Less: Profit attributable to non-controlling interests	EUR ’000	0
Profit from discontinued operations attributable to owners of the parent	EUR ’000	0
Weighted average number of shares in Asa NewCo GmbH in issue	Number	345,455
Basic earnings per share from discontinued operations	EUR	0.00
Diluted earnings per share from discontinued operations	EUR	0.00

6.3.12 Personnel expenses

	11/08/2013 - 03/31/2014
	EUR ’000
Wages and salaries	− 13,199
Social security costs	− 1,954
Pension costs and other post-employment benefits	− 132
Total	**− 15,285**

6.4 Notes to the consolidated balance sheet

6.4.1 Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held at call with banks in the amount of EUR 32,225 thousand.

6.4.2 Trade and other receivables

Trade and other receivables comprise the following:

	03/31/2014
	EUR ’000
Trade receivables - third parties	29,603
Receivables - shareholders	29
Receivables - related entities	750
Total	**30,382**

Movements in the provision for bad debts are as follows:

	03/31/2014
	EUR ’000
Opening balance	**0**
Provision for bad debts	− 310
Closing balance	**− 310**

Provisions for bad debts have been recognized in the income statement.

The ageing analysis of trade receivables past due but not impaired is as follows:

	Net value	Provisions for bad debts	Gross value	Doubtful trade receivables before impairment	Neither past due nor impaired	Not impaired and past due in the following time bands		
						Less than 30 days	30 to 90 days	More than 90 days
					EUR '000			
March 31, 2014	**30,382**	**−310**	**30,692**	**676**	**15,659**	**9,778**	**3,899**	**680**

With regard to trade receivables that were neither past due nor impaired, there were no indications as of the reporting date that the debtors would not meet their payment obligations.

In relation to trade receivables that were past due as of the reporting date but not impaired, based on the customers' credit history and credit rating, there are no indications that they will not be able to meet their payment obligations.

Regarding impaired trade receivables, the carrying amount before deducting impairment losses amounts to EUR 30,692 thousand. The impairment losses recognized amount to EUR 310 thousand.

6.4.3 Financial assets

Financial assets as of the respective reporting dates are comprised of the following:

	03/31/2014
	EUR '000
Current	
Receivables - shareholders	5,000
Receivables - related entities	15
Other	195
Total	**5,210**
Non-current	
Loans - third parties	255
Loans - associates	575
Shares in unconsolidated companies	64
Other	51
Total	**945**

Receivables from shareholders relate to an outstanding portion of an additional cash contribution, which DTAG has to pay in April 2014 in accordance with the share contribution and transfer agreement between DTAG and Asa HoldCo dated February 12, 2014.

Loans to associates comprise a loan granted to Property Guru Pte. Ltd.

As of the reporting date, there was no objective evidence of a potential impairment of the recognized financial assets, as the counterparties of the financial assets have not been subject to any credit risk in the past as far as Asa is concerned. Furthermore, in relation to other balance sheet items, financial assets do not bear significance and therefore only little credit risk for Asa. Most of the non-current financial assets relate to Property Guru Pte. Ltd., which is an associated company and therefore the credit risk is relatively easy to monitor.

6.4.4 Other assets

Other assets comprise the following as of the respective reporting dates:

	03/31/2014
	EUR '000
Current	
Prepaid expenses and deferred charges	5,236
Taxes other than income taxes	3,857
Advance payments	1,483
Other	1,011
Total	**11,587**
Non-current	
Prepaid expenses and deferred charges	2,030
Other	93
Total	**2,123**

Taxes other than income taxes comprise claims from VAT refunds and advance payments.

6.4.5 Assets and liabilities of disposal group classified as held for sale

On February 12, 2014, Asa NewCo acquired FriendScout24 exclusively with a view to its subsequent disposal. On July 12, 2014, Asa signed an agreement with Match.com on the sale of the FriendScout24 business including the trademarks "FriendScout24" and "Secret". The transaction was closed on August 31, 2014.

The FriendScout24 business including its trademarks qualifies as discontinued operation in accordance with IFRS 5 criteria. The assets and liabilities related to the FriendScout24 business and the trademarks are classified as "assets/liabilities of disposal group classified as held for sale" in the consolidated balance sheet.

On August 31, 2014, Asa completed the divestment of FriendScout24 including its trademarks to Match.com, for EUR 17.7 million in cash. Asa does not expect any material gain or loss from the disposal of FriendScout24. FriendScout24 was dedicated to providing online dating services.

FriendScout24 has been measured at fair value less costs to sell and presented as "assets/liabilities of disposal group classified as held for sale" under the purchase price allocation.

6.4.6 Intangible assets

As part of the acquisition of Scout24 and the related purchase price allocation, Asa identified trademarks, contractual customer relationships, and software as intangible assets as follows:

	Concessions, rights and licenses	Contractual customer relationships	Trademarks	Goodwill	Intangible assets under construction	Total
			EUR '000			
Cost						
Balance as at 11/08/2013	**—**	**—**	**—**	**—**	**—**	**—**
Acquisition of subsidiaries	78,360	237,100	971,310	753,970	8,268	2,049,008
Additions	475	—	—	—	250	725
Reclassifications	5,575	—	—	—	−5,575	—
Balance as at 03/31/2014	**84,410**	**237,100**	**971,310**	**753,970**	**2,943**	**2,049,733**
Accumulated amortization and impairment						
Balance as at 11/08/2013	**—**	**—**	**—**	**—**	**—**	**—**
Amortization charge	− 3,538	− 3,476	−10	—	—	−7,024
Balance as at 03/31/2014	**− 3,538**	**− 3,476**	**−10**	**—**	**—**	**−7,024**
Net book value						
Balance as at March 31, 2014	80,872	233,624	971,300	753,970	2,943	2,042,709

Goodwill allocation to the CGUs is presented below:

	03/31/2014
	EUR '000
CGU ImmobilienScout24	655,954
CGU AutoScout24	98,016
Total	**753,970**

Goodwill is not subject to amortization, and instead is tested annually for impairment.

In testing goodwill for impairment, the carrying value of the cash generating units which goodwill is allocated to includes inter alia trademarks and contractual customer relationships and is compared with the recoverable amount which is the higher of value in use and the fair value less costs of disposal. If the recoverable amount exceeds the carrying amount, there is no need to determine the value in use. The discounted cash flow ("DCF") method is used to determine the fair value less costs of disposal. DCF calculations are based on forecasts approved by management which in turn are based on financial budgets over a period of four years. Cash flows that extend beyond the 4-year period are calculated based on appropriate long-term growth rates. Key assumptions used in the measurement of fair value less costs of disposal include assumptions on customer and price trends, capital expenditure, market share, growth rates as well as discount rates. Cash flow calculations are validated using external sources of information.

A WACC after taxes of 8.8% was assumed in testing the impairment of the carrying value of goodwill for the cash-generating unit AutoScout24 and ImmobilienScout24. For the calculation of the terminal value a long-term growth rate of 2.0% was applied. There would be no requirement to impair any of the CGUs' goodwill, even if the growth rate was reduced to 0% and the WACC was increased to 12% simultaneously.

Trademarks are allocated to the CGUs below:

	03/31/2014
	EUR '000
CGU ImmobilienScout24	861,700
CGU AutoScout24	109,300
CGU Corporate	300
Total	**971,300**

The trademark allocated to the CGU Corporate is amortized over the specific period for which it is expected to contribute to net cash inflows.

The trademarks allocated to the CGU ImmobilienScout24 and AutoScout24 are treated as having an indefinite useful life because it is expected to contribute to net cash inflows over an indefinite period. Therefore, the trademark would not be amortized until its useful life is determined to be finite. It is tested for impairment in accordance with IAS 36 annually and whenever there is an indication that it may be impaired.

The valuation for the impairment tests for the trademarks is carried out using the relief-from-royalty method that calculates the royalties the group would have had to pay to an external party for the use of respective intangible assets. The valuation of the assets is then based on the present value of saved future royalty payments. A WACC after taxes of 8.8% and a long-term growth rate of 2.0% were applied for all trademarks. Royalty fees of 30% and 10% were assumed in relation to the trademarks of ImmobilienScout24 and AutoScout24, respectively. There would be no requirement to impair the trademark of ImmobilienScout24, even if the growth rate was reduced to 0% and the WACC was increased to 17%. In relation to the trademark of AutoScout24 the growth rate could be reduced to 0.5% and the WACC to 12% without triggering any impairment.

6.4.7 Property, plant and equipment

	Leasehold improvements	Other equipment, operating and office equipment	Total
		EUR '000	
Cost			
Balance as at 11/08/2013	**—**	**—**	**—**
Acquisition of subsidiaries	188	16,566	16,754
Additions	—	226	226
Balance as at 03/31/2014	**188**	**16,792**	**16,980**
Accumulated depreciation and impairment			
Balance as at 11/08/2013	**—**	**—**	**—**
Depreciation charge	−9	−849	−858
Balance as at 03/31/2014	**−9**	**−849**	**−858**
Net book value			
Balance as at March 31, 2014	179	15,943	16,122

6.4.8 Investments accounted for using the equity method

Set out below are the associates of Asa as at March 31, 2014 which are measured using the equity method of accounting. The carrying amounts of the associates have developed as follows:

	EUR '000
Balance as at November 8, 2013	**—**
Acquisition of subsidiaries	40,189
Share of loss for the period	−131
Share of currency translation difference	286
Dividend distribution	0
Balance as at March 31, 2014	**40,344**

The group accounts for ASPM Holding B.V., Amsterdam, Netherlands as well as Property Guru Pte Ltd., Singapore, as investments accounted for using the equity method. Key accounting data of investments accounted for using the equity method is presented below:

	03/31/2014
	EUR '000
Total assets	49,495
Total liabilities	10,938
Revenue	3,442
Net income	− 1,224

6.4.9 Trade and other payables

Trade and other payables comprise the following:

	03/31/2014
	EUR '000
Outstanding invoices	13,068
Trade payables - third parties	17,742
Liabilities - shareholders	90
Liabilities - related entities	139
Total	**31,039**

6.4.10 Financial liabilities

Financial liabilities as of the respective closing dates were comprised of the following:

	03/31/2014
	EUR '000
Current	
Accrued bank interest	1,820
Contingent purchase price liabilities	836
Liabilities - shareholder	87
Liabilities - affiliates	61
Liabilities- associates	18
Other	3
Total	**2,825**
Non-current	
Bank borrowings	635,010
Liabilities- associates	1,614
Derivative financial liabilities	1,234
Total	**637,858**

As of March 31, 2014, total principal amounts of EUR 655,304 thousand were drawn under the SFA.

Bank borrowings comprise the following:

	Amount	Contractual Repayment Date
	EUR '000	
Facility B	595,000	February 12, 2021
Facility D	50,000	February 12, 2022
Revolver	10,304	February 12, 2020

The SFA was made with an international banking syndicate. The syndicated facilities agreement covers two term loans, one with EUR 595,000 thousand (Facility B) and one with EUR 50,000 thousand (Facility D). Furthermore, the SFA covers a multicurrency revolving credit facility in an aggregate principal amount of EUR 50,000 thousand denominated in a currency at the option of Asa. As of March 31, 2014, the revolving credit facility was drawn in Euro only and has an amount of EUR 10,000 thousand.

Loans and borrowings are variable-interest financial liabilities. Interest rates for tranches in Euro are based on EURIBOR plus an additional credit margin. For tranches in currencies other than Euro interest rates are based on LIBOR. The credit margins range from 4.25% to 8.75%, depending on subordination.

The SFA contains an agreement for the Facility D loan to pay the variable interest rate plus margin, the variable rate being at least 1 per cent. Due to the low interest rates at the moment, Asa NewCo has the obligation to pay 1 per cent plus margin.

This floor constitutes an embedded derivative that was in-the-money at signing date of the SFA. Therefore, the floor is accounted for as a free standing derivative, i.e. at fair value with fair value changes recorded through profit or loss.

Furthermore, Asa entered into an ancillary facility agreement with an international German bank. This agreement provides for a revolving cash credit facility in an aggregate amount of up to EUR 3,750 thousand and for a revolving guarantee facility in the amount of up to EUR 1,500 thousand. The volume of the ancillary facility agreement is thereby credited towards the overall volume of the revolving credit facility of the SFA. As of March 31, 2014, EUR 304 thousand were drawn from the revolving guarantee facility as a rental guarantee.

No repayments were made during the current period. The financial liabilities are measured at amortized cost using the effective interest method.

Under the SFA, the group pledged as security its equity interest in Scout24 Holding GmbH together with its subsidiaries. The entire collateral has been pledged over the whole term of the loan facilities draw down. The loan receivable from Scout24 Holding GmbH was assigned by way of security to the banking syndicate. Asa NewCo's and Asa HoldCo's bank accounts have also been pledged.

In case ASA defaults under the loan agreement, the bank has the right to receive the equity interest and the balances from the bank accounts. In particular, Asa NewCo has pledged the carrying amount of the shares in Scout24 Holding of EUR 1,064,023 thousand and the bank accounts of EUR 9,265 thousand as collaterals. In case of default the bank accounts of the Asa NewCo as collaterals for the SFA are second ranked and available only after the claim of bank accounts of the Asa HoldCo.

Transaction costs incurred in connection with the conclusion of the SFA are set off from the initial fair value of the loan and released to the income statement over the term of the loan using the effective interest method. Concerning Facility D, the embedded interest rate floor has also been set off from the initial fair value of the Facility D and released to the income statement over the term of the loan.

In 2014, the contingent purchase price liabilities in the amount of EUR 836 thousand relate to the acquisition of Property Guru Pte. Ltd.

The non-current liabilities to associates are owed to ASPM Holding B.V.

6.4.11 Provisions for other liabilities and charges

	Provisions for litigation risks	Personnel provisions	Other provisions	Accrual for restructuring	Total
			EUR '000		
As at 11/08/2013	**—**	**—**	**—**	**—**	**—**
Of which current	—	—	—	—	—
Charged/(credited) to the income statement:					
Acquisition of subsidiaries	3,917	154	880	—	4,951
Additional provisions	2,284	14	—	2,794	5,092
Used during the period	−2,286	—	—	—	−2,286
As at 03/31/2014	**3,915**	**168**	**880**	**2,794**	**7,757**
Of which current	1,529	0	23	2,614	4,166

The provisions for litigation essentially concern tax disputes resulting from investigations of Italian financial authorities. A new investigation started in June 2014; further material observations and findings can occur from this investigation. The other provisions include mainly potential claims for damages by customers due to the brokering of closed funds. As a result of the acquisition of Scout24 and in connection with the purchase price allocation, contingent liabilities in the amount of EUR 1,400 thousand have been recognized.

In March 2014, a group-wide restructuring was implemented and a corresponding provision for termination benefits was recognized during the inaugural period 2014.

Provisions that are not expected to lead to an outflow of resources in the subsequent period are carried at their discounted settlement amount on the reporting date. Provisions that were already discounted in the previous year were compounded in the reporting period in accordance with their term. The discount factor is based on market interest rates.

6.4.12 Other liabilities

Other liabilities comprise of the following as of the reporting dates:

	03/31/2014
	EUR '000
Current	
Liabilities to employees	12,756
Deferred revenues	10,149
Taxes other than income taxes	6,612
Miscellaneous	2,058
Total	**31,575**

The liabilities to employees are essentially composed of bonuses. Deferred revenues mainly consist of deferred online-listing sales.

6.4.13 Pensions and other post-employment benefit obligations

The group operates occupational pension schemes and has both defined benefit plans and defined contribution plans.

Defined contribution plans exist in the form of retirement annuities, disability annuities and dependents' pension the amount of which depends on length of service and salary. The employer's contributions to be paid towards the statutory pension scheme in Germany are considered to be such defined contribution plans. Payments within the group towards defined contribution plans are predominantly contributions towards statutory pension schemes in Germany and Switzerland. During the inaugural period, expenditure in relation to defined contribution plans amounted to EUR 965 thousand.

In relation to defined benefit pension plans, the obligation, plan assets and provisions have developed as follows:

	Present value of obligation	Fair value of plan assets	Provisions
		EUR '000	
Opening balance	—	—	—
Current service cost	21	—	21
Interest expense/(income)	4	−2	2
(Gain)/loss from remeasurement	30	−48	−18
of which:			
- Return on plan assets, excluding amounts included in interest expense/(income)	*—*	*−48*	*−48*
- Experience (gains)/losses	*10*	*—*	*10*
- (Gain)/Loss from change in financial assumptions	*20*	*—*	*20*
- (Gain)/loss from change in demographic assumptions	*—*	*—*	*—*
Past service cost	—	—	—
Exchange differences	3	−9	−6
Contributions to plan assets	3	−3	—
of which:			
- Employer contributions	3	−3	—
- Employee contributions	—	—	—
Payments	−1	1	—
of which:			
- Benefit payments	—	—	—
Effects of business combinations	1,058	−397	661
Risk premium	−4	4	—
As of 03/31/2014	**1,114**	**− 454**	**660**

Risk premiums are premiums for one-year risk insurances that cover disability and death.

As of March 31, 2014, total pension obligations from defined benefit plans in Switzerland amounted to EUR 673 thousand, in Italy to EUR 441 thousand.

The following actuarial assumptions have been applied for the determination of pension provisions in Switzerland:

	03/31/2014
	Switzerland
Actuarial interest rate	2.10%
Salary growth rate	1.50%
Inflation	n/a
Pension growth rate	0.00%

The valuation of Swiss pension obligations is based on mortality tables BVG 2010 GT.

A change in substantial valuation assumptions would result in the following percentage changes to the defined benefit obligations in Switzerland:

	Change in assumption	Effect on obligation
	EUR '000	
Actuarial interest rate	−0.25 percentage points	28
	+ 0.25 percentage points	−26
Salary growth rate	−0.25 percentage points	−9
	+ 0.25 percentage points	9

A change in the average life expectancy of −1 year (+1 year) would result in a change of the defined benefit obligation amounting to EUR −5 thousand (EUR +5 thousand). Sensitivity analyses are based on changes of respective valuation assumptions, whereas other valuation assumptions remain unchanged. Analyzing actuarial interest for sensitivity, the company assumes a variation of expected interest yields of retirement savings in line with the assumed correlation of these parameters. In practice, other valuation assumptions could correlate with each other, too. Determining sensitivities, the same appraisal method (projected unit credit method as at reporting period end) has been applied as for the valuation of pension obligations recognized in the balance sheet.

As of March 31, 2014, the obligations in Switzerland have duration of 18.7 years.

Plan assets comprise the following:

	03/31/2014		
	Fair value of plan assets	**of which: assets with a quoted market price in active markets**	**of which: assets without a quoted market price in active markets**
		EUR ’000	
Cash and cash equivalents	3	3	—
Equity instruments	108	108	—
Debt instruments	232	232	—
Property, plant and equipment	49	—	49
Other	62	62	—
Total	454	405	49

For the calendar year ended December 31, 2014, payments to retirees are expected to amount to EUR 42 thousand and contributions to plan assets are expected to be EUR 56 thousand. Due to the lack of a valuation report for the financial period ended March 31, 2014, payments to retirees for the period from April 1, 2014 to December 31, 2014 have been pro-rated and are expected to amount to EUR 32 thousand. Contributions to plan assets also had to be calculated on a pro-rata basis and are expected to amount to EUR 42 thousand.

6.4.14 Equity

Asa’s subscribed capital was increased under the share contribution and transfer agreement dated February 12, 2014 from EUR 25 thousand to EUR 2,000 thousand.

For the purpose of increasing subscribed capital, 975,000 ordinary shares and 1,000,000 preferred shares were issued. As of March 31, 2014 the issued and outstanding share capital is EUR 2,000 thousand divided into 1 million common shares with a nominal value of EUR 1 per share and 1 million preference shares with a nominal value of EUR 1 per share. Each ordinary share entitles its holder to 1 voting right; each preference share entitles its holder to 1,102 votes. In addition, the preference shares are entitled to fixed advanced profits and cumulative fixed dividends of 12%.

The new business shares were purchased inter alia by Asa HoldCo and DTAG by way of contributions in kind (EUR 1,064,239 thousand) and cash contributions (EUR 39,228 thousand).

Under local legislation, capital reserves in the amount of EUR 800,000 thousand were released with effect from March 31, 2014 and entered into appropriated capital reserve. Other components of equity are deemed to be distributable if certain legal conditions are met.

Other reserves only comprise of currency translation differences.

6.5 Other disclosures

6.5.1 Notes to the consolidated cash flow statement

The cash flow statement shows how cash and cash equivalents have developed during the fiscal period. In accordance with IAS 7 “Statement of Cash Flows” a distinction is made between cash flows from or cash used in operating, investing and financing activities.

In the cash flow statement, cash and cash equivalents include cash and cash equivalents reported in the balance sheet. As the FriendScout24 business was acquired solely with the intention to its subsequent disposal, the cash flow statement is only shown for cash flows from continuing operations.

The indirect method has been applied in presenting cash flows from operating activities, and the direct method has been used to disclose cash flows from financing and investing activities. Effects from currency translation differences and changes in the scope of consolidation were eliminated in performing the calculation.

Cash flows from operating activities essentially result from the Scout24 business acquired as of February 12, 2014.

Cash flows generated through investing activities are due to the acquired cash as part of the Scout24 acquisition. As the transaction itself was made by means of an equity issue, it is a non-cash transaction.

Cash flows from financing activities are mainly due to equity cash contributions by the shareholders of Asa NewCo and a revolver draw down (see note 6.4.10), which are partially offset by debt acquisitions costs incurred in connection with the SFA.

6.5.2 Disclosures on leases and other obligations

Commitments from operating leases and other obligations as of the reporting dates are as follows:

	03/31/2014			
	Total	**Residual term up to 1 year**	**Residual term between 1 and 5 years**	**Residual term more than 5 years**
	EUR ’000			
Obligations from operating leases	28,285	5,643	17,003	5,639
Obligations from maintenance and service agreements	11,837	10,035	1,802	0
Total	**40,122**	**15,678**	**18,805**	**5,639**

Obligations from operating leases mainly relate to rent contracts for office spaces.

There are obligations from operating leases to related parties in the amount of EUR 17,361 thousand.

Rental expenses in the amount of EUR 832 thousand were paid during the fiscal period for operating leases.

The obligations from maintenance and service agreements are to third parties for data processing centers and databases.

6.5.3 Disclosures on financial instruments

Carrying amounts and fair values

The following table presents the reconciliation of the balance sheet items and the classification in accordance with IAS 39, broken down into subsequent measurement at amortized cost and at fair value through profit or loss as well as carrying amounts per category and fair values per class.

Cash and cash equivalents, trade receivables, current financial assets and current financial liabilities essentially have short-term maturities. Therefore, their carrying amount as of the end of the reporting period approximates to their fair value.

The amortized costs of the current financial liabilities approximate to their fair values as at the reporting date. Liabilities are valued using the effective interest method. Valuation is performed by the group’s accounting department. There were no changes in valuation techniques during the stub period.

Non-current financial assets are equity investments not accounted for using the equity method. They are carried at cost as there is no active market for those companies and fair values cannot be reliably ascertained as cash flows cannot be determined reliably. Therefore, a fair value is not disclosed. There is currently no intention to sell these investments.

In accordance with IFRS 13, fair values of financial assets and financial liabilities have to be allocated to one of the three levels of the fair value hierarchy. The individual levels of the fair value hierarchy are defined as follows:

- Level 1: quoted prices (unadjusted) in an active market for identical assets and liabilities that the entity can access at the measurement date
- Level 2: inputs other than quoted market prices included within Level 1 that are observable for the asset and liability, either directly or indirectly
- Level 3: inputs for the assets and liabilities not based on observable market data

Transfers between levels of the fair value hierarchy are deemed to have occurred at the end of the reporting period. There were no transfers between the levels during the inaugural period.

	Recognition approach pursuant to IAS 39						
	Measurement category pursuant to IAS 39	Carrying amount as of 03/31/2014	At Amortized cost	At cost	At fair value through profit and loss	Fair value as of 03/31/2014	Level in fair value hierarchy
				EUR '000			
Assets							
Cash and cash equivalents	LAR	32,225	32,225	—	—	n/a	
Trade and other receivables	LAR	30,382	30,382	—	—	n/a	
Other current financial assets	LAR	5,210	5,210	—	—	n/a	
Assets of disposal group classified as held for sale	AfS	23,915	—	—	—	23,915	3
Other non-current financial assets		945	881				
Available-for-sale financial assets	AfS	64	—	64	—	n/a	
Other non-current financial assets	LAR	881	881	—	—	959	2
Liabilities							
Trade and other payables	FLAC	31,039	31,039	—	—	n/a	
Current financial liabilities		2,825					
Contingent purchase price liabilities	n/a	836	—	—	836	836	3
Other current financial liabilities	FLAC	1,989	1,989	—	—	n/a	
Other current liabilities		31,575					
Other current financial liabilities	FLAC	816	816	—	—	n/a	
Other current non-financial liabilities	n/a	30,759					
Liabilities of disposal group classified as held for sale	AfS	6,215	—		—	6,215	3
Non-current financial liabilities		637,858					
Derivative financial instruments	FLHfT	1,234	—	—	1,234	1,234	3
Other non-current financial liabilities	FLAC	636,624	636,624	—	—	667,973	3
Of which aggregated by IAS 39 categories							
Loans and receivables	LaR	68,698					
Assets and liabilities available/held for sale	AfS	17,764					
Financial Liabilities Held for Trading	FLHfT	1,234					
Financial liabilities measured at amortized cost	FLAC	670,468					

The fair value of non-current financial assets classified as loans and receivables is calculated by using a discounted cash flow model applying risk-free market interest rates. Further central input factor is the Euro to Singapore dollar exchange rate. As all significant inputs required to fair value calculation are observable, the instrument is included in level 2.

Non-current financial liabilities to associates comprise outstanding capital contributions of ASPM Holding B.V. (EUR 1,614 thousand) and have been recognized at amortized cost. Due to the short duration of this financial instrument, the carrying amount represents an adequate approximation to the fair value.

The fair value of further non-current financial liabilities in relation to the SFA is calculated by using a discounted cash flow model applying a risk-free market interest rates adjusted by an appropriate credit spread. The credit spread is derived from the fixed interest rate less the risk free EUSA swap rate and built into a curve by applying similar trends as observed on the market.

In accordance with IFRS 5, the ‘assets/liabilities of disposal group classified as held for sale’ in relation to FriendScout24 were written down to their fair value less costs to sell of net EUR 17,700 thousand. This is a non-recurring fair value which has been measured using unobservable inputs, being the transaction price in the entity-specific share purchase agreement, and is therefore within level 3 of the fair value hierarchy.

During the stub period ended March 31, 2014, FriendScout24 generated a profit amounting to EUR 265 thousand. The assets and liabilities of the discontinued operation FriendScout24 are measured at the lower of carrying amount and fair value. As of March 31, 2014, the fair value is the lower of the two measures. Therefore, an impairment loss of EUR 265 thousand was recognized and the profit reduced to EUR 0.

The contingent purchase price liabilities are measured according to IFRS 3 at fair value through profit and loss upon initial recognition and subsequently. Formally, they do not belong to any category under IAS 39.

The valuation of these liabilities is based on data, where the inputs are based on unobservable market data (Level 3). Thereby, the inputs comply with the conditions defined during purchase price negotiations, the probability of the occurrence of future events and the underlying planning data concerning the business development.

The fair value is calculated by using a discounted cash flow model. Future cash flows are based on contractually agreed price formula which depends on expected revenues. To determine the estimated cash flows, the probability of occurrence of expected revenues was taken into consideration. The cash flows are discounted with an applicable interest rate curve.

As the input factors are not based on observable market data, the fair value of the contingent purchase price liabilities is classified as Level 3 of the fair value hierarchy.

The following table presents the changes in Level 3 instruments (contingent purchase price liability) for the reporting period ended March 31, 2014:

	Contingent purchase price liabilities
	EUR ’000
Balance as at November 8, 2013	**—**
New contingent purchase price liabilities	1,171
Settlements	−335
Total gains for the period included in the income statement, under “other operating income/ expense”	—
Balance as at March 31, 2014	**836**

In connection with the acquisition of Property Guru Pte. Ltd., there are two revenue thresholds for the calculation of contingent purchase price liabilities. The upper limit has been exceeded to such an extent, that even a ten percent reduction in revenues in 2013 would not change the fair value as of March 31, 2014.

Fair value of the interest rate floor, which is disclosed at Level 3 of the fair value hierarchy, is determined by using valuation techniques with unobservable inputs. The floor is valued on a riskless basis with the Black-Scholes model and afterwards adjusted by a CVA or DVA, using the add-on approach. Central input parameters for the valuation are the Euro par yield curve, historical forward volatility and tenor basis spreads. Significant unobservable valuation input is credit margin of 8.75 per cent according to Facility D Agreement, which is used to approximate the credit spread adjustment via interpolation. The higher (lower) credit margin cause an insignificant increase (decrease) in the fair value. If the change in the credit margin would be shifted by +/-5% the impact on profit or loss would be +/- EUR 9 thousand.

The following table presents the changes in Level 3 instruments (interest rate floor) for the reporting period ended March 31, 2014:

	Interest rate floor
	EUR '000
Balance as at November 8, 2013	**—**
New financial liability (interest rate floor)	1,097
Settlements	—
Total losses for the period included in the income statement, under "finance income/costs"	137
Balance as at March 31, 2014	**1,234**
Change in unrealised losses for the period included in the income statement for liabilities at the end of the reporting period	137

Net gains/losses

The following net gains and losses were allocated to the categories pursuant to IAS 39:

	Measurement category pursuant to IAS 39	11/08/2013 - 03/31/2014
	EUR '000	
Loans and receivables	LAR	−523
Financial liabilities measured at amortized cost	FLAC	−4,807
Financial liabilities measured at fair value through profit and loss	FVtPL	−107
Recognized through the income statement	Total	−5,437
Available-for-sale financial assets	AfS	—
Recognized through other comprehensive income		—

The measurement category "LaR" comprises interest income, impairments on receivables as well as results from the de-recognition of receivables. The measurement category "FLAC" primarily comprises loan amortization in relation to the SFA. Interest expenses with regards to cash pool liabilities as well as foreign exchange losses from financial liabilities have been presented within the measurement category "FVtPL".

Changes in the values of available-for-sale financial assets have been recognized directly through other comprehensive income.

Offsetting

Financial assets and liabilities are set off on the basis of netting agreements (master netting arrangements) only if an enforceable right of set-off exists and settlement on a net basis is intended as at the reporting date. If the right of set-off is not enforceable in the normal course of business, the financial assets and liabilities are recognized in the balance sheet at their gross amounts as at the reporting date. The master netting arrangement creates a conditional right of set-off that can only be enforced by taking legal action.

(a) Financial assets

The following financial assets are subject to offsetting, enforceable master netting arrangements and similar agreements:

	Gross amounts of recognised financial assets	Gross amounts of financial liabilities set off in the balance sheet	Net amounts of financial assets presented in the balance sheet	Financial instruments	Cash collateral received	Net amount
			EUR '000			
Trade and other receivables	30,854	−472	30,382	0	0	30,382
Total	30,854	−472	30,382	0	0	30,382

(b) Financial liabilities

The following financial liabilities are subject to offsetting, enforceable master netting arrangements and similar agreements:

	Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets set off in the balance sheet	Net amounts of financial liabilities presented in the balance sheet	Financial instruments	Cash collateral pledged	Net amount
			EUR ’000			
Trade and other payables	31,511	−472	31,039	0	0	31,039
Total	31,511	−472	31,039	0	0	31,039

6.5.4 Financial risk management and capital management

The group is exposed to a variety of financial risks: credit risk, liquidity risk, foreign currency risk and interest rate risk. Financial risk management is being carried out by group treasury. Group treasury identifies, evaluates financial risks and assesses the extent to which hedging is necessary in close cooperation with the group’s operating units.

Changes in the risk exposure of the group are addressed through changes in processes. The purpose of the financial risk management is to reduce these risks through targeted measures.

Credit risk

Credit risk is managed on a group basis. Credit risk arises from cash and cash equivalents, current financial assets, trade receivables as well as other receivables. Credit exposures to customers are recorded systematically, analyzed and managed in the respective subsidiaries, using both internal and external sources of information. The maximum default risk is reflected in the carrying amounts of cash and cash equivalents, trade and other receivables, and financial assets recognized in the balance sheet. There were no collateral or other credit enhancements which would reduce the credit risk from financial assets.

Credit risks are mainly in connection with trade and other receivables. Since the group’s business model depends on a broad customer base, the risk of significant bad debt losses is classified as fairly low. As far as credit default risks are identifiable, they are mitigated by active accounts receivable management and solvency checks of business partners. Identified default risks are accounted for in the balance sheet through respective value adjustments.

Liquidity risk

Liquidity risk is the risk that Asa cannot fulfil either fully or partially its financial commitments. The financing requirement is covered by both the operating cash flow and external financing within the scope of the SFA. Liquidity risks are monitored and managed centrally by the operative cash management of Asa for the entire group. The availability of funding is managed through periodic liquidity planning and monthly cash flow analysis. Maturity of financial assets and liabilities are monitored regularly.

Balance as at March 31, 2014	Up to 1 year	1-3 years	3-5 years	More than 5 years
Non-derivative financial instruments				
Trade and other payables	31,039	—	—	—
Financial Liabilities	30,768	67,274	74,611	744,792
Derivative financial instruments				
Derivative financial liabilities	498	996	1,313	3,356

The table above shows the contractual undiscounted cash flows (interest and notional payments) of financial instruments. As a result, these amounts will not reconcile to the carrying amounts disclosed on the balance sheet except for trade and other payables where discounting is not applied due to insignificant effects. Future cash flows depending on floating interest rates were determined by applying forward interest rates based on the EURIBOR interest curve as of March 31, 2014.

In order to avoid short-term liquidity risk within the Group, Asa and its subsidiaries have implemented a group-wide cash pool. Short-term money transfers within the Group lead to less financing costs in the subsidiaries.

Foreign currency and interest rate risk

At present, the group is not exposed to any material foreign currency risk. Revenues are mainly generated in Euro. Risks that result from translating assets and liabilities of foreign corporate units into the group's presentation currency generally remain unhedged.

Due to the central cash management at Asa, intercompany receivables and payables are denominated in Euro. As not all subsidiaries' functional currency is Euro, there are currency translation differences which are recognized in the consolidated income statement. These differences are not eliminated on consolidation. As at the reporting date, the receivables from cash management denominated in Euro in the amount of EUR 49,342 thousand on the balance sheet of a subsidiary that has Swiss francs as functional currency have not been subject to material foreign currency volatility. Furthermore, the payables in relation to business operations with Property Guru Pte. Ltd. denominated in Singapore Dollar in the amount of EUR 261 thousand have not been subject to material foreign currency volatility as at March 31, 2014.

A sensitivity analysis was performed for Swiss franc and Singapore dollar by modeling a change of 10 percent in the exchange rate to simulate the possible effect on profit or loss of the foreign currency-denominated financial instruments in the event of the appreciation or depreciation of these currencies. The results of these scenarios were as follows:

03/31/2014 **Effects on profit before income tax**	**Change in foreign exchange** **EUR '000**	
	−10%	+10%
CHF	4,486	−5,482
SGD	−183	224

There is no effect on other comprehensive income due to a lack of application of hedge accounting.

The group's interest rate risk arises from long-term external financing within the scope of the SFA from February 12, 2014. Borrowings issued at variable rates (1 month EURIBOR) and denominated in EUR expose the group to cash flow interest rate risk. Risk exposure includes facility B of EUR 595 million and the drawn portion of the revolver of EUR 10 million as of March 31, 2014. Facility D of EUR 50 million is not subject to interest rate risk as the contract has an embedded interest rate floor agreement and as long as the fixed interest rate is above the stressed EURIBOR rates. This happened as of March 31, 2014.

Based on the simulations performed, the group calculates the impact on profit and loss of a defined interest rate shift. The scenarios are run only for liabilities that represent the major interest-bearing positions.

If the market interest rate as of March 31, 2014 was higher/(lower but not lower than 0%) by 100 basis points, the earnings before taxes would have been:

03/31/2014 **Effects on profit before income tax**	**Change in market interest rate, basis points** **EUR '000**	
	−100	+100
Original financial instruments	+2,000	−6,450
Derivative financial instruments	+857	−1,683

There is no effect on other comprehensive income due to a lack of application of hedge accounting.

Liquidity management is centralized at Asa as part of the group-wide treasury management. When investing cash and cash equivalents, the financial institutions and investments are carefully selected and monitored regularly within the scope of the treasury management reporting. The exposure and adherence to limits are monitored on a regular basis. Cash and cash equivalents are held in cash deposits with notable commercial banks, which are rated with a high degree of creditworthiness.

Capital management

Asa's objectives when managing capital are to safeguard the group's ability to ensure as going concern and finance its long-term growth.

Asa manages its capital structure and adjusts it to the respective economic conditions. Capital structure is monitored on the basis of net financial liabilities. A monthly report is prepared in regard and discussed at the management meetings. If required, Asa NewCo undertakes the necessary financing transactions on international financial markets.

	03/31/2014 EUR '000
Financial liabilities	−640,683
Cash and cash equivalents	32,225
Net financial liabilities	**−608,458**

6.5.5 Related party disclosures

IAS 24 "Related party disclosures" requires disclosures about transactions and balances with related parties. As at March 31, 2014, Asa HoldCo and DTAG are direct shareholders of Asa NewCo. Asa HoldCo is ultimately owned by H&F and Blackstone Group L.P. ("BG"). H&F, BG and DTAG as well as the companies controlled by H&F, BG and DTAG or companies over which H&F, BG and DTAG can exercise significant influence are classified as related parties of Asa.

The following transactions were carried out with related parties during the period:

The acquisition of Scout24 (refer to note 6.2.1) is a related party transaction.

Revenues

	11/08/2013 - 03/31/2014 EUR '000
Related entities	330
Total	**330**

Expenses

	11/08/2013 - 03/31/2014 EUR '000
Shareholders	−1,503
Related entities	−534
Affiliates	−1
Total	**−2,038**

Other operating income

	11/08/2013 - 03/31/2014 EUR '000
Related entities	130
Total	**130**

Receivables

	03/31/2014 EUR '000
Shareholders	5,050
Associates	575
Related entities	1,282
Total	**6,907**

Liabilities

	03/31/2014
	EUR '000
Shareholders	1,426
Associates	1,632
Affiliates	61
Related entities	139
Total	**3,258**

The outstanding balances at the end of the reporting period are unsecured and will be settled by cash payment or offsetting. There are no guarantees for receivables from and liabilities to related companies. There were no valuation allowances on receivables from affiliated companies.

Key management compensation

	11/08/2013 - 03/31/2014
	EUR '000
Salaries and other short-term employee benefits	1,855
	1,855

Salaries and other short-term employee benefits represent fixed, non-performance-related benefits as well as short-term performance-related compensation of key management personnel of Asa Holding GmbH. During the current financial period, two executive directors were employed and paid by H&F and one executive director was employed and paid by DTAG. Details about their compensation are unknown.

6.5.6 Segment information

Reportable segments of Asa are considered to be ImmobilienScout24, AutoScout24, as well as Corporate. The operating activities are being split according to the services offered.

The operating segment "ImmobilienScout24" provides classified services for professional and private customers. The main listing products facilitate the sale and rental of properties by publishing information about the property, which consumers can search free of charge. These listing services are complemented by a number of additional value added services which are offered as on-top products. In addition revenues are generated with advertising for third-party providers, including insurances, utility or furniture companies.

The operating segment "AutoScout24" also provides classified services for professional and private customers, which consumers can search free of charge. In addition revenues are generated with a variety of on-top products and advertising for third-party providers, including original equipment manufacturers.

The operating segment "Corporate" provides shared services to group companies. In addition, it provides online-marketing-services to group companies as well as external customers. Licensing revenues, which stem from the sale of the JobScout24 and TravelScout24 trademarks to a third party, are also recognized in this segment.

Revenues within "Other" primarily result from the sale of membership fees for online dating services, the sale of advertising space online as well as the generation of business contacts (leads) for other online platforms including leads in the area of financial services.

The operating segments disclosed are regularly assessed by the executive directors of Asa NewCo GmbH acting as Chief Operating Decision Makers (referred to as "CODM") in relation to their profitability and resource allocation. Steering and internal reporting of Asa is essentially based on IFRS applied in the consolidated financial statements.

Asa assesses the performance of its segments by reference to the accounting measures EBITDA and ordinary operating EBITDA. A segment's EBITDA is defined as net profit/(loss) (based on total revenues) before net finance costs, income taxes, depreciation, amortization, impairment and the results from the disposal of subsidiaries. Ordinary operating EBITDA represents EBITDA adjusted for non-operating effects. Non-operating effects reflect business transactions that are defined for purposes of internal management as occurring once or rarely and thus should not be considered in the assessment of a segment's performance based on ordinary operating EBITDA. In the reporting period, the consolidated non-operating effects amounted to EUR -27,622 thousand. They mainly comprise transaction related costs regarding the acquisition of the Scout24 group in February 2014.

The accounting measure capital expenditure comprises the following: capital expenditure for property, plant and equipment as well as intangible assets, including internally generated assets from the recognition of development costs, but excluding goodwill. It further includes advance payments made in relation to property, plant and equipment and intangible assets.

The reconciliation separately presents the elimination of the FriendScout24 business due to its classification as discontinued operation. With regard to EBITDA and ordinary operating EBITDA of FriendScout24, the reconciliation represents the segment's external EBITDA and external ordinary operating EBITDA. Other reconciling items comprise the consolidation of inter-segment relations. In relation to EBITDA, ordinary operating EBITDA and capital expenditure of the operating segment "Other", other reconciling items additionally include the elimination of intra-segment relations, if such relations exist.

Inter-segment revenues are determined using fair market prices.

Accounting measures used to assess the performance of the operating segments of Asa are disclosed below for the current period from November 8, 2013 until March 31, 2014:

	Revenues from external customers	Inter-segment revenues	Total segment revenues	EBITDA	Ordinary operating EBITDA	Capital expenditure
	EUR '000					
ImmobilienScout24	30,689	34	30,723	16,949	17,340	483
AutoScout24	13,433	195	13,628	2,750	2,796	497
Corporate	608	1,639	2,247	−27,219	−1,377	8
Total - reportable segments	**44,730**	**1,868**	**46,598**	**−7,520**	**18,759**	**968**
Other	4,402	72	4,474	−1,413	224	178
Reconciliation						
FriendScout24 (discontinued operations)	−3,971	−24	−3,995	−209	−503	−177
Other reconciling items	—	−1,918	−1,916	−13	−13	—
Total - consolidated	**45,161**	**—**	**45,161**	**−9,155**	**18,467**	**969**

The following table shows the reconciliation of the consolidated ordinary operating EBITDA and EBITDA from segment information to loss before income taxes and discontinued operations according to IFRS:

	11/08/2013 - 31/03/2014
	EUR '000
Ordinary operating EBITDA	**18,467**
Non-operating effects	−27,622
EBITDA	**−9,155**
Depreciation, amortization and impairment	−7,877
Results from investments accounted for using the equity method	−131
Other finance costs	−4,916
Loss before income tax from continuing operations	**−22,079**

A breakdown of entity-wide information discloses revenues as well as non-current assets according to the registered office of each entity of Asa:

	Revenues from external customers 11/08/2013 - 31/03/2014	Non-current assets* 31/03/2014
	EUR '000	
Germany	39,162	2,100,818
Foreign	5,999	480
Total	**45,161**	**2,101,298**

*) Non-current assets comprise intangible assets, property, plant and equipment, investments accounted for using the equity method and other non-current assets.

The breakdown of revenues from external customers presented in the following table is based on a distinction between core services and other services. Revenues from core services include revenues from the sale of listings, the provision of advertising space and the generation of leads.

	Revenues from external customers 11/08/2013 - 31/03/2014
	EUR '000
Revenues from core services	44,327
Revenues from other services	834
Total	**45,161**

6.5.7 Subsequent events

On April 4, 2014, Asa NewCo sold its entire shareholding in the subsidiary Spontacts GmbH The incubation business was shut down.

After the balance sheet date the decision was taken to repay the revolver in the amount of EUR 10 million. The repayment was made on April 14, 2015.

On May 28, 2014, a wholly owned subsidiary of Immobilien Scout GmbH, Berlin, AE BG Theta Holding GmbH, Vienna (newly established in 2014), acquired 100% of the shares in ERESNET GmbH, Vienna. The purchase price of EUR 15,746 thousand was paid in cash. As of May 28, 2014, Asa NewCo GmbH exercises control over ERESNET GmbH. Inter alia, the newly acquired company is one of the leading operators for real estate portals in Austria. In combination with ImmobilienScout24.at which has already been established in Austria, the group plans to become Austria's leading marketplace for real estate.

The goodwill of EUR 13,432 thousand arising from the acquisition is attributable to the strong market position of ERESNET. None of the goodwill recognized is expected to be deductible for income tax purposes.

The following table summarizes the consideration paid for ERESNET GmbH, the fair value of assets acquired and liabilities assumed.

Consideration

	May 28, 2014
	EUR '000
Cash	15,746
Total consideration transferred	**15,746**

Recognized fair value amounts of identifiable assets acquired and liabilities assumed

	May 28, 2014
	EUR '000
Identifiable trademarks	435
Development costs	752
Contractual customer relationships	1,668
Other intangible assets	87
Property, plant and equipment	175
Financial assets	11
Trade and other receivables	704
Cash and cash equivalents	414
Provisions for other liabilities and charges	−788
Deferred tax liabilities	−714
Trade payables, deferred revenue and other liabilities	−430
Total identifiable net assets	**2,314**
Goodwill	13,432
Total	**15,746**

The figures above are based on a preliminary purchase price allocation. The final purchase price allocation has not been completed at the time of preparing these consolidated financial statements for the period ended March 31, 2014 as not all valuation reports are yet available. The figures may be revised following the adjustment of the fair values of the intangible assets, property, plant and equipment and the deferred taxes applicable to these assets.

From May 2014, eligible and selected management employees were given the opportunity to invest in ordinary or preference shares in Asa NewCo, indirectly via a KG partnership structure, via the new Management and Board Member Participation Programme ("PP"). The grant date for the initial awards made under the PP will be set at the date the offer made is accepted by the eligible employees.

The awards related to shares in Asa NewCo have been offered for services received from these eligible and selected employees by the company and are therefore share-based payment transactions among group entities within the scope of IFRS 2 and have to be recognized in the company's financial statements. As a result, awards of both ordinary and preference shares in the PP will be reflected in the company's financial statements at 30 June 2014, and will be accounted for as equity-settled share-based payments.

By shareholders' resolution dated May 16/28, 2014, Asa HoldCo resolved on the distribution by Asa NewCo of EUR 5,000 thousand to DTAG. The parties have agreed that the dividend will not be paid in cash, but settled by way of set-off with the receivable from DTAG.

On July 12, 2014, Asa NewCo signed an agreement with Match.com on the sale of the FriendScout24 business. The transaction was closed on August 31, 2014.

In June 2014 and September 2014 further restructuring measures were taken in the group. During this course two volunteer schemes have been decided upon and severance agreements have been entered into with managers of several subsidiaries. Up to the preparation date in recognition of these facts restructuring expenses have been accounted for in the amount of EUR 10,316 thousand in the stub period April 1, 2014 to December 31, 2014. Additionally, the group expects further severance agreements, which will result in additional expenses in the amount of EUR 2,651 thousand in the stub period April 1, 2014 to December 31, 2014. The amount of provisions is subject to change depending on the number of further severance agreements.

In June a cancellation agreement was signed with Joe Lichtenberger as manager of Asa NewCo GmbH. Joe Lichtenberger left the group on October 1, 2014. Respective expenses have been accounted for in the stub period April 1, 2014 to December 31, 2014.

As of September 1, 2014 Christian Gisy has joined Asa NewCo GmbH as manager.

There are no group-specific events or developments after the reporting date that would have resulted in a substantial change to the presentation or recognition of the individual assets or liabilities as of March 31, 2014.

Munich, September 29, 2014 and May 25, 2015

Asa NewCo GmbH

The Management

Gregory Ellis Christian Gisy

Auditor's Report

We have audited the consolidated financial statements prepared by Asa NewCo GmbH, Munich, comprising the balance sheet, the income statement and statement of comprehensive income, statement of changes in equity, cash flow statement and the notes to the consolidated financial statements, for the short financial year from November 8, 2013, to March 31, 2014. The preparation of the consolidated financial statements in accordance with the IFRSs, as adopted by the EU, is the responsibility of the Company's Managing Directors. Our responsibility is to express an opinion on the consolidated financial statements based on our audit.

We conducted our audit of the consolidated financial statements in accordance with § (Article) 317 HGB ("Handelsgesetzbuch": "German Commercial Code") and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the consolidated financial statements in accordance with the IFRSs, as adopted in the EU, are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Group and expectations as to possible misstatements are taken into account in the determination of the audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the consolidated financial statements are examined primarily on a test basis within the framework of the audit. The audit includes assessing the annual financial statements of those entities included in the consolidation, the determination of the companies to be included in the consolidation, the accounting and consolidation principles used and significant estimates made by the Company's Managing Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion, based on the findings of our audit the consolidated financial statements comply with the IFRSs, as adopted by the EU, and give a true and fair view of the net assets, financial position and results of operations of the Group in accordance with these requirements.

We issue this opinion on the basis of our duty-bound audit of the consolidated financial statements concluded as of September 29, 2014, and our supplementary audit, referring to the changes in Section '6.5.7 Subsequent events' as well as to the editorial amendments in the Sections '6.1.3 New standards and interpretations not yet adopted', '6.2.1 Acquisitions', '6.3.4 Distribution and marketing costs', '6.3.5 General and administrative expenses', '6.3.7 Results from investments accounted for using the equity method', '6.3.10 Income taxes', '6.3.11 Earnings per share from continuing and discontinued operations', '6.4.10 Financial liabilities', '6.4.13 Pensions and other post-employment benefit obligations', '6.5.3 Disclosures on financial instruments', '6.5.4 Financial risk management and capital management', '6.5.5 Related party disclosures' and '6.5.6 Segment information' of the notes to the consolidated financial statements. We refer to the Company's justification for the changes as stated in the changed notes to the consolidated financial statements, Section '6.1.2 Basis of preparation'. The supplementary audit did not lead to any reservations.

Munich, September 29, 2014 / limited to the above mentioned changes: May 25, 2015

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Holger Graßnick
Wirtschaftsprüfer
(German Public Auditor)

ppa. Dennis Burmeister
Wirtschaftsprüfer
(German Public Auditor)

Audited Consolidated Financial Statements of OpCo

Prepared in Accordance with IFRS

as of and for the Short Financial Year from January 1, 2014 to March 31, 2014

Audited Consolidated Financial Statements of OpCo

as of and for the Short Financial Year from January 1, 2014 to March 31, 2014

1. Consolidated income statement

	Note	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
		EUR '000	
Revenues	**6.2.1**	**82,529**	**310,143**
Cost of sales	6.2.2	−7,639	−33,905
Gross profit from continuing operations		**74,890**	**276,238**
IT and product service costs	6.2.3	−7,844	−31,538
Distribution and marketing costs	6.2.4	−29,976	−132,133
General and administrative expenses	6.2.5	−11,677	−38,201
Other operating income	6.2.6	495	7,011
Other operating expenses	6.2.7	−4	−375
Operating profit from continuing operations		**25,884**	**81,002**
(Loss)/profit from investments accounted for using the equity method	6.2.8	−534	4,320
Profit from disposal of investments	6.2.9	151,076	—
Finance income	6.2.10	60	924
Finance costs	6.2.11	−5,875	−2,079
Finance income - net		**144,727**	**3,165**
Profit before income tax from continuing operations		**170,611**	**84,167**
Income tax expense	6.2.12	−9,123	−1,437
Profit from continuing operations		**161,488**	**82,730**
Profit/(loss) for the period/year from discontinued operations (attributable to owners of the parent)	6.2.13	146	−4,508
Profit for the period/year		**161,634**	**78,222**
Profit attributable to:			
Non-controlling interests		−168	−1,032
Owners of the parent		161,802	79,254

Accompanying notes form an integral part of the consolidated financial statements

	Note	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
		EUR	
Basic earnings per share	**6.2.14**		
From continuing operations		161.66	83.76
From discontinued operations		0.15	−4.51
From profit for the period/year		161.81	79.25
Diluted earnings per share	**6.2.14**		
From continuing operations		161.66	83.76
From discontinued operations		0.15	−4.51
From profit for the period/year		161.81	79.25

Accompanying notes form an integral part of the consolidated financial statements

2. Consolidated statement of comprehensive income

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR '000	
Profit for the period/year	**161,634**	**78,222**
Other comprehensive income:		
Items that will not be reclassified to profit or loss		
Remeasurement of post-employment benefit obligations, net of tax	− 48	− 1
	− 48	**− 1**
Items that may be subsequently reclassified to profit or loss		
Currency translation differences	761	− 1,844
Reclassification of currency translation differences due to disposal of investments	− 746	—
Share of currency translation differences for investments accounted for using the equity method	56	11
	71	**− 1,833**
Other comprehensive income for the period/year, net of tax	**23**	**− 1,834**
Total comprehensive income for the period/year	**161,657**	**76,388**
Attributable to:		
Non-controlling interests	− 168	− 1,032
Owners of the parent	161,825	77,420
Total comprehensive income for the period/year	**161,657**	**76,388**
Total comprehensive income attributable to owners of the parent arises from:		
Continuing operations	161,679	81,928
Discontinued operations	146	− 4,508
	161,825	**77,420**

Accompanying notes form an integral part of the consolidated financial statements

3. Consolidated balance sheet

Assets

	Note	03/31/2014	12/31/2013
		EUR '000	
Current assets		**77,190**	**230,715**
Cash and cash equivalents	6.3.1	27,003	117,084
Trade and other receivables	6.3.2	30,663	33,629
Financial assets	6.3.3	371	295
Income tax receivables	6.2.12	838	1,229
Other assets	6.3.4	11,440	9,428
Non-current assets held for sale	6.3.5	—	69,050
Assets of disposal group classified as held for sale	6.3.6	6,875	—
Non-current assets		**487,871**	**489,735**
Intangible assets	6.3.7	435,182	439,494
Property, plant and equipment	6.3.8	14,388	15,893
Investments accounted for using the equity method	6.3.9	31,628	31,900
Financial assets	6.3.3	945	242
Deferred tax assets	6.2.12	5,560	1,928
Other assets	6.3.4	168	278
Total assets		**565,061**	**720,450**

Equity and liabilities

	Note	03/31/2014	12/31/2013
		EUR '000	
Current liabilities		**71,571**	**820,957**
Trade and other payables	6.3.10	17,044	25,818
Financial liabilities	6.3.11	8,929	763,607
Provisions for other liabilities and charges	6.3.12	2,766	155
Income tax liabilities	6.2.12	11,387	300
Other liabilities	6.3.13	24,958	31,077
Liabilities of disposal group classified as held for sale	6.3.6	6,487	—
Non-current liabilities		**658,573**	**5,662**
Financial liabilities	6.3.11	654,321	1,614
Pensions and other post-employment benefit obligations	6.3.14	660	584
Provisions for other liabilities and charges	6.3.12	3,591	3,414
Income tax liabilities	6.2.12	1	—
Deferred tax liabilities	6.2.12	—	—
Other liabilities	6.3.13	—	50
Equity	**6.3.15**	**− 165,083**	**− 106,169**
Subscribed capital		1,000	1,000
Capital reserve		22,885	243,456
Retained earnings		− 189,077	− 350,831
Other reserves		1,157	1,086
Non-controlling interests		− 1,048	− 880
Total equity and liabilities		**565,061**	**720,450**

Accompanying notes form an integral part of the consolidated financial statements

4. Consolidated statement of changes in equity

	Subscribed capital	Capital reserve	Retained earnings	Other reserves	Owner's equity	Non-controlling interests	Total equity
				EUR '000			
Balance as at 01/01/2013	**1,000**	**243,456**	**9,209**	**2,919**	**256,584**	—	**256,584**
Remeasurement of post-employment benefits	—	—	−1	—	−1	—	−1
Currency translation differences	—	—	—	−1,833	−1,833	—	−1,833
Profit for the period/year	—	—	79,254	—	79,254	−1,032	78,222
Total comprehensive income for the period/year	—	—	*79,253*	*−1,833*	*77,420*	*−1,032*	*76,388*
Total distributions to owners of the parent, recognized directly through equity due to profit and loss agreement	—	—	−439,283	—	−439,283	—	−439,283
Total Transactions with non-controlling interests	—	—	−10	—	−10	152	142
Balance as at 12/31/2013 / 01/01/2014	**1,000**	**243,456**	**-350,831**	**1,086**	**−105,289**	**−880**	**−106,169**
Remeasurement of post-employment benefits	—	—	−48	—	−48	—	−48
Currency translation differences	—	—	—	71	71	—	71
Profit for the period/year	—	—	161,802	—	161,802	−168	161,634
Total comprehensive income for the period/year	—	—	*161,754*	*71*	*161,825*	*−168*	*161,657*
Total distributions to owners of the parent, recognized directly through equity due to change of shareholders	—	−220,571	—	—	−220,571	—	−220,571
Total transactions with non-controlling interests	—	—	—	—	—	—	—
Balance as at 03/31/2014	**1,000**	**22,885**	**−189,077**	**1,157**	**−164,035**	**−1,048**	**−165,083**

Accompanying notes form an integral part of the consolidated financial statements

5. Consolidated cash flow statement

	Note	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
		EUR '000	
Profit for the period/year		**161,634**	**78,222**
Depreciation, amortization and impairment charges on intangible assets, and property, plant and equipment		3,272	15,083
Income tax expense		9,190	1,437
Interest income/(expenses)		5,518	1,875
Other finance income/(costs)		− 33	—
Profit from disposal of investments		− 151,076	—
Loss/(profit) from investments accounted for using the equity method		534	− 4,320
Other non − cash transactions		− 4	− 2,440
(Increase)/decrease in assets not attributable to investing or financing activities		− 1,378	− 5,539
Increase/(decrease) in liabilities not attributable to investing or financing activities		− 10,217	522
Increase/(decrease) in provisions for other liabilities and charges		2,817	851
Income taxes paid		− 150	− 3,819
Net cash generated from/(used in) operating activities		**20,107**	**81,872**
Cash flows from investing activities			
Purchases of intangible assets and property, plant and equipment		− 2,354	− 17,262
Purchase of investments in financial assets		− 653	− 178
Proceeds from the disposals of intangible assets and property, plant and equipment		464	267
Dividend distributions from associates		—	23,122
Proceeds from disposal of shares in subsidiaries		—	26
Proceeds from disposal of investments, less cash transferred		191,121	—
Net cash from/(used in) investing activities		**188,578**	**5,975**
Cash flows from financing activities			
Proceeds from current financial liabilities		8,063	65
Repayment of current financial liabilities		− 322,489	—
Proceeds from non − current financial liabilities		647,666	—
Repayment of non − current financial liabilities		—	− 125
Payments due to profit and loss transfer agreements		− 439,283	− 39,730
Interest paid and other financing expenses		− 897	− 1,812
Repayment of capital reserve to owners of the parent		− 220,571	—
Net cash from/(used in) financing activities		**− 327,511**	**− 41,602**
Exchange gains/(losses) on cash and cash equivalents		68	− 79
Net (decrease)/increase in cash and cash equivalents		**− 118,758**	**46,166**
Cash and cash equivalents at the beginning of the period/year	**6.4.1**	**145,830**	**99,665**
Cash and cash equivalents at the end of the period/year	**6.4.1**	**27,072**	**145,830**

6. Notes to the consolidated financial statements

6.1. General information and summary of significant accounting policies

6.1.1 General information

The group, referred to as "Scout24", consists of Scout24 Holding GmbH, Munich and its direct and indirect subsidiaries. Scout24 is a group of companies with online marketplaces in Europe.

Scout24 operates marketplaces primarily in the areas of residential real estate, mobility, dating and finance. Scout24 operates its own online platforms in four marketplaces across eight countries offering the possibility to generate classified ads for individual and corporate customers, provides online advertising space, and in addition, generates new business contacts (leads), for other online platforms. Scout24 further offers local language versions of its websites in ten additional countries.

Scout24's best-known marketplaces are ImmobilienScout, AutoScout24, FriendScout24 and FinanceScout24.

The trademarks JobScout24 and TravelScout24 are operated by third parties under licensing and cooperation agreements.

Scout24 Holding GmbH is a German limited-liability company (*Gesellschaft mit beschränkter Haftung*, "GmbH") within the meaning of the German Limited Liability Companies Act (Gesetz betreffend die *Gesellschaften mit beschränkter Haftung*, "GmbHG"), founded and domiciled in Germany with its registered office in Dingolfinger Str. 1-15, 81673 Munich.

During the financial year ended and as at December 31, 2013 Scout24 Holding GmbH was a wholly-owned subsidiary of Deutsche Telekom AG (referred to as "DTAG"), Bonn. As a result of a sale and purchase agreement (SPA) dated November 18, 2013, which became effective on February 12, 2014 ("the closing"), Hellman & Friedman LLC (referred to as "H&F") indirectly acquired 70% of the shares in Scout24 Holding GmbH (the parent company of the group referred to as "Scout24") from DTAG through H&F funds by Asa HoldCo GmbH (referred to as "Asa HoldCo"). As part of the sale, the existing control and domination agreement, the profit and loss transfer agreement and the consolidated tax group between Scout24 and DTAG were terminated as well as DTAG's financing of Scout24.

Following the closing of the SPA, DTAG acquired 30% of the shares in Asa NewCo GmbH (referred to as "Asa NewCo"), Munich from Asa HoldCo which has been the sole shareholder of Asa NewCo until that date. As at the closing date and as the sole shareholders of Asa NewCo, Asa HoldCo and DTAG decided to contribute their shares of Scout24 into Asa NewCo. Accordingly, DTAG contributed 30% of its shares in Scout24 to Asa NewCo by way of a contribution in kind. Furthermore, Asa HoldCo transferred its 70% shareholding in Scout24 to Asa NewCo by contribution in kind. Consequently, Asa HoldCo holds 70% of the shares and DTAG 30% of the shares in Asa NewCo. In addition, a proportion of equity of Asa NewCo has been provided to Scout Lux Management Equity Co S.à r.l. which is owned by H&F through a shareholding of 70% and DTAG through a shareholding of 30%, including subsidiaries of Scout Lux Management Equity Co S.à r.l. The direct shareholdings of Asa HoldCo and DTAG in Asa NewCo therefore decreased slightly to 65.9% and 28.2%, respectively.

Asa NewCo is a German limited-liability company (Gesellschaft mit beschränkter Haftung, "GmbH") within the meaning of the German Limited Liability Companies Act (Gesetz betreffend die Gesellschaften mit beschränkter Haftung, "GmbHG"), founded on November 4, 2013 and domiciled in Germany with its registered office in Munich. The business address is: Dingolfinger Str. 1-15, 81673 Munich.

As of March 31, 2014, Asa NewCo is the sole shareholder of Scout24 Holding GmbH. Reference made in this report to the "shareholder" therefore applies to Asa NewCo for the financial period ended March 31, 2014 as sole shareholders of Scout24 Holding GmbH. The term "shareholders" refers to DTAG for the comparative year ended December 31, 2013 as sole shareholder of Scout24 Holding GmbH.

The former shareholder, DTAG - which is an indirect shareholder through Asa NewCo at the balance sheet date - is referenced to as "related entity" in these financial statements for the period ended March 31, 2014 (see note 6.4.5).

Based on the shareholders´ resolution dated March 27, 2014, the financial period of Scout24 Holding GmbH was changed from calendar year to a stub period for 2014 starting with January 1 and ending on March 31, 2014. The period-end as of March 31, 2014 corresponds to the financial period-end of Asa NewCo.

The reason for the reporting period to be shorter than a year and determined to be March, 31, was to minimize the difference between the end of the reporting periods of the subsidiaries and Asa NewCo and to align internal reporting processes. Due to the stub reporting period, the amounts presented as comparative information are not entirely comparable.

6.1.2 Basis of preparation

The consolidated financial statements of Scout24 Holding GmbH have been prepared in accordance with International Financial Reporting Standards ("IFRSs") and IFRS Interpretations Committee (IFRS IC), as adopted by the European Union.

Scout24 has applied all mandatory accounting standards and interpretations relevant to its operations and effective as of March 31, 2014. None of the new and amended standards or interpretations had a material effect on the consolidated financial statements of Scout24.

The financial statements of the company and its subsidiaries are prepared under uniform accounting and valuation principles in accordance with IFRS. The fiscal year of the subsidiaries and associates corresponds to the calendar year. The interim financial statements of the subsidiaries are prepared as of the reporting date of these consolidated financial statements.

The consolidated financial statements are prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, and financial assets and liabilities (including derivative financial instruments) at fair value through profit and loss. The consolidated balance sheet presentation differentiates between current and non-current assets and liabilities. The consolidated income statement is presented by function ("cost-of-sales method"). The consolidated financial statements are prepared in euros ("EUR"), which is the presentation currency of Scout24. Unless otherwise indicated, figures are generally presented in thousands of euros ("EUR '000"). The tables and figures presented may contain rounding differences.

Management authorized and issued the consolidated financial statements for issue on September 26, 2014. As of that date the period for subsequents events after the balance sheet date ends. In January 2015 the group financial statements were adjusted as follows:

Information on subsequent events was amended by the restructuring measures taken in June and September 2014 as well as by the change in executive directors of Scout24 Holding GmbH.

Furthermore editorial amendments were done within the following chapters: Consolidated statement of comprehensive income, consolidated cash flow statement, new and amended standards, adopted by Scout24 for the period ended March 31, 2014, distribution and marketing costs, general and administrative expenses, income taxes, intangible assets, equity, disclosures on financial instruments, financial risk management and capital management and related party disclosures.

6.1.3 New and amended standards, adopted by Scout24 for the period ended March 31, 2014

In addition to the accounting standards applied in previous periods, IFRS as adopted by the EU and requiring implementation as of January 1, 2014 have been adopted. There were no material impacts from the first-time application. The standards applicable as of January 1, 2014 are presented in the following table:

Standard/Interpretation		Mandatory application date [1]	EU Adoption by March 31, 2014	Impacts
IFRS 10	Consolidated financial statements	January 1, 2014	Yes	None
IFRS 11	Joint arrangements	January 1, 2014	Yes	None
IFRS 12	Disclosure of interests in other entities	January 1, 2014	Yes	Additional disclosures
IAS 27	Separate financial statements	January 1, 2014	Yes	Not relevant
IAS 28	Investments in associates and joint ventures	January 1, 2014	Yes	None
IAS 32	Amendments to IAS 32 'Financial instruments': Offsetting financial assets and financial liabilities	January 1, 2014	Yes	no material changes
IAS 39	Amendment: Novation of derivatives and continuation of hedge accounting	January 1, 2014	Yes	None
	Amendment: Investment entities (Amendments to IFRS 10, IFRS 12, IAS 27)	January 1, 2014	Yes	None
	Amendment: transitional provisions of IFRS 10, IFRS 11 and IFRS 12 (June 2012)	January 1, 2014	Yes	None
IFRIC 21	Levies	January 1, 2014 (IASB)	no	Not relevant

1) Mandatory first-time adoption for Scout24 Holding GmbH.

IFRS 12, "Disclosures of interests in other entities" includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, structured entities and other off balance sheet vehicles.

The amendments to IAS 32 are to the application guidance in IAS 32, "Financial instruments: Presentation", and clarify some of the requirements for offsetting financial assets and financial liabilities on the balance sheet.

IAS 19 "Amendment: Defined benefit plans – Employee contributions" as well as IAS 36 "Amendment: Recoverable Amount Disclosures for Non-Financial Assets" have been early adopted in the reporting period with no material impacts.

6.1.4 New standards and interpretations not yet adopted

A number of standards and amendments to standards and interpretations are effective for financial periods beginning after April 1, 2014 and have not been applied in preparing these consolidated financial statements for the period ended March 31, 2014:

Standard/ Interpretation		Mandatory application date (IASB) 1)	EU Adoption by March 31, 2014	Effects
IAS 19	Amendment: Defined benefit plans – Employee contributions	July 1, 2014	no	Still under review
	Annual improvements of International Financial Reporting Standards, cycle 2011-2013	July 1, 2014	no	No material effects
IFRS 11	Amendment: Accounting for acquisitions of interests in joint operation	January 1, 2016	no	None
IFRS 14	Regulatory deferral accounts	January 1, 2016	no	None
IAS 16 & IAS 38	Amendments to IAS 16 and IAS 38: Clarification of acceptable methods of depreciation and amortization	January 1, 2016	no	Still under review
IAS 16 & IAS 41	Amendments to IAS 16 and IAS 41: Agriculture: Bearer plants	January 1, 2016	no	None
IFRS 15	Revenue from contracts with customers	January 1, 2017	no	Still under review
IFRS 9	Financial instruments: Classification and measurement of financial assets (November 2009)	(Date for first appliance was cancelled)	no	Still under review
IFRS 9	IFRS 9, Financial instruments: Classification and measurement of financial liabilities (October 2010)	(Date for first appliance was cancelled)	no	Still under review
	Amendments to IFRS 7 and IFRS 9: Mandatory effective date and transition disclosures	(Date for first appliance was cancelled)	no	Still under review
IFRS 9	Financial instruments: Hedge accounting	(Date for first appliance was cancelled)	no	none

1) Mandatory first-time adoption for Scout24 Holding GmbH.

6.1.5 Scope of consolidation

Subsidiaries are all entities over which Scout24 Holding GmbH has direct or indirect control. Subsidiaries not excluded due to materiality are fully consolidated in the consolidated financial statements.

Associated companies over which Scout24 exercises significant influence are accounted for using the equity method. These entities' results are presented within the net finance income/(costs) and dividend distributions from these entities are presented as cash flows from investing activities.

Number of entities	03/31/2014	12/31/2013
Scout24 Holding GmbH and fully-consolidated subsidiaries		
Germany	8	8
Foreign	9	9
Investments accounted for using the equity method		
Foreign	2	4
Non-consolidated companies		
Germany	1	1
Foreign	—	1
Total	**20**	**23**

A complete list of shareholdings of Scout24 Holding GmbH is attached as Appendix 1.

6.1.6 Consolidation principles

Subsidiaries are fully consolidated from the date on which control is transferred to Scout24. They are deconsolidated from the date that control is lost. Scout24 applies the acquisition method to account for business combinations.

Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated on consolidation.

Investments in associates are included in the consolidated financial statements using the equity method of accounting in accordance with IAS 28 and IFRS 11, respectively. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the group's share in profit or loss of the investee after the date of acquisition. The group determines at each reporting date whether there is any objective evidence that the investment is impaired. If this is the case, the group calculates the impairment as the difference between the carrying value and the recoverable amount and recognizes the amount as impairment loss in the income statement, as well as the share of profits/losses of investments accounted for using the equity method and dividend income/expenses. Dilution gains and losses arising in investments accounted for using the equity method are recognized in the income statement. Other changes in equity of associated group undertakings are not taken into account.

6.1.7 Presentation and functional currency

Items included in the financial statements of Scout24 Holding GmbH are measured in euro ("EUR"), which is the group's functional currency. The consolidated financial statements are also presented in euro, which is the group's presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the transaction date. On the reporting date, monetary assets and liabilities denominated in foreign currencies are translated using the period-end exchange rate. Non-monetary items recognized at historic acquisition or production cost are translated using the exchange rate prevailing at the transaction date. Moreover, non-monetary items, recognized at fair value and denominated in a foreign currency, have to be converted at the exchange rate, prevailing at the date the fair value was measured.

The results and financial position of all group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows: Assets and liabilities of each balance sheet presented are translated at the mid spot rate as of the reporting date. Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates). All resulting exchange differences are recognized through equity until disposal of the subsidiary.

The development of the underlying exchange rates used in foreign currency translation is presented below:

1 euro in foreign currency units	03/31/2014	12/31/2013
Switzerland		
Spot rate CHF	1.2193	1.2271
Average rate CHF	1.2243	1.2310
Singapore		
Spot rate SGD	1.7380	1.7403
Average rate SGD	1.7380	1.6620

6.1.8 Accounting estimates and judgments

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting policies. A higher degree of judgment and areas where assumptions and estimates are significant to the financial position have been exercised in relation to: group wide uniform useful lives of non-current assets, the recoverability of receivables and the recognition and measurement of provisions. The accounting estimates and judgments will, by definition, seldom equal the related actual results. The group also makes estimates and assumptions concerning the future. Estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are addressed below.

Estimated impairment of goodwill

In accordance with the accounting policy stated in note 6.1.9, the group tests annually whether goodwill has suffered any impairment. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the respective cash generating unit, and is tested based on forward-looking assumptions. This requires an estimate of the recoverable amount of the cash-generating units to which the goodwill is allocated. The recoverable amounts of cash generating units have been determined based on expected future cash flows using an appropriate discount rate. Future changes in the expected cash flows and discount rates may result in future impairments.

Fair value of derivatives and other financial instruments

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives and contingent purchase price liabilities) is determined by using valuation techniques. The group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

Deferred taxes

Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. The carrying amount of deferred tax assets is impaired if it is not probable that temporary differences will reverse in future and sufficient taxable profits are not available against which temporary difference can be utilized. The estimates made in this respect are subject to change over time, which may result in the reversal of adjustments in subsequent periods.

6.1.9 Significant accounting policies and valuation methods

Significant accounting policies and valuation methods are detailed below:

Business combinations and other transactions

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are recognized initially at their fair values at the acquisition date. The excess of the consideration transferred, the amount of any non-controlling interest and the acquisition-date fair value of any previous equity interest over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognized and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized as bargain purchase in the income statement. Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. Any impairment is recognized immediately as an expense. Impairment testing is carried out in accordance with IAS 36.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition-date carrying value of the previously held equity interest is re-measured at fair value as of the acquisition date. Any resulting gain or loss arising from such re-measurement is recognized in the income statement.

Any contingent consideration is recognized at fair value as of the acquisition date. Subsequent changes in the fair value of the contingent consideration that is deemed to be on asset or liability is recognized in accordance with IAS 39; any resulting gain or loss is recognized either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

There were no business combinations during the stub period.

Revenue recognition

Revenue is recognized and measured at the fair value of the consideration received or receivable to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. Amounts disclosed as revenue are net of VAT, trade allowances and rebates. The group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. If revenues have been generated from barter transactions involving advertising services they are recognized at fair value of the advertising service provided.

Revenues from online-listings, membership fees and the creation of business contacts (leads) are recognized on a straight-line basis over the contract period. Revenues from advertising space are recognized in the period over which the advertisements are placed or as the advertisements are displayed depending on the type of advertising contract.

Where invoices are raised in advance, the amounts, including those relating to discounts or free periods, are recognized as deferred revenue and released to the income statement in line with the provision of services as stipulated in the contract terms.

Current and deferred income taxes

The tax expense for the period comprises current as well as deferred taxes.

Scout24 Holding GmbH together with its subsidiaries in Germany formed a consolidated fiscal unit for tax purposes with DTAG up to and including fiscal year 2013. Since the termination of the profit and loss transfer agreement between DTAG and Scout24 Holding GmbH as at December 31, 2013, the controlling company of the consolidated fiscal unit for corporate income tax purposes is Scout24 Holding GmbH as of January 1, 2014.

Income taxes are calculated on the basis of tax laws enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income. Deferred taxes have been recognized for the German subsidiaries of Scout24 following the termination of the fiscal unit for tax purposes with Scout24 Holding GmbH.

Deferred income taxes are recognized on temporary differences arising between the carrying amounts of assets and liabilities recognized in the consolidated balance sheet and their tax bases. Deferred taxes are further recognized for tax losses carried forward. Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilized. Deferred tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred taxes are not accounted for if they arise from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred taxes are not recognized if they arise from the initial recognition of goodwill. Deferred tax is determined using tax rates that have been enacted or substantively enacted by the balance sheet date. Income taxes are recognized in the income statement, except to the extent that it relates to items recognized in other comprehensive income or directly through equity. In this case, tax is also recognized in other comprehensive income or directly through equity, respectively.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Finance income and finance costs

Finance income and finance costs comprise of interest income and expenses as well as currency translation gains and losses. Interest income and expenses are recognized using the effective interest method.

Earnings per share from continuing and discontinued operations

As at the balance sheet date of the consolidated financial statements, the subscribed capital of the company amounts to EUR 1 million. The basic earnings per share are calculated from the profit for the period attributable to the owners of the parent, divided by the weighted average of outstanding shares. For the current financial period, there are no dilution effects.

Property, plant and equipment

Property, plant and equipment is stated at historical cost, less accumulated depreciation and any impairment in value. Historical costs include expenditure directly attributable to the acquisition, as well as borrowing costs if the recognition criteria are met.

Depreciation is calculated using the straight-line method to allocate the assets' cost to their residual values over their estimated useful lives as follows:

Leasehold improvements	3 - 5 years
Other equipment, operating and office equipment	3 - 13 years

Repair and maintenance costs are expensed when incurred.

The assets' residual values and economic useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be fully recoverable. In this case, impairment is tested in accordance with IAS 36. An impairment loss is recognized for the amount by which the assets' carrying amount exceeds its recoverable amount. The remaining useful life is adjusted accordingly, if necessary.

If an external event gives rise to the reversal of an impairment loss, the reversal is recognized through profit and loss and by increasing the carrying amount of the asset in the period in which it occurs. The carrying amount of the asset will only be increased up to the amount that it would have been had the original impairment not occurred.

Gains or losses on disposals of property, plant and equipment are determined by comparing the proceeds with the carrying amount and are recognized in the income statement as "other operating income" in case of a gain or as "other operating expense" in case of a loss.

Intangible assets (excluding goodwill)

Intangible assets (excluding goodwill) are recognized at historical cost less accumulated amortization (except for intangible assets with an indefinite useful life) and less any provision for impairment in value. Internally generated intangible assets are capitalized if all of the requirements of IAS 38 are satisfied.

An intangible asset arising from development shall be recognized if, and only if, the entity can demonstrate all of the following:

A The technical feasibility of completing the intangible asset so that it will be available for use or sale.

B The intention to complete the intangible asset and use or sell it.

C The ability to use or sell the intangible asset.

D How the intangible asset will generate probable future economic benefits; the group can, among other things, demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset.

E The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.

F The ability to measure reliably the expenditure attributable to the intangible asset during its development.

The useful lives and amortization methods of intangible assets are reviewed at least at each period-end reporting date.

If the expectations deviate from the original policies and assumptions, appropriate amendments are recognized as changes in accounting estimates pursuant to IAS 8.

Intangible assets with indefinite useful lives are tested for indications of impairment both annually as well as when circumstances indicate that impairment may have occurred.

The estimated economic useful lives are as follows:

Useful life of intangible assets	3 - 5 years
Internally generated intangible assets Concessions, rights, licenses	3 - 7 years

Goodwill

Goodwill arises in a business combination and is the excess of the consideration transferred to acquire a business over the underline fair value of the net identified assets acquired. It is allocated to cash-generating units ("CGUs"). Goodwill is tested annually for impairment, and when events or changes in circumstances indicate that the carrying amount may not be fully recoverable. For the purpose of assessing impairment, assets are grouped into CGUs, and goodwill is allocated to each CGU. Each unit to which goodwill is allocated represents the lowest level within the company, at which goodwill is monitored for internal management purposes.

Goodwill is tested for impairment by comparing the carrying amount of the cash generating unit or units with its recoverable amount. If the carrying amount exceeds the recoverable amount, an impairment loss has to be recognized and the carrying amount written down to its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and the value in use. If the fair value less costs of disposal is greater than the carrying amount it is not necessary to calculate the value in use; no impairment is recognized. An appropriate valuation technique is used to determine the fair value less cost of disposal. The valuation methods are based on quoted market prices, valuation multiples, discounted cash flow, or other available indicators of the fair value measurement. The reversal of prior impairments as a result of an event giving rise to the reversal of an impairment loss on goodwill is not permitted. Goodwill is recognized in the acquiree's currency.

By taking advantage of the relief provided under IFRS 1 in conjunction with the retrospective application of IFRS 3, Trademarks and contractual customer relationships resulting from the acquisition of Scout24 in 2003 and the purchase price allocations ("PPAs") in 2007 are recognized within goodwill (see note 6.3.7).

Financial assets and liabilities

Regular purchases and sales of financial assets are recognized on the trade-date, the date on which the group commits to purchase or sell the asset. Financial instruments carried at fair value through profit or loss are initially recognized at fair value, and transaction costs are expensed in the income statement. All other financial instruments are initially measured at fair value plus transaction costs.

The classification of financial assets and liabilities depends on the purpose for which the financial assets were acquired or the financial liabilities were assumed. The group classifies its financial instruments into the following categories at initial recognition in accordance with IAS 39:

- Financial instruments at fair value through profit or loss
- Loans and receivables
- Held-to-maturity investments
- Available-for-sale financial assets
- Financial liabilities measured at amortized cost

The measurement at amortized cost or at fair value through profit or loss is determined by the classification of financial assets and liabilities at initial recognition. Financial instruments at fair value through profit or loss are financial instruments held for trading or designated as at fair value through profit or loss upon initial recognition. A financial instrument is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorized as held for trading unless they are designated as hedges. Scout 24 has not yet made use of the option to designate financial instruments upon initial recognition as financial instruments at fair value through profit or loss. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The group's loans and receivables comprise "receivables and other financial assets" and "cash and cash equivalents" in the balance sheet. Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories.

“Available-for-sale financial assets” are subsequently measured at fair value through other comprehensive income. “Financial assets at fair value through profit or loss” are subsequently measured at fair value through profit or loss. “Loans and receivables” and “held–to-maturity investments” are subsequently recognized at amortized cost using the effective interest method. Gains or losses arising from changes in the fair value of the “financial assets at fair value through profit or loss” category are presented in the income statement within “other operating income (expenses)” in the period in which they arise. Dividend income from financial assets is recognized in the income statement as part of “other operating income” when the group’s right to receive payment is established. Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognized in other comprehensive income.

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. Financial assets are derecognized when the rights to payments from the financial assets have expired or have been transferred and the group has transferred substantially all risks and rewards of ownership.

Receivables and other financial assets

Receivables and other financial assets classified as current are recognized at fair value, plus transaction costs. Non-current receivables and other non-current financial assets are recognized at fair value, which is calculated as the present value of future cash flows, discounted at the market interest rate prevailing on the date of recognition. They are subsequently measured at amortized cost using the effective interest method. Provisions for bad debts have been recognized for all items at risk. Any necessary valuation allowances are determined based on individual risk assessments as well as depending on the age of overdue receivables. A valuation allowance based on experience is established on a portfolio basis. The decision to account for credit risks using an allowance account or by directly reducing the receivable will depend on the reliability of the risk assessment. As there is a variety of operating segments and regional circumstances, this decision is the responsibility of the respective portfolio managers.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. They are recognized at carrying values, which equals the fair value by virtue of their short-term maturity.

Scout24 Holding GmbH made use of the corporate financial management system of DTAG during the financial year ended December 31, 2013.

The cash pooling agreement with DTAG was terminated as of February 6, 2014 and replaced by a new shareholder loan from Asa NewCo. The closing balances as of the reporting date are presented under cash and cash equivalents as receivables from cash management.

Scout24 Holding GmbH operates an own Euro-Cash-Pool.

Available-for-sale financial assets

Investments and subsidiaries not consolidated are classified as “available-for-sale financial assets” and are recognized at fair value, except for investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured. Fair value changes are recorded in other comprehensive income. When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the income statement as ‘gains and losses from investment securities’. Interest on available-for-sale securities calculated using the effective interest method is recognized in the income statement as part of finance income.

The group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. For debt securities, the group uses the same criteria as evidence of impairment as for receivables and other financial assets.

In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss – is removed from equity and recognized in profit or loss.

Impairment losses recognized in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in profit or loss, the impairment loss is reversed through the consolidated income statement.

Financial liabilities

Financial liabilities and other liabilities are recognized initially at fair value, less transaction costs. The price is either determined on an active market or as a fair value determined using valuation techniques. Subsequently, financial and other liabilities are measured at amortized cost using the effective interest method. Any differences between the amount received and the amount repayable are recognized in income over the term of the loan using the effective interest method.

Investments accounted for using the equity method

Associates included in the consolidated financial statements are accounted for using the equity method at their pro-rated share in equity. Associates are all entities over which Scout24 has significant influence in the financial and operating policy decisions, but not control or joint control. Significant influence is generally assumed with a shareholding of between 20 percent and 50 percent share of the voting rights. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of the acquisition. When the group's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured receivables, the group does not recognize further losses. The group's investment in associates includes goodwill identified on acquisition. Profits and losses resulting from upstream and downstream transactions between the group and its associate are recognized in the consolidated financial statements only to the extent of unrelated investor's interests in the associate.

When testing for impairment, the carrying amount of an investment accounted for using the equity method is compared with its recoverable amount. If the carrying amount exceeds the recoverable amount, the difference is recognized as impairment loss in the income statement. If an external event gives rise to the reversal of an impairment loss, the reversal of the previously recognized impairment loss is recognized in the consolidated income statement.

The financial statements of investments accounted for using the equity method are generally prepared on the basis of uniform accounting policies.

Non-current assets held for sale and disposal groups

Non-current assets (or disposal groups) held for sale are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and the sale is considered virtually certain. They are stated at the lower of carrying amount and fair value less costs to sell.

Provisions

Provisions are recognized if the group has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be recognized to settle the obligation, and the amount can be estimated reliably. The amount of the provision recognized is the best possible estimate of the settlement amount of the present obligation as of the reporting date. Expected reimbursements from third parties are not offset but rather recognized as a separate asset if reimbursement is virtually certain. If the time value of money is material, the amount of the provision is discounted based on a risk-adjusted market rate.

Pensions and other post-employment obligations

The group operates defined benefit plans as well as defined contribution plans. A defined contribution plan is a pension scheme in which the employer and employee make fixed contributions into an account of a separate legal entity (fund). As the risks and rewards are assumed by the employee the group has neither legal nor constructive obligations for the current or previous fiscal year to make additional payments if investment returns arising from the contributions do not generate sufficient post-employment benefits. In contrast, defined benefit plans typically provide fixed pension benefits to members at retirement in the form of a guaranteed level of pension payable for life. The level of benefits provided depends on members' age, length of service and their salary in the final years leading up to retirement.

Italy

The pension scheme in Italy is based on regulations of TFR (Trattamento di Fine Rapporto) which requires payment of pension benefits upon leaving the company. The pension scheme is based upon Italian Labor Law (para 2120 codice civile). The pension scheme has no plan assets.

Switzerland

Employees in Switzerland are insured for retirement and against risks such as death and disability at Vita Sammelstiftung in accordance with the Federal Law on Occupational Retirement, (BVG). Vita Sammelstiftung is a foundation which is legally separate from Scout24 and whose top management body consists of both, employee and employer representatives of the affiliated companies in equal shares. Among other things, this management body determines the amount of pension benefits as well as the investment strategy for plan assets based on asset-liability assessments periodically conducted.

The present value of obligations valued according to pension plan regulations form the basis of the asset-liability assessments as they are decisive for the cash flows of the foundation. The investment in pension plan assets is further based on regulations elaborated by the management body in line with the legal framework. The Investment Committee of the management body is responsible for the implementation. The benefits of the pension plan are above the legally required minimum. The benefits derive from employer's and employees' contributions as well as from the interest yield on pension assets of the insured parties which is defined annually by the management body according to legal guidelines (defined contribution plan according to BVG).

The amount of employer's and employees' contributions is determined by the amount of the pensionable salary as well as age. If an employee leaves Scout24 or the pension plan respectively before reaching retirement age, the law provides for the transfer of the vested benefits to the new pension plan. These vested benefits comprise the employee's and the employer's contributions plus interest, the money originally brought in to the pension plan by the beneficiary and an additional legally stipulated amount. Upon retirement, the insured party can choose whether they want to receive their pension benefits entirely in the form of a pension annuity or partially as a lump sum payment. In line with the pension plan regulations, pension annuities have to be adjusted for inflation in line with the financial capability of a retirement plan. Despite being wholly funded, current pension annuities cannot be adjusted for inflation in the near future due to the financial situation of Vita Sammelstiftung.

Swiss pension law provides that accrued benefits have to be completely financed by regulatory defined, annual contributions. Should there be insufficient returns on plan assets or deficits due to actuarial deviations, the management body is legally obliged to take action in order to overcome these deficits within a period of 5 to 7 years. These actions may comprise adjustments to the benefit plan as well as additional contributions by group entities affected and participating employees. None of these measures are required in light of the current financial situation of Sammelstiftung Vita.

Pension obligations for defined benefit plans are valued annually by an independent actuary applying the projected unit credit method. Re-measurements are recognized directly through other comprehensive income.

According to IAS 19.93 and as per the IASB clarification dated November 21, 2013 and effective as from July 1, 2014, the calculation method considering the spread of risks is mandatory for retirement plans whose contributions are defined by the length of service. Due to the fact that the contributions towards the pension schemes of Scout24 International Management AG, Baar, Switzerland, depend on the employee's age, the company has the right to choose whether to spread the risks. Scout24 International Management AG has decided to spread the risks. The spread of risks allows for certain employee's contributions to be included in the measurement of pension obligations as negative benefits. Effects of the spread of risks on the amount of the defined benefit obligation as well as on the service costs are fairly small however.

Contingent liabilities and off-balance sheet contractual obligations

Contingent liabilities and off-balance sheet contractual obligations are not recognized as liabilities in the consolidated financial statements until settlement is probable.

Contingent assets

Contingent assets are possible assets whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events. The realization of contingent assets is expected to result in an inflow of economic benefits. Contingent assets are not recognized in the consolidated financial statements until the expected inflow is virtually certain. Contingent assets are disclosed in the notes to the consolidated financial statements if an inflow of economic benefits is probable.

Contingent purchase price liabilities

The contingent purchase price liabilities are measured according to IFRS 3 at fair value through profit and loss upon initial recognition and subsequently. Formally, they do not belong to any category under IAS 39.

Leases

Pursuant to IAS 17, leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. All other leases are classified as finance leases. At initial recognition of a finance lease, the leased property as well as a corresponding liability is recognized at the lower of fair value and the present value of minimum lease payments. Subsequently, the minimum lease payments are allocated between the finance charges and the liability. Additionally, the property, plant and equipment acquired under finance leases is depreciated and tested for impairment. Depreciation is charged over the shorter of the lease term, and the useful life of the asset.

The lease payments from operating leases are recognized on a straight-line basis over the term of the corresponding contracts in the income statement.

6.2 Notes to the consolidated income statement

6.2.1 Revenues

Revenues generated from the core services amount to EUR 80,842 thousand (previous year: EUR 303,771 thousand). Revenues further comprise other services in the amount of EUR 1,687 thousand (previous year: EUR 6,372 thousand). Revenues from core services include revenues from the sale of listings, the provision of advertising space and the generation of leads.

Revenues from barter transactions with services in the amount of EUR 46 thousand (previous year: EUR 2,596 thousand) are included in revenues generated from core operating services.

6.2.2 Cost of sales

Cost of sales amounting to EUR 7,639 thousand (previous year: EUR 33,905 thousand) relate to costs that Scout24 had to incur in order to generate the revenues for the financial period.

Cost of sales consists of expenses related to operating the websites and mobile applications. These include, for example, costs of data lines, rents, maintenance expenses, licensing costs as well as costs for associated headcount expenses, such as salaries, commissions, benefits and bonuses. Also presented under cost of sales are for example cost such as special placements, expenses for trademarks and domains.

6.2.3 IT and product service costs

The costs for developing IT systems and platforms are presented under the IT and product service costs. These consist all headcount expenses, including salaries and benefits, for employees which are engaged in the design, development and testing of our website.

6.2.4 Distribution and marketing costs

Distribution and marketing expenses consist of headcount expenses, including salaries, commissions, benefits and bonuses for sales, sales support, customer support, marketing and public relations employees. Also included are expenses for all promotional and marketing activities, facilities costs allocated on a headcount basis and bad debts.

6.2.5 General and administrative expenses

General and administrative expenses consist of headcount expenses, including salaries, benefits and bonuses for executive, finance, accounting, legal, human resources, recruiting and administrative support. General and administrative expenses also include legal, accounting and other third-party professional service fees and facilities costs.

6.2.6 Other operating income

Other operating income comprises the following:

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR '000	
Income from cost reimbursements	101	863
Gain from disposal of non-current assets	9	25
Miscellaneous	385	6,123
Total	**495**	**7,011**

Miscellaneous other operating income in the previous year was due to the revaluation of liabilities following a settlement agreement (EUR 2,731 thousand), a revaluation of an earn-out agreement (EUR 1,868 thousand) and due to the release of provisions.

6.2.7 Other operating expenses

A breakdown of other operating expenses is presented below:

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR '000	
Losses on disposal of non-current assets	−4	−33
Impairment losses on goodwill	0	−288
Miscellaneous	0	−54
Total	**−4**	**−375**

Previous year figures comprise the impairment loss on goodwill of the CGU Spontacts.

6.2.8 Results from investments accounted for using the equity method

The results from investments accounted for using the equity method is composed as follows:

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR '000	
Share of losses of PropertyGuru Pte. Ltd., Singapore	−534	−3,031
Share of profits of Scout24 Schweiz Holding AG, Switzerland	—	5,440
Share of profits of Scout24 Schweiz AG, Switzerland	—	1,911
Total	**−534**	**4,320**

On January 21, 2014 Scout24 Holding GmbH sold its equity interest in Scout24 International Management AG, including its investments in Scout24 Schweiz Holding AG and Scout24 Schweiz AG to the previous minority shareholders of Scout 24 Schweiz Holding AG and Scout24 Schweiz AG. The decision to sell its equity interest in Scout24 International Management AG was taken in December 2013. For the profit of the disposal see 6.2.9 Profit from disposal of investments.

6.2.9 Profit from disposal of investments

The effects from disposal of Scout24 International Management AG, including its investments in Scout24 Schweiz Holding AG and Scout24 Schweiz AG on the group's consolidated financial statements are as follows:

	01/01/2014 - 03/31/2014
	EUR '000
Held for sale assets	72,618
Net assets	**72,618**
Total consideration	223,116
Transaction costs	−168
Translation difference, recycled through OCI	746
Profit from disposal of investments	**151,076**

The difference in the held for sale assets per deconsolidation compared with previous year (EUR 69,050 thousand), is caused by the operations of Scout24 Schweiz Holding AG and Scout24 Schweiz AG, respective currency exchange differences and cash transfers to the assets held for sale.

6.2.10 Finance income

Finance income consists of interest income earned on our cash and cash equivalents and short-term investments. Finance income is composed of the following:

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR '000	
Currency translation gains from financing	50	901
Interest income - third parties	3	6
Interest income - shareholders	0	7
Interest income - related entities	7	0
Other	0	10
Total	**60**	**924**

The majority of foreign exchange gains resulted from the translation of the cash pool receivable of JobScout24 International Holding AG, Baar, Switzerland (functional currency CHF).

6.2.11 Finance costs

Finance costs are composed of the following:

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR '000	
Interest expense - third parties	−1	−83
Interest expense - shareholders	−5,041	−1,805
Interest expense - related entities	−482	0
Currency translation losses from financing	−66	−127
Other	−285	−64
Total	**−5,875**	**−2,079**

The increase in interest expenses is due to the new shareholder loan in 2014 from Asa NewCo and consists mainly of loan amortization, as there was an interest free period in the beginning of the shareholder loan.

6.2.12 Income taxes

The profit and loss transfer and control agreement between Scout24 Holding GmbH and DTAG which has been in effect since 2005 was terminated effective as of December 31, 2013.

Due to the change of the group's tax status, deferred taxes on temporary differences for the new fiscal unit for tax purposes (Scout24 Holding GmbH) have been recognized for the first time during the financial year ended December 31, 2013. The change resulting from the recognition of deferred taxes has been accounted for through the consolidated income statement.

Current taxes paid or accrued in the individual countries as well as deferred taxes are presented as income tax expenses.

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR '000	
Current tax:		
Current tax on profits for the period/year	−11,623	−2,665
Adjustments in respect of prior periods/years	−1	−31
Income tax refunds in respect of prior periods/years	—	13
Total current tax	**−11,624**	**−2,683**
Deferred tax:		
Deferred taxes from timing differences	2,597	1,211
Deferred taxes from tax losses carried forward	−96	35
Total deferred tax	**2,501**	**1,246**
Income tax expense	**−9,123**	**−1,437**

The applicable tax rate for 2014 to calculate deferred taxes of Scout24 is 31.54% (previous year: applicable tax rate of DTAG to 31.72%). The applicable tax rate comprises corporate income tax with a tax rate of 15%, the solidarity surcharge, which is levied on corporate income tax at a rate of 5.5% on the corporate income tax, as well as trade tax.

The income tax expense based on profit before income taxes and the applicable tax rate applicable to Scout24 of 31.54% for 2014 (previous year: 31.72%) is as follows:

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR '000	
Profit before income taxes from continuing operations	**170,611**	**84,167**
Applicable tax rate	31.54%	31.72%
Expected income tax expense	−53,811	−26,698
Adjustment in respect of prior periods/years	−30	4,531
Non-taxable gains from disposal of investments	49,509	—
Expenses not deductible for income tax purposes	−2,784	−7,103
Permanent differences	—	−1,079
Tax effects from associates results reported net of tax	−168	1,370
Tax losses for which no deferred income tax asset was recognized	−1,978	−1,911
Tax effects from additions and deductions for local tax purposes	−126	−440
Adjustment to domestic tax rates applicable to profits/(losses) in the respective countries	265	484
Currency translation differences	—	−1
Other	—	19
Assessment bases passed to DTAG	—	29,391
Income tax expense	**−9,123**	**−1,437**
Effective tax rate	5.35%	1.71%

Tax receivables and tax payables as of the closing dates are as follows:

	03/31/2014	12/31/2013
	EUR '000	
Income tax receivables (current)	838	1,229
Income tax receivables (non-current)	—	—
Income tax receivables	**838**	**1,229**
Income tax payables (current)	11,387	300
Income tax payables (non-current)	1	—
Income tax payables	**11,388**	**300**

Deferred tax assets have changed as follows:

	03/31/2014	12/31/2013
	EUR'000	
Opening balance	**1,928**	**679**
(Charged)/credited to the income statement and directly through other comprehensive income, respectively	3,632	1,249
Closing balance	**5,560**	**1,928**

Deferred tax liabilities have changed as follows:

	03/31/2014	12/31/2013
	EUR'000	
Opening balance	—	—
(Charged)/credited to the income statement and directly through other comprehensive income, respectively	—	—
Closing balance	—	—

Deferred taxes accounted for with respect to the re-measurement of post-employment benefit obligations in the amount of EUR 11 thousand (previous year: EUR 5 thousand) have been recognized directly through other comprehensive income.

The balance of deferred tax assets and liabilities on temporary differences and tax losses carried forward is attributable to the following items:

	03/31/2014		12/31/2013	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
	EUR '000			
Trade and other receivables	—	0	355	12
Other assets	106	—	6	—
Current assets	**106**	**0**	**361**	**12**
Intangible assets	1,900	—	805	—
Property, plant and equipment	1,060	—	1,031	—
Financial assets	—	—	—	741
Other assets	—	—	—	80
Non-current assets	**2,960**	**—**	**1,836**	**821**
Trade and other payables	—	1	25	4
Financial liabilities	1,596	—	4	—
Provisions for other liabilities and charges	25	—	87	1
Other liabilities	248	2	238	4
Current liabilities	**1,869**	**3**	**354**	**9**
Pensions and other post-employment benefit obligations	64	3	126	—
Provisions for other liabilities and charges	540	—	39	70
Non-current liabilities	**604**	**3**	**165**	**70**
Losses carried forward	**4,226**	**—**	**17,599**	**—**
Total	**9,765**	**6**	**20,315**	**912**
Impairment	−4,199	—	−17,475	—
Offsetting	−6	−6	−912	−912
Amounts recognized in the balance sheet	**5,560**	**—**	**1,928**	**—**

Impairment losses are recognized on the amounts presented if the deferred taxes are no longer expected to be realized.

Corporate income tax losses carried forward mainly derive from subsidiaries in Austria and France. Corporate income tax losses carried forward in the amount of gross EUR 13,879 thousand (previous year: EUR 55,834 thousand) (total taxable losses carried forward gross: EUR 13,965 thousand, previous year: EUR 56,326 thousand) have not been recognized as deferred taxes. Due to the change in shareholders, the losses carried forward have expired.

Trade tax losses carried forward in the amount of EUR 30 thousand (previous year: EUR 40,894 thousand) (total losses carried forward: EUR 30 thousand, previous year: EUR 40,912 thousand) have not been recognized as deferred taxes.

Temporary differences in connection with investments in subsidiaries amounting to EUR 259 thousand (previous year: EUR 240 thousand) have not been recognized as deferred taxes as it is not probable that future taxable profits will be available against which these temporary differences can be utilized.

The applicable tax rate for 2014 to calculate deferred taxes of Scout24 is 31.54% (previous year: applicable tax rate of DTAG to 31.72%). The applicable tax rate comprises corporate income tax with a tax rate of 15%, the solidarity surcharge, which is levied on corporate income tax at a rate of 5.5% on the corporate income tax, as well as the trade tax with an average rate of assessment of 449% (previous year: average rate of assessment for DTAG of 454%).

6.2.13 Results from discontinued operations

In fiscal period 2014 results from discontinued operations consist of the results from the FriendScout24 business classified as discontinued operations as of February 12, 2014 in the amount of EUR 146 thousand (previous year: EUR –4,508 thousand).

Analysis of the result of discontinued operations, and the result recognized on the re-measurement of assets or disposal group is as follows:

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR '000	
Revenue	7,395	30,117
Expenses	−7,182	−34,625
Profit/(loss) before income taxes from discontinued operations	213	−4,508
Income tax expense	−67	0
Loss for the period/year from discontinued operations	**146**	**−4,508**

The significant fluctuation in the result from discontinued operations are mainly caused by the stub period. As of the date FriendScout24 qualifies as a discontinued operation no further depreciation expenses have been including in the income statements. Until February 12, 2014 EUR 345 thousand (previous year: EUR 2,065 thousand) depreciation expenses have been included in the income statement regarding the discontinued operations.

6.2.14 Earnings per share from continuing and discontinued operations

		01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
Profit from continuing operations for the period/year	EUR '000	161,488	82,730
Less: Profit attributable to non-controlling interests	EUR '000	−168	−1,032
Profit from continuing operations attributable to owners of the parent	EUR '000	161,656	83,763
Weighted average number of shares in Scout24 Holding GmbH in issue	Number	1,000,000	1,000,000
Basic earnings per share from continuing operations	EUR	161.66	83.76
Diluted earnings per share from continuing operations	EUR	161.66	83.76
Loss from discontinued operations for the period/year	EUR '000	146	−4,508
Less: Loss attributable to non-controlling interests	EUR '000	0	0
Loss from discontinued operations attributable to owners of the parent	EUR '000	146	−4,508
Weighted average number of shares in Scout24 Holding GmbH in issue	Number	1,000,000	1,000,000
Basic earnings per share from discontinued operations	EUR	0.15	−4.51
Diluted earnings per share from discontinued operations	EUR	0.15	−4.51

With shareholders' resolution dated October 7, 2013, the share capital of EUR 1 million unified into 2 shares of EUR 30 thousand and EUR 146 thousand was divided into 1 million shares, with a nominal value of EUR 1 per share. Due to the fact that this did not result in a change of resources, this division into shares has been treated as if it existed at the beginning of the comparative year.

6.2.15 Personnel expenses

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR '000	
Wages and salaries	−18,944	−71,461
Social security costs	−2,855	−11,772
Pension costs and other post-employment benefits	−271	−1,190
Total	**−22,070**	**−84,423**

6.3 Notes to the consolidated balance sheet

6.3.1 Cash and cash equivalents

	03/31/2014	12/31/2013
	EUR '000	
Cash in bank	24,198	2,363
Receivables - cash management	2,805	114,721
Total	**27,003**	**117,084**

After the termination of the cash pooling contract with DTAG as of February 6, 2014 and the settling of the remaining balances a new cash pooling was implemented. The new cash pool leader as of February 13, 2014 is Scout24 Holding GmbH which transfers cash and cash equivalents of the cash pooling account to Asa NewCo. Cash formerly transferred to DTAG through the cash pooling is now accumulated in cash in bank. The current receivables from cash management are regarding the cash management relations with Asa NewCo. Cash in banks increased by EUR 21,835 thousand as of March 31, 2014 compared to December 31, 2013.

6.3.2 Trade and other receivables

Trade and other receivables comprise the following:

	03/31/2014	12/31/2013
	EUR '000	
Trade receivables - third parties	29,603	32,098
Receivables - shareholders	281	77
Receivables - associates	0	194
Receivables - related entities	779	1,260
Total	**30,663**	**33,629**

Movements in the provision for bad debts are as follows:

	03/31/2014	12/31/2013
	EUR '000	
Opening balance	**−3,768**	**−8,050**
Transferred to disposal group classified as held for sale	33	—
Provision for bad debts	−1,006	−2,008
Receivables written off as uncollectible	155	5,146
Unused amounts reversed	203	1,144
Closing balance	**−4,383**	**−3,768**

Provisions for bad debts and unused amounts reversed have been recognized in distribution costs. Utilization in 2013 was mainly due to a concluded settlement agreement.

The ageing analysis of trade receivables past due but not impaired is as follows:

						Past due but not impaired		
	Net value	Provisions for bad debts	Gross value	Doubtful trade receivables before impairment	Neither past due nor impaired	Less than 30 days	30 to 90 days	More than 90 days
				EUR '000				
March 31, 2014	**30,663**	**−4,383**	**35,046**	9,556	13,690	9,459	1,730	611
December 31, 2013	**33,629**	**−3,768**	**37,397**	6,676	14,977	12,204	2,992	548

With regards to trade receivables that were neither past due nor impaired, there were no indications as of the reporting date that the debtors would not meet their payment obligations.

In relation to trade receivables that were past due as of the reporting date but not impaired, based on the customers' credit history and credit rating, there are no indications that they will not be able to meet their payment obligations.

Regarding impaired trade receivables, the carrying amount before deducting impairment losses amounts to EUR 35,046 thousand (previous year: EUR 37,397 thousand). The impairment losses recognized amount to EUR 4,383 thousand (previous year: EUR 3,768 thousand).

6.3.3 Financial assets

Financial assets as of the respective reporting dates are comprised of the following:

	03/31/2014	12/31/2013
	EUR '000	
Current		
Receivables - shareholders	161	49
Receivables - related entities	15	66
Other	195	180
Total	**371**	**295**
Non-current		
Loans - third parties	255	178
Loans - associates	576	—
Shares in unconsolidated companies	64	64
Other	50	—
Total	**945**	**242**

As of the reporting date, there was no objective evidence of a potential impairment of the recognized financial assets, as the counterparties of the financial assets have not been subject to any credit risk in the past as far as Scout24 is concerned. Furthermore, in relation to other balance sheet items, financial assets do not bear significance and therefore only little credit risk for Scout24. Most of the non-current financial assets relate to Property Guru Pte. Ltd., which is an associated company and therefore the credit risk is relatively easy to monitor.

6.3.4 Other assets

Other assets comprise the following as of the respective reporting dates:

	03/31/2014	12/31/2013
	EUR '000	
Current		
Prepaid expenses and deferred charges	5,089	4,872
Taxes other than income taxes	3,857	1,015
Advance payments	1,483	2,237
Other	1,011	1,304
Total	**11,440**	**9,428**
Non-current		
Prepaid expenses and deferred charges	75	173
Other	93	105
Total	**168**	**278**

Taxes other than income taxes comprise claims from VAT refunds and advance payments.

6.3.5 Non-current assets held for sale

	03/31/2014	12/31/2013
	EUR '000	
Balance of Scout24 International Management AG's invsetment in Scout24 Switzerland AG and Scout24 Switzerland Holding AG	—	40,304
Cash and cash equivalents of Scout24 International Management AG	—	28,746
Total	**—**	**69,050**

Effective January, 21 2014, Scout24 sold Scout24 International Management AG, including its investments in Scout24 Schweiz Holding AG and Scout24 Schweiz AG to the previous minority shareholders of Scout24 Schweiz Holding AG and Scout24 Schweiz AG for EUR 223,116 thousand in cash. As of December 31, 2013, Scout24 reported the assets and liabilities of the company as "held for sale." The sale transaction included the transfer of EUR 31,995 thousand in cash to the buyer as well as a transfer of financial assets in the amount of EUR 40,155 thousand. These assets were attributable to the operating segment "Corporate". Scout24 recognized the gain of EUR 151,076 thousand from the disposal under profit from disposal of investments in the consolidated income statement.

6.3.6 Assets and liabilities of disposal group classified as held for sale

The new shareholders of Scout24 committed to a plan to sell the operating segment FriendScout24 in February 2014. On July 12, 2014, Scout24 signed an agreement with MATCH.COM Europe Limited on the sale of the FriendScout24 business. The transaction is subject to approval by the relevant anti-trust authorities. The sale is expected to become effective in September 2014.

The assets and liabilities related to the FriendScout24 business have been reclassified as assets and liabilities of disposal group classified as held for sale as of February 12, 2014. As from this date, FriendScout24 qualifies for the classification as disposal group in accordance with IFRS 5 criteria. FriendScout24 is a separate operating segment "FriendScout24". The assets held for sale are measured at carrying value.

(a) Assets of disposal group classified as held for sale

	03/31/2014
	EUR '000
Property, plant and equipment	733
Intangible assets	4,460
Other current assets	1,611
Other non-current assets	2
Cash and cash equivalents	69
Total	**6,875**

(b) Liabilities of disposal group classified as held for sale

	03/31/2014
	EUR '000
Trade and other payables	2,526
Other current liabilities	1,646
Deferred income	1,118
Deferred tax liabilities	1,184
Personnel provisions	13
Total	**6,487**

Deferred tax liabilities are recognized due to the temporary difference regarding the internally generated intangible assets. In prior years, these deferred tax liabilities were offset against the group's deferred tax assets (as part of the fiscal unit for tax purposes with DTAG).

(c) Cash flow from discontinued operations

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR '000	
Operating cash flows	327	2,345
Investing cash flows	−305	−2,382
Financing cash flows	—	—
Total cash flows	**22**	**−37**

6.3.7 Intangible assets

	Internally generated intangible assets	Concessions, rights and licenses	Goodwill	Intangible assets under construction	Total
			EUR '000		
Cost					
Balance as at 01/01/2013	**14,667**	**35,113**	**412,024**	**6,328**	**468,132**
Additions	2,060	2,070	288	4,961	9,379
Disposals	—	− 888	—	—	− 888
Reclassifications	1,013	522	—	− 1,535	—
Balance as at 12/31/2013 / 01/01/2014	**17,740**	**36,817**	**412,312**	**9,754**	**476,623**
Additions	0	846	—	1,091	1,937
Disposals	0	− 371	—	0	− 371
Reclassifications	1,889	5,658	—	− 7,547	—
Transferred to disposal group classified as held for sale	− 6,287	− 2,593	—	− 356	− 9,236
Balance as at 03/31/2014	**13,342**	**40,357**	**412,312**	**2,942**	**468,953**
Accumulated amortization and impairment					
Balance as at 01/01/2013	**− 4,728**	**− 24,223**	**—**	**—**	**− 28,951**
Amortization charge	− 3,137	− 4,522	—	—	− 7,659
Impairment charge	—	− 904	− 288	—	− 1,192
Disposals	—	673	—	—	673
Balance as at 12/31/2013 / 01/01/2014	**− 7,865**	**− 28,976**	**− 288**	**—**	**− 37,129**
Amortization charge	− 742	− 993	—	—	− 1,735
Impairment charge	− 54	0	—	—	− 54
Disposals	0	371	—	—	371
Transferred to disposal group classified as held for sale	2,677	2,099	—	—	4,776
Balance as at 03/31/2014	**− 5,984**	**− 27,499**	**− 288**	**—**	**− 33,771**
Net book value					
Balance as at December 31, 2013	9,875	7,841	412,024	9,754	439,494
Balance as at March 31, 2014	7,358	12,858	412,024	2,942	435,182

As from February 12, 2014, the operating segment FriendScout24 classifies as discontinued operation. Therefore, the assets and liabilities of FriendScout24 have been transferred to the disposal group classified as held for sale (see note 6.3.6).

The internally generated intangible assets amounting to EUR 7,359 thousand (previous year: EUR 9,875 thousand) are exclusively internally generated software, the majority of which is for the enhancement of the platforms of ImmobilienScout, AutoScout24 and FriendScout24.

The concessions, rights and licenses include purchased software and domains amounting to EUR 9,046 thousand (previous year: EUR 3,643 thousand).

Goodwill allocation to the CGUs is presented below:

	03/31/2014	12/31/2013
	EUR '000	
CGU ImmobilienScout	381,588	381,588
CGU AutoScout24	30,436	30,436
Total	**412,024**	**412,024**

Goodwill is not subject to amortization, and is tested annually for impairment.

In testing goodwill for impairment, the carrying value of the cash generating units which goodwill is allocated to is compared with the recoverable amount which is the higher of value in use and the fair value less costs of disposal. If the recoverable amount exceeds the carrying amount, there is no need to determine the value in use. The discounted cash flow (DCF) method is used to determine the fair value less costs of disposal. DCF calculations are based on forecasts approved by management which in turn are based on financial budgets over a period of four years. Cash flows that extend beyond the 4-year period are calculated based on appropriate long-term growth rates. Key assumptions used in the measurement of fair value less costs of disposal include assumptions on customer and price trends, capital expenditure, market share, growth rates as well as discount rates. Cash flow calculations are validated using external sources of information.

A WACC after taxes of 8.8% (previous year: 8.8%) was assumed in testing the impairment of the carrying value of goodwill for the cash-generating unit AutoScout24 and ImmobilienScout. For the calculation of the terminal value a long-term growth rate of 2.0% (previous year: 2.0%) was applied.

There would be no requirement to impair any of the CGUs, even if the growth rate was reduced to 0% (previous year: 0%) and the WACC was increased to 20% (previous year: 20%) simultaneously.

For the previous period the goodwill allocated to the CGU Spontacts GmbH was impaired by EUR 288 thousand, and the impairment loss was recognized in other operating expenses.

As IFRS 3 has not been adopted retrospectively, but Scout24 has taken avail of the exemption under IFRS 1 in preparing the consolidated financial statements as of December 31, 2012, trademarks and/or contractual customer relationships identified as part of the acquisition of the majority holding in Immobilien Scout GmbH and acquired have not been separately recognized. Instead Trademarks and contractual customer relationships, which have been identified following the acquisition of Scout24 in 2003 and the purchase price allocations ("PPAs") in 2007 are recognized within goodwill.

6.3.8 Property, plant and equipment

	Leasehold improvements	Other equipment, operating and office equipment	Total
		EUR '000	
Cost			
Balance as at 01/01/2013	**336**	**37,766**	**38,102**
Additions	50	6,168	6,218
Disposals	—	– 151	– 151
Reclassifications	—	—	—
Currency translation differences	—	– 2	– 2
Balance as at 12/31/2013 / 01/01/2014	**386**	**43,781**	**44,167**
Additions	—	716	716
Disposals	– 10	– 44	– 54
Reclassifications	—	—	—
Currency translation differences	—	1	1
Transferred to disposal group classified as held for sale	—	– 2,789	– 2,789
Balance as at 03/31/2014	**376**	**41,665**	**42,041**
Accumulated depreciation and impairment			
Balance as at 01/01/2013	**– 129**	**– 22,027**	**– 22,156**
Depreciation charge	– 55	– 6,177	– 6,232
Disposals	—	113	113
Currency translation differences	—	1	1
Balance as at 12/31/2013 / 01/01/2014	**– 184**	**– 28,090**	**– 28,274**
Depreciation charge	– 14	– 1,470	– 1,484
Disposals	10	40	50
Transferred to disposal group classified as held for sale	– 12	2,067	2,055
Balance as at 03/31/2014	**– 200**	**– 27,453**	**– 27,653**
Net book value			
Balance as at December 31, 2013	202	15,691	15,893
Balance as at March 31, 2014	176	14,212	14,388

As from February 12, 2014, the operating segment FriendScout24 classifies as discontinued operation. Therefore, the assets and liabilities of FriendScout24 have been transferred to the disposal group classified as held for sale (see note 6.3.6).

6.3.9 Investments accounted for using the equity method

Set out below are the associates of Scout24 as at March 31, 2014. The associates have share capital consisting solely of ordinary shares. The shares in ASPM Holding B.V. are held indirectly by AutoScout24 GmbH, whereas the shares in PropertyGuru Pte. Ltd. are held indirectly via Immobilien Scout GmbH. The country of incorporation or registration is the principle place of business for both associates.

Nature of investments in associates as at March 31, 2014 and December 31, 2013:

Name of entity	Place of business/country of incorporation	% of ownership interest	Nature of the relationship	Measurement method
ASPM Holding B.V.	Amsterdam, Netherlands	49.00%	Note 1	At-equity
PropertyGuru Pte. Ltd.	Singapore	41.38%	Note 2	At-equity

Note 1: ASPM Holding B.V. ran operations similar in nature to AutoScout24 GmbH, offering private customers, car dealers and other partners in the automotive, finance and insurance industries a comprehensive platform for trading cars on the internet. It is now no longer active as the operating entity will be liquidated. ASPM

Holding B.V. is a private company and there is no quoted market price available for its shares. As at March 31, 2014, the carrying amount of the interest in ASPM Holding B.V. was EUR 1,632 thousand (previous year: EUR 1,632 thousand).

Note 2: PropertyGuru Pte. Ltd., similar to Immobilien Scout GmbH, runs an online property database for listings related to real estate. Apart from the leading property portal in Singapore, the network of the PropertyGuru group in Asia includes platforms in Malaysia, Indonesia and Thailand. PropertyGuru Pte. Ltd. is a private company and there is no quoted market price available for its shares. As at March 31, 2014, the carrying amount of the interest in PropertyGuru Pte. Ltd. was EUR 29,996 thousand (previous year: EUR 30,268 thousand).

There are no contingent liabilities relating to the interest of Scout24 Holding GmbH in the associates.

Set out below is the summarized financial information for PropertyGuru Pte. Ltd. which is accounted for using the equity method.

	PropertyGuru Pte. Ltd.	
	03/31/2014	12/31/2013
	EUR '000	
Current		
Cash and cash equivalents	2,100	1,394
Other current assets (excluding cash and cash equivalents)	2,190	1,545
Total current assets	*4,290*	*2,939*
Financial liabilities (excluding trade and other payables and provisions)	2,071	1
Other current liabilities	8,867	7,829
Total current liabilities	*10,938*	*7,830*
Non-current		
Total non-current assets	*1,763*	*1,855*
Financial liabilities (excluding trade and other payables and provisions)	—	1
Other non-current liabilities	—	575
Total non-current liabilities	—	*576*
Net assets	**− 4,885**	**− 3,612**

	PropertyGuru Pte. Ltd.	
	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR '000	
Revenue	3,442	14,165
Depreciation and amortization	− 47	− 223
Interest income	0	0
Interest expense	− 28	− 33
Pre-tax profit or loss from continuing operations	**− 1,227**	**− 5,989**
Income tax expense	− 17	0
Profit or loss from continuing operations	**− 1,244**	**− 5,989**
Post-tax profit or loss from discontinued operations	**—**	**—**
Other comprehensive income attributable to the equity holders of the company	− 89	35
Other comprehensive income attributable to non-controlling interests	0	12
Total comprehensive income	**− 1,333**	**− 5,942**
Dividends received from associate	**—**	**—**

The information above reflects the amounts presented in the financial statements of PropertyGuru Pte. Ltd. (and not Scout24's share of those amounts) adjusted for differences in accounting policies between Scout24 and the associate.

Reconciliation of summarized financial information

Reconciliation of the summarized financial information presented to the carrying amount of its interest in PropertyGuru Pte. Ltd.:

	PropertyGuru Pte. Ltd.	
	2014	2013
	EUR ’000	
Opening net assets at January 1	−3,612	1,591
Profit or loss from continuing operations attributable to the equity holders of the company	−1,224	−5,819
Profit or loss from continuing operations attributable to to non-controlling interests	−20	−170
Other comprehensive income attributable to the equity holders of the company	−89	35
Other comprehensive income attributable to non-controlling interests	0	12
Changes recognized directly in equity from employee share grants	64	239
Changes recognized directly in equity from share-based payments to non-controlling interests	—	378
Foreign exchange differences	−5	122
Closing net assets at March 31/ December 31	**−4,886**	**−3,612**
Closing net assets attributable to the equity holders of the company	−5,098	−3,844
Interest in associates (41.38%)	−2,109	−1,590
Cumulative changes recognized directly in equity	−4,480	−4,754
PPA Adjustments	6,982	7,009
Goodwill	29,603	29,603
Carrying value	**29,996**	**30,268**

The cumulative changes recognized directly through equity are mainly attributable to the capital increase in 2012 and the employee share grants.

ASPM Holding B.V. is an individually immaterial associate accounted for using the equity method.

	03/31/2014	12/31/2013
	EUR ’000	
Aggregate carrying amount of ASPM Holding B.V.	1,632	1,632

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR ’000	
Aggregate amount of Scout24’s share (49.00%) of:		
Profit or loss from continuing operations	−0	−5
Post-tax profit or loss from discontinued operations	—	—
Other comprehensive income	—	—
Total comprehensive income	**−0**	**−5**

The number of employees at the equity investments in associates as of March 31, 2014 was 309 (previous year: 318) and can be attributed solely to PropertyGuru Pte. Ltd. as of the reporting date.

6.3.10 Trade and other payables

Trade and other payables comprise the following:

	03/31/2014	12/31/2013
	EUR '000	
Outstanding invoices	8,585	15,644
Trade payables - third parties	8,127	9,236
Liabilities - shareholders	103	747
Liabilities - associates	0	4
Liabilities - related entities	229	187
Total	**17,044**	**25,818**

6.3.11 Financial liabilities

Financial liabilities as of the respective closing dates were comprised of the following:

	03/31/2014	12/31/2013
	EUR '000	
Current		
Liabilities to shareholder	7,990	762,222
Liabilities to associates	18	18
Liabilities to related entities	82	48
Contingent purchase price liabilities	836	1,283
Other	3	36
Total	**8,929**	**763,607**
Non-current		
Liabilities to shareholders	652,707	—
Liabilities to associates	1,614	1,614
Total	**654,321**	**1,614**

The cash pooling contract with DTAG was terminated as of February 6, 2014. Receivables from cash pooling amounting to EUR 114,108 thousand were settled with liabilities from the profit and loss distribution agreement with DTAG to former shareholder DTAG (EUR 439,283 thousand) and replaced together with an existing shareholder loan in the amount of EUR 322,491 thousand by a new long term loan by Asa NewCo amounting to EUR 647,666 thousand. The shareholder loan has been recognized initially at fair value, less transaction costs and has subsequently been measured at amortized cost using the effective interest method. The effective interest recognized against the financial expenses was EUR 5,041 thousand for the financial year, which is caused by a six week interest-free period on the loan.

In 2014 the contingent purchase price liabilities in the amount of EUR 836 thousand (previous year: EUR 823 thousand) related to the acquisition of Property Guru. The contingent considerations disclosed in the previous year in relation with the acquisition of REOS GmbH in the amount of EUR 460 thousand was partly paid in 2014.

The non-current liabilities to associates are owed to ASPM Holding B.V.

6.3.12 Provisions for other liabilities and charges

	Provisions for litigation risks	Personnel provisions	Other provisions	Restructuring provisions	Total
			EUR ’000		
Balance as at 12/31/2013 / 01/01/2014	**2,521**	**153**	**895**	**0**	**3,569**
Of which current	133	0	22	0	155
Charged/(credited) to the income statement:					
Additional provisions	—	14	—	2,794	2,808
Unused amounts reversed	—	—	—	—	—
Unwinding of discount	—	0	—	—	0
Used during the period	− 6	—	—	—	− 6
Transferred to disposal group classified as held for sale	—	—	− 14	—	− 14
Balance as at 03/31/2014	**2,515**	**167**	**881**	**2,794**	**6,357**
Of which current	129	0	23	2,614	2,766

The provisions for litigation essentially concern tax disputes resulting from investigations of Italian financial authorities in the prior year. A new investigation started in June 2014; further material observations and findings can occur from this investigation.

The other provisions include mainly potential claims for damages by customers due to the brokering of closed funds in prior periods.

In March 2014 a group wide restructuring was implemented and a corresponding provision for termination benefits was recognized during the stub period 2014.

Provisions that are not expected to lead to an outflow of resources in the subsequent period are carried at their discounted settlement amount on the reporting date. Provisions that were already discounted in the previous year were compounded in the reporting period in accordance with their term. The discount factor is based on market interest rates.

6.3.13 Other liabilities

Other liabilities comprise of the following as of the reporting dates:

	03/31/2014	12/31/2013
	EUR ’000	
Current		
Liabilities to employees	11,809	16,030
Deferred revenues	10,149	10,245
Taxes other than income taxes	926	2,869
Miscellaneous	2,074	1,933
Total	**24,958**	**31,077**
Non-current		
Miscellaneous	—	50
Total	**—**	**50**

The liabilities to employees are essentially composed of bonuses. The decrease in bonuses as of March 31, 2014 compared to December 31, 2013 is due to the payment of bonuses in the current period. Deferred revenues mainly consist of deferred online-listing sales.

6.3.14 Pensions and other post-employment benefit obligations

The group operates occupational pension schemes and has both defined benefit plans and defined contribution plans.

Defined contribution plans exist in the form of retirement annuities, disability annuities and dependents' pension the amount of which depends on length of service and salary. The employer's contributions to be paid towards the statutory pension scheme in Germany are considered to be such defined contribution plans. Payments within the group towards defined contribution plans are predominantly contributions towards statutory pension schemes in Germany and Switzerland. During the period ended March 31, 2014, expenditure in relation to defined contribution plans amounted to EUR 1,895 thousand (previous year: EUR 6,392 thousand).

In relation to defined benefit pension plans, the obligation, plan assets and provisions have developed as follows:

	Present value of obligation	Fair value of plan assets	Provisions
		EUR '000	
Opening balance	1,029	− 445	584
Current service costs	27		27
Interest expense/(income)	6	–3	3
(Gain)/loss from remeasurement	53	6	59
of which:			
- Return on plan assets, excluding amounts included in interest expense/(income)	—	6	6
- Experience (gains)/losses	*6*	—	6
- (Gain)/loss from change in financial assumptions	*47*	—	47
- (Gain)/loss from change in demographic assumptions	—	—	—
Past service costs	—	—	—
Currency translation differences	4	− 3	1
Contributions to plan assets	7	− 21	− 14
of which:			
- Employer contributions		− 14	− 14
- Employee contributions	7	− 7	—
Payments	− 3	3	—
of which:			
- Benefit payments	—	—	—
Risk premium	− 8	8	—
Balance as at 03/31/2014	**1,115**	**− 455**	**660**

12/31/2013	Present value of obligation	Fair value of plan assets	Provisions
		EUR '000	
Opening balance	933	−401	532
Current service costs	110		110
Interest expense/(income)	22	−9	13
(Gain)/loss from remeasurement	20	−15	5
of which:			
- Return on plan assets, excluding amounts included in interest expense/(income)	*—*	*−15*	*−15*
- Experience (gains)/losses	*−1*	*—*	*−1*
- (Gain)/loss from change in financial assumptions	*21*	*—*	*21*
- (Gain)/loss from change in demographic assumptions	*—*	*—*	*—*
Past service costs	—	—	—
Currency translation differences	−10	6	−4
Contributions to plan assets	26	−88	−62
of which:			
- Employer contributions		*−62*	*−62*
- Employee contributions	*26*	*−26*	*—*
Payments	−36	26	−10
of which:			
- Benefit payments	*—*	*—*	*—*
Risk premium	−36	36	—
Balance as at 12/31/2013	**1,029**	**−445**	**584**

Risk premiums are premiums for one-year risk insurances that cover disability and death.

As of March 31, 2014, total pension obligations from defined benefit plans in Switzerland amounted to EUR 673 thousand, in Italy to EUR 441 thousand.

The following actuarial assumptions have been applied for the determination of pension provisions in Switzerland:

	03/31/2014	12/31/2013
	Switzerland	Switzerland
Actuarial interest rate	2.10%	2.50%
Salary growth rate	1.50%	1.50%
Inflation	n/a	n/a
Pension growth rate	0%	0%

The valuation of Swiss pension obligations is based on mortality tables BVG 2010 GT (as in the preceding year).

A change in substantial valuation assumptions would result in the following percentage changes to the defined benefit obligations in Switzerland:

03/31/2014	Change in assumption	Effect on obligation
	EUR '000	
Actuarial interest rate	− 0.25 percentage points	28
	+ 0.25 percentage points	−26
Salary growth rate	− 0.25 percentage points	−9
	+ 0.25 percentage points	9

12/31/2013	Change in assumption	Effect on obligation
	EUR '000	
Actuarial interest rate	− 0.25 percentage points	24
	+ 0.25 percentage points	−22
Salary growth rate	− 0.25 percentage points	−8
	+ 0.25 percentage points	8

A change in the average life expectancy of −1 year (+1 year) would result in a change of the defined benefit obligation amounting to EUR −5 thousand (EUR +5 thousand). Sensitivity analyses are based on changes of respective valuation assumptions, whereas other valuation assumptions remain unchanged. Analyzing actuarial interest for sensitivity, the company assumes a variation of expected interest yields of retirement savings in line with the assumed correlation of these parameters. In practice, other valuation assumptions could correlate with each other, too. Determining sensitivities, the same appraisal method (projected unit credit method as at reporting period end) has been applied as for the valuation of pension obligations recognized in the balance sheet.

As of December 31, 2013, the obligations in Switzerland have duration of 18.7 years, in Italy of 12 years.

Plan assets comprise the following:

			12/31/2013
	Fair value of plan assets	**of which: assets with a quoted market price in active markets**	**of which: assets without a quoted market price in active markets**
		EUR '000	
Cash and cash equivalents	8	8	—
Equity instruments	108	108	—
Debt instruments	224	224	—
Property, plant and equipment	47	—	47
Other	58	58	—
Total	445	398	47

Scout24 only performs a formal valuation of plan assets and pension obligations once a year as at December 31. Carrying values as of March 31, 2014 are based on past valuation reports, if available and for certain disclosures, these values have been relied upon.

For the calendar year ended December 31, 2014, payments to retirees are expected to amount to EUR 42 thousand and contributions to plan assets are expected to be EUR 56 thousand. Due to the lack of a valuation report for the financial period ended March 31, 2014, payments to retirees for the period from April 1, 2014 to December 31, 2014, have been pro-rated and are expected to amount to EUR 32 thousand. Contributions to plan assets also had to be calculated on a pro-rata basis and are expected to amount to EUR 42 thousand.

6.3.15 Equity

As of March 31, 2014 the issued and outstanding share capital is EUR 1,000 thousand divided into 1 million shares with a nominal value of EUR 1 per share. The share capital is held entirely by Asa NewCo.

On February 6, 2014 an amount of EUR 220,571 thousand was distributed to DTAG out of the free capital reserve according to section 272 para. 2 No.4 Commercial Code (HGB). The capital reserves of EUR 22,885 thousand (previous year: EUR 243,456 thousand) are a result of regulatory capital adequacy requirements, which Scout24 is subject to.

Scout24 had accumulated losses of EUR 189,077 thousand (previous year: EUR 350,831 thousand).

Other reserves comprise of currency translation differences of EUR 1,157 thousand (previous year: EUR 1,086 thousand).

6.4 Other disclosures

6.4.1 Notes to the consolidated cash flow statement

The cash flow statement shows how cash and cash equivalents have developed during the fiscal year. In accordance with IAS 7 "Statement of Cash Flows" a distinction is made between cash flows from or cash used in operating, investing and financing activities.

In the cash flow statement, cash and cash equivalents include cash and cash equivalents reported in the balance sheet as well as cash and cash equivalents of disposal group classified as held for sale. Cash and cash equivalents include the following for the purpose of the consolidated cash flow statement:

	03/31/2014	12/31/2013
	EUR '000	
Cash and cash equivalents	27,003	117,084
Cash and cash equivalents of disposal group classified as held for sale (see note 6.3.5)	69	28,746
Total	27,072	145,830

Current and prior period amounts regarding the cash flow statement have not been adjusted for effects resulting from discontinued operations and assets and liabilities of disposal group classified as held for sale. We refer to 6.3.6 for the separate presentation of cash flows from discontinued operations and assets and liabilities of disposal group classified as held for sale.

The indirect method has been applied in presenting cash flows from operating activities, and the direct method has been used to disclose cash flows from financing and investing activities. Effects from currency translation differences and changes in the scope of consolidation were eliminated in performing the calculation.

The decrease in cash flows from operating activities essentially results from the stub period. The decrease is further due to the settlement of trade payables and the timing differences in payment behavior.

The increase in cash flows from investing activities mainly results from the sale of the Scout24 International Management GmbH including its investments in Scout24 Schweiz Holding AG and Scout24 Schweiz AG. Dividend distributions from investments in associates are shown as cash flows from investing activities.

The decrease in cash flows from financing activities in 2014 essentially results from the payments due to profit and loss transfer agreements in the amount of EUR 439,283 thousand and the distribution of the capital reserves of EUR 220,571 thousand all to DTAG. Cash flows used in financing activities comprise interest paid by Scout24 regarding the respective shareholder loan. The effect of the repayment of the DTAG loan of EUR 322,489 thousand was offset by the new loan from the shareholder Asa NewCo in the amount of EUR 647,666 thousand, resulting in an actual cash flow of EUR 325,177 thousand. All of the above mentioned financing activities payments where done via the DTAG settlement account, this settlement account is classified in the financial statements as cash equivalent.

6.4.2 Disclosures on leases and other obligations

Commitments from operating leases and other obligations as of the reporting dates are as follows:

	03/31/2014				12/31/2013			
	Total	Residual term up to 1 year	Residual term between 1 and 5 years	Residual term more than 5 years	Total	Residual term up to 1 year	Residual term between 1 and 5 years	Residual term more than 5 years
	EUR '000							
Operating lease commitments	27,139	5,395	16,105	5,639	27,329	6,207	15,188	5,934
Obligations from maintenance and service agreements	11,813	10,011	1,802	0	13,071	9,980	3,091	—
Other obligations	0	0	0	0	508	508	—	—
Total	**38,952**	**15,406**	**17,907**	**5,639**	**40,908**	**16,695**	**18,279**	**5,934**

Obligations from operating leases mainly relate to rent contracts for office spaces.

There are obligations from operating leases to related parties in the amount of EUR 19,557 thousand (previous year: EUR 25,032 thousand).

Rental expenses in the amount of EUR 1,489 thousand (previous year: EUR 6,183 thousand) were paid during the fiscal period for operating leases.

The obligations from maintenance and service agreements are to third parties for data processing centers and databases.

6.4.3 Disclosures on financial instruments

Carrying amounts and fair values

The following table presents the reconciliation of the balance sheet items and the classification in accordance with IAS 39, broken down into subsequent measurement at amortized cost and at fair value as well as carrying amounts per category and fair values per class.

Cash and cash equivalents, trade receivables, current financial assets and current financial liabilities essentially have short-term maturities. Therefore, their carrying amount as of the end of the reporting period corresponds approximately to the fair value.

Non-current financial assets are equity investments not accounted for using the equity method. They are carried at cost as there is no active market for those companies and fair values cannot be reliably ascertained as cash flows cannot be determined reliably. Therefore, a fair value is not disclosed. There is currently no intention to sell these investments.

The fair value of non-current financial liabilities is calculated by using a discounted cash flow model applying a risk-free market interest rates adjusted by an appropriate credit spread. The credit spread is derived from the fixed interest rate less the risk free EUSA swap rate and built into a curve by applying similar trends as observed on the market.

In accordance with IFRS 13, financial assets and liabilities measured at fair value have to be allocated to one of the three levels of the fair value hierarchy. The individual levels of the fair value hierarchy are defined as follows:

- Level 1: quoted prices (unadjusted) in an active market for identical assets and liabilities that the entity can access at the measurement date
- Level 2: inputs other than quoted market prices included within Level 1 that are observable for the asset and liability, either directly or indirectly
- Level 3: inputs for the assets and liabilities not based on observable market data

Transfers between levels of the fair value hierarchy are deemed to have occurred at the end of the reporting period. There were no transfers between the levels during the year.

	Recognition approach in accordance with IAS39						
	Measurement category pursuant to IAS 39	Carrying amount as of 03/31/2014	Amortized cost	At cost	Fair value through profit or loss	Fair value as of 03/31/2014	Level in fair value hierarchy
			EUR '000				
Assets							
Cash and cash equivalents	LaR	27,003	27,003	—	—	n/a	
Trade and other receivables	LaR	30,663	30,663	—	—	n/a	
Other current financial assets	LaR	371	371	—	—	n/a	
Other non-current financial assets		945	945				
Available-for-sale financial assets	AfS	64	—	64	—	n/a	
Other non-current financial assets	LaR	881	881	—	—	977	2
Liabilities							
Trade and other payables	FLAC	17,044	17,921	—	—	n/a	
Current financial liabilities		8,929	8,929				
Contingent purchase price liabilities	n/a	836	—	—	836	836	3
Other current financial liabilities	FLAC	8,093	8,093	—	—	n/a	
Other current liabilities		24,958					
Other current financial liabilities	FLAC	816	816	—	—	n/a	
Other current non-financial liabilities	n/a	24,142					
Non-current financial liabilities	FLAC	654,321	654,321	—	—	677,001	3
Of which aggregated by IAS 39 categories							
Loans and receivables	LaR	58,918					
Financial assets available for sale	AfS	64					
Financial liabilities measured at amortized cost	FLAC	680,274					

	Recognition approach in accordance with IAS39						
	Measurement category pursuant to IAS 39	Carrying amount as of 12/31/2013	Amortized cost	At cost	Fair value through profit or loss	Fair value as of 12/31/2013	Level in fair value hierarchy
				EUR '000			
Assets							
Cash and cash equivalents	LaR	117,084	117,084	—	—	n/a	
Securities	FVtPL	—	—	—	—	n/a	
Non-current assets held for sale	AfS	—	—	—	—	n/a	
Other assets		9,428					
Of which: other financial assets	LaR	540	540	—	—	n/a	
Other non-financial assets	n/a	8,888					
Non-current financial assets		242					
Available-for-sale financial assets	AfS	64	—	64	—	n/a	
Other non-current financial assets	LaR	178	178	—	—	351	3
Liabilities							
Trade and other payables	FLAC	25,818	25,818	—	—	n/a	
Current financial liabilities		765,221					
Other current financial liabilities	FLAC	763,938	763,938	—	—	n/a	
Contingent purchase price liabilities	FVtPL	1,283	—	—	1,283	1,283	3
Other current liabilities		31,077					
Of which: other financial liabilities	FLAC	535	535	—	—	n/a	
Other non-financial liabilities	n/a	30,542					
Of which aggregated by IAS 39 categories							
Loans and receivables	LaR	151,726					
Financial assets available for sale	AfS	64					
Financial liabilities measured at amortized cost	FLAC	790,291					
Financial liabilities at fair value through profit or loss	FVtPL	1,283					

Non-current financial liabilities to associates comprise outstanding capital contributions of ASPM Holding B.V. (EUR 1,614 thousand) and have been recognized at amortized cost. Due to the short duration of this financial instrument, the carrying amount represents an adequate approximation to the fair value.

The contingent purchase price liabilities are measured according to IFRS 3 at fair value through profit and loss upon initial recognition and subsequently. Formally, they do not belong to any category under IAS 39.

The valuation of these liabilities is based on data, where the inputs are based on unobservable market data (Level 3). Thereby, the inputs comply with the conditions defined during purchase price negotiations, the probability of the occurrence of future events and the underlying planning data concerning the business development.

The fair value is calculated by using a discounted cash flow model. Future cash flows are based on contractually agreed price formula which depends on expected revenues. To determine the estimated cash flows, the probability of occurrence of expected revenues was taken into consideration. The cash flows are discounted with an applicable interest rate curve.

The following table presents the changes in Level 3 instruments (contingent purchase price liabilities) for the year ended December 31, 2013:

	03/31/2014	12/31/2013
	EUR ’000	
Opening balance	**1,296**	**3,259**
New contingent purchase price liabilities	0	0
Settlements	− 460	− 125
Total gains for the period included in the income statement, under “other operating income/expense”	0	− 1,838
Closing balance	**836**	**1,296**
Change in unrealised losses for the period included in profit or loss for liabilities held at the end of the reporting period	0	–1,838

In connection with the acquisition of Property Guru Pte. Ltd., there are two revenue thresholds for the calculation of contingent purchase price liabilities. The upper limit has been exceeded to such an extent, that even a ten percent reduction in revenues in 2013 would not change the fair value as of March 31, 2014.

Net gains/losses

The following net gains and losses were allocated to the categories pursuant to IAS 39:

	Measurement category pursuant to IAS 39	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
		EUR ’000	
Loans and receivables	LAR	− 1,163	− 984
Financial liabilities measured at amortized cost	FLAC	− 5,856	− 1,114
Financial liabilities measured at fair value through profit and loss	FVtPL	34	1,833
Recognized through the income statement	Total	− 6,985	− 265
Available-for-sale financial assets	AfS	—	30
Recognized through other comprehensive income		—	30

The measurement category “LaR” comprises interest income, impairments on receivables as well as results from the de-recognition of receivables. The measurement category “FLAC” primarily comprises loan amortization in relation to the shareholder loan from DTAG. Interest expenses with regards to cash pool liabilities as well as foreign exchange losses from financial liabilities have been presented within the measurement category “FVtPL”.

Changes in the values of available-for-sale financial assets have been recognized directly through other comprehensive income.

The adjustment to the contingent purchase price liabilities is recognized under other operating income.

Offsetting

Financial assets and liabilities are legally set off on the basis of netting agreements (master netting arrangements) only if an enforceable right of set-off exists and settlement on a net basis is intended as at the reporting date. If the right of set-off is not enforceable in the normal course of business, the financial assets and liabilities are recognized in the balance sheet at their gross amounts as at the reporting date. The master netting arrangement creates a conditional right of set-off that can only be enforced by taking legal action.

(a) Financial assets

The following financial assets are subject to offsetting, enforceable master netting arrangements and similar agreements:

03/31/2014	Gross amounts of recognised financial assets	Gross amounts of financial liabilities set off in the balance sheet	Net amounts of financial assets presented in the balance sheet	Financial instruments	Cash collateral received	Net amount
				Related amounts not set off in the balance sheet		
			EUR '000			
Trade and other receivables	31,135	−472	30,663	0	0	30,663
Total	31,135	−472	30,663	0	0	30,663

12/31/2013	Gross amounts of recognised financial assets	Gross amounts of financial liabilities set off in the balance sheet	Net amounts of financial assets presented in the balance sheet	Financial instruments	Cash collateral received	Net amount
				Related amounts not set off in the balance sheet		
			EUR '000			
Trade and other receivables	33,987	−358	33,629	0	0	33,629
Total	33,987	−358	33,629	0	0	33,629

(b) Financial liabilities

The following financial liabilities are subject to offsetting, enforceable master netting arrangements and similar agreements:

03/31/2014	Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets set off in the balance sheet	Net amounts of financial liabilities presented in the balance sheet	Financial instruments	Cash collateral pledged	Net amount
				Related amounts not set off in the balance sheet		
			EUR '000			
Trade and other payables	17,516	−472	17,044	0	0	17,044
Total	17,516	−472	17,044	0	0	17,044

12/31/2013	Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets set off in the balance sheet	Net amounts of financial liabilities presented in the balance sheet	Financial instruments	Cash collateral pledged	Net amount
				Related amounts not set off in the balance sheet		
			EUR '000			
Trade and other payables	26,176	−358	25,818	0	0	25,818
Total	26,176	−358	25,818	0	0	25,818

6.4.4 Financial risk management and capital management

The group is exposed to a variety of financial risks: credit risk, liquidity risk, foreign currency risk and interest rate risk. Up to the sale of Scout24 to Asa HoldCo GmbH in February 2014, risk management was carried out by a central treasury department of DTAG (group treasury). Since the transfer of shares, financial risk management has been carried out by group treasury of Asa NewCo. Group treasury identifies, evaluates and assesses the extent to which hedging is necessary in close cooperation with the group's operating units. Changes in the risk exposure of the group are addressed through changes and processes. The purpose of the financial risk management is to reduce these risks through targeted measures.

Credit risk

Credit risk is managed on a group basis. Credit risk arises from cash and cash equivalents, current financial assets, trade receivables as well as other receivables. Credit exposures to customers are recorded systematically, analyzed and managed, using both internal and external sources of information. The maximum default risk is reflected in the carrying amounts of financial assets recognized in the balance sheet. There were no collateral or other credit enhancements which would reduce the credit risk from financial assets.

Credit risks are mainly in connection with trade receivables. Since the group's business model depends on a broad customer base, the risk of significant bad debt losses is classified as fairly low. As far as credit default risks are identifiable, they are mitigated by active accounts receivable management and solvency checks of business partners. Identified default risks are accounted for in the balance sheet through respective value adjustments.

Liquidity risk

Liquidity risk is the risk that Scout24 cannot fulfil either fully or partially its financial commitments. The financing requirement is covered by both the operating cash flow and external financing. Prior to the transfer of shares on February 12, 2014, liquidity was ensured through the cash pooling agreement with DTAG. Subsequently, liquidity risks are monitored and managed centrally by the operative cash management of Scout24 Holding GmbH for the entire group. The availability of funding is managed through daily liquidity planning. Following the execution of the sale and purchase agreement and the transfer of the shares in Scout24 from DTAG and Asa HoldCo to Asa NewCo, the shareholder loan from DTAG was replaced by a loan from Asa NewCo as of February 12, 2014. Maturity of financial assets and liabilities are monitored regularly. The following table shows the undiscounted future cash outflows on the existing financial liabilities comprising principal and interest:

Balance as at March 31, 2014	Up to 1 year	1-3 years	3-5 years	More than 5 years
Financial liabilities	51,278	86,157	84,427	795,192
Trade and other payables	17,044	—	—	—
Balance as at December 31, 2013	**Up to 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Financial liabilities	763,867	1,614	—	—
Trade payables	25,818	—	—	—

Foreign currency and interest rate risk

At present, the group is not exposed to any material foreign currency risk. Revenues are mainly generated in euro. Risks that result from translating assets and liabilities of foreign corporate units into the group's presentation currency generally remain unhedged.

Due to the central cash management at Scout24, intercompany receivables and payables are denominated in euro. As not all subsidiaries' functional currency is euro, there are currency translation differences which are recognized in the consolidated income statement. These differences are not eliminated on consolidation. As at the reporting date, the receivables from cash management denominated in Euro in the amount of EUR 49,342 thousand (previous year: EUR 52,452 thousand) on the balance sheet of a subsidiary that has Swiss francs as functional currency have not been subject to material foreign currency volatility.

A sensitivity analysis was performed for Swiss franc and Singapore dollar by modeling a change of 10 percent in the exchange rate to simulate the possible effect on profit or loss of the foreign currency-denominated financial instruments in the event of the appreciation or depreciation of these currencies. The results of these scenarios were as follows:

	01/01/2014 - 03/31/2014			01/01/2013 - 12/31/2013		
	Change in foreign exchange	Effects on profit before income taxes	Effects on other comprehensive income	Change in foreign exchange	Effects on profit before income taxes	Effects on other comprehensive income
			EUR '000			
CHF	−10%	4,486	—	−10%	4,768	—
CHF	+10%	−5,482	—	+10%	−5,828	—
SGD	−10%	−183	—	−10%	—	—
SGD	+10%	+224	—	+10%	—	—

Above prior year figures were adjusted.

There is no effect on other comprehensive income due to a lack of application of hedge accounting.

Up to February 12, 2014 Scout24 was subject to interest rate risks as the loan granted by DTAG carried a variable interest rate (3 month EURIBOR). Following the execution of the sale and purchase agreement, the shareholder loan from DTAG was replaced by a loan from Asa NewCo as of February 12, 2014 which carries a fixed interest rate. Thus, Scout24 is no longer subject to material interest rate risks.

Based on the simulations performed, the group calculates the impact on profit and loss of a defined interest rate shift. The scenarios are run only for liabilities that represent the major interest-bearing positions.

If the market interest rate as of March 31, 2014 was higher/(lower but not lower than 0%) by 100 basis points, the earnings before taxes would have been:

	01/01/2014 - 03/31/2014			01/01/2013 - 12/31/2013		
	Change in market interest rate	Effects on profit before income taxes	Effects on other comprehensive income	Change in the market interest rate	Effects on profit before income taxes	Effects on other comprehensive income
	EUR '000					
Basis points	−100	+108	—	−100	+715	—
Basis points	+100	−403	—	+100	−3,348	—

There is no effect on other comprehensive income due to a lack of application of hedge accounting.

Liquidity management is centralized at Scout24 Holding GmbH as part of the group-wide treasury management (as from February 12, 2014). When investing cash and cash equivalents, the financial institutions and investments are carefully selected and monitored regularly within the scope of the treasury management reporting. The exposure and adherence to limits are monitored on a regular basis. Cash and cash equivalents are held in cash deposits with notable commercial banks, which are rated with a high degree of creditworthiness.

Capital management

Scout24's objectives when managing capital are to safeguard the group's ability to ensure as going concern and finance its long-term growth.

Scout24 manages its capital structure and adjusts it to the respective economic conditions. Capital structure is monitored on the basis of net financial liabilities. A monthly report is prepared in regard and discussed at the management meetings. The following table shows the net financial liabilities as of March 31, 2014:

	03/31/2014	12/31/2013
	EUR '000	
Financial liabilities	−663,250	−765,221
Cash and cash equivalents	27,003	117,084
Net financial liabilities	**−636,247**	**−648,136**

6.4.5 Related party disclosures

IAS 24 "Related party disclosures" requires disclosures about transactions and balances with related parties. As at March 31, 2014, Asa NewCo is a direct shareholder and holds the entire share capital of Scout24. Asa NewCo is ultimately owned by Deutsche Telekom AG ("DTAG"), Hellman & Friedman LLC ("H&F") and Blackstone Group L.P. ("BG"). DTAG, H&F and BG as well as the companies controlled by DTAG, H&F and BG, or companies over which DTAG, H&F and BG can exercise significant influence are therefore classified as related parties of Scout24.

The following transactions were carried out with related parties during the period:

Revenues

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR ’000	
Shareholders	421	714
Associates	− 129	468
Related entities	587	5,110
Total	**879**	**6,292**

Expenses

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR ’000	
Shareholders	− 753	− 2,960
Associates	0	− 176
Related entities	− 1,622	− 5,095
Total	**− 2,375**	**− 8,231**

Other operating income

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR ’000	
Shareholders	—	1
Associates	—	73
Related entities	274	788
Total	**274**	**862**

Finance income

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR ’000	
Shareholders	—	7
Related entities	7	—
Total	**7**	**7**

Finance costs

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR ’000	
Shareholders	− 5,041	− 1,805
Related entities	− 482	—
Total	**− 5,523**	**− 1,805**

Receivables

	03/31/2014	12/31/2013
	EUR ’000	
Shareholders	3,309	114,401
Associates	—	194
Related entities	50	1,865
Affiliates	0	—
Total	**3,359**	**116,460**

Liabilities

	03/31/2014	12/31/2013
	EUR '000	
Shareholders	660,795	762,969
Associates	1,632	1,636
Related entities	318	238
Affiliates	61	61
Total	**662,806**	**764,904**

The outstanding balances at the end of the reporting period are unsecured and will be settled by cash payment or offsetting. As at December 31, 2013, the liabilities to DTAG in relation to interest-bearing liabilities amounted to EUR 322,491 thousand. The receivables due from the cash management with DTAG amounted to EUR 114,272 thousand as at December 31, 2013. These receivables and liabilities with the former shareholder together with liabilities from the profit and loss distribution agreement with DTAG to former shareholder DTAG (EUR 439,283 thousand) were replaced by a new long-term loan by Asa NewCo amounting to EUR 647,666 thousand. There are no guarantees for receivables from and liabilities to related companies. There were no valuation allowances on receivables from affiliated companies.

Key management compensation

	01/01/2014 - 03/31/2014	01/01/2013 - 12/31/2013
	EUR '000	
Salaries and other short-term employee benefits	1,855	374
Total	**1,855**	**374**

Salaries and other short-term employee benefits represent fixed, non-performance-related benefits as well as short-term performance-related compensation of key management personnel of Scout24 Holding GmbH. Current period figure also includes the compensation of executive directors, who were employed and paid by Asa NewCo for their operations for the Asa NewCo Group including Scout24 Holding GmbH in the current period and which were not charged to Scout24 Holding GmbH. During the current and preceding financial year, one executive director was employed and paid by DTAG. Details about his compensation are unknown.

6.4.6 Segment information

Reportable segments of Scout24 are considered to be ImmobilienScout, AutoScout24, as well as Corporate. FriendScout24 is shown as reportable operating segment voluntarily. The operating activities are being split according to the services offered.

The operating segment "ImmobilienScout" provides classified services for professional and private customers. The main listing products facilitate the sale and rental of properties by publishing information about the property, which consumers can search free of charge. These listing services are complemented by a number of additional value added services which are offered as on-top products. In addition revenues are generated with advertising for third-party providers, including insurances, utility or furniture companies.

The operating segment "AutoScout24" also provides classifieds services for professional and private customers, which consumer can search free of charge. In addition revenues are generated with a variety of on-top products and advertising for third-party providers, including original equipment manufacturers.

The operating segment "FriendScout24" offers an online dating service for individuals on its internet platform. Revenues for this segment comprise membership fees from individuals, the sale of advertising space online as well as the generation of business contacts (leads) for other online platforms.

The operating segment "Corporate" provides shared services to group companies. In addition, it provides online-marketing-services to group companies as well as external customers. Licensing revenues, which stem from the sale of the JoubScout24 and TravelScout24 trademarks to a third party, are also recognized in this segment. Revenues within "Other" primarily result from the generation of business contacts (leads) in the area of financial services.

The operating segments disclosed are regularly assessed by the executive directors of Scout24 Holding GmbH acting as Chief Operating Decision Makers (referred to as "CODM") in relation to their profitability and resource allocation. Steering and internal reporting of Scout24 is essentially based on IFRS applied in the consolidated financial statements.

Scout24 assesses the performance of its segments by reference to the accounting measures EBITDA and ordinary operating EBITDA. A segment's EBITDA is defined as net profit/(loss) (based on total revenues) before net finance costs, income taxes, depreciation, amortization, impairment and the results from the disposal of subsidiaries. Ordinary operating EBITDA represents EBITDA adjusted for non-operating effects. Non-operating effects reflect business transactions that are defined for purposes of internal management as occurring once or rarely and thus should not be considered in the assessment of a segment's performance. In 2014, the unconsolidated non-operating effects amounted to EUR -4,519 thousand (previous year: EUR 2,046 thousand). They mainly comprise personnel expenses incurred during notice periods, including restructuring expenses in the current period and for the previous period they mainly relate to the effects from the revaluation of earn-out agreements.

The accounting measure capital expenditure comprises the following: capital expenditure for property, plant and equipment as well as intangible assets, including internally generated assets from the recognition of development costs, but excluding goodwill. It further includes advance payments made in relation to property, plant and equipment and intangible assets.

The reconciliation separately presents the elimination of the reportable segment FriendScout24 due to its classification as discontinued operations. With regard to EBITDA and ordinary operating EBITDA of FriendScout24 the reconciliation represents the segment's external EBITDA and external ordinary operating EBITDA. Other reconciling items comprise the consolidation of inter-segment relations. In relation to EBITDA, ordinary operating EBITDA and segment capital expenditure of the operating segment "Other", other reconciling items additionally include the elimination of intra-segment relations, if such relations exist.

Inter-segment revenues are determined using fair market prices.

Accounting measures used to assess the performance of the operating segments of Scout24 are disclosed below:

		Revenues from external customers	Inter-segment revenues	Total segment revenues	EBITDA	Ordinary operating EBITDA	Segment capital expenditure
				EUR '000			
ImmobilienScout	2014	55,659	51	55,710	29,915	30,311	623
	2013	204,948	239	205,187	94,939	93,090	5,355
AutoScout24	2014	24,635	253	24,888	5,017	5,132	1,401
	2013	97,537	1,027	98,564	14,400	14,389	8,089
FriendScout24 (discontinued operations)	2014	7,395	34	7,429	67	363	307
	2013	30,117	280	30,397	−4,741	−4,741	2,431
Corporate	2014	1,413	1,055	2,468	−4,142	−1,477	16
	2013	4,433	5,695	10,128	−9,492	−9,498	628
Total - segments	**2014**	**89,102**	**1,393**	**90,495**	**30,857**	**34,329**	**2,347**
	2013	**337,035**	**7,241**	**344,276**	**95,106**	**93,240**	**16,503**
Other	2014	822	112	934	−1,481	−138	7
	2013	3,225	346	3,571	−3,283	−3,463	459
Reconciliation							
FriendScout24 (discontinued operations)	2014	−7,395	−34	−7,429	−564	−860	−307
	2013	−30,117	−280	−30,397	2,422	2,422	−2,431
Other reconciling items	2014	—	−1,471	−1,471	—	—	—
	2013	—	−7,307	−7,307	−225	−43	—
Total - consolidated	**2014**	**82,529**	**0**	**82,529**	**28,812**	**33,331**	**2,047**
	2013	**310,143**	**0**	**310,143**	**94,020**	**92,156**	**14,531**

The following table shows the reconciliation of the consolidated ordinary operating EBITDA and EBITDA from segment information to profit before income taxes and discontinued operations according to IFRS:

	2014	2013
	EUR '000	
Ordinary operating EBITDA	**33,331**	**92,156**
Non-operating effects	−4,519	1,864
EBITDA	**28,812**	**94,020**
Depreciation, amortization and impairment	−2,928	−13,018
Results from investments accounted for using the equity method	−534	4,320
Profit from disposal of investments	151,076	—
Other finance costs	−5,815	−1,155
Profit before income tax from continuing operations	**170,611**	**84,167**

A breakdown of entity-wide information discloses revenues as well as non-current assets according to the registered office of each entity of Scout24:

	Revenues from external customers		Non-current assets*	
	2014	2013	31/03/2014	31/12/2013
	EUR '000			
Germany	71,367	266,833	468,241	474,458
Foreign	11,162	43,310	13,125	13,107
Total	**82,529**	**310,143**	**481,366**	**487,565**

*) Non-current assets comprise intangible assets, property, plant and equipment, investments accounted for using the equity method and other non-current assets.

The breakdown of revenues from external customers presented in the following table is based on a distinction between core services and other services. Revenues from core services include revenues from the sale of listings, the provision of advertising space and the generation of leads.

	Revenue from external customers	
	2014	2013
	EUR '000	
Revenues from core services	80,842	303,771
Revenues from other services	1,687	6,372
Total	**82,529**	**310,143**

In the current year, impairments on internally generated intangible assets totaling EUR 54 thousand were in relation to the operating segment FriendScout24. The impairment loss recognized in the previous year with respect to goodwill of the cash generating unit Spontacts in the amount of EUR 288 thousand were in relation to "Other". The impairments on concessions, rights and licenses recognized in the prior year related to the operating segments "Other" (EUR 841 thousand) and "FriendScout24" (EUR 63 thousand).

6.4.7 Subsequent events

On April 4, 2014, Scout24 Holding GmbH sold its entire shareholding in the subsidiary Spontacts GmbH. The incubation business was shut down.

On May 28, 2014, a wholly owned subsidiary of Immobilien Scout GmbH, Berlin, AE BG Theta Holding GmbH, Vienna (newly established in 2014), acquired 100% of the shares in ERESNET GmbH, Vienna. The purchase price of EUR 15,746 thousand was paid in cash. As of May 28, 2014, Asa NewCo GmbH exercises control over ERESNET GmbH. Inter alia, the newly acquired company is one of the leading operators for real estate portals in Austria. In combination with ImmobilienScout24.at which has already been established in Austria, the group plans to become Austria's leading marketplace for real estate.

The goodwill of EUR 13,432 thousand arising from the acquisition is attributable to the strong market position of ERESNET. None of the goodwill recognized is expected to be deductible for income tax purposes.

The following table summarizes the consideration paid for ERESNET GmbH, the fair value of assets acquired and liabilities assumed.

Consideration

	May 28, 2014
	EUR '000
Cash	15,746
Total consideration transferred	**15,746**

Recognized fair value amounts of identifiable assets acquired and liabilities assumed

	May 28, 2014
	EUR '000
Identifiable tradename	435
Development costs	752
Contractual customer relationships	1,668
Other intangible assets	87
Property, plant and equipment	175
Financial assets	11
Trade and other receivables	704
Cash	414
Provisions	−788
Deferred tax liabilities	−714
Trade payables, deferred revenue and other liabilities	−430
Total identifiable net assets	**2,314**
Goodwill	13,432
Total	**15,746**

The figures above are based on a preliminary purchase price allocation. The final purchase price allocation has not been completed at the time of preparing these consolidated financial statements for the period ended March 31, 2014 as not all valuation reports are yet available. The figures may be revised following the adjustment of the fair values of the intangible assets, property, plant and equipment, and the deferred taxes applicable to these assets.

From May 2014, eligible and selected management employees were given the opportunity to invest in ordinary or preference shares in Asa NewCo, indirectly via a KG partnership structure, via the new Management and Board Member Participation Programme (PP). The grant date for the initial awards made under the PP will be set at the date the offer made is accepted by the eligible employees. The awards related to shares in Asa NewCo have been offered for services received from these eligible and selected employees by the company and are therefore share-based payment transactions among group entities within the scope of IFRS 2 and have to be recognized in the company's financial statements. As a result, awards of both ordinary and preference shares in the PP will be reflected in the company's financial statements at 30 June 2014, and will be accounted for as equity-settled share-based payments.

The new shareholders of Scout24 committed to a plan to sell the operating segment FriendScout24 in February 2014. On July 12, 2014, Scout24 signed an agreement with MATCH.COM on the sale of FriendScout24 business. The transaction was closed on August 31, 2014.

In June 2014 and September 2014 further restructuring measures were taken in the group. During this course two volunteer schemes have been decided upon and severance agreements have been entered into with managers of several subsidiaries. Up to the preparation date in recognition of these facts restructuring expenses have been accounted for in the amount of EUR 10,316 thousand in the stub period April 1, 2014 to December 31, 2014. Additionally, the group expects further severance agreements, which will result in additional expenses in the amount of EUR 2,651 thousand in the stub period April 1, 2014 to December 31, 2014. The amount of provisions is subject to change depending on the number of further severance agreements.

In June a cancellation agreement was signed with Joe Lichtenberger as manager of Scout24 Holding GmbH and Asa NewCo GmbH. Joe Lichtenberger left the group on October 1, 2014. Respective expenses have been accounted for in the stub period April 1, 2014 to December 31, 2014.

As of September 1, 2014 Christian Gisy has joined Scout24 Holding GmbH and Asa NewCo GmbH as manager.

There are no group-specific events or developments after the reporting date that would have resulted in a substantial change to the presentation or recognition of the individual assets or liabilities as of March 31, 2014.

Munich, September 26, 2014 and July 21, 2015

Scout24 Holding GmbH

The Management

Gregory Ellis Christian Gisy

APPENDIX 1

Name and domicile of the company		Currency	03/31/2014 Share-holding	03/31/2014 Full consolidation (F) accounted for using the equity method (E) not consolidated (nc)	12/31/2013 Share-holding	12/31/2013 Full consolidation (F) accounted for using the equity method (E) not consolidated (nc)
Scout24 AG	Baar, Switzerland	CHF	100.00%	F	100.00%	F
Scout24 International Management AG[1]	Baar, Switzerland	CHF	—	—	100.00%	F
Scout24 International Management AG[1]	Baar, Switzerland	CHF	100.00%	F	—	—
FMPP Verwaltungsgesellschaft mbH (formerly FinanceScout24 GmbH)	Munich, Germany	EUR	100.00%	F	100.00%	F
FriendScout24 GmbH	Munich, Germany	EUR	100.00%	F	100.00%	F
AutoScout24 GmbH	Munich, Germany	EUR	100.00%	F	100.00%	F
AutoScout24 Espana S.A.	Madrid (Spanien)	EUR	100.00%	F	100.00%	F
AutoScout24 Belgium S.A.	Brussels, Belgium	EUR	100.00%	F	100.00%	F
AutoScout24 Italia S.R.L.	Padua, Italy	EUR	100.00%	F	100.00%	F
AutoScout24 Nederland B.V.	Amsterdam, Netherlands	EUR	100.00%	F	100.00%	F
AutoScout24 France SAS	Boulogne Billancourt, France	EUR	100.00%	F	100.00%	F
AutoScout24 AS GmbH	Vienna, Austria	EUR	100.00%	F	100.00%	F
JobScout24 International Holding AG	Baar (Schweiz)	CHF	100.00%	F	100.00%	F
Scout 24 GmbH (formerly Revvl Internet Services GmbH)	Munich, Germany	EUR	100.00%	F	100.00%	F
Immobilien Scout GmbH	Berlin, Germany	EUR	100.00%	F	100.00%	F
Immobilien Scout Deutschland GmbH	Frankfurt am Main, Germany	EUR	100.00%	F	100.00%	F
Scout24 Services GmbH (formerly Scout24 Verwaltungs- und Beteiligungsgesellschaft mbH)	Munich, Germany	EUR	100.00%	F	100.00%	F
Spontacts GmbH	Munich, Germany	EUR	77.90%	F	77.90%	F
Scout24 Schweiz Holding AG	Wünnewil-Flamatt (Schweiz)	CHF	—	—	50.10%	E
Scout24 schweiz AG	Wünnewil-Flamatt (Schweiz)	CHF	—	—	57.57%	E
ASPM Holding B.V.	Amsterdam, Netherlands	EUR	49.00%	E	49.00%	E
PropertyGuru Pte. Ltd. (formerly AllProperty Media Pte Ltd.)	Singapore	SGD	41.38%	E	41.38%	E
AutoScout24 d.o.o.	Zagreb (Kroatien)	HRK	—	—	75.00%	nc
SCOUT Business Services GmbH	München (Deutschland)	EUR	100.00%	nc	100.00%	nc

[1] Scout24 International Management AG, Switzerland has been sold on January 21, 2014. Following the sale, a new company was formed under the name of Scout24 International Management AG.

Auditor's Report

We have audited the consolidated financial statements prepared by the Scout24 Holding GmbH, Munich, comprising the balance sheet, the income statement and statement of comprehensive income, statement of changes in equity, cash flow statement and the notes to the consolidated financial statements, for the short financial year from January 1 to March 31, 2014. The preparation of the consolidated financial statements in accordance with the IFRSs, as adopted by the EU, is the responsibility of the Company's Managing Directors. Our responsibility is to express an opinion on the consolidated financial statements based on our audit.

We conducted our audit of the consolidated financial statements in accordance with § (Article) 317 HGB ("Handelsgesetzbuch": "German Commercial Code") and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the consolidated financial statements in accordance with the IFRSs, as adopted by the EU, are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Group and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the consolidated financial statements are examined primarily on a test basis within the framework of the audit. The audit includes assessing the annual financial statements of the companies included in the consolidation, the determination of the companies to be included in the consolidation, the accounting and consolidation principles used and significant estimates made by the Company's Managing Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion based on the findings of our audit the consolidated financial statements comply with the IFRSs, as adopted by the EU, and give a true and fair view of the net assets, financial position and results of operations of the Group in accordance with these requirements.

We issue this opinion on the basis of our duty-bound audit of the consolidated financial statements concluded as of September 26, 2014, and our supplementary audit, referring to the changes in Section 6.4.7 'Subsequent events' as well as to the editorial amendments in the sections mentioned in Section 6.1.2 'Basis of preparation' in the notes to the consolidated financial statements. We refer to the Company's justification for the changes as stated in the changed notes to the consolidated financial statements, Section 6.1.2 'Basis of preparation'. The supplementary audit did not lead to any reservations.

Munich, September 26, 2014 / limited to the above mentioned changes: July 28, 2015

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Holger Graßnick	ppa. Dennis Burmeister
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)

Audited Consolidated Financial Statements of OpCo

Prepared in Accordance with IFRS

as of and for the Financial Year Ended December 31, 2013

Audited Consolidated Financial Statements of OpCo

as of and for the Financial Year Ended December 31, 2013

1. Consolidated income statement

	Note	2013	2012
		EUR '000	
Revenues	**6.2.1**	**340,260**	**313,508**
Cost of sales	6.2.2	−35,310	−32,830
Gross profit		**304,950**	**280,678**
IT and product service costs	6.2.3	−38,376	−35,441
Distribution and marketing costs	6.2.4	−155,654	−144,999
General and administrative expenses	6.2.5	−41,147	−45,602
Other operating income	6.2.6	7,117	2,395
Other operating expenses	6.2.7	−375	−3,608
Operating profit		**76,515**	**53,423**
Results from investments accounted for using the equity method	6.2.8	4,320	15,291
Impairment of investments accounted for using the equity method	6.2.8	—	−951
Finance income	6.2.9	931	803
Finance costs	6.2.10	−2,107	−4,835
Finance costs - net		**3,144**	**10,308**
Profit before income taxes		**79,659**	**63,731**
Income taxes	6.2.11	−1,437	−3,216
Profit for the year		**78,222**	**60,515**
Of which: attributable to non-controlling interests		**−1,032**	**—**
Of which: attributable to owners of the parent		**79,254**	**60,515**

Earnings per share attributable to owners of the parent during the year

	Note	2013	2012
		EUR	
Basic earnings per share	**6.2.12**	79.25	60.51
Diluted earnings per share	**6.2.12**	79.25	60.51

Accompanying notes form an integral part of the consolidated financial statements

2. Consolidated statement of comprehensive income

	2013	2012
	EUR '000	
Profit for the year	**78,222**	**60,515**
Items that will not be reclassified to profit or loss		
Remeasurement of post-employment benefit obligations, net of tax	− 1	− 104
	− 1	**− 104**
Items that may be reclassified subsequently to profit or loss if certain conditions are met		
Currency translation differences	− 1,844	769
Pro-rated currency translation differences for investments accounted for using the equity method	11	—
	− 1,833	**769**
Other comprehensive income for the year	**− 1,834**	**665**
Total comprehensive income	**76,388**	**61,180**
Of which: attributable to non-controlling interests	**− 1,032**	**—**
Of which: attributable to owners of the parent	**77,420**	**61,180**

Presentation adjusted to reflect application of IAS 1R.

Accompanying notes form an integral part of the consolidated financial statements

3. Consolidated balance sheet

Assets

	Note	12/31/2013	12/31/2012
		EUR '000	
Current assets		**230,715**	**136,015**
Cash and cash equivalents	6.3.1	117,084	99,665
Trade receivables	6.3.2	33,629	27,828
Financial assets	6.3.3	295	696
Income tax receivables	6.2.11	1,229	373
Other assets	6.3.4	9,428	7,453
Non-current assets held for sale	6.3.5	69,050	—
Non-current assets		**489,735**	**548,362**
Intangible assets	6.3.6	439,494	439,181
Property, plant and equipment	6.3.7	15,893	15,946
Investments accounted for using the equity method	6.3.8	31,900	91,969
Financial assets	6.3.3	242	94
Deferred tax assets	6.2.11	1,928	679
Other assets	6.3.4	278	493
Total assets		**720,450**	**684,377**

Equity and liabilities

	Note	12/31/2013	12/31/2012
		EUR '000	
Current liabilities		**820,957**	**419,765**
Trade payables	6.3.9	25,818	27,020
Financial liabilities	6.3.10	763,607	362,740
Other provisions	6.3.11	155	216
Income tax liabilities	6.2.11	300	380
Other liabilities	6.3.12	31,077	29,409
Non-current liabilities		**5,662**	**8,028**
Financial liabilities	6.3.10	1,614	4,748
Pensions and other post-employment obligations	6.3.13	584	532
Other provisions	6.3.11	3,414	2,548
Income tax liabilities	6.2.11	—	200
Deferred tax liabilities	6.2.11	—	0
Other liabilities	6.3.12	50	—
Equity	**6.3.14**	**−106,169**	**256,584**
Subscribed capital		1,000	1,000
Capital reserve		243,456	243,456
Retained earnings		−350,831	9,209
Other reserves		1,086	2,919
Non-controlling interests		−880	—
Total liabilities & equity		**720,450**	**684,377**

Accompanying notes form an integral part of the consolidated financial statements

4. Consolidated statement of changes in equity

	Subscribed capital	Capital reserve	Retained earnings	Other reserves	Owner's equity	Non-controlling interests	Total equity
				EUR '000			
Balance as of 01/01/2012	**1,000**	**243,456**	**− 11,555**	**2,150**	**235,051**	**—**	**235,051**
Remeasurement of post-employment benefit obligations	—	—	− 104	—	− 104	—	− 104
Currency translation differences	—	—	—	769	769	—	769
Profit for the year	—	—	60,515	—	60,515	—	60,515
Total comprehensive income	—	—	*60,411*	*769*	*61,180*	—	*61,180*
Total distributions to owners of the parent, recognised directly in equity	—	—	− 39,730	—	− 39,730	—	− 39,730
Other	—	—	83	—	83	—	83
Balance as of 12/31/2012 / 01/01/2013	**1,000**	**243,456**	**9,209**	**2,919**	**256,584**	**—**	**256,584**
Remeasurement of post-employment benefit obligations	—	—	− 1	—	− 1	—	− 1
Currency translation differences	—	—	—	− 1,833	− 1,833	—	− 1,833
Profit for the year	—	—	79,254	—	79,254	− 1,032	78,222
Total comprehensive income	—	—	*79,253*	*− 1,833*	*77,420*	*− 1,032*	*76,388*
Total distributions to owners of the parent, recognised directly in equity	—	—	− 439,283	—	− 439,283	—	− 439,283
Transactions with non-controlling interests	—	—	− 10	—	− 10	152	142
Balance as of 12/31/2013	**1,000**	**243,456**	**− 350,831**	**1,086**	**− 105,289**	**− 880**	**− 106,169**

Accompanying notes form an integral part of the consolidated financial statements

5. Consolidated cash flow statement

	2013	2012
	EUR '000	
Profit for the year	**78,222**	**60,515**
Depreciation, amortization and impairments of intangible assets and property, plant and equipment	15,083	12,248
Income tax expense/(income)	1,437	3,216
Interest expense/(income)	1,875	3,523
Results from investments accounted for using the equity method	− 4,320	− 14,340
Other non-cash transactions	− 2,440	453
Changes in assets not attributable to investing or financing activities	− 5,539	− 179
Changes in equity and liabilities not attributable to investing or financing activities	522	− 2,824
Changes in provisions	851	1,786
Income taxes paid	− 3,819	− 4,085
Net cash generated from operating activities	**81,872**	**60,313**
Purchases of intangible assets and property, plant and equipment	− 17,262	− 22,628
Purchases of financial assets	− 178	− 35,118
Proceeds from disposals of intangible assets and property, plant and equipment	267	75
Proceeds from disposal of shares in subsidiaries	26	—
Distributions from investments accounted for using the equity method	23,122	8,501
Net cash used in investing activities	**5,975**	**− 49,170**
Proceeds from short-term borrowings	65	0
Repayment of current financial liabilities	—	− 201
Repayment of middle and long-term liabilities	− 125	—
Payments due to profit and loss transfer agreements	− 39,730	− 25,474
Interest paid	− 1,812	− 4,390
Other	0	—
Net cash used in financing activities	**− 41,602**	**− 30,065**
Exchange gains/losses on cash and cash equivalents	− 79	− 10
Net (decrease)/increase in cash and cash equivalents	**46,166**	**− 18,932**
Cash and cash equivalents at the beginning of the year	**99,665**	**118,597**
Cash and cash equivalents at the end of the year	**145,830**	**99,665**

Accompanying notes form an integral part of the consolidated financial statements

6. Notes to the consolidated financial statements

6.1. General information and summary of significant accounting policies

6.1.1 General information

The group, referred to as "Scout24", consists of Scout24 Holding GmbH, Munich and its direct and indirect subsidiaries. Scout24 is a group of companies with online marketplaces in Europe.

Scout24 operates marketplaces primarily in the areas of residential real estate, mobility, dating and finance. Scout24 operates its own online platforms in four marketplaces across eight countries offering the possibility to generate classified ads for individual and corporate customers, provides online advertising space, and in addition, generates new business contacts (leads), for other online platforms. Further we offer local language versions of our website in ten additional countries.

Scout24's best-known marketplaces are ImmobilienScout, AutoScout24, FriendScout24 and FinanceScout24.

The trademarks JobScout24 and TravelScout24 are operated by third parties under licensing and cooperation agreements.

Scout24 Holding GmbH is a German limited-liability company (Gesellschaft mit beschränkter Haftung, "GmbH") within the meaning of the German Limited Liability Companies Act (Gesetz betreffend die Gesellschaften mit beschränkter Haftung, "GmbHG"), founded and domiciled in Germany with its registered office in Dingolfinger Str. 1-15, 81673 Munich.

Previous to the sale, Scout24 Holding GmbH was a wholly-owned subsidiary of Deutsche Telekom AG (referred to as "DTAG"), Bonn. Effective as of February 12, 2014, a 70% majority interest was sold to Asa HoldCo GmbH, Frankfurt on the Main. As part of the sale, the management control agreement, the profit and loss transfer agreement and the tax fiscal unity between Scout24 Holding GmbH and DTAG were terminated as well as DTAG's financing of Scout24.

As of December 31, 2013, DTAG is the sole shareholder of Scout24 Holding GmbH. Reference made to the shareholder therefore applies to DTAG for the financial year ended December 31, 2013 and the preceding year ended December 31, 2012.

6.1.2 Basis of preparation

The consolidated financial statements of Scout24 Holding GmbH have been prepared in accordance with International Financial Reporting Standards ("IFRSs") and IFRS Interpretations Committee (IFRS IC), as adopted by the European Union.

Scout24 has applied all mandatory accounting standards and interpretations relevant to its operations and effective as of January 1, 2013. None of the new and amended standards or interpretations had a material effect on the consolidated financial statements of Scout24.

The annual financial statements of the company and its subsidiaries are prepared under uniform accounting and valuation standards. The fiscal year of these consolidated financial statements corresponds to the calendar-year of the individual entities. The financial statements of Scout24 Holding GmbH and its subsidiaries are prepared as of the reporting date of the consolidated financial statements. The consolidated financial statements are prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, and financial assets and liabilities (including derivative instruments) at fair value through profit or loss. The consolidated balance sheet differentiates between current and non-current assets and liabilities. The consolidated income statement is presented by function ("cost-of-sales method"). The cost-of-sales method matches the revenues with the corresponding expenses incurred in generating these revenues. The expenses are indicated according to the functional areas (cost of sales, IT and product service costs, distribution and marketing costs as well as general and administrative costs). The consolidated financial statements are presented in Euros ("EUR"), which is the presentation currency of Scout24. Unless otherwise indicated, figures are generally presented in thousands of Euros ("EUR '000"). The tables and figures presented may contain rounding differences.

Management authorized the consolidated financial statements for issue on September 25, 2014. The period for recognizing subsequent events ended on that date. In December 2014, the consolidated financial statements have been adjusted as follows:

Disclosures on subsequent events regarding the restructuring measures taken in June and September 2014 as well as the changes in the management board have been added.

Moreover, editorial amendments have been made to the following chapters of the consolidated financial statements: Distribution and marketing costs, General and administrative expenses, Trade receivables, Financial liabilities, Other liabilities, Equity, Disclosures on financial instruments, Financial risk management and capital management and Related party disclosures.

6.1.3 New and amended standards, adopted by Scout24 as of January 1, 2013

As of the date of issue of these consolidated financial statements, standards, interpretations and amendments have been published which have become effective during 2013. All of the accounting standards as adopted by the EU and requiring application as of January 1, 2013 have been adopted by the group. There were no material impacts from the first-time application. The standards applicable as of January 1, 2013 are presented in the following table.

Standard/interpretation		Mandatory application[1]	Adoption by the EU by 12/31/2013	Effects
IFRS 1	Amendment: Government loans	1/1/2013	Yes	None
IFRS 1	First time adoption of IFRSs; Amendment: Severe hyperinflation and removal of fixed dates for first-time adopters	1/1/2013	Yes	None
IFRS 7	Financial instruments; Amendment: Disclosures - offsetting financial assets and financial liabilities	1/1/2013	Yes	No material changes
IFRS 13	Fair value measurement	1/1/2013	Yes	No material changes, but reassessed on an ongoing basis
lAS 1	Amendment: Presentation of items of other comprehensive income	1/1/2013	Yes	Revised presentation of other comprehensive income
lAS 12	Income taxes; Amendment: Deferred Tax - Recovery of underlying assets	1/1/2013	Yes	None
lAS 19	Employee benefits	1/1/2013	No	None
IFRIC 20	Stripping costs in the production phase of a surface mine	1/1/2013	Yes	None
	Improvements to International Financial Reporting Standards – 2011[2]	1/1/2013	Yes	No material changes

1) Mandatory first-time adoption for Scout24 Holding GmbH.

2) Minor changes to a number of IFRSs (IFRS 1, lAS 1, lAS 16, lAS 32, lAS 34).

The IASB issued amendments to IAS 1 “Presentation of financial statements” (IAS 1 (2011)) in June 2011. The amended IAS 1 results in a revised presentation of other comprehensive income for the period. According to the revised standard, income and expenditure as well as gains and losses recognized directly through equity must be presented separately. In doing so, a distinction must be made between items that will not be reclassified to profit or loss, and items that will be reclassified subsequently (recycled) to profit or loss under certain conditions. Additionally, an entity shall allocate the tax between the items that might be reclassified subsequently to the profit or loss section and those that will not be reclassified. Scout24 has adopted IAS 1 (2011) since January 1, 2013 and has revised the presentation of other comprehensive income in the consolidated financial statements accordingly. The additional amendments to IAS 1 have no material impact on the financial position of Scout24 and the results of its operations and its cash flows.

The IASB issued IFRS 13 “Fair value measurement” in May 2011. IFRS 13 sets out in a single IFRS a framework for measuring fair value. Additionally, IFRS 13 requires disclosures about fair value measurement in the notes to the consolidated financial statements in particular. Information about the fair value hierarchy of assets and liabilities as well as more detailed explanation on fair value measurement has been added. Scout24 adopted IFRS 13 as of January 1, 2013. There were no material impacts on the financial position of Scout24 and the results of its operations and its cash flows.

The first-time adoption of the new and amended standards listed in the table above, which have not been explained in detail, had no impacts on the financial position of Scout24 and the results of its operations and its cash flows.

As of January 1, 2013, Scout24 voluntarily applies the following standard early:

Standard/Interpretation		Mandatory application[1)]	Adoption by the EU until 12/31/2013	Effects
lAS 36	Amendment: Recoverable amount disclosures for non-financial assets	1/1/2014	Yes	Additional disclosures in the notes section

The amendment to IAS 36 concerning the requirement to disclose details about the impairment of non-financial assets was issued by the IASB on May 29, 2013. Mandatory application is for fiscal years starting on or after January 1, 2014. Main objective of the amendment is to correct the extended disclosure requirements under IAS 36, resulting from the introduction of IFRS 13.

6.1.4 New standards and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after January 1, 2013, and have not been applied in preparing these consolidated financial statements because application was not yet mandatory. None of these is expected to have a significant effect on the consolidated financial statements:

		Mandatory application[1)]	Adoption by the EU by 12/31/2013	Effects
IFRS 10	Consolidated financial statements	1/1/2014	Yes	No material changes
IFRS 11	Joint arrangements	1/1/2014	Yes	None
IFRS 12	Disclosures of interests in other entities	1/1/2014	Yes	Extended disclosure requirements on interests with other entities
lAS 27	Separate financial statements	1/1/2014	Yes	None
lAS 28	Investments in associates and joint ventures	1/1/2014	Yes	None
lAS 32	Financial instruments; Amendment: Offsetting financial assets and financial liabilities	1/1/2014	Yes	No material changes
lAS 36	Amendments to lAS 36: Recoverable Amount Disclosures for Non-Financial Assets	1/1/2014	Yes	Still under review
lAS 39	Amendment: Novation of derivatives and continuation of hedge accounting	1/1/2014	Yes	No material effects
	Amendment: Investment entities (amendments to IFRS 10, IFRS 12, lAS 27)	1/1/2014	Yes	None
	Amendment: transitional provisions to IFRS 10, IFRS 11 and IFRS 12 (June 2012)	1/1/2014	Yes	Still under review
IFRIC 21	Levies	1/1/2014	No	Still under review
	Improvements to International Financial Reporting Standards – 2010-2012 cycle	7/1/2015		No material effects
	Improvements to International Financial Reporting Standards – 2011-2013 cycle	7/1/2015		No material effects
lAS 16, lAS 38	Amendments to lAS 16 and lAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation	1/1/2016	No	Still under review
lAS 16, lAS 41	Amendments to IAS 16 and lAS 41: Agriculture: Bearer Plants	1/1/2016	No	None
IFRS 11	Amendments to IFRS 11: Accounting for Acquisitions of Interests in Joint Operations	1/1/2016	No	None
IFRS 14	Regulatory deferral accounts	1/1/2016	No	None
IFRS 15	Revenue from Contracts with Customers	1/1/2017	No	Still under review
IFRS 9	Financial instruments: Classification and measurement: Financial assets (November 2009)	1/1/2018	No	Still under review

		Mandatory application[1]	Adoption by the EU by 12/31/2013	Effects
IFRS 9	Financial instruments: Classification and measurement: Financial liabilities (October 2010)		No	
	Amendments to IFRS 7 and IFRS 9: Mandatory effective date and transition disclosures		No	
IFRS 9	Financial instruments: Hedge accounting		No	
	Annual Improvements of International Financial Reporting Standards – 2012-2014 cycle			No material effects

1) Mandatory first-time adoption for Scout24 Holding GmbH.

6.1.5 Scope of consolidation

Subsidiaries are all entities over which Scout24 Holding GmbH has direct or indirect control. All material subsidiaries are fully consolidated in the consolidated financial statements.

Associated companies over which Scout24 exercises significant influence are accounted for using the equity method. These entities' results are presented within the net finance income/(costs) and dividend distributions from these entities are presented as cash flows from investing activities.

Number of entities	12/31/2013	12/31/2012
Scout 24 Holding GmbH and fully-consolidated subsidiaries		
Germany	8	6
Foreign	9	9
Investments accounted for using the equity method		
Foreign	4	4
Non-consolidated companies		
Germany	1	2
Foreign	1	1
Total	**23**	**22**

A complete list of shareholdings of Scout24 Holding GmbH is attached in Appendix 1.

6.1.6 Consolidation principles

Subsidiaries are fully consolidated from the date on which control is transferred to Scout24. They are deconsolidated from the date that control ceases to exist. Scout24 applies the acquisition method to account for business combinations.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the consideration transferred, the amount of any non-controlling interest and the acquisition-date fair value of any previous equity interest over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognized and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the income statement. Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. Any impairment is recognized immediately as an expense. Impairment testing is carried out in accordance with IAS 36.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition-date carrying value of the previously held equity interest is re-measured to fair value at the acquisition date. Any resulting gain or loss arising from such re-measurement is recognized in the income statement.

Any contingent consideration is measured at fair value at the acquisition date. Subsequent changes to fair value of the contingent consideration that is deemed to be on asset or liability is recognized in accordance with IAS 39; any resulting gain or loss is recognized either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated.

Investments in associates are included in the consolidated financial statements using the equity method of accounting in accordance with IAS 28 and IAS 31, respectively. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. The group determines at each reporting date whether there is any objective evidence that the investment is impaired. If this is the case, the group calculates the impairment as the difference between the carrying value and the recoverable amount and recognizes the amount as impairment loss in the income statement as well as the share of profits/losses of investments accounted for using the equity method and dividend income/expenses. Dilution gains and losses arising in investments accounted for using the equity method are recognized in the income statement. Other changes in equity of associated group undertakings are not taken into account. Associated companies are accounted for using the equity method and are referred to as "associates" in these consolidated financial statements.

6.1.7 Foreign currency translation

Items included in the financial statements of Scout24 Holding GmbH are measured in Euro ("EUR"). The consolidated financial statements are also presented in Euro, which is the group's presentation currency. Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the transaction date. On the reporting date, monetary assets and liabilities denominated in foreign currencies are translated using the year-end exchange rate. Non-monetary items recognized at historic acquisition are translated using the exchange rate prevailing at the transaction date. Moreover, non-monetary items, recognized at fair value and denominated in a foreign currency, have to be converted at the exchange rate, prevailing at the date the fair value was measured.

The results and financial position of all group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows: Assets and liabilities of each balance sheet presented are translated at the mid spot rate as of the reporting date. Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates). All resulting exchange differences are recognized through equity until disposal of the subsidiary.

The development of the underlying exchange rates used in foreign currency translation is presented below:

1 euro in foreign currency units	12/31/2013	12/31/2012
Switzerland		
Spot rate CHF	1.2271	1.2073
Average rate CHF	1.2310	1.2053
Singapore		
Spot rate SGD	1.7403	1.6108
Average rate SGD	1.6620	1.6058

6.1.8 Business combinations and other transactions

There were no business combinations during the current or preceding year.

6.1.9 Accounting estimates and judgments

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting policies. A higher degree of judgment and areas where assumptions and estimates are significant to the financial position have been exercised in relation to: group wide uniform useful lives of non-current assets, the recoverability of receivables and the recognition and measurement of provisions. The accounting estimates and judgments will, by definition, seldom equal the related actual results. The group also makes estimates and assumptions concerning the future. Estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Estimated impairment of goodwill

In accordance with the accounting policy stated in note 6.1.6, the group tests annually whether goodwill has suffered any impairment. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each cash generating unit, and is tested based on forward-looking assumptions. This requires an estimate of the recoverable amount of the cash-generating units to which the goodwill is allocated. The recoverable amounts of cash generating units have been determined based on expected future cash flows using an appropriate discount rate. Future changes in the expected cash flows and discount rates may result in future impairments.

Fair value of derivatives and other financial instruments

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives and contingent purchase price liabilities) is determined by using valuation techniques. The group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

Development costs

When capitalizing development costs as intangible assets, assumptions are made about the amount and period of expected future cash flows and the discount rates to be used to determine the future economic benefits receivable.

Deferred taxes

Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. The carrying amount of deferred tax assets is impaired if it is not probable that temporary differences will reverse in future and sufficient taxable profits are not available against which temporary difference can be utilized. The estimates made in this respect are subject to change over time, which may result in the reversal of adjustments in subsequent periods.

6.1.10 Significant accounting policies and valuation methods

Significant accounting policies and valuation methods are detailed below:

Revenue recognition

Revenue is recognized and measured at the fair value of the consideration received or receivable to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties. The group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenues from online-listings, membership fees and the creation of business contacts (leads) are recognized on a straight-line basis over the contract period. Revenues from advertising space are recognized in the period over which the advertisements are placed or as the advertisements are displayed depending on the type of advertising contract.

Where invoices are raised in advance, the amounts, including those relating to discounts or free periods, are recognized as deferred revenue and released to the income statement in line with the provision of services as stipulated in the contract terms.

Current and deferred income tax

The tax expense for the year comprises current as well as deferred taxes.

Scout24 Holding GmbH together with its subsidiaries in Germany formed a consolidated fiscal unit for tax purposes with DTAG up to and including fiscal year 2013. Results subject to taxation of the subsidiaries have been allocated to the controlling company for purposes of corporation tax. Therefore, taxes payable and receivable primarily result from foreign income taxes. These balance sheet items result from both, the current fiscal year as well as any obligations and claims from previous years.

Income taxes are calculated on the basis of tax laws enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income. Deferred taxes have been recognized for the German subsidiaries of Scout24 following the termination of the fiscal unit for tax purposes with DTAG. The initial recognition of deferred taxes has been recognized through profit and loss.

Deferred income taxes are recognized on temporary differences arising between the carrying amounts of assets and liabilities recognized in the consolidated balance sheet and their tax bases. Deferred taxes are further recognized for tax losses carried forward. Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilized. Deferred tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries and investments accounted for using the equity method, except where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred taxes are not accounted for if they arise from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred taxes are not recognized if they arise from the initial recognition of goodwill. Deferred tax is determined using tax rates that have been enacted or substantively enacted by the balance sheet date. Income taxes are recognized in the income statement, except to the extent that it relates to items recognized in other comprehensive income or directly through equity. In this case, tax is also recognized in other comprehensive income or directly through equity, respectively.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Finance income and finance costs

Finance income and finance costs are recognized using the effective interest method.

Earnings per share from continuing and discontinued operations

There is a requirement under IAS 33 'Earnings per share' to disclose earnings per share, even if the entity's ordinary shares are not traded in a public market, but the entity files its consolidated financial statements under IFRS with a securities commission or other regulatory information for the purpose of issuing ordinary shares in a public market. The basic earnings per share are calculated from the profit for the year attributable to the owners of the parent, divided by the weighted average of outstanding shares. There are no dilution effects.

Property, plant and equipment

Property, plant and equipment is stated at historical cost, less accumulated depreciation and any impairment in value. Historical costs include expenditure directly attributable to the acquisition, as well as borrowing costs if the recognition criteria are met.

Depreciation is calculated using the straight-line method to allocate the assets' cost to their residual values over their estimated useful lives as follows:

Leasehold improvements	3 - 5 years
Other equipment, operating and office equipment	3 - 13 years

Repair and maintenance costs are expensed as incurred.

The assets' residual values and economic useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be fully recoverable. In this case, impairment is tested in accordance with IAS 36. An impairment loss is recognized for the amount by which the assets' carrying amount exceeds its recoverable amount. The remaining useful life is adjusted accordingly if necessary.

If an external event gives rise to the reversal of an impairment loss, the reversal is recognized in the profit and loss account by increasing the carrying amount of the asset in the period in which it occurs. The carrying amount of the asset will only be increased up to the amount that it would have been had the original impairment not occurred.

Gains or losses on disposals of property, plant and equipment are determined by comparing the proceeds with the carrying amount and are recognized in the income statement as "other operating income" in case of a gain or as "other operating expense" in case of a loss.

Intangible assets (excluding goodwill)

Intangible assets (excluding goodwill) are recognized at historical cost, less accumulated amortization (except for intangible assets with an indefinite useful life) and less any provision for impairment in value. Internally generated intangible assets are capitalized if all of the requirements of IAS 38 are satisfied.

An intangible asset arising from development shall be recognized if, and only if, the entity can demonstrate all of the following:

A The technical feasibility of completing the intangible asset so that it will be available for use or sale.

B The intention to complete the intangible asset and use or sell it.

C The ability to use or sell the intangible asset.

D How the intangible asset will generate probable future economic benefits; among other things, the entity can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset.

E The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.

F The ability to measure reliably the expenditure attributable to the intangible asset during its development.

The useful lives and amortization methods of intangible assets are reviewed at least annually.

If the policies and assumptions deviate from the original policies and assumptions, appropriate amendments are recognized as changes in accounting estimates pursuant to IAS 8.

The estimated economic useful lives are as follows:

Internally generated intangible assets	3 - 5 years
Concessions, rights, licenses	3 - 7 years

Goodwill

Goodwill is recognized at cost. Goodwill is tested annually for impairment, and when events or changes in circumstances indicate that the carrying amount may not be fully recoverable. For the purpose of assessing impairment, assets are grouped into cash-generating units ("CGUs"), and goodwill is allocated to each CGU. Each unit to which goodwill is allocated represents the lowest level within the company, at which goodwill is monitored for internal management purposes.

Goodwill is tested for impairment by comparing the carrying amount of the cash generating unit or units with its recoverable amount. If the carrying amount exceeds the recoverable amount, an impairment loss has to be recognized and the carrying amount written down to its recoverable amount. The recoverable amount is the higher an asset's, fair value less cost of disposal and value in use. If the fair value less costs of disposal is greater than the carrying amount there is no need to calculate the value in use; no impairment is recognized. An appropriate valuation technique is used to determine the fair value less costs of disposal. The valuation methods are based on quoted market prices, valuation multiples, discounted cash flow, or other available indicators of the fair value measurement. The reversal of prior impairments as a result of an event giving rise to the reversal of an impairment loss on goodwill is not permitted. Goodwill is recognized in the acquiree's currency.

Financial assets and liabilities

Regular purchases and sales of financial assets are recognized on the trade-date, the date on which the group commits to purchase or sell the asset. Financial instruments carried at fair value through profit or loss are initially recognized at fair value, and transaction costs are expensed in the income statement. All other financial instruments are initially measured at fair value plus transaction costs.

The classification of financial assets and liabilities depends on the purpose for which the financial assets were acquired or the financial liabilities were assumed. The group classifies its financial instruments into the following categories at initial recognition in accordance with IAS 39:

- Financial instruments at fair value through profit or loss
- Loans and receivables

- Held-to-maturity investments
- Available-for-sale financial assets
- Financial liabilities measured at amortized cost

The measurement at amortized cost or at fair value through profit or loss is determined by the classification of financial assets and liabilities at initial recognition. Financial instruments at fair value through profit or loss are financial instruments held for trading or designated as at fair value through profit or loss upon initial recognition. A financial instrument is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorized as held for trading unless they are designated as hedges. Scout 24 has not yet made use of the option to designate financial instruments upon initial recognition as financial instruments at fair value through profit or loss. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The group's loans and receivables comprise "receivables and other financial assets" and "cash and cash equivalents" in the balance sheet. Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories.

"Available-for-sale financial assets" are subsequently measured at fair value through other comprehensive income. "Financial assets at fair value through profit or loss" are subsequently measured at fair value through profit or loss. "Loans and receivables" and "held–to-maturity investments" are subsequently recognized at amortized cost using the effective interest method. Gains or losses arising from changes in the fair value of the "financial assets at fair value through profit or loss" category are presented in the income statement within "other operating income (expenses)" in the period in which they arise. Dividend income from financial assets is recognized in the income statement as part of "other operating income" when the group's right to receive payment is established. Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognized in other comprehensive income.

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all risks and rewards of ownership.

Receivables and other financial assets

Receivables and other financial assets classified as current are recognized at fair value, plus transaction costs. Non-current receivables and other non-current financial assets are recognized at fair value, which is calculated as the present value of future cash flows, discounted at the market interest rate prevailing on the date of recognition. They are subsequently measured at amortized cost using the effective interest method. Provisions for bad debts have been recognized for all items at risk. Management maintains an allowance for doubtful accounts to account for estimated losses resulting from the inability of customers to make required payments. Any necessary valuation allowances are determined based on individual risk assessments as well as depending on the age of overdue receivables. A valuation allowance based on past experience is established on a portfolio basis. The decision to account for credit risks using an allowance account or by directly reducing the receivable will depend on the reliability of the risk assessment. As there is a variety of operating segments and regional circumstances, this decision is the responsibility of the respective portfolio managers.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. They are recognized at carrying values, which equals the fair value by virtue of their short-term maturity.

During 2013, Scout24 Holding GmbH made use of the corporate financial management system of DTAG, whereby DTAG cleared out the balances of the cash pooled Scout24 accounts on a daily basis and classified them as receivables or payables from or to DTAG. As part of its central financial management, Scout24 Holding GmbH made use of the cash pool of DTAG to ensure the injection of liquidity and supply of credit to Scout24. If required, Scout24 Holding GmbH undertakes the financial transactions on international markets.

Available-for-sale financial assets

Investments and subsidiaries not consolidated are classified as "available-for-sale financial assets" and are recognized at fair value, except for investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured. Fair value changes are recorded in other comprehensive income. When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the income statement as 'gains and losses from investment securities'. Interest and dividend payments on available-for-sale securities calculated using the effective interest method is recognized in the income statement as part of finance income.

The group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. For debt securities, the group uses the same criteria as evidence of impairment as for receivables and other financial assets.

In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss – is removed from equity and recognized in profit or loss.

Impairment losses recognized in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in profit or loss, the impairment loss is reversed through the consolidated income statement.

Financial liabilities and other liabilities

Financial liabilities and other liabilities are recognized initially at fair value, less transaction costs. The price is either determined based on an active market or as a fair value determined using valuation techniques. Subsequently, financial and other liabilities are measured at amortized cost using the effective interest method. Any differences between the amount received and the amount repayable are recognized in the consolidated income statement over the term of the loan using the effective interest method.

Investments accounted for using the equity method

Associates included in the consolidated financial statements are accounted for using the equity method at their pro-rated share in equity. Associates are all entities over which Scout24 has significant influence in the financial and operating policy decisions, but not control or joint control. Significant influence is generally assumed with a shareholding of at least 20 percent and less than 50 percent of the voting rights. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of the acquisition. When the group's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured receivables, the group does not recognize further losses. The group's investment in associates includes goodwill identified on acquisition. Profits and losses resulting from upstream and downstream transactions between the group and its associate are recognized in the consolidated financial statements only to the extent of unrelated investor's interests in the associate.

When testing for impairment, the carrying amount of an investment accounted for using the equity method is compared with its recoverable amount. If the carrying amount exceeds the recoverable amount, the difference is recognized as impairment loss in the income statement. If an external event gives rise to the reversal of an impairment loss, the reversal of the previously recognized impairment loss is recognized in the consolidated income statement.

The financial statements of investments accounted for using the equity method are generally prepared on the basis of uniform accounting policies.

Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) held for sale are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and the sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs to sell.

Provisions

Provisions are recognized if the group has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be recognized to settle the obligation, and the amount can be estimated reliably. The amount of the provision recognized is the best possible estimate of the settlement value of the present obligation as of the reporting date. Expected reimbursements from third parties are not offset but rather recognized as a separate asset if reimbursement is highly probable. Where the time value of money is material, the amount of the provision is discounted based on a risk-adjusted market rate.

Pensions and other post-employment obligations

The group operates defined benefit plans as well as defined contribution plans. A defined contribution plan is a pension scheme in which the group makes fixed contributions into an account of a separate legal entity (fund). As the risks and rewards are assumed by the employee the group has neither legal nor constructive obligations for the current or previous fiscal year to make additional payments if investment returns arising from the contributions do not generate sufficient post-employment benefits. In contrast, defined benefit plans typically provide fixed pension benefits to members at retirement in the form of a guaranteed level of pension payable for life. The level of benefits provided depends on members' age, length of service and their salary in the final years leading up to retirement.

The pension scheme in Italy is based on regulations of TFR (Trattamento di Fine Rapporto) which requires payment of pension benefits upon leaving the company. The pension scheme is based upon Italian Labor Law (para 2120 codice civile). The entitlement to benefits is accumulated on a yearly basis in accordance to the amount of pensionable income and the interest is applied in accordance to the inflation rate. The pension scheme has no plan assets.

Employees in Switzerland are insured against risks such as age, death and disability at Vita Sammelstiftung in accordance with the Federal Law on Occupational Retirement, (BVG). Vita Sammelstiftung is a foundation which is legally separate from Scout24 and whose top management body consists of both, employee and employer representatives of the affiliated companies in equal shares. Among other things, this management body determines the amount of pension benefits as well as the investment strategy for plan assets based on asset-liability assessments periodically conducted.

The present value of obligations valued according to pension plan regulations form the basis of the asset-liability assessments as they are decisive for the cash flows of the foundation. The investment in pension plan assets is further based on regulations elaborated by the management body in line with the legal framework. The Investment Committee of the management body is responsible for the implementation. The benefits of the pension plan are above the legally required minimum. The benefits derive from employer's and employees' contributions as well as from the interest yield on pension assets of the insured parties which is defined annually by the management body according to legal guidelines (defined contribution plan according to BVG).

The amount of employer's and employees' contributions is determined by the amount of the pensionable salary as well as age. If an employee leaves Scout24 or the pension plan respectively before reaching retirement age, the law provides for the transfer of the vested benefits to the new pension plan. These vested benefits comprise the employer's and the employees' contributions plus interest, the money originally brought into the pension plan by the beneficiary and an additional legally stipulated amount. Upon retirement, the insured party can choose whether they want to receive their pension benefits entirely in the form of a pension annuity or partially as a lump sum payment. In line with the pension plan regulations, pension annuities have to be adjusted for inflation in line with the financial capability of a retirement plan. Despite being wholly funded, current pension annuities cannot be adjusted for inflation in the near future due to the financial situation of Vita Sammelstiftung.

Swiss pension law provides that accrued benefits have to be completely financed by regulatory defined, annual contributions. Should there be insufficient returns on plan assets or deficits due to actuarial deviations, the management body is legally obliged to take action in order to overcome these deficits within a period of 5 to 7 years. These actions may comprise adjustments to the benefit plan as well as additional contributions by group entities affected and participating employees. None of these measures are required in light of the current financial situation of Sammelstiftung Vita.

Pension obligations for defined benefit plans will be valued annually by an independent actuary applying the projected unit credit method. Re-measurements are recognized directly through other comprehensive income.

According to IAS 19.93 and as per the IASB clarification dated November 21, 2013 and effective as from January 1, 2014, the calculation method considering the spread of risks is mandatory for retirement plans whose contributions are defined by the length of service. Due to the fact that the contributions towards the pension schemes of Scout24 International Management AG, Baar, Switzerland, depend on the employee's age, the company has the right to choose whether to spread the risks. Scout24 International Management AG has decided to spread the risks. The spread of risks allows for certain employee's contributions to be included in the measurement of pension obligations as negative benefits. Effects of the spread of risks on the amount of the defined benefit obligation as well as on the service costs are fairly small however.

Contingent liabilities and off-balance sheet contractual obligations

Contingent liabilities and off-balance sheet contractual obligations are not recognized as liabilities in the consolidated financial statements until settlement is expected to result in an outflow of resources.

Contingent assets

Contingent assets are possible assets whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events. The realization of contingent assets is expected to result in an inflow of economic benefits. Contingent assets are not recognized in the consolidated financial statements. Contingent assets are disclosed in the notes to the consolidated financial statements if an inflow of economic benefits is highly probable.

Contingent purchase price liabilities

The contingent purchase price liabilities are measured according to IFRS 3 at fair value through profit and loss upon initial recognition and subsequently. Formally, they do not belong to any category under IAS 39.

Leases

Pursuant to IAS 17, leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. All other leases are classified as finance leases. At initial recognition of a finance lease, the leased property as well as a corresponding liability is recognized at the lower of fair value and the present value of minimum lease payments by the lessee. Subsequently, the minimum lease payments are allocated between the finance charges and the liability. Additionally, the property, plant and equipment acquired under finance leases is depreciated and tested for impairment. Depreciation is charged over the shorter of the lease term, and the useful life of the asset.

The lease payments from operating leases are recognized on a straight-line basis over the term of the corresponding contracts in the income statement.

6.2 Notes to the consolidated income statement

6.2.1 Revenues

Revenues generated from the core services amount to EUR 333,678 thousand (previous year: EUR 302,717 thousand). Revenues further comprise revenues from other services in the amount of EUR 6,582 thousand (previous year: EUR 10,791 thousand). Revenues from core services include revenues from the sale of listings, the provision of advertising space and the generation of leads.

Revenues from barter transactions with services in the amount of EUR 2,596 thousand (previous year: EUR 3,366 thousand) are included in revenues generated from core operating business.

6.2.2 Cost of sales

Cost of sales amounting to EUR 35,310 thousand (previous year: EUR 32,830 thousand) relate to costs that Scout24 had to incur in order to generate revenues for the financial year.

Cost of sales consists of expenses related to operating the websites and mobile applications. These include, for example, cost of data lines, rents, maintenance expenses, licensing costs as well as costs for associated headcount expenses, such as salaries, commissions, benefits and bonuses. Also presented under cost of sales are for example costs such as special placements, expenses for trademarks and domains.

6.2.3 IT and product service costs

The costs for developing IT systems and platforms are presented under the IT and product service costs. These consist of headcount expenses, including salaries and benefits, for employees which are engaged in the design, development and testing of our website.

6.2.4 Distribution and marketing costs

Distribution and marketing expenses consist of headcount expenses, including salaries, commissions, benefits and bonuses for sales, sales support, customer support, marketing and public relations employees. Also included are expenses for all promotional and marketing activities as well as facilities costs allocated on a headcount basis and expenses associated with bad debts.

6.2.5 General and administrative expenses

General and administrative expenses consist of headcount expenses, including salaries, benefits and bonuses for the executive, finance, accounting, legal, human resources, recruiting, administrative support and IT department. General and administrative expenses also include legal, tax and other third-party professional service fees.

6.2.6 Other operating income

Other operating income comprises the following:

	2013	2012
	EUR ’000	
Income from cost reimbursements	905	577
Proceeds from the disposal of non-current assets	25	33
Miscellaneous	6,187	1,785
Total	**7,117**	**2,395**

The increase in miscellaneous other operating income is due to the release of provisions and the revaluation of liabilities following a settlement agreement (EUR 2,731 thousand). The increase is further due to the revaluation of the earn-out agreement (EUR 1,868 thousand).

6.2.7 Other operating expenses

A breakdown of other operating expenses is presented below:

	2013	2012
	EUR ’000	
Impairment losses on goodwill	−288	—
Losses on disposal of non-current assets	−33	−70
Miscellaneous	−54	−3,538
Total	**−375**	**−3,608**

The decrease in miscellaneous other operating expenses is essentially due to the fact that a number of receivables were derecognized during the previous year as per a settlement agreement. The impairment loss on goodwill was recognized as a result of the planned sale of Spontacts GmbH, Munich.

6.2.8 Results from investments accounted for using the equity method

The results from investments accounted for using the equity method is composed as follows:

	2013	2012
	EUR ’000	
Share of profits/losses from All Property Media Pte. Ltd., Singapore	−3,031	−1,830
Share of profits/losses ASPM Holding B.V., Netherlands	—	−819
Share of profits/losses from Scout24 Schweiz Holding AG, Switzerland	5,440	13,219
Share of proft/losses from Scout24 Schweiz AG, Switzerland	1,911	4,721
Total	**4,320**	**15,291**

The investments in Scout24 Schweiz Holding AG and Scout24 Schweiz AG have been reclassified from investments accounted for using the equity method to non-current assets held for sale. Up until their classification as non-current assets held for sale, these investments have been accounted for using the equity method and therefore, the carrying amount of the investments has been increased or decreased to recognize Scout24's share of the profit or loss of these entities. These profits or losses have been recognized in the consolidated income statement, as of the date when these investments were reclassified to non-current assets held for sale and the accounting treatment using the equity method ceased.

In relation to the carrying value of the investment in ASPM Holding B.V., no impairment losses have been recognized during the current year (previous year: EUR −951 thousand).

Additionally, pro-rated currency translation differences in the amount of EUR 11 thousand have been recognized directly through other comprehensive income.

6.2.9 Finance income

Finance income consists of interest income earned on our cash and cash equivalents and short-term investments. Finance income is composed of the following:

	2013	2012
	EUR '000	
Interest income - shareholder	7	152
Interest income - third parties	6	139
Foreign exchange gains from financing	908	508
Other	10	4
Total	**931**	**803**

The majority of foreign exchange gains results from the currency translation of the cash pool receivable of JobScout24 International Holding AG, Baar, Switzerland (functional currency CHF).

6.2.10 Finance costs

Finance costs are composed of the following:

	2013	2012
	EUR '000	
Interest expense - shareholder	−1,805	−3,525
Interest expense - third parties	−83	−290
Foreign exchange losses from financing	−155	−995
Other	−64	−25
Total	**−2,107**	**−4,835**

The decrease in the interest expense to affiliated companies results from a decline in the general interest rate level.

6.2.11 Income taxes

The profit and loss transfer and control agreement between Scout24 Holding GmbH and DTAG which has been in effect since 2005 was terminated effective as of December 31, 2013. As a result of this profit and loss transfer agreement, Scout24 Holding GmbH transferred EUR 439,283 thousand to DTAG in fiscal year 2013 (previous year: EUR 39,730 thousand). Additionally, there are profit and loss transfer agreements between Scout24 Holding GmbH and AutoScout24 GmbH, Munich, FMPP Verwaltungsgesellschaft mbH, FriendScout24 GmbH, Munich, Immobilien Scout GmbH, Munich, and Scout24 GmbH, Munich. There has been a profit and loss transfer and control agreement between Scout24 Holding GmbH and Scout24 Services GmbH, Munich, since 2012. Up to and including fiscal year 2013, there was a fiscal unit for tax purposes between the German companies and DTAG. The fiscal unit for tax purposes with DTAG ended effective as of December 31, 2013 due to the rescission of the profit and loss transfer and control agreement. Parent of the fiscal unit for tax purposes is thus Scout24 Holding GmbH; transactions of the German companies are taxed within Scout24 as of 2014.

Current taxes paid or accrued in the individual countries as well as deferred taxes are presented as income tax expenses. Due to the termination of the fiscal unit for tax purpose with DTAG, deferred taxes of the fiscal unit for tax purpose of Scout24 in Germany amounting to EUR 5,642 thousand are recognized for the first time as of December 31, 2013. The entire amount at the initial recognition of deferred taxes was recognized entirely in the income statement.

	2013	2012
	EUR '000	
Income tax expense - current year	−2,665	−3,287
Income tax expense - previous years	−31	−267
Income tax refunds - current year	—	—
Income tax refunds - previous years	13	540
Deferred taxes from timing differences	1,211	64
Deferred taxes from tax losses carried forward	35	−266
Income taxes	**−1,437**	**−3,216**

The applicable tax rate for 2013 at Scout24 Holding GmbH was 31.72% (previous year: 30.7%). It comprises corporate income tax with a tax rate of 15%, the solidarity surcharge, which is levied on corporate income tax at a rate of 5.5%, as well as the trade tax.

The income tax expense based on profit before income taxes and the weighted applicable tax rate applicable to Scout24 of 31.72% for 2013 (previous year: 30.7%) has been determined as follows:

	2013	2012
	EUR '000	
Profit before income taxes	**79,659**	**63,731**
Applicable tax rate	31.72%	30.70%
Expected income tax expense	−25,267	−19,565
Adjustment in respect of prior years	4,530	244
Expenses not deductible for tax purposes	−7,103	−566
Permanent differences	−2,509	−774
Tax effects from investments accounted for using the equity method	1,370	4,946
Non-recognition of deferred tax assets	−1,911	−1,070
Tax effects from additions and deductions for local tax purposes	−440	−384
Adjustments of the tax amount to the individual national tax rate	484	126
Currency translation differences	−1	−3
Other	19	0
Assessment bases passed to Deutsche Telekom AG	29,391	13,830
Income tax expense	**−1,437**	**−3,216**
Effective tax rate	1.80%	5.05%

Passing the assessment bases to DTAG and obtaining new ones results in the profit of the German fiscal unit for tax purpose of Scout24 for the year 2013 to be taxed at the level of DTAG.

Tax receivable and tax payable as of the closing dates are as follows:

	12/31/2013	12/31/2012
	EUR '000	
Tax receivable (current)	1,229	373
Tax receivable (non-current)	—	—
Tax receivable	**1,229**	**373**
Tax payable (current)	300	380
Tax payable (non-current)	—	200
Tax payable	**300**	**580**

Deferred tax assets have changed as follows:

	2013	2012
	EUR '000	
Balance as of January 1	**679**	**855**
Additions/reversals	1,249	− 176
Balance as of December 31	**1,928**	**679**

Deferred tax liabilities have changed as follows:

	2013	2012
	EUR '000	
Balance as of January 1	**—**	**8**
Additions/reversals	—	− 8
Balance as of December 31	**—**	**—**

Deferred taxes accounted for with respect to the re-measurement of post-employment benefit obligations in the amount of EUR 5 thousand (previous year: EUR 32 thousand) have been recognized directly through other comprehensive income.

The balance of deferred tax assets and liabilities on temporary differences and tax losses carried forward is attributable to the following items:

	12/31/2013		12/31/2012
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets
		EUR '000	
Trade receivables	355	− 12	318
Other assets	6	—	—
Current assets	**361**	**− 12**	**318**
Intangible assets	805	—	—
Property, plant and equipment	1,031	—	—
Financial assets	—	− 741	—
Other assets	—	− 80	—
Non-current assets	**1,836**	**− 821**	**—**
Trade payables	25	− 4	—
Financial liabilities	4	—	139
Other provisions	87	− 1	—
Other liabilities	238	− 4	—
Current liabilities	**354**	**− 9**	**139**
Pensions and other post-employment obligations	126	—	132
Other provisions	39	− 70	—
Non-current liabilities	**165**	**− 70**	**132**
Losses carried forward	**17,599**		**15,291**
Total	**20,315**	**− 912**	**15,880**
Of which: non-current			
Impairments	− 17,475	0	− 15,201
Asset and liability offsetting	− 912	912	0
Amount recognized	**1,928**	**—**	**679**

Impairment losses are recognized on the amounts presented if the deferred taxes are no longer expected to be realized.

Corporate income tax losses carried forward in the amount of EUR 55,834 thousand (previous year: EUR 50,269 thousand) (total losses carried forward: EUR 56,326 thousand, previous year: EUR 50,627 thousand) have not been recognized as deferred taxes.

Trade tax losses carried forward in the amount of EUR 40,894 thousand (previous year: EUR 36,558 thousand) (total losses carried forward: EUR 40,912 thousand, previous year: EUR 36,558 thousand) have not been recognized as deferred taxes.

Temporary differences in connection with investments in subsidiaries amounting to EUR 240 thousand (previous year: EUR 156 thousand) have not been recognized as deferred taxes as it is not probable that future taxable profits will be available against which these temporary differences can be utilized.

The tax rate determined for Scout24 was applied in recognizing deferred taxes on timing differences and losses carried forward due to the termination of the fiscal unit for tax purposes with DTAG as of December 31, 2013. Accordingly, the applicable tax rate for 2013 to calculate deferred taxes of Scout24 is 31.72% (previous year: applicable of DTAG to 30.7%). The applicable tax rate comprises corporate income tax with a tax rate of 15%, the solidarity surcharge, which is levied on corporate income tax at a rate of 5.5% on the corporate income tax, as well as the trade tax.

6.2.12 Earnings per share from continuing and discontinued operations

		2013	2012
Profit for the year	EUR ’000	78,222	60,515
Less: non-controlling interests	EUR ’000	− 1,032	—
Profit for the year attributable to owners of the parent	EUR ’000	79,254	60,515
Weighted average of shares in Scout24 Holding GmbH	Number	1,000,000	1,000,000
Basic earnings per share	EUR	79.25	60.51
Diluted earnings per share	EUR	79.25	60.51

With shareholders’ resolution dated October 7, 2013, the share capital of EUR 1 million unified into 2 shares of EUR 30 thousand and EUR 970 thousand was divided into 1 million shares, with a nominal value of EUR 1 per share. Due to the fact that this did not result in an increase of resources, this division into shares has been treated as if it existed at the beginning of the comparative year.

6.2.13 Personnel expenses

	2013	2012
	EUR ’000	
Wages and salaries	− 79,166	− 74,659
Social security costs	− 13,002	− 12,076
Post-employment benefits	− 1,300	− 1,167
Total	**− 93,468**	**− 87,902**

6.3 Notes to the consolidated balance sheet

6.3.1 Cash and cash equivalents

	12/31/2013	12/31/2012
	EUR ’000	
Receivables from cash management	114,721	90,508
Other cash and cash equivalents	2,363	9,157
Total	**117,084**	**99,665**

Other cash and cash equivalents primarily include cash balances and short-term bank deposits.

The decrease in other cash and cash equivalents from EUR 9,157 thousand as of December 31, 2012 by EUR 6,794 thousand to EUR 2,363 thousand as of December 31, 2013 results from the reclassification of Scout24 International Management AG of Scout24 Schweiz AG, Wünnewil-Flamatt, Switzerland, and of Scout24 Schweiz Holding AG, Wünnewil-Flamatt, Switzerland to “non-current assets held for sale” (see Section 6.3.5). The bank balances of non-current assets held for sale amount to EUR 28,746 thousand. The decrease in other cash and cash equivalents was partly offset from the injection of cash by means of a shareholder loan in the amount of

EUR 1,454 thousand to finance operations at Spontacts GmbH, which is not included in the cash management. The cash equivalents of Scout24 International Management AG reclassified to “non-current assets held for sale” comprise dividend distributions from investments accounted for using the equity method in the amount of EUR 23,122 thousand.

There is a cash pooling agreement with DTAG, the parent company. The closing balances as of the reporting date are presented under cash and cash equivalents as receivables from cash management.

6.3.2 Trade receivables

Trade receivables comprise the following:

	12/31/2013	12/31/2012
	EUR ’000	
Trade receivables from third parties	32,098	25,100
Amounts receivable from shareholders	77	413
Amounts receivable from associates	194	168
Amounts receivable from related entities	1,260	2,147
Total	**33,629**	**27,828**

The increase in trade receivables from third parties results primarily from operating activities at Immobilien Scout GmbH, as well as from a conversion of the invoicing process, including revised terms of payment at AutoScout24.

Movements in the provision for bad debts are as follows:

	2013	2012
	EUR ’000	
As of January 1	**−8,050**	**−6,349**
Provision for bad debts	−2,008	−3,317
Receivables written off as uncollectible	5,146	1,294
Unused amounts reversed	1,144	322
As of December 31	**−3,768**	**−8,050**

Provisions for bad debts and unused amounts reversed have been recognized in distribution costs.

The ageing analysis of trade receivables past due but not impaired is as follows:

	Net value	Provisions for bad debts	Gross value	Doubtful trade receivables before impairment	Neither past due nor impaired	Past due but not impaired		
						Less than 30 days	30 to 90 days	More than 90 days
				EUR ’000				
12/31/2013	**33,629**	**−3,768**	**37,397**	**6,675**	**14,977**	**12,204**	**2,992**	**548**
12/31/2013	**27,828**	**−8,050**	**35,878**	**10,122**	**12,235**	**11,217**	**2,194**	**110**

With regards to trade receivables that were neither past due nor impaired, there were no indications as of the reporting date that the debtors would not meet their payment obligations.

In relation to trade receivables that were past due as of the reporting date but not impaired, based on the customers’ credit history and credit rating, there are no indications that they will not be able to meet their payment obligations.

Regarding impaired trade receivables, the carrying amount before deducting impairment losses amounts to EUR 37,397 thousand (previous year: EUR 35,878 thousand). The impairment losses recognized amount to EUR 3,768 thousand (previous year: EUR 8,050 thousand).

6.3.3 Financial assets

Financial assets comprise the following as of the respective reporting dates:

	12/31/2013	12/31/2012
	EUR '000	
Current		
Receivables from shareholders	49	—
Receivables from associates	—	134
Receivables from related entities	66	77
Other	180	485
Total	**295**	**696**
Non-current		
Loans to third parties	178	—
Shares in unconsolidated companies	64	94
Total	**242**	**94**

As of the reporting date, there was no objective evidence of a potential impairment of the recognized financial assets, as the counterparties of the financial assets have not been subject to any credit risk in the past as far as Scout24 is concerned. Furthermore, in relation to other balance sheet items, financial assets do not bear significance and therefore only little credit risk for Scout24.

6.3.4 Other assets

Other assets comprise the following as of the respective reporting dates:

	12/31/2013	12/31/2012
	EUR '000	
Current		
Prepaid expenses	4,872	4,696
Advance payments	2,237	606
Taxes other than income taxes	1,015	1,061
Other	1,304	1,090
Total	**9,428**	**7,453**
Non-current		
Prepaid expenses	173	425
Other	105	68
Total	**278**	**493**

Taxes other than income taxes comprise receivables from withholding tax on dividends receivable as well as a claim to VAT refunds.

Prepaid expenses substantially present services paid in advance.

6.3.5 Non-current assets held for sale

	12/31/2013	12/31/2012
	EUR '000	
Balance of Scout24 International Management AG's investment in Scout24 Switzerland AG and Scout24 Switzerland Holding AG	*40,304*	—
Bank balances of Scout24 International Management AG	28,746	—
Total	**69,050**	**—**

The shareholding in Scout24 International Management AG was sold in January 2014. Accordingly, the financial assets, as well as cash and cash equivalents were sold together with the investments in Scout24 Schweiz AG and Scout24 Schweiz Holding AG, accounted for using the equity method. These assets are attributable to the operating segment "Corporate". Prior to the transaction, the operating business and employees as well as the related balance sheet items of Scout24 International Management AG were transferred to a newly-founded company. The assets listed above as well as the related items of income were reclassified accordingly. Assets and liabilities as well as results from investments accounted for using the equity method are as follows:

	12/31/2013	12/31/2012
	EUR '000	
Total assets	47,163	—
Total liabilities	25,891	—
Revenue	46,780	—
Net profit	10,891	—

6.3.6 Intangible assets

	Internally generated intangible assets	Concessions, rights and licenses	Goodwill	Intangible assets under construction	Total
			EUR '000		
Cost					
Balance as of 01/01/2012	**8,481**	**28,863**	**412,024**	**3,681**	**453,049**
Additions	1,744	6,489	—	7,344	15,577
Disposals	−112	−382	—	—	−494
Reclassifications	4,554	143	—	−4,697	0
Currency translation differences	—	—	—	—	—
Balance as of 12/31/2012 / 01/01/2013	**14,667**	**35,113**	**412,024**	**6,328**	**468,132**
Additions	2,060	2,070	288	4,961	9,379
Disposals	—	−888	—	—	−888
Reclassifications	1,013	522	—	−1,535	0
Balance as of 12/31/2013	**17,740**	**36,817**	**412,312**	**9,754**	**476,623**
Accumulated amortization and impairment					
Balance as of 01/01/2012	**−2,812**	**−19,887**	**—**	**—**	**−22,699**
Amortization charge	−2,028	−4,583	—	—	−6,611
Impairment charge	—	−46	—	—	−46
Disposals	112	293	—	—	405
Balance as of 12/31/2012 / 01/01/2013	**−4,728**	**−24,223**	**—**	**—**	**−28,951**
Amortization charge	−3,137	−4,522	—	—	−7,659
Impairment charge	—	−904	−288	—	−1,192
Disposals	—	673	—	—	673
Balance as of 12/31/2013	**−7,865**	**−28,976**	**−288**	**—**	**−37,129**
Net book value					
Balance as of December 31, 2012	9,939	10,890	412,024	6,328	439,181
Balance as of December 31, 2013	9,875	7,841	412,024	9,754	439,494

Internally generated intangible assets amounting to EUR 9,875 thousand (previous year: EUR 9,939 thousand) solely relate to internally generated software, the majority of which has been invested in the enhancement of the online platforms of AutoScout24 GmbH and FriendScout24 GmbH.

Concessions, rights and licenses include purchased software and domains amounting to EUR 3,643 thousand (previous year: EUR 6,264 thousand).

Goodwill allocated to the CGUs is presented below:

	12/31/2013	12/31/2012
	EUR '000	
CGU ImmobilienScout	381,588	381,588
CGU AutoScout24	30,436	30,436
CGU Spontacts	—	—
Total	**412,024**	**412,024**

Goodwill is not subject to amortization, and is tested annually for impairment.

In testing goodwill for impairment, the carrying value of the cash generating units which goodwill is allocated to is compared with the recoverable amount which is the higher of value in use and the fair value less costs of disposal. If the recoverable amount exceeds the carrying amount, there is no need to determine the value in use. The discounted cash flow (DCF) method is used to determine the fair value less costs of disposal. DCF calculations are based on forecasts approved by management which in turn are based on financial budgets over a period of four years. Cash flows that extend beyond the 4-year period are calculated based on appropriate long-term growth rates. Key assumptions used in the measurement of fair value less costs of disposal include assumptions on customer and price trends, capital expenditure, market share, growth rates as well as discount rates. Cash flow calculations are validated using external sources of information.

A WACC after taxes of 8.8% (previous year: 9.3%) was assumed in testing the impairment of goodwill of the cash generating units ("CGUs"). For the calculation of the terminal value calculation a long-term growth rate of 2.0% (previous year: 2.0%) was applied.

There would be no requirement to impair any of the CGUs, even if the growth rate was reduced to 0% (previous year: 0%) and the WACC was increased to 20% (previous year: 15.5%) simultaneously. For the financial year ended December 31, 2013, the goodwill allocated to the CGU Spontacts GmbH was impaired by EUR 288 thousand, and the impairment loss was recognized in other operating expenses.

The standard retention of title clauses have been asserted.

As IFRS 3 has not been adopted retrospectively, but Scout24 has taken avail of the exemption under IFRS 1 in preparing the consolidated financial statements as of December 31, 2012, trademarks and/or contractual customer relationships identified and acquired have not been accounted for. Trademarks and contractual customer relationships have been identified following the acquisition of Scout24 in 2003 and the purchase price allocations ("PPAs") in 2007 which have been performed as part of the acquisition of the majority holding in Immobilien Scout GmbH. These trademarks and contractual customer relationships are recognized within goodwill.

6.3.7 Property, plant and equipment

	Leasehold improvements	Other equipment, operating and office equipment	Total
		EUR '000	
Cost			
Balance as of 01/01/2012	**318**	**29,959**	**30,277**
Additions	127	8,021	8,148
Disposals	−109	−215	−324
Currency translation differences	0	1	1
Balance as of 12/31/2012 / 01/01/2013	**336**	**37,766**	**38,102**
Additions	50	6,168	6,218
Disposals	—	−151	−151
Currency translation differences	—	−2	−2
Balance as of 12/31/2013	**386**	**43,781**	**44,167**
Accumulated depreciation and impairment			
Balance as of 01/01/2012	**−149**	**−16,715**	**−16,864**
Depreciation charge	−42	−5,551	−5,593
Impairment charge	—	0	0
Disposals	62	240	302
Currency translation differences	—	−1	−1
Balance as of 12/31/2012 / 01/01/2013	**−129**	**−22,027**	**−22,156**
Depreciation charge	−55	−6,177	−6,232
Impairment charge	—	—	—
Disposals	—	113	113
Currency translation differences	—	1	1
Balance as of 12/31/2013	**−184**	**−28,090**	**−28,274**
Net book value			
Balance as of December 31, 2012	207	15,739	15,946
Balance as of December 31, 2013	202	15,691	15,893

The majority of additions to property, plant and equipment, during the year result from purchases and the replacement of servers at Immobilien Scout GmbH and AutoScout24 GmbH. The standard retention of the title clauses have been asserted.

6.3.8 Investments accounted for using the equity method

Associates included in the consolidated financial statements are recognized using the equity method of accounting at their pro-rated share in equity. The carrying amounts changed as follows:

	2013	2012
	EUR '000	
Balance as of January 1	91,969	50,650
Currency translation differences	−974	362
Additions	—	35,118
Amortization and impairment	—	−951
Share of other comprehensive income of associates	4,331	15,291
Dividend distribution	−23,122	−8,501
Reclassification of the investments in Scout24 Schweiz Holding AG and Scout24 Schweiz AG to non-current assets held for sale	−40,304	—
Balance as of December 31	**31,900**	**91,969**

The group accounts for ASPM Holding B.V., Amsterdam, Netherlands as well as PropertyGuru Pte Ltd., Singapore, as investments accounted for using the equity method. Key accounting data of investments accounted for using the equity method is presented below:

	12/31/2013	12/31/2012
	EUR '000	
Total assets	10,296	99,367
Total liabilities	8,408	35,001
Revenue	14,159	55,325
Net profit	−6,565	20,027

The decrease in total assets by EUR 89,071 thousand, the decrease in total liabilities by EUR 26,593 thousand, the decline in revenues by EUR 41,166 thousand and the decline in net profits by EUR 26,592 thousand result from the reclassification of the investment accounted for using the equity method in Swiss entities to "non-current assets held for sale" which have been sold in 2014 (compare paragraph 6.3.5). The remaining changes result from PropertyGuru Pte Ltd.

The number of employees in investments accounted for using the equity method is 318 (previous year: 280). Those employees are solely employed by PropertyGuru Pte Ltd. as of the reporting date.

6.3.9 Trade payables

Trade payables comprise the following:

	12/31/2013	12/31/2012
	EUR '000	
Outstanding invoices	15,644	12,853
Trade payables due to third parties	9,236	13,437
Liabilities to shareholders	747	175
Liabilities to associates	4	—
Liabilities to related entities	187	555
Total	**25,818**	**27,020**

The decrease in trade payables from 2012 to 2013 results from a reclassification of outstanding invoices to trade payables at Immobilien Scout GmbH as well as from the elimination of a one-off liability in 2012.

The increase in outstanding invoices is essentially attributable to the aforementioned reclassification to trade payables (EUR 1,931 thousand) as well as to the increase in outstanding invoices payable by AutoScout24 Italia SPA, Padua (EUR 1,203 thousand).

6.3.10 Financial liabilities

Financial liabilities comprise the following as of the closing dates:

	12/31/2013	12/31/2012
	EUR '000	
Current		
Liabilities to shareholders	762,222	362,554
Liabilities to associates	18	18
Liabilities to related entities	48	40
Contingent purchase price liabilities	1,283	125
Other	36	3
Total	**763,607**	**362,740**
Non-current		
Liabilities to associates	1,614	1,614
Contingent purchase price liabilities	—	3,134
Total	**1,614**	**4,748**

As of the reporting date, the current liabilities to affiliated companies include EUR 439,283 thousand resulting from the profit and loss distribution agreement with DTAG.

In addition, they also include a loan from DTAG in the amount of EUR 322,491 thousand, which has also been classified as a current liability as of December 31, 2012. During 2013, the loan was extended for two years. In February 2014 however and following the acquisition of Scout24 Holding GmbH by Asa HoldCo GmbH, the loan was taken over by Asa HoldCo.

An amount of EUR 460 thousand (previous year: EUR 998 thousand) of the contingent purchase price liabilities relates to the acquisition of REOS GmbH and an amount of EUR 823 thousand (previous year: EUR 823 thousand) relates to the acquisition of Property Guru. The contingent purchase price liabilities disclosed in the previous year in relation to the acquisition of umzug.easy in the amount of EUR 1,452 thousand have partly been settled during 2013, the remaining liabilities were derecognized, as the necessary requirements were not met.

The non-current liabilities to associates are owed to ASPM Holding B.V.

6.3.11 Other provisions

	Provision for litigation risks	Personnel provisions	Other provisions	Total
		EUR '000		
Balance as of 12/31/2012 / 01/01/2013	**2,415**	**19**	**330**	**2,764**
Of which current	194	—	22	216
Charged/(credited) to the income statement:				
Additional provisions	1,335	134	775	2,244
Unused amount reversed	−426	—	−150	−576
Unwinding of discount	—	0	4	4
Used during the year	−803	—	−64	−867
Balance as of 12/31/2013	**2,521**	**153**	**895**	**3,569**
Of which current	133	0	22	155

The provisions for litigation essentially concern tax disputes resulting from investigations of Italian financial authorities. A new investigation started in June 2014; further material observations and findings can occur from this investigation.

Other provisions in the fiscal year include an addition of provision of EUR 775 thousand for potential claims for damages by customers from the brokering of closed-end funds in prior periods.

Provisions that are not expected to result in an outflow of resources in the subsequent year are carried at their discounted settlement value as of the reporting date. Provisions that have been discounted in previous years were discounted during the reporting period in accordance with their remaining term. The discount factor is based on market interest rates.

6.3.12 Other liabilities

Other liabilities comprise of the following as of the reporting dates:

	12/31/2013	12/31/2012
	EUR '000	
Current		
Amounts payable to employees	16,030	15,058
Taxes other than income taxes	2,869	2,240
Deferred revenues	10,245	9,712
Miscellaneous	1,933	2,399
Total	**31,077**	**29,409**
Non-current		
Miscellaneous	50	—
Total	**50**	**—**

Amounts payable to employees essentially comprise bonuses. The increase is due to higher commitments at Immobilien Scout GmbH.

6.3.13 Pensions and other post-employment obligations

The group operates occupational pension schemes and has both defined benefit plans and defined contribution plans.

Defined contribution plans exist in the form of retirement annuities, disability annuities and dependents' pension the amount of which depends on length of service and salary. The employer's contributions to be paid towards the statutory pension scheme in Germany are considered to be such defined contribution plans. Payments within the group towards defined contribution plans are predominantly contributions towards statutory pension schemes in Germany and Switzerland. During 2013, expenditure in relation to defined contribution plans amounted to EUR 6,334 thousand (previous year: EUR 5,213 thousand).

In relation to defined benefit pension plans, the obligation, plan assets and provisions have developed as follows:

2013	Present value of obligation	Fair value of plan assets	Provisions
		EUR '000	
Opening balance	933	− 401	532
Current service costs	110		110
Interest expense/(income)	22	− 9	13
Gain/(loss) from remeasurement	20	− 15	5
of which:			
- Return on plan assets, excluding amounts included in interest expense/(income)		*− 15*	*− 15*
- Experience (gains)/losses	*− 1*		*− 1*
- Gain/(loss) from change in financial assumptions	*21*		*21*
- Gain/(loss) from change in demographic assumptions	—		—
Past service cost	—	—	—
Currency translation differences	− 10	6	− 4
Contributions to plan assets	26	− 88	− 62
of which:			
- Employer contributions		*− 62*	*− 62*
- Employee contributions	*26*	*− 26*	—
Payments	− 36	26	− 10
of which:			
- Benefit payments	—	—	—
Risk premium	− 36	36	—
Balance as of 12/31/2013	**1,029**	**− 445**	**584**

2012	Present value of obligation	Fair value of plan assets	Provisions
		EUR '000	
Opening balance	712	−315	397
Current service costs	91		91
Interest expense/(income)	24	−8	16
Gain/(loss) from remeasurement	157	−21	136
of which:			
- Return on plan assets, excluding amounts included in interest expense/(income)		*—*	*—*
- Experience (gains)/losses	*65*		*65*
- Gain/(loss) from change in financial assumptions	*91*		*91*
- Gain/(loss) from change in demographic assumptions	*—*		*—*
Currency translation differences	4	−4	—
Contributions to plan assets	26	−87	−61
of which:			
- Employer contributions		*−61*	*−61*
- Employee contributions	*26*	*−26*	*—*
Payments	−47	0	−47
of which:			
- Benefit payments	*—*	*0*	*—*
Risk premium	−34	34	
Balance as of 12/31/2012	**933**	**−401**	**532**

Risk premiums are premiums for one-year risk insurances that cover disability and death. As of December 31, 2013, total pension obligations from defined benefit plans in Switzerland amounted to EUR 612 thousand, in Italy to EUR 416 thousand.

The following actuarial assumptions have been applied for the determination of pension provisions:

	12/31/2013	12/31/2012
	Switzerland	Switzerland
Actuarial interest rate	2.50%	2.10%
Salary growth rate	1.50%	1.50%
Inflation	n/a	n/a
Pension growth rate	0%	0%

The valuation of Swiss pension obligations is based on mortality tables BVG 2010 GT (as in the preceding year).

A change in substantial valuation assumptions would result in the following percentage changes to the defined benefit obligations in Switzerland:

12/31/2013	Change in assumption	Effect on obligation
	EUR '000	
Actuarial interest rate	−0.25 percentage points	24
	+0.25 percentage points	−22
Salary growth rate	−0.25 percentage points	−8
	+0.25 percentage points	8

12/31/2012	Change in assumption	Effect on obligation
	EUR '000	
Actuarial interest rate	−0.25 percentage points	26
	+0.25 percentage points	−23
Salary growth rate	−0.25 percentage points	−8
	+0.25 percentage points	9

A change in the average life expectancy of −1 year (+1 year) would result in a change of the defined benefit obligation amounting to EUR −4 thousand (EUR +4 thousand). Sensitivity analyses are based on changes of respective valuation assumptions, whereas other valuation assumptions remain unchanged. Analyzing actuarial interest for sensitivity, the company assumes a variation of expected interest yields of retirement savings in line with the assumed correlation of these parameters. In practice, other valuation assumptions could correlate with each other, too. Determining sensitivities, the same appraisal method (projected unit credit method as at reporting period end) has been applied as for the valuation of pension obligations recognized in the balance sheet.

The obligations in Switzerland have duration of 19 years, in Italy of 12 years.

Plan assets comprise the following:

	12/31/2013			12/31/2012		
	Fair value of plan assets	of which: assets with a quoted market price in active markets	of which: assets without a quoted market price in active markets	Fair value of plan assets	of which: assets with a quoted market price in active markets	of which: assets without a quoted market price in active markets
	EUR'000					
Cash and cash equivalents	8	8	—	11	11	—
Equity instruments	108	108	—	98	98	—
Debt instruments	224	224	—	204	204	—
Property, plant and equipment	47	—	47	42	—	42
Other	58	58	—	46	46	—
Total	445	398	47	401	359	42

During fiscal year 2014, payments to retirees amounting to EUR 43 thousand as well as contributions to plan assets of EUR 56 thousand are expected.

6.3.14 Equity

As of December 31, 2013, the subscribed capital remains unchanged at EUR 1,000 thousand and was wholly owned by DTAG. The share capital of EUR 1,000 thousand is fully paid.

Capital reserves also remain unchanged at EUR 243,456 thousand and result from capital contributions made by the parent company in the past for the long-term financing of Scout24's operating activities.

Other reserves only comprise of currency translation differences.

Accumulated losses amount to EUR −350,831 thousand as of the balance sheet date (previous year: retained earnings of EUR 9,209 thousand). The decrease from retained earnings to accumulated losses results from the dividend distribution to DTAG.

During 2013, a 22.1% stake in Spontacs GmbH was sold, resulting in a 77.9% shareholding.

6.4 Other disclosures

6.4.1 Notes to the consolidated cash flow statement

The cash flow statement shows how cash and cash equivalents have developed during the fiscal year. In accordance with IAS 7 "Statement of cash flows", a distinction is made between cash flows from or cash used in operating, investing and financing activities.

In the cash flow statement, cash and cash equivalents includes cash and cash equivalents reported in the balance sheet as well as cash and cash equivalents of non-current assets held for sale. Therefore, cash and cash equivalents in the amount of EUR 145,830 thousand (previous year: EUR 99,665 thousand) consist of cash and cash equivalents as disclosed in the balance sheet in the amount of EUR 117,084 thousand (previous year: EUR 99,665 thousand) (see 6.3.1 Cash and cash equivalents). Cash and cash equivalents further consist of cash and cash equivalents in the amount of EUR 28,746 thousand (previous year: EUR 0 thousand), attributable to non-current assets held for sale (see 6.3.5 Non-current assets held for sale).

The prior period amounts have been adjusted due to the planned sale of Scout24 International Management AG, including its investments in Scout24 Schweiz Holding AG and Scout24 Schweiz AG.

The indirect method has been applied in presenting cash flows from operating activities, and the direct method has been used to disclose cash flows from financing and investing activities. Effects from currency translation differences and changes in the scope of consolidation were eliminated in performing the calculation.

The increase in cash flows from operating activities essentially results from the operating companies performing well. The increase in cash flows from operating activities further results from dividend distributions from companies classified as held for sale (Scout24 Schweiz Holding AG and Scout24 Schweiz AG, which were previously accounted for using the equity method).

The increase in cash used in investing activities in 2013 essentially results from dividend distributions from investments accounted for using the equity method in the amount of EUR 23,122 thousand and is counteracted by reduced purchases of financial assets.

The decrease in cash used in financing activities is essentially attributable to the payments from the dividend distribution to shareholders. The disclosure and treatment of the profit and loss transfer agreement in the previous year was revised to meet the current definition.

6.4.2 Disclosures on leases and other commitments

Commitments from operating leases and other obligations as of the reporting dates are as follows:

	12/31/2013				12/31/2012			
	Total	No later than 1 year	Later than 1 year and no later than 5 years	Later than 5 years	Total	No later than 1 year	Later than 1 year and no later than 5 years	Later than 5 years
	EUR '000							
Operating lease commitments	27,329	6,207	15,188	5,934	31,521	6,246	16,951	8,324
Obligations from maintenance and service agreements	13,071	9,980	3,091	—	17,670	10,183	7,487	—
Other obligations	508	508	—	—	80	68	12	—
Total	**40,908**	**16,695**	**18,279**	**5,934**	**49,271**	**16,497**	**24,450**	**8,324**

There are operating lease commitments to related parties in the amount of EUR 25,032 thousand (previous year: EUR 29,156 thousand).

Rental expenses in the amount of EUR 6,183 thousand (previous year: EUR 6,209 thousand) were paid during the fiscal year in respect of operating leases.

The obligations from maintenance and service agreements are payable to third parties for data processing centers and databases.

6.4.3 Disclosures on financial instruments

Carrying amounts and fair values

The following table presents the reconciliation of the balance sheet items and the classification in accordance with IAS 39, broken down into subsequent measurement at amortized cost and at fair value through profit or loss as well as carrying amounts per category and fair values per class.

Cash and cash equivalents, trade receivables, current financial assets and current financial liabilities essentially have short-term maturities. Therefore, their carrying amount as of the end of the reporting period corresponds approximately to the fair value.

Non-current financial assets are equity investments not accounted for using the equity method. They are carried at cost as there is no active market for those companies and fair values cannot be reliably ascertained as cash flows cannot be determined reliably. Therefore, a fair value is not disclosed. There is currently no intention to sell these investments.

The fair value of non-current financial liabilities is calculated by using a discounted cash flow model applying a risk-free market interest rates adjusted by an appropriate credit spread. The credit spread is derived from the fixed interest rate less the risk free EUSA swap rate and built into a curve by applying similar trends as observed on the market.

In accordance with IFRS 13, financial assets and liabilities measured at fair value have to be allocated to one of the three levels of the fair value hierarchy. The individual levels of the fair value hierarchy are defined as follows:

- Level 1: quoted prices (unadjusted) in an active markets for identical assets and liabilities that the entity can access at the measurement date
- Level 2: inputs other than quoted market prices included within Level 1 that are observable for the asset and liability, either directly or indirectly
- Level 3: inputs for the assets and liabilities not based on observable market data

	Recognition approach in accordance with IAS 39						
	Measurement category pursuant to IAS 39	**Carrying amount as of 12/31/2013**	**Amortized cost**	**At cost**	**Fair value through profit or loss**	**Fair vlaue as of 12/31/2013**	**Level in fair value hierarchy**
				EUR '000			
Assets							
Cash and cash equivalents	LaR	117,084	117,084	—	—	n/a	
Trade receivables	LaR	33,629	33,629	—	—	n/a	
Current financial assets	LaR	295	295	—	—	n/a	
Other assets		9,428					
Of which: other financial assets	LaR	540	540			n/a	
Other non-financial assets	n/a	8,888					
Non-current financial assets		242					
Avaible-for-sale financial assets	AfS	64	—	64	—	n/a	
Other non-current financial assets	LaR	178	178	—	—	351	3
Liabilities							
Trade payables	FLAC	25,818	25,818	—	—	n/a	
Current financial liabilities		736,607					
Contingent purchase price liabilities	FVtPL	1,283	—	—	1,283	1,283	3
Other current financial liabilities	FLAC	762,324	762,324		—	n/a	
Other current liabilities		31,077					
Of which: other financial liabilities	FLAC	535	535	—	—	n/a	
Other non-financial liabilities	n/a	30,542					
Non-current financial liabilities	FLAC	1,614	1,614	—	—	n/a	
Of which aggregated by IAS 39 categories							
Loans and receivables	LaR	151,726					
Available-for-sale financial assets	AfS	64					
Financial liabilities measured at amortized cost	FLAC	790,292					
Financial liabilities at fair value through profit or loss	FVtPL	1,283					

	Measurement category pursuant to IAS 39	Carrying amount as of 12/31/2012	Amortized cost	At cost	Fair value through profit or loss	Fair value as of 12/31/2012	Level in fair value hierarchy
	Recognition approach in accordance with IAS39						
				EUR '000			
Assets							
Cash and cash equivalents	LaR	99,665	99,665	—	—	n/a	
Trade receivables	LaR	27,828	27,828	—	—	n/a	
Current financial assets	LaR	696	696	—	—	n/a	
Other assets		7,453					
Of which: other financial assets	LaR	410	—	—	—	n/a	
Other non-financial assets	n/a	7,043					
Non-current financial assets	AfS	94	—	94	—	n/a	
Liabilities							
Trade payables	FLAC	27,020	27,020	—	—	n/a	
Current financial liabilities		362,740					
Current financial liabilities	FLAC	362,615	362,615	—	—	n/a	
Contingent purchase price liabilities	FVtPL	125	—	—	125	125	3
Non-current financial liabilities		4,748					
Contingent purchase price liabilities	FVtPL	3,134	—	—	3,134	3,134	3
Other non-current financial liabilities	FLAC	1,614	1,614	—	—	n/a	
Of which aggregated by IAS 39 categories							
Loans and receivables	LaR	128,599					
Available-for-sale financial assets	AfS	94					
Financial liabilities measured at amortized cost	FLAC	391,249					
Financial liabilities at fair value through profit or loss	FVtPL	3,259					

Non-current financial liabilities to associates comprise outstanding capital contributions of ASPM Holding B.V. (EUR 1,614 thousand) and have been recognized at amortized cost. Due to the short duration of this financial instrument, the carrying amount represents an adequate approximation to the fair value.

The contingent purchase price liabilities are measured according to IFRS 3 at fair value through profit and loss upon initial recognition and subsequently. Formally, they do not belong to any category under IAS 39.

The valuation of these liabilities is based on data, where the inputs are based on unobservable market data (Level 3). Thereby, the inputs comply with the conditions defined during purchase price negotiations, the probability of the occurrence of future events and the underlying planning data concerning the business development.

The fair value is calculated by using a discounted cash flow model. Future cash flows are based on contractually agreed price formula which depends on expected revenues. To determine the estimated cash flows, the probability of occurrence of expected revenues was taken into consideration. The cash flows are discounted with an applicable interest rate curve.

The following table presents the changes in Level 3 instruments (contingent purchase price liabilities) for the year ended December 31, 2013:

	12/31/2013	12/31/2012
	EUR '000	
Opening balance	**3,259**	**3,759**
New contingent purchase price liability	0	827
Settlements	− 125	− 1,625
Total gains/losses for the period included in the income statement under "other operating income/expense"	− 1,838	298
Closing balance	**1,296**	**− 3,259**
Change in unrealised gains/losses for the period included in the income statement for liabilities held at the end of the reporting period	− 1,838	298

REOS

The contingent purchase price liability in connection with REOS has an underlying price formula that leads to the following sensitivities:

If the actual revenue had been ten percent higher/(lower), the contingent purchase price liability would increase/(decrease) by ten percent or EUR 33 thousand/(EUR 33 thousand) (previous year: EUR 98 thousand/ (EUR 98 thousand)).

For REOS, there are no contractual limits concerning the amounts that have to be paid by Scout 24.

Property Guru

In connection with the acquisition of Property Guru, there are two revenue thresholds for the calculation of contingent purchase price liabilities. The upper limit has been exceeded to such an extent, that even a ten percent reduction in revenues in 2013 as well as in 2012 would not change the fair value.

Net gains/losses

The following net gains and losses were allocated to the categories pursuant to IAS 39:

	Measurement category pursuant to IAS 39	2013	2012
		EUR '000	
Loans and receivables	LaR	− 1,723	− 3,829
Financial liabilities measured at amortized cost	FLAC	− 1,135	− 3,770
Financial liabilities measured at fair value through profit and loss	FVtPL	1,834	− 285
Recognized through the income statement		− 1,024	− 7,884
Available-for-sale financial assets	AfS	− 30	− 3
Recognized through other comprehensive income		− 30	− 3

The measurement category "LaR" comprises interest income, impairments on receivables as well as results from the de-recognition of receivables. The measurement category "FLAC" primarily comprises interest expenses in relation to the shareholder loan from DTAG as well as foreign exchange losses from financial liabilities. Changes in fair value of contingent purchase price liabilities are presented within the measurement category "FVtPL". The positive effect in 2013 is due to umzug.easy, which has been partly settled during 2013, the remaining liabilities were derecognized, as the necessary requirements were not met.

The adjustment to the contingent purchase price liabilities is recognized under other operating income.

Offsetting

Financial assets and liabilities are legally set off on the basis of netting agreements (master netting arrangements) only if an enforceable right of set-off exists and settlement on a net basis is intended as at the reporting date. If the right of set-off is not enforceable in the normal course of business, the financial assets and liabilities are recognized in the balance sheet at their gross amounts as at the reporting date. The master netting arrangement creates a conditional right of set-off that can only be enforced by taking legal action.

(a) Financial assets

The following financial assets are subject to offsetting, enforceable master netting arrangements and similar agreements:

12/31/2013	Gross amounts of recognised financial assets	Gross amounts of financial liabilities set off in the balance sheet	Net amounts of financial assets presented in the balance sheet	Related amounts not set off in the balance sheet: Financial instruments	Cash collateral received	Net amount
			EUR '000			
Trade receivables	33,987	−358	33,629	—	—	33,629
Total	33,987	−358	33,629	—	—	33,629

12/31/2012	Gross amounts of recognised financial assets	Gross amounts of financial liabilities set off in the balance sheet	Net amounts of financial assets presented in the balance sheet	Related amounts not set off in the balance sheet: Financial instruments	Cash collateral received	Net amount
			EUR '000			
Trade receivables	28,048	−220	27,828	—	—	27,828
Total	28,048	−220	27,828	—	—	27,828

(b) Financial liabilities

The following financial liabilities are subject to offsetting, enforceable master netting arrangements and similar agreements:

12/31/2013	Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets set off in the balance sheet	Net amounts of financial liabilities presented in the balance sheet	Related amounts not set off in the balance sheet: Financial instruments	Cash collateral pledged	Net amount
			EUR '000			
Trade payables	26,176	−358	25,818	—	—	25,818
Total	26,176	−358	25,818	—	—	25,818

12/31/2012	Gross amounts of recognised financial liabilities	Gross amounts of recognised finacial assets set off in the balance sheet	Net amounts of financial liabilities presented in the balance sheet	Related amounts not set off in the balance sheet: Financial instruments	Cash collateral pledged	Net amount
			EUR '000			
Trade payables	27,240	−220	27,020	—	—	27,020
Total	27,240	−220	27,020	—	—	27,020

6.4.4 Financial risk management and capital management

The group's activities expose it to a variety of financial risks such as credit risk, liquidity risk, foreign currency risk and interest rate risk. Up to the sale of Scout24 to Asa HoldCo GmbH in February 2014, risk management was carried out by a central treasury department of DTAG (group treasury) under policies approved by management. Group treasury identifies, evaluates and hedges financial risks in close cooperation with the group's operating units. Revised requirements to risk management are addressed through changes in systems and processes.

Credit risk is managed on group basis. Credit risk arises from cash and cash equivalents, current financial assets, trade receivables as well as other receivables. Credit exposures to customers are systematically recorded, analyzed and managed using both internal and external sources of information. The maximum default risk is reflected in the carrying amounts of financial assets recognized in the balance sheet. There were no collateral or other credit enhancements which would reduce the credit risk from financial assets. By including Scout24 in the central treasury department of DTAG, a significant portion of the credit risk associated with Scout24's financial assets is concentrated at DTAG's level. In principle, this portion was subject to the same risks that DTAG was subject to. These risks are limited by risk management mechanisms at DTAG.

Liquidity management and investment was centralized at DTAG as part of the group-wide cash management system. When investing cash and cash equivalents, financial institutions and investments are carefully selected and monitored on a daily basis by observing the CDS (credit default swap), stock prices and ratings. Exposure and adherence to limits are monitored on a weekly basis. A substantial portion of cash and cash equivalents relates to deposits at credit institutions with a rating of at least BBB+/Baa1.

Liquidity risk is the risk that Scout24 cannot fulfil either fully or partially its financial commitments. The risk of a possible liquidity bottleneck is monitored by periodic liquidity planning. Scout24 was included in DTAG's liquidity management. In order to limit this risk, the cash inflows and outflows as well as maturities are continually monitored and managed. The financing requirement is covered by both the operating cash flows and external financing. Therefore, in the past financial year, there were no material risks.

In addition, there was an interest-bearing loan with DTAG in the amount of EUR 322,491 thousand (previous year: EUR 322,491 thousand). This was extended by another two years until July 24, 2015 through a letter dated March 28, 2013.

Following the execution of the purchase agreement and the transfer of the shares in the company from DTAG and Asa HoldCo GmbH to Asa NewCo GmbH (a wholly-owned subsidiary of Asa HoldCo GmbH), the DTAG's shareholder loan was replaced by a loan from Asa NewCo GmbH as of February 12, 2014. The loan was reclassified to current liabilities.

The following table shows the future cash outflows from existing financial liabilities:

Balance as of 12/31/2013	Up to 1 year	1-3 years	3-5 years	More than 5 years
Financial liabilities	763,867	1,614	—	—
Trade payables	25,818	—	—	—

Balance as of 12/31/2012	Up to 1 year	1-3 years	3-5 years	More than 5 years
Financial liabilities	364,544	4,985	—	—
Trade payables	27,020	—	—	—

Operating activities of the individual group companies are concluded in the respective local currency so that there are no currency risks. Risks that result from translating assets and liabilities of foreign corporate units into the group's presentation currency generally remain unhedged.

Due to the cash management at Scout24, there are intercompany receivables and payables which are denominated in Euro. As a result of those subsidiaries whose functional currency is not Euro, there are currency translation differences which are recognized in the consolidated income statement. These differences are not eliminated on consolidation. As at the reporting date, the receivables from cash management denominated in Euro in the amount of EUR 52,452 thousand (previous year: EUR 51,304 thousand) on the balance sheet of a subsidiary that has Swiss francs as functional currency have not been subject to material foreign currency volatility.

If the Euro had appreciated/(depreciated) against the Swiss franc by 10% as of December 31, 2013, the hypothetical effect would have been an increase/(decrease) of profit before income taxes by EUR 5,221 thousand/ (EUR 5,221 thousand) (previous year: EUR 5,139 thousand/(EUR 5,139 thousand)).

Scout24 is subject to interest rate risks as the loan granted by DTAG carries a variable interest rate (3 month EURIBOR). If the market interest rate as of December 31, 2013 was higher/(lower but not lower than 0%) by 100 basis points, the earnings before taxes would have been lower by EUR 3,348 thousand (previous year: EUR 3,279 thousand) / (higher by EUR 715 thousand) (previous year EUR 2,117 thousand).

Scout24's objectives when managing capital are to safeguard the group's ability to continue as a going concern and finance its long-term growth. In order to achieve these objectives, an appropriate level of equity and liquidity is necessary. Equity was substantially maintained by DTAG's subscribed capital and capital reserve. Scout24 was not subject to any external capital requirements in 2013.

6.4.5 Related party disclosures

Scout24 is a wholly owned subsidiary of DTAG and is included in its consolidated financial statements of DTAG. In addition to the subsidiaries included in the consolidated financial statements of Scout24, the companies belonging to DTAG are related as are other entities and individuals that exercise a significant influence on the financial and operating policies of Scout24, including close family members or intermediaries.

The following transactions were carried out with related parties:

Revenues

	2013	2012
	EUR '000	
Shareholder	714	364
Related entities	5,522	7,931
Associates	473	179
Total	**6,709**	**8,474**

Expenses

	2013	2012
	EUR '000	
Shareholder	−3,346	−5,703
Related entities	−5,772	−3,317
Associates	−176	−64
Total	**−9,294**	**−9,084**

Other operating income

	2013	2012
	EUR '000	
Shareholder	1	266
Related entities	831	225
Associates	73	86
Total	**905**	**577**

Finance income

	2013	2012
	EUR '000	
Shareholder	7	152
Total	**7**	**152**

Finance costs

	2013	2012
	EUR '000	
Shareholder	−1,805	−3,525
Total	**−1,805**	**−3,525**

Receivables

	12/31/2013	12/31/2012
	EUR '000	
Shareholder	114,401	90,987
Related entities	1,865	2,247
Associates	194	168
Total	**116,460**	**93,402**

Receivables from cash management with DTAG are recognized as cash and cash equivalents.

Liabilities

	12/31/2013	12/31/2012
	EUR '000	
Shareholder	762,969	362,729
Related entities	238	577
Associates	1,636	1,713
Affiliates	61	—
Total	**764,904**	**365,019**

Outstanding balances at the end of the reporting period are unsecured and will be settled in cash or by offsetting receivables and payables. Amounts payable to DTAG include interest-bearing liabilities in the amount of EUR 322,491 thousand (previous year: EUR 322,491 thousand). Amounts receivable due from DTAG include receivables from cash management in the amount of EUR 114,272 thousand (previous year: EUR 90,572 thousand). There are no guarantees for receivables from and payables to related parties. There were no provisions for bad debts on amounts receivable from related parties.

Key management compensation

	2013	2012
	EUR '000	
Salaries and other short-term employee benefits	374	194
Total	**374**	**194**

Salaries and other short-term benefits represent fixed, non-performance-related benefits as well as short-term performance-related compensation of key management personnel of Scout24 Holding GmbH. During the current and preceding financial year, one managing director was employed and paid by DTAG. Details about his benefits are unknown.

6.4.6 Segment information

Reportable segments of Scout24 are considered to be ImmobilienScout, AutoScout24, as well as Corporate. FriendScout24 is shown as reportable operating segment voluntarily. The operating activities are being split according to the services offered.

The operating segment "ImmobilienScout" provides classified services for professional and private customers. The main listing products facilitate the sale and rental of properties by publishing information about the property, which consumers can search free of charge. These listing services are complemented by a number of additional value added services which are offered as on-top products. In addition revenues are generated with advertising for third-party providers, including insurances, utility or furniture companies.

The operating segment "AutoScout24" also provides classifieds services for professional and private customers, which consumer can search free of charge. In addition revenues are generated with a variety of on-top products and advertising for third-party providers, including original equipment manufacturers.

The operating segment "FriendScout24" offers an online dating service for individuals on its internet platform. Revenues for this segment comprise membership fees from individuals, the sale of advertising space online as well as the generation of business contacts (leads) for other online platforms.

The operating segment "Corporate" provides shared services to group companies. In addition, it provides online-marketing-services to group companies as well as external customers. Licensing revenues, which stem from the sale of the JobScout24 and TravelScout24 trademarks to a third party, are also recognized in this segment.

The operating segments disclosed are regularly assessed by the executive directors of Scout24 Holding GmbH acting as Chief Operating Decision Makers (referred to as "CODM") in relation to their profitability and resource allocation. Steering and internal reporting of Scout24 is essentially based on IFRS applied in the consolidated financial statements.

Scout24 assesses the performance of its segments by reference to the accounting measure EBITDA. A segment's EBITDA is defined as net profit/(loss) (based on total revenues) before net finance costs, income taxes, depreciation, amortization, impairment and the results from the disposal of subsidiaries.

The accounting measure capital expenditure comprises the following: capital expenditure for property, plant and equipment as well as intangible assets, including internally generated assets from the recognition of development costs, but excluding goodwill. It further includes advance payments made in relation to property, plant and equipment and intangible assets.

The reconciliation comprises the consolidation of inter-segment relations. In relation to EBITDA and segment capital expenditure of the operating segment "Other", the reconciliation additionally includes the elimination of intra-segment relations.

Inter-segment revenues are determined using fair market prices.

Accounting measures used to assess the performance of the operating segments of Scout24 are disclosed below:

		Revenues from external customers	Inter-segment revenues	Total segment revenues	EBITDA	Segment capital expenditure
				EUR '000		
ImmobilienScout	2013	204,948	239	205,187	94,939	5,355
	2012	176,620	293	176,913	76,548	7,056
AutoScout24	2013	97,537	1,027	98,564	14,400	8,089
	2012	90,500	1,509	92,009	9,602	10,608
FriendScout24	2013	30,117	280	30,397	− 4,741	2,431
	2012	32,810	179	32,989	− 1,527	2,809
Corporate	2013	4,433	5,695	10,128	− 9,492	628
	2012	6,152	4,571	10,723	− 12,346	973
Total - segments	**2013**	**337,035**	**7,241**	**344,276**	**95,106**	**16,503**
	2012	**306,082**	**6,552**	**312,634**	**72,277**	**21,446**
Other	2013	3,225	346	3,571	− 3,283	459
	2012	7,426	20	7,446	− 6,439	1,336
Reconciliation	2013	—	− 7,587	− 7,587	− 225	—
	2012	—	− 6,572	− 6,572	− 165	− 71
Total - consolidated	**2013**	**340,260**	**—**	**340,260**	**91,598**	**16,962**
	2012	**313,508**	**—**	**313,508**	**65,673**	**22,711**

The following table shows the reconciliation of the consolidated EBITDA from segment information to the profit before income taxes under IFRS:

	2013	2012
	EUR '000	
EBITDA	91,598	65,673
Depreciation, amortization and impairment	− 15,083	− 12,250
Results from investments accounted for using the equity method	4,320	14,340
Other finance costs	− 1,176	− 4,032
Profit before income taxes	**79,659**	**63,731**

A breakdown of entity-wide information discloses revenues as well as non-current assets according to the registered office of each entity of Scout24:

	Revenues from external customers		Non-current assets*	
	2013	2012	12/31/2013	12/31/2012
		EUR '000		
Germany	296,950	274,467	474,458	477,385
Foreign	43,310	39,041	13,107	70,204
of which: Switzerland	—	—	67	57,136
Total	**340,260**	**313,508**	**487,565**	**547,589**

*) Non-current assets comprise intangible assets, property, plant and equipment, investments accounted for using the equity method and other non-current assets.

The breakdown of revenues from external customers presented in the following table is based on a distinction between core services and other services. Revenues from core services include revenues from the sale of listings, the provision of advertising space and the generation of leads.

	Revenue from external customers	
	2013	2012
	EUR '000	
Revenues from core services	333,678	302,717
Revenues from other services	6,582	10,791
Total	**340,260**	**313,508**

The impairment loss recognized during the current year in relation to goodwill of the cash generating unit Spontacts in the amount of EUR 288 thousand are in relation to the operating segment "Other". In the current year, impairments on concessions, rights and licenses totaling EUR 904 thousand (previous year: EUR 46 thousand) were in relation to the operating segment "Other" (EUR 841 thousand) and "FriendScout24" (EUR 63 thousand). The impairment recognized in the previous year related to the operating segment "Corporate".

6.4.7 Subsequent events

A purchase agreement for the acquisition of 70% of the shares in Scout24 was concluded between DTAG and Asa HoldCo GmbH on November 18, 2013. The purchase agreement was subject to various conditions until February 12, 2014 and was executed on that date. As a result of this, Scout24 was spun off from DTAG organizationally and financially.

The profit and loss transfer agreement entered into with DTAG on February 18/24, 2005 was terminated by rescission as of midnight on December 31, 2013. The control agreement entered into with DTAG on February 28/ March 1, 2012 was terminated by rescission as of midnight on December 31, 2013. Accordingly, the company distributed dividends to DTAG for the last time in 2013. Following the termination of the profit and loss transfer agreement, the corporation and fiscal unit will be continued between the company and its subsidiaries, Immobilien Scout GmbH, AutoScout24 GmbH, FriendScout24 GmbH and Scout24 Services GmbH.

On January 21, 2014 Scout24 Holding GmbH sold its shareholding in Scout24 International Management AG, including its investments in Scout24 Schweiz Holding AG and Scout24 Schweiz AG to the previous minority shareholders of Scout24 Schweiz Holding AG and Scout24 Schweiz AG.

In February 2014, and as a result of the sale to Asa HoldCo GmbH, an amount of EUR 220,571 thousand was distributed from capital reserve.

In March 2014 a group wide restructuring was implemented and a corresponding provision for termination benefits was recognized during the stub financial period 2014.

Financial impacts from the sale of Scout24 by DTAG to Asa HoldCo GmbH are the restructuring provisions described above as well as a higher interest charge in the amount of EUR 14,357 thousand due to the replacement of the shareholder loan from DTAG by a loan from the parent company, Asa HoldCo GmbH.

Spontacts GmbH was sold on April 4, 2014. The incubation business was shut down.

On May 28, 2014, a wholly owned subsidiary of Immobilien Scout GmbH, Berlin, AE BG Theta Holding GmbH, Vienna (newly established in 2014), acquired 100% of the shares in ERESNET GmbH, Vienna. The purchase price of EUR 15,746 thousand was paid in cash. As of May 28, 2014, ASA NewCo GmbH exercises control over ERESNET GmbH. Inter alia, the newly acquired company is one of the leading operators for real estate portals in Austria. In combination with ImmobilienScout24.at which has already been established in Austria, the group plans to become Austria's leading marketplace for real estate.

The goodwill of EUR 13,486 thousand arising from the acquisition is attributable to the strong market position of ERESNET. None of the goodwill recognized is expected to be deductible for income tax purposes.

The following table summarizes the consideration paid for ERESNET GmbH, the fair value of assets acquired and liabilities assumed.

Recognized fair value amounts of identifiable assets acquired and liabilties assumed

	May 28, 2014
	EUR '000
Identifiable Tradename	435
Development costs	752
Contractual customer relationships	1,668
Other intangible assets	87
Property, plant and equipment	175
Financial assets	11
Trade and other receivables	704
Cash	414
Provisions	−788
Deferred tax liabilities	−714
Trade payables, deffered revenue and other liabilties	−430
Total identifiable net assets	**2,314**
Goodwill	13,432
Total	**15,746**

The figures above are based on a preliminary purchase price allocation. The final purchase price allocation has not been completed at the time of preparing these consolidated financial statements for the period ended December 31, 2013 as not all valuation reports are yet available. The figures may be revised following the adjustment of the fair values of the intangible assets, property, plant and equipment, and the deferred taxes applicable to these assets.

From June 2014, eligible and selected management employees were given the opportunity to invest in ordinary or preference shares in Asa NewCo, indirectly via a KG partnership structure, via the new Management and Board Member Participation Programme (PP). The grant date for the initial awards made under the PP will be set at the date the offer made is accepted by the eligible employees.

The awards related to shares in Asa NewCo have been offered for services received from these eligible and selected employees by the company and are therefore share-based payment transactions among group entities within the scope of IFRS 2 and have to be recognized in the company's financial statements. As a result, awards of both ordinary and preference shares in the PP will be reflected in the company's financial statements at 30 June 2014, and will be accounted for as equity-settled share-based payments.

The new shareholders of Scout24 as of February 12, 2014 have decided to sell the operating segment FriendScout24 GmbH during the first quarter of fiscal year 2014. With effect from July 12, 2014, Scout24 reached a binding agreement with MATCH.COM on the sale of FriendScout24 GmbH. The transaction was subject closed on August 31, 2014.

In June 2014 and September 2014 further restructuring measures were taken in the group. During this course two volunteer schemes have been decided upon and severance agreements have been entered into with managers of several subsidiaries. Up to the preparation date in recognition of these facts restructuring expenses have been accounted for in the amount of EUR 10,316 thousand in the stub period April 1, 2014 to December 31, 2014. Additionally, the group expects further severance agreements, which will result in additional expenses in the amount of EUR 2,651 thousand in the stub period April 1, 2014 to December 31, 2014. The amount of provisions is subject to change depending on the number of further severance agreements.

When preparing the consolidated financial statements, the following changes occurred within the management board of Asa NewCo GmbH as well as of Scout24 Holding GmbH.

In March 2014, Gregory Ellis was appointed Chief Executive Officer of Asa NewCo GmbH and of Scout24 Holding GmbH. Martin Enderle resigned as Chief Executive Officer of the previous mentioned companies at the end of March 2014. In June a termination agreement was closed with Joseph Lichtenberger as Chief Executive Officer of Scout24 Holding GmbH as well as of Asa NewCo GmbH. Joseph Lichtenberger left the company as per October 1, 2014. The corresponding expenses for severance were recognized in the stub period April 1, to December 31, 2014. With effect from September 1, 2014 Christian Gisy was appointed as Chief Executive Officer of Asa NewCo GmbH as well as of Scout24 Holding GmbH.

There are no group-specific events or developments after the reporting date that would have resulted in a substantial change to the presentation or recognition of the individual assets or liabilities as of December 31, 2013.

Munich, September 25, 2014 and December 19, 2014

Scout24 Holding GmbH

The Management

Gregory Ellis   Christian Gisy

APPENDIX 1

List of Shareholdings of Scout24 Holding GmbH

Name and domicile of the company		Currency	Share-holding (12/31/2013)	Full consolidation (F), accounted for using the equity method (E), not consolidated (nc) (12/31/2013)	Share-holding (12/31/2012)	Full consolidation (F), accounted for using the equity method (E), not consolidated (nc) (12/31/2012)
Scout24 AG	Baar, Switzerland	CHF	100.00%	F	100.00%	F
Scout24 International Management	Baar, Switzerland	CHF	100.00%	F	100.00%	F
FMPP Verwaltungsgesellschaft mbH (formerly FinanceScout24 GmbH)	Munich, Germany	EUR	100.00%	F	100.00%	F
FriendScout24 GmbH	Munich, Germany	EUR	100.00%	F	100.00%	F
AutoScout24 GmbH	Munich, Germany	EUR	100.00%	F	100.00%	F
AutoScout24 Espana S.A.	Madrid, Spain	EUR	100.00%	F	100.00%	F
AutoScout24 Belgium S.A.	Brussels, Belgium	EUR	100.00%	F	100.00%	F
AutoScout24 Italia S.R.L.	Padua, Italy	EUR	100.00%	F	100.00%	F
AutoScout24 Nederland B.V.	Amsterdam, Netherlands	EUR	100.00%	F	100.00%	F
AutoScout24 France SAS	Boulogne Billancourt, France	EUR	100.00%	F	100.00%	F
AutoScout24 AS GmbH	Vienna, Austria	EUR	100.00%	F	100.00%	F
JobScout24 International Holding AG	Baar, Switzerland	CHF	100.00%	F	100.00%	F
JobScout24 GmbH[1]	Munich, Germany	EUR	—	—	100.00%	F
Scout24 GmbH (formerly Revvl Internet Services GmbH)	Munich, Germany	EUR	100.00%	F	100.00%	F
Immobilien Scout GmbH	Berlin, Germany	EUR	100.00%	F	100.00%	F
Immobilien Scout Deutschland GmbH,	Frankfurt am Main, Germany	EUR	100.00%	F	100.00%	nc
Scout24 Services GmbH (formerly Scout24 Verwaltungs- und Beteiligungsgesellschaft mbH)	Munich, Germany	EUR	100.00%	F	100.00%	F
Spontacts GmbH	Munich, Germany	EUR	77.90%	F	—	—
Scout24 Schweiz Holding AG	Wünnewil-Flamatt, Switzerland	CHF	50.10%	E	50.10%	E
Scout24 Schweiz AG	Wünnewil-Flamatt, Switzerland	CHF	57.57%	E	57.57%	E
ASPM Holding B.V.	Amsterdam, Netherlands	EUR	49.00%	E	49.00%	E
PropertyGuru Pte. Ltd. (formerly AllProperty Media Pte Ltd.)	Singapore	SGD	41.38%	E	41.48%	E
AutoScout24 d.o.o.	Zagreb, Croatia	HRK	75.00%	nc	75.00%	nc
SCOUT Business Services GmbH,	Munich, Germany	EUR	100.00%	nc	100.00%	nc

1) Company was sold in 2011.

Auditor's Report

We have audited the consolidated financial statements prepared by Scout24 Holding GmbH, Munich, comprising the balance sheet, the income statement and statement of comprehensive income, statement of changes in equity, cash flow statement and the notes to the consolidated financial statements, for the business year from January 1 to December 31, 2013. The preparation of the consolidated financial statements in accordance with the IFRSs, as adopted by the EU, is the responsibility of the Company's Managing Directors. Our responsibility is to express an opinion on the consolidated financial statements based on our audit.

We conducted our audit of the consolidated financial statements in accordance with § (Article) 317 HGB ("Handelsgesetzbuch": "German Commercial Code") and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the consolidated financial statements in accordance with the IFRSs, as adopted by the EU, are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Group and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the consolidated financial statements are examined primarily on a test basis within the framework of the audit. The audit includes assessing the annual financial statements of the companies included in the consolidation, the determination of the companies to be included in the consolidation, the accounting and consolidation principles used and significant estimates made by the Company's Managing Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion based on the findings of our audit the consolidated financial statements comply with the IFRSs, as adopted by the EU, and give a true and fair view of the net assets, financial position and results of operations of the Group in accordance with these requirements.

We issue this opinion on the basis of our duty-bound audit of the consolidated financial statements concluded as of September 25, 2014, and our supplementary audit, referring to the changes in Section 6.4.7 'subsequent events' as well as to the editorial amendments in the Sections 6.2.4 'distribution and marketing costs', 6.2.5 'general and administrative expenses', 6.3.2 'trade receivables', 6.3.10 'financial liabilities', 6.3.12 'other liabilities', 6.3.14 'equity', 6.4.3 'disclosures on financial instruments', 6.4.4 'financial risk management and capital management' and 6.4.5 'related party disclosures' of the notes to the consolidated financial statements. We refer to the Company's justification for the changes as stated in the changed notes to the consolidated financial statements, Section 6.1.2 'basis of preparation'. The supplementary audit did not lead to any reservations.

Munich, September 25, 2014 / limited to the above mentioned changes: December 19, 2014

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Andreas Fell
Wirtschaftsprüfer
(German Public Auditor)

ppa. Dennis Burmeister
Wirtschaftsprüfer
(German Public Auditor)

Audited Consolidated Financial Statements of OpCo

Prepared in Accordance with IFRS

as of and for the Financial Year Ended December 31, 2012

Audited Consolidated Financial Statements of OpCo

as of and for the Financial Year Ended December 31, 2012

1. Consolidated income statement

	Note	2012[1]	2011[1]
		EUR ’000	
Revenues	**6.2.1**	**313,508**	**280,604**
Cost of sales	6.2.2	− 32,830	− 32,129
Gross profit		**280,678**	**248,475**
IT and product service costs	6.2.3	− 35,441	− 33,064
Distribution and marketing costs	6.2.4	− 144,999	− 121,903
General and administrative expenses	6.2.5	− 45,602	− 42,415
Other operating income	6.2.6	2,395	8,015
Other operating expenses	6.2.7	− 3,608	− 136
Operating profit		**53,423**	**58,972**
Results from investments accounted for using the equity method	6.2.8	15,291	12,183
Impairment of investments accounted for using the equity method		− 951	—
Finance income	6.2.9	803	807
Finance costs	6.2.10	− 4,835	− 9,067
Finance costs - net		**10,308**	**3,923**
Profit before income taxes		**63,731**	**62,895**
Income taxes	6.2.11	− 3,216	− 2,865
Profit for the year		**60,515**	**60,030**

1) as restated

Accompanying notes form an integral part of the consolidated financial statements

2. Consolidated statement of comprehensive income

	2012[1]	2011[1]
	EUR '000	
Profit for the year	**60,515**	**60,030**
Remeasurement of post-employment benefit obligations	− 104	− 12
Currency translation differences	769	2,150
Other comprehensive income for the year	**665**	**2,138**
Total comprehensive income	**61,180**	**62,168**

1) as restated

Accompanying notes form an integral part of the consolidated financial statements

3. Consolidated balance sheet

Assets

	Note	12/31/2012[1]	12/31/2011[1]	01/01/2011[1]
			EUR '000	
Current assets		**136,015**	**191,841**	**223,187**
Cash and cash equivalents	6.3.1	99,665	118,597	165,957
Trade receivables	6.3.2	27,828	27,214	45,493
Financial assets	6.3.3	696	803	4,269
Income tax receivables	6.2.11	373	36,476	29
Other assets	6.3.4	7,453	8,751	7,439
Non-current assets		**548,362**	**495,898**	**484,504**
Intangible assets	6.3.5	439,181	430,350	430,386
Property, plant and equipment	6.3.6	15,946	13,413	14,143
Investments accounted for using the equity method	6.3.7	91,969	50,650	37,311
Financial assets	6.3.3	94	97	1,489
Income tax assets	6.2.11	—	—	2
Deferred tax assets	6.2.11	679	855	390
Other assets	6.3.4	493	533	783
Total assets		**684,377**	**687,739**	**707,691**

Equity and liabilities

	Note	12/31/2012	12/31/2011	01/01/2011
			EUR '000	
Current liabilities		**419,765**	**126,915**	**179,962**
Trade payables	6.3.8	27,020	28,624	26,383
Financial liabilities	6.3.9	362,740	66,405	120,489
Other provisions	6.3.10	216	570	1,316
Income tax liabilities	6.2.11	380	1,320	2,398
Other liabilities	6.3.11	29,409	29,996	29,376
Non-current liabilities		**8,028**	**325,773**	**329,370**
Financial liabilities	6.3.9	4,748	324,614	326,451
Pensions and other post-employment obligations	6.3.12	532	397	345
Other provisions	6.3.10	2,548	465	262
Income tax liabilities	6.2.11	200	200	0
Deferred tax liabilities	6.2.11	0	8	0
Other liabilities	6.3.11	—	89	2,312
Equity	**6.3.13**	**256,584**	**235,051**	**198,359**
Subscribed capital		1,000	1,000	1,000
Capital reserve		243,456	243,456	243,456
Retained earnings		9,209	−11,555	−46,097
Other reserves		2,919	2,150	—
Total liabilities & equity		**684,377**	**687,739**	**707,691**

1) as restated

Accompanying notes form an integral part of the consolidated financial statements

4. Consolidated statement of changes in equity

	Subscribed capital	Capital reserve	Retained earnings EUR '000	Other reserves	Total equity
Balance as of 01/01/2011[1)]	**1,000**	**243,456**	**− 46,097**	**—**	**198,359**
Remeasurement of post employment benefit obligations	—	—	− 12	—	− 12
Currency translation differences	—	—	—	2,150	2,150
Profit for the year	—	—	60,030	—	60,030
Total comprehensive income	—	—	*60,018*	*2,150*	62,168
Total distributions to owners of the parent, recognised directly through equity	—	—	− 25,474	—	− 25,474
Balance as of 12/31/2011 / 01/01/2012[1)]	**1,000**	**243,456**	**− 11,555**	**2,150**	**235,051**
Remeasurement of post-employment benefit obligations	—	—	− 104	—	− 104
Currency translation differences	—	—	—	769	769
Profit for the year	—	—	60,515	—	60,515
Total comprehensive income	—	—	*60,411*	*769*	61,180
Total distributions to owners of the parent, recognised directly through equity	—	—	− 39,730	—	− 39,730
Transactions with non-controlling interests	—	—	83	—	83
Balance as of 12/31/2012[1)]	**1,000**	**243,456**	**9,209**	**2,919**	**256,584**

1) as restated

Accompanying notes form an integral part of the consolidated financial statements

5. Consolidated cash flow statement

	2012[1]	2011[1]
	EUR '000	
Profit for the year	**60,515**	**60,030**
Depreciation, amortization and write-downs of intangible assets and property, plant and equipment	12,248	14,415
Income tax expense/(income)	3,216	2,865
Interest expense/(income)	3,523	7,163
Results from investments accounted for using the equity method	−14,340	−12,183
Other net finance income	453	−4,947
Changes in assets not attributable to investing or financing activities	−179	21,237
Changes in equity and liabilities not attributable to investing or financing activities	−2,824	2,809
Changes in provisions	1,786	−339
Income taxes paid	−4,085	−4,429
Net cash generated from operating activities	**60,313**	**86,621**
Purchases of intangible assets and property, plant and equipment	−22,628	−17,296
Purchases of financial assets and investments accounted for using the equity method	−35,118	−29
Proceeds from disposals of intangible assets and property, plant and equipment	75	3,817
Proceeds from the disposal of subsidiaries, less cash transferred	—	5,339
Distributions from investments accounted for using the equity method	8,501	—
Net cash used in investing activities	**−49,170**	**−8,169**
Proceeds from short-term borrowings	—	200
Repayment of current financial liabilities	−201	0
Payments due to profit and loss transfer agreements	−25,474	−119,021
Interest paid	−4,390	−7,019
Net cash used in financing activities	**−30,065**	**−125,840**
Currency translation differences in cash and cash equivalents	−10	28
Net (decrease)/increase in cash and cash equivalents	**−18,932**	**−47,360**
Cash and cash equivalents at the beginning of the year	**118,597**	**165,957**
Cash and cash equivalents at the end of the year	**99,665**	**118,597**

1) as restated

Accompanying notes form an integral part of the consolidated financial statements

6. Notes to the consolidated financial statements

6.1. General information and summary of significant accounting policies

6.1.1 General information

The group, referred to as "Scout24", consists of Scout24 Holding GmbH, Munich and its direct and indirect subsidiaries. Scout24 is a group of companies with online marketplaces in Europe.

Scout24 operates marketplaces primarily in the areas of residential real estate, mobility, dating and finance. Scout24 operates its own online platforms in four marketplaces across eight countries offering the possibility to generate classified ads for individual and corporate customers, provides online advertising space, and in addition, generates new business contacts (leads), for other online platforms. Further we offer local language versions of our website in ten additional countries.

Scout24's best-known marketplaces are ImmobilienScout, AutoScout24, FriendScout24 and FinanceScout24.

The trademarks JobScout24 and TravelScout24 are operated by third parties under licensing and cooperation agreements.

Scout24 Holding GmbH is a German limited-liability company (*Gesellschaft mit beschränkter Haftung*, "GmbH") within the meaning of the German Limited Liability Companies Act (*Gesetz betreffend die Gesellschaften mit beschränkter Haftung*, "GmbHG"), founded and domiciled in Germany with its registered office in Dingolfinger Str. 1-15, 81673 Munich.

As of December 31, 2012, Deutsche Telekom AG (referred to as "DTAG") is the sole shareholder of Scout24 Holding GmbH. Reference made to the shareholder therefore applies to DTAG for the financial year ended December 31, 2012 and the preceding year ended December 31, 2011.

6.1.2 Basis of preparation

The consolidated financial statements of Scout24 Holding GmbH have been prepared in accordance with International Financial Reporting Standards ("IFRSs") and IFRS Interpretations Committee (IFRS IC), as adopted by the European Union. Comparative information of the previous year has been determined by adopting identical accounting policies. Due to the fact that these consolidated financial statements are the first consolidated financial statements of Scout24 under IFRS, IFRS 1 "First-time adoption of International Financial Reporting Standards" has been applied in their preparation.

Scout24 has applied all mandatory accounting standards and interpretations relevant to its operations and effective as of January 1, 2012. None of the new and amended standards or interpretations had a material effect on the consolidated financial statements of Scout24.

The annual financial statements of the company and its subsidiaries are prepared under uniform accounting and valuation. The fiscal year of these consolidated financial statements corresponds to the calendar-year of the individual entities. The financial statements of Scout24 Holding GmbH and its subsidiaries are prepared as of the reporting date of the consolidated financial statements. The consolidated financial statements are prepared under the historical costs convention, as modified by the revaluation of available-for-sale financial assets, and financial assets and liabilities (including derivative instruments) at fair value through profit or loss. The consolidated balance sheet differentiates between current and non-current assets and liabilities. The consolidated income statement is presented by function ("cost-of-sales method"). The cost-of-sales method matches the revenues with the corresponding expenses incurred in generating these revenues. The expenses are indicated according to the functional areas (cost of sales, IT and product service costs, distribution and marketing costs as well as general and administrative costs). The consolidated financial statements are presented in Euros ("EUR"), which is the presentation currency of Scout24. Unless otherwise indicated, figures are generally presented in thousands of Euros ("EUR '000"). The tables and figures presented may contain rounding differences.

Management authorized the consolidated financial statements for issue on November 24. The period for recognizing subsequent events ended on that date. In November 2013 as well as August 2014, the consolidated financial statements have been amended according to the supplementary audit.

First restatement to the consolidated financial statements as of December 31, 2012

Scout24 Holding GmbH included two entities within its first consolidated financial statements as of December 31, 2012. The entities Scout24 Schweiz Holding AG (50.10%) and Scout24 Schweiz AG, Wünnewil-Flamatt, Switzerland (57.57%) are included as fully consolidated entities in the consolidated financial statements according to IAS 27.12 ff. (rev. 2008) and have not been accounted for using the equity method under IAS 28.

Following discussions and the re-assessment of participation agreements with Scout24 Schweiz Holding AG and Scout24 Schweiz AG, the consolidation has been corrected and the investments in Scout24 Schweiz Holding AG and Scout24 Schweiz AG are accounted for using the equity method under IAS 28 in the consolidated financial statements as of December 31, 2012.

The comparative periods in the consolidated balance sheet as of December 31, 2012, December 31, 2011 and January 1, 2011, as well as the consolidated income statement for the periods 2012 and 2011 have been corrected retrospectively. This results in effects on the elimination of inter-company transactions, balances, income and expenses on transactions between group companies as well as profits and losses resulting from inter-company transactions. Since these consolidated financial statements represent the first set of consolidated financial statements under IFRS of Scout24 Holding GmbH and since the facts have been corrected in such a way as if the equity method under IAS 28 has been applied since the very beginning, the entity applies IFRS 1 “First-time adoption of International Financial Reporting Standards” and consequently, the balance sheets as of January 1, 2011 (conversion date), December 31, 2011 (comparative information) and December 31, 2012 have been updated.

The effects on the consolidated income statement are shown in the following comparison of the income statement for the financial years 2011 and 2012, whereby the values using the full consolidation method are compared with the values using the equity method:

	01/01/2012 - 12/31/2012		01/01/2011 - 12/31/2011	
	Full consolidation of CH	**CH accounted for using the equity method**	**Full consolidation of CH**	**CH accounted for using the equity method**
Revenue	358,280	313,508	321,474	280,604
Gross profit	322,724	280,678	286,883	248,475
Operating profit/(loss)	53,669	60,399	−1,871	−13,125
Net finance income/(costs)	16,301	−4,209	−8,358	−8,258
Profit before income taxes	69,970	56,370	−10,229	−21,383
Profit/(loss) for the year	**66,342**	**53,155**	**−15,802**	**−24,248**
Of which: attributable to non-controlling interests	19,009	0	8,884	0
Of which: attributable to owners of the parent	47,334	53,155	−24,686	−24,248

The effects on the consolidated balance sheet are shown in the following comparison of the carrying values for the financial years 2010, 2011 and 2012, whereby the values using the full consolidation method are compared with the values using the equity method:

	12/31/2012		12/31/2011		01/01/2011	
	Full consolidation of CH	**CH accounted for using the equity method**	**Full consolidation of CH**	**CH accounted for using the equity method**	**Full consolidation of**	**CH accounted for using the equity**
Current assets	196,746	135,472	204,044	190,287	234,824	221,890
Non-current assets	554,366	566,179	553,653	522,107	605,221	594,734
Total assets	**751,112**	**701,651**	**757,697**	**712,394**	**840,045**	**816,624**

	12/31/2012		12/31/2011		01/01/2011	
	Full consolidation of CH	**CH accounted for using the equity method**	**Full consolidation of CH**	**CH accounted for using the equity method**	**Full consolidation of**	**CH accounted for using the equity**
Current liabilities	444,983	424,867	146,357	127,803	198,791	182,560
Non-current liabilities	6,932	2,784	335,481	324,788	327,050	326,721
Equity	299,197	274,000	275,859	259,803	314,204	307,343
Total liabilities & equity	**751,112**	**701,651**	**757,697**	**712,394**	**840,045**	**816,624**

Second restatement to the consolidated financial statements as of December 31, 2012

Scout24 Holding GmbH prepared the consolidated financial statements as of December 31, 2012, in accordance with IFRS as adopted by the EU and has taken avail of the exemption available under IFRS 1 in relation to business combinations in its first-time application. However, values have been recognized for trademarks and customer-based contractual rights which result from past business combinations and which should not have been recognized in applying the exemption under IFRS 1. Recognizing these values resulted in a decrease in goodwill. Scout24 further accounted for goodwill arising from an intra-group business combination which should not have been recognized.

The recognition of trademarks and customer bases, accumulated amortization charged on these values as well as the recognition of goodwill from intra-group business combinations have been corrected.

In addition to correcting the recognition of goodwill from business combinations, two goodwill values (FinanceScout24 and JobScout24) have been de-recognized as they were identified as of January 1, 2011, but as a result of an impairment test carried out as of January 1, 2011, the goodwill was classified as impaired and fully written off. Furthermore, receivables from cash management with Deutsche Telekom AG, Bonn (referred to as "DTAG") previously recognized as financial assets, have been re-classified to cash and cash equivalents. In addition, receivables from investments in associates previously accounted for as other assets, have been re-classified to financial receivables. Contingent purchase price liabilities previously shown as trade payables are now presented as non-current and current financial liabilities, respectively. A proportion of the provision for legal costs has been classified as non-current as of December 31, 2012, rather than current. The results from as well as the impairment of investments in associates are shown under finance income and costs, respectively. Dividend distributions from investments in associates are shown as cash flows from investing activities.

Pension commitments of International Holding AG, Switzerland are recognized as defined benefit plans, taking into account deferred taxes.

Further, segment information, key management compensation, as well as specific references to accounting standards, currency risks and other operating income and expenses have been added.

Advance payments made in respect of intangible assets as well as property, plant and equipment have been re-classified to other current assets.

The impacts from the restatements described above have been corrected retrospectively. In particular, there have been impacts on intangible assets, equity, amortization and the notes thereto.

Equity as of January 1, 2011 has been corrected as follows, whereby the values following the first restatement are compared with the values following the second restatement in the following tables:

Equity as of January 1, 2011 before correction	**307,343**
Effect from the consistent application of the exemption under IFRS 1	−5,058
Derecognition goodwill JobScout24	−16,521
Derecognition goodwill FinanceScout24	−55,195
Derecognition trademarks of the CGU 'Other'	−32,113
Recognition of pension commitments at International Holding AG, Switzerland, taking into account deferred taxes	−97
Equity as of January 1, 2011 after correction	**198,359**

Goodwill as of January 1, 2011 has been corrected as follows:

Goodwill as of January 1, 2011 before correction	**362,825**
Trademark Immobilien Scout	91,277
Customer-based contractual rights Immobilien Scout	15,628
Trademark AutoScout24	18,822
Customer-based contractual rights AutoScout24	246
Effect from the consistent application of the exemption under IFRS 1	−5,058
Derecognition goodwill JobScout24	−16,521
Derecognition goodwill FinanceScout24	−55,195
Goodwill as of January 1, 2011 after correction	**412,024**

The effects on the consolidated income statement are presented in the following comparison for the financial years 2011 and 2012:

	before correction 2012	after correction 2012	before correction 2011	after correction 2011
	EUR '000			
Gross profit	**280,678**	**280,678**	**248,475**	**248,475**
IT and product service costs	−35,441	−35,441	−33,064	−33,064
Distribution and marketing costs	−144,999	−144,999	−121,903	−121,903
General and administrative expenses	−52,966	−45,602	−53,587	−42,415
Other operating income	2,395	2,395	2,711	8,015
Other operating expenses	−3,608	−3,608	−13,057	−136
Impairment of goodwill	—	—	−54,883	—
Results from investments accounted for using the equity method	14,340	—	12,183	—
Operating result	**60,399**	**53,423**	**−13,125**	**58,972**
Results from investments accounted for using the equity method	—	15,291	—	12,183
Impairment of investments accounted for using the equity method	—	−951	—	—
Finance income	803	803	807	807
Finance costs	−4,832	−4,835	−9,065	−9,067
Net finance (costs)/income	**−4,029**	**10,308**	**−8,258**	**3,923**
Profit before income taxes	**56,370**	**63,731**	**−21,383**	**62,895**
Income tax	−3,215	−3,216	−2,865	−2,865
Profit for the year	**53,155**	**60,515**	**−24,248**	**60,030**

The profits/(losses) for the years 2011 and 2012 before correction reconcile to the corrected profits/(losses) according to following corrections:

	2012	2011
	EUR '000	
Profit for the year as at January 1 before correction	53,155	−24,248
Correction to amortization of customer bases	6,612	8,047
Correction to amortization of tradmarks of the CGU 'other'	745	3,117
Correction to the sale of a trademark (CGU 'other')	—	1,704
Correction to the proceeds from the sale of JobScout24	—	16,521
Correction to the impairment in FinanceScout24	—	54,883
Recognition of Swiss pension provisions, less deferred taxes	3	6
Profit for the year as at January 1 following correction	**60,515**	**60,030**

The effects on the consolidated statement of financial position are presented in the following comparison of the consolidated statements of financial position as of January 1, 2011, December 31, 2011 and December 31, 2012, whereby the balance sheet values before correction are being compared with balance sheet values after applying the corrections:

Assets

	before correction 12/31/2012	after correction 12/31/2012	before correction 12/31/2011	after correction 12/31/2011	before correction 01/01/2011	after correction 01/01/2011
				EUR '000		
Current assets	**135,472**	**136,015**	**190,287**	**191,841**	**221,890**	**223,187**
Cash and cash equivalents	9,157	99,665	3,159	118,597	2,964	165,957
Trade payables	27,828	27,828	27,214	27,214	45,493	45,493
Financial assets	91,267	696	116,307	803	167,328	4,269
Income tax assets	373	373	36,476	36,476	29	29
Other assets	6,847	7,453	7,131	8,751	6,076	7,439
Non-current assets	**566,179**	**548,362**	**522,107**	**495,898**	**594,734**	**484,504**
Intangible assets	456,702	439,181	455,784	430,350	540,204	430,386
Property, plant and equipment	16,290	15,946	14,214	13,413	14,576	14,143
Investments accounted for using the equity method	91,969	91,969	50,650	50,650	37,311	37,311
Financial assets	94	94	97	97	130	1,489
Income tax assets	—	—	—	—	2	2
Deferred tax assets	631	679	829	855	370	390
Other assets	493	493	533	533	2,141	783
Total assets	**701,651**	**684,377**	**712,394**	**687,739**	**816,624**	**707,691**

Equity and liabilities

	before correction 12/31/2012	after correction 12/31/2012	before correction 12/31/2011	after correction 12/31/2011	before correction 01/01/2011	after correction 01/01/2011
				EUR '000		
Current liabilities	**424,867**	**419,765**	**127,803**	**126,915**	**182,560**	**179,962**
Trade payables	30,279	27,020	32,382	28,624	29,104	26,383
Financial liabilities	362,678	362,740	63,220	66,405	120,180	120,489
Other provisions	2,121	216	885	570	1,502	1,316
Income tax liabilities	380	380	1,320	1,320	2,398	2,398
Other liabilities	29,409	29,409	29,996	29,996	29,376	29,376
Non-current liabilities	**2,784**	**8,028**	**324,788**	**325,773**	**326,721**	**329,370**
Financial liabilities	1,614	4,748	324,105	324,614	324,105	326,451
Pensions and other post-employment obligations	326	532	244	397	228	345
Other provisions	644	2,548	150	465	76	262
Income tax liabilities	200	200	200	200	—	0
Deferred tax liabilities	0	0	—	8	0	0
Other liabilities	—	—	89	89	2,312	2,312
Equity	**274,001**	**256,584**	**259,803**	**235,051**	**307,343**	**198,359**
Subscribed capital	1,000	1,000	1,000	1,000	1,000	1,000
Capital reserve	243,456	243,456	243,456	243,456	243,456	243,456
Retained earnings	26,591	9,209	13,166	− 11,555	62,887	− 46,097
Other reserves	2,954	2,919	2,181	2,150	0	—
Total liabilities and equity	**701,651**	**684,377**	**712,394**	**687,739**	**816,624**	**707,691**

6.1.3 First-time preparation of consolidated financial statements according to IFRS

Scout24 Holding GmbH, Munich, as parent of Scout24, compiles its first voluntary set of consolidated financial statements as of December 31, 2012 in accordance with International Financial Reporting Standards as adopted by the EU. Previously, consolidated financial statements have neither been prepared under the German Commercial Code (*Handelsgesetzbuch*, 'HGB') nor according to any other reporting standards at the level of Scout24 Holding GmbH. Scout24 is thus considered first-time adopter within the meaning of IFRS 1 'First-time adoption of International Financial Reporting Standards'. All standards and interpretations that were mandatory as at December 31, 2012 have been applied by Scout24 in preparing these consolidated financial statements as of December 31, 2012, in preparing the comparative information as of December 31, 2011 and in preparing the opening balances as of January 1, 2011 (the conversion date of the group) Additionally, Scout24 voluntarily applied IAS 19 (revised) "Employee benefits" and IFRS 8 ("Segment information") early. The accounting policies under IAS 19 (revised) and IFRS 8 have been applied retrospectively, i.e. in fiscal year 2011, too.

IFRS 1 allows first-time adopters to make use of various simplifications and exemptions in comparison to the general application of IFRS regulations as of December 31, 2012. Scout24 has exercised its right to the following exemptions:

- IFRS 3 "Business combinations" has not been applied to business combinations prior to January 1, 2011.
- The group has adopted the simplification under IFRIC 4 "Determining whether an Arrangement contains a Lease" and assessed its contracts accordingly when adopting IFRS for the first time.
- The simplification under IAS 21 "The effects of changes in foreign exchange rates" has been applied. In line with this, the cumulative translation differences of all foreign business operations have been set to zero at the time of the transition to IFRS.

To date and in future, the financial statements under IFRS for all consolidated companies of Scout24 have been and will be included in the consolidated financial statements of the parent company, DTAG.

6.1.4 New standards and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations are, effective for annual periods beginning after January 1, 2012, and have not been applied in preparing these consolidated financial statements because application was not yet mandatory. None of these is expected to have a significant effect on the consolidated financial statements:

Standard/interpretation		**Mandatory application**[1)]	**Adoption by the EU by 12/31/2012**	**Effects**
IFRS 1	Amendment: Government Loans	1/1/2013	No	None
IFRS 1	First time adoption of IFRSs; Amendment: Severe hyperinflation and removal of fixed dates for first-time adopters	1/1/2013	Yes	None
IFRS 7	Financial instruments; Amendment: Disclosures - offsetting financial assets and financial liabilities	1/1/2013	Yes	No material changes
	Amendment: transitional provisions to IFRS 10, IFRS 11, IFRS 12	1/1/2013	No	No material changes
IFRS 13	Fair value measurement	1/1/2013	Yes	Adjustments and extended disclosure requirements on fair value measurement
lAS 1	Amendment: Presentation of items of other comprehensive income	1/1/2013	Yes	Revised presentation of other comprehensive income
lAS 12	Income taxes; Amendment: Deferred Tax - Recovery of underlying assets	1/1/2013	Yes	None
IFRIC 20	Stripping costs in the production phase of a surface mine	1/1/2013	Yes	None

Standard/interpretation		Mandatory application[1)]	Adoption by the EU by 12/31/2012	Effects
	Improvements to International Financial Reporting Standards - 2011[2)]	1/1/2013	No	No material changes
IFRS 10	Consolidated financial statements	1/1/2014	Yes	No material changes
IFRS 11	Joint arrangements	1/1/2014	Yes	None
IFRS 12	Disclosures of interests in other entities	1/1/2014	Yes	Extended disclosure requirements
	Amendment: Investment entities (IFRS 10, IFRS 12, lAS 27)	1/1/2014	No	None
lAS 27	Separate financial statements	1/1/2014	Yes	None
IFRS 12	Disclosures of interests in other entities	1/1/2014	Yes	Extended disclosure requirements
	Amendment: Investment entities (IFRS 10, IFRS 12, lAS 27)	1/1/2014	No	None
lAS 27	Separate financial statements	1/1/2014	Yes	None
lAS 28	Investments in associates and joint ventures	1/1/2014	Yes	None
lAS 32	Financial instruments; Amendment: Offsetting financial assets and financial liabilities	1/1/2014	Yes	No material changes
IFRS 9	Financial instruments: Classification and measurement	1/1/2018	No	Revised presentation of changes in fair-value measurement of financial instruments previously classified as available for sale

1) Mandatory first-time adoption for Scout24 Holding GmbH.

2) Minor changes to a number of IFRSs (IFRS 1, lAS 1, lAS 16, lAS 32, lAS 34).

6.1.5 Scope of consolidation

Subsidiaries are all entities over which Scout24 Holding GmbH has direct or indirect control. All material subsidiaries are fully consolidated in the consolidated financial statements.

Associated companies over which Scout24 exercises significant influence are accounted for using the equity method. These entities' results are presented within the net finance income/(costs) and dividend distributions from these entities are presented as cash flows from investing activities.

Number of entities	12/31/2012	12/31/2011	01/01/2011
Scout24 Holding GmbH and fully-consolidated subsidiaries			
Germany	6	6	7
Foreign	9	9	9
Investments accounted for using the equity method	4	3	3
Non-consolidated companies			
Germany	2	2	2
Foreign	1	1	1
Total	**22**	**21**	**22**

A complete list of shareholdings of Scout24 Holding GmbH is attached in Appendix 1.

6.1.6 Consolidation principles

Subsidiaries are fully consolidated from the date on which control is transferred to Scout24. They are deconsolidated from the date that control ceases to exist. Scout24 applies the acquisition method to account for business combinations.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the consideration transferred, the amount of any non-controlling interest and the acquisition-date fair value of any previous equity interest over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognized and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the income statement. Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. Any impairment is recognized immediately as an expense. Impairment testing is carried out in accordance with IAS 36.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition-date carrying value of the previously held equity interest is re-measured to fair value at acquisition date. Any resulting gain or loss arising from such re-measurement is recognized in the income statement.

Any contingent consideration is measured at fair value at acquisition date. Subsequent changes to fair value of the contingent consideration that is deemed to be on asset or liability is recognized in accordance with IAS 39; any resulting gain or loss is recognized either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated.

Investments in associates are included in the consolidated financial statements using the equity method of accounting in accordance with IAS 28 and IAS 31, respectively. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor´s share of the profit or loss of the investee after the date of acquisition. The group determines at each reporting date whether there is any objective evidence that the investment is impaired. If this is the case, the group calculates the impairment as the difference between the carrying value and the recoverable amount and recognizes the amount as impairment loss in the income statement as well as the share of profits/losses of investments accounted for using the equity method and dividend income/expenses. Dilution gains and losses arising in investments in associates are recognized in the income statement. Other changes in equity of associated group undertakings are not taken into account. Associated companies are accounted for using the equity method and are referred to as "associates" in these consolidated financial statements.

6.1.7 Foreign currency translation

Items included in the financial statements of Scout24 Holding GmbH are measured in Euro ("EUR"). The consolidated financial statements are also presented in Euro, which is the group's presentation currency. Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at transaction date. On the reporting date, monetary assets and liabilities denominated in foreign currencies are translated using the year-end exchange rate. Non-monetary items recognized at historic acquisition are translated using the exchange rate prevailing at the transaction date. Moreover, non-monetary items, recognized at fair value and denominated in a foreign currency, have to be converted at the exchange rate, prevailing at the date the fair value was measured.

The results and financial position of all group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows: Assets and liabilities of each balance sheet presented are translated at the mid spot rate as of the reporting date. Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates). All resulting exchange differences are recognized through equity until disposal of the subsidiary.

The development of the underlying exchange rates used in foreign currency translation is presented below:

1 euro in foreign currency units	12/31/2012	12/31/2011
Switzerland		
Spot rate CHF	1.2073	1.2169
Average rate CHF	1.2053	1.2329
Singapore		
Spot rate SGD	1.6108	1.6819
Average rate SGD	1.6058	1.7489

6.1.8 Business combinations and other transactions

JobScout24 GmbH, Munich, was sold for EUR 5,440 thousand during the fiscal year 2011 and deconsolidated as from September 30, 2011. Gains from the disposal amounted to EUR 3,953 thousand. Cash and cash equivalents of JobScout24 GmbH amounted to EUR 101 thousand at the date of the transaction. The discontinued activities are not material for the financial position of Scout24 and the results of its operations and its cash flows.

6.1.9 Accounting estimates and judgments

The preparation of consolidated financial statements requires the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting policies. A higher degree of judgment and areas where assumptions and estimates are significant to the financial position have been exercised in relation to group wide uniform useful lives of non-current assets, the recoverability of receivables and the recognition and measurement of provisions. The accounting estimates and judgments will, by definition, seldom equal the related actual results. The group also makes estimates and assumptions concerning the future. Estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Estimated impairment of Goodwill

In accordance with the accounting policy stated in note 6.1.6, the group tests annually whether goodwill has suffered any impairment. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each cash generating unit, and is tested based on forward-looking assumptions. This requires an estimate of the recoverable amount of the cash-generating units to which the goodwill is allocated. The recoverable amounts of cash generating units have been determined based on expected future cash flows using appropriate discount rates. Future changes in the expected cash flows and discount rates may result in future impairments.

Fair value of derivatives and other financial instruments

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives and contingent purchase price liabilities) is determined by using valuation techniques. The group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

Development costs

When capitalizing development costs as intangible assets, assumptions are made about the amount and period of expected future cash flows and the discount rates to be used to determine the future economic benefits receivable.

Deferred taxes

Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. The carrying amount of deferred tax assets is impaired if it is not probable that temporary differences will reverse in future and sufficient taxable profits are not available against which temporary difference can be utilized. The estimates made in this respect are subject to change over time, which may result in the reversal of adjustments in subsequent periods.

6.1.10 Significant accounting policies and valuation methods

Significant accounting policies and valuation methods are detailed below:

Revenue recognition

Revenue is recognized and measured at the fair value of the consideration received or receivable to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties. The group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenues from online-listings, membership fees and the creation of business contacts (leads) are recognized on a straight-line basis over the contract period. Revenues from advertising space are recognized in the period over which the advertisements are placed or as the advertisements are displayed depending on the type of advertising contract.

Where invoices are raised in advance, the amounts, including those relating to discounts or free periods, are recognized as deferred revenue and released to the income statement in line with the provision of services as stipulated in the contract terms.

Current and deferred income tax

The tax expense for the year comprises current as well as deferred taxes.

Scout24 Holding GmbH together with its subsidiaries in Germany formed a consolidated fiscal unit for tax purposes with DTAG. Results subject to taxation of the subsidiaries have been allocated to the controlling company for purposes of corporation tax. Therefore, taxes payable and receivable primarily result from foreign income taxes. These balance sheet items result from both, the current fiscal year as well as any obligations and claims from previous years.

Income taxes are calculated on the basis of tax laws enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income.

Deferred income taxes are recognized on temporary differences arising between the carrying amounts of assets and liabilities recognized in the consolidated balance sheet and their tax bases. Deferred taxes are further recognized for tax losses carried forward. Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilized. Deferred tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred taxes are not accounted for if they arise from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred taxes are not recognized if they arise from the initial recognition of goodwill. Deferred tax is determined using tax rates that have been enacted or substantively enacted by the balance sheet date. Income taxes are recognized in the income statement, except to the extent that it relates to items recognized in other comprehensive income or directly through equity. In this case, tax is also recognized in other comprehensive income or directly through equity, respectively.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Finance income and finance costs

Finance income and finance costs are recognized using the effective interest method.

Property, plant and equipment

Property, plant and equipment are stated at historical cost, less accumulated depreciation and any impairment in value. Historical cost includes expenditure directly attributable to the acquisition, as well as borrowing costs if the recognition criteria are met.

Depreciation is calculated using the straight-line method to allocate the assets' cost to their residual values over their estimated useful lives as follows:

Leasehold improvements	3 - 5 years
Other equipment, operating and office equipment	3 - 13 years

Repair and maintenance expenses are expensed as incurred.

The assets' residual values and economic useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be fully recoverable. In this case, the impairment is tested in accordance with IAS 36. An impairment loss is recognized for the amount by which the assets' carrying amount exceeds its recoverable amount. The remaining useful life is adjusted accordingly if necessary.

If an external event gives rise to the reversal of an impairment loss, the reversal is recognized in the profit and loss account by increasing the carrying amount of the asset in the period in which it occurs. The carrying amount of the asset will only be increased up to the amount that it would have been had the original impairment not occurred.

Gains or losses on disposals of property, plant and equipment are determined by comparing proceeds with the carrying amount and are recognized in the income statement as "other operating income" in case of a gain or as "other operating expense" in case of a loss.

Intangible assets (excluding goodwill)

Intangible assets (excluding goodwill) are recognized at historical cost, less accumulated amortization (except for intangible assets with an indefinite useful economic life) and less any provision for impairment in value. Internally generated intangible assets are capitalized if all of the requirements of IAS 38 are satisfied.

An intangible asset arising from development shall be recognized if, and only if, the entity can demonstrate all of the following:

A The technical feasibility of completing the intangible asset so that it will be available for use or sale.

B The intention to complete the intangible asset and use or sell it.

C The ability to use or sell the intangible asset.

D How the intangible asset will generate probable future economic benefits; among other things, the entity can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset.

E The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.

F The ability to measure reliably the expenditure attributable to the intangible asset during its development.

The useful lives and amortization methods of intangible assets are reviewed at least annually.

If the policies and assumptions deviate from the original policies and assumptions, appropriate amendments are recognized as changes in accounting estimates pursuant to IAS 8.

The expected economic useful lives are as follows:

Internally generated intangible assets	3 - 5 years
Concessions, rights, licenses	3 - 7 years

Goodwill

Goodwill is recognized at cost. Goodwill is tested annually for impairment, and when events or changes in circumstances indicate that the carrying amount may not be fully recoverable. For the purpose of assessing impairment assets are grouped into cash-generating units ("CGUs"), and goodwill is allocated to each CGU. Each unit to which goodwill is allocated represents the lowest level within the company, at which goodwill is monitored for internal management purposes.

Goodwill is tested for impairment by comparing the carrying amount of the cash generating unit or units with its recoverable amount. If the carrying amount exceeds the recoverable amount, an impairment loss has to be recognized and the carrying amount written down to its recoverable amount. The recoverable amount is the higher an asset's, fair value less cost of disposal and value in use. If the fair value less costs of disposal is greater than the carrying amount there is no need to calculate the value in use; no impairment is recognized. An appropriate valuation technique is used to determine the fair value less costs of disposal. The valuation methods are based on quoted market prices, valuation multiples, discounted cash flow or other available indicators of the fair value measurement. The reversal of prior impairments as a result of an event giving rise to the reversal of an impairment loss on goodwill is not permitted. Goodwill is recognized in the acquiree's currency.

Financial assets and liabilities

Regular purchases and sales of financial assets are recognized on the trade-date, the date on which the group commits to purchase or sell the asset. Financial instruments carried at fair value through profit or loss are initially recognized at fair value, and transaction costs are expensed in the income statement. All other financial instruments are initially measured at fair value plus transaction costs.

The classification of financial assets and liabilities depends on the purpose for which the financial assets were acquired or the financial liabilities were assumed. The group classifies its financial instruments into the following categories at initial recognition in accordance with IAS 39:

- Financial instruments at fair value through profit or loss
- Loans and receivables
- Held-to-maturity investments
- Available-for-sale financial assets
- Financial liabilities measured at amortized cost

The measurement at amortized cost or at fair value through profit or loss is determined by the classification of financial assets and liabilities at initial recognition. Financial instruments at fair value through profit or loss are financial instruments held for trading or designated as at fair value through profit or loss upon initial recognition. A financial instrument is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorized as held for trading unless they are designated as hedges. Scout 24 has not yet made use of the option to designate financial instruments upon initial recognition as financial instruments at fair value through profit or loss. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The group's loans and receivables comprise "receivables and other financial assets" and "cash and cash equivalents" in the balance sheet. Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories.

"Available-for-sale financial assets" are subsequently measured at fair value through other comprehensive income. "Financial assets at fair value through profit or loss" are subsequently measured at fair value through profit or loss. "Loans and receivables" and "held–to-maturity investments" are subsequently recognized at amortized cost using the effective interest method. Gains or losses arising from changes in the fair value of the "financial assets at fair value through profit or loss" category are presented in the income statement within "other operating income (expenses)" in the period in which they arise. Dividend income from financial assets is recognized in the income statement as part of "other operating income" when the group's right to receive payment is established. Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognized in other comprehensive income.

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all risks and rewards of ownership.

Receivables and other financial assets

Receivables and other financial assets classified as current are recognized at fair value, plus transaction costs. Non-current receivables and other non-current financial assets are recognized at fair value, which is calculated as the present value of future cash flows, discounted at the market interest rate prevailing on the date of recognition. They are subsequently measured at amortized cost using the effective interest method. Provisions for bad debts have been recognized for all items at risk. Management maintains an allowance for doubtful accounts to account for estimated losses resulting from the inability of customers to make required payments. Any necessary valuation allowances are determined based on individual risk assessment as well as depending on the age of overdue receivables. A valuation allowance based on past experience is established on a portfolio basis. The decision to account for credit risks using an allowance account or by directly reducing the receivable will depend on the reliability of the risk assessment. As there is a variety of operating segments and regional circumstances, this decision is the responsibility of the respective portfolio managers.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. They are recognized at carrying values, which equals to the fair value by virtue of their short-term maturity.

As part of its central financial management, Scout24 Holding GmbH made use of the cash pool of DTAG to ensure the liquidity and supply of credit supply to Scout24. If required, Scout24 Holding GmbH undertakes the financial transactions on international markets. During 2011 and 2012, Scout24 Holding GmbH made use of the corporate financial management system of DTAG, whereby DTAG cleared out the balances of the cash pooled Scout24 accounts on a daily basis and classified them as receivables or payables from or to DTAG.

Available-for-sale financial assets

Investments and subsidiaries not consolidated are classified as "available-for-sale financial assets" and are recognized at fair value, except for investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured. Fair value changes are recorded in other comprehensive income. When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the income statement as 'gains and losses from investment securities'. Interest on available-for-sale securities calculated using the effective interest method is recognized in the income statement as part of finance income.

The group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. For debt securities, the group uses the same criteria as evidence of impairment as for receivables and other financial assets.

In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss – is removed from equity and recognized in profit or loss.

Impairment losses recognized in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in profit or loss, the impairment loss is reversed through the consolidated income statement.

Financial liabilities and other liabilities

Financial liabilities and other liabilities are recognized initially at fair value, less transaction costs. The price is either determined on an active market or as a fair value determined using valuation techniques. Subsequently, financial and other liabilities are measured at amortized cost using the effective interest method. Any differences between the amount received and the amount repayable are recognized in income over the term of the loan using the effective interest method.

Investments accounted for using the equity method

Associates included in the consolidated financial statements are accounted for using the equity method at their pro-rated share in equity. Associates are all entities over which Scout24 has significant influence in the financial and operating policy decisions, but not control or joint control. Significant influence is generally assumed with a shareholding of at least 20 percent and less than 50 percent of the voting rights. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of the acquisition. When the group's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured receivables, the group does not recognize further losses. The group's investment in associates includes goodwill identified on acquisition. Profits and losses resulting from upstream and downstream transactions between the group and its associate are recognized in the consolidated financial statements only to the extent of unrelated investor's interests in the associate. When testing for impairment, the carrying amount of an investment accounted for using the equity method is compared with its recoverable amount. If the carrying amount exceeds the recoverable amount, the difference is recognized as impairment loss in the income statement. If an external event gives rise to the reversal of an impairment loss, the reversal of the previously recognized impairment loss is recognized in the consolidated income statement.

The financial statements of investments accounted for using the equity method are generally prepared on the basis of uniform corporate accounting policies.

Provisions

Provisions are recognized if the group has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be recognized to settle the obligation, and the amount can be estimated reliably. The amount of the provision recognized is the best possible estimate of the settlement value of the present obligation as of the reporting date. Expected reimbursements from third parties are not offset but rather recognized as a separate asset if reimbursement is highly probable. Where the time value of money is material, the amount of the provision is discounted based on a risk-adjusted market rate.

Pensions and other post-employment obligations

The group operates defined benefit plans as well as defined contribution plans. A defined contribution plan is a pension scheme in which the employer and employee make fixed contributions into an account of a separate legal entity (fund). As the risks and rewards are assumed by the employee the group has neither legal nor constructive obligations for the current or previous fiscal year to make additional payments if investment returns arising from the contributions do not generate sufficient post-employment benefits. In contrast, defined benefit plans typically provide fixed pension benefits to members at retirement in the form of a guaranteed level of pension payable for life. The level of benefits provided depends on members' age, length of service and their salary in the final years leading up to retirement.

The pension scheme in Italy is based on regulations of TFR (Trattamento di Fine Rapporto) which requires payment of pension benefits upon leaving the company. The pension scheme is based upon Italian Labor Law (para 2120 codice civile). The pension scheme has no plan assets.

Employees in Switzerland are insured against risks such as age, death and disability at Vita Sammelstiftung in accordance with the Federal Law on Occupational Retirement, (BVG). Vita Sammelstiftung is a foundation which is legally separate from Scout24 and whose top management body consists of both, employee and employer representatives of the affiliated companies in equal shares. Among other things, this management body determines the amount of pension benefits as well as the investment strategy for plan assets based on asset-liability assessments periodically conducted.

The present value of obligations valued according to pension plan regulations form the basis of the asset-liability assessments as they are decisive for the cash flows of the foundation. The investment in pension plan assets is further based on regulations elaborated by the management body in line with the legal framework. The Investment Committee of the management body is responsible for the implementation. The benefits of the pension plan are above the legally required minimum. The benefits derive from employer's and employees' contributions as well as from the interest yield on pension assets of the insured parties which is defined annually by the management body according to legal guidelines (defined contribution plan according to BVG).

The amount of employer's and employees' contributions is determined by the amount of the pensionable salary as well as age. If an employee leaves Scout24 and or the pension plan respectively before reaching retirement age, the law provides for the transfer of the vested benefits to the new pension plan. These vested benefits comprise the employer's and the employees' contributions plus interest, the money originally brought into the pension plan by the beneficiary and an additional legally stipulated amount. Upon retirement, the insured party can choose whether they want to receive their pension benefits entirely in the form of a pension annuity or partially as a lump sum payment. In line with the pension plan regulations, pension annuities have to be adjusted for inflation in line with the financial capability of a retirement plan. Despite being wholly funded, current pension annuities cannot be adjusted for inflation in the near future due to the financial situation of Vita Sammelstiftung.

Swiss pension law provides that accrued benefits have to be completely financed by regulatory defined, annual contributions. Should there be insufficient returns on plan assets or deficits due to actuarial deviations, the management body is legally obliged to take action in order to overcome these deficits within a period of 5 to 7 years. These actions may comprise adjustments to the benefit plan as well as additional contributions by group entities affected and participating employees. None of these measures are required in light of the current financial situation of Sammelstiftung Vita.

Pension obligations for defined benefit plans will be valued annually by an independent actuary applying the projected unit credit method. Re-measurements are recognized directly through other comprehensive income.

According to IAS 19.93 and as per the IASB clarification dated November 21, 2013 and effective as from January 1, 2014, the calculation method considering the spread of risks is mandatory for retirement plans whose contributions are defined by the length of service. Due to the fact that the contributions towards the pension schemes of Scout24 International Management AG, Baar, Switzerland, depend on the employee's age, the company has the right to choose whether to spread the risks. Scout24 International Management AG has decided to spread the risks. The spread of risks allows for certain employee's contributions to be included in the measurement of pension obligations as negative benefits. Effects of the spread of risks on the amount of the defined benefit obligation as well as on the service costs are fairly small however.

Contingent liabilities and off-balance sheet contractual obligations

Contingent liabilities and off-balance sheet contractual obligations are not recognized as liabilities in the consolidated financial statements until settlement is expected to result in an outflow of resources.

Contingent assets

Contingent assets are possible assets whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events. The realization of contingent assets is expected to result in an inflow of economic benefits. Contingent assets are not recognized in the consolidated financial statements. Contingent assets are disclosed in the notes to the consolidated financial statements if an inflow of economic benefits is highly probable.

Contingent purchase price liabilities

The contingent purchase price liabilities are measured according to IFRS 3 at fair value through profit and loss upon initial recognition and subsequently. Formally, they do not belong to any category under IAS 39.

Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. All other leases are classified as finance leases. At initial recognition of a finance lease, the leased property as well as a corresponding liability is recognized at the lower of fair value and the present value of minimum lease payments. Subsequently, the minimum lease payments are allocated between the finance charges and the liability. Additionally, the property, plant and equipment acquired under finance leases is depreciated and tested for impairment. Depreciation is charged over the shorter of the lease term, and the useful life of the asset.

The lease payments from operating leases are recognized on a straight-line basis over the term of the corresponding contracts in the income statement.

6.2 Notes to the consolidated income statement

6.2.1 Revenues

Revenues generated from the core services amount to EUR 302,717 thousand (previous year: EUR 270,968 thousand) Revenues further comprise other services in the amount of EUR 10,791 thousand (previous year: EUR 9,636 thousand). Revenues from core services include revenues from the sale of listings, the provision of advertising space and the generation of leads.

Revenue from barter transactions with services in the amount of EUR 3,366 thousand (previous year: EUR 4,139 thousand) are included in the revenues generated from core operating business.

6.2.2 Cost of sales

Cost of sales amounting to EUR 32,830 thousand (previous year: EUR 32,129 thousand) relate to costs that Scout24 had to incur in order to generate revenues for the financial year.

Cost of sales consists of expenses related to operating the websites and mobile applications. These include, for example, cost of data lines, rents, maintenance expenses, licensing costs as well as costs for associated headcount expenses, such as salaries, commissions, benefits and bonuses. Also presented under cost of sales are for example costs such as special placements, expenses for trademarks and domains.

6.2.3 IT und product service costs

The costs for developing IT systems and platforms are presented under the IT and product service costs. These consist all headcount expenses, including salaries and benefits, for employees which are engaged in the design, development and testing of our website.

6.2.4 Distribution and marketing costs

Distribution and marketing expenses consist of headcount expenses, including salaries, commissions, benefits and bonuses for sales, sales support, customer support, marketing and public relations employees. Also included are expenses for all promotional and marketing activities as well as facilities costs allocated on a headcount basis.

6.2.5 General and administrative expenses

General and administrative expenses consist of headcount expenses, including salaries, benefits and bonuses for executive, finance, accounting, legal, human resources, recruiting and administrative support. General and administrative expenses also include legal, accounting and other third-party professional service fees, bad debt and facilities costs.

6.2.6 Other operating income

Other operating income comprises the following:

	2012	2011
	EUR '000	
Income from cost reimbursements	577	1,057
Proceeds from the disposal of non-current assets	33	684
Proceeds from deconsolidation	—	3,953
Miscellaneous	1,785	2,320
Total	**2,395**	**8,015**

JobScout24 GmbH was sold during the financial year 2011 and deconsolidated as of September 30, 2011. This resulted in a profit on disposal in the amount of EUR 3,953 thousand.

Miscellaneous other operating income mainly comprises income resulting from the reversal of accruals in 2012. For the comparative period, this refers to the disposal of a trademark, for which no value was capitalized as a consequence of the first time adoption of IFRS and in accordance with IFRS 1.

6.2.7 Other operating expenses

A breakdown of other operating expenses is presented below:

	2012	2011
	EUR '000	
Losses on disposal of non-current assets	− 70	− 136
Miscellaneous	− 3,538	0
Total	**− 3,608**	**− 136**

The increase in miscellaneous other operating expenses is essentially due to the provisions for bad debts following a settlement agreement.

6.2.8 Results from investments accounted for using the equity method

In fiscal year 2012, the results from investments accounted for using the equity method contain the profit share of Scout24 Schweiz Holding AG, Wünnewil-Flamatt, Switzerland in the amount of EUR 13,219 thousand (previous year: EUR 8,920 thousand), Scout24 Schweiz AG in the amount of EUR 4,721 thousand (previous year: EUR 3,263 thousand) as well as AllProperty Media Pte Ltd., Singapore which was acquired during the financial year 2012, in the amount of EUR − 1,830 thousand and ASPM Holding B.V., Amsterdam, Netherlands in the amount of EUR − 819 thousand.

In addition, the carrying value of the investment in ASPM Holding B.V. has been impaired by EUR − 951 thousand (previous year: EUR 0 thousand).

6.2.9 Finance income

Finance income consists of interest income earned on our cash and cash equivalents and short-term investments. Finance income comprises the following:

	2012	2011
	EUR '000	
Foreign exchange gains on financing	508	55
Interest income - shareholders	152	710
Interest income - associates	—	15
Interest income - third parties	139	21
Other	4	6
Total	**803**	**807**

6.2.10 Finance costs

Finance costs comprise the following:

	2012	2011
	EUR ’000	
Interest expense - shareholders	−3,525	−6,107
Interest expense - third parties	−290	−1,800
Interest expense - affiliates	—	−1
Foreign exchange losses from financing	−995	−1,140
Other	−25	−19
Total	**−4,835**	**−9,067**

The decrease in the interest expense to subsidiaries results from the adaption of the interest rate for a loan to DTAG to the development of the general interest rate level.

In 2011, the interest expense to third parties included the interest on a claim receivable by the Swiss tax office from Scout24 Schweiz AG for withholding taxes in the amount of EUR 36,231 thousand.

6.2.11 Income taxes

The profit and loss transfer and control agreement between Scout24 Holding GmbH and DTAG, which has been in effect since 2005, was terminated effective as of December 31, 2013. As a result of this profit and loss transfer agreement, Scout24 Holding GmbH transferred EUR 39,730 thousand (previous year: EUR 25,473 thousand) to DTAG in fiscal year 2012. Additionally, there are profit and loss transfer agreements between Scout24 Holding GmbH and AutoScout24 GmbH, Munich, FMPP Verwaltungsgesellschaft mbH, Munich, FriendScout24 GmbH, Munich, Immobilien Scout GmbH, Berlin, Revvl Internet Services GmbH, Munich as well as JobScout24 GmbH which was sold in 2011. Since 2012, there is a profit transfer and control agreement between Scout24 Holding GmbH and Scout24 Services GmbH, Munich, also. There is a fiscal unit for tax purposes between the German companies and DTAG. Within the consolidated financial statements, the company applies the formal-legal approach.

Current taxes paid or accrued in the individual countries as well as deferred taxes recognized in the individual countries are presented as income taxes.

	2012	2011
	EUR ’000	
Income tax expense - current year	−3,287	−3,065
Income tax expense - previous years	−267	−277
Income tax refunds - current year	—	7
Income tax refunds - previous years	540	15
Deferred taxes from timing differences	64	107
Deferred taxes from tax losses carried forward	−266	348
Income taxes	**−3,216**	**−2,865**

For fiscal year 2012, the applicable tax rate at Scout24 Holding GmbH was 30.7% (previous year: 30.7%). It comprises the corporate income tax with a tax rate of 15%, the solidarity surcharge, which is levied on a corporate income tax at a rate of 5.5%, as well as the trade tax.

The income tax expense based on profit before income taxes and the applicable tax rate applicable for the group of 30.7% for 2012 (previous year: 30.7%) has been determined as follows:

	2012	2011
	EUR '000	
Profit before income taxes	**63,731**	**62,895**
Applicable tax rate	30.70%	31.72%
Expected income tax expense	− 19,565	− 19,309
Adjustment in respect of prior years	244	− 5,518
Expenses not deductible for tax purposes	− 566	− 807
Permanent differences	− 774	− 4,772
Tax effects from investments accounted for using the equity method	4,946	3,740
Tax effects from tax loss carryforward	− 1,070	6,324
Tax effects from additions and deductions for local tax purposes	− 384	− 310
Adjustments of the tax amount to the individual national tax rates	126	5,129
Currency translation differences	− 3	− 11
Other	0	− 1
Assessment bases passed to Deutsche Telekom AG	13,830	12,670
Income tax expense	**− 3,216**	**− 2,865**
Effective tax rate	5.05%	4.56%

Tax receivable and tax payable as of the closing dates are as follows:

	12/31/2012	12/31/2011	01/01/2011
		EUR '000	
Tax receivable (current)	373	36,476	29
Tax receivables (non-current)	—	—	2
Tax receivable	**373**	**36,476**	**31**
Tax payable (current)	380	1,320	2,398
Tax payable (non-current)	200	200	0
Tax payable	**580**	**1,520**	**2,398**

The current income tax receivable as at December 31, 2011 relates to a claim receivable by Scout24 Holding GmbH, Germany for withholding taxes owed by the Swiss tax authorities. At request, this amount was refunded in 2012.

Deferred tax assets have developed as follows:

	2012	2011
	EUR '000	
Balance as of January 1	**855**	**390**
Additions/reversals	− 176	465
As of December 31	**679**	**855**

Deferred taxes accounted for on the re-measurement of post-employment benefits amount to EUR 32 thousand (previous year: EUR -2 thousand) and have been recognized directly through other comprehensive income.

The balance of deferred tax assets and liabilities on temporary differences and tax losses carried forward is attributable to the following items within the group:

	12/31/2012		12/31/2011		01/01/2011	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
	EUR '000					
Trade receivables	318	—	329	—	264	—
Financial assets	—	—	—	—	—	—
Other assets	—	—	1	—	—	—
Current assets	**318**	**—**	**330**	**—**	**264**	**—**
Intangible assets	—	—	—	—	—	—
Property, plant and equipment	—	—	—	—	—	—
Other assets	—	—	—	—	—	—
Non-current assets	**—**	**—**	**—**	**—**	**—**	**—**
Trade payables	—	—	—	—	—	—
Financial liabilities	139	—	87	—	—	—
Other provisions	—	—	—	—	51	—
Other liabilities	—	—	—	—	—	—
Current liabilities	**139**	**—**	**87**	**—**	**51**	**—**
Financial liabilities	—	—	—	—	—	—
Pensions and post-employment obligations	132	—	86	−8	75	—
Other provisions	—	—	—	—	—	—
Other liabilities	—	—	—	—	—	—
Non-current liabilities	**132**	**—**	**86**	**−8**	**75**	**—**
Losses carried forward	**15,291**	**—**	**14,321**	**—**	**24,561**	**—**
Total	**15,880**	**—**	**14,824**	**−8**	**24,951**	**—**
Impairments	−15,201	—	−13,969	—	−24,561	—
Amount recognized	**679**	**—**	**855**	**−8**	**390**	**—**

Impairment losses are recognized on the amounts presented if the deferred taxes are no longer expected to be realized. Corporate income tax losses carried forward in the amount of EUR 50,269 thousand (previous year: EUR 62,220 thousand) (total losses carried forward: EUR 50,627 thousand, previous year: EUR 63,289 thousand) have not been recognized as deferred taxes

Trade tax losses carried forward in the amount of EUR 36,558 thousand (previous year: EUR 50,447 thousand) (total losses carried forward: EUR 36,558 thousand, previous year: EUR 51,514 thousand) have not been recognized as deferred taxes.

Temporary differences in connection with investments in subsidiaries amounting to EUR 156 thousand (previous year: EUR 0 thousand) have not been recognized as deferred taxes as it is not probable that future taxable profits will be available against which these temporary differences can be utilized.

6.2.12 Personnel expenses

	2012	2011
	EUR '000	
Wages and salaries	−74,659	−65,786
Social security costs	−12,076	−10,806
Post-employment benefits	−1,167	−331
Total	**−87,902**	**−76,923**

6.3 Notes to the consolidated balance sheet

6.3.1 Cash and cash equivalents

	12/31/2012	12/31/2011	01/01/2011
		EUR ’000	
Other cash and cash equivalents	9,157	3,159	2,964
Receivables from cash management	90,508	115,438	162,993
Total	**99,665**	**118,597**	**165,957**

Other cash and cash equivalents primarily include cash balances and short-term bank deposits.

The increase in other cash and cash equivalents from EUR 3,159 thousand as of December 31, 2011 by EUR 5.998 thousand to EUR 9,157 thousand as of December 31, 2012 primarily results from dividend distributions from Scout24 Schweiz Holding AG as well as Scout24 Schweiz AG to Scout24 International Management, Switzerland.

There is a cash pooling agreement with DTAG, the parent company. The closing balances as of the reporting date are presented under cash and cash equivalents as receivables from cash management.

6.3.2 Trade receivables

Trade receivables comprise the following:

	12/31/2012	12/31/2011	01/01/2011
		EUR ’000	
Trade receivable - third parties	25,100	24,673	25,093
Amounts receivable - shareholders	413	112	988
Amounts receivable - associates	168	9	24
Amounts receivable - related entities	2,147	2,420	19,388
Total	**27,828**	**27,214**	**45,493**

Movements in the provision for bad debts are as follows:

	12/31/2012	12/31/2011
	EUR ’000	
As of January 1	**−6,349**	**−5,102**
Change in the scope of consolidation	—	124
Provision for bad debts	−3,317	−2,900
Receivables written off as uncollectible	1,294	872
Unused amounts reversed	322	657
As of December 31	**−8,050**	**−6,349**

Provisions for bad debts and unused amounts reversed have been recognized in distribution costs.

The ageing analysis of trade receivables past due but not impaired is as follows:

						Past due but not impaired		
	Net value	Provisions for bad debts	Gross value	Doubtful trade receivables before impairment	Neither past due nor impaired	Less than 30 days	30 to 90 days	More than 90 days
				EUR ’000				
December 31, 2012	**27,828**	**−8,050**	**35,878**	10,122	12,235	11,217	2,194	110
December 31, 2011	**27,214**	**−6,349**	**33,563**	12,298	11,494	8,451	1,277	43

In relation to trade receivables that were past due as of the reporting date but not impaired, based on the customers’ credit history and credit rating, there are no indications that they will not be able to meet their payment obligations.

With regards to trade receivables that were neither past due nor impaired, there were no indications as of the reporting date that the debtors would not meet their payment obligations.

Regarding impaired trade receivables, the carrying amount before deducting impairment losses amounts to EUR 35,878 thousand (previous year: EUR 33,563 thousand). The impairment losses recognized amount to EUR 8,050 thousand (previous year: EUR 6,349 thousand).

6.3.3 Financial assets

Financial assets comprise the following as of the respective reporting date:

	12/31/2012	12/31/2011	01/01/2011
		EUR '000	
Current			
Receivables - shareholders	—	59	3,503
Receivables - associates	134	151	249
Receivables - related entities	77	7	27
Other	485	586	490
Total	**696**	**803**	**4,269**
Non-current			
Shares in unconsolidated companies	94	97	131
Receivables - associates	—	—	1,358
Total	**94**	**97**	**1,489**

As of the reporting date, there was no objective evidence of a potential impairment of the recognized financial assets, as the counterparties of the financial assets have not been subject to any credit risk in the past as far as Scout24 is concerned. Furthermore, in relation to other balance sheet items, financial assets do not bear significance and therefore only little credit risk for Scout24.

6.3.4 Other assets

Other assets comprise the following as of the respective reporting dates:

	12/31/2012	12/31/2011	01/01/2011
		EUR '000	
Current			
Prepaid expenses	4,696	3,841	3,763
Taxes other than income taxes	1,061	1,377	173
Advanced Payments	606	1,620	1,363
Other	1,090	1,913	2,140
Total	**7,453**	**8,751**	**7,439**
Non-current			
Prepaid expenses	425	25	—
Taxes other than income taxes	—	4	40
Other	68	504	743
Total	**493**	**533**	**783**

Taxes other than income taxes comprise receivables from withholding tax on dividends receivable as well as a claim to VAT refunds.

Prepaid expenses substantially present services paid in advance.

6.3.5 Intangible assets

	Internally generated intangible assets	Concessions, rights and licenses	Goodwill	Intangible assets under construction	Total
			EUR '000		
Cost					
Balance as of 01/01/2011	**6,108**	**32,701**	**412,024**	**—**	**450,833**
Change in the scope of consolidation	—	−4,870	—	—	−4,870
Additions	155	4,006	—	5,899	10,060
Disposals	—	−2,975	—	—	−2,975
Reclassifications	2,218	—	—	−2,218	—
Currency translation differences	—	1	—	—	1
Balance as of 12/31/2011 / 01/01/2012	**8,481**	**28,863**	**412,024**	**3,681**	**453,049**
Additions	1,744	6,489	—	7,344	15,577
Disposals	−112	−382	—	—	−494
Reclassifications	4,554	143	—	−4,697	—
Currency translation differences	—	0	—	—	0
Balance as of 12/31/2012	**14,667**	**35,113**	**412,024**	**6,328**	**468,132**
Accumulated amortization and impairment					
Balance as of 01/01/2011	**−1,614**	**−18,833**	**—**	**—**	**−20,447**
Change in the scope of consolidation	—	3,481	—	—	3,481
Amortization charge	−1,198	−5,310	—	—	−6,508
Impairment charge	—	−2,195	—	—	−2,195
Disposals	—	2,972	—	—	2,972
Currency translation differences	—	−1	—	—	−1
Other	—	−1	—	—	−1
Balance as of 12/31/2011 / 01/01/2012	**−2,812**	**−19,887**	**—**	**—**	**−22,699**
Change in the scope of consolidation	—	—	—	—	—
Amortization charge	−2,028	−4,583	—	—	−6,611
Impairment charge	—	−46	—	—	−46
Disposals	112	293	—	—	405
Currency translation differences	—	0	—	—	0
Balance as of 12/31/2012	**−4,728**	**−24,223**	**—**	**—**	**−28,951**
Net book value					
Balance as of December 31, 2011	5,669	8,976	412,024	3,681	430,350
Balance as of December 31, 2012	9,939	10,890	412,024	6,328	439,181

Internally generated intangible assets amounting to EUR 9,939 thousand (previous year: EUR 5,669 thousand) solely relate to internally generated software, the majority of which has been invested in the enhancement of the online platforms of AutoScout24 GmbH and FriendScout24 GmbH.

No impairment losses for internally generated intangible assets have been recognized during the financial year 2012 and 2011.

Concessions, rights and licenses include purchased software and domains amounting to EUR 6,264 thousand (previous year: EUR 5,034 thousand).

Goodwill allocated to the CGUs is presented below:

	12/31/2012	12/31/2011
	EUR '000	
CGU ImmobilienScout	381,588	381,588
CGU AutoScout24	30,436	30,436
Total	**412,024**	**412,024**

Goodwill is not subject to amortization, and is tested annually for impairments.

In testing goodwill for impairment, the carrying value of the cash generating units which goodwill is allocated to is compared with the recoverable amount which is the higher of value in use and the fair value less costs of disposal. If the recoverable amount exceeds the carrying amount, there is no need to determine the value in use. The discounted cash flow (DCF) method is used to determine the fair value less costs of disposal. DCF calculations are based on forecasts approved by management which in turn are based on financial budgets over a period of four years. Cash flows that extend beyond the 4-year period are calculated using appropriate long-term growth rates. Key assumptions used in the measurement of fair value less costs of disposal include assumptions on customer and price trends, investments, market share, growth and discount rates. Cash flow calculations are validated using external sources of information.

A WACC after taxes of 9.3% (previous year: 8.8%) was assumed in testing the impairment of goodwill of the cash generating units ("CGUs"). For the calculation of the terminal value calculation a long-term growth rate of 2.0% was applied.

During the financial year ended December 31, 2012, there was no need for impairment (previous year: EUR 0 thousand). Having analyzed the sensitivity of WACC as well as the long-term growth rates for the CGUs which goodwill is allocated to, there is no evidence for potential impairment of goodwill. There would be no requirement to impair any of the CGUs, even if the growth rate was reduced to 0% (previous year: 0%) and the WACC was increased to 15.5% (previous year: 12.5%) simultaneously.

Impairment losses have been recognized in relation to concessions, rights and licenses in the amount of EUR 46 thousand (previous year: EUR 2,195 thousand).

As IFRS 3 has not been adopted retrospectively, but Scout24 has taken avail of the exemption under IFRS 1 in preparing the consolidated financial statements as of December 31, 2012, trademarks and/or contractual customer relationships identified and acquired have not been accounted for. Trademarks and contractual customer relationships have been identified following the acquisition of Scout24 in 2003 and the purchase price allocations ("PPAs") in 2007 which have been performed as part of the acquisition of the majority holding in Immobilien Scout GmbH. These trademarks and contractual customer relationships have been recognized within goodwill.

6.3.6 Property, plant and equipment

	Leasehold improvements	Other equipment, operating and office equipment	Total
		EUR '000	
Cost			
Balance as of 01/01/2011	**2,977**	**37,513**	**40,490**
Change in the scope of consolidation	−3	−767	−770
Additions	99	6,893	6,992
Disposals	−2,755	−13,684	−16,439
Currency translation differences	0	4	4
Balance as of 12/31/2011 / 01/01/2012	**318**	**29,959**	**30,277**
Additions	127	8,021	8,148
Disposals	−109	−215	−324
Currency translation differences	0	1	1
Balance as of 12/31/2012	**336**	**37,766**	**38,102**
Accumulated depreciation and impairment			
Balance as of 01/01/2011	**−1,856**	**−24,491**	**−26,347**
Change in the scope of consolidation	2	678	680
Depreciation charge	−49	−5,592	−5,641
Impairment charge	—	−70	−70
Disposals	1,732	12,785	14,517
Reclassifications	22	−22	—
Currency translation differences	0	−3	−3
Balance as of 12/31/2011 / 01/01/2012	**−149**	**−16,715**	**−16,864**
Depreciation charge	−42	−5,551	−5,593
Impairment charge	—	0	—
Disposals	62	240	302
Currency translation differences	0	−1	−1
Balance as of 12/31/2012	**−129**	**−22,027**	**−22,156**
Net book amount			
Balance as of December 31, 2011	169	13,244	13,413
Balance as of December 31, 2012	207	15,739	15,946

6.3.7 Investments accounted for using the equity method

Associates included in these consolidated financial statements have been recognized using the equity method at their pro-rated shareholders' equity. The carrying values have changed as follows:

	2012	2011
	EUR '000	
Balance as of January 1	50,650	37,311
Additions	35,118	—
Amortization and impairment	−951	—
Share of other comprehensive income of associates	15,291	12,183
Dividend distribution	−8,501	—
Currency translation differences	362	1,127
Other	—	29
Balance as of December 31	**91,969**	**50,650**

The group accounts for Scout24 Schweiz Holding AG, Scout24 Schweiz AG, ASPM Holding B.V as well as AllProperty Media Pte Ltd. (date of acquisition: May 30, 2012; voting rights: 41.48 %) using the equity method. Key accounting data of the companies accounted for using the equity method is presented below:

	12/31/2012	12/31/2011
	EUR '000	
Total assets	99,367	72,391
Total liabilities	35,001	29,467
Revenue	55,325	41,048
Net profit	20,027	16,874

The number of employees in investments accounted for using the equity method is 399 (previous year: 120). The number of employees at AllProperty Media Pte Ltd., Singapore is 280 and refers solely to the reporting date.

6.3.8 Trade payables

Trade payables comprise the following:

	12/31/2012	12/31/2011	01/01/2011
		EUR '000	
Outstanding invoices	12,853	15,087	9,908
Trade payables due to third parties	13,437	12,668	15,644
Liabilities - shareholders	175	479	35
Liabilities - associates	—	7	21
Liabilities - related entities	555	383	775
Total	**27,020**	**28,624**	**26,383**

6.3.9 Financial liabilities

Financial liabilities comprise the following as of the closing dates:

	12/31/2012	12/31/2011	01/01/2011
		EUR '000	
Current			
Liabilities - shareholders	362,554	63,047	120,057
Liabilities - associates	18	18	56
Liabilities - related entities	40	21	1
Contingent purchase price liabilities	125	3,250	375
Other	3	69	—
Total	**362,740**	**66,405**	**120,489**
Non-current			
Liabilities - shareholders	—	322,491	322,491
Liabilities - associates	1,614	1,614	1,614
Liabilities - related entities	—	—	0
Contingent purchase price liabilities	3,134	509	2,346
Total	**4,748**	**324,614**	**326,451**

The current liabilities to shareholder include a loan from DTAG in the amount of EUR 322,491 thousand, which has been classified as a non-current liability to affiliated companies as of December 31, 2011. After the reporting period, the loan was extended for another two years (see note 6.4.7).

The non-current liabilities to associates are owed to ASPM Holding B.V. for an increase in capital.

6.3.10 Other provisions

	Provision for litigation risks	Personnel provisions	Other provisions	Total
		EUR '000		
Balance as of 01/01/2011	**901**	**148**	**529**	**1,578**
Of which current	715	108	493	1,316
Change in the scope of consolidation	—	—	− 12	− 12
Charged/(credited) to the income statement:				
Additional provisions	173	—	37	210
Unused amount reversed	− 211	− 40	− 52	− 303
Unwinding of discount	—	—	—	—
Used during the year	− 91	− 108	− 116	− 315
Other	52	—	− 175	− 123
Balance as of 12/31/2011 / 01/01/2012	**824**	**0**	**211**	**1,035**
Of which current	509	—	61	570
Charged/(credited) to the income statement:				
Additional provisions	2,092	19	186	2,297
Unused amount reversed	− 497	—	− 43	− 540
Unwinding of discount	—	—	—	—
Used during the year	− 79	—	− 24	− 103
Other	75	—	—	75
Balance as 12/31/2012	**2,415**	**19**	**330**	**2,764**
Of which current	194	—	22	216

The provisions for litigation risks essentially represent a provision for risks for several pending and threatened legal disputes.

Provisions that are not expected to result in an outflow of resources in the subsequent year are carried at their discounted settlement value as of on the reporting date. The discount factor is based on market interest rates.

6.3.11 Other liabilities

Other liabilities comprise the following as of the reporting dates:

	12/31/2012	12/31/2011	01/01/2011
		EUR '000	
Current			
Amounts payable to employees	15,058	9,958	9,313
Deferred revenues	9,712	11,935	7,017
Taxes other than income taxes	2,240	1,749	5,973
Miscellaneous	2,399	6,354	7,073
Total	**29,409**	**29,996**	**29,376**
Non-current			
Amounts payable to employees	—	89	5
Miscellaneous	—	—	2,307
Total	**—**	**89**	**2,312**

Miscellaneous other liabilities consist primarily of deferred revenue.

6.3.12 Pensions and other post-employment obligations

The group operates occupational pension schemes and has both defined benefit plans and defined contribution plans.

Defined contribution plans exist in the form of retirement annuities, disability annuities and dependents' pension, the amount of which depends on length of service and salary. The employer's contributions to be paid towards the statutory pension scheme in Germany are considered to be such defined contribution plans. Payments within the group towards defined contribution plans are predominantly contributions towards statutory pension schemes in Germany and Switzerland. During 2012, the expenditure in relation to defined contribution plans amounted to EUR 5,213 thousand (previous year: EUR 4,463 thousand).

In relation to defined benefit pension plans, the obligation, plan assets and provisions have developed as follows:

2012	**Present value of obligation**	**Fair value of plan assets**	**Provisions**
		EUR '000	
Opening balance	712	−315	397
Current service cost	91		91
Interest expense/(income)	24	−8	16
Gain/(loss) from remeasurement	157	−21	136
of which:			
- Return on plan assets, excluding amounts included in interest expense/(income)		—	—
- Experience (gains)/losses	*65*		*65*
- Gain/(loss) from change in financial assumptions	*91*		*91*
- Gain/(loss) from change in demographic assumptions	—		—
Currency translation differences	4	−4	—
Contributions to plan assets	26	−87	−61
of which:			
- Employer contributions		*−61*	*−61*
- Employee contributions	*26*	*−26*	—
Payments	−47	0	−47
of which:			
- Benefit payments	—	*0*	—
Risk premium	−34	34	
Balance as of 12/31/2012	**933**	**−401**	**532**

2011	Present value of obligation	Fair value of plan assets	Provisions
		EUR '000	
Opening balance	604	− 259	345
Current service cost	103		103
Interest expense/(income)	21	− 8	13
Gain/(loss) from remeasurement	—	11	11
of which:			
- Return on plan assets, excluding amounts included in interest expense/(income)		*11*	*11*
- Experience (gains)/losses	*2*		*2*
- Gain/(loss) from change in financial assumptions	*− 2*		*− 2*
- Gain/(loss) from change in demographic assumptions	*—*	*—*	*—*
Currency translation differences	10	− 7	3
Contributions to plan assets	23	− 76	− 53
of which:			
- Employer contributions		*− 53*	*− 53*
- Employee contributions	*23*	*− 23*	*0*
Payments	− 20	− 5	− 25
of which:			
- Benefit payments	*—*	*—*	*—*
Risk premium	− 29	29	
Balance as of 12/31/2011	**712**	**− 315**	**397**

Risk premiums are premiums for one-year risk insurances that cover disability and death.

As of December 31, 2012, total pension obligations from defined benefit plans in Switzerland amounted to EUR 607 thousand, in Italy EUR 326 thousand.

The following actuarial assumptions have been applied for the determination of pension provisions.

	12/31/2012 Switzerland	12/31/2011 Switzerland
Actuarial interest rate	2.10%	2.80%
Salary growth rate	1.50%	1.50%
Inflation	n/a	n/a
Pension growth rate	0%	0%

The valuation of Swiss pension obligations is based on mortality tables BVG 2010 GT (as in the preceding year).

A change in substantial valuation assumptions would result in the following percentage changes to the defined benefit obligations in Switzerland:

12/31/2012	Change in assumption	Effect on obligation
		EUR '000
Actuarial interest rate	− 0.25 percentage points	26
	+ 0.25 percentage points	− 23
Salary growth rate	− 0.25 percentage points	− 8
	+ 0.25 percentage points	9

12/31/2011	Change in assumption	Effect on obligation
		EUR '000
Actuarial interest rate	− 0.25 percentage points	18
	+ 0.25 percentage points	− 16
Salary growth rate	− 0.25 percentage points	− 7
	+ 0.25 percentage points	7

A change in the average life expectancy of −1 year (+1 year) would result in a change of defined benefit obligation amounting to EUR −4 thousand (EUR +4 thousand). Sensitivity analyses are based on changes of respective valuation assumptions, whereas other valuation assumptions remain unchanged. Analyzing actuarial interest for sensitivity, the company assumes a variation of expected interest yield of retirement savings in line with the assumed correlation of these parameters. In practice, other valuation assumptions could correlate with each other, too. Determining sensitivities, the same appraisal method (projected unit credit method as at reporting period end) has been applied as for the valuation of pension obligations recognized in the balance sheet.

The obligations in Switzerland have duration of 19 years.

Plan assets comprise the following:

	12/31/2012			12/31/2011		
	Fair value of plan assets	**of which: assets with a quoted market price in active markets**	**of which: assets without a quoted market price in active markets**	**Fair value of plan assets**	**of which: assets with a quoted market price in active markets**	**of which: assets without a quoted market price in active markets**
	EUR '000					
Cash and cash equivalents	11	11	—	11	11	—
Equity instruments	98	98	—	69	69	—
Debt instruments	204	204	—	165	165	—
Property, plant and equipment	42	—	42	33	—	33
Other	46	46	—	37	37	—
Total	401	359	42	315	282	33

In 2013, payments to participants amounting to EUR 34 thousand as well as contributions to plan assets of EUR 63 thousand are expected.

6.3.13 Equity

As of December 31, 2012, the subscribed capital remains unchanged at EUR 1,000 thousand and is wholly owned by DTAG. The share capital of EUR 1,000 thousand is fully paid.

Capital reserves also remain unchanged at EUR 243,456 thousand and result from capital contributions made by the parent company in the past.

Other reserves only comprise of currency translation differences.

6.4 Other disclosures

6.4.1 Notes to the consolidated cash flow statement

The cash flow statement shows how cash and cash equivalents have developed during the fiscal year. In accordance with IAS 7 "Statement of cash flows", a distinction is made between cash flows from or cash used in operating, investing and financing activities.

The indirect method has been applied in presenting cash flows from operating activities, and the direct method has been used to disclose cash flows from financing and investing activities. Effects from currency translation differences and changes in the scope of consolidation were eliminated in performing the calculations.

The decrease in cash flows from operating activities in 2012 is mainly due to the sale of JobScout24 GmbH in 2011. The decrease in cash flows from operating activities is further due to the decrease in advertising activities with DTAG. The compensation has been examined according to schedule and adjusted in 2012 to current market prices.

Within the consolidated financial statements, the results from investments accounted for using the equity method, are as follows:

	2012	2011
	EUR '000	
Share of profits/losses from Scout24 Schweiz Holding, Switzland	13,219	8,920
Share of profits/losses from Scout24 Schweiz AG, Switzerland	4,721	3,263
Share of profits/losses from AllProperty Media Pte. Ltd., Singapore	− 1,830	—
Share of profits/losses from ASPM Holding B.V., Netherlands	− 819	—
Total	**15,291**	**12,183**

The decrease in cash flows from investing activities is mainly due to investments in financial assets.

The increase in cash flows from financing activities is primarily due to dividend distributions to shareholder.

6.4.2 Disclosures on leases and other commitments

Commitments from operating leases and other obligations as oft the reporting dates are as follows:

	12/31/2012				12/31/2011			
	Total	No later than 1 year	Later than 1 year and no later than 5 years	Later than 5 years	Total	No later than 1 year	Later than 1 year and no later than 5 years	Later than 5 years
				EUR '000				
Operating lease commitments	31,521	6,246	16,951	8,324	36,415	6,305	19,436	10,674
Obligations from maintenance and service agreements	17,670	10,183	7,487	—	10,914	10,893	21	—
Other obligations	80	68	12	—	1,205	848	357	—
Total	**49,271**	**16,497**	**24,450**	**8,324**	**48,534**	**18,046**	**19,814**	**10,674**

There are operating lease commitments to related parties in the amount of EUR 29,156 thousand (previous year: EUR 34,472 thousand).

During the financial year, the company incurred rental expenses for operating leases in the amount of EUR 6,209 thousand (previous year: EUR 5,698 thousand).

Liabilities from maintenance and service agreements are towards third parties for data processing centers and databases.

6.4.3 Disclosures on financial instruments

Carrying amounts and fair values

The following table presents the reconciliation of the balance sheet items and the classification in accordance with IAS 39, broken down into subsequent measurement at amortized cost and at fair value as well as carrying amounts per category and fair values per class.

Cash and cash equivalents, trade receivables, current financial assets and current financial liabilities essentially have short-term maturities. Therefore, their carrying amount as of the end of the reporting period corresponds approximately to the fair value.

Non-current financial assets are equity investments not accounted for using the equity method. They are carried at cost as there is no active market for those companies and fair values cannot be reliably ascertained as cash flows cannot be determined reliably. Therefore, a fair value is not disclosed. There is currently no intention to sell these investments.

The fair value of non-current financial liabilities is calculated by using a discounted cash flow model applying a risk-free market interest rates adjusted by an appropriate credit spread. The credit spread is derived from the fixed interest rate less the risk free EUSA swap rate and built into a curve by applying similar trends as observed on the market.

In accordance with IFRS 7.27A, financial assets and liabilities measured at fair value have to be allocated to one of the three levels of the fair value hierarchy. The individual levels of the fair value hierarchy are defined as follows:

- Level 1: quoted prices (unadjusted) in an active markets for identical assets and liabilities that the entity can access at the measurement date
- Level 2: inputs other than quoted market prices included within Level 1 that are observable for the asset and liability either directly or indirectly
- Level 3: inputs for the assets and liabilities not based on observable market data

	Recognition approach in accordance with IAS39						
	Measurement category pursuant to IAS 39	Carrying amount as of 12/31/2012	Amortized cost	At cost	Fair value through profit or loss	Fair value as of 12/31/2012	Level in fair value hierarchy
				EUR '000			
Assets							
Cash and cash equivalents	LaR	99,665	99,665	—	—	n/a	
Trade receivables	LaR	27,828	27,828	—	—	n/a	
Current financial assets	LaR	696	696	—	—	n/a	
Other assets		7,453					
Of which: other financial assets	LaR	410	—	—	—	n/a	
Other non-financial assets	n/a	7,043					
Non-current financial assets	AfS	94	—	94	—	n/a	
Liabilities							
Trade payables	FLAC	27,020	27,020	—	—	n/a	
Current financial liabilities		362,740					
Current financial liabilities	FLAC	362,615	362,615	—	—	n/a	
Contingent purchase price liabilities	FVtPL	125	—	—	125	125	3
Non-current financial liabilities		4,748					
Contingent purchase price liabilities	FVtPL	3,134	—	—	3,134	3,134	3
Other non-current financial liabilities	FLAC	1,614	1,614	—	—	n/a	
Of which aggregated by IAS 39 categories							
Loans and receivables	LaR	128,599					
Available-for-sale financial assets	AfS	94					
Financial liabilities measured at amortized cost	FLAC	391,249					
Financial liabilities at fair value through profit or loss	FVtPL	3,259					

	Recognition approach in accordance with IAS39						
	Measurement category pursuant to IAS 39	Carrying amount as of 12/31/2011	Amortized cost	At cost	Fair value through profit or loss	Fair value as of 12/31/2012	Level in fair value hierarchy
				EUR ’000			
Assets							
Cash and cash equivalents	LaR	118,597	118,597	—	—	n/a	
Trade receivables	LaR	27,214	27,214	—	—	n/a	
Liabilities from cash management	LaR	0	0	—	—	n/a	
Current financial assets	LaR	803	803	—	—	n/a	
Non-current financial assets	AfS	97	—	97	—	n/a	
Liabilities							
Trade payables	FLAC	28,624	28,624	—	—	n/a	
Current financial liabilities	FLAC	63,155	63,155	—	—	n/a	
Current financial liabilities	FVtPL	3,250	—	—	3,250	3,250	3
Non-current financial liabilities	FLAC	324,105	324,105	—	—	n/a	
Non-current financial liabilities	FVtPL	509	—	—	509	509	3
Of which aggregated by IAS 39 categories							
Loans and receivables	LaR	146,614					
Available-for-sale financial assets	AfS	97					
Financial liabilities measured at amortized cost	FLAC	415,884					
Financial liabilities at fair value through profit or loss	FVtPL	3,759					

Non-current financial liabilities to associates comprise outstanding capital contributions of ASPM Holding B.V. (EUR 1,614 thousand) and have been recognized at amortized cost. Due to the short duration of this financial instrument, the carrying amount represents an adequate approximation to the fair value.

The contingent purchase price liabilities are measured according to IFRS 3 at fair value through profit and loss upon initial recognition and subsequently. Formally, they do not belong to any category under IAS 39.

The valuation of these liabilities is based on data, where the inputs are based on unobservable market data (Level 3). Thereby, the inputs comply with the conditions defined during purchase price negotiations, the probability of the occurrence of future events and the underlying planning data concerning the business development.

The fair value is calculated by using a discounted cash flow model. Future cash flows are based on contractually agreed price formula which depends on expected revenues. To determine the estimated cash flows, the probability of occurrence of expected revenues was taken into consideration. The cash flows are discounted with an applicable interest rate curve.

The following table presents the changes in Level 3 instruments (contingent purchase price liabilities) for the year ended December 31, 2012:

	12/31/2012	12/31/2011
	EUR ’000	
Opening balance	**3,759**	**2,721**
New contingent purchase price liability	827	1,389
Settlements	− 1,625	− 375
Total losses for the period included in the income statement under “other operating income/expenses”	298	24
Closing balance	**3,259**	**3,759**
Change in unrealised losses for the period included in profit or loss for liabilities held at the end of the reporting period	298	24

Umzug easy

Due to contractual agreements, the sensitivities for the acquisition of Umzug easy are limited, as there are agreed minimum and maximum payments.

The amount to be paid by Scout24 cannot be less than EUR 2,750 thousand and not more than EUR 4,250 thousand, unless an agreement between the parties results in a different agreement. The actual liabilities have been calculated by taken into account the probability of occurrence.

REOS

The contingent purchase price liability in connection with REOS has an underlying price formula that leads to the following sensitivities:

If the actual revenue had been ten percent higher/(lower), the contingent purchase price liability would increase/(decrease) by ten percent or EUR 98 thousand/(EUR 98 thousand) (previous year: EUR 102 thousand/(EUR 102 thousand)).

For REOS, there are no contractual limits concerning the amounts that have to be paid by Scout 24.

Property Guru

In connection with the acquisition of Property Guru, there are two revenue thresholds for the calculation of contingent purchase price liabilities. The upper limit has been exceeded to such an extent, that even a ten percent reduction in revenues in 2012 would not change the fair value.

Net gains/losses

The following net gains and losses were allocated to the categories pursuant to IAS 39:

	Measurement category pursuant to IAS 39	2012	2011
		EUR '000	
Loans and receivables	LaR	−3,829	−2,527
Financial liabilities measured at amortized cost	FLAC	−3,770	−7,908
Financial liabilities measured at fair value through profit and loss	FVtPL	−285	−1,038
Recognized through the income statement		−7,884	−11,472
Available-for-sale financial assets	AfS	−3	−33
Recognized through other comprehensive income		−3	−33

The measurement category "LaR" comprises interest income, impairments on receivables as well as results from the de-recognition of receivables. The measurement category "FLAC" primarily comprises interest expenses in relation to the shareholder loan from DTAG. Interest expenses with regards to cash pool liabilities as well as foreign exchange losses from financial liabilities have been presented within the measurement category "FVtPL". During the financial year ended December 31, 2012, Scout24 also incurred foreign exchange losses in the amount of EUR 1,140 thousand and generated foreign exchange gains in the amount of EUR 56 thousand which have been allocated to the respective measurement categories.

The net gains and losses on currency translation differences amount to EUR −487 thousand (previous year: EUR −1,084 thousand) and are classified as LaR and FLAC, respectively.

The adjustment to the contingent purchase price liabilities is recognized under other operating income.

Offsetting

Financial assets and liabilities are legally set off on the basis of netting agreements (master netting arrangements) only if an enforceable right of set-off exists and settlement on a net basis is intended as at the reporting date. If the right of set-off is not enforceable in the normal course of business, the financial assets and liabilities are recognized in the balance sheet at their gross amounts as at the reporting date. The master netting arrangement creates a conditional right of set-off that can only be enforced by taking legal action. Netting is performed to an extent that is not significant compared to the business transactions of the group.

6.4.4 Financial risk management and capital management

The group's activities expose it to a variety of financial risks: credit risk, liquidity risk, foreign currency risk and interest rate risk. The risk management is carried out by a central treasury department of DTAG (group treasury) under policies approved by management. Group treasury identifies, evaluates and hedges financial risks in close cooperation with the group's operating units.

Credit risk is managed on group basis. Credit risk arises from cash and cash equivalents, current financial assets, trade receivables as well as other receivables. Credit exposures to customers are systematically recorded, analyzed and managed using both internal and external sources of information. The maximum default risk is reflected in the carrying amounts of financial assets recognized in the balance sheet. There were no collateral or other credit enhancements which would reduce the credit risk from financial assets. By including Scout24 in the central treasury department of DTAG, a significant portion of the credit risk associated with Scout24's financial assets is concentrated at DTAG's level. In principle, this portion was subject to the same risks that DTAG was subject to. These risks are limited by risk management mechanisms at DTAG.

Liquidity management and investment was centralized at DTAG as part of the group-wide cash management system. When investing cash and cash equivalents, financial institutions and investments are carefully selected and monitored on a daily basis by observing the CDS (credit default swap), stock prices and ratings. Exposure and adherence to limits are monitored on a weekly basis. A substantial portion of cash and cash equivalents relates to cash deposits at credit institutions with a rating of at least BBB+/Baa1.

Liquidity risk is the risk that Scout24 cannot fulfill either fully or partially its financial commitments. The risk of a possible liquidity bottleneck is monitored by periodic liquidity planning. Scout24 was included in DTAG's liquidity management. In order to limit this risk, the cash inflows and outflows as well as maturities are continually monitored and managed. The financing requirement is covered by both the operating cash flows and external financing. Therefore, in the past financial year, there were no material risks.

In addition, there was an interest-bearing loan with DTAG in the amount of EUR 322,491 thousand (previous year: EUR 322,491 thousand).

The following table shows the future cash outflows from existing financial liabilities:

Balance as of 12/31/2012	Up to 1 year	1-3 years	3-5 years	More than 5 years
Financial liabilities	364,544	4,985	—	—
Trade payables	27,020	—	—	—

Balance as of 12/31/2011	Up to 1 year	1-3 years	3-5 years	More than 5 years
Financial liabilities	69,929	326,419	—	—
Trade payables	28,624	—	—	—

Operating activities of the individual group companies are concluded in the respective local currency so that there are no currency risks. Risks that result from translating assets and liabilities of foreign corporate units into the group's presentation currency generally remain unhedged.

Due to the group-wide cash management, there are intercompany receivables and payables which are denominated in Euro. As a result of those subsidiaries whose functional currency is not Euro, there are currency translation differences which are recognized in the consolidated income statement. These differences are not eliminated on consolidation. As at the reporting date, the receivables from cash management denominated in Euro in the amount of EUR 51,304 thousand (previous year: EUR 52,431 thousand) on the balance sheet of a subsidiary that has Swiss francs as functional currency have not been subject to material foreign currency volatility.

If the Euro had appreciated (depreciated) against the Swiss Franc by 10% as of December 31, 2012, the hypothetical effect would be that profit before income taxes increases/(decreases) by EUR 5,139 thousand/ (EUR 5,139 thousand) (previous year: increase/(decrease) by EUR 5,175 thousand/(EUR 5,175 thousand)).

Scout24 is subject to interest rate risks as the loan granted by DTAG carries a variable interest rate (3 month EURIBOR). If the market interest rate as of December 31, 2012 was higher / (lower but not lower than 0%) by 100 basis points, the earnings before taxes would have been lower by EUR 3,279 thousand (previous year: EUR 3,270 thousand) / (higher by EUR 2,117 thousand) (previous year: EUR 3,270 thousand).

There are no derivative financial instruments in use to hedge those risks.

Scout24's objectives when managing capital are to safeguard the group's ability to continue as a going concern and finance its long-term growth. In order to achieve these objectives, an appropriate level of equity and liquidity is necessary. Equity was substantially maintained by DTAG's subscribed capital and capital reserve. Equity was not subject to major fluctuations in 2012 due to the profit and loss transfer agreement with DTAG. Scout24 was not subject to any external capital requirements.

6.4.5 Related party disclosures

Scout24 is a wholly owned subsidiary of DTAG and is included in its consolidated financial statements. In addition to the subsidiaries included in the consolidated financial statements of Scout24, related parties are also considered to be companies belonging to DTAG as are other entities and individuals exercising significant influence on financial and operating policies of Scout24, including close family members or intermediaries.

The following transactions were carried out with related parties:

Revenue

	2012	2011
	EUR '000	
Shareholder	364	684
Related entities	7,931	6,435
Associates	179	174
Total	**8,474**	**7,293**

Expenses

	2012	2011
	EUR '000	
Shareholder	−5,703	−4,081
Related entities	−3,317	−3,146
Associates	−64	−32
Total	**−9,084**	**−7,259**

Other operating income

	2012	2011
	EUR '000	
Shareholder	266	832
Related entities	225	454
Associates	86	2
Total	**577**	**1,288**

Finance income

	2012	2011
	EUR '000	
Shareholder	152	710
Associates	—	15
Total	**152**	**725**

Finance costs

	2012	2011
	EUR '000	
Shareholder	−3,525	−6,107
Affiliates	—	−1
Total	**−3,525**	**−6,108**

Receivables

	12/31/2012	12/31/2011
	EUR '000	
Shareholder	90,987	115,677
Related entities	2,247	2,440
Associates	168	160
Total	**93,402**	**118,277**

Receivables from cash management with the shareholder are recognized as cash and cash equivalents.

Liabilities

	12/31/2012	12/31/2011
	EUR '000	
Shareholder	362,729	385,869
Related entities	577	385
Associates	1,713	1,640
Total	**365,019**	**387,894**

Outstanding balances at the end of the reporting period are unsecured and will be settled in cash or by offsetting receivables and payables. Amounts payable to the shareholder include interest-bearing liabilities in the amount of EUR 322,491 thousand (previous year: EUR 358,894 thousand). Amounts receivable from the shareholder include receivables from cash management in the amount of EUR 90,572 thousand (previous year: EUR 115,503 thousand). There are no guarantees for receivables from and payables to related parties. There have been no provisions for bad debts on amounts receivable from related parties.

Key management compensation

	2012	2011
	EUR '000	
Salaries and other short-term employee benefits	194	455
Total	**194**	**455**

Salaries and other short-term benefits represent fixed, non-performance-related benefits as well as short-term performance-related compensation of key management personnel of Scout24 Holding GmbH. During the current and preceding financial year, one managing director was employed and paid by DTAG. Details about his benefits are unknown.

6.4.6 Segment information

Reportable segments of Scout24 are considered to be ImmobilienScout, AutoScout24, FriendScout24 as well as Corporate. The operating activities are being split according to the services offered.

The operating segment "ImmobilienScout" provides classified services for professional and private customers. The main listing products facilitate the sale and rental of properties by publishing information about the property, which consumers can search free of charge. These listing services are complemented by a number of additional value added services which are offered as on-top products. In addition revenues are generated with advertising for third-party providers, including insurances, utility or furniture companies.

The operating segment "AutoScout24" also provides classifieds services for professional and private customers, which consumer can search free of charge. In addition revenues are generated with a variety of on-top products and advertising for third-party providers, including original equipment manufacturers.

The operating segment "FriendScout24" offers an online dating service for individuals on its internet platform. Revenues for this segment comprise membership fees from individuals, the sale of advertising space online as well as the generation of business contacts (leads) for other online platforms.

The operating segment "Corporate" provides shared services to group companies. In addition, it provides online-marketing-services to group companies as well as external customers. Licensing revenues, which stem from the sale of the JoubScout24 and TravelScout24 trademarks to a third party, are also recognized in this segment.

Revenues within "Other" primarily result from the generation of business contacts (leads) in the area of financial services. Previous year's revenue also included the sale of online-advertisements for job vacancies.

The operating segments disclosed are regularly assessed by the executive directors of Scout24 Holding GmbH acting as Chief Operating Decision Makers (referred to as "CODM") in relation to their profitability and resource allocation. Steering and internal reporting of Scout24 is essentially based on IFRS applied in the consolidated financial statements.

Scout24 assesses the performance of its segments by reference to the accounting measure EBITDA. A segment's EBITDA is defined as net profit/(loss) (based on total revenues) before net finance costs, income taxes, depreciation, amortization, impairment and the results from the disposal of subsidiaries.

The accounting measure capital expenditure comprises the following: capital expenditure for property, plant and equipment as well as intangible assets, including internally generated assets from the recognition of development costs, but excluding goodwill. It further includes advance payments made in relation to property, plant and equipment and intangible assets.

The reconciliation comprises the consolidation of inter-segment relations. In relation to EBITDA and segment capital expenditure of the operating segment "Other", the reconciliation additionally includes the elimination of intra-segment relations. For EBITDA the reconciliation also includes the results from the disposal of subsidiaries (previous year: EUR 3,953 thousand).

Inter-segment revenues are determined using fair market prices.

Accounting measures used to assess the performance of the operating segments of Scout24 are disclosed below:

		Revenues from external customers	Inter-segment revenues	Total segment revenues	EBITDA	Segment capital expenditure
				EUR '000		
ImmobilienScout	2012	176,620	293	176,913	76,548	7,056
	2011	155,471	−196	155,275	67,561	5,598
AutoScout24	2012	90,500	1,509	92,009	9,602	10,608
	2011	80,940	2,645	83,585	15,875	7,550
FriendScout24	2012	32,810	179	32,989	−1,527	2,809
	2011	29,159	74	29,233	−723	2,642
Corporate	2012	6,152	4,571	10,723	−12,346	973
	2011	5,564	4,087	9,651	−8,189	1,091
Total - segments	**2012**	**306,082**	**6,552**	**312,634**	**72,277**	**21,446**
	2011	**271,134**	**6,610**	**277,744**	**74,524**	**16,881**
Other	2012	7,426	20	7,446	−6,439	1,336
	2011	9,470	389	9,859	−5,128	449
Reconciliation	2012	—	−6,572	−6,572	−165	−71
	2011	—	−6,999	−6,999	3,991	—
Total - consolidated	**2012**	**313,508**	**—**	**313,508**	**65,673**	**22,711**
	2011	**280,604**	**—**	**280,604**	**73,387**	**17,330**

Reason for the negative inter-segment revenues of ImmobilienScout for fiscal year 2011 is a credit note issued for inter-segment revenues invoiced in 2010.

The following table shows the reconciliation of the consolidated EBITDA from segment information to the profit before income taxes according to IFRS:

	2012	2011
	EUR '000	
EBITDA	65,673	73,387
Depreciation, amortization and impairment	−12,250	−14,415
Results from investments accounted for using the equity method	14,340	12,183
Other finance costs	−4,032	−8,260
Profit before income taxes	**63,731**	**62,895**

A breakdown of entity-wide information discloses revenues as well as non-current assets according to the registered office of each entity of Scout24.

	Revenues from external customers		Non-current assets*	
	2012	2011	12/31/2012	12/31/2011
	EUR '000			
Germany	274,467	245,960	477,385	434,620
Foreign	39,041	34,644	70,204	60,326
of which: Switzerland	—	9	57,136	47,272
Total	**313,508**	**280,604**	**547,589**	**494,946**

*) Non-current assets comprise intangible assets, property, plant and equipment, investments accounted for using the equity method and other non-current assets.

The breakdown of revenues from external customers presented in the following table is based on a distinction between core services and other services. Revenues from core services include revenues from the sale of listings, the provision of advertising space and the generation of leads.

	Revenues from external customers	
	2012	2011
	EUR '000	
Revenues from core services	302,717	270,968
Revenues from other services	10,791	9,636
Total	**313,508**	**280,604**

Impairment losses recognized in 2012 on concessions, rights and licenses in the amount of EUR 46 thousand are in relation to the operating segment “Corporate”. In the preceding year, impairments on concessions, rights and licenses totaling EUR 2,195 thousand were in relation to the operating segment “Other” (EUR 954 thousand), “Corporate” (EUR 836 thousand) and “ImmobilienScout” (EUR 405 thousand). In 2011 impairment losses recognized on property, plant and equipment in the amount of EUR 70 thousand related to the operating segment “Corporate”.

6.4.7 Subsequent events

The interest-bearing loan with DTAG in the amount of EUR 322,491 thousand (previous year: EUR 322,491 thousand) was extended by another two years until July 24, 2015 by a letter dated March 28, 2013.

There are no other group-specific events or developments after the balance sheet date which would have led to a significant change in the recognition or valuation of individual assets or liabilities as of December 31, 2012.

Munich, September 24, 2014

Scout24 Holding GmbH

Executive board

Gregory Ellis   Christian Gisy   Joseph Louis Lichtenberger

APPENDIX 1

List of shareholdings of Scout24 Holding GmbH

Name and domicile of the company		Currency	12/31/2012 Share-holding	12/31/2012 Full consolidation (F) accounted for using the equity method (E) not consolidated (nc)	12/31/2011 Share-holding	12/31/2011 Full consolidation (F) accounted for using the equity method (E) not consolidated (nc)
Scout24 AG	Baar, Switzerland	CHF	100.00%	F	100.00%	F
Scout24 International Management AG	Baar, Switzerland	CHF	100.00%	F	100.00%	F
FMPP Verwaltungsgesellschaft mbH (formerly FinanceScout24 GmbH)	Munich, Germany	EUR	100.00%	F	100.00%	F
FriendScout24 GmbH	Munich, Germany	EUR	100.00%	F	100.00%	F
AutoScout24 GmbH	Munich, Germany	EUR	100.00%	F	100.00%	F
AutoScout24 Espana S.A.	Madrid, Spain	EUR	100.00%	F	100.00%	F
AutoScout24 Belgium S.A.	Brussels, Belgium	EUR	100.00%	F	100.00%	F
AutoScout24 Italia S.R.L.	Padua, Italy	EUR	100.00%	F	100.00%	F
AutoScout24 Nederland B.V.	Amsterdam, Netherlands	EUR	100.00%	F	100.00%	F
AutoScout24 France SAS	Boulogne Billancourt, France	EUR	100.00%	F	100.00%	F
AutoScout24 AS GmbH	Vienna, Austria	EUR	100.00%	F	100.00%	F
JobScout24 International Holding AG	Baar, Switzerland	CHF	100.00%	F	100.00%	F
JobScout24 GmbH[1)]	Munich, Germany	EUR	—	—	—	—
Revvl Internet Services GmbH	Munich, Germany	EUR	100.00%	F	100.00%	F
Immobilien Scout GmbH	Berlin, Germany	EUR	100.00%	F	100.00%	F
Scout24 Services GmbH (formerly Scout24 Verwaltungs- und Beteiligungsgesellschaft mbH)	Munich, Germany	EUR	100.00%	F	100.00%	F
Scout24 Schweiz Holding AG	Wünnewil-Flamatt, Switzerland	CHF	50.10%	E	50.10%	E
Scout24 Schweiz AG	Wünnewil-Flamatt, Switzerland	CHF	57.57%	E	57.57%	E
ASPM Holding B.V.	Amsterdam, Netherlands	EUR	49.00%	E	49.00%	E
AllProperty Media Pte Ltd.	Singapore	SGD	41.48%	E	—	—
AutoScout24 d.o.o.	Zagreb, Croatia	HRK	75.00%	nc	75.00%	nc
SCOUT Business Services GmbH	Munich, Germany	EUR	100.00%	nc	100.00%	nc
Immobilien Scout Deutschland GmbH	Frankfurt am Main, Germany	EUR	100.00%	nc	100.00%	nc

1) Company has been sold during fiscal year 2011.

Auditor's Report

We have audited the consolidated financial statements prepared by the Scout24 Holding GmbH, Munich, comprising the balance sheet, the income statement and statement of comprehensive income, statement of changes in equity, cash flow statement and the notes to the consolidated financial statements, for the business year from January 1 to December 31, 2012. The preparation of the consolidated financial statements in accordance with the IFRSs, as adopted by the EU, is the responsibility of the Company's Managing Directors. Our responsibility is to express an opinion on the consolidated financial statements based on our audit.

We conducted our audit of the consolidated financial statements in accordance with § (Article) 317 HGB ("Handelsgesetzbuch": "German Commercial Code") and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the consolidated financial statements in accordance with the IFRSs, as adopted by the EU, are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Group and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the consolidated financial statements are examined primarily on a test basis within the framework of the audit. The audit includes assessing the annual financial statements of the companies included in the consolidation, the determination of the companies to be included in the consolidation, the accounting and consolidation principles used and significant estimates made by the Company's Managing Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion based on the findings of our audit the consolidated financial statements comply with the IFRSs, as adopted by the EU, and give a true and fair view of the net assets, financial position and results of operations of the Group in accordance with these requirements.

We issue this opinion on the basis of our duty-bound audit of the consolidated financial statements concluded as of April 19, 2013, and our supplementary audit concluded as of December 2, 2013, referring to the changes to various financial statement line items of the consolidated financial statements as a result of an update of the consolidated group and our supplementary audit, concluded as of September 24, 2014, referring to the inclusion of a segment reporting, the disclosure of remuneration paid to persons in key positions, adjustments regarding the initial recognition of business combinations, changes of presentation of receivables from cash management, of receivables from at equity companies, of results from and impairment of at equity companies, of payments in advance, of contingent purchase price liabilities and provisions for litigation costs, adjustments to pension provisions and the amendment of clarifying explanations. We refer to the Company's justification for the changes as stated in the changed notes to the consolidated financial statements, Section 6.1.2 'Basis of preparation'. The supplementary audits did not lead to any reservations.

Munich, April 19, 2013 / limited to the above mentioned changes: December 2, 2013 / limited to the above mentioned changes: September 24, 2014

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Andreas Fell	ppa. Dennis Burmeister
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)

Audited Unconsolidated Financial Statements of Asa NewCo GmbH

Prepared in Accordance with German Commercial Code (HGB)

as of and for the Short Financial Year from April 1, 2014 to December 31, 2014

Audited Unconsolidated Financial Statements of Asa NewCo GmbH

as of and for the Short Financial Year from April 1, 2014 to December 31, 2014

1. Balance sheet

	Assets	
	12/31/2014	03/31/2014
	EUR	EUR
A. Fixed assets		
I. Tangible fixed assets		
1. Other equipment, operating and office equipment	4,973.56	—
	4,973.56	—
II. Long-term financial assets		
1. Shares in affiliated companies	1,064,263,499.54	1,064,263,499.54
2. Loans to affiliated companies	622,666,001.10	647,666,001.10
	1,686,929,500.64	1,711,929,500.64
	1,686,934,474.20	**1,711,929,500.64**
B. Current assets		
I. Receivables and other assets		
1. Trade receivables	36,763.83	208.71
2. Receivables from affiliated companies (of which EUR 1,399,046.12 from trade receivables previous year EUR 873,896.81) (of which EUR 57,936.19 from shareholders previous year EUR 308,867.02)	79,267,397.76	8,403,883.36
3. Receivables from companies in which a participating interest exists (of which EUR-from shareholders; previous year EUR 5,000,000)	—	5,000,000.00
4. Other assets (of which EUR 226,021.69 from shareholders; previous year EUR -)	457,778.02	—
	79,761,939.61	13,404,092.07
II. Cash-in-hand and bank balances	1,211,540.75	9,289,413.72
	80,973,480.36	**22,693,505.79**
C. Prepaid expenses	**23,641.47**	**146,726.19**
	1,767,931,596.03	**1,734,769,732.62**

	Liabilities	
	12/31/2014	03/31/2014
	EUR	EUR
A. Equity		
I. Subscribed capital	2,000,000.00	2,000,000.00
II. Capital reserves	301,491,693.16	301,491,693.16
III. Retained earnings	771,552,559,98	748,936,608.91
	1,075,044,253.14	**1,052,428,302.07**
B. Provisions		
1. Tax provisions	14,915,140.20	—
2. Other provisions	12,592,737.83	6,325,056.93
	27,507,878.03	**6,325,056.93**
C. Liabilities		
1. Liabilities to banks	646,368,380.55	656,819,062.51
(of which EUR 1,368,380.55 with a remaining term of up to one year; previous year EUR 1,819,062.51) (of which EUR 645,000,000 with a remaining term of more than five years; previous year EUR 655,000,000)		
2. Trade payables	5,429,796.65	9,614,776.36
(of which EUR 5,429,796.65 with a remaining term of up to one year; previous year EUR 9,614,776.36)		
3. Liabilities to affiliated companies	12,688,692.65	3,029,102.71
(of which EUR 12,688,692.65 with a remaining term of up to one year; previous year EUR 3,029,102.71) (of which EUR 2,483,818.94 from trade payables: previous year EUR 148,202.90)		
4. Other liabilities	892,595.01	6,553,432.04
(of which EUR 892,595.01 with a remaining term of up to one year: previous year EUR 6,553,432.04) (of which EUR 877,469.52 from taxes; previous year EUR 6,553,432.04)		
	665,379,464.86	**676,016,373.62**
	1,767,931,596.03	**1,734,769,732.62**

2. Income statement

		04/01/2014 - 12/31/2014 EUR	11/08/2013 - 03/31/2014 EUR
1.	Sales	8,802,785.19	873,238.60
2.	Other operating income	483,195.71	23,030.20
	(of which EUR 25,999.22 income from currency conversion; previous year EUR 21,229.76) (of which EUR 293,016.00 income from other periods; previous year EUR -)		
3.	Cost of materials		
	Cost of purchased services	− 738,087.84	—
4.	Personnel expenses		
	a) Wages and salaries	− 4,781,727.44	− 1,661,212.98
	b) Social security and other employee benefits	− 150,627.35	− 9,373.65
	(of which EUR 3,860.00 related to old age pensions; previous year EUR 270.00)		
5.	Depreciation of property, plants and equipment	− 740.02	—
	(of which extraordinary depreciation according to § 253 III, S.3 HGB EUR -; previous year EUR -)		
6.	Other operating expenses	− 42,181,599.88	− 46,010,687.80
	(of which EUR 30,152.94 expense from currency conversion; previous year EUR 3,406.36)		
7.	Income from profit and loss transfer	74,093,172.69	—
8.	Other interest and similar income	31,585,226.16	—
	(of which EUR 31,585,226.16 from affiliated companies; previous year EUR -)		
9.	Interest and similar expenses	− 24,611,694.65	− 4,277,658.28
	(of which EUR 310,249.24 to affiliated companies; previous year EUR 1,284.67)		
10.	**Result from ordinary activities**	**42,499,902.57**	**− 51,062,663.91**
11.	Taxes on income	− 13,483,951.50	—
12.	**Net income/loss for the financial year**	**29,015,951.07**	**− 51,062,663.91**
13.	Profit/toss carried forward	748,936,608.91	− 727.18
14.	Withdrawals from capital reserves	—	800,000,000.00
15.	Distribution of dividends	− 6,400,000.00	—
16.	**Retained earnings**	**771,552,559.98**	**748,936,608.91**

3. Notes

3.1. General information

Asa NewCo GmbH (hereinafter "Asa NewCo" or "the Company") is a company with limited liability ("Gesellschaft mit beschränkter Haftung", GmbH) in accordance with the German Act on Companies with Limited Liability ("Gesetz betreffend die Gesellschaften mit beschränkter Haftung", GmbHG). The Company was founded on November 8, 2013 and is resident in Germany, with its registered office in Munich. The business address is: Dingolfinger Str. 1-15, 81673 Munich.

The object of the Company is the acquisition and holding of interests in other companies, and the rendering of management services for direct and indirect subsidiaries.

The Company was formed on November 8, 2013 and ended its first financial year on March 31, 2014 (previous year). In the current reporting period, the Company changed its reporting year end to December 31 of the respective year and therefore in the reporting period adopted a short financial year from April 1 to December 31, 2014.

Asa NewCo GmbH is the parent company of the Scout24 Group, which primarily offers opportunities to generate classified advertisements in the business areas of housing, mobility, partnerships and finances on own internet platforms, and provides online advertising space. An overview of the companies of the Scout24 Group is provided in the chart "Schedule of Asa NewCo GmbH shareholdings" in Section 3.4.

As at the reporting date, the Company exhibits the main features of a small company ("kleine Gesellschaft") in accordance with Section 267 Para. 1 HGB ("Handelsgesetzbuch" [German Commercial Code]). The size-related exemptions stated in Section 288 Para. 1 HGB are utilized.

The income statement is presented according to the total cost (nature of expense) method.

The annual financial statements have been prepared in accordance with the accounting regulations of sections 242 et seqq. and sections 264 et seqq. HGB, and also the supplementary provisions of the German Act on Limited Liability Companies (GmbH).

3.2. Significant accounting and valuation principles

Accounting and valuation are performed on the basis of the assumption that business activities are ongoing (Section 252 Para. 1 No. 2 HGB).

When preparing the balance sheet and statement of profit and loss, the following accounting and valuation methods were used:

Financial assets are valued at acquisition cost or at fair value, if lower. Loans to affiliated companies are recognised at nominal value.

Receivables and other assets are reported at nominal value after deducting any necessary adjustments.

Cash-in-hand and bank balances are recognized at nominal value.

Prepaid expenses include payments made prior to the balance sheet date, which constitute expenditure for a defined period after this date.

Equity is reported at nominal value.

Provisions are recognised at the necessary settlement amount based on a reasonable commercial assessment. Future price and cost increases are taken into account, if there are adequate objective indications that they will occur.

Provisions with a remaining term of more than one year are discounted over their remaining terms by the average market interest rate of the previous seven years as published by the German Federal Bank.

Liabilities are recognized at settlement amount.

Sales are realized when a service has been rendered or a delivery has been made and the transfer of risk to the recipient or buyer has occurred. Sales are reported less VAT, sales deductions and credit notes.

Derivative financial instruments

For derivative financial instruments the fair value is calculated. The option according to section 284 Para 2 sentence 1 HGB to combine valuation units is not exercised. Financial derivatives with a negative fair value are offset on the balance sheet by a provision for anticipated losses of the same amount. In the event of a positive fair value, the financial derivative is not reported on the balance sheet based on the realization principle derived from the impairment principle and the principle of not reporting pending transactions on the balance sheet.

Foreign currency conversion

Business transactions in foreign currency are recognized on the date of the transaction with the applicable exchange rate on that date.

Long-term foreign currency receivables are recognized at the currency- selling rate upon formation of the receivable or the fair value, if lower, on the basis of the spot rate on the reporting date (impairment principle). Short-term foreign currency receivables (with a remaining term of one year or less), cash and cash equivalents and other short-term assets in foreign currencies are converted at the spot rate on the balance sheet date.

Long-term foreign currency liabilities are recognized at the currency-buying rate upon formation of the liability or market value on the effective date, if higher, on the basis of the spot price on the reporting date (impairment principle). Short- term foreign currency liabilities (with a remaining term of one year or less) are converted at the spot rate on the balance sheet date.

3.3. Schedule of fixed assets

	Acquisition and/or production costs					Depreciation				Residual book values	
	04/01/2014	Additions	Disposals	Repayment	12/31/2014	04/01/2014	Additions	Disposals	12/31/2014	12/31/2014	03/31/2014
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
I. Tangible fixed assets											
1. Other equipment, operating and office equipment	—	5,713.58	—	—	5,713.58	—	740.02	—	740.02	4,973.56	—
	—	5,713.58	—	—	5,713.58	—	740.02	—	740.02	4,973.56	—
II. Long-term financial assets											
1. Shares in affiliated companies	1,064,263,499.54	—	—	—	1,064,263,499.54	—	—	—	—	1,064,263,499.54	1,064,263,499.54
2. Loans to affiliated companies	647,666,001.10	—	—	25,000,000.00	622,666,001.10	—	—	—	—	622,666,001.10	647,666,001.10
	1,711,929,500.64	0.00	—	25,000,000.00	1,686,929,500.64	—	0.00	—	0.00	1,686,929,500.64	1,711,929,500.64
	1,711,929,500.64	**5,713.58**	**—**	**25,000,000.00**	**1,686,935,214.22**	**—**	**740.02**	**—**	**740.02**	**1,686,934,474.20**	**1,711,929,500.64**

3.4. Notes to the balance sheet

Shares in affiliated companies

Asa NewCo holds 100 % of the shares in Scout24 Holding, which itself is the direct as well as indirect shareholder of other companies from Scout24 Group.

Schedule of Asa NewCo GmbH shareholdings

Company name and registered office		Share	Net income/net loss for the financial year	Equity
			EUR (thousand)	EUR (thousand)
Scout24 Holding GmbH	Munich (Germany)	100.00%	—	202,489*
HCH Alpen AG (formerly Scout24 AG)	Baar (Switzerland)	100.00%	49,649	187,700
Scout24 International Management AG	Baar (Switzerland)	100.00%	273	483
FMPP Verwaltungsgesellschaft mbH (formerly FinanceScout24 GmbH)	Munich (Germany)	100.00%	—	3,559*
AutoScout24 GmbH	Munich (Germany)	100.00%	—	48,169*
AutoScout24 Espana S.A.	Madrid (Spain)	100.00%	74	1,238
AutoScout24 Belgium S.A.	Brussels (Belgium)	100.00%	2,116	7,461
AutoScout24 Italia S.R.L.	Padua (Italy)	100.00%	2,317	2,861
AutoScout24 Nederland B.V.	Amsterdam (The Netherlands)	100.00%	−154	1,317**
AutoScout24 France SAS	Boulogne Billancourt (France)	100.00%	104	76**
AutoScout24 AS GmbH	Vienna (Austria)	100.00%	85	119
Scout24 Verwaltungs und Beteiligungs GmbH (formerly Scout24 GmbH)	Munich (Germany)	100.00%	—	725*
Immobilien Scout GmbH	Berlin (Germany)	100.00%	—	7,516*
Immobilien Scout Deutschland GmbH	Frankfurt am Main (Germany)	100.00%	−2	327,275
Immobilien Scout Österreich GmbH (formerly AE BG Theta Holding GmbH)	Vienna (Austria)	100.00%	−1,476	1,974
FlowFact GmbH	Cologne (Germany)	100.00%	1,090	2,833
IMPLIUS GmbH (formerly IMPLIUS AG)	Cologne (Germany)	100.00%	222	−382
FS FlowFact GmbH	Cologne (Germany)	100.00%	−3	31
FlowFact Schweiz AG	Zurich (Switzerland)	100.00%	33	176
Scout24 Services GmbH (formerly Scout24 Verwaltungs- und Beteiligungsgesellschaft mbH)	Munich (Germany)	100.00%	—	5,043*
Energieausweis48 GmbH	Cologne (Germany)	50.00%	−82	−57
ASPM Holding B.V.	Amsterdam (The Netherlands)	49.00%	1	−3,354***
Property Guru Pte.Ltd. (formerly AllProperty Media Pte Ltd.)	Singapore	41.38%	−5,982	−4,166***
Stuffle GmbH	Hamburg (Germany)	50.02%	−1,265	598
SCOUT Business Services GmbH	Munich (Germany)	100.00%	−2	63

* Results transferred due to a profit and loss transfer agreement.

** Numbers refer to the annual financial statements 2013

*** Numbers refer to preliminary annual financial statements 2013

Loans to affiliated companies

Loans to affiliated companies include a loan receivable from Scout24 Holding GmbH in the amount of EUR 622,666 thousand (previous period: EUR 647,666 thousand). The loan to Scout24 has a term of 8.5 years and an interest rate of 6.62% p.a.

Trade receivables

Trade receivables amount to EUR 36.8 thousand (previous year: EUR 0.2 thousand) and essentially contain receivables due to cost transfer for services.

Receivables from affiliated companies

As of the balance sheet date, receivables from affiliated companies amount to EUR 79,267 thousand (previous year: EUR 8,404 thousand). They mainly include receivables from cost transfer for services of EUR 1,567 thousand, receivables due to cost transfer in the fiscal unit for VAT within the Scout Group of EUR 2,136 thousand, interest receivables from Scout24 Holding of EUR 1,581 thousand as well as receivables from profit and loss transfer of EUR 74,093 thousand. All receivables are due within one year. The profit and loss agreement between Asa NewCo GmbH and Scout24 Holding GmbH was closed on July 29, 2014.

Receivables from companies in which a participating interest exists

In accordance with the Share Contribution and Transfer Agreement between DTAG and Asa HoldCo of February 12, 2014, DTAG must make an additional cash contribution in accordance with section 272 Para. 2 No 4. HGB in the amount of EUR 5,967 thousand to the capital reserves of Asa NewCo. A proportion of this cash contribution of EUR 5,000 thousand was due on April 12, 2014 and was reported as of March 31, 2014 under the receivables from companies in which a participating interest exists.

Due to the shareholder resolutions from May 16/28, 2014 the company had to distribute EUR 5,000 thousand immediately from the retained earnings to DTAG. Due to another shareholder resolution from June 3, 2014 it was decided that the claim of DTAG and the claim of Asa NewCo will be set off against each other to an amount of EUR 5,000 thousand.

Cash-in-hand and bank balances

The-cash-in hand and bank balances in the amount of EUR 1,212 thousand (previous year EUR 9,289 thousand) comprise balances at banks with short-term maturity.

Equity

Due to a shareholder resolution during the fiscal year part of ordinary shares and preferred shares of MEP Pref GmbH & Co. KG, of MEP Ord GmbH & Co. KG and of Scout Lux Management Equity Co S.à.r.l. have been transferred to German BMEP Pref GmbH & Co. KG and German BMEP Ord GmbH & Co. KG.

As of December 31, 2014 the shareholders of Asa NewCo GmbH are as follows:

12/31/2014	Shares of Asa NewCo GmbH			
	Ordinary shares	Preferred shares	Total shares	Shares in %
ASA HoldCo	630,000	687,996	1,317,996	65.90%
DTAG	270,000	294,856	564,856	28.24%
MEP Ord GmbH & Co. KG	89,995	—	89,995	4.50%
MEP Pref GmbH & Co. KG	—	6,609	6,609	0.33%
Scout Lux Mgmt Equity Co S.a.r.l.	—	9,639	9,639	0.48%
German BMEP Ord GmbH & Co. KG	10,005	—	10,005	0.50%
German BMEP Pref GmbH & Co. KG	—	900	900	0.05%
Total	**1,000,000**	**1,000,000**	**2,000,000**	**100.00%**

During the annual meeting for the short financial year as per November 8, 2013 to March 31, 2014 a resolution of the advisory board as per October 6, 2014 and a shareholder resolution as per October 7, 2014 was made to pay dividends of EUR 1,400 thousand to the shareholders with preference shares.

Retained earnings developed as follows:

	12/31/2014	03/31/2014
	EUR (thousand)	
Profit/loss carried forward	748,936.6	− 0.7
Net income/net loss for the financial year	29,016.0	− 51,062.7
Withdrawals from capital reserve	—	800,000.0
Distribution of dividends	− 6,400.0	—
Retained earnings	**771,522.6**	**748,936.6**

Tax provisions comprise as follows:

	12/31/2014	03/31/2014
	EUR (thousand)	
Provisions for corporate income tax	5,866	—
Provisions for solidarity surcharge	323	—
Provisions for trade tax	7,296	—
Other	1,431	—
Total	**14,915**	**—**

Other provisions in the amount of EUR 12,593 thousand (previous year: EUR 6,325 thousand) include:

	12/31/2014	03/31/2014
	EUR (thousand)	
Provisions for outstanding invoices	6,378	4,765
Provisions for anticipated losses	3,517	1,461
Provisions for personnel-related expenditures	2,552	79
Other	145	20
Total	**12,593**	**6,325**

The provisions for anticipated losses result from an embedded derivative related to the credit facility with the banking consortium of EUR 2,817 thousand (previous year: EUR 1,461 thousand) and from a provision for a rented premises in the amount of EUR 700 thousand not used anymore.

Liabilities

Liabilities to banks are comprised as follows:

	12/31/2014	03/31/2014
	EUR (thousand)	
Loan - Facility B	595,000	595,000
Loan - Facility D	50,000	50,000
Loan - Revolving facility	—	10,000
Accrued interest	1,263	1,742
Accrued lending charges	106	77
Total	**646,368**	**656,819**

Under the credit agreement, Asa NewCo was granted a total credit facility in the amount of EUR 645,000 thousand, and a revolving credit facility in the amount of EUR 44,750 thousand. A total of EUR 645,000 thousand (previous year: EUR 655,000 thousand) of this was utilized as at December 31, 2014.

Asa NewCo's claims against Scout24 Holding arising from the shareholder loan shall be treated subordinate in relation to the syndicated loan. Both the shares of Asa NewCo in Scout24 Holding as well as selected bank accounts of Asa NewCo shall be pledged as part of the syndicated loan agreement. Furthermore, within the framework of the syndicated loan agreement, Asa NewCo has assigned the rights to receivables, for example receivables within the Group and trade receivables against third parties, as security.

Scout24 Holding and other companies of the Scout24 Group guarantee the obligations of Asa NewCo arising from the loan agreement.

Trade payables in the amount of EUR 5,430 thousand (previous year: EUR 9,615 thousand) have a remaining term of up to one year.

Liabilities to affiliated companies of EUR 12,689 thousand (previous year. EUR 3,029 thousand) largely comprise of other liabilities to the Scout24 Holding in the amount of EUR 10,027 thousand (previous year: EUR 2,867 thousand).

Other liabilities in the amount of EUR 893 thousand (previous year: EUR 6,553 thousand) comprise as follows:

	12/31/2014	03/31/2014
	EUR (thousand)	
VAT	631	5,685
Income and church tax	247	868
Other	15	—
Total	**893**	**6,553**

A fiscal unit for VAT between Asa NewCo and the German companies of the Scout24 Group became effective as of February 13, 2014, with Asa NewCo as the parent company.

3.5. Other disclosures

Group affiliation

Asa NewCo GmbH and its subsidiaries are included in the consolidated financial statements of Willis Lux Holdings S.à.r.l. with its registered office in Luxembourg (smallest and largest consolidation group). The consolidated financial statements of Willis Lux Holdings S.à.r.l. can be obtained from the company's registered office, and are also published in the "Bundesanzeiger" [German Federal Gazette].

Contingent liabilities

Asa NewCo GmbH and Asa HoldCo GmbH guarantee the obligations arising from the loan agreement to the bank groups according to the Share pledge agreement as of April 16, 2015 and to the Account pledge agreement as of April 16, 2015.

Management of the Company

The officers during the financial year were:

Joseph Louis Lichtenberger (as per February 12, 2014 to September 30, 2014. Commercial Director & Chief Financial Officer, Munich, Germany

Gregory Ellis (since March 17, 2014), Managing Director & Chief Executive Officer, Melbourne, Australia

Christian Gisy (since September 1, 2014), Commercial Director & Chief Financial Officer, Düsseldorf, Germany

Advisory board

In accordance with section 7 of the Articles of Association, an advisory board must be established. During the past financial year, the following members were appointed:

Patrick Healy, Investment Manager, Deputy Chief Executive Officer of Hellmann& Friedman LLC, London, Great Britain

Stefan Götz, Investment Manager, Managing Director of Hellmann & Friedman LLC, London, Great Britain

Blake Kleinman (up to December 30, 2014) (and from January 26, 2015), Investment Manager, Managing Director of Hellmann & Friedman LLC, London, Great Britain

Alexander Matuschka, Chief Transformation Officer of Nokia Services Networks and Member of the Nokia Networks Executive Board, Cologne, Germany

Thorsten Langheim, Senior Vice President Group Corporate Development, Deutsche Telekom AG, Bonn, Germany

Vicente Vento Bosch, Senior Vice President M&A, Deutsche Telekom AG, Bonn, Germany

Robert Dennis Reid IV (since December 30, 2014), Investment Professional, Senior Managing Director of The Blackstone Group International Partners LLP, London, Great Britain

Axel Lützner (since January 26, 2015), Legal Counsel, Deutsche Telekom AG, Bonn, Germany

All members of the advisory board, except Robert Dennis Reid IV and Axel Lützner, have been appointed since February 12, 2014.

Munich, July 24, 2015

Asa NewCo GmbH

The Management

Gregory Ellis Christian Gisy

Auditor's Report

We have audited the annual financial statements, comprising the balance sheet, the income statement and the notes to the financial statements, together with the bookkeeping system of the Asa NewCo GmbH, Munich, for the short financial year from April 1, 2014, to December 31, 2014. The maintenance of the books and records and the preparation of the annual financial statements in accordance with German commercial law are the responsibility of the Company's Managing Directors. Our responsibility is to express an opinion on the annual financial statements, together with the bookkeeping system, based on our audit.

We conducted our audit of the annual financial statements in accordance with § (Article) 317 HGB ("Handelsgesetzbuch": "German Commercial Code") and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the annual financial statements in accordance with (German) principles of proper accounting are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Company and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the books and records and the annual financial statements are examined primarily on a test basis within the framework of the audit. The audit includes assessing the accounting principles used and significant estimates made by the Company's Managing Directors, as well as evaluating the overall presentation of the annual financial statements. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion based on the findings of our audit, the annual financial statements comply with the legal requirements and give a true and fair view of the net assets, financial position and results of operations of the Company in accordance with (German) principles of proper accounting.

Munich, July 24, 2015

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Holger Graßnick	ppa. Dennis Burmeister
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)

25. RECENT DEVELOPMENTS AND OUTLOOK

25.1 Recent Developments

Since the beginning of the year, our business has been driven by the roll-out of our membership model in IS24, an increase in listings in AS24, bolt-on acquisitions to enhance our product portfolio, new product launches, and the implementation of our OneScout24 approach, which aims at realizing synergies from a closer operational integration of our main verticals IS24 and AS24 (see "*11. Business Description—11.3 Our OneScout24 Business Model*"). This strategy has been proving successful, as demonstrated by the development of the metrics discussed in "*—25.2 Outlook*". On September 8, 2015 we entered into an agreement to acquire classmarkets GmbH, a provider of online real estate classifieds portals to print publishers via software-as-a-service solutions. Closing took place on the same day.

S24 Group generated revenues of EUR 254.5 million for the period January 1, 2015 to August 31, 2015. The ordinary operating EBITDA margin was broadly in line with the ordinary operating EBITDA margin for the six-month period ending June 30, 2015.

On September 16, 2015, we officially launched Scout24 Media at Germany's largest digital marketing exposition and conference "dmexco" in Cologne. Scout24 Media as a group-wide function (under the "OneScout24" approach) will drive our lead generation and ad sales businesses and help position the Scout24 Group as a leading premium and data driven publisher in Germany and Europe. Scout24 Media combines group-wide product marketing capabilities and resources as well as third party and agency sales teams. Based on the intensive usage of our portals and the significant synergies across IS24 and AS24, we believe we are well positioned to deliver value-added services and products that go beyond classifieds advertising. We estimate that approximately 30% of our AS24 users in Germany are also interested in real estate and approximately 43% of our IS24 users in Germany are also interested in cars. This significant user base overlap allows us to offer relevant products and services to our consumers and to effectively offer targeted, data-driven advertising and lead-generation solutions to companies interested in reaching our large and qualified base of approximately 13 million monthly users (AGOF internet facts 2015-03, unique users per month, on the basis of Internet users age 10 years and older, aggregate of individual data for IS24, AS24 and FS24, without duplication).

25.2 Outlook

25.2.1 IS24

In the first six months of 2015, IS24 generated external revenues of EUR 129.1 million (Asa NewCo), an increase from EUR 55.7 million (OpCo) and EUR 56.3 million (Asa NewCo) compared to the three-month periods ended March 31, 2014 and June 30, 2014, respectively. Though we expect revenues to be generally stable during the second half of 2015, preliminary results indicate continued revenue growth in the period from July 1, 2015 to August 31, 2015, driven by the roll-out of our membership model. Our goal is to approach approximately 90% of our total core agent base by the end of this year with the offer to convert into a membership contract. At the end of August 2015, among the approximately 90% of our core agents that we target for migration to our membership model, we reached a membership penetration of approximately 65.7% and expect to reach a 75%-80% penetration level by the end of the year.

Over the medium term we expect year-on-year revenue growth at IS24 in the low double digit range driven by an ongoing growth of core agent revenues, however partly offset by slightly lower growth of other revenues.

25.2.1.1 Revenues from Core Agents

We expect revenues from core agents in IS24 to continue to benefit from a strong growth of ARPU. For the six-month period ended June 30, 2015, core agent ARPU was at EUR 569. This represents a growth of above 10% compared to core agent ARPU of EUR 508 and EUR 513 in the three-month periods ended March 31, 2014 and June 30, 2014, respectively. Driven by the roll-out of our membership model we expect core agent APRU to further increase during the second half of 2015 and reach an amount close to EUR 600 for the full year, which would represent growth at a mid-teens percentage rate. In 2016, we expect ARPU to continue to grow and, depending on the acceptance of our VIA Power visibility products and our ability to upsell, we expect a growth rate marginally higher than the 2015 growth rate. In the medium term, we expect the core agent ARPU growth rate to be at a mid-teens percentage.

At the end of August 2015, IS24 had 20,090 core agents in Germany, compared to 20,606 core agents at June 30, 2015. We expect the number of core agents to stabilize slightly below this level at around 20,000 by the end of the year, driven by targeted win-back activities and some counter effects as a result of smaller agents shifting to our professional pay-per-ad model, some agents going out of business and churn, all of the latter mainly driven by the introduction of our membership model and regulatory changes in Germany that now require the landlord to pay the agent. Based on our ongoing sales activities, we expect to win back a significant number of core agents during 2016 and to increase the number of core agents to approximately 21,000 in 2016, and to remain stable thereafter.

Overall we expect core agent revenues of IS24 for the full year 2015 to grow slightly faster than in 2014. Going forward we expect the year-over-year growth rate of our core agent revenues to slightly accelerate.

25.2.1.2 Revenues from Other Agents

Revenues from other agents in IS24 are expected to be higher than in 2014. An amount of approximately EUR 10 million will result from the first time consolidation of FlowFact for the full year of 2015. In 2016 we expect a mid-single-digit growth rate and slightly lower growth rates going forward.

25.2.1.3 Other Revenues

Other revenues in IS24 are expected to benefit from ongoing revenue growth in consumer monetization, albeit from an overall lower base. The market environment for private listings continues to be dynamic and therefore we expect other revenues to grow at a low to mid-single digit growth rate in 2015 and over the next few years.

25.2.1.4 Ordinary Operating EBITDA Margin

In the first six months of 2015, IS24 achieved an ordinary operating EBITDA margin of 60.6%. In the period from July 1, 2015 to August 31, 2015, our ordinary operating EBITDA margin remained on a similar level. For the full year 2015 we expect the ordinary operating EBITDA margin to be slightly lower than the level achieved in the first six months of 2015, as some operating costs such as IT costs only phase in during the second half of the year. In the medium term, we believe that the EBITDA margin should improve as our cost base is further leveraged by revenue growth.

25.2.2 AS24

External revenues of AS24 in the six-month period ended June 30, 2015 were EUR 57.4 million (Asa NewCo), an increase from EUR 24.6 million (OpCo) and EUR 26.7 million (Asa NewCo) in the three-month periods ended March 31, 2014 and June 30, 2014, respectively. We expect growth for the full year 2015 to be at a similar level, in line with the preliminary results of the period from July 1, 2015 to August 31, 2015.

From 2016 onwards, we expect growth to decelerate depending on the rate at which we add dealers and increase our ARPU.

25.2.2.1 Revenues from Core Dealers (Germany)

Our revenues from core dealers (Germany) are expected to show the strongest growth within AS24 in 2015, driven by a year-on-year growth of 18.8% in the number of core dealers (Germany) from June 30, 2014 to June 30, 2015 and core dealer ARPU (Germany) at EUR 161 at June 30, 2015.

At the end of August 2015, we had 21,857 core dealers in Germany compared to 21,655 core dealers at the end of June 2015, further demonstrating the continued success of the execution of our dealer acquisition strategy. By December 31, 2015, we expect to add over 700 new core dealers in Germany compared to the end of June 2015. From there onwards, we expect dealer growth to stabilize at a low to mid single digit percentage level.

Our Marketing Power Model (see Section 11.7.3.3.2) is expected to drive growth in core dealer ARPU (Germany) in the second half of 2015. For the full year 2015, we expect ARPU growth by a low to mid single digit percentage. In 2016, ARPU growth is expected to be slightly lower than in 2015 in the low single digit range. We aim to accelerate our ARPU growth in the medium term.

25.2.2.2 Revenues from Core Dealers (Benelux/Italy)

Revenues from core dealers (Benelux/Italy) were EUR 17.3 million (Asa NewCo) in the six-month period ended June 30, 2015, an increase from EUR 7.3 million (OpCo) and EUR 7.8 million (Asa NewCo) in the three-month periods ended March 31, 2014 and June 30, 2014, respectively. For the full year of 2015, we expect revenues from core dealers (Benelux/Italy) to grow at a similar rate. From 2016 onwards, we expect revenue growth to slightly decrease over time. Our core dealer base in Benelux/Italy grew strongly during the first six months 2015 but we expect this growth to decelerate slightly towards the end of 2015 and thereafter. We expect growth in core dealer ARPU (Benelux/Italy) at a mid single digit growth rate over the next few years.

25.2.2.3 *Revenues from Other Dealers*

We expect revenues from other dealers to increase in 2015, mainly driven by the first time consolidation of Easyautosale, which is expected to add between EUR 1 million and EUR 2 million in revenues from other dealers for the full year 2015. Thereafter, we expect a high single digit growth development.

25.2.2.4 *Ordinary Operating EBITDA Margin*

During the first six months of 2015, AS24 achieved an ordinary operating EBITDA margin of 41.1%. In the period from July 1, 2015 to August 31, 2015, our ordinary operating EBITDA margin remained on a similar level. We expect the ordinary operating EBITDA margin of AS24 for the full year to be lower as a result of increased marketing spending in order to improve our market position and our decision to shift certain IT expenses to the second half of the year. Over the following years, we expect the ordinary operating EBITDA margin of AS24 to expand again, and our goal is to reach the level of the first half of 2015 in the medium term.

25.2.3 *Corporate*

We expect external revenues in Corporate to quickly decline to insignificance, given the absence of significant external revenue generating activities in this segment. For the full year 2015, we expect ordinary operating EBITDA adjusted for the management fee to be slightly more negative than in 2014, as we continue to build up our corporate functions. In subsequent years, we expect the ordinary operating EBITDA adjusted for the management fee to remain broadly stable.

25.2.4 *Core Operations*

External revenues from Core operations were EUR 187.6 million (Asa NewCo) in the six-month period ended June 30, 2015, an increase from EUR 81.7 million (OpCo) and EUR 83.9 million (Asa NewCo) in the three-month periods ended March 31, 2014 and June 30, 2014, respectively. For the full year 2015, we expect a growth rate slightly below that achieved for the first six months of 2015. Going forward we see the growth rate in the low double digit range.

The ordinary operating EBITDA margin of our Core operations was 50.7% (Asa NewCo) in the six-month period ended June 30, 2015, compared to 41.6% (OpCo) and 47.5% (Asa NewCo) in the three-month periods ended March 31, 2014 and June 30, 2014, respectively. In the period from July 1, 2015 to August 31, 2015, our ordinary operating EBITDA margin remained on a similar level. Due to the cost phasing effects, we expect the ordinary operating EBITDA margin for the full year 2015 to be lower compared to the first half of 2015. Thereafter, we expect the ordinary operating EBITDA margin of our Core operations to expand by a low single digit amount per annum.

Non-operating effects in Core operations in the six-month period ended June 30, 2015 amounted to EUR 10.5 million. We expect about half of this amount for the six-month period ended December 31, 2015, mainly relating to certain non-recurring costs and restructuring expenses.

25.2.5 *Other*

In the medium term, we expect the revenue and profitability development of our Other segment to be largely in line with the annualized performance of the Other segment in the first half of 2015.

25.2.6 *Tax Rate*

For 2015, we expect an effective tax rate of approximately 30%, primarily impacted by the largely tax-free nature of the gain from the sale of our interest in PropertyGuru in June 2015. Thereafter, we expect a low to mid-30% effective tax rate, which should in the longer term converge with our statutory tax rate of approximately 32%. However, our cash flow will be affected by the settlement of accrued tax liabilities of the previous year and prepayments for 2015. We expect this tax effect to continue until 2016. Thereafter, tax payments will continue to be higher than income tax expense shown in profit and loss for a certain period of time due to the non-tax deductablity of amortization amounts from (largely tax-free) purchase price allocation.

25.2.7 *Capital Expenditures*

We expect total capital expenditures for 2015 and 2016 to be approximately EUR 20 million, driven by the harmonization of the IT platform at AS24 and other investments into our IT structure. In the following years, capital expenditures are planned to decrease by a total of approximately 10% and to remain stable thereafter.

25.2.8 Depreciation and amortization

Given our increasing capital expenditures in 2015 and 2016, we expect depreciation to increase during the depreciation period of approximately 5 years. In the first six months of 2015, amortization on the purchase price allocation effect relating to the Transaction amounted to EUR 24.6 million. We expect a similar amount (on an annualized basis) for each of 2015 and 2016, thereafter declining to about 30 million.

25.2.9 Finance cost / financial indebtedness

We intend to use the proceeds of the offering to reduce our net financial indebtedness to approximately four times the ordinary operating EBITDA of our Group of the last twelve months by the end of 2015 in order to strengthen our financial position and equity base and to support growth. We expect the reduction of our indebtedness below certain thresholds defined in our SFA to result in a decrease in our interest expense.

26. SIGNATURE PAGE

Munich, London, in September 2015

Scout24 AG

signed
Gregory Ellis

signed
Christian Gisy

Credit Suisse Securities (Europe) Limited

signed

Nick Koemtzopoulos
Managing Director

Nick Williams
Managing Director

Goldman Sachs International

signed
Daniel Martin
Managing Director

Barclays Bank PLC

signed
Stephanie Kogels
Director

Jefferies International Limited

signed
Julia Pearce
Managing Director

Morgan Stanley & Co. International plc

signed
Adam Pickard
Executive Director