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in the event of any dispute or ambiguity

ROCKET INTERNET

Rocket Internet SE Berlin

Securities Identification Number (WKN): A12UKK
ISIN: DE000A12UKK6

Invitation to the Extraordinary General Meeting

We hereby invite our shareholders on

Monday, January 31, 2022,

at 10:00 hours (CET)

at www.rocket-internet.com/investors/extraordinary-general-meeting

to the virtual

Extraordinary General Meeting

of Rocket Internet SE (the “**Company**”) without the physical presence of the shareholders and their proxies (the “**Virtual General Meeting**”). The place of the meeting will be the location of the chairman at the Company’s premises at Rocket Tower, Charlottenstraße 4, 10969 Berlin.

Conduct by way of a Virtual General Meeting

The Company's Management Board has resolved, with the consent of the Supervisory Board, to hold the extraordinary general meeting of the Company on Monday, January 31, 2022 as a Virtual General Meeting without the physical presence of the Company's shareholders or their proxies. The resolution is in accordance 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*, the "**COVID-19 Mitigation Act**"), which entered into force on March 27, 2020 and was last amended by Article 15 of the Law of September 10, 2021.

The physical attendance of shareholders or their proxies at the Virtual General Meeting is excluded.

The members of the Management Board, the Company's proxy and the notary taking the minutes of the Virtual General Meeting will be present at the location of the Chairman of the Meeting. The Company's Management Board has resolved, with the consent of the Supervisory Board, that pursuant to Section 1 para. 1 and para. 6 in conjunction with para. 8 of the COVID-19 Mitigation Act in conjunction with Section 118 para. 3 sentence 2 AktG, additional members of the Supervisory Board may participate by way of video and audio transmission.

I. Agenda

1. **Resolution on the reduction of the registered share capital by way of redeeming shares after acquisition by the Company (Section 237 para. 3, para. 4 AktG); authorization of the Management Board to acquire own shares (Section 71 para. 1 no. 6 AktG); authorization of the Supervisory Board to amend the wording of Section 4 para. 1, para. 2 of the Articles of Association in accordance with the implementation of the capital decrease.¹**

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 with the commercial register at the time of the implementation of the capital decrease will be decreased by up to EUR 27,664,079.00 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 decrease corresponds to the pro rata amount of the share capital attributable to those shares which are acquired by the Company in connection with the repurchase offer described under item 1 b) of this agenda item.
- 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 item 1 b) pursuant to Section 71 para. 1 no. 6 AktG. The shares to be redeemed will be acquired and redeemed by the Company within a period to be determined by the Management Board ending no later than March 31, 2023 (the “**Implementation Period**”). The capital decrease is implemented for the purpose of partially repaying the share capital to the shareholders.
- cc) The acquisition of the shares will be consummated in accordance with the provisions of the following 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, insofar as these are

¹ Pursuant to Art. 5, Art. 9 (1) lit. c) ii), Art. 53 and Art. 61 of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (“**SE Regulation**”), the provisions applicable to stock corporations with their registered office in Germany, in particular the provisions of the German Commercial Code (*Handelsgesetzbuch*) and the German Stock Corporation Act (*Aktiengesetz*), shall apply to the Company, unless otherwise stipulated in specific provisions of the SE Regulation or the SE Implementation Act.

available for this purpose. In this context, the redemption is first charged to the freely available reserves and, only to the extent that these are exhausted, then charged to the net profit. The 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.

- dd) 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 a number of shares in the Company whose proportionate amount of the share capital is up to a total of EUR 27,664,079.00 through purchases under the public delisting self-tender offer for the purpose of redeeming these shares in accordance with the resolution on the decrease of the share capital per item 1 a).

The acquisition will be made outside the stock exchange by way of a public buyback offer (partial offer) to all shareholders (the “**Buyback Offer**”). Details of the Buyback Offer shall be set out in an offer letter.

- bb) The tender ratio for this Buyback Offer is 4:1, *i.e.* the ownership of 4 shares of the Company entitles a shareholder of the Company – without prejudice to any acquisition of additional Tender Rights – to accept the Buyback Offer for one share of the Company (the “**Tender Ratio**”).

The shareholders of the Company are entitled to corresponding tender rights, whereby one share of the Company, except for own shares held by the Company, conveys one tender right and 4 tender rights are required to accept the Buyback Offer for one share of the Company (the “**Tender Rights**”). The Tender Rights are transferable.

The shareholders’ declarations of acceptance shall be taken into account by registering the tender rights attributable to the shareholding and any additional tender rights acquired from other shareholders with the Company.

- cc) The purchase price offered by the Company is EUR 35.00 per share of the Company (the “**Purchase Price**”).
- dd) The further terms and conditions of the Buyback Offer shall be determined by the Management Board with the consent of the Supervisory Board. In particular, to the extent technically possible, an organized trading of tender rights shall be implemented and arranged in more detail.

c) Authorization of the Supervisory Board

The Supervisory Board is authorized to amend Section 4 para. 1 (Registered Share Capital) of the Articles of Association in accordance with the extent to which the capital reduction is implemented.

The resolution pursuant to this agenda item 1 shall become invalid to the extent the acquisition of the shares to be redeemed and the redemption have not been implemented by the end of the Implementation Period (item 1. a) bb)) at the latest. The Management Board and the chairman of the Supervisory Board are instructed to file the registration of the resolution on the reduction of the share capital together with the implementation of the reduction of the share capital with the commercial register without undue delay after the prerequisites for its registration have been met (in particular after the shares have been cancelled and, in the event of pending actions for rescission, the conclusion of release proceedings pursuant to Section 246a AktG in which the Company prevails).

* * *

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 1. The report is available online as part of this convocation on the Company's website at www.rocket-internet.com/investors/extraordinary-general-meeting (also during the virtual general meeting).

Under agenda item 1 of the extraordinary general meeting to be held on January 31, 2022, 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

Simplified possibility of divestment and repayment of share capital

Following the execution of a public delisting self-tender offer in 2020, the admission of the Company's shares to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) was revoked, effective as of the end of October 30, 2020 (the "**Delisting**"). The purpose pursued by the Company with the revocation of the stock exchange listing was, among other things, to pursue a long-term corporate strategy independent of sentiments on the capital market.

The Company has cash and cash equivalents of approximately EUR 279 million.

By acquiring own shares to reduce the share capital through the redemption of these shares yet to be acquired with parallel transferability of Tender Rights, the Company aims to continue to ensure the long-term focus of its investor base in support of its long-term strategy and objectives, to avoid the impact of negative interest rates on its existing cash balance, and to adjust the Company's share capital and financing structure. In addition, acceptance of the repurchase offer will enable the Company's shareholders to disinvest outside the stock exchange at a reasonable price.

2. Existing agreements with shareholders

Against the background described in Section 1 of this report, the Company has entered into a so-called tender agreement (the "**Tender Agreement**") with its major shareholders, Global Founders GmbH ("**Global Founders**") and various companies controlled by Mr. Paul E. Singer ("**Elliott**"), on the date of the convening of this extraordinary general meeting. Under the Tender Agreement, Global Founders has irrevocably agreed to transfer to Elliott, free of charge, a major portion of its tender rights arising under the Buyback Offer. In return, Elliott has undertaken *vis-à-vis* the Company and Global Founders to accept the Buyback Offer for all shares held by Elliott in the Company during the tender period of the Buyback Offer after receipt of the tender rights and to transfer the shares held to the Company.

In another agreement entered into on the day of the convening of this extraordinary general meeting, Global Founders has undertaken *vis-à-vis* the Company not to exercise its tender rights to the extent they are not transferred to Elliott and, accordingly, not to accept the Buyback Offer.

3. Capital decrease by way of redemption and acquisition of own shares under a Buyback Offer

Purpose of the capital decrease

The capital decrease is implemented for the purpose of a partial repayment of the share capital to the shareholders. The Management Board and the Supervisory Board prefer the acquisition of own shares and the decrease of the share capital to the distribution of a dividend from cash on hand, as this allows, in addition to the payout to the shareholders, the aforementioned other purposes in the interest of the Company, in particular the alignment of the investor base with the long-term strategy, to be achieved. These purposes could not be achieved through the distribution of a dividend, as the share capital and thus the shareholder and financing structure of the Company would remain unchanged.

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 freely distributable reserves (*frei verfügbare Rücklagen*) within the meaning of Section 237 para. 3 no. 2 AktG, insofar as these are available for this purpose. The redemption shall

first be charged to the freely available reserves and, only to the extent that these are exhausted, then to 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.

In the course of the implementation process of the Buyback Offer and the cancellation of the own shares to be acquired, the Management Board will examine whether the retained earnings and/or freely available reserves continue to be available to a sufficient extent.

Obligation to redeem

The shares repurchased by the Company on the basis of the resolution pursuant to agenda item 1 must be redeemed. The decision on the cancellation is not at the discretion of the Management Board. The repurchased shares are not available for use for purposes other than their cancellation.

Buyback Offer

The Buyback Offer shall be addressed to all shareholders of the Company.

The acquisition will be made outside the stock exchange by way of a Public Self-Tender Offer (partial offer) to all shareholders (for the tender ratio and the tender rights, see “Tender Ratio and Tender Rights” below).

The acquisition of own shares under the Buyback Offer will be based on a resolution of this extraordinary general meeting on agenda item 1 in accordance with the provisions governing the decrease of the share capital. The registration of the resolution of this 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 Buyback Offer.

Therefore, up to 27,664,079 shares of the Company may be acquired under the Buyback Offer.

Reduction amount

The share capital registered with the commercial register at the time of implementation of the capital decrease will be reduced by a total amount of up to EUR 27,664,079.00, irrespective of other changes in the share capital, through the retirement of fully paid-up shares of the Company still to be acquired in accordance with Section 237 para. 3 no. 2, para. 4 and para. 5 AktG.

The amount of the decrease corresponds to the pro rata amount of the share capital attributable to the shares acquired by the Company in connection with the Buyback Offer (see also item 1.b) of agenda item 1).

The Management Board shall therefore be authorized pursuant to Section 71 para. 1 no. 6 AktG and by consummating the Buyback Offer, with the approval of the Supervisory Board, to acquire and redeem shares of the Company with a pro rata amount of the share capital attributable to them totaling up to EUR 27,664,079.00 within an Implementation Period to be determined by the Management Board and no later no later than by March 31, 2022 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 (Registered 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 transferred to the Company's capital reserve in accordance with Section 237 para. 5 AktG.

Purchase price per share

The purchase price offered by the Company amounts to EUR 35.00 per share of the Company (the determined price per share of the Company, the "**Purchase Price**").

In the opinion of the Management Board, the Purchase Price is appropriate.

The Management Board points out that since the Delisting in 2020, there has neither been trading on a German stock exchange in the regulated market nor any trading initiated by the Company in the over-the-counter market of any stock exchange. To the Management Board's knowledge, the share is only traded in the over-the-counter market of the Hanseatic Stock Exchange Hamburg (*Hanseatische Wertpapierbörse Hamburg*), without this trading being based on an inclusion application by the Company. Due to the low free float of the Company's shares and the low trading volume of the shares in the over-the-counter trading at the Hanseatic Stock Exchange Hamburg (*Hanseatische Wertpapierbörse Hamburg*), the Management Board does not consider the current stock market price of the Company's shares to be a suitable benchmark for assessing the appropriateness of the Purchase Price.

The Management Board is of the opinion that the amount of the Purchase Price is in any case covered by the fundamental value of one share of the Company, based on the actual values of the financial assets currently held by the Company. The calculated value of the balance sheet equity as of December 31, 2020 per share amounted to EUR 32.22 (based on standalone financial statements; balance sheet equity after deduction for treasury shares, divided by the number of shares after deduction of treasury shares) and EUR 35.55 (based on consolidated financial statements; equity attributable to the shareholders of the Company after deduction for treasury shares, divided by the number of shares after deduction of treasury shares).

The Management Board also considers the amount of the Purchase Price to be necessary, as in its opinion the Company's shareholders will only exercise their tender rights in full, if the Offer Consideration corresponds at least to the current fundamental value of the

Company. In addition, the Purchase Price has been intensively negotiated between the parties in the course of the negotiations of the Tender Agreement and has therefore been tested on the market. Therefore, the Management Board considers the Purchase Price to be necessary to achieve the share tenders of the Company in the amount of the targeted volume of the Buyback Offer and to realize the objectives of the Company pursued with the Buyback Offer.

In the event of a buyback of a maximum of 27,664,079 shares of the Company, the payout volume would amount to EUR 968,242,765.00.

To finance the payment volume, the Company has cash funds of approximately EUR 279 million at its disposal. In addition, the Company intends to sell liquid financial assets.

Acceptance period

The Buyback Offer shall provide for an acceptance period in the offer letter. The date of the publication of the Buyback Offer and the duration of the acceptance period shall be determined by the Management Board with the approval of the Supervisory Board.

In case the extraordinary shareholders' meeting adopts the resolutions as proposed, the Management Board expects the acceptance period to run from the end of January 2022 for four weeks (20 business days).

Tender Ratio and Tender Rights

Each shareholder is entitled to tender rights under the Buyback Offer and thus to the right to participate pro rata of its shareholding in the Company's buyback by registering the tender rights attributable to the shareholding as well as any tender rights of the Company additionally acquired from other shareholders.

The tender ratio for this Buyback Offer is 4:1, *i.e.* the holding of four shares of the Company – without prejudice to any acquisition of additional Tender Rights – entitles a Company's shareholder to accept the Buyback Offer for one share of the Company (the "**Tender Ratio**").

The Company's shareholders are entitled to corresponding tender rights, whereby each share of the Company, with the exception of own shares held by the Company, convey a tender right and four tender rights are required to be able to accept the Buyback Offer for one share of the Company ("**Tender Rights**"). The Tender Rights are transferable.

Trading in Tender Rights

To the extent legally and technically possible, trading in Tender Rights organized by the Company shall be made possible via a platform and shall be established and further developed by the Management Board with the approval of the Supervisory Board. The purpose of such trading in Tender Rights is to enable the shareholders to realize the value

of their Tender Rights by selling them to other shareholders without being forced to tender their shares to the Company. Conversely, shareholders wishing to tender more shares than their shareholding ratio would allow will be given the opportunity to purchase additional tender rights. Shareholders who would not be able to tender full shares because of the defined tender ratio may realize the value of the Tender Rights to which they are entitled to by selling them in the course of trading in Tender Rights or, conversely, may acquire additional Tender Rights in order to tender an integral number of shares.

Shareholders have no claim as to the establishment of a trading in tender rights. The shareholders' option to sell the Tender Rights to which they are entitled to other shareholders outside a trading for Tender Rights established by the Company remains unaffected.

The Management Board will decide whether and how to possibly trade in Tender Rights on a stock exchange in connection with the preparation of the offer letter.

Offer letter

The details of the Buyback Offer shall be determined by the Management Board with the consent of the Supervisory Board. The further details of the repurchase shall be set out in the offer letter for the Buyback Offer and published together with it.

* * *

III. Further information on the convocation

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 108,094,391 no-par value bearer shares. In principle, each no-par value bearer share grants one vote. This total number of shares at the time of the publication of this convocation includes 203,439 treasury shares of the Company, which convey no rights to the Company pursuant to Section 71b AktG. The total number of voting rights at the time of the publication of this convocation thus amounts to 107,890,952.

2. Conducting the general meeting as a Virtual General Meeting without the physical presence of the shareholders or their proxies

Based on the COVID-19 Mitigation Act, the Company's Management Board resolved, with the approval of the Supervisory Board, to hold the extraordinary general meeting of the Company on January 31, 2022 as a Virtual General Meeting without the physical presence of the shareholders or their proxies.

The physical attendance in the general meeting of the shareholders or their proxies is excluded.

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 have registered in due time and provided evidence of their entitlement to participate in the Virtual General Meeting are entitled to exercise their right to ask questions in connection with the Virtual General Meeting (see below), to exercise their voting rights by postal vote and to appoint proxies.

Thus, the Company must receive the registration no later than Monday, **January 24, 2022**, 24:00 hours (CET) at the address below:

Rocket Internet SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
or via e-mail to: inhaberaktien@linkmarketservices.de

and the shareholders must have provided the Company with special proof of shareholding that they were shareholders of the Company at the beginning of the 21st day prior to the general meeting, i.e., on Monday, January 10, 2022, 00:00 hours (CET) (record date).

A special proof of shareholding issued by the custodian bank is required for the proof of shareholding within the meaning of Section 67c para. 3 AktG.

The Company must receive the proof of shareholding at the aforementioned address no later than Monday, January 24, 2022, 24:00 hours (CET). Registration and proof of shareholding must be in text form (Section 126b of the German Civil Code) and must be in German or English.

Upon due registration, the Company will mail voting cards including the access data for the password-protected online portal. To provide the timely receipt of the voting cards, shareholders are requested to ensure that they register and send special proof of their shareholding to the Company in due time.

At

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

the Company will maintain an online portal from January 10, 2022. Via the online portal, duly registered shareholders and their proxies can, among other things, exercise their voting rights, grant powers of attorney, submit questions, and follow the entire general meeting via video and audio transmission. To use the online portal, shareholders must log

in using the access data they receive with their voting card. The various options for exercising rights then appear in the form of buttons and menus on the user interface of the online portal.

4. Significance of the record date

In relation to the Company, only those who have provided special proof of shareholding within the meaning of Section 67c para. 3 AktG will be considered shareholders for the purpose of exercising voting rights. The scope of the voting right is determined exclusively on the basis of the shareholding as of the record date. The record date does not create any restrictions on the disposal of the shareholding. Even in the event of a full or partial sale of the shareholding after the record date, only the shareholder's shareholding on the record date is relevant for the scope of voting rights (i.e., sales of shares after the record date have no effect on the scope of voting rights). The same applies to purchases and additional purchases of shares after the record date. Persons who do not yet hold any shares on the record date and only become shareholders thereafter are only entitled to vote on the shares they hold if and to the extent that they have been authorized or empowered to exercise rights by the person entitled on the record date.

5. Procedure for voting by the shareholders

Shareholders can only exercise their voting rights by way of postal vote, either via post, by way of electronic communication via e-mail or by using the online portal as well as by granting proxy. Only shareholders who have duly registered by 24:00 hours (CET) on Monday, January 24, 2022 at the latest and have duly provided special proof of shareholding (as specified above) are entitled to exercise their voting rights by postal vote and to appoint proxies. For voting rights exercised by postal vote, the shareholding proven as of the record date shall be decisive.

Besides voting via the online portal, votes may be cast by postal vote in text form in German or English by mail or by electronic communication via e-mail at the following address:

Rocket Internet SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: inhaberaktien@linkmarketservices.de

Shareholders may exercise their voting rights by postal vote using the absentee voting form provided on the voting card. The absentee voting form can also be downloaded from the Company's website at

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

under the “General Meeting” section.

Postal votes cast in this manner must be received by the Company no later than Sunday, January 30, 2022, 24:00 hours (CET). They may also be amended or revoked in the aforementioned manner until this date.

Votes may be cast by postal vote as of January 10, 2022, also using the password-protected online portal on the Company’s website at

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

A “Postal Vote” button is provided for this purpose in the online portal. In this way, postal votes can still be cast, changed or revoked on the day of the general meeting, namely up to the start of voting.

In the case of multiple declarations received, the last vote received has priority. If different declarations are received via different voting methods and it is not clear which declarations were last made, those declarations made by email will be taken into account, unless a vote is cast online on the day of the general meeting in the online portal.

The casting of votes by postal vote is limited to voting on the proposals of the Management Board and/or Supervisory Board that are published in the convocation of the General Meeting and to any resolutions based on a published proposal by shareholders as additions to the agenda pursuant to Section 56 sentence 3 SE Regulation in conjunction with Section 50 para. 2 of the SE Implementation Act or as a countermotion pursuant to Section 53 SE Regulation in conjunction with Section 126 para. 1 AktG or as an election proposal pursuant to Section 53 SE Regulation in conjunction with Section 127 AktG.

6. Procedure for voting by proxy

Shareholders may also have their voting rights exercised by a proxy, for example an intermediary, a shareholders’ association, a voting rights advisor or a person who commercially offers to shareholders to exercise voting rights at the general meeting on a businesslike basis (“**commercial agent**”), after granting a relevant power of attorney. In the case of proxy voting by a shareholder, timely registration of the shareholder and timely proof of shareholding as described above are also required.

Proxies can also not physically attend the general meeting in person, but are limited to exercising the voting rights as described in Section III.5 of this convocation. They must therefore cast their votes as described above for the shareholders by postal vote or by proxy authorization and instructions to the Company’s proxies. With regard to the exercise of the right of question and of objection, Section III.8.c) and Section III.10 of this convocation apply equally to shareholders’ proxies.

The granting of the power of attorney, its revocation and proof regarding the power of attorney vis-à-vis the Company must be submitted in text form, unless an intermediary or

a shareholders' association, a voting rights advisor or a commercial agent pursuant to Section 53 SE Regulation in conjunction with Section 135 para. 8 AktG are authorized to exercise such voting rights.

If a power of attorney to exercise voting rights is granted to an intermediary, a shareholders' association, a voting rights advisor or a commercial agent, the text form is not required, however, the authorization must be recorded by the agent in a verifiable way. Furthermore, it must be complete and may only contain statements connected to the exercise of voting rights. Shareholders who wish to authorize an intermediary, a shareholders' association, a voting rights advisor or a commercial agent to exercise their voting rights on their behalf are asked to coordinate on the form of the power of attorney with the person that is to act as authorized representative. These persons can also exercise their voting rights by postal vote within the specified deadlines, as described in Section III.5 of this convocation, or by sub-proxy.

Pursuant to Section 67a para. AktG, an intermediary is a person who provides services of safekeeping or administration of securities or management of securities accounts for shareholders or other persons, if the services are in connection with shares of companies which have their registered office in a member state of the European Union or in another state party to the Agreement on the European Economic Area. In particular, credit institutions within the meaning of Article 4 para. 1 no. 1 of the so-called Capital Adequacy Regulation (Regulation (EU) No. 575/2013) may be intermediaries.

If the shareholder authorizes more than one person, the Company may reject one or more of these proxies.

Shareholders who wish to appoint a representative are requested to use the form provided by the Company for this purpose. A proxy form can also be found on the voting card sent to the shareholder after successful registration. In addition, a proxy form will be available for downloading on the Company's website at

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

For organizational reasons, the granting of the power of attorney, its revocation and proof of the appointment of a proxy must be received by the Company in text form in German or English no later than Sunday, January 30, 2022, 24:00 hours (CET), by post or by electronic communication via e-mail at the following address:

Rocket Internet SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: inhaberaktien@linkmarketservices.de

The granting of the power of attorney, its revocation and proof of the appointment of an agent *vis-à-vis* the Company can also be made from January 10, 2022 using the password-protected online portal on the Company's website at

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

For this purpose the button "Power of Attorney to Third Parties" is provided in the Online Portal. In this way, the aforementioned declarations relating to the granting, amendment or revocation of the power of attorney can be made until the start of voting on the day of the general meeting.

The electronic admission of the proxy via the online portal requires that the proxy receives the access code sent with the voting rights card from the grantor of the proxy. The use of the access code by the proxy shall also constitute proof of authorization.

Intermediaries, shareholders' associations, voting rights advisors or other persons within the meaning of Section 135 para. 8 AktG who represent a majority of shareholders are recommended to contact the Company at the above-mentioned contact address in advance of the general meeting regarding the exercise of voting rights.

7. Procedure for voting by Company's proxies

Furthermore, the Company offers its shareholders the opportunity to authorize persons nominated by the Company as proxy who are bound by the shareholder's instructions. The proxies are required to vote as instructed; they are not allowed to exercise the voting rights at their own discretion. It should be noted that the proxies can only vote on those items of the agenda with respect to which shareholders issue clear instructions and that the proxies cannot accept any instructions on procedural motions, neither in the run-up to nor during the general meeting. Likewise, the proxies cannot accept any instructions to request to speak, to file objections to resolutions of the General Meeting or to submit questions or motions.

It is possible to issue such a power of attorney with instructions to the proxies in advance of the general meeting by means of the power of attorney and instruction form on the voting card, which shareholders who have duly registered will receive together with the voting card for the general meeting. A corresponding form is also available for downloading on the Company's website at

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

under the "General Meeting" section.

The power of attorney, the issuing of instructions to the proxies designated by the Company and their revocation must be received by the Company no later than Sunday, January 30, 2022 24:00 hours (CET), in text form in German or English by post or by electronic communication via email at the following address:

Rocket Internet SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: inhaberaktien@linkmarketservices.de

The power of attorney of the Company's proxies, the issuing of instructions and their revocation can also be made from January 10, 2022, using the password-protected online portal on the Company's website at

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

under the "General Meeting" section. The button "Power of Attorney and Voting Instructions to Proxies" is provided in the online portal for this purpose. In this manner, the granting, amendment or revocation of voting powers of attorney and instructions to the Company's proxies can be issued until the start of voting on the day of the general meeting.

8. Further rights of shareholders

a) Motions by shareholders to add items to the agenda pursuant to Section 56 SE Regulation in conjunction with Section 50 para. 2 of the SE Implementation Act

Pursuant to Section 56 sentence 3 SE Regulation in conjunction with Section 50 para. 2 of the SE Implementation Act, one or more shareholders whose shareholdings together amount to five percent of the share capital or the pro rata amount of EUR 500,000.00 (this corresponds to 500,000 shares) may request items to be added to the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution.

Such a request for an addition must be addressed in writing (within the meaning of Section 122 para 2 in conjunction with para. 1 sentence 1 AktG) to the Management Board and must be received by the Company at least 24 days before the general meeting; the day of receipt and the day of the general meeting are not included in this calculation. The last possible date of receipt therefore is Thursday, January 6, 2022, 24:00 hours (CET). Requests for additions received after this time will not be considered.

Please send any requests for an addition to the following address:

Rocket Internet SE
c/o Link Market Services GmbH
Landshuter Allee 10

80637 Munich
Germany

Additions to the agenda to be announced will be published in the German Federal Gazette without delay after receipt of the request. They will also be published on the Company's website at

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

and communicated to the shareholders in accordance with Section 53 SE Regulation in conjunction with Section 125 para. 1 sentence 3, para. 2 AktG.

b) Countermotions and election proposals by shareholders pursuant to Section 53 SE Regulation in conjunction with Sections 126 para. 1, 127 AktG

Every shareholder has the right to submit a countermotion to the proposals of the Management Board and/or Supervisory Board on specific items on the agenda as well as nominations for the election of Supervisory Board members and/or auditors.

Countermotions and election proposals received by the Company at the address given below at least 14 days prior to the general meeting, not including the day of receipt and the day of the general meeting, i.e., no later than Sunday, January 16, 2022, 24:00 hours (CET), will be published without delay, including the name of the shareholder as well as any statement of reasons (which, however, is not required for election proposals) and any statement of the management, on the Company's website at

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

(see Section 53 SE Regulation in conjunction with Section 126 para. 1 sentence 3 and Section 127 AktG).

Motions or election proposals by shareholders which are to be made accessible pursuant to Section 126 para. 1 sentence 1 and sentence 3 AktG or Section 127 AktG shall be deemed as have been made at the meeting if the shareholder making the motion is duly authorized and has registered for the general meeting. This does not affect the right of the chairman of the meeting to have the management's proposals put to the vote first. If the management's proposals are adopted with the necessary majority, the countermotions will no longer apply.

Section 126 para. 2 AktG specifies reasons why a countermotion or election proposal and any reasoning for it do not have to be made available on the website. Section 127 sentence 3 AktG in conjunction with Section 124 para. 3 sentence 4 AktG also lists further reasons why shareholders' election proposals do not have to be made available on the website. The respective reasons are described on the website of the Company at

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

In particular, there is no need to make the reasoning, if any, available if it comprises more than 5,000 characters.

The following address is exclusively relevant for the transmission of countermotions or election proposals:

Rocket Internet SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: antraege@linkmarketservices.de

Countermotions and election proposals addressed elsewhere will not be made available. Shareholders are requested to provide proof of shareholding at the time the countermotion or election proposal is sent.

c) Right to ask questions pursuant to Section 1 para. 2 no. 3, para. 8 COVID-19 Mitigation Act

In accordance with the requirements of the COVID-19 Mitigation Act, shareholders who have duly registered and provided proof of shareholding have the right to ask questions in connection with the general meeting by means of electronic communication.

The Management Board has decided, with the approval of the Supervisory Board, that all questions must be submitted before the general meeting and no later than Saturday, January 29, 2022, 24:00 hours (CET), via electronic communication in German using the password-protected online portal on the Company's website at

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

in accordance with the procedure provided for this purpose.

There is no provision for questions asked after the deadline or during the general meeting. Questions will be answered "in" the meeting, unless questions have already been answered in advance on the Company's website at

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

under the "General Meeting" section.

The Management Board decides at its own dutiful discretion how to answer questions submitted by shareholders in due time. When answering questions during the general meeting, the name of the person asking a question may only be

mentioned if the relevant consent was given when the question was submitted. Once consent has been given, it can be revoked at any time. Revocation is possible in particular by e-mail to rocketinternet_aohv2022@linkmarketservices.de.

d) Additional Information

Additional information on the rights of shareholders pursuant to Section 53 SE Regulation in conjunction with Sections 122 para. 2, 126 para. 1, 127 and 131 para 1 AktG and Section 1 para. 2 sentence 1 no. 3 in conjunction with para. 8 COVID-19 Mitigation Act are available on the following website of the Company at

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

It also contains information on the receipt of electronic confirmation of the receipt of a vote cast by means of electronic communication pursuant to Section 53 SE Regulation in conjunction with Section 118 para. 2 sentence 2 and para. 1 sentence 3 AktG as well as on the receipt of confirmation of the vote count which the person casting the vote may request pursuant to Art. 53 SE Regulation in conjunction with section 129 para. 5 AktG within one month after the day of the general meeting.

9. Video and audio transmission of the entire Virtual General Meeting

The Company's shareholders can follow the entire virtual general meeting (including general debate and votes) on Monday, January 31, 2022, from 10:00 CET after entering the access data in the password-protected online portal on the Company's website at

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

The option that shareholders can attend the virtual general meeting pursuant to Article 53 SE Regulation in conjunction with Section 118 para. 1 sentence 2 AktG even without being present at the meeting place and without a proxy does not exist. In particular, the live transmission does not allow participation in the general meeting within the meaning of Article 53 SE-Regulation in conjunction with Section 118 para. 1 sentence 2 AktG.

An internet connection and an internet-capable terminal device are required to follow the Virtual General Meeting as well as to use the online portal and to exercise shareholder rights. In order to be able to optimally play the video and audio transmission of the Virtual General Meeting, a stable internet connection with sufficient transmission speed is recommended.

To access the online portal, shareholders need their voting card, which will be sent to them after they have duly registered. This voting card contains individual access information with which shareholders can log on to the online portal.

Shareholders will receive further details on the Online Portal together with their voting card as well as on the Company's website at

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

The Company cannot guarantee the functionality and constant availability of the internet services used, the network elements of third parties used, the image and sound transmission or the constant availability of the Online Portal. The Company therefore recommends that shareholders make early use of the options mentioned above, in particular for exercising their voting rights.

10. Objection to Resolutions Pursuant to Section 1 para. 2 no. 4, para 8 COVID-19 Mitigation Act

Shareholders who have exercised their voting rights by postal vote or by the granting a power of attorney are given the opportunity to object to resolutions of the general meeting, while waiving the requirement to appear at the general meeting. The objection must be declared to the general meeting's minutes by the end of the Virtual General Meeting via the online portal accessible at

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

by electronic communication. For this purpose, the "Submit Objection" button is provided in the online portal.

11. Publication of the Documents relating to the General Meeting on the Website of the Company

As of the convening of the general meeting, any documents to be made available as well as information in connection with the general meeting (including on shareholders' rights) are available with this notice on the Company's website at

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

Any countermotions, election proposals or applications for additions from shareholders received by the Company in due time and subject to publication requirements will also be made available on the aforementioned website.

The documents will also be accessible there during the general meeting on Monday, January 31, 2022.

12. Shareholder hotline

For general questions regarding the proceedings of the general meeting of the Company, shareholders and intermediaries can contact

rocketinternet_aohv2022@linkmarketservices.de

via e-mail. In addition, the shareholder hotline is available from Monday through and including Friday (except for Public Holidays from 9:00 hours to 5:00 hours (CET) via the telephone number +49 (89) 21027-220.

13. Information on data protection

In connection with the tracking of the video and audio transmission of the general meeting, the registration for the general meeting or the exercise of other rights related to the general meeting, the Company collects personal data about the shareholders and/or their proxy. This is to enable shareholders to exercise their rights in the context of the general meeting. Shareholders can find details on how personal data is handled and on their rights under the General Data Protection Regulation (GDPR) on the internet on the website for the general meeting at

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

Berlin, December 2021

Rocket Internet SE

The Management Board