Ordinary General Meeting of Rocket Internet SE on 25 June 2021

Report of the Management Board on Agenda Item 7 (resolution on the creation of an Authorized Capital 2021 with the option to exclude subscription rights and the corresponding amendment of the Articles of Association)

Under Agenda Item 7 of the General Meeting on June 25, 2021, the Management Board and Supervisory Board propose the creation of a new authorized capital 2021 ("**Authorized Capital 2021**") in lieu of the existing Authorized Capital 2017. In accordance with Section 203 para. 2 sentence 2 AktG in conjunction with Section 186 para. 4 sentence 2 AktG, for Agenda Item 7, the Management Board submits to the General Meeting this report on the reasons for the authorization to exclude the subscription rights of shareholders when issuing the new shares:

By resolution of the general meeting on June 2, 2017 and with the approval of the Supervisory Board, the Management Board was authorized to increase the share capital of the Company by up to EUR 67,577,803.00 in exchange for cash contributions ("**Authorized Capital 2017**") by issuing up to 67,577,803 new no-par value bearer shares at once or in stages by June 1, 2022.

The Management Board has not yet made use of this authorization. In order for the Company to remain flexible in the future and be able to strengthen its equity in exchange for cash contributions and/or contributions in kind if necessary, the Authorized Capital 2017 should be cancelled and a new Authorized Capital 2021 should be adopted. The authorized capital proposed to the General Meeting on June 25, 2021 under Agenda Item 7 should authorize the Management Board, subject to the approval of the Supervisory Board, to increase the share capital of the Company by up to EUR 53,945,476.00 in exchange for cash contributions and/or contributions in kind ("**Authorized Capital 2021**") by issuing up to 53,945,476 new no-par value bearer shares at once or in stages by June 24, 2026.

The Authorized Capital 2021 should also give the Company flexibility by making it possible to issue shares in exchange for cash contributions and excluding subscription rights pursuant to Section 186 para. 3 sentence 4 AktG if the proportionate amount of share capital attributable to the new shares issued without subscription rights does not exceed 10% of the share capital, neither when the authorization takes effect nor when it is exercised. It will also enable the Company to seize attractive investment opportunities as the subscription rights can be excluded when shares are issued in exchange for contributions in kind.

The new Authorized Capital 2021 will enable the Company to continue obtaining the capital necessary for the further development of the Company at short notice by issuing new shares and to cover its future financing requirements in a flexible and timely manner. As decisions on covering the Company's future capital requirements generally have to

be made at short notice, it is important that the Company is not dependent in this respect on the cycle of the annual general meetings or on the long notice period for convening an extraordinary general meeting. Legislators have taken these circumstances into account in the form of the instrument known as authorized capital.

When the new Authorized Capital 2021 is used to issue shares in exchange for cash contributions, the shareholders generally have subscription rights (Section 203 para. 1 sentence 1 AktG in conjunction with Section 186 para. 1 AktG), although an indirect subscription right in the sense of Section 186 para. 5 AktG is also sufficient. The issuance of shares where such indirect subscription rights are granted already cannot be considered an exclusion of subscription rights in the eyes of the law. The shareholders are ultimately granted the same subscription rights as in case of a direct subscription. For technical reasons, only one or more credit institutions will be involved in the process.

However, the Management Board should be authorized to exclude subscription rights in specific cases, subject to the approval of the Supervisory Board:

a) The Management Board should be able to exclude subscription rights for fractional amounts with the approval of the Supervisory Board. The purpose of this exclusion of subscription rights is to make it easier to issue shares where the shareholders generally have subscription rights because a technically feasible subscription ratio can then be achieved. The value of the fractional amounts attributable to an individual shareholder is generally low, which is why the potential diluting effect should also be considered low. In contrast, significantly more work is involved in a share issue without such an exclusion. Therefore, the exclusion is for the sake of practicality and in order to facilitate a share issue. The new shares to which, as fractional shares, the subscription rights of the shareholders are excluded shall be utilized in the best possible way for the Company either by being sold on the stock exchange or in any other way. For these reasons, the Management Board and Supervisory Board consider the potential exclusion of subscription rights objectively justified and, having weighed up the interests of the shareholders, also appropriate.

b) Furthermore, with the approval of the Supervisory Board, the Management Board should be able to exclude subscription rights where necessary in order to grant subscription rights to new shares to the holders/creditors of convertible bonds or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments; hereinafter referred to collectively as "**Bonds**"). In their issue conditions, Bonds with conversion or option rights or obligations often provide for dilution protection which grants the holders/creditors subscription rights to new shares for subsequent share issues and if certain other actions are taken. This puts them in a position as if they were already shareholders. In order to equip the Bonds with such dilution protection,

the subscription rights of the shareholders to these shares must be excluded. This makes it easier to issue the Bonds and therefore serves the interests of the shareholders in the Company having an optimal financial structure. Additionally, the exclusion of subscription rights is advantageous for the holders/creditors of Bonds in that, if the authorization is exercised, the option or conversion price for the holders/creditors of existing Bonds does not need to be lowered in line with the conditions of the Bonds.

c) Furthermore, the subscription rights can be excluded as part of capital increases in exchange for cash contributions if the shares are issued at an amount that is not significantly lower than the price of the Company's shares on the stock exchange and such a capital increase does not exceed 10% of the share capital (simplified exclusion of subscription rights pursuant to Section 186 para. 3 sentence 4 AktG). The authorization will enable the Company to react with flexibility to favorable situations that arise on the capital markets and issue the new shares even at very short notice (i.e., without requiring a subscription rights offer that takes at least two weeks). The exclusion of subscription rights will enable the Company to act extremely quickly and issue shares at prices close to the stock exchange rates, i.e. without the usual discount for subscription right issues. This will pave the way to achieving the highest possible income from disposals and strengthening the Company's equity to the greatest possible extent. The authorization to exclude subscription rights more easily is also justified objectively by the fact that such an approach can often generate a larger cash inflow.

Any such capital increase may not exceed 10% of the share capital, neither when the authorization takes effect nor when it is exercised. The proposed resolution also provides for a deduction clause. Shares that are issued to service Bonds with conversion or option rights or obligations pursuant to Section 221 para. 4 sentence 2 AktG in conjunction with Section 186 para. 3 sentence 4 AktG during the term of this authorization and to the exclusion of subscription rights or that will be issued on the basis of the valid conversion price at the time of the resolution of the Management Board on the utilization of the new Authorized Capital 2021 must be counted towards the limit of 10% of the share capital that this exclusion of subscription rights concerns, provided that the Bonds are issued in application of Section 186 para. 3 sentence 4 AktG during the term of this authorization and excluding subscription rights. Furthermore, the disposal of treasury shares must be counted if it takes place during the term of this authorization and on the basis of an authorization pursuant to Section 71 para. 1 no. 8 sentence 5 second half sentence AktG in conjunction with Section 186 para. 3 sentence 4 AktG, to the exclusion of subscription rights.

A mandatory requirement of the simplified exclusion of subscription rights is that the issue price of the new shares is not significantly lower than the stock exchange

price. Any markdown from the current stock exchange price or from the volume-weighted stock exchange price during a reasonable period of time prior to the final definition of the par value of the new shares is not likely to be above approx. 5% of the stock exchange price, subject to the special circumstances of the individual case in question. As such, the interest of the shareholders in avoiding the dilution of the value of their shareholdings to the greatest possible extent is taken into account. Setting the par value of the new shares close to the price of the Company's shares on the stock exchange ensures that the value a subscription right to the new shares would have is very low in practical terms. Additionally, the shareholders have the option to maintain their relative shareholding by making an acquisition on the stock exchange.

d) The subscription right can also be excluded as part as capital increases in exchange for contributions in kind. The Company should continue to be able to acquire companies, parts of companies, interests in companies or other assets or respond to offers relating to acquisitions or mergers in order to strengthen its competitiveness and maximize its profitability and value. Furthermore, the exclusion of subscription rights should service conversion or option rights or obligations from Bonds issued in exchange for contributions in kind.

Practical experience has shown that some shareholders of attractive properties have a strong interest in acquiring shares of the Company as consideration (e.g. in order to maintain a certain amount of influence over the object of the contribution in kind). In terms of an optimized financial structure, the option of providing consideration not only in cash, but also or exclusively in shares, is supported by the fact that the liquidity of the Company is preserved, and new debt is avoided in so far as new shares can be used as consideration in acquisitions, while the sellers can participate in future share price appreciation potential. This ultimately improves the competitive position of the Company during acquisitions.

The option of using Company shares as consideration in acquisitions will give the Company the necessary leeway to seize such opportunities with speed and flexibility and enable it to acquire even large companies, portfolios and properties in exchange for shares. It must be possible to exclude the subscription rights of shareholders in both cases. As such acquisitions often have to take place at short notice, it is important that they not be resolved upon by the general meeting which takes place once per year. An authorized capital which the Management Board can access quickly and with the approval of the Supervisory Board is needed.

The same applies analogously to servicing conversion or option rights or obligations from Bonds that, likewise, are issued for the purpose of acquiring companies, parts of companies, interests in companies or other assets to the exclusion of the subscription rights of shareholders. In this regard, the new shares

are issued in exchange for contributions in kind, either in the form of the Bond or in the form of the contribution in kind made towards the Bond. This increases the flexibility of the Company when it comes to servicing the conversion or option rights or obligations. Offering Bonds in lieu or alongside shares or cash payments can represent an attractive alternative that improves the competitive opportunities of the Company as part of acquisitions due to its additional flexibility. The shareholders are protected by the subscription rights they have when Bonds are issued with conversion or option rights or obligations.

If opportunities arise to merge with other companies or acquire companies, parts of companies, interests in companies or other assets, the Management Board shall in all cases examine whether or not to make use of its authorization to carry out a capital increase by issuing new shares. In particular, this entails examining the value ratio between the Company and the acquired interest or other assets and defining the issue price of the new shares and the other conditions of the share issue. The Management Board shall only use the new Authorized Capital 2021 if it is certain that the merger or acquisition of the Company, part of the Company or interest in question in exchange for the issuance of new shares is in the best interests of the Company and of its shareholders. The Supervisory Board shall only grant its approval if it shares this conviction.

If, during a fiscal year, the Management Board exercises one of the above authorizations to exclude subscription rights as part of a capital increase from the new Authorized Capital 2021, it shall report on this matter to the next general meeting.

Berlin, May 2021

Rocket Internet SE

The Mangament Board