

ROCKET INTERNET

Corporate Governance Report

Rocket Internet SE

In the following, the Management Board and Supervisory Board submit the Corporate Governance Report including the Management Declaration pursuant to Section 289f HGB (German Commercial Code). Rocket Internet SE's Management Board and Supervisory Board value good corporate governance very highly and therefore additionally align their approach to the recommendations set out in the German Corporate Governance Code (the "Code"). In accordance with Section 3.10 of the Code, the Declaration of Conformity forms part of the Management Declaration.

1 Management declaration pursuant to Section 289f HGB

1.1 Declaration of Conformity pursuant to Section 161 AktG (German Stock Corporation Act)

The latest Declaration of Conformity with German Corporate Governance Code can be found [here](#):

Declaration of Conformity (EN)

1.2 Corporate Governance pursuant to Section 289f Subs. 2 Clause 2 HGB

Rocket Internet SE's corporate governance is determined in particular by legal requirements, the recommendations set out in the Code and internal corporate guidelines.

The term Corporate Governance stands for responsible corporate management and control geared to long-term value creation. Efficient cooperation between Management Board and Supervisory Board, respect for stockholder interests, openness and transparency of corporate communications are key aspects of good corporate governance.

In accordance with its legal form, Rocket Internet SE has a two-tier management and control system consisting of the Management Board (Vorstand) and the Supervisory Board (Aufsichtsrat). The third corporate body is the Annual General Meeting (Hauptversammlung). The powers of these governing bodies are determined by the Regulation on the Statute for a European Company and the German SE Implementation Act, the German Stock Corporation Act, the Articles of Association and the internal Rules of Procedure for both the Supervisory Board and the Management Board.

The Management Board and the Supervisory Board of Rocket Internet SE regard it as their duty to secure the company's continued existence and sustainable value creation through responsible Corporate Governance focused on the long term.

Rightful behavior, responsibility in the sense of being self-reliant and result-oriented, respect and trust form the basis for Rocket Internet's corporate success and for its employees' daily work.

All employees of Rocket Internet SE are, pursuant to the Code of Conduct, required to act consciously of risks inherent in their work and prevent risks that could threaten the company's existence.

The Code of Conduct summarizes essential regulations and guidelines and also specifies moral standards and legal requirements which shall be adhered to by all employees.

In order to reinforce good Corporate Governance and to establish an appropriate compliance management system, Rocket Internet SE has an independent Compliance Department. This supports the company's bodies, the central divisions of the SE as well as management of material portfolio companies in responsibly handling risks, particularly by instituting guidelines and offering advisory services and training to employees to address the prevention of compliance infringements.

The focus areas of the Compliance Department are the early detection, management and monitoring of compliance risks, compliance with regulatory requirements in relation to capital markets law, data protection and Corporate Governance, anti-corruption, antitrust law as well as the implementation of a responsible and sustainable investment strategy.

In fulfilling its duties, the Compliance Department works in close collaboration with the Legal Department and Internal Audit.

1.3 Procedures and composition of the Management Board pursuant to Section 289f Subs. 2 No. 3 HGB

Working procedures of the Management Board

The Management Board bears responsibility for managing the company's business. It is bound to act in the interest of the company and committed to increase the long-term value of the company. The two members of the Management Board, Oliver Samwer and Soheil Mirpour, manage the company cooperatively and, as members of the Management Board with equal rights, are responsible for the corporate strategy and its daily implementation.

The Management Board develops the company's strategy, consults regularly with the Supervisory Board thereon and ensures its implementation. It also conducts the company's business with the diligence of a prudent and conscientious business manager. The Management Board's collaboration

with other corporate bodies and employee representatives is collegial and trusting for the benefit of the company.

The meetings of the entire Management Board take place regularly every week and additionally as required.

Composition of the Management Board

In accordance with the Articles of Association of Rocket Internet SE, the Management Board must consist of one or more persons. The Supervisory Board determines the exact number of the members of the Management Board. The Supervisory Board appoints the members of the Management Board for a period of no more than five years. The Supervisory Board may appoint a Management Board member as chairman of the Management Board and another member as deputy chairman. Currently, Rocket Internet SE's Management Board consists of two members, with Oliver Samwer appointed as its chairman/ Chief Executive Officer.

The table below lists the current members of the Management Board:

Name/Position	Age	Member since	Appointed until	Responsibilities
Oliver Samwer	47	2014	March 15, 2025	Chief Executive Officer
Soheil Mirpour	30	2020	February 21, 2021	Executive Board Member

1.4 Procedures and composition of the Supervisory Board pursuant to Section 289f Subs. 2 No. 3 HGB

Working procedures of the Supervisory Board

The Supervisory Board advises and monitors the Management Board on the management of the company. It is directly involved in decisions of fundamental importance to the company. The Supervisory Board works with the company's best interest in mind in close and trusting collaboration with the Management Board.

Composition of the Supervisory Board

For the composition of the Supervisory Board no specific targets have been defined. The Supervisory Board's composition shall respect the special needs and ensure the Management Board's competent and qualified monitoring, supervision and consulting. Every member of the Supervisory Board has specific properties regarding knowledge, skills and professional behavior

that are necessary to fulfil the role of a member of the Supervisory Board. The Supervisory Board developed a competence profile of skills and experience. The Supervisory Board's competence profile includes branch experience, financial knowledge as well as expertise in the areas of strategy, supervision and innovation. In accordance with Section 100 Subs. 5 AktG the members of the Supervisory Board as a group are familiar with the sector in which the company operates.

Furthermore, every member ensures to have the sufficient amount of time to fulfil the requirements. For the proposals to the Shareholder's Meeting, the Supervisory Board takes into account the before mentioned criteria.

The table below lists the current members of the Supervisory Board:

Name	Age	Member since	Appointed until	Principal occupation outside of the Group
Prof. Dr. Marcus Englert (Chairman)	54	August 22, 2014	2020	General Partner, Texas Atlantic Capital
Norbert Lang	58	August 22, 2014	2020	Management Consultant
Pierre Louette	57	June 09, 2016	2020	Chairman and Chief Executive Officer, Les Echos Le Parisien Group, LVMH
Prof. Dr. Joachim Schindler (Deputy Chairman)	62	June 23, 2015	2020	Chartered Accountant, Tax Adviser

1.5 Provisions to promote the participation of women in management positions according to Section 76 IV and Section 111 V AktG

The Supervisory Board resolved on maintaining the target quota for both the Management Board and the Advisory Board pursuant to Section 111 Subs. 5 AktG for the participation of women of 0 percent and an implementation term expiring with June 30, 2022. This target maintains the current status.

The Supervisory Board believes that the legislator's aim to raise the share of women ranks secondary to the interests of the company to succeed continually through the work of trained members of the Supervisory and Management Boards and a Supervisory and Management Board size which is tailored to the needs of the company.

The Management Board has resolved on a target quota of 20 percent for the first management level and the retention of the target quota of 30 percent for the second management level as well as an implementation term expiring with June 30, 2022.

Of course, these targets do not preclude any additional increase within the first deadline for implementation in the proportion of women on the Supervisory Board and Management Board as well as the first two management levels beneath the Management Board at Rocket Internet.

1.6 Description and goals regarding the diversity concept within the Management Board and Supervisory Board pursuant to Section 289f Subs. 2 No. 6 HGB

Regarding its Management Board as well as its Supervisory Board, Rocket Internet SE is obliged to include a description of its diversity concept within its Management Declaration pursuant to Section 289f Subs. 2 No. 6 HGB. The description shall include the pursued aspects such as age, gender and educational or professional background as well as the overall goal of the diversity concept, its implementation and results.

When selecting and appointing the members of the Management Board, one of the top priorities of Rocket Internet is to make sure that the persons in question are equipped with the right skillset, necessary knowledge, and personal experience. Aspects such as age, gender, origin or religion do not affect the decision. The same standards are applied by Rocket Internet regarding the election of the Supervisory Board members. With regard to the Management Board, its structure and size makes it hardly possible to take account of the above-mentioned aspects. The chairman of the board is the company's founder and majority shareholder and therefore a key figure. Due to the small number of Management Board members, there is hardly any room for a meaningful implementation of a diversity concept.

Rocket Internet SE is of the opinion that any fixed objectives regarding the composition are unsuitable for the purpose of electing an efficient and qualified Management Board as well as Supervisory Board. Therefore, Rocket Internet has not resolved on a diversity concept.

2 Further information on Corporate Governance in conformity with the recommendations of the German Corporate Governance Code (DCGK)

2.1 Conflict of Interests pursuant to Principle 19 of the Code

The members of the Management Board and Supervisory Board are bound to observe the enterprise's best interests. In all their decisions, they must neither pursue personal interests nor exploit for themselves business opportunities to which the enterprise is entitled. Management Board members are subject to comprehensive non-compete clauses throughout the duration of their appointment.

Each Management Board member must disclose conflicts of interest to the Chair of the Supervisory Board and to the Chair or Spokesperson of the Management Board without undue delay and must inform the other members of the Management Board.

Each member of the Supervisory Board must inform the Chair of the Supervisory Board of any conflicts of interest without undue delay. In its report, the Supervisory Board informs the General Meeting of any conflicts of interest that have arisen and how they were addressed. Material conflicts of interest involving a member of the Supervisory Board that are not merely temporary shall result in the termination of that member's Supervisory Board mandate.

2.2 Basic features of the Compliance Management System pursuant to Principle 5 of the Code

Compliance is seen at Rocket Internet SE as a combined effort on every level of Rocket Internet SE and material portfolio companies to comply with all relevant laws, regulations and rules, the Code of Conduct and our internal regulations. Compliance is central for the business to be run in an orderly and sustainable way that creates trust with customers, investors and employees, and safeguards Rocket Internet's public reputation. Compliance is also key to avoid civil law liability and criminal law sanctions.

The Compliance Management System of Rocket Internet is divided into three action levels: "Prevention", "Detection" and "Reaction". These action levels encompass a comprehensive system of activities that aim to ensure that our business is completely in accordance with all applicable laws and regulations, as well as with internal rules (guidelines, policies and other principles).

The core of a successful compliance management system is minimizing the compliance risks. To this end, Rocket Internet SE has established a risk analysis, internal guidelines, as well as compliance trainings and compliance communication measures (information and reporting).

To detect compliance violations, Rocket Internet has introduced a protected whistleblower system, a compliance monitoring as well as regular check-ups (including compliance audits and – if required – investigations). To properly address compliance violations objectively, Rocket Internet sanctions any misconduct and takes appropriate remedies.

The Compliance department coordinates compliance activities at Rocket Internet SE and material portfolio companies, oversees fulfilment of both internal and external regulations, and supports the development and implementation of binding internal rules (guidelines). Compliance topics are regularly reported to, discussed and aligned with the Management Board and the Supervisory Board on the level of Rocket Internet SE.

Berlin, April 2020

Rocket Internet SE

The Management Board

Oliver Samwer Soheil Mirpour

On behalf of the Supervisory Board

Prof. Dr. Marcus Englert