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ROCKET INTERNET

Rocket Internet SE Berlin

Securities Identification Number (WKN): A12UKK
ISIN: DE000A12UKK6

Invitation to the Extraordinary General Meeting

We hereby invite our shareholders to the extraordinary general meeting of Rocket Internet SE (the “**Company**”) to be held on

Thursday, September 24, 2020, 10:00 hours.

The meeting will take place without the physical presence of the shareholders and their proxies (apart from Company representatives acting as proxies) at the Company’s premises at Rocket Tower, Charlottenstraße 4, 10969 Berlin (the “**Virtual General Meeting**”).

The Management Board, with the consent of the Supervisory Board, makes use of the option to convene the extraordinary general meeting with shortened notice periods.

The extraordinary general meeting will be broadcasted live via video and audio transmission for our shareholders and shareholder representatives at

www.rocket-internet.com/investors/annual-general-meeting

in accordance with Section 1 para. 2 sentence 1 no. 1 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Condominium Property to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*,

“COVID-19 Mitigation Act”) which entered into force on March 28, 2020. The shareholders and shareholder representatives will cast their votes exclusively by means of (electronic) postal voting or by issuing a proxy to a representative nominated by the Company.

I. Agenda

On the day of the convocation of this extraordinary general meeting, the Company has published notifications in accordance with Section 10 para. 1, para. 3 sentence 1 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*, “**WpÜG**”) and in accordance with Article 17 para. 1 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 on Market Abuse (Market Abuse Regulation, “**MAR**”), that it has decided, with the consent of the Supervisory Board, to make an offer within the meaning of Section 39 para. 2, para. 3 of the German Stock Exchange Act (*Börsengesetz*, “**BörsG**”) to buy back all shares of the Company that are not already held directly by the Company as treasury shares (the “**Public Delisting Self-Tender Offer**”). Pursuant to Section 31 WpÜG and Sections 3 *et seq.* of the WpÜG Offer Ordinance (*Verordnung über den Inhalt der Angebotsunterlage, die Gegenleistung bei Übernahmeangeboten und Pflichtangeboten und die Befreiung von der Verpflichtung zur Veröffentlichung und zur Abgabe eines Angebots*, “**WpÜG-AngebV**”) in conjunction with Section 39 para. 3 sentence 2 BörsG, the offer consideration in cash shall be determined by and correspond to the volume-weighted average domestic stock exchange price of shares of the Company during the last six months prior to the publication of the notice pursuant to Sections 39 para. 2, para. 3 BörsG, 10 para. 1, para. 3 sentence 1 WpÜG (the “**Six-Months VWAP**”). Based on publicly available information, the Company has determined that the Six-Months VWAP – subject to the binding determination of a higher Six-Months VWAP by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, “**BaFin**”) – amounts to EUR 18.57 per share of the Company. The Company will publish any higher determination of the Six-Months VWAP by BaFin without undue delay. The acceptance period for the Public Delisting Self-Tender Offer will not begin prior to the day following the extraordinary general meeting of the Company on September 24, 2020.

In connection with the Public Delisting Self-Tender Offer, the Company intends to file an application for revocation of the admission to trading of the shares of the Company on the regulated market of the Frankfurt Stock Exchange and in the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*). Furthermore, the Company intends to file an application for revocation of the admission to trading of the shares of the Company on the Luxemburg Stock Exchange, so that subsequently no admission to trading on a German stock exchange on the regulated market or on an organized market abroad within the meaning of Section 39 para. 2 no. 2 BörsG would exist.

The acquisition of own shares by the Company under the Public Delisting Self-Tender Offer is intended to be based on a resolution to be adopted of this extraordinary general meeting in accordance with the provisions of the German Stock Corporation Act (*Aktiengesetz*, “**AktG**”)* on the decrease of the share capital.

On the day of the convocation of this extraordinary general meeting, the Management Board, with the consent of the Supervisory Board, resolved to buy back up to 11,996,721 shares of the Company over the stock exchange using the authorization granted by the annual general meeting on May 15, 2020 (Agenda Item 10) (the “**Share Buyback Program**”). The purchase price for one share of the Company in the Share Buyback Program corresponds at a maximum to the consideration per share under the Public Delisting Self-Tender Offer. The Share Buyback Program has been resolved to terminate at the end of September 15, 2020. In order for the Company to be in a position to continue to acquire treasury shares following the exercise of the existing authorization dated May 15, 2020, based on a resolution of the Management Board, with the consent of the Supervisory Board, a new authorization pursuant to Section 71 para. 1 no. 8 AktG will be proposed to the extraordinary general meeting.

** Pursuant to Articles 5, 9 para. 1(c)(ii), 53 and 61 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (“SE Regulation”), the provisions applicable to stock corporations domiciled in Germany, in particular the provisions of the German Commercial Code (Handelsgesetzbuch, HGB) and the AktG, apply to the Company, unless otherwise provided for in the specific provisions of the SE Regulation.*

1. Resolution on the decrease of the share capital by redeeming shares following their acquisition by the Company (Section 237 para. 3, para. 4 AktG); authorization of the Management Board to purchase treasury shares (Section 71 para. 1 no. 6 AktG); authorization of the Supervisory Board to amend Article 4 para. 1, para. 2 of the Articles of Association in accordance with the implementation of the capital decrease

The Management Board and Supervisory Board propose the following resolution to be adopted:

a) Capital decrease by way of redeeming shares to be acquired

- aa) The share capital registered in the commercial register at the time of the implementation of the capital decrease will be decreased by up to EUR 69,447,991.00 to up to EUR 67,512,650.00 by redemption of fully paid-up shares of the Company, which are yet to be acquired, in accordance with Section 237 para. 3 no. 2, para. 4 and para. 5 AktG.

The exact amount of the capital decrease amount corresponds to the pro rata amount of the share capital attributable to the shares the Company will acquire in connection with the Public Delisting Self-Tender Offer (see also Agenda Item 1 b)).

The share capital of the Company registered at the time of the convocation of this extraordinary general meeting in the amount of EUR 135,690,619.00, divided into 135,690,619 no-par value bearer

shares with a notional interest in the share capital of EUR 1.00, could be increased due to the issuance of up to 1,270,022 subscription shares under the so-called Stock Option Program II pursuant to Section 4 para. 5 of the Company's Articles of Association (the "**Subscription Shares**") to up to EUR 136,960,641.00 (the "**Maximum Share Capital**"). In case of a decrease in an amount of up to EUR 69,447,991.00 on the basis of this Maximum Share Capital of EUR 136,960,641.00, the share capital of the Company would be reduced to up to EUR 67,512,650.00. A capital decrease in the amount of EUR 69,447,991.00 will be implemented only if all 1,270,022 Subscription Shares will be issued and, together with all other 68,117,969 shares of the Company that are subject to the offer (see Agenda Item 1 b)), tendered into the Public Delisting Self-Tender Offer.

If up to 11,996,721 of the Company's treasury shares to be acquired under the Share Buyback Program announced on the day of the convocation of this extraordinary general meeting and to be implemented on the basis of the authorization of the annual general meeting of May 15, 2020 are redeemed with effect prior to the day of the general meeting (September 24, 2020), the decrease of the share capital will be effected on the basis of a share capital figure which has been decreased accordingly. On the basis of the registered share capital of the Company at the time of the convocation of this extraordinary general meeting in the amount of EUR 135,690,619.00, and in the event that the buyback volume of the Share Buyback Program is fully utilized and all 11,996,721 treasury shares to be acquired are redeemed, the share capital would decrease from EUR 123,693,898.00 by up to EUR 56,181,248.00 to up to EUR 67,512,650.00 by way of redemption of shares. On the basis of the Maximum Share Capital – i.e., under the assumption that 1,270,022 Subscription Shares have been issued prior to the redemption of all 11,996,721 shares subject to the Share Buyback Program – the share capital would decrease from EUR 124,963,920.00 by up to EUR 57,451,270.00 to up to EUR 67,512,650.00.

- bb) The resolution will only be implemented if and to the extent the shares to be redeemed will be acquired by the Company in connection with the Public Delisting Self-Tender Offer as set out in more detail under the provisions of the following Agenda Item 1 b) pursuant to Section 71 para. 1 no. 6 AktG. As the Share Buyback Program and the Public Delisting Self-Tender Offer each relate to all shares of the Company (see Agenda Item 1 b)), the number of shares of the Company subject to the Public Delisting Self-Tender Offer will be reduced by the number of

shares of the Company that were acquired in the course of the Share Buyback Program.

- cc) In addition to the partial repayment of the share capital to the shareholders, the capital decrease is effected for the purpose that the Company, by launching the Public Delisting Self-Tender Offer, satisfies the legal requirements for a revocation of the admission of the shares of the Company to trading on the regulated market of the Frankfurt Stock Exchange as well as on the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*).
- dd) The acquisition of the shares will be consummated in accordance with the provisions of the following Agenda Item 1 b). The shares so acquired are to be redeemed without undue delay following the acquisition and the fulfillment of all relevant requirements. The redemption will be charged to the net profits (*Bilanzgewinn*) or a freely distributable reserves (*frei verfügbare Rücklagen*) in accordance with of Section 237 para. 3 no. 2 AktG. The redemption shall first be effected at the expense of the freely distributable reserves and, once these are exhausted, then at the expense of the net profit. An amount equivalent to the amount of the share capital attributable to the redeemed shares will be booked into the capital reserves in accordance with Section 237 para. 5 AktG.
- ee) The application of this resolution on the decrease of the share capital is to be applied for registration with the commercial register concurrently with the consummation of the capital decrease.
- ff) Further details are determined by the Management Board with the consent of the Supervisory Board.

b) Acquisition of own shares pursuant to Section 71 para. 1 no. 6 AktG

- aa) Pursuant to Section 71 para. 1 no. 6 AktG, the Management Board is authorized, with the consent of the Supervisory Board, to acquire through purchases under the Public Delisting Self-Tender Offer a number of shares in the Company whose proportionate amount of the share capital is up to a total of EUR 69,447,991.00 for the purpose of redeeming these shares in accordance with the resolution on the decrease of the share capital per Agenda Item 1 a). The aforementioned proportion of the share capital is decreased by EUR 1.00 per share that has been acquired by the Company under the Share Buyback Program.
- bb) The acquisition will be executed in compliance with the principle of equal treatment of shareholders within the meaning of Section 53a AktG

outside the stock exchange by way of a public self-tender offer to all shareholders.

Global Founders GmbH, Grünwald (registered with the commercial register of the Local Court in Munich under HRB 173912), and Mr. Oliver Samwer – in his capacity as shareholder of the Company – have each, prior to the convocation of this extraordinary general meeting, entered into commitments with the Company and subject to a contractual penalty in respect of a number of 61,210,467 shares and 6,148,683 shares in the Company, respectively, to refrain from accepting the Company's Public Delisting Self-Tender Offer. Prior to the convocation of this extraordinary general meeting, Mr. Prof. Dr. Marcus Englert (Chairman of the Supervisory Board) and Mr. Norbert Lang (Member of the Supervisory Board) have likewise entered into corresponding arrangements in respect of 3,500 shares and 150,000 shares in the Company held by them, respectively; in accordance with these terms they will not accept the Public Delisting Self-Tender Offer for these shares. Based on the registered share capital of the Company at the time of the convocation of this extraordinary general meeting in an amount of EUR 135,690,619.00, up to 68,117,969 shares in the Company or – based on the Maximum Share Capital of EUR 136,960,641.00 – up to 69,447,491 shares in the Company could be acquired under the Public Delisting Self-Tender Offer.

Details of the Public Delisting Self-Tender Offer are to be set out in an offer document in accordance with the BörsG and WpÜG. In the case a corresponding resolution is adopted under Agenda Item 1 a), the offer document is expected to be published towards the end of September or beginning of October 2020 on the Company's website at www.rocket-internet.com/investors/share, as well as on BaFin's website at www.bafin.de/SharedDocs/Veroeffentlichungen/DE/Liste/WPUeG/li_angebotunterlagen_wpueg_14.html, and will be made available to shareholders of the Company free of charge.

- cc) Pursuant to Section 31 WpÜG and Sections 3 *et seq.* WpÜG-AngebV in conjunction with Section 39 para. 3 sentence 2 BörsG, the offer consideration in cash under the Public Delisting Self-Tender Offer (excluding ancillary acquisition expenses) has been set on the basis of, and shall correspond to, the volume-weighted Six-Months VWAPs statutory minimum price. Pursuant to the Company's calculation which has been based on publicly available information, the Six-Months VWAP amounts to EUR 18.57 per share of the Company. Accordingly, the Company has set the offer consideration under the Public Delisting Self-Tender Offer at EUR 18.57 per share of the Company, subject to BaFin

notifying the Company of a higher statutory minimum price based on its determination of the Six-Months VWAP. In such case, the offer consideration under the Public Delisting Self-Tender Offer will correspond to the Six-Months VWAP as determined by BaFin as applicable statutory minimum price (the price per share of the Company so determined, the “**Offer Consideration**”).

- dd) The offer document shall provide for an acceptance period for the Public Delisting Self-Tender Offer pursuant to Section 39 BörsG in conjunction with the WpÜG and the WpÜG-AngebV of no less than four and up to ten weeks (the “**Acceptance Period**”).
- ee) Further details of the Public Delisting Self-Tender Offer (including any amendment) are to be determined by the Management Board with the consent of the Supervisory Board.

c) Authorization of the Supervisory Board

The Supervisory Board is authorized to amend the wording of Article 4 para. 1 and para. 2 (Share Capital) of the Articles of Association in accordance with the extent to which the capital decrease has been implemented.

The resolution regarding this Agenda Item 1 will cease to be effective, if this resolution and the decrease of the share capital have not been completed and registered with the commercial register by June 30, 2021. The Management Board and the chairman of the Supervisory Board are instructed to apply with the commercial register for the registration of the resolution on the decrease of the share capital concurrently with the implementation of the decrease of the share capital without undue delay following the satisfaction of the requirements for its registration (in particular after the redemption of the shares and, in the case of pending legal contestation actions, following the conclusion of a release proceeding pursuant to Section 246a AktG in which the Company has prevailed).

2. Resolution on the authorization to acquire treasury shares and to use such shares, including the authorization to redeem acquired treasury shares and to decrease the share capital (Section 71 para. 1 no. 8 AktG)

The Company requires an explicit authorization by the general meeting for the acquisition and use of treasury shares pursuant to Art. 5 SE Regulation in conjunction with Section 71 para. 1 no. 8 AktG, unless expressly permitted by statute.

By resolution of the annual general meeting on May 15, 2020, under Agenda Item 10, the Company has been authorized to acquire treasury shares of up to a total of 10% of the Company’s share capital at the time of the authorization taking effect

or, if this amount is lower, at the time of its exercise, until May 14, 2025. In accordance with the resolutions of the Management Board and the Supervisory Board, this authorization shall be utilized from the day of the convocation of this extraordinary general meeting in respect of a total of up to 11,996,721 shares of the Company at a total purchase price (excluding ancillary acquisition expenses) corresponding to the Offer Consideration as a maximum. The buyback will be executed through the Xetra trading system on the Frankfurt Stock Exchange and commence on the day of the convocation of this extraordinary general meeting and terminate at the end of September 15, 2020. It is currently intended to either redeem the shares of the Company so repurchased and decrease the Company's share capital accordingly or offer them to employees of the Company or of affiliated companies for purchase in the event that stock options granted by the Company are being exercised.

According to the proposal, the Company is, following the implementation of the Share Buyback Program which in accordance with the resolutions of the Management Board and Supervisory Board of the day of the convocation of this extraordinary general meeting is scheduled to terminate on September 15, 2020, to be put in a position to re-purchase its own shares to the greatest extent permissible and in an appropriate manner and to react flexibly to market developments at any time, even after revocation of the stock exchange listing of the Company's shares on the regulated market of a German stock exchange. It is therefore proposed to this extraordinary general meeting that the previous authorization granted by the annual general meeting on May 15, 2020 be revoked and to resolve on a new authorization to permit the Company the acquisition and use treasury shares for a period of one year.

The Management Board and the Supervisory Board therefore propose the following resolution:

a) Revocation of the existing authorization

The authorization to acquire and use treasury shares resolved by the annual general meeting on May 15, 2020, is revoked and replaced by the authorizations resolved upon under lit. b) through lit. f) hereinafter once these have become effective. Should the new authorizations resolved upon under lit. b) through lit. f) hereinafter be declared null and void by a final and binding court decision within the meaning of Section 241 No. 5 AktG, the revocation under this lit. a) shall become inapplicable with retroactive effect as of the day of this extraordinary general meeting, so that, in such case, the authorization to acquire and use treasury shares adopted by the annual general meeting on May 15, 2020, under Agenda Item 10, shall then continue to be in full force and effect.

b) Creation of a new authorization

The Management Board is authorized, with the consent of the Supervisory Board, to acquire until September 23, 2021, in compliance with the principle of equal treatment of shareholders (Article 9 para. 1(c)(ii) SE Regulation in conjunction with Section 53a AktG), treasury shares of up to a total of 10% of the share capital of the Company at the time of the resolution or, if this amount is lower, at the time of its exercise. Shares acquired on the basis of this authorization may at no time exceed 10% of the share capital of the Company in any case, together with other treasury shares of the Company, which the Company has acquired and continues to hold or which are attributable to the Company according to Article 5 SE Regulation in conjunction with Section 71a *et seq.* AktG – with the exception of treasury shares acquired by the Company on the basis of the authorization adopted pursuant to Agenda Item 1.b) in accordance with Section 71 para. 1 no. 6 AktG and which are yet to be used for the purpose of redemption in accordance with the provisions on the decrease of the share capital pursuant to Sections 237 *et seq.* AktG.

The authorizations may be exercised once or several times, in one or several amounts, for one or more purposes by the Company but also by group companies or by third parties on the account of the Company or of the group companies.

The authorization may not be exercised for the purpose of trading in the Company's treasury shares.

c) Manner and method of the acquisition of own shares

Treasury shares are to be acquired as follows:

- aa) If the Company's shares are admitted to trading on the regulated market of a German stock exchange at the time of the acquisition, the Company's treasury shares are acquired over the stock exchange. The purchase price per share (without ancillary acquisition expenses) paid by the Company may not exceed or fall below the price for a share of the Company in Xetra trading (or a corresponding successor system) ascertained on the stock exchange trading day (in Frankfurt am Main) by the opening auction by more than 10%.
- bb) If the Company's shares are not admitted to trading on the regulated market of a German stock exchange at the time of the acquisition, the acquisition may, at the discretion of the Management Board, occur (1) over the stock exchange (over-the-counter market, provided that the Company's shares are traded in this market segment) in compliance with the principle of equal treatment of shareholders (Article 9 para. 1 (c)(ii) SE Regulation in conjunction with Section 53a AktG) or (2) by means of a public purchase offer or (3) a public request to submit offers. The purchase price offered in such case or – if the shares are acquired by means of a public purchase offer or a public request to

submit offers – the limits of the purchase price range offered per share of the Company (excluding ancillary acquisition expenses) may not exceed or fall below a value of EUR 18.57 by more than 10%, *i.e.*, this results in a purchase price range of EUR 16.71 to EUR 20.43.

The Company's Management Board determines the further details of the offer and of the public request to submit offers to the shareholders, respectively.

The volume of the purchase offer or the sales request may be restricted. If and to the extent the shares offered by shareholders for acquisition exceed the total amount of the purchase offer or the sales request of the Company, they will be taken into account or accepted in the proportion borne by the total amount of the purchase offer or the sales request, respectively, to the total of the shares in the Company offered by the shareholders. However, it may be provided that minor amounts of up to one hundred (100) shares offered per shareholder may be acquired in preference. The purchase offer or the sales request can provide for additional conditions.

d) Authorization of the Management Board to sell and otherwise use acquired shares

The Management Board is authorized to use the shares of the Company acquired by it on the basis of the above authorization or on the basis of prior authorizations apart from a sale over the stock exchange (if the shares are no longer admitted to trading on the regulated market of a German stock exchange at the time of their sale, including over the counter market, provided that the Company's shares are traded in this market segment) or by means of an offer to all shareholders for all legally permissible purposes and also in the following manner:

- aa) They may be redeemed and the share capital of the Company may be decreased by the amount of share capital attributable to the redeemed shares without the redemption or its implementation requiring a further resolution of the general meeting. The Management Board may also redeem the shares in the simplified redemption procedure without reducing the share capital so that the proportion of the remaining shares in the share capital is increased by the redemption. If the redemption of the shares is executed in the simplified redemption procedure without decrease of the share capital, the Management Board is, in accordance with Section 237 para. 3 no. 3 second half sentence AktG, authorized to adjust the number of shares in the Articles of Association of the Company.
- bb) They may be offered for sale and transferred to persons employed or previously employed by the Company or one of its affiliates and to

members of executive bodies of affiliates of the Company. With regard to targets, acquisition and exercise periods, the waiting period for the first exercise and further conditions, the conditions described under Agenda Items 1 and 2 of the extraordinary general meeting of the Company of September 8, 2014 apply for the Share Option Program 2014/II, as amended by the general meeting on June 2, 2017.

- cc) They may be offered with the consent of the Supervisory Board to third parties in return for contributions in kind, in particular in the course of merger resolutions or acquisitions of companies, company parts, or interests and be transferred thereto. The above-described shares may also be used to end or settle corporate law appraisal proceedings at affiliates of the Company.
- dd) If the Company's shares are admitted to trading on the regulated market of a German stock exchange at the time of use, they may, with the consent of the Supervisory Board, be sold for cash to third parties, if the price at which the shares of the Company are sold does not significantly fall below the stock exchange price of a share of the Company at the time of sale (corresponding application of Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG).
- ee) They may be used to satisfy acquisition obligations or acquisition rights with regards to shares of the Company out of and in connection with conversion and option bonds or profit rights with conversion or option rights issued by the Company or one of its group companies.

The sum of the shares used on the basis of the authorizations under lit. d) dd) and ee) of this Agenda Item 2, if and to the extent they are issued in analogous application of Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG (with the exclusion of subscription rights for cash not significantly below the stock exchange price) may not exceed 10% of the share capital either at the time of the authorization taking effect or, if this amount is lower, at the time of its exercise. Shares issued or sold in direct or analogous application of Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG during the period of this authorization until that time are to be credited against this restriction. Shares issued or to be issued to serve conversion or option bonds or profit rights with conversion or option rights are also to be credited to the extent these bonds were issued during the period of this authorization according to Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG.

e) Authorization of the Supervisory Board to use the acquired treasury shares

The Supervisory Board is authorized to use the shares of the Company acquired on the basis of the authorization under lit. c) of this Agenda Item 2 and on the basis of prior authorizations to serve share options of the Management Board of the Company, which were issued under the share option programs described under Agenda Items 1 and 2 of the extraordinary general meeting of the Company of September 8, 2014 – for the Share Option Program 2014/II, as amended by the general meeting on June 2, 2017. With regard to targets, acquisition and exercise periods and the waiting period for the first exercise and other conditions, the conditions of the share options programs described under Agenda Items 1 and 2 of the extraordinary general meeting of the Company on September 8, 2014 – for the Share Option Program 2014/II, as amended by the general meeting on June 2, 2017, apply.

f) Other provisions

The authorizations to use treasury shares set out above under lit. d) and e) of this Agenda Item 2 may be exercised once or several times, in whole or in part, in pursuit of one or several purposes by the Company but also by group companies or by third parties for the account of the Company or the group companies. The use of the above authorizations contained in d) bb) and ee) of this Agenda Item 2 may not exceed a proportionate amount of 10% of the Company's share capital, either at the time of the resolution or – if this value is lower – at the time the authorization is exercised. Those shares that are issued from authorized capital and/or conditional capital to employees and/or members of the management bodies of the Company and/or of companies affiliated with the Company during the term of these authorizations shall be counted towards the aforementioned maximum limit of 10%.

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II. Voluntary Report by the Management Board to the extraordinary general meeting on Agenda Item 1

The Management Board submits the following voluntary report on the reasons for the proposed resolution on Agenda Item I.1. The report is available online as part of this convocation on the Company's website at www.rocket-internet.com/investors/annual-general-meeting (also during the virtual general meeting).

Under Agenda Item I.1 of the extraordinary general meeting to be held on September 24, 2020, the Management Board and Supervisory Board propose, among other things, to resolve upon:

- Capital decrease by redemption of shares to be acquired; and
- Acquisition of own shares in accordance with Section 71 para. 1 no. 6 AktG.

1. Background

Public Delisting Self-Tender Offer as Prerequisite for Intended Delisting

The Company intends to apply for the revocation of the admission to trading of the Company's shares (the "**Rocket Internet Shares**") on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), as well as in the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*). Furthermore, the Company intends to apply for the revocation of the admission to trading of all Rocket Internet Shares on the Luxembourg Stock Exchange, for which no self-tender offer is required.

Pursuant to Section 39 para. 2 sentence 2 no. 1 BörsG, such a revocation of the admission to trading of the Rocket Internet Shares on the regulated market of a German stock exchange is only permissible if, at the time of application, an offer document for the acquisition of all Rocket Internet Shares in accordance with the provisions of the WpÜG was published with reference to the application. The Company's Public Delisting Self-Tender Offer, the launch of which the Company decided upon on the day of the convocation of this extraordinary general meeting subject to a corresponding resolution of the general meeting regarding Agenda Item 1 proposed by the management, satisfies these requirements.

The Company's Management Board intends to apply for the revocation of the admission of the Rocket Internet Shares to the regulated market with the administrative board of the Frankfurt Stock Exchange (*Geschäftsführung der Frankfurter Wertpapierbörse*) pursuant to Section 46 para. 1 no. 1 of the Exchange Rules (*Börsenordnung*) for the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) during the Acceptance Period of the Public Delisting Self-Tender Offer. This application is envisaged to become effective at the time of expiration of the Acceptance Period of the Public Delisting Self-Tender Offer.

In connection with the proposed revocation of the admission to trading of the Rocket Internet Shares on the regulated market of a German stock exchange, the Company further files a request for revocation of the admission to trading of its shares on the Luxembourg Stock Exchange. The Company's Management Board expects this revocation to become effective in the near term and foreseeably prior to the commencement of the Acceptance Period of the Public Delisting Self-Tender Offer.

The Company's Public Delisting Self-Tender Offer thus creates the conditions for the retreat from the stock exchange as pursued by the Company.

Public Delisting Self-Tender Offer

The Public Delisting Self-Tender Offer is to be made to all shareholders of the Company and shall not be subject to any conditions.

The acquisition of the Rocket Internet shares under the Public Delisting Self-Tender Offer will be based on a resolution of this extraordinary general meeting on Agenda Item I.1 in pursuant to the provisions governing the decrease of the share capital. The registration of the resolution of the extraordinary general meeting with the commercial register of the Company is not a prerequisite for the purchase of own shares nor for the consummation of the Public Delisting Self-Tender Offer.

Global Founders GmbH, Grünwald (registered with the commercial register of the Local Court in Munich under HRB 173912), and Mr. Oliver Samwer – in his capacity as shareholder of the Company – have each, prior to the convocation of this extraordinary general meeting, entered into a qualified non-tender agreement with the Company subject to a contractual penalty in respect of a number of 61,210,467 shares and 6,148,683 Rocket Internet Shares, respectively, pursuant to which they have agreed not to accept the Company's Public Delisting Self-Tender Offer. With respect to the same number of Rocket Internet Shares held by them, each of these shareholders entered into a blocked account agreement (*Depotsperrvereinbarung*), under which a disposal of the Rocket Internet Shares prior to the consummation of the Public Delisting Self-Tender Offer is prohibited. Prior to the convocation of this extraordinary general meeting, Prof. Dr. Marcus Englert (Chairman of the Supervisory Board) and Mr. Norbert Lang (Member of the Supervisory Board) have likewise entered into corresponding arrangements in respect of 3,500 and 150,000 Rocket Internet Shares, held by them, respectively; in accordance with these terms those Rocket Internet Shares are neither subject to the Public Delisting Self-Tender Offer nor to the resolution under Agenda Item I.1.

Based on the Company's registered share capital of EUR 135,690,619.00 at the time of the convocation of this extraordinary general meeting, up to 68,117,969 Rocket Internet shares can therefore be acquired under the Public Delisting Self-Tender, or – based on the Maximum Share Capital (as defined below) of EUR 136,960,641.00 – up to 69,447,991 Rocket Internet Shares would be subject thereto.

As the Share Buyback Program announced on the day of the convocation of this extraordinary general meeting and the Public Delisting Self-Tender Offer each relate to all Rocket Internet Shares, the number of Rocket Internet Shares subject to the Public Delisting Self-Tender Offer is reduced by up to 11,996,721 Rocket Internet Shares which may be acquired prior to the commencement of the Acceptance Period of the Public Delisting Self-Tender Offer in the course of the Share Buyback Program.

Since all of the Company's shareholders who have not waived their right to accept the Public Delisting Self-Tender Offer with binding effect will be afforded the opportunity to tender their Rocket Internet Shares entirely into the Public Delisting Self-Tender Offer, the Company will not issue any tender rights that would be tradable.

2. Capital decrease by way of redemption and acquisition of own shares under a Public Delisting Self-Tender Offer

Purpose of the Capital Decrease

In addition to the partial repayment of the share capital to the shareholders, the capital decrease is effected for the purpose that the Company, by launching the Public Delisting Self-Tender Offer, satisfies the legal requirements for a revocation of the admission of the Rocket Internet Shares to trading on the regulated market of the Frankfurt Stock Exchange as well as on the sub-segment of the regulated market with further post-admission obligations (*Prime Standard*).

Irrespective of the payout to the shareholders, the acquisition of own shares by way of a Public Delisting Self-Tender Offer and the decrease of the Company's share capital thereby primarily enables the delisting as pursued by the Company.

In the assessment of the Management Board, sufficient access to capital is also ensured outside the stock exchange. An essential reason for a company to be listed on the stock exchange is to use the capital markets as a financing source. In the view of the Management Board, this purpose of the public capital market is no longer indispensable for the Company. Should further equity capital be required in the future or be conducive to promoting the Company's purpose, the Management Board considers access to private capital (in particular, due to investors and companies from the technology or financial sector, venture capitalists, private equity, pension funds, sovereign wealth funds and other private investors) as a sufficiently attractive financing option. This increased availability of (growth) capital outside the capital markets which permits investments on a substantial size and essentially irrespective of industry and size of a company, has become increasingly obvious as a development of the recent past and the last few years. Non-listed technology companies in Europe have repeatedly succeeded in securing financing in the triple-digit million or even billion range outside the stock market. This development could not have been anticipated at the time of the Company's IPO, so that, in the view of Rocket Internet, key parameters relating to its listing on the stock exchange have subsequently shifted.

Against this background, Rocket Internet is, in the view of the Management Board and the Supervisory Board, better positioned as a delisted company. Outside a capital markets environment, Rocket Internet will be able to pursue a long-term approach to longer-term strategic decision-making regardless of capital markets

sentiment. In addition, the delisting will reduce the complexity of Rocket Internet's business set-up and applicable legal requirements, thereby freeing up administrative and management capacity and reducing costs.

To this end, a delisting permits the pursuit of a long-term business strategy. This is all the more true as the start-up companies founded by Rocket Internet, in which Rocket Internet is significantly invested today, are now, and, unlike at the time of Rocket Internet's IPO, mostly in a very early stage of their respective developments.

A withdrawal from the stock exchange will further eliminate the reporting obligations associated with a stock exchange listing, as well as other requirements of capital markets laws, facilitating the saving of expenses associated with their fulfilment. The resources thereby freed up include management capacities. Furthermore, following a delisting, it will no longer be necessary to publish valuations of investments held by the Company which in certain instances are, from time to time, subject to considerable volatility. The reduced reporting and disclosure obligations therefore eliminate competitive disadvantages, including vis-à-vis other private investors.

Overall, a delisting enhances the Company's strategic and organizational flexibility and puts it in a position to react swiftly to changing market environments or other external circumstances. The significance of greater entrepreneurial flexibility has, in the view of the Management Board, become apparent in the wake of the spread of the SARS-CoV-2 pandemic. In such extraordinary circumstances, significant adjustments are required with respect to the holding of companies, to the Company's financing structure and to the strategic orientation of Rocket Internet at short notice, all of which proves considerably more burdensome in the event of an existing stock exchange listing. It has become apparent that the Company may be more seriously affected than other unlisted investors by fluctuations in the portfolio resulting from exigent circumstances due to its capital markets orientation and increased visibility.

Redemption from the net profits or a freely disposable reserve within the meaning of Section 237 para. 3 no. 2 AktG

The redemption is expected to be charged to the net profits (*Bilanzgewinn*) or a freely distributable reserves (*frei verfügbare Rücklagen*) within the meaning of Section 237 para. 3 no. 2 AktG. The redemption shall first be effected at the expense of the freely distributable reserves and, once these are exhausted, then at the expense of the net profit. An amount equivalent to the amount of the share capital attributable to the redeemed shares will be booked into the capital reserves in accordance with Section 237 para. 5 AktG.

Subject to the Company's operating results for the first six months of the financial year 2020, the Company has net profits – the annual general meeting 2020 has carried forward retained earnings in an amount of EUR 1,566,854,284.08 – as well as freely

distributable reserves in an amount of no less than EUR 172,357,665.00 that may be used for such purpose at its disposal. On the basis of unaudited figures drawn up pursuant to the general accounting provisions of the German Commercial Code (*Handelsgesetzbuch*) (“**HGB**”) with effective date as of June 30, 2020, the latter consisted of retained earnings in an amount of EUR 67,845,309.00 and a free capital reserve within the meaning of Section 272 para. 2 no. 4 HGB in an amount of EUR 104,512,356.00. The resulting disbursement volume available to the Company is sufficient to acquire the full number of up to 69,447,991 Rocket Internet Shares which are subject to the authorization under Agenda Item 1 on the basis of the Offer Consideration. This number of 69,447,991 Rocket Internet Shares includes shares which are issuable under the Conditional Capital 2014 / II prior to the end of the Acceptance Period of the Public Delisting Self-Tender Offer and does not account for such Rocket Internet Shares held by Global Founders GmbH, Mr. Oliver Samwer, Mr. Prof. Dr. Marcus Englert and Mr. Norbert Lang. These shareholders have, prior to the convocation of this extraordinary general meeting, undertaken *vis-à-vis* the Company to refrain from accepting the Public Delisting Self-Tender Offer, subject to the payment of a contractual penalty. The disbursement volume available to the Company consists exclusively of net profits or freely distributable reserves and no statutory reserves may be used for these purposes.

On the basis of the Company’s internal reporting, the Management Board has not identified any circumstances – which, in particular, takes account of the Company’s negative operating results for the six-months period ended June 30, 2020 pursuant to the requirements of the HGB – that would prevent the net profits or the freely distributable reserves from being available in a sufficient amount at the time of settlement of the offer or at the time of the implementation of the capital decrease or at the next effective date of the Company’s unconsolidated German GAAP (HGB) financial statements as a result of the Public Delisting Self-Tender Offer and the redemption of treasury shares.

In particular, purchases of Rocket Internet Shares under the Share Buyback Program, which, under the authorization by the annual general meeting on May 15, 2020, allows for the acquisition of up to 11,996,721 Rocket Internet Shares (corresponding to 8.84 % of the Company’s share capital at the time of the convocation of this extraordinary general meeting) will not affect the financing of the Public Delisting Self-Tender Offer. Each Rocket Internet Share purchased under the Share Buyback Program is no longer subject to the Public Delisting Self-Tender Offer, with the result that the scope of the requisite financing under the Public Delisting Self-Tender Offer is reduced accordingly.

In the course of the implementation process of the Public Delisting Self-Tender Offer and of the redemption of treasury shares to be acquired, the Management Board will continue to examine whether the net profits and freely distributable reserves will continue to be available in sufficient amounts.

Obligation to Redeem

The shares repurchased by the Company on the basis of a resolution pursuant to Agenda Item I.1 are to be redeemed and thus canceled. There is no discretion for the Management Board on whether or not to redeem the shares. The shares so repurchased are not available for use for any purpose other than redemption.

Reduction Amount

The share capital registered with the commercial register at the time of implementation of the capital decrease will be reduced by up to EUR 69,447,991.00 to up to EUR 67,512,650.00 by way of redemption of fully paid-up Rocket Internet Shares, which are yet to be acquired, in accordance with Section 237 para. 3 no. 2, para. 4 and para. 5 AktG.

The exact capital decrease amount corresponds to the pro rata amount of share capital attributable to the shares acquired by the Company in connection with the Public Delisting Self-Tender Offer (see also Agenda Item I.1.b)).

The share capital of the Company registered at the time of the convocation of this extraordinary general meeting in the amount of EUR 135,690,619.00, divided into 135,690,619 no-par value bearer shares with a notional interest in the share capital of EUR 1.00, could be increased due to the issuance of up to 1,270,022 subscription shares under the so-called Stock Option Program II pursuant to Section 4 para. 5 of the Company's Articles of Association (the "**Subscription Shares**") to up to EUR 136,960,641.00 (the "**Maximum Share Capital**"). In case of a decrease on the basis of this Maximum Share Capital of EUR 136,960,641.00 in an amount of up to EUR 69,447,991.00, the share capital of the Company would be reduced to up to EUR 67,512,650.00. A capital decrease in the amount of EUR 69,447,991.00 will be implemented only if all 1,270,022 Subscription Shares will be issued and, together with all other 68,177,969 Rocket Internet Shares subject to the offer (see Agenda Item 1 b)), tendered into the Public Delisting Self-Tender Offer. The number of 1,270,022 Subscription Shares corresponds to the obligation of the Company under the so-called Stock Option Program II (Conditional Capital 2014 / II) and takes into account all stock options whose execution until the expiration of the Acceptance Period of the Public Delisting Self-Tender Offer is conceivable. As regards the so-called Stock Option Program I (Conditional Capital 2014 / I), Rocket Internet's chief executive officer has irrevocably undertaken *vis-à-vis* Rocket Internet not to execute any of his subscription rights over Rocket Internet Shares prior to consummation of the Public Delisting Self-Tender Offer.

If and to the extent up to 11,996,721 treasury Rocket Internet Shares to be acquired under the Share Buyback Program announced on the day of the convocation of this extraordinary general meeting and to be implemented on the basis of the authorization of the annual general meeting of May 15, 2020, are effectively

redeemed with effect prior to the day of this extraordinary general meeting (September 24, 2020), the decrease of the share capital will be effected on the basis of a share capital figure which will be reduced accordingly. On the basis of the registered share capital of the Company at the time of the convocation of this extraordinary general meeting in the amount of EUR 135,690,619.00, and in the event the buyback volume of the Share Buyback Program is fully utilized and all 11,996,721 treasury Rocket Internet Shares to be acquired are redeemed, the share capital would decrease from EUR 123,693,898.00 by up to EUR 56,181,248.00 to up to EUR 67,512,650.00 by way of redemption of shares. On the basis of the Maximum Share Capital – i.e., under the assumption that 1,270,022 Subscription Shares have been issued prior to the redemption of all 11,996,721 Rocket Internet Shares that are subject to the Share Buyback Program – the share capital would decrease from EUR 124,693,920 by up to EUR 57,451,270.00 to up to EUR 67,512,650.00.

As the Share Buyback Program and the Public Delisting Self-Tender Offer each relate to all up to 69,447,991 Rocket Internet Shares, the number of Rocket Internet Shares subject to the Public Delisting Self-Tender Offer will be reduced by the number of Rocket Internet Shares that were acquired in the course of the Share Buyback Program. The total volume of the Public Delisting Self-Tender Offer takes into account Rocket Internet Shares which the Company may be obligated to issue under the so-called Stock Option Program II (Conditional Capital 2014 I / II) prior to the expiration of the Acceptance Period of the Public Delisting Self-Tender Offer.

It is proposed that the Management Board be authorized to acquire, pursuant to Section 71 para. 1 no. 6 AktG and by consummating the Public Delisting Self-Tender Offer following the expiration of its Acceptance Period (as may be extended in accordance with applicable legal requirements), with the approval of the Supervisory Board, Rocket Internet Shares with a proportionate amount of the share capital of up to EUR 69,447,991.00 attributable to them for purposes of redeeming these shares no later than by June 30, 2021 as per the resolution on the decrease of the Company's share capital. The Supervisory Board is authorized to amend the wording of Article 4 paras. 1, 2 of the Articles of Association (Share Capital) in accordance with the extent to which the capital decrease has been implemented.

The amount equivalent to the pro rata amount of the share capital attributable to the redeemed shares will be booked into the Company's capital reserve in accordance with Section 237 para. 5 AktG.

Offer Consideration per Share

Pursuant to Section 31 WpÜG and Sections 3 *et seq.* WpÜG-AngebV in conjunction with Section 39 para. 3 sentence 2 BörsG, the offer consideration in cash under the Public Delisting Self-Tender Offer (excluding ancillary acquisition expenses) has

been set on the basis of, and shall correspond to, the volume-weighted average domestic stock exchange price of Rocket Internet Shares during the last six months prior to the announcement pursuant to Sections 39 para. 2, para. 3 BörsG, 10 para. 1, para. 3 sentence 1 WpÜG (the “**Six-Months VWAP**”) as statutory minimum price.

Pursuant to the Company’s calculation which has been based on publicly available information, the Six-Months VWAP amounts to EUR 18.57 per Rocket Internet Share. Accordingly, the Company has set the offer consideration under the Public Delisting Self-Tender Offer to EUR 18.57 per Rocket Internet Share, subject to BaFin notifying the Company of a higher statutory minimum price based on its determination of the Six-Months VWAP. In such case, the offer consideration under the Public Delisting Self-Tender Offer will correspond to the Six-Months VWAP as determined by BaFin as applicable statutory minimum price (the price per Rocket Internet Share so determined, the “**Offer Consideration**”).

The Company will publish any higher determination of the Six-Months VWAP by BaFin without undue delay.

Acceptance Period, Latest Acceptance Date

The offer document for the Public Delisting Self-Tender Offer will have to stipulate an Acceptance Period. The Acceptance Period must be no less than four weeks and may not exceed ten weeks.

Offer Document

Details of the Public Delisting Self-Tender Offer are to be determined by the Management Board, with the consent of the Supervisory Board, and set out in an offer document. In the event of a the resolution proposed under Agenda Item 1 will be adopted, the offer document is expected to be published in late September or early October 2020 on the Company’s website at www.rocket-internet.com/investors/share_ as well as on BaFin’s website at www.bafin.de/SharedDocs/Veroeffentlichungen/DE/Liste/WPUeG/li_angebotsunterlagen_wpueg_14.html, and will be made available to shareholders of the Company free of charge.

As part of the offer document to be published for the Public Delisting Self-Tender Offer, an financial services firm independent from the Company will confirm in writing that the Company has taken all requisite measures to procure that the funds required for the satisfaction of the Public Delisting Self-Tender Offer in full will be available at the time when the payment claims for the cash consideration by the Company’s shareholders’ who have tendered their Rocket Internet Shares into the Public Delisting Self-Tender Offer fall due.

* * *

III. Report of the Management Board on Agenda Item I.2 (Resolution on the authorization to acquire treasury shares and to use such shares, including the authorization to redeem acquired treasury shares and to decrease the share capital)

With reference to the subsequently report to be issued pursuant to Article 5 SE Regulation in conjunction with Section 71 para. 1 no. 8, para. 3 sentence 1 AktG in respect of the acquisition of own shares are to be acquired on the basis of the authorization of the annual general meeting held on May 15, 2020, the Management Board issues the following report pursuant to Article 5 SE Regulation in conjunction with Section 71 para. 1 no. 8 sentence 5 AktG and Section 186 para. 4 sentence 2 AktG on Agenda Item 2 of this extraordinary general meeting in respect of the reasons for the authorization of the Management Board to exclude subscription rights of existing shareholders in case of a disposal of acquired treasury shares.

1. Reference to the report on the acquisition of own shares on the basis of the authorization of the Annual General Meeting held on May 15, 2020

By way of resolution adopted by the general meeting held on May 15, 2020 under Agenda Item 10, the Company was authorized to acquire treasury shares until May 14, 2025 in an amount of up to 10% of the Company's share capital at the time of the authorization taking effect or, if this amount is lower, at the time of its exercise. Pursuant to the resolutions adopted by the Management Board and the Supervisory Board on the day of convocation of this extraordinary general meeting, this authorization shall be used in a total volume of up to 11,996,721 Rocket Internet Shares at a purchase price (excluding ancillary purchase expenses) per Rocket Internet Share in a maximum amount up to the Offer Consideration – subject to an increase due to the binding determination of the statutory minimum price by BaFin – by means of a Share Buyback Program. This share buyback is executed via Xetra-trading on the Frankfurt Stock Exchange and is scheduled to commence as of September 1, 2020 and to terminate at the end of September 15, 2020. It is currently intended to either redeem the repurchased Rocket Internet Shares and decrease the Company's share capital accordingly or to offer them to employees of the Company or of affiliated companies for purchase in the event that stock options granted by the Company are being exercised.

Since the acquisition of own shares based on the aforementioned Share Buyback Program will not be finalized at the time of the convocation of this extraordinary general meeting, the Management Board will issue the report pursuant to Article 5 SE Regulation in conjunction with Section 71 para. 1 no. 8, para. 3 sentence 1 AktG regarding the acquisition of own shares based on the authorization of the annual general meeting held on May 15, 2020, orally as part of the extraordinary general meeting on September 24, 2020. In addition, the written report is intended to be

made available to the shareholders without undue delay after completion of the Share Buyback Program at www.rocket-internet.com/investors/annual-general-meeting.

2. Report on Agenda Item I.2

Under Agenda Item 2, the Management Board and the Supervisory Board propose to authorize the Company to acquire Rocket Internet treasury shares by September 23, 2021 in a volume of up to 10% of the Company's share capital at the at the time the resolution is adopted by the extraordinary general meeting, or if this amount is lower, at the time of its exercise.

The Company intends to publish an offer document for a Public Delisting Self-Tender Offer to all shareholders of the Company pursuant to Section 14 para. 2 and para. 3 WpÜG in conjunction with Section 39 para. 2 sentence 3 no. 1 BörsG on the basis of Agenda Item 1 shortly the date of the extraordinary general meeting to be held on September 24, 2020. Pursuant to Section 31 WpÜG and Sections 3 *et seq.* WpÜG-AngebV in conjunction with Section 39 para. 3 sentence 2 BörsG, the Offer Consideration in cash under the Public Delisting Self-Tender Offer (excluding ancillary acquisition expenses) has been set on the basis of, and shall correspond to, the Six-Months VWAP as statutory minimum price. Pursuant to the Company's valuation which has been based on publicly available information, the Six-Months VWAP amounts to EUR 18.57 per Rocket Internet Share. Accordingly, the Company has set the Offer Consideration under the Public Delisting Self-Tender Offer at EUR 18.57 per Rocket Internet Share, subject to BaFin notifying the Company of a higher statutory minimum price based on its determination of the Six-Months VWAP. In such case, the offer consideration under the Public Delisting Self-Tender Offer will correspond to the Six-Months VWAP as determined by BaFin as applicable statutory minimum price. The Company will publish any higher determination of the Six-Months VWAP by BaFin without undue delay.

In order to put the Company in a position, to acquire treasury shares within the legally permissible scope in the future following the revocation of the listing, it is being proposed to the extraordinary general meeting by means of the authorization set out under Agenda Item 2 to renew and adjust the authorization to acquire and use treasury shares. The authorization includes the use of treasury shares which were acquired on the basis of the existing authorization adopted by the annual general meeting held on May 15, 2020. The treasury shares may be acquired by the Company acting for itself as well as by affiliated or majority-owned companies (group companies) or by third parties acting for the account of the Company or of a group company.

- aa) The acquisition of own shares may be executed over the stock exchange or, if the shares are no longer listed on the regulated market of a German stock exchange, by means of a public purchase offer or a public request to submit

offers. As part of the acquisition of own shares, the principle of equal treatment of shareholders pursuant to Article 9 para. 1 lit. c) (ii) SE Regulation in conjunction with Section 53a AktG is to be complied with. The proposed acquisition over the stock exchange, by means of a public purchase offer or a public request to submit offers complies with this principle. If the Rocket Internet Shares are not listed on the regulated market of a German stock exchange at the time of the acquisition, an acquisition may be executed over the over-the-counter-market market, provided that the Rocket Internet Shares are traded in this market segment. If, in the event of a public purchase offer or a public request to submit offers, the number of shares offered exceeds the purchase volume set by the Company, the acquisition will be executed on a pro rata basis relative to the number of shares tendered by each shareholder. However, irrespective of the shares offered by the shareholder a purchase of a minor number of up to one hundred (100) shares per shareholder can be preferred. Shares with a price set by the shareholder at which the shareholder is prepared to sell the shares to the Company and which is higher than the purchase price set by the Company will not be considered for acquisition.

If, at the time of acquisition, the Rocket Internet Shares are admitted to trading on the regulated market of a German stock exchange, the acquisition of the own shares is carried out over the stock exchange. In this case, the purchase price per share paid by the Company (excluding ancillary acquisition costs) may not exceed or fall below the price for a share of the Company in Xetra trading (or a corresponding successor system) ascertained on the stock exchange trading day (in Frankfurt am Main) by the opening auction by more than 10%.

If, at the time of acquisition, the shares are not admitted to trading on the regulated market of a German stock exchange, the purchase price offered in such a case or – if the shares are acquired by means of a public purchase offer or a public request to submit offers – the limits of the purchase price range offered per Rocket Internet Share (excluding ancillary acquisition expenses) may not exceed or fall below a value of EUR 18.57 by more than 10%, *i.e.*, resulting in a purchase price range between EUR 16.71 and EUR 20.43.

The shares acquired on the basis of this authorization, together with other treasury Rocket Internet Shares which the Company has already acquired and continues to hold – – with the exception of treasury shares acquired by the Company on the basis of the authorization adopted pursuant to Agenda Item I.1.b) in accordance with Section 71 para. 1 no. 6 AktG and which are yet to be used for the purpose of redemption pursuant to Sections 237 *et seq.* AktG or which are attributable to the Company according to Article 5 SE

Regulation in conjunction with Section 71a *et seq.* AktG, shall at no time exceed 10% of the relevant share capital of the Company.

bb) The authorization proposed under Agenda Item 2 further provides that acquired treasury shares may not only be sold through the stock exchange (if the shares are no longer admitted to trading on the regulated market of a German stock exchange at the time of their sale, including the over-the-counter market, provided that the Rocket Internet Shares are traded in this market segment) or offered by way of an offer to all shareholders, but also be used for all legally permissible purposes including in the following manner:

- The proposed authorization provides that acquired treasury shares may be redeemed without any further resolution by a general meeting. The redemption of treasury shares generally leads to a decrease in the Company's share capital. However, the Management Board is authorized to redeem the Company's treasury shares in the simplified redemption procedure without decreasing the share capital pursuant to Article 5 SE Regulation in conjunction with Section 237 para. 3 no. 3 AktG. As a result, the proportion of the other shares in the share capital would increase proportionately in accordance with Article 5 SE Regulation in conjunction with Section 8 para. 3 AktG (notional amount).
- On September 8, 2014, the extraordinary general meeting resolved on authorizations to issue share options to Mr. Oliver Samwer, further members of the Management Board, and to selected leading employees of the Company and affiliates of the Company. The underlying share option programs – the Share Option Program 2014/II as amended by the General Meeting on 2 June 2017 – (the “**Share Option Program 2014**”) serve the targeted incentivization of the participants in the program and are at the same time targeted to bind the participants to Rocket Internet. The Share Option Program 2014 provides that during the term of the programs up to 10,546,825 share options to up to 10,546,825 no-par value bearer shares of the Company will be granted to participants in the program (if share options of members of the Management Board of the Company are serviced, the Supervisory Board decides). It is provided that the Company, apart from shares out of conditional capital (in particular Conditional Capital 2014 / I and Conditional Capital 2014 / II), is also intended to be able to use its treasury shares to service share options issued. The transfer of the Company's treasury shares instead of availing of any conditional capital available can be a financially useful alternative because it avoids to a great extent the expense and other dilutive effects from a capital increase and the admission of new shares. Therefore, the exclusion of subscription rights is in principle in the interests of the Company and its

shareholders. This authorization is limited to 10% of the share capital at the time of passing of the resolution or – if less – at the time of exercising this authorization. The shares issued out of authorized capital and/or conditional capital during the term of this authorization to employees and/or members of management bodies of the Company and/or its affiliates are to be credited against the said 10% limit.

- Furthermore, it is intended to enable the Management Board, with consent of the Supervisory Board, to offer and transfer treasury shares as consideration within the context of mergers or as consideration for the acquisition of companies, operations, parts of companies or equity interests. The authorization proposed for this reason is intended to strengthen the Company in the competition for interesting acquisition targets and to enable it to react rapidly, in a flexible manner, and without impairing liquidity to acquisition opportunities arising. The proposed exclusion of existing shareholders' subscription rights takes this into account and the commercial rationale of this type of use of treasury shares does not necessarily cease to apply following the delisting of Rocket Internet Shares from trading on the regulated market of a German stock exchange. The Management Board decides, on an individual basis, guided solely by the Company's and shareholders' interests, on whether to use treasury shares or shares from authorized capital. When valuing the treasury shares and the consideration for them, the Management Board will procure that shareholders' interests are safeguarded adequately. If a stock exchange price is available for the Rocket Internet Shares, the Management Board shall take such price into account; however, no schematic linking to a stock exchange price is intended, in particular in order to enable the Management Board to assess the informative value of such a stock exchange price after a revocation of the Company's shares admission to trading on the regulated market of a German stock exchange (e.g., in the case of inclusion of the shares in over-the-counter trading) and to ensure that results of negotiations cannot be called into question by fluctuations of a stock exchange price.
- It is intended that the Management Board be enabled with the consent of the Supervisory Board to sell acquired shares of the Company for cash to third parties with the exclusion of the subscription rights of the shareholders if the sale price for each share does not significantly fall below the stock exchange price of shares of the Company at the time of the sale. The prerequisite for this authorization to use treasury shares is that the Rocket Internet Shares are listed on the regulated market of a German stock exchange. This authorization uses the option of a simplified exclusion of subscription rights pursuant to Article 5 SE Regulation in conjunction with Section 71 para. 1 no. 8 sentence 5 AktG in analogous

application of Section 186 para. 3 sentence 4 AktG. This enables the Management Board to swiftly and flexibly take advantage of favorable stock market situations and achieve, through setting a price in line with market conditions, the highest possible resale price and thereby usually achieve strengthening of equity capital or access to a new group of investors.

The authorization is subject to the condition that the shares issued under exclusion of the subscription right may not exceed a total of up to 10% of the Company's share capital at the time of the authorization taking effect or, if this amount is lower, at the time of its exercise.

Any shares issued during the term of the share resale authorization in direct or analogous application of Section 186 para. 3 sentence 4 AktG are to be credited against this limit. Shares issued or to be issued to service conversion or option bonds or profit rights with conversion or option rights also fall hereunder if these bonds are issued or sold during the term of this authorisation up to this time with the exclusion of subscription rights analogously Section 186 para. 3 sentence 4 AktG.

The asset and voting right interests of the shareholders are reasonably protected by this manner of sale of treasury shares. Besides, the shareholders generally have the option of maintaining their participation level at comparable conditions by purchasing shares over the stock exchange.

- In addition, the Company shall be able to use treasury shares to service acquisition obligations or acquisition rights to Rocket Internet Shares out of or in connection with convertible bonds, warranty bonds, or participation rights with conversion or option bonds or profit rights issued by the Company or one of its group companies. For this purpose, the subscription rights of shareholders must be excluded. This applies even in the case of a sale of the Company's treasury shares by public offer to all shareholders for the possibility of granting creditors of such instruments subscription rights to shares to the extent to which they would be entitled if the relevant conversion or option rights had already been exercised (protection against dilution).

The authorization is subject to the condition that the shares issued under exclusion of the subscription right may not exceed a total of up to 10% of the Company's share capital at the time of the authorization taking effect or, if this amount is lower, at the time of its exercise.

Any shares issued or disposed of during the term of the share resale authorization in direct or analogous application of Section 186 para. 3

sentence 4 AktG are to be credited against this limit. Shares issued or to be issued or to be disposed of to service conversion or option bonds or profit rights with conversion or option rights also fall hereunder if these bonds are issued or sold during the term of this authorisation up to this time with the exclusion of subscription rights analogously Section 186 para. 3 sentence 4 AktG.

The Management Board will report on any use of this authorization as part of the next general meeting pursuant to Article 5 SE Regulation in conjunction with Section 71 para. 3 sentence 1 AktG.

* * *

IV. Further information on the convocation of the extraordinary general meeting

1. Total number of shares and voting rights at the time of convocation of the extraordinary general meeting

At the time of convocation of the extraordinary general meeting, the Company has issued 135,690,619 no-par value bearer shares. Each no-par value bearer share grants one vote, in general. Therefore, the total number of votes at the time this convocation is published amounts to 135,690,619.

2. Implementation of the extraordinary general meeting as a Virtual General Meeting without the physical presence of the shareholders and their proxies; broadcast of the extraordinary general meeting

The extraordinary general meeting on September 24, 2020 will be conducted, with the approval of the Supervisory Board, as a virtual general meeting without the physical presence of the shareholders and their proxies on the basis of Section 1 COVID-19 Mitigation Act. The shareholders and their proxies, with the exception of the Company's representatives acting as proxies, cannot take part physically in the extraordinary general meeting.

The shareholders have the opportunity to exercise their voting rights in writing or by electronic communication, either themselves or through proxies, and to exercise their opportunity to ask questions and right to object by means of electronic communications (the "**Exercising of Shareholder Rights in Relation to the Virtual General Meeting**"). They can follow the entire extraordinary general meeting via audio and video transmission on the Company's website at

www.rocket-internet.com/investors/annual-general-meeting.

Shareholders who have been duly registered will be sent a voting ticket with more information on how to exercise their shareholder rights in connection with the Virtual General Meeting, instead of the usual admission ticket that would be

distributed for a general meeting with the physical presence of the shareholders. The voting card contains, among other things, the individual access data with which the shareholders can access the Company's online portal (referred to hereinafter as the "EGM Portal"), accessible at

www.rocket-internet.com/investors/annual-general-meeting.

The intended broadcast of the extraordinary general meeting in video and audio form does not allow for participation at the extraordinary general meeting within the meaning of Section 118 para. 1 sentence 2 AktG.

3. Conditions for the Exercising of Shareholder Rights in Relation to the Virtual General Meeting

Only those shareholders who registered within the prescribed time period prior to the extraordinary general meeting and who provided proof of shareholding are entitled to exercise their shareholder rights in relation to the virtual general meeting, specifically their voting rights. The proof of shareholding is to be provided by special evidence of shareholding in the Company issued in writing (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*, "BGB")) in German or English by the custodian institution. The special evidence of shareholding in the Company must be valid as of the beginning of September 12, 2020, 00:00 hours CEST (hereinafter, the "Record Date").

The notification and special evidence of shareholding must be received by the Company at the latest at the end of September 20, 2020, 24:00 hours CEST by one of the contacts below:

Rocket Internet SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
or via email at: inhaberaktien@linkmarketservices.de

Upon receipt of the registration and the special proof of shareholding by the Company, the shareholders will be sent voting tickets for exercising their shareholder rights in relation to the extraordinary general meeting, including the individual access details for the EGM Portal for participation in the Virtual General Meeting.

EGM Portal

The Company will maintain a web-based online portal (EGM Portal) under the URL

www.rocket-internet.com/investors/annual-general-meeting

from September 12, 2020. Shareholders (or their proxies, where applicable) who have been duly registered can exercise their voting rights, grant proxies, submit questions and file objections via the EGM Portal. To be able to use the EGM Portal, you must first log on using the access credentials which you will receive together with your voting ticket. The various options for exercising your rights will then appear in the form of buttons and menus on the user interface of the EGM Portal.

Shareholders will receive further details regarding the EGM Portal and the terms and conditions of registration and use with their voting ticket or can view these on the Company's website at

www.rocket-internet.com/investors/annual-general-meeting.

Please also note the technical information at the end of this invitation notice.

4. Significance of the Record Date

In relation to the Company, to exercise shareholder rights in relation to the virtual general meeting, especially voting rights, only those who have registered in time and provided the special evidence of shareholding are deemed to be shareholders. The Company is entitled to request further proof if it has doubts about the accuracy or authenticity of the evidence. If this proof is not provided or not provided in the appropriate form, the Company may reject the shareholder.

The entitlement to exercise shareholder rights in relation to the Virtual General Meeting and the number of voting rights are established exclusively in accordance with the shareholding of the shareholder on the Record Date. The Record Date is not accompanied by a lock-up on the sale of shares. Even in the case of a complete or partial sale of shares after the Record Date, only the shareholding of the shareholder on the Record Date is significant for the entitlement to exercise shareholder rights in relation to the Virtual General Meeting and the number of voting rights, *i.e.*, sales of shares after the Record Date have no effect on the shareholder's entitlement and the number of voting rights. The same applies for the acquisition of shares after the Record Date. Persons who, on the Record Date, hold no shares and only become shareholders thereafter are only entitled to rights in relation to the extraordinary general meeting (especially to vote) for these acquired and held shares if they obtained an authorization or entitlement to exercise such rights from the previous shareholder. The Record Date has no significance for the entitlement to dividends on the shares.

5. Exercising voting rights by (electronic) postal vote

Duly registered shareholders can cast their votes in writing or by means of electronic communications ("**Postal Vote**"). Voting by Postal Vote takes place via the EGM Portal at

www.rocket-internet.com/investors/annual-general-meeting

or using the postal voting form provided for this purpose, which is sent together with the voting ticket and is also available as described in more detail below. It is also necessary to register in time, as described in the section “Conditions for exercising shareholder rights regarding the Virtual General Meeting.” If no explicit or unequivocal vote is cast in the Postal Vote on an agenda item of the extraordinary general meeting, this will be assessed as an abstention for this Agenda Item.

Exercising voting rights before the extraordinary general meeting

If you wish to exercise your voting rights by Postal Vote before the extraordinary general meeting, please use the postal voting form sent with the voting ticket. The postal voting form can also be requested at the following contract address:

Rocket Internet SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Email: inhaberaktien@linkmarketservices.de

In addition, the postal voting form can also be downloaded from the Company’s website at

www.rocket-internet.com/investors/annual-general-meeting.

If you use the postal voting form, it should be sent exclusively to the postal address or email address specified above and must arrive there by September 23, 2020, 24:00 hours CEST at the latest.

Postal Votes which cannot be unequivocally matched with a registration made in the due manner will not be considered.

Exercising voting rights before and during the extraordinary general meeting

You may also exercise voting rights by means of (electronic) Postal Vote via the EGM Portal at

www.rocket-internet.com/investors/annual-general-meeting

before and during the extraordinary general meeting. It is possible to cast an electronic Postal Vote via the EGM Portal from September 12, 2020 until the start of voting on the date of the extraordinary general meeting. The “Postal Vote” button in the EGM Portal can be used for this. You can also amend or revoke any votes cast

by Postal Voting on the EGM Portal during the extraordinary general meeting up to the start of voting.

If voting rights are exercised for one and the same shareholding using both the postal voting form as well as via the EGM Portal by electronic Postal Vote (both by the deadline), the vote cast at the later time will be deemed binding regardless of the time of receipt.

More information on the (electronic) Postal Vote is contained in the voting ticket which is sent to duly registered shareholders. Information on this and a more detailed description of electronic Postal Votes via the EGM Portal can also be accessed on the Company's website at

www.rocket-internet.com/investors/annual-general-meeting.

6. Exercising voting rights by granting proxy to the Company's representatives

To exercise voting rights, duly registered shareholders may authorize the representatives nominated by the Company, who are bound by instructions. The proxy to the representative nominated by the Company and the instructions issued must be in writing (Section 126b BGB).

Exercise of voting rights before the extraordinary general meeting

The proxy and instruction form sent with the voting ticket is available prior to the extraordinary general meeting. The proxy and instruction form can also be requested at the following contact address:

Rocket Internet SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Email: inhaberaktien@linkmarketservices.de

In addition, the proxy and instruction form can also be downloaded from the Company's website at

www.rocket-internet.com/investors/annual-general-meeting.

If you use the proxy and instruction form, it should be sent exclusively to the postal address or e-mail address specified above and must arrive there by September 23, 2020, 24:00 hours CEST (date of receipt) at the latest.

Exercise of voting rights before and during the extraordinary general meeting

The EGM Portal is also available before and during the extraordinary general meeting for exercising voting rights by granting proxy to the Company's representatives at

www.rocket-internet.com/investors/annual-general-meeting.

Authorizing representatives via the EGM Portal is possible starting September 12, 2020 until the start of voting on the date of the extraordinary general meeting. The "Proxy to representative" button in the EGM Portal can be used for this. You can also amend or revoke any proxy previously granted during the extraordinary general meeting up until the start of voting via the EGM Portal.

If representatives nominated by the Company are authorized, they must be given instructions to exercise voting rights in this case. The representatives nominated by the Company exercise voting rights exclusively on the basis of the instructions issued by the shareholder and have the right to issue sub-proxies. If no express instructions or if contradictory or unclear instructions are issued, the representative nominated by the Company will abstain on the relevant Agenda Item. The representatives nominated by the Company do not accept, either in advance of the extraordinary general meeting or during the extraordinary general meeting, instructions to speak, to lodge objections against general meeting resolutions, to ask questions or to make applications.

Further information on issuing proxies and instructions to the representatives nominated by the Company is contained in the voting ticket which is sent to duly registered shareholders. This information and a more detailed description of how to grant proxies and issue instructions to the representatives nominated by the Company via the EGM Portal can also be accessed on the Company's website at

www.rocket-internet.com/investors/annual-general-meeting.

7. Authorizing third parties to exercise voting rights and other rights

Shareholders may also be represented in exercising their shareholder rights, in particular voting rights, by proxies, *e.g.*, a credit institution, a shareholders' association or other persons of their choice. It is also necessary to register for the extraordinary general meeting and provide evidence of the shareholding in time in accordance with the above provisions. If the shareholder authorizes more than one person, the Company can reject one or more of these.

The granting of the proxy, its revocation and the evidence of authorization to the Company must be in writing (section 126b BGB). If an intermediary, shareholders' association, proxy advisor or another person within the meaning of Section 135 para. 8 AktG is authorized, other rules may apply; inquiries regarding these rules should be directed at these persons.

The proxy authorization may be issued to the proxy or to the Company. Proof of proxy may be provided by the proxy sending such proof (e.g. the copy of the proxy authorization) no later than September 23, 2020, 24:00 hours CEST (time of receipt by the Company) by post or email to the following contact address:

Rocket Internet SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Email: inhaberaktien@linkmarketservices.de

These means of transmission are also available if the proxy is to be granted by declaration to the Company; in this case, separate proof of the granting of the proxy is not required. A revocation of a proxy already granted may also be declared directly to the Company using the above means of transmission.

If the granting of a proxy or proof of proxy or its revocation is made by a declaration sent to the Company, it must be received by the Company at one of the above contacts no later than September 23, 2020, 24:00 hours CEST for organizational reasons. Transmission to the Company via email is also possible on the day of the extraordinary general meeting up until the start of voting.

Proof of proxy authorization that is granted during the extraordinary general meeting can be provided by sending some form of proof (e.g., a copy of the proxy authorization) via email to the address named above up until the start of voting.

Shareholders who wish to authorize a proxy are requested to use the form provided by the Company to grant the proxy authorization. It will be sent to duly registered shareholders together with the voting ticket and can also be requested at the following address:

Rocket Internet SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Email: inhaberaktien@linkmarketservices.de

In addition, a proxy form can also be downloaded from the Company's website at

www.rocket-internet.com/investors/annual-general-meeting.

Proxies can also be granted electronically to third parties on the day of the extraordinary general meeting up until the start of voting through the EGM Portal.

The “Proxy to third party” button in the EGM Portal is intended for this purpose. Further information for shareholders can be found on the Company’s website at

www.rocket-internet.com/investors/annual-general-meeting.

For the proxy to be connected electronically via the EGM Portal, the proxy must receive the access credentials sent with the voting ticket from the person issuing the proxy. Proof of power of attorney need not be submitted in such a case.

Intermediaries, shareholders’ associations, proxy advisors or other persons within the meaning of Section 135 para. 8 AktG who represent multiple shareholders are recommended to contact the above contact address in advance of the extraordinary general meeting with regard to the exercise of voting rights.

The voting ticket which is sent to duly registered shareholders contains further information on granting proxy to third parties. This information and a more detailed description of granting proxy to third parties via the EGM Portal can be accessed on the Company’s website at

www.rocket-internet.com/investors/annual-general-meeting.

8. Shareholders’ opportunity to ask questions and right to information pursuant to Section 131 para. 1 AktG

The shareholders’ right to information is considerably limited in the case of a virtual general meeting pursuant to Section 1 para. 2 of the COVID-19 Mitigation Act. Therefore, duly registered shareholders only have the possibility to ask questions by means of electronic communications (see Section 1 para. 2 sentence 1 no. 3 of the COVID-19 Mitigation Act). The Management Board may decide that questions must be submitted, at the latest, two days prior to the date of the extraordinary general meeting. The Management Board of the Company, with the approval of the Supervisory Board, has made use of this option. Any questions are to be submitted no later than by the end of September 22, 2020, 24:00 hours CEST via the EGM Portal at

www.rocket-internet.com/investors/annual-general-meeting.

The “Questions” button in the EGM Portal is intended for this.

Questions received after the above deadline cannot be submitted.

There is no opportunity to ask questions after the deadline and during the virtual general meeting. Questions will be answered “in” the meeting – insofar as FAQ have not already been answered on the website.

The Management Board decides on the responses to questions in its due, sole discretion pursuant to Section 1 para. 2 sentence 2 of the COVID-19 Mitigation Act – deviating from Section 131 AktG. According to the substantiation of the Act for Section 1 para. 2 sentence 2 of the COVID-19 Mitigation Act in the legislative materials, the boards are in no way obligated to answer all questions, may summarize questions and, in the interest of other shareholders, select the most sensible questions. In the process, they may give preference to shareholders associations and institutional investors with significant shareholdings.

9. Declaring and recording objections

Duly registered shareholders who have exercised their voting right can lodge an objection against resolutions by the extraordinary general meeting until the end of the extraordinary general meeting via the EGM Portal at

www.rocket-internet.com/investors/annual-general-meeting

in electronic form, to be recorded by the notary public. The “File an objection” button in the EGM Portal can be used for this.

10. Rights of the shareholders according to Article 56 sentence 2 and sentence 3 SE Regulation, Section 50 para. 2 SE Implementation Act and Section 122 para. 2 AktG in conjunction with Section 1 para. 3 sentence 4 of the COVID-19 Mitigation Act and Section 126 para. 1 AktG

Addition to the Agenda at the request of a minority according to Article 56 sentence 2 and sentence 3 SE Regulation, Section 50 para. 2 SE Implementation Act and Section 122 para. 2 AktG in conjunction with Section 1 para. 3 sentence 4 of the COVID-19 Mitigation Act

Shareholders who together hold shares of five (5) per cent of the share capital or the amount of EUR 500,000.00 (this is equivalent to 500,000 no-par value shares) can demand that matters be placed on the agenda of the extraordinary general meeting and be published accordingly. This quorum is required according to Article 56 sentence 2 and sentence 3 SE Regulation in conjunction with Section 50 para. 2 of the Act on the Implementation of the Council Regulation (EC) No 2157/2001 on the Statute for a European company (SE) (“SEAG”) requests for additions by shareholders of a European company (SE). Section 50 para. 2 SEAG corresponds in this respect to the contents of Section 122 para. 2 AktG.

Each new matter must be accompanied by grounds or a proposed resolution. The request is to be submitted in writing to the Management Board of the Company and must be received by the Company at least 14 days prior to the extraordinary general meeting, i.e. at the latest by the end of September 9, 2020, 24:00 hours CEST.

We request that such request be addressed as follows:

Rocket Internet SE
- Management Board -
Charlottenstraße 4
10969 Berlin
Germany

Additions to the Agenda that have to be disclosed will be published – unless this has already taken place with the convocation of the general meeting – without undue delay after receipt of the request in the Federal Gazette and forwarded to respective media for publication, which can be assumed to disseminate the information throughout the entire European Union. They will also be made accessible on the Company's website at

www.rocket-internet.com/investors/annual-general-meeting

and communicated to the shareholders in accordance with Section 125 para. 3 sentence 3 AktG.

Applications and proposals for election from shareholders according to Sections 126 para. 1, 127 AktG

Shareholders can make counterproposals to proposals of the Management Board and/or the Supervisory Board on the agenda items and proposals for the election of Supervisory Board members or auditors. Counterproposals and election proposals are to be addressed exclusively to one of the contacts below:

Rocket Internet SE
- Management Board -
Charlottenstraße 4
10969 Berlin
Germany
or via Email to: hauptversammlung@rocket-internet.de

Counterproposals and election proposals addressed otherwise will not be taken into account. During the virtual general meeting, no counterproposals or election proposals can be submitted.

Counterproposals or election proposals received on time, *i.e.* by the end of September 9, 2020, 24:00 hours CEST by one of the above contacts that are to be made accessible will be made accessible to the shareholders without undue delay including the name of shareholder and a potential reasoned statement, on the website of the Company at

www.rocket-internet.com/investors/annual-general-meeting.

Any opinions of the management will also be published there.

The Company can refrain under the conditions stated in Section 126 para. 2 AktG from publishing a counterproposal or an election proposal and any reasoned statements for it. For example, the potential substantiation of a counterproposal or of an election proposal need not be made accessible if it exceeds 5,000 characters in total. Furthermore, according to Section 127 sentence 3 AktG, the Management Board does not need to make an election proposal accessible, for example, if the proposal does not contain the information required by Sections 124 para. 3 sentence 4, 125 para. 1 sentence 5 AktG.

Admissible counterproposals and election proposals received by the Company prior to the extraordinary general meeting using one of the above contact options by no later than the end of September 9, 2020, 24:00 hours CEST, will be deemed submitted in the Virtual General Meeting if the shareholder submitting the counterproposal or the election proposal has duly registered for the Virtual General Meeting.

11. Technical information regarding the Virtual General Meeting

An internet connection and internet-enabled device are required to be able to connect to the virtual general meeting, use the EGM Portal at

www.rocket-internet.com/investors/annual-general-meeting

and exercise shareholder rights. In order to be able to reproduce the video and audio transmission of the virtual general meeting optimally, a stable internet connection with a sufficient transmission speed is recommended.

To access the Company's EGM Portal you will need your voting ticket, which will be sent to you once you have duly registered. You will find your individual access data on this voting ticket, which you can use to register on the registration page in the EGM Portal.

To avoid the risk of restrictions when exercising shareholder rights as a result of technical problems during the virtual general meeting, it is recommended, to the extent possible, to exercise shareholder rights (especially voting rights) before the start of the general meeting. It is possible to exercise voting rights in the EGM Portal from September 12, 2020.

Shareholders will receive further details regarding the EGM Portal and the terms and conditions of registration and use with their voting ticket or can view these on the Company's website at

www.rocket-internet.com/investors/annual-general-meeting.

12. Information regarding the availability of video and audio transmission

The Company's shareholders can connect to the entire general meeting via video and audio transmission on the internet. The video and audio transmission of the virtual general meeting and the availability of the EGM Portal may be subject to fluctuations based on current technological standards due to restrictions in the availability of the telecommunications network and the restriction of third-party internet services, over which the Company has no influence. Therefore, the Company cannot accept any warranty or liability for the functionality and continuous availability of the internet services used, the network elements of third parties used, the video and audio transmission, or for access to the EGM Portal and its general availability. Nor does the Company accept any responsibility for errors and defects in the hardware and software used for the online service, including those of the service companies used, except in the event of willful misconduct. For this reason, the Company recommends that the options for exercising rights described above, in particular for exercising voting rights, be exercised at an early stage.

13. Information on the shareholder hotline

General questions by shareholders and intermediaries regarding the course of the virtual general meeting of the Company can be sent by e-mail to

rocketinternet_aohv2020@linkmarketservices.de.

Apart from this, you are free to contact the shareholder hotline from Monday to Friday (except on public holidays) between 9:00 hours and 17:00 hours CEST on telephone number +49 (89) 21027-220.

14. Information on the Company's website

This invitation to the extraordinary general meeting, the documents granting access to the general meeting, as well as further information are accessible as of this convening of the extraordinary general meeting on the Company's website at

www.rocket-internet.com/investors/annual-general-meeting.

Any shareholder counterproposals, election proposals and requests for additions to the agenda that are received by the Company and required to be published will also be made accessible on the above named website.

Berlin, September 2020

Rocket Internet SE

Management Board

Data privacy data subject information for shareholders and shareholder representatives

The Company is a data controller within the meaning of Article 4(7) General Data Protection Regulation (“**GDPR**”) and processes personal data (title, first and last name, address, e-mail address and number of shares, class of shares, type of share ownership of the shareholder on the relevant Record Date, the access data for the EGM Portal issued to the shareholder, the IP address from which the shareholder uses the EGM Portal, the votes cast by means of the (electronic) Postal Vote, the contents of the questions submitted by the shareholder and the contents of the reply as well as any objection raised) on the basis of the data protection provisions applicable in Germany (especially the EU General Data Protection Regulation (“**GDPR**”) and the Federal Data Protection Act (*Bundesdatenschutzgesetz – BDSG*)). Moreover, the Company also processes the personal data of any proxy appointed by a shareholder (in particular their name and place of residence and details of the voting right proxy given to them and their IP address). If a shareholder or proxy contacts the Company, the Company will also process the personal data that is necessary in order to respond to any queries (for example contact details provided by shareholders or their proxies, such as telephone numbers).

Depending on the individual case, additional personal data may also come into consideration. The Company processes information on applications, questions and election proposals, for example. In the case of counterproposals and election proposals that have to be made accessible, these proposals will additionally be published on the internet together with the shareholder’s name at

www.rocket-internet.com/investors/annual-general-meeting.

The controller within the meaning of Article 4(7) GDPR for this processing of personal data is

Rocket Internet SE

legally represented by the Management Board, Mr. Oliver Samwer (CEO) and Mr. Soheil Mirpour, Charlottenstraße 4, 10969 Berlin, Germany, which can be contacted via email at: hauptversammlung@rocket-internet.de

Processing of the shareholders’ personal data is essential under Section 118 *et seq.* AktG in order to prepare, conduct and follow up the extraordinary general meeting and in order to enable the shareholders and shareholder representatives to exercise the shareholder rights in relation to the Virtual General Meeting. Without provision of this personal data, exercising the shareholder rights in relation to the Virtual General Meeting, especially the voting right, is not possible. The legal basis for the processing is the AktG in conjunction with Article 6 para. 1 (c) sentence 1(c) GDPR.

As all the shares in the Company are bearer shares, however, the Company points out that shareholders may arrange to be represented by an intermediary, shareholders' associations, proxy advisors or by other persons or institutions equated with them under Section 135 para. 8 AktG whilst maintaining their anonymity or not providing their personal data. The Company may also process personal data to meet other statutory obligations such as regulatory requirements and retention requirements under stock corporation, securities, commercial and tax law. The legal basis for processing is the relevant statutory rules requiring the Company to do so in conjunction with Article 6 para. 1 sentence 1(c) GDPR.

The service provider of the Company used for the organization of the extraordinary general meeting by way of data processing, Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, only receives such personal data from the Company as is necessary to carry out the commissioned service and only processes the data in accordance with the instructions of the Company.

Besides, personal data will be provided to the shareholders and shareholder representatives in connection with the statutory provisions, namely through the list of attendees. The list of attendees may be inspected by shareholders and shareholder representatives up to two years following the extraordinary general meeting (Section 129 para. 4 sentence 2 AktG). The Company does not use the personal data collected in connection with the extraordinary general meeting to make decisions based on automatic processing (profiling). The legal basis for this processing is AktG in conjunction with Article 6 para. 1 sentence 1(c) GDPR.

The Company and the service providers instructed (see above) receive the shareholders' personal data as a rule through the registration office from the shareholders' credit institutions that were instructed by the shareholders to keep their shares in the Company in custody (depository bank). The Company will be informed of the access data issued to the shareholder and the IP address from which the shareholder uses the EGM Portal by the service provider instructed by it to carry out the Virtual General Meeting.

The storage period for the data collected in connection with the extraordinary general meeting is generally up to three years, unless statutory rules regarding evidence and retention periods require the Company to continue storing it or the Company has a legitimate interest in retention, for example in the case of judicial or non-judicial disputes arising from the extraordinary general meeting. At the end of the relevant period, the personal data will be deleted.

Under certain statutory conditions, shareholders have a right to information, rectification, restriction, objection and erasure in relation to their personal data or its processing under Articles 15 *et seq.* GDPR. If personal data of shareholders is inaccurate or incomplete, they are entitled to rectification and supplementation. The

shareholders may request that their personal data is erased at any time unless the Company is legally obliged or entitled to continue processing their data. Furthermore, the shareholders have a right to data portability under Article 20 GDPR.

Shareholders can assert these rights against the Company free of charge using the following contact details, where shareholders can also reach the Company if they have questions regarding data protection:

Rocket Internet SE
Frank Trautwein, Data Protection officer
Charlottenstraße 4
10969 Berlin
Germany
or via email: datenschutzbeauftragter@rocket-internet.de

In addition, shareholders have the right in accordance with Article 77 GDPR to lodge a complaint with the data protection supervisory authority.

The data protection supervisory authority responsible for the Company is:

Berlin Commissioner for Data Protection and Freedom of Information
(Beauftragte für Datenschutz und Informationsfreiheit)
Friedrichstr. 219
Visitors' entrance: Puttkamerstr. 16-18 (5th floor)
10969 Berlin

You can contact our data protection offer as follows:

Rocket Internet SE
Frank Trautwein, Data Protection Officer
Charlottenstraße 4
10969 Berlin
Germany
or via email: datenschutzbeauftragter@rocket-internet.de