

**ROCKET INTERNET**

# **Invitation to the ordinary General Meeting**

**Rocket Internet SE Berlin**

Securities Identification Number (WKN): A12UKK

ISIN: DE000A12UKK6

Convenience Translation. The German language version shall prevail  
in the event of any dispute or ambiguity.

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# Invitation to the ordinary General Meeting

We hereby invite our shareholders to the ordinary General Meeting of Rocket Internet SE (the “**Company**”) to be held on

**Friday, 15 May 2020, 10.00 a.m.**

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

The Management Board is making use of the option to call the General Meeting with shorter notice periods.

The General Meeting will be broadcast live via video and audio transmission for our shareholders and shareholder representatives at

[www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting)

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.

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# I. Agenda

- 1. Presentation of the approved annual financial statements as of 31 December 2019 and the approved consolidated financial statements as of 31 December 2019, the combined management report for the Company and the group for the financial year 2019, the report of the Supervisory Board for the financial year 2019 and the explanatory report by the Management Board on the information provided in accordance with sections 289a(1) and 315a(1) German Commercial Code (Handelsgesetzbuch – HGB).**

The said documents are accessible on the Company's website at [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting). They will also be sent to shareholders by e-mail upon request. In addition, the said documents will be available during the General Meeting on the Company's website referred to above and will be explained in more detail there.

In accordance with the statutory provisions, no resolution of the General Meeting is proposed for this Agenda item 1. The Supervisory Board has already approved the annual financial statements for the financial year 2019 and the consolidated financial statements for the financial year 2019 prepared by the Management Board and the annual financial statements for the financial year 2019 are thereby approved according to section 172 sentence 1 Stock Corporation Act (Aktiengesetz – AktG). Approval of the annual financial statements for the financial year 2019 or of the consolidated

\*The provisions of the German Stock Corporation Act apply to the Company in accordance with Article (1)(c)(ii) and Article 10 Council Regulation (EC) No 2157/2001 of the Council of 8 October 2001 on the Statute for a European company (SE) (hereinafter also SE Regulation) unless otherwise stated in special provisions of the SE Regulation.

financial statements for the financial year 2019 by the General Meeting is therefore not required according to section 173 Stock Corporation Act. For the remaining documents referred to under this Agenda item, statutory law provides only for general information to the shareholders but no resolution by the General Meeting.

**2. Resolution on the appropriation of the unappropriated retained earnings**

The Management Board and the Supervisory Board propose to carry forward in full the unappropriated retained earnings reported in the annual financial statements as of 31 December 2019 of EUR 1,566,854,284.08 to new account.

**3. Resolution on the discharge of the members of the Management Board for the financial year 2019**

The Management Board and the Supervisory Board propose that discharge be granted to the members of the Management Board in office in the financial year 2019 for the said period.

**4. Beschlussfassung über die Entlastung der Mitglieder des Aufsichtsrats für das Geschäftsjahr 2019**

The Management Board and the Supervisory Board propose that discharge be granted to the members of the Supervisory Board in office in the financial year 2019 for the said period.

**5. Resolution on the appointment of the auditor of the annual financial statements and the consolidated annual financial statements and the auditor for a possible examination of the consolidated financial statements and the interim management report as well as a possible examination of supplementary interim financial information**

The Supervisory Board proposes that Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Berlin office, be appointed

- a) auditor of the annual financial statements and the consolidated annual financial statements for the financial year 2020;
- b) in the event of an examination of the abbreviated financial statements and the interim management report (sections 115(5) and 117(2) Stock Corporation Act) for the first half of the financial year 2020 as auditor for such examination; and
- c) in the event of preparation and examination of supplementary interim financial information (section 115(7) Stock Corporation Act) for the third quarter of the financial year 2020 and/or for the first quarter of the financial year 2021 as auditor for such examination.

## **6. Resolution on the elections of members of the Supervisory Board**

The Supervisory Board of the Company consists at present according to Article 40(2) and (3) SE Regulation and section 17 of the German SE Implementation Act (SE Ausführungsgesetz – SEAG) in conjunction with Article 10(1) of the Articles of Association of the Company of four members to be elected by the General Meeting. The period of office of all members of the Supervisory Board, i.e. Professor Marcus Englert, Mr Norbert Lang, Mr Pierre Louette and Professor Joachim Schindler end at the close of the ordinary General Meeting on 15 May 2020.

The four current members of the Supervisory Board are intended to be re-elected for one year.

The Supervisory Board proposes that the following members of the Supervisory Board be again elected thereto:

- a) Professor Marcus Englert, managing director of Texas Atlantic Partners GmbH, Munich, Solon Management Consulting GmbH & Co. KG, Munich, iBrothers Capital GmbH, Munich and iBrothers Media GmbH, Munich, resident in Munich.

- b) Mr Norbert Lang, self-employed management consultant, resident in Waldbrunn/Lahr.
- c) Mr Pierre Louette, CEO of Les Echos Le Parisien Group, LVMH and president of Alliance Gravity Data Média, S.A.S, resident in Saint-Cloud, France.
- d) Professor Joachim Schindler, self-employed auditor and tax advisor, resident in Berlin.

The appointment is in each case with effect from the close of the General Meeting on 15 May 2020 until the close of the General Meeting which resolves on the discharge of the Supervisory Board for the financial year 2020.

It is intended to conduct each election of the new members of the Supervisory Board individually.

The Supervisory Board has made sure that all candidates are able to invest the time required for the Supervisory Board's activities. The proposed candidates have declared beforehand that they will accept the office if elected. Further information on the proposed members of the Supervisory Board is given in the information on Agenda item 6 in section II.1. below.

## **7. Resolution on the amendment of Article 2(1) of the Articles of Association of the Company (Objects of the company)**

In order to increase the Company's flexibility with regard to its business activities, the object of the Company is to be expanded.

Therefore, the Management Board and the Supervisory Board propose the following resolution:

Article 2(1) of the Articles of Association of the Company is amended and in future reads as follows:

„(1) Objects of the Company are:

- a) the development and implementation of new business concepts;
- b) the performance of services, in particular commercial, technical, marketing, sales, consulting and other services;
- c) the formation, acquisition, administration, management and sale of companies as well as the acquisition, holding, sale and trading of participations in companies and of financial instruments as well as any other assets, in each case in its own name and for its own account and not as a service to third parties;
- d) the conducting of real estate transactions of all kinds, including the performance of technical and commercial services, the development of technical, commercial and other know-how in the real estate sector related to new technologies, including the acquisition, construction, operation, management, modernisation, maintenance and administration of residential and commercial buildings and (in this context) the acquisition, administration and sale of developed and undeveloped real estate and leasehold rights;
- e) the creation, development, sale, distribution, renting, leasing and licensing of software, as well as
- f) the management of own assets.“

Otherwise, Article 2 of the Articles of Association of the Company is left unchanged.

**8. Resolution on the amendment of Article 12(2)(c) of the Articles of Association of the Company (Rights and Obligations of the Supervisory Board)**

In Article 12(2) of the Articles of Association of the Company, transactions and measures are listed which require the prior consent of the Supervisory Board. The threshold in Article 12(2)(c) of the Articles of Association of the Company is to be increased to EUR 50,000,000, and thus aligned with the thresholds in Article 12(1)(a) and (b) of the Articles of Association.

Therefore, the Management Board and the Supervisory Board propose the following resolution:

Article 12(2)(c) of the Articles of Association of the Company is amended and in future reads as follows:

“acquisition, sale and encumbrance of real estate and leasehold rights or rights in real estate with a value of more than EUR 50,000,000 in the individual case;”

Otherwise, Article 12(2) is left unchanged.

**9. Resolution on the amendment of Article 3(2) of the Articles of Association of the Company (Announcements and form of information) and the amendment of Article 17(3) sentence 1 of the Articles of Association of the Company (Attending and exercise of voting right)**

The German Act on the Implementation of the Second Shareholder Rights Directive (Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie – ARUG II) amends among other things the provisions regarding notifications for the shareholders in advance of the general meeting (sections 125 and 128 Stock Corporation Act) and the preconditions for attendance at the general meeting and exercise of the voting right (section 123(4)(1) Stock Corporation Act). The rules up to now contained in sections 125 and 128 Stock Corporation Act are to be revised. Under the amended section 123(4)



sentence 1 Stock Corporation Act, evidence from the last intermediary as set out in the newly inserted section 67c(3) Stock Corporation Act will be sufficient for attendance at the general meeting or exercise of the voting right in the future where bearer shares of listed companies are concerned. The Articles of Association are to be amended in order to comply with the version of the Stock Corporation Act as amended by the Act on the Implementation of the Second Shareholder Rights Directive.

According to the latest version of section 26j(4) Introductory Act to the Stock Corporation Act, the changes in sections 67c, 123, 125 and 128 Stock Corporation Act are applicable from 3 September 2020 and only apply to general meetings called after this date. Thus the amendments will already be applicable before the general meeting of the Company in 2021. For this reason, the relevant amendments in Article 3(2) and Article 17(3) of the Company's Articles of Association should already be resolved on now. The Management Board should file these amendments to the commercial register making sure that the changes to the Articles of Association only become effective from the date on which these stock corporation provisions as amended by the Act on the Implementation of the Second Shareholder Rights Directive become applicable. Therefore, the Management Board and the Supervisory Board propose the following resolution:

**a) Amendment of Article 3(2) of the Articles of Association**

Article 3(2) sentences 2 and 3 of the Articles of Association of the Company are deleted without replacement.

Otherwise, Article 3(2) of the Articles of Association of the Company is left unchanged.

**b) Amendment of Article 17(3) sentence 1 of the Articles of Association:**

Article 17(3) sentence 1 of the Articles of Association of the Company is amended and in future reads as follows:

“(3) Under section 67c(3) Stock Corporation Act, the evidence of shareholding pursuant to para. 1 above is to be submitted in the form of special proof of the shareholder’s ownership of shares issued by the last intermediary in text form which can also be sent directly to the Company by the last intermediary.”

Otherwise, Article 17(3) of the Articles of Association of the Company is left unchanged.

**c) Filing for entry in the commercial register**

The Management Board is instructed to file the amendments of the Articles of Association under a) und b) above to the commercial register so that entry takes place as quickly as possible after the date when the stock corporation provisions referred to above as amended by Act on the Implementation of the Second Shareholder Rights Directive become applicable.

**10. Resolution on the authorisation to acquire the Company’s own shares and to use them including the authorisation to redeem acquired shares of the Company and to capital reduction**

For the acquisition and use of the Company’s own shares, according to Article 5 SE Regulation in conjunction with section 71(1)(8) Stock Corporation Act, unless expressly authorised by statute, the Company requires a separate authorisation by the General Meeting.

Based on the existing authorisation in accordance with the resolution of the General Meeting on 6 June 2019 with a term until 5 June 2024, 15,076,675 own shares of the Company were bought back up to the point in time of calling this General Meeting (this was equivalent to just under 10% of the Company’s registered share capital). The purchase of own shares as part of the share buy-back programme was carried out via a credit institution.

13,504,335 of the Company's own shares purchased were redeemed on 30 January 2020; the Company's share capital was reduced by EUR 13,504,335 from EUR 150,767,294 to EUR 137,262,959 in the process. Therefore, the Company's share capital amounts to EUR 137,262,959 and is divided into 137,262,959 no-par value shares (shares without a nominal value).

It is proposed to continue to enable the Company to react flexibly to market developments on a long-term basis. Therefore, it will be proposed to the General Meeting, subject to revocation of the existing authorisation, to adopt a new authorisation that again enables the Company to once again purchase and use its own shares for a period of five (5) years.

Therefore, the Management Board and the Supervisory Board propose the following resolution:

**a) Revocation of the existing authorisation**

The authorisation to acquire and use the Company's own shares resolved on at the ordinary General Meeting on 6 June 2019 is revoked at the time that the new authorisation proposed at b) to f) below of this Agenda item 10 comes into effect.

**b) Creation of a new authorisation**

The Management Board is authorised with the consent of the Supervisory Board to acquire by 14 May 2025 in compliance with the principle of equal treatment (Article 9(1)(c)(ii) SE Regulation in conjunction with section 53a Stock Corporation Act) shares of the Company of up to a total of 10% of the share capital of the Company at the time of the resolution or – if lower – at the time of exercise of the authorisation. Shares acquired on the basis of this authorisation may not together with other of its own shares held by the Company, which the Company has already acquired and still holds or which are attributable to it according to Article 5 SE Regulation in conjunction with section 71 ff.

Stock Corporation Act, exceed 10% of the share capital of the Company in each case.

The authorisations can be exercised once or several times in one or several amounts in pursuit of one or more objectives by the Company but also by group companies or by third parties for the account of the Company or the group companies.

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

**c) Manner and method of acquisition of the Company's own shares**

The acquisition of its own shares by the Company takes place at the option of the Management Board (i) through the stock exchange, (ii) by a public purchase offer addressed to all shareholders of the Company or by a public request to the shareholders to make offers for sale (the acquisition according to (ii) hereinafter "**Public Acquisition Offer**") or (iii) by means of public offer or a public request to make an offer to exchange liquid shares admitted to trading on an organised market in the meaning of the Securities Acquisition and Takeover Act (hereinafter "**Exchange Shares**") against shares of the Company (the acquisition according to (iii) hereinafter "**Exchange Offer**").

(i) Acquisition of shares through the stock exchange.

If the acquisition by the Company of its own shares takes place through the stock exchange, the purchase price per share paid (without ancillary purchase costs) 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%.

(ii) Acquisition of shares (1) by means of a public purchase offer or (2) by means of public request to make a sales offer.

In the case of acquisition by public purchase offer the Company can set a fixed purchase price or a purchase price range for each share (without ancillary purchase costs), within which it is prepared to purchase shares. In the Public Acquisition Offer, the Company can set a period for acceptance or the making of the offer and the possibility and the conditions for adjustment of the purchase price range during the period in the event of more than insignificant price changes. The purchase price will in the case of a purchase price range be ascertained on the basis of the sales prices stated in the acceptance or offer declarations of the shareholders and the acquisition volume set by the Management Board after the end of the offer period.

- (1) In the case of a public purchase offer of the Company, the purchase price offered or the purchase price range may not exceed or fall below the volume-weighted average market price for a share of the Company in Xetra trading (or a corresponding successor system) on the last five (5) stock exchange trading days (in Frankfurt am Main) price prior to the day of the public announcement of the offer by more than 10%. In the event of adjustment of the purchase price range by the Company, the last five (5) stock exchange trading days (in Frankfurt am Main) prior to the public notification of the adjustment will be relied on.
- (2) In the case of a request to the shareholders to make a sales offer, the purchase price (without purchase ancillary costs) for each share of the Company ascertained on the basis of the offers made may not exceed or fall below the volume-weighted average of the market price for a share of the Company in Xetra trading (or a corresponding successor

system) on the last five (5) stock exchange trading days (in Frankfurt am Main) prior to the day of the publication of the request to make a sales offer by more than 10%. In the event of an adjustment of the purchase price range by the Company, the last five (5) stock exchange trading days (in Frankfurt am Main) prior to the public notification of the adjustment will be relied on.

The volume of the purchase offer or the sales request can be restricted. If the shares offered by the 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 to the total of the shares in the Company offered by the shareholders. It can, however, be provided that minor amounts of up to one hundred (100) shares offered per shareholder will be acquired in preference. The purchase offer or the sales request can provide other conditions.

- (iii) The acquisition of shares (1) by means of a public offer to exchange liquid shares or (2) by a public request to make an offer for the exchange of liquid shares, each of which are admitted to trading on an organised market in the meaning of the Securities Acquisition and Takeover Act.
- (iv) In the case of an acquisition by an Exchange offer, the Company can set either an exchange ratio or a corresponding exchange range at which it is prepared to acquire shares of the Company. Payment in cash can thereby be made as additional payment or in compensation for fractional amounts. In the Exchange Offer, the Company can set a period for the acceptance or making of the offer and the possibility and the conditions for adjustment

of the exchange range during the period in the event of more than insignificant price changes. The exchange ratio will be ascertained in the event of an exchange range on the basis of the exchange ratio and/or other data stated in the acceptance or offer declarations of the shareholders and the acquisition volume set by the Management Board after the end of the offer period.

- (1) In the case of an Exchange Offer of the Company, the exchange ratio or the exchange range offered may not exceed the crucial value of a share of the Company by more than 10% or fall below the said value by more than 20%. The volume-weighted average market price of an Exchange Share-weighted average of the market price of an exchange share and a share of the Company in Xetra trading (or a corresponding successor system) or on an organised market in the meaning of the Securities Acquisition and Takeover Act on the last five (5) stock exchange trading days prior to the day of the public notification of the offer is to be charged in each case. In the event of adjustment of the exchange range by the Company, the last five (5) stock exchange trading days prior to the public notification of the adjustment will be relied on.
- (2) In the case of a request to the shareholders to make an offer for the exchange of liquid shares the exchange ratio may not exceed the crucial value of a share of the Company by more than 10% or fall below the said value by more than 20%. The volume-weighted average of the market price of an exchange share and a share of the Company in Xetra trading (or a corresponding successor system) or on an organised market in the meaning of the Securities Acquisition and Takeover Act

on the last five (5) stock exchange trading days prior to the day of the public notification of the offer is to be charged in each case. In the event of adjustment of the exchange range by the Company, the last five (5) stock exchange trading days prior to the public notification of the adjustment will be relied on.

The volume of the Exchange Offer or the request to make an Exchange Offer can be restricted. If the shares offered by the shareholders for exchange exceed the total amount of the Exchange Offer or the request of the Company to make an Exchange Offer, they will be taken into account or accepted in the proportion borne by the total amount of the Exchange Offer or the request to make an Exchange Offer to the total of the shares of the Company offered by the shareholders. It can however be provided that minor amounts of up to one hundred (100) shares offered per shareholder will be acquired in preference. The Exchange Offer or the request to make an Exchange Offer can provide other conditions.

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

The Management Board is authorised to use the shares of the Company acquired by it on the basis of the above authorisation or on the basis of prior authorisations apart from a sale through the stock exchange or by means of an offer to all shareholders in the following manner:

- aa) They can be redeemed and the share capital of the Company reduced by the amount of share capital attributable to the redeemed shares without the redemption or its implementation requiring a further General Meeting resolution. The Management



Board can also redeem the shares in the simplified 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 takes place in the simplified procedure without reduction of the share capital, the Management Board is authorised to adjust the number of shares in the Articles of Association of the Company.

- bb) They can be offered for sale and transferred to persons employed or previously employed by the Company or one of its affiliates and to organ members of affiliates of the Company. With regard to targets, acquisition and exercise periods, the waiting time 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 8 September 2014 apply – for the Share Option Programme 2014/II, as amended by the General Meeting on 2 June 2017.
- cc) They can 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, plants, company parts, or interests and transferred thereto. The above described shares can also be used to end or settle corporate law conciliation proceedings at affiliates of the Company.
- dd) They can, 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 (Article 5 SE Regulation in conjunction with section 186(3) sentence 4 Stock Corporation Act).

ee) They can be used to service acquisition obligations or acquisition rights to shares of the Company out of an 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 total of shares used on the basis of the authorisations under d) dd) and ee) of this Agenda item 10 above to the extent they are issued in analogous application of Article 5 SE Regulation in conjunction with section 186(3) sentence 4 Stock Corporation Act (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 passing of the resolution or – if lower – at the time of exercise of the authorisation. Shares issued or sold in direct or analogous application of Article 5 SE Regulation in conjunction with section 186(3) sentence 4 Stock Corporation Act during the period of this authorisation 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 authorisation according to Article 5 SE Regulation in conjunction with section 186(3) sentence 4 Stock Corporation Act.

**e) Authorisation of the Supervisory Board to use the Company's own shares acquired**

The Supervisory Board is authorised to use the shares of the Company acquired by it on the basis of the authorisation under c) of this Agenda item 10 above and on the basis of prior authorisations to service share options of the Management Board of the Company which were issued under the share option programmes described at Agenda items 1 and

2 of the extraordinary General Meeting of the Company of 8 September 2014 – for the Share Option Programme 2014/II, as amended by the General Meeting on 2 June 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 programmes described under Agenda items 1 and 2 of the extraordinary General Meeting of the Company on 8 September 2014 – for the Share Option Programme 2014/II, as amended by the General Meeting on 2 June 2017.

**f) Other provisions**

The authorisations to use the Company's own shares stated under d) and e) of this Agenda item 10 above may be used entirely or in relation to partial volumes of the Company's own shares acquired once or several times, individually or together. The authorisations under d) of this Agenda item 10 above can also be exercised by independent companies or companies in the majority ownership of the Company or by third parties for the account of the Company or of its dependent or majority held companies. By the use of the authorisations under d) bb) and e) of this Agenda item 10 above a proportionate amount of 10% of the share capital of the Company may not be exceeded whether at the time of passing of the resolution of the General Meeting on these authorisations nor at the time of exercising these authorisations. Shares issued out of authorised capital and/or conditional capital to employees and/or members of the management bodies of the Company and/or of its affiliates during the period of these authorisations are to be credited against the above mentioned maximum limit of 10%.

## 11. Resolution on an authorisation to use own capital derivatives for the acquisition of the Company's own shares

In addition to the authorisation resolved on under Agenda item 10 of this General Meeting above, the Company is also intended to be authorised to acquire its own shares using own capital derivatives.

Therefore, the Management Board and the Supervisory Board propose the following resolution:

In addition to the authorisation resolved on under Agenda item 10 of this General Meeting above, the Management Board is authorised up to 14 May 2025 with the consent of the Supervisory Board to acquire the Company's own shares of up to a total of 5% of the share capital existing at the time of passing of the resolution by the use of derivatives (put or call options or a combination of both). The acquisitions of shares are also to be credited against the 10% limit according to b) to f) under Agenda item 10 of the authorisation to acquire the Company's own shares resolved on by the General Meeting.

- a) On the acquisition of the Company's own shares with the use of derivatives in the form of put and call options or a combination of both, the options must be concluded with a financial institution or through a stock exchange on conditions close to market conditions, in the course of ascertaining which, inter alia, the purchase price for the shares payable upon the exercise of the options is to taken into account (hereinafter "**Exercise Price**"). In any event, the Company may acquire at most up to a total of 5% of the share capital existing at the time of the resolution by the use of derivatives in the form of put and call options or

a combination of both. The period of options must be so selected that the acquisition of shares in exercise of the options takes place at the latest on 14 May 2025. The shareholders have no right – in analogous application of Article 5 SE Regulation in conjunction with section 186(3) sentence 4 Stock Corporation Act – to conclude such option transactions with the Company. The exercise price (without ancillary purchase costs but taking into account the received or paid option premium) may not exceed the volume-weighted average of the market price of a share of the Company in Xetra trading (or a corresponding successor system) on the last five (5) stock exchange trading days (in Frankfurt am Main) prior to the conclusion of the relevant option transaction by more than 10% or fall below it by more than 20%.

- b) Shareholders have a right to the purchase of their shares only to the extent that the Company is obliged to them under the derivative transactions to purchase the shares. Any further purchase right is excluded.
- c) For the use of own shares acquired by the Company by means of own capital derivatives, the provisions contained in the authorisation concluded under Agenda item 10 above of this General Meeting apply.
- d) The authorisation can be exercised once or several times entirely or in partial amounts in pursuit of one or more objectives by the Company but also by group companies or by third parties for the account of the Company or the group companies.

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## II. Information on the candidates for the Supervisory Board proposed for election and reports of the Management Board to the General Meeting

### 1. Information on the Supervisory Board candidates proposed for election under Agenda item 6

- a) Professor Marcus Englert, proposed for election to the Supervisory Board, is managing director of Texas Atlantic Partners GmbH, Munich, Solon Management Consulting GmbH & Co. KG, Munich, iBrothers Capital GmbH, Munich, and iBrothers Media GmbH, Munich, and is resident in Munich.

Professor Englert is a member of the following supervisory boards to be formed according to statute or other comparable supervisory committees in Germany or abroad:

- Zattoo International AG, Zurich, Switzerland  
(member of the Administrative Board)
- Sunweb Group B.V., Rotterdam, Netherlands  
(member of the Supervisory Board)

- European Directories Midco S.à r.l., Luxembourg, Luxembourg  
(Chairman of the Administrative Board)
- Sixt Leasing SE, Pullach  
(Deputy Chairman of the Supervisory Board) (listed)

In the meaning of recommendation C.13 of the German Corporate Governance Code 2020 as amended on 16 December 2019 (DCGK), it is declared:

Professor Englert has been a member of the Supervisory Board of the Company since 2014 and since 2015 chairman of the Supervisory Board. Other than that, Professor Englert does not, in the opinion of the Supervisory Board, have any personal or business relationships to the Company, its group companies, the governing bodies of the Company, or a significant shareholder in the Company requiring disclosure in the meaning of recommendation C.13 German Corporate Governance Code 2020 (DCGK).

Professor Englert's curriculum vitae is available on the Company's website at [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting)

- b) Mr Norbert Lang, also proposed for election to the Supervisory Board, is a self-employed management consultant and is resident in Waldbrunn/Lahr.

Mr Lang is a member of the following supervisory boards to be formed according to statute or other comparable supervisory committees in Germany or abroad:

- 1&1 Telecommunication SE, Montabaur
- 1&1 Drillisch AG, Maintal (listed)

In the meaning of recommendation C.13 of the German Corporate Governance Code 2020 as amended on 16 December 2019 (DCGK), it is declared:

Mr Lang has been a member of the Supervisory Board of the Company since 2015. Mr Lang was Deputy Chairman of the Company's Supervisory Board until 8 June 2018. Other than that, Mr Lang does not, in the opinion of the Supervisory Board, have any personal or business relationships to the Company, its group companies, the governing bodies of the Company, or a significant shareholder in the Company requiring disclosure in the meaning of recommendation C.13 of the German Corporate Governance Code 2020 (DCGK).

Mr Lang's curriculum vitae is available on the Company's website at [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting).

- c) Mr Pierre Louette, also proposed for election to the Supervisory Board, is CEO of Les Échos Le Parisien Group, LVMH and president of Alliance Gravity Data Média, S.A.S, resident in Saint-Cloud, France.

Mr Louette is a member of the following supervisory board to be formed according to statute or other comparable supervisory committees in Germany or abroad:

- Réunion des Musées Nationaux, Paris, France

In the meaning of recommendation C.13 of the German Corporate Governance Code 2020 as amended on 16 December 2019 (DCGK), it is declared:

Mr Louette has been a member of the Supervisory Board of the Company since 2016. Other than that, Mr Louette does not, in the opinion of the Supervisory Board, have any personal or business relationships to the Company, its group companies, the governing bodies of the Company, or a significant shareholder in the Company requiring disclosure in



the meaning of recommendation C.13 of the German Corporate Governance Code 2020 (DCGK).

Mr Louette's curriculum vitae is available on the Company's website at [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting).

- d) Professor Joachim Schindler, also proposed for election to the Supervisory Board, is a self-employed auditor and tax advisor and is resident in Berlin.

Professor Joachim Schindler is a member of the following supervisory boards to be formed according to statute or other comparable supervisory committees in Germany or abroad:

- Salzgitter AG, Salzgitter (listed)
- CORE SE, Berlin (Chairman of the Supervisory Board)
- Zoologischer Garten Berlin AG, Berlin

In the meaning of recommendation C.13 of the German Corporate Governance Code 2020 as amended on 16 December 2019 (DCGK), it is declared:

Professor Schindler has been a member of the Supervisory Board of the Company since 2015 and was chairman of the Audit Committee until 8 June 2018. Professor Schindler does not, in the opinion of the Supervisory Board, have any personal or business relationships to the Company, its group companies, the governing bodies of the Company, or a significant shareholder in the Company requiring disclosure in the meaning of recommendation C.13 of the German Corporate Governance Code 2020 (DCGK).

Professor Schindler's curriculum vitae may be viewed on the Company's website at [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting).

**2. Report of the Management Board on the acquisition of own shares based on the authorisation of the General Meeting of 6 June 2019 on Agenda item 10 (Resolution on the authorisation to acquire the Company's own shares and to use them including the authorisation to redeem shares of the Company acquired and capital reduction) and on Agenda item 11 (Resolution on an authorisation to use own capital derivatives when acquiring the Company's own shares)**

The Management Board submits the following report according to Article 5 SE Regulation in conjunction with sections 71(1)(8)(3) sentence 1 Stock Corporation Act with respect to the acquisition of own shares that have been acquired on the basis of the authorisation of the General Meeting on 6 June 2019 and according to Article 5 SE Regulation in conjunction with section 71(1)(8) sentence 5 together with section 186(4) sentence 2 Stock Corporation Act on Agenda item 10 and Agenda item 11 of the General Meeting on the grounds for the authorisation to exclude subscription rights of shareholders on the sale of the Company's own shares purchased:

**a) Acquisition of own shares on the basis of the authorisation of the General Meeting on 6 June 2019**

On 9 December 2019, the Management Board resolved, with approval of the Supervisory Board, utilising the authorisation of the General Meeting on 6 June 2019, to buy back up to 15,076,675 shares of the Company (this was equivalent to a maximum of up to 10% of the Company's registered share capital) through a public share purchase offer against payment of an offer price in the amount of EUR 21.50 ("**Share Buyback Offer 2019**"). The acceptance period began on 10 December 2019, 00:00 hours CEST and ended on 18 December 2019, 24:00 hours CEST. The Company bought back a total of 15,076,675 of its own shares in the Company at a price of EUR 21.50 per share and a total price of EUR 324,148,512.50 under the Share Buyback Offer 2019.

A total proportional amount of the share capital of EUR 15,076,675 is attributable to the 15,076,675 shares acquired; this was equivalent to just under 10% of the registered share capital of the Company. No use was made of the existing authorisation by resolution of the General Meeting on 6 June 2019 to use derivatives for acquisition of the Company's own shares.

**b) Report on Agenda item 10 and Agenda item 11**

As to Agenda item 10, the Management Board and Supervisory Board propose that the Company be authorised to acquire by 14 May 2025 its own shares corresponding to up to 10% of the share capital existing at the time of the resolution of the General Meeting or – if lower – at the time of exercising the authorisation. With this authorisation, the possibility of repurchasing shares and the use of shares purchased is to be extended. The authorisation also covers the use of own shares already acquired on the basis of the existing authorisation in accordance with the resolution of the General Meeting on 6 June 2019. The Company's own shares may be acquired both by the Company itself and also by dependent or majority-held companies (group companies) or for the account of the Company or third parties acting for the account of group companies.

As to Agenda item 11, and in addition to the possibilities provided under Agenda item 10, the Management Board and the Supervisory Board propose that the Company be authorised to acquire its own shares by use of equity capital derivatives as well.

The acquisition of its own shares can take place through the stock exchange or by way of a public purchase or Exchange Offer. In the course of the acquisition, the principle of equal treatment of shareholders according to Article 9(1)(c)(ii) SE Regulation in conjunction

with section 53a Stock Corporation Act is to be complied with. The proposed acquisition through the stock exchange or by way of a public purchase or Exchange Offer takes account thereof. If in the course of a public purchase or Exchange Offer the number of shares offered exceeds the purchase volume intended by the Company, the acquisition or exchange takes place proportionately in the relationship of the shares offered per shareholder. However, irrespective of the shares offered by the shareholder a purchase or exchange 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. That applies analogously to an exchange ratio set by the shareholder by which the Company would be obliged to deliver and transfer more Exchange Shares than the exchange ratio set by the Company for shares of the Company.

aa) The proposed authorisation provides that shares of the Company acquired by it can be redeemed without any further General Meeting resolution or can also again resold through the stock exchange or by public offer to all shareholders. The redemption of the Company's own shares leads in principle to the reduction of the Company's share capital. The Management Board is however also authorised to redeem the Company's own shares without reducing the share capital according to Article 5 SE Regulation in conjunction with section 237(3)(3) Stock Corporation Act. The proportion of the other shares of the share capital according to Article 5 SE Regulation in conjunction with section 8(3) Stock Corporation Act (nominal amount) would thereby proportionally increase. In both of the sales methods stated, the corporate law principle of equal treatment will be complied with.

bb) On 8 September 2014, the extraordinary General Meeting resolved on authorisations 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 programmes – the Share Option Programme 2014/II as amended by the General Meeting on 2 June 2017 – (hereinafter “**Share Option Programme 2014**”) serve the targeted incentivisation of the participants in the programme and are at the same time targeted to bind the participants to Rocket Internet. The Share Option Programme 2014 provide that during the term of the programs up to 10,546,825 share options to up to 10,546,825 non-par value bearer shares of the Company will be granted to participants in the programme (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 own shares to service share options issued. The transfer of the Company’s own 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 dilution 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 authorisation 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 authorisation. The shares issued out of authorised capital and/or conditional capital during the term of this authorisation to employees and/or members of management bodies of the Company and/or its affiliates are to be credited against the said 10% limit.

- cc) In addition, the intention is also to make it possible for the Management Board to offer and transfer the Company's own shares as consideration in the course of mergers or on the acquisition of companies, plants, company parts, or interests with the consent of the Supervisory Board. The authorisation proposed for this reason is intended to strengthen the Company for competition regarding attractive acquisitions and to enable it to react rapidly, flexibly and without impairing liquidity to acquisition opportunities arising. The proposed exclusion of subscription rights of shareholders takes account of this. The decision whether in any particular case the Company's own shares from an authorised capital will be used is made by the Management Board, guided solely by the interests of the Company and the shareholders.

In the course of the valuation of the Company's own shares and the consideration for them, the Management Board will ensure that the interests of the shareholders are reasonably protected. In this regard, the Management Board will take into account the stock exchange price of the shares of the Company; no schematic linking to a stock exchange price is intended, in particular so that negotiation results cannot again be questioned due to fluctuations in the stock exchange price.

- dd) 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. With this authorisation the possibility of simplified exclusion of subscription rights permitted by

Article 5 SE Regulation in conjunction with section 71(1)(8) sentence 5 Stock Corporation Act in analogous application of section 186(3) sentence 4 Stock Corporation Act is availed of. The Management Board is thereby placed in a position to be able rapidly and flexibly, to take advantage of the opportunities of favourable stock exchange 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 authorisation is subject to the shares issued with exclusion of subscription rights not exceeding a total of 10% of the share capital, whether at the time of the resolution or at the time of the use of the authorisation. Shares which are issued during the term of the resale authorisation in direct or analogous application of section 186(3) sentence 4 Stock Corporation Act 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 to section 186(3) sentence 4 Stock Corporation Act. The asset and voting interests of the shareholders will be reasonably protected by this manner of sale of the Company's own shares. The shareholders have in principle the possibility to maintain their proportionate participation on comparable conditions by purchasing shares through the stock exchange.

- ee) The acquisition by the Company of its own shares with the use of derivatives in the form of put and call options or a combination of both may only take place through options with a financial institution

or through the stock exchange in line with market conditions. For the avoidance of a dilution effect, the acquisition of the Company's own shares with the use of derivatives in the form of put or call options or a combination of both is also limited to a maximum of a total of 5% of the share capital, the Company's own shares acquired through derivatives being credited against the maximum limit of 10% of the share capital of the Company in the course of the acquisition and holding of the Company's own shares.

- ff) In addition, the Company is also intended to be able to use its own shares to service acquisition obligations or acquisition rights to shares of the Company out of and in connection with conversion or option bonds or profit rights with conversion and option rights issued by the Company or one of its group companies. For this purpose, the subscription right of shareholders must be excluded. This applies even in the case of a sale of the Company's own 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).

This authorisation is subject to the condition that the shares issued with the exclusion of subscription rights may not exceed a total of 10% of the share capital, whether at the time of the resolution or at the time of exercise of the authorisation.

Shares which are issued during the term of the resale authorisation in direct or analogous application of Article 5 SE Regulation in conjunction with section 186(3) sentence 4 Stock Corporation Act 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 to Article 5 SE Regulation in conjunction with section 186(3) sentence 4 Stock Corporation Act.

The Management Board will report at the next General Meeting in each case according to Article 5 SE Regulation in conjunction with section. 71(3) sentence 1 Stock Corporation Act on any exercise of this authorisation.

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# III. Further information on the calling of the General Meeting

## 1. Total number of shares and voting rights at the time of calling the General Meeting

At the time of calling of the General Meeting, the Company has issued 137,262,959 non-par value bearer shares. Each non-par value share basically grants one vote. This total number of shares includes at the time this invitation is published 1,572,340 own shares of the Company, based on which the Company is not in accordance with section 71b Stock Corporation Act entitled to any rights. Therefore, the total number of votes at the time this invitation is published amounts to 135,690,619.

## 2. Conduct of the General Meeting as a virtual general meeting without the physical presence of the shareholders and their proxies

The ordinary General Meeting on 15 May 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 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold 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 – C-19 AuswBekG) (“Act to Combat the Effects of COVID-19”). The shareholders and their proxies, with the exception of the

Company's representatives acting as proxies, cannot physically take part in the General Meeting.

The shareholders have the possibility to exercise their voting rights in writing or by electronic communications, either themselves or through proxies, and to exercise their possibility to ask questions and right to object by means of electronic communications ("**Exercise of the shareholder rights in relation to the virtual General Meeting**"). They can follow the entire General Meeting via audio and video transmission on the Company's website at [www.rocket-internet.com/investors/annual-general-meeting](http://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. The voting ticket also includes an access code with which shareholders can use the Company's online portal, accessible at the website address [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting) (also referred to hereinafter as the "**AGM Portal**").

The planned transmission of the General Meeting in video and audio form does not allow for participation within the meaning of section 118(1) sentence 2 Stock Corporation Act.

### **3. Conditions for exercising shareholder rights in relation to the virtual General Meeting**

Only those shareholders registered within the prescribed time prior to the General Meeting and proving that they hold shares are entitled to exercise the shareholder rights in relation to the virtual General Meeting, especially their voting rights. The proof of shareholding is to be provided by special evidence of shareholding in the Company issued in text form (section 126b Civil Code) in German or English by the portfolio institution. The special evidence of shareholding in the Company must relate to the beginning of 3 May 2020, 00:00 hours CEST (hereinafter "**Record Date**").

The notification and special evidence of shareholding must be received by the Company at the latest at the end of 11 May 2020, 24:00 hours CEST by one of the contacts below:

**Rocket Internet SE**

c/o Link Market Services GmbH  
Landshuter Allee 10, 80637 Munich, Germany

**or by e-mail:**

inhaberaktien@linkmarketservices.de

Upon receipt of the registration and the special proof of shareholding by the Company, the shareholders will be sent voting tickets to exercise the shareholder rights in relation to the virtual General Meeting, including the access details for the AGM Portal for participation in the General Meeting.

**Web-based AGM Portal**

The Company will maintain a web-based online portal (AGM Portal) at the internet address [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting) from 3 May 2020. Shareholders (or their proxies, where applicable) who have been duly registered can exercise their voting right, grant proxies, submit questions and file objections for recording via the AGM Portal. To be able to use the AGM Portal, you first have to log on using the access code 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 AGM Portal.

Shareholders will receive further details of the AGM 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](http://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, for the exercise of the shareholder rights in relation to the virtual General Meeting, especially the voting right, 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 case of complete or partial sale of shares after the Record Date, only the shareholding of the shareholder on the Record Date is crucial 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 in relation to the General Meeting (especially to vote) for these acquired and held shares if they obtained an authorisation or entitlement to exercise the rights from the previous shareholder. The Record Date has no significance for the entitlement to dividends on the shares.

## 5. Exercising the voting right by postal vote

Shareholders who are entitled to vote can cast their votes in text form or by means of electronic communications ("**Postal Vote**"). Voting by Postal Vote takes place via the AGM Portal [www.rocket-internet.com/investors/annual-general-meeting](http://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 for this, as described in the section "Conditions for exercising shareholder rights in the virtual General Meeting". If no explicit or unequivocal vote is cast in the Postal Vote on an Agenda item, this will be assessed as an abstention for this Agenda item.

### Exercising voting rights before the General Meeting

If you wish to exercise your voting rights by Postal Vote before the 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:

<p style="text-align: center;"><b>Rocket Internet SE</b> c/o Link Market Services GmbH Landshuter Allee 10, 80637 Munich, Germany</p> <p style="text-align: center;"><b>E-mail:</b> <a href="mailto:inhaberaktien@linkmarketservices.de">inhaberaktien@linkmarketservices.de</a></p>
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In addition, the postal voting form can also be downloaded from the Company's website at [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting).

If you use the postal voting form, it should be exclusively sent to the postal address or e-mail address specified above and must arrive there by 14 May 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 General Meeting**

You can also exercise voting rights by means of (electronic) Postal Vote via the AGM Portal [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting) before and during the General Meeting. It is possible to cast an electronic Postal Vote via the AGM Portal from 3 May 2020 until the start of the ballot on the date of the General Meeting. The “Postal vote” button in the AGM Portal can be used for this. You can also amend or revoke any votes cast by postal voting on the AGM Portal during the General Meeting up to the start of the ballots.

If the voting right is exercised for one and the same shareholding using the postal voting form as well as via the AGM 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 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 AGM Portal can also be accessed on the Company’s website at [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting).

### **6. Exercising voting rights by granting proxy to the Company’s representatives**

To exercise the voting right, shareholders eligible to vote can, moreover, authorise 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 text form (section 126b Civil Code) or must take place using the AGM Portal [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting).

The same applies to any amendment or revocation of the proxy or instructions.

The proxy and instruction form sent with the voting ticket is available prior to the 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 80637 Munich, Germany

**E-mail:**  
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](http://www.rocket-internet.com/investors/annual-general-meeting).

If you use the proxy and instruction form, it should be exclusively sent to the postal address or e-mail address specified above and must arrive there by 14 May 2020, 24:00 hours CEST (date of receipt) at the latest.

The AGM Portal is also available before and during the General Meeting for exercising the voting right by granting proxy to the Company's representatives [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting).

Authorising representatives via the AGM Portal is possible from 3 May 2020 until the start of voting on the date of the General Meeting. The "Proxy to representative" button in the AGM Portal can be used for this. You can also amend or revoke any proxy previously granted, during the General Meeting up to the start of the ballot via the AGM Portal.



If representatives nominated by the Company are authorised, they must be given instructions to exercise the voting right in this case. The representatives nominated by the Company exercise the voting right 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 General Meeting or during the General Meeting instructions to speak, to raise objections against General Meeting resolutions or ask questions or 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 AGM Portal can also be accessed on the Company's website at [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting).

## **7. Authorising third parties to exercise voting rights and other rights**

Shareholders also can be represented in the exercise of their rights, in particular the voting right, by proxies, i.e. a credit institution, a shareholders' association or other persons of their choice. It is also necessary to register for the General Meeting and provide evidence of the shareholding in time in accordance with the above provisions. If the shareholder authorises more than one person, the Company can reject one or more of these.

The issue of the proxy, its revocation and the evidence of authorisation to the Company must be in text form (section 126b Civil Code) or must be made using the AGM Portal [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting).

If an intermediary, shareholders' association, proxy advisor or another person within the meaning of section 135(8) Stock Corporation Act is authorised, other rules may apply; inquiries regarding these rules should be directed at these persons.

The proxy may be issued to the proxy or to the Company. Proof of proxy may be provided by the proxy sending the proof (e.g. the copy of the proxy) no later than 14 May 2020, 24:00 hours CEST (time of receipt by the Company) by post or e-mail to the following contact address:

**Rocket Internet SE**  
c/o Link Market Services GmbH  
Landshuter Allee 10, 80637 Munich, Germany

**E-mail:**  
[inhaberaktien@linkmarketservices.de](mailto: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 are made by a declaration sent to the Company, it must be received by the Company at one of the above contacts no later than 14 May 2020, 24:00 hours CEST for organisational reasons.

Shareholders who wish to authorise a representative are requested to use the form provided by the Company to grant the proxy. 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 Munich, Germany

**E-mail:**

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](http://www.rocket-internet.com/investors/annual-general-meeting).

Before and during the General Meeting you can also use the AGM Portal [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting) to grant proxy to third parties. Granting proxies via the AGM Portal is possible from 3 May 2020 until the start of voting on the day of the General Meeting. The "Proxy to third party" button in the AGM Portal can be used for this. You can also amend or revoke any proxy previously granted via the AGM Portal during the General Meeting up to the start of voting.

For the proxy to be connected electronically via the AGM Portal, the proxy must receive the access code sent with the voting ticket from the person issuing the proxy. Use of the access code by the representative is also deemed to be proof of authorisation.

Intermediaries, shareholders' associations, proxy advisors or other persons within the meaning of section 135(8) Stock Corporation Act who represent multiple shareholders are recommended to contact the above contact address in advance of the 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 AGM Portal can be accessed on the Company's website at [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting).

#### **8. Possibility for shareholders to ask questions**

Duly registered shareholders have the possibility to ask questions by means of electronic communications (see section 1(2) sentence 1 no. 3 Act to Combat the Effects of COVID-19). Any questions are to be submitted no later than by the end of 13 May 2020, 24:00 hours CEST via the AGM Portal [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting).

The "Questions" button in the AGM Portal can be used for this. The duly registered shareholders are limited to the right to ask questions in the context of electronic communications. No additional right to information or right to speak exists.

Questions received after the above deadline cannot be considered.

#### **9. Declaring and recording of objections**

Duly registered shareholders who have exercised their voting right can file an objection to resolutions by the General Meeting by the end of the General Meeting via the AGM Portal [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting) in electronic form, to be recorded by the notary. The "File an objection" button in the AGM Portal can be used for this.

**10. Rights of the shareholders according to Article 56 sentence 2 and sentence 3 SE Regulation, section 50(2) SE Implementation Act and section 122(2) Stock Corporation Act in conjunction with section 1(3) sentence 4 Act to Combat the Effects of COVID-19 and section 126(1) and section 127 Stock Corporation Act**

**Addition to the Agenda at the request of a minority according to Article 56 sentence 2 and sentence 3 SE Regulation, section 50(2) SE Implementation Act and section 122(2) Stock Corporation Act in conjunction with section 1(3) sentence 4 Act to Combat the Effects of the COVID-19 Pandemic**

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 non-par value shares) can demand that matters be placed on the Agenda of the General Meeting and notified accordingly. This threshold is required according to Article 56 sentence 2 and sentence 3 SE Regulation in conjunction with section 50(2) SE Implementation Act for demands of shareholders in a Societas Europaea (SE). section 50(2) SE Implementation Act corresponds to the contents of section 122(2) Stock Corporation Act.

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 General Meeting, i.e. at the latest by the end of 30 April 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 notified will be published – unless this has already taken place with the calling – 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](http://www.rocket-internet.com/investors/annual-general-meeting) and communicated to the shareholders in accordance with section 125(3) sentence 3 Stock Corporation Act.

**Applications and proposals for election from shareholders according to Sec. 126(1), 127 Stock Corporation Act**

Shareholders can make counterproposals to proposals of the Management Board and the Supervisory Board on specific Agenda items according to section 126(1) Stock Corporation Act and proposals for election according to section 127 Stock Corporation Act. 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 by e-mail to:**  
[hauptversammlung@rocket-internet.de](mailto:hauptversammlung@rocket-internet.de)

Applications or election proposals addressed otherwise will not be taken into account.

Counterproposals or election proposals received on time, i.e. by the end of 30 April 2020, 24:00 hours CEST by one of the above contacts and to be made accessible will be made accessible to the shareholders without undue

delay including the name of shareholder and the grounds on the website of the Company [www.rocket-internet.com/investors/annual-general-meeting](http://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(2) Stock Corporation Act (in conjunction with section 127 sentence 1 Stock Corporation Act) from publishing a counterproposal or an election proposal and any grounds for it. The possible grounds of a counterproposal or any grounds of an election proposal need not be made accessible, e.g. if they amount to a total of more than 5,000 characters. An election proposal also need not be made accessible by the Management Board according to section 127 sentence 3 Stock Corporation Act for example if the proposal does not contain the data according to section 124(3) sentence 4 Stock Corporation Act and section 125(1) sentence 5 Stock Corporation Act.

No counterproposals or election proposals can be made during the virtual General Meeting. Admissible counterproposals and election proposals received by the Company before the General Meeting at one of the above contacts no later than by the end of 13 May 2020, 24:00 hours CEST will be considered during the virtual General Meeting as having been made, if the shareholder making the proposal or election proposal has been 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 follow the virtual General Meeting, use the AGM Portal [www.rocket-internet.com/investors/annual-general-meeting](http://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 General Meeting optimally, a stable internet connection with a sufficient transmission speed is recommended.

To access the Company's AGM 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 AGM 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 as far as possible to exercise shareholder rights (especially the voting right) **before the start of the General Meeting**. It is possible to exercise the voting right in the AGM Portal from 3 May 2020.

Shareholders will receive further details of the AGM 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](http://www.rocket-internet.com/investors/annual-general-meeting).

## **12. Information on the availability of the audio and video transmission**

The Company's shareholders can follow 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 AGM 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 AGM 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 wilful 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. Should data protection or security considerations make this absolutely necessary, the chairman of the General Meeting reserves the right to interrupt or completely discontinue the virtual General Meeting.

### **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\\_hv2020@linkmarketservices.de](mailto:rocketinternet_hv2020@linkmarketservices.de). Apart from this, you are free to contact the shareholder hotline from Monday to Friday between 8:00 hours and 17:00 hours CEST on telephone number +49 (89) 21027-220.

### **14. Information on the website of the Company**

The calling of the General Meeting, the documents to be made accessible, and any applications or election proposals of shareholders and other information subject to a publication requirement are available on the Company's website at [www.rocket-internet.com/investors/annual-general-meeting](http://www.rocket-internet.com/investors/annual-general-meeting).

Berlin, im April 2020

**Rocket Internet SE**  
**The Management Board**

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# 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 code for the AGM Portal issued to the shareholder, the IP address from which the shareholder uses the AGM Portal, the votes cast by means of the 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 that have to be made accessible, these proposals will additionally be published on the internet together with the shareholder's name at

**<https://www.rocket-internet.com/investors/annual-general-meeting>**  
(menu item "Annual General Meeting 2020")

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 by e-mail at:**  
hauptversammlung@rocket-internet.de

Processing of the shareholders' personal data is essential under section 118 ff. Stock Corporation Act in order to prepare, conduct and follow up the 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 Stock Corporation Act in conjunction with Article 6(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(8) Stock Corporation Act 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(1) sentence 1(c) GDPR.

The service provider of the Company used for the organisation of the 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 this, 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 General Meeting (section 129(4) sentence 2 Stock Corporation Act). The Company does not use the personal data collected in connection with the General Meeting to make decisions based on automatic processing (profiling). The legal basis for this processing is the Stock Corporation Act in conjunction with Article 6(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 code issued to the shareholder and the IP address from which the shareholder uses the AGM 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 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 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 Article 15 ff. 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**

**Damian Wald**

Data Protection Officer

Charlottenstraße 4, 10969 Berlin, Germany

**or by e-mail to:**

[datenschutzbeauftragter@rocket-internet.de](mailto: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**

(Berliner Beauftragte für Datenschutz und Informationsfreiheit)

Friedrichstr. 219

Visitors' entrance: Puttkamerstr. 16-18 (5th floor)

10969 Berlin

You can contact our data protection officer as follows:

**Rocket Internet SE**

**Damian Wald**

Data Protection Officer

Charlottenstraße 4, 10969 Berlin, Germany

**or by e-mail to:**

[datenschutzbeauftragter@rocket-internet.de](mailto:datenschutzbeauftragter@rocket-internet.de)

**Rocket Internet SE**

Charlottenstraße 4

10969 Berlin